POWER WIND HEALTH INDUSTRY INCORPORATED

AND SUBSIDIARIES

CONSOLIDATED FINANCIAL STATEMENTS

WITH REPORT OF INDEPENDENT AUDITORS

FOR THE NINE-MONTH PERIODS ENDED

SEPTEMBER 30, 2024 AND 2023

Address: No. 238, Bo-ai 4th Rd., Zuoying Dist., Kaohsiung City, Taiwan (R.O.C.)

Telephone: 886-7-348-8000

The reader is advised that these consolidated financial statements have been prepared originally in Chinese. In the event of a conflict between these financial statements and the original Chinese version or difference in interpretation between the two versions, the Chinese language financial statements shall prevail.



安永聯合會計師事務所

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Independent Auditors' Review Report

To Power Wind Health Industry Incorporated

Introduction

We have reviewed the accompanying consolidated balance sheets of Power Wind Health Industry Incorporated (the "Company") and its subsidiaries as of September 30, 2024 and 2023, and the related consolidated statements of comprehensive income for the three-month and nine-month periods ended September 30, 2024 and 2023, changes in equity and cash flows for the nine-month periods ended September 30, 2024 and 2023, and notes to the consolidated financial statements, including the summary of significant accounting policies (collectively "the consolidated financial statements"). Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and International Accounting Standard 34, "Interim Financial Reporting" as endorsed and became effective by the Financial Supervisory Commission of the Republic of China. Our responsibility is to express a conclusion on these consolidated financial statements based on our reviews.

Scope of Review

We conducted our reviews in accordance with the Standard on Review Engagements 2410, "Review of Financial Information Performed by the Independent Auditor of the Entity" of the Republic of China. A review of consolidated financial statements consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with the Standards on Auditing of the Republic of China and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.



Conclusion

Based on our reviews, nothing has come to our attention that causes us to believe that the accompanying consolidated financial statements do not present fairly, in all material respects, the consolidated financial position of the Company and its subsidiaries as of September 30, 2024 and 2023, and its consolidated financial performance for the three-month and nine-month periods ended September 30, 2024 and 2023, and its consolidated cash flow for the nine-month periods ended September 30, 2024 and 2023, in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and International Accounting Standard 34, "Interim Financial Reporting" as endorsed and became effective by the Financial Supervisory Commission of the Republic of China.

/s/ Lee, Fang-Wen

/s/ Hung, Kuo-Sen

Ernst & Young, Taiwan

November 7, 2024

Notice to Readers

The accompanying consolidated financial statements are intended only to present the consolidated financial position, results of operations 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 review such consolidated financial statements are those generally accepted and applied in the Republic of China.

English Translation of Consolidated Financial Statements Originally Issued in Chinese POWER WIND HEALTH INDUSTRY INCORPORATED AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

September 30, 2024, December 31, 2023 and September 30, 2023 (Expressed in Thousands of New Taiwan Dollars)

Assets	Notes	September 30, 2024	%	December 31, 2023	%	September 30, 2023	%
Current assets							
Cash and cash equivalents	4,6(1)	\$686,613	7	\$852,638	8	\$718,028	7
Notes receivable, net	4	27	-	-	-	109	-
Accounts receivable, net	4,6(2)	69,880	1	54,949	1	57,203	1
Inventories	4	11,463	-	9,284	-	8,737	-
Prepayments		31,094	-	18,670	-	24,705	-
Other financial assets, current	4,6(3),8	439,501	4	377,506	4	376,133	4
Other current assets	4,7	83,525	1	71,956	1	76,973	1
Total current assets		1,322,103	13	1,385,003	14	1,261,888	13
Non-current assets							
Financial assets at fair value through other comprehensive income, non-current	4,6(4)	104,964	1	4,844	-	4,844	-
Property, plant and equipment	4,6(5),8	3,245,626	31	3,157,619	31	3,171,114	33
Right-of-use assets	4,6(17),7	5,592,980	53	5,336,920	53	5,079,273	52
Intangible assets	4,6(6)	60,244	1	49,121	1	50,235	1
Deferred tax assets	4	16,354	-	15,347	-	22,444	-
Refundable deposits	4,6(7)	146,450	1	141,613	1	140,575	1
Total non-current assets		9,166,618	87	8,705,464	86	8,468,485	87
Total assets		\$10,488,721	100	\$10,090,467	100	\$9,730,373	100

English Translation of Consolidated Financial Statements Originally Issued in Chinese POWER WIND HEALTH INDUSTRY INCORPORATED AND SUBSIDIARIES

$CONSOLIDATED\ BALANCE\ SHEETS-(Continued)$

September 30, 2024, December 31, 2023 and September 30, 2023

(Expressed in Thousands of New Taiwan Dollars)

Liabilities and Equity	Notes	September 30, 2024	%	December 31, 2023	%	September 30, 2023	%
Current liabilities							
Financial liabilities at fair value through profit or loss, current	4,6(9)	\$2,963	-	\$-	-	\$-	-
Contract liabilities	4,6(16)	869,861	8	733,784	7	717,516	7
Notes payable		646	-	545	-	1,334	-
Accounts payable		3,866	-	2,516	-	1,367	-
Payables on equipment		28,816	-	58,051	1	69,102	1
Other payables	6(8)	414,361	4	354,575	3	327,110	3
Current tax liabilities	4,6(20)	56,724	1	9,036	-	519	-
Lease liabilities	4,6(17)	647,406	6	623,770	6	599,630	6
Current bonds issued and current portion of non-current bonds issued	4,6(10)	289,207	3	96,500	1	96,196	1
Current portion of long-term loans	4,6(11),8	162,104	2	186,110	2	178,897	2
Other current liabilities		3,587	-	2,345	-	4,507	-
Total current liabilities		2,479,541	24	2,067,232	20	1,996,178	20
Non-current liabilities							
Financial liabilities at fair value through profit or loss, non-current	4,6(9)	-	-	4,283	_	3,473	-
Bonds payable	4,6(10)	-	-	283,958	3	282,229	3
Long-term loans	4,6(11),8	709,634	7	835,884	8	879,145	9
Provisions, non-current	4,6(13)	102,097	1	86,386	1	82,761	1
Lease liabilities	4,6(17)	5,302,084	50	5,027,618	50	4,777,405	49
Other non-current liabilities		5,660	-	6,342	-	6,320	-
Total non-current liabilities		6,119,475	58	6,244,471	62	6,031,333	62
Total liabilities		8,599,016	82	8,311,703	82	8,027,511	82
Equity attributable to the parent company	4,6(14&15)						
Share capital							
Common stock		793,421	8	793,954	8	793,954	8
Certificate of entitlement to new shares from convertible bond		-	-	7	-	-	-
Share capital awaiting retirement		(160)		(180)	-	-	
Total share capital		793,261	8	793,781	8	793,954	8
Capital surplus		780,016	7	841,056	9	841,323	9
Retained earnings							
Legal reserve		107,118	1	95,290	1	95,290	1
Special reserve		13,156	-	14,268	-	14,268	-
Unappropriated earnings		233,520	2	118,283	1	57,645	1
Total retained earnings		353,794	3	227,841	2	167,203	2
Other equity		(44,458)	-	(90,131)	(1)	(105,355)	(1)
Treasury shares		(2,801)		(2,801)	-	(2,801)	
Total equity attributable to owners of parent		1,879,812	18	1,769,746	18	1,694,324	18
Non-controlling interests		9,893	-	9,018	-	8,538	_
Total equity		1,889,705	18	1,778,764	18	1,702,862	18
Total liabilities and equity		\$10,488,721	100	\$10,090,467	100	\$9,730,373	100

English Translation of Consolidated Financial Statements Originally Issued in Chinese POWER WIND HEALTH INDUSTRY INCORPORATED AND SUBSIDIARIES CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME For the three-month and nine-month periods ended September 30, 2024 and 2023 (Expressed in Thousands of New Taiwan Dollars, Except for Earnings per share)

Accounting	Notes	For the three-month periods ended September 30				For the nine-month periods ended September 30			
		2024	%	2023	%	2024	%	2023	%
Operating revenues	4,6(16)	\$1,345,043	100	\$1,136,371	100	\$3,764,257	100	\$3,150,739	100
Operating costs	4,6(12&15&17&18),7	(966,816)	(72)	(859,761)	(75)	(2,735,297)	(73)	(2,426,814)	(77)
Gross profit		378,227	28	276,610	25	1,028,960	27	723,925	23
Operating expenses	4,6(12&15&17&18),7								
Selling expenses		(34,808)	(2)	(22,135)	(2)	(77,181)	(2)	(63,299)	(2)
Administrative expenses		(210,330)	(16)	(179,605)	(16)	(610,385)	(16)	(534,212)	(17)
Total operating expenses		(245,138)	(18)	(201,740)	(18)	(687,566)	(18)	(597,511)	(19)
Operating income		133,089	10	74,870	7	341,394	9	126,414	4
Non-operating income and expenses	4,6(19),7							-	
Interest income		1,532	-	874	-	6,581	-	3,934	-
Other income		11,468	1	15,707	1	31,579	1	35,837	1
Other gains and losses		4,890	-	1,306	-	1,167	-	(9,569)	-
Finance costs		(30,036)	(2)	(28,339)	(2)	(86,868)	(2)	(80,893)	(3)
Total non-operating income and expenses		(12,146)	(1)	(10,452)	(2)	(47,541)	(1)	(50,691)	(2)
Profit from continuing operations before income tax		120,943	9	64,418	6	293,853	8	75,723	2
Income tax (expense)	4,6(20)	(25,108)	(2)	(12,453)	(1)	(58,126)	(2)	(17,078)	-
Profit from continuing operations		95,835	7	51,965	(1) 5 5 5	235,727	6	58,645	2
Net income		95,835	7	51,965	5	235,727	6	58,645	2
Total comprehensive income		\$95,835	7	\$51,965	5	\$235,727	6	\$58,645	2
Net income attributable to:									
Owners of the parent		\$94,912	7	\$51,454	5	\$233,520	6	\$57,645	2
Non-controlling interests		923	-	511	-	2,207	-	1,000	-
		\$95,835	7	\$51,965	5	\$235,727	6	\$58,645	2
Comprehensive income attributable to:									
Owners of the parent		\$94,912	7	\$51,454	5	\$233,520	6	\$57,645	2
Non-controlling interests		923	-	511	-	2,207	-	1,000	-
		\$95,835	7	\$51,965	5	\$235,727	6	\$58,645	2
Earnings per share (NTD)	6(21)								
Earnings per share - Basic		\$1.23		\$0.69		\$3.02		\$0.77	
Earnings per share - Diluted		\$1.19		\$0.68		\$2.93		\$0.76	
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English Translation of Consolidated Financial Statements Originally Issued in Chinese POWER WIND HEALTH INDUSTRY INCORPORATED AND SUBSIDIARIES CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY For the nine-month periods ended September 30, 2024 and 2023 (Expressed in Thousands of New Taiwan Dollars)

	Equity attributable to the parent company												
						Retained earnings		Other compone	ents of equity				
Accounting	Common stock	Certificate of entitlement to new shares from convertible bond	Share capital awaiting retirement	Capital surplus	Legal reserve	Special reserve	Unappropriated earnings	Unrealised (losses) from investments in equity instruments measured at fair value through other comprehensive income	Unearned rewards for employees	Treasury shares	Total	Non-controlling interests	Total equity
Balance as of January 1, 2023	\$794,484	\$-	(\$50)	\$888,399	\$88,189	\$13,623	\$71,010	(\$13,156)	(\$138,984)	(\$2,801)	\$1,700,714	\$9,937	\$1,710,651
Appropriation and distribution of 2022 retained earnings: Legal reserve					7,101	_	(7,101)	_					
Special reserve	-				7,101	645	(645)	_		-		-	
Cash dividends		-	-	-	-	-	(63,264)	-	-	-	(63,264)	-	(63,264)
Other changes in capital surplus													
Due to recognition of equity component of convertible bonds issued	-	-	-	13,884	-	-	-	-	-	-	13,884	-	13,884
Cash dividends from capital surplus	-	-	-	(60,000)	-	-	-	-	-	-	(60,000)	-	(60,000)
Net income for the nine-month period ended September 30, 2023	-			-			57,645		-	-	57,645	1,000	58,645
Total comprehensive income					-		57,645		-		57,645	1,000	58,645
Share-based payment transaction	(530)		50	(960)	-		-	-	46,785	-	45,345	-	45,345
Change in non-controlling interests	-	-	-	-	-	-	-	-	-	-	-	(2,399)	(2,399)
Balance as of September 30, 2023	\$793,954	\$-	\$-	\$841,323	\$95,290	\$14,268	\$57,645	(\$13,156)	(\$92,199)	(\$2,801)	\$1,694,324	\$8,538	\$1,702,862
Balance as of January 1, 2024	\$793,954	\$7	(\$180)	\$841,056	\$95,290	\$14,268	\$118,283	(\$13,156)	(\$76,975)	(\$2,801)	\$1,769,746	\$9,018	\$1,778,764
Appropriation and distribution of 2023 retained earnings:													
Legal reserve	-	-	-	-	11,828		(11,828)	-	-	-	-	-	-
Cash dividends	-	-	-	-	-	-	(107,567)	-	-	-	(107,567)	-	(107,567)
Reversal of special reserve	-	-	-	-	-	(1,112)	1,112	-	-	-	-	-	-
Other changes in capital surplus Cash dividends from capital surplus	-	-	-	(60,000)	-	-	-	-	-	-	(60,000)	-	(60,000)
Net income for the nine-month period ended September 30, 2024	-	-		-	_		233,520			-	233,520	2,207	235,727
Total comprehensive income	-						233,520				233,520	2,207	235,727
Conversion of certificate of entitlement to new shares from convertible bonds	7	(7)	-	-	-		-	-	-	-	-	-	-
Share-based payment transaction	(540)	-	20	(1,040)	-	-	-	-	45,673	-	44,113	-	44,113
Change in non-controlling interests	-	-	-	-	-	-	-	-	-	-	-	(1,332)	(1,332)
Balance as of September 30, 2024	\$793,421	\$-	(\$160)	\$780,016	\$107,118	\$13,156	\$233,520	(\$13,156)	(\$31,302)	(\$2,801)	\$1,879,812	\$9,893	\$1,889,705

English Translation of Consolidated Financial Statements Originally Issued in Chinese

POWER WIND HEALTH INDUSTRY INCORPORATED AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

For the nine-month periods ended September 30, 2024 and 2023 (Expressed in Thousands of New Taiwan Dollars)

A	For the nine-month periods e	ended September 30
Accounting	2024	2023
Cash flows from operating activities:		
Net income before tax	\$293,853	\$75,723
Adjustments to reconcile (profit) loss:		
Depreciation	848,746	807,187
Amortization	5,955	5,033
Net (gain) loss on financial assets and liabilities at fair value through profit or loss	(1,320)	11,648
Interest expense	86,868	80,893
Interest income	(6,581)	(3,934)
Share-based payments	45,673	46,785
(Gain) on disposal of investments	-	(7,676)
Loss on disposal and abandonment of property, plant and equipment	-	6,692
Others	(1,754)	(1,451)
Changes in operating assets and liabilities:		
(Increase) Decrease in notes receivable	(27)	135
(Increase) in accounts receivable	(14,931)	(44,568)
(Increase) Decrease in inventories	(2,179)	1,717
(Increase) in prepayments	(12,424)	(7,131)
(Increase) in other current assets	(11,569)	(7,040)
(Increase) Decrease in other financial assets	(61,995)	107
Increase in contract liabilities	136,077	31,684
Increase in notes payable	101	694
(Decrease) in notes payable - related parties	-	(437)
Increase (Decrease) in accounts payable	1,350	(333)
Increase in other payables	59,786	17,480
(Decrease) in other payables - related parties	-	(515)
Increase in other current liabilities	1,242	1,965
Cash generated from operations	1,366,871	1,014,658
Interest received	6,581	3,934
Income tax paid	(11,445)	(450)
Net cash provided by operating activities	1,362,007	1,018,142
Cash flows from investing activities:		
Acquisition of financial assets at fair value through other comprehensive income	(100,120)	-
Proceeds from disposal of financial assets at fair value through other comprehensive income	-	23,221
Acquisition of property, plant and equipment	(506,452)	(479,317)
Proceeds from disposal of property, plant and equipment	-	16
Increase in refundable deposits	(4,837)	(15,265)
Acquisition of intangible assets	(10,173)	(4,202)
Net cash (used in) investing activities	(621,582)	(475,547)
Cash flows from financing activities:		
Proceeds from issuing bonds	-	300,000
Repayments from bonds issued	(96,500)	(299,399)
Repayments of long-term loans	(150,256)	(81,687)
Payments of lease liabilities	(407,570)	(375,816)
Decrease in other non-current liabilities	(745)	(464)
Cash dividends	(167,567)	(123,264)
Interest paid	(80,920)	(75,642)
Change in non-controlling interests Others	(1,332) (1,560)	(2,399) (1,440)
Net cash (used in) financing activities	(906,450)	(660,111)
		<u> </u>
Net (Decrease) in cash and cash equivalents	(166,025)	(117,516)
Cash and cash equivalents at beginning of period	852,638	835,544
Cash and cash equivalents at end of period	\$686,613	\$718,028

POWER WIND HEALTH INDUSTRY INCORPORATED AND SUBSIDIARIES NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

For the Nine-Month Periods Ended September 30, 2024 and 2023 (Expressed in Thousands of New Taiwan Dollars unless Otherwise Specified)

1. HISTORY OF ORGANIZATION

POWER WIND HEALTH INDUSTRY INCORPORATED ("the Company") was incorporated in Republic of China (R.O.C.) on October 4, 2005. The main activities are the business of membership-based fitness center chains, recreational sports venues and other sports services. The Company's common stocks were publicly listed on the Taipei Exchange (TPEx) on March 10, 2016 and started to list on the Taiwan Stock Exchange Corporation (TWSE) on March 15, 2019. The Company's registered office and the main administration departments are at No.238, Bo-ai 4th Rd., Zuoying Dist., Kaohsiung City, Taiwan (R.O.C.).

2. <u>DATE AND PROCEDURES OF AUTHORIZATION OF FINANCIAL STATEMENTS FOR ISSUE</u>

The consolidated financial statements of the Company and subsidiaries ("the Group") for the nine-month periods ended September 30, 2024 and 2023 were authorized for issue by the Board of Directors on November 7, 2024.

3. NEWLY ISSUED OR REVISED STANDARDS AND INTERPRETATIONS

(1) Changes in accounting policies resulting from applying for the first-time certain standards and amendments

The Group applied International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), and Interpretations issued, revised or amended which are endorsed by Financial Supervisory Commission (FSC) and become effective for annual periods beginning on or after January 1, 2024. The adoption of these new standards and amendments had no material impact on the Group.

(2) Standards or interpretations issued, revised or amended, by International Accounting Standards Board (IASB) which are endorsed by the FSC, and not yet adopted by the Group as at the date of issuance of the Group's financial statements are listed below.

Items	New, Revised or Amended Standards and Interpretations	Effective Date issued by the IASB
A	Lack of Exchangeability (Amendments to IAS 21)	January 1, 2025

(A) Lack of Exchangeability (Amendments to IAS 21)

These amendments specify whether a currency is exchangeable into another currency and, when it is not, to determine the exchange rate to use and the disclosures to provide.

The abovementioned new, revised and amended standards and interpretations were issued by the IASB and endorsed by the FSC so that they are applicable for annual periods beginning on or after January 1, 2025. These standards and interpretations have no material impact on the Group.

(3) Standards or interpretations issued, revised or amended by the IASB which are not endorsed by the FSC, and not yet adopted by the Group as at the date of issuance of the Group's financial statements are listed below.

Items	New, Revised or Amended Standards and Interpretations	Effective Date issued by the IASB
A	IFRS 10 "Consolidated Financial Statements" and IAS 28	To be determined by the
	"Investments in Associates and Joint Ventures" - Sale or Contribution	IASB
	of Assets between an Investor and its Associate or Joint Ventures	
В	IFRS 17 "Insurance Contracts"	January 1, 2023
C	IFRS 18 "Presentation and Disclosure in Financial Statements"	January 1, 2027
D	Disclosure Initiative - Subsidiaries without Public Accountability:	January 1, 2027
	Disclosures (IFRS 19)	
Е	Amendments to the Classification and Measurement of Financial	January 1, 2026
	Instruments – (Amendments to IFRS 9 and IFRS 7)	
F	Annual Improvements to IFRS Accounting Standards - Volume 11	January 1, 2026

(A) IFRS 10 "Consolidated Financial Statements" and IAS 28"Investments in Associates and Joint Ventures" - Sale or Contribution of Assets between an Investor and its Associate or Joint Ventures

The amendments address the inconsistency between the requirements in IFRS 10 "Consolidated Financial Statements" and IAS 28 "Investments in Associates and Joint Ventures", in dealing with the loss of control of a subsidiary that is contributed to an associate or a joint venture. IAS 28 restricts gains and losses arising from contributions of non-monetary assets to an associate or a joint venture to the extent of the interest attributable to the other equity holders in the associate or joint ventures. IFRS 10 requires full profit or loss recognition on the loss of control of the subsidiary. IAS 28 was amended so that the gain or loss resulting from the sale or contribution of assets that constitute a business as defined in IFRS 3 between an investor and its associate or joint venture is recognized in full.

(Expressed in Thousands of New Taiwan Dollars unless Otherwise Specified)

IFRS 10 was also amended so that the gains or loss resulting from the sale or contribution of a subsidiary that does not constitute a business as defined in IFRS 3 between an investor and its associate or joint venture is recognized only to the extent of the unrelated investors' interests in the associate or joint venture.

(B) IFRS 17 "Insurance Contracts"

IFRS 17 provides a comprehensive model for insurance contracts, covering all relevant accounting aspects (including recognition, measurement, presentation and disclosure requirements). The core of IFRS 17 is the General (building block) Model, under this model, on initial recognition, an entity shall measure a group of insurance contracts at the total of the fulfilment cash flows and the contractual service margin. The carrying amount of a group of insurance contracts at the end of each reporting period shall be the sum of the liability for remaining coverage and the liability for incurred claims.

Other than the General Model, the standard also provides a specific adaptation for contracts with direct participation features (the Variable Fee Approach) and a simplified approach (Premium Allocation Approach) mainly for short-duration contracts.

IFRS 17 was issued in May 2017 and it was amended in 2020 and 2021. The amendments include deferral of the date of initial application of IFRS 17 by two years to annual beginning on or after 1 January 2023 (from the original effective date of 1 January 2021); provide additional transition reliefs; simplify some requirements to reduce the costs of applying IFRS 17 and revise some requirements to make the results easier to explain. IFRS 17 replaces an interim Standard - *IFRS 4 "Insurance Contracts"* - from annual reporting periods beginning on or after 1 January 2023.

(C) IFRS 18 "Presentation and Disclosure in Financial Statements"

IFRS 18 replaces *IAS 1 "Presentation of Financial Statements"*. The main changes are as below:

(1) Improved comparability in the statement of profit or loss (income statement)
IFRS 18 requires entities to classify all income and expenses within their statement of profit or loss into one of five categories: operating; investing; financing; income taxes; and discontinued operations. The first three categories are new, to improve the structure of the income statement, and requires all entities to provide new defined subtotals, including operating profit or loss. The improved structure and new subtotals will give investors a consistent starting point for analyzing entities' performance and make it easier to compare entities.

(Expressed in Thousands of New Taiwan Dollars unless Otherwise Specified)

(2) Enhanced transparency of management-defined performance measures IFRS 18 requires entities to disclose explanations of those entity-specific measures that are related to the income statement, referred to as management-defined performance measures.

(3) Useful grouping of information in the financial statements
IFRS 18 sets out enhanced guidance on how to organize information and whether to
provide it in the primary financial statements or in the notes. The changes are expected
to provide more detailed and useful information. IFRS 18 also requires entities to
provide more transparency about operating expenses, helping investors to find and
understand the information they need.

(D) Disclosure Initiative - Subsidiaries without Public Accountability: Disclosures (IFRS 19)

This standard permits subsidiaries without public accountability to provide reduced disclosures when applying IFRS Accounting Standards in their financial statements. IFRS 19 is optional for subsidiaries that are eligible and sets out the disclosure requirements for subsidiaries that elect to apply it.

(E) Amendments to the Classification and Measurement of Financial Instruments – (Amendments to IFRS 9 and IFRS 7)

The amendments include:

- (1) Clarify that a financial liability is derecognised on the settlement date and describe the accounting treatment for settlement of financial liabilities using an electronic payment system before the settlement date.
- (2) Clarify how to assess the contractual cash flow characteristics of financial assets that include environmental, social and governance (ESG)-linked features and other similar contingent features.
- (3) Clarify the treatment of non-recourse assets and contractually linked instruments.
- (4) Require additional disclosures in IFRS 7 for financial assets and liabilities with contractual terms that reference a contingent event (including those that are ESG-linked), and equity instruments classified at fair value through other comprehensive income.
- (F) Annual Improvements to IFRS Accounting Standards Volume 11
 - (1) Amendments to IFRS 1

The amendments mainly improve the consistency in wording between first-time adoption of IFRS and requirements for hedge accounting in IFRS 9.

(Expressed in Thousands of New Taiwan Dollars unless Otherwise Specified)

(2) Amendments to IFRS 7

The amendments update an obsolete cross-reference relating to gain or loss on derecognition.

(3) Amendments to Guidance on implementing IFRS 7

The amendments improve some of the wordings in the implementation guidance, including the introduction, disclosure of deferred difference between fair value and transaction price and credit risk disclosures.

(4) Amendments to IFRS 9

The amendments add a cross-reference to resolve potential confusion for a lessee applying the derecognition requirements and clarify the term "transaction price".

(5) Amendments to IFRS 10

The amendments remove the inconsistency between paragraphs B73 and B74 of IFRS 10.

(6) Amendments to IAS 7

The amendments remove a reference to "cost method" in paragraph 37 of IAS 7.

The abovementioned standards and interpretations issued by the IASB have not yet endorsed by the FSC at the date when the Group's financial statements were authorized for issue, the local effective dates are to be determined by the FSC. As the Group is still currently determining the potential impact of the new or amended standards and interpretations listed under (A) and (C) to (F), it is not practicable to estimate their impact on the Group at this point in time. The remaining new or amended standards and interpretations have no material impact on the Group.

4. SUMMARY OF MATERIAL ACCOUNTING POLICIES

(1) Statement of compliance

The consolidated financial statements of the Group for the nine-month periods ended September 30, 2024 and 2023 have been prepared in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers ("the Regulations") and *IAS 34* "*Interim Financial Reporting*" as endorsed and became effective by the FSC.

(2) Basis of preparation

The consolidated financial statements have been prepared on a historical cost basis, except for financial instruments that have been measured at fair value. The consolidated financial statements are expressed in thousands of New Taiwan Dollars ("NT\$") unless otherwise specified.

(3) Basis of consolidation

Preparation principle of consolidated financial statements

The same principles of consolidation have been applied in the Group's consolidated financial statements for the nine-month period ended September 30, 2024 as those applied in the Group's consolidated financial statements for the year ended December 31, 2023. For the principles of consolidation, please refer to the Group's consolidated financial statements for the year ended December 31, 2023.

The consolidated entities are listed as follows:

			Percent	age of Ow	nership	
Investor	Subsidiary	Business nature	Sep. 30,	Dec. 31,	Sep. 30,	
Ilivestoi	Substataty	Business nature	2024	2023	2023	
The	Bo Xin Health	Engaged in the business of	60.00%	60.00%	60.00%	
Company	Industry Incorporated	recreational sports and fitness				
		center and other sports services				

(4) Other Significant Accounting Policies

The same accounting policies of consolidation have been applied in the Group's consolidated financial statements for the nine-month period ended September 30, 2024 as those applied in the Group's consolidated financial statements for the year ended December 31, 2023. For the summary of significant accounting policies, please refer to the Group's consolidated financial statements for the year ended December 31, 2023.

5. SIGNIFICANT ACCOUNTING JUDGMENTS, ESTIMATES AND ASSUMPTIONS

The same significant accounting judgments, estimates and assmptions have been applied in the Group's consolidated financial statements for the nine-month period ended September 30, 2024 as those applied in the Group's consolidated financial statements for the year ended December 31, 2023. For significant accounting judgments, estimates and assmptions, please refer to the Group's consolidated financial statements for the year ended December 31, 2023.

(Expressed in Thousands of New Taiwan Dollars unless Otherwise Specified)

6. CONTENTS OF SIGNIFICANT ACCOUNTS

(1) Cash and cash equivalents

		As at	
	Sep. 30, 2024	Dec. 31, 2023	Sep. 30, 2023
Cash on hand	\$1,908	\$1,860	\$1,781
Bank deposit	684,705	850,778	716,247
Total	\$686,613	\$852,638	\$718,028
(2) Accounts receivable			
		As at	
	Sep. 30, 2024	Dec. 31, 2023	Sep. 30, 2023
Accounts receivable	\$69,880	\$54,949	\$57,203
Less: loss allowance			

Accounts receivable were not pledged.

Accounts receivable mainly from transactions with customers using credit cards as the payment method were not past due and not impairment based on collection from domestically well-known financial institutions with high-level credit ratings.

\$69,880

\$54,949

\$57,203

(3) Other financial assets, current

Total

	As at				
	Sep. 30, 2024	Dec. 31, 2023	Sep. 30, 2023		
Bank deposit	\$439,501	\$377,506	\$376,133		

The use of other financial assets are mainly restricted because they serve as contract performance guarantee for fitness center members. For the pledge, please refer to Note 8.

(4) Financial assets at fair value through other comprehensive income, non-current

	As at					
	Sep. 30, 2024	Dec. 31, 2023	Sep. 30, 2023			
Investments in equity instruments measured at						
fair value through other comprehensive income						
Unlisted companies stocks	\$104,964	\$4,844	\$4,844			

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

(5) Property, plant and equipment

	As at					
	Sep. 30, 2024	Dec. 31, 2023	Sep. 30, 2023			
Owner occupied property, plant and equipment	\$3,245,626	\$3,157,619	\$3,171,114			

						Construction in	
						progress and	
						equipment	
			Business	Leasehold	Other	awaiting	
_	Land	Buildings	facilities	improvements	equipment	examination	Total
Cost:							
As at Jan. 1, 2024	\$690,600	\$494,969	\$2,943,414	\$2,251,497	\$204,511	\$29,605	\$6,614,596
Additions	_	_	220,402	211,295	18,269	27,251	477,217
Disposals	_	_	(45,712)	(1,662)	(317)	_	(47,691)
Other (Note)	_	_	_	15,075	_	_	15,075
Transfers			10,979	1,575	2,925	(22,864)	(7,385)
As at Sep. 30, 2024	\$690,600	\$494,969	\$3,129,083	\$2,477,780	\$225,388	\$33,992	\$7,051,812
As at Jan. 1, 2023	\$690,600	\$494,969	\$2,724,934	\$2,044,570	\$179,972	\$15,207	\$6,150,252
Additions	_	_	203,175	181,210	20,943	13,583	418,911
Disposals	_	_	(25,999)	(25,653)	(333)	_	(51,985)
Other (Note)	_	_	_	10,857	_	_	10,857
Transfers			2,892	2,800		(8,239)	(2,547)
As at Sep. 30, 2023	\$690,600	\$494,969	\$2,905,002	\$2,213,784	\$200,582	\$20,551	\$6,525,488
Depreciation and impai	rment:						
As at Jan. 1, 2024	\$ -	(\$99,215)	(\$2,105,585)	(\$1,106,446)	(\$145,731)	\$ —	(\$3,456,977)
Depreciation	_	(12,587)	(223,894)	(141,958)	(18,461)	_	(396,900)
Disposals	_	_	45,712	1,662	317	_	47,691
Transfers			<u> </u>				
As at Sep. 30, 2024	\$-	(\$111,802)	(\$2,283,767)	(\$1,246,742)	(\$163,875)	\$-	(\$3,806,186)
As at Jan. 1, 2023	\$ -	(\$80,616)	(\$1,850,500)	(\$959,042)	(\$123,214)	\$ —	(\$3,013,372)
Depreciation	_	(14,404)	(221,085)	(133,817)	(16,911)	_	(386,217)
Disposals	_	_	23,863	21,040	312	_	45,215
Transfers							
As at Sep. 30, 2023	\$-	(\$95,020)	(\$2,047,722)	(\$1,071,819)	(\$139,813)	\$ —	(\$3,354,374)
_						-	
Net carrying amount:							
As at Sep. 30, 2024	\$690,600	\$383,167	\$845,316	\$1,231,038	\$61,513	\$33,992	\$3,245,626
As at Dec. 31, 2023	\$690,600	\$395,754	\$837,829	\$1,145,051	\$58,780	\$29,605	\$3,157,619
As at Sep. 30, 2023	\$690,600	\$399,949	\$857,280	\$1,141,965	\$60,769	\$20,551	\$3,171,114
=				=			

Note: Provision for decommissioning, restoration and rehabilitation costs.

Please refer to Note 8 for more details on property, plant and equipment under pledge.

(6) Intangible assets

	Computer		
	software	Franchise	Total
<u>Cost</u> :			
As at Jan. 1, 2024	\$58,269	\$6,786	\$65,05
Addition - acquired separately	10,173	_	10,17
Transfers	6,905		6,90
As at Sep. 30, 2024	\$75,347	\$6,786	\$82,13
As at Jan. 1, 2023	\$50,980	\$6,786	\$57,76
Addition - acquired separately	4,202	_	4,20
Derecognition	_	_	_
Transfers	2,547		2,54
As at Sep. 30, 2023	\$57,729	\$6,786	\$64,51
Amortization and impairment:			
As at Jan. 1, 2024	(\$14,874)	(\$1,060)	(\$15,934
Amortization	(5,319)	(636)	(5,955
Transfers			
As at Sep. 30, 2024	(\$20,193)	(\$1,696)	(\$21,889
As at Jan. 1, 2023	(\$9,035)	(\$212)	(\$9,247
Amortization	(4,397)	(636)	(5,033
Transfers	<u> </u>		<u> </u>
As at Sep. 30, 2023	(\$13,432)	(\$848)	(\$14,280
Net carrying amount:			
As at Sep. 30, 2024	\$55,154	\$5,090	\$60,244
As at Dec. 31, 2023	\$43,395	\$5,726	\$49,121
As at Sep. 30, 2023	\$44,297	\$5,938	\$50,235
Refundable deposits			
		As at	
	Sep. 30, 2024	Dec. 31, 2023	Sep. 30, 2023
Refundable deposits	\$146,450	\$141,613	\$140,57

(8) Other payables

		As at	
	Sep. 30, 2024	Dec. 31, 2023	Sep. 30, 2023
Accrued salaries and bonuses	\$149,917	\$120,839	\$115,305
Accrued labor and health insurance	32,989	29,699	29,177
Accrued employee compensation	9,117	4,501	2,366
Value added tax payable	23,435	35,372	18,926
Accrued franchises fees, current	900	900	900
Others	198,003	163,264	160,436
Total	\$414,361	\$354,575	\$327,110

(9) Financial liabilities at fair value through profit or loss

		As at	
	Sep. 30, 2024	Dec. 31, 2023	Sep. 30, 2023
Designated financial liabilities at			
fair value through profit or loss			
Derivatives not designated as			
hedging relationship			
Embedded derivative			
Convertible bonds	\$2,963	\$4,283	\$3,473
Current	\$2,963	\$-	\$-
Non-current	\$ —	\$4,283	\$3,473
)) Bonds payable		. ,	

(10

As at	
Dec. 31, 2023	Sep. 30, 2023
\$96,500	\$96,196
283,958	282,229
\$380,458	\$378,425
(96,500)	(96,196)
\$283,958	\$282,229
	Dec. 31, 2023 \$96,500 283,958 \$380,458 (96,500)

A. Domestic 2nd unsecured convertible bonds payable

	As at			
	Sep. 30, 2024	Dec. 31, 2023	Sep. 30, 2023	
Liability component:				
Principal amount	\$-	\$96,500	\$96,600	
Discounts on bonds payable			(404)	
Subtotal	_	96,500	96,196	
Less: current portion		(96,500)	(96,196)	
Net	<u>\$</u> —	<u>\$</u> —	<u>\$</u> —	
Embedded derivative	\$-	\$-	\$ -	
Equity component	\$-	\$2,858	\$2,860	

On January 6, 2021, the Company issued zero coupon domestic unsecured convertible bonds. The terms of the convertible bonds were evaluated to include a liability component, embedded derivatives (a call option and a put option) and an equity component (an option for conversion into issuer's common stocks). The terms of the bonds are as follows:

Issue Amount: NT\$400,000 thousand

Period: January 6, 2021 ~ January 6, 2024

Redemption Clauses and Terms of Put Option:

- a. The Company may redeem the bonds, from the day following the issuance of the full three months (April 7, 2021) to the forty days before the expiry of the issuance period (November 27, 2023), at the principal amount of the bonds by cash if the closing price of the Company's common stocks on TWSE for a period of 30 consecutive trading days, is at least 130% of the conversion price.
- b. The Company may redeem the bonds, in whole, at the principal amount if at least 90% in principal amount of the bonds has already been exchanged, redeemed, purchased or cancelled.
- c. The bondholders may request the Company to redeem all of or part of convertible bonds held by the bondholders at 102.01% of the par value of the bonds by November 27, 2022, which is 40 days before the put option date, January 6, 2023.

Terms of Exchange:

- a. Underlying Securities: Common stocks of the Company.
- b. Exchange Period: The bonds are exchangeable at any time on or after April 7, 2021 and prior to January 6, 2024 into common stocks of the Company.
- c. Conversion Price and Adjustment: The conversion price was originally NT\$155.8 per share. The conversion price will be subject to adjustments upon the occurrence of certain events set out in the indenture.
- d. Redemption on the Maturity Date: On the maturity date, the Company will redeem the bonds that remain outstanding at the principal amount.

The bonds already converted amounted to NT\$10,000 thousand, NT\$10,000 thousand and NT\$9,900 thousand as at September 30, 2024, December 31, 2023 and September 30, 2023.

As of the put option date January 6, 2023 for the convertible corporate bonds, the bondholders of the convertible corporate bonds exercised their put option, resulting in an amount of NT\$293,500 thousand.

As of the maturity date January 6, 2024 for the convertible corporate bonds, the Company redeemed in full at par value, resulting in an amount of NT\$96,500 thousand.

B. Domestic 3rd unsecured convertible bonds payable

_	As at			
_	Sep. 30, 2024	Dec. 31, 2023	Sep. 30, 2023	
Liability component:				
Principal amount	\$300,000	\$300,000	\$300,000	
Discounts on bonds payable	(10,793)	(16,042)	(17,771)	
Subtotal	289,207	283,958	282,229	
Less: current portion	(289,207)			
Net	\$-	\$283,958	\$282,229	
Embedded derivative	\$2,963	\$4,283	\$3,473	
Equity component	\$13,884	\$13,884	\$13,884	

(Expressed in Thousands of New Taiwan Dollars unless Otherwise Specified)

On April 14, 2023, the Company issued zero coupon domestic unsecured convertible

bonds. The terms of the convertible bonds were evaluated to include a liability component,

embedded derivatives (a call option and a put option) and an equity component (an option

for conversion into issuer's common stocks). The terms of the bonds are as follows:

Issue Amount: NT\$300,000 thousand

Period: April 14, 2023~April 14, 2026

Redemption Clauses and Terms of Put Option:

a. The Company may redeem the bonds, from the day following the issuance of the full

three months (July 15, 2023) to the forty days before the expiry of the issuance period

(March 5, 2026), at the principal amount of the bonds by cash if the closing price of the

Company's common stocks on TWSE for a period of 30 consecutive trading days, is at

least 130% of the conversion price.

b. The Company may redeem the bonds, in whole, at the principal amount if at least 90%

in principal amount of the bonds has already been exchanged, redeemed, purchased or

cancelled.

c. The bondholders may request the Company to redeem all of or part of convertible bonds

held by the bondholders at 102.01% of the par value of the bonds by March 5, 2025,

which is 40 days before the put option date, April 14, 2025.

Terms of Exchange:

a. Underlying Securities: Common stocks of the Company.

b. Exchange Period: The bonds are exchangeable at any time on or after July 15, 2023

and prior to April 14, 2026 into common stocks of the Company.

c. Conversion Price and Adjustment: The conversion price was originally NT\$150 per

share. The conversion price will be subject to adjustments upon the occurrence of

certain events set out in the indenture. The conversion price as of September 30, 2024

was NT\$145.90 per share.

d. Redemption on the Maturity Date: On the maturity date, the Company will redeem the

bonds that remain outstanding at the principal amount.

The bonds were not converted as at September 30, 2024.

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(11) Long-term loans

Details of long-term loans as at September 30, 2024, December 31, 2023 and September 30, 2023 were as follows:

	As at	
Lenders	Sep. 30, 2024	Maturity date and terms of repayment
Cathay United Bank - secured	\$123,084	Effective from July 22, 2016 to July 22, 2031, the principal
		and interest are repaid monthly.
Cathay United Bank - secured	15,000	Effective from June 1, 2022 to February 7, 2025, interest only
		payment for the first half year, and then the principal and
		interest are repaid monthly.
Cathay United Bank - secured	22,916	Effective from October 7, 2019 to October 7, 2026, the
		principal and interest are repaid monthly.
Cathay United Bank - secured	145,821	Effective from October 7, 2019 to October 7, 2026, interest
		only payment for the first two years, and then the principal
		and interest are repaid monthly.
E.SUN Commercial Bank -	175,099	Effective from December 27, 2021 to December 27, 2036,
secured		interest only payment for the first two years, and then the
		principal and interest are repaid monthly.
Shin Kong Bank - secured	121,214	Effective from December 29, 2021 to December 29, 2036, the
		principal and interest are repaid monthly.
E.SUN Commercial Bank -	116,766	Effective from November 3, 2020 to October 15, 2027,
unsecured		interest only payment for the first three years, and then the
		principal and interest are repaid monthly.
CTBC Bank - unsecured	42,828	Effective from November 3, 2020 to August 15, 2028, interest
		only payment for the first three years, and then the principal
		and interest are repaid monthly.
First Commercial Bank -	108,678	Effective from November 3, 2020 to October 15, 2030,
unsecured		interest only payment for the first three years, and then the
		principal and interest are repaid monthly.
Taichung Commercial Bank -	332	Effective from October 13, 2021 to October 13, 2024, the
unsecured		principal and interest are repaid monthly.
Subtotal	871,738	
Less: current portion	(162,104)	
Total	\$709,634	

	As at	
Lenders	Dec. 31, 2023	Maturity date and terms of repayment
Cathay United Bank - secured	\$136,594	Effective from July 22, 2016 to July 22, 2031, the principal
		and interest are repaid monthly.
Cathay United Bank - secured	30,000	Effective from June 1, 2022 to February 7, 2025, interest only
		payment for the first half year, and then the principal and
		interest are repaid monthly.
Cathay United Bank - secured	24,620	Effective from October 7, 2019 to October 7, 2026, the
		principal and interest are repaid monthly.
Cathay United Bank - secured	156,667	Effective from October 7, 2019 to October 7, 2026, interest
		only payment for the first two years, and then the principal
		and interest are repaid monthly.
E.SUN Commercial Bank -	185,820	Effective from December 27, 2021 to December 27, 2036,
secured		interest only payment for the first two years, and then the
		principal and interest are repaid monthly.
Shin Kong Bank - secured	127,668	Effective from December 29, 2021 to December 29, 2036, the
		principal and interest are repaid monthly.
Shin Kong Bank - secured	7,964	Effective from June 15, 2022 to June 15, 2029, the principal
		and interest are repaid monthly.
E.SUN Commercial Bank -	148,344	Effective from November 3, 2020 to October 15, 2027,
unsecured		interest only payment for the first three years, and then the
		principal and interest are repaid monthly.
CTBC Bank - unsecured	56,183	Effective from November 3, 2020 to August 15, 2028, interest
		only payment for the first three years, and then the principal
Ti . G	121.707	and interest are repaid monthly.
First Commercial Bank -	124,707	Effective from November 3, 2020 to October 15, 2030,
unsecured		interest only payment for the first three years, and then the
Land Dank of Tairren	0.064	principal and interest are repaid monthly.
Land Bank of Taiwan -	8,864	Effective from June 30, 2021 to June 30, 2024, interest only
unsecured		payment for the first year, and then the principal and interest
Bank of Taiwan - unsecured	11 274	are repaid monthly. Effective from August 25, 2021 to August 25, 2024 interest.
Dank of Talwan - unsecuted	11,274	Effective from August 25, 2021 to August 25, 2024, interest only payment for the first half year, and then the principal and
Taichung Commercial Bank -	3,289	interest are repaid monthly. Effective from October 13, 2021 to October 13, 2024, the
unsecured	3,209	principal and interest are repaid monthly.
Subtotal	1,021,994	principal and interest are repaid monthly.
Less: current portion	(186,110)	
Total	\$835,884	
10001	Ψ033,00+	•

(Expressed in Thousands of New Taiwan Dollars unless Otherwise Specified)

Maturity date and terms of repayment

As at Sep. 30, 2023

Lenders

	Sep. 30, 2024 1.375%~2.329	Dec. 31, 2023 Sep. 30, 2023
		As at
Total	\$879,145	-
Less: current portion	(178,897)	-
Subtotal	1,058,042	
unsecured		principal and interest are repaid monthly.
Taichung Commercial Ba	nk - 4,264	interest are repaid monthly. Effective from October 13, 2021 to October 13, 2024, the
Bank of Taiwan - unsecur	ed 15,501	Effective from August 25, 2021 to August 25, 2024, interest only payment for the first half year, and then the principal and
Land Bank of Taiwan - unsecured	12,633	Effective from June 30, 2021 to June 30, 2024, interest only payment for the first year, and then the principal and interest are repaid monthly.
First Commercial Bank - unsecured	126,040	Effective from November 3, 2020 to October 15, 2030, interest only payment for the first three years, and then the principal and interest are repaid monthly.
CTBC Bank - unsecured	60,650	principal and interest are repaid monthly. Effective from November 3, 2020 to August 15, 2028, interest only payment for the first three years, and then the principal and interest are repaid monthly.
E.SUN Commercial Bank unsecured	- 152,750	Effective from November 3, 2020 to October 15, 2027, interest only payment for the first three years, and then the
Shin Kong Bank - secured	8,304	Effective from June 15, 2022 to June 15, 2029, the principal and interest are repaid monthly.
Shin Kong Bank - secured	130,513	principal and interest are repaid monthly. Effective from December 29, 2021 to December 29, 2036, the principal and interest are repaid monthly.
E.SUN Commercial Bank secured	- 185,820	only payment for the first two years, and then the principal and interest are repaid monthly. Effective from December 27, 2021 to December 27, 2036, interest only payment for the first two years, and then the
Cathay United Bank - sec	ured 160,282	principal and interest are repaid monthly. Effective from October 7, 2019 to October 7, 2026, interest
Cathay United Bank - second	ured 25,188	and interest are repaid monthly. Effective from October 7, 2019 to October 7, 2026, the
Cathay United Bank - sec	ured 35,000	and interest are repaid monthly. Effective from June 1, 2022 to February 7, 2025, the principal
Cathay United Bank - sec	ured \$141,097	Effective from July 22, 2016 to July 22, 2031, the principal

Certain land and buildings are pledged as first priority security for secured bank loans with Cathay United Bank, E.SUN Commercial Bank and Shin Kong Bank, please refer to Note 8 for more details.

(Expressed in Thousands of New Taiwan Dollars unless Otherwise Specified)

(12) Post-employment benefits plan

The employee pension plan under the Labor Pension Act of the R.O.C. ("the Act") is a defined contribution plan. For the defined contribution plan, the Group will make monthly contributions of no less than 6% of the monthly wages of the employees. The Group has made monthly contributions of 6% based on each individual employee's salary or wage to employees' pension accounts subject to the plan.

Expenses under the defined contribution plan for the three-month and nine-month periods ended September 30, 2024 and 2023 were NT\$18,576 thousand and NT\$17,290 thousand, NT\$53,250 thousand and NT\$47,539 thousand, respectively.

(13) Provisions, non-current

	Decommissioning,
	restoration and
	rehabilitation costs
As at January 1, 2024	\$86,386
Arising during the period	15,075
Discount rate adjustment and unwinding of	
discount from the passage of time	636
As at September 30, 2024	\$102,097
	_
As at January 1, 2023	\$71,972
Arising during the period	10,857
Unused provision reversed	(541)
Discount rate adjustment and unwinding of	
discount from the passage of time	473
As at September 30, 2023	\$82,761

Decommissioning, restoration and rehabilitation costs

A provision has been recognized for decommissioning costs associated with the Group leasing the building for operating sports venues from the owner. The Group is committed to decommissioning the site as a result of the construction of the beginning of the lease.

(14) Equities

A. Common stock

The Company's authorized capital were all NT\$1,000,000 thousand as at September 30, 2024, December 31, 2023 and September 30, 2023, each at a par value of NT\$10. The Company has issued NT\$793,421 thousand, NT\$793,954 thousand and NT\$793,954 thousand as at September 30, 2024, December 31, 2023 and September 30, 2023, respectively.

The Company has redeemed 52 thousand shares of issued restricted stocks for employees for the nine-month periods ended September 30, 2024. As at September 30, 2024, 16 thousand shares of the above-mentioned, which were recorded as share capital pending retirement in the amount NT\$160 thousand, were not yet registered. The remaining shares have completed the registration of cancellation.

B. Capital surplus

		As at	
	Sep. 30, 2024	Dec. 31, 2023	Sep. 30, 2023
Employee stock option	\$47	\$47	\$47
Restricted stocks for employees	434,730	435,770	436,130
Additional paid-in capital from common stock	775	775	775
Due to recognition of equity			
component of convertible bonds			
issued	13,884	16,742	16,744
Additional paid-in capital from			
convertible bonds	317,449	377,449	377,354
Vested stock option	4,439	1,581	1,581
Others	8,692	8,692	8,692
Total	\$780,016	\$841,056	\$841,323

According to the Company Act, the capital reserve shall not be used except for making good the deficit of the company. When a company incurs no loss, it may distribute the capital reserves related to the income derived from the issuance of new shares at a premium or income from endowments received by the company. The distribution could be made in cash or in the form of dividend shares to its stockholders in proportion to the number of shares being held by each of them.

C. Treasury shares

The Company reacquired 2,000 thousand shares of its share for selling to employees, which was resolved by the Board of Directors on May 16, 2021. At the end of the repurchased period, the Company reacquired 20 thousand treasury shares, whose average price was NT\$140.06 per share, in total NT\$2,801 thousand. The treasury shares held by the Company were NT\$2,801 thousand and the number of shares were 20 thousand as at September 30, 2024, December 31, 2023 and September 30, 2023.

(Expressed in Thousands of New Taiwan Dollars unless Otherwise Specified)

D. Retained earnings and dividend policy

According to the Company's Articles of Incorporation, current year's earnings, if any, shall be distributed in the following order:

- a. Reserve for tax payments.
- b. Offset accumulated losses in previous years, if any.
- c. Legal reserve, which is 10% of leftover profits.
- d. Allocation or reverse of special reserves as required by other regulations or competent authorities.
- e. The remaining net profits and the retained earnings from previous years will be allocated as stockholders' dividend. The Board of Directors will prepare a distribution proposal and submit it to the stockholders' meeting for review and approval by a resolution.

To consider the Company's future capital requirements and interest of the stockholders' demand for cash inflows, after the annual accounts, if the Company has surpluses, the annual cash dividend will not be less than 10% of the total cash and stock dividends in the current year.

According to the Company Act, the company needs to set aside amount to legal reserve unless where such legal reserve amounts to the total authorized capital. The legal reserve can be used to make good the deficit of the company. When a company incurs no loss, it may distribute the portion of legal reserve which exceeds 25% of the paid-in capital by issuing new shares or by cash in proportion to the number of shares being held by each of the stockholders.

When the Company distributes distributable earnings, it shall set aside to special reserve, an amount equal to "other net deductions from stockholders' equity" for the current fiscal year, provided that if the Company has already set aside special reserve according to the requirements for the adoption of IFRS, it shall set aside supplemental special reserve based on the difference between the amount already set aside and other net deductions from stockholders' equity. For any subsequent reversal of other net deductions from stockholders' equity, the amount reversed may be distributed from the special reserve.

The distribution of earnings and dividends for 2023 and 2022 was resolved in the stockholders' meetings held on May 28, 2024 and May 31, 2023. The details of distribution are as follows:

_	Appropriation of earnings		Dividend per share (NT\$)	
_	2023 2022 202		2023(Note 1)	2022(Note 2)
Legal reserve	\$11,828	\$7,101	\$ —	-
(Reversal of) Special reserve	(\$1,112)	\$645	\$-	\$-
Cash dividend	\$107,567	\$63,264	\$1.36	\$0.80

(Expressed in Thousands of New Taiwan Dollars unless Otherwise Specified)

The Company resolved to distribute cash from capital surplus in the stockholders' meetings held on May 28, 2024 and May 31, 2023. The total amounts are both NT\$60,000 thousand, NT\$0.76 per share.

- Note 1: The Company bought back restricted stocks for employee departure and treasury shares, resulting in a decrease in the outstanding shares to 79,346 thousand shares.
- Note 2: The Company bought back restricted stocks for employee departure and treasury shares, resulting in a decrease in the outstanding shares to 79,375 thousand shares.

For information on the accrual basis of the employees' compensation and directors' remuneration and the actual distributions, please refer to Note 6(18) for details.

E. Non-controlling interests

	For the nine-month periods		
	ended September 30		
	2024 2023		
Beginning balance	\$9,018	\$9,937	
Profit attributable to non-controlling interests	2,207	1,000	
Change in non-controlling interests	(1,332)	(2,399)	
Ending balance	\$9,893	\$8,538	

(15) Share-based payment plans

A. Restricted stocks plan for employees

The Company issued restricted stocks for employees on October 7, 2016 at NT\$25 per share in the amount of NT\$15,670 thousand, totalling 1,567 thousand shares. The share price at grant date was NT\$101.50 per share. On January 25, 2017, the Company issued restricted stocks for employees at NT\$25 per share in the amount of NT\$880 thousand, totalling 88 thousand shares. The share price at grant date was NT\$81.80 per share. On January 2, 2018, the Company issued restricted stocks for employees at NT\$25 per share in the amount of NT\$3,900 thousand, totalling 390 thousand shares. The share price at grant date was NT\$161.00 per share. On April 30, 2019, the Company issued restricted stocks for employees at NT\$25 per share in the amount of NT\$3,800 thousand, totalling 380 thousand shares. The share price at grant date was NT\$199.00 per share. On October 7, 2022, the Company issued restricted stocks for employees at NT\$30 per share in the amount of NT\$20,000 thousand, totalling 2,000 thousand shares. The share price at grant date was NT\$117.50 per share.

Employees are entitled to 50%, 25%, and 25% of vested shares, respectively, upon reaching two, three, and four full years from being vested the restricted stocks for employees, provided they remain employed, their performance assessments have reached 3 points (included) or above, and during that period, they have not violated any laws, company service agreements and commitments, company work rules, code of conduct and business ethics, and other relevant regulations and agreements.

(Expressed in Thousands of New Taiwan Dollars unless Otherwise Specified)

Restrictions on the rights and vesting conditions of restricted stocks for employees are as follows:

- a. Employees who deliver the restricted stocks to the Trust Depository during the vesting period may not sell, pledge, transfer, give to another person, create any encumbrance on, or otherwise dispose of, the restricted employee shares, excluding inheritance.
- b. Stockholders' voting rights: They are executed by the Trust Depository according to relevant laws and regulations.
- c. During the vesting period, the rights of dividends and bonuses, but the dividends of 1,567 thousand shares issued on October 7, 2016 and 88 thousand shares issued on January 25, 2017 must be deposited in a security trust account. For those who do not conform to the vesting conditions, the cash dividends, stock dividends, and cash (stocks) allocated from the capital surplus are allocated to the Company, and the Company redeems the cash according to relevant regulations and cancels the shares according to law.
- B. For the three-month and nine-month periods ended September 30, 2024 and 2023, the Company incurred expenses of NT\$15,225 thousand, NT\$15,224 thousand, NT\$46,785 thousand for the share-based payment transactions, respectively.

(16) Operating revenues

	For the three-month periods		
	ended Septer	nber 30	
	2024	2023	
Revenue of Fitness and recreational sports services	\$806,687	\$663,120	
Revenue of Sports health services	494,627	433,980	
Revenue of Joining fees	29,913	29,623	
Others	13,920	9,739	
Total	1,345,147	1,136,462	
Less: sales return and sales discounts and allowances	(104)	(91)	
Net operating revenues	\$1,345,043	\$1,136,371	
	_		
	For the nine-mo	nth periods	
	ended Septer	nber 30	
	2024	2023	
Revenue of Fitness and recreational sports services	2024 \$2,268,604	2023 \$1,830,651	
Revenue of Fitness and recreational sports services Revenue of Sports health services			
-	\$2,268,604	\$1,830,651	
Revenue of Sports health services	\$2,268,604 1,373,148	\$1,830,651 1,206,437	
Revenue of Sports health services Revenue of Joining fees	\$2,268,604 1,373,148 89,466	\$1,830,651 1,206,437 88,642	
Revenue of Sports health services Revenue of Joining fees Others	\$2,268,604 1,373,148 89,466 33,393	\$1,830,651 1,206,437 88,642 25,431	
Revenue of Sports health services Revenue of Joining fees Others Total	\$2,268,604 1,373,148 89,466 33,393 3,764,611	\$1,830,651 1,206,437 88,642 25,431 3,151,161	

(Expressed in Thousands of New Taiwan Dollars unless Otherwise Specified)

Information on revenues from contracts with customers during the nine-month periods ended September 30, 2024 and 2023 are as follows:

A. Disaggregation of revenue - Operation department

	For the three-month periods		
	ended Septer	mber 30	
	2024	2023	
Sale of goods	\$7,289	\$6,682	
Rendering of services	1,326,898	1,118,651	
Others	10,856	11,038	
Total	\$1,345,043	\$1,136,371	
Timing of revenue recognition			
At a point in time	\$513,587	\$453,432	
Over time	831,456	682,939	
Total	\$1,345,043	\$1,136,371	
	For the nine-month periods ended September 30		
	2024	2023	
Sale of goods	\$18,585	\$17,583	
Rendering of services	3,718,085	3,105,565	
Others	27,587	27,591	
Total	\$3,764,257	\$3,150,739	
Timing of revenue recognition			
At a point in time	\$1,422,028	\$1,256,243	
Over time	2,342,229	1,894,496	
Total	\$3,764,257	\$3,150,739	

B. Contract balances

Contract liabilities, current

		As at	
	Sep. 30,	Dec. 31,	Sep. 30,
	2024	2023	2023
Rendering of services - Fitness	\$117,906	\$114,923	\$117,247
Rendering of services - Sports health etc.	727,819	596,544	577,464
Rendering of services - Joining fees (Initiation and			
processing fees included)	15,066	12,624	14,514
Rendering of services - Others	9,070	9,693	8,291
Total	\$ 869,861	\$733,784	\$717,516

(Expressed in Thousands of New Taiwan Dollars unless Otherwise Specified)

The significant changes in the Group's balances of contract liabilities for the nine-month periods ended September 30, 2024 and 2023 are as follows:

	For the nine-month periods		
_	ended September 30		
_	2024 2023		
Beginning balance	\$733,784	\$685,832	
The beginning balance transferred to revenue	(563,514)	(532,377)	
Increase in receipts in advance during the period			
(excluding the amount incurred and transferred to			
revenue during the period)	699,591	564,061	
Ending balance	\$869,861	\$717,516	

C. Transaction price allocated to unsatisfied performance obligations

The Group's transaction price allocated to unsatisfied performance obligations amounted to NT\$869,861 thousand and NT\$717,516 thousand as at September 30, 2024 and 2023, respectively. The Group will recognize revenue as the Group satisfies its performance obligations over time that aligns with progress toward completion of a contract in the future. The estimate of the transaction price does not include any estimated amounts of variable consideration that are constrained.

D. Assets recognized from costs to obtain or fulfil a contract

None.

(17) Leases

Group as a lessee

The Group leases various properties, including buildings and transportation equipment. The lease terms range from 2 to 24 years.

The Group's leases effect on the financial performance and cash flows are as follow:

A. Amounts recognized in the balance sheet

a. Right-of-use assets

The carrying amount of right-of-use assets

		As at	
	Sep. 30, 2024	Dec. 31, 2023	Sep. 30, 2023
Buildings	\$5,591,517	\$5,334,483	\$5,076,463
Transportation equipment	1,463	2,437	2,810
Total	\$5,592,980	\$5,336,920	\$5,079,273

(Expressed in Thousands of New Taiwan Dollars unless Otherwise Specified)

During the nine-month periods ended September 30, 2024 and 2023, the Group's additions to right-of-use assets amounted to NT\$628,715 thousand and NT\$705,599 thousand, respectively.

b. Lease liabilities

		As at			
	Sep. 30, 2024	Dec. 31, 2023	Sep. 30, 2023		
Lease liabilities	\$5,949,490	\$5,651,388	\$5,377,035		
Current	\$647,406	\$623,770	\$599,630		
Non-current	\$5,302,084	\$5,027,618	\$4,777,405		

Please refer to Note 6(19) finance costs for the interest on lease liabilities recognized during the nine-month periods ended September 30, 2024 and 2023 and refer to Note 12(5) liquidity risk management for the maturity analysis for lease liabilities as at September 30, 2024, December 31, 2023 and September 30, 2023.

B. Amounts recognized in the statement of profit or loss

Depreciation charge for right-of-use assets

	For the three-month periods			
	ended Septer	mber 30		
	2024	2023		
Buildings	\$153,474	\$143,584		
Transportation equipment	363 3			
Total	\$153,837 \$143			
	For the nine-month periods			
	ended Septer	mber 30		
	2024 2023			
Buildings	\$450,743	\$419,930		
Transportation equipment	1,103	1,040		
Total	\$451,846	\$420,970		

C. Income and costs relating to leasing activities

	For the three-month periods	
	ended September 30	
_	2024	2023
The expenses relating to short-term leases	\$1,234	\$2,888
The expenses relating to leases of low-value assets		
(not including the expenses relating to short-term		
leases of low-value assets)	\$920	\$967
(Income) from subleasing right-of-use assets	(\$2,169)	(\$2,987)

(Expressed in Thousands of New Taiwan Dollars unless Otherwise Specified)

	For the nine-month periods	
	ended September 30	
	2024	2023
The expenses relating to short-term leases	\$4,456	\$5,747
The expenses relating to leases of low-value assets		
(not including the expenses relating to short-term		
leases of low-value assets)	\$3,061	\$6,470
(Income) from subleasing right-of-use assets	(\$8,002)	(\$8,357)

D. Cash outflow relating to leasing activities

During the nine-month periods ended September 30, 2024 and 2023, the Group's total cash outflows for leases amounted to NT\$475,401 thousand and NT\$379,676 thousand, respectively.

E. Other information relating to leasing activities

Extension and termination options

Some of the Group's property rental agreements contain extension and termination options. In determining the lease terms, the non-cancellable period for which the Group has the right to use an underlying asset, together with both periods covered by an option to extend the lease if the Group is reasonably certain to exercise that option and periods covered by an option to terminate the lease if the Group is reasonably certain not to exercise that option. These options are used to maximize operational flexibility in terms of managing contracts. The majority of extension and termination options held are exercisable only by the Group. After the commencement date, the Group reassesses the lease term upon the occurrence of a significant event or a significant change in circumstances that is within the control of the lessee and affects whether the Group is reasonably certain to exercise an option not previously included in its determination of the lease term, or not to exercise an option previously included in its determination of the lease term.

(18) Summary statement of employee benefits, depreciation and amortization expenses by function is as follows:

	For the three-month periods ended September 30					
Function		2024			2023	
Nature	Operating costs	Operating expenses	Total	Operating costs	Operating expenses	Total
Employee benefits expense						
Salaries	\$535,502	42,758	\$578,260	\$464,336	40,923	\$505,259
Labor and health insurance	\$34,357	2,156	\$36,513	\$30,713	2,142	\$32,855
Pension	\$17,383	1,193	\$18,576	\$16,118	1,172	\$17,290
Directors' remuneration	\$31	1,982	\$2,013	\$-	814	\$814
Other employee benefits						
expense	\$2,500	805	\$3,305	\$2,125	188	\$2,313
Depreciation	\$283,082	4,171	\$287,253	\$268,815	4,406	\$273,221
Amortization	\$212	1,854	\$2,066	\$212	1,408	\$1,620

Fare	41	For the nine-month periods ended September 30					
Function		2024			2023		
Nature		Operating costs	Operating expenses	Total	Operating costs	Operating expenses	Total
Employee benefits expense							
Salaries		\$1,514,528	126,885	\$1,641,413	\$1,309,414	117,727	\$1,427,141
Labor and health insura	ance	\$98,710	6,538	\$105,248	\$87,297	6,304	\$93,601
Pension		\$49,627	3,623	\$53,250	\$44,111	3,428	\$47,539
Directors' remuneration	n	\$73	3,997	\$4,070	\$-	1,525	\$1,525
Other employee benefi	ts						
expense		\$21,590	1,284	\$22,874	\$17,885	410	\$18,295
Depreciation		\$835,885	12,861	\$848,746	\$794,179	13,008	\$807,187
Amortization		\$636	5,319	\$5,955	\$636	4,397	\$5,033

According to the Articles of Incorporation, no less than 1% of profit of the current year is distributable as employees' compensation and no more than 3% of profit of the current year is distributable as remuneration to directors. However, the Company's accumulated losses shall have been covered. The Company may, by a resolution adopted by a majority vote at a meeting of the Board of Directors attended by two-thirds of the total number of directors, have the profit distributable as employees' compensation in the form of shares or in cash; and in addition thereto a report of such distribution is submitted to the stockholders' meeting. Information on the Board of Directors' resolution regarding the employees' compensation and remuneration to directors can be obtained from the "Market Observation Post System (MOPS)" on the website of the TWSE.

The Company estimated the amounts of the employees' compensation and remuneration to directors for the nine-month periods ended September 30, 2024 and 2023 to be 3% and 0.75% of profit, respectively, under the salaries. As such, employees' compensation and remuneration to directors for the nine-month periods ended September 30, 2024 and 2023 amounted to NT\$9,045 thousand, NT\$2,261 thousand, NT\$2,334 thousand and NT\$584 thousand, respectively. If the Board of Directors resolves to distribute employees' compensation in the form of stocks, the number of stock distributed is calculated based on total employee compensation divided by the closing price of the day before the Board of Directors' meeting. If there is a difference between the estimated distribution and the actual distribution the Board of Directors resolved, the Group will recognize the change as an adjustment in the profit or loss in the subsequent year.

In the Board of Directors meeting held on March 12, 2024 and February 21, 2023, the Company resolved to distribute NT\$4,455 thousand, NT\$1,114 thousand and NT\$902 thousand and NT\$0 thousand in cash as employees' compensation and remuneration to directors of 2023 and 2022, respectively. No material differences existed between the estimated amount and the actual distribution of the employee compensation and remuneration to directors for the year of 2023 and 2022.

(19) Non-operating income and expenses

Δ	Interest	income
л.	Interest	IIICOIIIC

A.	Interest income			
		For the three-month periods		
		ended Septem	ended September 30	
		2024	2023	
	Financial assets at amortized cost - bank			
	deposits	\$1,532	\$874	
		For the nine-month periods		
		ended September 30		
		2024	2023	
	Financial assets at amortized cost - bank			
	deposits	\$6,581	\$3,934	
В.	Other income			
		For the three-month periods		
		ended Septem		
		2024	2023	
	Rental income	\$2,169	\$2,987	
	Others	9,299	12,720	
	Total	\$11,468	\$15,707	
		For the nine-month periods ended September 30		
		2024	2023	
	Rental income	\$8,002	\$8,357	
	Others	23,577	27,480	
	Total	\$31,579	\$35,837	
C.	Other gains and losses	T	.1	
		For the three-month periods ended September 30		
		2024	2023	
	(Loss) on disposal of property, plant and	2024	2023	
	equipment	\$ —	(\$5,905)	
	Gain (Loss) on financial assets at fair value		(1-9)	
	through profit or loss	2,670	(1,560)	
	Gain on disposal of investment	_	7,676	
	Lease modification benefits	2,234	1,158	
	Others	(14)	(63)	
	Total	\$4,890	\$1,306	

		For the nine-month periods		
	_	ended September 30		
		2024	2023	
	(Loss) on disposal of property, plant and			
	equipment	\$ —	(\$6,692)	
	Gain (Loss) on financial assets at fair value			
	through profit or loss	1,320	(11,648)	
	Gain on disposal of investment	_	7,676	
	Lease modification benefits	2,234	1,158	
	Others	(2,387)	(63)	
	Total	\$1,167	(\$9,569)	
	-		<u> </u>	
D.	Finance costs			
		For the three-month periods		
	_	ended September 30		
	_	2024	2023	
	Interest on loans from bank	\$4,327	\$4,332	
	Interest on lease liabilities	23,708	21,695	
	Interest on other non-current liabilities	20	23	
	Interest on bonds payable	1,760	2,121	
	Total interest expenses	29,815	28,171	
	Unwinding of discount on provisions	221	168	
	Total	\$30,036	\$28,339	
		For the nine-month periods ended September 30		
	_			
	_	2024	2023	
	Interest on loans from bank	\$12,604	\$13,239	
	Interest on lease liabilities	68,316	62,403	
	Interest on other non-current liabilities	63	71	
	Interest on bonds payable	5,249	4,707	
	Total interest expenses	86,232	80,420	
	Unwinding of discount on provisions	636	473	

\$86,868

\$80,893

Total

(20) Income tax

A. The major components of income tax expense (income) are as follows:

Income tax expense (income) recognized in profit or loss

	For the three-month periods ended September 30		
	2024	2023	
Current income tax expense:			
Current income tax charge	\$25,448	\$322	
Adjustment of current income tax from prior			
years in the current period	_	_	
Deferred tax (income) expense:			
Deferred tax (income) relating to origination			
and reversal of temporary differences	(340)	(632)	
Carry-back of losses		12,763	
Total income tax expense	\$25,108	\$12,453	
	For the nine-monent ended Septem	•	
_	2024	2023	
Current income tax expense:			
Current income tax charge	\$61,725	\$619	
Adjustment of current income tax from prior			
years in the current period	(2,592)	_	
Deferred tax (income) expense:			
Deferred tax (income) relating to origination			
and reversal of temporary differences	(1,007)	(1,875)	
Carry-back of losses	<u> </u>	18,334	
Total income tax expense	\$58,126	\$17,078	

B. The assessment of income tax returns

As of September 30, 2024, the assessment of the income tax returns of the Company and subsidiaries is as follows:

	The assessment of income tax returns
The Company	Assessed and approved up to 2022
Subsidiary - Bo Xin Health Industry Incorporated	Assessed and approved up to 2022

(21) Earnings per share

Basic earnings per share amounts are calculated by dividing net profit for the nine-month period attributable to common stockholders of the parent company by the weighted average number of common stocks outstanding during the nine-month period.

Diluted earnings per share amounts are calculated by dividing the net profit for the nine-month period attributable to common stockholders of the parent company by the weighted average number of common stocks outstanding during the nine-month period plus the weighted average number of common stocks that would be issued on conversion of all the dilutive potential common stocks into common stocks.

	For the three-month periods		
	ended Septemb	per 30	
	2024	2023	
Basic earnings per share			
Net income	\$94,912	\$51,454	
Weighted average number of common stocks			
outstanding for basic earnings per share (in			
thousands)	77,396	74,485	
Basic earnings per share (NT\$)	\$1.23	\$0.69	
Diluted earnings per share			
Net income	\$94,912	\$51,454	
Interest expense from convertible bonds	1,408	1,697	
Profit attributable to common stockholders of the	-		
Company after dilution	\$96,320	\$53,151	
Weighted average number of common stocks			
outstanding for basic earnings per share (in			
thousands)	77,396	74,485	
Effect of dilution:			
Employee compensation - stock (in thousands)	29	9	
Employee stock options (in thousands)	1,600	1,225	
Convertible bonds (in thousands)	2,020	2,705	
Weighted average number of common stocks			
outstanding after dilution (in thousands)	81,045	78,424	
Diluted earnings per share (NT\$)	\$1.19	\$0.68	

(Expressed in Thousands of New Taiwan Dollars unless Otherwise Specified)

	For the nine-month periods ended September 30		
	2024	2023	
Basic earnings per share			
Net income	\$233,520	\$57,645	
Weighted average number of common stocks			
outstanding for basic earnings per share (in			
thousands)	77,395	74,485	
Basic earnings per share (NT\$)	\$3.02	\$0.77	
Diluted earnings per share			
Net income	\$233,520	\$57,645	
Interest expense from convertible bonds	4,200	(Note)	
Profit attributable to common stockholders of the			
Company after dilution	\$237,720	\$57,645	
Weighted average number of common stocks			
outstanding for basic earnings per share (in			
thousands)	77,395	74,485	
Effect of dilution:			
Employee compensation - stock (in thousands)	72	18	
Employee stock options (in thousands)	1,590	1,225	
Convertible bonds (in thousands)	2,020	(Note)	
Weighted average number of common stocks			
outstanding after dilution (in thousands)	81,077	75,728	
Diluted earnings per share (NT\$)	\$2.93	\$0.76	

Note: Employee stock options and convertible bonds were anti-dilutive and excluded from the computation of diluted earnings per share.

There have been no other transactions involving common stocks or potential common stocks between the reporting date and the date of completion of the financial statements.

7. RELATED PARTY TRANSACTIONS

Information on the related parties that had transactions with the Group during the financial reporting period is as follows:

Name and nature of relationship of the related parties

Name of the related parties	Nature of relationship of the related parties			
Jiayong Investment Development Co., Ltd.	Director			
(Jiayong Inv.)				
All directors and vice presidents or above	Key management personnel			

(Expressed in Thousands of New Taiwan Dollars unless Otherwise Specified)

Significant related party transactions

(1) Rental income

	For the three-mo	onth periods	For the nine-month periods			
	ended Septe	mber 30	ended September 30			
	2024	2023	2024	2023		
Director	\$57	\$57	\$171	\$171		

The rental price to the above related parties was determined through mutual agreement based on the market rates. The payment terms from the related party are comparable with third party, with monthly payments.

(2) Key management personnel compensation

	For the three-n	nonth periods	For the nine-month periods		
	ended September 30		ended September 30		
	2024	2023	2024	2023	
Short-term employee benefits	\$6,693	\$6,680	\$18,196	\$19,106	
Post-employment benefits	202	229	616	669	
Share-based payment	3,882	4,065	11,707	12,441	
Total	\$10,777	\$10,974	\$30,519	\$32,216	

8. ASSETS PLEDGED AS COLLATERAL

The Group has the following assets as collateral:

	As at		
Sep. 30, 2024	Dec. 31, 2023	Sep. 30, 2023	Secured liabilities
			Long-term loans
\$1,070,666	\$1,082,607	\$1,086,587	
			Performance guarantee
439,501	377,506	376,133	of fitness center
\$1,510,167	\$1,460,113	\$1,462,720	
	\$1,070,666 439,501	Sep. 30, 2024 Dec. 31, 2023 \$1,070,666 \$1,082,607 439,501 377,506	Sep. 30, 2024 Dec. 31, 2023 Sep. 30, 2023 \$1,070,666 \$1,082,607 \$1,086,587 439,501 377,506 376,133

9. <u>SIGNIFICANT CONTINGENT LIABILITIES AND UNRECOGNIZED CONTRACTUAL COMMITMENTS</u>

- (1) As of September 30, 2024, the lease performance guarantee bills drawn by the Group for leasing sports venues amounted to NT\$41,958 thousand.
- (2) As of September 30, 2024, the total amount of the equipment and construction purchased under contracts was approximately NT\$240,819 thousand, including approximately NT\$162,381 thousand unpaid.

10. LOSSES DUE TO MAJOR DISASTER

None.

11. <u>SIGNIFICANT SUBSEQUENT EVENTS</u>

None.

12. OTHERS

(1) Categories of financial instruments

Financial Assets

	As at		
	Sep. 30,	Sep. 30, Dec. 31, S	
	2024	2023	2023
Financial assets at fair value through other			
comprehensive income	\$104,964	\$4,844	\$4,844
Financial assets at amortized cost			
Cash and cash equivalents (cash on hand			
excluded)	684,705	850,778	716,247
Notes and accounts receivable	69,907	54,949	57,312
Other receivables	3,933	6,165	4,236
Other financial assets, current	439,501	377,506	376,133
Refundable deposits	146,450	141,613	140,575
Subtotal	1,344,496	1,431,011	1,294,503
Total	\$1,449,460	\$1,435,855	\$1,299,347

Financial Liabilities

	As at		
	Sep. 30,	Dec. 31,	Sep. 30,
	2024	2023	2023
Financial liabilities at amortized cost			
Payables and other payables	\$447,689	\$415,687	\$398,913
Bonds payable (current portion included)	289,207	380,458	378,425
Long-term loans (current portion included)	871,738	1,021,994	1,058,042
Lease liabilities (current portion included)	5,949,490	5,651,388	5,377,035
Subtotal	\$7,558,124	\$7,469,527	\$7,212,415
Financial liabilities at fair value through profit or			
loss			
Embedded derivatives	2,963	4,283	3,473
Total	\$7,561,087	\$7,473,810	\$7,215,888

(2) Financial risk management objectives and policies

The Group's risk management objectives are to manage the market risk, credit risk and liquidity risk related to its operating activities. The Group identifies, measures and manages the aforementioned risks based on policy and risk preference.

The Group has followed the relevant regulations and established appropriate policies, procedures, and internal controls policies regarding financial risk management. According to the related rules and internal control policies, before the management team executes the significant financial activities, the proposal must be reviewed and resolved by the Board of Directors. When conducting financial management activities, the management team must comply with its financial risk management policies.

(3) Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risks comprise interest rate risk and other price risk (such as equity instruments).

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

(Expressed in Thousands of New Taiwan Dollars unless Otherwise Specified)

Interest rate risk

Interest rate risk is the risk that the fair value of future will fluctuate because of changes in market interest rates. The Group's exposure to the risk of changes in market interest rates relates primarily to its bank loans with fixed interest rates and variable interest rates.

The interest rate sensitivity analysis is performed on items exposed to interest rate risk as at the end of the reporting period, including loans with variable interest rates. At the reporting date, a change of 10 basis points of interest rate in a reporting period could cause the profit for the nine -month periods ended September 30, 2024 and 2023 to increase by NT\$252 thousand and NT\$34 thousand, respectively.

Equity price risk

The fair value of the Group's unlisted equity securities are susceptible to market price risk arising from uncertainties about future values of the investment securities. The equity securities held by the Group are unlisted equity securities, so they are measured at fair value through other comprehensive income.

The Group manages the equity price risk through diversification and placing limits on individual and total equity instruments. Reports on the equity portfolio are submitted to the Group's senior management on a regular basis. The Group's Board of Directors must review and approve all equity investment decisions.

(4) Credit risk management

Credit risk is the risk that a counterparty will not meet its obligations under a contract, leading to a financial loss. The Group is exposed to credit risk from operating activities (primarily for accounts receivable) and from its financing activities (primarily for bank deposits and other financial instruments).

The accounts receivable of the Group are mainly from transactions with customers using credit cards as the payment method. These receivables are mainly paid by domestically famous financial institutions, and the probability of occurrence of credit risk is extremely low, and the maximum amount of credit risk is its book value.

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

(5) Liquidity risk management

The Group's objective is to maintain flexibility through the use of cash and cash equivalents and bank loans. The table below summarizes the maturity profile of the Group's financial liabilities based on the contractual undiscounted payments and contractual maturity. The payment amount includes the contractual interest. The undiscounted payment relating to loans with variable interest rates is extrapolated based on the estimated interest rate yield curve as of the end of the reporting period.

(Expressed in Thousands of New Taiwan Dollars unless Otherwise Specified)

Non-derivative financial liabilities

	Less than			More than	
	1 year	2 to 3 years	4 to 5 years	6 years	Total
As at September 30, 2024					
Payables	\$447,689	_	_	_	\$447,689
Loans	\$172,056	385,525	124,245	246,117	\$927,943
Lease liabilities	\$647,446	1,246,022	1,120,795	3,613,924	\$6,628,187
Convertible bonds	\$300,000	_	_	_	\$300,000
As at December 31, 2023					
Payables	\$415,687	_	_	_	\$415,687
Loans	\$198,222	416,494	171,718	292,001	\$1,078,435
Lease liabilities	\$623,770	1,170,826	1,074,514	3,395,577	\$6,264,687
Convertible bonds	\$96,500	300,000	_	_	\$396,500
As at September 30, 2023					
Payables	\$398,913	_	_	_	\$398,913
Loans	\$191,172	434,073	188,209	303,227	\$1,116,681
Lease liabilities	\$599,630	1,128,990	1,028,262	3,201,666	\$5,958,548
Convertible bonds	\$96,600	300,000	_	_	\$396,600

Notes:

- 1. Including cash flows resulting from short-term leases or leases of low-value assets.
- 2. Information on the maturities of lease liabilities is provided in the table below:

	Maturities					
	Less than	2 to 5	6 to 10	11 to 15	More than	
	1 year	years	years	years	16 years	Total
As at September 30, 2024	\$647,446	2,366,817	1,958,711	1,009,026	646,187	\$6,628,187
As at December 31, 2023	\$623,770	2,245,340	1,931,568	908,581	555,428	\$6,264,687
As at September 30, 2023	\$599,630	2,157,252	1,808,209	874,335	519,122	\$5,958,548

(6) Fair value of financial instruments

A. The methods and assumptions applied in determining the fair value of financial instruments

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The following methods and assumptions were used by the Group to measure or disclose the fair value of financial assets and financial liabilities:

- a. The carrying amounts of cash and cash equivalents, accounts receivable, refundable deposits, other current assets, accounts payable and other current liabilities approximate their fair value due to their short maturities.
- b. For financial assets and financial liabilities traded in an active market with standard terms and conditions, their fair value is determined based on market quotation price (for example, listed equity securities, beneficiary certificates, bonds and futures, etc.).

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- c. Fair value of equity instruments without market quotations (for example, private placement of listed equity securities, unquoted public company and private company equity securities) is estimated using the market method valuation techniques based on parameters such as prices based on market transactions of equity instruments of identical or comparable entities and other relevant information (for example, inputs such as discount for lack of marketability, P/E ratio of similar entities and Price-Book ratio of similar entities).
- d. Fair value of debt instruments, bank loans, bonds payable and other non-current liabilities without market quotations is determined based on the counterparty prices or valuation method. The valuation method uses Discounted Cash Flow (DCF) method as a basis, and the assumptions such as the interest rate and discount rate are primarily based on relevant information of similar instrument (for example, yield curves published by the TPEx, average prices for Fixed Rate Commercial Paper published by Reuters and credit risk, etc.).
- e. The fair value of derivatives which are not options and without market quotations, is determined based on the counterparty prices or discounted cash flow analysis using interest rate yield curve for the contract period. The fair value of option-based derivative financial instruments is obtained using the counterparty prices or appropriate option pricing model (for example, Black-Scholes model) or other valuation method (for example, Monte Carlo Simulation).

B. Fair value of financial instruments measured at amortized cost

Other than cash and cash equivalents, accounts receivables, accounts payable and other current liabilities whose carrying amount approximate their fair value, the fair value of the Group's financial assets and financial liabilities measured at amortized cost is listed in the table below:

	Carrying amounts as at					
	Sep. 30, 2024	Dec. 31, 2023	Sep. 30, 2023			
Financial liabilities:						
Long-term loans (current portion included) Bonds payable (current portion	\$871,738	\$1,021,994	\$1,058,042			
included)	\$289,207	\$380,458	\$378,425			
		Fair value as at				
	Sep. 30, 2024	Dec. 31, 2023	Sep. 30, 2023			
Financial liabilities: Long-term loans (current						
portion included) Bonds payable (current portion	\$871,738	\$1,021,994	\$1,058,042			
included)	\$289,170	\$383,800	\$382,749			

C. Fair value hierarchy for financial instruments

Please refer to Note 12(8) for fair value hierarchy for financial instruments of the Group.

(Expressed in Thousands of New Taiwan Dollars unless Otherwise Specified)

(7) Reconciliation of liabilities arising from financing activities Reconciliation of liabilities for the nine-month period ended September 30, 2024:

				Total liabilities
				arising from
	Bonds payable	Long-term loans	Lease liabilities	financing activities
As at January 1, 2024	\$380,458	\$1,021,994	\$5,651,388	\$7,053,840
Cash flow	(96,500)	(150,256)	(475,886)	(722,642)
Non-cash movement	5,249	_	773,988	779,237
As at September 30, 2024	\$289,207	\$871,738	\$5,949,490	\$7,110,435

Reconciliation of liabilities for the nine-month period ended September 30, 2023:

				Total liabilities
				arising from
	Bonds payable	Long-term loans	Lease liabilities	financing activities
As at January 1, 2023	\$383,611	\$1,139,729	\$4,905,276	\$6,428,616
Cash flow	601	(81,687)	(375,816)	(456,902)
Non-cash movement	(5,787)	_	847,575	841,788
As at September 30, 2023	\$378,425	\$1,058,042	\$5,377,035	\$6,813,502

(8) Fair value hierarchy

A. The definition of fair value hierarchy

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1: Quoted (unadjusted) market prices in active markets for identical assets or liabilities that the entity can access at the measurement date.
- Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.
- Level 3: Unobservable inputs for the asset or liability.

For assets and liabilities that are recognized in the financial statements on a recurring basis, the Group determines whether transfers have occurred between Levels in the hierarchy by re-assessing categorization at the end of each reporting period.

B. Fair value hierarchy of the Group's assets and liabilities

The Group does not have assets that are measured at fair value on a non-recurring basis. Fair value hierarchy of the Group's assets and liabilities measured at fair value on a recurring basis is as follows:

(Expressed in Thousands of New Taiwan Dollars unless Otherwise Specified)

As at September 30, 2024:

	Level 1	Level 2	Level 3	Total
Assets measured at fair value: Measured at fair value through other comprehensive income Investments in equity instruments measured at fair value through other comprehensive income	\$ -	\$ -	\$104,964	\$104,964
Liabilities measured at fair value: Financial liabilities at fair value through profit or loss Embedded derivatives	\$ -	\$-	\$2,963	\$2,963
As at December 31, 2023:				
	Level 1	Level 2	Level 3	Total
Assets measured at fair value: Measured at fair value through other comprehensive income Investments in equity instruments measured at fair value through other comprehensive income	\$ —	\$-	\$4,844	\$4,844
Liabilities measured at fair value: Financial liabilities at fair value through profit or loss Embedded derivatives	\$-	\$ -	\$4,283	\$4,283
As at September 30, 2023:				
	Level 1	Level 2	Level 3	Total
Assets measured at fair value: Measured at fair value through other comprehensive income Investments in equity instruments measured at fair value through other comprehensive income	\$ -	\$ -	\$4,844	\$4,844
Liabilities measured at fair value: Financial liabilities at fair value through profit or loss Embedded derivatives	\$ -	\$ -	\$3,473	\$3,473

(Expressed in Thousands of New Taiwan Dollars unless Otherwise Specified)

Transfers between Level 1 and Level 2

For the nine-month periods ended September 30, 2024 and 2023, there were no transfers between Level 1 and Level 2 for assets or liabilities measured at fair value on a recurring basis.

The details of changes in Level 3 of the repeatability fair value hierarchy

The reconciliation of the assets and liabilities at fair value, which are measured in Level 3 of the repeatability fair value hierarchy, from the beginning to the end of the period, is as follows:

	Assets	Liabilities
	At fair value	At fair value
	through other	through profit or
	comprehensive	loss
	income	
	Equity instruments	Derivative
As at January 1, 2024	\$4,844	(\$4,283)
Total gains recognized for the nine-month		
period ended September 30, 2024:		
Amount recognized in profit (presented in		
"Other gains or losses")	_	1,320
Acquisition and issue of 2024	100,120	
As at September 30, 2024	\$104,964	(\$2,963)
	Assets	Liabilities
	At fair value	At fair value
	through other	through profit or
	comprehensive	loss
	income	
	Equity instruments	Derivative
As at January 1, 2023	\$20,389	(\$435)
Total gains (losses) recognized for the nine-		
month period ended September 30, 2023:		
Amount recognized in profit (loss)		
(presented in "Other gains or losses")	7,676	(11,648)
Acquisition and issue of 2023	_	(2,093)
Depreciation and pay off of 2023	(23,221)	10,703
As at September 30, 2023	\$4,844	(\$3,473)
		·

Total gains and losses recognized in profit or (loss) for the nine-month periods ended September 30, 2024 and 2023 in the table above contain gains and (losses) related to liabilities on hand as at September 30, 2024 and 2023 in the amount of NT\$1,320 thousand and (NT\$3,972) thousand, respectively.

(Expressed in Thousands of New Taiwan Dollars unless Otherwise Specified)

Information on significant unobservable inputs to valuation

Description of significant unobservable inputs to valuation of recurring fair value measurements categorized within Level 3 of the fair value hierarchy is as follows:

As at September 30, 2024:

1	Valuation techniques	Significant unobservable inputs	Quantitative information	Relationship between inputs and fair value	Sensitivity of the input to fair value
Financial liabilities: At fair value through profit or loss Embedded derivatives in convertible bonds	Binomial tree valuation model	Volatility	28.22%	The higher the volatility, the higher the fair value of the embedded derivatives	The volatility increases or decreases by 5%, and the Company's profit and loss will increase by NT\$180 thousand or decrease NT\$270 thousand, respectively.
As at December 3	1, 2023:				
	Valuation techniques	Significant unobservable inputs	Quantitative information	Relationship between inputs and fair value	Sensitivity of the input to fair value
Financial liabilities: At fair value through profit or loss Embedded derivatives in convertible bonds	Binomial tree valuation model	Volatility	26.16%	The higher the volatility, the higher the fair value of the embedded derivatives	The volatility increases or decreases by 5%, and the Company's profit and loss will increase by NT\$160 thousand or decrease NT\$240 thousand, respectively.
As at September 3	30, 2023:				
Financial liabilities:	Valuation techniques	Significant unobservable inputs	Quantitative information	Relationship between inputs and fair value	Sensitivity of the input to fair value
At fair value through profit or loss Embedded derivatives in convertible bonds	Binomial tree valuation model	Volatility	30.63%	The higher the volatility, the higher the fair value of the embedded derivatives	The volatility increases or decreases by 5%, and the Company's profit and loss will increase by NT\$80 thousand or decrease NT\$110 thousand, respectively.

(Expressed in Thousands of New Taiwan Dollars unless Otherwise Specified)

(9) Capital management

The primary objective of the Group's capital management is to ensure that it maintains a strong credit rating and healthy capital ratios to support its business and maximize the stockholders' value. The Group manages its capital structure and makes adjustment to it. In light of changes in economic conditions, the Group may adjust the dividend payment to stockholders, return capital to stockholders or issue new shares.

13. <u>ADDITIONAL DISCLOSURES</u>

- (1) Information on significant transactions and reinvestments
 - A. Financing provided to others for the nine-month period ended September 30, 2024: None.
 - B. Endorsement/Guarantee provided to others for the nine-month period ended September 30, 2024: None.
 - C. Securities held as at September 30, 2024: Please refer to Attachment 1.
 - D. Individual securities acquired or disposed of with accumulated amount exceeding the lower of NT\$300 million or 20 percent of the capital stock for the nine-month period ended September 30, 2024: None.
 - E. Acquisition of individual real estate with amount exceeding the lower of NT\$300 million or 20 percent of the capital stock for the nine-month period ended September 30, 2024: None.
 - F. Disposal of individual real estate with amount exceeding the lower of NT\$300 million or 20 percent of the capital stock for the nine-month period ended September 30, 2024: None.
 - G. Related party transactions for purchases and sales amounts exceeding the lower of NT\$100 million or 20 percent of the capital stock for the nine-month period ended September 30, 2024: None.
 - H. Receivables from related parties with amounts exceeding the lower of NT\$100 million or 20 percent of the capital stock for the nine-month period ended September 30, 2024: None.
 - I. Investees over whom the Group exercises significant influence or control directly or indirectly (excluding investment in mainland China): Please refer to Attachment 2.
 - J. Financial instruments and derivative transactions: None.
 - K. Other: Intercompany relationships and significant intercompany transactions for the ninemonth period ended September 30, 2024: None.
- (2) Information on investments in mainland China: Not applicable.
- (3) Information on major stockholders: Please refer to Attachment 3.

14. SEGMENT INFORMATION

The Group is engaged in the business of recreational sports and fitness centers. The services it provides are all related to recreational sports and fitness. Therefore, it is considered as a single operating department.

Regional information

The Group operates mainly in Taiwan.

Important customer information

For the nine-month periods ended September 30, 2024 and 2023, there was no income from a single customer that exceeded 10% of the Group's total revenue.

(Expressed in Thousands of New Taiwan Dollars unless Otherwise Specified)

ATTACHMENT 1

Securities held as at September 30, 2024 (Excluding subsidiaries, associates and joint ventures):

(in Thousands of New Taiwan Dollars)

				As at September 30, 2024				
Securities held by	Marketable securities (Note 1)	Relationship with the securities issuer	General ledger account	Number of shares (in thousands)	Carrying amount (Note 2)	Percentage of ownership (%)	Fair value	Note
Power Wind Health Industry Incorporated	Taroko Development Corporation	-	Financial assets at fair value through other comprehensive income, non-current	900	\$4,844	0.55	\$4,844	
Power Wind Health Industry Incorporated	TAROKO US CORPORATION	-	Financial assets at fair value through other comprehensive income, non-current	28	\$100,120	15.00	\$100,120	

Note 1: Marketable securities refer to stocks, bonds, beneficiary certificates and other related derivative securities within the scope of *IFRS 9 "Financial Instruments."*

Note 2: Fill in the amount after adjusted at fair value and deducted by accumulated impairment for the marketable securities measured at fair value.

(Expressed in Thousands of New Taiwan Dollars unless Otherwise Specified)

ATTACHMENT 2

Names, locations and related information of investee companies (Excluding investment in mainland China):

(in Thousands of New Taiwan Dollars)

				Initial investment Investment as		nt as at September 30, 2024		Net income of	Investment		
Investor company	Investee company	Location	Main businesses and products	Ending balance	Beginning balance	Number of shares (in thousands)	Percentage of ownership (%)	Carrying amount	investee company	income recognized	Note
Power Wind Health Industry Incorporated	Bo Xin Health Industry Incorporated	Taipei City	Engaged in the business of recreational sports, fitness center and other sports services	\$9,000	\$9,000	900	60.00	\$14,840	\$5,518	\$3,311	Note

Note: Aforementioned investment has been written off when preparing the consolidated financial statements.

(Expressed in Thousands of New Taiwan Dollars unless Otherwise Specified)

ATTACHMENT 3

Information on major stockholders:

Name (Note)	Shares				
Name (Note)	Number of shares (shares)	Percentage of ownership (%)			
Jiayong Investment Development Co., Ltd.	21,751,989	27.41			
Yu, Zong-Jing	4,980,839	6.27			
Chen, Shang-Yih	4,220,895	5.31			

Note: Major stockholders refer to stockholders' percentage of ownership of 5% or above.