Grape King Bio Ltd. and Subsidiaries

Consolidated Financial Statements for the Years Ended December 31, 2019 and 2018 and Independent Auditors' Report

DECLARATION OF CONSOLIDATION OF FINANCIAL STATEMENTS OF AFFILIATES

The entities that are required to be included in the combined financial statements of Grape King Bio Ltd. as of and for the year ended December 31, 2019 under the Criteria Governing the Preparation of Affiliation Reports, Consolidated Business Reports and Consolidated Financial Statements of Affiliated Enterprises are the same as those included in the consolidated financial statements prepared in conformity with the International Financial Reporting Standard 10, "Consolidated Financial Statements." In addition, the information required to be disclosed in the combined financial statements is included in the consolidated financial statements. Consequently, Grape King Bio Ltd. and subsidiaries did not prepare a separate set of combined financial statements.

Very truly yours,

GRAPE KING BIO LTD.

By

____

Sheng-Lin, Tseng
Chairman

February 24, 2020

Deloitte.

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INDEPENDENT AUDITORS' REPORT

The Board of Directors and Shareholders
Grape King Bio Ltd.

Opinion

We have audited the accompanying consolidated financial statements of Grape King Bio Ltd. and its subsidiaries (collectively referred to as the "Group"), which comprise the consolidated balance sheet as of December 31, 2019, and the consolidated statements of comprehensive income, changes in equity and cash flows for the year then ended, and the notes to the consolidated financial statements, including a summary of significant accounting policies (collectively referred to as the "consolidated financial statements").

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as of December 31, 2019, and its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers, and International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), IFRIC Interpretations (IFRIC), and SIC Interpretations (SIC) endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China.

Basis for Opinion

We conducted our audit in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants and auditing standards generally accepted in the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with The Norm of Professional Ethics for Certified Public Accountant of the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements. 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 consolidated financial statements for the year ended December 31, 2019. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matter of the Group's consolidated financial statements for the year ended December 31, 2019 is stated as follows:

<u>Valuation of Inventory</u>

The products of the Group mainly include health foods and beverages. Such products have shelf-lives and are sold in a highly competitive consumer market, resulting in greater exposure to risk of loss on inventory due to damage or expiration. The estimation for loss on inventory is based on market conditions, historical sales experience of similar products, and the net realizable value of inventory. Refer to Notes 4, 5, and 10 to the consolidated financial statements for the details on the valuation of inventory. The net carrying value of inventory as of December 31, 2019 for the Group amounted to NT$546,444 thousand, which was significant to the consolidated financial statements, and the criteria to determine loss on inventory vary according to different categories of inventories which require critical accounting estimates. Consequently, the valuation of inventory was identified as a key audit matter.

Our key audit procedures performed in respect of the above area included the following:

1. We understood and tested the design and operating effectiveness of key controls over the valuation of inventory;

2. We understood and assessed the reasonableness of inventory valuation policy and estimates used by the management;

3. We performed an observation on the Group's annual physical count of inventory to assess for any indications of damaged or expired inventories not listed in the allowance for inventory loss;

4. We sampled and recalculated the accuracy of net realizable value of inventory as well as performed calculation of validity period from the year-end subsidiary ledgers and aging report of inventories, to verify that the allowance for inventory loss was appropriately recognized based on the about policy.

Other Matter

The consolidated financial statements of the Group for the year ended December 31, 2018 were audited by other auditor who issued an unmodified opinion with other matter paragraph on those statements on February 25, 2019.

We have also audited the parent company only financial statements of Grape King Bio Ltd. as of and for the year ended December 31, 2019 on which we have issued an unmodified opinion with other matter paragraph. The parent company only financial statements for the year ended December 31, 2018 were audited by other auditor who issued an unmodified opinion with other matter paragraph.

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

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers, and IFRS, IAS, IFRIC, and SIC endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the 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.

Those charged with governance, including supervisors, are responsible for overseeing the Group's financial reporting process.

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

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

As part of an audit in accordance with the auditing standards generally accepted in the Republic of China, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

1. Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the 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 auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.

5. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

6. Obtain sufficient and appropriate audit evidence regarding the financial information of 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 those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements for the year ended December 31, 2019 and are therefore the key audit matters. We describe these matters in our auditors' 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.

The engagement partners on the audit resulting in this independent auditors' report are Yu Feng Huang and Ming Yuan Chung.

Yu Feng Huang Ming Yuan Chung

Deloitte & Touche
Taipei, Taiwan
Republic of China

February 24, 2020

<u>Notice to Readers</u>

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

For the convenience of readers, the independent auditors' report and the accompanying consolidated financial statements have been translated into English from the original Chinese version prepared and used in the Republic of China. If there is any conflict between the English version and the original Chinese version or any difference in the interpretation of the two versions, the Chinese-language independent auditors' audit report and consolidated financial statements shall prevail.

GRAPE KING BIO LTD. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS
DECEMBER 31, 2019 AND 2018
(In Thousands of New Taiwan Dollars)

ASSETS	2019 Amount	2019 %	2018 Amount	2018 %
CURRENT ASSETS				
Cash and cash equivalents (Note 6)	$ 2,146,207	19	$ 2,050,224	19
Financial assets at amortized cost (Note 8)	85,818	1	38,214	-
Notes and accounts receivable, net (Note 9)	199,453	2	171,245	2
Accounts receivable from related parties (Notes 24 and 32)	2,603	-	-	-
Other receivables	2,141	-	3,818	-
Inventories (Note 10)	546,444	5	562,831	5
Other current assets (Note 17)	83,667	-	66,651	1
Total current assets	3,066,333	27	2,892,983	27
NON-CURRENT ASSETS				
Financial assets at fair value through other comprehensive income (Note 7)	11,782	-	10,892	-
Financial assets at amortized cost (Notes 8 and 33)	11,460	-	11,460	-
Investments accounted for using the equity method (Note 12)	5,591	-	-	-
Property, plant and equipment (Notes 13, 33 and 34)	6,453,533	57	5,926,655	56
Right-of-use assets (Note 14)	207,298	2	-	-
Investment properties (Note 15)	1,475,868	13	1,485,928	14
Intangible assets (Note 16)	34,786	-	20,141	-
Deferred tax assets (Note 26)	9,337	-	8,032	-
Other non-current assets (Notes 17, 22 and 32)	83,083	1	291,958	3
Total non-current assets	8,292,738	73	7,755,066	73
TOTAL	$ 11,359,071	100	$ 10,648,049	100

LIABILITIES AND EQUITY	2019 Amount	2019 %	2018 Amount	2018 %
CURRENT LIABILITIES				
Short-term borrowings (Notes 18 and 33)	$ 350,000	3	$ 800,000	8
Contract liabilities (Note 24)	65,014	1	106,317	1
Notes payable	778	-	1,756	-
Accounts payable	221,848	2	260,479	2
Other payables (Note 19)	1,745,424	15	1,686,465	16
Other payables to related parties (Note 32)	38,130	-	35,622	-
Current tax liabilities (Note 26)	277,737	3	303,844	3
Lease liabilities (Notes 14 and 32)	43,636	-	-	-
Other current liabilities (Notes 19 and 32)	60,446	1	49,514	1
Current portion of long-term borrowings (Notes 18 and 33)	7,304	-	26,012	-
Total current liabilities	2,810,317	25	3,270,009	31
NON-CURRENT LIABILITIES				
Long-term borrowings (Notes 18 and 33)	819,241	7	292,795	3
Provisions (Note 21)	5,317	-	-	-
Deferred tax liabilities (Note 26)	68,675	1	68,628	-
Lease liabilities (Notes 14 and 32)	122,034	1	-	-
Other non-current liabilities (Notes 19, 22 and 32)	62,635	-	83,347	1
Total non-current liabilities	1,077,902	9	444,770	4
Total liabilities	3,888,219	34	3,714,779	35
EQUITY ATTRIBUTABLE TO OWNERS OF THE COMPANY (Note 23)				
Share capital				
Common Stock	1,362,864	12	1,362,864	13
Capital surplus	968,724	8	965,244	9
Retained earnings				
Legal reserve	939,947	8	810,407	8
Special reserve	74,671	1	74,671	1
Unappropriated earnings	2,973,497	26	2,676,265	25
Total retained earnings	3,988,115	35	3,561,343	34
Other equity	(100,752)	(1)	(68,094)	(1)
Treasury stock	(45,530)	-	(91,062)	(1)
Total equity attributable to owners of the Company	6,173,421	54	5,730,295	54
NON-CONTROLLING INTERESTS (Notes 11 and 23)	1,297,431	12	1,202,975	11
Total equity	7,470,852	66	6,933,270	65
TOTAL	$ 11,359,071	100	$ 10,648,049	100

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

(With Deloitte & Touche auditor's report dated February 24, 2020)

GRAPE KING BIO LTD. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
FOR THE YEARS ENDED DECEMBER 31, 2019 AND 2018
(In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2019		2018	
	Amount	**%**	**Amount**	**%**
NET REVENUE (Notes 24 and 32)	$ 9,239,070	100	$ 9,183,321	100
COST OF REVENUE (Notes 10 and 25)	(1,673,182)	(18)	(1,854,057)	(20)
GROSS PROFIT	7,565,888	82	7,329,264	80
OPERATING EXPENSES (Notes 22, 25, 28 and 32)				
Selling and marketing	(4,505,253)	(49)	(4,274,566)	(47)
General and administrative	(535,543)	(6)	(520,292)	(6)
Research and development	(190,091)	(2)	(184,569)	(2)
Total operating expenses	(5,230,887)	(57)	(4,979,427)	(55)
INCOME FROM OPERATIONS	2,335,001	25	2,349,837	25
NON-OPERATING INCOME AND EXPENSES (Notes 12, 25 and 32)				
Other income	129,417	1	151,370	2
Other gains and losses	(5,873)	-	(60,430)	(1)
Finance costs	(17,690)	-	(14,113)	-
Share of profit or loss of associate	(749)	-	-	-
Total non-operating income	105,105	1	76,827	1
PROFIT BEFORE INCOME TAX	2,440,106	26	2,426,664	26
INCOME TAX EXPENSE (Note 26)	(501,540)	(5)	(536,592)	(6)
NET PROFIT FOR THE PERIOD	1,938,566	21	1,890,072	20
OTHER COMPREHENSIVE INCOME (LOSS) (Notes 22 and 23)				
Items that will not be reclassified subsequently to profit or loss:				
Remeasurement of defined benefit plans	491	-	816	-
Unrealized gain (loss) on investments in equity instruments at fair value through other comprehensive income	890	-	(7,495)	-
Income tax relating to items that will not be reclassified subsequently to profit or loss	(98)	-	(160)	-
Items that may be reclassified subsequently to profit or loss:				
Exchange differences on translating foreign operations	(33,078)	-	(16,355)	-
Exchange differences on translating foreign operations of associate	(470)	-	-	-
Other comprehensive loss for the period, net of income tax	(32,265)	-	(23,194)	-
TOTAL COMPREHENSIVE INCOME FOR THE PERIOD	$ 1,906,301	21	$ 1,866,878	20

(Continued)

GRAPE KING BIO LTD. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
FOR THE YEARS ENDED DECEMBER 31, 2019 AND 2018
(In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2019		2018	
	Amount	**%**	**Amount**	**%**
NET PROFIT ATTRIBUTABLE TO:				
Owners of the Company	$ 1,309,020	14	$ 1,295,394	14
Non-controlling interests	629,546	7	594,678	7
	$ 1,938,566	21	$ 1,890,072	21
TOTAL COMPREHENSIVE INCOME ATTRIBUTABLE TO:				
Owners of the Company	$ 1,276,673	14	$ 1,272,238	14
Non-controlling interests	629,628	7	594,640	6
	$ 1,906,301	21	$ 1,866,878	20
EARNINGS PER SHARE (Note 27)				
Basic earnings per share	$ 9.63		$ 9.57	
Diluted earnings per share	$ 9.58		$ 9.50	

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

(With Deloitte & Touche auditor's report dated February 24, 2020) (Concluded)

GRAPE KING BIO LTD. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2019 AND 2018
(In Thousands of New Taiwan Dollars)

	Equity Attributable to Owners of the Company											
	Share Capital - Common Stock			Retained Earnings			Others					
	Share (In Thousands)	Amount	Capital Surplus	Legal Reserve	Special Reserve	Unappropriated Earnings	Exchange Differences on Translating Foreign Operations	Unrealized Gain (Loss) on Financial Assets at Fair Value Through Other Comprehensive Income	Treasury Stock	Total	Non-controlling Interests	Total Equity
BALANCE, JANUARY 1, 2018	135,221	$ 1,352,211	$ 800,246	$ 675,213	$ 74,671	$ 2,418,570	$ (34,603)	$ -	$ (91,062)	$ 5,195,246	$ 1,132,726	$ 6,327,972
Effect of retrospective application	-	-	-	-	-	-	-	(9,641)	-	(9,641)	-	(9,641)
ADJUSTED BALANCE, JANUARY 1, 2018	135,221	1,352,211	800,246	675,213	74,671	2,418,570	(34,603)	(9,641)	(91,062)	5,185,605	1,132,726	6,318,331
Appropriation of 2017 earnings												
Legal reserve	-	-	-	135,194	-	(135,194)	-	-	-	-	-	-
Cash dividends distributed by the Company	-	-	-	-	-	(903,199)	-	-	-	(903,199)	-	(903,199)
Cash dividends distributed by subsidiary	-	-	-	-	-	-	-	-	-	-	(524,391)	(524,391)
Convertible bonds converted to common stock	1,065	10,653	158,547	-	-	-	-	-	-	169,200	-	169,200
Other changes in capital surplus	-	-	6,451	-	-	-	-	-	-	6,451	-	6,451
Net income for the year ended December 31, 2018	-	-	-	-	-	1,295,394	-	-	-	1,295,394	594,678	1,890,072
Other comprehensive income (loss) for the year ended December 31, 2018, net of income tax	-	-	-	-	-	694	(16,355)	(7,495)	-	(23,156)	(38)	(23,194)
Total comprehensive income (loss) for the year ended December 31, 2018	-	-	-	-	-	1,296,088	(16,355)	(7,495)	-	1,272,238	594,640	1,866,878
BALANCE, DECEMBER 31, 2018	136,286	1,362,864	965,244	810,407	74,671	2,676,265	(50,958)	(17,136)	(91,062)	5,730,295	1,202,975	6,933,270
Appropriation of 2018 earnings												
Legal reserve	-	-	-	129,540	-	(129,540)	-	-	-	-	-	-
Cash dividends distributed by the Company	-	-	-	-	-	(882,559)	-	-	-	(882,559)	-	(882,559)
Share-based payment arrangements	-	-	3,480	-	-	-	-	-	45,532	49,012	-	49,012
Cash dividends distributed by subsidiary	-	-	-	-	-	-	-	-	-	-	(535,172)	(535,172)
Net income for the year ended December 31, 2019	-	-	-	-	-	1,309,020	-	-	-	1,309,020	629,546	1,938,566
Other comprehensive income (loss) for the year ended December 31, 2019, net of income tax	-	-	-	-	-	311	(33,548)	890	-	(32,347)	82	(32,265)
Total comprehensive income (loss) for the year ended December 31, 2019	-	-	-	-	-	1,309,331	(33,548)	890	-	1,276,673	629,628	1,906,301
BALANCE, DECEMBER 31, 2019	136,286	$ 1,362,864	$ 968,724	$ 939,947	$ 74,671	$ 2,973,497	$ (84,506)	$ (16,246)	$ (45,530)	$ 6,173,421	$ 1,297,431	$ 7,470,852

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

(With Deloitte & Touche auditor's report dated February 24, 2020)

GRAPE KING BIO LTD. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2019 AND 2018
(In Thousands of New Taiwan Dollars)

	2019	2018
CASH FLOWS FROM OPERATING ACTIVITIES		
Income before income tax	$ 2,440,106	$ 2,426,664
Adjustments for:		
Depreciation expenses	308,790	254,140
Amortization expenses	10,299	7,330
Expected credit loss recognized (reversed)	2,845	(117)
Gain on financial assets at fair value through profit	-	(489)
Finance costs	17,690	14,113
Interest income	(5,039)	(7,204)
Dividend income	(2)	(2)
Compensation costs of share-based payment agreements	4,394	-
Share of profit (loss) of associate	749	-
Loss on disposal of property, plant and equipment, net	6,597	3,739
Loss arising from lease modification	444	-
Changes in operating assets and liabilities		
Financial assets mandatorily classified as at fair value through profit or loss	-	205,019
Notes and accounts receivable, net	(28,208)	(10,759)
Accounts receivable from related parties	(2,603)	-
Other receivables	(1,320)	2,436
Inventories	16,387	(70,773)
Other current assets	(17,616)	(3,466)
Contract liabilities	(41,303)	23,232
Notes payable	(978)	(5,451)
Accounts payable	(38,631)	(55,629)
Other payables	35,253	152,825
Other payables to related parties	2,508	2,849
Other current liabilities	2,878	(25,530)
Net defined benefit liabilities	(2,732)	(5,116)
Cash generated from operations	2,710,508	2,907,811
Interest received	5,191	7,061
Interest paid	(15,308)	(12,678)
Income tax paid	(528,952)	(484,765)
Net cash generated from operating activities	2,171,439	2,417,429
CASH FLOWS FROM INVESTING ACTIVITIES		
Acquisition of financial assets at amortized cost	(56,908)	(15,970)
Repayment of financial assets at amortized cost	8,970	19,926
Acquisition of investments accounted for using the equity method	(6,810)	-
Acquisition of property, plant and equipment	(630,310)	(1,116,483)
Proceeds from disposal of property, plant and equipment	594	73
Increase in refundable deposits	(10,998)	(11,492)
Decrease in refundable deposits	11,554	8,044
Acquisition of intangible assets	(25,006)	(5,028)

(Continued)

GRAPE KING BIO LTD. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2019 AND 2018
(In Thousands of New Taiwan Dollars)

	2019	2018
Decrease (increase) in other non-current assets	$ 19,397	$ (7,208)
Dividend received	2	2
Net cash used in investing activities	(689,515)	(1,128,136)
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from short-term borrowings	3,450,000	5,550,000
Repayments of short-term borrowings	(3,900,000)	(5,050,000)
Repayments of bond payables	-	(3,325)
Proceeds from long-term borrowings	1,150,000	-
Repayments of long-term borrowings	(642,262)	(231,837)
Proceeds from guarantee deposits received	2,645	13,684
Refund of guarantee deposits received	(14,905)	(3,255)
Repayment of the principal portion of lease liabilities	(40,972)	-
Dividends paid to owners of the Company	(882,559)	(903,199)
Proceeds from reissuance of treasury stock	44,618	-
Dividends paid to non-controlling interests	(535,172)	(524,391)
Other financing activities	-	6,451
Net cash used in financing activities	(1,368,607)	(1,145,872)
EFFECT OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS	(17,334)	(13,694)
NET INCREASE IN CASH AND CASH EQUIVALENTS	95,983	129,727
CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD	2,050,224	1,920,497
CASH AND CASH EQUIVALENTS, END OF PERIOD	$ 2,146,207	$ 2,050,224

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

(With Deloitte & Touche audit reportor's dated February 24, 2020) (Concluded)

1. GENERAL INFORMATION

Grape King Bio Ltd. (the “Company”) was incorporated as a listed company limited by shares under the provisions of Company Act, the Securities and Exchange Act and other related regulations of the Republic of China (“ROC”). In April 1971, the Company was officially registered as Grape King Food Limited and started its operation. In 1979, the Company merged with China Fuso Seiko Pharmaceutical Industries Ltd. and renamed as Grape King Inc. In 1981, the Company further merged with Head Fancy Cosmetics Co. Ltd. The Company’s stocks were listed and publicly traded on the Taiwan Stock Exchange (“TWSE”) starting from December 1982. In the annual shareholders' meeting held on June 12, 2002, the Company resolved to change its name to become Grape King Bio Ltd. The Company is engaged in the production and sales of pharmaceutical preparation, patent medicine, liquid tonic, drink, healthy food, etc. The Company’s registered office and main business location is at No.402, Sec. 2, Jinling Rd., Pingzhen Dist., Taoyuan City 324, Taiwan, Republic of China.

2. APPROVAL OF CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements were approved by the Company’s board of directors and issued on February 24, 2020.

3. APPLICATION OF NEW, AMENDED AND REVISED STANDARDS AND INTERPRETATIONS

a. Initial application of the amendments to the Regulations Governing the Preparation of Financial Reports by Securities Issuers and the International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), IFRIC Interpretations (IFRIC), and SIC Interpretations (SIC) (collectively, the “IFRSs”) endorsed and issued into effect by the Financial Supervisory Commission (FSC).

   Except for the following, the initial application of the amendments to the Regulations Governing the Preparation of Financial Reports by Securities Issuers and the IFRSs endorsed and issued into effect by the FSC did not have any material impact on the Company and its subsidiaries’ (collectively, the “Group”) accounting policies:

   1) IFRS 16 “Leases”

      IFRS 16 provides a comprehensive model for the identification of lease arrangements and their treatment in the financial statements of both lessee and lessor. It supersedes IAS 17 “Leases”, IFRIC 4 “Determining whether an Arrangement contains a Lease”, and a number of related interpretations. Refer to Note 4 for information relating to the relevant accounting policies.

      <u>Definition of a lease</u>

      The Group elects to apply the guidance of IFRS 16 in determining whether contracts are, or contain, a lease only to contracts entered into (or changed) on or after January 1, 2019. Contracts identified as containing a lease under IAS 17 and IFRIC 4 are not reassessed and are accounted for in accordance with the transitional provisions under IFRS 16.

The Group as lessee

The Group recognizes right-of-use assets and lease liabilities for all leases on the consolidated balance sheets except for those whose payments under low-value asset and short-term leases are recognized as expenses on a straight-line basis. On the consolidated statements of comprehensive income, the Group presents the depreciation expense charged on right-of-use assets separately from the interest expense accrued on lease liabilities; interest is computed using the effective interest method. On the consolidated statements of cash flows, cash payments for the principal portion of lease liabilities are classified within financing activities; cash payments for the interest portion are classified within operating activities. Prior to the application of IFRS 16, payments under operating lease contracts were recognized as expenses on a straight-line basis. Prepaid lease payments for land use rights in China were recognized as prepayments for leases. Cash flows for operating leases were classified within operating activities on the consolidated statements of cash flows.

The Group elected to apply IFRS 16 retrospectively with the cumulative effect of the initial application of this standard recognized on January 1, 2019. Comparative information was not restated.

Lease liabilities were recognized on January 1, 2019 for leases previously classified as operating leases under IAS 17. Lease liabilities were measured at the present value of the remaining lease payments, discounted using the lessee's incremental borrowing rate on January 1, 2019. Right-of-use assets were measured at an amount equal to the lease liabilities, adjusted by the amount of any prepaid or accrued lease payment. The Group applies IAS 36 to all right-of-use assets.

The Group also applies the following practical expedients:

a) The Group applies a single discount rate to a portfolio of leases with reasonably similar characteristics to measure lease liabilities.

b) The Group accounts for those leases for which the lease term ends on or before December 31, 2019 as short-term leases.

c) The Group excludes initial direct costs from the measurement of right-of-use assets on January 1, 2019.

d) The Group uses hindsight, such as in determining lease terms, to measure lease liabilities.

The lessee's weighted average incremental borrowing rate applied to lease liabilities recognized on January 1, 2019 was 1.09%. The difference between the (i) lease liabilities recognized and (ii) operating lease commitments disclosed under IAS 17 on December 31, 2018 is explained as follows:

The future minimum lease payments of non-cancellable operating lease commitments on December 31, 2018	$ 226,175
Undiscounted amounts on January 1, 2019	$ 226,175
Discounted amounts using the incremental borrowing rate on January 1, 2019	$ 205,070
Lease liabilities recognized on January 1, 2019	$ 205,070

The Group as lessor

The Group does not make any adjustments for leases in which it is a lessor, and it accounts for those leases with the application of IFRS 16 starting from January 1, 2019.

The impact on assets, liabilities and equity as of January 1, 2019 from the initial application of IFRS 16 is set out as follows:

	As Originally Stated on January 1, 2019	**Adjustments Arising from Initial Application**	**Adjusted on January 1, 2019**
Right-of-use assets	$ -	$ 253,015	$ 253,015
Long-term rental prepayment (classified as other non-current assets)	43,374	(43,374)	-
Total effect on assets	$ 43,374	$ 209,641	$ 253,015
Lease liabilities - current	$ -	$ 13,568	$ 13,568
Lease liabilities - non-current	-	191,502	191,502
Provisions - non-current	-	4,571	4,571
Total effect on liabilities	$ -	$ 209,641	$ 209,641

b. The IFRSs endorsed by FSC for application starting from 2020

New IFRSs	**Effective Date Announced by IASB**
Amendments to IFRS 3 “Definition of a Business”	January 1, 2020 (Note 1)
Amendments to IFRS 9, IAS 39 and IFRS 7 “Interest Rate Benchmark Reform”	January 1, 2020 (Note 2)
Amendments to IAS 1 and IAS 8 “Definition of Material”	January 1, 2020 (Note 3)

Note 1: The Group shall apply these amendments to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after January 1, 2020 and to asset acquisitions that occur on or after the beginning of that period.

Note 2: The Group shall apply these amendments retrospectively for annual reporting periods beginning on or after January 1, 2020.

Note 3: The Group shall apply these amendments prospectively for annual reporting periods beginning on or after January 1, 2020.

Amendments to IAS 1 and IAS 8 “Definition of material”

The amendments are intended to make the definition of material in IAS 1 easier to understand and are not intended to alter the underlying concept of materiality in IFRSs. The concept of “obscuring” material information with immaterial information has been included as part of the new definition. The threshold for materiality influencing users has been changed from “could influence” to “could reasonably be expected to influence”.

Except for the above impact, as of the date the consolidated financial statements were authorized for issue, the Group is continuously assessing the possible impact that the application of other standards and interpretations will have on the Group's financial position and financial performance and will disclose the relevant impact when the assessment is completed.

c. New IFRSs in issue but not yet endorsed and issued into effect by the FSC

New IFRSs	**Effective Date Announced by IASB (Note 1)**
Amendments to IFRS 10 and IAS 28 "Sale or Contribution of Assets between an Investor and its Associate or Joint Venture"	To be determined by IASB
IFRS 17 "Insurance Contracts"	January 1, 2021
Amendments to IAS 1 "Classification of Liabilities as Current or Non-current"	January 1, 2022

Note 1: Unless stated otherwise, the above New IFRSs are effective for annual reporting periods beginning on or after their respective effective dates.

As of the date the consolidated financial statements were authorized for issue, the Group is continuously assessing the possible impact that the application of other standards and interpretations will have on the Group's financial position and financial performance and will disclose the relevant impact when the assessment is completed.

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

For the convenience of readers, the accompanying consolidated financial statements have been translated into English from the original Chinese version prepared and used in the ROC. If there is any conflict between the English version and the original Chinese version or any difference in the interpretation of the two versions, the Chinese-language consolidated financial statements shall prevail.

a. Statement of compliance

The consolidated financial statements have been prepared in conformity with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and IFRSs as endorsed and issued into effect by the FSC (collectively known as "Taiwan-IFRSs").

b. Basis of preparation

The consolidated financial statements have been prepared on the historical cost basis except for financial instruments which are measured at fair value, and net defined benefit assets (liabilities) which are measured at the present value of the defined benefit obligation less the fair value of plan assets.

The fair value measurements, which are grouped into Levels 1 to 3 based on the degree to which the fair value measurement inputs are observable and based on the significance of the inputs to the fair value measurement in its entirety, are described as follows:

1) Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities;

2) Level 2 inputs are inputs other than quoted prices included within Level 1 that are observable for an asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices); and

3) Level 3 inputs are unobservable inputs for an asset or liability.

c. Classification of current and non-current assets and liabilities

Current assets include:

- Assets held primarily for the purpose of trading;
- Assets expected to be realized within 12 months after the reporting period; and
- Cash and cash equivalents unless the asset is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting period.

Current liabilities include:

- Liabilities held primarily for the purpose of trading;
- Liabilities due to be settled within 12 months after the reporting period; and
- Liabilities for which the Group does not have an unconditional right to defer settlement for at least 12 months after the reporting period.

Assets and liabilities that are not classified as current are classified as non-current.

d. Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and the entities controlled by the Company (i.e., its subsidiaries).

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with those used by the Group.

All intra-company transactions, balances, income and expenses are eliminated in full upon consolidation. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

See Note 11, Table 5 and Table 6 for detailed information on subsidiaries (including percentages of ownership and main businesses).

e. Foreign currencies

In preparing the financial statements of each individual entity, transactions in currencies other than the entity's functional currency (i.e., foreign currencies) are recognized at the rates of exchange prevailing at the dates of the transactions.

At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Exchange differences on monetary items arising from settlement or translation are recognized in profit or loss in the period in which they arise.

Non-monetary items measured at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when fair value was determined. Exchange differences arising from the retranslation of non-monetary items are included in profit or loss for the period except for exchange differences arising from the retranslation of non-monetary items in respect of which gains and losses are recognized directly in other comprehensive income; in which cases, the exchange differences are also recognized directly in other comprehensive income.

Non-monetary items that are measured at historical cost in a foreign currency are translated using the exchange rate at the date of the transaction (i.e., not retranslated).

For the purpose of presenting consolidated financial statements, the functional currencies of its foreign operations are translated into the presentation currency, the New Taiwan dollar, as follows: Assets and liabilities are translated at the exchange rates prevailing at the end of the reporting period; and income and expense items are translated at the average exchange rates for the period. The resulting currency translation differences are recognized in other comprehensive income (attributed to the owners of the Company and non-controlling interests as appropriate).

f. Inventories

Inventories consist of raw materials, supplies, semi-finished goods and work in progress, finished goods and merchandises are stated at the lower of cost or net realizable value. Inventory write-downs are made by item, except where it may be appropriate to group similar or related items. The net realizable value is the estimated selling price of inventories less all estimated costs of completion and costs necessary to make the sale. Inventories are recorded at the weighted-average cost on the balance sheet date.

g. Investments in associates

An associate is an entity over which the Group has significant influence and which is neither a subsidiary nor an interest in a joint venture.

The Group uses the equity method to account for its investments in associates.

Under the equity method, investments in an associate are initially recognized at cost and adjusted thereafter to recognize the Group’s share of the profit or loss and other comprehensive income of the associate. The Group also recognizes the changes in the Group’s share of the equity of associates.

The entire carrying amount of an investment is tested for impairment as a single asset by comparing its recoverable amount with its carrying amount. Any impairment loss recognized is not allocated to any asset that forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognized to the extent that the recoverable amount of the investment subsequently increases.

When the Group transacts with its associate, profits and losses resulting from the transactions with the associate are recognized in the Group’s consolidated financial statements only to the extent of interests in the associate that are not related to the Group.

h. Property, plant and equipment

Property, plant and equipment are initially measured at cost and subsequently measured at cost less accumulated depreciation.

Property, plant and equipment in the course of construction are measured at cost. Cost includes professional fees and borrowing costs eligible for capitalization. Such assets are depreciated and classified to the appropriate categories of property, plant and equipment when completed and ready for their intended use.

Except for freehold land which is not depreciated, the depreciation of property, plant and equipment is recognized using the straight-line method. Each significant part is depreciated separately. If their respective lease terms are shorter than their useful lives, such assets are depreciated over their lease terms. The estimated useful lives, residual values and depreciation methods are reviewed at the end of each reporting period, with the effects of any changes in the estimates accounted for on a prospective basis.

On derecognition of an item of property, plant and equipment, the difference between the sales proceeds and the carrying amount of the asset is recognized in profit or loss.

i. Investment properties

Investment properties are properties held to earn rental and/or for capital appreciation. Investment properties also include land held for a currently undetermined future use.

Investment properties are initially measured at cost, including transaction costs. Subsequent to initial recognition, investment properties are measured at cost less accumulated depreciation loss.

For a transfer of classification from investment properties to property, plant and equipment, the deemed cost of the property for subsequent accounting is its carrying amount at the commencement of owner-occupation.

On derecognition of an investment property, the difference between the net disposal proceeds and the carrying amount of the asset is included in profit or loss.

j. Intangible assets

1) Intangible assets acquired separately

Intangible assets with finite useful lives that are acquired separately are initially measured at cost and subsequently measured at cost less accumulated amortization and accumulated impairment loss. Amortization is recognized on a straight-line basis. The estimated useful lives, residual values, and amortization methods are reviewed at the end of each reporting period, with the effect of any changes in the estimates accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are measured at cost less accumulated impairment loss.

2) Derecognition of intangible assets

On derecognition of an intangible asset, the difference between the net disposal proceeds and the carrying amount of the asset is recognized in profit or loss.

k. Impairment of tangible and intangible assets

At the end of each reporting period, the Group reviews the carrying amounts of its tangible and intangible assets, excluding goodwill, to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss. When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. Corporate assets are allocated to the smallest group of cash-generating units on a reasonable and consistent basis of allocation.

The recoverable amount is the higher of fair value less costs to sell and value in use. If the recoverable amount of an asset or cash-generating unit is estimated to be less than its carrying amount, the carrying amount of the asset or cash-generating unit is reduced to its recoverable amount, with the resulting impairment loss recognized in profit or loss.

When an impairment loss is subsequently reversed, the carrying amount of the corresponding asset or cash-generating unit is increased to the revised estimate of its recoverable amount, but only to the extent of the carrying amount that would have been determined had no impairment loss been recognized on the asset or cash-generating unit in prior years. A reversal of an impairment loss is recognized in profit or loss.

l. Financial instruments

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

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issuance of financial assets and financial liabilities (other than financial assets and financial liabilities at FVTPL) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognized immediately in profit or loss.

1) Financial assets

All regular way purchases or sales of financial assets are recognized and derecognized on a trade date basis.

a) Measurement categories

Financial assets are classified into the following categories: financial assets at amortized cost and investments in debt instruments and equity instruments at FVTOCI.

i. Financial assets at amortized cost

Financial assets that meet the following conditions are subsequently measured at amortized cost:

i) The financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and

ii) The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Subsequent to initial recognition, financial assets at amortized cost, including cash and cash equivalents, financial assets at amortized cost, notes and accounts receivable (net) and other receivables at amortized cost, are measured at amortized cost, which equals the gross carrying amount determined using the effective interest method less any impairment loss. Exchange differences are recognized in profit or loss.

Interest income is calculated by applying the effective interest rate to the gross carrying amount of such a financial asset, except for:

i) Purchased or originated credit-impaired financial assets, for which interest income is calculated by applying the credit adjusted effective interest rate to the amortized cost of such financial assets; and

ii) Financial assets that are not credit impaired on purchase or origination but have subsequently become credit impaired, for which interest income is calculated by applying the effective interest rate to the amortized cost of such financial assets in subsequent reporting periods.

A financial asset is credit impaired when one or more of the following events have occurred:

i) Significant financial difficulty of the issuer or the borrower;

ii) Breach of contract, such as a default;

iii) It is becoming probable that the borrower will enter bankruptcy or undergo a financial reorganization; or

iv) The disappearance of an active market for that financial asset because of financial difficulties.

Cash equivalents include time deposits with original maturities within 3 months from the date of acquisition, which are highly liquid, readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value. These cash equivalents are held for the purpose of meeting short-term cash commitments.

ii. Investments in equity instruments at FVTOCI

On initial recognition, the Group may make an irrevocable election to designate investments in equity instruments as at FVTOCI. Designation as at FVTOCI is not permitted if the equity investment is held for trading or if it is contingent consideration recognized by an acquirer in a business combination.

Investments in equity instruments at FVTOCI are subsequently measured at fair value with gains and losses arising from changes in fair value recognized in other comprehensive income and accumulated in other equity. The cumulative gain or loss will not be reclassified to profit or loss on disposal of the equity investments; instead, it will be transferred to retained earnings.

Dividends on these investments in equity instruments are recognized in profit or loss when the Group’s right to receive the dividends is established, unless the dividends clearly represent a recovery of part of the cost of the investment.

b) Impairment of financial assets

The Group recognizes a loss allowance for expected credit losses on financial assets at amortized cost (including accounts receivable) and investments in debt instruments that are measured at FVTOCI.

The Group always recognizes lifetime expected credit losses (ECLs) for accounts receivable. For all other financial instruments, the Group recognizes lifetime ECLs when there has been a significant increase in credit risk since initial recognition. If, on the other hand, the credit risk on a financial instrument has not increased significantly since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to 12-month ECLs.

Expected credit losses reflect the weighted average of credit losses with the respective risks of default occurring as the weights. Lifetime ECLs represent the expected credit losses that will result from all possible default events over the expected life of a financial instrument. In contrast, 12-month ECLs represent the portion of lifetime ECLs that is expected to result from default events on a financial instrument that are possible within 12 months after the reporting date.

For internal credit risk management purposes, the Group determines that internal or external information which shows that the debtor is unlikely to pay its creditors would indicate that a financial asset is in default (without taking into account any collateral held by the Group).

The impairment loss of all financial assets is recognized in profit or loss by a reduction in their carrying amounts through a loss allowance account.

c) Derecognition of financial assets

The Group derecognizes a financial asset only when the contractual rights to the cash flows from the asset expire or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party.

On derecognition of a financial asset at amortized cost in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognized in profit or loss. However, on derecognition of an investment in an equity instrument at FVTOCI, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognized in profit or loss, and the cumulative gain or loss which had been recognized in other comprehensive income is transferred directly to retained earnings, without recycling through profit or loss.

m. Provisions

Provisions are measured at the best estimate of the discounted cash flows of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation.

n. Revenue recognition

The Group identifies contracts with customers, allocates the transaction price to the performance obligations and recognizes revenue when performance obligations are satisfied.

1) Revenue from the sale of goods

Revenue from the sale of goods comes from sales of health food and beverages. Sales of health food and beverages are recognized as revenue when the goods are delivered to the customer's specific location because it is the time when the customer has full discretion over the manner of distribution and price to sell the goods, has the primary responsibility for sales to future customers and bears the risks of obsolescence. Trade receivables are recognized concurrently. For sales of health food and beverages through its own retail outlets, revenue is recognized when the customer purchases the goods at the retail outlet. For internet sales of health food and beverages, revenue is recognized when the goods are delivered to the customer's specific location. When the customer initially purchases the goods online, the transaction price received is recognized as a contract liability until the goods have been delivered to the customer.

2) Revenue from the rendering of services

Revenue from the rendering of services comes from the OEM.

As the Group provides OEM, customers simultaneously receive and consume the benefits provided by the Group's performance. Consequently, the related revenue is recognized when services are rendered.

o. Leases

<u>2019</u>

At the inception of a contract, the Group assesses whether the contract is, or contains, a lease.

1) The Group as lessor

Leases are classified as finance leases whenever the terms of a lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

Lease payments from operating leases are recognized as income on a straight-line basis over the terms of the relevant leases.

2) The Group as lessee

The Group recognizes right-of-use assets and lease liabilities for all leases at the commencement date of a lease, except for short-term leases and low-value asset leases accounted for applying a recognition exemption where lease payments are recognized as expenses on a straight-line basis over the lease terms.

Right-of-use assets are initially measured at cost, which comprises the initial measurement of lease liabilities adjusted for lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs needed to restore the underlying assets, and less any lease incentives received. Right-of-use assets are subsequently measured at cost less accumulated depreciation and impairment losses and adjusted for any remeasurement of the lease liabilities. Right-of-use assets are presented on a separate line in the consolidated balance sheets.

Right-of-use assets are depreciated using the straight-line method from the commencement dates to the earlier of the end of the useful lives of the right-of-use assets or the end of the lease terms.

Lease liabilities are initially measured at the present value of the lease payments. The lease payments are discounted using the interest rate implicit in a lease, if that rate can be readily determined. If that rate cannot be readily determined, the Group uses the lessee's incremental borrowing rate.

Subsequently, lease liabilities are measured at amortized cost using the effective interest method, with interest expense recognized over the lease terms. When there is a change in a lease term resulting from a change in an index or a rate used to determine those payments, the Group remeasures the lease liabilities with a corresponding adjustment to the right-of-use-assets. However, if the carrying amount of the right-of-use assets is reduced to zero, any remaining amount of the remeasurement is recognized in profit or loss. Lease liabilities are presented on a separate line in the consolidated balance sheets. Variable lease payments that do not depend on an index or a rate are recognized as expenses in the periods in which they are incurred.

2018

Leases are classified as finance leases whenever the terms of a lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

1) The Group as lessor

Rental income from operating leases is recognized on a straight-line basis over the term of the relevant lease.

2) The Group as lessee

Operating lease payments are recognized as expenses on a straight-line basis over the lease term.

p. Borrowing costs

Borrowing costs directly attributable to an acquisition, construction or production of qualifying assets are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

Other than that which is stated above, all other borrowing costs are recognized in profit or loss in the period in which they are incurred.

q. Employee benefits

1) Short-term employee benefits

Liabilities recognized in respect of short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related services.

2) Retirement benefits

Payments to defined contribution retirement benefit plans are recognized as expenses when employees have rendered services entitling them to the contributions.

Defined benefit costs (including service cost, net interest and remeasurement) under defined benefit retirement benefit plans are determined using the projected unit credit method. Service cost (including current service cost) and net interest on the net defined benefit liabilities (assets) are recognized as employee benefits expense in the period in which they occur. Remeasurement, comprising actuarial gains and losses and the return on plan assets (excluding interest), is recognized in other comprehensive income in the period in which it occurs. Remeasurement recognized in other comprehensive income is reflected immediately in retained earnings and will not be reclassified to profit or loss.

Net defined benefit liabilities (assets) represent the actual deficit (surplus) in the Group's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any refunds from the plans or reductions in future contributions to the plans.

r. Share-based payment arrangements Employee share options

Employee share options granted to employees

The fair value at the grant date of the employee share options is expensed on a straight-line basis over the vesting period, based on the Company's best estimates of the number of shares or options that are expected to ultimately vest, with a corresponding increase in capital surplus - employee share options. It is recognized as an expense in full at the grant date if vested immediately. The grant date of treasury shares transferred to employees is the date on which the board of directors approves the transaction.

s. Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

1) Current tax

According to the Income Tax Law, an additional tax on unappropriated earnings is provided for in the year the shareholders approve to retain earnings.

Adjustments of prior years' tax liabilities are added to or deducted from the current year's tax provision.

2) Deferred tax

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities and the corresponding tax bases used in the computation of taxable profit.

Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized.

Deferred tax liabilities are recognized for taxable temporary differences associated with investments in subsidiaries and associates, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are recognized only to the extent that it is probable that there will be sufficient taxable profits against which to utilize the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the assets to be recovered. A previously unrecognized deferred tax asset is also reviewed at the end of each reporting period and recognized to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liabilities are settled or the assets are realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities. If investment properties measured using the fair value model are non-depreciable assets, or are held under a business model whose objective is not to consume substantially all of the economic benefits embodied in the assets over time, the carrying amounts of such assets are presumed to be recovered entirely through sale.

3) Current and deferred taxes

Current and deferred taxes are recognized in profit or loss, except when they relate to items that are recognized in other comprehensive income or directly in equity; in which case, the current and deferred taxes are also recognized in other comprehensive income or directly in equity, respectively.

5. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, management is required to make judgments, estimations, and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised if the revisions affect only that period or in the period of the revisions and future periods if the revisions affect both current and future periods.

Critical Accounting Judgements

a. Lease terms - 2019

In determining a lease term, the Group considers all facts and circumstances that create an economic incentive to exercise or not to exercise an option, including any expected changes in facts and circumstances from the commencement date until the exercise date of the option. Main factors considered include contractual terms and conditions for the optional periods, significant leasehold improvements undertaken over the contract term, the importance of the underlying asset to the lessee's operations, etc. The lease term is reassessed if a significant change in circumstances that are within control of the Group occur.

Key Sources of Estimation Uncertainty

a. Estimated impairment of financial assets

The provision for impairment of trade receivables is based on assumptions about risk of default and expected loss rates. The Company uses judgment in making these assumptions and in selecting the inputs to the impairment calculation, based on the Company's historical experience, existing market conditions as well as forward looking estimates as of the end of each reporting period. For details of the key assumptions and inputs used, see Note 9. Where the actual future cash inflows are less than expected, a material impairment loss may arise.

b. Write-down of inventories

The net realizable value of inventories is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale. The estimation of net realizable value is based on current market conditions and historical experience with product sales of a similar nature. Changes in market conditions may have a material impact on the estimation of the net realizable value.

c. Recognition and measurement of defined benefit plans

The net defined benefit liabilities (assets) and the resulting defined benefit costs under the defined benefit pension plans are calculated using the projected unit credit method. Actuarial assumptions comprise the discount rates, rates of employee turnover, future salary increases, etc. Changes in economic circumstances and market conditions will affect these assumptions and may have a material impact on the amount of related expenses and liabilities.

d. Lessee's incremental borrowing rates

In determining a lessee's incremental borrowing rate used in discounting lease payments, a risk-free rate for the same currency and relevant duration is selected as a reference rate, and the lessee's credit spread adjustments and lease specific adjustments (such as asset type, secured position, etc.) are also taken into account.

6. CASH AND CASH EQUIVALENTS

	December 31	
	2019	2018
Cash on hand	$ 2,888	$ 4,254
Checking accounts and demand deposits	1,581,990	1,466,992
Cash equivalents		
Repurchase agreements collateralized by commercial paper	203,967	263,601
Repurchase agreements collateralized by bonds	357,362	315,377
	$ 2,146,207	$ 2,050,224

7. FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

	December 31	
	2019	2018
Non-current - investments in equity instruments at FVTOCI		
Unlisted shares		
FU-Sheng International Inc. (Samoa)	$ 11,748	$ 10,852
Hsin Tung Yang Co., Ltd.	34	40
	$ 11,782	$ 10,892

The Company acquired ordinary shares of FU-Sheng International Inc. (Samoa) and Hsin Tung Yang Co., Ltd. for medium to long-term strategic purposes. Accordingly, the management elected to designate these investments in equity instruments as at FVTOCI as they believe that recognizing short-term fluctuations in these investments' fair value in profit or loss would not be consistent with the Company's strategy of holding these investments for long-term purposes.

As at January 1, 2016, the Company invested US$917 thousand (equivalent to NT$28,008 thousand) in exchange for 917,700 shares of FU-Sheng International Inc. (Samoa), representing 19% ownership interest. In 2016, the Company did not participate in an offering of shares conducted by FU-Sheng International Inc. (Samoa), and therefore its ownership interest was reduced to 18.77%.

Financial assets at fair value through other comprehensive income were not pledged.

8. FINANCIAL ASSETS AT AMORTIZED COST

	December 31	
	2019	2018
Current		
Domestic investments		
Time deposits with original maturities of more than 3 months	$ 85,818	$ 38,214
Non-current		
Domestic investments		
Pledged time deposit	$ 11,460	$ 11,460

Refer to Note 31 for information relating to the credit risk management and impairment of investments in financial assets at amortized cost.

Refer to Note 33 for information relating to investments in financial assets at amortized cost pledged as security.

9. NOTES AND ACCOUNTS RECEIVABLE, NET

	December 31	
	2019	**2018**
Notes receivable		
Notes receivable - operating	$ 5,482	$ 3,597
Accounts receivable		
At amortized cost		
Gross carrying amount	197,302	170,979
Less: Allowance for impairment loss	(3,331)	(3,331)
	193,971	167,648
	$ 199,453	$ 171,245

The average credit period of sales of goods was 30-135 days. The Group adopted a policy of only dealing with entities that are passed internal credit assessment and obtaining sufficient collateral, where appropriate, as a means of mitigating the risk of financial loss from defaults.

In order to minimize credit risk, the management of the Group has delegated a team responsible for determining credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group reviews the recoverable amount of each individual trade debt at the end of the reporting period to ensure that adequate allowance is made for possible irrecoverable amounts. In this regard, the management believes the Group’s credit risk was significantly reduced.

The Group measures the loss allowance for notes and accounts receivables at an amount equal to lifetime ECLs. The expected credit losses on notes and accounts receivables are estimated using a provision matrix by reference to the past default experience of the debtor and an analysis of the debtor’s current financial position, adjusted for general economic conditions of the industry in which the debtors operate and an assessment of both the current as well as the forecasted direction of economic conditions at the reporting date. As the Group’s historical credit loss experience does not show significantly different loss patterns for different customer segments, the provision for loss allowance based on past due status is not further distinguished according to the Group’s different customer base.

The movements of the loss allowance of notes and accounts receivable were as follows:

	For the Year Ended December 31	
	2019	**2018**
Balance at January 1	$ 3,331	$ 3,448
Net remeasurement of loss allowance	-	(117)
Balance at December 31	$ 3,331	$ 3,331

Aging analysis of notes and accounts receivable (net) held by the Group was as follows:

	Neither Past Due nor Impaired	Past Due but not Impaired			Total
		Within 90 Days	91 to 180 Days	Over 180 Days	
December 31, 2019	$ 189,587	$ 9,838	$ 28	$ -	$ 199,453
December 31, 2018	164,273	6,972	-	-	171,245

Notes and accounts receivable were not pledged.

10. INVENTORIES

	December 31	
	2019	2018
Finished goods	$ 183,461	$ 164,399
Semi-finished goods and work in progress	182,574	158,476
Raw materials	152,038	211,114
Supplies	27,800	27,370
Merchandise	571	1,472
	$ 546,444	$ 562,831

The costs of inventories recognized as cost of goods sold were detailed as follows:

	For the Year Ended December 31	
	2019	2018
Cost of revenue	$ 1,673,182	$ 1,854,057
Loss on retirement	$ 17,028	$ 21,887
Gain from physical counts	$ (1,501)	$ (1,045)

Inventories were not pledged.

11. SUBSIDIARIES

a. Subsidiaries included in the consolidated financial statements

			Proportion of Ownership December 31	
Investor	Investee	Nature of Activities	2019	2018
The Company	Pro-partner Inc. (Pro-partner)	Sales	60%	60%
The Company	GRAPE KING INTERNATIONAL INVESTMENT INC. (BVI) (GKBVI)	Investment	100%	100%
The Company	Rivershine Ltd. (Rivershine)	Sales	100%	100%
The Company	Dongpu Biotech Corporation	Sales	100%	100%
GKBVI	Shanghai Grape King Enterprise Co., Ltd. (Shanghai Grape King)	Manufacturing and Sales	100%	100%
GKBVI	Shanghai Rivershine Ltd. (Shanghai Rivershine)	Sales	100%	100%

b. Details of subsidiaries that have material non-controlling interests

Name of Subsidiary	Principal Place of Business	Proportion of Ownership and Voting Rights Held by Non-controlling Interests December 31 2019	2018
Pro-partner	Taiwan, Republic of China	40%	40%

Name of Subsidiary	Profit (Loss) Allocated to Non-controlling Interests For the Year Ended December 31 2019	2018	Accumulated Non-controlling Interests December 31 2019	2018
Pro-partner	$ 629,546	$ 594,678	$ 1,297,431	$ 1,202,975

Summarized financial information in respect of each of the Group's subsidiaries that has material non-controlling interests is set out below. The summarized financial information below represents amounts before intragroup eliminations.

Pro-partner

	December 31 2019	2018
Current assets	$ 1,532,322	$ 1,361,132
Non-current assets	3,747,434	3,740,441
Current liabilities	(1,864,138)	(1,784,232)
Non-current liabilities	(172,041)	(309,903)
Equity	$ 3,243,577	$ 3,007,438
Equity attributable to:		
Owners of the Company	$ 1,946,146	$ 1,804,463
Non-controlling interests of Pro-partner	1,297,431	1,202,975
	$ 3,243,577	$ 3,007,438

	For the Year Ended December 31 2019	2018
Revenue	$ 7,791,039	$ 7,388,521
Profit for the year	$ 1,573,278	$ 1,486,696
Other comprehensive income (loss) for the year	203	(95)
Total comprehensive income for the year	$ 1,573,481	$ 1,486,601
Profit and total comprehensive income attributable to:		
Owners of the Company	$ 943,732	$ 892,018
Non-controlling interests of Pro-partner	629,546	594,678
	$ 1,573,278	$ 1,486,696

(Continued)

	For the Year Ended December 31	
	2019	**2018**
Total comprehensive income attributable to:		
Owners of the Company	$ 943,853	$ 891,961
Non-controlling interests of Pro-partner	629,628	594,640
	$ 1,573,481	$ 1,486,601
Net cash inflow (outflow) from:		
Operating activities	$ 1,725,150	$ 1,807,183
Investing activities	(16,177)	(244,296)
Financing activities	(1,567,651)	(1,540,623)
Net cash inflow	$ 141,322	$ 22,264
Dividends paid to non-controlling interests of:		
Pro-partner	$ 535,172	$ 524,391

(Concluded)

12. INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD

	December 31, 2019
Associates that are not individually material	
GK BIO INTERNATIONAL SDN. BHD.	$ 5,591

In January 2019, the Company invested NT$6,810 thousand in GK BIO INTERNATIONAL SDN. BHD. and acquired 30% ownership.

Aggregate information of associates that are not individually material

	For the Year Ended December 31, 2019
The Company’s share of:	
Net loss	$ (749)
Other comprehensive loss	(470)
Total comprehensive loss	$ (1,219)

The Company had neither pledged contingent liabilities nor capital commitments to the associates as of December 31, 2019.

13. PROPERTY, PLANT AND EQUIPMENT

	December 31, 2019
Assets used by the Group	$ 6,453,533

a. Assets used by the Group - 2019

	Land	Land Improvements	Buildings	Machinery and Equipment	Transportation Equipment	Leasehold Improvements	Other Equipment	Construction in Progress	Total
Cost									
Balance at January 1, 2019	$ 2,067,958	$ 1,974	$ 3,134,148	$ 1,254,331	$ 16,523	$ 48,083	$ 417,443	$ 856,968	$ 7,797,428
Additions	-	1,290	44,436	54,053	2,731	299	10,386	522,600	635,795
Disposals	-	-	-	(47,820)	(461)	-	(5,736)	-	(54,017)
Reclassified	-	-	15,790	31,636	-	-	2,975	117,261	167,662
Effects of foreign currency exchange differences	-	-	(14,817)	(7,507)	(79)	(105)	(717)	(594)	(23,819)
Balance at December 31, 2019	2,067,958	3,264	3,179,557	1,284,693	18,714	48,277	424,351	1,496,235	8,523,049
Accumulated depreciation									
Balance at January 1, 2019	-	973	663,177	902,083	8,669	12,128	283,743	-	1,870,773
Depreciation expenses	-	367	132,467	74,168	2,561	9,379	36,808	-	255,750
Disposals	-	-	-	(41,339)	-	-	(5,487)	-	(46,826)
Effects of foreign currency exchange differences	-	-	(4,573)	(4,925)	(64)	(48)	(571)	-	(10,181)
Balance at December 31, 2019	-	1,340	791,071	929,987	11,166	21,459	314,493	-	2,069,516
Carrying amounts at January 1, 2019	$ 2,067,958	$ 1,001	$ 2,470,971	$ 352,248	$ 7,854	$ 35,955	$ 133,700	$ 856,968	$ 5,926,655
Carrying amounts at December 31, 2019	$ 2,067,958	$ 1,924	$ 2,388,486	$ 354,706	$ 7,548	$ 26,818	$ 109,858	$ 1,496,235	$ 6,453,533

b. 2018

	Land	Land Improvements	Buildings	Machinery and Equipment	Transportation Equipment	Leasehold Improvements	Other Equipment	Construction in Progress	Total
Cost									
Balance at January 1, 2018	$ 3,055,915	$ 1,974	$ 3,167,264	$ 1,167,117	$ 12,973	$ 34,635	$ 344,919	$ 311,633	$ 8,096,430
Additions	-	-	340,293	52,901	4,652	1,203	73,540	434,815	907,404
Disposals	-	-	-	(30,790)	(1,046)	(4,512)	(4,303)	-	(40,651)
Reclassified	(987,957)	-	(366,014)	68,152	-	16,809	3,681	110,520	(1,154,809)
Effects of foreign currency exchange differences	-	-	(7,395)	(3,049)	(56)	(52)	(394)	-	(10,946)
Balance at December 31, 2018	2,067,958	1,974	3,134,148	1,254,331	16,523	48,083	417,443	856,968	7,797,428
Accumulated depreciation									
Balance at January 1, 2018	-	687	616,686	857,073	7,696	10,050	248,822	-	1,741,014
Depreciation expenses	-	286	126,257	75,164	1,961	6,613	38,800	-	249,081
Disposals	-	-	-	(27,834)	(942)	(4,511)	(3,552)	-	(36,839)
Reclassified	-	-	(77,454)	-	-	-	-	-	(77,454)
Effects of foreign currency exchange differences	-	-	(2,312)	(2,320)	(46)	(24)	(327)	-	(5,029)
Balance at December 31, 2018	-	973	663,177	902,083	8,669	12,128	283,743	-	1,870,773
Carrying amounts at December 31, 2018	$ 2,067,958	$ 1,001	$ 2,470,971	$ 352,248	$ 7,854	$ 35,955	$ 133,700	$ 856,968	$ 5,926,655

The significant parts of the Group's buildings include main plants, air conditioning, electrical and waste water treatment equipment and decoration, and the related depreciation is calculated based on the economic lives as below:

Significant Part of Buildings	Estimated Economic Lives
Main plant	30 to 60 years
Air conditioning and electrical	8 to 25 years
Waste water treatment equipment	5 to 30 years
Decoration	15 years

No impairment assessment was performed for the years ended December 31, 2019 and 2018 as there was no indication of impairment.

Property, plant and equipment pledged as collateral for bank borrowings is set out in Note 33.

14. LEASE ARRANGEMENTS

a. Right-of-use assets - 2019

	December 31, 2019
Carrying amounts	
Land	$ 100,226
Buildings	99,060
Transportation equipment	7,359
Other equipment	653
	$ 207,298

	For the Year Ended December 31, 2019
Additions to right-of-use assets	$ 5,318
Depreciation charge for right-of-use assets	
Land	$ 3,631
Buildings	34,911
Transportation equipment	4,308
Other equipment	130
	$ 42,980

b. Lease liabilities - 2019

	December 31, 2019
Carrying amounts	
Current	$ 43,636
Non-current	$ 122,034

Range of discount rates for lease liabilities was as follows:

	December 31, 2019
Land	1.00% to 4.75%
Buildings	1.00% to 4.75%
Transportation equipment	1.00% to 4.75%
Other equipment	1.00%

c. Material lease-in activities and terms

The Group leases certain land, buildings and transportation equipment with lease terms of 3 to 50 years. Lease payments for the lease contract of land will be adjusted on the basis of changes in announced land value prices. The Group does not have bargain purchase options to acquire the leasehold land and buildings at the end of the lease terms.

d. Subleases

In addition to the sublease transactions described in Notes 15, other sublease transactions are set out below.

Sublease of right-of-use assets - 2019

Shanghai Grape King entered into an operating lease agreement for a term from June 2014 to March 2034 with a non-related party. As of December 31, 2019, Shanghai Grape King had received prepaid rents, recorded under the advances received for the period of ten years and one month. The movement schedule of prepaid rents is listed as follows:

	For the Year Ended December 31, 2019
Beginning balance of prepaid rent	$ 51,865
Rental income recognized in current year	(4,679)
Effects of foreign currency exchange differences	(1,763)
Ending balance of prepaid rent	$ 45,423

Advances received for operating leases are as follows:

	December 31, 2019
Other current liabilities	$ 4,505
Other non-current liabilities	40,918
Ending balance of prepaid rent	$ 45,423

Sublease of operating lease commitments - 2018

Shanghai Grape King entered into an operating lease agreement for a term from June 2014 to March 2034 with a non-related party. As of December 31, 2018, Shanghai Grape King had received prepaid rents, recorded under the advances received for the period of eleven years and one month. The movement schedule of prepaid rents is listed as follows:

	For the Year Ended December 31, 2018
Beginning balance of prepaid rent	$ 57,720
Rental income recognized in current year	(4,772)
Effects of foreign currency exchange differences	(1,083)
Ending balance of prepaid rent	$ 51,865

Advances received for operating leases are as follows:

	December 31, 2018
Other current liabilities	$ 4,680
Other non-current liabilities	47,185
Ending balance of prepaid rent	$ 51,865

e. Other lease information

Lease arrangements under operating leases for the leasing out of investment properties are set out in Notes 15.

2019

	For the Year Ended December 31, 2019
Expenses relating to short-term and low-value asset leases	$ 22,099
Total cash outflow for leases	$ (63,071)

The Group leases certain land, transportation equipment and other equipment which qualify as short-term leases and low-value asset leases. The Group has elected to apply the recognition exemption and thus did not recognize right-of-use assets and lease liabilities for these leases.

2018

The future minimum lease payments of non-cancellable operating lease commitments are as follows:

	December 31, 2018
Not later than 1 year	$ 43,698
Later than 1 year and not later than 5 years	121,076
Later than 5 years	61,401
	$ 226,175

The lease contracts listed above were rental expenses for land from science-based parks, operations centers, automobiles and warehouses. Operating lease expenses recognized are as follows:

	For the Year Ended December 31, 2018
Minimum lease payments	$ 58,903

15. INVESTMENT PROPERTIES

	Land	Buildings	Total
Cost			
Balance at January 1 and December 31, 2019	$ 1,173,942	$ 394,499	$ 1,568,441
Accumulated depreciation			
Balance at January 1, 2019	$ -	$ 82,513	$ 82,513
Depreciation expenses	-	10,060	10,060
Balance at December 31, 2019	$ -	$ 92,573	$ 92,573
Carrying amounts at January 1, 2019	$ 1,173,942	$ 311,986	$ 1,485,928
Carrying amounts at December 31, 2019	$ 1,173,942	$ 301,926	$ 1,475,868
Cost			
Balance at January 1, 2018	$ 185,985	$ -	$ 185,985
Reclassified	987,957	394,499	1,382,456
Balance at December 31, 2018	$ 1,173,942	$ 394,499	$ 1,568,441
Accumulated depreciation			
Balance at January 1, 2018	$ -	$ -	$ -
Depreciation expenses	-	5,059	5,059
Reclassified	-	77,454	77,454
Balance at December 31, 2018	$ -	$ 82,513	$ 82,513
Carrying amounts at December 31, 2018	$ 1,173,942	$ 311,986	$ 1,485,928

The investment properties were leased out for 3 to 10 years. The lease contracts contain market review clauses in the event that the lessees exercise their options to extend. The lessees do not have bargain purchase options to acquire the investment properties at the expiry of the lease periods.

The maturity analysis of lease payments receivable under operating leases of investment properties as of December 31, 2019 was as follows:

	December 31, 2019
Year 1	$ 17,116
Year 2	16,421
Year 3	15,635
Year 4	12,348
Year 5	2,490
Later than 5 years	13,724
	$ 77,734

The future minimum lease payments of non-cancellable operating lease commitments as of December 31, 2018 are as follows:

	December 31, 2018
Not later than 1 year	$ 15,457
Later than 1 year and not later than 5 years	53,456
	$ 68,913

Investment properties are depreciated using the straight-line method over their estimated useful lives of 5 to 50 years.

Investment properties held by the Group are not measured at fair value while its fair value is disclosed. The determination of fair value was not performed by independent qualified professional valuers. The valuation was arrived at by reference to announced land value prices and market evidence of transaction prices for similar properties.

	December 31	
	2019	2018
Fair value	$ 1,747,009	$ 1,761,583

The investment property - land listed above includes a piece of agricultural land in the amount of NT$5,600 thousand, which has been acquired due to a settlement of doubtful accounts by the Company but registered under the name of the Company's chairman, Mr. Tseng. The Company has obtained a guaranteed note amounting to NT$5,600 thousand from Mr. Tseng for security purpose.

Investment properties were not pledged.

16. INTANGIBLE ASSETS

	Computer Software	Trademark	Total
Cost			
Balance at January 1, 2019	$ 24,070	$ 15,049	$ 39,119
Additions	25,006	-	25,006
Effects of foreign currency exchange differences	(74)	-	(74)
Balance at December 31, 2019	$ 49,002	$ 15,049	$ 64,051
Accumulated amortization			
Balance at January 1, 2019	$ 8,836	$ 10,142	$ 18,978
Amortization expenses	6,373	3,926	10,299
Effects of foreign currency exchange differences	(12)	-	(12)
Balance at December 31, 2019	$ 15,197	$ 14,068	$ 29,265
Carrying amounts at January 1, 2019	$ 15,234	$ 4,907	$ 20,141
Carrying amounts at December 31, 2019	$ 33,805	$ 981	$ 34,786

(Continued)

	Computer Software	Trademark	Total
Cost			
Balance at January 1, 2018	$ 19,042	$ 15,049	$ 34,091
Additions	5,028	-	5,028
Balance at December 31, 2018	$ 24,070	$ 15,049	$ 39,119
Accumulated amortization			
Balance at January 1, 2018	$ 5,433	$ 6,216	$ 11,649
Amortization expenses	3,404	3,926	7,330
Effects of foreign currency exchange differences	(1)	-	(1)
Balance at December 31, 2018	$ 8,836	$ 10,142	$ 18,978
Carrying amounts at December 31, 2018	$ 15,234	$ 4,907	$ 20,141

(Concluded)

	For the Year Ended December 31	
	2019	2018
An analysis of depreciation by function		
Selling and marketing expenses	$ 2,595	$ 122
General and administrative expenses	7,704	7,208
	$ 10,299	$ 7,330

17. OTHER ASSETS

	December 31	
	2019	2018
Current assets		
Prepayments for purchase	$ 43,334	$ 43,983
Office supplies	2,572	4,689
Other prepaid expenses	32,180	13,271
Other current assets	5,581	4,708
	$ 83,667	$ 66,651
Non-current assets		
Prepayments for equipment	$ 39,207	$ 187,963
Refundable deposits	26,808	26,931
Net defined benefit assets	6,504	3,730
Overdue receivable	2,267	2,267
Less: loss allowance	(2,267)	(2,267)
Prepayments for long-term rental	-	43,373
Other non-current assets	10,564	29,961
	$ 83,083	$ 291,958

The amount recognized under the caption of “Prepayments for long-term rental” is the prepaid land-transferring fees payable to the Ministry of Land and Resource of the People's Republic of China for acquiring the right to use the land in Shanghai Songjiang Industrial Zone. Shanghai Grape King rented the land for construction of the manufacturing plant from October 1997 to March 2044. All fees were paid in full when the lease agreement was entered into and have been amortized over the lease term.

Overdue receivables were those expected not to be collected within a year and the Group has provided a full allowance for doubtful debts to cover them. The Group holds collateral for other receivables in the amount of NT$ 2,244 thousand.

18. BORROWINGS

a. Short-term borrowings

	Interest Rates (%)	December 31 2019	December 31 2018
Unsecured borrowings			
Line of credit borrowings	0.98-1.04	$ 150,000	$ 150,000
Secured borrowings			
Bank loans	0.98-1.05	200,000	650,000
		$ 350,000	$ 800,000

Refer to Note 33 for property, plant and equipment pledged as collateral for short-term borrowings.

b. Long-term borrowings

Details of long-term borrowings are as follows:

Lenders	December 31, 2019	Interest Rates (%)	Maturity and Terms
Unsecured borrowings			
Credit loans from Hua Nan Commercial Bank	$ 250,000	1.40	Effective from July 22, 2019 to July 22, 2022. Interest is repayable monthly; principal is repayable at maturity.
Secured borrowings			
Secured Long-Term Loan from Taiwan Cooperative Bank	126,545	1.44	Effective from May 27, 2015 to May 27, 2035. Principal is repaid with interest payments due on a monthly basis.
Secured Long-Term Loan from HuaNan Commercial Bank	100,000	1.30	Effective from May 10, 2019 to May 10, 2022. Interest is repayable monthly; principal is repayable at maturity.
Secured Long-Term Loan from Hua Nan Commercial Bank	350,000	1.30	Effective from July 22, 2019 to July 22, 2022. Interest is repayable monthly; principal is repayable at maturity.
	826,545		
Less: Current portions	(7,304)		
	$ 819,241		

Lenders	December 31, 2018	Interest Rates (%)	Maturity and Terms
Secured Long-Term Loan from Chang Hwa Commercial Bank	$ 73,176	1.44	Effective from May 27, 2015 to May 27, 2030. Principal is repaid with interest payments due on a monthly basis.
Secured Long-Term Loan from Taiwan Cooperative Bank	245,631	1.44	Effective from May 27, 2015 to May 27, 2035. Principal is repaid with interest payments due on a monthly basis.
	318,807		
Less: Current portions	(26,012)		
	$ 292,795		

Certain land and buildings were pledged as collaterals for secured bank loans. Refer to Note 33 for details.

19. OTHER LIABILITIES

	December 31	
	2019	2018
Current		
Other payables		
Bonus to direct sellers	$ 1,003,837	$ 927,735
Bonus to employees	209,680	204,386
Salaries and incentive bonus	157,976	201,287
Accrued VAT payable	72,051	72,245
Payables for purchases of equipment	48,336	24,616
Bonus to directors and supervisors	30,741	30,645
Other accrued expenses	220,379	173,072
Others	2,424	52,479
	$ 1,745,424	$ 1,686,465
Other liabilities		
Guarantee deposits received	$ 12,858	$ 11,395
Unearned rent	5,708	5,932
Refund liabilities	-	2,831
Other current liabilities	41,880	29,356
	$ 60,446	$ 49,514
Non-current		
Guarantee deposits received	$ 20,088	$ 33,811
Net defined benefit liabilities	1,629	2,027
Other non-current liabilities - other	40,918	47,509
	$ 62,635	$ 83,347

20. BONDS PAYABLE

On August 26, 2015, the Company issued 1,000,000 thousand, zero-coupon unsecured convertible bonds, the terms of the convertible bonds were evaluated to include a liability component, embedded derivatives (a call option and a put option) and an equity component (an option for conversion into issuer's ordinary shares).

The bonds are exchangeable at any time on or after September 27, 2015 and prior to August 26, 2018 into common shares of the Company except during closed period. The Company will redeem the bonds with interest refund (0.7519% of the principal amount) in cash if the convertible bonds have not been settled by the maturity date.

The exchange price was originally NT$170.5 per share. Because the cash dividends - common stock, distributed on 2016, 2017 and 2018, were higher than 1.5% of current price per share, the conversion price should be adjusted in accordance with unsecured convertible bonds and Terms of Exchange 11. The conversion prices were adjusted to NT$165.9, NT$160.6 and NT$155.9 from July 24, 2016, July 17, 2017 and July 15, 2018, respectively.

On August 26, 2018, the Company repaid and cancelled the bonds amounting to NT$3,300 thousand plus interest compensation of NT$25 thousand. Accordingly, capital reserve due to share option in the amount of NT$150 thousand was transferred to capital reserve from expired share option. There was NT$996,700 thousand of bonds payable converted into shares as of August 26, 2018.

21. PROVISIONS

	December 31, 2019
Non-current	
Decommissioning, restoration and rehabilitation	$ 5,317

Movements in decommissioning, restoration and rehabilitation are as follows:

	For the Year Ended December 31, 2019
Balance at January 1, 2019	$ -
Adjustments on initial application of IFRS 16	4,571
Balance at January 1, 2019 (adjusted)	4,571
Additional provisions recognized	670
Discount rate adjustment and unwinding of discount from the passage of time	76
Balance at December 31, 2019	$ 5,317

A provision has been recognized according to the contract that the Group is committed to decommissioning the site because of construction of the factory.

22. RETIREMENT BENEFIT PLANS

a. Defined contribution plan

The Company and domestic subsidiaries of the Group adopted a pension plan under the Labor Pension Act (LPA), which is a state-managed defined contribution plan. Under the LPA, the Company makes monthly contributions to employees' individual pension accounts at 6% of monthly salaries and wages.

Expenses under the defined contribution plan for the years ended December 31, 2019 and 2018 were NT$32,830 thousand and NT$31,123 thousand, respectively.

b. Defined benefit plans

The defined benefit plans adopted by the Company and domestic subsidiaries of the Group in accordance with the Labor Standards Law is operated by the government of the ROC. Pension benefits are calculated on the basis of the length of service and average monthly salaries of the 6 months before retirement. The Company and domestic subsidiaries contribute amounts equal to 2% of total monthly salaries and wages to a pension fund administered by the pension fund monitoring committee. Pension contributions are deposited in the Bank of Taiwan in the committee's name. Before the end of each year, the Group assesses the balance in the pension fund. If the amount of the balance in the pension fund is inadequate to pay retirement benefits for employees who conform to retirement requirements in the next year, the Group is required to fund the difference in one appropriation that should be made before the end of March of the next year. The pension fund is managed by the Bureau of Labor Funds, Ministry of Labor (the "Bureau"); the Group has no right to influence the investment policy and strategy.

The amounts included in the consolidated balance sheets in respect of the Group's defined benefit plans are as follows:

	December 31	
	2019	**2018**
Present value of defined benefit obligation	$ 27,751	$ 28,122
Fair value of plan assets	(32,626)	(29,825)
Net defined benefit assets	$ (4,875)	$ (1,703)

Movements in net defined benefit liabilities (assets) were as follows:

	Present Value of the Defined Benefit Obligation	Fair Value of the Plan Assets	Net Defined Benefit Liabilities (Assets)
Balance at January 1, 2019	$ 28,122	$ 29,825	$ (1,703)
Service cost			
Current service cost	307	-	307
Past service cost and loss on settlements	278	-	278
Net interest expense (income)	291	323	(32)
Recognized in profit or loss	28,998	30,148	(1,150)

(Continued)

	Present Value of the Defined Benefit Obligation	Fair Value of the Plan Assets	Net Defined Benefit Liabilities (Assets)
Remeasurement			
Return on plan assets (excluding amounts included in net interest)	$ -	$ 1,095	$ (1,095)
Actuarial (gain) loss			
Changes in demographic assumptions	4	-	4
Changes in financial assumptions	681	-	681
Experience adjustments	(80)	-	(80)
Recognized in other comprehensive income	605	1,095	(490)
Contributions from the employer	-	2,941	(2,941)
Benefits paid	(1,404)	(1,404)	-
Curtailment	(448)	(154)	(294)
Balance at December 31, 2019	$ 27,751	$ 32,626	$ (4,875)
Balance at January 1, 2018	$ 33,401	$ 29,859	$ 3,542
Service cost			
Current service cost	587	-	587
Past service cost and loss on settlements	258	-	258
Net interest expense	426	403	23
Recognized in profit or loss	34,672	30,262	4,410
Remeasurement			
Return on plan assets (excluding amounts included in net interest)	-	763	(763)
Actuarial (gain) loss			
Changes in demographic assumptions	(5)	-	(5)
Changes in financial assumptions	935	-	935
Experience adjustments	(983)	-	(983)
Recognized in other comprehensive income	(53)	763	(816)
Contributions from the employer	-	3,182	(3,182)
Benefits paid	(1,357)	-	(1,357)
Curtailment	(5,140)	(4,382)	(758)
Balance at December 31, 2018	$ 28,122	$ 29,825	$ (1,703)

(Concluded)

Through the defined benefit plans under the Labor Standards Law, the Group is exposed to the following risks:

1) Investment risk: The plan assets are invested in domestic and foreign equity and debt securities, bank deposits, etc. The investment is conducted at the discretion of the Bureau or under the mandated management. However, in accordance with relevant regulations, the return generated by plan assets shall not be below the interest rate for a 2-year time deposit with local banks.

2) Interest risk: A decrease in the government bond interest rate will increase the present value of the defined benefit obligation; however, this will be partially offset by an increase in the return on the plans’ debt investments.

3) Salary risk: The present value of the defined benefit obligation is calculated using the future salaries of plan participants. As such, an increase in the salaries of the plan participants will increase the present value of the defined benefit obligation.

The actuarial valuations of the present value of the defined benefit obligation were carried out by qualified actuaries. The significant assumptions used for the purposes of the actuarial valuations are as follows:

	December 31	
	2019	**2018**
Discount rate	0.75%-1.00%	1.00%-1.10%
Expected rate of salary increase	1.50%-2.00%	1.50%-2.00%

If possible reasonable changes in each of the significant actuarial assumptions will occur and all other assumptions will remain constant, the present value of the defined benefit obligation will increase (decrease) as follows:

	December 31	
	2019	**2018**
Discount rate		
0.25% increase	$ (425)	$ (428)
0.25% decrease	$ 461	$ 464
Expected rate of salary increase		
0.25%~1.00% increase	$ (59)	$ (80)
0.25%~1.00% decrease	$ 181	$ 210

The sensitivity analysis previously presented may not be representative of the actual changes in the present value of the defined benefit obligation as it is unlikely that changes in assumptions will occur in isolation of one another as some of the assumptions may be correlated.

	December 31	
	2019	**2018**
Expected contributions to the plans for the next year	$ 3,314	$ 3,440
Average duration of the defined benefit obligation	13 years- 14.1 years	12.1 years- 13 years

Employee benefit expenses in respect of the Group defined benefit retirement plans were calculated using the actuarially determined pension cost discount rate, expenses under the defined benefit plan for the years ended December 31, 2019 and 2018 were NT$553 thousand and NT$868 thousand, respectively.

23. EQUITY

a. Share capital

1) Common stock

	December 31	
	2019	**2018**
Shares authorized (in thousands of shares)	180,000	150,000
Shares authorized, par value $10 (in thousands of dollars)	$ 1,800,000	$ 1,500,000
Shares issued and fully paid (in thousands of shares)	136,286	136,286
Shares issued and fully paid (in thousands of dollars)	$ 1,362,864	$ 1,362,864

Each share possesses one voting right and a right to receive dividends.

During 2018, the unsecured convertible bonds in the amount of NT$168,800 thousand was converted into 1,065 thousand shares at market value of NT$10,653 thousand.

b. Capital surplus

	December 31	
	2019	2018
May be used to offset a deficit, distributed as cash dividends, or transferred to share capital (1)		
Additional paid-in capital	$ 954,280	$ 954,280
Treasury share transactions	3,583	4,363
May only be used to offset a deficit		
Convertible bonds - expired share option	150	150
Treasury share transactions - share option	4,260	-
Other (2)	6,451	6,451
	$ 968,724	$ 965,244

1) Such capital surplus may be used to offset a deficit; in addition, when the Company has no deficit, such capital surplus may be distributed as cash dividends or transferred to share capital (limited to a certain percentage of the Company's capital surplus and to once a year).

2) Other is unclaimed dividend.

c. Retained earnings and dividends policy

According to the Company's Articles of Incorporation, both the Company and Pro-partner Inc. shall distribute their annual earnings, if any, in the sequence listed below.

1) Paying taxes;

2) Offsetting losses of previous years;

3) Setting aside as legal reserve 10% of the remaining profit;

4) Setting aside or reversing a special reserve in accordance with the laws and regulations; and

5) Any remaining profit together with any undistributed retained earnings shall be used by the Company's board of directors as the basis for proposing a distribution plan, which should be resolved in the shareholders' meeting for the distribution of dividends and bonuses to shareholders.

For the policies on the distribution of employees' compensation and remuneration of directors and supervisors after the amendment, refer to employees' compensation and remuneration of directors and supervisors in Note 25-g.

The Company's dividend policy shall be determined pursuant to the factors, such as the investment environment, capital requirement, domestic and overseas competition environment, current and future business development plan, as well as shareholders' interests. The distribution of shareholders dividend shall not be lower than 60% of remaining current year earnings. However, the shareholders may resolve not to distribute dividends if the accumulated earnings were lower than 10% of the paid-in capital. The dividend can be distributed by cash, stock or both while at least 10% of total dividends shall be in cash.

An appropriation of earnings to a legal reserve shall be made until the legal reserve equals the Company's paid-in capital. The legal reserve may be used to offset deficits. If the Company has no deficit and the legal reserve has exceeded 25% of the Company's paid-in capital, the excess may be transferred to capital or distributed in cash.

Items referred to under Rule No. 1010012865 issued by the FSC and in the directive titled "Questions and Answers for Special Reserves Appropriated Following Adoption of IFRSs" should be appropriated to or reversed from a special reserve by the Company. On a public company's first-time adoption of the TIFRS, for any unrealized revaluation gains and cumulative translation adjustments (gains) recorded to shareholders' equity that the Company elects to transfer to retained earnings by application of the exemption under IFRS 1, the Company shall set aside an equal amount of special reserve. Following a company's adoption of the TIFRS for the preparation of its financial reports, when distributing distributable earnings, it shall set aside to special reserve, from the profit/loss of the current period and the undistributed earnings from the previous period, an amount equal to "other net deductions from shareholders' equity for the current fiscal year, provided that if the Company has already set aside special reserve according to the requirements in the preceding point, it shall set aside supplemental special reserve based on the difference between the amount already set aside and other net deductions from shareholders' equity. For any subsequent reversal of other net deductions from shareholders' equity, the amount reversed may be distributed.

The appropriations of earnings for 2018 and 2017 that were approved in the shareholders' meetings on May 29, 2019 and May 29, 2018, respectively, were as follows:

	Appropriation of Earnings		Dividends Per Share (NT$)	
	For the Year Ended December 31		For the Year Ended December 31	
	2018	2017	2018	2017
Legal reserve	$ 129,540	$ 135,194		
Cash dividends	882,559	903,199	$ 6.5	$ 6.7

The appropriation of earnings for 2019 had been proposed by the Company's board of directors on February 24, 2020, was as follows:

	Appropriation of Earnings	Dividends Per Share (NT$)
Legal reserve	$ 130,933	
Special reserve	26,081	
Cash dividends	884,210	$ 6.5

The appropriation of earnings for 2019 is subject to the resolution of the shareholders in their meeting to be held on May 28, 2020.

Pro-Partner's appropriations of earnings for 2018 and 2017 that were approved in the shareholders' meetings on April 25, 2019 and April 19, 2018, respectively, were as follows:

	Appropriation of Earnings For the Year Ended December 31		Dividends Per Share (NT$) For the Year Ended December 31	
	2018	**2017**	**2018**	**2017**
Legal reserve	$ 148,670	$ 145,698		
Cash dividends	1,337,931	1,310,978	$ 76.02	$ 74.49

Pro-partner's appropriation of earnings for 2019 had been proposed by the Pro-partner's board of directors on February 20, 2020, was as follows:

	Appropriation of Earnings	Dividends Per Share (NT$)
Legal reserve	$ 157,328	
Cash dividends	1,461,153	$ 80.463

The appropriation of earnings for 2019 is subject to the resolution of the shareholders in their meeting to be held on April 19, 2020.

d. Other equity items

1) Exchange differences on translating foreign operations

	For the Year Ended December 31	
	2019	**2018**
Balance, beginning of year	$ (50,958)	$ (34,603)
Recognized for the year		
Exchange differences on translating foreign operations	(33,548)	(16,355)
Balance, end of year	$ (84,506)	$ (50,958)

2) Unrealized gain (loss) on financial assets at FVTOCI

	For the Year Ended December 31	
	2019	**2018**
Balance, beginning of year	$ (17,136)	$ (9,641)
Recognized for the year		
Unrealized gain (loss) - equity instruments	890	(7,495)
Balance, end of year	$ (16,246)	$ (17,136)

e. Non-controlling interests

	For the Year Ended December 31	
	2019	2018
Balance, beginning of year	$ 1,202,975	$ 1,132,726
Profit for the year	629,546	594,678
Comprehensive income (loss) for the year		
Dividends paid to non-controlling interests	(535,172)	(524,391)
Remeasurement of defined benefit plans	82	(38)
Balance, end of year	$ 1,297,431	$ 1,202,975

f. Treasury shares

On January 3, 2017, the Company's board resolved to buy its own shares as treasury stocks for transferring to its employee. The repurchase period was from January 4, 2017 to March 3, 2017 and the number of shares to be brought back was 3,000,000 shares with the unit price interval of $118 to $349.5. As of the end of the repurchase period, the number of shares repurchased was 508,000 shares with the averages repurchase unit price of $179.26. The carrying value of treasury stock as of December 31, 2019 was $45,530 thousand.

	Shares Transferred to Employees
Number of shares at January 1, 2019	508,000
Transfer during the year	(254,000)
Number of shares at December 31, 2019	254,000
Number of shares at December 31 and January 1, 2018	508,000

Under the Securities and Exchange Act, the Company shall neither pledge treasury shares nor exercise shareholders' rights on these shares, such as the rights to dividends and to vote.

24. REVENUE

	For the Year Ended December 31	
	2019	2018
Revenue from contracts with customers		
Revenue from the sale of goods	$ 8,329,563	$ 7,794,840
Revenue from the rendering of services	909,507	1,388,481
	$ 9,239,070	$ 9,183,321

a. Disaggregation of revenue

1) Type of goods or services and timing of revenue recognition:

For the year ended December 31, 2019

	Reportable Segments			
	MLM	**Distribution**	**OEM**	**Total**
Type of goods or services				
Sale of goods	$ 7,791,039	$ 412,980	$ 125,444	$ 8,329,563
Rendering of services	-	-	909,507	909,507
	$ 7,791,039	$ 421,980	$ 1,035,051	$ 9,239,070
Timing of revenue recognition				
Satisfied at a point in time	$ 7,791,039	$ 412,980	$ 1,035,051	$ 9,239,070

For the year ended December 31, 2018

	Reportable Segments			
	MLM	**Distribution**	**OEM**	**Total**
Type of goods or services				
Sale of goods	$ 7,388,521	$ 308,413	$ 97,906	$ 7,794,840
Rendering of services	-	-	1,388,481	1,388,481
	$ 7,388,521	$ 308,413	$ 1,486,387	$ 9,183,321
Timing of revenue recognition				
Satisfied at a point in time	$ 7,388,521	$ 308,413	$ 1,486,387	$ 9,183,321

2) Type of goods

	For the Year Ended December 31	
	2019	**2018**
Type of goods		
Health food	$ 7,717,633	$ 7,373,356
OEM	930,391	1,403,184
Beverage	206,692	220,367
Others	384,354	186,414
	$ 9,239,070	$ 9,183,321

b. Contract balances

	December 31, 2019	December 31, 2018	January 1, 2018
Notes and accounts receivable, net (Note 9)	$ 199,453	$ 171,245	$ 160,369
Accounts receivable from related parties	$ 2,603	$ -	$ -
Contract liabilities - current			
Sale of goods	$ 9,503	$ 48,238	$ 1,293
Rendering of services	55,511	58,079	81,792
	$ 65,014	$ 106,317	$ 83,085

The changes in the balance of contract liabilities primarily resulted from the timing difference between the Group's performance and the respective customer's payment.

25. NET PROFIT (LOSS) FROM CONTINUING OPERATIONS

a. Other income

	For the Year Ended December 31	
	2019	2018
Rental income	$ 32,093	$ 21,397
Interest income		
Financial assets at amortized cost	5,039	7,204
Others	92,285	122,769
	$ 129,417	$ 151,370

b. Other gains and losses

	For the Year Ended December 31	
	2019	2018
Gain on financial assets at FVTPL, net	$ -	$ 489
Loss on disposal of property, plant and equipment	(966)	(3,214)
Loss arising from lease modification	(444)	-
Net foreign exchange (loss) gain	(357)	3,130
Others	(4,106)	(60,835)
	$ (5,873)	$ (60,430)

c. Finance costs

	For the Year Ended December 31	
	2019	2018
Interest on bank loans	$ 15,022	$ 12,533
Interest on lease liabilities	2,320	-
Imputed interest on deposit	272	256
Unwinding of discount on provisions	76	-
Interest on corporate bond	-	1,324
	$ 17,690	$ 14,113

d. Depreciation and amortization

	For the Year Ended December 31	
	2019	2018
An analysis of depreciation by function		
Operating costs	$ 137,629	$ 143,201
Operating expenses	171,161	110,939
	$ 308,790	$ 254,140
An analysis of amortization by function		
Operating costs	$ -	$ -
Operating expenses	10,299	7,330
	$ 10,299	$ 7,330

e. Operating expenses directly related to investment properties

	For the Year Ended December 31	
	2019	2018
Direct operating expenses from investment properties generating rental income	$ 5,725	$ 3,228
Direct operating expenses from investment properties not generating rental income	4,336	1,831
	$ 10,061	$ 5,059

f. Employee benefits expense

	For the Year Ended December 31	
	2019	2018
Short-term benefits	$ 1,006,405	$ 1,001,652
Post-employment benefits (Note 22)		
Defined contribution plan	32,830	31,123
Defined benefit plans	553	868
	33,383	31,991
Share-based payments		
Equity-settled	4,394	-
Other employee benefits	17,599	19,105
Total employee benefits expense	$ 1,061,781	$ 1,052,748
An analysis of employee benefits expense by function		
Operating costs	$ 261,595	$ 261,718
Operating expenses	800,186	791,030
	$ 1,061,781	$ 1,052,748

g. Employees' compensation and remuneration of directors and supervisors

According to the resolution, 6%-8% of profit of the current year is distributable as employees' compensation and no higher than 2% of profit of the current year is distributable as remuneration of directors and supervisors, which are applicable only when the Company's accumulated losses have been covered. For the years ended December 31, 2019 and 2018, the employees' compensation and the remuneration of directors and supervisors are as follows:

Accrual rate

	For the Year Ended December 31	
	2019	**2018**
Employees' compensation	8%	8%
Remuneration of directors and supervisors	2%	2%

Amount

	For the Year Ended December 31	
	2019	**2018**
Employees' compensation	$ 122,964	$ 122,578
Remuneration of directors and supervisors	30,741	30,645

If there is a change in the amounts after the annual consolidated financial statements are authorized for issue, the differences are recorded as a change in the accounting estimate.

The appropriations of employees' compensation and remuneration of directors and supervisors for 2019 and 2018 that were resolved by the Company's board of directors on February 24, 2020 and February 25, 2019, respectively, are as shown below:

	For the Year Ended December 31	
	2019	**2018**
	Cash	**Cash**
Employees' compensation	$ 122,964	$ 122,578
Remuneration of directors and supervisors	30,741	30,645

There is no difference between the actual amounts of employees' compensation and remuneration of directors and supervisors paid and the amounts recognized in the consolidated financial statements for the years ended December 31, 2019 and 2018.

Information on the employees' compensation and remuneration of directors and supervisors resolved by the Company's board of directors in 2020 and 2019 is available at the Market Observation Post System website of the Taiwan Stock Exchange.

26. INCOME TAXES

a. Income tax recognized in profit or loss

Major components of income tax expense (benefit) are as follows:

	For the Year Ended December 31	
	2019	2018
Current tax		
In respect of the current year	$ 493,667	$ 509,188
Income tax on unappropriated earnings	14,199	31,355
Adjustments for prior years	(5,515)	(1,676)
	502,351	538,867
Deferred tax		
In respect of the current year	(811)	(2,117)
Adjustments to deferred tax attributable to changes in tax rates and laws	-	(140)
Tax expense (income) recognized in the year for previously unrecognized tax loss, tax credit or temporary difference of prior years	-	(18)
	(811)	(2,275)
Income tax expense recognized in profit or loss	$ 501,540	$ 536,592

A reconciliation of accounting profit and income tax expense is as follows:

	For the Year Ended December 31	
	2019	2018
Profit before tax from continuing operations	$ 2,440,106	$ 2,426,664
Income tax expense calculated at the statutory rate (20%)	$ 706,759	$ 721,456
Income tax on unappropriated earnings	14,199	31,355
Others	(213,903)	(213,268)
Effect of tax rate changes	-	(140)
Adjustments for prior years' tax	(5,515)	(1,676)
Tax effect of deferred tax assets/liabilities	-	(1,069)
Adjustment in respect of deferred tax of prior years	-	(66)
Income tax expense recognized in profit or loss	$ 501,540	$ 536,592

The Income Tax Act in the ROC was amended in 2018, and the corporate income tax rate was adjusted from 17% to 20%. In addition, the rate of the corporate surtax applicable to the 2018 unappropriated earnings was reduced from 10% to 5%.

In July 2019, the President of the ROC announced the amendments to the Statute for Industrial Innovation, which stipulate that the amounts of unappropriated earnings in 2018 and thereafter that are reinvested in the construction or purchase of certain assets or technologies are allowed as deduction when computing the income tax on unappropriated earnings.

b. Income tax recognized in other comprehensive income

	For the Year Ended December 31	
	2019	2018
Deferred tax		
In respect of the current year		
Translation of foreign operations	$ -	$ -
Remeasurement of defined benefit plans	98	160
Total income tax recognized in other comprehensive income	$ 98	$ 160

c. Deferred tax assets and liabilities

The movements of deferred tax assets and deferred tax liabilities are as follows:

For the year ended December 31, 2019

Deferred Tax Assets	Opening Balance	Recognized in Profit or Loss	Recognized in Other Comprehensive Income	Closing Balance
Temporary differences				
Employee benefit payable	$ 284	$ -	$ -	$ 284
Allowance for uncollectible accounts	566	(84)	-	482
Employee benefit	524	(141)	-	383
Unrealized scrap value of inventory	10	(6)	-	4
Right-of-use assets	-	600	-	600
Defined benefit liability (asset) - subsidiary	399	(28)	(51)	320
Unrealized intragroup profits and losses	6,249	1,015	-	7,264
	$ 8,032	$ 1,356	$ (51)	$ 9,337

Deferred Tax Liabilities	Opening Balance	Recognized in Profit or Loss	Recognized in Other Comprehensive Income	Closing Balance
Temporary differences				
Unrealized revaluation	$ (68,463)	$ -	$ -	$ (68,463)
Defined benefit liability (asset) - the Company	(165)	-	(47)	(212)
	$ (68,628)	$ -	$ (47)	$ (68,675)

For the year ended December 31, 2018

Deferred Tax Assets	Opening Balance	Recognized in Profit or Loss	Recognized in Other Comprehensive Income	Closing Balance
Temporary differences				
Employee benefit payable	$ 233	$ 51	$ -	$ 284
Allowance for uncollectible accounts	551	15	-	566
Employee benefit	-	524	-	524
Unrealized scrap value of inventory	-	10	-	10
Right-of-use assets	471	(96)	24	399
Defined benefit liability (asset) - subsidiary	19	-	(19)	-
Unrealized intragroup profits and losses	4,478	1,771	-	6,249
	$ 5,752	$ 2,275	$ (5)	$ 8,032

Deferred Tax Liabilities	Opening Balance	Recognized in Profit or Loss	Recognized in Other Comprehensive Income	Closing Balance
Temporary differences				
Unrealized revaluation	$ (68,463)	$ -	$ -	$ (68,463)
Defined benefit liability (asset)- The company	-	-	(165)	(165)
	$ (68,463)	$ -	$ (165)	$ (68,628)

d. Deductible temporary differences, unused loss carryforwards and unused investment credits for which no deferred tax assets have been recognized in the consolidated balance sheets

	December 31	
	2019	2018
Deductible temporary differences	$ -	$ 7,995

e. The aggregate amount of temporary differences associated with investments for which deferred tax liabilities have not been recognized

As of December 31, 2019 and 2018, the taxable temporary differences associated with investments in subsidiaries for which no deferred tax liabilities have been recognized were $19,121 thousand and $6,824 thousand, respectively.

f. Income tax assessments

The tax authorities have examined income tax returns of the Company and domestic subsidiaries through 2017.

27. EARNINGS PER SHARE

Unit: NT$ Per Share

	For the Year Ended December 31	
	2019	**2018**
Basic earnings per share	$ 9.63	$ 9.57
Diluted earnings per share	$ 9.58	$ 9.50

The earnings and weighted average number of ordinary shares outstanding used in the computation of earnings per share are as follows:

Net profit for the year

	For the Year Ended December 31	
	2019	**2018**
Earnings used in the computation of basic earnings per share	$ 1,309,020	$ 1,295,394
Effect of potentially dilutive ordinary shares		
Interest on convertible bonds	-	1,286
Gain or loss on valuation of redemption	-	63
Earnings used in the computation of diluted earnings per share	$ 1,309,020	$ 1,296,743

The weighted average number of ordinary shares outstanding

Unit: In Thousands of Shares

	For the Year Ended December 31	
	2019	**2018**
Weighted average number of ordinary shares used in the computation of basic earnings per share	135,876	135,363
Effect of potentially dilutive ordinary shares		
Employees' compensation	722	735
Convertible bonds	-	432
Weighted average number of ordinary shares used in the computation of diluted earnings per share	136,598	136,530

If the Company offered to settle the compensation or bonuses paid to employees in cash or shares, the Company assumed that the entire amount of the compensation or bonuses will be settled in shares, and the resulting potential shares were included in the weighted average number of shares outstanding used in the computation of diluted earnings per share, as the effect is dilutive. Such dilutive effect of the potential shares is included in the computation of diluted earnings per share until the number of shares to be distributed to employees is resolved in the following year.

In accordance with IAS 33 "Earnings Per Share", the dilutive effect of convertible bonds (see Note 20) shall be reflected in diluted EPS by application of the if-converted method.

28. SHARE-BASED PAYMENT ARRANGEMENTS

Employee share option plan

Qualified employees of the Company and its subsidiaries were granted 254 options in July 2019. Each option entitles the holder with the right to subscribe for one thousand ordinary shares of the Company. The options are granted to the Company and subsidiaries' specific employees that meet the vesting conditions.

Information on employee share options is as follows:

Employee share option	For the Year Ended December 31, 2019 Number of Options	Weighted-average Exercise Price (Share/$)
Balance at January 1	-	$ -
Options granted	254	176.19
Options exercised	(254)	176.19
Balance at December 31	-	-
Options exercisable, end of year	-	-
Weighted-average fair value of options granted (share/$)	$ 17.3	

Options granted in July 2019 were priced using the Black-Scholes pricing model, and the inputs to the model are as follows:

	July 2019
Grant-date share price	$ 193.50
Exercise price per share	$ 176.19
Expected volatility	22.71%
Expected life (in years)	0.0356 year
Expected dividend yield	0.00%
Risk-free interest rate	0.7080%

Compensation cost recognized was $4,394 thousand for the year ended December 31, 2019.

29. CASH FLOW INFORMATION

a. Non-cash transactions

	For the Year Ended December 31 2019	2018
Additions of property, plant and equipment	$ (635,795)	$ (907,187)
Changes in prepayments for purchase	(18,235)	(108,534)
Changes in payables for purchases of equipment	23,720	(100,762)
Payments for acquisition property, plant and equipment	$ (630,310)	$ (1,116,483)

b. Changes in liabilities arising from financing activities

For the year ended December 31, 2019

	January 1, 2019	Cash Flows	Non-cash Changes: Lease Change	Non-cash Changes: Finance Costs	Non-cash Changes: Exchange Rate Impact	December 31, 2019
Short-term borrowings	$ 800,000	$ (450,000)	$ -	$ -	$ -	$ 350,000
Long-term borrowings	318,807	507,738	-	-	-	826,545
Guarantee deposits received	45,206	(12,260)	-	-	-	32,946
Lease liabilities (Note 3)	205,070	(40,972)	(569)	2,320	(179)	165,670
	$ 1,369,083	$ 4,506	$ (569)	$ 2,320	$ (179)	$ 1,375,161

For the year ended December 31, 2018

	January 1, 2018	Cash Flows	Non-cash Changes: Bonds Converted	December 31, 2018
Short-term borrowings	$ 300,000	$ 500,000	$ -	$ 800,000
Long-term borrowings	550,644	(231,837)	-	318,807
Guarantee deposits received	23,382	10,429	-	33,811
Bonds payable	171,207	(3,325)	(167,882)	-
	$ 1,045,233	$ 275,267	$ (167,882)	$ 1,152,618

30. CAPITAL MANAGEMENT

The objective of the Group's capital management is maintaining a good capital structure and to ensure the ability to operate continuously, in order to provide returns to stockholders and the interests of other related parties, while maintaining the primal capital structure to reduce costs of capital. The Group's capital structure management strategies were based on the industry size of the Company and its subsidiaries, industry's future growth, product roadmaps, and changes in the external environment and other factors. The Group plans the required capacity and the necessary plant and equipment to achieve this capacity and the corresponding capital expenditure according to those strategies. The Group then calculates the required working capital and cash based on industry characteristics, and estimates the possible product margins, operating margin and cash flow. In order to determine the most appropriate capital structure, the Group takes into consideration cyclical fluctuations in industrial, product life cycle and other risk factors.

31. FINANCIAL INSTRUMENTS

a. Fair value of financial instruments not measured at fair value

The Group's management considers the book value of financial instruments that are not measured at fair value in the consolidated financial statements approximate the fair value.

b. Fair value of financial instruments measured at fair value on a recurring basis

1) Fair value hierarchy

December 31, 2019

	Level 1	Level 2	Level 3	Total
Financial assets at FVTOCI				
Investments in equity instruments - unlisted shares	$ -	$ -	$ 11,782	$ 11,782

December 31, 2018

	Level 1	Level 2	Level 3	Total
Financial assets at FVTOCI				
Investments in equity instruments - unlisted shares	$ -	$ -	$ 10,892	$ 10,892

There were no transfers between Levels 1 and 2 in the current and prior years.

2) Reconciliation of Level 3 fair value measurements of financial instruments

For the year ended December 31, 2019

Financial Assets	Financial Assets at FVTOCI Equity Instruments
Balance, beginning of year	$ 10,892
Recognized in other comprehensive income (included in unrealized gain (loss) on financial assets at FVTOCI)	890
Balance, end of year	$ 11,782

For the year ended December 31, 2018

Financial Assets	Financial Assets at FVTPL Derivatives	Financial Assets at FVTOCI Equity Instruments	Total
Balance, beginning of year	$ 69	$ 28,028	$ 28,097
Retrospectively recognized in other equity at the beginning of the year	-	(9,641)	(9,641)
Bonds conversion	(6)	-	(6)
Recognized in profit or loss (included in other gains and losses)	(63)	-	(63)
Recognized in other comprehensive income (included in unrealized gain (loss) on financial assets at FVTOCI)	-	(7,495)	(7,495)
Balance, end of year	$ -	$ 10,892	$ 10,892

3) Valuation techniques and inputs applied for Level 3 fair value measurement

The fair values of unlisted equity securities were determined using the market approach. The market approach is used to arrive at their fair values, for which the recent financing activities of investees, the market transaction prices of the similar companies and market conditions are considered. The significant unobservable inputs are as follows. The lower the discount for lack of marketability, the higher the fair value of the stocks.

	December 31	
	2019	**2018**
Discount for lack of marketability	30%	30%

If the inputs to the valuation model were changed to reflect reasonably possible alternative assumptions while all the other variables were held constant, the fair value of the shares would increase (decrease) as follows:

	December 31	
	2019	**2018**
Discount for lack of marketability		
1% increase	$ (168)	$ (156)
1% decrease	$ 168	$ 156

c. Categories of financial instruments

	December 31	
	2019	**2018**
Financial assets		
Financial assets at amortized cost		
Cash and cash equivalents	$ 2,146,207	$ 2,050,224
Financial assets at amortized cost	97,278	49,674
Notes and accounts receivable, net	199,453	171,245
Accounts receivable from related parties	2,603	-
Other receivables	2,141	3,818
Financial assets at FVTOCI		
Equity instruments	11,782	10,892
	$ 2,459,464	$ 2,285,853
Financial liabilities		
Amortized cost		
Short-term borrowings	$ 350,000	$ 800,000
Notes payable	778	1,756
Accounts payable	221,848	260,479
Other payables	1,745,424	1,686,465
Other payables to related parties	38,130	35,622
Long-term borrowings (current portion included)	826,545	318,807
Lease liabilities	165,670	-
	$ 3,348,395	$ 3,103,129

d. Financial risk management objectives and policies

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

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

1) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of the changes in market prices. Market prices comprise currency risk (see (a) below) and interest rate risk (see (b) below).

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

There has been no change to the Group's exposure to market risks or the manner in which these risks are managed and measured.

a) Foreign currency risk

The Group's exposure to the risk of changes in foreign exchange rates relates primarily to the Group's operating activities (when revenue or expense is denominated in a different currency from the Group's functional currency) and the Group's net investments in foreign subsidiaries. The purpose of the Group's management of the exchange rate risk is for the purpose of hedging and not for profit.

The Group has certain foreign currency receivables to be denominated in the same foreign currency with certain foreign currency payables, therefore natural hedge is applied. Furthermore, as net investments in foreign subsidiaries are for strategic purposes, they are not hedged by the Group.

The carrying amounts of the Group's foreign currency denominated monetary assets and monetary liabilities (including those eliminated on consolidation) are set out in Note 35.

<u>Sensitivity analysis</u>

The Group is mainly exposed to the USD.

The following table details the Group's sensitivity to a 10% change in the functional currency against the relevant foreign currencies. The sensitivity analysis included only outstanding foreign currency denominated monetary items, and adjusts their translation at the end of the reporting period for a 10% change in foreign currency rates. A positive number below indicates a change in pre-tax profit associated with the functional currency strengthening 10% against the relevant currency.

	Currency USD Impact	
	For the Year Ended December 31	
	2019	**2018**
Profit or loss	$ 11,090	$ 9,529

b) Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group is exposed to interest rate risk because entities in the Group borrow funds at both fixed and floating interest rates. The Group is also exposed to interest rate risk related to its investments in floating rate debt instruments. The risk is managed by the Group by maintaining an appropriate mix of fixed and floating rate borrowings.

The carrying amounts of the Group's financial assets and financial liabilities with exposure to interest rates at the end of the reporting period were as follows:

	December 31	
	2019	**2018**
Fair value interest rate risk		
Financial assets	$ 97,278	$ 49,674
Financial liabilities	1,342,215	1,118,807
Cash flow interest rate risk		
Financial assets	2,139,988	2,045,970

Sensitivity analysis

The sensitivity analysis below was determined based on the Group's exposure to interest rates for non-derivative instruments at the end of the reporting period. For floating rate liabilities, the analysis was prepared assuming the amount of each liability outstanding at the end of the reporting period was outstanding for the whole year.

If interest rates had been changed by 10 basis points and all other variables were held constant, the Group's pre-tax profit for the years ended December 31, 2019 and 2018 would change by NT$2,140 thousand and NT$2,046 thousand, respectively, which was mainly due to fluctuations in net asset's variable interest rate.

2) Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in a financial loss to the Group. As at the end of the reporting period, the Group's maximum exposure to credit risk, which would cause a financial loss to the Group due to the failure of the counterparty to discharge its obligation, could be equal to the total of the carrying amount of the respective recognized financial assets as stated in the balance sheets.

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

The Group transacts with a large number of unrelated customers and thus, credit risk is not highly concentrated.

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

3) Liquidity risk

The Group's objective is to finance its operations and mitigate the effects of fluctuations in cash flows through the use of cash and cash equivalents and highly liquid equity investments. In addition, management monitors the utilization of bank borrowings and ensures compliance with loan covenants.

The Group relies on bank borrowings as a significant source of liquidity. As of December 31, 2019 and 2018, the Group had available unutilized short-term bank loan facilities set out in (b) below.

a) Liquidity and interest rate risk tables for non-derivative financial liabilities

The following table details the Group's remaining contractual maturities for its non-derivative financial liabilities with agreed upon repayment periods. The table has been drawn up based on the undiscounted cash flows of financial liabilities from the earliest date on which the Group can be required to pay. The table includes both interest and principal cash flows. Specifically, bank loans with a repayment on demand clause were included in the earliest time band regardless of the probability of the banks choosing to exercise their rights. The maturity dates for other non-derivative financial liabilities were based on the agreed upon repayment dates.

December 31, 2019

	On Demand or Less than 6 Month	6-12 Months	1-2 Years	2-5 Years	5+ Years	Total
Short-term borrowings	$ 350,483	$ -	$ -	$ -	$ -	$ 350,483
Notes payable	778	-	-	-	-	778
Accounts payable (related parties included)	221,848	-	-	-	-	221,848
Other payables (related parties included)	1,578,199	205,355	-	-	-	1,783,554
Long-term borrowings (current portion included)	4,576	4,656	9,345	751,700	97,341	867,618
Lease liabilities	21,176	19,467	30,603	34,073	73,513	178,832
	$ 2,177,060	$ 229,478	$ 39,948	$ 785,773	$ 170,854	$ 3,403,113

Additional information about the maturity analysis for lease liabilities:

	Less than 1 Year	1-5 Years	5-10 Years	10-15 Years	15-20 Years	20+ Years
Lease liabilities	$ 40,643	$ 64,676	$ 25,590	$ 11,232	$ 11,232	$ 25,459

December 31, 2018

	On Demand or Less than 6 Month	6-12 Months	1-2 Years	2-5 Years	5+ Years	Total
Short-term borrowings	$ 800,379	$ -	$ -	$ -	$ -	$ 800,379
Notes payable	1,756	-	-	-	-	1,756
Accounts payable (related parties included)	260,479	-	-	-	-	260,479
Other payables (related parties included)	1,520,066	202,021	-	-	-	1,722,087
Long-term borrowings (current portion included)	15,320	15,528	31,055	93,167	195,252	350,322
	$ 2,598,000	$ 217,549	$ 31,055	$ 93,167	$ 195,252	$ 3,135,023

b) Financing facilities

	December 31	
	2019	2018
Short-term borrowings amount		
Amount unused	$ 1,300,000	$ 1,650,000

32. TRANSACTIONS WITH RELATED PARTIES

Balances and transactions between the Company and its subsidiaries, which are related parties of the Company, have been eliminated on consolidation and are not disclosed in this note. Besides information disclosed elsewhere in the other notes, details of transactions between the Group and other related parties are disclosed as follows.

a. Related party name and category

Related Party Name	Related Party Category	Relationship with the Group
Pu Hsing Enterprise Co., Ltd. (Pu Hsing)	Other Related Party	A director of Pro-partner
Taipei City Pro-partner Technology and Human Development Foundation (Pro-partner Foundation)	Other Related Party	Pro-partner is its sole founder
Integrate Chinese Medicine Holdings Ltd.	Other Related Party	Supervisor of Pro-partner (from June 3, 2015 to June 2, 2018)
Gongju Co., Ltd. (Gongju)	Other Related Party	Supervisor of Pro-partner (from June 3, 2018 to June 2, 2021)
Chih-Sheng Chang	Other Related Party	A supervisor of the Company
Chang-Yeh Tseng	Other Related Party	A director of the Company (from June 26, 2015 to May 29, 2018)
Mei-Ching Tseng	Other Related Party	General manager of Pro-partner
Pu-Lin Ltd. (Pu-Lin)	Other Related Party	Related party in substance of Pro-partner
Xinlin Enterprise Co., Ltd. (Xinlin)	Other Related Party	Related party in substance of Pro-partner
GK BIO INTERNATIONAL SDN. BHD.	Associate	Investees of the Company accounted for using the equity method

b. Sales of goods

Line Item	Related Party Category/Name	For the Year Ended December 31 2019	2018
Sales	Other related party	$ 1,538	$ 1,392
	Associate	3,257	-
		$ 4,795	$ 1,392

The sales price for the related parties and the price for the third-party MLM member customers were determined based on mutual consent. There is no significant difference regarding the terms and conditions for the related parties and for the third parties.

c. Receivables from related parties

Line Item	Related Party Category/Name	December 31 2019	December 31 2018
Accounts receivable from related parties	GK BIO INTERNATIONAL SDN. BHD.	$ 2,603	$ -

d. Payables to related parties

Line Item	Related Party Category/Name	December 31 2019	December 31 2018
Other payables to related parties	Pu Hsing	$ 18,041	$ 17,050
	Gongju	20,089	18,572
		$ 38,130	$ 35,622

e. Lease arrangements

Line Item	Related Party Category/Name	December 31, 2019
Lease liabilities	Pu-Lin	$ 33,206

Related Party Category	For the Year Ended December 31 2019	For the Year Ended December 31 2018
Interest expense		
Other related party	$ 508	$ -
Lease expense		
Other related party	$ -	$ 5,161

The rental paid to the above related parties and normal rental prices were similar and comparable. The term of payment was either on a monthly basis or in full at the beginning of each year except for the payment to Pu-Lin being in advance for six months. Prepaid rents (classified as advance receipts) both amounted to NT$1,269 thousand as of December 31, 2019 and 2018.

f. Other transactions with related parties

Line Item	Related Party Category/Name	December 31 2019	December 31 2018
Refundable deposits	Other related party	$ 1,068	$ 1,068
Guarantee deposits received	Other related party	$ 2	$ 2
Temporary credits (classified as other current liabilities)	Associate	$ 11	$ -
Advance receipts (classified as other current liabilities)	Other related party	$ 10	$ 4

Line Item	Related Party Category/Name	For the Year Ended December 31 2019	2018
Selling and marketing expenses - commissions expense	Other related party	$ 6,010	$ 4,296
General and administrative expenses - donations	Other related party	$ 600	$ 600
Rental income	Other related party	$ 32	$ 36
Other income	Other related party	$ 34	$ 17,611

Pu Hsing and Gongju are MLM members of subsidiary. The calculation and payment terms are the same as the general membership in accordance with the regulations of Business Manual.

The rental from the above related parties and normal rental prices were similar and comparable. The term of collection was either in a monthly installment or in full at the beginning of each year.

g. Compensation of key management personnel

	For the Year Ended December 31 2019	2018
Short-term employee benefits	$ 234,622	$ 228,880
Post-employment benefits	380	325
	$ 235,002	$ 229,205

The remuneration of directors and key executives, as determined by the remuneration committee, was based on the performance of individuals and market trends.

33. ASSETS PLEDGED AS COLLATERAL OR FOR SECURITY

The following assets were provided as collateral for long-term and short-term secured loans, Chinese Petroleum Corporation natural gas, leasing land and operating center from science-based parks:

	December 31 2019	2018
Property, plant and equipment - land	$ 2,107,974	$ 2,095,341
Property, plant and equipment - building	1,077,499	1,093,113
Pledged time deposits (classified as financial assets at amortized cost - non-current)	11,460	11,460
	$ 3,196,933	$ 3,199,914

Secured bank facilities used in response to operating funds by the Group's property, plant and equipment - land/building as of December 31, 2019 and 2018, respectively, are as follows:

	December 31	
	2019	**2018**
Short-term financing facilities	$ 1,200,000	$ 1,200,000
Medium and long-term financing facilities	576,545	768,807
	$ 1,776,545	$ 1,968,807

34. SIGNIFICANT CONTINGENT LIABILITIES AND UNRECOGNIZED COMMITMENTS

Significant contingencies and unrecognized commitments of the Group are as follows:

a. The Company's guarantee notes issued to banks for credit lines amounted to NT$350,000 thousand as of December 31, 2019.

b. Amount available under letters of credit as of December 31, 2019 was NT$593 thousand.

c. Details of significant constructions in progress and outstanding contracts of property, plant and equipment as of December 31, 2019 were as follows:

Nature of Contract	Contract Amount	Amount Paid	Outstanding Balance
Plant and machinery	$ 1,067,616	$ 960,854	$ 106,762

The Company acquired land for the purpose of constructing new plant and expanding capacity for a total purchase price of NT$890,000 thousand, which had been approved by the Company's board of directors on February 24, 2020.

d. For operational needs, Pro-partner established operational bases in Taoyuan, Hsinchu, Fengyuan, Taichung, Hualien and Tainan. The information concerning the operating leases as of December 31, 2019 is listed below:

Operating Location	Lessor	Lease Periods	Monthly Rental
Taoyuan City	Taoyuan Irrigation Association	2019.11.09-2020.07.08	$ 180
Hsinchu City	Lin, Zhuang-Long, Wu, Yi-Wan	2016.11.01-2021.10.31	320
Fengyuan Dist.	Lin, Fen-Ling	2017.06.01-2020.05.31	70
Taichung City	Pu-Lin Ltd.	2007.11.01-2027.11.01	220
Taichung City	Pu-Lin Ltd.	2010.04.01-2030.03.31	129
Hualien City	Liou, Chuen-Hou, Liou, Chuen-Lung	2019.09.01-2021.08.31	130
Tainan City	Cathay Life Insurance Company, Ltd.	2016.03.21-2021.07.31	823

e. Pro-partner Inc. had purchased the software rights for the cloud version of the direct marketing information management system from WELLAN SYSTEM CO., LTD., in August 2016. The total contract price is in the amount of NT$19,780 thousand to be paid in 24 installments during the period of 2 years. As of December 31, 2019, the software system mentioned above has been partially delivered and utilized, while the rest are still in testing status or installation.

35. SIGNIFICANT FINANCIAL ASSETS AND LIABILITIES DENOMINATED IN FOREIGN CURRENCIES

The Group's significant financial assets and liabilities denominated in foreign currencies aggregated by the foreign currencies other than functional currencies of the entities in the Group and the related exchange rates between foreign currencies and respective functional currencies were as follows:

December 31, 2019

	Foreign Currencies	Exchange Rate	Carrying Amount
Financial assets			
Monetary items			
USD	$ 1,958	29.98 (USD:NTD)	$ 58,701
USD	1,741	6.964 (USD:CNY)	$ 52,195

December 31, 2018

	Foreign Currencies	Exchange Rate	Carrying Amount
Financial assets			
Monetary items			
USD	$ 3,821	30.59 (USD:NTD)	$ 116,898
Financial liabilities			
Monetary items			
USD	704	30.69 (USD:NTD)	$ 21,609

For the years ended December 31, 2019 and 2018, realized and unrealized net foreign exchange (losses) gains were NT$(357) thousand and NT$3,130 thousand, respectively. It is impractical to disclose net foreign exchange gains (losses) by each significant foreign currency due to the variety of the foreign currency transactions and functional currencies of the entities in the Group.

36. SEPARATELY DISCLOSED ITEMS

a. Significant transactions and b. related information of reinvestment

1) Financings provided: None;

2) Endorsements/guarantees provided: None;

3) Marketable securities held (excluding investments in subsidiaries, associates and jointly controlled entities): Table 1;

4) Marketable securities acquired or disposed of at costs or prices of at least NT$300 million or 20% of the paid-in capital: None;

5) Acquisition of individual real estate at costs of at least NT$300 million or 20% of the paid-in capital: None;

6) Disposal of individual real estate at prices of at least NT$300 million or 20% of the paid-in capital: None;

7) Total purchases from or sales to related parties of at least NT$100 million or 20% of the paid-in capital: Table 2;

8) Receivables from related parties amounting to at least NT$100 million or 20% of the paid-in capital: Table 3;

9) Trading in the derivative instruments: None;

10) Others: Intercompany relationships and significant intercompany transactions: Table 4;

11) Information on investees: Table 5;

c. Information on investment in mainland China

1) The name of the investee in mainland China, the main businesses and products, its issued capital, method of investment, information on inflow or outflow of capital, percentage of ownership, net income (losses) of the investee, investment income (losses), ending balance, amount received as dividends from the investee, and the limitation on investee: Table 6.

2) Significant direct or indirect transactions with the investee, its prices and terms of payment, unrealized gain or loss, and other related information which is helpful to understand the impact of investment in mainland China on financial reports: None.

37. SEGMENTS INFORMATION

The Group determined its operating segments based on business activities with discrete financial information regularly reported through the Group's internal reporting protocols to the Group's chief operating decision maker. The Group is organized into several business units based on its marketing channels and services. As of December 31, 2019 and 2018, the Group had the following segments: MLM (Multi-Level Marketing), Distributors, and OEM (Original Equipment Manufacturer).

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

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

Segment's description: MLM is a direct seller of Pro-partner Inc., including the Company's development and manufacturing products for Pro-partner Inc., Distributors include GRAPE KING BIO's self-owned brand products and OEM includes OEM in Taiwan and Shanghai.

Inter-segment revenues refer to transactions between segments that have been eliminated in the consolidated financial statements.

Segment profit (loss) is profit from operation, segment gross margin, segment operating revenue minus segment operating costs, minus directly attributable segment operating expense and distributable common expenses of the Group.

Adjustment/elimination: Inter-segment revenues are eliminated on consolidation and recorded under the "adjustment and elimination" column. Other adjustments and eliminations which have no significant influence, are not disclosed.

a. Segment revenue and results

The following was an analysis of the Group's revenue and results from continuing operations by reportable segments:

For the year ended December 31, 2019

	MLM	Distribution	OEM	Adjustment/ Elimination	Total
Revenue from external customers	$ 7,791,039	$ 412,980	$ 1,035,051 (Note)	$ -	$ 9,239,070
Inter-segment revenue	1,515,466	194,148	21,119	(1,730,733)	-
Segment revenue	$ 9,306,505	$ 607,128	$ 1,056,170	$ (1,730,733)	9,239,070
Segment income	$ 2,016,778	$ 74,458	$ 166,652	$ 77,113	$ 2,335,001

Note: OEM revenues come from external customers in Taiwan and Shanghai amounted to NT$125,544 thousand and NT$909,507 thousand, respectively.

For the year ended December 31, 2018

	MLM	Distribution	OEM	Adjustment/ Elimination	Total
Revenue from external customers	$ 7,388,521	$ 308,413	$ 1,486,387 (Note)	$ -	$ 9,183,321
Inter-segment revenue	1,432,942	121,656	22,933	(1,577,531)	-
Segment revenue	$ 8,821,463	$ 430,069	$ 1,509,320	$ (1,577,531)	9,183,321
Segment income	$ 1,935,833	$ 9,286	$ 331,702	$ 73,016	$ 2,349,837

Note: OEM revenues come from external customers in Taiwan and Shanghai amounted to NT$97,906 thousand and NT$1,388,481 thousand, respectively.

b. Total segment assets and liabilities

December 31, 2019

	MLM	Distribution	OEM	Adjustment/ Elimination	Total
Segment assets	$ 12,932,772	$ 510,523	$ 1,998,196	$ (4,082,420)	$ 11,359,071
Segment liabilities	$ 3,824,445	$ 181,361	$ 222,677	$ (340,264)	$ 3,888,219

December 31, 2018

	MLM	Distribution	OEM	Adjustment/ Elimination	Total
Segment assets	$ 11,902,438	$ 454,448	$ 1,286,892	$ (2,995,729)	$ 10,648,049
Segment liabilities	$ 3,463,407	$ 159,517	$ 395,579	$ (303,724)	$ 3,714,779

c. Other segment information

Other information reviewed by the chief operating decision maker or regularly provided to the chief operating decision maker was as following:

For the year ended December 31, 2019

	MLM	Distribution	OEM	Adjustment/ Elimination	Total
Depreciation and amortization	$ 282,744	$ 7,733	$ 31,405	$ (2,793)	$ 319,089
Interest expense	$ 16,828	$ 705	$ 216	$ (59)	$ 17,690
Amounts of additions to non-current assets (Note)	$ 549,270	$ 22,510	$ 63,545	$ -	$ 635,325

For the year ended December 31, 2018

	MLM	Distribution	OEM	Adjustment/ Elimination	Total
Depreciation and amortization	$ 233,692	$ 6,977	$ 20,535	$ 266	$ 261,470
Interest expense	$ 13,555	$ 478	$ 80	$ -	$ 14,113
Amounts of additions to non-current assets (Note)	$ 956,820	$ 28,890	$ 142,936	$ -	$ 1,128,646

Note: Non-current assets exclude financial instruments, deferred tax assets and net defined benefit assets.

d. Revenue from major products and services

The following is an analysis of the Group's revenue from continuing operations from its major products and services.

	For the Year Ended December 31	
	2019	2018
Health food	$ 7,717,633	$ 7,373,356
OEM	930,391	1,403,184
Beverage	206,692	220,367
Others	384,354	186,414
	$ 9,239,070	$ 9,183,321

e. Geographical information

The Group operates in three principal geographical areas - Taiwan, China and Others.

The Group's revenue from continuing operations from external customers by location of operations and information about its non-current assets by location of assets are detailed below.

	Revenue from External Customers		Non-current Assets	
	For the Year Ended December 31		December 31	
	2019	2018	2019	2018
Taiwan	$ 8,303,071	$ 7,781,348	$ 7,749,263	$ 7,250,105
China	932,742	1,391,703	498,801	470,847
Others	3,257	10,270	-	-
	$ 9,239,070	$ 9,183,321	$ 8,248,064	$ 7,720,952

Non-current assets exclude financial instruments, deferred tax assets and net defined benefit assets.

f. Information about major customers

There were no individual customers whose sales accounted for at least 10% of Group's revenue for the year ended December 31, 2019.

TABLE 1

GRAPE KING BIO LTD. AND SUBSIDIARIES

MARKETABLE SECURITIES HELD
DECEMBER 31, 2019
(Amounts in Thousands of New Taiwan Dollars, Unless Specified Otherwise)

Held Company Name	Marketable Securities Type And Name	Relationship with the Company	Financial Statement Account	December 31, 2019				Note
				Shares (In Thousands)	Carrying Amount	Percentage of Ownership (%)	Fair Value	
Grape King Bio Ltd.	Stock							
	FU-Sheng International Inc. (SAMOA)	-	Financial assets at fair value through other comprehensive income - non-current	917,700	$ 11,748	18.77	$ 11,748	
	Hsin Tung Yang Co., Ltd.	-	Financial assets at fair value through other comprehensive income - non-current	2,000	34	-	34	

TABLE 2

GRAPE KING BIO LTD. AND SUBSIDIARIES

TOTAL PURCHASE FROM OR SALE TO RELATED PARTIES OF AT LEAST NT$100 MILLION OR 20% OF THE PAID-IN CAPITAL
FOR THE YEAR ENDED DECEMBER 31, 2019
(Amounts in Thousands of New Taiwan Dollars, Unless Specified Otherwise)

Company Name	Related Party	Nature of Relationship	Transaction Details				Abnormal Transaction (Note 1)		Notes/Accounts Payable or Receivable		Note
			Purchases/Sales	Amount	% to Total	Payment Terms	Unit Price	Payment Terms	Ending Balance	% to Total	
Grape King Bio Ltd.	Pro-partner Inc.	Subsidiary	Sales	$ 1,515,466	75.18	30 days after monthly closing	By contract	-	$ 189,099	62.25	Note 2
Grape King Bio Ltd.	Rivershine Ltd.	Subsidiary	Sales	150,467	7.46	60 days after monthly closing	By contract	-	70,189	23.11	Note 2
Pro-partner Inc.	Grape King Bio Ltd.	Parent company	Purchases	1,515,466	100.00	30 days after monthly closing	By contract	-	(189,099)	94.24	Note 2
Rivershine Ltd.	Grape King Bio Ltd.	Parent company	Purchases	150,467	100.00	60 days after monthly closing	By contract	-	(70,189)	100.00	Note 2

Note 1: If the terms of transactions with the related parties are different from normal terms, the difference and the reason for the difference should be declared in the column of unit price or credit period.

Note 2: The transactions have been eliminated in the consolidated financial statements.

GRAPE KING BIO LTD. AND SUBSIDIARIES

RECEIVABLES FROM RELATED PARTIES AMOUNTING TO AT LEAST NT$100 MILLION OR 20% OF THE PAID-IN CAPITAL
DECEMBER 31, 2019
(Amounts in Thousands of New Taiwan Dollars, Unless Specified Otherwise)

Company Name	Related Party	Nature of Relationships	Ending Balance	Turnover Days	Overdue		Amounts Received in Subsequent Period	Allowance for Bad Debts
					Amount	Action Taken		
Grape King Bio Ltd.	Pro-partner Inc.	Subsidiary	$ 189,099	8.54	$ -	-	$ 189,099	$ -

Note: The transactions have been eliminated in the consolidated financial statements.

GRAPE KING BIO LTD. AND SUBSIDIARIES

INTERCOMPANY RELATIONSHIPS AND SIGNIFICANT INTERCOMPANY TRANSACTIONS
FOR THE YEAR ENDED DECEMBER 31, 2019
(Amounts in Thousands of New Taiwan Dollars, Unless Specified Otherwise)

No (Note 1)	Company Name	Counterparty	Nature of Relationship (Note 2)	Intercompany Transactions			
				Financial Statement Account	Amount	Terms	Percentage to Consolidated Net Revenue or Total Assets (Note 3)
0	Grape King Bio Ltd.	Pro-partner Inc.	1	Net revenue from sale of goods	$ 1,515,466	By contract	16.40%
0	Grape King Bio Ltd.	Pro-partner Inc.	1	Accounts receivable	189,099	By contract	1.66%
0	Grape King Bio Ltd.	Rivershine Ltd.	1	Net revenue from sale of goods	150,467	By contract	1.63%
0	Grape King Bio Ltd.	Rivershine Ltd.	1	Accounts receivable	70,189	By contract	0.62%

Note 1: 0 is for the parent company. Subsidiaries are numbered from Arabic numerals 1.

Note 2: There are three types of relations between the parent company and the subsidiaries. Only categories should be identified (there is no need to declare the same interaction between the parent company and the subsidiary, or the same transaction among subsidiaries repeatedly. For example, if the parent company has declared the transaction from parent company to subsidiary, the subsidiary does not need to repeatedly declare the same transaction. If the transaction is between subsidiaries, when one subsidiary has declared the transaction, the other subsidiary does not need to declare the same transaction)

1) Represents the transactions from parent company to subsidiary.

2) Represents the transactions from subsidiary company to parent.

3) Represents the transactions between subsidiaries.

Note 3: When calculating the amount of transaction as a proportion of the consolidated revenue or assets, if it is recognized as items of assets or liabilities, the ending balance should be divided by the consolidated assets; if it is recognized as income or loss, the midterm accumulated amount should be divided by the consolidated assets.

Note 4: The so-called significant transaction refers to those amount reaching NT$100 million or over 20% of the paid-in capital of the parent company.

GRAPE KING BIO LTD. AND SUBSIDIARIES

INFORMATIONS ON INVESTEES
FOR THE YEAR ENDED DECEMBER 31, 2019
(Amounts in Thousands of New Taiwan Dollars, Unless Specified Otherwise)

Investor Company	Investee Company	Location	Main Businesses and Products	Original Investment Amount		Balance as of December 31, 2019			Net Income (Losses) of the Investee	Investment Income (Losses)	Note
				December 31, 2019	December 31, 2018	Shares	Percentage of Ownership (%)	Carrying Amount			
Grape King Bio Ltd.	GRAPE KING INTERNATIONAL INVESTMENT INC. (BVI)	BVI	Investment activities	$ 1,198,018	$ 1,198,018	24,890,000	100	$ 874,130	$ 94,604	$ 95,945	Notes 1, 3 and 4
	Pro-partner Inc.	Taoyuan, Taiwan	Import and selling of health food, drinks, cosmetics, sports apparatus, cleaning products, etc.	15,000	15,000	10,560,000	60	1,928,819	1,573,278	943,128	Notes 1 and 3
	Rivershine Ltd.	Taoyuan, Taiwan	Import and selling of health food, drinks, daily cosmetics, appliances, etc.	30,000	30,000	3,000,000	100	52,295	21,472	21,472	Note 3
	GK BIO INTERNATIONAL SDN. BHD.	Malaysia	Import and selling of health products	6,810	-	900,000	30	5,591	(2,496)	(749)	Note 2

Note 1: The effect from the unrealized profit of the downstream transactions on income tax, which is NT$717 thousand has been adjusted.

Note 2: The Company invested in GK BIO INTERNATIONAL SDN. BHD. in January 2019 amounted to NT$6,810 thousand and the percentage of ownership was 30%.

Note 3: The book value at the end of the year and the current investment gain (loss) recognized have been eliminated in the consolidated financial statements.

Note 4: The current investment gain (loss) recognized by BVI includes the current profit of Shanghai Grape King and Shanghai Rivershine.

GRAPE KING BIO LTD. AND SUBSIDIARIES

INFORMATION ON INVESTMENT IN MAINLAND CHINA
FOR THE YEAR ENDED DECEMBER 31, 2019
(Amounts in Thousands of New Taiwan Dollars, Unless Specified Otherwise)

Investee Company	Main Businesses and Products	Total Amount of Paid-in Capital	Method of Investment (Note 1)	Accumulated Outflow of Investment from Taiwan as of January 1, 2019	Investment Flows		Accumulated Outflow of Investment from Taiwan as of December 31, 2019	Net Income (Losses) of the Investee Company	Percentage of Ownership	Investment Income (Losses) (Note 2)	Carrying Amount as of December 31, 2019	Accumulated Inward Remittance of Earnings as of December 31, 2019
					Outflow	Inflow						
Shanghai Grape King Enterprise Co., Ltd	Manufacturing and selling capsule, tablet, related products and services.	USD 27,900	Note 1(2) Note 3	$ 847,672 (USD 27,350)	$ -	$ -	$ 847,672 (USD 27,350)	$ 95,211 Note 2(2)B	100%	$ 96,552 Note 2(2)B	$ 827,015	$ -
Shanghai Yusong Co., Ltd.	Stock management and related services of the thermostatic fresh freezing warehouse.	USD 4,890	Note 1(2) Note 4	26,794 (USD 878)	-	-	26,794 (USD 878)	- Note 2(3)	18.77%	- Note 2(3)	11,748 Note 2(3)	-
Shanghai Rivershine Ltd.	Food distribution (except grain), food packaging materials, cosmetics wholesale, import and export, commission agents (except auction), related products and services.	USD 150	Note 1(2) Note 5	4,060 (USD 150)	-	-	4,060 (USD 150)	261 Note 2(2)B	100%	261 Note 2(2)B	4,695	-
Dongpu Biotech Corporation	Biotechnology R&D and transfer; sales of biological products, special foods (health foods), food materials, food packaging materials, cosmetics, daily necessities; commission agents (excluding auctions); import and export of goods.	RMB 5,000	Note 1(1) Note 6	23,200 (RMB 5,000)	-	-	23,200 (RMB 5,000)	1,174 Note 2(2)B	100%	1,472 Note 2(2)B	29,093	-

Accumulated Investment in Mainland China as of December 31, 2019	Investment Amounts Authorized by Investment Commission, MOEA	Upper Limit on Investment
$ 901,726	$ 901,726	$ 4,482,511

(Continued)

Note 1: The methods for engaging in investment in mainland China include the following:

1) Direct investment in mainland China.

2) Indirect investment in mainland China through companies registered in a third region (specify the name of the company in third region).

3) Other methods.

Note 2: The investment income (loss) recognized in current period:

1. No investment income (loss) has been recognized due to the investment is still in the development stage.

2. The investment income (loss) was determined based on the following basis:

(A) The financial report was audited and certified by an international accounting firm in cooperation with an accounting firm in the ROC.

(B) The financial statements were audited by the parent company's auditors.

(C) Others.

3. Recorded as financial assets at fair value through other comprehensive income.

Note 3: The Company invested in Shanghai Grape King Enterprise Co., Ltd. through subsidiary GRAPE KING INTERNATIONAL INVESTMENT INC. (BVI).

Note 4: The Company invested in Shanghai Yusong Co., Ltd. through Fu-Sheng International Inc. (SAMOA).

Note 5: The Company indirectly invested in Shanghai Rivershine Ltd. through its subsidiary, GRAPE KING INTERNATIONAL INVESTMENT INC. (BVI).

Note 6: The Company directly invested in Dongpu Biotech Corporation.

(Concluded)