Wowprime Co., Ltd. and Subsidiaries

Consolidated Financial Statements for the Years Ended December 31, 2023 and 2022 and Independent Auditors' Report

DECLARATION OF CONSOLIDATION OF FINANCIAL STATEMENTS OF AFFILIATES

The companies required to be included in the consolidated financial statements of affiliates as of and for the year ended December 31, 2023 under the "Criteria Governing the Preparation of Affiliation Reports, Consolidated Business Reports and Consolidated Financial Statements of Affiliated Enterprises" are the same as those included in the consolidated financial statements of parent and subsidiary companies prepared in conformity with International Financial Reporting Standard No. 10 "Consolidated Financial Statements". In addition, relevant information that should be disclosed in the consolidated financial statements of affiliates has all been disclosed in the consolidated financial statements of parent and subsidiary companies. Consequently, Wowprime Co., Ltd. and subsidiaries did not prepare a separate set of consolidated financial statements of affiliates.

Very truly yours,

WOWPRIME CO., LTD.

By

CHEN CHENG-HUI
Chairman

March 7, 2024

Deloitte.

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INDEPENDENT AUDITORS' REPORT

The Board of Directors and Shareholders
Wowprime Co., Ltd.

Opinion

We have audited the accompanying consolidated financial statements of Wowprime Co., Ltd. and its subsidiaries (collectively referred to as the "Group"), which comprise the consolidated balance sheets as of December 31, 2023 and 2022, and the consolidated statements of comprehensive income, changes in equity and cash flows for the years then ended, and the notes to the consolidated financial statements, including material accounting policy information (collectively referred to as the "consolidated financial statements").

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as of December 31, 2023 and 2022, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers, and International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), IFRIC Interpretations (IFRIC), and SIC Interpretations (SIC) endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China.

Basis for Opinion

We conducted our audits in accordance with the Regulations Governing Financial Statement Audit and Attestation Engagements of Certified Public Accountants and the Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with The Norm of Professional Ethics for Certified Public Accountant of the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the year ended December 31, 2023. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matter of the Group's consolidated financial statements for the year ended December 31, 2023 is stated as follows:

Accuracy of Catering Revenue Recognition for Specific Brands

The Group is engaged in the food retail industry and generates revenue from direct sales to individual customers at various business locations. The dollar amount of each transaction may be insignificant but due to the large number of transactions that occur on a daily basis, the transactions rely on point-of-sale (POS) systems. The accuracy of processing system in recognizing, recording and summarizing sales revenue is important with regard to the consolidated financial statements. The catering revenue of specific brands grew significantly compared to previous year; thus, we identified the accuracy of specific brands' catering revenue recognition as a key audit matter.

Formaterial accounting policy information, refer to Note 4(n).

Our main audit procedures performed for the abovementioned key audit matter were as follows:

1. We obtained an understanding of and tested whether the general computer control environment of POS systems was effective.

2. We obtained an understanding of and tested the effectiveness of the design and implementation of internal controls over the catering revenue recognition process.

3. We understood and evaluated POS systems and accounting system data transfer mechanisms and tested whether the transaction data had been correctly transferred.

4. We verified whether the sales data and daily sales reports of the POS system match the amounts recorded in the revenue journal, and we verified the completeness and accuracy of revenue recognition for food and beverage sales.

Other Matter

We have also audited the parent company only financial statements of Wowprime Co., Ltd. as of and for the years ended December 31, 2023 and 2022 on which we have issued an unmodified opinion.

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

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

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

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

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

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

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

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

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

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

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

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

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

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements for the year ended December 31, 2023 and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partners on the audits resulting in this independent auditors' report are Nai-Hua Kuo and Yu Cheng-Chuan.

Deloitte & Touche
Taipei, Taiwan
Republic of China

March 11, 2024

<u>*Notice to Readers*</u>

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

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

WOWPRIME CO., LTD. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS
DECEMBER 31, 2023 AND 2022
(In Thousands of New Taiwan Dollars)

	2023		December 31, 2022 (Restated)		January 1, 2022 (Restated)	
ASSETS	**Amount**	**%**	**Amount**	**%**	**Amount**	**%**
CURRENT ASSETS						
Cash and cash equivalents (Note 6)	$ 2,649,674	17	$ 2,353,985	17	$ 1,970,419	14
Financial assets at amortized cost - current (Notes 8 and 38)	3,132,469	20	1,747,995	12	1,295,115	9
Notes receivable (Notes 9 and 27)	2,321	-	3,098	-	972	-
Trade receivables (Notes 9, 27 and 37)	578,235	4	449,830	3	428,331	3
Inventories (Notes 5 and 10)	1,617,642	10	2,387,796	17	1,848,398	13
Prepayments (Note 17)	249,760	1	318,372	2	653,759	5
Other financial assets - current (Notes 18 and 38)	37,612	-	39,643	-	30,584	-
Other current assets (Notes 19, 29 and 37)	41,312	-	26,532	-	50,786	1
Total current assets	8,309,025	52	7,327,251	51	6,278,364	45
NON-CURRENT ASSETS						
Investments accounted for using the equity method (Note 12)	80,103	1	81,904	1	84,547	1
Property, plant and equipment (Notes 13 and 37)	2,297,770	14	2,033,944	14	2,040,155	15
Right-of-use assets (Note 14)	3,758,545	24	3,432,184	24	3,804,141	27
Investment properties (Notes 15 and 38)	536,422	3	635,209	4	640,749	5
Other intangible assets (Note 16)	40,438	-	40,758	-	30,839	-
Deferred tax assets (Notes 3, 4 and 29)	435,649	3	453,793	3	620,325	4
Prepaid equipment	63,609	-	43,848	-	32,337	-
Other non-current assets (Note 19)	400,334	3	414,723	3	437,114	3
Total non-current assets	7,612,870	48	7,136,363	49	7,690,207	55
TOTAL	$ 15,921,895	100	$ 14,463,614	100	$ 13,968,571	100
LIABILITIES AND EQUITY						
CURRENT LIABILITIES						
Short-term borrowings (Notes 20 and 38)	$ -	-	$ 776,041	5	$ 538,920	4
Financial liabilities at fair value through profit or loss - current (Note 7)	4,129	-	-	-	-	-
Contract liabilities - current (Note 27)	3,096,961	19	3,284,111	23	3,060,002	22
Notes payable (Note 22)	77,194	-	175,866	1	55,975	-
Trade payables (Note 22)	763,057	5	644,717	5	701,489	5
Other payables (Notes 23 and 37)	1,730,020	11	1,566,410	11	1,397,013	10
Current tax liabilities (Notes 4 and 29)	275,004	2	198,103	1	76,711	1
Lease liabilities - current (Notes 14 and 34)	1,246,852	8	1,112,710	8	1,303,690	9
Other current liabilities (Note 23)	20,199	-	21,363	-	21,523	-
Total current liabilities	7,213,416	45	7,779,321	54	7,155,323	51
NON-CURRENT LIABILITIES						
Bonds payable (Note 21)	642,824	4	-	-	-	-
Provisions - non-current (Note 24)	154,974	1	134,903	1	117,470	1
Deferred tax liabilities (Notes 3, 4 and 29)	300,166	2	318,394	2	525,001	4
Lease liabilities - non-current (Notes 14 and 34)	2,572,483	16	2,423,183	17	2,589,639	18
Net defined benefit liabilities - non-current (Note 25)	52,041	1	61,251	-	99,472	1
Guarantee deposits received	205,293	1	137,741	1	96,079	1
Total non-current liabilities	3,927,781	25	3,075,472	21	3,427,661	25
Total liabilities	11,141,197	70	10,854,793	75	10,582,984	76
EQUITY ATTRIBUTABLE TO OWNERS OF THE COMPANY (Note 26)						
Ordinary shares	844,511	6	769,879	5	769,879	5
Capital surplus	1,888,008	12	1,789,924	12	1,791,541	13
Retained earnings (Note 3)						
Legal reserve	607,588	4	568,290	4	669,833	5
Special reserve	105,230	-	114,717	1	114,717	1
Unappropriated earnings (accumulated deficit)	1,394,388	9	408,143	3	(90,621)	(1)
Total retained earnings	2,107,206	13	1,091,150	8	693,929	5
Other equity	(128,024)	(1)	(105,196)	(1)	(127,228)	(1)
Treasury shares	(309,066)	(2)	(352,801)	(2)	(285,813)	(2)
Total equity attributable to owners of the Company	4,402,635	28	3,192,956	22	2,842,308	20
NON-CONTROLLING INTERESTS (Notes 3, 26 and 31)	378,063	2	415,865	3	543,279	4
Total equity	4,780,698	30	3,608,821	25	3,385,587	24
TOTAL	$ 15,921,895	100	$ 14,463,614	100	$ 13,968,571	100

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

WOWPRIME CO., LTD. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022
(In Thousands of New Taiwan Dollars, Except Earnings (Loss) Per Share)

	2023		2022 (Restated)	
	Amount	%	Amount	%
OPERATING REVENUE (Note 27)	$ 22,317,707	100	$ 18,321,041	100
OPERATING COSTS (Notes 10 and 28)	(11,885,460)	(53)	(10,383,113)	(56)
GROSS PROFIT	10,432,247	47	7,937,928	44
OPERATING EXPENSES (Note 28)				
Selling and marketing expenses	(7,378,095)	(33)	(6,459,644)	(35)
General and administrative expenses	(1,244,815)	(6)	(986,014)	(6)
Research and development expenses	(26,575)	-	(21,603)	-
Total operating expenses	(8,649,485)	(39)	(7,467,261)	(41)
PROFIT FROM OPERATIONS	1,782,762	8	470,667	3
NON-OPERATING INCOME AND EXPENSES (Note 28)				
Interest income	69,470	-	22,648	-
Other income (Note 37)	124,662	1	121,113	1
Other gains and losses	(134,696)	(1)	(92,674)	(1)
Finance costs	(114,729)	-	(153,674)	(1)
Share of profit or associates and joint ventures	1,363	-	1,698	-
Total non-operating income and expenses	(53,930)	-	(100,889)	(1)
PROFIT BEFORE INCOME TAX	1,728,832	8	369,778	2
INCOME TAX EXPENSE (Notes 3 and 29)	(348,582)	(2)	(106,586)	-
NET PROFIT FOR THE YEAR	1,380,250	6	263,192	2
OTHER COMPREHENSIVE INCOME (LOSS)				
Items that will not be reclassified subsequently to profit or loss:				
Remeasurement of defined benefit plans (Note 25)	(1,600)	-	21,819	-
Income tax relating to items that will not be reclassified subsequently to profit or loss (Note 29)	320	-	(4,364)	-

(Continued)

WOWPRIME CO., LTD. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022
(In Thousands of New Taiwan Dollars, Except Earnings (Loss) Per Share)

	2023 Amount	2023 %	2022 (Restated) Amount	2022 (Restated) %
Items that may be reclassified subsequently to profit or loss:				
Exchange differences on translating the financial statements of foreign operations (Note 3)	$ (37,526)	-	$ 37,859	-
Share of other comprehensive income or loss of associates and joint ventures recognized by the equity method	(197)	-	651	-
Income tax relating to items that may be reclassified subsequently to profit or loss (Note 29)	7,538	-	(7,693)	-
Other comprehensive (loss) income for the year, net of income tax	(31,465)	-	48,272	-
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	$ 1,348,785	6	$ 311,464	2
NET PROFIT ATTRIBUTABLE TO:				
Owners of the Company	$ 1,380,510	6	$ 390,803	2
Non-controlling interests	(260)	-	(127,611)	(1)
	$ 1,380,250	6	$ 263,192	1
TOTAL COMPREHENSIVE INCOME ATTRIBUTABLE TO:				
Owners of the Company	$ 1,356,402	6	$ 430,290	2
Non-controlling interests	(7,617)	-	(118,826)	-
	$ 1,348,785	6	$ 311,464	2
EARNINGS PER SHARE (Note 30)				
Basic	$ 16.79		$ 4.74	
Diluted	$ 16.53		$ 4.74	

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

WOWPRIME CO., LTD. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022
(In Thousands of New Taiwan Dollars)

	Equity Attributable Owners of the Company										
	Share Capital			Retained Earnings			Other Equity				
	Shares (In Thousands)	Amount	Capital Surplus	Legal Reserve	Special Reserve	Unappropriated Earnings (Accumulated Deficits)	Exchange Differences on Translating the Financial Statements Of Foreign Operations	Treasury Shares (Note 26)	Total	Non-controlling Interests (Note 26)	Total Equity
BALANCE AT JANUARY 1, 2022	76,988	$ 769,879	$ 1,791,541	$ 669,833	$ 114,717	$ (101,543)	$ (127,228)	$ (285,813)	$ 2,831,386	$ 542,538	$ 3,373,924
Effect of retrospective application and retrospective restatement	-	-	-	-	-	10,922	-	-	10,922	741	11,663
BALANCE AT JANUARY 1, 2022 AFTER ADJUSTMENTS	76,988	769,879	1,791,541	669,833	114,717	(90,621)	(127,228)	(285,813)	2,842,308	543,279	3,385,587
Appropriation of 2021 earnings Legal reserve	-	-	-	(101,543)	-	101,543	-	-	-	-	-
Net profit (loss) for the year ended December 31, 2022	-	-	-	-	-	390,803	-	-	390,803	(127,611)	263,192
Other comprehensive income for the year ended December 31, 2022, net of income tax	-	-	-	-	-	17,455	22,032	-	39,487	8,785	48,272
Total comprehensive income (loss) for the year ended December 31, 2022	-	-	-	-	-	408,258	22,032	-	430,290	(118,826)	311,464
Treasury share transactions (Note 26)	-	-	(785)	-	-	(6,883)	-	(66,988)	(74,656)	-	(74,656)
Actual acquisition or disposal of part of interests in subsidiaries	-	-	(1,478)	-	-	-	-	-	(1,478)	(13,559)	(15,037)
Changes in percentage of ownership interests in subsidiaries (Note 31)	-	-	(139)	-	-	(4,154)	-	-	(4,293)	4,293	-
Share-based payment (Note 32)	-	-	785	-	-	-	-	-	785	87	872
Non-controlling interests (Note 31)	-	-	-	-	-	-	-	-	-	591	591
BALANCE AT DECEMBER 31, 2022	76,988	769,879	1,789,924	568,290	114,717	408,143	(105,196)	(352,801)	3,192,956	415,865	3,608,821
Appropriation of 2022 earnings											
Legal reserve	-	-	-	39,298	-	(39,298)	-	-	-	-	-
Stock dividends distributed by the Company	7,463	74,629	-	-	-	(74,629)	-	-	-	-	-
Cash dividends distributed by the Company	-	-	-	-	-	(288,545)	-	-	(288,545)	-	(288,545)
Reversal of special reserve	-	-	-	-	(9,487)	9,487	-	-	-	-	-
Net profit (loss) for the year ended December 31, 2023	-	-	-	-	-	1,380,510	-	-	1,380,510	(260)	1,380,250
Other comprehensive (loss) income for the year ended December 31, 2023, net of income tax	-	-	-	-	-	(1,280)	(22,828)	-	(24,108)	(7,357)	(31,465)
Total comprehensive income (loss) for the year ended December 31, 2023	-	-	-	-	-	1,379,230	(22,828)	-	1,356,402	(7,617)	1,348,785
Equity component of convertible bonds	-	-	65,391	-	-	-	-	-	65,391	-	65,391
Convertible bonds converted to ordinary shares	-	3	88	-	-	-	-	-	91	-	91
Treasury share transactions (Note 26)	-	-	-	-	-	-	-	43,735	43,735	-	43,735
Actual acquisition or disposal of part of interests in subsidiaries	-	-	610	-	-	-	-	-	610	(39,136)	(38,526)
Changes in percentage of ownership interests in subsidiaries (Note 31)	-	-	10	-	-	-	-	-	10	(10)	-
Share-based payment (Note 32)	-	-	31,985	-	-	-	-	-	31,985	8,786	40,771
Non-controlling interests (Note 31)	-	-	-	-	-	-	-	-	-	175	175
BALANCE AT DECEMBER 31, 2023	84,451	$ 844,511	$ 1,888,008	$ 607,588	$ 105,230	$ 1,394,388	$ (128,024)	$ (309,066)	$ 4,402,635	$ 378,063	$ 4,780,698

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

WOWPRIME CO., LTD. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022
(In Thousands of New Taiwan Dollars)

	2023	2022
CASH FLOWS FROM OPERATING ACTIVITIES		
Income before income tax	$ 1,728,832	$ 369,778
Adjustments for:		
Depreciation expenses	2,161,928	2,133,957
Amortization expenses	16,402	13,358
Expected credit loss	333	-
Net loss on financial assets and liabilities at fair value through profit loss	979	-
Finance costs	114,729	153,674
Interest income	(69,470)	(22,648)
Share-based payment awards	40,771	872
Share of loss (profit) of associates and joint ventures	(1,363)	(1,698)
Loss on disposal of inventories	-	25,312
Loss on disposal of property, plant and equipment	28,632	108,472
Loss on disposal of subsidiaries	-	2,864
Impairment loss recognized on non-financial assets	93,551	15,406
Write-down of inventories	-	25,225
Reversal of write-down inventories	(12,923)	-
Gain on lease modification	(14,101)	(30,042)
Changes in operating assets and liabilities		
Notes receivable	777	(2,126)
Trade receivables	(128,738)	(21,499)
Inventories	783,077	(589,935)
Prepayments	68,612	335,387
Other current assets	(14,689)	25,050
Contract liabilities	(187,150)	224,109
Notes payable	(98,672)	119,891
Trade payables	118,340	(56,772)
Other payables	60,131	197,988
Other payables to related parties	(434)	(476)
Other current liabilities	(1,164)	(160)
Net defined benefit liabilities	(10,810)	(16,402)
Cash generated from operations	4,677,580	3,009,585
Interest paid	(105,701)	(153,606)
Income tax paid	(264,330)	(36,741)
Net cash generated from operating activities	4,307,549	2,819,238
CASH FLOWS FROM INVESTING ACTIVITIES		
Acquisition of financial assets at amortized cost	(1,384,474)	(452,880)
Payments for property, plant and equipment	(951,900)	(868,955)
Decrease in refundable deposits	9,027	20,810
Payments for intangible assets	(16,387)	(22,965)
Payments for right-of-use assets	(47,113)	(36,220)
Decrease (increase) in other financial assets	2,031	(9,059)

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WOWPRIME CO., LTD. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022
(In Thousands of New Taiwan Dollars)

	2023	2022
Increase in prepayments for equipment	$ (62,760)	$ (25,437)
Interest received	68,754	21,854
Net cash used in investing activities	(2,382,822)	(1,372,852)
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from short-term borrowings	-	237,121
Repayment of short-term borrowings	(776,041)	-
Proceeds from bonds payable	701,877	-
Proceeds from guarantee deposits received	67,552	41,662
Repayment of the principal portion of lease liabilities	(1,317,621)	(1,269,734)
Dividends paid to owners of the Company	(288,545)	-
Costs for treasury share buyback (Note 26)	-	(102,736)
Treasury shares transferred to employees (Note 26)	43,735	28,080
Acquisition of subsidiaries (Note 31)	(38,526)	(15,037)
Changes in non-controlling interests	175	591
Net cash used in financing activities	(1,607,394)	(1,080,053)
EFFECTS OF EXCHANGE RATE CHANGES ON THE BALANCE OF CASH HELD IN FOREIGN CURRENCIES	(21,644)	17,233
NET INCREASE IN CASH AND CASH EQUIVALENTS	295,689	383,566
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	2,353,985	1,970,419
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	$ 2,649,674	$ 2,353,985

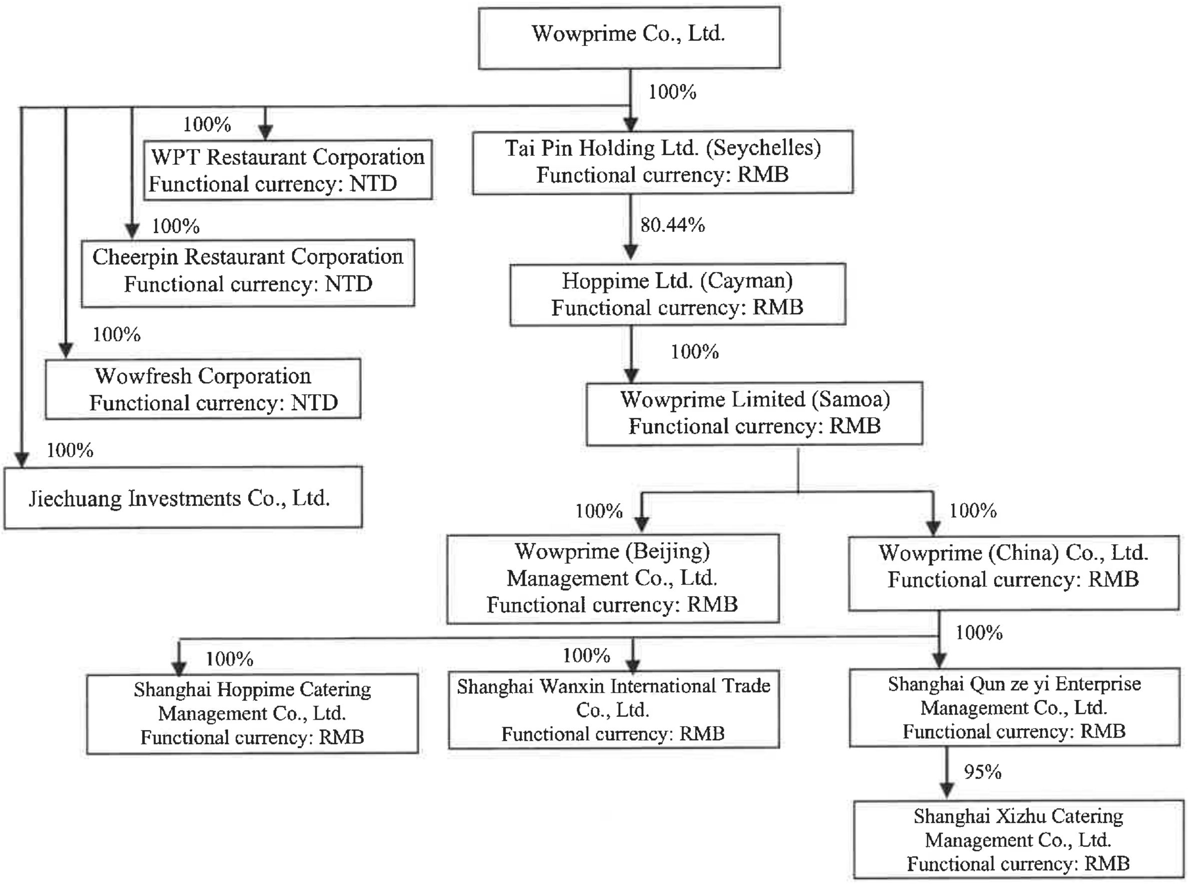
The accompanying notes are an integral part of the consolidated financial statements. (Concluded)

1. GENERAL INFORMATION

Wowprime Co., Ltd. (the "Company") was incorporated in the Republic of China (ROC) in December 1993. The Company primarily engages in operating restaurants, retail sale of agricultural and husbandry products, food products and groceries. The Company also engages in running coffee/tea shops and bakery product manufacturing.

The Company's shares were listed and have been trading on the Taiwan Stock Exchange (TWSE) since March 2012.

Investment structure



The consolidated financial statements of the Company and its subsidiaries (collectively the "Group") are presented in the Company's functional currency, the New Taiwan dollar.

2. APPROVAL OF FINANCIAL STATEMENTS

The consolidated financial statements were approved by the Company's board of directors on March 7, 2024.

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

a. Initial application of the amendments to the International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), IFRIC Interpretations (IFRIC), and SIC Interpretations (SIC) (collectively, the "IFRS Accounting Standards") endorsed and issued into effect by the Financial Supervisory Commission (FSC)

The initial application of the IFRS Accounting Standards endorsed and issued into effect by the FSC did not have material impact on the Group's accounting policies.

Amendments to IAS 12 "Deferred Tax related to Assets and Liabilities arising from a Single Transaction"

The amendments clarify that the initial recognition exemption under IAS 12 does not apply to transactions in which equal taxable and deductible temporary differences arise on initial recognition. The Group applied the amendments and recognized a deferred tax asset (to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilized) and a deferred tax liability for all deductible and taxable temporary differences associated with leases and decommissioning obligations on January 1, 2022. The Group shall apply the amendments prospectively to transactions other than leases and decommissioning obligations that occur on or after January 1, 2022. Upon initial application of the amendments to IAS 12, the Group recognized the cumulative effect of retrospective application in retained earnings on January 1, 2022, and restated comparative information.

Had the Group applied the original IAS 12 in the current year, the following adjustments should be made to reflect the line items and balances under the amendments to IAS 12.

Impact on assets, liabilities and equity for the current year

	December 31, 2023
Increase in deferred tax assets	$ 318,594
Increase in assets	$ 318,594
Increase in deferred tax liabilities	$ 297,983
Increase in liabilities	$ 297,983
Increase in retained earnings	$ 18,911
Decrease in other equity	(94)
Increase in non-controlling interests	1,794
Increase in equity	$ 20,611

Impact on total comprehensive income for the current year

	For the Year Ended December 31, 2023
Decrease in income tax expense	$ (4,178)
Increase in net profit for the year	4,178
Items that may be reclassified subsequently to profit or loss:	
Exchange differences on translation of the financial statements of foreign operations	(204)
Income tax related to items that may be reclassified subsequently	41
Decrease in other comprehensive income for the year, net of income tax	(163)
Increase in total comprehensive income for the year	$ 4,015
Increase in net profit attributable to:	
Owners of the Company	$ 3,753
Non-controlling interests	425
	$ 4,178
Increase in total comprehensive income attributable to:	
Owners of the Company	$ 3,625
Non-controlling interests	390
	$ 4,015
Impact on earnings per share	
Increase in basic earnings per share	$ 0.05
Increase in diluted earnings per share	$ 0.04

Upon initial application of the amendments to IAS 12, the impact for the prior year is summarized below:

Impact on assets, liabilities and equity for the prior year

	As Originally Stated	Adjustments Arising from Initial Application	Restated
December 31, 2022			
Deferred tax assets	$ 121,271	$ 332,522	$ 453,793
Total effect on assets	$ 121,271	$ 332,522	$ 453,793
Deferred tax liabilities	$ 2,468	$ 315,926	$ 318,394
Total effect on liabilities	$ 2,468	$ 315,926	$ 318,394

(Continued)

	As Originally Stated	Adjustments Arising from Initial Application	Restated
Retained earnings	$ 392,985	$ 15,158	$ 408,143
Non-controlling interests	414,461	1,404	415,865
Other equity	(105,230)	34	(105,196)
Total effect on equity	$ 702,216	$ 16,596	$ 718,812
January 1, 2022			
Deferred tax assets	$ 161,777	$ 458,548	$ 620,325
Total effect on assets	$ 161,777	$ 458,548	$ 620,325
Deferred tax liabilities	$ 78,116	$ 446,885	$ 525,001
Total effect on liabilities	$ 78,116	$ 446,885	$ 525,001
Retained earnings	$ (101,543)	$ 10,922	$ (90,621)
Non-controlling interests	542,538	741	543,279
Total effect on equity	$ 440,995	$ 11,663	$ 452,658

(Concluded)

Impact on total comprehensive income for the prior year

	As Originally Stated	Adjustments Arising from Initial Application	Restated
Income tax expense	$ (111,476)	$ 4,890	$ (106,586)
Total effect on net profit for the year	258,302	4,890	263,192
Items that will not be reclassified subsequently to profit or loss:			
Remeasurement of defined benefit plans	21,819	-	21,819
Income tax related to items that will not be reclassified subsequently	(4,364)	-	(4,364)
Items that may be reclassified subsequently to profit or loss:			
Exchange differences on translation of the financial statements of foreign operations	37,816	43	37,859

(Continued)

	As Originally Stated	Adjustments Arising from Initial Application	Restated
Share of other comprehensive income of affiliates and joint ventures using the equity method	$ 651	$ -	$ 651
Income tax related to items that may be reclassified subsequently	(7,693)	-	(7,693)
Total effect on other comprehensive income for the year, net of income tax	48,229	43	48,272
Total effect on total comprehensive income for the year	$ 306,531	$ 4,933	$ 311,464
Impact on net profit attributable to:			
Owners of the Company	$ 386,567	$ 4,236	$ 390,803
Non-controlling interests	(128,265)	654	(127,611)
	$ 258,302	$ 4,890	$ 263,192
Impact on total comprehensive income attributable to:			
Owners of the Company	$ 426,020	$ 4,270	$ 430,290
Non-controlling interests	(119,489)	663	(118,826)
	$ 306,531	$ 4,933	$ 311,464
Impact on earnings per share			
Basic earnings per share	$ 4.68	$ 0.06	$ 4.74
Diluted earnings per share	$ 4.68	$ 0.06	$ 4.74

(Concluded)

b. The IFRS Accounting Standards endorsed by the FSC for application starting from 2024

New, Amended and Revised Standards and Interpretations	Effective Date Announced by IASB (Note 1)
Amendments to IFRS 16 "Lease Liability in a Sale and Leaseback"	January 1, 2024 (Note 2)
Amendments to IAS 1 "Classification of Liabilities as Current or Non-current"	January 1, 2024
Amendments to IAS 1 "Non-current Liabilities with Covenants"	January 1, 2024
Amendments to IAS 7 and IFRS 7 "Supplier Finance Arrangements"	January 1, 2024 (Note 3)

Note 1: Unless stated otherwise, the above IFRS Accounting Standards will be effective for annual reporting periods beginning on or after their respective effective dates.

Note 2: A seller-lessee shall apply the Amendments to IFRS 16 retrospectively to sale and leaseback transactions entered into after the date of initial application of IFRS 16.

Note 3: The amendments provide some transition relief regarding disclosure requirements.

Amendments to IAS 1 "Classification of Liabilities as Current or Non-current" (referred to as the "2020 amendments") and "Non-current Liabilities with Covenants" (referred to as the "2022 amendments")

The 2020 amendments clarify that for a liability to be classified as non-current, the Group shall assess whether it has the right at the end of the reporting period to defer settlement of the liability for at least twelve months after the reporting period. If such rights exist at the end of the reporting period, the liability is classified as non-current regardless of whether the Group will exercise that right.

The 2020 amendments also stipulate that, if the right to defer settlement is subject to compliance with specified conditions, the Group must comply with those conditions at the end of the reporting period even if the lender does not test compliance until a later date. The 2022 amendments further clarify that only covenants with which an entity is required to comply on or before the reporting date should affect the classification of a liability as current or non-current. Although the covenants to be complied with within twelve months after the reporting period do not affect the classification of a liability, the Group shall disclose information that enables users of financial statements to understand the risk of the Group that may have difficulty complying with the covenants and repaying its liabilities within twelve months after the reporting period.

The 2020 amendments stipulate that, for the purpose of liability classification, the aforementioned settlement refers to a transfer of cash, other economic resources or the Group's own equity instruments to the counterparty that results in the extinguishment of the liability. However, if the terms of a liability that, at the option of the counterparty, result in its settlement by a transfer of the Group's own equity instruments, and if such option is recognized separately as equity in accordance with IAS 32 "Financial Instruments: Presentation", the aforementioned terms would not affect the classification of the liability.

As of the date the consolidated financial statements were authorized for issue, the Group has assessed that the application of other standards and interpretations will not have a material impact on the Group's financial position and financial performance.

c. The IFRS Accounting Standards in issue but not yet endorsed and issued into effect by the FSC

New, Amended and Revised Standards and Interpretations	Effective Date Announced by IASB (Note 1)
Amendments to IFRS 10 and IAS 28 "Sale or Contribution of Assets between an Investor and its Associate or Joint Venture"	To be determined by IASB
IFRS 17 "Insurance Contracts"	January 1, 2023
Amendments to IFRS 17	January 1, 2023
Amendments to IFRS 17 "Initial Application of IFRS 9 and IFRS 17 - Comparative Information"	January 1, 2023
Amendments to IAS 21 "Lack of Exchangeability"	January 1, 2025 (Note 2)

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

Note 2: An entity shall apply those amendments for annual reporting periods beginning on or after January 1, 2025. Upon initial application of the amendments, the entity recognizes any effect as an adjustment to the opening balance of retained earnings. When the entity uses a presentation currency other than its functional currency, it shall, at the date of initial application, recognize any effect as an adjustment to the cumulative amount of translation differences in equity.

Amendments to IFRS 10 and IAS 28 "Sale or Contribution of Assets between an Investor and its Associate or Joint Venture"

The amendments stipulate that, when the Group sells or contributes assets that constitute a business (as defined in IFRS 3) to an associate or joint venture, the gain or loss resulting from the transaction is recognized in full. Also, when the Group loses control of a subsidiary that contains a business but retains significant influence or joint control, the gain or loss resulting from the transaction is recognized in full.

Conversely, when the Group sells or contributes assets that do not constitute a business to an associate or joint venture, the gain or loss resulting from the transaction is recognized only to the extent of the Group's interest as an unrelated investor in the associate or joint venture, i.e., the Group's share of the gain or loss is eliminated. Also, when the Group loses control of a subsidiary that does not contain a business but retains significant influence or joint control over an associate or a joint venture, the gain or loss resulting from the transaction is recognized only to the extent of the Group's interest as an unrelated investor in the associate or joint venture, i.e., the Group's share of the gain or loss is eliminated.

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

4. SUMMARY OF MATERIAL ACCOUNTING POLICY INFORMATION

a. Statement of compliance

The consolidated financial statements have been prepared in accordance with Regulations Governing the Preparation of Financial Reports by Securities Issuers and IFRS Accounting Standards as endorsed and issued into effect by the FSC.

b. Basis of preparation

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

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

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

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

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

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

Current assets include:

1) Assets held primarily for the purpose of trading;

2) Assets expected to be realized within 12 months after the reporting period; and

3) Cash and cash equivalents unless the asset is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting period.

Current liabilities include:

1) Liabilities held primarily for the purpose of trading;

2) Liabilities due to be settled within 12 months after the reporting period, even if an agreement to refinance, or to reschedule payments, on a long-term basis is completed after the reporting period and before the consolidated financial statements are authorized for issue; and

3) Liabilities for which the Group does not have an unconditional right to defer settlement for at least 12 months after the reporting period. Terms of a liability than could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

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

d. Basis of consolidation

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

Income and expenses of subsidiaries acquired or disposed of during the period are included in the consolidated statement of profit or loss and other comprehensive income from the effective dates of acquisitions up to the effective dates of disposal, as appropriate.

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

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

See Note 11, Tables 6 and 7 for detailed information on subsidiaries (including percentages of ownership and main businesses).

e. Foreign currencies

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

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

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

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

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

f. Inventories

Inventories consist of raw materials and finished goods 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. The net realizable value is the estimated selling price of inventories less all estimated costs of completion and costs necessary to make the sale. Inventories are recorded at weighted-average cost on the balance sheet date.

g. Investments in associates

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

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

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

Any excess of the cost of acquisition over the Group's share of the net fair value of the identifiable assets and liabilities of an associate at the date of acquisition is recognized as goodwill, which is included within the carrying amount of the investment and is not amortized. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of acquisition, after reassessment, is recognized immediately in profit or loss.

When the Group subscribes for additional new shares of the associate at a percentage different from its existing ownership percentage, the resulting carrying amount of the investment differs from the amount of the Group's proportionate interest in the associate. The Group records such a difference as an adjustment to investments with the corresponding amount charged or credited to capital surplus - changes in the Group's share of the equity of associates. If the Group's ownership interest is reduced due to its additional subscription of the new shares of the associate, the proportionate amount of the gains or losses previously recognized in other comprehensive income in relation to that associate is reclassified to profit or loss on the same basis as would be required had the investee directly disposed of the related assets or liabilities. When the adjustment should be debited to capital surplus, but the capital surplus recognized from investments accounted for using the equity method is insufficient, the shortage is debited to retained earnings.

When the Group's share of losses of an associate equals or exceeds its interest in that associate (which includes any carrying amount of the investment accounted for using the equity method and long-term interests that, in substance, form part of the Group's net investment in the associate), the Group discontinues recognizing its share of further loss, if any. Additional losses and liabilities are recognized only to the extent that the Group has incurred legal obligations, or constructive obligations, or made payments on behalf of that associate.

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

The Group discontinues the use of the equity method from the date on which its investment ceases to be an associate. Any retained investment is measured at fair value at that date, and the fair value is regarded as the investment's fair value on initial recognition as a financial asset. The difference between the previous carrying amount of the associate attributable to the retained interest and its fair value is included in the determination of the gain or loss on disposal of the associate. The Group accounts for all amounts previously recognized in other comprehensive income in relation to that associate on the same basis as would be required had that associate directly disposed of the related assets or liabilities. If an investment in an associate becomes an investment in a joint venture or an investment in a joint venture becomes an investment in an associate, the Group continues to apply the equity method and does not remeasure the retained interest.

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

h. Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment loss.

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

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

i. Investment properties

Investment properties are properties held to earn rental and/or for capital appreciation. Investment properties include right-of-use assets and properties under construction that meet the definition of investment properties. Investment properties also include land held for a currently undetermined future use.

Investment properties are initially measured at cost, including transaction costs. Subsequent to initial recognition, investment properties are measured at cost less accumulated depreciation and accumulated impairment loss. Depreciation is recognized using the straight-line method.

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

j. Intangible assets

1) Intangible assets acquired separately

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

2) Derecognition of intangible assets

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

k. Impairment of property, plant and equipment, right-of-use asset, investment properties, intangible assets and assets related to contract costs

At the end of each reporting period, the Group reviews the carrying amounts of its property, plant and equipment, right-of-use asset, investment properties and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss. When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired.

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

Before the Group recognizes an impairment loss from assets related to contract costs, any impairment loss on inventories, property, plant and equipment and intangible assets related to the contracts applicable under IFRS 15 shall be recognized in accordance with applicable standards. Then, impairment loss from the assets related to the contract costs is recognized to the extent that the carrying amount of the assets exceeds the remaining amount of consideration that the Group expects to receive in exchange for related goods or services less the costs which relate directly to providing those goods or services and which have not been recognized as expenses. The assets related to the contract costs are then included in the carrying amount of the cash-generating unit to which they belong for the purpose of evaluating impairment of that cash-generating unit.

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

l. Financial instruments

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

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

1) Financial assets

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

a) Measurement categories

Financial assets are classified as financial assets at amortized cost.

Financial assets at amortized cost

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

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

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

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

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

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

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

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

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

ii. Breach of contract, such as a default;

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

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

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

b) Impairment of financial assets and contract assets

The Group recognizes a loss allowance for expected credit losses on financial assets at amortized cost (including trade receivables).

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

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

For internal credit risk management purposes, the Group determines that the following situations indicate that a financial asset is in default (without taking into account any collateral held by the Group):

i. Internal or external information show that the debtor is unlikely to pay its creditors.

ii. Financial asset is more than 90 days past due unless the Group has reasonable and corroborative information to support a more lagged default criterion.

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

c) Derecognition of financial assets

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

On derecognition of a financial asset at amortized cost in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognized in profit or loss.

2) Financial liabilities

a) Subsequent measurement

Except the following situations, all financial liabilities are measured at amortized cost using the effective interest method:

Financial liabilities measured at FVTPL

Financial liabilities measured at FVTPL include those held for trading and those designated as measured at fair value through profit or loss.

Financial liabilities measured at fair value through profit and loss are financial liabilities held for trading. Related profits or losses are recognized in other profits and losses.

b) Derecognition of financial liabilities

The difference between the carrying amount of a financial liability derecognized and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognized in profit or loss.

3) Convertible bonds

The component parts of compound instruments (i.e., convertible bonds) issued by the Group are classified separately as financial liabilities and equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

On initial recognition, the fair value of the liability component is estimated using the prevailing market interest rate for a similar non-convertible instrument and is measured at amortized cost using the effective interest method until the date of conversion or maturity. Liability components that are embedded in non-equity derivatives are measured at fair value.

The conversion option classified as equity is determined by deducting the amount of the liability component from the fair value of the compound instrument as a whole. This is recognized and included in equity, net of income tax effects, and is not subsequently remeasured. In addition, the conversion option classified as equity will remain in equity until the conversion option is exercised; in which case, the balance recognized in equity will be transferred to capital surplus - share premiums. When the conversion option remains unexercised at maturity, the balance recognized in equity will be transferred to capital surplus - share premiums.

Transaction costs that relate to the issuance of the convertible notes are allocated to the liability and equity components in proportion to the allocation of the gross proceeds. Transaction costs relating to the equity component are recognized directly in equity. Transaction costs relating to the liability component are included in the carrying amount of the liability component.

m. Provisions

Provisions, including those arising from the contractual obligations specified in lease arrangements to maintain or restore infrastructure before it is handed over to the grantor, are measured at the best estimate of the discounted cash flows of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation.

Decommissioning and restoration obligation

Pursuant to the lease agreement, the Group has an obligation, at the end of the respective lease terms, to restore the leased plant assets to their original condition at the time of the lease. Provisions are recognized based on the present value of the best estimate of future outflows of economic benefits that will be required for fulfillment of the restoration obligation stated on the lease contract.

n. Revenue recognition

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

Revenue from the sale of goods

Revenue from the sale of goods comes from sales of food, beverage, and other goods. Sales of food and other goods are recognized as revenue when individual customers purchase the goods at various business locations. Deferred revenue is recognized as a contract liability before the customer uses gift vouchers to exchange for food and other goods.

Under the customer loyalty program, the Group offers vouchers which can be used for future purchases. The voucher provides a material right to the customer. The transaction price allocated to the voucher is recognized as a contract liability when collected and will be recognized as revenue when the voucher is redeemed or has expired.

o. Leasing

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

1) The Group as lessor

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

Lease payments (less any lease incentives payable) from operating leases are recognized as income on a straight-line basis over the terms of the relevant leases.

2) The Group as lessee

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

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

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

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

Subsequently, lease liabilities are measured at amortized cost using the effective change in the assessment of an option to purchase an underlying asset, or a change in future lease payments resulting from a change in an index or a rate used to determine those payments, the Group remeasures the lease liabilities with a corresponding adjustment to the right-of-use assets. However, if the carrying amount of the right-of-use assets is reduced to zero, any remaining amount of the remeasurement is recognized in profit or loss. Lease liabilities are presented on a separate line in the consolidated balance sheets.

The Group negotiates with the lessor for rent concessions as a direct consequence of the Covid-19 to change the lease payments originally due by June 30, 2022, that results in the revised consideration for the lease less than the consideration for the lease immediately preceding the change. There is no substantive change to other terms and conditions.

Variable lease payments that do not depend on an index or a rate are recognized as expenses in the periods in which they are incurred.

p. Government grants

Government grants are not recognized until there is reasonable assurance that the Group will comply with the conditions attached to them and that the grants will be received.

Government grants related to income are recognized as a reduction in other income on a systematic basis over the periods in which the Group recognizes as expenses the related costs that the grants intend to compensate.

Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognized in profit or loss in the period in which they are received.

q. Employee benefits

1) Short-term employee benefits

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

2) Retirement benefits

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

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

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

r. Share-based payment arrangements

Employee share options granted to employees

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

At the end of each reporting period, the Group revises its estimate of the number of employee share options that are expected to vest. The impact of the revision of the original estimates is recognized in profit or loss such that the cumulative expenses reflect the revised estimate, with a corresponding adjustment to capital surplus - employee share options.

s. Taxation

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

1) Current tax

Income tax payable (recoverable) is based on taxable profit (loss) for the year determined according to the applicable tax laws of each tax jurisdiction.

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

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

2) Deferred tax

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

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

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

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

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liabilities are settled or the assets are realized, based on tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

3) Current and deferred tax for the year

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

Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

5. MATERIAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

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

The Group takes into account the impacts of inflation and possible market interest rate fluctuations on the relevant material accounting estimates of cash flows, growth rates, discount rates, and profitability. The management will continue to review the estimates and the basic assumptions.

Key Sources of Estimation Uncertainty

Write-down of inventories

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

6. CASH AND CASH EQUIVALENTS

	December 31 2023	December 31 2022
Cash on hand	$ 99,965	$ 82,108
Checking accounts and demand deposits	2,190,568	2,103,491
Cash equivalents		
Time deposits	359,141	168,386
	$ 2,649,674	$ 2,353,985

The market rate intervals of bank savings at the end of the reporting period were as follows:

	December 31 2023	December 31 2022
Demand deposits	0.05%-3.8%	0.05%-2%
Time deposits	1.35%-2.45%	2.025%-2.1%

7. FINANCIAL INSTRUMENTS AT FVTPL

	December 31, 2023
Financial liabilities at FVTPL - current	
Financial liabilities mandatorily classified as at FVTPL	
Non-derivative instruments	
Convertible options	$ 4,129

8. FINANCIAL ASSETS AT AMORTIZED COST

	December 31 2023	December 31 2022
Current		
Time deposits with original maturities of more than 3 months	$ 3,132,469	$ 1,747,995

a. The ranges of interest rates for time deposits with original maturities of more than 3 months were approximately 0.535% to 5.12% and 0.415% to 4.73% per annum as of December 31, 2023 and 2022, respectively.

b. Financial assets measured at amortized cost pledged as collateral for bank borrowings are set out in Note 38.

9. NOTES RECEIVABLE AND TRADE RECEIVABLES

	December 31 2023	December 31 2022
Notes receivable		
At amortized cost		
Gross carrying amount	$ 2,321	$ 3,098
Less: Allowance for impairment loss	-	-
	$ 2,321	$ 3,098
Trade receivables		
At amortized cost		
Gross carrying amount	$ 578,568	$ 449,830
Less: Allowance for impairment loss	(333)	-
	$ 578,235	$ 449,830

Aside from branches operating in retail stores, the average credit period of receivables from shopping malls and collaboration with other businesses was 30-90 days, the Group earns its revenue on a cash basis or via credit card sales to individual customers. In determining the collectability of trade receivables, the Group assesses any changes in credit quality from the start of the credit period to the balance sheet date.

The Group applies the simplified approach to providing for expected credit losses prescribed by IFRS 9, which permits the use of lifetime expected loss provision for all trade receivables. The expected credit losses on trade receivables are estimated using a provision matrix by reference to past default experience of the debtor and an analysis of the debtor's current financial position, adjusted for general economic conditions of the industry in which the debtors operate and an assessment of both the current as well as the forecast direction of economic conditions at the reporting date. As the Group's historical credit loss experience does not show significantly different loss patterns for different customer segments, the provision for loss allowance based on status is of past due date, not further distinguished according to the Group's different customer base.

The following table details the loss allowance of notes receivable and trade receivables based on the Group's provision matrix.

December 31, 2023

	Not Past Due	1 to 30 Days	31 to 60 Days	61 to 90 Days	Over 90 Days	Total
Expected credit loss rate	-	-	-	-	-	-
Gross carrying amount	$ 574,183	$ 5,301	$ 472	$ 392	$ 541	$ 580,889
Loss allowance (Lifetime ECLs)	-	-	-	-	(333)	(333)
Amortized cost	$ 574,183	$ 5,301	$ 472	$ 392	$ 208	$ 580,556

December 31, 2022

	Not Past Due	1 to 30 Days	31 to 60 Days	61 to 90 Days	Over 90 Days	Total
Expected credit loss rate	-	-	-	-	-	-
Gross carrying amount	$ 438,081	$ 13,701	$ 665	$ 114	$ 367	$ 452,928
Loss allowance (Lifetime ECLs)	-	-	-	-	-	-
Amortized cost	$ 438,081	$ 13,701	$ 665	$ 114	$ 367	$ 452,928

The movements of the loss allowance of trade receivable were as follows:

	For the Year Ended December 31, 2023		
	Collectively	Individually	Total
Balance at January 1	$ -	$ -	$ -
Add: Net remeasurement of loss allowance	-	333	333
Balance at December 31	$ -	$ 333	$ 333

10. INVENTORIES

	December 31	
	2023	2022
Raw materials	$ 1,542,575	$ 2,299,582
Finished goods	5,330	3,322
Inventory in transit	69,737	84,892
	$ 1,617,642	$ 2,387,796

The nature of the cost of goods sold is as follows:

	For the Year Ended December 31	
	2023	2022
Cost of inventories sold	$ 11,898,383	$ 10,332,576
(Reversal of) inventory write-downs	(12,923)	25,225
Scrapping and write-off of inventories (b)	-	25,312
	$ 11,885,460	$ 10,383,113

a. Inventory write-downs were reversal as a result of the increase in selling prices of the inventory in specific markets.

b. In March 2022 a fire occurred Wowfresh Corporation' inventory was stored at the external logistics warehouse, The Group recognized impairment of Inventories $25,312 thousand in the year ended 2022.

11. SUBSIDIARIES

a. Subsidiaries included in the consolidated financial statements

Investor	Investee	Nature of Activities	Percentage of Ownership (%) December 31 2023	2022	Remark
Wowprime Co., Ltd.	Tai Pin Holding Ltd.	Investment	100.00	100.00	-
Wowprime Co., Ltd.	WPT Restaurant Corporation	Catering and catering management	100.00	100.00	-
Wowprime Co., Ltd.	Wowprime USA Holding Ltd.	Investment	-	-	2), 3)
Wowprime Co., Ltd.	Cheerpin Restaurant Corporation	Catering and catering management	100.00	100.00	-
Wowprime Co., Ltd.	Jiechuang Investment Co., Ltd.	Investment	100.00	100.00	-
Wowprime Co., Ltd.	Wowfresh Corporation	Fresh food trading	100.00	100.00	-
Tai Pin Holding Ltd.	Hoppime Ltd.	Investment	80.44	78.12	1), 4)
Hoppime Ltd.	Wowprime Limited (Samoa)	Investment	100.00	100.00	-
Wowprime Limited (Samoa)	Wowprime (China) Co., Ltd.	Catering and catering management	100.00	100.00	-
Wowprime Limited (Samoa)	Wowprime (Beijing) Management Co., Ltd.	Catering and catering management	100.00	100.00	-
Wowprime (China) Co., Ltd.	Shanghai Qun ze yi Enterprise Management Co., Ltd.	Management consulting	100.00	100.00	-
Wowprime (China) Co., Ltd.	Shanghai Wanxin International Trade Co., Ltd.	Fresh food trading	100.00	100.00	-
Wowprime (China) Co., Ltd.	Shanghai Hoppime Catering Management Co., Ltd.	Catering and catering management	100.00	100.00	-
Shanghai Qun ze yi Enterprise Management Co., Ltd.	Shanghai Xizhu Catering Management Co., Ltd.	Catering and catering management	95.00	95.00	-

1) Hoppime Ltd. is a subsidiary with material non-controlling interests.

2) The financial statements have not been reviewed by an auditor. Management believes that auditors of the financial statements of Wowprime USA Holding Ltd. would not result in a significant impact on the Group's consolidated financial statements.

3) Considerate of operating the Group resolved to dispose of Wowprime USA Holding Ltd., the liquidation was completed and the certificate of cancellation was obtained on March 9, 2022.

4) Refer to Note 31 for information on considerate and Hoppime Ltd. for the transaction of non-controlling interests.

b. Subsidiaries excluded from the consolidated financial statements: None

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

Name of Subsidiary	Proportion of Ownership and Voting Rights Held by Non-controlling Interests December 31 2023	2022
Hoppime Ltd.	19.56%	21.88%

See Tables 6 and 7 for information on the place of incorporation and principal place of business.

Name of Subsidiary	Profit Allocated to Non-controlling Interests For the Year Ended December 31 2023	2022	Accumulated Non-controlling Interests December 31 2023	2022
Hoppime Ltd. (excluding non-controlling interests of subsidiaries)	$ (227)	$ (126,952)	$ 377,911	$ 415,677

The summarized financial information below represents amounts before intragroup eliminations.

Hoppime Ltd. and Hoppime Ltd.'s subsidiaries:

	December 31 2023	2022
Current assets	$ 1,419,429	$ 1,463,002
Non-current assets	2,649,091	2,984,907
Current liabilities	(1,080,278)	(1,378,634)
Non-current liabilities	(1,056,029)	(1,169,276)
Equity	$ 1,932,213	$ 1,899,999
Equity attributable to:		
Owners of Hoppime Ltd.	$ 1,554,150	$ 1,484,134
Non-controlling interests of Hoppime Ltd.	377,911	415,677
Non-controlling interest of Hoppime Ltd.'s subsidiaries	152	188
	$ 1,932,213	$ 1,899,999

	For the Year Ended December 31 2023	2022
Revenue	$ 5,036,808	$ 4,584,401
Loss for the year	$ (2,943)	$ (561,647)
Other comprehensive (loss) income for the year	(36,309)	33,243
Total comprehensive loss for the year	$ (39,252)	$ (528,404)
Loss attributable to:		
Owners of Hoppime Ltd.	$ (2,683)	$ (434,036)
Non-controlling interests of Hoppime Ltd.	(227)	(126,952)
Non-controlling interest of Hoppime Ltd.'s subsidiaries	(33)	(659)
	$ (2,943)	$ (561,647)

(Continued)

	For the Year Ended December 31	
	2023	**2022**
Total comprehensive loss attributable to:		
Owners of Hoppime Ltd.	$ (31,635)	$ (409,578)
Non-controlling interests of Hoppime Ltd.	(7,581)	(118,182)
Non-controlling interest of Hoppime Ltd.'s subsidiaries	(36)	(644)
	$ (39,252)	$ (528,404)
Net cash inflow (outflow) from:		
Operating activities	$ 1,196,689	$ 1,028,554
Investing activities	(146,374)	(133,285)
Financing activities	(756,399)	(891,753)
Net cash inflow	$ 293,916	$ 3,516

(Concluded)

12. INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD

Investments in Associates

	December 31	
	2023	**2022**
Aggregate information of associates that are not individually material is as follows		
WEI DAO LTD.	$ -	$ 3,657
DUDOO LTD. (Cayman)	80,103	78,247
	$ 80,103	$ 81,904

The percentage of ownership interest and voting rights of the consolidated Company in associates on the balance sheet date are as follows:

	December 31	
	2023	**2022**
WEI DAO LTD.	20%	20%
DUDOO LTD. (Cayman)	14.98%	14.98%

a. WEI DAO LTD.

	For the Year Ended December 31	
	2023	**2022**
The Group's share of:		
Net loss for the year	$ (690)	$ (1,065)
Total comprehensive loss for the year	$ (690)	$ (1,065)

b. DUDOO LTD. (Cayman)

	For the Year Ended December 31	
	2023	2022
The Group's share of:		
Net profit for the year	$ 2,053	$ 2,763
Total comprehensive income for the year	$ 1,856	$ 3,414

For information on associates' main business, operating location and registered country, refer to Table 6.

Investments in WEI DAO LTD. and DUDOO LTD. (Cayman) were calculated based on their financial statements, not audited by CPAs. Management believes there is no material impact on the equity method of accounting or the calculation of the share of profit or loss and other comprehensive income from the financial statements of WEI DAO LTD. and DUDOO LTD. (Cayman), which have not been audited.

The fair value of the investment was accounted for using the equity method. WEI DAO LTD. and the management of the Company carried out the impairment test on the equity investment by comparing its recoverable amount with its carrying amount. The recoverable amount of an investment in an associate is assessed individually for each associate. In determining the value in use of the investments, the Group estimated the present value of the estimated future cash flows expected to arise from the operations of the invested companies and from their ultimate disposal by using discount rates of 1.68%. After evaluation, the carrying amount of the Group's investment in WEI DAO LTD. was higher than the fair value by $2,967 thousand. The loss on impairment of investment accounted for using the equity method was $2,967 thousand in 2023.

The fair value of the investment was accounted for using the equity method. WEI DAO LTD.'s fair value of the equity appraisal report issued by an expert is lower than its relative carrying amount. The fair value is based on the income approach as the valuation method. After evaluation, the carrying amount of the Group's investment in WEI DAO LTD. was higher than the fair value by $4,992 thousand. The loss on impairment of investment accounted for using the equity method was $4,992 thousand in 2022.

13. PROPERTY, PLANT AND EQUIPMENT

	December 31	
	2023	2022
Assets used by the Group	$ 2,297,770	$ 2,033,944

Assets used by the Group

	Freehold Land	Buildings	Utilities and Fire-fighting Equipment	Office Equipment	Dining Equipment	Leasehold Improvements	Other Equipment	Total
Cost								
Balance at January 1, 2023	$ 122,505	$ 132,408	$ 1,033,385	$ 201,136	$ 1,186,927	$ 2,176,453	$ 246,679	$ 5,099,493
Additions	-	-	242,080	31,312	226,114	472,414	64,515	1,076,435
Reclassifications	-	-	3,766	-	6,712	21,239	11,282	42,999
Disposals	-	-	(125,365)	(37,885)	(146,318)	(351,806)	(25,144)	(686,518)
Effects of foreign currency exchange differences	-	-	(874)	(1,024)	(3,997)	(8,974)	(1,778)	(16,647)
Balance at December 31, 2023	$ 122,505	$ 132,408	$ 1,152,992	$ 193,539	$ 1,309,438	$ 2,309,326	$ 295,554	$ 5,515,762
Accumulated depreciation and impairment								
Balance at January 1, 2023	$ -	$ 54,588	$ 625,894	$ 143,905	$ 808,460	$ 1,272,741	$ 159,961	$ 3,065,549
Depreciation expenses	-	4,109	160,310	26,556	196,395	372,093	47,170	806,633
Disposals	-	-	(116,593)	(37,016)	(138,941)	(342,732)	(22,604)	(657,886)
Impairment losses recognized	-	-	-	-	-	13,622	-	13,622
Effects of foreign currency exchange differences	-	-	(356)	(910)	(2,884)	(4,547)	(1,229)	(9,926)
Balance at December 31, 2023	$ -	$ 58,697	$ 669,255	$ 132,535	$ 863,030	$ 1,311,177	$ 183,298	$ 3,217,992
Carrying amounts at December 31, 2023	$ 122,505	$ 73,711	$ 483,737	$ 61,004	$ 446,408	$ 998,149	$ 112,256	$ 2,297,770
Cost								
Balance at January 1, 2022	$ 122,505	$ 132,408	$ 937,272	$ 195,452	$ 1,159,336	$ 2,188,326	$ 236,123	$ 4,971,422
Additions	-	-	209,534	21,711	192,399	385,247	49,314	858,205
Reclassifications	-	-	(43)	(29)	1,488	(784)	13,294	13,926
Disposals	-	-	(114,263)	(17,148)	(170,613)	(405,641)	(53,734)	(761,399)
Effects of foreign currency exchange differences	-	-	885	1,150	4,317	9,305	1,682	17,339
Balance at December 31, 2022	$ 122,505	$ 132,408	$ 1,033,385	$ 201,136	$ 1,186,927	$ 2,176,453	$ 246,679	$ 5,099,493
Accumulated depreciation and impairment								
Balance at January 1, 2022	$ -	$ 50,480	$ 579,337	$ 134,123	$ 772,012	$ 1,235,379	$ 159,936	$ 2,931,267
Depreciation expenses	-	4,108	148,529	24,708	182,515	375,970	32,627	768,457
Disposals	-	-	(102,140)	(15,852)	(148,645)	(352,617)	(33,673)	(652,927)
Impairment losses recognized	-	-	-	-	4	10,808	-	10,812
Effects of foreign currency exchange differences	-	-	168	926	2,574	3,201	1,071	7,940
Balance at December 31, 2022	$ -	$ 54,588	$ 625,894	$ 143,905	$ 808,460	$ 1,272,741	$ 159,961	$ 3,065,549
Carrying amounts at December 31, 2022	$ 122,505	$ 77,820	$ 407,491	$ 57,231	$ 378,467	$ 903,712	$ 86,718	$ 2,033,944

The Group estimated that future cash flows from utilities and fire-fighting equipment, office equipment and dining equipment, leasehold improvement and other equipment of some business locations had decreased. As a result, the book value was higher than the recoverable amount; therefore, it recognized an impairment loss of $13,622 thousand and $10,812 thousand in 2023 and 2022. The impairment loss was stated under other profits and losses in the consolidated statements of comprehensive income.

The Group adopted value-in-use as the recoverable amount of these utilities and fire-fighting equipment, office equipment and dining equipment, leasehold improvement and other equipment. The discount rates were 4.2% and 4.45%, respectively, for the years ended December 31, 2023 and 2022.

The above items of property, plant and equipment are depreciated on a straight-line basis over their estimated useful lives as follows:

Buildings	
Main buildings	20-33 years
Renovation	6 years
Utilities and fire-fighting equipment	1-10 years
Office equipment	1-6 years
Dining equipment	1-10 years
Leasehold improvement	1-10 years
Other equipment	1-6 years

14. LEASE ARRANGEMENTS

a. Right-of-use assets

	December 31	
	2023	2022
Carrying amounts		
Buildings	$ 3,758,545	$ 3,432,184

	For the Year Ended December 31	
	2023	2022
Additions to right-of-use assets	$ 1,427,161	$ 1,037,824
Disposals of right-of-use assets	$ (150,940)	$ (369,331)
Depreciation charge for right-of-use assets		
Buildings	$ 1,338,329	$ 1,348,486

Except for the above additions and recognized depreciation, the Group did not have significant sublease of right-of-use assets during the years ended December 31, 2023 and 2022.

b. Lease liabilities

	December 31	
	2023	2022
Carrying amounts		
Current	$ 1,246,852	$ 1,112,710
Non-current	$ 2,572,483	$ 2,423,183

Range of discount rate for lease liabilities was as follows:

	December 31	
	2023	2022
Buildings	0.765%-4.75%	0.765%-4.45%

c. Material lease-in activities and terms

The Group leases buildings for the use of plants, offices and retail stores with lease terms of 2 to 8 years. The Group does not have bargain purchase options to acquire the buildings at the end of the lease terms.

In order to cope with retail demand, the Group entered into a large number of lease arrangements for the purposes of renting commercial space for the establishment of retail stores. Lease terms are negotiated by the management of each business segment and includes a wide range of payment terms. Variable payment terms are used for a variety of reasons, including minimizing the fixed cost base for newly established stores or for reasons of margin control and operational flexibility. Variable lease payment terms vary widely across the Group:

- The majority of variable payment terms are calculated based on the specified percentage of each store's total sales.

- Some variable lease payment terms include minimum or cap clauses.

Variable payment terms lead to the incurrence of higher rental costs for stores with higher sales. However, the use of variable payment terms help to facilitate the management of margins across the Group.

Variable rental expenses are expected to continue to represent a similar proportion of store sales in future years.

Because of the market conditions severely affected by COVID-19 in 2022, the Group negotiated with the lessor for rent concessions for lease subject. The lessor agreed to provide rent reduction based on the results of the negotiation. When the reduction of lease payment occurs, the right-of-use assets and lease liabilities shall be reduced by $1,317 thousand.

d. Other lease information

	For the Year Ended December 31	
	2023	**2022**
Expenses relating to variable lease payments and short-term leases not included in the measurement of lease liabilities	$ 470,535	$ 432,152
Total cash outflow for leases	$ (1,930,728)	$ (1,875,679)

The Group's leases of certain retail stores, offices, and office equipment qualify as short-term leases and certain computer equipment qualify as low-value asset leases. The Group has elected to apply the recognition exemption and thus, did not recognize right-of-use assets and lease liabilities for these leases.

All lease commitments (the Group as a lessee) with lease terms commencing after the balance sheet dates are as follows:

	December 31	
	2023	**2022**
Lease commitments	$ 138,005	$ 37,417

15. INVESTMENT PROPERTIES

	Buildings
Cost	
Balance at January 1, 2023	$ 771,701
Effects of foreign currency exchange differences	(14,181)
Balance at December 31, 2023	$ 757,520

(Continued)

	Buildings
Accumulated depreciation and impairment	
Balance at January 1, 2023	$ 136,492
Depreciation expenses	16,966
Impairment losses recognized	71,600
Effects of foreign currency exchange differences	(3,960)
Balance at December 31, 2023	$ 221,098
Carrying amounts at December 31, 2023	$ 536,422
Cost	
Balance at January 1, 2022	$ 760,497
Effects of foreign currency exchange differences	11,204
Balance at December 31, 2022	$ 771,701
Accumulated depreciation and impairment	
Balance at January 1, 2022	$ 119,748
Depreciation expenses	17,014
Reversal of impairment loss	(1,979)
Effects of foreign currency exchange differences	1,709
Balance at December 31, 2022	$ 136,492
Carrying amounts at December 31, 2022	$ 635,209

(Concluded)

Lease commitments (the Group as a lessor) with lease terms commencing after the balance sheet dates are as follows:

	December 31	
	2023	2022
Year 1	$ 20,157	$ 12,550
Year 2	12,451	5,129
Year 3	6,964	-
More than 3 years	8,631	-
	$ 48,203	$ 17,679

Investment properties are depreciated using the straight-line method over their estimated useful lives as follows:

Buildings	42 years

The determination of fair value was performed by Prudential Cross-strait real estate appraisers Firm. as of December 31, 2023 and 2022. The valuation was based on the cash flow approach. The significant unobservable inputs used include discount rates and rental growth rate. The fair value as appraised was as follows:

	December 31	
	2023	2022
Fair value	$ 536,422	$ 635,209

The Group expects that the future cash inflow of the investment properties used for leasing in the China area will decrease, resulting in the recoverable amount lower than the carrying amount. The review led to recognition and reversal of impairment loss as $71,600 thousand and $1,979 thousand, respectively, which was recognized in consolidated statement of comprehensive income-other gains and losses for the years ended December 31, 2023 and 2022. The Group adopts the value in use as the recoverable amount of the investment properties, and the discount rate adopted is 3.05% and 3.15%, respectively.

The investment properties pledged as collateral for bank borrowings are set out in Note 38.

16. OTHER INTANGIBLE ASSETS

	Software	Trademarks	Total
Cost			
Balance at January 1, 2023	$ 112,815	$ 7,012	$ 119,827
Additions	16,387	-	16,387
Effect of foreign currency exchange differences	(1,252)	-	(1,252)
Balance at December 31, 2023	$ 127,950	$ 7,012	$ 134,962
Accumulated amortization			
Balance at January 1, 2023	$ 75,759	$ 3,310	$ 79,069
Amortization expenses	15,935	467	16,402
Effect of foreign currency exchange differences	(947)	-	(947)
Balance at December 31, 2023	$ 90,747	$ 3,777	$ 94,524
Carrying amount at December 31, 2023	$ 37,203	$ 3,235	$ 40,438
Cost			
Balance at January 1, 2022	$ 89,651	$ 7,012	$ 96,663
Additions	22,965	-	22,965
Disposals	(645)	-	(645)
Effect of foreign currency exchange differences	844	-	844
Balance at December 31, 2022	$ 112,815	$ 7,012	$ 119,827

(Continued)

	Software	Trademarks	Total
Accumulated amortization			
Balance at January 1, 2022	$ 62,981	$ 2,843	$ 65,824
Amortization expenses	12,891	467	13,358
Disposals	(645)	-	(645)
Effect of foreign currency exchange differences	532	-	532
Balance at December 31, 2022	$ 75,759	$ 3,310	$ 79,069
Carrying amount at December 31, 2022	$ 37,056	$ 3,702	$ 40,758

(Concluded)

Other intangible assets are amortized on a straight-line basis over their estimated useful lives as follows:

Software	1-6 years
Trademarks	15 years

	For the Year Ended December 31	
	2023	2022
An analysis of amortization by function		
Operating expenses	$ 16,402	$ 13,358

17. PREPAYMENTS

	December 31	
	2023	2022
Current		
Prepaid rent	$ 25,994	$ 28,669
Supplies	22,619	28,804
Prepayment for purchases	33,734	95,939
Input tax/offset against business tax payable	99,276	92,825
Others	68,137	72,135
	$ 249,760	$ 318,372

18. OTHER FINANCIAL ASSETS - CURRENT

	December 31	
	2023	2022
Current		
Trust account	$ 1,746	$ 3,932
Reserve account	35,866	35,711
	$ 37,612	$ 39,643

The market rate intervals of other financial assets at the end of the reporting period were as follows:

	December 31	
	2023	2022
Current		
Trust account	0.51%	0.385%-0.405%
Reserve account	0.30%	0.30%

Refer to Note 38 for information on other financial assets pledged as collateral or for security.

19. OTHER ASSETS

	December 31	
	2023	2022
Current		
Other receivables	$ 29,328	$ 16,909
Other receivables to related parties	1,029	-
Tax refund receivable	43	668
Others	10,912	8,955
	$ 41,312	$ 26,532
Non-current		
Refundable deposits	$ 400,334	$ 414,723

The Group recognized impairment losses of $5,362 thousand and $1,581 thousand, respectively, which were recognized in consolidated statements of comprehensive income-other gains and losses for the years ended December 31, 2023 and 2022, For expects that closing the store to early termination of contract, making the deposit non-refundable.

20. BORROWINGS

Short-term Borrowings

	December 31	
	2023	2022
Unsecured borrowings		
Line of credit borrowings	$ -	$ 776,041

The range of weighted average effective interest rates on line of credit borrowings was 1.42%-3.65% per annum at December 31, 2022.

21. BONDS PAYABLE

	December 31, 2023
Unsecured domestic bonds	$ 642,824
Less: Current portion	-
	$ 642,824

On March 29, 2023, the company issued 7,000 units with issued at 101% of the face value of NTD denominated unsecured convertible corporate bonds at a coupon rate of 0% with a principal amounted to $700,000 thousand.

Holder of each unit of corporate bond is entitled to convert into the ordinary shares of the merged company at NT$295 per share. The conversion period lasts from June 30, 2023 to March 29, 2028.

Between June 30, 2023 and March 29, 2028, if the closing price for the ordinary shares of the Company exceeds 30% of the conversion price of the convertible corporate bond at the time for 30 business days in a row, the merged company may recover the bonds in the following 30 business days. Alternatively, if the remaining amount of outstanding convertible corporate bonds is less than 10% of the total carrying amount at the time of initial issuance, the merged company may recover the bonds in 30 business day thereafter.

In the event that the bondholders sell the convertible bonds before the sell-back date March 29, 2026, the bondholders may require the merged company to redeem the convertible bond held at par value in cash.

Such convertible corporate bonds include liability and equity component, where equity component is recognized in capital surplus - stock option under equity. The effective interest rate for the initial recognition of the liabilities component is 2%.

	Amount
Proceeds from issuance (less transaction costs of $5,146 thousand)	$ 701,877
Equity component (less transaction costs allocated to the equity component of $479 thousand)	(65,391)
Liability component	(3,150)
Liability component at the date of issue (less transaction costs allocated to the liability component of $4,667 thousand)	633,336
Interest changed at an effective interest rate	9,579
Conversion of bonds payable to ordinary shares	(91)
Liability component at December 31, 2023	$ 642,824

22. NOTES PAYABLE AND TRADE PAYABLES

	December 31	
	2023	2022
Notes payable		
Operating	$ 77,194	$ 175,866
Trade payables		
Operating	$ 763,057	$ 644,717

The Group purchases inventory on 30- to 60-day credit terms.

23. OTHER LIABILITIES

	December 31 2023	December 31 2022
Current		
Other payables		
Payables for purchase of equipment	$ 277,769	$ 173,305
Payables for salaries and bonus	849,426	699,126
Payables for rent	58,307	45,592
Payables for retirement benefit	32,254	28,472
Payables for insurance	85,424	76,240
Payables for annual leave	60,260	46,286
Payables for tax expense	61,082	62,752
Others	305,498	434,203
	1,730,020	1,565,976
Other payables to related parties	-	434
	$ 1,730,020	$ 1,566,410
Other liabilities		
Temporary receipts/receipts under custody	$ 20,089	$ 17,538
Others	110	3,825
	$ 20,199	$ 21,363

24. PROVISIONS

	December 31 2023	December 31 2022
Non-current		
Decommissioning liabilities	$ 154,974	$ 134,903

	Decommissioning Liabilities
Balance at January 1, 2023	$ 134,903
Additional provisions recognized	32,124
Disposals	(11,118)
Effect of foreign currency exchange differences	(935)
Balance at December 31, 2023	$ 154,974
Balance at January 1, 2022	$ 117,470
Additional provisions recognized	27,254
Disposals	(10,502)
Effect of foreign currency exchange differences	681
Balance at December 31, 2022	$ 134,903

Under the lease agreement, the Company is required to restore the leased premises to the original condition at the lease termination date. The Company's management recognizes a provision for liabilities for restoration obligations under lease agreements at the present value of the best estimate of the future economic outflows that will result from the restoration obligations. This estimate is reviewed and adjusted periodically.

25. RETIREMENT BENEFIT PLANS

a. Defined contribution plans

The Company, WPT Restaurant Corporation, Cheerpin Restaurant Corporation, and Wowfresh Corporation adopted a pension plan under the Labor Pension Act (LPA), which is a state-managed defined contribution plan. Under the LPA, an entity makes monthly contributions to employees' individual pension accounts at 6% of monthly salaries and wages.

Pension costs under defined contribution plans were as follows:

	For the Year Ended December 31	
	2023	2022
Operating costs	$ 61,131	$ 52,148
Selling and marketing expenses	124,098	104,072
General and administrative expenses	17,026	18,018
	$ 202,255	$ 174,238

b. Defined benefit plans

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

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

	December 31	
	2023	2022
Present value of defined benefit obligation	$ 99,890	$ 112,156
Fair value of plan assets	(47,849)	(50,905)
Net defined benefit liabilities	$ 52,041	$ 61,251

Movements in net defined benefit liabilities were as follows:

	Present Value of the Defined Benefit Obligation	Fair Value of the Plan Assets	Net Defined Benefit Liabilities
Balance at January 1, 2023	$ 112,156	$ (50,905)	$ 61,251
Service cost			
Current service cost	47	-	47
Net interest expense (income)	1,682	(771)	911
Recognized in profit or loss	1,729	(771)	958
Remeasurement			
Return on plan assets (excluding amounts included in net interest)	-	(333)	(333)
Actuarial loss (gain)			
Changes in financial assumptions	1,490	-	1,490
Experience adjustments	443	-	443
Recognized in other comprehensive income	1,933	(333)	1,600
Contributions from the employer	-	(7,958)	(7,958)
Benefits paid	(12,118)	12,118	-
Others	(3,810)	-	(3,810)
Balance at December 31, 2023	$ 99,890	$ (47,849)	$ 52,041
Balance at January 1, 2022	$ 143,595	$ (44,123)	$ 99,472
Service cost			
Current service cost	46	-	46
Net interest expense (income)	1,077	(335)	742
Recognized in profit or loss	1,123	(335)	788
Remeasurement			
Return on plan assets (excluding amounts included in net interest)	-	(3,421)	(3,421)
Actuarial loss (gain)			
Changes in financial assumptions	(11,220)	-	(11,220)
Experience adjustments	(7,178)	-	(7,178)
Recognized in other comprehensive income	(18,398)	(3,421)	(21,819)
Contributions from the employer	-	(14,827)	(14,827)
Benefits paid	(11,801)	11,801	-
Others	(2,363)	-	(2,363)
Balance at December 31, 2022	$ 112,156	$ (50,905)	$ 61,251

An analysis by function of the amounts recognized in profit or loss in respect of the defined benefit plans was as follows:

	For the Year Ended December 31	
	2023	2022
General and administrative expenses	$ 958	$ 788

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

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

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

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

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

	December 31	
	2023	**2022**
Discount rates	1.375%	1.50%
Expected rates of salary increase	2%	2.00%

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

	December 31	
	2023	**2022**
Discount rates		
0.25% increase	$ (2,947)	$ (3,418)
0.25% decrease	$ 3,079	$ 3,573
Expected rates of salary increase		
0.25% increase	$ 3,004	$ 3,490
0.25% decrease	$ (2,890)	$ (3,355)

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

	December 31	
	2023	**2022**
Expected contributions to the plan for the next year	$ 1,028	$ 1,028
Average duration of the defined benefit obligation	12.1 years	12.4 years

c. Others

Tai Pin Holding Ltd., Hoppime Ltd., Wowprime Limited, Wowprime (China) Co., Ltd., Shanghai Qun ze yi Enterprise Management Co., Ltd., Shanghai Wanxin International Trade Co., Ltd., Shanghai Hoppime Catering Management Co., Ltd., Shanghai Xizhu Catering Management Co., Ltd., Wowprime (Beijing) Management Co., Ltd. and Wowprime USA Holding Ltd. (Samoa) are not required by local regulations to make monthly contributions to a defined benefit pension plan; hence, no pension costs were recognized under the actuarial method.

Wowprime (China) Co., Ltd., and Wowprime (Beijing) Management Co., Ltd. are required by local regulations to make pension contributions to a defined contribution plan at amounts equal to a fixed proportion of the employees' monthly salaries.

Pension contributions classified by function were as follows:

	For the Year Ended December 31	
	2023	**2022**
Operating costs	$ 31,758	$ 34,731
Selling and marketing expenses	13,611	15,246
General and administrative expenses	21,896	24,019
	$ 67,265	$ 73,996

26. EQUITY

a. Share capital

Ordinary shares

	December 31	
	2023	**2022**
Number of shares authorized (in thousands)	100,000	100,000
Shares authorized	$ 1,000,000	$ 1,000,000
Number of shares issued and fully paid (in thousands)	84,451	76,988
Shares issued	$ 844,511	$ 769,879

Fully paid ordinary shares, which have a par value of $10, carry one vote per share and carry a right to dividends.

The changes in the Company's share capital are attributable to stock dividends and the conversion of convertible bonds into ordinary shares.

From June 30, 2023, to July 25, 2023, bonds were converted into the Company's ordinary shares in the amount of $3 thousand. On August 3, 2023, the board of directors resolved the subscription base date to be August 21, 2023 and completed the change registration in September 13, 2023. The share capital was $769,882 thousand.

On June 15, 2023, the board of directors determined the earnings distribution proposal and resolved to distribute a stock dividend of NT$74,629 thousand from the earnings of the year 2022. The change registration was completed on September 26, 2023, and the share capital was $844,511 thousand.

The above earnings distribution proposal was approved by the FSC Securities and Futures Bureau on July 27, 2023 and the board of directors determined the subscription base date to be September 15, 2023.

b. Capital surplus

	December 31	
	2023	2022
May be used to offset a deficit, distributed as cash dividends, or transferred to share capital*		
Issuance of ordinary shares premium	$ 1,785,173	$ 1,785,075
Treasury share transactions	31,985	-
Differences between the equity purchase price and the carrying amount arising from the actual acquisition or disposal of subsidiaries	5,469	4,849
May only be used to offset a deficit		
Changes in percentage of ownership interests in subsidiaries	65,381	-
	$ 1,888,008	$ 1,789,924

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

c. Retained earnings and dividends policy

The shareholders of the Company held their regular meeting on June 28, 2022 and in that meeting, resolved the amendments to the Company's Articles of Incorporation (the "Articles"). The amendments explicitly stipulate that the board of directors is authorized to adopt a special resolution to distribute dividends and bonuses in cash and a report of such distribution should be submitted in the shareholders' meeting.

Under the dividend policy as set forth in the amended Articles, where the Company made a profit in a fiscal year, the profit shall be first utilized for paying taxes, offsetting losses of previous years, setting aside as legal reserve 10% of the remaining profit, setting aside or reversing a special reserve in accordance with the laws and regulations. Remaining profit together with any undistributed retained earnings shall be used by the Company's board of directors as the basis for proposing a distribution plan, which should be resolved in the shareholders' meeting for distribution of dividends and bonuses to shareholders when issued new shares. The Company setting aside a reserve bonuses or the legal reserve and the whole or part of capital surplus, In the case of cash disbursement, the board of directors is authorized to report to the shareholders' meeting with the presence of at least two-thirds of the directors and the approval of a majority of the directors present. For the policies on the distribution of compensation of employees and remuneration to directors and supervisors before and after the amendment, refer to employee benefits expense in Note 28-h.

The Company resolved to amend the Articles of incorporation by shareholder's meeting on June 28, 2022, when a special reserve is expressly provided for the net decrease in other equity accumulated in prior years, If the undistributed retained earnings shall of the previous period are not sufficient to provide, the amount of unappropriated earnings for the period is calculated by adding the amount of unappropriated earnings for the period. The amount of undistributed earnings for the period is presented. Before the amendment of the Articles of Incorporation, the Company will recognize undistributed earnings from prior periods.

The Company operates within the food and beverage service industry. It is currently at the maturity stage of the business life cycle, as reflected by its profitability and sound financial structure. In principle, the Company applies the constant growth dividend policy as outlined in the Articles. In addition, the Company must consider its capital plans and actual operating results when declaring its annual dividends. Prior to the shareholders' meeting every year, there will be a board of directors' meeting to draft the earnings distribution (i.e., cash dividends or stock dividends) and the amount to be declared. The Company's Articles also stipulate a dividends policy whereby cash dividends must comprise a minimum of 20% of total dividends distributed. The exact proportion shall be determined per fiscal year end during the shareholders' meeting.

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

The appropriations of earnings for 2022 were as follows:

	For the Year Ended December 31, 2022
Legal reserve	$ 39,298
Special reserve	(9,487)
Cash dividends	288,545
Stock dividends	74,629
Cash dividends per share (NT$)	3.87
Stock dividends per share (NT$)	1

The above cash dividends have been resolved by the board of directors on March 23, 2023, the rest is subject to the resolution in the shareholders' meeting on June 15, 2023.

The appropriations of earnings for 2021 that had been approved in the shareholders' meeting on June 28, 2022, were as follows:

	For the Year Ended December 31, 2021
Legal reserve offset deficits	$ 101,543

The appropriations of earnings for 2023 that had been proposed in the board of directors' meeting on March 7, 2024, were as follows:

	For the Year Ended December 31, 2023
Legal reserve	$ 139,439
Special reserve	22,794
Cash dividends	1,232,155
Cash dividends per share (NT$)	14.94

The above cash dividends have been resolved by the board of directors, the rest is subject to the resolution in the shareholders' meeting on June 6, 2024.

d. Special reserve

	For the Year Ended December 31	
	2023	2022
Balance at January 1	$ 114,717	$ 114,717
Reversals		
Reversal of the debits to other items	(9,487)	-
Balance at December 31	$ 105,230	$ 114,717

e. Other equity items

Exchange differences on translating the financial statements of foreign operations

	For the Year Ended December 31	
	2023	2022
Balance at January 1	$ (105,230)	$ (127,228)
Effect of retrospective application and retrospective restatement	34	-
Balance at January 1 after adjustments	(105,196)	(127,228)
Recognized for the year		
Exchange differences on translating the financial statements of foreign operations	(28,330)	24,070
Related income tax	5,660	(4,807)
Share of associated by using the equity method	(197)	651
Related income tax	39	(130)
Reclassification		
Disposal of foreign operators	-	2,810
Related income tax	-	(562)
Balance at December 31	$ (128,024)	$ (105,196)

f. Non-controlling interests

	For the Year Ended December 31	
	2023	2022
Balance at January 1	$ 414,461	$ 542,538
Effect of retrospective application and retrospective restatement	1,404	741
Balance at January 1 after adjustments	415,865	543,279
Share in profit for the year	(260)	(127,611)
Exchange differences on translating the financial statements of foreign operations	(9,196)	10,979
Related income tax	1,839	(2,194)
Acquisition of non-controlling interests in Hoppime Ltd. (Note 31)	(39,136)	(13,559)

(Continued)

	For the Year Ended December 31	
	2023	2022
Acquisition of non-controlling interests in new shares of Hoppime Ltd. at a percentage different from its existing ownership percentage (Note 31)	$ 165	$ 4,884
Increase in non-controlling interests	8,786	87
Balance at December 31	$ 378,063	$ 415,865

(Concluded)

g. Treasury shares

Purpose of Buy-back	Shares Transferred to Employees (In Thousands of Shares)
Number of shares at January 1, 2023	2,359
Exercise of employee share options	(361)
Number of shares at December 31, 2023	1,998
Number of shares at January 1, 2022	1,727
Increase during the year	848
Exercise of employee share options	(216)
Number of shares at December 31, 2022	2,359

Under the Securities and Exchange Act, the number of shares bought back shall not exceed 10% of the total number of issued shares. The total purchase amount shall not exceed the sum of retained earnings, additional paid-in capital-premiums and realized capital surplus. The shares purchased for the purpose of transferring to employees shall be transferred within five years from the date of share repurchase. Those not transferred within the said limit shall be deemed as not issued by the Company and amendment registration shall be processed.

The Group's board of directors decided to transfer 216 thousand treasury shares to its employees at the transfer price of $130 per treasury share on March 8, 2022. The Company had recognized compensation costs of $872 thousand on the grant date in 2022.

The Group transferred 216 thousand to employees for proceeds of $28,080 thousand on May 30, 2022, respectively.

The Group's board of directors decided to repurchase 1,540 thousand treasury shares to its employees, as of repurchase period was 848 thousand shares, the average price of $121.15 per treasury share, the total amount was $102,736 thousand, on June 7, 2022.

The Group's board of directors decided to transfer 361 thousand treasury shares to its employees at the transfer price of $121.15 per treasury share on August 3, 2023. The Company had recognized compensation costs of $40,771 thousand on the grant date in 2023.

The Group transferred 361 thousand to employees for proceeds of $43,735 thousand on August 31, 2023.

Under the Securities and Exchange Act, the Group shall neither pledge treasury shares nor exercise shareholders' rights on these shares, such as the rights to dividends and to vote. The subsidiaries holding treasury shares, however, retain shareholders' rights, except the rights to participate in any share issuance for cash and to vote.

27. REVENUE

	For the Year Ended December 31	
	2023	2022
Revenue from contracts with customers		
Revenue from the sale of food and beverages	$ 21,191,261	$ 17,114,524
Revenue from the sale of goods	1,126,446	1,206,517
	$ 22,317,707	$ 18,321,041

a. Contract information

Revenue from the sale of food and beverages

Sales of food and beverages are recognized when individual customers purchase the goods at various business locations.

Revenue from the sale of goods

Revenue from the Group's sale of agricultural products is recognized as revenue when the customer has full discretion over the manner of distribution and price to sell the goods, has the primary responsibility for sales to future customers and bears the risks of obsolescence.

b. Contract balances

	December 31, 2023	December 31, 2022	January 1, 2022
Notes receivable and trade receivables (Note 9)	$ 580,556	$ 452,928	$ 429,303
Contract liabilities			
Deferred revenue from gift vouchers	$ 2,943,030	$ 3,153,933	$ 2,905,529
Customer loyalty programs	131,133	98,093	143,509
Sale of goods	22,798	32,085	10,964
	$ 3,096,961	$ 3,284,111	$ 3,060,002

Revenue recognized in the current year that was included in the contract liability balance at the beginning of the year and from the performance obligations satisfied in the previous periods is as follows:

	For the Year Ended December 31	
	2023	2022
From contract liabilities at the beginning of the year		
Deferred revenue from gift vouchers	$ 1,084,547	$ 888,515

c. Disaggregation of revenue

	For the Year Ended December 31	
	2023	2022
Type of goods or services		
Fine dining business group	$ 9,497,027	$ 7,835,934
Chinese food business group	1,145,276	925,030
Fast casual business group	2,929,712	2,505,203
Hot pot business group	3,333,546	2,455,961
Casual dining business group	2,868,084	2,225,451
Roast business group	1,469,415	1,176,948
Retail trade business group	1,074,647	1,196,514
	$ 22,317,707	$ 18,321,041

d. Partially completed contracts

	December 31	
	2023	2022
Catering sales services		
- completed in 2023	$ -	$ 2,024,168
- completed in 2024	1,609,578	926,936
- completed in 2025	758,885	192,168
- completed in 2026	510,550	1,240
- completed in or after 2027	64,017	9,421
	$ 2,943,030	$ 3,153,933

The above information does not include contracts with expected durations which are equal to or less than one year.

28. NET PROFIT FROM CONTINUING OPERATIONS

a. Interest income

	For the Year Ended December 31	
	2023	2022
Bank deposits	$ 68,686	$ 22,212
Imputed interest on deposits	784	436
	$ 69,470	$ 22,648

b. Other income

	For the Year Ended December 31	
	2023	2022
Rental income	$ 18,248	$ 19,003
Government grants (Note 33)	31,867	25,527
Others	74,547	76,583
	$ 124,662	$ 121,113

c. Other gains and losses

	For the Year Ended December 31	
	2023	2022
Loss on disposal of property, plant and equipment	$ (28,632)	$ (108,472)
Impairment losses	(93,551)	(15,406)
Gain on contract modification	14,101	30,042
Net foreign exchange gains (losses)	(501)	55,957
Demolition recovery	(8,934)	(4,848)
Loss on disposal of subsidiaries	-	(2,864)
Financial liabilities at fair value through profit or loss	(979)	-
Others	(16,200)	(47,083)
	$ (134,696)	$ (92,674)

The loss on disposal of property, plant and equipment recognized in 2023 and 2022 above was mainly due to the retirement of leasehold improvements and equipment that had not reached the end of their useful lives as a result of the relocation or closure of some of the stores.

d. Finance costs

	For the Year Ended December 31	
	2023	2022
Interest on lease liabilities	$ 95,459	$ 137,573
Interest on bank loans	9,682	16,096
Interest on convertible bonds	9,579	-
Others	9	5
	$ 114,729	$ 153,674

e. Impairment losses of non-financial assets

	For the Year Ended December 31	
	2023	2022
Property, plant and equipment (included in other gains and losses)	$ (13,622)	$ (10,812)
Investment properties (included in other gains and losses)	(71,600)	1,979
Investment using the equity method (included in other gains and losses)	(2,967)	(4,992)
Refundable deposits (included in other gains and losses)	(5,362)	(1,581)
	$ (93,551)	$ (15,406)

f. Depreciation and amortization

	For the Year Ended December 31	
	2023	2022
An analysis of depreciation by function		
Operating costs	$ 696,830	$ 666,930
Operating expenses	1,465,098	1,467,027
	$ 2,161,928	$ 2,133,957
An analysis of amortization by function		
Operating expenses	$ 16,402	$ 13,358

g. Employee benefits expense

	For the Year Ended December 31	
	2023	2022
Short-term benefits	$ 6,387,567	$ 5,189,303
Post-employment benefits (Note 25)		
Defined contribution plans	269,520	248,234
Defined benefit plans	958	788
	270,478	249,022
Other employee benefits	987,411	792,708
Total employee benefits expense	$ 7,645,456	$ 6,231,033
An analysis of employee benefits expense by function		
Operating costs	$ 3,187,746	$ 2,672,147
Operating expenses	4,457,710	3,558,886
	$ 7,645,456	$ 6,231,033

h. Compensation of employees and remuneration of directors and supervisors

According to the Articles of Incorporation of the Company, the Company accrues compensation of employees at rates of 0.1% to 10% and remuneration of directors and supervisors at rates no higher than 1%, respectively, of net profit before income tax, compensation of employees, and remuneration of directors and supervisors. The compensation of employees and remuneration to directors and supervisors for the years ended December 31, 2023 and 2022 which have been approved by the Company's board of directors on March 7, 2024 and March 23, 2023, respectively, were as follows:

Accrual rate

	For the Year Ended December 31	
	2023	2022
Compensation of employees	0.1%	0.1%
Remuneration of directors and supervisors	-	-

Amount

	For the Year Ended December 31	
	2023	2022
Compensation of employees	$ 1,659	$ 480
Remuneration of directors and supervisors	-	-

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

There is no difference between the actual amounts of compensation of employees and remuneration of directors and supervisors paid and the amounts recognized in the consolidated financial statements for the years ended December 31, 2022 and 2021.

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

29. INCOME TAXES

a. Income tax recognized in profit or loss

Major components of income tax expense were as follows:

	For the Year Ended December 31	
	2023	2022
Current tax		
In respect of the current year	$ 341,756	$ 158,066
Adjustments for prior years	100	65
	341,856	158,131
Deferred tax		
In respect of the current year	6,726	(51,545)
Income tax expense recognized in profit or loss	$ 348,582	$ 106,586

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

	For the Year Ended December 31	
	2023	2022
Profit (loss) before income tax from continuing operations	$ 1,728,832	$ 369,778
Income tax expense (benefit) calculated at the statutory rate	$ 401,471	$ (12,291)
Tax-exempt income	(54,912)	(32,948)
Nondeductible expenses in determining taxable income	2,463	1,962
Unused benefit of tax loss	(3,514)	140,146
Unrecognized deductible temporary differences	2,974	9,652
Adjustments for prior years' tax	100	65
Income tax expense recognized in profit or loss	$ 348,582	$ 106,586

b. Income tax recognized in other comprehensive income

	For the Year Ended December 31	
	2023	2022
Deferred tax		
In respect of the current year		
Translation of foreign operations	$ 7,538	$ (7,704)
Remeasurement of defined benefit plan	320	(4,364)
Total income tax recognized in other comprehensive income	$ 7,858	$ (12,068)

c. Current tax assets and liabilities

	December 31	
	2023	2022
Current tax assets		
Tax refund receivable	$ 43	$ 668
Current tax liabilities		
Income tax payable	$ 275,004	$ 198,103

d. Deferred tax assets and liabilities

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

For the year ended December 31, 2023

	Opening Balance	Recognized in Profit or Loss	Recognized in Other Comprehensive Income	Exchange Differences	Closing Balance
Deferred tax assets					
Temporary differences					
Rental expense on a straight line basis	$ 59,875	$ (11,281)	$ -	$ (841)	$ 47,753
Write-down of inventories	3,896	172	-	(23)	4,045
Impairment loss on margin deposits	-	917	-	(21)	896
Impairment loss on property, plant and equipment	81	-	-	-	81
Exchange differences on translating the financial statements of foreign operations	26,307	(1,839)	7,538	-	32,006
Exchange differences	-	193	-	-	193
Lease liabilities	304,102	(12,895)	-	(5,292)	285,915
Provisions	28,420	4,527	-	(268)	32,679
Defined benefit obligation	12,250	(2,162)	320	-	10,408
Expected credit losses	-	67	-	-	67
Payables for annual leave	9,179	2,795	-	-	11,974
Others	9,683	(51)	-	-	9,632
	$ 453,793	$ (19,557)	$ 7,858	$ (6,445)	$ 435,649
Deferred tax liabilities					
Temporary differences					
Right-of-use assets	$ 304,102	$ (12,895)	$ -	$ (5,292)	$ 285,915
Decommissioning cost	11,824	349	-	(105)	12,068
Exchange differences	2,468	(285)	-	-	2,183
	$ 318,394	$ (12,831)	$ -	$ (5,397)	$ 300,166

For the year ended December 31, 2022

	Opening Balance	Effect of Retrospective Application of Amendments to IAS 12	Opening Balance (Restated)	Recognized in Profit or Loss	Recognized in Other Comprehensive Income	Exchange Differences	Closing Balance
Deferred tax assets							
Temporary differences							
Rental expense on a straight line basis	$ 13,333	$ -	$ 13,333	$ 46,571	$ -	$ (29)	$ 59,875
Write-down of inventories	1,480	-	1,480	2,416	-	-	3,896
Impairment loss on property, plant and equipment	5,158	-	5,158	(5,176)	-	99	81
Lease liabilities	-	434,331	434,331	(137,228)	-	6,999	304,102
Provisions	-	24,217	24,217	4,048	-	155	28,420
Exchange differences on translating the financial statements of foreign operations	31,806	-	31,806	2,194	(7,693)	-	26,307
Exchange differences	7,110	-	7,110	(7,110)	-	-	-
Defined benefit obligation	19,894	-	19,894	(3,280)	(4,364)	-	12,250
Loss carryforwards	52,265	-	52,265	(52,265)	-	-	-
Payables for annual leave	6,630	-	6,630	2,549	-	-	9,179
Others	24,101	-	24,101	(14,892)	-	474	9,683
	$ 161,777	$ 458,548	$ 620,325	$(162,173)	$ (12,057)	$ 7,698	$ 453,793
Deferred tax liabilities							
Temporary differences							
Right-of-use assets	$ -	$ 434,331	$ 434,331	$(137,228)	$ -	$ 6,999	$ 304,102
Decommissioning cost	-	12,554	12,554	(842)	-	112	11,824
Exchange differences	-	-	-	2,468	-	-	2,468
Associates	78,116	-	78,116	(78,116)	-	-	-
	$ 78,116	$ 446,885	$ 525,001	$(213,718)	$ -	$ 7,111	$ 318,394

e. Income tax assessments

The income tax returns of the Company, WPT Restaurant Corporation, Cheepin Restaurant Corporation, Wowfresh Corporation and Jiechuang Investments Co., Ltd in Taiwan through 2021 have been assessed by the tax authorities. Tai Pin Holding Ltd., Hoppime Ltd. and Wowprime Limited are registered in Seychelles, Cayman Islands and Samoa, respectively, and they are not required to pay tax on their income. Subsidiaries in China calculate income tax expense according to local regulations for the year ended December 31, 2023.

30. EARNINGS PER SHARE

Unit: NT$ Per Share

	For the Year Ended December 31 2023	For the Year Ended December 31 2022
Basic earnings per share	$ 16.79	$ 4.74
Diluted earnings per share	$ 16.53	$ 4.74

The weighted average number of shares outstanding used in the earnings per share computation was adjusted retrospectively for the issuance of bonus shares on September 15, 2023. The basic and diluted earnings per share adjusted retrospectively for the year ended December 31, 2022 were as follows:

Unit: NT$ Per Share

	Before Retrospective Adjustments	After Retrospective Adjustments
Basic earnings per share	$ 5.21	$ 4.74
Diluted earnings per share	$ 5.21	$ 4.74

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

Net Profit for the Year

	For the Year Ended December 31	
	2023	**2022**
Earnings used in the computation of basic earnings per share	$ 1,380,510	$ 390,803
Effect of potentially dilutive ordinary shares:		
Interest on convertible bonds	7,663	-
Net loss on valuation of financial liabilities at fair value through profit or loss	979	-
Earnings used in the computation of diluted earnings per share	$ 1,389,152	$ 390,803

Weighted average number of ordinary shares outstanding (in thousands of shares) were as follows:

	For the Year Ended December 31	
	2023	**2022**
Weighted average number of ordinary shares used in the computation of basic earnings per share	82,213	82,498
Effect of potentially dilutive ordinary shares:		
Convertible bonds	1,807	-
Compensation of employees or bonuses issued to employees	7	2
Weighted average number of ordinary shares used in the computation of diluted earnings per share	84,027	82,500

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

31. EQUITY TRANSACTIONS WITH NON-CONTROLLING INTERESTS

The Group raised capital at a percentage different from its existing ownership percentage on May 30, 2023. Hoppime Ltd. set up and invested in its percentage of ownership, which increased from 78.12% to 78.45%. On December 20, 2023, the Company acquired 1.99% ownership of Hoppime Ltd. As a result, its percentage of ownership increased from 78.45% to 80.44%.

On April 19, 2022, the Company acquired 0.62% ownership of Hoppime Ltd. As a result, its percentage of ownership increased from 76.20% to 76.82%. The Group raised capital at a percentage different from its existing ownership percentage on April 29, 2022. Hoppime Ltd. set up and invested in its percentage of ownership, which increased from 76.82% to 78.12%.

The above transactions were accounted for as equity transactions since the Group did not cease to have control over these subsidiaries.

	December 20, 2023 Hoppime Ltd.	May 30, 2023 Hoppime Ltd.	April 29, 2022 Hoppime Ltd.	April 19, 2022 Hoppime Ltd.
Cash consideration receive (paid)	$ (38,526)	$ 175	$ 591	$ (15,037)
The proportionate share of the carrying amount of subsidiary's the net assets of the subsidiary transferred from non-controlling interests	39,136	(165)	(4,884)	13,559
Differences recognized from equity transactions	$ 610	$ 10	$ (4,293)	$ (1,478)
Line items adjusted for equity transactions				
Capital surplus - difference between actual acquisition price and carrying value of equity in subsidiaries	$ 610	$ -	$ -	$ (1,478)
Capital surplus - difference recognized from subsidiary's equity transactions	-	10	(139)	-
Unappropriated earnings	-	-	(4,154)	-
	$ 610	$ 10	$ (4,293)	$ (1,478)

32. SHARE-BASED PAYMENT ARRANGEMENTS

Transfer of Treasury Stock to Employees

On August 3, 2023, the Company granted 361 thousand employee stock options through treasury shares, each unit of which can subscribe for one ordinary share. Employees, including those who are in subsidiaries, are granted when they meet certain conditions. Since all granted employees meet the vested criteria, the stock options will be fully exercised by August 2023.

	From January 1 to December 31, 2023	
	Number of Options (In Thousands)	Weighted-average Exercise Price (NT$)
Balance at January 1	-	-
Options granted	361	121.15
Options exercised	(361)	121.15
Balance at December 31	-	
Options exercisable, end of period	-	
Weighted average fair value of options given during the year (NT$)	$ 112.94	

The employee stock options granted by the Group in August 2023 are priced using the Black - Scholes model, and the inputs to the model are as follows:

	August 2023
Share price at the grant date (NT$)	$ 294
Exercise price (NT$)	121.15
Exercise volatility (%)	42.15
Exercise lives (years)	0.041
Risk free interest rate (%)	0.8079

The Company granted 216 thousand units of treasury shares options to employees, each unit entitling them to subscribe for one share of ordinary shares on March 8, 2022. The grant was made to the Consolidated Company's employees who met certain conditions, and the vesting conditions were immediate. The grant was fully executed in March 2022.

	From January 1 to December 31, 2022	
	Number of Options (In Thousands)	Weighted-average Exercise Price (NT$)
Balance at January 1	-	-
Options granted	216	130
Options exercised	(216)	130
Balance at December 31	-	
Options exercisable, end of period	-	
Weighted average fair value of options given during the year (NT$)	$ 4.04	

The employee stock options granted by the Group in March 2022 are priced by using the Black - Scholes model, and the inputs to the model are as follows:

	March 2022
Share price at the grant date (NT$)	$ 125
Exercise price (NT$)	130
Exercise volatility (%)	29.21
Exercise lives (years)	0.175
Risk free interest rate (%)	0.1444

The stock options transferred to employees from treasury shares amounted to $40,771 thousand and $872 thousand for the years ended December 31, 2023 and 2022, respectively.

For information on treasury shares, refer to Note 26 (g).

33. GOVERNMENT GRANTS

The Group applied for wage subsidies provided by the local government as so far $31,867 thousand was recognized as other income in 2023.

The Group applied for the Salary Ministry of Economic, catering promotion grant and Taichung City Safe to Eat program as so far $25,527 thousand was recognized as other income in 2022.

34. CASH FLOW INFORMATION

a. Non-cash transactions

1) In addition to those disclosed in other notes, the Group entered into the following non-cash investing activities which were not reflected in the consolidated statements of cash flows for the years ended December 31, 2023 and 2022:

	For the Year Ended December 31	
	2023	2022
Acquisition of property, plant and equipment		
Increase in property, plant and equipment	$ 1,076,435	$ 858,205
Add: Payable for purchase of equipment, balance at January 1	173,305	201,488
Decommissioning liability, balance at January 1	134,903	117,470
Less: Payable for purchase of equipment, balance at December 31	(277,769)	(173,305)
Decommissioning liability, balance at December 31	(154,974)	(134,903)
Cash payment	$ 951,900	$ 868,955

2) The Group reclassified the amounts of $42,999 thousand and $13,926 thousand from prepayments for equipment to property, plant and equipment for the years ended December 31, 2023 and 2022, respectively (see Note 13).

b. Changes in liabilities arising from financing activities

For the year ended December 31, 2023

			Non-cash Changes				
	Opening Balance	Cash Flows	New Leases	Remeasurement of Lease Contract	Remeasurement of Branch Closure	Exchange Differences	Closing Balance
Lease liabilities	$ 3,535,893	$ (1,317,621)	$ 1,380,048	$ 398,405	$ (165,041)	$ (12,349)	$ 3,819,335

For the year ended December 31, 2022

			Non-cash Changes				
	Opening Balance	Cash Flows	New Leases	Remeasurement of Lease Contract	Remeasurement of Branch Closure	Exchange Differences	Closing Balance
Lease liabilities	$ 3,893,329	$ (1,269,734)	$ 1,001,604	$ 277,978	$ (399,373)	$ 32,089	$ 3,535,893

35. CAPITAL MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as going concerns while maximizing the return to stakeholders through the optimization of the debt and equity balance. The Group's overall strategy remains unchanged from previous years.

The capital structure of the Group consists of net debt (borrowings offset by cash and cash equivalents) and equity attributable to owners of the Company (comprising issued capital, reserves, retained earnings and other equity).

The Group is not subject to any externally imposed capital requirements.

36. FINANCIAL INSTRUMENTS

a. Fair value of financial instruments measured at fair value

1) Fair value hierarchy

December 31, 2023

	Level 1	Level 2	Level 3	Total
Financial liabilities at FVTPL Convertible bonds options	$ -	$ 4,129	$ -	$ 4,129

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

2) Valuation techniques and inputs used for Level 2 fair value measurement

Financial Instruments	Valuation Techniques and Inputs
Convertible bonds of options	Call and put options of convertible bonds are valued using the binomial tree valuation model, based on observable inputs at the end of the period such as the closing price of the stock, volatility, risk-free interest rate, risk discount rate, and liquidity risk at the balance sheet date.

b. Categories of financial instruments

	December 31	
	2023	2022
Financial assets		
Financial assets at amortized cost (1)	$ 6,831,002	$ 5,026,183
Financial liabilities		
Convertible options	4,129	-
Financial liabilities at amortized cost (2)	3,418,388	3,300,775

1) The balances include financial assets at amortized cost, which comprise cash and cash equivalents, financial assets at amortized cost, notes receivable, trade receivables, other receivables, other financial assets, and refundable deposits.

2) The balances include financial liabilities at amortized cost, which comprise short-term borrowings, notes payable, trade payables, other payables, bonds payables and guarantee deposits.

c. Financial risk management objectives and policies

The Group's major financial instruments include cash and cash equivalents, trade receivables, trade payables and lease liabilities. The Group's finance department provides services to the business, coordinates access to domestic and international financial markets, and monitors and manages the financial risks relating to the operations of the Group through internal risk reports which analyze exposures by degree and magnitude of risks. These risks include market risk (including currency risk and interest rate risk), credit risk and liquidity risk.

1) Market risk

The Group's activities exposed it primarily to the financial risks of changes in foreign currency exchange rates (see (a) below) and interest rates (see (b) below):

a) Foreign currency risk

The Group had foreign currency denominated sales and purchases, which exposed the Group to foreign currency risk.

The carrying amounts of the Group's foreign currency denominated monetary assets and monetary liabilities (including those eliminated on consolidation) are set out in Note 40.

Sensitivity analysis

The Group was mainly exposed to the USD.

The following table details the Group's sensitivity to a 1% increase and decrease in the New Taiwan dollar (the functional currency) against the relevant foreign currency. The sensitivity rate used when reporting foreign currency risk internally to key management personnel and representing management's assessment of the reasonably possible change in foreign exchange rates is 1%. A positive number below indicates an increase in pre-tax profit associated with the New Taiwan dollar weakening 1% against the relevant currency. For a 1% strengthening of the New Taiwan dollar against the relevant currency, there would be an equal and opposite impact on pre-tax profit, and the balances below would be negative.

	USD Impact	
	For the Year Ended December 31	
	2023	**2022**
Profit or loss	$ 5,073	$ 4,330

The Group's sensitivity to foreign currency increased during the current year mainly due to the increase in USD denominated bank deposits.

b) Interest rate risk

The Group is exposed to interest rate risk because entities in the Group borrow funds at both fixed and floating interest rates. The risk is managed by the Group by maintaining an appropriate mix of fixed and floating rate borrowings and using interest rate swap contracts and forward interest rate contracts. Hedging activities are evaluated regularly to align with interest rate views and defined risk appetites ensuring the most cost-effective hedging strategies are applied.

The carrying amounts of the Group's financial assets exposed to interest rate risk on the balance sheet date were as follows:

	December 31	
	2023	**2022**
Fair value interest rate risk		
Financial assets	$ 3,491,610	$ 1,916,381
Financial liabilities	4,462,159	4,311,934
Cash flow interest rate risk		
Financial assets	2,228,180	2,143,134

Sensitivity analysis

The sensitivity analysis below was determined based on the Group's exposure to interest rates for non-derivative instruments at the end of the reporting period.

If interest rates had been 0.1% higher or lower and all other variables were held constant, the Group's pre-tax profit for the years ended December 31, 2023 and 2022 would have increased by $2,228 thousand and $2,143 thousand, respectively.

2) Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in a financial loss to the Group. As of the end of the reporting period, the Group's maximum exposure to credit risk, which would cause a financial loss to the Group due to failure of counterparties to discharge an obligation and financial guarantees provided by the Group could arise from the carrying amount of the respective recognized financial assets as stated in the consolidated balance sheets.

The Group transacts with a large number of unrelated customers and, thus, no concentration of credit risk was observed.

3) Liquidity risk

The Group manages liquidity risk by monitoring and maintaining a level of cash and cash equivalents deemed adequate to finance the Group's operations and mitigate the effects of fluctuations in cash flows. In addition, management monitors the utilization of bank borrowings and ensures compliance with loan covenants.

The Group relies on bank borrowings as a significant source of liquidity. The Group had available unutilized short-term bank loan facilities as set out in below.

Financing facilities

	December 31	
	2023	2022
Unsecured bank overdraft facilities, reviewed annually and payable on demand:		
Amount used	$ 11,550	$ 776,041
Amount unused	3,269,705	2,480,600
	$ 3,281,255	$ 3,256,641
Secured bank overdraft facilities:		
Amount used	$ -	$ -
Amount unused	519,240	528,960
	$ 519,240	$ 528,960

37. TRANSACTIONS WITH RELATED PARTIES

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

a. Related party name and category

Related Party Name	Related Party Category
uniEat Co., Ltd.	Subsidiaries of associate
Li Sen Bin	Key management personnel (Retirement from April 1, 2023)

b. Contract liabilities

Related Party Category/Name	December 31	
	2023	2022
uniEat Co., Ltd.	$ 7,273	$ -

c. Receivables from related parties

Line Item	Related Party Category/Name	December 31	
		2023	2022
Other receivables	uniEat Co., Ltd.	$ 1,029	$ -
Trade receivables	uniEat Co., Ltd.	$ 7,273	$ -

d. Payables to related parties (without loan by related parties)

Line Item	Related Party Category/Name	December 31	
		2023	2022
Other payables	uniEat Co., Ltd.	$ -	$ 434

e. Others

On April 19, 2022, the Company acquired 143,310 shares of Hoppin Co. from the key management for $13,758 thousand (US$471,490).

f. Acquisition of property, plant and equipment

	Purchase Price	
	For the Year Ended December 31	
Related Party Category/Name	2023	2022
uniEat Co., Ltd.	$ 699	$ -

g. Other income

		For the Year Ended December 31	
Line Item	Related Party Name	2023	2022
Other income	Associates		
	uniEat Co., Ltd.	$ 980	$ -

h. Compensation of key management personnel

	For the Year Ended December 31	
	2023	2022
Short-term employee benefits	$ 160,762	$ 126,199
Post-employment benefits	873	1,045
	$ 161,635	$ 127,244

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

38. ASSETS PLEDGED AS COLLATERAL OR FOR SECURITY

The following assets were provided as collateral for letters of credit application and security deposits for issuing gift vouchers:

	December 31	
	2023	2022
Pledged deposits	$ 204,415	$ 201,669
Restricted deposit balance	886,727	583,665
Reserve account	35,866	35,711
Investment properties	536,422	635,209
	$ 1,663,430	$ 1,456,254

39. SIGNIFICANT CONTINGENT LIABILITIES AND UNRECOGNIZED COMMITMENTS

In addition to those disclosed in other notes, significant commitments and contingencies of the Group as of December 31, 2023 and 2022 were as follows:

Significant Commitments

a. As of December 31, 2023, unused letters of credit for purchases of raw materials amounted to approximately US$376 thousand.

b. Unrecognized commitments were as follows:

	December 31	
	2023	2022
Acquisition of property, plant and equipment	$ 75,082	$ 19,537

c. As of December 31, 2023 and 2022, the Group had a line of credit to sell gift vouchers, of which $1,770,404 thousand and $1,606,913 thousand had been drawn, respectively.

40. SIGNIFICANT ASSETS AND LIABILITIES DENOMINATED IN FOREIGN CURRENCIES

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

December 31, 2023

	Foreign Currency	Exchange Rate	Carrying Amount
Financial assets			
Monetary items			
USD	$ 15,556,145	30.705 (USD:NTD)	$ 477,652
JPY	30,825,865	0.2172 (JPY:NTD)	6,695
AUD	494,050	20.98 (AUD:NTD)	10,365
RMB	235,636	4.327 (RMB:NTD)	1,020
USD	966,636	7.0827 (USD:RMB)	29,681
NTD	2,294,273	0.2311 (NTD:RMB)	2,294
			$ 527,707

December 31, 2022

	Foreign Currency	Exchange Rate	Carrying Amount
Financial assets			
Monetary items			
USD	$ 13,596,971	30.71 (USD:NTD)	$ 417,563
JPY	8,427,766	0.2324 (JPY:NTD)	1,959
USD	503,763	6.9646 (USD:RMB)	15,471
NTD	2,424,143	0.2269 (NTD:RMB)	2,424
			$ 437,417

The Group is mainly exposed to the USD. The following information was aggregated by the functional currencies of the entities in the Group, and the exchange rates between the respective functional currencies and the presentation currency were disclosed. The significant realized and unrealized foreign exchange gains (losses) were as follows:

	For the Year Ended December 31			
	2023		2022	
Functional Currency	**Exchange Rate**	**Net Foreign Exchange Gain (Loss)**	**Exchange Rate**	**Net Foreign Exchange Gain (Loss)**
NTD	1 (NTD:NTD)	$ (1,206)	1 (NTD:NTD)	$ 54,698
RMB	4.327 (RMB:NTD)	705	4.4080 (RMB:NTD)	1,259
		$ (501)		$ 55,957

41. SEPARATELY DISCLOSED ITEMS

a. Information on significant investees:

1) Financing provided to others. (Table 1)

2) Endorsements/guarantees provided. (Table 2)

3) Marketable securities held (excluding investment in subsidiaries, associates and joint ventures). None

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

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

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

7) Total purchases from or sales to related parties amounting to at least NT$100 million or 20% of the paid-in capital. (Table 3)

8) Receivables from related parties amounting to at least NT$100 million or 20% of the paid-in capital. (Table 4)

9) Trading in derivative instruments. None

10) Intercompany relationships and significant intercompany transactions. (Table 5)

b. Information on transactions investees: (Table 6)

c. Information on investments in mainland China

1) Information on any investee company in mainland China, showing the name, principal business activities, paid-in capital, method of investment, inward and outward remittance of funds, ownership percentage, net income of investees, investment income or loss, carrying amount of the investment at the end of the period, repatriations of investment income, and limit on the amount of investment in the mainland China area. (Table 7)

2) Any of the following significant transactions with investee companies in mainland China, either directly or indirectly through a third party, and their prices, payment terms, and unrealized gains or losses: (Table 2)

   a) The amount and percentage of purchases and the balance and percentage of the related payables at the end of the period.

   b) The amount and percentage of sales and the balance and percentage of the related receivables at the end of the period.

   c) The amount of property transactions and the amount of the resultant gains or losses.

   d) The balance of negotiable instrument endorsements or guarantees or pledges of collateral at the end of the period and the purposes.

   e) The highest balance, the end of period balance, the interest rate range, and total current period interest with respect to financing of funds.

   f) Other transactions that have a material effect on the profit or loss for the period or on the financial position, such as the rendering or receipt of services.

d. Information of major shareholders: List all shareholders with ownership of 5% or greater showing the name of the shareholder, the number of shares owned, and percentage of ownership of each shareholder. None

42. SEGMENT INFORMATION

Information reported to the chief operating decision maker for the purpose of resource allocation and assessment of segment performance focuses on the types of goods or services delivered or provided. The Group's reportable segments were as follows:

Taiwan	- Wang Steak
	- Chamonix
	- Ikki
	- Yakiyan
	- Tasty
	- Tokiya
	- Putien
	- Giguo
	- Pintian
	- 12 Hot Pot
	- Others
Mainland China	- Wang Steak
	- Tasty
	- Others

a. Segment revenue and results

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

	For the Year Ended December 31			
	2023		2022	
	Segment Revenue	Segment Profit	Segment Revenue	Segment Profit
Taiwan	$ 17,280,899	$ 1,688,071	$ 13,736,640	$ 890,280
Mainland China	5,036,808	94,691	4,584,401	(419,613)
Total for continuing operations	$ 22,317,707	1,782,762	$ 18,321,041	470,667
Share of profit of associates accounted for using the equity method		1,363		1,698
Interest income		69,470		22,648
Rental income		18,248		19,003
Loss on disposal of property, plant and equipment		(28,632)		(108,472)
Exchange (gain) loss		(501)		55,957
Inpairment loss		(93,551)		(15,406)
Loss on disposals of subsidiaries		-		(2,864)
Finance costs		(114,729)		(153,674)
Losses on financial liabilities at fair value through profit or loss.		(979)		-
Government grants		-		25,527
General revenue		106,414		76,583
General expense		(11,033)		(21,889)
Profit before tax (from continuing operations)		$ 1,728,832		$ 369,778

Segment revenue reported above represents revenue generated from external customers. There were no inter-segment sales during the years ended December 31, 2023 and 2022.

Segment profit represented the profit before tax earned by each segment without allocation of central administration costs and directors' salaries, investment income or loss recognized under the equity method, Loss on disposal of subsidiaries, rental income, interest income, gain or loss on disposal of property, plant and equipment, exchange gain or loss, finance costs and income tax expense. This was the measure reported to the chief operating decision maker for the purposes of resource allocation and assessment of segment performance.

b. Segment total assets

	December 31	
	2023	2022
Taiwan	$ 11,682,050	$ 9,845,430
Mainland China	3,724,093	4,082,487
Others	515,752	535,697
Total from continuing operations	$ 15,921,895	$ 14,463,614

All assets except those associates accounted for using the equity method and deferred tax assets are allocated to the reportable department.

c. Revenue from major products and services

The Group's revenue from continuing operations from its major products and services was divided into segments. Refer to the disclosure regarding segment revenue for more details.

d. Geographical information

The Group operates in two principal geographical areas - Taiwan and mainland China. The Group's revenue from continuing operations from external customers by location of operations is detailed below:

	Revenue from External Customers	
	For the Year Ended December 31	
	2023	2022
Taiwan	$ 17,280,899	$ 13,736,640
Mainland China	5,036,808	4,584,401
	$ 22,317,707	$ 18,321,041

e. Information about major customers

No revenue from any individual customer exceeded 10% of the Group's revenue for the years ended December 31, 2023 and 2022.

WOWPRIME CO., LTD. AND SUBSIDIARIES

FINANCING PROVIDED TO OTHERS
FOR THE YEAR ENDED DECEMBER 31, 2023
(In Thousands of New Taiwan Dollars, Unless Stated Otherwise)

No. (Note 1)	Lender	Borrower	Financial Statement Account (Note 2)	Related Party	Highest Balance for the Period (Note 3)	Ending Balance	Actual Amount Borrowed	Interest Rate	Nature of Financing (Note 4)	Business Transaction Amount (Note 5)	Reasons for Short-term Financing (Note 6)	Allowance for Impairment Loss	Collateral		Financing Limit for Each Borrower	Aggregate Financing Limit	Note
													Item	Value			
0	Wowprime Co., Ltd.	Wowfresh Corporation	Other receivables	Yes	$ 100,000	$ 100,000	$ -	-	Business transaction purposes	$ 4,616,876	Business transaction purposes	$ -	-	$ -	$ 1,761,054	$ 1,761,054	7
		WPT Restaurant Corporation	Other receivables	Yes	50,000	25,000	-	-	Short-term financing	-	Supporting the subsidiary's short-term operating requirements	-	-	-	1,761,054	1,761,054	7
1	Wowprime (Beijing) Co., Ltd.	Wowprime (China) Co., Ltd.	Other receivables	Yes	44,775	43,730	43,730	3.65%	Short-term financing	-	Supporting short-term operating requirements	-	-	-	68,303	68,303	8
2	Wowprime (China) Co., Ltd.	Shanghai Wanxin International Trade Co., Ltd.	Other receivables	Yes	223,875	218,650	-	-	Short-term financing	-	Supporting short-term operating requirements	-	-	-	693,197	693,197	9
		Shanghai Hoppime Catering Management Co., Ltd.	Other receivables	Yes	134,325	131,190	43,730	3.65%	Short-term financing	-	Supporting short-term operating requirements	-	-	-	693,197	693,197	9
		Shanghai Xizhu Catering Management Co., Ltd.	Other receivables	Yes	44,775	43,730	-	-	Short-term financing	-	Supporting short-term operating requirements	-	-	-	693,197	693,197	9

Note 1: Numbering sequence is as follows:

a. The issuer is numbered 0.
b. Investees are numbered sequentially starting from the number 1.

Note 2: The financial statement account must be disclosed if the related party transactions (i.e. receivables, payables, shareholder's accounts, prepayments, temporary payments, etc.) are of financing nature.

Note 3: The highest amount of financing provided to others throughout the fiscal year.

Note 4: The nature of financing - i.e. short-term financing or for business transaction purposes.

Note 5: If the nature of financing is for business transaction purposes, the aggregate amount transacted throughout the fiscal year should be disclosed.

Note 6: If the nature of financing is for short-term operations, the purpose should be disclosed i.e. repaying a loan, financing an asset purchase or working capital, etc.

Note 7: The total amount for lending to a company shall not exceed forty percent (40%) of the net worth of Wowprime Co., Ltd. ($4,402,635 thousand × 40% = $1,761,054 thousand). In addition, the total amount loanable to any one borrower shall be no more than forty percent (40%) of the net worth of Wowprime Co., Ltd. ($4,402,635 thousand × 40% = $1,761,054 thousand).

Note 8: The total amount for lending to a company shall not exceed forty percent (40%) of the net worth of Wowprime (Beijing) Co., Ltd. ($170,758 thousand × 40% = $68,303 thousand). In addition, the total amount loanable to any one borrower shall be no more than forty percent (40%) of the net worth of Wowprime Co., Ltd. ($170,758 thousand × 40% = $68,303 thousand).

Note 9: The total amount for lending to a company shall not exceed forty percent (40%) of the net worth of Wowprime (China) Co., Ltd. ($1,732,993 thousand × 40% = $693,197 thousand). In addition, the total amount loanable to any one borrower shall be no more than forty percent (40%) of the net worth of Wowprime Co., Ltd. ($1,732,993 thousand × 40% = $693,197 thousand).

TABLE 2

WOWPRIME CO., LTD. AND SUBSIDIARIES

ENDORSEMENTS/GUARANTEES PROVIDED
FOR THE YEAR ENDED DECEMBER 31, 2023
(In Thousands of New Taiwan Dollars, Unless Stated Otherwise)

No. (Note 1)	Endorser/Guarantor	Endorsee/Guarantee		Limit on Endorsement/ Guarantee Given on Behalf of Each Party (Note 3)	Maximum Amount Endorsed/ Guaranteed During the Period	Outstanding Endorsement/ Guarantee at the End of the Period	Actual Amount Borrowed	Amount Endorsed/ Guaranteed by Collateral	Ratio of Accumulated Endorsement/ Guarantee to Net Equity in Latest Financial Statements (%)	Aggregate Endorsement/ Guarantee Limit (Note 3)	Endorsement/ Guarantee Given by Parent on Behalf of Subsidiaries	Endorsement/ Guarantee Given by Subsidiaries on Behalf of Parent	Endorsement/ Guarantee Given on Behalf of Companies in Mainland China	Note
		Name	Relationship (Note 2)											
0	Wowprime Co., Ltd.	Wowfresh Corporation	b	$ 1,761,054	$ 600,000	$ -	$ -	$ -	-	$ 1,761,054	Y	N	N	
		Wowprime (China) Co., Ltd.	b	1,761,054	323,088	312,714	-	-	7.1	1,761,054	Y	N	Y	

Note 1: Numbering sequence is as follows:

The issuer is numbered 0.

Note 2:: Relationships between the endorsement/guarantee provider and the guaranteed party:

a. A company with which it does business.
b. A company in which the Company directly and indirectly holds more than 50 percent of the voting shares.
c. A company that directly and indirectly holds more than 50 percent of the voting shares in the Company.
d. Companies in which the Company holds, directly or indirectly, 90% or more of the voting shares.
e. The Company fulfills its contractual obligations by providing mutual endorsements/guarantees for another company in the same industry or for joint builders for purposes of undertaking a construction project.
f. All capital contributing shareholders make endorsements/guarantees for their jointly invested company in proportion to their shareholding percentages.
g. Companies in the same industry provide among themselves jointly and severally guarantee for a performance guarantee of a sales contract for pre-construction homes pursuant to the Consumer Protection Act for each other.

Note 3: Aggregate endorsement/guarantee limit: Shall not exceed forty percent (40%) of net worth of Wowprime Co., Ltd. ($4,402,635 thousand × 40% = $1,761,054 thousand). In addition, the total lending amount loanable to any one borrower shall be no more than forty percent (40%) of the net worth of Wowprime Co., Ltd. ($4,402,635 thousand × 40% = $1,761,054 thousand).

WOWPRIME CO., LTD. AND SUBSIDIARIES

TOTAL PURCHASES FROM OR SALES TO RELATED PARTIES AMOUNTING TO AT LEAST NT$100 MILLION OR 20% OF THE PAID-IN CAPITAL
FOR THE YEAR ENDED DECEMBER 31, 2023
(In Thousands of New Taiwan Dollars, Unless Stated Otherwise)

Buyer	Related Party	Relationship	Transaction Details				Abnormal Transaction (Note 1)		Notes/Accounts Receivable (Payable)		Note (Note 2)
			Purchase/ Sale	Amount	% of Total	Payment Terms	Unit Price	Payment Terms	Ending Balance	% of Total	
Wowprime Co., Ltd.	Wowfresh Corporation	Subsidiary	Purchase	$ 4,616,876	83.39	According to the Company's credit period to related parties	According to Company's policy	-	Trade payables $ (77,193)	13.45	According to the Company's credit period to related parties
Cheerpin Restaurant Corporation	Wowfresh Corporation	Brother	Purchase	866,137	80.95	According to the Company's credit period to related parties	According to Company's policy	-	Trade payables (28,823)	21.84	According to the Company's credit period to related parties
Cheerpin Restaurant Corporation	Wowprime Co., Ltd.	Subsidiary	Purchase	178,531	16.86	According to the Company's credit period to related parties	According to Company's policy	-	Trade payables (77,467)	58.71	According to the Company's credit period to related parties
Wowfresh Corporation	Wowprime Co., Ltd.	Subsidiary	Purchase	132,507	2.97	According to the Company's credit period to related parties	According to Company's policy	-	Trade payables (20,560)	10.67	According to the Company's credit period to related parties
Shanghai Wanxin International Trade Co., Ltd.	Wowprime (China) Co., Ltd.	Subsidiary	Purchase	182,754	97.51	According to the Company's credit period to related parties	According to Company's policy	-	Trade payables (103,036)	99.99	According to the Company's credit period to related parties

Note 1: If the related party transaction conditions are different from the general transaction conditions, the circumstances and reasons for the difference shall be stated in the column of unit price and credit period.

Note 2: If there is an advance receipt (payment) situation, the reason, contract terms, amount and the difference from the general transaction type should be stated in the remarks column.

Note 3: Shares issued and fully paid refers to the shares issued and fully paid of the parent company. If the issuer's shares have no denomination or the denomination per share is not NT$10, the transaction amount of 20% of the shares issued and fully paid is calculated based on the 10% equity attributable to the owner of the parent company on the balance sheet.

Note 4: The above transactions with related parties have been eliminated in the consolidated financial statements.

TABLE 4

WOWPRIME CO., LTD. AND SUBSIDIARIES

RECEIVABLES FROM RELATED PARTIES AMOUNTING TO AT LEAST NT$100 MILLION OF 20% OF THE PAID-IN CAPITAL
FOR THE YEAR ENDED DECEMBER 31, 2023
(In Thousands of New Taiwan Dollars)

Companies with Receivables	Investee Company	Relationship	Balance of Amounts Due from Related Parties (Note 1)	Rotation Rate	Overdue Receivables from Related Parties		Recoveries after the Period	Allowance For Losses
					Amount	Processing		
Wowprime (China) Co., Ltd.	Shanghai Wanxin International Trade Co., Ltd.	Subsidiary	Accounts receivable $ 103,036	1.32	$ -	-	$ 27,195	$ -

Note 1: Please enter the accounts receivables from related parties amounting, notes, other receivables, etc.

Note 2: Shares issued and fully paid refers to the shares issued and fully paid of the parent company. If the issuer's shares have no denomination or the denomination per share is not NT$10, the transaction amount of 20% of the shares issued and fully paid is calculated based on the 10% equity attributable to the owner of the parent company on the balance sheet.

TABLE 5

WOWPRIME CO., LTD. AND SUBSIDIARIES

INTERCOMPANY RELATIONSHIPS AND INTERCOMPANY TRANSACTIONS
FOR THE YEAR ENDED DECEMBER 31, 2023
(In Thousands of New Taiwan Dollars)

No. (Note 1)	Investee Company	Counterparty	Relationship (Note 2)	Transaction Details			
				Financial Statement Account	Amount	Payment Terms	% to Total Sales or Assets (Note 3)
0	Wowprime Co., Ltd.	Wowfresh Corporation	a	Purchases	$ 4,616,876	-	20.69
1	Cheerpin Restaurant Corporation	Wowfresh Corporation	c	Purchases	866,137	-	3.88

Note 1: Parties to the intercompany transactions are identified and numbered as follows:

a. "0" for parent company
b. Subsidiaries are numbered from "1"

Note 2: The flow of related-party transactions is as follows:

a. From the parent company to its subsidiary
b. From a subsidiary to its parent company
c. Between subsidiaries
d. From a sub-subsidiary to subsidiary

Note 3: For assets and liabilities, percentage is based on the consolidated total assets as of the end of the period; for revenue, costs and expenses, percentage is based on the consolidated total operating revenue as of the end of the period.

TABLE 6

WOWPRIME CO., LTD. AND SUBSIDIARIES

INFORMATION ON INVESTEES
FOR THE YEAR ENDED DECEMBER 31, 2023
(In Thousands of New Taiwan Dollars, Unless Stated Otherwise)

Investor Company	Investee Company	Location	Main Businesses and Products	Original Investment Amount		Balance as of December 31, 2023			Net Income (Loss) of the Investee	Share of Profit (Loss)	Note
				December 31, 2023	December 31, 2022	Number of Shares	%	Carrying Amount			
Wowprime Co., Ltd.	Tai Pin Holding Ltd. (Seychelles)	Seychelles	Investment	$ 1,679,751	$ 1,617,647	21,117,134	100.00	$ 1,544,205	$ (1,796)	$ (1,796)	Note 1
	WPT Restaurant Corporation	Taiwan	Catering and catering management	100,000	100,000	10,000,000	100.00	79,679	20,906	20,906	Note 1
	Cheerpin Restaurant Corporation	Taiwan	Catering and catering management	300,000	300,000	30,000,000	100.00	532,670	192,564	192,564	Note 1
	Wowfresh Corporation	Taiwan	Fresh food trading	500,000	500,000	50,000,000	100.00	568,953	64,780	64,780	Note 1
	Jiechuang Investment Co., Ltd.	Taiwan	Investment	11,000	11,000	1,100,000	100.00	788	(3,691)	(3,691)	Note 1
	DuDoo Ltd. (Cayman)	Cayman	Investment	74,828	74,828	209,497	14.98	80,103	15,988	2,053	Note 2
				(US$ 2,422,872)	(US$ 2,422,872)			(US$ 2,579,458)	(US$ 511,316)	(US$ 65,703)	
Jiechuang Investments Co., Ltd.	We Dao Ltd.	Taiwan	Catering	10,000	10,000	200,000	20.00	-	(3,451)	(690)	Note 2
Tai Pin Holding Ltd. (Seychelles)	Hoppime Ltd. (Cayman)	Cayman	Investment	1,596,125	1,527,079	21,854,913	80.44	1,554,150	(2,910)	(2,683)	Note 1
				(RMB 353,142,895)	(RMB 337,386,272)			(RMB 359,174,937)	(RMB (825,591))	(RMB (738,093))	
Hoppime Ltd. (Cayman)	Wowprime Limited (Samoa)	Samoa	Investment	1,290,412	1,290,412	-	100.00	1,903,753	6,509	6,509	Note 1
				(RMB 282,707,111)	(RMB 282,707,111)			(RMB 439,970,642)	(RMB 1,317,493)	(RMB 1,317,493)	

Note 1: The investment gain (loss) was recognized based on the financial statement audited by the same auditors for the same period.

Note 2: The investment gain (loss) was recognized based on the financial statement provided by the Company that have not been audited.

WOWPRIME CO., LTD. AND SUBSIDIARIES

INFORMATION ON INVESTMENTS IN MAINLAND CHINA
FOR THE YEAR ENDED DECEMBER 31, 2023
(In Thousands of New Taiwan Dollars, Unless Stated Otherwise)

1. Investee companies, main businesses, paid-in capital, method of investment, accumulated outward remittance for investment, percentage of ownership of investment, net income (loss) of investee, investment gain (loss), and the carrying amount:

Investee Company	Main Businesses and Products	Paid-in Capital	Method of Investment	Accumulated Outward Remittance for Investment from Taiwan as of January 1, 2023	Remittance of Funds		Accumulated Outward Remittance for Investment from Taiwan as of December 31, 2023	Net Income (Loss) of Investee	% Ownership of Direct or Indirect Investment	Investment Gain (Loss) (Note 2 b (2).)	Carrying Amount as of December 31, 2023	Accumulated Repatriation of Investment Income as of December 31, 2023
					Outflow	Inflow						
Wowprime (China) Co., Ltd.	Catering and catering management	$ 894,893 (RMB 195,090,404)	Note 1 (b)	$ 511,228 (US$ 17,252,235)	$ -	$ -	$ 511,228 (US$ 17,252,235)	$ (371) (RMB (252,007))	80.44	$ (691) (RMB (288,138))	$ 1,394,020 (RMB 322,167,699)	$ 207,023 (US$ 6,813,742)
Wowprime (Beijing) Management Co., Ltd.	Catering and catering management	118,608 (RMB 24,673,989)	Note 1 (b)	92,639 (US$ 3,057,046)	-	-	92,639 (US$ 3,057,046)	6,879 (RMB 1,569,492)	80.44	5,388 (RMB 1,229,174)	137,358 (RMB 31,744,286)	15,439 (US$ 512,838)
Shanghai Qun ze yi Enterprise Management Co., Ltd.	Catering management	20,990 (RMB 4,800,000)	Note 1 (b)	- (US$ -)	-	-	- (US$ -)	(628) (RMB (143,191))	80.44	(489) (RMB (111,581))	2,479 (RMB 572,824)	-
Shanghai WanXin International Trade Co., Ltd.	Fresh food trade	23,986 (RMB 5,500,000)	Note 1 (b)	- (US$ -)	-	-	- (US$ -)	(56,180) (RMB (12,821,545))	80.44	(44,046) (RMB (10,052,180))	(38,596) (RMB (8,919,715))	-
Shanghai Hoppime Catering Management Co., Ltd.	Catering and catering management	86,413 (RMB 20,000,000)	Note 1 (b)	- (US$ -)	-	-	- (US$ -)	(6,144) (RMB (1,391,523))	80.44	(4,810) (RMB (1,089,258))	(80,982) (RMB (18,715,462))	-
Shanghai Xizhu Catering Management Co., Ltd.	Catering and catering management	21,895 (RMB 5,000,000)	Note 1 (b)	- (US$ -)	-	-	- (US$ -)	(658) (RMB (150,093))	76.418	(487) (RMB (111,110))	2,322 (RMB 536,530)	-

Note 1: The 3 methods of investment are as follows:

a. Wowprime Co., Ltd. invested directly in China.
b. Wowprime Co., Ltd. indirectly invested in China through company in the third region.
c. Other.

Note 2: The amount recognized in investment income in the current year:

a. Should be noted if currently under arrangement and not generating investment income.

b. The basis of investment is classified as follows:

1) Amount was recognized based on the financial statements audited by international audit firms with affiliations in the ROC.
2) Amount was recognized based on the parent company's audited financial statements.
3) Other.

2. Investment limit on investments in China

Accumulated Outward Remittance for Investment in Mainland China as of December 31, 2023	Investment Amounts Authorized by the Investment Commission, MOEA	Upper Limit on the Amount of Investment Stipulated by the Investment Commission, MOEA
$ 603,867 (US$ 20,309,281)	$ 1,028,522 (US$ 34,407,913)	$ 2,868,418

Note 3: According to Regulations Governing the Approval of Investment or Technical Cooperation in Mainland China administered by the Foreign Investment Commission, the amount is limited to the higher of the net worth of the investment company or 60% of the consolidated net worth.

3. Significant events arising from direct or indirect transactions with investee companies in China through a third party: None.

4. Situations where the Company directly or indirectly provides endorsement, guarantee, or collateral to investee companies in China through a third party: None.

5. Situations where the Company directly or indirectly provides financing of capital to investee companies in China through a third party: Table 2

6. Transactions with material effects on the net income (loss) of the Company: None.