9103

美德向邦醫療國際股份有限公司及子公司

一一二年度及一一一年度財務報告暨

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

一一二年度及一一一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)

目　　錄

內　　容	附件編號
一、本國會計師複核報告	一
二、按新台幣換算之主要財務報表	二
(一)合併資產負債表	
(二)合併綜合損益表	
(三)合併股東權益變動表	
(四)合併現金流量表	
三、依金管會認可之 IFRSs 會計原則重編後之主要財務報表及財務	三
報表重編說明	
(一)重編後合併資產負債表	
(二)重編後合併綜合損益表	
(三)重編後合併現金流量表	
(四)合併財務報表重編說明(含合併財務報表重編原則及會計原則	
之差異彙總說明)	
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)	四
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)	五

附　　件　　一

本國會計師複核報告

安永聯合會計師事務所

11012 台北市基隆路一段333號9樓
9F, No. 333, Sec. 1, Keelung Road
Taipei City, Taiwan, R.O.C.

Tel: 886 2 2757 8888
Fax: 886 2 2757 6050
www.ey.com/taiwan

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一一二年度及民國一一一年度之合併財務報表，業經外國其他會計師查核，並於民國一一三年四月十一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一一二年度及民國一一一年度依新台幣換算之合併資產負債表、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一一二年度及民國一一一年度依新台幣換算之合併資產負債表、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 1010057100 號
(92)台財證(六)第 100592 號

王 慕 凡

會　計　師：

楊 智 惠

中華民國 一一三 年 四 月 十五 日

A member firm of Ernst & Young Global Limited

附　　件　　二

按新台幣換算之主要財務報表

美德向邦醫藥國際股份有限公司及子公司

合併資產負債表

(依新加坡財務報告準則編製)

民國一一二年十二月三十一日及民國一一一年十二月三十一日

單位:美金仟元，新台幣仟元

會計科目	一一二年十二月三十一日		一一一年十二月三十一日	
	本集團		本集團	
資　　產	美金	新台幣	美金	新台幣
非流動資產				
不動產、廠房及設備	$40,566	$1,246,796	$43,592	$1,339,800
投資性不動產	2,505	76,991	2,617	80,433
出租資產	3,915	120,328	4,116	126,505
使用權資產	9,109	279,965	9,903	304,369
無形資產	3,363	103,362	848	26,063
遞延所得稅資產	2,254	69,277	2,155	66,234
長期應收款	4,265	131,085	-	-
其他非流動資產	4,995	153,521	8,429	259,065
	70,972	2,181,325	71,660	2,202,469
流動資產				
存貨	37,359	1,148,229	36,394	1,118,570
應收帳款	20,084	617,282	30,358	933,053
其他流動資產	5,311	163,233	8,356	256,822
現金及約當現金及定期存款	33,041	1,015,515	35,281	1,084,362
	95,795	2,944,259	110,389	3,392,807
資產總計	$166,767	$5,125,584	$182,049	$5,595,276
股 東 權 益 與 負 債				
流動負債				
應付帳款及其他流動負債	5,974	183,611	6,447	198,148
租賃負債－流動	801	24,619	575	17,673
短期借款	23,861	733,368	15,643	480,787
應付所得稅	2,332	71,674	2,415	74,225
	32,968	1,013,272	25,080	770,833
淨流動資產	62,827	1,930,987	85,309	2,621,974
非流動負債				
租賃負債－非流動	2,243	68,938	3,335	102,501
遞延所得稅負債	312	9,589	391	12,017
應計退休金負債	918	28,215	811	24,926
其他非流動負債	18	553	117	3,596
	3,491	107,295	4,654	143,040
負債總計	36,459	1,120,567	29,734	913,873
淨資產	130,308	4,005,017	152,315	4,681,403
歸屬於本公司業主之權益				
股本	27,471	844,321	27,471	844,321
減：庫藏股	(2,361)	(72,565)	(2,361)	(72,565)
股本溢價	4,721	145,100	4,721	145,100
保留盈餘	99,618	3,061,759	120,424	3,701,232
確定福利計畫再衡量數	211	6,485	250	7,684
國外營運機構財務報表換算之兌換差額	(850)	(26,125)	(735)	(22,590)
其他權益	394	12,110	19	584
	129,204	3,971,085	149,789	4,603,766
非控制權益	1,104	33,932	2,526	77,637
權益總計	130,308	4,005,017	152,315	4,681,403
負債及權益總計	$166,767	$5,125,584	$182,049	$5,595,276

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，係分別以民國一一二年十二月二十九日之匯率US$1=NT$30.735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
一一二年度	US$1:NT$32.484	US$1:NT$29.700	US$1:NT$31.178
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

董事長：Clement Yang Ker-Cheng　　經理人：William Yang Weiyuan　　會計主管：James Lin Yi-Ching

美德向邦醫療國際股份有限公司及子公司

合併綜合損益表

(依新加坡財務報告準則編製)

民國一一二年一月一日至十二月三十一日

及民國一一一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仟元、新台幣仟元，均以美金仟元，新台幣仟元為單位)

項目	一一二年度		一一一年度	
	本集團		本集團	
	美金	新台幣	美金	新台幣
營業收入	$52,639	$1,617,860	$56,243	$1,728,629
營業成本	(46,682)	(1,434,771)	(59,580)	(1,831,191)
營業毛利（損）	5,957	183,089	(3,337)	(102,562)
其他收入項目				
其他收入-淨額	1,987	61,070	2,461	75,639
財務收入	1,304	40,078	905	27,815
其他費用項目				
銷售費用	(7,637)	(234,723)	(12,009)	(369,097)
管理費用	(23,310)	(716,433)	(17,723)	(544,716)
財務成本	(816)	(25,080)	(951)	(29,229)
稅前淨損	(22,515)	(691,999)	(30,654)	(942,150)
所得稅費用	27	830	1,391	42,752
本期淨損	(22,488)	(691,169)	(29,263)	(899,398)
其他綜合利益：				
重分類至損益之項目：				
國外營運機構財務報表換算之兌換差額	(115)	(3,535)	(3,132)	(96,262)
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	(39)	(1,199)	198	6,086
透過其他綜合損益按公允價值衡量之權益工具投資未實現評價損益	635	19,517	(375)	(11,526)
本期綜合損失稅後淨額	$(22,007)	$(676,386)	($32,572)	($1,001,100)
淨損歸屬於：				
本公司業主	$(21,066)	$(647,464)	$(28,596)	$(878,898)
非控制權益	(1,422)	(43,705)	(667)	(20,500)
本期淨損	$(22,488)	$(691,169)	($29,263)	($899,398)
綜合損失歸屬於：				
本公司業主	$(20,585)	$(632,681)	$(31,905)	$(980,600)
非控制權益	(1,422)	(43,705)	(667)	(20,500)
本期綜合損失稅後淨額	$(22,007)	$(676,386)	$(32,572)	($1,001,100)
每股虧損歸屬				
於母公司業主（美分）				
基本與稀釋	$(3.866)	$(1.188)	$(5.244)	$(1.612)

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，係分別以民國一一二年十二月二十九日之匯率US$1=NT$30.735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
一一二年度	US$1:NT$32.484	US$1:NT$29.700	US$1:NT$31.178
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

董事長：Clement Yang Ker-Cheng　　經理人：William Yang Weiyuan　　會計主管：James Lin Yi-Ching

美德向邦醫療國際股份有限公司及子公司

合併權益變動表

(依新加坡財務報告準則編製)

民國一一二年一月一日至十二月三十一日

及民國一一一年一月一日至十二月三十一日

單位:美金仟元

項　　目	股本	股本溢價	保留盈餘	確定福利計畫再衡量數	國外營運機構財務報表換算之兌換差額	其他權益	庫藏股	非控制權益	權益總額
本　　集　　團									
民國一一一年一月一日餘額	$27,471	$4,721	$152,291	$52	$2,397	$394	$(2,112)	$2,693	$187,907
本期淨損	-	-	(28,596)	-	-	-	-	(667)	(29,263)
其他綜合(損)益									
國外營運機構財務報表換算之兌換差額	-	-	-	-	(3,132)	-	-	-	(3,132)
透過其他綜合損益按公允價值衡量之金融資產未實現評價損失	-	-	-	-	-	(375)	-	-	(375)
確定福利計畫再衡量數	-	-	-	198	-	-	-	-	198
本期其他綜合(損)益小計	-	-	-	198	(3,132)	(375)	-	-	(3,309)
本期綜合(損)益總額	-	-	(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)
民國一一一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
本期淨損	-	-	(21,066)	-	-	-	-	(1,422)	(22,488)
其他綜合(損)益									
國外營運機構財務報表換算之兌換差額	-	-	-	-	(115)	-	-	-	(115)
透過其他綜合損益按公允價值衡量之金融資產未實現評價利益	-	-	-	-	-	635	-	-	635
處分透過其他綜合損益按公允價值衡量之權益工具	-	-	260	-	-	(260)	-	-	-
確定福利計畫再衡量數	-	-	-	(39)	-	-	-	-	(39)
本期其他綜合(損)益小計	-	-	260	(39)	(115)	375	-	-	481
本期綜合(損)益總額	-	-	(20,806)	(39)	(115)	375	-	(1,422)	(22,007)
民國一一二年十二月三十一日餘額	$27,471	$4,721	$99,618	$211	$(850)	$394	$(2,361)	$1,104	$130,308

董事長：Clement Yang Ker-Cheng　　經理人：William Yang Weiyuan　　會計主管：James Lin Yi-Ching

美德向部落國際股份有限公司及子公司

合併權益變動表

(依新加坡財務報告準則編製)

民國一一二年一月一日至十二月三十一日

及民國一一一年一月一日至十二月三十一日

單位:新台幣仟元

項　　目	股本	股本溢價	保留盈餘	確定福利計畫再衡量數	國外營運機構財務報表換算之兌換差額	其他權益	庫藏股	非控制權益	權益總額
本　　集　　團									
民國一一一年一月一日餘額	$844,321	$145,100	$4,680,664	$1,598	$73,672	$12,110	$(64,912)	$82,769	$5,775,322
本期淨損	-	-	(878,898)	-	-	-	-	(20,500)	(899,398)
其他綜合(損)益									
國外營運機構財務報表換算之兌換差額	-	-	-	-	(96,262)	-	-	-	(96,262)
透過其他綜合損益按公允價值衡量之金融資產未實現評價損失	-	-	-	-	-	(11,526)	-	-	(11,526)
確定福利計畫再衡量數	-	-	-	6,086	-	-	-	-	6,086
本期其他綜合(損)益小計	-	-	-	6,086	(96,262)	(11,526)	-	-	(101,702)
本期綜合(損)益總額	-	-	(878,898)	6,086	(96,262)	(11,526)	-	(20,500)	(1,001,100)
庫藏股買回	-	-	-	-	-	-	(7,653)	-	(7,653)
少數股權投資	-	-	-	-	-	-	-	15,368	15,368
現金股利	-	-	(100,534)	-	-	-	-	-	(100,534)
民國一一一年十二月三十一日餘額	844,321	145,100	3,701,232	7,684	(22,590)	584	(72,565)	77,637	4,681,403
本期淨損	-	-	(647,464)	-	-	-	-	(43,705)	(691,169)
其他綜合(損)益									
國外營運機構財務報表換算之兌換差額	-	-	-	-	(3,535)	-	-	-	(3,535)
透過其他綜合損益按公允價值衡量之金融資產未實現評價利益	-	-	-	-	-	19,517	-	-	19,517
處分透過其他綜合損益按公允價值衡量之權益工具	-	-	7,991	-	-	(7,991)	-	-	-
確定福利計畫再衡量數	-	-	-	(1,199)	-	-	-	-	(1,199)
本期其他綜合(損)益小計	-	-	7,991	(1,199)	(3,535)	11,526	-	-	14,783
本期綜合(損)益總額	-	-	(639,473)	(1,199)	(3,535)	11,526	-	(43,705)	(676,386)
民國一一二年十二月三十一日餘額	$844,321	$145,100	$3,061,759	$6,485	$(26,125)	$12,110	$(72,565)	$33,932	$4,005,017

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，係分別以民國一一二年十二月二十九日之匯率US$1=NT$30.735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
一一二年度	US$1:NT32.484	US$1:NT$29.700	US$1:NT$31.178
一一一年度	US$1:NT32.319	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

董事長：Clement Yang Ker-Cheng　　經理人：William Yang Weiyuan　　會計主管：James Lin Yi-Ching

美德醫療國際股份有限公司及子公司

合併現金流量表

(依新加坡財務報告準則編製)

民國一一二年一月一日至十二月三十一日

及民國一一一年一月一日至十二月三十一日

單位:美金仟元，新台幣仟元

項　目	一一二年度		一一一年度	
	美金	新台幣	美金	新台幣
營業活動之現金流量:				
稅前淨損	$(22,515)	$(691,999)	$(30,654)	$(942,150)
調整項目:				
折舊				
不動產、廠房及設備	4,118	126,567	3,177	97,645
出租資產	1,956	60,118	1,988	61,101
使用權資產	1,023	31,442	1,128	34,669
投資性不動產	112	3,442	111	3,412
不動產、廠房及設備減損損失	2,000	61,470	-	-
沖銷				
應收帳款	90	2,766	-	-
高爾夫會員證	29	891	-	-
提列備抵				
備抵存貨損失	3,072	94,418	11,748	361,075
應收帳款預期信用減損損失	6,004	184,533	3,591	110,369
其他流動資產減損損失	822	25,264	204	6,270
迴轉				
備抵存貨損失	(1,440)	(44,258)	-	-
應收帳款預期信用減損損失	(125)	(3,842)	-	-
來自短期借款及租賃負債之利息費用	742	22,805	819	25,172
未實現外幣兌換利益	(51)	(1,567)	(261)	(8,022)
退休金義務變動數	68	2,090	(66)	(2,028)
其他財務成本	74	2,274	132	4,057
利息收入	(1,304)	(40,078)	(642)	(19,732)
股利收入	(126)	(3,873)	(263)	(8,083)
處分不動產、廠房及設備利益	(345)	(10,603)	(165)	(5,071)
營運資金變動前之營業活動之現金流量	(5,796)	(178,140)	(9,153)	(281,316)
(增加)／減少：				
存貨	(2,596)	(79,788)	728	22,375
應收帳款	157	4,825	7,872	241,946
其他流動資產	1,844	56,675	4,524	139,045
存出保證金及押金(非流動)	99	3,043	(312)	(9,589)
減少：				
應付帳款及其他負債	(578)	(17,765)	(1,691)	(51,973)
遞延租賃收入	(4)	(123)	(5)	(154)
營業活動之現金流入(流出)	(6,874)	(211,273)	1,963	60,334
支付所得稅	(237)	(7,284)	(590)	(18,134)
支付其他財務成本	(74)	(2,274)	(132)	(4,057)
自借款及應收帳款收取之利息	-	-	24	738
營業活動之淨現金流入(流出)	(7,185)	(220,831)	1,265	38,881
投資活動之現金流量				
處分：				
不動產、廠房及設備	364	11,188	180	5,532
出租資產	24	738	22	676
透過其他綜合損益按公允價值衡量之金融資產	3,938	121,034	-	-
取得：				
不動產、廠房及設備	(3,113)	(95,678)	(13,597)	(417,904)
出租資產	(1,779)	(54,678)	(1,674)	(51,450)
無形資產	(2,515)	(77,299)	-	-
預付設備款(增加)減少	289	8,882	(2,254)	(69,277)
投資：				
透過其他綜合損益按公允價值衡量之金融資產	-	-	(1,893)	(58,181)
非公開報價債券投資	-	-	(3,000)	(92,205)
自定期存款存及非公開報價債券投資收取之利息	1,304	40,079	618	18,994
收取之股利	126	3,873	263	8,083
到期日超過90天之定期存款	10,970	337,163	(7,828)	(240,594)
投資活動之淨現金流入(流出)	9,608	295,302	(29,163)	(896,326)
籌資活動之現金流量				
支付之利息	(470)	(14,445)	(423)	(13,001)
質押定期存款	(4,547)	(139,752)	(56)	(1,721)
舉借短期借款	23,861	733,368	15,643	480,788
償還短期借款	(15,643)	(480,788)	(9,306)	(286,021)
發放現金股利	-	-	(3,271)	(100,534)
庫藏股票買回	-	-	(249)	(7,653)
少數股權投資	-	-	500	15,368
支付租賃負債本金	(1,089)	(33,470)	(5,459)	(167,782)
支付租賃負債利息	(272)	(8,360)	(396)	(12,171)
籌資活動之淨現金流入(流出)	1,840	56,553	(3,017)	(92,727)
本期現金及約當現金增加(減少)數	4,263	131,024	(30,915)	(950,172)
期初現金及約當現金餘額	18,122	556,980	49,015	1,506,476
匯率變動對現金及約當現金之影響	(80)	(2,460)	22	676
期末現金及約當現金餘額	$22,305	$685,544	$18,122	$556,980

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，係分別以民國一一二年十二月二十九日之匯率US$1=NT$30.735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
一一二年度	US$1:NT$32.484	US$1:NT$29.700	US$1:NT$31.178
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

董事長：Clement Yang Ker-Cheng　　經理人：William Yang Weiyuan　　會計主管：James Lin Yi-Ching

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

美德向邦醫療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
民國一一二年十二月三十一日及民國一一一年十二月三十一日

單位：新台幣仟元

資產		一一二年十二月三十一日				一一一年十二月三十一日			
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	$1,015,515	$(329,971)	$685,544	13	$1,084,362	$(527,382)	$556,980	10
1136	按攤銷後成本衡量之金融資產	-	329,971	329,971	7	-	527,382	527,382	9
1170	應收帳款淨額	617,282	-	617,282	12	933,053	-	933,053	17
130x	存　　貨	1,148,229	-	1,148,229	22	1,118,570	-	1,118,570	20
1470	其他流動資產	163,233	-	163,233	3	256,822	-	256,822	4
11xx	流動資產合計	2,944,259	-	2,944,259	57	3,392,807	-	3,392,807	60
	非流動資產								
1600	不動產、廠房及設備	1,246,796	120,328	1,367,124	27	1,339,800	126,505	1,466,305	27
1725	出租資產淨額	120,328	(120,328)	-	-	126,505	(126,505)	-	-
1755	使用權資產	279,965	-	279,965	6	304,369	-	304,369	5
1760	投資性不動產淨額	76,991	-	76,991	2	80,433	-	80,433	2
1780	無形資產	103,362	-	103,362	1	26,063	-	26,063	-
1840	遞延所得稅資產	69,277	-	69,277	1	66,234	-	66,234	1
1900	其他非流動資產	153,521	-	153,521	3	259,065	-	259,065	5
1932	長期應收款	131,085	-	131,085	3	-	-	-	-
15xx	非流動資產合計	2,181,325	-	2,181,325	43	2,202,469	-	2,202,469	40
1xxx	資產總計	$5,125,584	$ -	$5,125,584	100	$5,595,276	$ -	$5,595,276	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，係分別以民國一一二年十二月二十九日之匯率US$1=NT$30.735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
一一二年度	US$1:NT32.484	US$1:NT$29.700	US$1:NT$31.178
一一一年度	US$1:NT32.319	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

董事長：Clement Yang Ker-Cheng　　經理人：William Yang Weiyuan　　會計主管：James Lin Yi-Ching

美德向邦醫療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)
民國一一二年十二月三十一日及民國一一一年十二月三十一日

單位：新台幣仟元

負債及權益		一一二年十二月三十一日				一一一年十二月三十一日			
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	$733,368	$ -	$733,368	14	$480,787	$ -	$480,787	9
2170	應付帳款	62,853	-	62,853	1	55,784	-	55,784	1
2200	其他應付款	120,758	-	120,758	2	142,364	-	142,364	3
2230	本期所得稅負債	71,674	-	71,674	1	74,225	-	74,225	1
2280	租賃負債－流動	24,619	-	24,619	-	17,673	-	17,673	-
21xx	流動負債合計	1,013,272	-	1,013,272	18	770,833	-	770,833	14
	非流動負債								
2570	遞延所得稅負債	9,589	-	9,589	-	12,017	-	12,017	-
2580	租賃負債－非流動	68,938	-	68,938	1	102,501	-	102,501	2
2600	其他非流動負債	553	-	553	-	3,596	-	3,596	-
2640	淨確定福利負債	28,215	-	28,215	1	24,926	-	24,926	-
25xx	非流動負債合計	107,295	-	107,295	2	143,040	-	143,040	2
2xxx	負債總計	1,120,567	-	1,120,567	20	913,873	-	913,873	16
	權益								
3100	股本	844,321	-	844,321	17	844,321	-	844,321	15
3200	資本公積	157,210	-	157,210	3	145,684	-	145,684	3
3300	保留盈餘	3,068,244	-	3,068,244	60	3,708,916	-	3,708,916	66
3400	其他權益	(26,125)	-	(26,125)	-	(22,590)	-	(22,590)	-
3500	庫藏股票	(72,565)	-	(72,565)	(1)	(72,565)	-	(72,565)	(1)
	母公司業主權益合計	3,971,085	-	3,971,085	79	4,603,766	-	4,603,766	83
36xx	非控制權益	33,932	-	33,932	1	77,637	-	77,637	1
3xxx	權益總計	4,005,017	-	4,005,017	80	4,681,403	-	4,681,403	84
	負債及權益總計	$5,125,584	$ -	$5,125,584	100	$5,595,276	$ -	$5,595,276	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，係分別以民國一一一年十二月二十九日之匯率US$1=NT$30.735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
一一二年度	US$1:NT$32.484	US$1:NT$29.700	US$1:NT$31.178
一一一年度	US$1:NT32.319	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

董事長：Clement Yang Ker-Cheng　　經理人：William Yang Weiyuan　　會計主管：James Lin Yi-Ching

美德向新醫療國際股份有限公司及子公司

中華民國金管會認可之IFRSs重編後之個體綜合損益表

民國一一二年一月一日至十二月三十一日

及民國一一一年一月一日至十二月三十一日

(金額除每股盈餘外，均以新台幣仟元為單位)

代碼	項目	一一二年度				一一一年度			
		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	%
4100	營業收入	$1,617,860	$ -	$1,617,860	100	$1,728,629	$ -	$1,728,629	100
5000	營業成本	(1,434,771)	-	(1,434,771)	(89)	(1,831,191)	-	(1,831,191)	(106)
5900	營業毛利	183,089	-	183,089	11	(102,562)	-	(102,562)	(6)
6000	營業費用	(951,156)	-	(951,156)	(59)	(913,813)	-	(913,813)	(53)
6900	營業利益	(768,067)	-	(768,067)	(48)	(1,016,375)	-	(1,016,375)	(59)
	營業外收入及支出								
7100	利息收入	40,078	-	40,078	2	75,639	-	75,639	4
7020	其他利益及損失	61,070	-	61,070	5	27,815	-	27,815	2
7050	財務成本	(25,080)	-	(25,080)	(2)	(29,229)	-	(29,229)	(2)
7000	營業外收入及支出合計	76,068	-	76,068	5	74,225	-	74,225	4
7900	稅前淨利	(691,999)	-	(691,999)	(43)	(942,150)	-	(942,150)	(55)
7950	所得稅費用	830	-	830	-	42,752	-	42,752	3
8000	本期淨利	(691,169)	-	(691,169)	(43)	(899,398)	-	(899,398)	(52)
	其他綜合損益								
8311	確定福利計畫之再衡量數	(1,199)	-	(1,199)	-	6,086	-	6,086	-
8316	透過其他綜合損益按公允價值衡量之權益工具投資	19,517	-	19,517	1	(11,526)	-	(11,526)	-
8361	國外營運機構財務報表換算之兌換差額	(3,535)	-	(3,535)	-	(96,262)	-	(96,262)	(6)
8300	本期其他綜合損益(稅後淨額)	14,783	-	14,783	1	(101,702)	-	(101,702)	(6)
8500	本期綜合損益總額	$(676,386)	$ -	$(676,386)	(42)	$(1,001,100)	$ -	$(1,001,100)	(58)
	淨利歸屬於：								
8610	母公司業主	$(647,464)	$ -	$(647,464)	(40)	$(878,898)	$ -	$(878,898)	(51)
8620	非控制權益	(43,705)	-	(43,705)	(3)	(20,500)	-	(20,500)	(1)
		$(691,169)	$ -	$(691,169)	(43)	$(899,398)	$ -	$(899,398)	(52)
	綜合損益總額歸屬於：								
8710	母公司業主	$(632,681)	$ -	$(632,681)	(39)	$(980,600)	$ -	$(980,600)	(57)
8720	非控制權益	(43,705)	-	(43,705)	(3)	(20,500)	-	(20,500)	(1)
		$(676,386)	$ -	$(676,386)	(42)	$(1,001,100)	$ -	$(1,001,100)	(58)
	每股盈餘(元)								
9750	基本每股盈餘	$(1.188)	$ -	$(1.188)		$(1.612)	$ -	$(1.612)	
9850	稀釋每股盈餘	$(1.188)	$ -	$(1.188)		$(1.612)	$ -	$(1.612)	

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，係分別以民國一一二年十二月二十九日之匯率US$1=NT$30.735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
一一二年度	US$1:NT32.484	US$1:NT$29.700	US$1:NT$31.178
一一一年度	US$1:NT32.319	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

董事長：Clement Yang Ker-Cheng　　經理人：William Yang Weiyuan　　會計主管：James Lin Yi-Ching

美德向邦醫療國際股份有限公司及子公司
中華民國金管會認可之IFRSs重編後合併現金流量表
民國一一二年一月一日至十二月三十一日
及民國一一一年一月一日至十二月三十一日

單位：新台幣仟元

代碼	項　目	一一二年度 依新加坡財務報告準則編製金額	一一二年度 調整金額增(減)	一一二年度 依中華民國會計原則編製金額	一一一年度 依新加坡財務報告準則編製金額	一一一年度 調整金額增(減)	一一一年度 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	$(691,999)	$ -	$(691,999)	$(942,150)	$ -	$(942,150)
	調整項目:						
A20100	折舊費用	221,569	-	221,569	196,827	-	196,827
	備抵存貨損失	50,160	(50,160)	-	361,075	(361,075)	-
	應收帳款預期信用減損	180,691	(180,691)	-	110,369	(110,369)	-
	固定資產減損損失	61,470	(61,470)	-	-	-	-
A20900	利息費用	22,805	2,274	25,079	25,172	4,057	29,229
	退休金義務變動數	2,090	(2,090)	-	(2,028)	2,028	-
	其他財務成本	2,274	(2,274)	-	4,057	(4,057)	-
A21200	利息收入	(40,078)	-	(40,078)	(19,732)	-	(19,732)
A21300	股利收入	(3,873)	-	(3,873)	(8,083)	-	(8,083)
A22500	處分不動產、廠房及設備利益	(10,603)	-	(10,603)	(5,071)	-	(5,071)
A24100	未實現外幣兌換損失(利益)	(1,567)	-	(1,567)	(8,022)	-	(8,022)
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	200,454	(200,454)	-	(344,109)	344,109	-
A31150	應收帳款淨額(增加)減少	7,591	180,691	188,282	241,946	110,369	352,315
A31200	存貨增加	(79,788)	50,160	(29,628)	22,375	361,075	383,450
A31240	其他流動資產減少	91,712	(154)	91,558	76,038	(276)	75,762
A32150	應付帳款及其他流動負債增加(減少)	(17,765)	-	(17,765)	(51,973)	-	(51,973)
A32240	淨確定福利負債增加(減少)	-	2,090	2,090	-	(2,028)	(2,028)
	遞延租賃收入	(123)	154	31	(154)	276	122
A33000	營運產生之現金流入(出)	(4,980)	(261,924)	(266,904)	(343,463)	344,109	646
A33100	收取之利息	-	-	-	738	-	738
A33300	支付之利息	(2,274)	-	(2,274)	(4,057)	-	(4,057)
A33500	支付之所得稅	(7,284)	-	(7,284)	(18,134)	-	(18,134)
AAAA	營業活動之淨現金流入(出)	(14,538)	(261,924)	(276,462)	(364,916)	344,109	(20,807)
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	-	200,454	200,454	-	(344,109)	(344,109)
B02700	取得不動產、廠房及設備	(95,678)	(54,678)	(150,356)	(417,904)	(51,450)	(469,354)
B02800	處分不動產、廠房及設備	11,188	62,208	73,396	5,532	676	6,208
	取得出租資產	(54,678)	54,678	-	(51,450)	51,450	-
	處分出租資產	738	(738)	-	676	(676)	-
B04500	取得無形資產	(77,299)	-	(77,299)	-	-	-
B06700	其他非流動資產減少(增加)	121,034	-	121,034	(58,181)	-	(58,181)
B07500	收取之利息	40,079	-	40,079	18,994	-	18,994
B07600	收取之股利	3,873	-	3,873	8,083	-	8,083
BBBB	投資活動之淨現金流入(出)	(50,743)	261,924	211,181	(494,250)	(344,109)	(838,359)
CCCC	籌資活動之現金流量：						
C00100	短期借款(減少)增加	252,580	-	252,580	194,767	-	194,767
C04020	租賃本金償還	(41,830)	-	(41,830)	(179,953)	-	(179,953)
C04500	發放現金股利	-	-	-	(100,534)	-	(100,534)
C04900	庫藏股票買回成本	-	-	-	(7,653)	-	(7,653)
C05600	支付之利息	(14,445)	-	(14,445)	(13,001)	-	(13,001)
C05800	非控制權益變動	-	-	-	15,368	-	15,368
CCCC	籌資活動之淨現金流入(出)	196,305	-	196,305	(91,006)	-	(91,006)
DDDD	匯率變動對現金及約當現金影響數	(2,460)	-	(2,460)	676	-	676
EEEE	本期現金及約當現金淨增加(減少)數	131,024	-	131,024	(950,172)	-	(950,172)
E00100	期初現金及約當現金餘額	556,980	-	556,980	1,506,476	-	1,506,476
E00200	期末現金及約當現金餘額	$685,544	$ -	$685,544	$556,980	$ -	$556,980

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，係分別以民國一一二年十二月二十九日之匯率US$1=NT$30.735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
一一二年度	US$1:NT32.484	US$1:NT$29.700	US$1:NT$31.178
一一一年度	US$1:NT32.319	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

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
民國一一二年十二月三十一日
及民國一一一年十二月三十一日

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一一二年度及一一一年度財務報告，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一一二年度及民國一一一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

	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
	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。	無

(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
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。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。

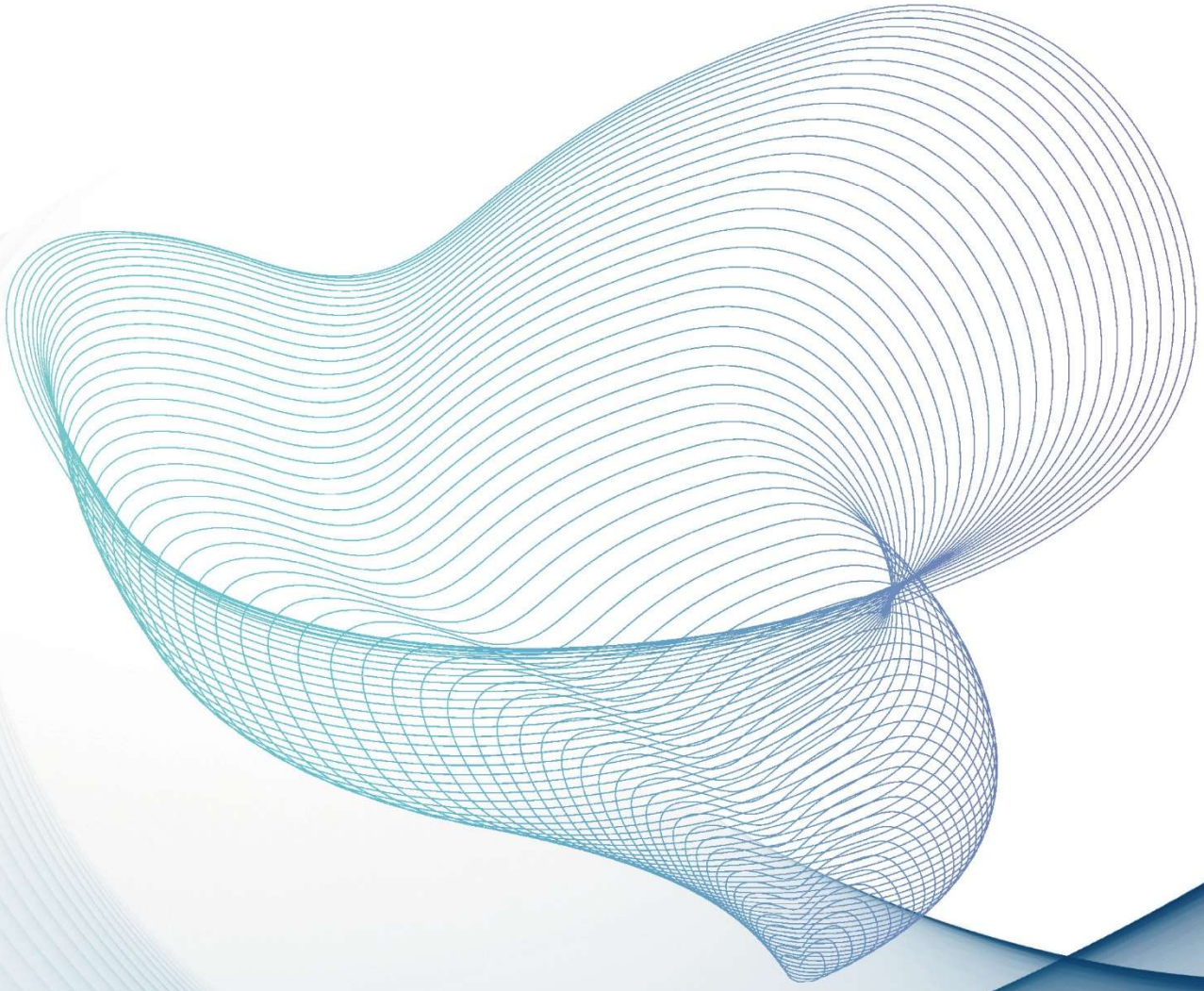
附　　件　　四

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)

美德向邦醫療國際股份公司

2023
年　報



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

集團簡介	**1**
集團沿革	**3**
集團組織圖	**5**
致股東報告書	**7**
財務摘要	**9**
財務狀況	**11**
營運概況與展望	**12**
研發概況	**14**
企業社會責任	**15**
公司名錄	**17**
董事會成員介紹	**19**
會計年度行事曆	**21**
公司治理報告	**22**
資產明細	**40**
股權結構表	**41**
前二十大股東	**43**
利害關係人交易	**44**
年度股東常會開會通知	**45**
財務報告	**52**
董事會聲明書	53
會計師查核報告	56
合併綜合損益表	60
資產負債表	61
合併權益變動表	63
權益變動表	65
合併現金流量表	66
財務報表附註	68

集團簡介

集團總部 台灣台北

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（下稱「新交所」）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。

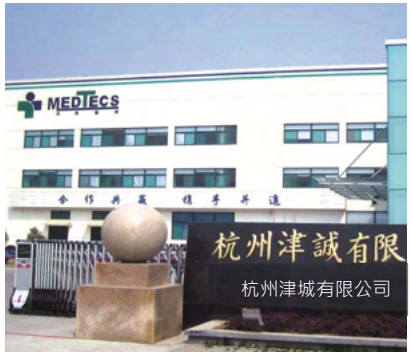
本集團業務主要可以分為生產製造、貿易與銷售及提供醫院後勤整合服務三大領域。作為提供醫院、旅館業及製造業各種 PPE、工作服及防護裝備的製造商，本集團擁有多元化的生產基地分布於菲律賓、柬埔寨、台灣及中國，多元據點確保供應不中斷。在貿易與銷售方面，本集團於加拿大、歐洲、日本及美國皆建置物流倉儲中心，與亞馬遜(Amazon)、DHL 及其他電商、物流平台合作，擴及全球的銷售網路可提升產品分銷能力。在醫院後勤服務方面，本集團主要提供台灣及菲律賓醫院用醫療耗材及 PPE 的租賃、洗滌、配送及買賣。本集團已成為台灣地區醫療院所「全方位服務解決方案」的領導廠商，與全台 19 家重要指標醫院簽有服務合約。

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 30 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。

美德向邦股份有限公司

Medtex Coporation



杭州津城有限公司

RMKH Glove (Cambodia) Co., Ltd.

Medtecs (Cambodia) Coporation Limited

集團沿革

1989
集團創立

2000
- 成立 Medtecs (Taiwan) Corporation
- 收購醫院洗滌及消毒業務

1999
- 美德向邦醫療國際股份有限公司於新交所上市
- 成立 Medtecs (Cambodia) Corporation
- 成立 Medtecs (Asia Pacific) Pte. Ltd.

2005
菲律賓啟動醫院後勤業務

2009
- 台灣政府常備庫存的主要合作夥伴(PPE)
- 臺灣排名第一的醫院後勤服務供應商

2013
菲律賓排名第一
醫院後勤服務供應商

2015
柬埔寨成立第二處生產基地
(PPE產品線)-MMSEZ

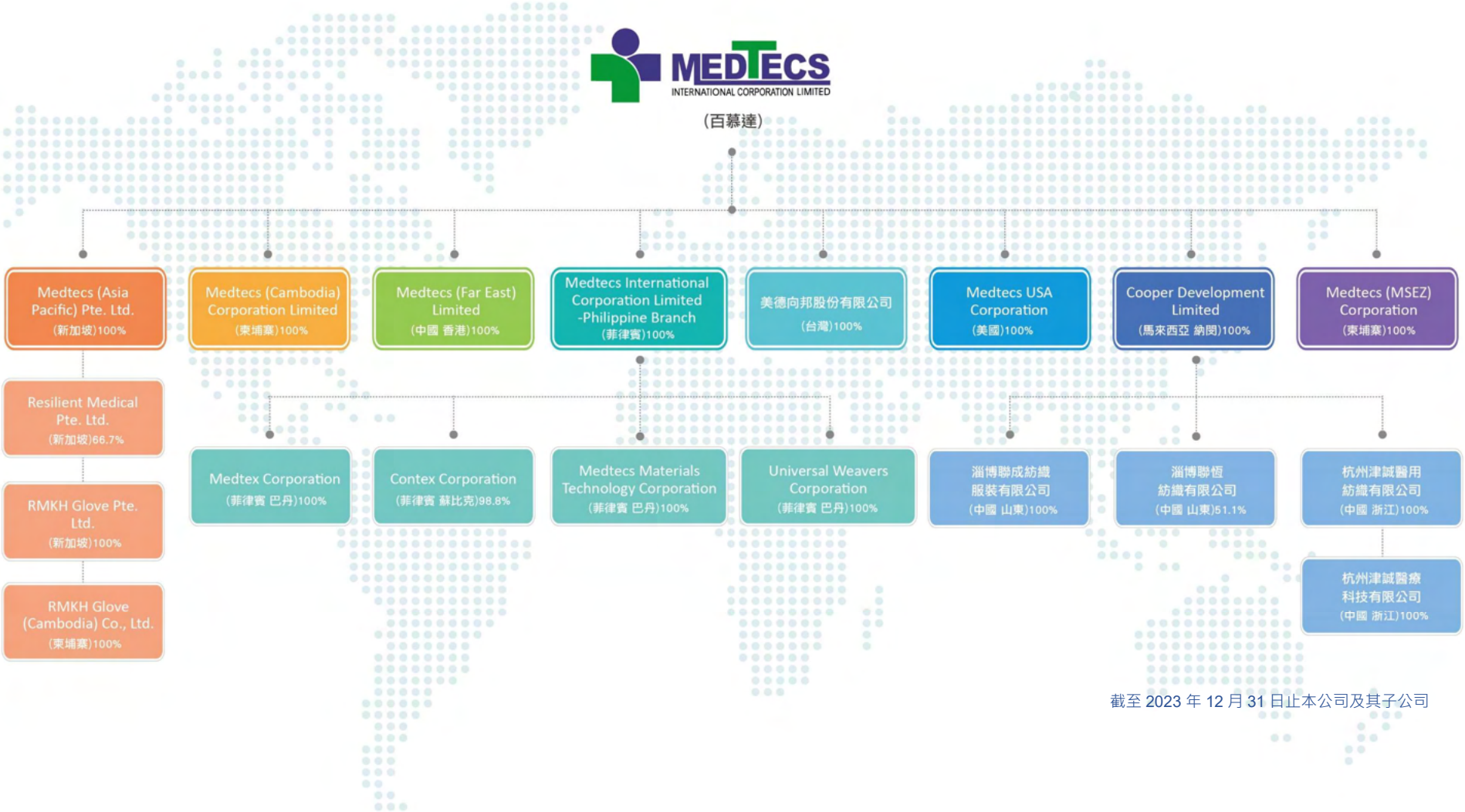
2018
- 開展B2B電商業務
- 全球買全球賣

2020
- PPE一站式服務
- 開展B2C電商交易
- 拓展線上和線下銷售及分銷網路

2021
- 防護品後勤整合服務
- 全球戰備庫存服務
- 跨國供應物流全球採購平台

2022-
- 打造全球採購平台
- 集團柬埔寨工廠開始生產一次性丁腈手套

集團組織圖



截至 2023 年 12 月 31 日止本公司及其子公司

致股東報告書

各位尊敬的股東：

首先，謹代表美德醫療集團董事會致上最誠摯的問候，同時為過去兩年集團在後疫情時代的營運表現未臻理想，致上深深歉意。

面對充滿挑戰的國際局勢，我們仍專注努力執行本集團營運的作為並積極強化經營韌性，把握全球供應鏈重組之機遇；同時規劃進軍銀髮產業及長照事業。

一、暗夜將盡 曙光已現

2023 年度，全球個人防護裝備市場仍呈現下滑的態勢，特別是終端零售市場需求仍顯疲弱，集團總營收較上年度下降 6.4% 至 5,264 萬美元，主要是台灣與菲律賓內銷市場表現不若預期所致。2023 年下半年開始，代工業務（Original Equipment Manufacturer，簡稱「OEM」）部門的客戶，反映庫存去化已告一段落，逐漸開始陸續下單建立庫存；新產品線(如丁腈手套)的營收也呈回溫趨勢。

集團於 2023 年認列淨損 2,249 萬美元，主要係針對逾期應收帳款提列備抵減損損失，對固定資產提列減損損失，固定資產投資產生較高的折舊費用，加上優退產線員工產生一次性的費用，有以致之。

二、專注核心 強化執行

1. 核心業務持續發展

我們將繼續專注於核心產品—個人防護裝備的開發和生產。通過提升產品品質和生產效率，增強在全球市場的競爭力。

過去兩年持續與夥伴客戶密切交流，對客戶關注項目，包括品質保證、產品認證和合規性、生產效率和交貨時間等，進行結構性調整，這絕對有助於長期發展。

2. 成本費用嚴格管理

面對全球經濟的不確定性和成本上升的壓力，為保持本集團競爭力，透過企業資源整合（Enterprise Resource Planning，簡稱「ERP」）系統之導入，我們將繼續精簡流程並減少營運開支，對於產線生產效率、後勤支援部門成本費用管控及能源管理優化，將使運營成本相對收入（Cost-Income Ratio）的占比降低，獲利能力得以提升。

楊克誠

董事長

3. 供應鏈管理提升強化

面對地緣政治與戰爭之風險持續升溫，全球供應鏈面臨諸多挑戰。集團針對供應鏈管理進行相關之優化，包括：透過 ERP 與人工智慧(Aritifical Intelligence，簡稱「AI」)介面調整庫存水準；與關鍵供應商建立穩固的合作關係；優化生產流程，以精實管理和自動化提高生產效率；物流與配送網路優化，提升配送速度。通過這些努力，可有效加強供應鏈的穩定性和靈活性，以降低運營風險，確保快速有效地滿足客戶需求。

三、攜手夥伴 進軍長照

回顧集團創建以來，始終以「守護天下人的安全與健康」為發展的願景，以「提供安全有效的產品暨有速度有溫度的服務」為使命，不論是 PPE 之生產製造，或是提供醫療機構之服務，都是循此理念持續邁進。

全球已開發國家，逐步邁入老齡化的社會，其衍生之長壽產業（Longevity Industry）正迅速發展。包括但不限於醫療保健、生物技術、醫療設備、抗衰老研究、健康管理、營養補充品、養老服務和家居護理等。

為滿足日益老齡化社會的需求，本集團正計劃將產品線延伸至家庭保健產品及醫療器材，並積極推動高科技養老解決方案、健康管理服務以及老年人的社會參與，期逐步構建完善且多元化的長壽產業生態系統，以滿足老年群體的多樣化需求。

四、綠色未來 永續發展

為回應環境、社會及治理(ESG)和企業社會責任(CSR)的要求，特別是在綠色能源領域，集團已採取一系列策略，來提升永續並減少環境足跡。包括轉向使用再生能源如太陽能及生質能源，在現有生產基地提升綠色能源使用比率，以降低碳足跡。構建綠色供應鏈，培訓員工增強環保意識，以及參與社區綠色項目也是重要策略。通過這些措施，不僅能降低營運生產過程中對環境影響，還能提升企業形象和競爭力，實現長期利益。

結語

面對全球政治經濟金融的波動和挑戰，本集團除採取前述各項經營策略和因應作為外，我們繼去年推動包括 AI、應用程式串接（API）、數據分析（Analytics）及自動化（Automation）之 4A 專案，期提升作業效率與效果外，2024 年我們繼續努力落實 4A 的執行。對於 6 年來持續推廣的 5S/7S 活動，我們也不會鬆懈。我們深信，只要堅守「客戶第一、員工優先、永續為本」的核心價值觀，本集團在全體同仁的努力下，一定可以再創高峰。

再次感謝所有股東的支持和信賴。我們期待在未來的道路上，繼續與您同行。

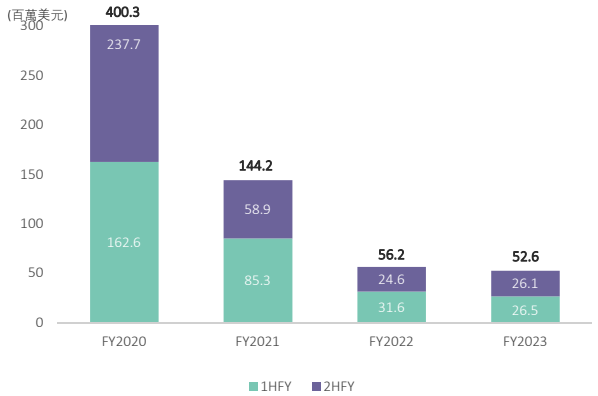
楊克誠

董事長

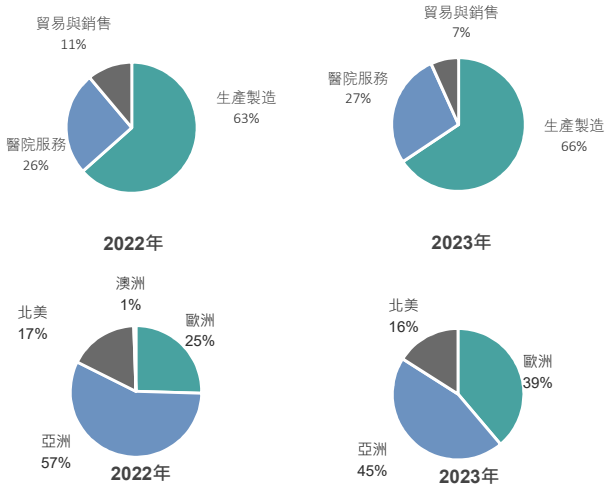
財務摘要

2023 年因全球需求下降及現有 OEM 客戶訂單增加，致營收稍微下降

歷年收入

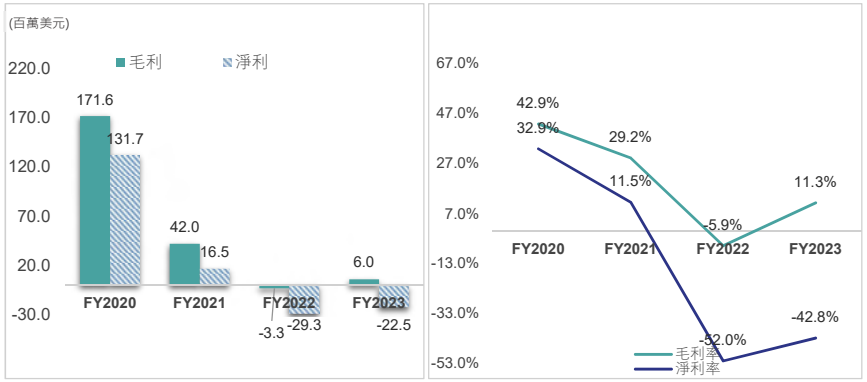


營收組成及區域分布



2023 年因 OEM 訂單回溫及提列較少的存貨備抵跌價損失，致毛利與淨利回轉

歷年毛利與淨利



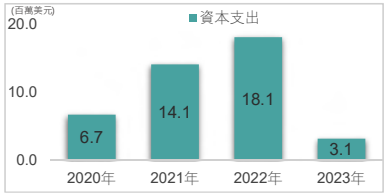
- 2023 年毛利改善，是由於 2022 年全球放寬 COVID-19 防疫措施導致本集團個人防護裝備需求下降，故 2022 年提列較高的存貨備抵跌價損失。本集團 2023 年主要因丁腈手套認列備抵存貨跌價損失 310 萬美元。
- 2023 年本集團利用現有 OEM 客戶在消耗以前年度過剩庫存後，再次增加個人防護裝備訂單。本集團在柬埔寨工廠落成後也開始交付丁腈手套訂單。

財務摘要

資產負債表摘要

（百萬美元）	截至 2023 年 12 月 31 日	截至 2022 年 12 月 31 日
現金及約當現金	33.0	35.3
存貨	37.4	36.4
- 存貨週轉天數	292	223
應收帳款	24.3	30.4
- 應收帳款天數	169	197
應付帳款	2.0	1.8
- 應付帳款天數	16	11
主要財務比率		
債務權益比率（債務/權益）	0.3x	0.2x
淨債務權益比率（淨債務/股本）	n.m.	n.m.

資本支出 – 新手套工廠落成後減少支出



（千元美元）	2023 年	2022 年
營運活動之現金流量	(7,185)	1,265
投資活動之現金流量	9,608	(29,163)
籌資活動之現金流量	1,840	(3,017)
淨現金流入（流出）	4,263	(30,915)

財務狀況

營運概況

本集團收入從 2022 年度 $56.2 百萬美元減少 6.4%至 2023 年度 $52.6 百萬美元，主要係由於個人防護裝備（PPE）和口罩的全球需求下降，以及本集團戰備庫存項目營銷低於預期。儘管如此，本集團現有 OEM 客戶在消耗以前年度過剩庫存後，再次增加個人防護裝備訂單。本集團亦開始銷售於 2022 年下半年自柬埔寨生產之丁腈手套。由於 2022 年 COVID-19 放寬防疫措施後，全球個人防護裝備需求降低，於 2022 年提列較高備抵存貨跌價損失，2023 年淨損下降 23.2%，從 2022 年淨損 $29.3 百萬美元下降至 $22.5 百萬美元。

本集團因全球對個人防護裝備的需求減少以及提列備抵預期信用損失和備抵不動產、廠房及設備減損損失，導致營收下滑6.4%至 $52.6百萬美元，並產生淨損 $22.5百萬美元。

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，2023 年度的營收由 2022 年度的 $35.7 百萬美元減少至 $34.6 百萬美元，減少幅度 3.1%。

醫院服務部門由於台灣和菲律賓布服耗用增加，2023 年度營收由 2022 年度 $14.3 百萬美元小幅增加 1.6% 至 $14.5 百萬美元。經銷部門及其他則因台灣對個人防護裝備和口罩需求減少，收入從 2022 年的 $6.3 百萬美元下降 43.4%至 2023 年的 $3.5 百萬美元。

獲利能力

本集團在 2023 年毛利大幅增加 278.5%，由 2022 年毛損 $3.3 百萬美元轉為毛利 $6 百萬美元，主要係 2023 年提列備抵存貨跌價損失 $1.6 百萬美元較 2022 年 $11.7 百萬美元減少。此因素亦導致本集團毛利率由 2022 年度的負 5.9%增加至 2023 年度的正 11.3%。若不提列備抵存貨跌價損失，本集團 2023 年毛利率約為 14.4%，而 2022 年毛利率約為 14.9%。

製造業務部門毛利由 2022 年毛損 $5.6 百萬美元，大幅改善 167.0%至 2023 年毛利 $3.7 百萬美元，主要係 2023 年提列較少備抵存貨跌價損失以及現有 OEM 客戶訂單增加，使製造業務部門毛利率由 2022 年度負 15.7%改善至 2023 年度正 10.9%，增幅達 169.1 %。

醫院服務部門毛利因菲律賓跟台灣醫院布服耗用增加，2023 年度毛利由 2022 年度毛利 $1.8 百萬美元增加 7.0%至 $1.9 百萬美元。

經銷部門及其他毛利亦因銷售下滑，2023 年度毛利由 2022 年度 $48.7 萬美元減少 38.1%至 $30.1 萬美元。

其他營業收入淨額由於外幣兌換利益和報廢布料與工廠廢料銷售減少，由 2022 年 $2.5 百萬美元減少 19.3% 至 2023 年 $2 百萬美元。

銷售費用由 2022 年度 $12.0 百萬美元下降 36.4%至 2023 年度 $7.6 百萬美元，主要係電子商務銷售下降所致。而管理費用由 2022 年度 $17.7 百萬美元增加 31.5%至 2023 年度 $23.3 百萬美元，主要係提列較高的備抵應收帳款壞帳損失及備抵機器減損損失。

由於租賃負債利息費用較低，財務費用由 2022 年度的 $95.1 萬美元下降 14.2%至 2023 年度的 $81.6 萬美元。

2022 年度所得稅利益 $1.4 百萬美元，下降 98.1%至 2023 年度 $2.7 萬美元，主係因集團稅前虧損減少。

本集團淨損由 2022 年度 $29.3 百萬美元下降 23.2%至 2023 年度淨損 $22.5 百萬美元，主要係 2023 年度提列備抵丁腈手套存貨跌價損失金額下降。

現金流量及資產負債表

由於營業活動中淨現金流出增加，及針對逾期超過 6 個月應收帳款提列備抵預期信用減損損失約$6 百萬美元，使應收帳款減少，故資產總額由 2022 年 $1.82 億美元下降至 2023 年 $1.668 億美元，減少 $15.2 百萬美元。不動產、廠房及設備因提列機器設備減損損失及折舊，由 2022 年 $43.6 百萬美元減少至 2023 年 $40.6 百萬美元。

營業活動現金流出主係因當期營業淨損，從 2022 年流出 $1.3 百萬美元增加至 2023 年 $7.2 百萬美元。投資活動現金流出由 2022 年 $29.2 百萬美元減少至 2023 年 $9.6 百萬美元，主要係柬埔寨丁腈手套工廠業已完工及定期存款減少。籌資活動現金流入 $1.8 百萬美元主係因新增銀行借款，部分被支付利息與租賃負債所抵銷。

營運概況與展望

展望 2024 年，本集團產品和服務立足於守護個人和家庭健康的傳統基礎上，具備成長潛力。我們承諾滿足日益老化的社會需求，擴大家庭健康產品和醫療設備提供，並強化我們的產品線，以提升業務韌性。

我們計劃通過開發新客戶、新產品和渠道來擴展集團的市場覆蓋範圍。開發和推出新產品，如保健食品、防蚊液、抗病毒消毒劑以及配備人工智能技術的醫療設備，仍然是我們戰略的基石。這些努力旨在使我們的產品組合與市場需求保持一致。集團還將探索新的銷售渠道，以提高市場滲透率並提高消費者對我們產品的觸及率。

為實現成長，將持續通過優化流程、降低營運成本，實現更精簡、更靈活的營運模式來提高效率。這包括對支援部門、管理和銷售費用進行全面重新評估。

在經歷 2023 年艱鉅挑戰的商業環境基礎下，展望 2024 年我們將進一步加強與供應鏈關係。將專注於增強韌性，優化需求預測，並加強與供應商和經銷商的合作關係。這一策略旨在迅速應對市場變化和客戶需求，確保在不斷變化的環境中保持靈活度和敏捷性。

多元化努力包括透過合資公司 Resilient Medical Pte. Ltd.，以支持我們的全球戰備業務策略，並擴展到企業對消費者（B2C）領域。另外，我們目前正在探索在現有工廠安裝太陽能板的可能性，並與柬埔寨和菲律賓的戰略合作夥伴合作，追求永續能源機會。

如前所述，我們持續探索可再生能源市場機會，為集團開發新的成長動能，如太陽能和能源儲存服務。此舉為我們對永續發展與綠色製造之承諾，並與外部戰略合作夥伴共同探索開發。在有更進一步進展時，我們將向股東提供更多未來計畫消息，並取得同意。

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。

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，有望從我們多元的努力及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，為確保產品線靈活度能夠滿足不斷變化的市場需求，本集團將與供應商建立策略夥伴關係及合作，敏捷化供應鏈管理。

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

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占有率。本集團持續採取成本減降措施以提升利潤。

貿易部門

貿易部不但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，美德醫療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 2023 年陸續推出環境清潔產品與消費用品等，持續豐富產品組合與擴大公司的目標客群。

本集團於 2023 年拓展在亞馬遜通路的防護衣的產品線 (Coverall Yellow 與 Coverall Collar)，使用 PPSB 與 PE 薄膜層壓，提供出色的保護，同時織物透過 AAMI 4 級測試，提供全面性防護；增加丁腈手套之販售，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。

本集團亦推出美德喔萌痘痘貼，擁有韓國專業技術，零接觸撕除，0.01 公分超隱形，改善市面現有產品使用的不方便性，也藉由此產品的推出順利進入美妝實體通路。

在 2023 年，美德醫療持續專注在產品證照取得，其中包含丁腈手套取得美國 FDA 510(k)認證；4 張第一等級醫療器材許可證、4 張醫療器材許可證及 1 張販賣業藥商許可證，所有相關證照取得，皆為確保可以提供優良品質與安全無虞之產品給予消費者。

2024 年規劃，依據公司願景-守護天下人安全與健康與公司使命-提供安全有效的產品暨有速度有溫度的服務為依歸與市場趨勢之觀察與評估後，將會定期推出【安全】與【健康】相關之新產品，如: 防蚊液產品—安全、有效、溫和不刺激，且具超長效防蚊效果，與打造內在防護的保健系列產品，提供消費者防護與更多元、完整的產品線。

企業社會責任

美德醫療集團致力提升全球健康、安全及環境的永續發展。作為個人防護裝備的領導廠商，我們有責任將影響力擴展到業務運營之外。在 2023 年，集團於臺灣、菲律賓及柬埔寨分別推動多項計畫以強化對社區福祉和環境管理的貢獻。

在臺灣，美德醫療與醫療院所合作持續展現對公共衛生的承諾。我們捐贈醫用口罩 15 萬片支持「羅東博愛醫院」的捐血活動。此外我們還向臺北醫學大學口腔衛生團隊提供醫用帽套，為偏遠地區的牙科義診盡一份心力。

2023 年底，面對流感和疫情不穩的情況，我們擴大了對社區服務的承諾，與遍布全台各地的 8 家社福機構及公益團體合作，捐贈成人醫用口罩與隔離面罩；高效能抗菌濕巾與 NBR 丁腈手套；以及適合臥床者使用的二層防漏中單等防護用品，其中包括照護身心障礙者的心路基金會、門諾基金會與朝興社福基金會，以及關懷弱勢長輩的華山基金會等，協助提高身心障礙者及弱勢長輩的護理和保護。

延續自 2022 年開始實行的環境保育，美德醫療集團於 2023 年 9 月 15 日自主舉辦淨灘活動。同年 10 月，為響應國際乳癌防治月，首次贊助由美麗佳人舉辦的公益路跑活動捐贈 OMO 痘痘貼 300 包及菁英款口罩 600 份予現場民眾進行互動。

由於防護裝備在確保健康與安全方面至關重要，我們向菲律賓醫療多個機構和社區組織捐贈了近 40,000 個口罩。在菲律賓牙科協會年度大會上，我們提供了 10,000 個口罩給與會會員，旨在加強感染控制，保護牙科專業人員及患者的健康。另一方面我們亦捐贈床單給 Our Lady of Peace Hospital 以及 Blessed Regina Protman Catholic School 和 Mariveles National High School 的學生，創造健康幸福的生活環境。

我們與 Alagang Kapatid Foundation, Inc.（AKFI）的合作始於 2022 年，並於 2023 年持續不斷，透過捐贈美德醫療的口罩和手套，幫助強化 AKFI 向受自然災害影響的社區提供援助的努力。

在柬埔寨，美德醫療積極倡議勞工權益和社區福祉。為慶祝 2023 年國際勞動節，集團為 500 多名勞工和政府官員舉辦慶祝活動，於活動中頒發獎品和禮金獎勵敬業的團隊成員。我們還通過向柬埔寨紅十字會捐贈 10 萬美元進一步回饋社區。此外，我們也向柬埔寨武裝部隊特種部隊司令部捐贈 5,000 美元，以表彰他們在維護國家穩定和安全方面的貢獻。

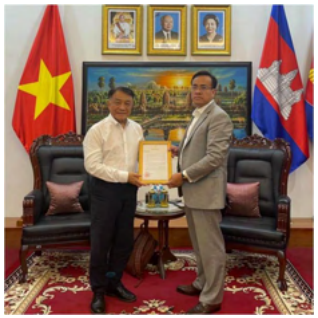
以上專案代表美德醫療與合作夥伴共同參與社會公益並積極回饋社會的核心理念。我們於最晚 2024 年 5 月 31 日會發佈的 2023 年永續報告內將更詳盡的分享集團於各處的永續作爲。

美麗佳人公益路跑活動贊助

台灣

菲律賓

柬埔寨



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

Baker Tilly TFW LLP
(Baker Tilly International Limited 的成員機構)
600 North Bridge Road
#05-01 Parkview Square
Singapore 18878

負責合夥人：
Ong Kian Guan
（2023 年 10 月 30 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 臺北市中正區館前路 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

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，並將於 2024 年重新選任)

楊克誠先生為本公司董事長，負責本集團企業整體營運管理、策略規劃、產品發展及行銷。楊先生自 1990 年起受任為本集團董事長兼任執行長，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，美德醫療集團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。

在創立美德醫療集團之前，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，並已於 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。

楊威遠先生 2005 年畢業於紐約理工學院，主修電機及電腦工程。他於 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。

楊威遠先生擁有超過 15 年的紡織業經驗，近年致力於醫用耗材、PPE 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 年度股東常會結束時卸任)

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 先生還創立一家軟體開發公司，並於 1996 年至 2000 年間在中國擔任一間亞洲公司的中國區執行長。此外，直至 2019 年 Lim 先生在羅浮堡大學擔任兼職講師長達 17 年，並在 2015 年至 2020 年期間為聖經神學研究生院理事會的成員。Lim 先生是一宣教公司的共同創辦人，自 2014 年以來專注於社會影響及扶貧。

自 2021 年 3 月，Lim 先生擔任 Cuscaden Peak Investment Private Limited 旗下 Student Castle Property Management Service(英國)的總經理。他也是 Medinex Limited(自 2018 年起)及 Aedge Group Limited(自 2023 年起)的獨立董事及審計會委員會主席。

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。他也參加了劍橋大學賈吉商學院舉辦的循環經濟與永續策略主管學習。他是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，並將於 2023 年度股東常會結束時卸任)

楊小青女士於 2005 年 5 月 1 日開始擔任本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，並擔任審計及薪酬委員會的成員。

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 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)

聶建中博士受任為本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

2023 年會計年度

公告 2023 全年營運成果

2024 年 2 月 29 日

年度股東常會

2024 年 4 月 30 日

2024 年會計年度

公告 2024 上半年度營運成果

2024 年 8 月中旬

公告 2024 全年營運成果

2025 年 3 月 1 日前

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。

本公司將於 2024 年 5 月 31 日或之前，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 2023 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：

a. 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；
b. 核准年度預算、重要籌資計畫、資本支出及投資和撤資計畫；
c. 核准本集團全年度、半年度財務績效及關係人交易之公告；
d. 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；
e. 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，及可能經提名委會之建議；
f. 審視和認可董事會及主要管理階層薪酬之架構；
g. 公司政策保持良好的公司治理及業務經營；及
h. 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 2023 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，詳情請參閱本報第 27 至 37 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，不論董事擔任的其他董事職務及/或主要職務如何，董事們積極參與了董事會及董事委員會會議，且每位董事在 2023 年會計年度都為本集團事務投入了足夠的時間及精力。

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	6	6	4	4	4	4
楊小青	1	1	1	1	4	4	6	6	4	4	4	4
聶建中	1	1	1	1	4	4	6	6	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。

董事已於 2022 年 5 月 31 日參與新加坡董事學會(Singapore Institute of Directors)舉辦的必修永續培訓課程(Environmental, Social and Governance Essentials (Core))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。

現任董事會由在各個領域擁有多元專業知識、技能及經驗的人士所組成，其中這些領域與本集團業務及董事會組成相關，包括會計、業務管理、財務及風險管理。董事會及提名委員會認為，現任董事會作為一個整體，擁有滿足本公司要求所必備的核心能力。董事對本公司事務的客觀判斷以及他們豐富的經驗及知識，對本集團而言是無價的，並可以有益地交流思想和觀點。

現任董事會的技能矩陣如下:

技能	銀行及金融	會計	法務	公司治理	風險管理	產業知識	企業管理	投資	船務	商業	策略與分析	企業重組
具有該技能的董事人數	3 名董事	3 名董事	1 名董事	3 名董事	3 名董事	2 名董事	2 名董事	3 名董事	1 名董事	2 名董事	2 名董事	2 名董事

儘管董事會認為，目前董事的技能、才能、經驗和多樣性組合能滿足本公司的需求和計劃(如上文所述)，董事會亦認知到不斷提升董事會多元化是一個持續的過程。董事會完全致力於確保董事會在其組成上具有適當的獨立性和多元化的思維及背景，以便能夠為本公司的最佳利益做出決策。根據 2018 年準則第 2.4 條，本公司於 2020 年通過了董事會成員多元化政策。根據本公司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。

截至 2023 年會計年度底，五(5)分之一(1)的董事為女性，這佔董事會的 20%。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，如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

提名委員會根據新交所凱利板準則的上市手冊 B 章節（下稱「凱利板準則」）及 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，根據凱利板第 406(3)(d)條規定，2023 年度期間這三(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)條規定，如果董事擔任董事的時間累計超過九(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），並認定根據凱利板準則及 2018 年準則的定義，楊小青女士及 Lim Tai Toon 先生在過渡期內，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。基於上述及提名委員會的審查及建議，董事會認定根據凱利板準則及 2018 年準則的定義，楊小青女士及 Lim Tai Toon 先生為獨立董事。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及決定。

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 先生及聶建中博士在 2023 年度期間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。儘管如此，以遵循凱利板準則第 406(3)(d)(iv)條規定，在本公司 2023 年度股東常會結束後，楊小青女士及 Lim Tai Toon 先生將不會被視為獨立人士，並在即將舉行的年度股東常會上卸任，且不會尋求連任。

在楊小青女士及 Lim Tai Toon 先生於 2023 年度股東常會上卸任後，董事會成員將不再由獨立董事佔多數，審計委員會、提名委員會及薪酬委員會的成員組成將分別低於三(3)名成員的要求，且本公司將不會有至少一(1)名居住於新加坡的董事。因此，根據凱利板準則第 406(3)(c)及 704(7)條規定的要求，本公司將盡快在且不遲於年度股東常會日期後兩(2)個月內填補空缺。提名委員會及董事會目前正在審查及鑑定管理層推薦的適當人選，以委任為獨立董事，確保董事會的組成重新符合凱利板準則及 2018 年準則的要求。本公司將在有任何重大進展時進一步公告。

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畫的一部分，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畫，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。

Lim Tai Toon 先生為首席獨立董事，並在主席存在利益衝突的情況下提供領導。為了平衡權力分配、提高問責及增強董事會獨立決策的能力，在 Lim Tai Toon 先生於即將召開的年度股東常會結束後卸任後，本公司將任命一名新的首席獨立董事來替代他。當股東有疑問，可透過董事長、執行長或財務長的正常規管道聯繫，若未獲得令人滿意的解決方案，或該聯繫不適當時，首席獨立董事亦得提供股東直接聯繫管道，解答股東疑慮。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。

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。

遵循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。

2023 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、董事多元化政策、獨立性、利益衝突及時間。

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）條規定要求所有董事必須至少每三(3)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卸任及/或重新參選董事的楊克誠先生。

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	• Universal Weavers Corporation • Contex Corporation • Medtex Corporation • Medtecs (Asia Pacific) Pte Ltd • Medtecs (Far East) Ltd • Medtecs (Taiwan) Corporation • Medtecs Materials Technology Corporation • Cooper Development Ltd • Medtecs (Cambodia) Corporation	依公司章程第 86 條任期屆滿需重新選任
楊威遠	執行副董事長、執行董事及執行長	2013 年 9 月 2 日	2023 年 6 月 30 日	無	無	• Medtecs (Taiwan) Corporation • Medtecs MSEZ Corp., Ltd • Cooper Development Ltd • Hangzhou Jincheng Medical Supplies Manufacture Co., Ltd • World Join International Ltd.	無
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	2023 年 6 月 30 日	• Medinex Limited • Aedge Group Limited	無	• Cuscaden Peak Investment Private Limited 旗下 Student Castle Property Management Service（英國）總經理 • Food Studio Pvt Ltd（斯里蘭卡） • Biblical Graduate School of Theology（新加坡）	無
聶建中	獨立董事	2019 年 8 月 8 日	2022 年 4 月 29 日	• Microtips Technology Inc. • FullTech Fiber Glass Corp.	無	• GloLiv Asset Management Ltd • 私立淡江大學 • 國立台北大學	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。

根據凱利板準則第 720(5)條規定的要求，在即將召開的年度股東常會上卸任及重新參選的楊克誠先生的資訊如下所示：

姓名	楊克誠
委任日期	1997 年 11 月 19 日
最近重新委任日期（若適用）	2021 年 4 月 28 日
年齡	72 歲
主要居住國家	台灣
董事會對此一委任案之意見(包括理由、選任標準及搜查與提名過程)	在評估楊克誠先生的貢獻及績效表現後，提名委員會已推薦楊克誠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，負責本集團整體經營策略及發展。
職稱（例: 首席獨立董事，審計委員會主席，審計委員等）	執行董事長
專業資格	學士學位
過年 10 年間之工作經驗及職業	本集團執行長（至 2018 年） 中菲經濟協進會主席 菲律賓個人防護裝備協會(Confederation of Philippine Manufacturers of PPE)創會會長
上市發行公司和其子公司之持股	36,373,285 (直接持有) 21,375,198 (間接持有)
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）	本公司執行長楊威遠先生之父、本公司法務長楊宛蒨女士之父，後者為 Medtecs USA Corporation 及 Medtecs MSEZ Corp Ltd (Cambodia)之董事及 Medtecs (Taiwan) Corporation 董事及主管; 及本公司主要子公司 Medtecs (Taiwan) Corporation 非執行董事長楊素甜女士之配偶。
利益衝突（包括任何競爭業務）	無
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
其他主要承諾*，包括董事職位# *「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。	• Universal Weavers Corporation • Contex Corporation • Medtex Corporation • Medtecs (Asia Pacific) Pte Ltd • Medtecs (Far East) Ltd • Medtecs (Taiwan) Corporation • Medtecs Material Technology Corporation • Cooper Development Ltd • Medtecs (Cambodia) Corporation
揭露有關委任董事或執行長、財務長、總經理或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。	

姓名	楊克誠
(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
(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
(c) 對其判決是否有任何不滿意？	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
(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
(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它地方的證券或期貨業有關之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
(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
(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
(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
(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:	

姓名	楊克誠
(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
(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
(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
(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
(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，遭被金融管理局、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
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？	是
若有，請提供前述經驗之細節。	現任美德向邦醫療國際股份有限公司董事長及執行董事
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

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咨詢提名委員會，並建議適當的新任或卸任董事人選。

在這一年中，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）
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畫以激勵及保留組織內的人才之效益；
- 審核及管理本公司董事及本集團員工的美德醫療股票選擇權計畫，詳情請參閱年報中的董事報告；
- 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 2023 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。本公司認為實施新的股票選權計畫，將提供董事及主要經理人長期激勵、鼓勵其忠誠度。新的股票選擇權計畫提案將尋求股東批准，詳細條款及資訊載於 2024 年 4 月 15 日的年度股東常會開會通知附錄中。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，2023 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/本公司主要股東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[1] %	變動或績效相關收入/獎金[2] %	董事費[3] %	總計 %	薪酬級距 S$'000
執行董事					
楊克誠	99%	0%	1%	100%	500,000 以上
楊威遠	99%	0%	1%	100%	500,000 以上
獨立董事					
Lim Tai Toon	-	-	100%	100%	250,000 以下
楊小青	-	-	100%	100%	250,000 以下
聶建中	-	-	100%	100%	250,000 以下

(1) 底薪包含合約獎金。
(2) 變動支付包含績效獎金與分紅。
(3) 2023年6月30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（非董事或執行長）	底薪/固定薪資[1] %	變動或績效相關收入/獎金[2] %	總計 %	薪酬級距 S$'000
林逸清	100%	-	100%	250,000 以下
Kao Vereak	100%	-	100%	250,000 以下
Alex Cang	100%	-	100%	250,000 以下
Shyr Mingjung	100%	-	100%	250,000 以下
端木健良	100%	-	100%	250,000 以下

(1) 底薪包含合約獎金。
(2) 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（包括董事長及執行長）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。

2023 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 499,000 元。

2023 年會計年度中，本公司董事、執行長或主要股東之直系親屬的薪酬以新加坡幣 100,000 元為單位，各組成部分的百分比細目如下:

主要經理人姓名（非董事）	底薪/固定薪資[1] %	變動或績效相關收入/獎金[2] %	總計 %	薪酬級距 S$'000
陳素甜	100%	-	100%	100,000 - 200,000
楊宛蒨	100%	-	100%	100,000 - 200,000

除上述揭露外，2023 年會計年度中沒有員工是本公司的主要股東，或是本公司董事、執行長或主要股東的直系親屬，且薪酬超過新加坡幣 100,000 元。

董事及主要經理人（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 2023 年會計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。董事會在審計委員會的領導下，審查本集團內部控制系統的充分性後，認為本公司已制定有效的內部控制措施及並由健全的內部審核程序支援，且認為本集團的內部審核職能獨立、有效，且獲得充足資源。

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 2023 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部稽核結果，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 2023 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及工業領域都有多年的高階管理職位經驗，其中至少兩名成員（Lim Tai Toon 和楊小青）有近期及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非本公司現有審計事務所或審計公司的前合夥人或董事，不論 (a) 在其不再擔任審計事務所合夥人或審計公司董事之日起計兩 (2) 年內；以及在任何情況下 (b) 只要他們仍在該審計事務所或審計公司擁有任何財務利益。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，以確保本公司財務報表以及與本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；
- 檢討審計計畫及外部稽核的報告；
- 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。

本公司已制定吹哨者政策，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、審計委員會和外部簽證會計師或內部審計師。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 2023 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	審計委員會考慮並評估了管理層在建立直接人工成本及工廠間接製造費用，分配至成品及半成品的基礎時所作出的判斷。審計委員會還考慮並評估了管理層應用的估價技術，重點關注在估計將存貨撇減至可變現淨值所需的備抵金額時應用的關鍵假設，該估計基於重置成本及最新售價。 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。 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。
應收帳款的預期信用損失準備金	審計委員會考慮並評估了管理層應用的預期信用損失估價方法，重點關注在對重大長期未清貿易應收帳款進行特定評估，以及其他貿易應收帳款的撥備矩陣所採用的假設，同時考慮了合理且有支援性的量化及質性訊息，包括應收帳款的信用狀況及特徵。 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帳款的預期信用損失減損評估中應用的關鍵假設。 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帳款的關鍵假設感到滿意。

資產、廠房及設備減損評估	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。 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。 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。

依照凱利板準則第 712(2)條規定，本公司於 2023 年 10 月 30 日特別股東會通過委任 Baker Tilly TFW LLP(下稱「Baker Tilly」)執行 2023 年會計年度財報之審計。

審計委員會每年至少一次在管理層不在場的情況下，與內部稽核及外部會計簽證師進行會議，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，以確保外部會計簽證師的獨立性、客觀性並交換查核意見。

審計委員會已透過與外部稽核的獨立性。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。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。

2023 年會計年度已付/應付費用	美金千元	佔所有百分比
審計費用 – Baker Tilly	180.4	48
審計費用 – SyCip Gorres Velayo & Co.	154.6	42
審計費用 – 安永台灣	29.5	8
非審計費用 – SyCip Gorres Velayo & Co. 及安永台灣 (商定程序及轉讓定價研究)	8.1	2
合計	372.6	100

相關費用(包括非審計服務費用)支付給外部會計師事務所，請參閱年報中財務報表附註 9。

審計委員會及董事會經考慮諸多因素後，包括 Baker Tilly 的資源及經驗、分配負責審計的簽證會計師、分配進行審計的監督及專業人員的人數及資歷，以及最為重要因素—Baker Tilly 的其他審計承諾（董事會認為考慮到本集團及其營運所在的司法管轄區之規模及複雜度，Baker Tilly 具備亞洲新興經濟體開展業務的中型市場公司的審計經驗，並熟悉在此類亞洲新興市場營運的複雜度，且能夠與當地會計師有效合作，確保審計流程順利進行）與本集團的審計要求非常吻合，故認為委任 Baker Tilly 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 Baker Tilly 為本公司的外部簽證會計師，敬請股東批准。

本公司謹此確認遵守凱利板準則第 712(2)及第 715 條規定的要求。董事會及審計委員會認為，根據凱利板準則第 712 條規定，Baker Tilly 滿足本集團的審計要求。此外，為符合凱利板準則第 715 條規定，Baker Tilly 已獲委任審計所有在新加坡註冊成立的子公司，以保持先前審計範圍的一致性。

(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，並鼓勵股東參與於新加坡舉辦的年度股東常會。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。所有董事去年均出席本公司年度股東常會，並在會上回答股東提出的問題。

根據本公司章程，股東可以親自投票，也可委任最多至兩(2)人，持委任書參與投票表決。本公司章程對於代理公司持有之委任書，沒有任何條款限制。投票及計票程序將在股東常會開始前公開揭露，並指定獨立監票人來驗證投票過程及程序。根據凱利板準則及既定投票規則及程序，所有股東有權以投票方式投票。本公司支持並提供股東透過郵寄、傳真或電子郵件等方式在股東常會上進行缺席投票表決。

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。股東常會結束後，本公司會立即公布詳細的投票結果。

本公司秘書在其代表的協助下製作會議記錄，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布或發布營業結果和年報。年報及年度股東常會開會通知將於 SGXNET 與本公司的公司網站上發布給本公司股東，年度股東常會開會通知亦在報章刊登。

如於 2023 年度未經審核的財務報表所披露，董事會不建議在 2023 年會計年度向股東分配任何股利，以便本集團將資源集中用於營運資金需求及即將進行的擴張項目。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、營業計畫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及新計劃：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，可以傳送電子郵件至 investor.relations@medtecs.com 與本公司聯繫，該資訊已在公司網站上發布。

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。有關本公司如何鑑別重要利害關係人，以及本公司在利害關係人溝通方面的策略及重點領域等更多資訊，請參閱本公司將於 2024 年 5 月 31 日或之前發佈的 2023 年度永續報告。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。將於 2024 年 5 月 31 日前發布的永續報告中對此參與過程進行詳細說明。

(E) 重大合約

自 2022 年會計年度起本公司或任其子公司未簽訂重大合約係關係到執行長、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 2023 年會計年度期間，本公司遵循凱利板準則第 1204(19)條有關證券交易最佳實務的規定。

(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」)。2023 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。2023 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 107,828 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(1)	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(1)	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	606	3 年
工業區之土地	7th Street, Phase II Mariveles Bataan, Philippines	17,856	25 年
工業區之土地(2)	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(1)	中國杭州余杭區仁和鎮獐山路 202 號	15,333	50 年

(1) 持有土地不動產目的係生產製造，且 100%為本集團所持有。

(2) 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 2023 年會計年度年報之財務報表附註 13 中。

股權結構表

至 2024 年 3 月 28 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	427	0.00
100 - 1,000	507	6.93	311,382	0.05
1,001 - 10,000	4,060	55.46	16,468,041	3.00
10,001 - 1,000,000	2,712	37.05	163,105,346	29.69
1,000,001 及以上	29	0.40	369,526,044	67.26
合計	7,320	100.00	544,911,240	100.00

董事持股

至 2024 年 3 月 28 日

	直接持有	%	間接持有	%
楊克誠 [(a)]	36,373,285	6.68	21,375,198	3.92
楊威遠 [(b)]	-	-	3,000,000	0.55
Lim Tai Toon [(c)]	-	-	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 2,868,577 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 2024 年 3 月 28 日 (根據主要股東名冊)

	直接持有	%	間接持有	%
楊克誠	36,373,285	6.68	21,375,198	3.92

流通在外公眾持有的股份比例

截至 2024 年 3 月 28 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 2024 年 3 月 28 日

編號	名稱	持有股數	%
1	CITIBANK NOMINEES SINGAPORE PTE LTD	212,161,050	38.62
2	YANG CLEMENT K C	36,373,285	6.62
3	SOUTH WORLD INVESTMENTS LIMITED	18,506,621	3.37
4	RAFFLES NOMINEES (PTE.) LIMITED	16,600,951	3.02
5	DBS NOMINEES (PRIVATE) LIMITED	12,370,100	2.25
6	PHILLIP SECURITIES PTE LTD	12,266,071	2.23
7	IFAST FINANCIAL PTE. LTD.	10,363,000	1.89
8	MAYBANK SECURITIES PTE. LTD.	8,052,977	1.47
9	DBS VICKERS SECURITIES (SINGAPORE) PTE LTD	5,432,614	0.99
10	TIGER BROKERS (SINGAPORE) PTE. LTD.	3,676,400	0.67
11	UOB KAY HIAN PRIVATE LIMITED	2,940,100	0.54
12	OCBC SECURITIES PRIVATE LIMITED	2,934,800	0.53
13	TAN JIN SIANG	2,700,000	0.49
14	KGI SECURITIES PTE. LTD.	2,672,400	0.49
15	BPS NOMINEES (PTE.) LTD.	2,036,800	0.37
16	HSBC (SINGAPORE) NOMINEES PTE LTD	2,000,700	0.36
17	MOOMOO FINANCIAL SINGAPORE PTE. LTD.	1,912,600	0.35
18	MERRILL LYNCH (SINGAPORE) PTE. LTD.	1,610,475	0.29
19	LIM & TAN SECURITIES PTE LTD	1,587,200	0.29
20	POON SENG KUN	1,510,000	0.27
	合計總數	**357,708,144**	**65.11**

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 2024 年 3 月 28 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		850	
- 租金及維持費用		211	
- 原料及固定資產		875	
- 其他		156	

本公司面臨的風險金額為$2,092,000 美元，此金額佔本集團截至 2023 年 12 月 31 日止會計年度的經審計的合併有形資產淨值約 1.65%。

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，並不損害本公司及少數股東的利益。

年度股東常會開會通知

美德向邦醫療國際股份有限公司
（百慕達註冊成立）

年度股東常會開會通知

除非在此另有所指外，否則以下決議案所用之詞彙與於 2024 年 4 月 15 日本年度股東常會開會通知附錄(涉及更新股份購回授權提案及採用美德醫療股票選擇權計畫提案)(下稱「本附錄」)內的詞彙具有相同涵義。

美德向邦醫療國際股份有限公司（下稱「本公司」），謹定於 2024 年 4 月 30 日（星期二）下午 2 點於 600 North Bridge Road, #05-01 Parkview Square, Singapore 188778 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

1. 承認年報
本公司截至 2023 年 12 月 31 日董事會聲明書及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）

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楊克誠先生擔任本公司董事，敬請公決。 [見事項說明(i)]
（決議案 2）

3. 請注意，董事 Lim Tai Toon 先生希望退休並不會連選連任。

4. 請注意，董事楊小青女士希望退休並不會連選連任。

5. 董事酬勞案
核准支付截至 2024 年 12 月 31 日止財務年度之董事酬勞，總計新加坡幣$284,000，每季支付 (2023 年度共計新加坡幣$284,000)，敬請公決。
（決議案 3）

6. 委任會計案
茲委託 Baker Tilly TFW LLP 繼續擔任本公司簽證會計師，並授權本公司董事會核定其酬勞，敬請公決。
（決議案 4）

7. 臨時動議
進行任何其它應於年度股東常會處理的議案。

特別事項

考慮並酌情通過(不論是否修訂)下列決議案為普通決議案：

授權發行新股案

8. 「依據凱利板準則第806規定，在此授權本公司董事：

(i) 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

(ii) 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(ii)]
（決議案 5）

更新股份購回授權提案

9. 「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規定舉行之日期（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；或

(iv) 自年度股東常會召開之日起 12 個月內的日期；及

(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(iii)] **（決議案 6）**

在本決議中：

「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(5)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(5)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，計算的普通股收盤價（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(5)個交易日規範，進行相應調整；

「收盤價」指新交所或其他資料來源所示，在新交所系統交易的最後一筆成交價；

「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，其中亦闡明每股股份的購買價格(不得超過以上述基礎計算的最高價格)及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%。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%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此產生之附屬費用，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%；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%；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。

採用美德醫療股票選擇權計畫提案

10. 「如下：

(a) 批准並採納稱為《美德醫療股票選擇權計畫》的股票選擇權計畫（下稱「股票選擇權計畫」)，其規則（下稱「計畫規則」)已附於 2024 年 4 月 15 日的年度股東常會開會通知的附錄中並有摘要說明，根據該計畫將按照計畫規則的條款及條件向相關人士授予選擇權(下稱「選擇權」)以認購普通股；及

(b) 特此授權：本公司董事及/或由本公司董事會正式授權及任命以管理股票選擇權計畫的委員會(由本公司董事組成)，

(i) 訂定及管理股票選擇權計畫；

(ii) 不時修改及/或修訂股票選擇權計畫，前提是依據計畫規則修改及/或修訂，並進行一切必要或適當的行動、交易、安排及協議，以全面實施股票選擇權計畫；

(iii) 根據計畫規則提出及授予選擇權，並不時發行及/或交付(包括透過轉讓本公司股份)因行使股票選擇權計畫下的選擇權而可能須發行及/或交付的股份數（但前提是根據股票選擇權計畫發行的股份總數，不得超過本公司已發行股份總數扣除不時持有的庫藏股及子公司持股(如凱利板準則定義)後的百分之十五（15%）；

(iv) 在法律允許的情況下，可根據任何股份購回授權購買或收購的任何股份，並交付此類現有股份（包括任何庫藏股），以滿足股票選擇權計畫之下授予的選擇權；及

(v) 完成並進行他們認為必要、適宜或符合本公司利益的所有行為及事項(包括簽署所需文件)，以實施本決議或落實本決議目的。」
[見事項說明(iv)] **(決議案 7)**

依董事會決議

Abdul Jabbar Bin Karam Din
董事會秘書

2024 年 4 月 15 日新加坡

事項說明：

(i) 楊克誠先生於重選為本公司董事後，將繼續出任本董事會董事長、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 2023 年 12 月 31 日財政年度之年度報告(以下簡稱《2023 年報》)公司治理報告中的「董事會成員介紹」及「董事會成員」章節。

(ii) 上文第 8 項所提出之決議案 5 通過後，將授權董事在本公司資本額核定額度內發行新股及/或標的(如上定義)。依據決議案 5 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 5 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 8 章第八部份規定，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 5 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。

(iii) 上文第 9 項提案所提出之決議案 6 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 2023 年 6 月 30 日的年度股東常會上，批准更新股份購回授權。詳情請參閱本年度股東常會開會通知附錄。

(iv) 上文第 10 項提案所提出之決議案 7 通過後，將授權董事根據股票選擇權計畫給予及提出要約，發行及/或轉讓股份。詳情請參閱本年度股東常會開會通知附錄。

附註：

1. 本公司年度股東常會訂於 2024 年 4 月 30 日（星期二）下午 2 點（新加坡時間）於 600 North Bridge Road, #05-01 Parkview Square, Singapore 188778 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。

2. 出席者須在年度股東常會當天攜帶身分證/護照正本，以供登記及驗證。

3. 與年度股東常會有關的所有文件及資訊（包括 (i)《2023 年報》、(ii) 本年度股東常會開會通知、(iii) 本年度股東常會開會通知附錄，以及 (iv) 委任書）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/agm-and-sgm/。

4. 除非另有要求，紙本《2023 年年報》及本年度股東常會開會通知附錄不會寄發給股東。

   為股東方便起見，紙本 (a) 本年度股東常會開會通知、(b) 委任書及 (c) 申請紙本《2023 年報》及本年度股東常會開會通知附錄的表單（下稱「申請表」）已寄送給股東。

   如須索取紙本通函，請填妥申請表並於 2024 年 4 月 22 日前寄送至本公司股務代理 Boardroom Corporate & Advisory Services Pte. Ltd.，地址：1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632 或於 2024 年 4 月 22 日前將已填妥申請表電郵至 medtecs@boardroomlimited.com。紙本《2023 年年報》及本年度股東常會開會通知附錄將寄至股東指定的地址，風險由股東自行承擔。

5. 年度股東常會會議紀錄及問題與答覆

   強烈建議股東及透過相關仲介持有股份的人士（包括 SRS 投資者）或其指定的代理人（如適用），在年度股東常會前向本公司提交在年度股東常會上決議的相關問題。為此，本公司須於 2024 年 4 月 22 日新加坡時間下午 5 點（即年度股東常會召開之日前七(7)個日曆日）前收到股東問題。該問題可透過以下方式提交：

   (a) 股東（包括 SRS 投資者）請以電子方式提交問題，傳送電子郵件至 medtecs@boardroomlimited.com 或以郵寄方式或親自提交至本公司股務代理 Boardroom Corporate & Advisory Services Pte. Ltd.，地址：1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632；

   (b) 透過相關仲介持有股份的人士（SRS 投資者除外）請提交問題至其相關仲介，並由該相關仲介提交問題彙總表至本公司股務代理 Boardroom Corporate & Advisory Services Pte. Ltd. 的電子信箱：medtecs@boardroomlimited.com；或

   (c) 在年度股東常會召開前提交問題的股東及透過相關仲介持有股份的人士（包括 SRS 投資者）應向本公司（若是透過相關仲介持有股份的人，則向其相關仲介）提供以下資訊以供驗證：

      (i) 股東全名；
      (ii) 股東地址、聯絡電話及 e-mail；及
      (iii) 股東持有股份的方式（如您直接持有股份，請提供您的身份證/護照號碼；否則，請說明您是否透過 SRS 或相關仲介持有股份）。

   「相關仲介」意指

   (a) 根據新加坡《1970 年銀行法》獲得許可的銀行或該銀行的全資子公司，其業務包括提供提名服務，並以此身分持有股份；

   (b) 持有新加坡《2001 年證券暨期貨法》規定的資本市場服務許可證，可提供證券保管服務，並以此身分持有股份的人；或

   (c) 根據新加坡《1953 年中央公積金法令》設立的中央公積金局（「公積金局」），就根據該法令制定的附屬立法購買的股份而言，如果公積金局根據或依該附屬立法以仲介人的身分持有這些股份，則可利用中央公積金成員的繳款及利息進行投資。

   出席年度股東常會的股東也可於會上發問。本公司將盡力回答所有在年度股東常會召開之日七(7)個日曆日（即 2024 年 4 月 22 日新加坡時間下午 5 點）前收到與年度股東常會上決議相關的重大問題。

   本公司將在年度股東常會舉行時間前 48 小時，在本公司網站及 SGXNET 上發布以上問題的回覆，因此不會在年度股東常會中回覆該問題。若本公司在提交問題截止時間後又收到澄清要求或後續問題，本公司將盡力在年度股東常會上回覆這些重大及相關問題。若本公司收到實質上相似的問題，本公司將合併這些問題，因此本公司無法逐一回覆每個問題。

   年度股東常會會議紀錄將於一（1）個月內在 SGXNET 及本公司網站上發布。SGXNET 網址為：https://www.sgx.com/securities/company-announcements，本公司網址為：http://www.medtecs.com/investor-relations/agm-and-sgm/。會議記錄將包括股東提交的重大及相關問題及年度股東常會上的答覆。

6. 在年度股東常會上投票或透過代理人投票

   有權出席年度股東常會並在會上發言及投票的自然人股東，有權指定不超過兩(2)名代理人，代替他/她出席、發言並投票。代理人不必是股東。

   有權出席年度股東常會並在會上發言及投票的非自然人股東，有權指定不超過兩(2)名代理人，代替他/她出席、發言並投票。

   若股東指定一（1）名以上的代理人，股東須指明每位代理人所代表的持股比例（以整體的百分比表示），否則該委任無效。

   股東若希望在年度股東常會上行使其投票權，則他/她/它可: (a) 親自出席年度股東常會或 (b) 委任代理人代表他/她/它投票。希望提交委任書委任代理人的股東，必須於先填妥隨附的委任書再依下列方式遞交。

   在委任書中，股東應明確指示代理人如何就年度股東常會上提呈的每項決議案投贊成票、反對票或放棄投票。所有透過代理人對每項決議投的有效票都將被計算。若無給予具體的投票指示，代理人（包括年度股東常會主席）可自行決定投票或棄權。

   希望指定代理人出席年度股東常會並於會上代表他/她/它投票的股東，應填寫股東委任書，並**最遲於 2024 年 4 月 28 日新加坡時間下午 2 點**，即年度股東常會召開時間之 48 小時前，透過以下方式提交已填妥股東委任書：

   (a) 以電子方式提交，請傳送電子郵件至本公司於新加坡的股務代理 Boardroom Corporate and Advisory Services Pte. Ltd.：medtecs@boardroomlimited.com；或

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

   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 CDP 委任書，並**最遲於 2024 年 4 月 28 日新加坡時間下午 2 點**，即年度股東常會召開時間之 48 小時前，透過以下方式提交已填妥 CDP 委任書:

   (a) 以電子方式提交，請傳送電子郵件至本公司於新加坡的股務代理 Boardroom Corporate and Advisory Services Pte. Ltd.：medtecs@boardroomlimited.com；或

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

在年度股東常會指定舉行時間前 48 小時，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。

身為自然人的保管人，若有意親自出席則不須填寫 CDP 委任書。

紙本委任書已發派給股東，委任書亦可透過本公司網站及 SGXNET 上下載，本公司網址：http://www.medtecs.com/investor-relations/agm-and-sgm/，SGXNET 網址：https://www.sgx.com/securities/company-anouncements。

填寫及提交委任書並無礙股東親自出席年度股東常會並於會上發言及投票。若股東親自出席年度股東常會，股東委任的任何代理人（包括特別股東會主席）之代理權將被視為已撤銷，且在此情況下，本公司保留權利拒絕受委任書委任的任何人士出席年度股東常會。

備註：如果委任書由律師、正式授權的人士或代表已故個人的遺產之遺囑執行人簽署，相關文件要求請參閱委任書備註。

個人資料隱私：

保管人或本公司會員出席年度股東常會、年度股東常會召開前提交問題及/或提交委任書，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(或其代理人或股務代理商)蒐集、使用及揭露其個人資料(如代表保管人或會員就年度股東常會所作的任何通訊（包括但不限於在年度股東常會召開前提交的問題及委任書）)，以供本公司(或其代理人或股務代理商)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(或其代理人或股務代理商)處理、管理及分析為年度股東常會(包含任何臨時會)指定的代理人及代表，以及彙整出席名單、會議記錄、提交的問題及其答案，以便在年度股東常會之前、期間或之後（視情況而定）及/或在新交所及本公司網站上揭露及發布（包括公布發問的股東/代理人/代表之姓名）及其他與年度股東常會(包含任何臨時會)相關的文件，以確保本公司(或其代理人或股務代理商)遵守所有適用法律、上市規則(包含公司治理準則、條例及/或方針)(以上統稱「目的」)、(ii)保證所有提交的資訊均為真實、正確，並在揭露其代理人及/或代表及/或本公司任何方的個人資料前，已事先獲得其代理人及/或代表的允許本公司（或其代理人或股務代理商)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)同意將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

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」) 截至 2023 年 12 月 31 日止之會計年度，經會計師查核簽證之合併財務報表及其資產負債表及權益變動表。

董事會意見:

i. 本集團第 60 至 114 頁所載之合併財務報表，暨本公司之資產負債表及權益變動表，係依照新加坡財務報告準則(國際) (SFRS(I)s)編製，足以真實且允當表達本集團及本公司截止至 2023 年 12 月 31 日之合併財務狀況，暨 2023 年度之合併財務績效、合併權益變動及合併現金流量，以及本公司之權益變動； 和

ii. 截至本聲明發布日，合理相信本公司將能夠償還到期債務。

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，任期屆滿董事楊克誠先生，符合參與選任資格重新選任。

董事取得利益之安排

除「股票選擇權計畫」章節所揭露外，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，使本公司董事從中獲利之情事。

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)之股票情形如下：

董事名稱	直接持有之股權			間接持有之股權		
	2023 年 1 月 1 日	2023 年 12 月 31 日	2024 年 1 月 21 日	2023 年 1 月 1 日	2023 年 12 月 31 日	2024 年 1 月 21 日
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	–	–	–	3,000,000	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。

除上述揭露事項外，於本會計年度結束日止或本年度任何期間，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。

依新加坡證券交易所規定需揭露之其他資訊

除本年報「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。

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。

股票選擇權

本公司於 2012 年 4 月 30 日發行股票選擇權計畫 (以下簡稱「計畫」) ，已於 2022 年 5 月 29 日到期。目前，本公司將發行新的股票選擇權計畫以獎勵和留住組織內人才，現正尋求股東批准採納該計畫。

此計畫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。

審計委員會

審計委員會履行其職能如下:

- 審查本公司內部稽核和外部會計師之審計計畫，並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之適切性與有效性，包含由內部稽核執行之財務、營運、法遵、資訊科技與風險管理；
- 與外部會計師、其他委員會和管理階層，於個別決策會議討論任何應私下討論事項；
- 審查對財務報表有重大影響之法律和監管事項、相關合規政策和計畫，以及從監管機構收到之任何報告；
- 審查內部稽核職能之獨立性、有效性和適當性；
- 審查外部會計師之成本效益、獨立性和客觀性；
- 審查外部會計師提供非審計服務之性質和範圍；
- 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之行動和會議記錄，並提出審計委員會認為適當的建議；及
- 依照凱利板規定審查關係人交易。

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。支付給外部會計師之費用 (包括非審計服務費用) ，請參閱本年報財務報表附註 9。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於公司治理報告中揭露。

美德向邦醫療國際股份有限公司及其子公司

獨立簽證會計師

Baker Tilly TFW 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

會計師查核報告

致美德向邦醫療國際股份有限公司　公鑒：

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”)之財務報表(第 60 至 114 頁)，包括截至 2023 年 12 月 31 日之該集團及該公司資產負債表，暨 2023 年度合併綜合損益表、合併權益變動表、合併現金流量表、該公司權益變動表，以及財務報表附註與重大會計政策彙總，業經本會計師查核竣事。

依本會計師之意見，後附之該集團合併財務報表，暨該公司之權益變動表，係依照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 2023 年 12 月 31 日之合併財務狀況，暨 2023 年度之合併財務績效、合併權益變動及合併現金流量，以及該公司之權益變動。

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。茲對該集團合併財務報告之關鍵查核事項敘明如下：

<u>存貨之評價</u>

截至 2023 年 12 月 31 日，該集團存貨為$37,359,000 美元，約占該集團總資產的 22%。該集團存貨按成本與淨變現價值孰低者衡量，成本採加權平均法認列。必要時，計提備抵存貨跌價損失，以將存貨帳面金額調減至淨變現價值。

管理階層估計直接人工和工廠間接製造費用之分攤基礎予成品和在製品。管理階層亦審閱存貨庫齡報告以識別呆滯及陳舊存貨，並依最新重置成本或銷售價格估計存貨備抵呆滯金額。

直接人工和工廠間接製造費用之分攤，以及存貨備抵金額評估涉及重大判斷，可能對存貨金額產生重大影響，因此本會計師將存貨之評價列為關鍵查核事項之一。

本會計師及其會計師各自針對上述關鍵查核事項執行主要查核程序如下：

- 瞭解管理階層對原物料採購記錄之管控、直接人工及生產間接費用分攤至存貨成本，及備抵存貨減損損失評估；

- 針對審計抽樣樣本，我們
  - 核實與供應商發票及工資記錄相符之採購、直接人工及間接費用；
  - 測試計算加權平均法認列之存貨成本、人工成本以及間接費用分攤之正確性；
  - 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；

- 協助核實管理階層備抵存貨減損損失之評估，包括庫存類型、原材料最新重置成本及會計年度後之銷售價格；

- 進行存貨抽盤，觀察並詢問管理階層是否存在過時或毀損之情事； 和

- 評估財務報表中存貨揭露之充分性和適當性。

有關存貨備抵評估之相關揭露於財務報表附註 2.7 和附註 19。 與存貨備抵相關之估計不確定性來源在財務報表附註 3(iii) 中揭露。

關鍵查核事項（續）

應收帳款提列備抵預期信用損失

截至 2023 年 12 月 31 日，該集團應收帳款為$24,349,000 美元，約占該集團總資產的 14%。 評估預期信用損失時，管理階層考慮合理且有依據之定量和定性資訊，包括應收帳款信用狀況和特徵。管理階層對於重大長期未收應收帳款進行專項評估，並對其他應收帳款採用損失提列矩陣。基於應收帳款之重要性以及預期信用損失評估中涉及重大估計，因此本會計師將應收帳款提列備抵預期信用損失列為關鍵查核事項之一。

本會計師及其會計師各自針對上述關鍵查核事項執行主要查核程序如下：

- 瞭解該集團之信用政策和信用評估程序，以及與監控應收帳款相關之控制措施；

- 通過分析應收帳款逾期情況、回顧歷史信用損失經驗，以及管理階層依當前經濟情勢調整前瞻性數據和信息，評估管理階層在建立預期信用損失減損模型時使用之假設；

- 通過獲取客戶在資產負債表日後之收款證據，審查重大和長期應收帳款之可收回性。對於長期逾期未收回之債權，我們與管理階層討論對這些應收帳款之預期信用損失評估。在適用的情況下，我們審查客戶付款歷史，當前和未來營運情況以及對未清餘額之預期結算計畫；和。

- 評估財務報表中應收帳款揭露之充分性和適當性。

有關應收帳款預期信用損失和信用風險管理過程之相關揭露於財務報表附註 2.6 和附註 20。與應收帳款預期信用損失估計不確定性之主要來源在財務報表附註 3(ii)中揭露。

不動產、廠房及設備減損評估

截至 2023 年 12 月 31 日，該集團不動產、廠房及設備帳面價值約為$40,566,000 美元，約占該集團總資產的 24%。管理階層每年或於有減損跡象時評估資產之減損，估計及判斷該資產未來能產生之預期經濟效益及可回收金額，藉以評估其是否有減損情事。於本會計年度，該集團認列不動產、廠房及設備減損損失$2,000,000 美元。

對於存在減損跡象之現金產生單位「CGU」，管理階層採用使用價值和公允價值減處置成本之計算評估不動產、廠房及設備之可收回金額。可回收金額涉及管理階層對採用預測之假設重大判斷，包括年收入成長率、終端增長率、預測毛利率及折現率等關鍵因素。基於不動產、廠房及設備之重要性以及資產可回收金額評估涉及重大估計，因此本會計師將不動產、廠房及設備減損評估列為關鍵查核事項之一。

本會計師及其會計師各自針對上述關鍵查核事項執行主要查核程序如下：

- 審查管理階層對不動產、廠房及設備減損指標評估，以及管理階層依相應指標用於估算使用價值和公允價值減處置成本之方法；

- 比較歷史趨勢、最新預算及其他可用資訊，評估預測中採用之關鍵假設，如年收入成長率和預測毛利率之合理性；

- 審閱管理層對不動產、廠房及設備使用壽命合理性的評估；

- 取得我們的內部估值專家協助評估預測中採用之折現率合理性；

- 考量總體經濟前景，依關鍵假設變化對可收回金額執行敏感度分析； 和

- 評估財務報表中不動產、廠房及設備揭露之充分性和適當性。

有關不動產、廠房及設備減損評估之相關揭露於財務報表附註 12。 與非金融資產減損估計之不確定性來源在財務報表附註 3(i)中揭露。

其他事項

截至 2022 年 12 月 31 日止，本集團及本公司之財務報表由另一家會計師事務所查核，他們對 2023 年 6 月 14 日之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之確信結論。

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告之責任

管理階層負責依據 SFRS(I) 編制以提供真實與公正觀點之財務報表，並制定和維護足以為資產提供合理保證之內部會計控制制度，防止因未經授權使用或處置而造成損失；且交易已取得適當授權並予以記錄，以編制真實且公允之財務報表，並維護資產責任。

於編制財務報告時，管理階層負責評估本集團繼續經營之能力，和揭露與繼續經營有關事項，並採用繼續經營之會計基礎，除非管理階層意圖清算本集團或停止營業，或除清算或停業外別無實際可行之其他方案。

董事負有監督本集團財務報導流程之責任。

會計師查核財務報告之責任

本會計師查核財務報告之目的，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。合理確信係高度確信，惟依照新加坡審計準則執行之查核工作無法保證必能偵出財務報表存有之重大不實表達。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數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)查核時，運用專業判斷並及專業懷疑。本會計師亦執行下列工作：

- 辨認並評估財務報表導因於舞弊或錯誤之重大不實表達風險；對所評估之風險設計及執行適當之因應對策；並取得足夠及適切之查核證據以作為查核意見之基礎。因舞弊可能涉及共謀、偽造、故意遺漏、不實聲明或踰越內部控制，故未偵出導因於舞弊之重大不實表達之風險高於導因於錯誤者。

- 對與查核攸關之內部控制取得必要之瞭解，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會計基礎之適當性，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，或於該等揭露係屬不適當時修正查核意見。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。惟未來事件或情況可能導致該集團不再具有繼續經營之能力。

- 評估財務報表（包括相關附註）之整體表達、結構及內容，以及財務報表是否允當表達相關交易及事件。

- 對於集團內組成個體之財務資訊取得足夠及適切之查核證據，以對合併財務報表表示意見。本會計師負責集團查核案件之指導、監督及執行，並負責形成集團查核意見。

本會計師與董事溝通之事項，包括所規劃之查核範圍及時間，以及重大查核發現（包括於查核過程中所辨認之內部控制顯著缺失）。

本會計師亦向董事提供本會計師所隸屬事務所受獨立性規範之人員已遵循會計師職業道德規範中有關獨立性之聲明，並與董事溝通所有可能被認為會影響會計師獨立性之關係及其他事項（包括相關防護措施）。

會計師查核財務報告之責任（續）

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溝通特定事項，因可合理預期此溝通所產生之負面影響大於所增進之公共利益。

其他法律和監管要求之報告

本會計師認為，根據 1967 年公司法（以下簡稱“法案”）規定，我們作為在新加坡註冊成立子公司之會計師，其會計和其他記錄已按照該法案規定妥善保存。

作為此會計師查核意見報告之會計師為 Ong Kian Guan。

Baker Tilly TFW LLP
新加坡註冊會計師

2024 年 4 月 11 日

合併綜合損益表

美德向邦醫療國際股份有限公司及子公司
2023 及 2022 年 1 月 1 日至 12 月 31 日

（單位：美金千元）

	附註	本集團 2023	2022
營業收入	4	**52,639**	56,243
營業成本		**(46,682)**	(59,580)
營業毛利（損）		**5,957**	(3,337)
其他收入項目			
其他收入-淨額	5	**1,987**	2,461
財務收入	7	**1,304**	905
其他費用項目			
銷售費用		**(7,637)**	(12,009)
管理費用		**(23,310)**	(17,723)
財務成本	8	**(816)**	(951)
稅前淨損	9	**(22,515)**	(30,654)
所得稅費用	10	**27**	1,391
本期淨損		**(22,488)**	(29,263)
其他綜合利益：			
重分類至損益之項目：			
國外營運機構財務報表換算之兌換差額		**(115)**	(3,132)
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		**(39)**	198
透過其他綜合損益按公允價值衡量之權益工具投資未實現評價損益		**635**	(375)
本期綜合損失稅後淨額		**(22,007)**	(32,572)
淨損歸屬於：			
本公司業主		**(21,066)**	(28,596)
非控制權益		**(1,422)**	(667)
本期淨損		**(22,488)**	(29,263)
綜合損失歸屬於：			
本公司業主		**(20,585)**	(31,905)
非控制權益		**(1,422)**	(667)
本期綜合損失稅後淨額		**(22,007)**	(32,572)
每股虧損歸屬於母公司業主（美分）	11		
- 基本與稀釋		**(3.866)**	(5.244)

後附之附註係本合併財務報告之一部分。

資產負債表

美德向邦醫療國際股份有限公司及子公司
2023 及 2022 年 12 月 31 日

（單位：美金千元）

	附註	本集團 2023	本集團 2022	本公司 2023	本公司 2022
資產					
非流動資產					
不動產、廠房及設備	12, 35	**40,566**	43,592	**121**	194
投資性不動產	13	**2,505**	2,617	**–**	–
出租資產	14	**3,915**	4,116	**–**	–
使用權資產	15, 35	**9,109**	9,903	**145**	261
應收租賃款	15, 35	**–**	–	**4,621**	4,544
採用權益法之投資	16	**–**	–	**28,241**	28,352
無形資產	17, 35	**3,363**	848	**–**	–
遞延所得稅資產	10, 35	**2,254**	2,155	**–**	–
長期應收款	20	**4,265**	–	**4,265**	–
其他非流動資產	18, 35	**4,995**	8,429	**79**	112
		70,972	71,660	**37,472**	33,463
流動資產					
存貨	19	**37,359**	36,394	**345**	3,304
應收帳款	20	**20,084**	30,358	**9,980**	25,870
其他流動資產	21, 35	**5,311**	8,356	**156**	1,976
應收帳款–關係人淨額	22	**–**	–	**15,379**	16,925
現金及約當現金及定期存款	23	**33,041**	35,281	**351**	3,366
		95,795	110,389	**26,211**	51,441
資產總計		**166,767**	182,049	**63,683**	84,904
負債及權益					
流動負債					
應付帳款及其他流動負債	24, 35	**5,974**	6,447	**703**	579
租賃負債 - 流動	15	**801**	575	**21**	129
短期借款	25	**23,861**	15,643	**–**	–
應付所得稅		**2,332**	2,415	**–**	–
		32,968	25,080	**724**	708
淨流動資產		**62,827**	85,309	**25,487**	50,733
非流動負債					
租賃負債 - 非流動	15	**2,243**	3,335	**186**	187
遞延所得稅負債	10	**312**	391	**11**	13
應計退休金負債	6	**918**	811	**194**	167
其他非流動負債		**18**	117	**–**	–
		3,491	4,654	**391**	367
負債總計		**36,459**	29,734	**1,115**	1,075
淨資產		**130,308**	152,315	**62,568**	83,829

後附之附註係本合併財務報告之一部分。

美德向邦醫療國際股份有限公司及子公司
資產負債表（續）
2023 及 2022 年 12 月 31 日

（單位：美金千元）

	附註	本集團 2023	本集團 2022	本公司 2023	本公司 2022
歸屬於本公司業主之權益					
股本	26	**27,471**	27,471	**27,471**	27,471
減：庫藏股	26	**(2,361)**	(2,361)	**(2,361)**	(2,361)
股本溢價		**4,721**	4,721	**4,721**	4,721
保留盈餘		**99,618**	120,424	**32,071**	53,332
確定福利計畫再衡量數		**211**	250	**105**	105
國外營運機構財務報表換算之兌換差額	27	**(850)**	(735)	**–**	–
其他權益	27	**394**	19	**561**	561
		129,204	149,789	**62,568**	83,829
非控制權益	16	**1,104**	2,526	**–**	–
權益總計		**130,308**	152,315	**62,568**	83,829
負債及權益總計		**166,767**	182,049	**63,683**	84,904

後附之附註係本合併財務報告之一部分。

合併權益變動表

美德向邦醫療國際股份有限公司及子公司
2023 及 2022 年 12 月 31 日

（單位：美金千元）

2023 本集團	股本 (附註 26)	股本溢價	保留盈餘	確定福利計畫再衡量數	國外營運機構財務報表換算之兌換差額 (附註 27)	其他權益 (附註 27)	庫藏股 (附註 26)	非控制權益 (附註 16)	權益總額
2023 年 1 月 1 日	27,471	4,721	120,424	250	(735)	19	(2,361)	2,526	152,315
本期淨損	–	–	(21,066)	–	–	–	–	(1,422)	(22,488)
其他綜合（損）益									
國外營運機構財務報表換算之兌換差額	–	–	–	–	(115)	–	–	–	(115)
透過其他綜合損益按公允價值衡量之金融資產未實現評價利益	–	–	–	–	–	635	–	–	635
處分透過其他綜合損益按公允價值衡量之權益工具	–	–	260	–	–	(260)	–	–	–
確定福利計畫再衡量數	–	–	–	(39)	–	–	–	–	(39)
本期其他綜合（損）益小計	–	–	260	(39)	(115)	375	–	–	481
本期綜合（損）益總額	–	–	(20,806)	(39)	(115)	375	–	(1,422)	(22,007)
2023 年 12 月 31 日	**27,471**	**4,721**	**99,618**	**211**	**(850)**	**394**	**(2,361)**	**1,104**	**130,308**

後附之附註係本合併財務報告之一部分。

美德向邦醫療國際股份有限公司及子公司
合併權益變動表（續）
2023 及 2022 年 12 月 31 日

（單位：美金千元）

2022 本集團	股本 (附註 26)	股本溢價	保留盈餘	確定福利計畫再衡量數	國外營運機構財務報表換算之兌換差額 (附註 27)	其他權益 (附註 27)	庫藏股 (附註 26)	非控制權益 (附註 16)	權益總額
2022 年 1 月 1 日	27,471	4,721	152,291	52	2,397	394	(2,112)	2,693	187,907
本期淨損	–	–	(28,596)	–	–	–	–	(667)	(29,263)
其他綜合（損）益									
國外營運機構財務報表換算之兌換差額	–	–	–	–	(3,132)	–	–	–	(3,132)
透過其他綜合損益按公允價值衡量之金融資產未實現評價損失	–	–	–	–	–	(375)	–	–	(375)
確定福利計畫再衡量數	–	–	–	198	–	–	–	–	198
本期其他綜合（損）益小計	–	–	–	198	(3,132)	(375)	–	–	(3,309)
本期綜合（損）益總額	–	–	(28,596)	198	(3,132)	(375)	–	(667)	(32,572)
庫藏股買回 (附註 26)	–	–	–	–	–	–	(249)	–	(249)
少數股權投資	–	–	–	–	–	–	–	500	500
現金股利 (附註 28)	–	–	(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

後附之附註係本合併財務報告之一部分。

權益變動表

美德向邦醫療國際股份有限公司及子公司
2023 及 2022 年 12 月 31 日

（單位：美金千元）

2023 本公司	股本 (附註 26)	股本溢價	保留盈餘	確定福利計畫 再衡量數	其他權益 (附註 27)	庫藏股 (附註 26)	權益總額
2022 年 1 月 1 日	27,471	4,721	68,230	49	561	(2,112)	98,920
本期淨損	–	–	(11,627)	–	–	–	(11,627)
確定福利計畫再衡量數	–	–	–	56	–	–	56
本期綜合（損）益總額	–	–	(11,627)	56	–	–	(11,571)
庫藏股買回 (附註 26)	–	–	–	–	–	(249)	(249)
現金股利 (附註 28)	–	–	(3,271)	–	–	–	(3,271)
2022 年 12 月 31 日及 2023 年 1 月 1 日	27,471	4,721	53,332	105	561	(2,361)	83,829
本期淨損及 本期綜合（損）益總額	–	–	(21,261)	–	–	–	(21,261)
2023 年 12 月 31 日	**27,471**	**4,721**	**32,071**	**105**	**561**	**(2,361)**	**62,568**

後附之附註係本合併財務報告之一部分。

合併現金流量表

美德向邦醫療國際股份有限公司及子公司
2023 及 2022 年 1 月 1 日至 12 月 31 日

（單位：美金千元）

	附註	2023	2022
營業活動之現金流量			
稅前淨損		**(22,515)**	(30,654)
調整項目：			
折舊			
不動產、廠房及設備	12	**4,118**	3,177
出租資產	14	**1,956**	1,988
使用權資產	15	**1,023**	1,128
投資性不動產	13	**112**	111
不動產、廠房及設備減損損失	12	**2,000**	–
沖銷			
應收帳款	21	**90**	–
高爾夫會員證	18	**29**	–
提列備抵			
備抵存貨損失	19	**3,072**	11,748
應收帳款預期信用減損損失	20	**6,004**	3,591
其他流動資產減損損失	21	**822**	204
迴轉			
備抵存貨損失	19	**(1,440)**	–
應收帳款預期信用減損損失	20	**(125)**	–
來自短期借款及租賃負債之利息費用	8	**742**	819
未實現外幣兌換利益		**(51)**	(261)
退休金義務變動數		**68**	(66)
其他財務成本	8	**74**	132
利息收入	7	**(1,304)**	(642)
股利收入	5	**(126)**	(263)
處分不動產、廠房及設備利益	5	**(345)**	(165)
營運資金變動前之營業活動之現金流量		**(5,796)**	(9,153)
（增加）/ 減少：			
存貨		**(2,596)**	728
應收帳款		**157**	7,872
其他流動資產		**1,844**	4,524
存出保證金及押金（非流動）		**99**	(312)
減少：			
應付帳款及其他負債		**(578)**	(1,691)
遞延租賃收入		**(4)**	(5)
營業活動之現金流入（流出）		**(6,874)**	1,963
支付所得稅		**(237)**	(590)
支付其他財務成本		**(74)**	(132)
自借款及應收帳款收取之利息		**–**	24
營業活動之淨現金流入（流出）		**(7,185)**	1,265

後附之附註係本合併財務報告之一部分。

美德向邦醫療國際股份有限公司及子公司
合併現金流量表（續）
2023 及 2022 年 1 月 1 日至 12 月 31 日

（單位：美金千元）

	附註	2023	2022
投資活動之現金流量			
處分：			
不動產、廠房及設備	12	**364**	180
出租資產		**24**	22
透過其他綜合損益按公允價值衡量之金融資產	18	**3,938**	–
取得：			
不動產、廠房及設備	12	**(3,113)**	(13,597)
出租資產	14	**(1,779)**	(1,674)
無形資產	17	**(2,515)**	–
預付設備款（增加）減少	21	**289**	(2,254)
投資：			
透過其他綜合損益按公允價值衡量之金融資產		**–**	(1,893)
非公開報價債券投資		**–**	(3,000)
自定期存款存及非公開報價債券投資收取之利息	7	**1,304**	618
收取之股利	5	**126**	263
到期日超過 90 天之定期存款		**10,970**	(7,828)
投資活動之淨現金流入（流出）		**9,608**	(29,163)
籌資活動之現金流量			
支付之利息	8	**(470)**	(423)
質押定期存款		**(4,547)**	(56)
舉借短期借款	25	**23,861**	15,643
償還短期借款	25	**(15,643)**	(9,306)
發放現金股利		**–**	(3,271)
庫藏股票買回	26	**–**	(249)
少數股權投資		**–**	500
支付租賃負債本金	15	**(1,089)**	(5,459)
支付租賃負債利息	15	**(272)**	(396)
籌資活動之淨現金流入（流出）		**1,840**	(3,017)
本期現金及約當現金增加（減少）數		**4,263**	(30,915)
期初現金及約當現金餘額	23	**18,122**	49,015
匯率變動對現金及約當現金之影響		**(80)**	22
期末現金及約當現金餘額	23	**22,305**	18,122

後附之附註係本合併財務報告之一部分。

財務報表附註

美德向邦醫療國際股份有限公司及子公司
2023 年 12 月 31 日

（金額除另予註明外，均以美元為單位）

1. 公司概況

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。主要營業地址為 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 16。

2. 重要會計政策之彙總說明

2.4 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） (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。

會計估計判斷

持續檢視估計及基本假設。會計估計變更僅影響變更當期的，在變更當期予以確認；同時影響當期和未來期間的，會計估計變更在變更當期及未來期間予以確認。

會計政策之採用涉及較高層級之判斷，或假設及估計可能導致未來財務年度有重大調整風險的領域，詳述於財務報表附註 3。

由於這些金融工具的期限相對短，現金及約當現金、應收帳款及其他應收款（流動）和應付款項（除租賃負債外）之帳面金額與其各自的公允價值相若。

新發布及修訂準則與解釋之適用

在本會計年度，本集團已採用與其營運相關並在本會計年度生效之所有新發布和經修訂之 SFRS(I) 和 SFRS(I) 準則（「SFRS(I) INT」）。本集團的會計政策已根據 SFRS(I) 和 SFRS(I) INT 中之過渡條款按進行了修改。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，除下述外。

SFRS(I)1 與 SFRS(I)實務聲明 2 之修正「會計政策之揭露」

SFRS(I)1 與 SFRS(I)實務聲明 2 修正提供重大判斷之指導和範例，以幫助企業將重大判斷應用於會計政策揭露。該修正案要求企業揭露其重大會計政策而非重要會計政策，並就如何應用重大性做出會計政策揭露決策提供指引。

本集團已採用 SFRS(I)1 有關會計政策揭露之修正案。該修正案對本集團及本公司財務報表中任何項目之判斷、認列及表達均無影響。

已發佈但未生效之準則

截至 2023 年 12 月 31 日止，編製本財務報表時，未採用已發布但尚未生效之新準則、準則修訂及解釋。預計這些新準則對本集團和本公司之財務報表並無重大影響。

2. 重要會計政策之彙總說明（續）

2.5 功能性貨幣及外幣

本集團每一個體均係以各營運所處主要經營環境之貨幣為其功能性貨幣。本合併財務報告係以本集團與本公司之功能性貨幣，美元表達。

2.6 不動產、廠房及設備

不動產、廠房及設備係以成本認列，後續以成本減除累計折舊及減損損失後之金額衡量。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
建築物及改良	5 - 30
機器設備與其他設備	10 - 15
辦公設備	3 - 10
租賃改良物	3 - 10
運輸設備	5 - 10

未完工程係正在進行建造以供生產、管理目的，或尚未確定用途之資產，其成本為原始成本減已認列之減損損失，直至建造或開發完成。

2.7 投資性不動產

投資性不動產係本集團為賺取租金而持有之不動產。

投資性不動產按成本減累計折舊及累計減損損失衡量。投資性不動產係以直線法按其估計耐用年限 48 年或租賃期間較短者計提折舊。

2.8 無形資產

商譽

商譽原始認列係以成本衡量。商譽於原始認列後，係以成本減累計減損衡量。

電腦軟體

電腦軟體係以成本減累計攤銷和累計減損衡量，其成本以直線法按估計耐用年限 10 年攤提。

2.9 金融工具

i. 金融資產

認列與除列

金融資產之慣例買賣交易應採用交易日會計認列。來自金融資產現金流量之合約權利失效，或已轉移金融資產且該資產所有權之幾乎所有風險及報酬已移轉予其他企業時，始將金融資產除列。

若金融資產非屬透過損益按公允價值衡量者，原始認列金融資產係按公允價值加計直接可歸屬於取得或發行金融資產之交易成本衡量。直接可歸屬於取得或發行透過損益按公允價值衡量之金融資產之交易成本，則立即認列為損益。不含重大財務組成之應收帳款原始係按交易價格衡量。

分類與衡量

金融資產分類係按持有金融資產之目的及其合約現金流量之特性，分類為按攤銷後成本衡量或公允價值衡量之金融資產。

2. 重要會計政策之彙總說明（續）

2.6 金融工具（續）

i. 金融資產（續）

後續衡量

a) 債務工具投資

債務工具投資包括現金及約當現金、應收帳款及其他應收款（不含預付款項）和非公開報價債券投資。債務工具之後續衡量取決於本集團管理資產之經營模式與資產之合約現金流量性質。本集團僅持有按攤銷後成本衡量之債務工具。

按攤銷後成本衡量之金融資產後續係以有效利息法減除任何減損損失之攤銷後成本衡量。當資產除列、修改或減損時，該利益與損失認列於損益。利息收入係以有效利息法計算。

b) 權益工具投資

本集團於原始認列時，可作一不可撤銷之選擇，將非持有供交易且非企業合併收購者所認列或有對價之權益工具投資，指定透過其他綜合損益按公允價值衡量。透過其他綜合損益按公允價值衡量之權益工具投資係按公允價值衡量，後續公允價值變動列報於其他綜合損益，且不得在續後重分類至損益表，並累計於其他權益中。於投資處分時，累積損益直接移轉至保留盈餘，並不重分類為損益。收取之股利認列於「其他收入」項下，計入當期損益。透過其他綜合損益按公允價值衡量之權益工具無須減損測試。

金融資產之減損

本集團按預期信用損失評估按攤銷後成本衡量之金融資產。

評估預期信用減損損失減損取決於信用風險是否顯著增加。預期信用損失係以發生違約之風險作為權重之加權平均信用損失。原始認列後信用風險是否顯著增加，若未顯著增加，則按未來 12 個月預期信用損失認列備抵損失；若已顯著增加，則按存續期間預期信用損失認列備抵損失。

本集團於每一資產負債表日，就不包含重大財務組成之應收帳款，採簡化方法，按存續期間預期信用損失金額衡量備抵損失。本集團依歷史經驗建立預期信用損失備抵矩陣，於資產負債表日，並依據當期與前瞻性資訊，對債務人和經濟環境因素調整。

若本集團於上一報告期間，以存續期間預期信用損失金額提列金融資產備抵減損，但在截至本財務表日止確定不再滿足存續期間預期信用損失條件，則本集團按未來 12 個月預期信用損失認列備抵損失。

本集團對所有金融資產之減損損失或迴轉利益計入損益，並藉由備抵帳戶調降其帳面金額。

ii. 金融負債

金融負債包括應付款項及銀行借款。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，原始認列時係按估公允價值減除直接可歸屬之交易成本衡；後續評價採有效利率法以攤銷後成本衡量。

當負債的義務被消滅時，金融負債則被除列。除列金融負債時，其帳面金額與所支付對價間之差額認列為損益。

2. 重要會計政策之彙總說明（續）

2.7 存貨

存貨係以成本與淨變現價值孰低衡量。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 - 採加權平均法計算。
- 製成品及在製品 - 採加權平均法計算原料及按正常產能分攤之直接人工與生產相關之製造費用，惟不包括借款成本。

對有損壞、過時和呆滯之存貨提列備抵損失，以將存貨之帳面價值調整至成本與淨變現價值間孰低者。淨變現價值係指在正常營業過程中之估計售價減除至完工尚須投入之估計成本及相關變動銷售費用後之餘額。

2.8 員工福利

確定福利退休計畫

本集團於菲律賓採用確定福利退休計畫，其適用於大部份工作於菲律賓之正式員工，該計畫於菲律賓並未實際提撥且非強制性。確定福利退休計畫之確定福利成本係採預計單位福利法精算。預計單位福利法反應截至評價日員工提供之勞務，並納入員工未來薪資之假設。退休金福利費用包含當期服務成本以及利息。再衡量數於發生時認列於其他綜合損益。

當計畫修正發生時，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現值減尚未認列之前期服務成本。

2.9 租賃

本集團於合約成立日評估合約是否係屬（或包含）租賃，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

i. 本集團為承租人

除適用認列豁免之低價值標的資產租賃及短期租賃，其他租賃皆於租賃開始日認列使用權資產及租賃負債。本集團認列租賃負債，代表支付租金之義務，以及認列使用權資產，代表使用租賃資產之權利。

使用權資產

本集團於租賃開始日（即相關資產可供使用日）認列使用權資產。使用權資產原始按成本（包含租賃負債之原始衡量金額、租賃開始日前支付之租賃給付減除收取之租賃誘因、原始直接成本及復原標的資產之估計成本）衡量。

後續按成本減除累計折舊及累計減損損失後之金額衡量，並調整租賃負債之再衡量數。使用權資產在租賃期限與資產估計耐用年限兩者中較短期間者（2 至 50 年內）內按直線法攤銷。

使用權資產係單獨表達於資產負債表。

本集團採用 SFRS 36「資產減損」評估使用權資產減損與否，並認列已辨認之減損損失。

租賃負債

租賃負債原始按租賃給付之現值衡量。若租賃隱含利率容易確定，租賃給付使用該利率折現。若該利率並非容易確定，則使用承租人增額借款利率。

租賃負債係單獨表達於資產負債表。

後續，租賃負債採有效利息法增加帳面金額以反應租賃負債利息，並減少帳面金額以反應已支付租金。

2. 重要會計政策之彙總說明（續）

2.9 租賃（續）

ii. 本集團為出租人

當租賃條款係未移轉附屬於資產所有權之幾乎所有風險與報酬予承租人，則將其分類為為營業租賃。本集團之投資性不動產係營業租賃，產生之租金收入於租賃期間內按直線法入帳。談判和安排營業租賃所產生之初始直接成本計入租賃資產的帳面價值，並在租賃期間內按與租金收入相同基準認列。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。應付保證金是指本集團投資性不動產簽訂租賃合約時，從各承租人收取之保證金。租賃合約終止時，本集團收到之保證金將退還給承租人，並扣除未付租金，罰款和維修損壞賠償之扣除額（若有）。相關租賃合約期限通常超過十二個月。

iii. 本集團為中間出租人

當本公司擔任中間出租人時，將主要租賃和轉租賃視為兩份獨立合約進行會計處理。轉租賃合約依照主要租賃合約產生之使用權資產進行會計處理，並歸類為融資租賃。

2.10 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。

2.11 收入認列

製造、經銷及其他

收入於商品交付予客戶並滿足所有接受標準時認列。收入金額係按估計交易價格為基礎，並扣除估計之客戶退貨、折扣及其他類似之折讓。依據本集團於相似合約經驗，可變報酬通常受到約束，僅在後續解決與可變報酬相關不確定性後，高度可能不會出現累計認列收入金額發生重大逆轉時，才將其包含在交易價格中。

截至每一資產負債表日，本集團根據對退貨情況之預期變化，更新相關待退回產品權利之衡量。

醫院洗滌服務收入

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，提供醫院服務之義務隨著時間推移而得到滿足。本集團根據轉移給客戶的價值衡量履約義務情況。本集團將通過實施開立發票之權利，使本集團可以依發票作為收入認列之依據，其金額為可直接符合迄今企業績效對客戶的價值。

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。

2. 重要會計政策之彙總說明（續）

2.12 股本、股本溢價及股票發行成本

股本以股票面額列示。如收到超過面額之款項，將認列為股本溢價。

因發行新股所增加之成本從權益項下之股本扣除。

2.13 庫藏股

重新購入自有權益工具（庫藏股）按成本認列並自權益中扣除。本集團重新購入、出售、發行或註銷自身權益工具，其損益不予計入。如重新發行，則帳面價值與對價之任何差異於股本溢價中認列。

2.14 部門別資訊

為管理之目的，本集團依全球範圍拆分三個主要地理區域，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原則為基礎。

2.15 股利

現金股利在被授權進行股利分配後認列為負債，不再由公司自主決定是否分配。該股利分配在股東會批准後予以授權，相應金額直接計入權益。

2.16 現金流量表之現金及約當現金

現金及約當現金於合併現金流量表中，係包括庫存現金、存放於金融機構之存款，其價值變動風險微乎其微，以及自購入日起 90 天內到期之定期存款，可隨時轉換成定額現金，但不包括已質押定存。

3. 重大會計判斷、估計及假設不確定性之主要來源

3.1 適用會計政策之重要判斷

在採用附註 2 所述之本集團會計政策過程中，管理階層做出以下對財務報表認列金額具有重大影響之判斷（除前述涉及估計之判斷外）：

功能性貨幣

本集團以本公司及其子公司各自的功能性貨幣衡量外幣交易。在確定本集團每一個體之功能性貨幣時，管理階層需要判斷主要經營環境、產品銷售流程及主要影響其商品和服務價格之競爭力與法定國家貨幣。管理階層經評估，價格主要以本集團各實體各自的當地貨幣計值及結算。此外，大部分企業成本基礎主要以當地貨幣計價。因此，管理階層認定本集團每一個體之功能性貨幣為其各當地貨幣。

遞延所得稅資產

遞延所得稅資產係根據未使用之課稅損失，於暫時性差異很有可能用以抵減未來應課稅所得之範圍內認列。遞延所得稅資產金額需要管理階層依據未來課稅所得之可能時間與水平，及未來稅務規劃策略，作出重大判斷予以認列。

3. 重大會計判斷、估計及假設不確定性之主要來源（續）

3.2 估計及假設不確定性之主要來源

截至資產負債表日，對未來主要假設和其他重要估計不確定性的主要來源，可能造成對未來資產及負債金額產生重大調整，如下所述。

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

本集團每年對商譽進行減損測試。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，本集團及本公司於每一資產負債表日評估是否有任何減損跡象。若有任一減損跡象存在，本集團將估計該資產之可收回金額。可收回金額為公允價值減出售成本與其使用價值之較高者。倘無法估計個別資產之可回收金額，本集團估計該資產所屬現金產生單位之可回收金額。可回收金額係以個別資產認列，除非該資產不產生獨立於其他資產或資產組合之現金流入。個別資產或現金產生單位之可回收金額若低於其帳面金額時，該資產存在減損跡象，將該資產或現金產生單位之帳面金額調減至其可回收金額。

截至 2023 年 12 月 31 日止，本集團持有之投資性不動產及出租資產並無發生減損跡象。

在估計使用價值時，本集團和本公司估計現金產生單位之預期未來現金流量，包括預測收入增長率、預測毛利率和終端增長率，並選擇適當折現率計算該現金流量現值。確認扣除處置成本之公允價值時，考慮近期市場交易價格。如果無相似交易，則使用適當估值模型。這些計算透過估值倍數或其他可用之公允價值指標加以證實。

於 2023 年對子公司投資和不動產、廠房和設備分別提列減損金額分別為$111,000 美元(2022 年 : $1,000 美元）和$2,000,000 美元（2022 年：$0 美元）。對商譽未提列減損。有關投資子公司、商譽和不動產、廠房和設備減損，請參閱附註 16、附註 12 至 17。

ii. 應收帳款預期信用減損損失準備

管理階層對於長期未收帳款進行專項評估，並根據合理且有依據之定量及定性資訊，包括考慮應收帳款信用狀況及特徵，評估其他應收帳款預提矩陣，以計算預期信用減損損失。

本集團依債務人付款歷史、營運現況和未來預期結算計劃，以計算專項評估之應收帳款預期信用損失。

損失率係基於本集團歷史觀察到之違約率計算。本集團將校準該矩陣，以調整歷史信用損失經驗，並考慮管理階層依當前經濟情勢調整前瞻性數據和信息。在每一資產負債表日，歷史信用損失率會進行更新，並分析前瞻性估計變化。

由歷史觀察違約率、預測經濟情況（消費者物價指數和通貨膨脹率）與預期信用損失間相關性評估為重大之估計。預期信用損失金額對環境及預測經濟條件變化尤為敏感。有關本集團應收帳款之預期信用損失資訊揭露於附註 20。

截至 2023 年 12 月 31 日止，本集團和本公司分別認列備抵信用減損損失金額分別為$6,004,000 美元（2022 年: $3,591,000 美元）和$6,000,000 美元（2022 年: $2,738,000 美元）。

iii. 存貨評價

本集團估計直接人工和工廠間接製造費用之分攤基礎予成品及在製品，需要管理階層重大判斷各存貨生產階段之分攤基礎，並考慮與直接生產相關之成本。

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。管理階層每月檢視庫存帳齡報告確認呆滯庫存。對於已辨認為呆滯之存貨，管理階層依最新重置成本或銷售價格估計存貨備抵呆滯金額。

截至 2023 年 12 月 31 日止，本集團認列存貨備抵損失$3,072,000 美元（2022 年：$11,748,000 美元）存貨備抵損失資訊請參閱附註 19。

3. 重大會計判斷、估計及假設不確定性之主要來源（續）

3.2 估計及假設不確定性之主要來源（續）

iv. 所得稅

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。

本集團依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，並可能涉及各種問題。

截至 2023 年 12 月 31 日止，本集團應付所得稅餘額為$2,332,000 美元 (2022: $2,415,000 美元)。

v. 不動產、廠房及設備與出租資產之耐用年限

本集團依據不動產、廠房及設備與出租資產之預期使用期間來訂定其耐用年限。本集團每年持續評估不動產、廠房及設備與出租資產之耐用年限是否適當，根據資產利用率、內部技術評估、技術變革、環境因素及同業標準。前開因素之改變可能對本集團未來之營運結果產生重大影響。

截至 2023 年 12 月 31 日，本集團不動產、廠房及設備與出租資產帳面金額請參閱附註 12 和 14。

vi. 估計租賃之增額借款利率

本集團無法直接觀察租賃內含利率，因此，本集團採用其增額借款利率衡量租賃負債。 增額借款利率係承租人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，增額借款利率反應本集團「必須支付」之金額，當沒有可參考利率（如未進行融資交易之子公司）或需要調整利率以反應租賃條款和條件時進行估算。 本集團使用可觀察到數據（如市場利率）並需要進行某些特定項目的估算（如子公司獨立信用評等）來估算增額借款利率。前開因素之改變可能對租賃負債和使用權資產認列產生重大影響。租賃負債及使用權資產帳面金額請參閱附註 15。

4. 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	
	2023	2022	**2023**	2022	**2023**	2022	**2023**	2022
主要地域市場								
北美	**8,411**	9,610	**–**	–	**–**	–	**8,411**	9,610
亞太地區	**5,731**	11,513	**14,544**	14,312	**3,537**	6,251	**23,812**	32,076
歐洲	**20,416**	14,343	**–**	–	**–**	–	**20,416**	14,343
澳洲	**–**	214	**–**	–	**–**	–	**–**	214
	34,558	35,680	**14,544**	14,312	**3,537**	6,251	**52,639**	56,243
轉移商品或服務的時間								
於某個時間點認列	**34,558**	35,680	**–**	–	**2,924**	5,638	**37,482**	41,318
隨時間逐步認列	**–**	–	**14,544**	14,312	**613**	613	**15,157**	14,925
	34,558	35,680	**14,544**	14,312	**3,537**	6,251	**52,639**	56,243

4. 營業收入

佔本集團營業收入百分之十以上之客戶及其歸屬部門明細如下：

（單位：美金千元）

	歸屬部門	**2023**	2022
客戶 A	製造	**15,075**	11,705
客戶 B	經銷及其他	**3,940**	5,767
		19,015	17,472

5. 其他利益–淨額

（單位：美金千元）

	本集團	
	2023	2022
淨外幣兌換（損）益	**(35)**	830
租金收入	**369**	213
處分不動產、廠房及設備利益	**345**	165
下腳收入	**304**	630
保險理賠利益	**–**	78
其他收入-迴轉長期未償負債	**207**	42
迴轉應收帳款預期信用損失	**125**	–
股利收入-上市股權投資	**126**	–
其他	**546**	503
	1,987	2,461

其他包含便利津貼、管理費，雜項收入和其他營業收入。

於本年度出售透過其他綜合損益按公允價值衡量之權益工具投資中，獲得股利收入$126,000 美元。

6. 員工福利

（單位：美金千元）

	本集團	
	2023	2022
人事費用		
薪資支出	**25,312**	25,437
確定福利計畫及其他員工福利	**1,679**	1,368
	26,991	26,805

人事費用包含董事酬勞，請參閱附註 29(b)。

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，MTC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。

退休金計畫

退休金計畫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。

依菲律賓現行退休金法，即菲律賓 Republic Act 7641，私人企業須為合格員工提供退休金。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。

6. 員工福利（續）

退休金計畫（續）

截至 2023年12月31日之退休金計畫最新獨立精算評估，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列示如下：

（單位：美金千元）

	本集團	
	2023	2022
當期服務成本	**60**	74
利息成本	**58**	49
福利金費用淨額	**118**	123

截至 2023年，本集團在確定福利計畫下所認列之應計退休金負債分別為$918,000美元（2022年: $811,000美元）。本集團管理階層仍在規劃關於退休基金之計畫。

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	
	2023	2022
1 月 1 日	**811**	1,075
當期服務成本	**60**	74
利息成本	**58**	49
福利支付	**(50)**	(35)
換算調整數	**–**	(154)
再衡量淨利（損）	**39**	(198)
12 月 31 日	**918**	811

截至 12 月 31 日止退休金福利之主要精算假設為：

	本集團	
	2023	2022
折現率	**6.03% – 6.06%**	7.02% – 7.10%
薪資成長率	**5.0%**	5.0%

各年度歷史調整揭露如下:

（單位：美金千元）

	本集團				
	2023	2022	2021	2020	2019
未提撥之確定福利義務	**918**	811	1,075	1,221	927
計畫負債精算假設變動之調整數	**100**	(233)	(221)	267	133
計畫負債之經驗調整	**(66)**	(30)	27	(119)	110

6. **員工福利（續）**

2023 年 12 月 31 日重大假設定量敏感度分析如下：

（單位：美金千元）

假設	**敏感程度**	**確定福利義務影響數 增加（減少）**
折現率	+0.5%	(52)
	-0.5%	55
薪資預期成長率	+2%	218
	-2%	(268)

以上敏感度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 2023 年 12 月 31 日止，預期未來提撥確定福利計畫義務如下：

（單位：美金千元）

	本集團
未來 12 個月內 (次年度報導期間)	19
一年以上至五年	158
五年以上至十年	652
十年以上至十五年	1,875
十五年以上至二十年	1,223
二十年以上	4,367
	8,294

截至資產負債表日之平均確定福利計畫義務期間為 18.75 年(2022 年：18.5 年)。

7. **財務收入**

（單位：美金千元）

	本集團	
	2023	2022
利息收入		
定存	**1,139**	453
無公開報價債券投資	**165**	165
借款及應收帳款	**–**	24
股利收入-上市股權投資	**–**	263
	1,304	905

8. **財務成本**

（單位：美金千元）

	本集團	
	2023	2022
利息費用		
向非關係人貸款（附註 25）	**470**	423
租賃負債 （附註 15）	**272**	396
其他財務成本	**74**	132
	816	951

其他財務成本包含短期借款手續費、資金調度、收付款及其他相關成本。

9. 稅前淨損

（單位：美金千元）

	本集團	
	2023	2022
銷貨成本	**16,548**	20,568
提列備抵		
備抵存貨呆滯損失（附註 19）	**3,072**	11,748
應收帳款預期信用減損損失 （附註 20）	**6,004**	3,591
其他流動資產減損損失 （附註 21）	**822**	204
迴轉		
備抵存貨呆滯損失（附註 19）	**(1,440)**	–
應收帳款預期信用減損損失 （附註 20）	**(125)**	–
折舊費用		
不動產、廠房及設備 （附註 12）	**4,118**	3,177
出租資產 （附註 14）	**1,956**	1,988
使用權資產 （附註 15）	**1,023**	1,128
投資性不動產 （附註 13）	**112**	111
營業租賃費用 （附註 15）	**368**	414
沖銷		
應收帳款 （附註 21）	**90**	–
高爾夫會員證 （附註 18）	**29**	–
不動產、廠房及設備減損損失 （附註 12）	**2,000**	–
會計師酬勞		
審計服務		
本公司會計師	**180**	235
其他會計師	**184**	204
非審計服務		
本公司會計師	**–**	–
其他會計師	**8**	38

10. 所得稅費用

a) 所得稅費用組成部分

截至 12 月 31 日所得稅費用主要組成項目列式如下：

（單位：美金千元）

	本集團	
	2023	2022
當期所得稅費用	**154**	499
遞延所得稅費用		
迴轉暫時性差異	**(181)**	(1,890)
所得稅利益	**(27)**	(1,391)

10. 所得稅費用（續）

b) 所得稅利益與會計損失關係

截至 2023 年及 2022 年 12 月 31 日，所得稅費用（利益）與會計利潤乘以適用稅率後調節如下：

（單位：美金千元）

	本集團	
	2023	2022
稅前淨損	**(22,515)**	(30,654)
稅前淨利（損）按母公司適用稅率計算之所得稅費用	**–**	–
調整項目：		
更高稅率於柬埔寨之影響	**(96)**	(1,918)
更高稅率於菲律賓之影響	**(1,243)**	(299)
更高稅率於台灣之影響	**107**	218
更高稅率於中國之影響	**4**	5
稅上不可減除之費用	**51**	(48)
未認列之遞延所得稅資產變動	**1,011**	346
換算調整數	**222**	276
未使用之虧損扣抵	**–**	23
其他收入受最終稅影響	**(64)**	(5)
其他	**(19)**	11
所得稅費用（利益）認列於損益	**(27)**	(1,391)

c) 遞延所得稅資產與負債

當有法定執行權將當期所得稅資產及當期所得稅負債互抵，且遞延所得稅資產及負債由同一稅捐機關課徵所得稅之同一納稅主體，始將遞延所得稅資產及負債互抵。

遞延所得稅項目變動表如下：

（單位：美金千元）

	本集團		本公司	
	2023	2022	**2023**	2022
1 月 1 日	**1,764**	(114)	**(13)**	12
換算調整數	**(9)**	44	**–**	–
所得稅費用（利益）				
認列於損益	**181**	1,890	**2**	(25)
認列於其他綜合損益	**6**	(56)	**–**	–
12 月 31 日	**1,942**	1,764	**(11)**	(13)
非流動				
遞延所得稅資產	**2,254**	2,155	**–**	–
遞延所得稅負債	**(312)**	(391)	**(11)**	(13)
	1,942	1,764	**(11)**	(13)

10. 所得稅費用（續）

c) 遞延所得稅資產與負債（續）

本集團及本公司資產負債表中之遞延所得稅資產及負債分析如下：

（單位：美金千元）

本集團	國外營運機構財務報表換算之兌換差額	使用權資產	租賃負債	未使用之虧損扣抵	應計退休金負債	合計
成本						
2022 年 1 月 1 日	(230)	(2,109)	2,120	–	105	(114)
認列於損益	(409)	1,557	(1,473)	2,105	110	1,890
認列於其他綜合損益	–	–	–	–	(56)	(56)
換算調整數	–	–	–	–	44	44
2022 年 12 月 31 日（附註35）	(639)	(552)	647	2,105	203	1,764
認列於損益	(187)	114	(100)	330	24	181
認列於其他綜合損益	–	–	–	–	6	6
換算調整數	–	–	–	–	(9)	(9)
2023 年 12 月 31 日	(826)	(438)	547	2,435	224	1,942

（單位：美金千元）

本公司	國外營運機構財務報表換算之兌換差額	合計
成本		
2022 年 1 月 1 日	12	12
認列於損益	(25)	(25)
2022 年 12 月 31 日	(13)	(13)
認列於損益	2	2
2023 年 12 月 31 日	(11)	(11)

截至 2023 年及 2022 年 12 月 31 日，本集團未使用之虧損扣抵金額為$15,844,000 美元（2022 年：$12,397,000 美元），可用於抵減未來應稅收入，但須經稅務機關同意並符合各公司所在國家稅法規定。已就其中的 11,396,000 美元（2022 年：10,519,000 美元）虧損認列遞延所得稅資產。由於未來課稅所得不足以扣抵遞延所得稅資產利益，未就剩餘金額$3,908,000 美元（2022 年：$1,878,000 美元）認列遞延所得稅資產。未使用之虧損扣抵包括預計於 2024 年至 2028 年到期虧損$15,844,000 美元（2022 年：$12,397,000 美元於 2023 年至 2027 年到期）。其他虧損依現行稅法規定不會過期。

因減損產生之暫時性差異亦未認列遞延所得稅資產$500,000 美元，因未來課稅所得不大可能足以扣抵遞延所得稅資產利益。

c) 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。

11. 每股虧損

截至 2023 年及 2022 年 12 月 31 日，計算本年度基本每股虧損及完全稀釋每股虧損資料列示如下：

（單位：美金千元）

	本集團	
	2023	2022
歸屬於本公司普通股權益持有人之淨損據以計算基本及稀釋每股虧損	**(21,066)**	(28,596)
加權平均流通在外普通股股數用以計算每股虧損(單位：千股)：	**544,911**	545,286
基本與稀釋每股虧損(單位：美分)	**(3.866)**	(5.244)

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。

12. 不動產、廠房及設備

（單位：美金千元）

本集團	建築物及改良	機器設備與其他設備	辦公設備	租賃改良	運輸設備	未完工程	合計
成本							
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	12,483	5,295	30	134	57	(17,999)	–
匯率影響數	(977)	(511)	(661)	(44)	(34)	–	(2,227)
前期調整數（附註 35）	–	(2,254)	–	–	–	–	(2,254)
2022 年 12 月 31 日（附註35）	36,826	45,740	2,525	4,871	1,924	3,048	94,934
增添	1,603	755	33	188	411	123	3,113
處分	–	(2,366)	(44)	–	(81)	–	(2,491)
重分類	3,102	(9)	(13)	(2)	2	(3,080)	–
匯率影響數	(10)	(3)	24	3	2	–	16
2023 年 12 月 31 日	**41,521**	**44,117**	**2,525**	**5,060**	**2,258**	**91**	**95,572**
累計折舊及減損							
2022 年 1 月 1 日	14,004	32,049	2,068	4,193	829	–	53,143
折舊費用	836	1,593	401	148	199	–	3,177
處分	(51)	(3,819)	(44)	–	(14)	–	(3,928)
重分類	299	(299)	–	–	–	–	–
匯率影響數	(338)	(300)	(365)	(25)	(22)	–	(1,050)
2022 年 12 月 31 日	14,750	29,224	2,060	4,316	992	–	51,342
折舊費用	1,215	2,317	182	182	222	–	4,118
處分	–	(2,352)	(39)	–	(81)	–	(2,472)
重分類	(159)	9	(11)	158	3	–	–
減損損失	–	2,000	–	–	–	–	2,000
匯率影響數	(22)	1	24	8	7	–	18
2023 年 12 月 31 日	**15,784**	**31,199**	**2,216**	**4,664**	**1,143**	**–**	**55,006**
淨額							
2022 年 12 月 31 日	22,076	16,516	465	555	932	3,048	43,592
2023 年 12 月 31 日	**25,737**	**12,918**	**309**	**396**	**1,115**	**91**	**40,566**

減損評估

經考量子公司持續虧損，管理階層評估其不動產、廠房及設備存在減損跡象，其可收回金額為$1,534,000 美元，。本集團評估可回收金額，係依據當前市場中相似機齡及使用狀況之資產，進行 17%折扣調整報價減處分成本衡量。因交易市場並不活絡，故係屬第 3 等級之公允價值。截至 2023 會計年度，已認列減損損失$2,000,000 美元於“管理費用”項下。

當前市場價格下跌 5%時，將導致額外減損損失$76,000 美元。

對於虧損子公司之其他設備，其可收回金額係依現金流量預測及公允價值減處置成本之使用價值衡量。

	2023	2022
收入成長率	**4.0% – 44.0%**	3.0% – 8.0%
終端增長率	**5.0% – 6.0%**	1.0% – 3.0%
稅前折現率	**13.3% – 16.7%**	9.6% – 18.2%

12. 不動產、廠房及設備（續）

減損評估（續）

用於計算使用價值之主要假設

管理階層為不動產、廠房及設備進行減損測試所採用現金流量預測之主要假設如下：

a) 預期毛利率

預期毛利率係依歷史利潤率及基於管理階層成長策略之預期利率改善組合，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資產相關之長期平均成長率估計。

c) 終端增長率

預期終端增長率係依據公開產業研究，且不超過與資產相關產業之長期平均增長率。

d) 稅前折現率

折現率係反應管理階層針對資產特定風險之估計，此為管理階層評估營運績效及未來投資方案之指標。於採用資產之適當折現率時，係依資產特定情況計算，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，權益成本係集團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附息借款成本。資產特定風險則採用個別beta係數而納入，此beta係數係依據每年公開市場資料評估而得。

假設改變之敏感度分析

假設收入成長率和終端增長率降低或稅前折現率調高至下列比率，則估計可回收金額幾乎等於帳面金額。

	2023	2022
收入成長率	**1.0% – 42.0%**	0% – 7.0%
終端增長率	**0% – 5.0%**	0% – 0.7%
稅前折現率	**17.1% – 19.7%**	10.4% – 19.0%

12. 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	未完工程	合計
成本						
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
處分	–	(17)	–	–	–	(17)
重分類	–	2	(2)	–	–	–
2023 年 12 月 31 日	**2,458**	**3,551**	**156**	**75**	**–**	**6,240**
累計折舊						
2022 年 1 月 1 日	2,454	3,459	9	50	–	5,972
折舊費用	4	40	43	4	–	91
2022 年 12 月 31 日	2,458	3,499	52	54	–	6,063
折舊費用	–	19	49	5	–	73
處分	–	(17)	–	–	–	(17)
2023 年 12 月 31 日	**2,458**	**3,501**	**101**	**59**	**–**	**6,119**
淨額						
2022 年 12 月 31 日	–	67	106	21	–	194
2023 年 12 月 31 日	**–**	**50**	**55**	**16**	**–**	**121**

質押資產

截至2023年12月31日，帳面價值為 $4,951,000美元（2022年：$4,959,000美元）之不動產、廠房及設備用以抵押擔保借款情形，請詳閱附註25。

13. 投資性不動產

（單位：美金千元）

	本集團	
	2023	2022
成本		
1 月 1 日 及 12 月 31 日	**5,465**	5,465
累計折舊		
1 月 1 日	**2,848**	2,737
折舊費用	**112**	111
12 月 31 日	**2,960**	2,848
12 月 31 日淨帳面價值	**2,505**	2,617
相關損益認列項目		
租金收入（附註 15）	**613**	613
折舊（附註 9）	**(112)**	(111)
修繕	**(9)**	(9)
稅務及證照	**(12)**	(11)
保險	**(3)**	(3)
	477	479

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。

13. 投資性不動產（續）

投資性不動產評價

投資性不動產係由具公認專業資格之獨立估價師衡量公允價值。所採用評價技術及輸入數據之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未來收益轉換為當前財產價值衡量。2023年度收益法採用11.1%（2022年：12.3%）折現率將“預期未來收益”評估為當前資產價值，是根據堆疊法計算的。截至2023年12月31日，根據投資性不動產之最高和最佳用途，其公允價值達到$3,757,000美元 （2022年：$3,774,000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）。

14. 出租資產

（單位：美金千元）

	本集團	
	2023	2022
成本		
1 月 1 日	**10,533**	9,652
增添	**1,779**	1,674
處分	**(957)**	(793)
12 月 31 日	**11,355**	10,533
累計折舊		
1 月 1 日	**6,417**	5,200
折舊費用	**1,956**	1,988
處分	**(933)**	(771)
12 月 31 日	**7,440**	6,417
12 月 31 日淨帳面價值	**3,915**	4,116

15. 租賃

本集團為出租人

本集團提供出租醫療被服予簽約醫院之服務，請詳閱附註 14。其租賃服務契約期間為一至五年，且可根據雙方協議續租。租賃收入之計價單位係以醫療服及被子消耗量而定，因此未來最低租賃收入無法實際衡量。

截至 2023 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，請詳閱附註 13。本集團於 2023 年度認列營業租賃收入為$613,000 美元（2022 年：$613,000 美元），請詳閱附註 4“經銷及其他”項目。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 2023 年 12 月 31 日金額為$68,000 美元（2022 年：$64,000 美元）。於營業租賃起始日，保證金本金金額超過其公允價值，將其列為“遞延租賃收入”。截至 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	
	2023	2022
遞延租賃收入-流動	**5**	5
遞延租賃收入-非流動	**18**	23
	23	28

本集團亦短期出租建築物，並認列營業租賃收入$369,000 美元（2022 年：$213,000 美元）於其他收入項下。

15. 租賃（續）

集團為出租人（續）

於財務報導期間結束止，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	
	2023	2022
1 年內	**640**	627
1 至 2 年內	**653**	640
2 至 3 年內	**666**	653
3 至 4 年內	**679**	666
4 至 5 年內	**517**	679
5 年以上	**–**	517
	3,155	3,782

本集團及本公司為承租人

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之租賃。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。

2022 年，本公司與 Manhattan International Corp.（MIC）簽訂一份為期 50 年之土地租賃協議，其中本公司一名董事亦擔任其董事，請詳閱附註 29。

a) 使用權資產

（單位：美金千元）

	本集團		本公司	
	2023	2022	**2023**	2022（附註 35）
土地	**8,122**	8,325	**48**	50
辦公設備	**967**	1,556	**97**	211
機器設備	**20**	22	**–**	–
12 月 31 日	**9,109**	9,903	**145**	261
1 月 1 日	**9,903**	8,386	**261**	380
增添	**258**	2,680	**–**	–
折舊	**(1,023)**	(1,128)	**(116)**	(119)
沖銷	**(16)**	–	**–**	–
匯率影響數	**(13)**	(35)	**–**	–
12 月 31 日	**9,109**	9,903	**145**	261

15. 租賃（續）

本集團及本公司為承租人（續）

b) 租賃負債

（單位：美金千元）

	本集團		本公司	
	2023	2022	**2023**	2022
1 月 1 日	**3,910**	6,779	**316**	476
新增	**258**	2,680	**–**	–
利息費用 (附註 8)	**272**	396	**30**	36
償還租賃負債				
本金	**(1,089)**	(5,459)	**(104)**	(119)
利息	**(272)**	(396)	**(30)**	(36)
匯率影響數	**(19)**	(90)	**(5)**	(41)
沖銷	**(16)**	–	**–**	–
12 月 31 日	**3,044**	3,910	**207**	316
租賃負債 – 流動	**801**	575	**21**	129
租賃負債 – 非流動	**2,243**	3,335	**186**	187

c) 損益認列項目

（單位：美金千元）

	本公司	
	2023	2022
使用權資產折舊 (附註 9)	**1,023**	1,128
租賃負債利息費用 (附註 8)	**272**	396
短期及低價值資產之營業租賃費用 (附註 9)	**368**	414
	1,663	1,938

在 2023 會計年度，本集團對租賃（包括短期及低價值資產租賃）之現金流出為$1,729,000 美元（2022 年：$6,269,000 美元）。

本公司為出租人

次租賃協議-歸類為中間出租人

於 2022 年 5 月 1 日，本公司與其子公司 Resilient Medical Pte. Ltd.（轉租方）簽訂一份為期 9 年融資次租賃協議，至 2031 年 6 月 30 日。該次租賃協議包含將期限再延長 10 年之選擇權，最長至 50 年，該條件與 MICL 和 MIC 間原始租賃協議一致。管理階層評估該選擇權將被行使至 50 年。

作為中間出租人，管理階層考量租期之實質期限，係依據主租期產生之使用權資產，而非土地，故將次租賃協議歸類為融資租賃。

本公司於次租賃協議開始日除列使用權資產$4,500,000 美元。

此外，本公司作為中間出租人，認列次租賃淨投資金額$4,500,000 美元。

15. 租賃（續）

本公司為出租人（續）

次租賃協議-歸類為中間出租人（續）

a) 次租賃淨投資

（單位：美金千元）

	本公司	
	2023	2022 (附註 35)
最低租金支付現值	**4,544**	–
新增	**–**	4,500
利息收入	**527**	344
租金收款	**(450)**	(300)
12 月 31 日	**4,621**	4,544

應收租賃款按年分期支付，具體如下：

（單位：美金千元）

	本公司	
	2023	2022 (附註 35)
應收租賃款		
1 年內	**450**	450
1 至 2 年內	**450**	450
2 至 3 年內	**450**	450
3 至 4 年內	**310**	450
4 至 5 年內	**479**	310
5 年以上	**41,440**	41,919
	43,579	44,029
遞延租賃收入	**(38,958)**	(39,485)
應收租賃款之淨投資額	**4,621**	4,544

b) 損益認列項目

（單位：美金千元）

	本公司	
	2023	2022 (附註 35)
來自應收租賃款之利息收入認列於損益	**527**	344

16. 採用權益法之投資

（單位：美金千元）

	本公司	
	2023	2022
未上市股票，以成本入帳	**28,369**	28,369
減：減損損失	**(128)**	(17)
	28,241	28,352

16. 採用權益法之投資（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	本公司之持股比率		本公司投資成本	
			2023 %	2022 %	**2023** 美金千元	2022 美金千元
本公司直接持有						
Universal Weavers Corporation (UWC) [a]	生產及銷售紡織布料	菲律賓	**100.0**	100.0	**5,863**	5,863
Contex Corporation (CC) [a]	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**	98.8	**1,854**	1,854
美德向邦股份有限公司 (MTC) [b]	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**	100.0	**7,569**	7,569
Medtex Corporation [a]	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**	474
Medtecs (Cambodia) Corporation Limited (MCCL) [c]	製造醫療耗材及採購服務	柬埔寨	**100.0**	100.0	**2,038**	2,038
Medtecs (Asia Pacific) Pte. Ltd. (MAP) [d]	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**	1,241
Medtecs Materials Technology Corporation (MMTC) [a]	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	**1,910** [g]	2,021
Medtecs MSEZ Corp., Ltd. (MMSEZ) [c]	生產紡織及不織布面料	柬埔寨	**100.0**	100.0	**3,370**	3,370
Medtecs USA Corporation [f]	生產及供應個人防護裝備及醫療保健產品	美國	**100.0**	100.0	**100**	100
Medtecs (Far East) Limited [f]	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	**–**	–
Cooper Development Limited [f]	控股公司	馬來西亞	**100.0**	100.0	**3,822**	3,822
透過子公司間接持有						
杭州津誠醫用紡織有限公司(津誠) [e]	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) [f]	生產及銷售紡織品	中華人民共和國	**51.1**	51.1	**–**	–
淄博聯成紡織服裝有限公司[f]	生產及銷售紡織品	中華人民共和國	**100.0**	100.0	**–**	–
Resilient Medical Pte. Ltd. (RMPL) [d]	生產及供應個人防護裝備及醫療保健產品	新加坡	**66.7**	66.7	**–**	–
RMKH Glove Pte. Ltd. (RMKH Glove) [d]	生產及供應個人防護裝備及醫療保健產品	新加坡	**66.7**	66.7	**–**	–
RMKH Glove (Cambodia) Co., Ltd. (RMKH Cambodia) [c]	手套生產及銷售	柬埔寨	**66.7**	66.7	**–**	–
杭州津誠醫療科技有限公司(津誠科技) [e]	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**	100.0	**–**	–
					28,241	28,352

16. 採用權益法之投資（續）

a) 本集團截至 12 月 31 日所持有之子公司明細如下（續）：

(a) 由Sycip, Gorres, Velayo & Co. (“SGV”) (Ernst & Young Global成員)查核。
(b) 由安永台灣查核。
(c) 為合併財報目的，由SGV查核。
(d) 由Baker Tilly TFW LLP, Singapore查核。
(e) 由其他會計事務所查核。
(f) 在註冊成立之國家不需要法定審計。
(g) 2023年，本公司對MMTC投資提列備抵減損損失$111,000美元，並認列減損損失於「管理費用」項下。

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	
	2023	2022	**2023**	2022
	%	%	**美金千元**	美金千元
聯恆	**48.9**	48.9	**367**	367
RMPL 及其子公司	**33.3**	33.3	**789**	2,214

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財務摘要係依據SFRS(Ⅰ)編制，並依據取得時公允價值調整及本集團會計政策差異進行修改。

資產負債表摘要

（單位：美金千元）

	聯恆		RMPL 及其子公司	
	2023	2022	**2023**	2022
非流動資產	**–**	–	**24,170**	22,218
流動資產	**750**	750	**5,611**	3,335
非流動負債	**–**	–	**(4,301)**	(4,211)
流動負債	**–**	–	**(22,763)**	(14,692)
淨資產	**750**	750	**2,717**	6,650
歸屬於非控制權益之淨資產	**367**	367	**906**	2,214

綜合損益表摘要

（單位：美金千元）

	聯恆		RMPL 及其子公司	
	2023	2022	**2023**	2022
營業收入	**–**	–	**999**	–
本年度虧損，以綜合（損）益稅後淨額表達	**–**	–	**(4,225)**	(2,016)
歸屬於非控制權益綜合損失總額	**–**	–	**(1,427)**	(671)

現金流量表摘要

（單位：美金千元）

	聯恆		RMPL 及其子公司	
	2023	2022	**2023**	2022
營業活動	**–**	–	**1,661**	(834)
投資活動	**–**	–	**(1,864)**	(8,458)
籌資活動	**–**	–	**(450)**	50
現金及約當現金減少數	**–**	–	**(653)**	(9,242)

16. 採用權益法之投資（續）

d) 減損評估

本公司 2023 年 12 月 31 日管理階層對 MMTC 之製造部門投資進行減損測試，因其淨資產低於投資成本，該筆投資存在減損跡象。截至 2023 會計年度認列減損損失$111,000 美元，為將其減損至可收回金額$1,910,000 美元。現金產生單位之可收回金額係依據經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。該預測已更新以反應截至報告日最近發展情況。

以下假設係基於管理階層合理估計：

	2023	2022
收入成長率	**8.0%**	3.0%
終端增長率	**3.5%**	3.0%
稅前折現率	**13.4%**	14.3%

預期終端增長率下降 0.5%，將導致額外減損損失$77,000 美元。

17. 無形資產

（單位：美金千元）

	本集團	
	2023	2022
電腦軟體	**2,654**	139
商譽	**709**	709
	3,363	848

商譽

（單位：美金千元）

	本集團	
	2023	2022
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生單位，作為減損測試之基礎：

（單位：美金千元）

	2023	2022
製造部門	**198**	198
醫院服務部門	**511**	511
	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財務預算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畫基礎上，依下述關鍵假設評估現金產生單位之可回收金額：

	收入成長率	**終端增長率**	**稅前折現率**
2023			
製造部門	8.0%	1.0%	11.8%
醫院服務部門	8.0%	1.0%	11.8%
2022			
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%

17. 無形資產（續）

減損評估（續）

用於計算使用價值之主要假設

以下為管理階層評估商譽減損測試時對於現金流量預測之重大假設：

a) 預期毛利率

預期毛利率係依歷史利潤率及基於管理階層成長策略之預期利率改善組合，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平均成長率估計。

c) 終端增長率

預期終端增長率係依據公開產業研究，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。

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。

假設改變之敏感度分析

製造部門

假設收入成長率和終端增長率調降 1%，估計可回收金額幾乎等於帳面金額。

醫院服務部門

假設終端增長率調降 1%，估計可回收金額將低於帳面金額$461,000 美元。

18. 其他非流動資產

（單位：美金千元）

	本集團		本公司	
	2023	2022	**2023**	2022
上市股權投資	**–**	3,303	**–**	–
無公開報價債券投資	**3,000**	3,000	**–**	–
押金	**1,019**	1,121	**79**	92
存出保證金	**560**	557	**–**	–
其他	**416**	448	**–**	20
	4,995	8,429	**79**	112

上市股權投資

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。

18. 其他非流動資產（續）

上市股權投資（續）

截至 2023 會計年度，本集團以$3,938,000 美元價格出售了具報價權益投資。其處分累計利益$260,000 美元認列於其他綜合損益被重分類至其他權益。

無公開報價債券投資

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

其他包括高爾夫會員證及其他長期投資。截至 2023 會計年度，本集團及本公司分別沖銷高爾夫會員證$29,000 美元和$20,000 美元。

19. 存貨

（單位：美金千元）

	本集團		本公司	
	2023	2022	**2023**	2022
成本				
在途存貨	**35**	2,510	**1**	2,190
原料	**30,074**	27,925	**–**	–
在製品	**805**	2,198	**–**	–
物料及零件備品	**830**	972	**–**	–
製成品	**20,908**	18,536	**922**	3,027
	52,652	52,141	**923**	5,217
淨變現價值				
在途存貨	**35**	2,510	**1**	2,190
原料	**23,409**	21,545	**–**	–
在製品	**502**	777	**–**	–
物料及零件備品	**808**	961	**–**	–
製成品	**12,605**	10,687	**344**	1,859
	37,359	36,394	**345**	3,304
成本與淨變現價值孰低	**37,359**	36,394	**345**	3,304

19. 存貨（續）

本集團於2023年度因營運認列存貨成本為$16,548,000美元（2022年：$20,568,000美元）。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	
	2023	2022	**2023**	2022
1 月 1 日	**15,747**	4,161	**1,913**	–
當年度費用	**3,072**	11,748	**25**	1,913
迴轉	**(1,440)**	–	**–**	–
沖銷	**(2,085)**	(158)	**(1,360)**	–
匯率影響數	**(1)**	(4)	**–**	–
12 月 31 日	**15,293**	15,747	**578**	1,913

由於部分產品平均售價在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2023年度分別認列存貨備抵損失$3,072,000 美元和$25,000 美元（2022 年：$11,748,000 美元和$1,913,000 美元）。

此外，以前年度認列存貨備抵損失於 2023 會計年度出售，故本集團迴轉認列存貨備抵損失$1,440,000 美元。

20. 應收帳款

（單位：美金千元）

	本集團		本公司	
	2023	2022	**2023**	2022
流動	**20,084**	30,358	**9,980**	25,870
非流動	**4,265**	–	**4,265**	–
	24,349	30,358	**14,245**	25,870
應收帳款				
製造	**29,800**	31,473	**21,866**	28,608
醫院服務	**2,292**	2,253	**–**	–
經銷及其他	**812**	426	**–**	–
	32,904	34,152	**21,866**	28,608
減：備抵預期信用減損損失	**(8,555)**	(3,794)	**(7,621)**	(2,738)
應收帳款合計	**24,349**	30,358	**14,245**	25,870

2023 年度，本集團及本公司已與四名債務人啟動還款計畫，以清償總未清餘額$22,563,000 美元。還款計畫允許債務人於 1 至 6 年內清償未償款項，對於超過一年之清償款將按市場利率計息。因此，本集團及本公司將超過一年之清償款重新分類為非流動。

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，以外幣計價應收帳款列示如下：

（單位：美金千元）

	本集團		本公司	
	2023	2022	**2023**	2022
菲律賓披索	**1,058**	339	**–**	–
人民幣	**35**	51	**–**	–
新台幣	**2,828**	2,333	**–**	–

20. 應收帳款（續）

預期信用減損損失（"ECLs"）

依存續期間計算應收帳款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	
	2023	2022	**2023**	2022
1 月 1 日	**3,794**	235	**2,738**	–
當年度費用	**6,004**	3,591	**6,000**	2,738
沖銷	**(1,117)**	(23)	**(1,117)**	–
迴轉	**(125)**	–	**–**	–
匯率影響數	**(1)**	(9)	**–**	–
12 月 31 日	**8,555**	3,794	**7,621**	2,738

2023 年，本集團和本公司分別認列備抵預期信用減損損失$6,004,000 美元和$6,000,000 美元（2022 年：$3,591,000 美元和$2,738,000 美元），其中包含逾期應收款項之專項評估和依據歷史違約率，管理階層評估客戶收款能力之備抵損失。

21. 其他流動資產

（單位：美金千元）

	本集團		本公司	
	2023	2022	**2023**	2022
預付貨款	**2,576**	2,918	**1,033**	1,027
預付款	**405**	846	**115**	568
預付員工	**45**	165	**16**	28
應收稅款	**729**	944	**–**	–
其他保證金	**1,960**	2,361	**9**	107
其他應收款	**672**	1,376	**59**	500
減：減損損失	**(1,076)**	(254)	**(1,076)**	(254)
	5,311	8,356	**156**	1,976

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

2023 會計年度，由於管理階層評估逾期其他應收款將無法收回，本集團直接沖銷其他應收款$90,000 美元。

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，以外幣計價其他流動資產列示如下：

（單位：美金千元）

	本集團		本公司	
	2023	2022	**2023**	2022
新台幣	**2,252**	709	**–**	–
人民幣	**758**	1,248	**–**	–
菲律賓披索	**666**	303	**42**	38
新加坡幣	**1**	9	**–**	–

21. 其他流動資產（續）

減損損失

其他流動資產減損損失變動情況如下：

（單位：美金千元）

	本集團		本公司	
	2023	2022	**2023**	2022
1 月 1 日	**254**	50	**254**	50
當年度費用	**822**	204	**822**	204
12 月 31 日	**1,076**	254	**1,076**	254

2023 年，由於供應商正在進行破產程序，本公司評估該金額無法收回，故本集團和本公司依專項評估提列備抵減損損失 $822,000 美元（2022 年：$204,000 美元）。

22. 應收關係人款淨額

（單位：美金千元）

	本公司	
	2023	2022
應收子公司帳款（交易）	**25,377**	24,421
應收子公司帳款（非交易）	**22,466**	14,130
減：備抵預期信用損失	**(6,504)**	–
	41,339	38,551
應付子公司帳款（交易）	**25,960**	21,626
表達：應收子公司帳款淨額	**15,379**	16,925

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。

對子公司之應付帳款（交易）係無擔保、免息，且依約定期間支付。

預期信用減損損失

依存續期間計算應收關係人款備抵預期信用減損損失變動情況如下：

（單位：美金千元）

	本公司	
	2023	2022
1 月 1 日	**–**	–
備抵預期信用減損損失依存續期間評價信用損失	**6,504**	–
12 月 31 日	**6,504**	–

23. 現金及約當現金及定存

（單位：美金千元）

	本集團		本公司	
	2023	2022	**2023**	2022
庫存現金	**81**	2,815	**1**	2,771
銀行存款	**15,161**	9,262	**350**	595
定期存款	**17,799**	23,204	**–**	–
	33,041	35,281	**351**	3,366
減：到期日大於 3 個月不上 1 年以內之定存（包含已質押定存）	**(10,736)**	(17,159)	**–**	–
現金及約當現金	**22,305**	18,122	**351**	3,366

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。

本集團提供作為銀行信貸額度及短期借款額度擔保之定期存款金額$5,380,000美元（2022年：$833,000美元）。此外，提取此類定期存款需經銀行核准透支額度，截至 2023 年 12 月 31 日，本集團未使用信貸額度總額為$7,800,000美元（2022年：$53,000,000美元），這些定期存款係以美金及菲律賓披索計價並計息，其年利率為1.63% – 5.90% (2022 年: 1.75% – 5.25%)。

截至 12 月 31 日止，以外幣計價現金與約當現金列示如下：

（單位：美金千元）

	本集團		本公司	
	2023	2022	**2023**	2022
菲律賓披索	**2,944**	4,866	**32**	43
新台幣	**4,168**	3,451	**–**	2,770
新加坡幣	**538**	683	**137**	134
人民幣	**1,019**	685	**–**	–
歐元	**8**	7	**1**	1

本集團和本公司從定期存款中獲得利息收入分別為$1,139,000美元（2022年：$453,000美元）和$0美元（2022年：$26,000美元）。

24. 應付帳款及其他流動負債

（單位：美金千元）

	本集團		本公司	
	2023	2022	**2023**	2022
應付帳款	**2,045**	1,815	**153**	199
其他流動負債				
其他應付款	**1,365**	2,660	**395**	356
應付費用	**2,564**	1,972	**155**	24
應付帳款及其他流動負債合計	**5,974**	6,447	**703**	579

應付帳款係無擔保、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	
	2023	2022	**2023**	2022
新台幣	**1,913**	1,178	**–**	–
人民幣	**1,048**	1,515	**–**	–
菲律賓披索	**605**	1,065	**67**	78

25. 短期借款

（單位：美金千元）

	加權平均有效年利率	到期日	本集團 2023	本集團 2022
新台幣借款				
無擔保	1.64%	2024	**2,950**	978
擔保	2.12%	2024	**20,911**	14,665
當期計息短期借款合計			**23,861**	15,643

不動廠、廠房及設備和定期存款之帳面價值分別為$4,900,000美元和$5,380,000美元（2022年：分別為$4,900,000元和$833,000美元）（請參閱附註12和23），作為本集團之短期擔保借款金額分別為$20, 911,000美元（2022年：$14, 665,000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。

（單位：美金千元）

	本集團 短期借款	本集團 應計利息
2022 年 1 月 1 日	9,306	–
籌資活動之現金流量		
舉借短期借款	15,643	–
償還短期借款	(9,306)	–
支付短期借款利息 (附註 8)	–	(423)
其他變動		
借款利息	–	423
2022 年 12 月 31 日	15,643	–
籌資活動之現金流量		
舉借短期借款	23,861	–
償還短期借款	(15,643)	–
支付短期借款利息 (附註 8)	–	(470)
其他變動		
借款利息	–	470
2023 年 12 月 31 日	**23,861**	–

26. 股本及庫藏股

普通股

（單位：美金千元）

	本集團及本公司 2023	本集團及本公司 2022
額定股本		
普通股 1,000,000,000 股，每股 $0.05 美元	**50,000**	50,000
實收股本		
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。

26. 股本及庫藏股（續）

庫藏股

	本集團及本公司 2023 股數千股	2023 美金千元	2022 股數千股	2022 美金千元
1 月 1 日	**4,500**	**2,361**	3,000	2,112
取得庫藏股				
- 1,500,000 股，每股$0.166 美元	**–**	**–**	1,500	249
12 月 31 日	**4,500**	**2,361**	4,500	2,361

27. 國外營運機構之換算及其他權益

a) 國外營運機構之換算

國外營運機構之財務報表從其功能性貨幣換算為集團財務報告之貨幣，所產生之換算差異。

（單位：美金千元）

	本集團 2023	本集團 2022
1 月 1 日	**(735)**	2,397
國外營運機構財務報表換算淨影響數	**(115)**	(3,132)
12 月 31 日	**(850)**	(735)

b) 其他權益

（單位：美金千元）

	本集團 2023	本集團 2022
透過其他綜合損益按公允價值衡量之權益工具投資未實現評價損失	**–**	(375)
其他*	**394**	394
	394	19

*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公允價值部分，認列於資產負債表權益項下之其他權益科目。

28. 股利

2023 年未宣布任何股利。

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。

29. 重大關係人交易

a) 關係人交易

關係人係指由本公司董事控制之公司。

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）

	本集團	
	2023	2022
成本及費用		
營業費用	**2,092**	926

除上述交易外，除附註 15 租賃協議外，本集團並無其他關係人交易。

b) 主要管理階層薪酬資訊

主要管理階層薪酬（包括執行董事薪酬）組成：

（單位：美金千元）

	本集團		本公司	
	2023	2022	**2023**	2022
董事費用*	**214**	208	**212**	205
薪酬獎金	**5,104**	2,858	**5,104**	2,858
確定福利計畫及其他福利費用	**25**	18	**25**	18
	5,343	3,084	**5,341**	3,081
包括執行董事之董事報酬：				
本公司	**4,809**	2,539	**4,809**	2,539
子公司	**–**	–	**–**	–
	4,809	2,539	**4,809**	2,539

*董事費用包含子公司董事費$2,000 美元(2022：$3,000 美元)。

主要管理階層人員薪酬係由薪酬委員會考量個人績效及市場趨勢後予以決定。

在 2023 年和 2022 年未向主要管理人員提供解僱福利或其他長期僱佣福利。

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，截至2024年2月26日，額外的逾期付款利息總額為$23,500美元。額外的仲裁裁決金額為$167,500美元(2022年：$144,000美元），截至2023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。

截至 2023 會計年度，本公司未收到供應商任何還款。因此，管理階層判定該款項無法收回，並全額提列備抵預期信用減損損失，請參閱附註 21。

31. 集團部門資訊

報告格式

因考量本集團之風險和報酬率係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

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) 營運部門資訊

截至 2023 年及 2022 年 12 月 31 日，本集團部門資訊收入、營運結果、資產、負債及其他資訊列示如下：

（單位：美金千元）

2023

	製造業務	醫院服務	經銷及其他	本集團
營業收入				
來自外部客戶收入	**34,558**	**14,544**	**3,537**	**52,639**
部門間收入	**7,481**	**–**	**–**	**7,481**
收入合計	**42,039**	**14,544**	**3,537**	**60,120**
沖銷	**(7,481)**	**–**	**–**	**(7,481)**
	34,558	**14,544**	**3,537**	**52,639**
營運結果	**(23,516)**	**731**	**(218)**	**(23,003)**
財務費用				**(816)**
財務收入				**1,304**
所得稅利益				**27**
本期淨損				**(22,488)**
總資產	**147,180**	**13,951**	**5,636**	**166,767**
總負債	**36,056**	**401**	**2**	**36,459**
其他部門別資訊:				
資本支出	**4,443**	**898**	**304**	**5,645**
折舊及攤銷	**4,513**	**2,584**	**112**	**7,209**
備抵存貨跌價損失	**3,072**	**–**	**–**	**3,072**
備抵應收帳款預期信用減損損失	**6,000**	**4**	**–**	**6,004**
備抵其他流動資產減損損失	**822**	**–**	**–**	**822**
備抵不動產、廠房及設備減損損失	**2,000**	**–**	**–**	**2,000**
其他非現金支出-淨額	**(503)**	**–**	**–**	**(503)**

31. 集團部門資訊（續）

a) 營運部門資訊（續）

（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				
來自外部客戶收入	35,680	14,312	6,251	56,243
部門間收入	7,779	–	–	7,779
收入合計	43,459	14,312	6,251	64,022
沖銷	(7,779)	–	–	(7,779)
	35,680	14,312	6,251	56,243
營運結果	(30,739)	666	(272)	(30,345)
財務費用				(951)
財務收入				642
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
備抵存貨跌價損失	10,984	–	764	11,748
備抵應收帳款預期信用減損損失	3,591	–	–	3,591
備抵其他流動資產減損損失	204	–	–	204
其他非現金支出-淨額	327	–	–	327

b) 地區別資訊

來自外部客戶收入依營運地點及非流動資產按資產所在地區分資訊列示如下：

（單位：美金千元）

	來自外部客戶收入		非流動資產	
	2023	2022	**2023**	2022
新加坡	**–**	–	**689**	702
菲律賓	**5,342**	11,333	**10,169**	16,192
柬埔寨	**–**	–	**41,132**	35,604
台灣	**16,560**	18,768	**15,442**	17,585
大陸	**–**	–	**1,407**	1,577
盧森堡	**15,075**	11,705	**–**	–
美國	**8,487**	9,149	**–**	–
英國	**4,956**	2,507	**–**	–
	50,420	53,462	**68,839**	71,660

32. 金融工具

a) 金融工具之種類

截至 2023 年及 2022 年 12 月 31 日，金融工具列示如下：

（單位：美金千元）

	本集團		本公司	
	2023	2022	**2023**	2022
金融資產				
按攤銷後成本衡量之金融資產	**64,596**	74,219	**56,047**	68,514
透過損益按公允價值衡量之金融資產	**416**	448	**–**	–
透過其他綜合損益按公允價值衡量之金融資產	**–**	3,303	**–**	–
	65,012	77,970	**56,047**	68,514
金融負債				
按攤銷後成本衡量之金融負債	**32,827**	25,809	**26,859**	22,502

b) 財務風險管理目標及政策

本集團和本公司日常營運受多項財務風險之影響，包含利率風險、流動性風險、匯率風險和信用風險。本集團整體風險管理政策著重於金融市場的不可預測事項，並尋求可降低對本集團財務狀況及財務績效之潛在不利影響。

董事會已複核並核准之下列相關風險控制政策：

i. 利率風險

利率風險係本集團及本公司持有之借款與附息之應收款。按變動利率計息之借款與附息之應收款，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。按固定利率計息之借款不會造成其公允價值利率風險，因其到期日在一年以內。

下表係本集團及本公司具利率風險之金融工具帳面金額：

（單位：美金千元）

	本集團		本公司	
	2023	2022	**2023**	2022
固定利率				
定期存款	**17,799**	23,204	**–**	–
浮動利率				
短期借款	**(23,861)**	(15,643)	**–**	–

利率風險敏感度分析

以下敏感度分析係基於截至資產負債表日之借款利率敏感度，以及在報告期初發生之變化，對於具有浮動利率之借款，在財務報告期間內保持不變。

假若利率上升/下降 0.5%，在包括稅率之其他變數保持不變的情況下，由於借款利息費用增加/減少，對於本集團稅後虧損將增加/減少$24,000 美元（2022 年：$16,000 美元）。

32. 金融工具（續）

b) 財務風險管理目標及政策（續）

ii. 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。本集團和本公司透過銀行借款與債券投資維持資金運用之持續性及靈活性。

下表為本集團及本公司依據合約所載之金融負債到期情形:

（單位：美金千元）

	帳面價值	1 年以下	1 至 5 年	5 年以上	合計
本集團					
2023					
短期借款	23,861	24,362	–	–	24,362
應付帳款及其他流動負債 [1]	5,922	5,922	–	–	5,922
租賃負債	3,044	687	1,370	10,569	12,626
	32,827	**30,971**	**1,370**	**10,569**	**42,910**
2022					
短期借款	15,643	15,643	–	–	15,643
應付帳款及其他流動負債 [1]	6,256	6,256	–	–	6,256
租賃負債	3,910	830	1,817	10,660	13,307
	25,809	22,729	1,817	10,660	35,206
本公司					
2023					
應付帳款及其他流動負債 [1]	692	692	–	–	692
應付子公司款	25,960	25,960	–	–	25,960
租賃負債	207	21	112	706	839
	26,859	**26,673**	**112**	**706**	**27,491**
2022					
應付帳款及其他流動負債 [1]	560	560	–	–	560
應付子公司款	21,626	21,626	–	–	21,626
租賃負債	316	138	227	611	976
	22,502	22,324	227	611	23,162

1: 排除應付稅款

32. 金融工具（續）

b) 財務風險管理目標及政策（續）

iii. 匯率風險

本集團因銷售或採購、已認列之資產與負債而產生之交易貨幣風險，係以本集團功能性貨幣以外之幣別計價，主要包含菲律賓披索、新台幣、人民幣以及新加坡幣。這些交易計價外幣主要為美元。本集團約 36% (2022 年: 42%)之銷貨係以外幣計價，而近 36% (2022 年: 40%)之成本係以本集團內各子公司個別功能性貨幣計價。本集團於資產負債表日之應收帳款及應付帳款餘額亦存在類似風險。

本集團及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和新加坡幣計價。

本集團於台灣營運機構之淨投資亦暴露貨幣轉換風險，主要係以相關外幣計價之借款管理。

匯率風險敏感度分析

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、新台幣以及新加坡幣匯率變動（相對於美元）造成本集團稅前淨損益之敏感度分析如下：

（單位：美金千元）

	本集團	
	2023	2022
	對稅前淨利（損）之影響	對稅前淨利（損）之影響
菲律賓披索		
升值 0.7% (2022: 9.3%)	**(16)**	267
貶值 0.7% (2022: 9.3%)	**16**	(221)
人民幣		
升值 1.7% (2022: 9.5%)	**(13)**	(77)
貶值 1.7% (2022: 9.5%)	**13**	63
新台幣		
升值 0.6% (2022: 10.8%)	**99**	(1,331)
貶值 0.6% (2022: 10.8%)	**(99)**	1,071
新加坡幣		
升值 2.2% (2022: 0.03%)	**(12)**	(1)
貶值 2.2% (2022: 0.03%)	**12**	1

因匯率變動影響微小，故公司未揭露匯率變化。

iv. 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。

本集團目標係追求持續性收入成長，並同時最小化因信用風險導致之損失。本集團僅與公認信譽良好之第三方交易。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，持續監控應收帳款餘額，故本集團之壞帳風險並不重大。以外幣作為交易幣別之交易，除了執行長特別核准外，皆不得以信用條件進行交易。

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。

32. 金融工具（續）

b) 財務風險管理目標及政策（續）

iv. 信用風險（續）

本集團之內部信用評估及預期信用減損損失衡量如下：

金融資產評估說明	**預期信用減損損失衡量基礎**
交易對方存在低違約風險，且無任何逾期款項。	12個月
已逾期合約交付30天，或信用風險自交易初始顯著增加。	存續期間 – 信用未減損
已逾期合約交付90天，或存在信用風險減損之事實。	存續期間 – 信用減損
有證據顯示，無合理預期可回收款項，如債務人被清算或進入破產程序。	沖銷

信用風險顯著增加

本集團將截至財務報導日止與原始認列日之金融資產出現違約風險進行比較，評估金融資產信用風險是否自原始認列以來顯著增加。本集團亦考量合理之定性與定量資訊，包含歷史經驗和前瞻性信息，如未來經濟和行業展望，該資訊可在不需付出額外成本下獲得。

違約定義

本集團將以下情況視為已發生信用風險違約事件，基於歷史經驗，符合以下任一標準之應收帳款通常無法收回。

信用減損之金融資產

當一個或多個事件對該金融資產之未來現金流量估計產生不利影響時，該金融資產被視為信用減損，如證據表明借款人面臨重大的財務困難，存在違約或逾期事件；有證據顯示借款人可能進入破產或其他財務重組階段；由於財務困難導致該金融資產的市場活躍度消失；或者購買已發生信用減損之大幅折扣金融資產。

估計方法與重要假設

在本財務報導期間，認列與衡量信用風險減損準備之估計方法或重要假設均未改變。

應收款項

專項評估

本集團及本公司對應收帳款提列存續期間預期信用損失，並對重大且長期未清償應收帳款採專項評估，對該等應收帳款提列存續期預期信用損失如下：

（單位：美金千元）

	本集團	**本公司**
2023		
應收帳款總額	**23,384**	**21,675**
備抵損失	**8,433**	**7,621**
2022		
應收帳款總額	27,282	26,335
備抵損失	3,675	2,738

32. 金融工具（續）

b) 財務風險管理目標及政策（續）

iv. 信用風險（續）

應收款項（續）

一般評估

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。 備抵損失提撥率係考量客戶歷史逾期月份違約率。 截至 2023 年及 2022 年 12 月 31 日之預期信用減損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）

本集團

2023	**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	8,263	691	147	57	362	9,520
備抵損失提列	–	–	–	–	(122)	(122)
	8,263	691	147	57	240	9,398
2022						
帳面價值總額	3,722	480	48	300	2,320	6,870
備抵損失提列	–	–	–	–	(119)	(119)
	3,722	480	48	300	2,201	6,751

本公司

2023						
帳面價值總額	184	–	–	–	7	191
備抵損失提列	–	–	–	–	–	–
	184	–	–	–	7	191
2022						
帳面價值總額	202	–	3	2	2,066	2,273
備抵損失提列	–	–	–	–	–	–
	202	–	3	2	2,066	2,273

32. 金融工具（續）

b) 財務風險管理目標及政策（續）

iv. 信用風險（續）

信用風險集中資訊

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。本集團應收帳款於資產負債表日之信用風險集中程度列於下表:

（單位：美金千元）

	本集團			
	2023		2022	
	金額	**占總額比率**	金額	占總額比率
按地區別				
北美	**1,708**	**7%**	353	1%
歐洲	**4,382**	**18%**	1,074	4%
亞太地區	**18,259**	**75%**	28,931	95%
	24,349	**100%**	30,358	100%
按部門別				
製造業務	**21,267**	**87%**	27,707	91%
醫院服務	**2,288**	**10%**	2,245	8%
經銷及其他	**794**	**3%**	406	1%
	24,349	**100%**	30,358	100%

除 18%之應收帳款（2022 年: 4%）集中於本集團之三大主要客戶外，並無其他重大信用風險集中情況。

截至資產負債表日，本集團之應收帳款中，約$4,500,000 美元（2022 年：$1,300,000 美元）來自位於北美及歐洲之三大主要客戶。

信用品質

本集團金融資產（除應收帳款外）之信用品質列示如下：

（單位：美金千元）

	12 個月或存續期間之預期信用損失	**帳面總額**	**備抵損失**	**淨帳面金額**
2023				
無公開報價債券投資	12 個月	**3,000**	**–**	**3,000**
其他非流動資產	12 個月	**1,995**	**–**	**1,995**
其他流動資產	12 個月	**2,677**	**–**	**2,677**
現金及銀行存款及定期存款	無	**33,041**	**–**	**33,041**
2022				
上市股權投資	12 個月	3,303	–	3,303
無公開報價債券投資	12 個月	3,000	–	3,000
其他非流動資產	12 個月	2,126	–	2,126
其他流動資產	12 個月	1,648	–	1,648
現金及銀行存款及定期存款	無	35,281	–	35,281

32. 金融工具（續）

b) 財務風險管理目標及政策（續）

iv. 信用風險（續）

信用品質（續）

本公司金融資產（除應收帳款外）之信用品質列示如下：

（單位：美金千元）

	12 個月或存續期間之預期信用損失	帳面總額	備抵損失	淨帳面金額
2023				
其他流動資產	12 個月	**156**	**–**	**156**
應收子公司帳款	12 個月	**34,835**	**–**	**34,835**
應收一子公司帳款	存續期間	**6,504**	**(6,504)**	**–**
現金及銀行存款及定期存款	無	**351**	**–**	**351**
2022				
其他流動資產	12 個月	1,976	–	1,976
應收子公司帳款	12 個月	38,551	–	38,551
現金及銀行存款及定期存款	無	3,366	–	3,366

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。現金及約當現金及定期存款存放於經董事會核准且有信譽之金融機構。

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、應收子公司款、應收帳款、其他流動資產、應付帳款、其他流動負債、短期借款，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

下表提供了本集團資產的公允價值衡量層級。截至2023年和2022年12月31日，本集團沒有以公允價值衡量之負債，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）

d) 截至2023年及2022年12月31日止資產之公允價值層級：

（單位：美金千元）

		公允價值衡量			
2023	衡量日	合計	第 1 等級	第 2 等級	第 3 等級
按公允價值揭露之資產					
投資性不動產 (附註 13)	2023 年 12 月 20 日	3,757	–	–	3,757
無公開報價債券投資(附註 18)	2023 年 12 月 31 日	3,135	–	–	3,135
2022					
按公允價值衡量之資產					
上市股權投資 (附註 18)	2022 年 12 月 31 日	3,303	3,303	–	–
按公允價值揭露之資產					
投資性不動產 (附註 13)	2022 年 12 月 31 日	3,774	–	–	3,774
無公開報價債券投資(附註 18)	2022 年 12 月 31 日	3,195	–	–	3,195

2023 年及 2022 年間無第 1 等級及第 2 等級之間移轉，亦沒有從第 3 等級之移入或轉出。

e) 決定公允價值

投資性不動產

投資性不動產由獨立估價師採用收益法，通過審查不動產耐用年限內賺取之未來租金的折現現金流量評估。收益法的重要估計資料是確定折現率，其中包括評估市場風險溢酬、管理風險和流動性風險。折現率的顯著增加/（減少）將導致公允價值衡量顯著增加/（降低）。

無公開報價債券投資

無公開報價債券投資之公允價值係以當期市場利率4.50%衡量，並於該債券存續期間攤銷。

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 2023 年度及 2022 年度並未改變。

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、約當現金及定期存款。資本則為歸屬於母公司業主之權益。

（單位：美金千元）

	本集團	
	2023	2022
短期借款	**23,861**	15,643
應付帳款及其他流動負債	**5,974**	6,447
減：現金及約當現金及定期存款	**(33,041)**	(35,281)
	(3,206)	(13,191)
歸屬於母公司業主之權益	**129,204**	149,789
股本及負債淨額	**125,998**	136,598
槓桿比率	**(2.5%)**	(9.7%)

35. 前期比較數字

i. 本公司截至 2022 年 12 月 31 日止之財務報表由另一家獨立註冊會計師事務所審計，並於 2023 年 6 月 14 日出具無保留意見。

ii. 前期比較數字已經以下情形重分類

認列應收租賃款

2022 年 5 月 1 日，公司與一關聯企業簽訂一份為期 50 年土地租賃合約。同一天，本公司將土地轉租予子公司 Resilient Medical Pte. Ltd.，為期 9 年至 2031 年 6 月 30 日。該轉租協議包含將租期延長至最長 50 年之選擇權，與原始租賃協議一致。管理階層認為該租期延長權將被行使至 50 年。

作為中間出租人，管理階層評估租賃期間的重大性，係參照主租約使用權資產總使用期限，而非土地使用年限，故將轉租協議重分類為融資租賃。然而，管理階層在截至 2022 年 12 月 31 日止之財務報導期間將該租賃認定為營業租賃，並按照 50 年直線法認列租金收入。

因此，使用權資產、應收租賃款、其他流動資產、應付帳款及其他流動負債金額進行調整。

重分類

2022 年度財務報表之部分科目已配合 2023 年度財務報表表達一致性進行重分類。

上述事項對本集團合併財務報表及本公司資產負債表影響如下：

（單位：美金千元）

	前期報導	調整	重分類後
本集團			
綜合資產負債表			
非流動資產			
不動產、廠房及設備	45,846	(2,254)	43,592
無形資產	–	848	848
商譽	709	(709)	–
遞延所得稅資產	2,106	49	2,155
其他非流動資產	8,617	(188)	8,429
流動資產			
其他流動資產	6,102	2,254	8,356
綜合現金流量表			
營業活動之淨現金流出	(4,053)	5,318	1,265
投資活動之淨現金流出	(23,901)	(5,262)	(29,163)
籌資活動之淨現金流出	(2,961)	(56)	(3,017)

上述重分類對截至 2022 年 12 月 31 日本集團合併損益表及截至 2022 年 1 月 1 日本集團合併資產負債表未產生任何影響。

35. 前期可比較數字（續）

ii. 前期比較數字已經以下情形重分類（續）

重分類（續）

（單位：美金千元）

	前期報導	調整	重分類後
本公司			
截至 2022 年 12 月 31 日資產負債表			
非流動資產			
使用權資產	4,701	(4,440)	261
應收租賃款	–	4,544	4,544
流動資產			
其他流動資產	2,277	(301)	1,976
流動負債			
應付帳款及其他流動負債	776	(197)	579

上述重分類對截至 2022 年 12 月 31 日本公司損益及截至 2022 年 1 月 1 日本公司資產負債表未產生任何影響。

36. 通過財務報告

截至2023年12月31日之本集團合併財務報告已於2024年4月11日經董事會通過發布。

2023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

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

www.medtecs.com

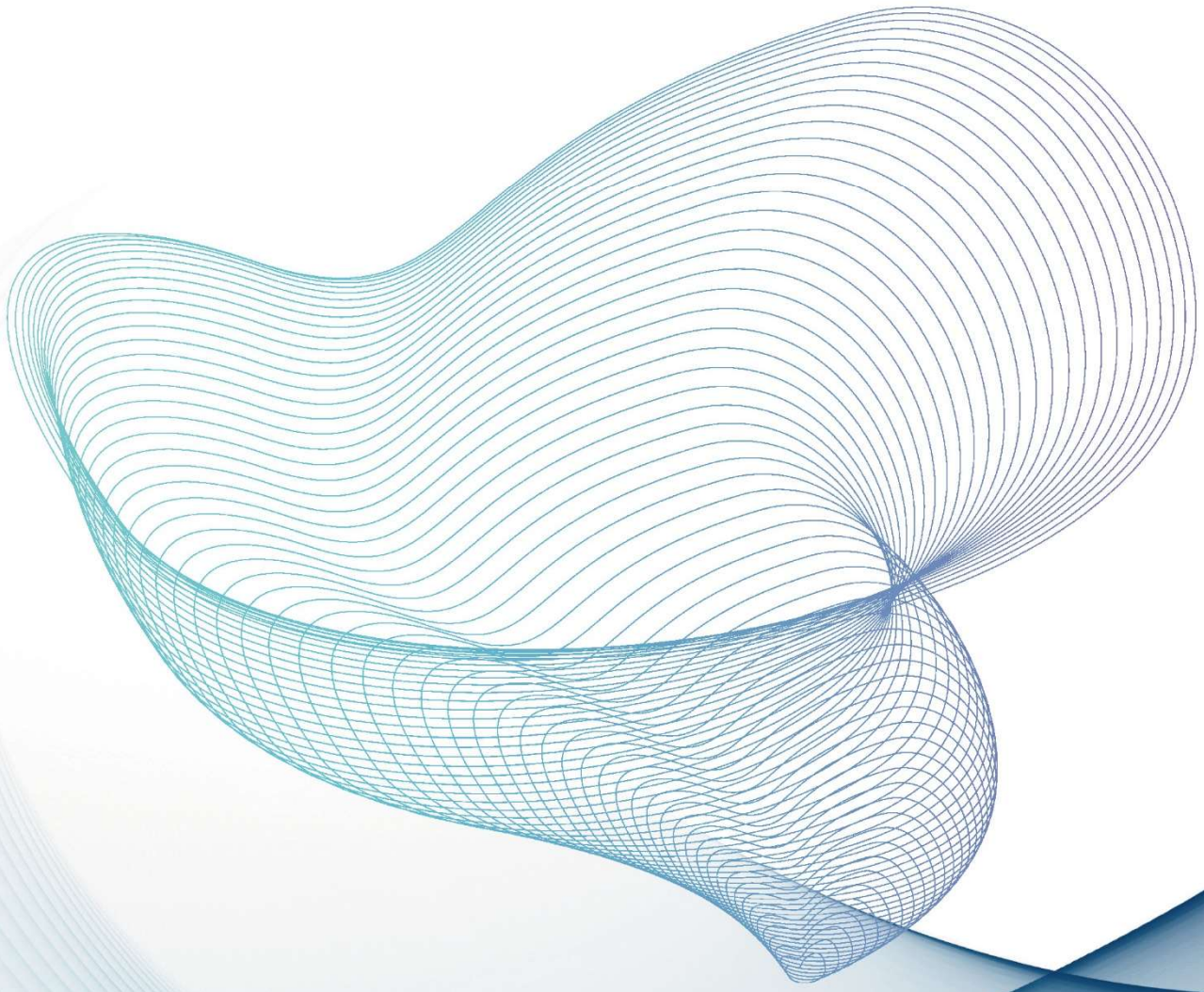
附　　件　　五

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)

Medtecs International Corporation Limited

2023 *ANNUAL* REPORT



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

Corporate Profile	**1**
Corporate Milestones	**3**
Corporate Structure	**5**
Chairman's Message	**7**
Financial Highlights	**9**
Financial Review	**11**
Business Outlook and Prospects	**13**
Research and Development	**15**
Corporate Social Responsibility	**16**
Corporate Directory	**18**
Profile of the Board of Directors	**20**
Financial Calendar	**23**
Report on Corporate Governance	**24**
List of Properties	**49**
Statistics of Shareholdings	**50**
Twenty Largest Shareholders	**52**
Interested Person Transactions	**53**
Notice of Annual General Meeting	**54**
Financial Statements	**63**
Directors' Statement	64
Independent Auditor's Report	67
Consolidated Statement of Comprehensive Income	73
Statements of Financial Position	74
Consolidated Statement of Changes in Equity	76
Statement of Changes in Equity	78
Consolidated Statement of Cash Flows	79
Notes to the Financial Statements	81

Corporate Profile

Headquarters – Taipei, Taiwan

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 Catalist with R & T Corporate Services Pte. Ltd. as its continuing sponsor on 26 February 2010. The Group's Taiwan Depository Receipts ("**TDRs**") have been listed on the Taiwan Stock Exchange since 13 December 2002.

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 30 hospitals.

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

Medtecs (Taiwan) Coporation

Medtex Coporation

Hangzhou Jincheng Medical Supplies Manufacture Co., Ltd.

RMKH Glove (Cambodia) Co., Ltd.

Medtecs (Cambodia) Coporation Limited

Corporate Milestones

1989
The beginning

2000
- Incorporated Medtecs (Taiwan) Corporation
- Started Hospital Services in Taiwan

1999
- Listed on Singapore Stock Exchange (SGX)
- Incorporated Medtecs (Cambodia) Corporation
- Incorporated Medtecs (Asia Pacific) Pte. Ltd.

2005
Started Hospital Services in the Philippines

2009
- Key PPE partner of Taiwan national stockpiling
- Largest hospital services provider in Taiwan

2013
Largest hospital service provider in the Philippines

2015
Incorporated MMSEZ in Cambodia

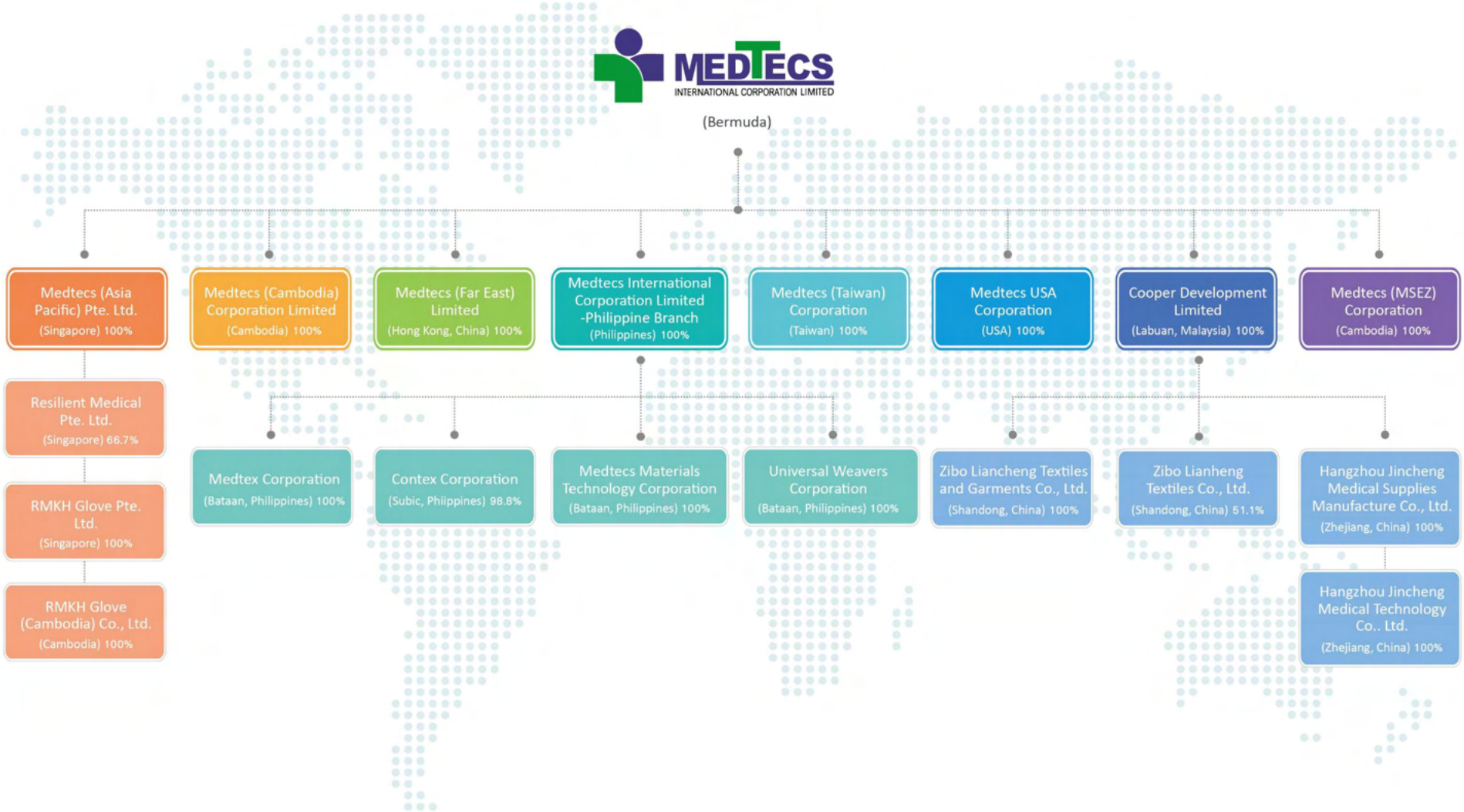
2018
- Commenced B2B e-commerce business
- Source and sell globally

2020
- One-stop shop for PPE
- Commence B2C e-commerce trading
- Expand online and offline sales and distribution network

2021
- Integrations
- Global Stockpiling Service
- Global Procurement Platform

2022-
- Production of disposal nitrile gloves in Cambodia through the joint venture between the Group's Singapore subsidiary and ACO International Limited
- Continue to build a Global Procurement Platform

Corporate Structure



The Company and its subsidiaries as at 31 December 2023

Chairman's Message

Dear Shareholders,

First and foremost, on behalf of the Board of Medtecs Group, please accept my sincerest greetings, as well as my profound apologies for the Group's less than ideal operating performance in the post-pandemic era over the past two years.

Faced with an immensely challenging global landscape, we remain focused on carrying out targeted efforts and in executing the Group's operations and we are proactively reinforcing operational resilience to seize opportunities arising from the restructuring of global supply chains, while concurrently planning our foray into the silver economy and long-term care industries.

The Year In Review

In FY2023, the global PPE market continued to decline, especially with weak end-user demand. The Group's total revenue decreased by 6.4% year-over-year to $52.64 million, mainly due to the underperformance of the domestic markets in Taiwan and the Philippines. In the second half of FY2023, customers in the original equipment manufacturer ("**OEM**") business segment began placing orders to rebuild their stock levels following the depletion of their oversupplied inventory, and revenue from new product lines (such as our nitrile gloves) also showed a warming trend.

The Group still recorded a net loss of $22.49 million in FY2023, mainly due to the provision for doubtful accounts receivable, impairment losses on fixed assets, higher depreciation expenses from fixed asset investments, and one-time costs associated with the retirement of production line employees.

Focus on Core Business, Strengthen Execution

Continued Development of Core Business

We will continue to focus on the development and

Clement Yang
Chairman

production of our core product, namely PPE. By enhancing product quality and production efficiency, we can strengthen our competitiveness in the global market.

Over the past two years, we have maintained close communication with our partner customers, and have undertaken structural adjustments to address their concerns over quality assurance, product certification and compliance, production efficiency, and delivery times, which will undoubtedly contribute to our long-term development.

Strict Cost and Expense Managements

Facing the uncertainty of the global economy and the pressure of rising costs, we strive to maintain the Group's competitiveness. With the implementation of our Enterprise Resource Planning ("**ERP**") system, we will continue to streamline processes and reduce operational expenses by optimising production line efficiency, logistical support department cost management, and energy management. These efforts will help reduce our cost-to-income ratio and enhance our profitability.

Strengthening Supply Chain Management

Amid the escalating risks of geopolitics and warfare, global supply chains face numerous challenges. The Group has undertaken relevant optimisation in supply chain management, including:

- Utilizing ERP and Artificial Intelligence ("**AI**") interface to adjust inventory levels
- Establishing robust collaborative relationships with key suppliers
- Optimising production processes through lean management and automation to improve efficiency
- Enhancing logistics and distribution networks to increase delivery speed

Through these efforts, we can effectively reinforce the stability and flexibility of our supply chain, mitigate operational risks, and ensure rapid and efficient fulfillment of customer demands.

Venturing into Long-Term Care

Since the Group's establishment, we have upheld the vision "to better the world's health for everyone, everywhere" and the mission of "providing safe and effective products with speed, warmth, and care". Whether in the production and manufacturing of PPE or the provision of services to medical institutions, we have consistently advanced in accordance with this philosophy.

As developed nations gradually transition into aging societies, the longevity industry is also rapidly evolving. This encompasses, but is not limited to, healthcare, biotechnology, medical equipment, anti-aging research, health management, nutritional supplements, elderly care services, and home nursing care.

The Group is looking to expand product offerings to include home health products and medical devices to address the needs of an aging society. We are actively promoting high-tech elderly care solutions, health management services, and social participation for the elderly. Our aim is to progressively build a comprehensive and diversified longevity industry ecosystem that caters to the diverse needs of the aging population.

Green Future, Sustainable Development

In response to the environmental, social, and governance (ESG) and corporate social responsibility (CSR) requirements, particularly in the realm of green energy, the Group has implemented a series of strategies to enhance sustainability and reduce its environmental footprint. This includes transitioning towards the use of renewable energy sources such as solar and biomass to increase the proportion of green energy consumption at existing production sites, thereby reducing carbon emissions; building a green supply chain; training employees to raise environmental awareness; and participating in green community projects. Through these initiatives, we not only mitigate the environmental impact of our operations but also bolster our corporate image and competitiveness to achieve corporate sustainability.

Acknowledgement

Amidst the fluctuations and challenges in the global political, economic, and financial landscape, and in addition to implementing the aforementioned operational strategies and countermeasures, we will continue our efforts to execute the "4A Project" initiated last year. This encompasses AI, Application Programming Interface (API), Analytics, and Automation, with the aim of enhancing operational efficiency and effectiveness. In 2024, we will persist in actualizing the 4A Project implementation. Furthermore, we will maintain our unwavering commitment to the 5S/7S activities that have been promoted for the past six years. We firmly believe that by upholding our core values of "Customer Focus, Valuing Our People, and Sustainable Practices," we will undoubtedly scale to new heights through the collective efforts of all our colleagues.

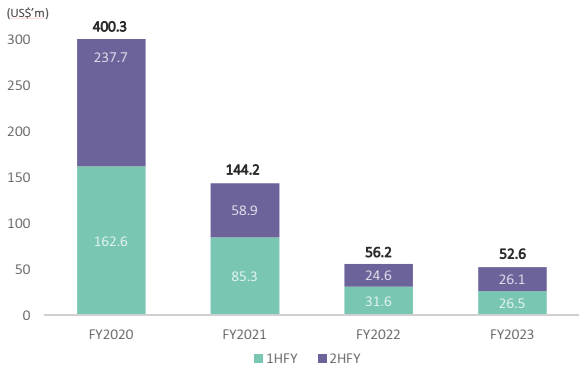
Once again, we extend our gratitude to all shareholders for their support and trust. We look forward to continuing this journey with you in the future.

Clement, Yang Ker-Cheng
Chairman

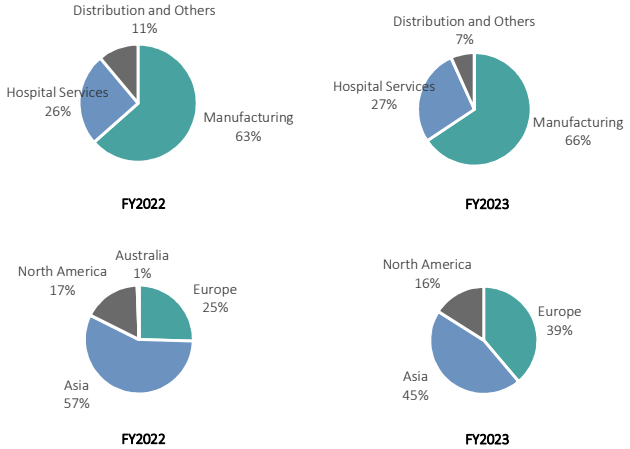
Financial Highlights

Revenues slightly declined in FY2023 following decline in global demand but improved orders from existing OEM customers

Historical Revenue

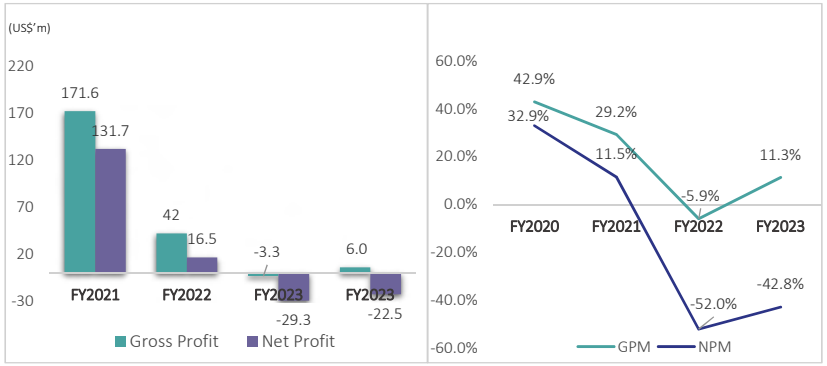


Revenue Breakdown by Business Segment and Geography



FY2023 noted improvements in profits and margins from recovery in OEM orders and lower inventory provisions

Historical Profits and Margins



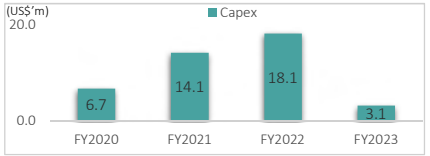
- Improvement in profit margins in FY2023 was due to the higher provisions for inventory losses in FY2022, which was also due to a lowered global demand for the Group's PPE as a result of the easing of COVID-19 prevention measures in FY2022. The Group recognized provision for inventory losses amounting to US$3.1 million in FY2023 in respect mostly of the nitrile gloves.
- The Group has leveraged on its existing OEM customers who have increased PPE orders in FY2023 following depletion of their oversupplied inventories of PPE stockpiled in prior years. The Group also started delivering orders for nitrile gloves after the inauguration of its factory in Cambodia.

Financial Position

Balance Sheet Highlights

(US$'m)	As at 31 Dec 23	As at 31 Dec 22
Cash and cash equivalents	33.0	35.3
Inventories	37.4	36.4
- Inventory days	292	223
Account Receivables	24.3	30.4
- AR days	169	197
Account Payables	2.0	1.8
- AP days	16	11
Key Ratios		
Debt / Equity (x)	0.3x	0.2x
Net Debt / Equity (x)	n.m.	n.m.

Capex level – Reduced spending after inauguration of new glove factory



(US$'000)	FY2023	FY2022
Cashflow from operating activities	(7,185)	1,265
Cashflow from investing activities	9,608	(29,163)
Cashflow from financing activities	1,840	(3,017)
Net cash flow	4,263	(30,915)

Financial Review

Business Overview

The Group's revenue decreased by 6.4% to US$52.6 million in FY2023 from US$56.2 million in FY2022 due to an overall decline in demand of PPE and facemasks and lower stockpiling projects of the Group. Despite that, the Group has leveraged on its existing OEM customers who have increased PPE orders in FY2023 following the depletion of their oversupplied inventories of PPE that were stockpiled in prior years. The Group in FY2023 also started delivering orders for nitrile gloves after the inauguration of its factory in Cambodia in the second half of FY2022. Net loss decreased by 23.2% to US$22.5 million in FY2023 from US$29.3 million in FY2022 due to higher provisions for inventory losses in FY2022, which was also due to a lowered global demand for the Group's PPE as a result of the easing of COVID-19 prevention measures in FY2022.

The Group revenues declined by 6.4% to US$52.6 million and generated a net loss of US$22.5 million on drop in global demand of PPE and provisions from expected credit loss and impairment of property, plant and equipment.

Revenue

Revenue from the Original Product Manufacturing ("**OPM**") division decreased by 3.1% to US$34.6 million in FY2023 from US$35.7 million in FY2022 due to decline in global demand for PPE and facemasks.

Revenues from Hospital Services division increased slightly by 1.6% to US$14.5 million in FY2023 from US$14.3 million in FY2022 due to increased linen consumption in Taiwan and Philippines. Revenues from Distribution and Others decreased by 43.4% to US$3.5 million in FY2023 from US$6.3 million in FY2022 due also to lower demand in Taiwan for PPE and facemasks.

Profitability

The Group's gross profit increased significantly by 278.5% to US$6.0 million gross profit in FY2023 from US$3.3 million gross loss in FY2022 due to lower provision for inventory losses in FY2023 amounting to US$1.6 million, compared to US$11.7 million in FY2022. This led to an increase in the Group's gross profit margins to a positive 11.3% in FY2023 from a negative 5.9% in FY2022. Without the provision for inventory losses, the Group's gross margins would be approximately 14.4% in FY2023 and 14.9% in FY2022.

Gross profit from the OPM division increased significantly by 167.0% to US$3.7 million gross profit in FY2023 from US$5.6 million gross loss in FY2022 due to lower inventory provisions and an increase in orders from existing OEM customers in FY2023. This also resulted to OPM gross profits margins to increase by 169.1% to positive 10.9% in FY2023 from negative 15.7% in FY2022.

Hospital Services division gross profit increased by 7.0% to US$1.9 million in FY2023 from US$1.8 million in FY2022 arising from higher linen consumption in Taiwan and Philippines.

Gross profit from Trading, Distribution and Others division decreased by 38.1% to US$301,000 in FY2023 from US$487,000 in FY2022 due also to lower sales.

Other operating income net decreased by 19.3% to US$2.0 million in FY2023 from US$2.5 million in FY2022 from fewer foreign exchange gains and scrap sales of fabrics and factory supplies.

Distribution and selling expenses decreased by 36.4% to US$7.6 million in FY2023 from US$12.0 million in FY2022 from decline in selling and platform fees from lower e-commerce sales. General and administrative expenses increased by 31.5% to US$23.3 million in FY2023 from US$17.7 million in FY2022 from higher provisions for bad debts on trade receivables and provision for impairment loss on machineries.

Financial expenses decreased by 14.2% to US$816,000 in FY2023 from US$951,000 in FY2022 due to lower financing cost from lease liabilities.

Income tax benefit decreased by 98.1% to US$27,000 in FY2023 from US$1.4 million in FY2022 arising from lower loss before tax of the Group.

Net loss decreased by 23.2% to US$22.5 million in FY2023 from US$29.3 million in FY2022 due to lower provision for inventory losses recognized in FY2023 in respect of the Group's nitrile gloves.

Cash Flow and Statements of Financial Position

Total assets of the Group decreased by US$15.2 million to US$166.8 million in FY2023 from US$182.0 million in FY2022 due to higher net cash used from operations and decrease in trade receivables from provision for bad debts amounting to approximately US$6 million from receivables that have been outstanding for more than six months. Property, plant and equipment decreased to US$40.6 million in FY2023 from US$43.6 million in FY2022 from depreciation expense and provision for impairment loss on machineries.

The Group used cash from its operating cash flow of US$7.2 million in FY2023 from US$1.3 million generated from FY2022, attributable to the lower net working capital generated for the period. Cash outflow for investing activities decreased to US$9.6 million generated in FY2023 from US$29.2 million used in FY2022, due to the completion of the construction of the nitrile glove production factory in Cambodia and reduction of fixed deposit placements. Cash inflow from financing activities of US$1.8 million came from new bank borrowings, partially offset by payments of interest and lease liabilities.

Business Outlook and Prospects

As we look ahead to 2024, the Group is poised for growth, building on our legacy of safeguarding personal and family health with our products and services. Our outlook is anchored in a strategic commitment to expanding our offerings in home health products and medical devices to address the needs of an aging society and enhance our product lines for improved business resilience.

We plan to expand the Group's market reach and innovation through reaching new customers as well as developing new products and channels of distribution. Developing and launching new products, such as health supplements, bug repellents, anti-viral disinfectants, and medical devices equipped with AI technology, remains a cornerstone of our strategy. These efforts are geared towards aligning our portfolio with changing market demands. The Group will also be exploring new distribution channels to enhance market penetration and consumer access to our products.

To support our growth, we will continue to review our Group's operations in order to enhance operational efficiency, by streamlining processes and reducing operational expenses so as to achieve a leaner, more agile operational model. This includes a thorough reassessment of back-office, management, and sales expenses.

Building on our commitment to overcoming challenging business environments in 2023, we remain dedicated to further strengthening our supply chain in 2024. Our focus will be on building resilience, optimizing demand forecasting, and enhancing cooperative relationships with suppliers and distributors. This strategic approach is designed to enable swift responses to market changes and customer needs, ensuring we remain agile and responsive in a dynamic industry landscape.

Our diversification efforts include the full operation of Resilient Medical Pte. Ltd., to support our strategy for global stockpiling business and expanding into the business-to-consumer ("**B2C**") sector. 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.

As disclosed previously, we remain open to exploring renewable energy markets to develop another growth driver for the Group, such as solar power and energy storage services. This initiative reflects our commitment to sustainability efforts and green manufacturing and will be explored in partnership with external strategic partners. As and when there are developments, more information on future plans will be provided to, and requisite approvals will be obtained from, shareholders at the appropriate juncture.

Manufacturing

Manufacturing remains the dominant segment in the Group in terms of revenue and profitability.

With the completion of the nitrile glove factory in Cambodia through its subsidiary, Resilient Medical Pte. Ltd., the manufacturing operations of the Group are poised to benefit from our diversification efforts with an expanded product base. 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 in 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

As we enter the post-pandemic era, Medtecs is not only enhancing its PPE line but also leveraging existing sales channels and crafting new business strategies. In 2023, we launched cleaning products and consumer goods to enrich our product portfolio to meet evolving needs of our target consumer.

In 2023, the Group broadened its Amazon protective clothing lineup with the introduction of the Coverall Yellow and Coverall Collar. These products, crafted from PPSB fabric coated with PE film, meet the AAMI Level 4 standard, ensuring comprehensive protection for users. Furthermore, we added nitrile glove to our product portfolio. Nitrile gloves are favored for their enhanced durability, puncture resistance, and longevity compared to latex gloves. They are ideal for prolonged use and eliminate the risk of latex allergies, making them versatile for various uses, such as medical exams and food processing.

We also launched the OMO Acne Patch ("**OMO**"), which features a patented zero-contact easy removal technology from Korea and an ultra-thin design of 0.01 centimeters. This innovation overcomes the drawbacks of current market offerings, making removal easier and more hygienic. The successful introduction of OMO has allowed Medtecs to tap into physical beauty retail channels smoothly.

In 2023, we continued to prioritize product certifications, receiving U.S. Food and Drug Administration 510(k) premarket notification for our nitrile gloves and Taiwan Food and Drug Administration Class I Medical Device Permit Licenses for four of our products. Additionally, we obtained four Taiwan Food and Drug Administration medical device permits for our surgical mask and CoverU Coverall, along with one pharmaceutical distributor license. These certifications underscore our commitment to providing high-quality and safe products to our customers.

For 2024, our strategy includes closely monitoring market trends and consistently introducing new safety and health-related products to offer a broader variety of options to consumers. This approach aligns with the Company's vision and mission to better the health of everyone, everywhere and provide safe and effective products with speed, warmth, and care. The products planned for launch include bug repellent, which is safe, effective, gentle and non-irritating, with super long-lasting anti-mosquito effect, and a series of healthcare products so that we can offer a more diversified and complete product line for consumers.

Corporate Social Responsibility

Medtecs Group is committed to enhancing global health, safety, and environmental sustainability. As a leading producer of PPE, we embrace the responsibility to extend our influence beyond mere business operations. In 2023, we participated in initiatives across Taiwan, the Philippines, and Cambodia that reinforce our dedication to community welfare and environmental stewardship.

Taiwan

In Taiwan, Medtecs demonstrated its commitment to public health through strategic partnerships with local healthcare organizations. We donated 150,000 medical masks to facilitate blood drive campaigns organized by Lotung Bo-Ai Hospital in Yilan, Taiwan. We further extended our reach by supplying bouffant caps to the oral health team of Taipei Medical University. This essential support played a crucial role in the team's dental healthcare missions focused on delivering services to remote mountain communities.

As the year drew to a close, we expanded our commitment to community service by teaming up with eight local non-profits focused on assisting people with physical and mental challenges, as well as the elderly. This timely collaboration provided critical support during the flu and COVID-19 season by donating medical supplies to safeguard these vulnerable populations. The donated items, including masks, face shields, antibacterial wipes, nitrile gloves, and leak-proof bed sheets, helped to enhance care and protection for those most susceptible to illness.

Continuing our tradition from 2022, we reinforced our dedication to environmental conservation with a beach clean-up in September 2023, organized for our Taipei Headquarters staff. The event not only contributed to local ecological efforts but also the enhancement of collective responsibility among our employees.

To raise breast cancer awareness, Medtecs sponsored a charity marathon in partnership with the Taiwan Cancer Clinical Research and Development Foundation. The event drew approximately 5,000 participants and successfully raised awareness and funds. Medtecs awarded participants with acne patches and masks to recognize their efforts and support for the cause.

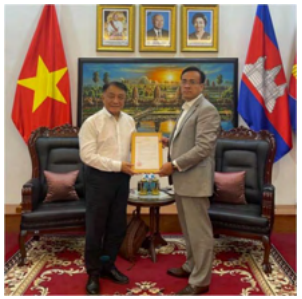
Philippines

In the Philippines, our contribution of nearly 40,000 face masks to healthcare facilities and community organizations underscored the importance of protective gear in ensuring health and safety. At the Philippine Dental Association's annual convention, we provided 10,000 face masks to member dentists, a move aimed at bolstering infection control and protecting the health of dental professionals and their patients. Our efforts also included donating linens to institutions such as Our Lady of Peace Hospital in Parañaque City, and to students at Blessed Regina Protman Catholic School and Mariveles National High School, to support environments conducive to health and well-being.

Our ongoing collaboration with the Alagang Kapatid Foundation, Inc. ("**AKFI**"), which began in 2022, continued with the provision of Medtecs face masks and gloves. This support significantly bolstered AKFI's efforts in delivering aid to communities impacted by natural disasters.

Cambodia

In Cambodia, Medtecs strengthened its commitment to advocating for labour rights and community welfare. To celebrate International Labour Day in 2023, we hosted an event for over 2000 workers and government officials that included prizes and gifts to reward our dedicated team members. We also deepened our partnership with the Cambodian Red Cross through a $100,000 donation, further demonstrating our focus on supporting local communities. At the same time, we also contributed $5,000 to the Special Forces Command of the Cambodian Armed Forces in recognition of their role in preserving national stability and safety.



These initiatives spotlight Medtecs' values of engaging with partners for social good, and investing in stronger communities. Further details about the positive impacts of our sustainability efforts across all locations will be shared in our upcoming FY2023 sustainability report, to be published on or before 31 May 2024.

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

Auditor

Baker Tilly TFW LLP
(A Member Firm of Baker Tilly International Limited)
600 North Bridge Road
#05-01 Parkview Square
Singapore 18878

Partner in Charge:
Ong Kian Guan
(From 30 October 2023)

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

Profile of the Board of Directors

Mr Clement Yang Ker-Cheng

Chairman · Executive Director
Appointed as Director in 1997, and subject to re-election in 2024

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 re-elected 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, PPE, and hospital service for the healthcare industry.

Mr Lim Tai Toon

Lead Independent Director · Audit Committee Chairman
Appointed as Director in 2010 and will retire at the conclusion of the FY2023 Annual General Meeting

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 2019 and was a council member of Biblical Graduate School of Theology between 2015-2020. Mr Lim is a co-founder of a group of missional companies focused on social impact and poverty alleviation since 2014.

Since March 2021, Mr Lim works as the General Manager of Student Castle Property Management Service (UK) with Cuscaden Peak Investment Private Limited. He is also an independent director and AC Chairman of Medinex Limited (since 2018) and Aedge Group Limited (since 2023).

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 also attended the executive learning on Circular Economy and Sustainable Strategies conducted by University of Cambridge's Judge Business School. 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 will retire at the conclusion of the FY2023 Annual General Meeting

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 · Nominating Committee Chairman
Appointed as Director in 2005 and re-elected in 2022

Dr Nieh Chien-Chung was appointed as an Independent Director of the Company 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 at Tamkang University and National Taipei University. He was also formerly a professor at 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 from Rutgers University, New Jersey, USA.

Financial Calendar

FY ended 31 December 2023
Announcement of Full Year Results 29 February 2024
Annual General Meeting 30 April 2024
FY ending 31 December 2024
Announcement of Half Year Results Middle of August 2024
Announcement of Full Year Results By 1 March 2025

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 will also be publishing its Sustainability Report as a standalone report on or before 31 May 2024, 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 FY2023 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 the company's approach to governance. This includes establishing the 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. approving business strategies including significant acquisition and disposal of subsidiaries or assets and liabilities;

b. approving the annual budgets, major funding proposals, significant capital expenditures and investment and divestment proposals;
c. approving the release of the Group's half year and full year financial results and interested person transactions;
d. overseeing 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. reviewing 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. reviewing and endorsing the framework of remuneration for the Board and KMP, as may be recommended by the Remuneration Committee ("**RC**");
g. establishing corporate policies in keeping with good corporate governance and business practice; and
h. considering 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 FY2023. 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 31 to 45.

Board Meetings and Attendance

The Board meets on a quarterly basis and whenever necessary for the discharge of their duties. Dates of 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 Board Committee meetings, and that each Director has dedicated sufficient time and attention to the affairs of the Group for FY2023, regardless of their other directorships and/or principal commitments.

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 Weiyuan	1	1	1	1	4	4	-	-	-	-	4	4
Lim Tai Toon	1	1	1	1	4	4	6	6	4	4	4	4
Carol Yang Xiao-Qing	1	1	1	1	4	4	6	6	4	4	4	4
Dr Nieh Chien-Chung	1	1	1	1	4	4	6	6	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 had 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 meetings 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.

The Directors had attended the mandated sustainability training course, LED-Environmental, Social and Governance Essentials (Core), 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 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 Weiyuan	(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, skill and experience in various areas that are relevant to the Group's business and composition of the Board, which includes accounting, business and management, finance and risk management. The Board and NC consider the current composition of the Board as a group possesses the core competencies necessary to meet the Company's requirements. The Directors' objective judgment on corporate affairs and their diverse range of experience and knowledge are invaluable to the Group and allows for the useful exchange of ideas and views.

The current Board's skill matrix is as follows:

Skills	Banking and finance	Accounting	Legal	Corporate Governance	Risk Management	Industry knowledge	Entrepreneurship and Management	Investment	Shipping	Commerce	Strategic and Analytics	Corporate Restructuring
Number of Directors skilled	3 Directors	4 Directors	1 Director	3 Directors	3 Directors	2 Directors	3 Directors	3 Directors	2 Directors	4 Directors	3 Directors	3 Directors

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 Company has adopted a Board Diversity Policy in 2020. Under the Company's 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.

As at the end of FY2023, one (1) out of five (5) Directors are female. This represents 20% of the Board. 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 Listing Manual Section B: Rules of Catalist of the SGX-ST (the "**Rules of Catalist**") and 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 Rules of Catalist during FY2023, and that there has been 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 has dominated the Board's decision-making process.

Effective from 11 January 2023 and pursuant to Rule 406(3)(d)(iv) of the Rules of Catalist, a director will not be independent if he has been a director for an aggregate period of more than nine (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 determined that Ms. Carol Yang Xiao-Qing and Mr Lim Tai Toon are considered independent within the meaning of the Rules of Catalist and the 2018 Code during the Transitional Period.

Taking into account the views of the NC, the Board concurred 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 provided 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. Based on the above and on the NC's review and recommendations, the Board has determined that Ms. Carol Yang Xiao-Qing and Mr Lim Tai Toon are independent within the meaning of the 2018 Code and the Rules of Catalist . 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 during FY2023 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. Nonetheless, in compliance with Rule 406(3)(d)(iv) of the Rules of Catalist, Ms Carol Yang Xiao-Qing and Mr Lim Tai Toon will no longer be considered independent

following the conclusion of the Company's Annual General Meeting for FY2023 ("**AGM**"), and will retire at the forthcoming AGM and will not seek re-election.

Following the retirement of Ms Carol Yang Xiao-Qing and Mr Lim Tai Toon at the AGM for FY2023, the Board composition will not comprise a majority of Independent Directors, the composition of each of the AC, NC and RC will be less than the requirement of three (3) members, and the Company will not have at least one (1) director who is resident in Singapore. Accordingly, and as required under Rules 406(3)(c) and 704(7) of the Rules of Catalist, the Company will endeavour to fill the vacancies as soon as possible and by no later than two (2) months from the date of the AGM. The NC and Board are in the process of reviewing and identifying suitable candidates put forward by the Management to be appointed as Independent Directors to ensure the composition of the Board and the committees are reconstituted for compliance with the Rules of Catalist and the 2018 Code and will make further announcements as and when there are material developments.

The Non-Executive Directors and/or the Independent Directors 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 Non-Executive Directors and/or Independent Directors 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 Non-Executive Directors and/or Independent Directors 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 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.

Mr Lim Tai Toon is the Lead Independent Director, and provides leadership in situations where the Chairman is conflicted. To ensure an appropriate balance of power and authority, increased accountability and greater capacity of the Board for independent decision making, a new Lead Independent Director of the Company will be appointed in place of Mr Lim Tai Toon following his retirement after the conclusion of the forthcoming AGM. Shareholders with concerns may contact the incoming Lead Independent Director 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 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 Directors.

The NC, which follows 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, the Board diversity policy, 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 (3) 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 Mr Clement Yang Ker-Cheng, in pursuant of Rule 720(4) of the Rules of Catalist and Bye-Law 86 of the Company's Bye-Laws, who is retiring and/or up for re-election at the forthcoming AGM, be re-elected as a Director.

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	• Universal Weavers Corporation • Contex Corporation • Medtex Corporation • Medtecs (Asia Pacific) Pte Ltd • Medtecs (Far East) Ltd • Medtecs (Taiwan) Corporation • Medtecs Materials Technology Corporation • Cooper Development Ltd • Medtecs (Cambodia) Corporation	Retirement by rotation (Bye-Law 86)
William Yang Weiyuan	Deputy Chairman, Executive Director and CEO	2 September 2013	30 June 2023	None	None	• Medtecs (Taiwan) Corporation • Medtecs MSEZ Corp., Ltd • Cooper Development Ltd • Hangzhou Jincheng Medical Supplies Manufacture Co., Ltd • World Join International Ltd.	No
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	30 June 2023	• Medinex Limited • Aedge Group Limited	None	• General Manager, Student Castle Property Management Service (UK) with Cuscaden Peak Investments Private Limited • Food Studio Pvt Ltd (Sri Lanka) • Biblical Graduate School of Theology (Singapore)	No
Dr Nieh Chien-Chung	Independent Director	8 August 2019	29 April 2022	• Microtips Technology Inc. • FullTech Fiber Glass Corp.	None	• GloLiv Asset Management Ltd • Tamkang University • National Taipei University	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 Catalist on Mr Clement Yang Ker-Cheng, who is retiring at the forthcoming AGM and is up for re-election, is set out below:

Name of person	**Clement Yang Ker-Cheng**
Date Of Appointment	19 November 1997
Date of last re-appointment (if applicable)	28 April 2021
Age	72 years old
Country Of Principal Residence	Taiwan
The Board's comments on this appointment (including rationale, selection criteria, and the search and nomination process)	After assessing Mr Clement Yang's contributions and performance, the NC has recommended that Mr William Yang be re-elected as a Director of the Company.
Whether appointment is executive, and if so, the area of responsibility	Executive. Overall business strategy and development of the Group.
Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)	Chairman, Executive Director Member of the NC
Professional Qualifications	Bachelor's Degree
Working experience and occupation(s) during the past 10 years	CEO of Medtecs Group until 2018. Chairman of the Cambodia and Philippines committees of the Chinese-Philippine Business Council Founding Chairman of the Confederation of Philippine Manufacturers of PPE
Shareholding interest in the listed issuer and its subsidiaries	36,373,285 (Direct Interest) 21,375,198 (Deemed Interest)
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	Father of Mr William Yang Weiyuan, Deputy Chairman, Executive Director and CEO of the Company; and 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; Spouse of Ms Sherry Chen Su-Tien, Non-Executive Chairman of Medtecs (Taiwan) Corporation, a principal subsidiary of the Company.
Conflict of interest (including any competing business)	Nil
Undertaking (in the format set out in Appendix 7H) under Rule 720(1) has been submitted to the listed issuer	Yes
Other Principal Commitments* including Directorships# * "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)	• Universal Weavers Corporation • Contex Corporation • Medtex Corporation • Medtecs (Asia Pacific) Pte Ltd • Medtecs (Far East) Ltd • Medtecs (Taiwan) Corporation • Medtecs Materials Technology Corporation • Cooper Development Ltd • Medtecs (Cambodia) Corporation
Disclose the following matters concerning an appointment of director, CEO, CFO, 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

Name of person	Clement Yang Ker-Cheng
(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
(c) Whether there is any unsatisfied judgment against him?	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
(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 proceedings (including any pending criminal proceedings of which he is aware) for such breach?	No
(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
(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
(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
(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
(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
(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
(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

Name of person	Clement Yang Ker-Cheng
(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
(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
Disclosure applicable to the appointment of Director only.	
Any prior experience as a director of an issuer listed on the Exchange?	Yes
If Yes, please provide details of prior experience.	Current Executive Director and Chairman of Medtecs International Corporation Limited
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.

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)
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 organization;
- to review and administer Medtecs Share Option Scheme for the Directors of the Company and employees of the Group, details which can be found in Directors' report in the annual report;
- 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 FY2023.

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, lapsed on 29 May 2022. The Company believes implementing a new share option scheme will provide long-term incentives for Directors and KMP to encourage loyalty and dedication and will be seeking shareholders' approval for the proposed new share option scheme, terms and information for which as set out in the Appendix to the Notice of Annual General Meeting dated 15 April 2024. 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 Non-Executive Directors have no service contracts with the Company and their terms are specified in the Bye-Laws. Non-Executive Directors 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 Non-Executive Directors for FY2023 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/a substantial shareholder of the Company is set out below:

Remuneration of Directors

Names of Directors	Based/fixed salary [1] %	Variable or performance related income/bonus [2] %	Director's fee [3] %	Total %	Remuneration Bands (S$)
Executive Directors					
Clement Yang Ker-Cheng	99%	-	1%	100%	500,000 and above
William Yang Weiyuan	99%	-	1%	100%	500,000 and above
Independent Directors					
Lim Tai Toon	-	-	100%	100%	Below 250,000
Carol Yang Xiao-Qing	-	-	100%	100%	Below 250,000
Dr Nieh Chien-Chung	-	-	100%	100%	Below 250,000

[1] Base salary includes contractual bonus.

[2] Variable payment includes performance bonus and profit sharing.

[3] Approved by shareholders of the Company as a lump sum of S$284,000 at the AGM held on 30 June 2023.

Remuneration of Top Five Key Management Personnel who are not Directors or the CEO

Names of key management personnel (who are not Directors or the CEO)	Based/fixed salary [1] %	Variable or performance related income/bonus [2] %	Total %	Remuneration Bands (S$)
James Lin Yi-Ching	100%	-	100%	Below 250,000
Kao Vereak	100%	-	100%	Below 250,000
Alex Chang	100%	-	100%	Below 250,000
Shyr Mingjung	100%	-	100%	Below 250,000
Duanmu Jianliang	100%	-	100%	Below 250,000

[1] Base salary includes contractual bonus.

[2] 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 FY2023 was S$465,000.

The breakdown of the remuneration of immediate family member(s) of a Director or the CEO or a substantial shareholder of the Company in FY2023 in bands of S$100,000 with a percentage breakdown of various components is as follows:

Names of key executives (who are not Directors)	Based/fixed salary [1] %	Variable or performance related income/bonus [2] %	Total %	Remuneration Bands (S$)
Sherry Chen Su-Tien	100%	-	100%	100,000 – 200,000
Wan Chien Yang	100%	-	100%	100,000 – 200,000

Save as disclosed above, 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 of the Company and whose remuneration exceeded S$100,000 during FY2023.

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 FY2023 were approved by shareholders at the AGM convened in 2023. 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 Board, led by 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 FY2023 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 2023.

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 (a) within a period of two (2) years commencing on the date of their ceasing to be a partner of the auditing firm or director of the auditing corporation; and in any case, (b) for as long as they have any financial interest in the 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 AC 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;
- reviewing 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;
- reviewing the audit plans and scope of audit examination of the external auditors;
- evaluating the cost effectiveness, independence and objectivity of external auditors;
- reviewing the adequacy of the internal audit function (including the internal accounting controls) and the scope and results of the internal audit procedures;
- ensuring the adequacy of the co-operation given by Management to the internal and external auditors;
- evaluating 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;
- reviewing interested person transactions in accordance with the requirements of the Rules of Catalist;
- meeting 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;
- reviewing 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;
- reviewing the independence, effectiveness and adequacy of the internal audit function;
- reviewing the nature and extent of non-audit services provided by external auditors; reporting 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 followed 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
- considering 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 AC 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 AC and the external or internal auditors. The investigating officer(s) will communicate the findings of the investigation(s) to the Chairman or the AC 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 AC 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' Statement.

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 FY2023, 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 FY2023.

KAMs	How the KAMs were addressed by AC
Assessment of inventory valuation	The AC considered and evaluated the judgement by management in establishing a basis of allocation of direct labour costs and factory overheads to the finished goods and work-in-progress. The AC also considered and evaluated the valuation technique applied by management, focusing on the key assumptions applied in estimating the amount of allowance required to write down inventories to net realisable value based on replacement costs and latest selling price. The AC considered the findings of the external auditor, including their assessment of the suitability of the valuation technique and key assumptions applied. 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.
Allowance of expected credit losses ("**ECL**") for trade receivables	The AC considered and evaluated the ECL valuation technique applied by management, focusing on the assumptions applied for specific assessment on significant long outstanding trade receivables and provision matrix for other trade receivables by considering both quantitative and qualitative information that is reasonable and supportable, including credit profile and characteristics of trade receivables. 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. 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.
Impairment assessment on property, plant and equipment	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. 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. 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.

In compliance with the Rule 712(2) of the Rules of Catalist, the Company had appointed Baker Tilly TFW LLP ("**Baker Tilly**") as its external auditor for FY2023 at the Company's SGM held on 30 October 2023.

At least 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 auditor through discussion with the external auditor as well as by reviewing any non-audit services rendered by the Company's independent external auditor, as set out below and the nature and extent of such services which would prejudice the independence of the external auditor. The AC has recommended to the Board that the external auditor of the Company be re-appointed for the ensuing year subject to shareholders' approval at the forthcoming AGM.

Fees paid/payable FY2023	($'000)	% of total
Audit fees - Baker Tilly	180.4	48
Audit fees - SyCip Gorres Velayo & Co.	154.6	42
Audit fees - Ernst & Young Taiwan	29.5	8
Non-audit fees - SyCip Gorres Velayo & Co. and Ernst & Young Taiwan (Agreed upon procedures and transfer pricing study)	8.1	2

Total	372.6	100

Fees (including fees for non-audit services) paid to the external auditors may be found in Note 9 of the financial statements of the annual report.

The AC and Board, having taken into consideration various factors, including the adequacy of the resources and experience of Baker Tilly, the audit engagement partner assigned to the audit, the number and experience of supervisory and professional staff to be assigned to the audit, and most importantly, the other audit engagements of Baker Tilly, which in the Board's view, align well with the Group's audit requirements, taking into consideration the size and complexity of the Group and the jurisdictions in which it operates, given that Baker Tilly has experience in the audit of mid-market companies with operations in Asian emerging economies, and is familiar with the intricacies of operating in such Asian emerging markets and able to effectively work with the local auditors to ensure a smooth audit process, are satisfied that the appointment of Baker Tilly 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 Baker Tilly as the external auditors of the Company at the forthcoming AGM, subject to shareholders' approval.

The Company hereby confirms its compliance with the requirements under Rule 712 and Rule 715 of the Rules of Catalist. The Board and the AC are of the opinion that Baker Tilly fulfills the audit needs of the Group in accordance with Rule 712 of the Rules of Catalist. Furthermore, in alignment with Rule 715 of the Rules of Catalist, Baker Tilly has been appointed to audit all Singapore-incorporated subsidiaries to maintain the previous audit scope consistency.

(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, which is held in Singapore. 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 Company's AGM last year, and had addressed the questions put forward by the shareholders at the AGM.

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 and vote tabulation procedures used are disclosed before the general meetings proceed, with independent scrutineers appointed to validate the voting process and procedures. All shareholders are entitled to vote by poll in accordance with the Rules of Catalist and established voting rules and procedures. In absentia voting at general meetings of shareholders by way of mail, facsimile or email is supported and made available.

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. An announcement of the detailed results is made immediately after the conclusion of the general meeting.

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.

As disclosed in the unaudited results for FY2023, the Board is not recommending any dividend distribution to its shareholders for FY2023 to focus the Group's resources on working capital requirements and upcoming expansion projects. 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, 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 FY2023 which will be published on or before 31 May 2024. 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. A detailed explanation on this engagement process will be provided in the Sustainability Report to be published by the Company on or before 31 May 2024.

(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 FY2023 or if not subsisting, entered into since the end of the previous financial year ended 31 December 2022.

(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 FY2023, the Company has complied with Rule 1204(19) of the Rules of Catalist on best practices 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 FY2023. The amount of fees paid to Rajah & Tann Singapore LLP, an affiliate of R & T Corporate Services Pte. Ltd., for work done in FY2023, was approximately S$107,828.

(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 [1]	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 [1]	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	606	3 years
Industrial Lot	7th Street, Phase II Mariveles Bataan, Philippines	17,856	25 years
Industrial Lot [2]	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 [1]	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 2023, 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 13 of the financial statements of this FY2023 annual report.

STATISTICS OF SHAREHOLDINGS

MEDTECS INTERNATIONAL CORPORATION LIMITED
AS AT 28 MARCH 2024

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

SIZE OF SHAREHOLDINGS	NO. OF SHAREHOLDERS	%	NO. OF SHARES	%
1 - 99	12	0.16	427	0.00
100 - 1,000	507	6.93	311,382	0.05
1,001 - 10,000	4,060	55.46	16,468,041	3.00
10,001 - 1,000,000	2,712	37.05	163,105,346	29.69
1,000,001 AND ABOVE	29	0.40	369,526,044	67.26
TOTAL	7,320	100.00	544,911,240	100.00

Shareholdings of Directors

AS AT 28 March 2024

	Direct Interest	%	Deemed Interest	%
Clement Yang Ker-Cheng [a]	36,373,285	6.68	21,375,198	3.92
William Yang Weiyuan [b]	-	-	3,000,000	0.55
Lim Tai Toon [c]	-	-	20,000	0.004

Notes:

(a) Clement Yang Ker-Cheng is deemed to be interested in 18,506,621 shares and 2,868,577 shares held by South World Investment Ltd. and Maybank Kim Eng Securities Pte. Ltd., respectively.

(b) 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.

(c) Lim Tai Toon is deemed to be interested in 20,000 shares held by his wife, Mdm Wong Lai Kwan.

Substantial Shareholders

AS AT 28 March 2024 (based on the Register of Substantial Shareholders)

	Direct Interest	%	Deemed Interest	%
Clement Yang Ker-Cheng	36,373,285	6.68	21,375,198	3.92

Percentage of Shareholdings in Public's Hands

As at 28 March 2024, 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 hands 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 28 MARCH 2024

NO.	NAME	NO. OF SHARES	%
1	CITIBANK NOMINEES SINGAPORE PTE LTD	212,161,050	38.62
2	YANG CLEMENT K C	36,373,285	6.62
3	SOUTH WORLD INVESTMENTS LIMITED	18,506,621	3.37
4	RAFFLES NOMINEES (PTE.) LIMITED	16,600,951	3.02
5	DBS NOMINEES (PRIVATE) LIMITED	12,370,100	2.25
6	PHILLIP SECURITIES PTE LTD	12,266,071	2.23
7	IFAST FINANCIAL PTE. LTD.	10,363,000	1.89
8	MAYBANK SECURITIES PTE. LTD.	8,052,977	1.47
9	DBS VICKERS SECURITIES (SINGAPORE) PTE LTD	5,432,614	0.99
10	TIGER BROKERS (SINGAPORE) PTE. LTD.	3,676,400	0.67
11	UOB KAY HIAN PRIVATE LIMITED	2,940,100	0.54
12	OCBC SECURITIES PRIVATE LIMITED	2,934,800	0.53
13	TAN JIN SIANG	2,700,000	0.49
14	KGI SECURITIES PTE. LTD.	2,672,400	0.49
15	BPS NOMINEES (PTE.) LTD.	2,036,800	0.37
16	HSBC (SINGAPORE) NOMINEES PTE LTD	2,000,700	0.36
17	MOOMOO FINANCIAL SINGAPORE PTE. LTD.	1,912,600	0.35
18	MERRILL LYNCH (SINGAPORE) PTE. LTD.	1,610,475	0.29
19	LIM & TAN SECURITIES PTE LTD	1,587,200	0.29
20	POON SENG KUN	1,510,000	0.27
	TOTAL	**357,708,144**	**65.11**

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 28 March 2024, 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 FY2023 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 Ker-Cheng, 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		850	
- Rent and maintenance fees		211	
- Raw materials and fixed assets		875	
- Others		156	

The amount at risk to the Company of US$2,092,000 represented approximately 1.65% of the audited consolidated net tangible assets of the Group for the financial year ended 31 December 2023.

The AC and the Board have reviewed the interested person transactions above and are of the opinion that the transactions were carried out on normal commercial terms, and are 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

*All capitalised terms used in the resolutions below and defined in the Appendix to this Notice of Annual General Meeting dated 15 April 2024 in relation to the proposed renewal of the share purchase mandate and the proposed adoption of the Medtecs Share Option Scheme (the "**Appendix**") shall, unless otherwise defined herein, have the respective meanings ascribed to them in the Appendix.*

NOTICE IS HEREBY GIVEN that the Annual General Meeting ("**AGM**") of Medtecs International Corporation Limited (the "Company") will be held at 600 North Bridge Road, #05-01 Parkview Square, Singapore 188778 on Tuesday, 30 April 2024 at 2.00 p.m. (Singapore time) for the purpose of considering and, if thought fit, passing the following resolutions as Ordinary Resolutions:

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 2023 together with the Auditors' Report thereon. **(Resolution 1)**

2. To re-elect Mr Clement Yang Ker-Cheng, 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 note Mr Lim Tai Toon, a Director, wishes to retire from office and not offer himself for re-election.

4. To note Ms Carol Yang Xiao-Qing, a Director, wishes to retire from office and not offer herself for re-election.

5. To approve the payment of Directors' fees of S$284,000 for the financial year ending 31 December 2024, to be paid quarterly in arrears. (2023: S$284,000) **(Resolution 3)**

6. To re-appoint Baker Tilly TFW LLP as Auditor of the Company and to authorise the Directors of the Company to fix their remuneration. **(Resolution 4)**

7. To transact any other ordinary business which may properly be transacted at an AGM.

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without modifications:

SHARE ISSUE MANDATE

8. "That pursuant to Rule 806 of the Rules of Catalist, 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 Rules of Catalist) 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 Rules of Catalist) 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 Rules of Catalist) 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 Rules of Catalist; 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 Rules of Catalist 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 (ii)]* **(Resolution 5)**

PROPOSED RENEWAL OF THE SHARE PURCHASE MANDATE

9. "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 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 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);

(iii) the date on which purchases and/or acquisitions of Shares by the Company pursuant to the Share Purchase Mandate are carried out to the full extent mandated; or

(iv) the date falling 12 months from the date of the AGM; 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 (iii)] **(Resolution 6)**

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 (5) 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 (5) 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 Rules of Catalist, for any corporate action that occurs during such five (5) Market Day 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 purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and 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% 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% 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% 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% 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.

PROPOSED ADOPTION OF THE MEDTECS SHARE OPTION SCHEME

10. "That:

(a) the share option scheme to be known as the "Medtecs Share Option Scheme" ("**Share Option Scheme**"), the rules of which ("**Scheme Rules**") has been appended to and a summary of which is set out in the Appendix to the Notice of Annual General Meeting dated 15 April 2024 and under which options (the "**Options**") will be granted to such persons to subscribe for ordinary Shares on such terms and conditions and in accordance with the Scheme Rules, be and is hereby approved and adopted; and

(b) the Directors of the Company and/or such committee comprising Directors of the Company duly authorised and appointed by the board of Directors of the Company to administer the Share Option Scheme, be and are hereby authorised:

(i) to establish and administer the Share Option Scheme;

(ii) to modify and/or amend the Share Option Scheme from time to time provided that the modifications and/or amendments are effected in accordance with the Scheme Rules and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Share Option Scheme;

(iii) to offer and grant options in accordance with the Scheme Rules and to allot and issue and/or deliver (including through the transfer of Shares of the Company) from time to time such number of Shares as may be required to be allotted, issued and/or delivered pursuant to the exercise of Options under the Share Option Scheme (provided always that the aggregate number of Shares to be issued pursuant to the Share Option Scheme shall not exceed fifteen per cent. (15%) of the total number of issued Shares excluding subsidiary holdings (as defined in the Rules of Catalist) and treasury shares of the Company from time to time;

(iv) subject to the same being allowed by law, to apply any Share purchased or acquired under any share purchase mandate and to deliver such existing Shares (including any treasury shares) towards the satisfaction of the Options granted under the Share Option Scheme; and

(v) to complete and do all acts and things (including executing such documents as may be required) as they may consider necessary, desirable or expedient to give effect to or for the purposes of this resolution or as they shall deem fit in the interests of the Company."
[See Explanatory Note (iv)] **(Resolution 7)**

BY ORDER OF THE BOARD

Abdul Jabbar Bin Karam Din
Company Secretary

Singapore, 15 April 2024

Explanatory Notes:

(i) Mr Clement Yang Ker-Cheng, upon re-election as a Director of the Company, will remain as the Chairman of the Board and Executive Director and a member of the Nominating Committee of the Company. The profile of Mr Clement Yang Ker-Cheng 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 2023 ("**Annual Report 2023**").

(ii) Ordinary Resolution 5 proposed in item 8 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 5 (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 Catalist) 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 Rules of Catalist) and treasury shares of the Company will be calculated based on the total number of issued shares excluding subsidiary holdings (as defined in the Rules of Catalist) and treasury shares of the Company at the time of the passing of Resolution 5, 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 Rules of Catalist; 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 5.

(iii) Ordinary Resolution 6 proposed in item 9 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 AGM of the Company that was held on 30 June 2023. Please refer to the Appendix to this Notice of AGM for more details.

(iv) Ordinary Resolution 7 proposed in item 10 above, if passed, is to authorise the Directors to offer and grant Options in accordance with the Share Option Scheme and to allot and issue shares under the Share Option Scheme. Please refer to the Appendix to this Notice of AGM for more details.

Notes:

1. The AGM of the Company will be held, in a wholly physical format at 600 North Bridge Road, #05-01 Parkview Square, Singapore 188778 on 30 April 2024 at 2.00 p.m. There will be no option for Shareholders to participate in the AGM virtually.

2. Attendees must bring their original NRIC/Passport for verification and registration on the day of the AGM.

3. Documents and information relating to the AGM, including the (i) Annual Report 2023; (ii) this Notice of AGM; (iii) the Appendix to this Notice of AGM; and (iv) the Proxy Forms are electronically available on the Company's website at the URL https://www.medtecs.com/investor-relations/agm-and-sgm/ and on SGXNET at the URL https://www.sgx.com/securities/company-announcements.

4. Printed copies of the Annual Report 2023 and the Appendix will not be despatched to Shareholders, unless otherwise requested.

   For Shareholders' convenience, printed copies of (a) this Notice of AGM, (b) the Proxy Forms and (c) a Request Form (to request for printed copies of the Annual Report 2023 and/or the Appendix) (the "**Request Form**") have been despatched to Shareholders.

   For Shareholders to receive the physical copies of Annual Report 2023 and/or the Appendix, please have the Request Form completed and returned to the office of the Company's Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632 no later than 22 April 2024. Alternatively, the completed Request Form may be submitted electronically via email to medtecs@boardroomlimited.com no later than 22 April 2024. Printed copies of the Annual Report 2023 and/or the Appendix will then be sent to the address specified by the Shareholder(s) at his/her/its own risk.

5. <u>Questions and answers and minutes of the AGM</u>

   Shareholders and persons who hold Shares through a relevant intermediary (including SRS investors), or where applicable, their appointed proxy(ies) are strongly encouraged to submit to the Company, questions related to the resolutions to be tabled for approval at the AGM in advance of the AGM. In order to do so, their questions must be received by the Company no later than 5 p.m. (Singapore time) on 22 April 2024, being at least seven (7) calendar days from the Notice of AGM. Such questions may be submitted in the following manner:

   (a) Shareholders (including SRS investors) may submit their questions electronically to the Company's Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd. via email to medtecs@boardroomlimited.com or by post or by depositing it at the office of the Company's Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632;

   (b) persons who hold Shares through relevant intermediaries (other than SRS investors) may submit questions through their relevant intermediary, who in turn may submit a consolidated list of questions to the Company's Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd., via email to medtecs@boardroomlimited.com; or

   (c) Shareholders and persons who hold Shares through a relevant intermediary (including SRS investors) who submit questions in advance of the AGM should provide the following information to the Company (or, in the case of persons who hold Shares through a relevant intermediary, their relevant intermediary) for verification purposes:

      (i) the Shareholder's full name;
      (ii) the Shareholder's address, contact number and email address; and
      (iii) the manner in which the Shareholder holds Shares (e.g. if you hold Shares directly, please provide your NRIC/Passport No.; otherwise, please state if you hold your Shares through SRS, or through a relevant intermediary).

   "**relevant intermediary**" means:

   (a) a banking corporation licensed under the Banking Act 1970 of Singapore, or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds Shares in that capacity;

   (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001 of Singapore, and who holds Shares in that capacity; or

   (c) the Central Provident Fund Board ("**CPF Board**") established by the Central Provident Fund Act 1953 of Singapore, in respect of Shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the CPF Board holds those Shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

   Shareholders attending the AGM may also ask questions at the AGM. The Company will endeavour to address all substantial and relevant questions (which are related to the resolution(s) to be tabled for approval at the AGM) submitted in advance of the AGM and received by 5 p.m. (Singapore time) on 22 April 2024, being at least seven (7) calendar days from the Notice of AGM.

   The Company will publish the responses to those questions which the Company will not be addressing during the AGM, on the Company's website and on SGXNET at least forty-eight (48) hours prior to the closing date and time for the lodgment of proxy forms. Should there be subsequent clarification sought, or follow up questions after the deadline for submission of questions, the Company will address those substantial and relevant questions during the AGM. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.

   The Company will publish the minutes of the AGM within one (1) month after the AGM on the Company's website at https://www.medtecs.com/investor-relations/agm-and-sgm/ and on SGXNET at https://www.sgx.com/securities/company-announcements and the minutes will include the responses to the substantial and relevant questions received from Shareholders which are addressed during the AGM.

6. <u>Voting, or appointing proxy(ies) to vote, at the AGM</u>

   A Shareholder who is a natural person and entitled to attend, speak and vote at the AGM and hold two (2) or more shares is entitled to appoint not more than two (2) proxies to attend, speak and vote in his/her stead. A proxy need not be a Shareholder.

   A Shareholder who is not a natural person and entitled to attend, speak and vote at the AGM is entitled to appoint more than two (2) proxies to attend, speak and vote in his/her stead.

Where a Shareholder appoints more than one (1) proxy, the appointments shall be invalid unless he/she specifies the proportion of his/her holding (expressed as a percentage of the whole) to be represented by each proxy.

A Shareholder who wishes to exercise his/her/its voting rights at the AGM may: (a) vote at the AGM in person or (b) appoint proxy(ies) to vote on his/her/its behalf at the AGM. A Shareholder who wishes to submit an instrument appointing proxy(ies) must complete the accompanying Proxy Form before submitting it in the manner set out below.

In the Proxy Form, a Shareholder should specifically direct the proxy on how he/she/it is to vote for, vote against, or abstain from voting on, each of the resolution(s) to be tabled at the AGM. All valid votes cast via proxy on each resolution will be counted. If no specific direction as to voting is given, the proxy (including the Chairman of the AGM) may vote or abstain from voting at his/her/its discretion.

A Shareholder who wishes to appoint a proxy/proxies to attend the AGM and vote on his/her/its behalf at the AGM, should complete the Shareholders' Proxy Form and submit the duly completed Shareholders' Proxy Form to the Company **by 2.00 p.m. on 28 April 2024**, being not less than forty-eight (48) hours before the time appointed for holding the AGM, through any one of the following manners:

(a) if by electronic communication, via email to the Company's Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd. at medtecs@boardroomlimited.com; or

(b) if sent personally or by post, be lodged at the office of the Company's Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632.

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 2.00 p.m. on 28 April 2024**, being not less than forty-eight (48) hours before the time appointed for holding the AGM, through any one of the following manners:

(a) if by electronic communication, via email to the Company's Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd. at medtecs@boardroomlimited.com; or

(b) if sent personally or by post, be lodged at the office of the Company's Singapore Share Transfer Agent, 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.

A Depositor who is a natural person need not complete the CDP Proxy Form if he/she intends to attend in person.

Printed copies of the Proxy Forms have been despatched to Shareholders and the Proxy Forms may also be accessed at the Company's website at https://www.medtecs.com/investor-relations/agm-and-sgm/ and on SGXNET at https://www.sgx.com/securities/company-announcements.

Completion and submission of the Proxy Form shall not preclude a Shareholder from attending, speaking and voting at the AGM. Any appointment of a proxy or proxies (including the Chairman of the AGM) shall be deemed to be revoked if a Shareholder attends the AGM, and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the Proxy Form to the AGM.

Note: Please refer to the Notes to the Proxy Form for additional documentary requirements in the event the Proxy Form is signed by an attorney or duly authorised officer or executor(s) on behalf of a deceased individual's estate.

Personal data privacy:

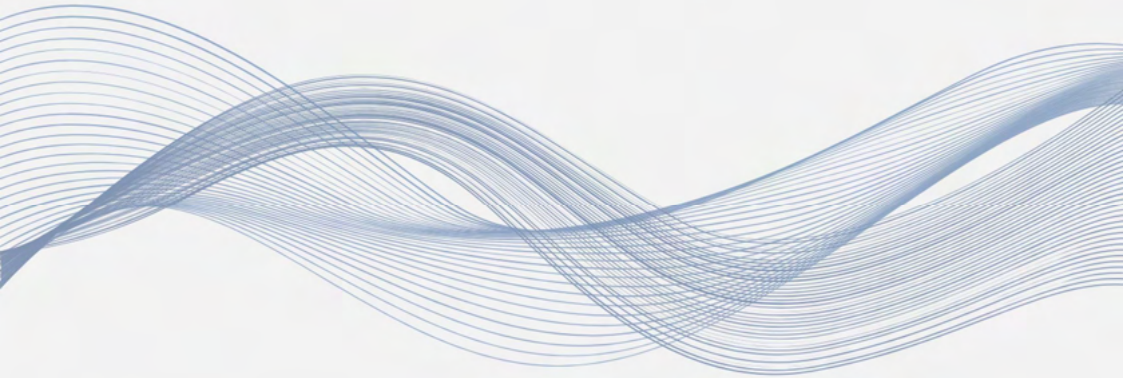
By attending the AGM, submitting questions in advance of the AGM and/or submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a Depositor or a member of the Company (i) consents to the collection, use and disclosure of the Depositor's or the member's personal data, as contained in any communication from or on behalf of the Depositor or member in relation to the AGM (including but not limited to questions sent in advance of the AGM and proxy forms), by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes, questions submitted and the answers thereto for disclosure and publication before, at or after (as the case may be) the AGM and/or on SGXNET and the Company's website (including publication of the names of the Shareholders/proxies/representatives asking questions) and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules including code of corporate governance, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that all information submitted is true and accurate, and where the Depositor or the member discloses the personal data of the Depositor's or the member's proxy(ies) and/or representative(s) and/or any other party to the Company (or its agents or service providers), 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 or service providers) 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

The directors are pleased to present their statement to the members together with the audited consolidated financial statements of Medtecs International Corporation Limited (the "**Company**") and its subsidiaries (the "**Group**") and the statement of financial position and statement of changes in equity of the Company for the financial year ended 31 December 2023.

In the opinion of the directors:

(i) the consolidated financial statements of the Group and the statement of financial position and statement of changes in equity of the Company as set out on pages 73 to 141 are drawn up so as to give a true and fair view of the financial position of the Group and of the Company as at 31 December 2023 and of the financial performance, changes in equity and cash flows of the Group and changes in equity of the Company for the financial year then ended in accordance with the provisions of Singapore Financial Reporting Standards (International); and

(ii) at the date of this statement there are reasonable grounds to believe that the Company will be able to pay its debts as and when they fall due.

Directors

The directors in office at the date of this statement are:

Clement Yang Ker-Cheng	(Chairman)
William Yang Weiyuan	(Deputy Chairman and CEO)
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 By-Law 86 of the Company's By-Laws, Clement Yang Ker-Cheng retires by rotation and, being eligible, offer himself for re-election.

Arrangement to enable directors to acquire benefits

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.

Directors' interest 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 of the Company and related corporations (other than wholly-owned subsidiaries) as stated below:

	Direct interest			Deemed interest		
Name of directors	**At 1 January 2023**	**At 31 December 2023**	**At 21 January 2024**	**At 1 January 2023**	**At 31 December 2023**	**At 21 January 2024**
Ordinary shares of the Company at par value of US$0.05 each						
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	–	–	–	3,000,000	3,000,000	3,000,000
Lim Tai Toon	–	–	–	20,000	20,000	20,000

Directors' interest in shares or debentures (cont'd)

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.

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.

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 CEO, 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.

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.

Share options

The Company's Share Option Scheme (the "Scheme"), issued on 30 April 2012, has lapsed on 29 May 2022. The Company will be implementing a new share option scheme to incentivise and retain talent within the organisation. Shareholders approval is being sought for the adoption of Medtecs Share Option Scheme.

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.

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 Catalist.

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 9 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.

Independent auditor

The independent auditor, Baker Tilly TFW LLP, has expressed its willingness to accept re-appointment.

On behalf of the directors

Clement Yang Ker-Cheng
Director

William Yang Weiyuan
Director

Independent Auditor's Report

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF MEDTECS INTERNATIONAL CORPORATION LIMITED

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of Medtecs International Corporation Limited (the "Company") and its subsidiaries (the "Group") as set out on pages 73 to 141, which comprise the statements of financial position of the Group and the Company as at 31 December 2023, and the consolidated statements of comprehensive income, consolidated statements of changes in equity and consolidated statement of cash flows of the Group and the statement of changes in equity of the Company for the financial year then ended, and notes to the financial statements, including material accounting policies.

In our opinion, the accompanying consolidated financial statements of the Group 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 2023 and of the consolidated financial performance, consolidated changes in the equity and consolidated cash flows of the Group and changes in equity of the Company 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.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF MEDTECS INTERNATIONAL CORPORATION LIMITED (cont'd)

Report on the Audit of the Financial Statements (cont'd)

Key Audit Matters (cont'd)

Assessment of inventory valuation

The Group has $37,359,000 of inventories as of 31 December 2023, representing 22% of its total assets. The Group records its inventories at the lower of cost and net realisable value. Cost of inventory is determined on a weighted-average method. Allowances for write down of inventory are provided and to reduce the carrying amount of the inventories to their net realisable values.

Management establishes a basis of allocation of direct labour and factory overheads to the finished goods and work-in-progress. Management also reviews the inventory ageing report to identify slow-moving inventories and estimates the amount of allowance based on latest replacement costs of raw materials and subsequent selling prices for inventories.

Significant judgment and estimates are involved in the allocations of direct labour and factory overheads and the assessment of inventory allowance which may have significant impact on the valuation of inventories. Hence, inventory valuation is identified as a key audit matter.

Together with the component auditors, we have performed the following audit procedures, amongst others, in response to the above-mentioned key audit matter:

- Obtained an understanding of management's control on recording of purchases of raw materials, allocation of direct labour and production overheads to cost of inventories and management's assessment of allowance for write down of inventory;
- On a sample basis, we:
  - Verified purchases, direct labour and overhead costs incurred to suppliers' invoice and payroll records;
  - Tested mathematical accuracy of weight-average costing for inventories and allocation of labour costs and overheads;
  - Tested the integrity of the inventory reports in order to conclude that the inventory reports can be relied upon for the assessment of allowance for write down of inventory;
- Corroborated management's assessment of allowance for write down of inventory considering factors such as type of inventory, latest replacement costs of raw materials and selling prices subsequent to the financial year;
- Observed and inquired management for any identified obsolete or slow-moving inventories during our stocktake observation; and
- Assessed the adequacy and appropriateness of the disclosures made in the financial statements.

The related disclosures on the allowance for inventory assessment are included in Note 2.7 and Note 19 to the financial statements. The key sources of estimation uncertainty in relation to allowance for inventory are disclosed in Note 3(iii) to the financial statements.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF MEDTECS INTERNATIONAL CORPORATION LIMITED (cont'd)

Report on the Audit of the Financial Statements (cont'd)

Key Audit Matters (cont'd)

Allowance of expected credit losses for trade receivables

The Group has $24,349,000 of trade receivables as of 31 December 2023, representing 14% of its total assets. In determining the ECLs, Management performs specific assessment on significant long outstanding trade receivables and provision matrix for other trade receivables by considering both quantitative and qualitive information that is reasonable and supportable, including credit profile and characteristics of trade receivables. Given the materiality of the trade receivables and significant estimations involved in the ECLs assessment, we have identified this as key audit matter.

Together with the component auditors, 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 ECLs 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 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 ECLs for these debtors. Where applicable, we reviewed debtors' payment history, current and future conditions of the debtors' operations and expected settlement plans for the outstanding balances; and
- Reviewed the adequacy and appropriateness of disclosures made in the financial statements.

The related disclosures on the ECLs for trade receivables and credit risk management process are included in Note 2.6 and Note 20 to the financial statements. The key sources of estimation uncertainty in relation to ECLs for trade receivables are disclosed in Note 3(ii) to the financial statements.

Impairment assessment on property, plant and equipment

As at 31 December 2023, the carrying amount of the Group's property, plant and equipment amounted to $40,566,000, representing 24% 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 property, plant and equipment concerned. During the financial year, the Group recognised impairment loss on property, plant and equipment of US$2,000,000.

For cash-generating units ("CGUs") where there are indicators impairment, management has prepared value-in-use and fair value less cost of disposal computations in assessing the recoverable amounts of the property, plant and equipment. This assessment required management to exercise significant estimation over the assumptions used in the preparation of the forecast and determination of fair values of the property, plant and equipment. The key assumptions and judgment adopted are the annual revenue growth rate, terminal growth rate, forecasted gross margins and discount rate and the determination of fair values less cost of disposal of the property, plant and equipment. Given the materiality of the property, plant and equipment, and significant 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.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF MEDTECS INTERNATIONAL CORPORATION LIMITED (cont'd)

Report on the Audit of the Financial Statements (cont'd)

Key Audit Matters (cont'd)

Impairment assessment on property, plant and equipment (cont'd)

Together with the component auditors, 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 and fair value less costs of disposal when indicators are present;
- Assessed market value adopted and reasonableness of adjustments made for the age and condition of the equipment and cost of disposal;
- 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 and other available information;
- Involved our internal valuation specialists to assist us in assessing the reasonableness of the discount rate used in the forecast;
- Performed sensitivity analysis of the recoverable amounts to changes in the key assumptions taking into consideration the general economic outlook; and
- Reviewed the adequacy and appropriateness of disclosures made in the financial statements.

The related disclosure is included in Note 12 to the financial statements. The key sources of estimation uncertainty in relation to impairment of non-financial assets are disclosed in Note 3(i) to the financial statements.

Other Matters

The financial statements of the Group and the Company for the financial year ended 31 December 2022 were audited by another auditor whose report dated 14 June 2023 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.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF MEDTECS INTERNATIONAL CORPORATION LIMITED (cont'd)

Report on the Audit of the Financial Statements (cont'd)

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 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.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF MEDTECS INTERNATIONAL CORPORATION LIMITED (cont'd)

Report on the Audit of the Financial Statements (cont'd)

Auditor's Responsibilities for the Audit of the Financial Statements (cont'd)

- 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 Ong Kian Guan.

Baker Tilly TFW LLP
Public Accountants and
Chartered Accountants
Singapore

11 April 2024

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

MEDTECS INTERNATIONAL CORPORATION LIMITED AND ITS SUBSIDIARIES
For the financial year ended 31 December 2023

	Note	Group 2023 US$'000	2022 US$'000
Revenue	4	**52,639**	56,243
Costs of sales and services		**(46,682)**	(59,580)
Gross profit/(loss)		**5,957**	(3,337)
Other items of income			
Other income - net	5	**1,987**	2,461
Financial income	7	**1,304**	905
Other items of expense			
Distribution and selling expenses		**(7,637)**	(12,009)
Administrative expenses		**(23,310)**	(17,723)
Financial expenses	8	**(816)**	(951)
Loss before tax	9	**(22,515)**	(30,654)
Tax expense	10	**27**	1,391
Net loss for the year		**(22,488)**	(29,263)
Other comprehensive income:			
Items that will be reclassified to profit or loss:			
Foreign currency translation reserve		**(115)**	(3,132)
Items that will not be reclassified to profit or loss:			
Remeasurement (loss)/gain on retirement benefit obligation, net of tax		**(39)**	198
Unrealised gain/(loss) on financial assets at fair value through other comprehensive income ("FAFVOCI")		**635**	(375)
Total comprehensive loss for the year, net of tax		**(22,007)**	(32,572)
Net loss attributable to:			
Equity holders of the Company		**(21,066)**	(28,596)
Non-controlling interests		**(1,422)**	(667)
Net loss for the year, net of tax		**(22,488)**	(29,263)
Total comprehensive loss attributable to:			
Equity holders of the Company		**(20,585)**	(31,905)
Non-controlling interests		**(1,422)**	(667)
Total comprehensive loss for the year, net of tax		**(22,007)**	(32,572)
Loss per share attributable to the equity holders of the Company (cents per share)	11		
- Basic and diluted		**(3.866)**	(5.244)

The accompanying notes form an integral part of these financial statements.

STATEMENTS OF FINANCIAL POSITION

MEDTECS INTERNATIONAL CORPORATION LIMITED AND ITS SUBSIDIARIES
At 31 December 2023

	Note	Group 2023 US$'000	Group 2022 US$'000	Company 2023 US$'000	Company 2022 US$'000
ASSETS					
Non-current assets					
Property, plant and equipment	12,35	**40,566**	43,592	**121**	194
Investment property	13	**2,505**	2,617	**–**	–
Assets held for leasing	14	**3,915**	4,116	**–**	–
Right-of-use assets	15,35	**9,109**	9,903	**145**	261
Net investment in sub-lease	15,35	**–**	–	**4,621**	4,544
Investment in subsidiaries	16	**–**	–	**28,241**	28,352
Intangible assets	17,35	**3,363**	848	**–**	–
Deferred tax assets	10,35	**2,254**	2,155	**–**	–
Trade receivables	20	**4,265**	–	**4,265**	–
Other non-current assets	18,35	**4,995**	8,429	**79**	112
		70,972	71,660	**37,472**	33,463
Current assets					
Inventories	19	**37,359**	36,394	**345**	3,304
Trade receivables	20	**20,084**	30,358	**9,980**	25,870
Other current assets	21,35	**5,311**	8,356	**156**	1,976
Due from subsidiaries, net	22	**–**	–	**15,379**	16,925
Cash, bank balances and fixed deposits	23	**33,041**	35,281	**351**	3,366
		95,795	110,389	**26,211**	51,441
Total assets		**166,767**	182,049	**63,683**	84,904
EQUITY AND LIABILITIES					
Current liabilities					
Trade payables and other current liabilities	24,35	**5,974**	6,447	**703**	579
Lease liabilities	15	**801**	575	**21**	129
Loans and borrowings	25	**23,861**	15,643	**–**	–
Income tax payable		**2,332**	2,415	**–**	–
		32,968	25,080	**724**	708
Net current assets		**62,827**	85,309	**25,487**	50,733
Non-current liabilities					
Lease liabilities	15	**2,243**	3,335	**186**	187
Deferred tax liabilities	10	**312**	391	**11**	13
Pension benefit obligation	6	**918**	811	**194**	167
Other non-current liabilities		**18**	117	**–**	–
		3,491	4,654	**391**	367
Total liabilities		**36,459**	29,734	**1,115**	1,075
Net assets		**130,308**	152,315	**62,568**	83,829

The accompanying notes form an integral part of these financial statements.

MEDTECS INTERNATIONAL CORPORATION LIMITED AND ITS SUBSIDIARIES

STATEMENTS OF FINANCIAL POSITION (cont'd)
At 31 December 2023

		Group		Company	
	Note	**2023 US$'000**	2022 US$'000	**2023 US$'000**	2022 US$'000
Equity attributable to equity holders of the Company					
Share capital	26	**27,471**	27,471	**27,471**	27,471
Less: Treasury shares	26	**(2,361)**	(2,361)	**(2,361)**	(2,361)
Share premium		**4,721**	4,721	**4,721**	4,721
Revenue reserves		**99,618**	120,424	**32,071**	53,332
Remeasurement gain on retirement benefit obligations		**211**	250	**105**	105
Foreign currency translation reserves	27	**(850)**	(735)	**–**	–
Other reserves	27	**394**	19	**561**	561
		129,204	149,789	**62,568**	83,829
Non-controlling interests	16	**1,104**	2,526	**–**	–
Total equity		**130,308**	152,315	**62,568**	83,829
Total equity and liabilities		**166,767**	182,049	**63,683**	84,904

The accompanying notes form an integral part of these financial statements.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

MEDTECS INTERNATIONAL CORPORATION LIMITED AND ITS SUBSIDIARIES
For the financial year ended 31 December 2023

	Share capital (Note 26) US$'000	Share premium US$'000	Revenue reserves US$'000	Remeasurement gain on retirement benefit obligations US$'000	Foreign currency translation reserves (Note 27) US$'000	Other reserves (Note 27) US$'000	Treasury shares (Note 26) US$'000	Non-controlling interest (Note 16) US$'000	Total US$'000
2023									
Group									
Balance at 1 January 2023	27,471	4,721	120,424	250	(735)	19	(2,361)	2,526	152,315
Net loss for the year, net of tax	–	–	(21,066)	–	–	–	–	(1,422)	(22,488)
Other comprehensive income									
Foreign currency translation reserves	–	–	–	–	(115)	–	–	–	(115)
Unrealised gains on FAFVOCI	–	–	–	–	–	635	–	–	635
Disposal of FAFVOCI	–	–	260	–	–	(260)	–	–	–
Remeasurement loss on retirement benefit obligation, net of tax	–	–	–	(39)	–	–	–	–	(39)
Other comprehensive income/(loss) for the year	–	–	260	(39)	(115)	375	–	–	481
Total comprehensive (loss)/income for the year, net of tax	–	–	(20,806)	(39)	(115)	375	–	(1,422)	(22,007)
Balance at 31 December 2023	**27,471**	**4,721**	**99,618**	**211**	**(850)**	**394**	**(2,361)**	**1,104**	**130,308**

The accompanying notes form an integral part of these financial statements.

MEDTECS INTERNATIONAL CORPORATION LIMITED AND ITS SUBSIDIARIES

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (cont'd)
For the financial year ended 31 December 2023

	Share capital (Note 26) US$'000	Share premium US$'000	Revenue reserves US$'000	Remeasurement gain on retirement benefit obligations US$'000	Foreign currency translation reserves (Note 27) US$'000	Other reserves (Note 27) US$'000	Treasury shares (Note 26) US$'000	Non-controlling interest (Note 16) US$'000	Total US$'000
2022									
Group									
Balance at 1 January 2022	27,471	4,721	152,291	52	2,397	394	(2,112)	2,693	187,907
Net loss for the year, net of tax	–	–	(28,596)	–	–	–	–	(667)	(29,263)
Other comprehensive income									
Foreign currency translation reserves	–	–	–	–	(3,132)	–	–	–	(3,132)
Unrealised losses on FAFVOCI	–	–	–	–	–	(375)	–	–	(375)
Remeasurement gain 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 26)	–	–	–	–	–	–	(249)	–	(249)
Minority investment	–	–	–	–	–	–	–	500	500
Cash dividends (Note 28)	–	–	(3,271)	–	–	–	–	–	(3,271)
Balance at 31 December 2022	27,471	4,721	120,424	250	(735)	19	(2,361)	2,526	152,315

The accompanying notes form an integral part of these financial statements.

STATEMENT OF CHANGES IN EQUITY

MEDTECS INTERNATIONAL CORPORATION LIMITED AND ITS SUBSIDIARIES
For the financial year ended 31 December 2023

	Share capital (Note 26) US$'000	Share premium US$'000	Revenue reserves US$'000	Remeasurement gain on retirement benefit obligations US$'000	Other reserves (Note 27) US$'000	Treasury shares (Note 26) US$'000	Total equity US$'000
2023							
Company							
Balance at 1 January 2022	27,471	4,721	68,230	49	561	(2,112)	98,920
Net loss for the year	–	–	(11,627)	–	–	–	(11,627)
Remeasurement gain on retirement benefit obligation, representing other comprehensive income for the year, net of tax	–	–	–	56	–	–	56
Total comprehensive (loss)/income for the year, net of tax	–	–	(11,627)	56	–	–	(11,571)
Purchase of treasury shares (Note 26)	–	–	–	–	–	(249)	(249)
Cash dividends (Note 28)	–	–	(3,271)	–	–	–	(3,271)
Balance at 31 December 2022/ 1 January 2023	27,471	4,721	53,332	105	561	(2,361)	83,829
Net loss for the year, representing total comprehensive loss for the year, net of tax	–	–	(21,261)	–	–	–	(21,261)
Balance at 31 December 2023	**27,471**	**4,721**	**32,071**	**105**	**561**	**(2,361)**	**62,568**

The accompanying notes form an integral part of these financial statements.

CONSOLIDATED STATEMENT OF CASH FLOWS

MEDTECS INTERNATIONAL CORPORATION LIMITED AND ITS SUBSIDIARIES
For the financial year ended 31 December 2023

	Note	**2023 US$'000**	2022 US$'000
Operating activities			
Loss before tax		**(22,515)**	(30,654)
Adjustments for:			
Depreciation:			
- Property, plant and equipment	12	**4,118**	3,177
- Assets held for leasing	14	**1,956**	1,988
- Right-of-use assets	15	**1,023**	1,128
- Investment property	13	**112**	111
Impairment loss on property, plant and equipment	12	**2,000**	–
Write off of:			
- Receivables	21	**90**	–
- Golf membership	18	**29**	–
Provision for:			
- Write down of inventory	19	**3,072**	11,748
- Expected credit losses on receivables	20	**6,004**	3,591
- Impairment on other current assets	21	**822**	204
Reversal of:			
- Write down of inventory	19	**(1,440)**	–
- Expected credit losses on receivables	20	**(125)**	–
Interest expense on loans and lease liabilities	8	**742**	819
Unrealised currency translation gains		**(51)**	(261)
Net changes in pension benefits obligation		**68**	(66)
Other finance expenses	8	**74**	132
Interest income	7	**(1,304)**	(642)
Dividend income from quoted equity investments	5	**(126)**	(263)
Gain on disposal of property, plant and equipment	5	**(345)**	(165)
Operating cash flows before changes in working capital		**(5,796)**	(9,153)
(Increase)/decrease in:			
- Inventories		**(2,596)**	728
- Trade receivables		**157**	7,872
- Other current assets		**1,844**	4,524
- Guarantee deposits and deposits (non-current)		**99**	(312)
Decrease in:			
- Trade payables and other liabilities		**(578)**	(1,691)
- Deferred lease income		**(4)**	(5)
Cash (used in)/generated from operations		**(6,874)**	1,963
Income taxes paid		**(237)**	(590)
Other finance cost paid		**(74)**	(132)
Interest received from loans and receivables		**–**	24
Net cash (used in)/generated from operating activities		**(7,185)**	1,265

The accompanying notes form an integral part of these financial statements.

MEDTECS INTERNATIONAL CORPORATION LIMITED AND ITS SUBSIDIARIES

CONSOLIDATED STATEMENT OF CASH FLOWS (cont'd)
For the financial year ended 31 December 2023

	Note	**2023 US$'000**	2022 US$'000
Investing activities			
Proceeds from disposal of:			
- Property, plant and equipment	12	**364**	180
- Assets held for leasing		**24**	22
- Quoted equity investments	18	**3,938**	–
Purchases of:			
- Property, plant and equipment	12	**(3,113)**	(13,597)
- Assets held for leasing	14	**(1,779)**	(1,674)
- Intangible assets	17	**(2,515)**	–
Refund received/(deposits paid) for purchase of property, plant and equipment	21	**289**	(2,254)
Investment in:			
- Quoted equity investment		**–**	(1,893)
- Investment in unquoted bond		**–**	(3,000)
Interest received from fixed deposit and investment in unquoted bond	7	**1,304**	618
Dividend received from quoted equity investments	5	**126**	263
Fixed deposits with maturity of more than 90 days		**10,970**	(7,828)
Net cash generated from/(used in) investing activities		**9,608**	(29,163)
Financing activities			
Interest paid on loans and borrowings	8	**(470)**	(423)
Pledge of fixed deposits		**(4,547)**	(56)
Proceeds from loans and borrowings	25	**23,861**	15,643
Repayment of loans and borrowings	25	**(15,643)**	(9,306)
Cash dividends paid		**–**	(3,271)
Purchase of treasury shares	26	**–**	(249)
Minority investment		**–**	500
Principal payments of lease liabilities	15	**(1,089)**	(5,459)
Interest payments of lease liabilities	15	**(272)**	(396)
Net cash generated from/(used in) financing activities		**1,840**	(3,017)
Net increase/(decrease) in cash and cash equivalents		**4,263**	(30,915)
Cash and cash equivalents at beginning of the financial year	23	**18,122**	49,015
Effects of currency translation on cash and cash equivalents		**(80)**	22
Cash and cash equivalents at end of the financial year	23	**22,305**	18,122

The accompanying notes form an integral part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS

MEDTECS INTERNATIONAL CORPORATION LIMITED AND ITS SUBSIDIARIES
For the financial year ended 31 December 2023

These notes form an integral part of and should be read in conjunction with the accompanying financial statements.

1 Corporate information

Medtecs International Corporation Limited (the "Company") is a limited liability company, which is domiciled in the Philippines, incorporated in Bermuda and is listed on the Catalist 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. The Company's principal place of business is located at 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 16 to the financial statements.

2 Material accounting policies

2.1 Basis of preparation

The financial statements 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.

Use of estimates and judgements

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The areas involving a higher degree of judgement in applying accounting policies, or areas where assumptions and estimates have a significant risk of resulting in material adjustment within the next financial year are disclosed in Note 3 to the financial statements.

The carrying amounts of cash and cash equivalents, trade and other current receivables and payables (other than lease liabilities) approximate their respective fair values due to the relatively short-term maturity of these financial instruments.

Adoption of new and amended standards and interpretations

In the current financial year, the Group has adopted all the new and revised SFRS(I) and SFRS(I) Interpretations ("SFRS(I) INT") that are relevant to its operations and effective for the current financial year. Changes to the Group's accounting policies have been made as required, in accordance with the transitional provisions in the respective SFRS(I) and SFRS(I) INT.

2 Material accounting policies (cont'd)

2.1 Basis of preparation (cont'd)

Adoption of new and amended standards and interpretations (cont'd)

The adoption of these new/revised SFRS(I) and SFRS(I) INT did not have any material effect on the financial results or position of the Group and the Company except as disclosed below:

Amendments to SFRS(I) 1 and SFRS(I) Practice Statement 2: Disclosure of Accounting Policies

The amendments to SFRS(I) 1 and SFRS(I) Practice Statement 2 Making Materiality Judgements provide guidance and examples to help entities apply materiality judgements to accounting policy disclosures. The amendments require entities to disclose their material accounting policies rather than their significant accounting policies, and provide guidance on how entities apply the concept of materiality in making decisions about accounting policy disclosures.

The Group has adopted the amendments to SFRS(I) 1 on disclosures of accounting policies. The amendments have no impact on the measurement, recognition and presentation of any items in the Group's and the Company's financial statements.

New and revised standards not yet effective

New standards, amendments to standards and interpretations that have been issued at the end of the reporting period but are not yet effective for the financial year ended 31 December 2023 have not been applied in preparing these financial statements. None of these are expected to have a significant effect on the financial statements of the Group and the Company.

2.2 Functional and foreign currency

Items included in the financial statements of each entity in the Group are measured using the currency of the primary economic environment in which that entity operates (the "functional currency"). The financial statements of the Group and the Company are presented in US$, which is the Company's functional currency.

2.3 Property, plant and equipment

Property, plant and equipment are initially recognised at cost and subsequently carried at cost less accumulated depreciation and any impairment in value. 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:

	Years
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

Construction-in-progress represents assets in the course of construction for production, or administrative purposes, or for purposes not yet determined, are carried at cost, less any recognised impairment loss until construction or development is completed.

2.4 Investment property

Investment property is property that is owned by the Group to earn rentals.

Investment property is measured at cost less accumulated depreciation and accumulated impairment loss. Depreciation is computed on a straight-line basis over the estimated useful life of 48 years or term of the lease, whichever is shorter.

2 Material accounting policies (cont'd)

2.5 Intangible assets

Goodwill

Goodwill is initially measured at cost. Following initial recognition, goodwill is measured at cost less any accumulated impairment losses.

Computer software

Computer software is stated at cost less accumulated amortisation and accumulated impairment losses. The costs are amortised using the straight-line method over their estimated useful lives of 10 years.

2.6 Financial instruments

i) Financial assets

Recognition and derecognition

Regular way purchases and sales of financial assets are recognised on trade date - the date on which the Group commits to purchase or sell the asset. Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all risks and rewards of ownership.

Financial assets are initially measured at fair value. Transaction costs that are directly attributable to the acquisition of financial assets (other than financial assets at fair value through profit or loss) are added to the fair value of the financial assets on initial recognition. Trade receivables without a significant financing component is initially measured at transaction prices.

Classification and measurement

All financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets. The classification is based on the entity's business model for managing the financial asset and the contractual cash flow characteristics of the financial assets.

Subsequent measurement

Debt instruments

Debt instruments include cash and cash equivalents, trade and other receivables (excluding prepayments) and investment in unquoted bond. 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 Group only has debt instruments at amortised cost.

Financial assets at amortised cost are subsequently measured using the effective interest rate ("EIR") method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired. Interest income from these financial assets is included in interest income using the EIR method.

Equity instruments

The Group has designated all of its equity investments that are not held for trading as at FVOCI at initial recognition. Gains and losses arising from changes in fair value of these equity investments classified as FVOCI are presented as "fair value gains/losses" in other comprehensive income and accumulated in fair value reserve and will never be reclassified to profit or loss. On disposal of an equity investment, the difference between the carrying amount and sales proceed amount would be recognised in profit or loss except for equity investment designated at FVOCI which would be recognised in other comprehensive income. Fair value reserve relating to the disposed asset would be transferred to retained earnings upon disposal. Dividends from equity investments are recognised in profit or loss and presented in "other income". Equity investments classified as FVOCI are not subject to impairment assessment.

2 Material accounting policies (cont'd)

2.6 Financial instruments (cont'd)

i) Financial assets (cont'd)

Impairment

The Group recognises an allowance for expected credit losses ("ECLs") for financial assets carried at amortised cost.

The impairment methodology applied depends on whether there has been a significant increase in credit risk. 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 required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

For trade receivables that do not have a significant financing component, the Group applies a simplified approach to recognise 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 as appropriate for current conditions and forward-looking factors specific to the debtors and the economic environment.

If the Group has measured the loss allowance for a financial asset at an amount equal to lifetime ECL in the previous reporting period, but determines at the current reporting date that the conditions for lifetime ECL are no longer met, the Group measures the loss allowance at an amount equal to 12-month ECL at the current reporting date.

The Group recognises an impairment gain or loss in profit or loss for all financial assets with a corresponding adjustment to their carrying amount through a loss allowance account.

ii) Financial liabilities

Financial liabilities include trade and other payables, and loans and bank borrowings. Financial liabilities are recognised on the balance sheet when, and only when, the Group becomes a party to the contractual provisions of the financial instruments. Financial liabilities are initially recognised at fair value minus directly attributable transaction costs and subsequently measured at amortised cost using the effective interest method.

A financial liability is derecognised when the obligation under the liability is extinguished. Gains and losses are recognised in profit or loss when the liabilities are derecognised and through the amortisation process.

2.7 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 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 Material accounting policies (cont'd)

2.8 Employee benefits

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 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.

2.9 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.

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 ("ROU")

The Group recognises right-of-use assets at the commencement date of the lease (i.e. the date the underlying asset is available for use). The right-of-use assets comprise the initial measurement of the corresponding lease liabilities, lease payments made at or before the commencement date.

Right-of-use assets are subsequently measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the useful lives of the assets which ranges from 2 to 50 years.

The right-of-use assets are presented as a separate line in the balance sheets.

The Group applies FRS 36 *Impairment of Assets* to determine whether a right-of-use asset is impaired and accounts for any identified impairment loss.

2 Material accounting policies (cont'd)

2.9 Leases (cont'd)

As lessee (cont'd)

Lease liabilities

The lease liabilities are initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the rate implicit in the lease. If this rate cannot be readily determined, the Group uses its incremental borrowing rate.

The lease liabilities are presented as a separate line in the balance sheets.

The lease liabilities are subsequently measured by increasing the carrying amount to reflect interest on the lease liabilities using the effective interest method, and reducing the carrying amount to reflect the lease payments made.

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.

As intermediate lessor

When the Company is an intermediate lessor, it accounts for the head lease and the sub-lease as two separate contracts. The sub-lease is classified as a finance lease by reference to the right-of-use asset arising from the head lease.

2.10 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 Material accounting policies (cont'd)

2.11 Revenue recognition

Manufacturing, distribution and others

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 price only to the extent that it is 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.

At the end of each reporting date, the Group updates its measurement of any asset for the right to recover returned goods for changes in its expectations about returned goods.

Hospital laundry services

Revenue is 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 recognise revenue as invoiced which is the amount that corresponds directly with the value to the customer of the entity's performance to date.

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.

2.12 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 Material accounting policies (cont'd)

2.13 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.

2.14 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.

2.15 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.

2.16 Cash and cash equivalents in the statement of cash flows

For the purpose of presentation in the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand, deposits with financial institutions which are subject to an insignificant risk of change in value, deposits that are readily convertible (maturity of less than 90 days) to a known amount of cash and are subject to an insignificant risk of changes in value and excludes pledged deposits.

3 Critical accounting judgements and key sources of estimation uncertainty

Judgements made in applying the Group's accounting policies

In the process of applying the Group's accounting policies, which are described in Note 2, management has made the following judgement that has the most significant effect on the amounts recognised in the financial statements (apart from those involving estimations, which are dealt in the preceding paragraphs):

Functional currency

The Group measures foreign currency transactions in the respective functional currencies of the Company and its subsidiaries. In determining the functional currencies of the entities in the Group, judgement is required by management to determine the primary economic environment in which the entities operate, the entities' process of determining sales prices and the currency of the country whose competitive forces and regulations mainly influences the prices of its goods and services. Management has assessed that prices are mainly denominated and settled in the respective local currency of the entities of the Group. In addition, most of the entities' cost base is mainly denominated in their respective local currency. Therefore, management concluded that the functional currency of the entities of the Group is their respective local currency.

Deferred tax assets

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.

3 Critical accounting judgements and key sources of estimation uncertainty (cont'd)

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.

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 2023, there is no impairment indicator that the investment property and assets held for leasing held by the Group may be impaired.

In determining value in use of the asset, the Group and the Company estimate the expected future cash flows from the cash-generating unit incorporating the annual revenue growth rate, forecasted gross margins 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.

During the financial year, an impairment of $111,000 (2022: $1,000) and $2,000,000 (2022: Nil) was made against investments in subsidiaries and property, plant and equipment respectively. No impairment was recognised for goodwill. Further details of the impairment of investments in subsidiaries, goodwill and property, plant and equipment are disclosed in Note 16, and Note 17 to Note 12.

ii) Allowance of expected credit losses ("ECLs") for trade receivables

Management performs specific assessment on significant long outstanding trade receivables and provision matrix for other trade receivables by considering both quantitative and qualitive information that is reasonable and supportable, including credit profile and characteristics of trade receivables.

The Group considers the debtors' payment history, current and future conditions of the debtors' operations and expected settlement plans for the outstanding balances to calculate ECLs for specific assessment trade receivables.

The loss rate is calculated based on the Group's historical observed default rates. The Group will calibrate the matrix to adjust historical credit loss experience and consideration of data and information used by management in determining the forward-looking adjustments based on current economic condition. At every reporting date, historical credit loss rates are updated and changes in the forward-looking estimates are analysed.

The assessment of the correlation between historical observed default rates, forecast economic conditions (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 information about the ECLs on the Group's trade receivables is disclosed in Note 20.

During the financial year, the Group and the Company recognised provision for ECL amounting to $6,004,000 (2022: $3,591,000) and $6,000,000 (2022: $2,738,000) respectively.

3 Critical accounting judgements and key sources of estimation uncertainty (cont'd)

Key sources of estimation uncertainty (cont'd)

iii) Inventory valuation

The Group establishes a basis of allocation of direct labour and factory overheads to the finished goods and work-in-progress. Significant management judgement is required to determine the basis of allocation for each stage of production of inventories upon taking into consideration of the cost directly related to the production during the period.

The Group recognises provision for write down of inventory when the net realisable values of inventory items become lower than cost due to obsolescence or other causes. Management reviews the inventory ageing report on monthly basis to identify slow-moving inventories. For identified slow-moving inventories, Management estimates the amount of allowance based on latest replacement costs of raw materials and subsequent selling prices of inventories.

During the financial year, the Group recognised allowance for inventory of $3,072,000 (2022: $11,748,000). The information about the allowance for inventory is disclosed in Note 19.

iv) Income taxes

Uncertainties exist with respect to the interpretation of complex tax regulations and the amount and timing of future taxable income.

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 2023 was $2,332,000 (2022: $2,415,000).

(v) Useful lives of property, plant and equipment and assets held for leasing

The Group estimates the useful lives of its property, plant and equipment 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 and assets held for leasing 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 and assets held for leasing as at 31 December 2023 are disclosed in Notes 12 and 14.

vi) Estimating the incremental borrowing rate of the leases

The Group uses the incremental borrowing rate to measure the lease liabilities because the interest rate implicit in the lease is not readily determinable. The incremental borrowing rate is the rate of interest that a lessee 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 asset 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 (such as for subsidiaries that do not enter into financing transactions) 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 subsidiary's stand-alone credit rating. Any change in estimation of incremental borrowing rate may have a significant impact to the determination of lease liabilities and right-of-use asset. The carrying amount of lease liabilities and right-of-use assets are disclosed in Notes 15.

4 Revenue

Disaggregation of revenue

Group	Manufacturing		Hospital Services		Distribution and Others		Total	
	2023	2022	**2023**	2022	**2023**	2022	**2023**	2022
	US$'000	US$'000	**US$'000**	US$'000	**US$'000**	US$'000	**US$'000**	US$'000
Primary geographical markets								
North America	**8,411**	9,610	**–**	–	**–**	–	**8,411**	9,610
Asia Pacific	**5,731**	11,513	**14,544**	14,312	**3,537**	6,251	**23,812**	32,076
Europe	**20,416**	14,343	**–**	–	**–**	–	**20,416**	14,343
Australia	**–**	214	**–**	–	**–**	–	**–**	214
	34,558	35,680	**14,544**	14,312	**3,537**	6,251	**52,639**	56,243
Timing of transfer of goods or services								
At a point in time	**34,558**	35,680	**–**	–	**2,924**	5,638	**37,482**	41,318
Over time	**–**	–	**14,544**	14,312	**613**	613	**15,157**	14,925
	34,558	35,680	**14,544**	14,312	**3,537**	6,251	**52,639**	56,243

Revenue is derived from external customers who individually contributed 10% or more of the Group's revenue and are attributable to the segments as detailed below:

	Attributable segment	**2023**	2022
		US$'000	US$'000
Customer A	Manufacturing	**15,075**	11,705
Customer B	Distribution and Others	**3,940**	5,767
		19,015	17,472

5 Other income - net

	Group	
	2023	2022
	US$'000	US$'000
Foreign exchange (loss)/gain	**(35)**	830
Rent income	**369**	213
Gain on disposal of property, plant and equipment	**345**	165
Scrap sales	**304**	630
Gain from insurance claims	**–**	78
Other income from reversal of long-outstanding liabilities	**207**	42
Reversal of expected credit loss on receivables	**125**	–
Dividend income from quoted equity investments	**126**	–
Others	**546**	503
	1,987	2,461

Others include facilitation grant, administration fee and various miscellaneous and operating income generated.

Dividend income from quoted equity investments of $126,000 related to the quoted equity investment designated at FAFVOCI disposed during the year.

6 Employee benefits

	Group	
	2023	2022
	US$'000	US$'000
Personnel expenses		
Wages, salaries and bonus	**25,312**	25,437
Defined benefit plans and other employee benefits	**1,679**	1,368
	26,991	26,805

Personnel expenses include amounts disclosed as directors' remuneration in Note 29(b).

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.

6 Employee benefits (cont'd)

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 full time 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 2023 prepared by an independent actuary, and is determined using the projected unit credit actuarial cost method in accordance with SFRS(I) 1-19.

The components of the pension benefit expense recognised in the profit and loss accounts are as follows:

	Group	
	2023	2022
	US$'000	US$'000
Current service cost	**60**	74
Interest cost	**58**	49
Net benefit expense	**118**	123

The amount recognised in the balance sheet arising from the Group's unfunded obligation in respect of its defined benefit plan in 2023 were $918,000 (2022: $811,000). 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	
	2023	2022
	US$'000	US$'000
As at 1 January	**811**	1,075
Current service cost	**60**	74
Interest cost	**58**	49
Benefits paid	**(50)**	(35)
Translation adjustment	**–**	(154)
Net remeasurement gain/(loss)	**39**	(198)
As at 31 December	**918**	811

6 Employee benefits (cont'd)

Pension plan (cont'd)

The principal actuarial assumptions as at 31 December used to determine pension benefits are as follows:

	Group	
	2023	2022
	%	%
Discount rate	**6.03 - 6.06**	7.02 - 7.10
Salary increase rate	**5.0**	5.0

The history of experience adjustments are as follows:

	2023	2022	2021	2020	2019
	US$'000	US$'000	US$'000	US$'000	US$'000
Group					
Unfunded defined benefit obligation	**918**	811	1,075	1,221	927
Change in assumption adjustments on plan liabilities	**100**	(233)	(221)	267	133
Experience adjustments on plan liabilities	**(66)**	(30)	27	(119)	110

A quantitative sensitivity analysis for significant assumption as at 31 December 2023 is as shown below:

Assumptions	**Sensitivity Level (%)**	**Impact on defined benefit obligation (Decrease)/increase US$'000**
Discount rates	+0.5	(52)
	-0.5	55
Future salary increases	+2	218
	-2	(268)

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.

The following payments are expected contributions to the defined benefit plan obligation in future years as at 31 December 2023:

	Group
	US$'000
Within the next 12 months (next annual reporting period)	19
More than 1 year to 5 years	158
More than 5 years to 10 years	652
More than 10 years to 15 years	1,875
More than 15 years to 20 years	1,223
More than 20 years	4,367
	8,294

The average duration of the defined benefit plan obligation at the end of the reporting period is 18.75 years (2022: 18.50 years).

7 Financial income

	Group	
	2023	2022
	US$'000	US$'000
Interest income from:		
- Fixed deposits	**1,139**	453
- Investment in unquoted bond	**165**	165
- Loan and receivables	**–**	24
Dividend income from quoted equity investments	**–**	263
	1,304	905

8 Financial expenses

	Group	
	2023	2022
	US$'000	US$'000
Interest expenses from:		
- Loans from third parties (Note 25)	**470**	423
- Lease liabilities (Note 15)	**272**	396
Other financial expenses	**74**	132
	816	951

Other finance expenses include bank charges for loans, transfers of funds, payments and collections, and other related costs.

9 Loss before tax

	Group	
	2023	2022
	US$'000	US$'000
Costs of goods sold	**16,548**	20,568
Provision for:		
- Write down of inventory (Note 19)	**3,072**	11,748
- Expected credit losses on receivables (Note 20)	**6,004**	3,591
- Impairment on other current assets (Note 21)	**822**	204
Reversal of:		
- Write down of inventory (Note 19)	**(1,440)**	–
- Expected credit losses on receivables (Note 20)	**(125)**	–
Depreciation:		
- Property, plant and equipment (Note 12)	**4,118**	3,177
- Assets held for leasing (Note 14)	**1,956**	1,988
- Right-of-use assets (Note 15)	**1,023**	1,128
- Investment property (Note 13)	**112**	111
Operating lease expenses (Note 15)	**368**	414
Write off of:		
- Receivables (Note 21)	**90**	–
- Golf membership (Note 18)	**29**	–
Impairment loss on property, plant and equipment (Note 12)	**2,000**	–
Auditor remuneration:		
Audit services		
- auditor of the Company	**180**	235
- other auditors	**184**	204
Non-audit services		
- auditor of the Company	–	–
- other auditor of the Company	**8**	38

10 Tax expense

a) Major components of income tax expense

The major components of income tax expense for the years ended 31 December are:

	Group	
	2023	2022
	US$'000	US$'000
Current tax expense	**154**	499
Deferred tax expense:		
Origination and reversal of temporary differences	**(181)**	(1,890)
Income tax credit	**(27)**	(1,391)

b) Relationship between tax credit and accounting loss

The reconciliation between the tax credit and the product of accounting (loss)/profit multiplied by the applicable corporate tax rates for the years ended 31 December 2023 are as follows:

	Group	
	2023	2022
	US$'000	US$'000
Loss before tax	**(22,515)**	(30,654)
Tax on relevant profits/(losses) at the Parent Company's statutory rate	**–**	–
Adjustments:		
Effect of higher tax rates in Cambodia	**(96)**	(1,918)
Effect of higher tax rates in Philippines	**(1,243)**	(299)
Effect of higher tax rates in Taiwan	**107**	218
Effect of higher tax rates in China	**4**	5
Non-deductible expenses	**51**	(48)
Movement of unrecognised deferred tax assets	**1,011**	346
Translation adjustment	**222**	276
Unutilised tax losses	**–**	23
Other income subjected to final tax	**(64)**	(5)
Others	**(19)**	11
Income tax credit recognised in profit and loss	**(27)**	(1,391)

10 Tax expense (cont'd)

c) Deferred tax assets and liabilities

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when the deferred income taxes relate to the same fiscal authority.

The movements in the deferred tax account are as follows:

	Group		Company	
	2023 US$'000	2022 US$'000	**2023 US$'000**	2022 US$'000
Balance at beginning of the year	**1,764**	(114)	**(13)**	12
Currency translation differences	**(9)**	44	**–**	–
Tax credit/(charge) to				
- Profit or loss	**181**	1,890	**2**	(25)
- Other comprehensive income	**6**	(56)	**–**	–
Balance at end of the year	**1,942**	1,764	**(11)**	(13)
Representing:				
Non-current				
Deferred tax asset	**2,254**	2,155	**–**	–
Deferred tax liabilities	**(312)**	(391)	**(11)**	(13)
	1,942	1,764	**(11)**	(13)

10 Tax expense (cont'd)

The following are the major deferred tax liabilities and (assets) recognised by the Group and the movements thereon, during the current and prior reporting periods.

	Translation adjustments US$'000	**Right-of-use assets US$'000**	**Lease liabilities US$'000**	**Unutilized tax losses US$'000**	**Pension liabilities US$'000**	**Total US$'000**
Group						
Cost						
At 1 January 2022	(230)	(2,109)	2,120	–	105	(114)
Charged to profit or loss	(409)	1,557	(1,473)	2,105	110	1,890
Charged to other comprehensive income	–	–	–	–	(56)	(56)
Exchange differences	–	–	–	–	44	44
At 31 December 2022 (Note 35)	(639)	(552)	647	2,105	203	1,764
Charged to profit or loss	(187)	114	(100)	330	24	181
Charged to other comprehensive income	**–**	**–**	**–**	**–**	6	6
Exchange differences	**–**	**–**	**–**	**–**	(9)	(9)
At 31 December 2023	**(826)**	**(438)**	**547**	**2,435**	**224**	**1,942**

	Translation adjustments US$'000	**Total US$'000**
Company		
Cost		
At 1 January 2022	12	12
Charged to profit or loss	(25)	(25)
At 31 December 2022	(13)	(13)
Charged to profit or loss	2	2
At 31 December 2023	**(11)**	**(11)**

At the balance sheet date, the Group has unutilised tax losses of $15,844,000 (2022: $12,397,000) that are available for carry forward to offset against future taxable income subject to the agreement of the tax authorities and compliance with certain provisions of the tax legislation of the respective countries in which the companies operate. Deferred tax asset has been recognised in respect of $11,396,000 (2022: $10,519,000) of such losses. No deferred tax asset has been recognised in respect of the remaining $3,908,000 (2022: $1,878,000) losses as it is not probable that future taxable profits will be sufficient to allow the related tax benefits to be realised. Included in unrecognised tax losses are losses of $15,844,000 (2022: $12,397,000) that will expire in 2024 - 2028 (2022: 2023 - 2027). Other losses do not expire under current tax legislation.

Deferred tax asset of $500,000 has also not been recognised in respect of deductible temporary differences arising from impairments because it is not probable that future taxable profit will be available against which the related tax benefits can be utilised therefrom.

10 Tax expense (cont'd)

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 Company 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.

11 Loss per share

The following tables reflect the profit and loss accounts and share data used in the computation of basic and diluted loss per share for the year ended 31 December 2023:

	Group	
	2023 US$'000	2022 US$'000
Net loss attributable to ordinary equity holders of the Company used in the computation of basic and diluted EPS	**(21,066)**	(28,596)
Weighted average number of ordinary shares used to compute earnings per share ('000)	**544,911**	545,286
Basic and diluted loss per share (cents)	**(3.866)**	(5.244)

Earnings per share ("EPS") computation

The basic 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.

12 Property, plant and equipment

	Building and improvements US$'000	Machinery equipment and others US$'000	Furniture, fixtures and equipment US$'000	Leasehold improvements US$'000	Transportation Equipment US$'000	Construction in-progress US$'000	Total US$'000
Group							
Cost							
At 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	12,483	5,295	30	134	57	(17,999)	–
Exchange differences	(977)	(511)	(661)	(44)	(34)	–	(2,227)
Prior year adjustment (Note 35)	–	(2,254)	–	–	–	–	(2,254)
At 31 December 2022 (Note 35)	36,826	45,740	2,525	4,871	1,924	3,048	94,934
Additions	1,603	755	33	188	411	123	3,113
Disposals	–	(2,366)	(44)	–	(81)	–	(2,491)
Reclassification	3,102	(9)	(13)	(2)	2	(3,080)	–
Exchange differences	(10)	(3)	24	3	2	–	16
At 31 December 2023	**41,521**	**44,117**	**2,525**	**5,060**	**2,258**	**91**	**95,572**
Accumulated depreciation and impairment loss							
At 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)
At 31 December 2022	14,750	29,224	2,060	4,316	992	–	51,342
Depreciation charge for the year	1,215	2,317	182	182	222	–	4,118
Disposals	–	(2,352)	(39)	–	(81)	–	(2,472)
Reclassifications	(159)	9	(11)	158	3	–	–
Impairment loss	–	2,000	–	–	–	–	2,000
Exchange differences	(22)	1	24	8	7	–	18
At 31 December 2023	**15,784**	**31,199**	**2,216**	**4,664**	**1,143**	**–**	**55,006**
Net carrying amount							
At 31 December 2022	22,076	16,516	465	555	932	3,048	43,592
At 31 December 2023	**25,737**	**12,918**	**309**	**396**	**1,115**	**91**	**40,566**

12 Property, plant and equipment (cont'd)

Impairment assessment

During the financial year, in light of recurring losses of a subsidiary, management has determined that there is an indicator that property, plant and equipment ("PPE") may be impaired. The recoverable amount of the PPE of $1,534,000 was determined based on fair value less cost of disposal. The fair value was determined based on current market price of similar equipment and a 17% discount adjustment was made for the age and condition of the equipment and cost of disposal. The fair value measurement is categorised in Level 3 of the fair value hierarchy. As a result of the review, an impairment loss of $2,000,000 was recognised under "general and administrative expense" line item for the financial year ended 31 December 2023.

A decrease of 5% in current market price would result in additional impairment loss of $76,000.

For PPE of other loss-making subsidiaries, the recoverable amounts of those PPE are determined based on the value in use calculations using cash flow. The following assumptions were based on management's reasonable estimates of the Group's operations:

	2023	2022
	%	%
Revenue growth rates	**4.0 - 44.0**	3.0 - 8.0
Terminal growth rates	**5.0 - 6.0**	1.0 - 3.0
Pre-tax discount rates	**13.3 - 16.7**	9.6 - 18.2

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 PPE:

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.

Revenue growth rates

The forecasted revenue growth rates are based on management's estimate of the long-term average growth relevant to the assets.

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.

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.

12 Property, plant and equipment (cont'd)

Key assumptions used for value-in-use calculation (cont'd)

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.

	2023	2022
	%	%
Revenue growth rates	**1.0 - 42.0**	0 - 7.0
Terminal growth rates	**0 - 5.0**	0 - 0.7
Pre-tax discount rates	**17.1 – 19.7**	10.4 - 19.0

	Building and improvements US$'000	**Machinery, furniture, fixtures and equipment US$'000**	**Leasehold improvements US$'000**	**Transportation equipment US$'000**	**Construction in-progress US$'000**	**Total US$'000**
Company						
Cost						
At 1 January 2022	2,458	3,538	10	50	100	6,156
Additions	–	28	14	25	34	101
Reclassification	–	–	134	–	(134)	–
At 31 December 2022	2,458	3,566	158	75	–	6,257
Disposals	–	(17)	–	–	–	(17)
Reclassification	–	2	(2)	–	–	–
At 31 December 2023	**2,458**	**3,551**	**156**	**75**	**–**	**6,240**
Accumulated depreciation						
At 1 January 2022	2,454	3,459	9	50	–	5,972
Depreciation charge for the year	4	40	43	4	–	91
At 31 December 2022	2,458	3,499	52	54	–	6,063
Depreciation charge for the year	–	19	49	5	–	73
Disposals	–	(17)	–	–	–	(17)
At 31 December 2023	**2,458**	**3,501**	**101**	**59**	**–**	**6,119**
Net carrying amount						
At 31 December 2022	–	67	106	21	–	194
At 31 December 2023	**–**	**50**	**55**	**16**	**–**	**121**

12 Property, plant and equipment (cont'd)

Assets pledged as security

As of 31 December 2023, there were property, plant and equipment with carrying amount of $4,951,000 (2022: $4,959,000) that were mortgaged to secure various loans as disclosed in Note 25.

13 Investment property

	Group	
	2023	2022
	US$'000	US$'000
Cost		
As at 1 January and 31 December	**5,465**	5,465
Accumulated depreciation		
As at 1 January	**2,848**	2,737
Depreciation charge for the year	**112**	111
As at 31 December	**2,960**	2,848
Net carrying amount as at 31 December	**2,505**	2,617
The following amounts are recognised in profit or loss:		
Rental income (Note 15)	**613**	613
Depreciation charge (Note 9)	**(112)**	(111)
Repairs and maintenance	**(9)**	(9)
Taxes and licenses	**(12)**	(11)
Insurance	**(3)**	(3)
	477	479

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 has 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.

Valuation of investment property

A fair valuation of the investment properties was performed by an independent appraiser with recognised 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 11.1% (2022: 12.3%) 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 2023, fair market value of the investment property, which is based on its highest and best use, amounted to $3,757,000 (2022: $3,774,000). The fair value is categorised 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.

14 Assets held for leasing

	Group	
	2023	2022
	US$'000	US$'000
Cost		
As at 1 January	**10,533**	9,652
Additions	**1,779**	1,674
Disposals	**(957)**	(793)
As at 31 December	**11,355**	10,533
Accumulated depreciation		
As at 1 January	**6,417**	5,200
Depreciation charge for the year	**1,956**	1,988
Disposals	**(933)**	(771)
As at 31 December	**7,440**	6,417
Net carrying amount as at 31 December	**3,915**	4,116

15 Leases

Group as lessor

The Group leases its medical clothes and quilts under its hospital services (Note 14). 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.

The Group entered into operating lease agreement in respect of a building and its improvements (Note 13). Operating lease income recognised as revenue amounted to $613,000 (2022: $613,000) as disclosed in Note 4 under "Distribution and Others". 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 2023 amounted to $68,000 (2022: $64,000). 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	
	2023	2022
	US$'000	US$'000
Deferred lease income - current	**5**	5
Deferred lease income - non-current	**18**	23
	23	28

The Group also entered into short-term lease arrangement in respect of its building and recognised operating lease income as other income amounted to $369,000 (2022: $213,000).

15 Leases (cont'd)

Group as lessor (cont'd)

Future minimum rental receivable under the operating lease at the end of the reporting period are as follows:

	Group	
	2023	2022
	US$'000	US$'000
Within 1 year	**640**	627
1 - 2 years	**653**	640
2 - 3 years	**666**	653
3 - 4 years	**679**	666
4 - 5 years	**517**	679
More than 5 years	**–**	517
	3,155	3,782

Group and Company 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 entered into a land lease agreement with Manhattan International Corp. ("MIC") for 50 years. MIC is a company controlled by a director of the Company (Note 29).

a) Right-of-use assets

	Group		Company	
	2023	2022	**2023**	2022 (Note 35)
	US$'000	US$'000	**US$'000**	US$'000
Land	**8,122**	8,325	**48**	50
Building and office	**967**	1,556	**97**	211
Equipment	**20**	22	**–**	–
As at 31 December	**9,109**	9,903	**145**	261

15 Leases (cont'd)

Group and Company as lessee (cont'd)

a) Right-of-use assets (cont'd)

	Group		Company	
	2023	2022	**2023**	2022 (Note 35)
	US$'000	US$'000	**US$'000**	US$'000
As at 1 January	**9,903**	8,386	**261**	380
Additions	**258**	2,680	**–**	–
Depreciation	**(1,023)**	(1,128)	**(116)**	(119)
Write-off	**(16)**	–	**–**	–
Foreign currency exchange adjustment	**(13)**	(35)	**–**	–
As at 31 December	**9,109**	9,903	**145**	261

b) Lease liabilities

	Group		Company	
	2023	2022	**2023**	2022
	US$'000	US$'000	**US$'000**	US$'000
As at 1 January	**3,910**	6,779	**316**	476
Additions	**258**	2,680	**–**	–
Interest expenses (Note 8)	**272**	396	**30**	36
Payment of lease liabilities				
- principal	**(1,089)**	(5,459)	**(104)**	(119)
- interest	**(272)**	(396)	**(30)**	(36)
Foreign currency exchange adjustment	**(19)**	(90)	**(5)**	(41)
Written off	**(16)**	–	**–**	–
	3,044	3,910	**207**	316
Current	**801**	575	**21**	129
Non-current	**2,243**	3,335	**186**	187

15 Leases (cont'd)

Group and Company as lessee (cont'd)

c) Amounts recognised in profit or loss

	Group	
	2023	2022
	US$'000	US$'000
Depreciation of right- of-use assets (Note 9)	**1,023**	1,128
Interest expense on lease liabilities (Note 8)	**272**	396
Operating lease expenses related to short term and low value leases (Note 9)	**368**	414
	1,663	1,938

During the financial year, the Group has total cash outflows for leases (including short-term and leases of low value assets) of $1,729,000 (2022: $6,269,000).

Company as lessor

Sublease - classified as an intermediate lessor

On 1 May 2022, the Company entered into a finance sublease agreement with its subsidiary, Resilient Medical Pte. Ltd. (sublessee), for a period of 9 years until 30 June 2031. The sublease agreement contains an option to extend the term for an additional period of 10 years with a maximum term of 50 years in line with the original lease agreement of MICL with MIC. Management assess that the option shall be exercised for a period of 50 years.

Being an intermediate lessor, the management classified the sublease agreement as a finance lease considering the substantial period of the lease term by reference to right-of-use asset arising from the head lease, rather than by reference to the land.

The Company derecognised the ROU asset on the head lease at the sublease commencement date amounted to $4,500,000.

Further, the Company, as the sublessor, recognised a net investment in the sublease amounting to $4,500,000.

a) Net investment in sub-lease

	Company	
	2023	2022 (Note 35)
	US$'000	US$'000
Present value of minimum lease payments	**4,544**	–
Additions	**–**	4,500
Interest income	**527**	344
Payment received	**(450)**	(300)
As at 31 December	**4,621**	4,544

15 Leases (cont'd)

Company as lessor (cont'd)

Sublease - classified as an intermediate lessor (cont'd)

a) Net investment in sub-lease (cont'd)

Lease contract receivables are due in yearly instalments broken down as follows:

	Company	
	2023	2022 (Note 35)
	US$'000	US$'000
Lease contract receivables:		
Within 1 year	**450**	450
1 - 2 years	**450**	450
2 - 3 years	**450**	450
3 - 4 years	**310**	450
4 - 5 years	**479**	310
More than 5 years	**41,440**	41,919
	43,579	44,029
Unearned lease income	**(38,958)**	(39,485)
Net investment in lease contract receivables	**4,621**	4,544

b) Amounts recognised in profit or loss

	Company	
	2023	2022 (Note 35)
	US$'000	US$'000
Interest income from lease contract receivables, represented total amount recognised in profit or loss	**527**	344

16 Investment in subsidiaries

	Company	
	2023	2022
	US$'000	US$'000
Unquoted equity shares, at cost	**28,369**	28,369
Less: Impairment loss	**(128)**	(17)
	28,241	28,352

16 Investment in subsidiaries (cont'd)

(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	
			2023 %	2022 %	**2023 US$'000**	2022 US$'000
Held by the Company						
Universal Weavers Corporation (UWC) [a]	Manufacturing and trading of woven and knitted fabrics	Philippines	**100.0**	100.0	**5,863**	5,863
Contex Corporation (CC) [a]	Trading of hospital textiles and garments, pillow cases, bed sheets, gowns and apparel, and subleasing activities	Philippines	**98.8**	98.8	**1,854**	1,854
Medtecs (Taiwan) Corporation (MTC) [b]	Manufacturing, leasing, marketing and distribution of medical consumables and provision of hospital laundry services	Republic of China	**100.0**	100.0	**7,569**	7,569
Medtex Corporation [a]	Manufacturing and sale of elastic bandages, garters and other garment products	Philippines	**100.0**	100.0	**474**	474
Medtecs (Cambodia) Corporation Limited (MCCL) [c]	Manufacturing of medical consumables and provision of procurement services	Cambodia	**100.0**	100.0	**2,038**	2,038
Medtecs (Asia Pacific) Pte. Ltd. (MAP) [d]	Sale of woven and knitted fabrics and other made-up articles of textile products	Singapore	**100.0**	100.0	**1,241**	1,241
Medtecs Materials Technology Corporation (MMTC) [a]	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	**1,910**[g]	2,021
Medtecs MSEZ Corp., Ltd. (MMSEZ) [c]	Manufacturing of woven and non-woven fabric	Cambodia	**100.0**	100.0	**3,370**	3,370
Medtecs USA Corporation [f]	Manufacturing and supplying of PPE and healthcare products	United States of America (USA)	**100.0**	100.0	**100**	100
Medtecs (Far East) Limited [f]	Sale of woven and knitted fabrics and other made-up articles of textile products	Hong Kong Special Administrative	**100.0**	100.0	–	–
Cooper Development Limited [f]	Investment holding	Malaysia	**100.0**	100.0	**3,822**	3,822

16 Investments in subsidiaries (cont'd)

(a) The Group has the following subsidiaries as at 31 December (cont'd):

Name	Principal activities	Country of incorporation and place of business	Percentage of equity held by the Company		Cost of investment by the Company	
			2023 %	2022 %	**2023 US$'000**	2022 US$'000
Held through subsidiaries						
Hangzhou Jincheng Medical Supplies Manufacture Co., Ltd. (Jinchen) [e]	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) [f]	Manufacturing and trading of woven fabrics	People's Republic of China	**51.1**	51.1	–	–
Zibo Liancheng Textiles & Garments Co. Ltd. [f]	Manufacturing and trading of woven fabrics	People's Republic of China	**100.0**	100.0	–	–
Resilient Medical Pte. Ltd. (RMPL) [d]	Manufacturing and supplying of PPE and healthcare products	Singapore	**66.7**	66.7	–	–
RMKH Glove Pte. Ltd. (RMKH Glove) [d]	Manufacturing and supplying of PPE and healthcare products	Singapore	**66.7**	66.7	–	–
RMKH Glove (Cambodia) Co., Ltd. (RMKH Cambodia) [c]	Manufacturing and sale of gloves	Cambodia	**66.7**	66.7	–	–
Hangzhou Jincheng Medical Technology Co., Ltd. (Jinchen Technology) [e]	Sale of hygiene products, medical equipment and disposable medical supplies	People's Republic of China	**100.0**	100.0	–	–
					28,241	28,352

16 Investments in subsidiaries (cont'd)

(a) The Group has the following subsidiaries as at 31 December (cont'd):

[a] Audited by Sycip, Gorres, Velayo & Co. ("SGV") (Member of Ernst & Young Global)
[b] Audited by Ernst & Young, Taiwan
[c] Audited by SGV for consolidation purpose
[d] Audited by Baker Tilly TFW LLP, Singapore
[e] Audited by other accounting firms
[f] No statutory audit is required in the country of incorporation
[g] In 2023, the Company recognised provision for impairment on investment in MMTC of $111,000 in the administrative expenses.

(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**	
	2023	2022	**2023**	2022
	%	%	**US$'000**	US$'000
Lianheng	**48.9**	48.9	**367**	367
RMPL and subsidiaries	**33.3**	33.3	**789**	2,214

(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.

Summarised statements of financial position

	Lianheng		**RMPL and subsidiaries**	
	2023	2022	**2023**	2022
	US$'000	US$'000	**US$'000**	US$'000
Non-current assets	**–**	–	**24,170**	22,218
Current assets	**750**	750	**5,611**	3,335
Non-current liabilities	**–**	–	**(4,301)**	(4,211)
Current liabilities	**–**	–	**(22,763)**	(14,692)
Net assets	**750**	750	**2,717**	6,650
Net assets attributable to NCI	**367**	367	**906**	2,214

16 Investments in subsidiaries (cont'd)

(c) Summarised financial information of subsidiaries with material non-controlling interests (cont'd)

Summarised statements of comprehensive income

	Lianheng		**RMPL and subsidiaries**	
	2023	2022	**2023**	2022
	US$'000	US$'000	**US$'000**	US$'000
Revenue	**–**	–	**999**	–
Loss for the year, representing total comprehensive loss (net of tax)	**–**	–	**(4,225)**	(2,016)
Total comprehensive loss allocated to NCI	**–**	–	**(1,427)**	(671)

Summarised statements of cash flows

	Lianheng		**RMPL and subsidiaries**	
	2023	2022	**2023**	2022
	US$'000	US$'000	**US$'000**	US$'000
Cash flows from operating	**–**	–	**1,661**	(834)
Cash flows from investing	**–**	–	**(1,864)**	(8,458)
Cash flows from financing	**–**	–	**(450)**	50
Net decrease in cash and cash equivalents	**–**	–	**(653)**	(9,242)

(d) Impairment assessment

During the financial year, management has performed an impairment test for the investment in MMTC (manufacturing segment) as the net asset of MMTC was lower than the cost of investment. An impairment loss of $111,000 was recognised for the year ended 31 December 2023 to write down this subsidiary to its recoverable amounts of $1,910,000. The recoverable amount was determined based on value in use calculations using cash flow projections from financial budget approved by management covering a five-year period. The forecast has been updated to reflect the most recent developments as at the reporting date.

The following assumptions were based on management's reasonable estimates:

	2023	2022
	%	%
Revenue growth rates	**8.0**	3.0
Terminal growth rates	**3.5**	3.0
Pre-tax discount rates	**13.4**	14.3

A decrease in forecasted terminal growth rates by 0.5% would result in an additional impairment of $77,000.

17 Intangible assets

	Group	
	2023	2022
	US$'000	US$'000
Computer software	**2,654**	139
Goodwill	**709**	709
	3,363	848

Goodwill

	Group	
	2023	2022
	US$'000	US$'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:

	2023	2022
	US$'000	US$'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:

	Revenue growth rates %	**Terminal growth rates %**	**Pre-tax discount rates %**
2023			
Manufacturing	8.0	1.0	11.8
Hospital services	8.0	1.0	11.8
2022			
Manufacturing	7.0 - 10.0	1.0	9.6
Hospital services	7.0 - 10.0	1.0	9.6

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:

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.

17 Intangible assets (cont'd)

Impairment assessment (cont'd)

Key assumptions used for value-in-use calculation (cont'd)

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.

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.

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.

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 ("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 cash-generating unit is incorporated by applying individual beta factors. The beta factors are evaluated annually based on publicly available market data.

Sensitivity to changes in assumptions

Manufacturing

If the revenue growth rates and terminal growth rates have been decreased by 1%, the estimated recoverable amount would be almost equal to the carrying amount.

Hospital services

If the terminal growth rate has been decreased by 1% would result in the estimated recoverable amount lower than the carrying amount by $461,000.

18 Other non-current assets

	Group		Company	
	2023	2022	**2023**	2022
	US$'000	US$'000	**US$'000**	US$'000
Quoted equity investments	**–**	3,303	**–**	–
Investment in unquoted bond	**3,000**	3,000	**–**	–
Deposits	**1,019**	1,121	**79**	92
Guarantee deposit	**560**	557	**–**	–
Others	**416**	448	**–**	20
	4,995	8,429	**79**	112

18 Other non-current assets (cont'd)

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 categorised.

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.

During the financial year ended 31 December 2023, the Group disposed quoted equity investments for a consideration of $3,938,000. The cumulative gain recognised in other comprehensive income of $260,000 was reclassified to retained earnings.

Investment in unquoted bond
In prior 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
Others include golf club membership and other long-term investments. During the financial year, the Group and the Company had written off golf membership of US$29,000 and US$20,000, respectively.

19 Inventories

	Group		Company	
	2023 US$'000	2022 US$'000	**2023 US$'000**	2022 US$'000
At cost				
Goods-in-transit	**35**	2,510	**1**	2,190
Raw materials	**30,074**	27,925	**–**	–
Work-in-progress	**805**	2,198	**–**	–
Supplies and spare parts	**830**	972	**–**	–
Finished goods	**20,908**	18,536	**922**	3,027
	52,652	52,141	**923**	5,217
At net realisable value				
Goods-in-transit	**35**	2,424	**1**	1,445
Raw materials	**23,409**	21,545	**–**	–
Work-in-progress	**502**	777	**–**	–
Supplies and spare parts	**808**	961	**–**	–
Finished goods	**12,605**	10,687	**344**	1,859
	37,359	36,394	**345**	3,304
At lower of cost or net realisable value	**37,359**	36,394	**345**	3,304

19 Inventories (cont'd)

The Group's cost of inventories charged to operations in 2023 were $16,548,000 (2022: $20,568,000). Inventories are stated at net realisable value ("NRV") after allowance for inventory. Movements in the allowance for inventory during the year are as follows:

	Group		Company	
	2023 US$'000	2022 US$'000	**2023 US$'000**	2022 US$'000
As at 1 January	**15,747**	4,161	**1,913**	–
Charge for the year	**3,072**	11,748	**25**	1,913
Reversal	**(1,440)**	–	**–**	–
Written off	**(2,085)**	(158)	**(1,360)**	–
Exchange differences	**(1)**	(4)	**–**	–
As at 31 December	**15,293**	15,747	**578**	1,913

During the financial year, the Group and the Company recognised an allowance for inventory amounting to $3,072,000 and $25,000 (2022: $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 certain products in the global market at the end of the COVID-19 pandemic.

The Group also recognised reversal of allowance for inventory amounting to $1,440,000 for inventories that were provided for in prior financial year and sold during the financial year.

20 Trade receivables

	Group		Company	
	2023 US$'000	2022 US$'000	**2023 US$'000**	2022 US$'000
Current	**20,084**	30,358	**9,980**	25,870
Non-current	**4,265**	–	**4,265**	–
	24,349	30,358	**14,245**	25,870
Trade receivables				
- Manufacturing	**29,800**	31,473	**21,866**	28,608
- Hospital services	**2,292**	2,253	**–**	–
- Distribution and Others	**812**	426	**–**	–
	32,904	34,152	**21,866**	28,608
Less: Allowance for expected credit losses ("ECLs")	**(8,555)**	(3,794)	**(7,621)**	(2,738)
Total trade receivables	**24,349**	30,358	**14,245**	25,870

During the year, the Group and the Company had initiated repayment plans with four debtors to settle total outstanding amounts of $22,563,000. The repayment plans allow the debtors to settle the outstanding amounts over 1 to 6 years with market interest rate to be charged on settlement more than a year. Consequently, the Group and the Company reclassified settlement exceeding one year as non-current.

20 Trade receivables (cont'd)

Current 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	
	2023	2022	**2023**	2022
	US$'000	US$'000	**US$'000**	US$'000
Philippine Peso	**1,058**	339	**–**	–
Renminbi	**35**	51	**–**	–
New Taiwan Dollar	**2,828**	2,333	**–**	–

Expected credit losses ("ECLs")

The movement in allowance for ECLs of trade receivables computed based on lifetime ECL are as follows:

	Group		Company	
	2023	2022	**2023**	2022
	US$'000	US$'000	**US$'000**	US$'000
As at 1 January	**3,794**	235	**2,738**	–
Charge for the year	**6,004**	3,591	**6,000**	2,738
Written off	**(1,117)**	(23)	**(1,117)**	–
Reversal	**(125)**	–	**–**	–
Exchange differences	**(1)**	(9)	**–**	–
As at 31 December	**8,555**	3,794	**7,621**	2,738

During the financial year, the Group and the Company recognised a provision for ECL amounting to $6,004,000 and $6,000,000 (2022: $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.

21 Other current assets

	Group		Company	
	2023	2022 (Note 35)	**2023**	2022 (Note 35)
	US$'000	US$'000	**US$'000**	US$'000
Advances to suppliers	**2,576**	2,918	**1,033**	1,027
Prepayments	**405**	846	**115**	568
Advances to employees	**45**	165	**16**	28
Tax receivables	**729**	944	**–**	–
Other deposits	**1,960**	2,361	**9**	107
Sundry receivables	**672**	1,376	**59**	500
Less: Impairment loss	**(1,076)**	(254)	**(1,076)**	(254)
	5,311	8,356	**156**	1,976

21 Other current assets (cont'd)

Advances to suppliers are payments to suppliers for future deliveries of inventories that are to be liquidated within a year. In prior financial year, 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.

During the financial year, the Group has written off $90,000 of sundry receivables due to management's assessment that the aged receivables will no longer be collectible.

Other deposits include refundable deposit and amount receivable from supplier for deposits paid for purchase of property, plant and equipment which the Group expects to collect the full amount within next 12 months.

Other current assets denominated in foreign currencies at 31 December are as follows:

	Group		Company	
	2023	2022	**2023**	2022
	US$'000	US$'000	**US$'000**	US$'000
New Taiwan Dollar	**2,252**	709	**–**	–
Renminbi	**758**	1,248	**–**	–
Philippine Peso	**666**	303	**42**	38
Singapore Dollar	**1**	9	**–**	–

Impairment loss

The movement in allowance for impairment loss of other current assets are as follows:

	Group		Company	
	2023	2022	**2023**	2022
	US$'000	US$'000	**US$'000**	US$'000
As at 1 January	**254**	50	**254**	50
Charge for the year	**822**	204	**822**	204
As at 31 December	**1,076**	254	**1,076**	254

During the financial year, the Group and the Company recognised impairment loss of $822,000 (2022: $204,000), arising from specific provisions on a supplier undergoing bankruptcy proceedings, and the Company assessed that the amount will not be collectible.

22 Due from subsidiaries, net

	Company	
	2023	2022
	US$'000	US$'000
Due from subsidiaries (trade)	**25,377**	24,421
Due from subsidiaries (non-trade)	**22,466**	14,130
Less: Allowance for ECL	**(6,504)**	–
	41,339	38,551
Due to subsidiaries (trade)	**25,960**	21,626
Presented as:		
Due from subsidiaries, net	**15,379**	16,925

Amounts due from subsidiaries (trade) are unsecured, non-interest bearing and are payable upon demand.

Amounts due from subsidiaries (non-trade) 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.

Amounts due to subsidiaries (trade) are unsecured, non-interest bearing and are payable upon demand.

Expected credit losses ("ECLs")

The movement in allowance for ECLs of amounts due from subsidiaries computed based on lifetime ECL are as follows:

	Company	
	2023	2022
	US$'000	US$'000
As at 1 January	**–**	–
Loss allowance measured:		
Lifetime ECL		
- *Credit-impaired*	**6,504**	–
	6,504	–
As at 31 December		

23 Cash, bank balances and fixed deposits

	Group		Company	
	2023	2022	**2023**	2022
	US$'000	US$'000	**US$'000**	US$'000
Cash in hand	**81**	2,815	**1**	2,771
Cash at bank	**15,161**	9,262	**350**	595
Fixed deposits	**17,799**	23,204	**–**	–
	33,041	35,281	**351**	3,366
Less: Fixed deposits with maturity of more than 90 days but less than a year (including pledged fixed deposits)	**(10,736)**	(17,159)	**–**	–
Cash and cash equivalents	**22,305**	18,122	**351**	3,366

23 Cash, bank balances and fixed deposits (cont'd)

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 $5,380,000 (2022: $833,000) 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 $7,800,000 as of 31 December 2023 (2022: $53,000,000). The fixed deposits are denominated in US$ and PHP and earn annual interest ranging from 1.63% to 5.90% (2022: 1.75% to 5.25%).

The cash and bank balances denominated in foreign currencies at 31 December are as follows:

	Group		Company	
	2023	2022	**2023**	2022
	US$'000	US$'000	**US$'000**	US$'000
Philippine Peso	**2,944**	4,866	**32**	43
New Taiwan Dollar	**4,168**	3,451	**–**	2,770
Singapore Dollar	**538**	683	**137**	134
Renminbi	**1,019**	685	**–**	–
Euros	**8**	7	**1**	1

Interest income earned by the Group and Company from fixed deposits amounted to $1,139,000 (2022: $453,000) and Nil (2022: $26,000), respectively.

24 Trade payables and other current liabilities

	Group		Company	
	2023	2022	**2023**	2022
	US$'000	US$'000	**US$'000**	US$'000
Trade payables	**2,045**	1,815	**153**	199
Other current liabilities:				
Other creditors	**1,365**	2,660	**395**	356
Accrued operating expenses	**2,564**	1,972	**155**	24
Total trade and other current liabilities	**5,974**	6,447	**703**	579

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.

Trade payables and other current liabilities denominated in foreign currencies at 31 December are as follows:

	Group		Company	
	2023	2022	**2023**	2022
	US$'000	US$'000	**US$'000**	US$'000
New Taiwan dollar	**1,913**	1,178	**–**	–
Renminbi	**1,048**	1,515	**–**	–
Philippine peso	**605**	1,065	**67**	78

25 Loans and borrowings

	Weighted average effective interest rate (per annum) %	Maturity	Group 2023 US$'000	2022 US$'000
New Taiwan Dollar (NTD) loans				
- Unsecured	1.64	2024	**2,950**	978
- Secured	2.12	2024	**20,911**	14,665
Total current interest-bearing loans and borrowings			**23,861**	15,643

Property, plant and equipment and fixed deposits with carrying amounts of $4,900,000 and $5,380,000, respectively (2022: $4,900,000 and $833,000, respectively) (Notes 12 and 23) are used to secure the loans and borrowings of the Group amounting to $20,911,000 (2022: $14,665,000).

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.

	Group Loan Borrowings US$'000	Accrued loan interest US$'000
Balance at 1 January 2022	9,306	–
Changes from financing cash flows		
Proceeds from loans and borrowings	15,643	–
Repayment of loans and borrowings	(9,306)	–
Interest paid on loans and borrowings (Note 8)	–	(423)
Other changes		
Loan interest	–	423
Balance at 31 December 2022	15,643	–
Changes from financing cash flows		
Proceeds from loans and borrowings	23,861	–
Repayment of loans and borrowings	(15,643)	–
Interest paid on loans and borrowings (Note 8)	–	(470)
Other changes		
Loan interest	–	470
Balance at 31 December 2023	**23,861**	–

26 Share capital and treasury shares

Ordinary Shares

	Group and Company 2023 US$'000	2022 US$'000
Authorised		
- 1,000,000,000 ordinary shares of $0.05 each	**50,000**	50,000
Issued and paid up		
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.

	Group and Company 2023 No. of shares'000	2023 US$'000	2022 No. of shares'000	2022 US$'000
At 1 January	**4,500**	**2,361**	3,000	2,112
Acquisition of treasury shares				
- 1,500,000 shares at $0.166 each	**–**	**–**	1,500	249
At 31 December	**4,500**	**2,361**	4,500	2,361

27 Foreign currency translation and other reserves

a) 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 2023 US$'000	2022 US$'000
At 1 January	**(735)**	2,397
Net effect of exchange differences arising from translation of financial statements of foreign operations	**(115)**	(3,132)
At 31 December	**(850)**	(735)

27 Foreign currency translation and other reserves (cont'd)

b) Other reserves

	Group	
	2023	2022
	US$'000	US$'000
Unrealised loss on financial assets at FVTOCI	**–**	(375)
Others*	**394**	394
	394	19

*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.

28 Dividends

No dividends were recommended or declared in 2023.

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.

29 Significant related party transactions

a) Transactions with related parties

Related parties refer to companies controlled by a director of the Company.

In addition to the related party 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	
	2023	2022
	US$'000	US$'000
Costs and expenses:		
Operating expenses from related parties	**2,092**	926

Other than the above, the Group has no other related party transactions except for the lease agreement as disclosed in Note 15.

29 Significant related party transactions (cont'd)

b) Compensation of key management personnel

Key management personnel compensation (including executive director's remuneration) comprised:

	Group		Company	
	2023	2022	**2023**	2022
	US$'000	US$'000	**US$'000**	US$'000
Director's fee*	**214**	208	**212**	205
Wages, salaries and bonus	**5,104**	2,858	**5,104**	2,858
Defined benefit plans and other social expenses	**25**	18	**25**	18
	5,343	3,084	**5,341**	3,081
Comprise directors' remunerations for executive directors of:				
- the Company	**4,809**	2,539	**4,809**	2,539
- the subsidiaries	**–**	–	**–**	–
	4,809	2,539	**4,809**	2,539

* Include director's fee for directors of subsidiaries amounting to $2,000 (2022: $3,000)

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 2023 and 2022.

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. As of 26 February 2024, additional late payment interest amounted to $23,500. The additional arbitral award of $167,500 (2022: $144,000) has not been recognised during the financial year 31 December 2023, 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.

During the financial year, the Company has not received any repayment from the supplier. Consequently, Management had determined that the amount is not recoverable and made full provision during the financial year as disclosed in Note 21.

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. 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.

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

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.

31 Group segmental reporting (cont'd)

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 2023 and 2022:

	Manufacturing US$'000	Hospital services US$'000	Distribution and others US$'000	Group US$'000
2023				
Revenue				
Third parties	**34,558**	**14,544**	**3,537**	**52,639**
Intersegment sales	**7,481**	**–**	**–**	**7,481**
Total revenue	**42,039**	**14,544**	**3,537**	**60,120**
Eliminations	**(7,481)**	**–**	**–**	**(7,481)**
	34,558	**14,544**	**3,537**	**52,639**
Results	**(23,516)**	**731**	**(218)**	**(23,003)**
Financial expenses				**(816)**
Financial income				**1,304**
Tax expense				**27**
Net loss for the year				**(22,488)**
Total assets	**147,180**	**13,951**	**5,636**	**166,767**
Total liabilities	**36,056**	**401**	**2**	**36,459**
Other segment information:				
Capital expenditure	**4,443**	**898**	**304**	**5,645**
Depreciation and amortisation	**4,513**	**2,584**	**112**	**7,209**
Provision for inventory	**3,072**	**–**	**–**	**3,072**
Provision for ECL on receivables	**6,000**	**4**	**–**	**6,004**
Provision for impairment loss on other current assets	**822**	**–**	**–**	**822**
Provision for impairment loss on property, plant and equipment	**2,000**	**–**	**–**	**2,000**
Other non-cash expenses - net	**(503)**	**–**	**–**	**(503)**

31 Group segmental reporting (cont'd)

a) Business segments (cont'd)

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 2023 and 2022 (cont'd):

	Manufacturing US$'000	Hospital services US$'000	Distribution and others US$'000	Group US$'000
2022				
Revenue				
Third parties	35,680	14,312	6,251	56,243
Intersegment sales	7,779	–	–	7,779
Total revenue	43,459	14,312	6,251	64,022
Eliminations	(7,779)	–	–	(7,779)
	35,680	14,312	6,251	56,243
Results	(30,739)	666	(272)	(30,345)
Financial expenses				(951)
Financial income				642
Tax expense				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
Other segment information:				
Capital expenditure	16,354	1,751	–	18,105
Depreciation and amortisation	3,757	2,536	111	6,404
Provision for inventory losses	10,984	–	764	11,748
Provision for ECL on receivables	3,591	–	–	3,591
Provision for impairment loss on other current assets	204	–	–	204
Other non-cash expenses - net	327	–	–	327

31 Group segmental reporting (cont'd)

b) Geographical information

Significant revenue and non-current assets information based on the geographical location of customers and assets respectively are as follows:

	Sales to external customers		Non-current assets	
	2023 US$'000	2022 US$'000	**2023 US$'000**	2022 US$'000
Singapore	–	–	**689**	702
Philippines	**5,342**	11,333	**10,169**	16,192
Cambodia	–	–	**41,132**	35,604
Taiwan	**16,560**	18,768	**15,442**	17,585
China	–	–	**1,407**	1,577
Luxembourg	**15,075**	11,705	–	–
United State of America	**8,487**	9,149	–	–
United Kingdom	**4,956**	2,507	–	–
	50,420	53,462	**68,839**	71,660

32 Financial instruments

a) Categories of financial instruments

Financial instruments as at the end of the reporting period are as follows:

	Group		Company	
	2023 US$'000	2022 US$'000	**2023 US$'000**	2022 US$'000
Financial assets				
At amortised costs	**64,596**	74,219	**56,047**	68,514
Financial assets at fair value through profit or loss	**416**	448	**–**	–
Financial assets at fair value through other comprehensive income	**–**	3,303	**–**	–
	65,012	77,970	**56,047**	68,514
Financial liabilities				
At amortised cost	**32,827**	25,809	**26,859**	22,502

b) Financial risk management objectives and policies

The Group and the Company are exposed to financial risks arising from their operations and the use of financial instruments. The key financial risks include interest rate risk, liquidity risk, foreign currency risk, and credit risk. The Group's overall risk management strategy seeks to minimise adverse effects from these financial risks on the Group's financial performance.

The directors review and agree policies and procedures for managing each of these risks and they are summarised below.

32 Financial instruments (cont'd)

b) Financial risk management objectives and policies (cont'd)

Interest rate risk

The Group's and the Company's exposure to interest rate risk arises primarily from loans and borrowings and interest-bearing trade receivables. Loans and borrowings and interest- bearing trade receivables at variable rates expose the Group to cash flow interest rate risk (i.e. the risk that the future cash flows of a financial instrument will fluctuate due to changes in market interest rates). Loans and borrowings at fixed rates do not expose the Group to fair value interest rate risk as the maturity is within a year.

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:

	Group		Company	
	2023 US$'000	2022 US$'000	**2023 US$'000**	2022 US$'000
Fixed rate				
Fixed deposits	**17,799**	23,204	**–**	–
Floating rate				
Loans and borrowings	**(23,861)**	(15,643)	**–**	–

Sensitivity analysis for interest rate risk

The sensitivity analysis below have been determined based on the exposure to interest rates for borrowings at the balance sheet date and the stipulated change taking place at the beginning of the financial year and held constant throughout the reporting period in the case of borrowings that have floating rates.

If the interest rates increase/decrease by 50 (2022: 50) basis points with all other variables including tax rate being held constant, the loss after tax of the Group will be higher/lower by $24,000 (2022: $16,000) as a result of higher/lower interest expense on these borrowings.

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.

32 Financial instruments (cont'd)

b) Financial risk management objectives and policies (cont'd)

Liquidity risk (cont'd)

The table summarises the maturity profile of the Group's and Company's financial liabilities at the end of the reporting period based on contractual repayment obligations:

	Total carrying value US$'000	**1 year or less US$'000**	**1 to 5 year US$'000**	**Over 5 years US$'000**	**Total US$'000**
Group					
2023					
Loans and borrowings	23,861	24,362	–	–	24,362
Trade payables and other current liabilities[1]	5,922	5,922	–	–	5,922
Lease liabilities	3,044	687	1,370	10,569	12,626
	32,827	**30,971**	**1,370**	**10,569**	**42,910**
2022					
Loans and borrowings	15,643	15,643	–	–	15,643
Trade payables and other current liabilities[1]	6,256	6,256	–	–	6,256
Lease liabilities	3,910	830	1,817	10,660	13,307
	25,809	22,729	1,817	10,660	35,206
Company					
2023					
Trade payables and other current liabilities[1]	692	692	–	–	692
Due to subsidiaries	25,960	25,960	–	–	25,960
Lease liabilities	207	21	112	706	839
	26,859	**26,673**	**112**	**706**	**27,491**
2022					
Trade payables and other current liabilities[1]	560	560	–	–	560
Due to subsidiaries	21,626	21,626	–	–	21,626
Lease liabilities	316	138	227	611	976
	22,502	22,324	227	611	23,162

[1] Excluding tax payables to government institutions.

32 Financial instruments (cont'd)

b) Financial risk management objectives and policies (cont'd)

Foreign currency risk

The Group has transactional currency exposures arising from sales or purchases, assets and liabilities 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 36% (2022: 42%) of the Group's sales are denominated in foreign currencies whilst almost 36% (2022: 40%) 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 investment in foreign operations in Taiwan and is managed primarily through borrowings denominated in relevant foreign currency.

Sensitivity analysis for foreign currency risk

The following table demonstrates the sensitivity of the Group's profit/(loss) before tax to a reasonably possible change in the PHP, RMB, NTD and SGD exchange rates (against US$), with all other variables held constant. The reasonably possible change was computed based on management assessment:

	Group	
	2023	2022
	Effect on profit/(loss) before tax	Effect on profit/(loss) before tax
PHP		
Strengthened 0.7% (2022: 9.3%)	**(16)**	267
Weakened 0.7% (2022: 9.3%)	**16**	(221)
RMB		
Strengthened 1.7% (2022: 9.5%)	**(13)**	(77)
Weakened 1.7% (2022: 9.5%)	**13**	63
NTD		
Strengthened 0.6% (2022: 10.8%)	**99**	(1,331)
Weakened 0.6% (2022: 10.8%)	**(99)**	1,071
SGD		
Strengthened 2.2% (2022: 0.03%)	**(12)**	(1)
Weakened 2.2% (2022: 0.03%)	**12**	1

Changes in exchange rate for Company is not disclosed as it is immaterial.

32 Financial instruments (cont'd)

b) Financial risk management objectives and policies (cont'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 CEO.

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.

The following sets out the Group's internal credit evaluation practices and basis for recognition and measurement of expected credit losses (ECL):

Description of evaluation of financial assets	**Basis for recognition and measurement of ECL**
Counterparty has a low risk of default and does not have any past due amounts	12-month ECL
Contractual payments are more than 30 days past due or where there has been a significant increase in credit risk since initial recognition	Lifetime ECL - not credit-impaired
Contractual payments are more than 90 days past due or there is evidence of credit impairment	Lifetime ECL - credit-impaired
There is evidence indicating that the Group has no reasonable expectation of recovery of payments such as when the debtor has been placed under liquidation or has entered into bankruptcy proceedings.	Write-off

Significant increase in credit risk

In assessing whether the credit risk on a financial asset has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial asset as at the reporting date with the risk of a default occurring on the financial asset as at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information, such as future economic and industry outlook, that is available without undue cost or effort.

32 Financial instruments (cont'd)

b) Financial risk management objectives and policies (cont'd)

Credit risk (cont'd)

Definition of default

The Group considers the following as constituting an event of default for internal credit risk management purposes as historical experience indicates that receivables that meet either of the following criteria are generally not recoverable.

Credit-impaired financial assets

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred such as evidence that the borrower is in significant financial difficulty, there is a breach of contract such as default or past due event; there is information that it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; the disappearance of an active market for that financial asset because of financial difficulties; or the purchase or origination of a financial asset at a deep discount that reflects the incurred credit losses.

Estimation techniques and significant assumptions

There has been no change in the estimation techniques or significant assumptions made during the current financial year for recognition and measurement of credit loss allowances.

Trade receivables

Specific assessment

The Group and the Company perform specific assessment of expected credit losses on certain significant long outstanding trade receivables and provides for lifetime expected credit losses for these trade receivables as set out below:

	Group US$'000	Company US$'000
2023		
Gross trade receivables	**23,384**	**21,675**
Loss allowance	**8,433**	**7,621**
2022		
Gross trade receivables	27,282	26,335
Loss allowance	3,675	2,738

32 Financial instruments (cont'd)

b) Financial risk management objectives and policies (cont'd)

Credit risk (cont'd)

Trade receivables (cont'd)

General assessment

The Group and the Company provide for lifetime expected credit losses for all other 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 2023 and 2022 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 and the Company's trade receivables using provision matrix.

	Current US$'000	> 1 month US$'000	> 2 months US$'000	> 3 months US$'000	> 4 months US$'000	Total US$'000
Group						
2023						
Gross carrying amount	8,263	691	147	57	362	9,520
Loss allowance provision	–	–	–	–	(122)	(122)
	8,263	**691**	**147**	**57**	**240**	**9,398**
2022						
Gross carrying amount	3,722	480	48	300	2,320	6,870
Loss allowance provision	–	–	–	–	(119)	(119)
	3,722	480	48	300	2,201	6,751
Company						
2023						
Gross carrying amount	184	–	–	–	7	191
Loss allowance provision	–	–	–	–	–	–
	184	**–**	**–**	**–**	**7**	**191**
2022						
Gross carrying amount	202	–	3	2	2,066	2,273
Loss allowance provision	–	–	–	–	–	–
	202	–	3	2	2,066	2,273

32 Financial instruments (cont'd)

b) Financial risk management objectives and policies (cont'd)

Credit risk (cont'd)

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			
	2023		2022	
	US$'000	**% of total**	US$'000	% of total
By region:				
North America	**1,708**	**7**	353	1
Europe	**4,382**	**18**	1,074	4
Asia Pacific	**18,259**	**75**	28,931	95
	24,349	**100**	30,358	100
By segment:				
Manufacturing	**21,267**	**87**	27,707	91
Hospital services	**2,288**	**10**	2,245	8
Distribution and others	**794**	**3**	406	1
	24,349	**100**	30,358	100

The Group has no significant concentrations of credit risk, except for 18% (2022: 4%) of trade debts relating to three major customers of the Group.

At the end of the reporting period, approximately $4,500,000 (2022: $1,300,000) of the Group's trade receivables were due from three major customers located in North America and Europe.

Credit quality

The table below details the credit quality of the Group's financial assets (other than trade receivables):

2023	**12-month or lifetime ECL**	**Gross carrying amount US$'000**	**Loss allowance US$'000**	**Net carrying amount US$'000**
Investment in unquoted bond	12-month ECL	**3,000**	–	**3,000**
Other non-current assets	12-month ECL	**1,995**	–	**1,995**
Other current assets	12-month ECL	**2,677**	–	**2,677**
Cash and bank balances and fixed deposits with financial institutions	N.A. Exposure Limited	**33,041**	–	**33,041**

32 Financial instruments (cont'd)

b) Financial risk management objectives and policies (cont'd)

Credit risk (cont'd)

Credit quality (cont'd)

The table below details the credit quality of the Group's financial assets (other than trade receivables) (cont'd):

2022	**12-month or lifetime ECL**	**Gross carrying amount US$'000**	**Loss allowance US$'000**	**Net carrying amount US$'000**
Quoted equity investments	12-month ECL	3,303	–	3,303
Investment in unquoted bond	12-month ECL	3,000	–	3,000
Other non-current assets	12-month ECL	2,126	–	2,126
Other current assets	12-month ECL	1,648	–	1,648
Cash and bank balances and fixed deposits with financial institutions	N.A. Exposure Limited	35,281	–	35,281

The table below details the credit quality of the Company's financial assets (other than trade receivables):

2023	**12-month or lifetime ECL**	**Gross carrying amount US$'000**	**Loss allowance US$'000**	**Net carrying amount US$'000**
Other current assets	12-month ECL	**156**	**–**	**156**
Due from subsidiaries	12-month ECL	**34,835**	**–**	**34,835**
Due from a subsidiary	Lifetime ECL	**6,504**	**(6,504)**	**–**
Cash and bank balances and fixed deposits with financial institutions	N.A. Exposure Limited	**351**	**–**	**351**
2022				
Other current assets	12-month ECL	1,976	–	1,976
Due from subsidiaries	12-month ECL	38,551	–	38,551
Cash and bank balances and fixed deposits with financial institutions	N.A. Exposure Limited	3,366	–	3,366

32 Financial instruments (cont'd)

b) Financial risk management objectives and policies (cont'd)

Credit risk (cont'd)

Credit quality (cont'd)

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.

33 Fair value of assets and liabilities

Fair value hierarchy

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).

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.

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 2023 and 2022.

33 Fair value of assets and liabilities (cont'd)

Fair value measurement hierarchy for assets as at 31 December 2023 and 2022:

		Fair value measurement using			
2023	**Date of valuation**	**Total $'000**	**Level 1 $'000**	**Level 2 $'000**	**Level 3 $'000**
Assets for which fair values are disclosed					
Investment property (Note 13)	20 December 2023	**3,757**	**–**	**–**	**3,757**
Investment in unquoted bonds (Note 18)	31 December 2023	**3,135**	**–**	**–**	**3,135**
2022					
Assets measured at fair value					
Listed equity investments (Note 18)	31 December 2022	3,303	3,303	–	–
Assets for which fair values are disclosed					
Investment property (Note 13)	31 December 2022	3,774	–	–	3,774
Investment in unquoted bonds (Note 18)	31 December 2022	3,195	–	–	3,195

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 2023 and 2022.

Determination of fair value

Investment property
Investment property is valued by independent valuer using income approach by reviewing discounted cash flows of future rent to be earned over the useful lives of the property. Significant input used in this valuation is determination of discount rate which include evaluating market risk premium, management risk and liquidity risk. A significant increase/(decrease) in the discount rate would result in a significantly higher/(lower) fair value measurement.

Investment in unquoted bonds
Fair value of investment in unquoted bonds is measured based on current market interest rate of 4.50%.

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 2023 and 2022.

34 Capital management (cont'd)

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	
	2023	2022
	US$'000	US$'000
Loans and borrowings	**23,861**	15,643
Trade payables and other current liabilities	**5,974**	6,447
Less: Cash and cash equivalents and fixed deposits	**(33,041)**	(35,281)
	(3,206)	(13,191)
Equity attributable to the equity holders of the Company	**129,204**	149,789
Capital and net debt	**125,998**	136,598
Gearing ratio	**(2.5%)**	(9.7%)

35 Comparative figures

(i) The financial statements of the Company for the financial year ended 31 December 2022 were audited by another independent auditor whose report dated 14 June 2023 expressed an unmodified opinion on those financial statements.

(ii) Comparative figures have been reclassified principally due to prior year adjustments arising from the following:

Recognition of lease contract receivables

On 1 May 2022, the Company entered into a lease arrangement with a related party to lease a land for a period of 50 years. On the same day, the Company subleased the land to a subsidiary, Resilient Medical Pte. Ltd. for a period of 9 years until 30 June 2031. The sublease agreement contains an option to extend the term for an additional period of 10 years with a maximum term of 50 years in line with the original lease agreement. Management had assessed that the option will be exercised for a period of 50 years.

Being an intermediate lessor, the management classified the sublease agreement as a finance lease considering the substantial period of the lease term by reference to right-of-use asset arising from the head lease, rather than by reference to the useful live of the land. However, Management had enormously identified the lease as an operating lease and recognised rental income over straight line of 50 years in the financial year ended 31 December 2022.

Accordingly, adjustments were made to rectify the amounts of right-of-use assets, lease contract receivables, other current assets and trade payables and other current liabilities.

35 Comparative figures (cont'd)

(ii) Comparative figures have been reclassified principally due to prior year adjustments arising from the following (cont'd):

Reclassifications

Certain reclassifications have been made to the previous year's financial statements to conform to the current year's presentation.

The effects of the above matters on the consolidated financial statements of the Group and statement of financial position of the Company are as follows:

	As previously reported US$'000	**Adjustments US$'000**	**As reclassified US$'000**
Group			
Consolidated statement of financial position			
Non-current assets			
Property, plant and equipment	45,846	(2,254)	43,592
Intangible assets	–	848	848
Goodwill	709	(709)	–
Deferred tax assets	2,106	49	2,155
Other non-current assets	8,617	(188)	8,429
Current assets			
Other current assets	6,102	2,254	8,356
Consolidated statement of cash flows			
Cash flows used in operating activities	(4,053)	5,318	1,265
Cash flows used in investing activities	(23,901)	(5,262)	(29,163)
Cash flows used in financing activities	(2,961)	(56)	(3,017)

The reclassification did not have any effect on the net profit of the Group for the financial year ended 31 December 2022 and the Group's consolidated statement of financial position as at 1 January 2022.

35 Comparative figures (cont'd)

(ii) Comparative figures have been reclassified principally due to prior year adjustments arising from the following (cont'd):

Reclassifications (cont'd)

	As previously reported US$'000	Adjustments US$'000	As reclassified US$'000
Company			
Statement of financial position as at 31 December 2022			
Non-current assets			
Right-of-use assets	4,701	(4,440)	261
Lease contract receivables	–	4,544	4,544
Current assets			
Other current assets	2,277	(301)	1,976
Current liabilities			
Trade payable and other current liabilities	776	(197)	579

The reclassification did not have any effect on the net profit of the Company for the financial year ended 31 December 2022 and the Company's statement of financial position as at 1 January 2022.

36 Authorisation of financial statements

The consolidated financial statements of the Group and the statement of financial position and statement of changes in equity of the Company for the financial year ended 31 December 2023 were authorised for issue in accordance with a resolution of the directors dated 11 April 2024.

MEDTECS INTERNATIONAL CORPORATION LIMITED

2023 Medtecs Annual Report. All rights reserved.

To request a physical copy of the annual report, please email investor.relations@medtecs.com with your full name, contact number and delivery address.

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

www.medtecs.com