Stock code: 2929

**TOPBI International Holdings Limited Company**

**and Subsidiaries**

**Consolidated Financial Statements**

**For the years ended December 31, 2021 and 2020**

**Together with Independent Auditors' Report**

---

For the convenience of readers and for information purpose only, the auditors' report and the accompanying financial statements have been translated into English from the original Chinese version prepared and used in the Republic of China. In the event of any discrepancy between the English version and the original Chinese version or any differences in the interpretation of the two versions, the Chinese-language auditors' report and financial statements shall prevail.

**TOPBI International Holdings Limited Company and Subsidiaries**

**Table of contents**

**TOPBI International Holdings Limited Company and Subsidiaries**
**Letter of Representation**

For the year ended December 31, 2021, pursuant to “Criteria Governing the Preparation of Affiliation Reports, Consolidated Business Reports and Consolidated Financial Statements of Affiliated Enterprises”, the entities that are required to be included in the consolidated financial statements of affiliates, are the same entities required to be included in the consolidated financial statements prepared in conformity with the International Financial Reporting Standards No. 10, “Consolidated Financial Statements”. In addition, the relevant information required to be disclosed in the consolidated financial statements of affiliates is included in the aforementioned consolidated financial statements. Accordingly, it is not required to prepare a separate set of consolidated financial statements of affiliates.

Hereby declare,

TOPBI International Holdings Limited Company

Zhou, Xun Cai
Chairman

March 18, 2022

# Independent Auditors' Report

TOPBI International Holdings Limited Company

## Opinion

We have audited the accompanying consolidated balance sheets of TOPBI International Holdings Limited Company (the "Company") and its subsidiaries (collectively referred as the "Group") as of December 31, 2021 and 2020, and the related consolidated statements of comprehensive income, changes in equity and cash flows for the years ended December 31, 2021 and 2020, and the notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, based on our audits, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as of December 31, 2021 and 2020, and its consolidated financial performance and its consolidated cash flows for the years then ended, in accordance with the "Regulations Governing the Preparations of Financial Reports by Securities Issuers" and the International Financial Reporting Standards, International Accounting Standards, IFRIC Interpretations, and SIC Interpretations as endorsed by the Financial Supervisory Commission.

## Basis for opinion

We conducted our audits in accordance with the "Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants" and generally accepted auditing standards in the Republic of China. Our responsibilities under those standards are further described in the **Independent auditors' responsibilities for the audit of the consolidated financial statements** section of our report. We are independent of the Group in accordance with the Code of professional Ethics for Certificate Public Accountants in the Republic of China (the "Code"), and we have fulfilled our other ethical responsibilities in accordance with this Code. Based on our audits, we believe that our audits provide a reasonable basis for our opinion.

## Independent Auditors' Report (Continued)

**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, 2021. These matters were addressed in the context of our audit of the consolidated financial statements as a whole and, in forming our opinion thereon, we do not provide a separate opinion on these matters. We determined the key audit matters should be communicated in our audit report are as follows:

**Evaluation of cash and cash equivalents**

Please refer to Note 4(6) to the consolidated financial statements for the accounting policies of evaluation of cash and cash equivalents; and please refer to Note 6(1) to the consolidated financial statements for the details of cash and cash equivalents accounts.

As of December 31, 2021, the balances of cash and cash equivalents of the Group is $640,907 thousand, accounting for 15% of the total consolidated assets, due to the significant proportion of balances and the inherent risks; we therefore considered the cash and cash equivalents as the key audit matters for the year.

Our audit procedures included, but are not limited to, obtaining the list of bank deposits balances in the account of the Group, and verifying them to the bank statements; checking the receipt and payment vouchers of major cash and cash equivalents transaction; to check all bank confirmations whether it matches the bank deposit balance in the account, and check whether there are restrictions on bank deposits.

## Independent Auditors' Report (Continued)

**Revenue recognition**

Please refer to Note 4(21) to the consolidated financial statements for the accounting policies of revenue recognition; and please refer to Note 6(18) to the consolidated financial statements for the details of revenue.

The main operating income of the Group is the sale of its private label children clothing. The Group mainly fulfill the performance obligations at the point of time when the goods are delivered, and the sales revenue will be recognized at that point of time. As of December 31, 2021, the portion of operating income which are outstanding for collection as the key audit matter for the year.

The audit procedures performed by us include the understanding of recognition process of sales revenue transaction of the Group, and the assessment of whether the revenue recognition meets the requirements of the International Financial Reporting Standard No. 15 "Revenue from Contracts with Customer"; and execute the test whether the relevant control points of the sales and collection cycle are valid; obtain the sales details and check the general ledger, and select the vouchers of relevant sales transaction; obtain the audit confirmation letter and review the subsequent collection of payment after balance sheet date, in order to confirm whether there are major abnormalities in sales revenue.

# Independent Auditors' Report (Continued)

**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 Preparations of Financial Reports by Securities Issuers" and the International Financial Reporting Standards, International Accounting Standards, IFRIC Interpretations, and SIC Interpretations as endorsed by the Financial Supervisory Commission, 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 charges with governance, including members of the Audit Committee, are responsible for overseeing the Group's financial reporting process.

**Independent 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 a report that includes our opinion. Reasonable assurance is a high level of assurance, but it is not a guarantee that an audit conducted in accordance with the generally accepted auditing standards 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.

## Independent Auditors' Report (Continued)

As part of an audit in accordance with the generally accepted auditing standards, 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 risks of not detecting a material misstatement resulting from fraud is higher than for the one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls.

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

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 going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our 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 report. However, future events or conditions may cause the Group to cease to continue as a going concern.

## Independent Auditors' Report (Continued)

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

6. Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of audit of the Group. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding 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 relationship 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, 2021 and are therefore the key audit matters. We describe these matters in our 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.

Chen, Kuang-Hui

Kuo, Chenyu

For and on behalf of ShineWing CPAs
March 18, 2022
Taipei, Taiwan
Republic of China

## Notice to Readers

The accompanying consolidated financial statements are not intended to present the financial position, results of financial operations and cash flows in accordance with accounting principles and practice generally accepted in countries and jurisdictions other than the Republic of China. The standard, procedures and practices in the Republic of China governing the audit of such financial statements may differ from those generally accepted in countries and jurisdictions other than the Republic of China. Accordingly, the accompanying consolidated financial statements and independent auditors' report are not intended for use by those who are not informed about the accounting principles or auditing standards generally accepted in the Republic of China, and their applications in practice.

As the financial statements are the responsibility of the management, ShineWing CPAs cannot accept any liability for the use of, or reliance on, the English translation or for any errors or misunderstandings that may derive from the translation.

**TOPBI International Holdings Limited Company and Subsidiaries**

**Consolidated balance sheets**

December 31, 2021 and 2020

(Expressed in thousands of New Taiwan dollars)

| **Assets** | Notes | December 31, 2021 | % | December 31, 2020 | % |
|---|---|---|---|---|---|
| *Current assets* | | | | | |
| Cash and cash equivalents | 6.(1) | $ 640,907 | 15 | $ 2,247,551 | 39 |
| Financial assets at amortized cost - current | 6.(2) | 1,520,400 | 37 | 1,575,720 | 27 |
| Accounts receivable, net | 6.(3) | 1,114,349 | 27 | 1,081,264 | 19 |
| Other receivables | 6.(4) | 7,935 | - | 26,586 | - |
| Current income tax assets | | 20,993 | 1 | 21,152 | - |
| Inventories | 6.(5) | 21,483 | 1 | 21,230 | - |
| Prepayments | 6.(9) | 299,224 | 7 | 251,691 | 5 |
| Other current assets | | - | - | 755 | - |
| | | 3,625,291 | 88 | 5,225,949 | 90 |
| *Non-current assets* | | | | | |
| Property, plant and equipment | 6.(6) | 234,773 | 5 | 256,292 | 5 |
| Right-of-use asset | 6.(7) | 194,726 | 5 | 202,077 | 3 |
| Deferred tax assets | 6.(24) | 81,395 | 2 | 117,041 | 2 |
| Refundable deposits | 6.(9), 7 | 217 | - | 219 | - |
| | | 511,111 | 12 | 575,629 | 10 |
| **Total assets** | | $ 4,136,402 | 100 | $ 5,801,578 | 100 |

(Continued on next page)

**TOPBI International Holdings Limited Company and Subsidiaries**

**Consolidated balance sheets**

December 31, 2021 and 2020

(Expressed in thousands of New Taiwan dollars)

(Continued from previous page)

| **Liabilities and equity** | Notes | December 31, 2021 | % | December 31, 2020 | % |
|---|---|---|---|---|---|
| *Current liabilities* | | | | | |
| Short–term borrowings | 6.(10), 7 | $ 12,577 | - | $ 393,315 | 7 |
| Accounts payable | 6.(11) | 1,002,143 | 24 | 1,511,043 | 26 |
| Other payables | 6.(12) | 75,364 | 2 | 112,874 | 2 |
| Other payables to related parties | 7 | 76 | - | 7,954 | - |
| Other current liabilities | | 3 | - | 5 | - |
| | | 1,090,163 | 26 | 2,025,191 | 35 |
| *Non-current liabilities* | | | | | |
| Deferred tax liabilities | 6.(24) | 296,134 | 7 | 298,384 | 5 |
| Deposits received | 7 | 834 | - | 1,542 | - |
| | | 296,968 | 7 | 299,926 | 5 |
| **Total liabilities** | | 1,387,131 | 33 | 2,325,117 | 40 |
| *Equity attributable to shareholders of the parent* | | | | | |
| Ordinary shares | 6.(14) | 1,094,938 | 27 | 1,094,938 | 19 |
| Capital surplus | 6.(15) | 1,520,022 | 37 | 1,520,022 | 26 |
| Retained earnings: | 6.(16) | | | | |
| Legal reserve | | 593,778 | 14 | 593,778 | 10 |
| Special reserve | | 460,948 | 11 | 536,182 | 9 |
| Unappropriated earnings | | ( 415,942 ) | ( 10 ) | 209,642 | 4 |
| Other equity interest | 6.(17) | ( 487,321 ) | ( 12 ) | ( 460,949 ) | ( 8 ) |
| Treasury shares | | ( 17,152 ) | - | ( 17,152 ) | - |
| **Total equity** | | 2,749,271 | 67 | 3,476,461 | 60 |
| **Total liabilities and equity** | | $ 4,136,402 | 100 | $ 5,801,578 | 100 |

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

**TOPBI International Holdings Limited Company and Subsidiaries**

**Consolidated statement of comprehensive income**

For the years ended December 31, 2021 and 2020

(Expressed in thousands of New Taiwan dollars)

| | | For the year ended December 31, | | | |
|---|---|---|---|---|---|
| | Notes | 2021 | % | 2020 | % |
| **Revenue** | 6.(18) | $ 2,963,906 | 100 | $ 2,808,383 | 100 |
| **Cost of revenue** | 6.(5),7 | ( 3,184,618 ) | ( 108 ) | ( 4,165,935 ) | ( 148 ) |
| **Gross loss** | | ( 220,712 ) | ( 8 ) | ( 1,357,552 ) | ( 48 ) |
| **Operating expenses** | 6.(21),7 | | | | |
| Selling expenses | | ( 305,730 ) | ( 10 ) | ( 847,674 ) | ( 30 ) |
| General & administrative expenses | | ( 158,894 ) | ( 5 ) | ( 139,875 ) | ( 5 ) |
| Research and development expenses | | ( 49,096 ) | ( 2 ) | ( 85,899 ) | ( 3 ) |
| | | ( 513,720 ) | ( 17 ) | ( 1,073,448 ) | ( 38 ) |
| **Loss from operations** | | ( 734,432 ) | ( 25 ) | ( 2,431,000 ) | ( 86 ) |
| **Non-operating income and expenses** | | | | | |
| Other income | 6.(19),7 | 68,829 | 2 | 64,942 | 2 |
| Other gains and losses | 6.(20) | 4,217 | - | 77,381 | 3 |
| Finance costs | 6.(23),7 | ( 4,676 ) | - | ( 9,489 ) | - |
| | | 68,370 | 2 | 132,834 | 5 |
| **Loss before income tax** | | ( 666,062 ) | ( 23 ) | ( 2,298,166 ) | ( 81 ) |
| **Income tax expenses** | 6.(24) | ( 34,756 ) | ( 1 ) | 63,468 | 2 |
| **Net loss for the year** | | ( 700,818 ) | ( 24 ) | ( 2,234,698 ) | ( 79 ) |
| **Other comprehensive income (loss)** | | | | | |
| Component of other comprehensive income that will not be reclassified to profit or loss | | | | | |
| Exchange differences arising on translation to the presentation currency | | ( 26,372 ) | - | 75,234 | 2 |
| Income tax expenses related to components that will not be reclassified to profit or loss | | - | - | - | - |
| **Total other comprehensive income (loss) for the year** | | ( 26,372 ) | - | 75,234 | 2 |
| **Total comprehensive loss for the year** | | ( $ 727,190 ) | ( 24 ) | ( $ 2,159,464 ) | ( 77 ) |
| **Net loss attributable to** | | | | | |
| shareholders of the parent | | ( $ 700,818 ) | ( 24 ) | ( $ 2,234,698 ) | ( 79 ) |
| **Total comprehensive loss attributable to** | | | | | |
| shareholders of the parent | | ( $ 727,190 ) | ( 24 ) | ( $ 2,159,464 ) | ( 77 ) |
| **Earnings per share (In New Taiwan dollars)** | 6.(25) | | | | |
| Basic loss per share | | ( $ 6.43 ) | | ( $ 20.44 ) | |

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

**TOPBI International Holdings Limited Company and Subsidiaries**
**Consolidated statement of changes in equity**
For the years ended December 31, 2021 and 2020
(Expressed in thousands of New Taiwan dollars)

| | Equity attributable to shareholders of the parent | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | | | Retained earnings | | | Other equity interest | | |
| | Ordinary shares | Capital surplus | Legal reserve | Special reserve | Unappropriated earnings | Exchange differences on translating the financial statements of foreign operations | Treasury shares | Total equity |
| Balance, January 1, 2020 | $ 949,553 | $ 1,520,022 | $ 480,296 | $ 322,542 | $ 2,933,011 | ($ 536,183) | $ - | $ 5,669,241 |
| Appropriation of prior year's earnings: | | | | | | | | |
| Legal reserve | - | - | 113,482 | - | (113,482) | - | - | - |
| Special capital reserve | - | - | - | 213,640 | (213,640) | - | - | - |
| Cash dividends | - | - | - | - | (16,164) | - | - | (16,164) |
| Share dividends | 145,385 | - | - | - | (145,385) | - | - | - |
| Buy-back of treasury shares | - | - | - | - | - | - | (17,152) | (17,152) |
| | 1,094,938 | 1,520,022 | 593,778 | 536,182 | 2,444,340 | (536,183) | (17,152) | 5,635,925 |
| Net loss for the year | - | - | - | - | (2,234,698) | - | - | (2,234,698) |
| Other comprehensive income for the year | - | - | - | - | - | 75,234 | - | 75,234 |
| Total other comprehensive income (loss) for the year | - | - | - | - | (2,234,698) | 75,234 | - | (2,159,464) |
| Balance, December 31, 2020 | 1,094,938 | 1,520,022 | 593,778 | 536,182 | 209,642 | (460,949) | (17,152) | 3,476,461 |
| Appropriation of prior year's earnings: | | | | | | | | |
| Reversal of special reserve | - | - | - | (75,234) | 75,234 | - | - | - |
| | 1,094,938 | 1,520,022 | 593,778 | 460,948 | 284,876 | (460,949) | (17,152) | 3,476,461 |
| Net loss for the year | - | - | - | - | (700,818) | - | - | (700,818) |
| Other comprehensive loss for the year | - | - | - | - | - | (26,372) | - | (26,372) |
| Total other comprehensive loss for the year | - | - | - | - | (700,818) | (26,372) | - | (727,190) |
| Balance, December 31, 2021 | $ 1,094,938 | $ 1,520,022 | $ 593,778 | $ 460,948 | ($ 415,942) | ($ 487,321) | ($ 17,152) | $ 2,749,271 |

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

**TOPBI International Holdings Limited Company and Subsidiaries**

**Consolidated statement of cash flows**

For the years ended December 31, 2021 and 2020

(Expressed in thousands of New Taiwan dollars)

| | For the year ended December 31, 2021 | For the year ended December 31, 2020 |
|---|---|---|
| **Cash flows from operating activities** | | |
| Loss before income tax for the year | ($ 666,062 ) | ($ 2,298,166 ) |
| Adjustments for: | | |
| Income and expenses having no effect on cash flows | | |
| Depreciation | 25,492 | 26,921 |
| Gain on financial assets at fair value through profit or loss | - | ( 62,384 ) |
| Allowance of inventory for decline in market value and obsolescence | 4,060 | 35,114 |
| Interest expenses | 4,676 | 9,489 |
| Interest income | ( 28,483 ) | ( 35,308 ) |
| Gain on disposal of property, plant and equipment | ( 213 ) | - |
| Impairment loss of property, plant and equipment | - | 6,145 |
| Foreign exchange gain | ( 4,005 ) | - |
| Changes in operating assets and liabilities | | |
| (Increase) decrease in accounts receivable | ( 33,085 ) | 1,488,731 |
| (Increase) decrease in other receivables | ( 753 ) | 59 |
| Increase in inventories | ( 4,313 ) | ( 7,478 ) |
| Increase in prepayments | ( 47,533 ) | ( 251,514 ) |
| Decrease (increase) other current assets | 755 | ( 55 ) |
| (Decrease) increase in accounts payable | ( 508,900 ) | 41,684 |
| Decrease in other payables | ( 37,405 ) | ( 23,497 ) |
| (Decrease) increase in other current liabilities | ( 2 ) | 1 |
| **Cash used in operations** | ( 1,295,771 ) | ( 1,070,258 ) |
| Income taxes paid | - | ( 196,789 ) |
| **Net cash used in operating activities** | ( 1,295,771 ) | ( 1,267,047 ) |

(Continued on next page)

TOPBI International Holdings Limited Company and Subsidiaries

Consolidated statement of cash flows

For the years ended December 31, 2021 and 2020

(Expressed in thousands of New Taiwan dollars)

(Continued from previous page)

| | For the year ended December 31, 2021 | For the year ended December 31, 2020 |
|---|---|---|
| **Cash flows from investing activities** | | |
| Acquisition of financial assets at amortized cost | ( 1,520,050 ) | ( 1,562,760 ) |
| Proceed from sale of financial assets at amortized cost | 1,563,480 | 1,528,435 |
| Proceed from sales of financial assets at fair value through profit or loss | - | 2,467,970 |
| Acquisition of property, plant and equipment | ( 84 ) | - |
| Proceeds from disposal of property, plant and equipment | 213 | - |
| Interest received | 47,887 | 18,453 |
| **Net cash generated from investing activities** | 91,446 | 2,452,098 |
| **Cash flows from financing activities** | | |
| Increase in short-term borrowings | 29,194 | 401,481 |
| Repayments of short-term borrowings | ( 402,415 ) | ( 70,737 ) |
| Repayments of long-term borrowings | - | ( 87,690 ) |
| Decrease guarantee deposits received | ( 696 ) | ( 1,259 ) |
| Payment of cash dividend | - | ( 16,164 ) |
| Payments for buy-back of treasury shares | - | ( 17,152 ) |
| Interest paid | ( 12,659 ) | ( 8,872 ) |
| **Net cash (used in) generated from financing activities** | ( 386,576 ) | 199,607 |
| **Effect of exchange rate changes on cash and cash equivalents** | ( 15,743 ) | ( 194,073 ) |
| **(Decrease) increase in cash and cash equivalents** | ( 1,606,644 ) | 1,190,585 |
| **Cash and cash equivalents at beginning of year** | 2,247,551 | 1,056,966 |
| **Cash and cash equivalents at end of year** | $ 640,907 | $ 2,247,551 |

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

**TOPBI International Holdings Limited Company and Subsidiaries**
**Notes to the consolidated financial statements**
(Expressed in thousands of New Taiwan dollars, except as otherwise specified)

## 1. History and organization

TOPBI International Holdings Limited (the "Company") was incorporated in the British Cayman Islands in October 2012. The Company was established after an organizational restructuring for listing on the Taiwan Stock Exchange ("TWSE"). The Company's shares have been listed and traded on the TWSE since December 30, 2013. The consolidated financial statements comprised the Company and its subsidiaries (collectively referred as the "Group"), the Group is primarily engaged in design, development and sales of its private label children's clothing and accessories.

## 2. The date of authorization for issuance of the consolidated financial statements and procedures for authorization

These consolidated financial statements were approved and authorized for issuance by the Board of Directors on March 18, 2022.

## 3. Application of new standards, amendments and interpretations

(1) Effect of the adoption of new issuances of standards or amendments to International Financial Reporting Standards ("IFRSs"), International Accounting Standards ("IAS") and interpretations as endorsed by the Financial Supervisory Commission ("FSC").

A. IFRSs, IAS and interpretations endorsed by the FSC effective from 2021 are as follows:

| New standards, interpretations and amendments | Main amendments | IASB effective date |
|---|---|---|
| Amendments to IFRS 4, "Extension of the Temporary Exemption from Applying IFRS 9" | The temporary exemption from applying IFRS 9 been extended to January 1, 2023. | January 1, 2021 |
| Interest Rate Benchmark Reform — Phase 2 (amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16) | This amendment addresses the problems arising during the change of interest rate indicators, including one | January 1, 2021 |

(Continued on next page)

(Continued from previous page)

| | | |
|---|---|---|
| | interest rate indicator replaced with another interest rate indicator. For the IBOR-based contracts, it provides accounting treatment for the changes in the basis for determining the contractual cash flow as a result of IBOR reform; and for those adopting hedging accounting, the reliefs are provided in phase 1 for the expiration date of the non-contractually specified risk components in the hedging relationship, an additional temporary relief for adopting the specific hedging accounting, and the additional IFRS 7 disclosures related to the IBOR reform. | |
| Covid-19 - Related Rent Concessions beyond 30 June 2021 (Amendment to IFRS 16) | This amendment allows the lessee to choose the practical expedient method of rent reduction related to the Covid-19 coronavirus pandemic, and any reduction of the lease payment that must meet all the specified conditions, and only affects the original due before June 30, 2021. The extension will only affect payments that were originally due before June 30, 2022. | April 1, 2021 (Earlier application from January 1, 2021 is allowed by the FSC) |

B. The Group assessed the above standards and interpretations and there is no significant impact to the Group's financial position and financial performance.

(2) Effect of new issuances of standards or amendments to IFRSs as endorsed by the FSC but not yet adopted by the Group.

A. New standards, interpretations and amendments as endorsed by the FSC effective from 2022 are as follows:

| New standards, interpretations and amendments | Main amendments | IASB effective date |
|---|---|---|
| Reference to the Conceptual Framework (amendments to IFRS 3) | The amendments updated the definition of assets and liabilities reference to the "Conceptual Framework for Financial Reporting" issued in 2018 in respect of how an acquirer to determine what constitutes an asset or a liability during a business merger. Due to the above amendment, the amendment also added an exception to the recognition principle of IFRS 3 for liabilities and contingent liabilities that would be within the scope of IAS 37 Provisions, Contingent Liabilities and Contingent Assets or IFRIC 21 Levies, if incurred separately.<br>Due to the above index amendment, this amendment adds an exception to the recognition principle for liabilities and contingent liabilities. For certain types of liability and contingent liabilities, reference should be made to IAS 37 "Provisions, Contingent Liabilities and Contingent" or International Financial Reporting Interpretations Committee ("IFRIC") 21 Levies", instead of the aforementioned "Conceptual Framework of Financial Reporting" issued in 2018. At the same time, this | January 1, 2022 |

(Continued on next page)

(Continued from previous page)

| | | |
|---|---|---|
| | amendment also clarifies that the acquirer shall not recognize contingent assets under IAS 37 on the acquisition date. | |
| Property, Plant and Equipment - Proceeds before Intended Use (amendments to IAS 16) | This amendment prohibits enterprise from deducting the cost of an item of property, plant and equipment any proceeds from selling items produced while bringing that asset to the location and condition necessary for it to be capable of operating in the manner intended by management, such as samples produced for testing whether the asset is operating normally . The price of selling such items and the cost of production should be recognized in profit or loss. This amendment also stated that testing whether an asset is operating normally means assessing its technical and physical performance, and has nothing to do with the financial performance of the asset. | January 1, 2022 |
| Onerous Contracts - Cost of Fulfilling a Contract (amendments to IAS 37) | This amendment clarifies that the cost of fulfilling the contract includes the cost directly related to the contract. The cost directly related to the contract is composed of the allocation of the incremental cost of fulfilling the contract and other costs directly related to the fulfilling of the contract. | January 1, 2022 |
| Annual improvements - 2018-2020 cycle | (1) IFRS 1"Subsidiary as first-time adopter" This amendment allows the subsidiaries select to adopt IFRS 1 that are exempted from | January 1, 2022 |

(Continued on next page)

(Continued from previous page)

paragraph D16(a) of IFRS No. 1, when measuring cumulative conversion differences, should use the carrying amount of cumulative conversion differences included in the parent company's consolidated financial statements on the date of the parent company's convert to IFRS. This amendment also applies to affiliates and joint ventures that are exempted from paragraph D16(a) of IFRS 1.

(2) Amendments to IFRS 9 "Fees in the '10 per cent' Test for Derecognition of Financial Liabilities"

This amendment stipulates that the expenses that should be included in the 10% test of financial liabilities are excluded. Enterprise may pay the costs or fees to third parties or lenders. According to this amendment, the cost or expense paid to third parties is not included in the 10% test.

(3) IAS 41 "Taxation in Fair Value Measurements"

This amendment of IAS 41 is to remove the requirement of using pre-tax cash flows when measuring the fair value of a biological asset.

B. The Group assessed the above standards and interpretations and there is no significant impact to the Group's financial position and financial performance.

(3) IFRSs issued by IASB but not yet endorsed by the FSC

A. The Group has not yet applied the following new standards and amendments issued by IASB but not yet endorsed by the FSC:

| New standards, interpretations and amendments | Main amendments | IASB effective date |
|---|---|---|
| Sale or Contribution of Assets Between An Investor and Its Associate or Joint Venture (amendments to IFRS 10 and IAS 28) | The amendment revised the accounting treatment in sales or purchase of assets between joint venture and its associate. The gains and losses resulting from transactions involving assets that constitute a business between an entity and its associate or joint venture must be recognized in full in the investor's financial statements.<br>(1) When the assets sold (invested) meet the "business", all disposal gains and losses shall be recognized;<br>(2) When the assets sold (invested) do not qualify as "business", non-related investors can only recognize partial disposal of gains and losses within the scope of interests in affiliated companies or joint ventures. | To be determine by IASB |
| IFRS 17 'Insurance Contracts' | This Standard replaces IFRS 4 'Insurance Contracts' and establishes the principles for the recognition, measurement, presentation and disclosure of Insurance and reinsurance contracts that it issues by the entities. This standard applies to | January 1, 2023 |

(Continued on next page)

(Continued from previous page)

all insurance contracts (including reinsurance contracts) that an entity issues and to reinsurance contracts that it holds; and investment contracts with discretionary participation features it issues, provided that the entity also issues insurance contracts. Embedded derivatives, distinct investment components and distinct performance obligations should be separated from insurance contracts. On initial recognition, each portfolio of insurance contracts issued shall be divided into a minimum of three groups by the entities: onerous, no significant possibility of becoming onerous and the remaining contracts in the portfolio. This Standard requires a current measurement model where estimates are re-measured at each reporting period. Measurements are based on discounted contract and probability-weighted cash flows, risk adjustments, and the expected profit from the unearned portion of the contract (contractual service margins).

An entity may apply a simplified approach to the measurement for some of insurance contracts (premium allocation approach). The entity should recognize the revenue generated by a group of insurance contract during the period when the entity provides insurance coverage and when the entity releases the risk.

Continued on next page)

(Continued from previous page)

| | | |
|---|---|---|
| | The entity should recognize the loss immediately, if a group of insurance contracts becomes onerous. The entity should present insurance income, insurance service fees, and insurance finance income and expenses separately and its shall also disclose the amount, judgment and risk information from the insurance contract. | |
| Insurance Contracts (amendments to IFRS 17) | This amendment includes the deferral of effective date, the expected recovery of the cash flow obtained by insurance, the contractual service margin attributable to investment services, the reinsurance contract held, the recovery of losses and other amendments. These amendments have not changed the basics of the standard in principle. | January 1, 2023 |
| Initial Application of IFRS 17 and IFRS 9 - Comparative Information (Amendment to IFRS 17) | This amendment allows enterprise to choose to apply the classification overlay approach for each comparative period reported in the initial application of IFRS 17. This option allows the financial assets held by an entity, including those held in activities that are not linked to contracts within the scope of IFRS 17, on an instrument-by-instrument basis, based on how they expect to classify these financial assets in the comparative period when IFRS 9 is initially applied. Entities that have applied IFRS 9 or will apply both IFRS 9 and IFRS 17 for the first time may | January 1, 2023 |

(Continued on next page)

(Continued from previous page)

| | | |
|---|---|---|
| | choose to apply the classification overlay approach. | |
| Classification of Liabilities as Current or Non-current (amendments to IAS 1) | This amendment clarifies that the classification of liabilities is based on the rights existing at the end of the reporting period. At the end of the reporting period, the enterprise does not have the right to defer the settlement period of liabilities for at least 12 months after the reporting period, and the liabilities should be classified as current. In addition, this amendment defines “settlement” of a liability is the extinguishment of the liability with cash or other economic resources or the enterprise’s own equity instruments. | January 1, 2023 |
| Disclosure of Accounting Policies (amendments to IAS 1) | This amendment requires entity to disclose material accounting policy information instead of its significant accounting policies. This amendment clarifies how entity can identify material accounting policy information and to give examples of when accounting policy information is likely to be material. | January 1, 2023 |
| Definition of Accounting Estimates (amendments to IAS 8) | This amendment clarifies how entities to distinguish between changes in accounting policies and changes in accounting estimates. The amendment clarifies that a change in accounting estimate that results from new information or new developments is not the correction of an error. In addition, the effects of a change in an input or a measurement | January 1, 2023 |

(Continued on next page)

(Continued from previous page)

| | | |
|---|---|---|
| | technique used to develop an accounting estimate are changes in accounting estimates if they do not result from the correction of prior period errors. | |
| Deferred Tax Related to Assets and Liabilities Arising from a Single Transaction (amendments to IAS 12) | The amendments require an entity to recognize deferred tax assets and liabilities on certain transactions that give rise to equal amounts of taxable and deductible temporary differences on initial recognition. | January 1, 2023 |

B. The Group assessed the above standards and interpretations and there is no significant impact to the Group's financial position and financial performance.

## 4. Summary of significant accounting policies

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below.

*(1) Compliance statement*

The consolidated financial statements of the Group have been prepared in accordance with the "Regulations Governing the Preparation of Financial Reports by Securities Issuers" and the International Financial Reporting Standards, International Accounting Standards, IFRIC interpretations, and SIC Interpretations as endorsed by the FSC.

*(2) Basis of preparation*

A. Except for the financial assets at fair value through profit or loss and financial assets at fair value through other comprehensive income are measured by financial instruments measured at fair value, the accompanying consolidated financial statements have been prepared under the historical cost basis.

B. The following significant accounting policies applied consistently to all periods of coverage of the consolidated financial statements.

C. The preparation of financial statements that comply with "Regulations Governing the Preparation of Financial Reports by Securities Issuers" and the International Financial Reporting Standards, International Accounting Standards, IFRIC interpretations, and SIC Interpretations as endorsed by the FSC requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the Group's accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in Note 5.

*(3) Basis of consolidation*

A. Basis for preparation of consolidated financial statements

(A) All subsidiaries are included in the Group's consolidated financial statements. Subsidiaries are all entities (including structured entities) controlled by the Group. The Group controls an entity when the Group is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Consolidation of subsidiaries begins from the date the Group obtains control of the subsidiaries and ceases when the Group loses control of the subsidiaries.

(B) Inter-company transactions, balances and unrealized gains or losses on transactions between companies within the Group are eliminated. Accounting policies of subsidiaries have been adjusted where necessary to ensure consistency with the policies adopted by the Group.

(C) Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling interest. Total comprehensive income 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.

(D) Changes in a parent's ownership interest in a subsidiary that do not result in the parent losing control of the subsidiary (transactions with non-controlling interests) are accounted for as equity transactions, i.e. transactions with owners in their capacity as owners. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognized directly in equity.

(E) When the Group loses control of a subsidiary, the Group remeasures any investment retained in the former subsidiary at its fair value. That fair value is regarded as the fair value on initial recognition of a financial asset or the cost on initial recognition of the associate or joint venture. Any difference between fair value and carrying amount is recognized in profit or loss. All amounts previously recognized in other comprehensive income in relation to the subsidiary are reclassified to profit or loss, on the same basis as would be required if the related assets or liabilities were disposed of. That is, when the Group loses control of a subsidiary, all gains or losses previously recognized in other comprehensive income in relation to the subsidiary should be reclassified from equity to profit or loss, if such gains or losses would be reclassified to profit or loss when the related assets or liabilities are disposed of. The gains or losses should transfer directly to retained earnings if the gain or loss from disposal of underlying assets is transferred to retained earnings at disposal.

B. Subsidiaries included in the consolidated financial statements:

| Name of investor | Name of subsidiary | Main business activities | Ownership (%) December 31, 2021 | Ownership (%) December 31, 2020 | Note |
|---|---|---|---|---|---|
| The Company | TOPBI Children Apparel Co., Limited ("HK TOPBI") | Investment | 100% | 100% | - |
| HK TOPBI | Fujian SDO Textile & Industry Goods Crop., Ltd. ("Fujian SDO") | Investment | 100% | 100% | 1 |
| HK TOPBI | Fujian Shengrenda Medical Technology Co., Ltd. ("Shengrenda") | Manufacturing and sales of medical equipment and medical supplies | 100% | 100% | - |
| HK TOPBI | TOPBI (China) Fashion Corp., Ltd. ("TOPBI China") | Sales of private label children's clothing | 73.42% | 73.42% | - |
| Fujian SDO | TOPBI China. | Sales of private label children's clothing | 26.58% | 26.58% | - |
| TOPBI China | Fujian TOPBI E-commerce Co., Ltd. ("TOPBI E-commerce") | Online Sales of private label children's clothing | 100% | - | - |

C. Subsidiaries not included in the consolidated financial statements: None.

D. Adjustments for subsidiaries with different balance sheet dates: None.

E. Significant restrictions: None.

F. Details of the Company's issued shares held by the subsidiaries: None

G. Subsidiaries that have non-controlling interests that are material to the Group: None

Note 1: On February 9, 2022, Shengrenda obtained the approval of the local government which is domiciled for its completion of the cancellation of registration.

*(4) Foreign currency translation*

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The functional currency of the Company is CN￥, in order to comply with local filing requirements and regulations, the consolidated financial statements are presented in New Taiwan dollars, which is the Group 's presentation currency.

A. Foreign currency translation and balances

(A) Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transaction or valuation where items are re-measured, except for those that comply with cash flow hedging and net investment hedging and are deferred to other comprehensive gains and losses. Foreign exchange gains and losses resulting from the settlement of such transactions are recognized in profit or loss in the period in which they arise.

(B) Monetary assets and liabilities denominated in foreign currencies at the period end are re-translated at the exchange rates prevailing at the balance sheet date. Exchange differences arising upon re-translation at the balance sheet date are recognized in profit or loss.

(C) Non-monetary assets and liabilities denominated in foreign currencies held at fair value through profit or loss are re-translated at the exchange rates prevailing at the balance sheet date; their translation differences are recognized in profit or loss. Non-monetary assets and liabilities denominated in foreign currencies that are not measured at fair value are translated using the historical exchange rates at the dates of the initial transactions.

(D) All exchange gains and losses are reported in the income statement under "Other gains and losses".

B. Translation of foreign operations

(A) The operating results and financial position of all the group entities that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

(a) Assets and liabilities for each balance sheet presented are translated at the closing exchange rate at the date of that balance sheet;

(b) Income and expenses for each statement of comprehensive income are translated at average exchange rates of that period; and

(c) All resulting exchange differences are recognized in other comprehensive income.

(B) When the foreign operation partially disposed of or sold as a subsidiary, cumulative exchange differences that were recorded in other comprehensive income are proportionately transferred to the non-controlling interest in this foreign operation. In addition, if the Group retains partial interest in the former foreign subsidiary after losing control of the former foreign subsidiary, such transactions should be accounted for as disposal of all interest in the foreign operation.

*(5) Classification of current and non-current items*

A. Assets that meet one of the following criteria are classified as current assets:

(A) Assets arising from operating activities that are expected to be realized, or are intended to be sold or consumed within the normal operating cycle;

(B) Assets held mainly for trading purposes;

(C) Assets that are expected to be realized within twelve months from the balance sheet date; or

(D) Cash and cash equivalents, excluding restricted cash and cash equivalents and those that are to be exchanged or used to pay off liabilities more than twelve months after the balance sheet date.

The Group classified its assets that do not meet above criteria as non-current assets.

B. Liabilities that meet one of the following criteria are classified as current liabilities:

(A) Liabilities that are expected to be paid off within the normal operating cycle;

(B) Liabilities arising mainly from trading activities;

(C) Liabilities that are to be paid off within twelve months from the balance sheet date; or

(D) Liabilities for which the repayment date cannot be extended unconditionally to more than twelve months after the balance sheet date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

The Group classified its liabilities that do not meet above criteria as non-current liabilities.

*(6) Cash and cash equivalents*

A. For the purpose of the statements of cash flows, cash and cash equivalents consists of cash on hand, cash in bank, short-term, highly liquid investments, which were within three months of maturity when acquired, and repayable bank overdraft, as part of the cash management. Bank overdraft items listed under short-term borrowings in current liabilities on the balance sheet.

B. Cash equivalents refer to short-term, highly liquid investments that also meet the following conditions:

(A) Readily convertible to known amount of cash.

(B) Subject to an insignificant risk of changes in interest rates.

*(7) Financial assets at fair value through profit or loss*

A. Financial assets that are not measured at amortized cost or measured at fair value through other comprehensive income. Financial assets measured at amortized cost or at fair value through other comprehensive income; and the Group designated the initial recognition of the financial assets measured at fair value through profit or loss when it is possible to eliminate or significantly reduce the measurement or recognition of inconsistencies.

B. The Group's financial assets measured at fair value through profit or loss in accordance with customary transactions are accounted for using trade date.

C. The Group initially recognizes the financial assets at fair value and related transaction costs are recognized in profit or loss, and subsequent fair value gains and losses are recognized in profit or loss.

D. When the right to receive dividends is established, the economic benefits related to dividends are likely to flow in, and when the amount of dividends can be reliably measured, the Group recognizes dividend income in profit or loss.

*(8) Financial assets at amortized cost*

A. Financial assets at amortized cost are those that meet all of the following criteria:

(A) The aim of the Group's business model is achieved by collecting contractual cash flows.

(B) The assets' contractual cash flows represent solely payments of principal and interest.

B. On a regular way of purchase or sales, financial assets at amortized cost are recognized and derecognized using trade date accounting.

C. At initial recognition, the Group measures the financial assets at fair value plus transaction costs. Interest income from these financial assets is included in finance income using the effective interest method. A gain or loss in recognized in profit or loss when the asset is derecognized or impaired.

D. The Group's time deposits which do not fall under cash equivalents are those with a short maturity period and are measured at initial investment amount as the effect of discounting is immaterial.

*(9) Accounts receivable*

A. In accordance with terms and conditions of the contracts, entitle a legal right to unconditionally receive consideration in exchange of receivables for transferred goods or rendered services.

B. Short-term accounts receivable without bearing interest are measured at initial invoice amount by the Group as effect of discounting is immaterial.

*(10) Impairment of financial assets*

On each balance sheet date, the Group's investment in debt instruments measured at fair value through other comprehensive income and financial assets measured at amortized cost, and accounts receivable or contractual assets, lease receivables, loan commitments and financial guarantee contracts with significant financial components, after considering all reasonable and corroborative information (including forward-looking), the loss allowance is measured on the 12-month expected credit losses for those who have not significantly increased the credit risk since the initial recognition. For those who have significantly increased the credit risk since the initial recognition, the loss allowance is measured by the expected credit losses during the period of existence; the accounts receivable or contract assets that do not contain significant financial components are measured by the lifetime expected credit loss.

*(11) Derecognition of financial assets*

The Group derecognizes a financial asset when:

A. The contractual rights to receive the cash flows from the financial asset expired.

B. The contractual rights to receive cash flows from the financial asset have been transferred and the Group has transferred substantially all risks and rewards of ownership of the financial asset.

C. The contractual rights to receive cash flows from the financial asset have been transferred; however, the Group has not retained control of the financial asset.

*(12) Leasing arrangements as lessor - Lease receivables/lease*

A. Based on the term of a lease contract, a lease is classifies as finance lease if the lessee assumes substantially all the risks and rewards incidental to ownership of the leased asset.

(A) At commencement of the lease term, a finance lease should record as a receivable, at an amount equal to the net investment (including original direct costs) in the lease. The difference between total lease receivables and present value should record as 'unearned finance lease income'.

(B) The lessor should recognize finance income based on a pattern reflecting a constant periodic rate of return on the lessor's net investment outstanding in respect of the finance lease.

(C) Associated lease payments (excluding service costs) offset the total investment in the lease during the period would reduce the principal and unearned finance income.

B. Lease income from an operating lease (net of any incentives given to lessee) is recognized in profit and loss on a straight-line basis over the lease term.

*(13) Inventories*

Inventories are mainly merchandise and 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. 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 weighted-average cost on the balance sheet date.

*(14) Property, plant and equipment*

A. Property, plant and equipment are initially recorded at cost. Borrowing costs incurred during the construction period are capitalized.

B. Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognized. All other repairs and maintenance are charged to profit or loss during the financial period in which they are incurred.

C. Land is not depreciated. Other property, plant and equipment apply cost model and are depreciated using the straight-line method to allocate their cost over their estimated useful lives.

Each part of an item of property, plant, and equipment with a cost that is significant in relation to the total cost of the item must be depreciated separately.

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted if appropriate, at each balance sheet date. If expectations for the assets' residual values and useful lives differ from previous estimates or the patterns of consumption of the assets' future economic benefits embodied in the assets have changed significantly, any change is accounted for as a change in estimate under IAS 8, 'Accounting Policies, Changes in Accounting Estimates and Errors', from the date of the change. The estimated useful lives of machinery and equipment, transportation equipment, office equipment, are 5~10 years.

*(15) Leasing arrangements (lessee) - right-of-use assets/lease liabilities*

A. Lease assets are recognized as a right-of-use asset and lease liabilities at the date at which the leased asset is available for use by the Group. For short-term leases or leases of low-value assets, lease payments are recognized as an expense on a straight-line basis over the lease term.

B. Lease liabilities include the net present value of the remaining lease payments at the commencement date, discounted using the incremental borrowing interest rate. Lease payments are comprised of fixed payments, less any lease incentives receivable. The Group subsequently measures the lease liability at amortized cost using the interest method and recognizes interest expense over the lease term. The lease liability is remeasured and the amount of remeasurement is recognized as an adjustment to the right-of-use asset when there are changes in the lease term or lease payments and such changes do not arise from contract modifications.

C. At the commencement date, the right-of-use asset is recognized at cost, includes:

(A) The initial measured amount of the lease liability; and

(B) Any lease payments made at or before the commencement date.

The right-of use assets is measured using the cost model subsequently and is depreciated from the commencement date to the earlier of the end of the asset's useful life or the end of the lease term. When the lease liability is remeasured, the amount of remeasurement is recognized as an adjustment to the right-of-use asset.

*(16) Impairment of non-financial assets*

The Group assesses at each balance sheet date the recoverable amounts of those assets where there is an indication that they are impaired. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to dispose or value in use. Except for goodwill, when the circumstances or reasons for recognizing impairment loss for an asset in prior years no longer exist or diminish, the impairment loss is reversed. The increased carrying amount due to reversal should not be more than what the depreciated or amortized historical cost would have been if the impairment had not been recognized.

*(17) 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.

*(18) Accounts payable*

A. Accounts payable refer to debts arising from purchase of goods or services and notes due to operation and non-operation.

B. Short-term accounts payable without bearing interest are measured at initial invoice amount by the Group as effect of discounting is immaterial.

*(19) Employee benefits*

A. Short-term employee benefits

Short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in respect of service rendered by employees in a period and should be recognized as expenses in that period when the employees render service.

B. Pensions

Defined contribution plans

For defined contribution plans, the contributions are recognized as pension expenses when they are due on an accrual basis. Prepaid contributions are recognized as an asset to the extent of a cash refund or a reduction in the future payments.

C. Employees' compensation and directors' and supervisors' remuneration

Employees' compensation and directors' and supervisors' remuneration are recognized as expenses and liabilities, provided that such recognition is required under legal obligation or constructive obligation and those amounts can be reliably estimated. However, if the accrued amounts for employees' compensation and directors' and supervisors' remuneration are different from the actual distributed amounts as resolved by the shareholders at their shareholders' meeting subsequently, the differences should be recognized based on the accounting for changes in estimates.

*(20) Income tax*

A. The tax expense for the period comprises current and deferred tax. Tax is recognized in profit or loss, except to the extent that it relates to items recognized in other comprehensive income or items recognized directly in equity, in which cases the tax is recognized in other comprehensive income or equity.

B. The current income tax expense is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date in the countries where the Group operated and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in accordance with applicable tax regulations. It establishes provisions where appropriated based on the amounts expected to be paid to the tax authorities.

C. Deferred income tax is recognized, using the balance sheet method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated balance sheet. However, the deferred income tax is not accounted for if it arises from initial recognition of goodwill or of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is provided on temporary differences arising on investments in subsidiaries and associates, except where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled.

D. Deferred income tax assets are recognized only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilized. At each balance sheet date, unrecognized and recognized deferred income tax assets are reassessed.

E. Current income tax assets and liabilities are offset and the net amount reported in the balance sheet when there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously.

Deferred income tax assets and liabilities are offset on the balance sheet when the entity has the legally enforceable right to offset current tax assets against current tax liabilities and they are levied by the same taxation authority on either the same entity or different entities that intend to settle on a net basis or realize the asset and settle the liability simultaneously.

*(21) Revenue recognition*

After the Group identifies performance obligations in the customer contract, it allocates the transaction price to each performance obligation, and recognizes revenue when each performance obligation is met.

For contracts where the time interval between the transfer of goods and the receipt of the consideration is within one year, the transaction price of the major financial components of the contract will not be adjusted.

Revenue from merchandise sales from the sale of private label children's clothing. The Group recognizes revenue and accounts receivable at the point of time when merchandises are delivered at shipping point to customer along with the transfer of the right of setting price, the right-of-use, the main responsibility for resale, and the risks of obsolescence of products to the customers. The private label children's clothing sold online is recognized as revenue when the product arrives at the customer's designated location.

*(22) Operating segments*

Operating segments are reported in a manner consistent with the internal reporting provided to the strategic business unit. The strategic business unit, who is responsible for allocating resources and assessing performance of the operation segments, has been identified as the board of directors that makes strategic decisions.

*(23) Earnings per shares*

The Group presents basic and diluted earnings per share (''EPS'') data for its common shares. Basic EPS is calculated by dividing the net income attributable to shareholders of the Company by the weighted average number of common shares outstanding during the period, adjusted for own shares held. Diluted EPS is determined by adjusting the statement of income attributable to shareholders and the weighted average number of common shares outstanding, adjusted for own shares held, for the effects of all dilutive potential common shares.

## 5. Critical accounting judgments, estimates and key sources of assumption uncertainty

The preparation of these consolidated financial statements requires management to make critical judgments in applying the Group's accounting policies and make critical assumptions and estimates concerning future events. Assumptions and estimates may differ from the actual results and are continually evaluated and adjusted based on historical experience and other factors. The information is addressed below:

*(1) Critical judgments in applying the Group's accounting policies*

None.

*(2) Critical accounting estimates and assumptions*

The Group makes estimates and assumptions based on the expectation of future events that are believed to be reasonable under the circumstances at the end of the reporting period. The resulting accounting estimates might be different from the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below:

Evaluation of inventories

As inventories are stated at the lower of cost and net realizable value, the Group must determine the net realizable value of inventories on balance sheet date using judgments and estimates. Due to the rapid changes in the environment, the Group assesses the value of inventory on the balance sheet date due to obsolescence, or no market sales value, and writes down the cost of inventory to the net realizable value. This inventory evaluation is mainly based on the estimated demand for products in a specific period in the future, therefore, there might be material changes to the evaluation.

As of December 31, 2021, the Group's carrying amount of inventories is $21,483 thousand.

## 6. Details of significant accounts

*(1) Cash and cash equivalents*

| | December 31, | | | |
|---|---|---|---|---|
| | 2021 | | 2020 | |
| Cash on hand and working capital | $ | 12 | $ | 20 |
| Checking accounts and demand deposits | | 640,895 | | 934,431 |
| Time deposits | | - | | 1,313,100 |
| Total | $ | 640,907 | $ | 2,247,551 |

A. The Group transacts with a variety of financial institutions all with high credit quality to disperse credit risk, therefore the probability of counterparty default is remote. The Group's maximum exposure to credit risk at balance sheet date is the carrying amount of all cash and cash equivalents.

B. Time deposits, for the purpose of meeting short-term commitments rather than investments or other purpose, are within three months of maturity when acquired, and can be readily converted into a fixed amount of cash and subject to insignificant risk of changes in value, are presented in cash and cash equivalents.

*(2) Financial assets at amortized cost - current*

| | December 31, 2021 | December 31, 2020 |
|---|---|---|
| Current | | |
| Time deposits with original maturities of more than 3 months | $ 1,520,400 | $ 1,575,720 |

The interest rate for time deposits with original maturities of more than 3 months was 1.55% - 1.65% and 1.75% as of December 31, 2021 and 2020 respectively.

*(3) Accounts receivable*

| | December 31, 2021 | December 31, 2020 |
|---|---|---|
| Accounts receivable | $ 1,114,349 | $ 1,081,264 |
| Less: allowance for doubtful accounts | - | - |
| Total | $ 1,114,349 | $ 1,081,264 |

A. The Group grants an interest free and average credit term of 90 days to its customer accounts.

B. The Group's maximum exposure to credit risk at December 31, 2021 and 2020 was the carrying amount of each class of accounts receivable and notes receivable.

C. The Group's aging analysis of accounts receivable is as follows:

| | December 31, 2021 | December 31, 2020 |
|---|---|---|
| Not past due | $ 1,114,349 | $ 1,081,264 |
| Past due less than 1 month | - | - |
| Past due less than 1 - 3 months | - | - |
| Past due less than 3 - 6 months | - | - |
| Past due less over 6 months | - | - |
| Total | $ 1,114,349 | $ 1,081,264 |

D. The Group was affected by the COVID-19 pandemic on March 31, 2020, the agent in Wuhan area failed to make timely payments, and the overdue payment totaled $92,570 thousand. In April 2020, the Group agreed on an overdue payment plan to defer the payment with the agent. As of August

12, 2020, the Wuhan agent has completed the payment according to the agreement, and the Group assessed that it was not necessary to recognize the allowance of doubtful accounts receivable, and did not recognize the impairment of expected credit loss in 2020.

E. The provision matrix for measuring the allowance for doubtful accounts receivable by the Group is as follows:

| December 31, 2021 | Expected credit loss rate | Total carrying amount | Allowance for doubtful accounts (Lifetime expected credit loss) | Amortized cost |
|---|---|---|---|---|
| Not past due | - | $ 1,114,349 | $ - | $ 1,114,349 |
| Past due less than 1 month | - | - | - | - |
| Past due 1 - 3 months | - | - | - | - |
| Past due 3 - 6 months | - | - | - | - |
| Past due over 6 months | - | - | - | - |
| Total | | $ 1,114,349 | $ - | $ 1,114,349 |

| December 31, 2020 | Expected credit loss rate | Total carrying amount | Allowance for doubtful accounts (Lifetime expected credit loss) | Amortized cost |
|---|---|---|---|---|
| Not past due | - | $ 1,081,264 | $ - | $ 1,081,264 |
| Past due less than 1 month | - | - | - | - |
| Past due 1 - 3 months | - | - | - | - |
| Past due 3 - 6 months | - | - | - | - |
| Past due over 6 months | - | - | - | - |
| Total | | $ 1,081,264 | $ - | $ 1,081,264 |

F. Information relating to credit risk, please refer to Note 12(2).

*(4) Other receivables*

| | December 31, 2021 | December 31, 2020 |
|---|---|---|
| Other receivables | $ 7,935 | $ 26,586 |
| Less: allowance for doubtful accounts | - | - |
| Total | $ 7,935 | $ 26,586 |

*(5) Inventories*

| | December 31, | |
|---|---|---|
| | 2021 | 2020 |
| Merchandise | $ 67,463 | $ 63,467 |
| Less: allowance for decline in market value and obsolescence | ( 45,980 ) | ( 42,237 ) |
| Total | $ 21,483 | $ 21,230 |

The cost of inventories recognized as expense (income) is as follows:

| | For the year ended December 31, | |
|---|---|---|
| | 2021 | 2020 |
| Cost of sales | $ 3,180,558 | $ 4,130,821 |
| Impairment losses | 4,060 | 35,114 |
| Total | $ 3,184,618 | $ 4,165,935 |

*(6) Property, plant and equipment*

| | Buildings | Machinery and equipment | Transportation equipment | Office equipment | Total |
|---|---|---|---|---|---|
| Cost | | | | | |
| At January 1, 2021 | $ 434,990 | $ 2,977 | $ 17,740 | $ 4,524 | $ 460,231 |
| Additions | - | - | - | 84 | 84 |
| Disposals | - | - | ( 3,889) | - | ( 3,889) |
| Net exchange differences | ( 3,279) | ( 22) | ( 135) | ( 34) | ( 3,470) |
| At December 31, 2021 | $ 431,711 | $ 2,955 | $ 13,716 | $ 4,574 | $ 452,956 |
| | | | | | |
| At January 1, 2020 | $ 427,835 | $ 2,928 | $ 17,448 | $ 4,450 | $ 452,661 |
| Additions | - | - | - | - | - |
| Net exchange differences | 7,155 | 49 | 292 | 74 | 7,570 |
| At December 31, 2020 | $ 434,990 | $ 2,977 | $ 17,740 | $ 4,524 | $ 460,231 |

| | Buildings | Machinery and equipment | Transportation equipment | Office equipment | Total |
|---|---|---|---|---|---|
| Accumulated depreciation and impairment | | | | | |
| At January 1, 2021 | $ 178,729 | $ 2,977 | $ 17,740 | $ 4,493 | $ 203,939 |
| Disposals | - | - | ( 3,889) | - | ( 3,889) |
| Depreciation | 19,651 | - | - | 15 | 19,666 |
| Net exchange differences | ( 1,343) | ( 22) | ( 135) | ( 33) | ( 1,533) |
| At December 31, 2021 | $ 197,037 | $ 2,955 | $ 13,716 | $ 4,475 | $ 218,183 |
| | | | | | |
| At January 1, 2020 | $ 156,310 | $ 2,586 | $ 10,864 | $ 3,808 | $ 173,568 |
| Depreciation | 19,642 | 35 | 1,351 | 70 | 21,098 |
| Impairment loss | - | 310 | 5,288 | 547 | 6,145 |
| Net exchange differences | 2,777 | 46 | 237 | 68 | 3,128 |
| At December 31, 2020 | $ 178,729 | $ 2,977 | $ 17,740 | $ 4,493 | $ 203,939 |
| | | | | | |
| Net book value | | | | | |
| At December 31, 2021 | $ 234,674 | $ - | $ - | $ 99 | $ 234,773 |
| At December 31, 2020 | $ 256,261 | $ - | $ - | $ 31 | $ 256,292 |

*(7) Leasing arrangements as lessee*

A. The leased assets by the Group are land use right with the length of lease usually ranges from three to fifty years. Lease contracts are negotiated individually and contain a variety of terms and conditions. The leased assets are not to be subleased, pledged, disposed of, and no other restrictions are imposed.

B. The carrying amounts of the right-of-use asset and the depreciation expense recognized are as follows:

| | December 31, 2021 | For the year ended December 31, 2021 |
|---|---|---|
| | Carrying amount | Depreciation |
| Land use right | $ 194,726 | $ 5,826 |

| | December 31, 2020 | For the year ended December 31, 2020 |
|---|---|---|
| | Carrying amount | Depreciation |
| Land use right | $ 202,077 | $ 5,823 |

C. Movements of the rights-of-use assets of the Group for the year 2021 and 2020 were as follows:

| | Land and land use right |
|---|---|
| At January 1, 2021 | $ 202,077 |
| Depreciation | ( 5,826 ) |
| Net exchange differences | ( 1,525 ) |
| At December 31, 2021 | $ 194,726 |
| | |
| At January 1, 2020 | $ 204,528 |
| Depreciation | ( 5,823 ) |
| Net exchange differences | 3,372 |
| At December 31, 2020 | $ 202,077 |

D. There are no major additions, dispositions, and impairments of the right-of-use assets of the Group in 2021 and 2020.

E. The income and expenses related to the lease contracts are recognized as follows:

| | For the year ended December 31, | |
|---|---|---|
| Items affecting profit or loss | 2021 | 2020 |
| Interest expense on lease liabilities | $ - | $ - |
| Expense on short-term lease | $ 12,622 | $ 10,515 |
| Expense on lease of low-value assets | $ - | $ - |

F. The total cash outflow for the leases of the Group in 2021 and 2020 amounted to $ 12,622 thousand and $10,515 thousand respectively.

*(8) Leasing arrangements as lessor*

A. The leased assets of the Group include land and buildings. The length of lease contracts usually ranges from one to six years. Lease contracts are negotiated individually and contain various terms and conditions. To ensure that the leased assets of the Group are used normally, the contract requires the lessee not to sublease, add, modify, pledge or use by a third party.

B. The Group respectively recognized the rental income from operating lease contracts of $37,698 thousand and $28,838 thousand in 2021 and 2020, of which none of the rental income was recognized as variable lease payments.

C. The lease receipts due under an operating lease of the Group are analyzed as follows:

| | December 31, | | | |
|---|---|---|---|---|
| | 2021 | | 2020 | |
| At December 31, 2021 | $ | - | $ | 9,047 |
| At December 31, 2022 | | 8,556 | | - |
| Total | $ | 8,556 | $ | 9,047 |

*(9) Prepayments*

| | December 31, | | | |
|---|---|---|---|---|
| | 2021 | | 2020 | |
| Current | | | | |
| Other prepayment | $ | 2,032 | $ | 4,397 |
| Input tax | | 1,059 | | - |
| Tax overpaid retained for offsetting the future tax payable | | 296,133 | | 247,294 |
| | $ | 299,224 | $ | 251,691 |
| Non-current | | | | |
| Refundable deposits | $ | 217 | $ | 219 |

*(10) Short-term borrowings*

| | December 31, | | | |
|---|---|---|---|---|
| | 2021 | | 2020 | |
| Other short-term loans | $ | 12,577 | $ | 393,315 |
| Interest rate range (%) | | 2.40 | | 2.40 |

A. Other short-term loans from related parties are obtained by the Group from the investors with significant influence over the Group; the loan contract with related parties was executed by the Group on August 2, 2018, of which, if 3M LIBOR+1% exceeds 3.50% in the future, the borrowing rate can be negotiated and adjusted at any time. On May 11, 2020, the board of directors resolved that due to the recent interest rate cut in the U.S. dollar, the borrowing rate was lowered to 2.4%, if 3M LIBOR+1.5% exceeds 2.5% in the future, the borrowing rate can be adjusted at any time. The board of directors resolved on June 10, 2021 that the loan interest rate of the revised loan contract is a fixed interest rate of 2.4%. The principal and interest of the borrowings from related parties are paid in lump sum on maturity. However, the loan contract guarantees that the Group may not repay the loan before it obtained other sources of funds and repatriated its Chinese subsidiary's retained earnings.

*(11) Accounts payable*

| | December 31, | |
|---|---|---|
| | 2021 | 2020 |
| Accounts payable | $ 1,002,143 | $ 1,511,043 |

*(12) Other payable*

| | December 31, | |
|---|---|---|
| | 2021 | 2020 |
| Salaries payable | $ 20,169 | $ 17,427 |
| Advertisements payable | 45,213 | 61,988 |
| Employees' bonus and directors' compensation payable | - | - |
| Other | 9,982 | 33,459 |
| Total | $ 75,364 | $ 112,874 |

*(13) Retirement benefit plans*

The Company's Taiwan office adopted a pension plan under the Labor Pension Act (the "Act"), which is a government-managed defined contribution plan in ROC. Under the Act, an entity makes monthly contributions to employees' individual pension accounts established at the Bureau of Labor Insurance at 6% of monthly salaries and wages.

The employees of the Group's subsidiary, TOPBI China in China is a member of the government-managed retirement benefit plan operated by the government of China. The Group is required to contribute a specified percentage of payroll costs to the retirement benefit scheme. The total retirement benefit amount recognized in consolidated statements of comprehensive income was $4,586 thousand and $3,912 thousand for the years ended December 31, 2021 and 2020, respectively. The Group does not have its own retirement plan.

*(14) Ordinary shares*

A. As of December 31, 2021, the Company's authorized capital was $1,500,000 thousand with par value of $10 per share, all of which are ordinary shares. As of December 31, 2021, total paid-in capital was $1,094,938 thousand.

B. Movements in the number of the Company's ordinary shares outstanding are as follows:

| | Number of ordinary shares (in thousand) | |
|---|---|---|
| | For the year ended December 31, | |
| | 2021 | 2020 |
| At January 1 | 109,494 | 94,955 |
| Share dividends | - | 14,539 |
| At December 31 | 109,494 | 109,494 |

C. Treasury shares

| | Number of treasury shares (in thousand) | |
|---|---|---|
| | For the year ended December 31, | |
| | 2021 | 2020 |
| At January 1 | 507 | - |
| Increase | - | 507 |
| At December 31 | 507 | 507 |

On August 12, 2020, the Company's board of directors resolved to buy-back no more than 1,000 thousand treasury shares from the centralized securities exchange market in order to transfer the shares to employees. The repurchase price per share was between $30 per share to $67 per share during the period from August 13, 2020 to October 12, 2020. During the repurchase period, the Company bought-back a total of 507 thousand treasury shares at a cost of $17,152 thousand.

In accordance with the provisions of the Securities Exchange Act mentioned in the preceding paragraph, the proportion of shares purchased by the Company shall not exceed 10% of the total issued shares of the Company; the total amount of shares purchased shall not exceed the Company's retained earnings plus the premium on the issued shares and the realized amount of capital reserve.

Treasury shares held by the Group shall not be pledged in accordance with the provisions of the Securities Exchange Act, and shall not own the shareholder rights until the completion of transfer.

*(15) Capital surplus*

| | December 31, | | | |
|---|---|---|---|---|
| | 2021 | | 2020 | |
| Share premium | $ | 1,517,887 | $ | 1,517,887 |
| Compensation cost of employees of transfer of treasury shares | | 2,135 | | 2,135 |
| Total | $ | 1,520,022 | $ | 1,520,022 |

Pursuant to the ROC Company Act, capital surplus arising from paid-up capital in excess of par value on the issuance of ordinary shares and donations can be used to cover accumulated deficit or to issue new shares or cash to shareholders in proportion to their share ownership, provided that the Company has no accumulated deficit. Further, the Securities and Exchange Act of ROC requires that the amount of capital surplus to be capitalized mentioned above should not exceed 10% of the paid-in capital each year. The capital surplus should not be used to cover the accumulated deficit unless the legal reserve is insufficient.

*(16) Retained earnings*

A. Legal reserve

Except for covering accumulated deficit or issuing new shares or cash to shareholders in proportion to their share ownership, the legal reserve shall not be used for any other purpose. The use of the legal reserve for the issuance of shares or cash to shareholders is permitted, provided that the distribution of the reserve is limited to the portion in excess of 25% of the Company’s paid-in capital.

B. Special reserve

When the Company distributes the earnings, in accordance with the regulations, the Company shall set aside special reserve from the debit balance on other equity items at the current year balance sheet date. When the debit balance on other equity items is reversed subsequently, the reversed amount could be included in the distributable earnings.

The amounts previously set aside by the Company as a special reserve on initial application of IFRSs in accordance with Jin-Guan-Zheng-Fa-Zi Letter No. 1010012865, dated April 6, 2012, shall be reversed proportionately when the relevant assets are used, disposed of or reclassified. If the aforesaid relevant assets are investment properties, the lands should be reversed during disposal or reclassification, and the part other than the lands should be reversed gradually during the period of use.

C. Distribution of retained earnings

In accordance with the Articles of Association, the current year’s earnings, if any, shall be used to pay all taxes and offset prior years’ operating losses, thereafter 10% of retained earnings shall be either set aside as legal reserve or appropriate to or reverse to special reserve according to the relevant regulations or as requested by the competent authorities. However, the Company shall not be subject to this requirement when the amount of legal reserve accumulated is equal to the total authorized capital. The remaining earnings plus and prior years’ unappropriated retained earnings may be appropriated for at least 20% according to a proposal by the board of directors and approved in the shareholders’ meeting as shareholders’ dividends.

This distribution of shareholders' dividends shall be either in cash or shares, in which cash dividends are not less than 10% of the total dividend.

D. On August 5, 2021, the Company passed the resolution of the shareholders' meeting not to distribute the earnings due to losses in 2020, and to reverse the special reserve of $75,234 thousand in accordance with the law. In addition, on June 22, 2020, the Company passed the 2019 annual profit distribution proposal through the resolution of the shareholders' meeting, to set aside a legal reserve of $113,482 thousand and a special reserve of $213,640 thousand, and distributed a cash dividend of $16,164 thousand and stock dividends of $145,385 thousand.

E. For details of information on employee's compensation and directors and supervisors' remuneration, please refer to Note 6(22).

*(17) Other equity items*

Exchange differences on translating the financial statements of foreign operations

| | For the year ended December 31, | |
|---|---|---|
| | 2021 | 2020 |
| At January 1 | ( $ 460,949 ) | ( $ 536,183 ) |
| Exchange differences on translation to the presentation currency | ( 26,372 ) | 75,234 |
| At December 31 | ( $ 487,321 ) | ( $ 460,949 ) |

*(18) Revenue*

| | For the year ended December 31, | |
|---|---|---|
| | 2021 | 2020 |
| Revenue from customer contracts | | |
| Sales revenue - merchandise | $ 2,963,906 | $ 2,808,383 |

Breakdown information of the Group's revenue from customer contracts in 2021 and 2020:

| | For the year ended December 31, | |
|---|---|---|
| | 2021 | 2020 |
| Primary geographical markets | | |
| China | $ 2,963,906 | $ 2,808,383 |
| Major merchandise | | |
| Infant clothing | $ 623,955 | $ 745,522 |
| Other children's clothing | 2,339,951 | 2,062,861 |
| | $ 2,963,906 | $ 2,808,383 |

| | For the year ended December 31, 2021 | 2020 |
|---|---|---|
| <u>Timing of revenue recognition</u> | | |
| Satisfied at shipping point | $ 2,963,906 | $ 2,808,383 |

(19) *Other income*

| | For the year ended December 31, 2021 | 2020 |
|---|---|---|
| Interest income | | |
| Interest on bank deposits | $ 28,483 | $ 35,308 |
| Rental revenue | 37,698 | 28,838 |
| Other income | 2,648 | 796 |
| Total | $ 68,829 | $ 64,942 |

(20) *Other gains and losses*

| | For the year ended December 31, 2021 | 2020 |
|---|---|---|
| Gain on disposal of property, plant and equipment | $ 213 | $ - |
| Net currency exchange gain | 4,005 | 21,189 |
| Gain on financial assets at fair value through profit or loss | - | 62,384 |
| Impairment loss of property, plant and equipment | - | ( 6,145 ) |
| Other | ( 1 ) | ( 47 ) |
| Total | $ 4,217 | $ 77,381 |

(21) *Additional disclosures related to cost of revenues and operating expenses are as follows:*

| | For the year ended December 31, | | | | | |
|---|---|---|---|---|---|---|
| | 2021 | | | 2020 | | |
| | Cost of revenue | Operating expenses | Total | Cost of revenue | Operating expenses | Total |
| Employee benefit expenses | $ - | $ 95,644 | $ 95,644 | $ - | $ 92,396 | $ 92,396 |
| Depreciation | - | 25,492 | 25,492 | - | 26,921 | 26,921 |
| Amortization expenses | - | - | - | - | - | - |

*(22) Employee benefit expenses*

| | For the year ended December 31, | |
|---|---|---|
| | 2021 | 2020 |
| Wages and salaries – Non-director employee | $ 77,064 | $ 77,391 |
| Director's remuneration | - | - |
| Pension costs | 4,586 | 3,912 |
| Other personnel expenses | 13,994 | 11,093 |
| Total | $ 95,644 | $ 92,396 |

A. In accordance with the Articles of Association, the current year's earnings, of the Company, shall be allocated no more than 10% as employees' compensation, and no more than 2% shall be paid as directors' remuneration.

B. The estimated amount of employees' compensation and directors' remuneration of the Company in 2021 and 2020 is both $0, which is estimated based on the amount that may be paid in consideration of the current operating conditions.

If there is a change in the amount after publication of the annual consolidated financial report, the differences are adjusted and recorded as change in accounting estimates next year.

C. Please refer to Market Observation Post System for more information on the resolution related to the appropriation of distributable earnings as employees' compensation and directors' remuneration of the Company's board of directors and shareholders' meeting.

*(23) Finance costs*

| | For the year ended December 31, | |
|---|---|---|
| | 2021 | 2020 |
| Interest expense | | |
| Bank loans | $ - | $ 1,957 |
| Loans from related parties loans | 4,676 | 7,532 |
| | $ 4,676 | $ 9,489 |

*(24) Income tax*

A. Income tax expense

Components of income tax expense:

| | For the year ended December 31, 2021 | 2020 |
|---|---|---|
| Current income tax for the year | | |
| Current income tax for the year | $ - | $ 65,353 |
| Deferred tax | | |
| Relating to origination and reversal of temporary differences | 34,756 | ( 128,821 ) |
| Income tax (gain) expense | $ 34,756 | ( $ 63,468 ) |

B. Reconciliation between income tax expense and loss before income tax:

| | For the year ended December 31, 2021 | 2020 |
|---|---|---|
| Loss before income tax | ( $ 666,062 ) | ( $ 2,298,166 ) |
| Income tax expense at statutory rate | ( 166,516 ) | ( 574,542 ) |
| Tax effect of adjusting items | | |
| Permanent differences | 46 | 17 |
| Unrecognized temporary differences | ( 9,976 ) | 127,077 |
| Loss on unrecognized deferred tax assets | 210,213 | 454,999 |
| Adjustments for prior years | 989 | ( 71,019 ) |
| Income tax (gain) expense | $ 34,756 | ( $ 63,468 ) |

C. Deferred income tax assets and liabilities are as follows:

| | For the year ended December 31, 2021 | | | |
|---|---|---|---|---|
| | At January 1 | Recognized in profit or loss | Exchange differences | At December 31 |
| Deferred tax assets | | | | |
| Accrued expenses | $ 117,041 | ( $ 34,756 ) | ( $ 890 ) | ( $ 81,395 ) |
| Deferred tax liabilities | | | | |
| Investments accounted for using the equity method | $ 294,333 | $ - | ( $ 2,219 ) | $ 292,114 |
| Other | 4,051 | - | ( 31 ) | 4,020 |
| | $ 298,384 | $ - | ( $ 2,250 ) | $ 296,134 |

| | For the year ended December 31, 2020 | | | |
|---|---|---|---|---|
| | At January 1 | Recognized in profit or loss | Exchange differences | At December 31 |
| Deferred tax assets | | | | |
| Accrued expenses | $ 6,909 | $ 110,207 | ( $ 75 ) | $ 117,041 |
| Deferred tax liabilities | | | | |
| Investments accounted for using the equity method | $ 289,492 | $ - | $ 4,841 | $ 294,333 |
| Other | 3,984 | - | 67 | 4,051 |
| | $ 293,476 | $ - | $ 4,908 | $ 298,384 |

D. The Group's income tax filing has been completed within the filing period in according to the local governments of different jurisdiction.

*(25) Earnings per share*

A. The calculation of earnings per share and weighted average number of ordinary share is as follows:

| | For the year ended December 31, 2021 | | |
|---|---|---|---|
| | Amount after tax | Weighted average number of ordinary shares used in computation of basic earnings (in thousands) | Earnings per share (in dollars) |
| <u>Basic earnings per share</u> | | | |
| Loss attributable to the Company | ( $ 700,818 ) | 108,987 | ( $ 6.43 ) |
| <u>Diluted earnings per share</u> | | | |
| None | | | |

| | For the year ended December 31, 2020 | | |
|---|---|---|---|
| | Amount after tax | Weighted average number of ordinary shares used in computation of basic earnings (in thousands) | Earnings per share (in dollars) |
| Basic earnings per share | | | |
| Loss attributable to the Company | ( $ 2,234,698 ) | 109,494 | |
| Buy back of treasury shares by the Company | - | ( 139 ) | |
| | ( $ 2,234,698 ) | 109,355 | ( $ 20.44 ) |
| Diluted earnings per share | | | |
| None | | | |

*(26) Changes in liabilities from financing activities*

The reconciliation of the Group's liabilities from financing activities is as follows:

| | January 1, 2021 | Cash flow | Other non-cash | December 31, 2021 |
|---|---|---|---|---|
| Short-term borrowings | $ 393,315 | ( $ 373,221 ) | ( $ 7,517 ) | $ 12,577 |
| Guarantee deposits | 1,542 | ( 696 ) | ( 12 ) | 834 |
| Liabilities from financing activities | $ 394,857 | ( $ 373,917 ) | ( $ 7,529 ) | $ 13,411 |

| | January 1, 2020 | Cash flow | Other non-cash | December 31, 2020 |
|---|---|---|---|---|
| Short-term borrowings | $ 276,104 | $ 324,091 | ( $ 206,880 ) | $ 393,315 |
| Long-term borrowings (include current portion) | 90,098 | ( 87,690 ) | ( 2,408 ) | - |
| Guarantee deposits | 2,765 | ( 1,259 ) | 36 | 1,542 |
| Liabilities from financing activities | $ 368,967 | $ 235,142 | ( $ 209,252 ) | $ 394,857 |

## 7. Related party transactions

Balances and amounts of transaction between the Company and subsidiaries had been eliminated upon consolidation and was not disclosed in this note. Details of transactions between the Group and other related parties were disclosed as follows:

*(1) Related party name and category*

| Related party name | Related party category |
|---|---|
| Taiwan Toprich International Ltd. | Associate owned by the same director |
| Fujian Eastdragon Group Corp. Ltd | Associate owned by the same director |
| Fujian Yuansheng Textile & Garment City Co., Ltd. | Associate owned by the same director |
| Fuzhou Spring Investment Corp., Ltd | Associate owned by the same director |
| Jiangsu Caimaoke Industry & Trade Chenggufen Limited Company | Associate owned by the same director |
| Jiangsu Jinlu Fashion Co., Ltd. | Associate owned by the same director |
| Topwealth International Holdings Limited | Investor with significant influence over the Group |

The Company's director, Zhou Xun Cai, held the Company's shares through the shares of Topwealth International Holdings Limited.

*(2) Purchase*

| | For the year ended December 31, | |
|---|---|---|
| Name | 2021 | 2020 |
| Jiangsu Jinlu Fashion Co., Ltd. | $ - | $ 159,571 |

*(3) Lease arrangements - Group as a lessee*

Rental expenses are as follows:

| | For the year ended December 31, | |
|---|---|---|
| Name | 2021 | 2020 |
| Fuzhou Spring Investment Corp., Ltd | $ 3,713 | $ 2,783 |
| Jiangsu Caimaoke Industry & Trade Chenggufen Limited Company | 8,909 | 7,066 |
| | $ 12,622 | $ 9,849 |

Future lease payment payables are as follows:

| Name | December 31, 2021 | | December 31, 2020 | |
|---|---|---|---|---|
| Fuzhou Spring Investment Corp., Ltd | $ | 3,713 | $ | 3,929 |
| Jiangsu Caimaoke Industry & Trade Chenggufen Limited Company | | 7,894 | | 7,954 |
| | $ | 11,607 | $ | 11,883 |

*(4) Lease arrangements - Group as a lessor*

Rental income are as follows:

| Name | For the year ended December 31, 2021 | | 2020 | |
|---|---|---|---|---|
| Fujian Eastdragon Group Corp. Ltd | $ | 21,955 | $ | 16,459 |
| Fujian Yuansheng Textile & Garment City Co., Ltd. | | 13,461 | | 3,061 |
| | $ | 35,416 | $ | 19,520 |

Future lease payment receivables are as follows:

| Name | December 31, 2021 | | December 31, 2020 | |
|---|---|---|---|---|
| Fujian Eastdragon Group Corp. Ltd | $ | 3,660 | $ | 3,872 |
| Fujian Yuansheng Textile & Garment City Co., Ltd. | | 3,504 | | 2,780 |
| | $ | 7,164 | $ | 6,652 |

The Group not only leases office to related parties but also leases office from related parties. Leasing price is calculated at local level. The lease payments were paid and collected monthly or yearly.

*(5) Other income - property management income*

| Name | For the year ended December 31, 2021 | | 2020 | |
|---|---|---|---|---|
| Fujian Eastdragon Group Corp. Ltd | $ | 424 | $ | 318 |
| Fujian Yuansheng Textile & Garment City Co., Ltd. | | 812 | | 184 |
| | $ | 1,236 | $ | 502 |

*(6) Consultant fee*

| Name | For the year ended December 31, 2021 | For the year ended December 31, 2020 |
|---|---|---|
| Taiwan Toprich International Ltd. | $ 660 | $ 666 |

*(7) Payables to related parties (excluding loans from related parties)*

| Line Item | Name | December 31, 2021 | December 31, 2020 |
|---|---|---|---|
| Account payable – related parties | Jiangsu Jinlu Fashion Co., Ltd. | $ - | $ 44,825 |
| Other payable – related parties | Topwealth International Holdings Limited | 76 | 7,954 |
| | | $ 76 | $ 52,779 |

The outstanding trade payables to related parties are unsecured. Other payable - related parties included interest payable for loans from related parties.

*(8) Refundable deposits*

| Name | December 31, 2021 | December 31, 2020 |
|---|---|---|
| Fuzhou Spring Investment Corp., Ltd | $ 217 | $ 219 |

*(9) Guarantee deposits received*

| Name | December 31, 2021 | December 31, 2020 |
|---|---|---|
| Fujian Eastdragon Group Corp. Ltd | $ 434 | $ 1,542 |

*(10) Loans from related parties*

Short-term borrowings

| Name | December 31, 2021 | December 31, 2020 |
|---|---|---|
| Topwealth International Holdings Limited | $ 12,577 | $ 393,315 |

Interest expense

| Name | For the year ended December 31, 2021 | 2020 |
|---|---|---|
| Topwealth International Holdings Limited | $ 4,676 | $ 7,533 |

The Group obtained loans from related parties at rates comparable to market interest rates (see Note 6(10)). The loans from related parties were unsecured.

*(11) Compensation of key management personnel*

| | For the year ended December 31, 2021 | 2020 |
|---|---|---|
| Short-term employee benefits | $ 26,134 | $ 31,417 |
| Post-employment benefits | 334 | 264 |
| Other employee benefits | - | - |
| Share-based payments | - | - |
| | $ 26,468 | $ 31,681 |

## 8. Pledged of assets

None.

## 9. Significant contingent liabilities and unrecognized commitments

None.

## 10. Significant disaster loss

None.

## 11. Significant events after the balance sheet date

None.

## 12. Others

*(1) Capital management*

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and to maintain an optimal capital structure to reduce the cost of capital. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debts to adjust the most appropriate capital structure. The Group monitors capital on the basis of the gearing ratio. The Group's gearing ratios as of December 31, 2021 and 2020 are as follows:

| | December 31, | |
|---|---|---|
| | 2021 | 2020 |
| Total liabilities | $ 1,387,131 | $ 2,325,117 |
| Total assets | $ 4,136,402 | $ 5,801,578 |
| Gearing ratio | 33% | 40% |

In reviewing the current gearing ratio, the gearing ratio on December 31, 2021 was lower than that on December 31, 2020, mainly due to the repayment of borrowings by the Company.

*(2) Financial instruments*

A. Financial instruments by category

| | December 31, | |
|---|---|---|
| Financial assets | 2021 | 2020 |
| Financial assets at amortized cost | | |
| Cash and cash equivalents | $ 640,907 | $ 2,247,551 |
| Financial assets at amortized cost - current | 1,520,400 | 1,575,720 |
| Accounts receivables | 1,114,349 | 1,081,264 |
| Other receivable | 7,935 | 26,586 |
| Refundable deposits | 217 | 219 |
| | $ 3,283,808 | $ 4,931,340 |

| Financial liabilities | December 31, 2021 | | December 31, 2020 | |
|---|---|---|---|---|
| Financial liabilities at amortized cost | | | | |
| Short-term borrowings | $ | 12,577 | $ | 393,315 |
| Accounts payable | | 1,002,143 | | 1,511,043 |
| Other payable | | 75,440 | | 120,828 |
| Guarantee deposits | | 834 | | 1,542 |
| | $ | 1,090,994 | $ | 2,026,728 |

B. Financial risk management objectives and policies

The Group's financial instruments include equity and accounts receivables, other receivables, refundable deposits, accounts payable and other payables. Risk management is coordinated by the Group's finance department by entering domestic and international financial market operations and responsible to monitor and manage the financial risk according to the degree of risk and evaluating the breadth analysis of risk exposure. Such risk includes market risk (including exchange rate risk, interest rate risk and other price risk), credit risk and liquidity risk.

The Group seeks to reduce the risk by employing a risk management and to analyze, identify and evaluate the related financial risk that potentially poses adverse effects on the Group. The Group has a relevant plan to hedges the adverse factors of financial risk.

(A) Market risk

Market risk is arising from movements in market prices, such as foreign exchange risk and interest rate risk that affecting the Group's earning or financial instruments held by the Group. The objective of market risk management is to control the market risk exposure within affordable range and to optimize the return on investment.

The major markets risks undertake by the Group's operation are foreign exchange risk, interest rate risk and equity price risk. In practice, a movement by a single change in risk variables is rare, hence change in risk variables are always interrelated. The following sensitivity analysis did not consider the interaction of related risks variables.

a. Exchange risk

The exchange rate risk of the Group is mainly related to business activities (when the currency used for income or expenses is different from the functional currency of the Group) and the net investment of foreign operating entities. The Group's exchange risk is mainly arising from the cash and cash equivalents, accounts receivable, other receivables, short-term borrowings, accounts payable, other payable and other payables – related parties that are dominated in foreign currency.

Details of the unrealized exchange gains and losses of the Group's monetary items whose value would significant affected by exchange rate fluctuation are as follows:

| | For the year ended December 31, 2021 | | |
|---|---|---|---|
| | Foreign currency amount (in thousands) | Exchange rate | Unrealized exchange gains and losses (NT$) |
| Financial assets | | | |
| US$ : CN¥ | $ 202 | 6.3720 | ( $ 3 ) |
| HK$ : CN¥ | 40 | 0.8170 | - |
| NT$ : CN¥ | 278 | 0.2302 | - |
| Financial liabilities | | | |
| US$ ：CN¥ | $ 454 | 6.3720 | $ 2 |

| | For the year ended December 31, 2020 | | |
|---|---|---|---|
| | Foreign currency amount (in thousands) | Exchange rate | Unrealized exchange gains and losses (NT$) |
| Financial assets | | | |
| US$ : CN¥ | $ 114 | 6.5295 | $ 11 |
| HK$ : CN¥ | 46 | 0.8419 | - |
| NT$ : CN¥ | 749 | 0.2341 | 18 |
| Financial liabilities | | | |
| US$ ：CN¥ | $ 12,159 | 6.5295 | $ 2,272 |
| EUR ：CN¥ | 1,343 | 8.0009 | ( 1,609 ) |

The sensitivity analysis of the Group's exchange risk mainly focuses on the relevant foreign currency appreciation or depreciation of main foreign currency items at the closing date of financial reporting period, and its impact of appreciation/devaluation on the Group's profit and loss and equity.

The determination of below sensitivity analysis is based on the Group's non-functional currency assets and liabilities with significant exchange rate exposure at the balance date. The relevant information is as follows:

| | December 31, 2021 | | | | | |
|---|---|---|---|---|---|---|
| | Foreign currency amount | Exchange rate | Carrying amount (NT$) | Variation | Effect on profit or loss | Effect on equity |
| Financial assets | | | | | | |
| Monetary items | | | | | | |
| US$ | $ 202 | 6.3720 | $ 1,286 | 5% | $ 64 | $ - |
| HK$ | 40 | 0.8170 | 33 | 5% | 2 | - |
| NT$ | 278 | 0.2302 | 64 | 5% | 3 | - |
| Financial liabilities | | | | | | |
| Monetary items | | | | | | |
| US$ | $ 454 | 6.3720 | $ 2,895 | 5% | $ 145 | $ - |

| | December 31, 2020 | | | | | |
|---|---|---|---|---|---|---|
| | Foreign currency amount | Exchange rate | Carrying amount (NT$) | Variation | Effect on profit or loss | Effect on equity |
| Financial assets | | | | | | |
| Monetary items | | | | | | |
| US$ | $ 114 | 6.5295 | $ 3,238 | 5% | $ 162 | $ - |
| NT$ | 46 | 0.8419 | 170 | 5% | 9 | - |
| HK$ | 749 | 0.2341 | 749 | 5% | 37 | - |
| Financial liabilities | | | | | | |
| Monetary items | | | | | | |
| US$ | $ 12,159 | 6.5295 | $ 345,213 | 5% | $ 17,261 | $ - |
| EUR | 1,343 | 8.0009 | 45,440 | 5% | 2,272 | - |

b. Interest rate risk

The borrowing by the entities within the Group at floating rate, exposes the Group to change in fair value risk and cash flow risk. The Group by maintaining an appropriate combination of floating rate to manage interest rate risk. The Group assesses its hedging activities on a regular basis to ensure hedging strategies are established consistently between interest rate and risk preferences and in most cost-effective manner.

The Group's exposure on financial liabilities rate risk is described in this note for liquidity risk management below.

Sensitivity analysis

The following sensitivity analysis is based on interest rate risk exposure on the non-derivative instruments at the closing reporting date of reporting period. Regarding the liabilities with variable interest rate, the following analysis is on the basis of the assumption that the amount of liabilities outstanding at the reporting date was outstanding throughout the year. The rate of change is expressed as the interest rate increase or decrease by 1% when key management report internally, which also represents management of the Group's assessment on the reasonably possible interval of interest rate change.

If the interest rate has increased or decreased by 1% with other variable held constant, the net profit before tax would have increased or decrease by $126 thousand and $3,933 thousand for the years ended December 31, 2021 and 2020, respectively, which would be mainly resulted from the Company's borrowing with variable interest rate.

(B) Credit risk

Credit risk refers to the risk of financial loss to the Group arising from default by counterparties on the contract obligations. The Group's credit risk is attributable to its operating activities (mainly accounts receivables) and financial activities (mainly bank deposits).

Each unit of the Group follows credit risk policies, procedures and controls to manage credit risk. The credit risk assessment of all counterparties is based on factors such as the financial position, the rating of the credit rating agency, historical trading experience, the current economic environment and the Group's internal rating criteria etc.

The credit risk by geographic location of the Group is mainly concentrated in China which accounts for 100% of the total accounts receivable as of December 31, 2021 and 2020. However, the accounts receivable did not significantly concentrate on the individual customers. Based on previous experience, the credit status of the customers is good and the credit risk is relatively insignificant.

The credit risk from bank deposits and other financial instruments is measured and supervised by the finance department of the Group. The counterparties of the Group are banks with good credit rankings, which have no contract performance risk. Thus, the credit risk is insignificant.

(C) Liquidity risk

Liquidity risk refers to risk when the Group is unable to settle its financial liabilities by cash or other financial assets and failure to fulfill obligations associated with existing operations.

The Group manages its liquidity risk by maintaining adequate cash and cash equivalents in order to cope and mitigate the effects of the Group's operating cash flow fluctuations. The Group's management oversight banking facilities usage and ensure the terms of the loan agreement are followed.

Table of liquidity and interest rate risk

The table below analyses the Group's non-derivative financial liabilities based on remaining period to the contractual maturity date during the agreed repayment period and in accordance to the possible earliest required date of repayment. The financial liabilities in below table prepared by undiscounted cash flows.

| | December 31, 2021 | | | |
|---|---|---|---|---|
| | Less than 1 year | Between 1 and 5 years | Over 5 years | Total of undiscounted cash flows |
| Non-derivative financial liabilities | | | | |
| Short-term borrowings | $ 12,577 | $ - | $ - | $ 12,577 |
| Accounts payable | 1,002,143 | - | - | 1,002,143 |
| Other payables (include related parties) | 75,440 | - | - | 75,440 |
| Guarantee deposits | 834 | - | - | 834 |
| Total | $ 1,090,994 | $ - | $ - | $ 1,090,994 |

| | December 31, 2020 | | | |
|---|---|---|---|---|
| | Less than 1 year | Between 1 and 5 years | Over 5 years | Total of undiscounted cash flows |
| Non-derivative financial liabilities | | | | |
| Short-term borrowings | $ 393,315 | $ - | $ - | $ 393,315 |
| Accounts payable | 1,511,043 | - | - | 1,511,043 |
| Other payables (include related parties) | 120,828 | - | - | 120,828 |
| Guarantee deposits | 1,542 | - | - | 1,542 |
| Total | $ 2,026,728 | $ - | $ - | $ 2,026,728 |

The amount of above non-derivative financial assets and liabilities instruments with floating interest rate will be varied when the estimated rate became different at the end of reporting period.

*(3) Fair value information*

A. The different levels of valuation techniques which are used to measure fair value of financial and non-financial instruments have been defined as follows:

Level 1: The input value of this level is the public quotation (unadjusted) of the identical asset or liability in the active market. A market is regarded as active when the goods in the market are in the same nature and the price information is readily available in the public market for both buyers and sellers. The fair values of the Group's investments in publicly listed securities and beneficiary certificates are included in this level.

Level 2: Inputs other than the observable publicly quoted prices included within Level 1 for assets and liabilities, either directly (such as price) or indirectly (such as derived from the price).

Level 3: Unobservable inputs for the asset or liability.

B. Financial instruments not measured at fair value

The carrying amounts of cash and cash equivalents, accounts receivable, other receivables, refundable deposits, accounts payable and other payables are reasonable approximations of fair values.

*(4) Other*

Since the outbreak of the COVID-19 pandemic in January 2020, China has adopted closed-off management, which has caused serious damage to the physical channel of the children's clothing industry in China. The Group has taken countermeasures by transforming the Group and its agents from physical channel operation to e-commerce operation. The overall market has recovered compared to 2020 with the increase in vaccination rate. Therefore, the Group has no doubts about the risk of the ability to continue its operation and financing in 2021 in the epidemic.

## 13. Supplementary disclosures

*(1) Significant transactions information:*

| No. | Items | Footnote |
|---|---|---|
| 1 | Loans to others | Table 1 |
| 2 | Provision of endorsements and guarantees to others | None |
| 3 | Holding of marketable securities at the end of the period (excluding investment in subsidiaries, associates and joint ventures) | None |
| 4 | Purchase or sale of the same security with the accumulated cost exceeding $300 million or 20% of paid-in capital or more | None |
| 5 | Acquisition of real estate reaching $300 million or 20% of paid-in capital or more | None |
| 6 | Disposal of real estate reaching $300 million or 20% of paid-in capital or more | None |
| 7 | Purchases or sales of goods from or to related parties reaching $100 million or 20% of paid-in capital or more | None |
| 8 | Receivables from related parties reaching $100 million or 20% of paid-in capital or more | Table 2 |
| 9 | Derivative financial instruments undertaken | None |
| 10 | Significant inter-company transactions between the Company and subsidiaries | Table 3 |

*(2) Information on investments: Table 4*

*(3) Information on investments in Mainland China: Table 5*

*(4) Information of major shareholders: Table 6*

Table 1

TOPBI International Holdings Limited Company and Subsidiaries

Loans to others

For the year ended December 31, 2021

(Expressed in thousands of New Taiwan dollars and Chinese Yuan)

| NO. (Note 1) | Lender | Borrower | Financial statement account | Related party | Maximum balance for the period (Note 4) | Ending balance | Actual borrowing amount | Interest rate (%) | Nature of financing (Note 2) | Business transaction amount | Reasons for short-term financing | Allowance for impairment loss | Collateral | | Financing limit for each borrower (Note 2) | Aggregate financing limit (Note 2) | Note |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | | | | | | | | | | Item | Value | | | |
| 1 | TOPBI China | The Company | Other receivables from related parties | Yes | $ 2,172,000 (CN￥500,000) | $ 2,172,000 (CN￥500,000) | $ 1,025,296 (CN￥236,026) | 2.4% | (2) | $ - | Working capital | $ - | - | - | $ 9,865,050 | $ 9,865,050 | - |
| | TOPBI China | HK TOPBI | Other receivables from related parties | Yes | 1,303,200 (CN￥300,000) | 1,303,200 (CN￥300,000) | 763,490 (CN￥175,757) | 2.4% | (2) | - | Working capital | - | - | - | 9,865,050 | 9,865,050 | - |
| | TOPBI China | Fujian SDO | Other receivables from related parties | Yes | 2,172,000 (CN￥500,000) | 2,172,000 (CN￥500,000) | - | 2.4% | (2) | - | Working capital | - | - | - | 9,865,050 | 9,865,050 | - |

Note 1: The intercompany transactions between the companies are identified and numbered as follows for indication:

(1) Parent company: 0

(2) Subsidiaries start from 1 consecutively.

Note 2: The types of transactions between related parties are as follows:

(1) Have business dealings

(2) Those who need short-term financings.

Note 3: According to the lending policies of TOPBI China, the aggregate amount of loan to other companies shall not exceed forty percent (40%) of net worth stated in the latest financial report of lender. The respective loan amounts shall not exceed ten percent (10%) of the net worth of borrower. The loan will not be subjected to the restriction mentioned in the aforesaid paragraph, when the loan between the lender and the foreign company held by the Company, whose voting shares are 100% directly or indirectly owned; or when the loan to the Company of which the lender and the foreign company held by the Company, whose voting shares are 100% directly or indirectly owned. However, the total amount of loan and loan to individual borrower shall not exceed two hundred (200%) of the net worth of the lender.

Note 4: The maximum balance is calculated based on the exchange rate at the end of the period.

Note 5: Transactions between the Company and its subsidiaries were eliminated on consolidated

Table 2

TOPBI International Holdings Limited Company and Subsidiaries

Receivables from related parties reaching $100 million or 20% of paid-in capital or more

For the year ended December 31, 2021

(Expressed in thousands of New Taiwan dollars)

| Company Name | Transaction party | Relationship | Financial statement account and ending balance | Turnover rate | Overdue | | Amount received in subsequent period | Allowance for doubtful accounts |
|---|---|---|---|---|---|---|---|---|
| | | | | | Amount | Actions taken | | |
| TOPBI China. | The Company | Ultimate parent company | $ 1,067,811 | - | $ - | - | $ - | $ - |
| TOPBI China | HK TOPBI | Parent company | 806,192 | - | - | - | - | - |

Note: Transactions between the Company and its subsidiaries were eliminated on consolidated.

Table 3

TOPBI International Holdings Limited Company and Subsidiaries

Significant inter-company transactions between the Company and subsidiaries

For the year ended December 31, 2021

(Expressed in thousands of New Taiwan dollars and Chinese Yuan)

| No. | Transaction party | Counterparty | Type of transactions (Note 1) | Transaction details | | | |
|---|---|---|---|---|---|---|---|
| | | | | Financial statement accounts | Amount | Payment terms | % to total sales or total assets |
| 0 | The Company | HK TOPBI | 1 | Other receivables | $ 860 (CN¥ 198) | Advance payment | - |
| 1 | TOPBI China | The Company | 2 | Other receivables | 1,065,496 (CN¥ 245,280) | Loan to (principal and interest) | 26 |
| 1 | TOPBI China | The Company | 2 | Other receivables | 2,315 (CN¥ 533) | Advance payment | - |
| 1 | TOPBI China | The Company | 2 | Interest income | 16,638 (CN¥ 3,831) | Loan to | 1 |
| 1 | TOPBI China | HK TOPBI | 3 | Other receivables | 806,190 (CN¥ 185,587) | Loan to (principal and interest) | 19 |
| 1 | TOPBI China | HK TOPBI | 3 | Other receivables | 2 (CN¥ 1) | Advance payment | - |
| 1 | TOPBI China | HK TOPBI | 3 | Interest income | 18,319 (CN¥ 4,218) | Loan to | 1 |
| 1 | TOPBI China | Fujian SDO | 3 | Other receivables | 3,944 (CN¥ 908) | Loan (interest) | - |
| 1 | TOPBI China | Fujian SDO | 3 | Interest income | 5,398 (CN¥ 1,243) | Loan to | - |

Note 1: The types of transactions between related parties are as follows for indication:

(1) From parent company to subsidiary: 1

(2) From subsidiary to parent company: 2

(3) Between subsidiaries: 3

Note 2: Transaction between the Company and its subsidiaries were eliminated on consolidated.

Table 4

TOPBI International Holdings Limited Company and Subsidiaries

Information on investments

For the year ended December 31, 2021

(Expressed in thousands of New Taiwan dollars and Chinese Yuan)

| Investor company | Investee company | Location | Main business and products | Original investment amount (Note 1) December 31, 2021 | Original investment amount (Note 1) December 31, 2020 | As of December 31, 2021 Number of shares | As of December 31, 2021 % | As of December 31, 2021 Carrying amount | Net income (loss) of the investee | Share of profit (loss) | Note |
|---|---|---|---|---|---|---|---|---|---|---|---|
| The Company | HK TOPBI | Hong Kong | Investment holing | $ 1,384,211 (CN¥ 318,649) | $ 1,384,211 (CN¥ 318,649) | 174,227,460 | 100 | $ 3,829,623 (CN¥ 881,589) | ($ 649,296) (CN¥ 149,504)) | ($ 649,296) (CN¥ (149,504)) | - |

Note 1: The amount was calculated at the year-end exchange rate.

Note 2: Net income of investees, investments accounted for using the equity method of investor and net assets of investee company between the investor and investee company have been eliminated on consolidation.

Note 3: Refer to Table 5 for information relating to investees in Mainland China.

Table 5

TOPBI International Holdings Limited Company and Subsidiaries

Information on investments in Mainland China

For the year ended December 31, 2021

(Expressed in thousands of New Taiwan dollars and Chinese Yuan)

| Investee company in Mainland China | Main businesses and products | Paid-in capital (Note 1) | Method of investments (Note 2) | Accumulated outward remittance for investment from Taiwan as of January 1, 2021 | Remittance of funds: Outward | Remittance of funds: Inward | Accumulated outward remittance for investment from Taiwan as of December 31, 2021 | Net Income (loss) of the investee | % Ownership of direct or indirect investment | Investment gain (loss) (Note 3) | Carrying amount as of December 31, 2021 | Accumulated repatriation of investment income as of December 31, 2021 |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| TOPBI China | Sale of private label children's clothing | $ 781,920 (CN¥180,000) | (2)、(3) | $ - | $ - | $ - | $ - | ($ 627,577) (CN¥ (144,503)) | 100 | ($ 627,577) (CN¥144,503)) | $ 4,932,525 (CN¥ 1,135,480) | $ - |
| Fujian SDO | Investment holding | 208,425 (CN¥ 47,980) | (2) | - | - | - | - | ( 170,202) (CN¥ (39,190)) | 100 | ( 170,202) (CN¥ 39,190)) | 1,307,340 (CN¥ 300,953) | - |
| Shengrenda | Manufacturing and sales of medical equipment and medical supplies | - | (2) | - | - | - | - | ( 2) (CN¥ (1)) | 100 | ( 2) (CN¥ (1)) | ( 2) (CN¥ (1)) | - |
| TOPBI E-commerce | Online sale of private label children's clothing | - | (3) | - | - | - | - | - | 100 | - | - | - |

| Accumulated outward remittance for investment in Mainland China as of December 31, 2021 | Investment amount authorized by Investment Commission, Ministry of Economic Affairs | Upper limit on the amount of investment stipulated by Investment Commission, Ministry of Economic Affairs |
|---|---|---|
| Not applicable | Not applicable | Not applicable |

Note 1: The amount was calculated at the year-end exchange rate.

Note 2: Three type of investment methods are as follows for indication:

(1) Invest directly in Mainland China.

(2) Invest in Mainland China through third-region companies.

(3) Other methods: Invest in Mainland through Chinese subsidiary

Note 3: The amount is recognized based on the audited financial statements. .

Note 4: Net income of investees, investments accounted for using the equity method of investor and net assets of investee company between the investor and investee company have been eliminated on consolidation.

Table 6

TOPBI International Holdings Limited Company and Subsidiaries
Information of major shareholders
For the year ended December 31, 2021
(Expressed in thousands of shares)

| No. | Name of major shareholder | Number of shares held | Percentage of shareholding (%) |
|---|---|---|---|
| 1 | Topwealth International Holdings Limited | 16,061 | 14.66 |

Note 1: The information of major shareholders in the above table was calculated by the Taiwan Depository and Clearing Corp. based on the information of shareholders of the Company who hold more than 5% of ordinary shares and special shares and have been completed the non-physical registration and delivery (including treasury shares) on the last business day of the end of each quarter. As for the shares capital recorded in the Company's financial statements may vary from the Company's actual number of shares which completed the non-physical registration and delivery due to different calculation basis or differences.

## 14. Segment information

Except for Shengrenda、TOPBI E-commerce and TOPBI China, the Group is specializing in investment holding. Shengrenda is mainly engaged in the production and sales of medical equipment and medical supplies, and has had no sales since its incorporation in 2020. TOPBI E-commerce is mainly engaged in the online sales of children's brand clothing, and has had no sales since its incorporation in September 2021. TOPBI China is mainly engaged in the sale of its own private label children's clothing, which is main source of profit for the Company. The segmentation information provided to operational decision-makers for review and the measurement basis is the same information reported in the financial statements. Therefore, the operational segmentation information that should be reported in 2021 and 2020 can be referred to the consolidated financial statements for the years ended December 31, 2021 and 2020.

*(1) Products information*

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, | |
|---|---|---|
| | 2021 | 2020 |
| Infant clothing | $ 623,955 | $ 745,522 |
| Other children's clothing | 2,339,951 | 2,062,871 |
| | $ 2,963,906 | $ 2,808,383 |

*(2) Geographical information*

The Group operates mainly in China.

*(3) Information about major customers*

For the years ended December 31, 2021 and 2020, the Group's revenue from one single customer which exceeds 10% of total operating revenue is as of the following:

| | For the years ended December 31, | | | |
|---|---|---|---|---|
| Customer | 2021 | % | 2020 | % |
| Customer A | $ 825,849 | 28 | $ 693,216 | 25 |
| Customer B | 344,699 | 12 | - | - |