

**Yulon Nissan Motor Company, Ltd.**

**Financial Statements for the  
Years Ended December 31, 2016 and 2015 and  
Independent Auditors' Report**

## **INDEPENDENT AUDITORS' REPORT**

The Board of Directors and Stockholders  
Yulon Nissan Motor Company, Ltd.

### **Opinion**

We have audited the accompanying financial statements of Yulon Nissan Motor Company, Ltd. (the Company), which comprise the balance sheets as of December 31, 2016 and 2015, and the statements of comprehensive income, changes in equity and cash flows for the years then ended, and the notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2016 and 2015, and its financial performance and its cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

### **Basis for Opinion**

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

### **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements for the year ended December 31, 2016. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

#### Depreciation of Molds and Dies

In the application of IAS 16 "Property, Plant and Equipment", the depreciable amount of an asset should be allocated on a systematic basis over its useful life. The Company depreciates molds and dies on the basis of unit of production method and examines the estimated units sold of each model according to the changes of market semiannually for a basis to calculate amounts allocated to each mold and die. Depreciation of molds and dies in 2016 was \$412,271 thousand. The amount of depreciation of molds and dies is significant and estimates of units sold are highly dependent on management's judgment. Therefore, the depreciation of molds and dies is considered to be a key audit matter.

The related accounting policy and critical accounting judgements are disclosed in Notes 4 and 5 to the financial statements, respectively; the related amounts are disclosed in Note 11 to the financial statements.

We obtained the information and documents regarding the estimated number of units of future sales by each model from management, and assessed the rationality and reliability of the supporting information. In addition, we sampled the transactions of molds and dies to verify original documents and cash flows and performed procedures such as field inventory and confirmation. Besides, we recalculated the amount of depreciation of molds and dies on the basis of estimated production volume in order to assess rationality of calculated depreciation and accuracy of carrying amount.

Moreover, we compared whether there was a significant difference between the amended estimated number of units of future sales used in the financial statement last year and the actual sales units, so as to evaluate the appropriateness of the management's estimation.

#### Provision for Warranty

According to IAS 37 "Provisions, Contingent Liabilities and Contingent Assets", provisions are recognized at the best estimate of the expenditure required to settle the present obligation at the end of the reporting date. The provision for warranty is calculated on the basis of estimate of quarterly warranty expenditure per car and estimated units subject to warranty during the future warranty period. The estimate of quarterly warranty expenditure per car is calculated based on average of actual warranty expense in the past and estimated number of units of cars subject to warranty at the end of every quarter. As of December 31, 2016, the carrying amount of provision for warranty was \$136,731 thousand. Due to the management's use of judgments in estimating the number of units of cars subject to warranty, warranty provision recognized is considered to be a key audit matter.

The related accounting policy and critical accounting judgements are disclosed in Notes 4 and 5 to the financial statements, respectively; the related amounts are disclosed in Note 16 to the financial statements.

We obtained from management the information and documents regarding the estimated number of units of cars subject to warranty during warranty period from management, and assessed the rationality and reliability of the supporting information. In addition, we sampled the ledgers of actual warranty expenditure this year to verify original documents and cash flows and we recalculated the amount that should be of provision for warranty according to the warranty policy.

Moreover, we compared whether there was a significant difference between the estimated number of units of cars subject to warranty used in the financial statements last year and the actual units of cars subject to warranty, so as to evaluate the appropriateness of the management's estimation.

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

Management is responsible for the preparation and fair presentation of the financial statements in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

Those charged with governance, including independent directors and supervisors, are responsible for overseeing the Company's financial reporting process.

### **Auditors' Responsibilities for the Audit of the Financial Statements**

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

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

1. Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the financial statements. We are responsible for the direction, supervision and performance of the audit. We remain solely responsible for our audit opinion.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements for the year ended December 31, 2016 and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditors' report is Wan-I Liao.

Deloitte & Touche  
Taipei, Taiwan  
Republic of China

March 27, 2017

#### Notice to Readers

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

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

# YULON NISSAN MOTOR COMPANY, LTD.

## BALANCE SHEETS

DECEMBER 31, 2016 AND 2015

(In Thousands of New Taiwan Dollars, Except Par Value)

| ASSETS   | 2016          |     | 2015          |     |
|--|---------------|-----|---------------|-----|
|  | Amount        | %   | Amount        | %   |
| CURRENT ASSETS   |               |     |               |     |
| Cash and cash equivalents (Note 6)   | \$ 9,268,414  | 31  | \$ 8,363,612  | 27  |
| Financial assets at fair value through profit or loss (Notes 4 and 7)  | 2,275,103     | 8   | 1,491,543     | 5   |
| Notes receivable - related parties (Notes 4 and 27)  | 4,174         | -   | 6,139         | -   |
| Trade receivables (Notes 4 and 8)  | 40,532        | -   | 70,932        | -   |
| Trade receivables - related parties (Notes 4 and 27)   | 545,098       | 2   | 483,892       | 2   |
| Other receivables (Notes 4 and 8)  | 57,311        | -   | 38,469        | -   |
| Inventories (Notes 4 and 9)  | 2,509         | -   | 3,020         | -   |
| Prepayments (Note 27)  | 15,853        | -   | 15,906        | -   |
| Total current assets   | 12,208,994    | 41  | 10,473,513    | 34  |
| NON-CURRENT ASSETS   |               |     |               |     |
| Investments accounted for using equity method (Notes 4 and 10)   | 15,281,346    | 51  | 18,175,364    | 58  |
| Property, plant and equipment (Notes 4, 11 and 27)   | 1,703,040     | 6   | 1,936,231     | 6   |
| Computer software (Notes 4 and 12)   | 17,407        | -   | 14,330        | -   |
| Deferred tax assets (Notes 4 and 21)   | 128,364       | 1   | 152,728       | 1   |
| Other non-current assets (Notes 13 and 27)   | 387,771       | 1   | 408,397       | 1   |
| Total non-current assets   | 17,517,928    | 59  | 20,687,050    | 66  |
| TOTAL  | \$ 29,726,922 | 100 | \$ 31,160,563 | 100 |
| LIABILITIES AND EQUITY   |               |     |               |     |
| CURRENT LIABILITIES  |               |     |               |     |
| Short-term borrowings (Note 14)  | \$ 3,630,000  | 12  | \$ 3,630,000  | 12  |
| Notes payable  | -             | -   | 243,000       | 1   |
| Notes payable - related parties (Note 27)  | 1,536         | -   | -             | -   |
| Trade payables   | 33,967        | -   | 53,973        | -   |
| Trade payables - related parties (Note 27)   | 1,083,176     | 4   | 1,178,190     | 4   |
| Other payables (Note 15)   | 886,241       | 3   | 901,930       | 3   |
| Current tax liabilities (Notes 4 and 21)   | 452,079       | 1   | 747,255       | 2   |
| Provisions (Notes 4, 5 and 16)   | 196,036       | 1   | 202,844       | 1   |
| Other current liabilities (Notes 17 and 27)  | 27,730        | -   | 31,432        | -   |
| Total current liabilities  | 6,310,765     | 21  | 6,988,624     | 23  |
| NON-CURRENT LIABILITIES  |               |     |               |     |
| Provisions (Notes 4, 5 and 16)   | 65,387        | -   | 43,706        | -   |
| Net defined benefit liabilities (Notes 4 and 18)   | 441,009       | 2   | 573,363       | 2   |
| Deferred tax liabilities (Notes 4 and 21)  | 1,315,478     | 4   | 1,599,692     | 5   |
| Other non-current liabilities (Notes 17 and 27)  | 39,940        | -   | -             | -   |
| Total non-current liabilities  | 1,861,814     | 6   | 2,216,761     | 7   |
| Total liabilities  | 8,172,579     | 27  | 9,205,385     | 30  |
| EQUITY   |               |     |               |     |
| Capital stock - NT\$10 par value; authorized - 600,000 thousand shares; issued and outstanding - 300,000 thousand shares | 3,000,000     | 10  | 3,000,000     | 9   |
| Capital surplus  | 6,129,405     | 21  | 6,129,405     | 20  |
| Retained earnings  |               |     |               |     |
| Legal reserve  | 4,056,853     | 14  | 3,640,263     | 12  |
| Special reserve  | 788,877       | 3   | 788,877       | 2   |
| Unappropriated earnings  | 7,541,356     | 25  | 7,094,172     | 23  |
| Total retained earnings  | 12,387,086    | 42  | 11,523,312    | 37  |
| Other equity   | 37,852        | -   | 1,302,461     | 4   |
| Total equity   | 21,554,343    | 73  | 21,955,178    | 70  |
| TOTAL  | \$ 29,726,922 | 100 | \$ 31,160,563 | 100 |

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

# YULON NISSAN MOTOR COMPANY, LTD.

## STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2016 AND 2015 (In Thousands of New Taiwan Dollars, Except Earnings Per Share)

|   | 2016              |           | 2015              |           |
|---|-------------------|-----------|-------------------|-----------|
|   | Amount            | %         | Amount            | %         |
| OPERATING REVENUE (Note 27)   |                   |           |                   |           |
| Sales (Note 4)  | \$ 34,792,566     | 100       | \$ 33,155,124     | 100       |
| Service revenue (Note 4)  | 6,173             | -         | 11,646            | -         |
| Other operating revenue   | <u>61,707</u>     | <u>-</u>  | <u>51,624</u>     | <u>-</u>  |
| Total operating revenue   | 34,860,446        | 100       | 33,218,394        | 100       |
| OPERATING COSTS   |                   |           |                   |           |
| Cost of goods sold (Notes 9, 20 and 27)                               | <u>29,813,797</u> | <u>86</u> | <u>27,913,181</u> | <u>84</u> |
| GROSS PROFIT  | <u>5,046,649</u>  | <u>14</u> | <u>5,305,213</u>  | <u>16</u> |
| OPERATING EXPENSES (Notes 18, 20 and 27)                              |                   |           |                   |           |
| Selling and marketing expenses  | 2,938,452         | 8         | 3,130,745         | 9         |
| General and administrative expenses                                   | 372,841           | 1         | 399,943           | 1         |
| Research and development expenses                                     | <u>525,674</u>    | <u>2</u>  | <u>516,723</u>    | <u>2</u>  |
| Total operating expenses  | <u>3,836,967</u>  | <u>11</u> | <u>4,047,411</u>  | <u>12</u> |
| OTHER OPERATING INCOME AND EXPENSES<br>(Notes 20 and 27)              | <u>14,581</u>     | <u>-</u>  | <u>(1,486)</u>    | <u>-</u>  |
| PROFIT FROM OPERATIONS  | <u>1,224,263</u>  | <u>3</u>  | <u>1,256,316</u>  | <u>4</u>  |
| NON-OPERATING INCOME AND EXPENSES                                     |                   |           |                   |           |
| Share of profit of subsidiary   | 4,536,994         | 13        | 3,866,456         | 11        |
| Interest income (Note 4)  | 65,702            | -         | 219,540           | 1         |
| Gain on financial assets at fair value through profit<br>or loss, net | 10,103            | -         | 11,333            | -         |
| Other revenue (Note 27)   | 1,521             | -         | 1,871             | -         |
| Net foreign exchange loss (Note 20)                                   | (180,828)         | -         | (301,141)         | (1)       |
| Interest expenses (Note 27)   | (34,726)          | -         | (36,636)          | -         |
| (Loss) gain on disposal of investment, net (Note 20)                  | (19,444)          | -         | 1,866             | -         |
| Overseas business expenses (Note 27)                                  | (13,259)          | -         | (14,710)          | -         |
| Other losses (Note 27)  | <u>(4,222)</u>    | <u>-</u>  | <u>(5,208)</u>    | <u>-</u>  |
| Total non-operating income and expenses                               | <u>4,361,841</u>  | <u>13</u> | <u>3,743,371</u>  | <u>11</u> |
| PROFIT BEFORE INCOME TAX  | 5,586,104         | 16        | 4,999,687         | 15        |
| INCOME TAX EXPENSES (Notes 4 and 21)                                  | <u>955,489</u>    | <u>3</u>  | <u>833,786</u>    | <u>3</u>  |
| NET PROFIT FOR THE YEAR   | <u>4,630,615</u>  | <u>13</u> | <u>4,165,901</u>  | <u>12</u> |

(Continued)

# YULON NISSAN MOTOR COMPANY, LTD.

## STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2016 AND 2015 (In Thousands of New Taiwan Dollars, Except Earnings Per Share)

|  | 2016                |            | 2015                |           |
|--|---------------------|------------|---------------------|-----------|
|  | Amount              | %          | Amount              | %         |
| OTHER COMPREHENSIVE INCOME   |                     |            |                     |           |
| Items that will not be reclassified subsequently to profit or loss:  |                     |            |                     |           |
| Remeasurement of defined benefit plans (Note 18)   | \$ (20,226)         | -          | \$ (31,951)         | -         |
| Share of the other comprehensive (loss) income of subsidiaries accounted for using equity method           | (64)                | -          | (334)               | -         |
| Income tax relating to items that will not be reclassified subsequently to profit or loss (Notes 4 and 21) | <u>3,449</u>        | <u>-</u>   | <u>5,488</u>        | <u>-</u>  |
|  | <u>(16,841)</u>     | <u>-</u>   | <u>(26,797)</u>     | <u>-</u>  |
| Items that may be reclassified subsequently to profit or loss:   |                     |            |                     |           |
| Exchange differences on translating foreign operations   | <u>(1,264,609)</u>  | <u>(3)</u> | <u>(114,438)</u>    | <u>-</u>  |
| Other comprehensive income for the year, net of income tax   | <u>(1,281,450)</u>  | <u>(3)</u> | <u>(141,235)</u>    | <u>-</u>  |
| TOTAL COMPREHENSIVE INCOME FOR THE YEAR  | <u>\$ 3,349,165</u> | <u>10</u>  | <u>\$ 4,024,666</u> | <u>12</u> |
| EARNINGS PER SHARE (Note 22)   |                     |            |                     |           |
| Basic  | <u>\$15.44</u>      |            | <u>\$13.89</u>      |           |
| Diluted  | <u>\$15.43</u>      |            | <u>\$13.88</u>      |           |

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

(Concluded)



# YULON NISSAN MOTOR COMPANY, LTD.

## STATEMENTS OF CHANGES IN EQUITY FOR THE YEARS ENDED DECEMBER 31, 2016 AND 2015 (In Thousands of New Taiwan Dollars, Except Cash Dividends Per Share)

|  | Capital Stock       | Capital Surplus<br>(Note 19) | Retained Earnings (Notes 19 and 21) |                   |                            | Other Equity<br>Exchange<br>Differences on<br>Translating<br>Foreign Operations | Total Equity         |
|--|---------------------|------------------------------|-------------------------------------|-------------------|----------------------------|---|----------------------|
|  |                     |                              | Legal Reserve                       | Special Reserve   | Unappropriated<br>Earnings |   |                      |
| BALANCE AT JANUARY 1, 2015   | <u>\$ 3,000,000</u> | <u>\$ 6,129,405</u>          | <u>\$ 2,987,887</u>                 | <u>\$ 788,877</u> | <u>\$ 12,607,444</u>       | <u>\$ 1,416,899</u>   | <u>\$ 26,930,512</u> |
| Appropriation of 2014 earnings   |                     |                              |                                     |                   |                            |   |                      |
| Legal reserve  | -                   | -                            | 652,376                             | -                 | (652,376)                  | -   | -                    |
| Cash dividend distributed by the Company - \$30 per share                          | <u>-</u>            | <u>-</u>                     | <u>-</u>                            | <u>-</u>          | <u>(9,000,000)</u>         | <u>-</u>  | <u>(9,000,000)</u>   |
|  | <u>-</u>            | <u>-</u>                     | <u>652,376</u>                      | <u>-</u>          | <u>(9,652,376)</u>         | <u>-</u>  | <u>(9,000,000)</u>   |
| Net profit for the year ended December 31, 2015                                    | -                   | -                            | -                                   | -                 | 4,165,901                  | -   | 4,165,901            |
| Other comprehensive income for the year ended December 31, 2015, net of income tax | <u>-</u>            | <u>-</u>                     | <u>-</u>                            | <u>-</u>          | <u>(26,797)</u>            | <u>(114,438)</u>  | <u>(141,235)</u>     |
| Total comprehensive income for the year ended December 31, 2015                    | <u>-</u>            | <u>-</u>                     | <u>-</u>                            | <u>-</u>          | <u>4,139,104</u>           | <u>(114,438)</u>  | <u>4,024,666</u>     |
| BALANCE AT DECEMBER 31, 2015   | <u>3,000,000</u>    | <u>6,129,405</u>             | <u>3,640,263</u>                    | <u>788,877</u>    | <u>7,094,172</u>           | <u>1,302,461</u>  | <u>21,955,178</u>    |
| Appropriation of 2015 earnings   |                     |                              |                                     |                   |                            |   |                      |
| Legal reserve  | -                   | -                            | 416,590                             | -                 | (416,590)                  | -   | -                    |
| Cash dividend distributed by the Company - \$12.5 per share                        | <u>-</u>            | <u>-</u>                     | <u>-</u>                            | <u>-</u>          | <u>(3,750,000)</u>         | <u>-</u>  | <u>(3,750,000)</u>   |
|  | <u>-</u>            | <u>-</u>                     | <u>416,590</u>                      | <u>-</u>          | <u>(4,166,590)</u>         | <u>-</u>  | <u>(3,750,000)</u>   |
| Net profit for the year ended December 31, 2016                                    | -                   | -                            | -                                   | -                 | 4,630,615                  | -   | 4,630,615            |
| Other comprehensive income for the year ended December 31, 2016, net of income tax | <u>-</u>            | <u>-</u>                     | <u>-</u>                            | <u>-</u>          | <u>(16,841)</u>            | <u>(1,264,609)</u>  | <u>(1,281,450)</u>   |
| Total comprehensive income for the year ended December 31, 2016                    | <u>-</u>            | <u>-</u>                     | <u>-</u>                            | <u>-</u>          | <u>4,613,774</u>           | <u>(1,264,609)</u>  | <u>3,349,165</u>     |
| BALANCE AT DECEMBER 31, 2016   | <u>\$ 3,000,000</u> | <u>\$ 6,129,405</u>          | <u>\$ 4,056,853</u>                 | <u>\$ 788,877</u> | <u>\$ 7,541,356</u>        | <u>\$ 37,852</u>  | <u>\$ 21,554,343</u> |

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

# YULON NISSAN MOTOR COMPANY, LTD.

## STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2016 AND 2015 (In Thousands of New Taiwan Dollars)

|  | 2016         | 2015         |
|--|--------------|--------------|
| <b>CASH FLOWS FROM OPERATING ACTIVITIES</b>                        |              |              |
| Income before income tax   | \$ 5,586,104 | \$ 4,999,687 |
| Adjustments for:   |              |              |
| Depreciation expenses  | 442,764      | 431,998      |
| Amortization expenses  | 4,941        | 5,557        |
| Gain on financial assets at fair value through profit or loss, net | (10,103)     | (11,333)     |
| Interest expense   | 34,726       | 36,636       |
| Interest income  | (65,702)     | (219,540)    |
| Share of the profit of subsidiary                                  | (4,536,994)  | (3,866,456)  |
| Loss (gain) on disposal of property, plant and equipment, net      | (14,581)     | 1,486        |
| Loss (gain) on disposal of investment, net                         | 19,444       | (1,866)      |
| Net foreign exchange loss  | 69,364       | 359,367      |
| Net changes in operating assets and liabilities                    |              |              |
| Financial assets at fair value through profit or loss              | (792,901)    | (1,147,312)  |
| Notes receivable   | -            | 2,000        |
| Notes receivable - related parties                                 | 1,965        | (5,234)      |
| Trade receivables  | 30,400       | (795)        |
| Trade receivables - related parties                                | (43,370)     | (259,397)    |
| Other receivables  | (2,545)      | (22,265)     |
| Inventories  | 511          | (281)        |
| Prepayments  | 53           | (6,013)      |
| Notes payable  | (243,000)    | 243,000      |
| Notes payable - related parties                                    | 1,536        | -            |
| Trade payables   | (20,006)     | (68,271)     |
| Trade payables - related parties                                   | (57,363)     | 469,293      |
| Other payables   | (15,701)     | 19,507       |
| Other current liabilities  | (3,702)      | 11,734       |
| Provisions   | 14,873       | (11,786)     |
| Other non-current liabilities                                      | 39,940       | -            |
| Net defined benefit liabilities                                    | (152,580)    | (4,915)      |
| Cash generated from operations                                     | 288,073      | 954,801      |
| Interest paid  | (34,714)     | (36,814)     |
| Income tax paid  | (867,376)    | (1,193,953)  |
| Net cash used in operating activities                              | (614,017)    | (275,966)    |
| <b>CASH FLOWS FROM INVESTING ACTIVITIES</b>                        |              |              |
| Dividends received   | 5,549,705    | 8,439,039    |
| Interest received  | 49,405       | 242,942      |
| Payments for property, plant and equipment (Note 23)               | (281,772)    | (441,433)    |
| Proceeds from disposal of property, plant, and equipment           | 22,478       | 6,329        |
| Payments for computer software                                     | (8,018)      | (7,541)      |
| Decrease in refundable deposits                                    | 29,410       | 132,614      |
| Net cash generated from investing activities                       | 5,361,208    | 8,371,950    |

(Continued)

# **YULON NISSAN MOTOR COMPANY, LTD.**

## **STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2016 AND 2015 (In Thousands of New Taiwan Dollars)**

---

|   | <b>2016</b>           | <b>2015</b>           |
|---|-----------------------|-----------------------|
| CASH FLOWS FROM FINANCING ACTIVITIES  |                       |                       |
| Cash dividends  | <u>\$ (3,750,000)</u> | <u>\$ (9,000,000)</u> |
| EFFECTS OF EXCHANGE RATE CHANGES ON THE BALANCE<br>OF CASH HELD IN FOREIGN CURRENCIES | <u>(92,389)</u>       | <u>(226,330)</u>      |
| NET INCREASE (DECREASE) IN CASH AND CASH<br>EQUIVALENTS                               | 904,802               | (1,130,346)           |
| CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE<br>YEAR                             | <u>8,363,612</u>      | <u>9,493,958</u>      |
| CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR                                      | <u>\$ 9,268,414</u>   | <u>\$ 8,363,612</u>   |

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

(Concluded)

# YULON NISSAN MOTOR COMPANY, LTD.

## NOTES TO FINANCIAL STATEMENTS

FOR THE YEARS ENDED DECEMBER 31, 2016 AND 2015

(In Thousands of New Taiwan Dollars, Unless Stated Otherwise)

---

### 1. GENERAL INFORMATION

Yulon Nissan Motor Company, Ltd. (the “Company”) is a business on research and development of vehicles and sales of vehicles. The Company started its operations in October 2003, after Yulon Motor Co., Ltd. (“Yulon”) transferred its sales, research and development businesses to the Company in October 2003 through a spin-off. The Company’s spin-off from Yulon intended to increase Yulon’s competitive advantage and participation in the global automobile network and to enhance its professional management. The spin-off date was October 1, 2003.

Yulon initially held 100% equity interest in the Company but then transferred its 40% equity to Nissan Motor Co., Ltd. (“Nissan”), a Japanese motor company, on October 30, 2003. The Company became listed on December 21, 2004 after the initial public offering application of the Company was accepted by the Taiwan Stock Exchange Corporation on October 6, 2004.

### 2. APPROVAL OF FINANCIAL STATEMENTS

The accompanying financial statements were approved by the board of directors on March 27, 2017.

### 3. APPLICATION OF NEW AND REVISED STANDARDS, AMENDMENTS AND INTERPRETATIONS

- a. Amendments to the Regulations Governing the Preparation of Financial Reports by Securities Issuers and the International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), Interpretations of IFRS (IFRIC), and Interpretations of IAS (SIC) endorsed by the FSC for application starting from 2017

Rule No. 1050050021 and Rule No. 1050026834 issued by the FSC stipulated that starting January 1, 2017, the Company should apply the amendments to the Regulations Governing the Preparation of Financial Reports by Securities Issuers and the IFRS, IAS, IFRIC and SIC (collectively, the “IFRSs”) issued by the IASB and endorsed by the FSC for application starting from 2017.

| New, Amended or Revised Standards and Interpretations<br>(the “New IFRSs”)                               | Effective Date<br>Announced by IASB (Note 1) |
|--|--|
| Annual Improvements to IFRSs 2010-2012 Cycle   | July 1, 2014 (Note 2)                        |
| Annual Improvements to IFRSs 2011-2013 Cycle   | July 1, 2014                                 |
| Annual Improvements to IFRSs 2012-2014 Cycle   | January 1, 2016 (Note 3)                     |
| Amendments to IFRS 10, IFRS 12 and IAS 28 “Investment Entities:<br>Applying the Consolidation Exception” | January 1, 2016                              |
| Amendment to IFRS 11 “Accounting for Acquisitions of Interests in<br>Joint Operations”                   | January 1, 2016                              |
| IFRS 14 “Regulatory Deferral Accounts”   | January 1, 2016                              |
| Amendment to IAS 1 “Disclosure Initiative”   | January 1, 2016                              |

(Continued)

| <b>New, Amended or Revised Standards and Interpretations<br/>(the “New IFRSs”)</b>                     | <b>Effective Date<br/>Announced by IASB (Note 1)</b> |
|--|--|
| Amendments to IAS 16 and IAS 38 “Clarification of Acceptable Methods of Depreciation and Amortization” | January 1, 2016                                      |
| Amendments to IAS 16 and IAS 41 “Agriculture: Bearer Plants”   | January 1, 2016                                      |
| Amendment to IAS 19 “Defined Benefit Plans: Employee Contributions”                                    | July 1, 2014   |
| Amendment to IAS 27 “Equity Method in Separate Financial Statements”                                   | January 1, 2016                                      |
| Amendment to IAS 36 “Impairment of Assets: Recoverable Amount Disclosures for Non-financial Assets”    | January 1, 2014                                      |
| Amendment to IAS 39 “Novation of Derivatives and Continuation of Hedge Accounting”                     | January 1, 2014                                      |
| IFRIC 21 “Levies”  | January 1, 2014                                      |
|  | (Concluded)  |

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

Note 2: The amendment to IFRS 2 applies to share-based payment transactions with grant date on or after July 1, 2014; the amendment to IFRS 3 applies to business combinations with acquisition date on or after July 1, 2014; the amendment to IFRS 13 is effective immediately; the remaining amendments are effective for annual periods beginning on or after July 1, 2014.

Note 3: The amendment to IFRS 5 is applied prospectively to changes in a method of disposal that occur in annual periods beginning on or after January 1, 2016; the remaining amendments are effective for annual periods beginning on or after January 1, 2016.

The initial application in 2017 of the above IFRSs and related amendments to the Regulations Governing the Preparation of Financial Reports by Securities Issuers would not have any material impact on the Company’s accounting policies.

b. New IFRSs in issue but not yet endorsed by the FSC

The Company has not applied the following IFRSs issued by the IASB but not yet endorsed by the FSC.

The FSC announced that amendments to IFRS 4, IFRS 9 and IFRS 15 will take effect starting January 1, 2018. As of the date the consolidated financial statements were authorized for issue, the FSC has not announced the effective dates of other new IFRSs.

| <b>New IFRSs</b>  | <b>Effective Date<br/>Announced by IASB (Note 1)</b> |
|---|--|
| Annual Improvements to IFRSs 2014-2016 Cycle  | Note 2   |
| Amendment to IFRS 2 “Classification and Measurement of Share-based Payment Transactions”        | January 1, 2018                                      |
| Amendments to IFRS 4 “Applying IFRS 9 Financial Instruments with IFRS 4 Insurance Contracts”    | January 1, 2018                                      |
| IFRS 9 “Financial Instruments”  | January 1, 2018                                      |
| Amendments to IFRS 9 and IFRS 7 “Mandatory Effective Date of IFRS 9 and Transition Disclosures” | January 1, 2018                                      |
|   | (Continued)  |

| <b>New IFRSs</b>   | <b>Effective Date<br/>Announced by IASB (Note 1)</b> |
|--|--|
| Amendments to IFRS 10 and IAS 28 “Sale or Contribution of Assets between an Investor and its Associate or Joint Venture” | To be determined by IASB                             |
| IFRS 15 “Revenue from Contracts with Customers”  | January 1, 2018                                      |
| Amendments to IFRS 15 “Clarifications to IFRS15 Revenue from Contracts with Customers”                                   | January 1, 2018                                      |
| IFRS 16 “Leases”   | January 1, 2019                                      |
| Amendment to IAS 7 “Disclosure Initiative”   | January 1, 2017                                      |
| Amendments to IAS 12 “Recognition of Deferred Tax Assets for Unrealized Losses”  | January 1, 2017                                      |
| Amendments to IAS 40 “Transfers of investment property”  | January 1, 2018                                      |
| IFRIC 22 “Foreign Currency Transactions and Advance Consideration”   | January 1, 2018                                      |

(Concluded)

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

Note 2: The amendment to IFRS 12 is retrospectively applied for annual periods beginning on or after January 1, 2017; the amendment to IAS 28 is retrospectively applied for annual periods beginning on or after January 1, 2018.

#### IFRS 16 “Leases”

IFRS 16 sets out the accounting standards for leases that will supersede IAS 17 and a number of related interpretations.

Under IFRS 16, if the Company is a lessee, it shall recognize right-of-use assets and lease liabilities for all leases on the balance sheets except for low-value and short-term leases. The Company may elect to apply the accounting method similar to the accounting for operating lease under IAS 17 to the low-value and short-term leases. On the statements of comprehensive income, the Company should present the depreciation expense charged on the right-of-use asset separately from interest expense accrued on the lease liability; interest is computed by using effective interest method. On the statements of cash flows, cash payments for the principal portion of the lease liability are classified within financing activities; cash payments for interest portion are classified within operating activities.

The application of IFRS 16 is not expected to have a material impact on the accounting of the Company as lessor.

When IFRS 16 becomes effective, the Company may elect to apply this Standard either retrospectively to each prior reporting period presented or retrospectively with the cumulative effect of the initial application of this Standard recognized at the date of initial application.

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

#### **4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

##### **Statement of Compliance**

The financial statements have been prepared in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers (the “Regulations”).

##### **Basis of Preparation**

The financial statements have been prepared on the historical cost basis except for financial instruments that are measured at fair values.

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

- a. Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities;
- b. Level 2 inputs are inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- c. Level 3 inputs are unobservable inputs for the asset or liability.

When preparing its financial statements, the Company used equity method to account for its investment in subsidiaries. In order for the amounts of the net profit for the year, other comprehensive income for the year and total equity in the financial statements to be the same with the amounts attributable to the owner of the Company in its consolidated financial statements, adjustments arising from the differences in accounting treatment between basis and consolidated basis were made to investments accounted for by equity method, share of profit or loss of subsidiaries, share of other comprehensive income of subsidiaries, as appropriate, in the financial statements.

##### **Classification of Current and Non-current Assets and Liabilities**

Current assets include cash, cash equivalents, assets held for trading purposes and assets that are expected to be converted into cash or consumed within one year from the balance sheet date; assets other than current assets are non-current assets. Current liabilities include liabilities due to be settled within one year from the balance sheet date; liabilities other than current liabilities are non-current liabilities.

##### **Foreign Currencies**

The functional currency of Company and presentation currency of the financial statements are both New Taiwan dollars (NT\$). Functional currency is the currency of the primary economic environment in which the Company operates.

In preparing the financial statements, transactions in currencies other than the New Taiwan dollars are recognized at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Such exchange differences are recognized in profit or loss in the year in which they arise. Non-monetary items that are measured in terms of historical cost in foreign currencies are not retranslated.

The financial statements of foreign subsidiaries prepared in foreign currencies are translated into New Taiwan dollars at the following exchange rates: Assets and liabilities - year-end rates; profit and loss - average rates during the year; equity - historical rates. The resulting differences are recorded as other comprehensive income.

## **Inventories**

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

## **Investments in Subsidiaries**

The Company uses the equity method to account for its investments in subsidiaries. Subsidiary is an entity that is controlled by the Company.

Under the equity method, the investment is initially recognized at cost and the carrying amount is increased or decreased to recognize the Company's share of the profit or loss and other comprehensive income of the subsidiary after the date of acquisition. Besides, the Company also recognizes the Company's share of the change in other equity of the subsidiaries.

Investments accounted for using equity method are assessed for indicators of impairment at the end of each reporting period. When there is objective evidence that the investments accounted for using equity method have been impaired, the impairment losses are recognized in profit or loss.

## **Property, Plant and Equipment**

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

The Company depreciates molds and dies on the basis of estimated units sold. Other property, plant and equipment are depreciated by using straight-line method. The estimated sales volume, useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

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

## **Computer Software**

Computer software is stated at cost, less subsequent accumulated amortization. Amortization is recognized on a straight-line basis over 3 years. The estimated useful life, residual value and amortization method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis. The residual value of computer software shall be assumed to be zero unless the Company expects to dispose of the asset before the end of its economic life.

## **Impairment of Assets**

When the carrying amount of property, plant and equipment and computer software exceeds its recoverable amount, the excess is recognized as an impairment loss. When an impairment loss is subsequently reversed, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but only to the extent of the carrying amount that would have been determined had no impairment loss been recognized for the asset in prior years. A reversal of an impairment loss is recognized in profit or loss.

## **Financial Instruments**

Financial assets and liabilities shall be recognized when the Company becomes a party to the contractual provisions of the instruments.



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

a. Financial assets

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

1) Measurement category

a) Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss are stated at fair value, with any gains or losses arising on remeasurement recognized in profit or loss. The net gain or loss recognized in profit or loss does not incorporate any dividend or interest (included dividend or interest received in the investment year) earned on the financial asset. Method to determine the fair value please refer to Note 26.

b) Loans and receivables

Loans and receivables are non-derivative financial assets, with fixed or determinable payments that are not quoted in an active market. Loans and receivables are measured at amortized cost using the effective interest method, less any impairment, except for short-term receivables when the effect of discounting is immaterial.

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

2) Impairment of financial assets

Financial assets, other than those at fair value through profit or loss, are assessed for indicators of impairment at the end of each reporting period. Financial assets are considered to be impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the investment have been affected.

For financial assets carried at amortized cost, such as trade receivables and other receivables, assets are assessed for impairment on a collective basis even if they were assessed not to be impaired individually.

For financial assets carried at amortized cost, the amount of the impairment loss recognized is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate.

For financial assets measured at amortized cost, if, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognized, the previously recognized impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortized cost would have been had the impairment not been recognized.

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade receivables and other receivables, where the carrying amount is reduced through the use of an allowance account. When a trade receivable and other receivables are considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against the allowance account. Changes in the carrying amount of the allowance account are recognized in profit or loss.

3) Derecognition of financial assets

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

b. Financial liabilities

1) Subsequent measurement

All the financial liabilities are measured at amortized costs using the effective interest method.

2) Derecognition of financial liabilities

The Company derecognizes a financial liability only when the obligation specified in the contract is discharged, cancelled, or expired. The difference between the carrying amount of the financial liability derecognized and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognized in profit or loss.

**Provision**

a. Inventory purchase commitment

Where the Company has a commitment under which the unavoidable costs of meeting the obligations under the commitment exceed the economic benefits expected to be received from the commitment, the present obligations arising under such commitment (e.g. inventory purchase commitment) are recognized and measured as provisions.

b. Warranties

Provisions for the expected cost of warranty obligations are recognized at the date of sale of the relevant products, at the best estimate of the expenditure required to settle the Company's obligation by the management of the Company.

**Revenue Recognition**

Revenue is measured at the fair value of the consideration received or receivable.

a. Sale of goods

Revenue from the sale of goods is recognized when the goods are delivered and titles have passed.

b. Rendering of services

Revenue from a contract to provide services is recognized by reference to the stage of completion of the contract.

c. Dividend and interest income

Dividend income from investments is recognized when the stockholder's right to receive payment has been established.

Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable.

### **Employee Benefit**

a. Short-term employee benefits

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

b. Retirement benefits

Payments to defined contribution retirement benefit plans are recognized as an expense when employees have rendered service entitling them to the contributions.

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

Net defined benefit liability represents the actual deficit in the Company's defined benefit plan.

c. Termination benefits

A liability for a termination benefit is recognized at the earlier of when the Company can no longer withdraw the offer of the termination benefit and when the Company recognizes any related restructuring costs.

### **Taxation**

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

a. Current tax

Current tax payable depends on current taxable profit. Taxable profit is different from the net income before tax on the statement of comprehensive income for the reason that partial revenue and expenses are taxable or deductible items in other period, or not the taxable or deductible items according to related Income Tax Law. The Company's current tax liabilities are calculated by the legislated tax rate on balance sheet date.

According to the Income Tax Law, an additional tax at 10% of unappropriated earnings is provided for as income tax in the year the stockholders approve to retain the earnings as the status of appropriations of earnings is uncertain.

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

b. Deferred tax

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized.

Deferred tax liabilities are recognized for taxable temporary differences associated with investments in associates, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

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

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized.

c. Current and deferred taxes for the year

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

## **5. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY**

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

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

The following are the key assumptions and other key sources of estimation uncertainty at the end of the reporting period.

a. Property, plant and equipment - molds and dies

The Company depreciates molds and dies on the basis of unit of production method and examines the estimated units sold of each model according to the changes of market semiannually for a basis to calculate amounts allocated to each mold and die.

b. Provisions for the expected cost of warranty

The provision for warranty is calculated on the basis of estimate of quarterly warranty expenditure per car and estimated units subject to warranty during the future warranty period. The estimate of quarterly warranty expenditure per car is calculated based on average of actual warranty expense in the past and estimated number of units of cars subject to warranty at the end of every quarter. As of December 31, 2016 and 2015, the carrying amounts of provisions for warranty were \$136,731 thousand and \$123,055 thousand, respectively.

## 6. CASH AND CASH EQUIVALENTS

|   | <b>December 31</b>  |                     |
|---|---------------------|---------------------|
|   | <b>2016</b>         | <b>2015</b>         |
| Cash on hand                                  | \$ 20               | \$ 20               |
| Checking accounts and demand deposits         | 984,164             | 1,324,429           |
| Foreign currency demand deposits              | 261,676             | 5,083,795           |
| Cash equivalents                              |                     |                     |
| Foreign currency time deposits                | 7,458,316           | 1,556,736           |
| Time deposits                                 | 206,900             | 6,900               |
| Repurchase agreements collateralized by bonds | <u>357,338</u>      | <u>391,732</u>      |
|   | <u>\$ 9,268,414</u> | <u>\$ 8,363,612</u> |

Cash equivalent includes time deposits that have a maturity of three months or less from the date of acquisition and repurchase agreements collateralized by bonds, are readily convertible to a known amount of cash, and are subject to an insignificant risk of change in value. These cash equivalents are held for the purpose of meeting short-term cash commitments.

The market interest rates intervals of demand deposits, time deposits and repurchase agreements collateralized by bonds at the end of the reporting period were as follows:

|   | <b>December 31</b> |             |
|---|--------------------|-------------|
|   | <b>2016</b>        | <b>2015</b> |
| Demand deposits and time deposits             | 0.001%-9.00%       | 0.01%-6.80% |
| Repurchase agreements collateralized by bonds | 1.50%              | 1.50%       |

## 7. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

|  | <b>December 31</b>  |                     |
|--|---------------------|---------------------|
|  | <b>2016</b>         | <b>2015</b>         |
| <u>Financial assets held for trading</u> |                     |                     |
| Non-derivative financial assets          |                     |                     |
| Mutual funds                             | <u>\$ 2,275,103</u> | <u>\$ 1,491,543</u> |

## 8. TRADE RECEIVABLES AND OTHER RECEIVABLES

|                                    | <b>December 31</b> |                  |
|------------------------------------|--------------------|------------------|
|                                    | <b>2016</b>        | <b>2015</b>      |
| Trade receivables                  | <u>\$ 40,532</u>   | <u>\$ 70,932</u> |
| Other receivables                  |                    |                  |
| Interest receivables               | \$ 18,137          | \$ 1,840         |
| Disposal of investment receivables | 17,198             | 15,237           |
| Others                             | <u>21,976</u>      | <u>21,392</u>    |
|                                    | <u>\$ 57,311</u>   | <u>\$ 38,469</u> |

### a. Trade receivables

For the trade receivables balances that were past due at the end of the reporting period, the Company did not recognize an allowance for impairment loss, because there was not a significant change in credit quality and the amounts were still considered recoverable. The Company did not hold any collateral or other credit enhancements for these balances.

The aging of receivables based on the past due days from invoice date was as follows:

|             | <b>December 31</b> |                  |
|-------------|--------------------|------------------|
|             | <b>2016</b>        | <b>2015</b>      |
| 0-60 days   | \$ 37,202          | \$ 49,966        |
| 61-90 days  | 3,330              | 15,573           |
| 91-120 days | <u>-</u>           | <u>5,393</u>     |
|             | <u>\$ 40,532</u>   | <u>\$ 70,932</u> |

The aging of receivables that were past due but not impaired was as follows:

|           | <b>December 31</b> |                  |
|-----------|--------------------|------------------|
|           | <b>2016</b>        | <b>2015</b>      |
| 1-60 days | <u>\$ 4,907</u>    | <u>\$ 22,703</u> |

### b. Other receivables

The Company will assess other receivables for impairment when there is objective evidence of impairment; the assessment is done on every account individually.

There were no past due other receivables balances at the end of the reporting period and the Company did not recognize an allowance for impairment loss.

## 9. INVENTORIES

|       | <b>December 31</b> |                 |
|-------|--------------------|-----------------|
|       | <b>2016</b>        | <b>2015</b>     |
| Parts | <u>\$ 2,509</u>    | <u>\$ 3,020</u> |

The cost of inventories recognized as cost of goods sold for the year ended December 31, 2016 was \$29,813,797 thousand, which included warranty cost of \$127,316 thousand and loss on inventory purchase commitment of \$1,197 thousand. The cost of inventories recognized as cost of goods sold for the year ended December 31, 2015 was \$27,913,181 thousand, which included warranty cost of \$76,397 thousand and loss on inventory purchase commitment of \$11,517 thousand.

## 10. INVESTMENTS ACCOUNTED FOR USING EQUITY METHOD

|                                      | <b>December 31</b>   |                      |
|--------------------------------------|----------------------|----------------------|
|                                      | <b>2016</b>          | <b>2015</b>          |
| <u>Investment in subsidiary</u>      |                      |                      |
| Yi-Jan Overseas Investment Co., Ltd. | <u>\$ 15,281,346</u> | <u>\$ 18,175,364</u> |

As the end of the reporting period, the proportion of ownership and voting rights in subsidiary was as follow:

|                                      | <b>Proportion of Ownership and<br/>Voting Rights<br/>December 31</b> |             |
|--------------------------------------|--|-------------|
|                                      | <b>2016</b>  | <b>2015</b> |
| Yi-Jan Overseas Investment Co., Ltd. | 100%   | 100%        |

Refer to Table 5 for the details of the subsidiaries indirectly held by the Company.

The investments in subsidiaries accounted for using equity method and the share of profit or loss and other comprehensive income of those investments for the years ended December 31, 2016 and 2015 was based on the subsidiaries' financial statements audited by the auditors for the same years.

## 11. PROPERTY, PLANT, AND EQUIPMENT

|  | <b>Molds</b>          | <b>Dies</b>         | <b>Computer<br/>Equipment</b> | <b>Other<br/>Equipment</b> | <b>Transportation<br/>Equipment</b> | <b>Machinery and<br/>Equipment</b> | <b>Leasehold<br/>Improvement</b> | <b>Tools</b>      | <b>Total</b>          |
|--|-----------------------|---------------------|-------------------------------|----------------------------|-------------------------------------|------------------------------------|----------------------------------|-------------------|-----------------------|
| <u>Cost</u>                                    |                       |                     |                               |                            |                                     |                                    |                                  |                   |                       |
| Balance at January 1, 2015                     | \$ 3,953,870          | \$ 828,124          | \$ 75,674                     | \$ 85,297                  | \$ 10,862                           | \$ 18,384                          | \$ 4,510                         | \$ 5,694          | \$ 4,982,415          |
| Additions                                      | 510,105               | 26,190              | 3,880                         | 67,058                     | 5,665                               | -                                  | 4,393                            | -                 | 617,291               |
| Disposals                                      | -                     | -                   | (1,201)                       | (773)                      | (8,119)                             | (2,600)                            | -                                | -                 | (12,693)              |
| Balance at December 31, 2015                   | <u>\$ 4,463,975</u>   | <u>\$ 854,314</u>   | <u>\$ 78,353</u>              | <u>\$ 151,582</u>          | <u>\$ 8,408</u>                     | <u>\$ 15,784</u>                   | <u>\$ 8,903</u>                  | <u>\$ 5,694</u>   | <u>\$ 5,587,013</u>   |
| <u>Accumulated depreciation and impairment</u> |                       |                     |                               |                            |                                     |                                    |                                  |                   |                       |
| Balance at January 1, 2015                     | \$ (2,622,536)        | \$ (443,092)        | \$ (64,712)                   | \$ (66,978)                | \$ (3,427)                          | \$ (16,369)                        | \$ (1,135)                       | \$ (5,413)        | \$ (3,223,662)        |
| Depreciation expense                           | (327,608)             | (84,110)            | (4,528)                       | (13,093)                   | (959)                               | (349)                              | (1,259)                          | (92)              | (431,998)             |
| Disposals                                      | -                     | -                   | 1,145                         | 732                        | 1,268                               | 1,733                              | -                                | -                 | 4,878                 |
| Balance at December 31, 2015                   | <u>\$ (2,950,144)</u> | <u>\$ (527,202)</u> | <u>\$ (68,095)</u>            | <u>\$ (79,339)</u>         | <u>\$ (3,118)</u>                   | <u>\$ (14,985)</u>                 | <u>\$ (2,394)</u>                | <u>\$ (5,505)</u> | <u>\$ (3,650,782)</u> |
| Carrying value, net, December 31, 2015         | <u>\$ 1,513,831</u>   | <u>\$ 327,112</u>   | <u>\$ 10,258</u>              | <u>\$ 72,243</u>           | <u>\$ 5,290</u>                     | <u>\$ 799</u>                      | <u>\$ 6,509</u>                  | <u>\$ 189</u>     | <u>\$ 1,936,231</u>   |
| <u>Cost</u>                                    |                       |                     |                               |                            |                                     |                                    |                                  |                   |                       |
| Balance at January 1, 2016                     | \$ 4,463,975          | \$ 854,314          | \$ 78,353                     | \$ 151,582                 | \$ 8,408                            | \$ 15,784                          | \$ 8,903                         | \$ 5,694          | \$ 5,587,013          |
| Additions                                      | 288,885               | -                   | 6,144                         | 21,802                     | 10,034                              | -                                  | -                                | -                 | 326,865               |
| Disposals                                      | -                     | -                   | (7,427)                       | (13,774)                   | -                                   | (9,122)                            | -                                | -                 | (30,323)              |
| Reversal                                       | (109,395)             | -                   | -                             | -                          | -                                   | -                                  | -                                | -                 | (109,395)             |
| Balance at December 31, 2016                   | <u>\$ 4,643,465</u>   | <u>\$ 854,314</u>   | <u>\$ 77,070</u>              | <u>\$ 159,610</u>          | <u>\$ 18,442</u>                    | <u>\$ 6,662</u>                    | <u>\$ 8,903</u>                  | <u>\$ 5,694</u>   | <u>\$ 5,774,160</u>   |

(Continued)

|   | Molds                 | Dies                | Computer Equipment | Other Equipment    | Transportation Equipment | Machinery and Equipment | Leasehold Improvement | Tools             | Total                 |
|---|-----------------------|---------------------|--------------------|--------------------|--------------------------|-------------------------|-----------------------|-------------------|-----------------------|
| Accumulated depreciation and impairment |                       |                     |                    |                    |                          |                         |                       |                   |                       |
| Balance at January 1, 2016              | \$ (2,950,144)        | \$ (527,202)        | \$ (68,095)        | \$ (79,339)        | \$ (3,118)               | \$ (14,985)             | \$ (2,394)            | \$ (5,505)        | \$ (3,650,782)        |
| Depreciation expense                    | (333,085)             | (79,186)            | (4,309)            | (22,528)           | (1,624)                  | (170)                   | (1,772)               | (90)              | (442,764)             |
| Disposals                               | -                     | -                   | 7,350              | 5,954              | -                        | 9,122                   | -                     | -                 | 22,426                |
| Balance at December 31, 2016            | <u>\$ (3,283,229)</u> | <u>\$ (606,388)</u> | <u>\$ (65,054)</u> | <u>\$ (95,913)</u> | <u>\$ (4,742)</u>        | <u>\$ (6,033)</u>       | <u>\$ (4,166)</u>     | <u>\$ (5,595)</u> | <u>\$ (4,071,120)</u> |
| Carrying value, net, December 31, 2016  | <u>\$ 1,360,236</u>   | <u>\$ 247,926</u>   | <u>\$ 12,016</u>   | <u>\$ 63,697</u>   | <u>\$ 13,700</u>         | <u>\$ 629</u>           | <u>\$ 4,737</u>       | <u>\$ 99</u>      | <u>\$ 1,703,040</u>   |

(Concluded)

The above reversal is due to the decline of the original cost of molds.

There were no signs of impairment losses of assets for the years ended December 31, 2016 and 2015; therefore, the Company did not assess for impairment.

Except molds and dies are depreciated on an estimated units sold basis, other property, plant and equipment are depreciated on a straight-line basis over the assets' estimated useful life. The estimated useful lives are as follows:

|                                    |               |
|------------------------------------|---------------|
| Computer equipment                 | 2 to 5 years  |
| Other equipment                    |               |
| Powered equipment                  | 15 years      |
| Experimental equipment             | 3 to 8 years  |
| Office and communication equipment | 3 years       |
| Other equipment                    | 1 to 10 years |
| Transportation equipment           | 4 to 5 years  |
| Machinery and equipment            | 3 to 10 years |
| Leasehold improvement              | 5 years       |
| Tools                              | 2 to 5 years  |

## 12. COMPUTER SOFTWARE

|                                      | Computer Software |
|--------------------------------------|-------------------|
| <u>Cost</u>                          |                   |
| Balance at January 1, 2015           | \$ 18,724         |
| Additions                            | 7,541             |
| Disposals                            | <u>(5,580)</u>    |
| Balance at December 31, 2015         | <u>\$ 20,685</u>  |
| <u>Accumulated amortization</u>      |                   |
| Balance at January 1, 2015           | \$ (6,378)        |
| Amortization expense                 | (5,557)           |
| Disposals                            | <u>5,580</u>      |
| Balance at December 31, 2015         | <u>\$ (6,355)</u> |
| Carrying amount at December 31, 2015 | <u>\$ 14,330</u>  |

(Continued)



|                                      | <b>Computer<br/>Software</b>    |
|--------------------------------------|---------------------------------|
| <u>Cost</u>                          |                                 |
| Balance at January 1, 2016           | \$ 20,685                       |
| Additions                            | 8,018                           |
| Disposals                            | <u>(1,414)</u>                  |
| Balance at December 31, 2016         | <u>\$ 27,289</u>                |
| <u>Accumulated amortization</u>      |                                 |
| Balance at January 1, 2016           | \$ (6,355)                      |
| Amortization expense                 | (4,941)                         |
| Disposals                            | <u>1,414</u>                    |
| Balance at December 31, 2016         | <u>\$ (9,882)</u>               |
| Carrying amount at December 31, 2016 | <u>\$ 17,407</u><br>(Concluded) |

### 13. OTHER NON-CURRENT ASSETS

|                          | <u>December 31</u> |                   |
|--------------------------|--------------------|-------------------|
|                          | <b>2016</b>        | <b>2015</b>       |
| Refundable deposits      | \$ 376,107         | \$ 405,517        |
| Prepayment for equipment | <u>11,664</u>      | <u>2,880</u>      |
|                          | <u>\$ 387,771</u>  | <u>\$ 408,397</u> |

Refundable deposits are mainly for materials to Yulon.

### 14. SHORT-TERM BORROWINGS

|                         | <u>December 31</u>  |                     |
|-------------------------|---------------------|---------------------|
|                         | <b>2016</b>         | <b>2015</b>         |
| Unsecured bank loans    | <u>\$ 3,630,000</u> | <u>\$ 3,630,000</u> |
| Ranges of interest rate | 0.89-1.06%          | 0.96-1.09%          |

### 15. OTHER PAYABLES

|                                | <u>December 31</u> |                   |
|--------------------------------|--------------------|-------------------|
|                                | <b>2016</b>        | <b>2015</b>       |
| Advertising and promotion fees | \$ 480,992         | \$ 425,110        |
| Salaries and bonus             | 316,620            | 292,019           |
| Taxes                          | -                  | 20,840            |
| Others                         | <u>88,629</u>      | <u>163,961</u>    |
|                                | <u>\$ 886,241</u>  | <u>\$ 901,930</u> |

## 16. PROVISIONS

|                                  |                                     | December 31       |                   |
|----------------------------------|-------------------------------------|-------------------|-------------------|
|                                  |                                     | 2016              | 2015              |
| Current                          |                                     |                   |                   |
| Inventory purchase commitment    |                                     | \$ 124,692        | \$ 123,495        |
| Warranties                       |                                     | <u>71,344</u>     | <u>79,349</u>     |
|                                  |                                     | <u>\$ 196,036</u> | <u>\$ 202,844</u> |
| Non-current                      |                                     |                   |                   |
| Warranties                       |                                     | <u>\$ 65,387</u>  | <u>\$ 43,706</u>  |
|                                  |                                     |                   |                   |
|                                  | Inventory<br>Purchase<br>Commitment | Warranties        | Total             |
| Balance at January 1, 2015       | \$ 111,978                          | \$ 146,358        | \$ 258,336        |
| Additional provisions recognized | 11,517                              | 76,397            | 87,914            |
| Paid                             | <u>-</u>                            | <u>(99,700)</u>   | <u>(99,700)</u>   |
| Balance at December 31, 2015     | <u>\$ 123,495</u>                   | <u>\$ 123,055</u> | <u>\$ 246,550</u> |
| Balance at January 1, 2016       | \$ 123,495                          | \$ 123,055        | \$ 246,550        |
| Additional provisions recognized | 1,197                               | 127,316           | 128,513           |
| Paid                             | <u>-</u>                            | <u>(113,640)</u>  | <u>(113,640)</u>  |
| Balance at December 31, 2016     | <u>\$ 124,692</u>                   | <u>\$ 136,731</u> | <u>\$ 261,423</u> |

The provision for loss on inventory purchase commitment represents the present obligations of which the unavoidable costs meeting the obligations under the commitment exceed the economic benefits expected to be received from the commitment.

The provision for warranty claims represents the present value of management's best estimate of the future outflow of economic benefits that will be required under the Company's obligations for warranty under local sale of goods legislation. The estimate had been made on the basis of historical warranty trends.

## 17. OTHER LIABILITIES

|                               | December 31      |                  |
|-------------------------------|------------------|------------------|
|                               | 2016             | 2015             |
| Current                       |                  |                  |
| Receipts in advance (Note 27) | \$ 21,719        | \$ 9,149         |
| Withholding                   | 2,000            | 15,617           |
| Others                        | <u>4,011</u>     | <u>6,666</u>     |
|                               | <u>\$ 27,730</u> | <u>\$ 31,432</u> |
| Non-current                   |                  |                  |
| Receipts in advance (Note 27) | <u>\$ 39,940</u> | <u>\$ -</u>      |

## 18. RETIREMENT BENEFIT PLANS

### a. Defined contribution plan

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

The total expense recognized in profit or loss for the years ended December 31, 2016 and 2015 was \$14,060 thousand and \$13,390 thousand, respectively, represents contributions payable to these plans by the Company at rates specified in the rules of the plans.

An analysis by function of the amounts recognized in profit or loss in respect of the defined contribution plan is as follows:

|                                     | <b>For the Year Ended December 31</b> |                  |
|-------------------------------------|---------------------------------------|------------------|
|                                     | <b>2016</b>                           | <b>2015</b>      |
| Selling and marketing expenses      | \$ 4,731                              | \$ 4,423         |
| General and administrative expenses | 4,322                                 | 4,016            |
| Research and development expenses   | 4,766                                 | 4,620            |
| Non-operating expenses              | <u>241</u>                            | <u>331</u>       |
|                                     | <u>\$ 14,060</u>                      | <u>\$ 13,390</u> |

### b. Defined benefit plan

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

The amounts included in the balance sheets in respect of the Company’s defined benefit plans were as follows:

|  | <b>December 31</b> |                   |
|--|--------------------|-------------------|
|  | <b>2016</b>        | <b>2015</b>       |
| Present value of funded defined benefit obligation | \$ 609,866         | \$ 583,971        |
| Fair value of plan asset                           | <u>(168,857)</u>   | <u>(10,608)</u>   |
| Deficit  | <u>\$ 441,009</u>  | <u>\$ 573,363</u> |
| Net defined benefit liability                      | <u>\$ 441,009</u>  | <u>\$ 573,363</u> |

Movements in net defined benefit liability were as follows:

|  | <b>Present Value<br/>of the Defined<br/>Benefit<br/>Obligation</b> | <b>Fair Value of<br/>the Plan Assets</b> | <b>Unrecognized<br/>Past Service<br/>Cost</b> | <b>Net Defined<br/>Benefit<br/>Liability<br/>(Asset)</b> |
|--|--|--|---|--|
| Balance at January 1, 2015   | <u>\$ 568,683</u>  | <u>\$ (9,957)</u>                        | <u>\$ (12,399)</u>                            | <u>\$ 546,327</u>  |
| Service cost   |  |  |   |  |
| Current service cost   | 5,186  | -  | -   | 5,186  |
| Past service cost  | 7,788  | -  | 12,399  | 20,187   |
| Net interest expense (income)  | <u>9,764</u>   | <u>(151)</u>                             | <u>-</u>                                      | <u>9,613</u>   |
| Recognized in profit or loss   | <u>22,738</u>  | <u>(151)</u>                             | <u>12,399</u>                                 | <u>34,986</u>  |
| Remeasurement  |  |  |   |  |
| Return on plan assets<br>(excluding amounts<br>included in net interest) | -  | (44)                                     | -   | (44)   |
| Actuarial loss - changes in<br>demographic assumptions                   | 9,419  | -  | -   | 9,419  |
| Actuarial loss - changes in<br>financial assumptions                     | 14,758   | -  | -   | 14,758   |
| Actuarial loss - experience<br>adjustments                               | <u>7,818</u>   | <u>-</u>                                 | <u>-</u>                                      | <u>7,818</u>   |
| Recognized in other<br>comprehensive income                              | <u>31,995</u>  | <u>(44)</u>                              | <u>-</u>                                      | <u>31,951</u>  |
| Contributions from the<br>employer                                       | <u>-</u>   | <u>(6,325)</u>                           | <u>-</u>                                      | <u>(6,325)</u>   |
| Benefits paid  | <u>(5,869)</u>   | <u>5,869</u>                             | <u>-</u>                                      | <u>-</u>   |
| Liabilities extinguished on<br>settlement                                | <u>(33,576)</u>  | <u>-</u>                                 | <u>-</u>                                      | <u>(33,576)</u>  |
| Balance at December 31, 2015   | <u>\$ 583,971</u>  | <u>\$ (10,608)</u>                       | <u>\$ -</u>                                   | <u>\$ 573,363</u>  |
| Balance at January 1, 2016   | <u>\$ 583,971</u>  | <u>\$ (10,608)</u>                       | <u>\$ -</u>                                   | <u>\$ 573,363</u>  |
| Service cost   |  |  |   |  |
| Current service cost   | 5,251  | -  | -   | 5,251  |
| Past service cost  | 4,608  | -  | -   | 4,608  |
| Net interest expense (income)  | <u>8,578</u>   | <u>(207)</u>                             | <u>-</u>                                      | <u>8,371</u>   |
| Recognized in profit or loss   | <u>18,437</u>  | <u>(207)</u>                             | <u>-</u>                                      | <u>18,230</u>  |
| Remeasurement  |  |  |   |  |
| Return on plan assets<br>(excluding amounts<br>included in net interest) | -  | (906)                                    | -   | (906)  |
| Actuarial loss - changes in<br>demographic assumptions                   | 6,372  | -  | -   | 6,372  |
| Actuarial loss - changes in<br>financial assumptions                     | 22,425   | -  | -   | 22,425   |
| Actuarial gain - experience<br>adjustments                               | <u>(7,665)</u>   | <u>-</u>                                 | <u>-</u>                                      | <u>(7,665)</u>   |
| Recognized in other<br>comprehensive income                              | <u>21,132</u>  | <u>(906)</u>                             | <u>-</u>                                      | <u>20,226</u>  |

(Continued)

|  | <b>Present Value<br/>of the Defined<br/>Benefit<br/>Obligation</b> | <b>Fair Value of<br/>the Plan Assets</b> | <b>Unrecognized<br/>Past Service<br/>Cost</b> | <b>Net Defined<br/>Benefit<br/>Liability<br/>(Asset)</b> |
|--|--|--|---|--|
| Contributions from the employer        | \$ _____ -   | \$ (157,136)                             | \$ _____ -                                    | \$ (157,136)   |
| Benefits paid                          | _____ -  | _____ -                                  | _____ -                                       | _____ -  |
| Liabilities extinguished on settlement | _____ (13,674)   | _____ -                                  | _____ -                                       | _____ (13,674)   |
| Balance at December 31, 2016           | <u>\$ 609,866</u>  | <u>\$ (168,857)</u>                      | <u>\$ _____ -</u>                             | <u>\$ 441,009</u><br>(Concluded)                         |

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

|                                     | <b>For the Year Ended December 31</b> |                  |
|-------------------------------------|---------------------------------------|------------------|
|                                     | <b>2016</b>                           | <b>2015</b>      |
| Selling and marketing expenses      | \$ 4,595                              | \$ 12,793        |
| General and administrative expenses | 7,158                                 | 11,885           |
| Research and development expenses   | 5,993                                 | 9,075            |
| Non-operating expenses              | <u>484</u>                            | <u>1,233</u>     |
|                                     | <u>\$ 18,230</u>                      | <u>\$ 34,986</u> |

The defined benefit cost for 2015 included the adjustments of the Company's initial application of 2013 version of IAS 19. The adjustments to past service cost, which amounted to \$12,399 thousand, did not have material impact; thus the financial statements were not restated.

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

- 1) Investment risk: The plan assets are invested in domestic and foreign equity and debt securities, bank deposits, etc. The investment is conducted at the discretion of the Bureau or under the mandated management. However, in accordance with relevant regulations, the return generated by plan assets should not be below the interest rate for a 2-year time deposit with local banks.
- 2) Interest risk: A decrease in the government/corporate bond interest rate will increase the present value of the defined benefit obligation; however, this will be partially offset by an increase in the return on the plan's debt investments.
- 3) Salary risk: The present value of the defined benefit obligation is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the present value of the defined benefit obligation.

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

|                                     | <b>December 31</b> |             |
|-------------------------------------|--------------------|-------------|
|                                     | <b>2016</b>        | <b>2015</b> |
| Discount rate(s)                    | 1.125%             | 1.50%       |
| Expected rate(s) of salary increase | 2.50%              | 2.50%       |

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

|                                     | <b>December 31</b> |                    |
|-------------------------------------|--------------------|--------------------|
|                                     | <b>2016</b>        | <b>2015</b>        |
| Discount rate(s)                    |                    |                    |
| 0.25% increase                      | <u>\$ (15,158)</u> | <u>\$ (14,945)</u> |
| 0.25% decrease                      | <u>\$ 15,733</u>   | <u>\$ 15,522</u>   |
| Expected rate(s) of salary increase |                    |                    |
| 0.25% increase                      | <u>\$ 15,257</u>   | <u>\$ 15,104</u>   |
| 0.25% decrease                      | <u>\$ (14,779)</u> | <u>\$ (14,619)</u> |

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

|  | <b>December 31</b> |                 |
|--|--------------------|-----------------|
|  | <b>2016</b>        | <b>2015</b>     |
| The expected contributions to the plan for the next year | <u>\$ 6,454</u>    | <u>\$ 3,387</u> |
| The average duration of the defined benefit obligation   | 10.3 years         | 10.6 years      |

## 19. EQUITY

### a. Capital surplus

|  | <b>December 31</b>  |                     |
|--|---------------------|---------------------|
|  | <b>2016</b>         | <b>2015</b>         |
| Excess from spin-off   | \$ 5,986,507        | \$ 5,986,507        |
| Generated from investments accounted for using equity method | <u>142,898</u>      | <u>142,898</u>      |
|  | <u>\$ 6,129,405</u> | <u>\$ 6,129,405</u> |

The capital surplus arising from shares issued in excess of par (including excess from spin-off) may be used to offset a deficit; in addition, when the Company has no deficit, such capital surplus may be distributed as cash dividends or transferred to capital stock (limited to a certain percentage of the Company's capital surplus and once a year).

The capital surplus from investments accounted for using equity method may not be used for any purpose.

### b. Retained earnings and dividend policy

In accordance with the amendments to the Company Act in May 2015, the recipients of dividends and bonuses are limited to stockholders and do not include employees. The stockholders held their regular meeting on June 30, 2016 and, in that meeting, had resolved amendments to the Company's Articles of Incorporation (the "Articles"), particularly the amendment to the policy on dividend distribution and the addition of the policy on distribution of employees' compensation.

Under the dividend policy as set forth in the amended Articles, where the Company made profit in a fiscal year, the profit shall be first utilized for paying taxes, offsetting losses of previous years, setting aside as legal reserve 10% of the remaining profit, setting aside or reversing special reserve in accordance with the laws and regulations, and then any remaining profit together with any undistributed retained earnings shall be used by the Company's board of directors as the basis for proposing a distribution plan, which should be resolved in the stockholders' meeting for distribution of dividends and bonus to stockholders. For the policies on distribution of employees' compensation before and after amendment, please refer to d. employee benefits expense in Note 20.

The Company operates in a mature and stable industry. In determining the distribution of dividends, the Company considers factors such as the impact of dividends on reported profitability, cash required for future operations, any potential changes in the industry, interest of the stockholders and the effect on the of Company's financial ratios. The amount of dividends, which can be cash dividends or stock dividends, is formulated to be less than 90% of net income, though the final issued ratios would be proposed and approved by the board of directors. Cash dividends should be at least 20% of total dividends to be distributed to the stockholders.

Under Rule No. 1010012865 issued by the FSC and the directive titled "Questions and Answers for Special Reserves Appropriated Following Adoption of IFRSs", the Company should appropriate or reverse to a special reserve.

Appropriation of earnings to legal reserve shall be made until the legal reserve equals the Company's capital surplus. Legal reserve may be used to offset deficit. If the Company has no deficit and the legal reserve has exceeded 25% of the Company's capital surplus, the excess may be transferred to capital or distributed in cash.

Except for non-ROC resident stockholders, all stockholders receiving the dividends are allowed a tax credit equal to their proportionate share of the income tax paid by the Company.

The appropriations of earnings for 2015 and 2014 had been approved in the stockholders' meetings on June 30, 2016 and June 30, 2015, respectively, were as follows:

|               | <b>Appropriation of Earnings</b> |             | <b>Dividends Per Share (NT\$)</b> |             |
|---------------|----------------------------------|-------------|-----------------------------------|-------------|
|               | <b>For the Year Ended</b>        |             | <b>For the Year Ended</b>         |             |
|               | <b>December 31</b>               |             | <b>December 31</b>                |             |
|               | <b>2015</b>                      | <b>2014</b> | <b>2015</b>                       | <b>2014</b> |
| Legal reserve | \$ 416,590                       | \$ 652,376  |                                   |             |
| Cash dividend | 3,750,000                        | 9,000,000   | \$ 12.50                          | \$ 30.00    |

## 20. NET PROFIT

### a. Other operating income and expenses

|   | <b>For the Year Ended December 31</b> |                   |
|---|---------------------------------------|-------------------|
|   | <b>2016</b>                           | <b>2015</b>       |
| Gains on disposal of property, plant and equipment  | \$ 14,669                             | \$ -              |
| Losses on disposal of property, plant and equipment | <u>(88)</u>                           | <u>(1,486)</u>    |
| Net profit (loss)                                   | <u>\$ 14,581</u>                      | <u>\$ (1,486)</u> |

b. Depreciation and amortization

|   | <b>For the Year Ended December 31</b> |                   |
|---|---------------------------------------|-------------------|
|   | <b>2016</b>                           | <b>2015</b>       |
| Property, plant and equipment           | \$ 442,764                            | \$ 431,998        |
| Computer software                       | <u>4,941</u>                          | <u>5,557</u>      |
|   | <u>\$ 447,705</u>                     | <u>\$ 437,555</u> |
| An analysis of depreciation by function |                                       |                   |
| Operating cost                          | \$ 412,271                            | \$ 411,718        |
| Operating expenses                      | <u>30,493</u>                         | <u>20,280</u>     |
|   | <u>\$ 442,764</u>                     | <u>\$ 431,998</u> |
| An analysis of depreciation by function |                                       |                   |
| Operating expenses                      | <u>\$ 4,941</u>                       | <u>\$ 5,557</u>   |

c. Technical cooperation agreement

|                | <b>For the Year Ended December 31</b> |                   |
|----------------|---------------------------------------|-------------------|
|                | <b>2016</b>                           | <b>2015</b>       |
| Operating cost | <u>\$ 539,184</u>                     | <u>\$ 519,874</u> |

The Company has a technical cooperation agreement (the “TCA”) with Nissan and Autech Japan, Inc. The TCA with Nissan is based on purchase costs less commodity tax. The TCA with Autech Japan, Inc. is based on model development expenditures add a certain proportion of revenue.

d. Employee benefit expenses

|  | <b>For the Year Ended December 31</b> |                   |
|--|---------------------------------------|-------------------|
|  | <b>2016</b>                           | <b>2015</b>       |
| Post-employment benefit (Note 18)                    |                                       |                   |
| Defined contribution plans                           | \$ 14,060                             | \$ 13,390         |
| Defined benefit plans                                | <u>18,230</u>                         | <u>34,986</u>     |
|  | <u>32,290</u>                         | <u>48,376</u>     |
| Termination benefit                                  | 4,550                                 | 3,900             |
| Labor and health insurance                           | 36,573                                | 37,114            |
| Salary   | 556,366                               | 529,180           |
| Other employee benefit                               | <u>25,238</u>                         | <u>23,814</u>     |
|  | <u>622,727</u>                        | <u>594,008</u>    |
| Total employee benefit expenses                      | <u>\$ 655,017</u>                     | <u>\$ 642,384</u> |
| An analysis of employee benefits expense by function |                                       |                   |
| Operating cost                                       | <u>\$ 632</u>                         | <u>\$ 625</u>     |
| Operating expenses                                   | <u>\$ 653,660</u>                     | <u>\$ 640,195</u> |
| Non-operating expenses                               | <u>\$ 725</u>                         | <u>\$ 1,564</u>   |



1) Employees' compensation for 2016 and 2015

In compliance with the Company Act as amended in May 2015, and the amended Articles of Incorporation of the Company approved by the shareholders in their meeting on June 2016, the Company accrued employees' compensation at the rates no less than 0.1% of net profit before income tax, and employees' compensation. The employees' compensation for the years ended December 31, 2016 and 2015 which have been approved by the Company's board of directors on March 27, 2017 and March 28, 2016, respectively, were as follows:

Accrual rate

|                         | <b>For the Year Ended December 31</b> |             |
|-------------------------|---------------------------------------|-------------|
|                         | <b>2016</b>                           | <b>2015</b> |
| Employees' compensation | 0.10%                                 | 0.23%       |

Amount

|                         | <b>For the Year Ended December 31</b> |             |
|-------------------------|---------------------------------------|-------------|
|                         | <b>2016</b>                           | <b>2015</b> |
|                         | <b>Cash</b>                           | <b>Cash</b> |
| Employees' compensation | \$ 5,773                              | \$ 11,500   |

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

There was no difference between the actual amounts of employees' compensation paid and the amounts recognized in the financial statements for the year ended December 31, 2015.

Information on the employees' compensation resolved by the Company's board of directors in 2017 and 2016 is available at the Market Observation Post System website of the Taiwan Stock Exchange.

2) Bonus to employees for 2014

The bonus to employees for 2014 approved in the shareholders' meeting on June 30, 2015 was as follows:

|                    | <b>For the Year<br/>Ended<br/>December 31,<br/>2014</b> |
|--------------------|---|
|                    | <b>Cash Dividends</b>                                   |
| Bonus to employees | \$ 32,723   |

There was no difference between the amounts of the bonus to employees approved in the shareholders' meeting on June 30, 2015 and the amounts recognized in the financial statements for the year ended December 31, 2014.

Information on the bonus to employees resolved by the stockholders in their meeting in 2015 is available at the Market Observation Post System website of the Taiwan Stock Exchange.

- e. Gain or loss on foreign currency exchange

|                         | <b>For the Year Ended December 31</b> |                     |
|-------------------------|---------------------------------------|---------------------|
|                         | <b>2016</b>                           | <b>2015</b>         |
| Foreign exchange gains  | \$ 119,816                            | \$ 247,283          |
| Foreign exchange losses | <u>(300,644)</u>                      | <u>(548,424)</u>    |
| Net loss                | <u>\$ (180,828)</u>                   | <u>\$ (301,141)</u> |

- f. Gain or loss on disposal of investment

|                                | <b>For the Year Ended December 31</b> |                 |
|--------------------------------|---------------------------------------|-----------------|
|                                | <b>2016</b>                           | <b>2015</b>     |
| Gain on disposal of investment | \$ 3,124                              | \$ 19,324       |
| Loss on disposal of investment | <u>(22,568)</u>                       | <u>(17,458)</u> |
| Net (loss) profit              | <u>\$ (19,444)</u>                    | <u>\$ 1,866</u> |

## 21. INCOME TAXES

- a. Income tax recognized in profit or loss

The major components of tax expense were as follows:

|   | <b>For the Year Ended December 31</b> |                   |
|---|---------------------------------------|-------------------|
|   | <b>2016</b>                           | <b>2015</b>       |
| Current tax                                     |                                       |                   |
| In respect of the current year                  | \$ 1,210,994                          | \$ 1,766,822      |
| Adjustments for prior years                     | 896                                   | 1,885             |
| Deferred tax                                    |                                       |                   |
| In respect of the current year                  | <u>(256,401)</u>                      | <u>(934,921)</u>  |
| Income tax expense recognized in profit or loss | <u>\$ 955,489</u>                     | <u>\$ 833,786</u> |

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

|   | <b>For the Year Ended December 31</b> |                     |
|---|---------------------------------------|---------------------|
|   | <b>2016</b>                           | <b>2015</b>         |
| Profit before tax   | <u>\$ 5,586,104</u>                   | <u>\$ 4,999,687</u> |
| Income tax expense calculated at the statutory rate (17%) | \$ 949,637                            | \$ 849,947          |
| Adjustments of expenses in determining taxable income     | 6,674                                 | (15,780)            |
| Tax-exempt income   | (1,718)                               | (2,266)             |
| Adjustments for prior years' tax                          | <u>896</u>                            | <u>1,885</u>        |
| Income tax expense recognized in profit or loss           | <u>\$ 955,489</u>                     | <u>\$ 833,786</u>   |

As the status of 2016 appropriations of earnings is uncertain, the potential income tax consequences of 2016 unappropriated earnings are not reliably determinable.

b. Income tax recognized in other comprehensive income

|   | <b>For the Year Ended December 31</b> |                 |
|---|---------------------------------------|-----------------|
|   | <b>2016</b>                           | <b>2015</b>     |
| <u>Deferred tax</u>   |                                       |                 |
| In respect of the current year  |                                       |                 |
| Share of other comprehensive income of subsidiary accounted for using equity method | \$ 11                                 | \$ 56           |
| Remeasurement on defined benefit plan   | <u>3,438</u>                          | <u>5,432</u>    |
| Recognized in other comprehensive income  | <u>\$ 3,449</u>                       | <u>\$ 5,488</u> |

c. Current tax assets and liabilities

|                         | <b>December 31</b> |                   |
|-------------------------|--------------------|-------------------|
|                         | <b>2016</b>        | <b>2015</b>       |
| Current tax liabilities |                    |                   |
| Income tax payable      | <u>\$ 452,079</u>  | <u>\$ 747,255</u> |

d. Deferred tax assets and liabilities

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

For the year ended December 31, 2015

|   | <b>Opening Balance</b> | <b>Recognized in Profit or Loss</b> | <b>Recognized in Other Comprehensive Income</b> | <b>Closing Balance</b> |
|---|------------------------|-------------------------------------|---|------------------------|
| <u>Deferred tax assets</u>  |                        |                                     |   |                        |
| Temporarily difference  |                        |                                     |   |                        |
| Defined benefit obligation  | \$ 93,157              | \$ (836)                            | \$ 5,432  | \$ 97,753              |
| Impairment losses   | 27,635                 | (14,630)                            | -   | 13,005                 |
| Provisions for warranty   | 24,881                 | (3,962)                             | -   | 20,919                 |
| Provisions for loss on inventory purchase commitment                              | 19,036                 | 1,959                               | -   | 20,995                 |
| Share of other comprehensive loss of subsidiary accounted for using equity method | <u>-</u>               | <u>-</u>                            | <u>56</u>                                       | <u>56</u>              |
|   | <u>\$ 164,709</u>      | <u>\$ (17,469)</u>                  | <u>\$ 5,488</u>                                 | <u>\$ 152,728</u>      |
| <u>Deferred tax liabilities</u>   |                        |                                     |   |                        |
| Temporarily difference  |                        |                                     |   |                        |
| Shares of profit of subsidiary  | \$ 2,506,594           | \$ (914,127)                        | \$ -  | \$ 1,592,467           |
| Unrealized exchange gain, net   | <u>45,488</u>          | <u>(38,263)</u>                     | <u>-</u>  | <u>7,225</u>           |
|   | <u>\$ 2,552,082</u>    | <u>\$ (952,390)</u>                 | <u>\$ -</u>                                     | <u>\$ 1,599,692</u>    |

For the year ended December 31, 2016

|  | <b>Opening<br/>Balance</b> | <b>Recognized in<br/>Profit or Loss</b> | <b>Recognized in<br/>Other<br/>Comprehen-<br/>sive Income</b> | <b>Closing<br/>Balance</b> |
|--|----------------------------|---|---|----------------------------|
| <u>Deferred tax assets</u>   |                            |   |   |                            |
| Temporarily difference   |                            |   |   |                            |
| Defined benefit obligation   | \$ 97,753                  | \$ (25,939)                             | \$ 3,438  | \$ 75,252                  |
| Impairment losses  | 13,005                     | (13,005)                                | -   | -                          |
| Provisions for warranty  | 20,919                     | 2,326                                   | -   | 23,245                     |
| Provisions for loss on<br>inventory purchase<br>commitment                                 | 20,995                     | 203                                     | -   | 21,198                     |
| Unrealized exchanges loss,<br>net  | -                          | 8,602                                   | -   | 8,602                      |
| Share of other<br>comprehensive loss of<br>subsidiary accounted for<br>using equity method | <u>56</u>                  | <u>-</u>                                | <u>11</u>   | <u>67</u>                  |
|  | <u>\$ 152,728</u>          | <u>\$ (27,813)</u>                      | <u>\$ 3,449</u>   | <u>\$ 128,364</u>          |
| <u>Deferred tax liabilities</u>  |                            |   |   |                            |
| Temporarily difference   |                            |   |   |                            |
| Shares of profit of subsidiary   | \$ 1,592,467               | \$ (276,989)                            | \$ -  | \$ 1,315,478               |
| Unrealized exchange gain,<br>net   | <u>7,225</u>               | <u>(7,225)</u>                          | <u>-</u>  | <u>-</u>                   |
|  | <u>\$ 1,599,692</u>        | <u>\$ (284,214)</u>                     | <u>\$ -</u>   | <u>\$ 1,315,478</u>        |

e. Integrated income tax

|  | <b>December 31</b>                    |                     |
|--|---------------------------------------|---------------------|
|  | <b>2016</b>                           | <b>2015</b>         |
| Unappropriated earnings                |                                       |                     |
| Generated on and after January 1, 1998 | <u>\$ 7,541,356</u>                   | <u>\$ 7,094,172</u> |
| Imputation credit account ("ICA")      | <u>\$ 674,872</u>                     | <u>\$ 594,566</u>   |
|  | <b>For the Year Ended December 31</b> |                     |
|  | <b>2016</b>                           | <b>2015</b>         |
|  | <b>(Expected)</b>                     | <b>(Actual)</b>     |
| Creditable ratio for distribution      | 14.94%                                | 18.89%              |

Under the Income Tax Law, for distribution of earnings generated after January 1, 1998, the imputation credits allocated to ROC resident stockholders of the Company was calculated based on the creditable ratio as of the date of dividend distribution. The actual imputation credits allocated to stockholders of the Company was based on the balance of ICA as of the date of dividends distribution. Therefore, the expected creditable ratio for the 2016 earnings may differ from the actual creditable ratio to be used in allocating imputation credits to the stockholders.

f. Income tax assessments

The tax returns through 2014 have been assessed by the tax authorities.

## 22. EARNINGS PER SHARE

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

### Net Profit for the Year

|  | <b>For the Year Ended December 31</b> |                     |
|--|---------------------------------------|---------------------|
|  | <b>2016</b>                           | <b>2015</b>         |
| Earnings used in the computation of basic and diluted earnings per share | <u>\$ 4,630,615</u>                   | <u>\$ 4,165,901</u> |

Weighted-average number of ordinary shares outstanding (in thousand shares):

|  | <b>For the Year Ended December 31</b> |                |
|--|---------------------------------------|----------------|
|  | <b>2016</b>                           | <b>2015</b>    |
| Weighted average number of ordinary shares in computation of basic earnings per share            | 300,000                               | 300,000        |
| Effect of potential dilutive ordinary shares:  |                                       |                |
| Employees' compensation  | <u>38</u>                             | <u>154</u>     |
| Weighted average number of ordinary shares used in the computation of diluted earnings per share | <u>300,038</u>                        | <u>300,154</u> |

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

## 23. NON-CASH TRANSACTIONS

For the years ended December 31, 2016 and 2015, the Company entered into the following non-cash investing activities:

|   | <b>For the Year Ended December 31</b> |                   |
|---|---------------------------------------|-------------------|
|   | <b>2016</b>                           | <b>2015</b>       |
| <u>Investing activities affecting both cash and non-cash transactions</u> |                                       |                   |
| Increase in property, plant and equipment                                 | \$ 326,865                            | \$ 617,291        |
| Net changes in prepayment for equipment                                   | 8,784                                 | (32,432)          |
| Net changes in trade payables   | <u>(53,877)</u>                       | <u>(143,426)</u>  |
| Cash paid for acquisition of property, plant and equipment                | <u>\$ 281,772</u>                     | <u>\$ 441,433</u> |

## 24. OPERATING LEASE ARRANGEMENTS

### The Company as Lessee

Operating leases relate to leases of offices with lease terms between 6 and 20 years.

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

|  | <b>December 31</b> |                  |
|--|--------------------|------------------|
|  | <b>2016</b>        | <b>2015</b>      |
| No later than 1 year                         | \$ 10,474          | \$ 16,387        |
| Later than 1 year and not later than 3 years | <u>1,871</u>       | <u>4,067</u>     |
|  | <u>\$ 12,345</u>   | <u>\$ 20,454</u> |

## 25. CAPITAL MANAGEMENT

The Company manages its capital to ensure that the Company will be able to continue as a going concern while maximizing the return to stockholders through optimization of the debt and equity balance.

## 26. FINANCIAL INSTRUMENTS

- a. Fair value of financial instruments that are not measured at fair value

The carrying amounts of the financial assets and financial liabilities that are not measured at fair value are approximately equal to their fair values.

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

- 1) Fair value hierarchy

December 31, 2016

|  | <b>Level 1</b>      | <b>Level 2</b> | <b>Level 3</b> | <b>Total</b>        |
|--|---------------------|----------------|----------------|---------------------|
| <u>Financial assets at FVTPL</u>                 |                     |                |                |                     |
| Non-derivative financial assets held for trading | <u>\$ 2,275,103</u> | <u>\$ -</u>    | <u>\$ -</u>    | <u>\$ 2,275,103</u> |

December 31, 2015

|  | <b>Level 1</b>      | <b>Level 2</b> | <b>Level 3</b> | <b>Total</b>        |
|--|---------------------|----------------|----------------|---------------------|
| <u>Financial assets at FVTPL</u>                 |                     |                |                |                     |
| Non-derivative financial assets held for trading | <u>\$ 1,491,543</u> | <u>\$ -</u>    | <u>\$ -</u>    | <u>\$ 1,491,543</u> |

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

2) Valuation techniques and assumption applied for the purpose of measuring fair value

The fair value of mutual funds traded on active market is the net asset value on the balance sheet date. If there is no market price, the fair value is determined by the redemption value. The estimates and assumptions used by the Company are consistent with those that market participants would use in setting a price for the financial instrument.

c. Categories of financial instruments

|   | <b>December 31</b> |              |
|---|--------------------|--------------|
|   | <b>2016</b>        | <b>2015</b>  |
| <u>Financial assets</u>                   |                    |              |
| Fair value through profit or loss (FVTPL) |                    |              |
| Held for trading                          | \$ 2,275,103       | \$ 1,491,543 |
| Loans and receivables (Note 1)            | 9,915,529          | 8,963,044    |
| <u>Financial liabilities</u>              |                    |              |
| Amortized cost (Note 2)                   | 5,318,300          | 5,699,943    |

Note 1: The balances included loans and receivables measured at amortized cost, which comprise cash and cash equivalents, notes receivable, trade receivables and other receivables.

Note 2: The balances included financial liabilities measured at amortized cost, which comprise short-term borrowings, notes payable, trade payables and part of other payables.

d. Financial risk management objectives and policies

The Company's major financial instruments include trade receivable, trade payables and borrowings. The Company's Corporate Treasury function coordinates access to domestic and international financial markets, manages the financial risks relating to the operations of the Company through internal risk reports which analyze exposures by degree and magnitude of risks. These risks include market risk (including currency risk and interest rate risk), credit risk and liquidity risk.

1) Market risk

The Company's activities exposed it primarily to the financial risks of changes in foreign currency exchange rates and interest rates.

There had been no change to the Company's exposure to market risks or the manner in which these risks were managed and measured. Sensitivity analysis evaluates the impact of a reasonably possible change in interest or foreign currency rates over a year. Details of sensitivity analysis for foreign currency risk and for interest rate risk are set out in (a) and (b) below.

a) Foreign currency risk

The carrying amounts of the Company's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period are set out in Note 29.

Sensitivity analysis

The Company is mainly exposed to the RMB, U.S. dollars and Japanese yen.

The following table details the Company's sensitivity to a 5% increase and decrease in the functional currency against the relevant foreign currencies. 5% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis included only outstanding foreign currency denominated monetary items, and adjusts their translation at the end of the reporting period for a 5% change in foreign currency rates. A positive number below indicates an increase in pre-tax profit associated with the functional currency strengthen 5% against the relevant currency. For a 5% weakening of the functional currency against the relevant currency, there would be an equal and opposite impact on pre-tax profit and the balances below would be negative.

|             | <b>RMB</b>                                |             | <b>U.S. Dollar</b>                        |              | <b>Japanese Yen</b>                       |             |
|-------------|---|-------------|---|--------------|---|-------------|
|             | <b>For the Year Ended<br/>December 31</b> |             | <b>For the Year Ended<br/>December 31</b> |              | <b>For the Year Ended<br/>December 31</b> |             |
|             | <b>2016</b>                               | <b>2015</b> | <b>2016</b>                               | <b>2015</b>  | <b>2016</b>                               | <b>2015</b> |
| Gain (loss) | \$ (279,105)                              | \$ (80,879) | \$ (117,953)                              | \$ (271,558) | \$ (7,009)                                | \$ (383)    |

These were mainly attributable to the exposure outstanding on RMB, U.S. dollars, and Japanese yen bank deposits, repurchase agreement collateralized by bonds, receivables and payables, which were not hedged at the end of the reporting period.

b) Interest rate risk

The carrying amount of the Company's financial assets and financial liabilities with exposure to interest rate at the end of the reporting period were as follows:

|                               | <b>December 31</b> |              |
|-------------------------------|--------------------|--------------|
|                               | <b>2016</b>        | <b>2015</b>  |
| Fair value interest rate risk |                    |              |
| Financial assets              | \$ 7,919,560       | \$ 1,954,022 |
| Financial liabilities         | 500,000            | 500,000      |
| Cash flows interest rate risk |                    |              |
| Financial assets              | 1,348,834          | 6,409,570    |
| Financial liabilities         | 3,130,000          | 3,130,000    |

Sensitivity analysis

The sensitivity analyses below were determined based on the Company's exposure to interest rates for non-derivative instruments at the end of the reporting period. A 25 basis point increase or decrease was used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

If interest rates had been 25 basis points higher/lower and all other variables were held constant, the Company's pre-tax profit for the years ended December 31, 2016 and 2015 would decrease/increase by \$4,453 thousand and increase/decrease \$8,199 thousand, respectively, which was mainly attributable to the Company's exposure to interest rates on its demand deposits, time deposits and short-term borrowings.

2) Credit risk

The Company's concentration of credit risk of 54% and 67% in total trade receivables as of December 31, 2016 and 2015, respectively, was related to the Company's largest customer within the vehicle department and the five largest customers within the parts department.



### 3) Liquidity risk

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

The Company relies on bank borrowings as a significant source of liquidity. As of December 31, 2016 and 2015, the available unutilized borrowings facilities were both \$2,070,000 thousand.

The following table details the Company's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods. The tables had been drawn up based on the undiscounted cash flows of financial liabilities from the earliest date on which the Company can be required to pay.

#### December 31, 2016

|   | <b>Weighted-<br/>average<br/>Effective<br/>Interest Rate<br/>(%)</b> | <b>Within One<br/>Month</b> | <b>1 to 3 Months</b> | <b>3 Months to 1<br/>Year</b> |
|---|--|-----------------------------|----------------------|-------------------------------|
| <u>Non-derivative<br/>financial liabilities</u> |  |                             |                      |                               |
| Non-interest bearing                            | -  | \$ 1,349,976                | \$ 92,693            | \$ 244,436                    |
| Floating interest rate<br>instrument            | 0.89   | 3,132,720                   | -                    | -                             |
| Fixed interest rate<br>instrument               | 1.06   | <u>500,174</u>              | <u>-</u>             | <u>-</u>                      |
|   |  | <u>\$ 4,982,870</u>         | <u>\$ 92,693</u>     | <u>\$ 244,436</u>             |

#### December 31, 2015

|   | <b>Weighted-<br/>average<br/>Effective<br/>Interest Rate<br/>(%)</b> | <b>Within One<br/>Month</b> | <b>1 to 3 Months</b> | <b>3 Months to 1<br/>Year</b> |
|---|--|-----------------------------|----------------------|-------------------------------|
| <u>Non-derivative<br/>financial liabilities</u> |  |                             |                      |                               |
| Non-interest bearing                            | -  | \$ 1,664,346                | \$ 223,486           | \$ 180,929                    |
| Floating interest rate<br>instrument            | 0.96   | 3,132,829                   | -                    | -                             |
| Fixed interest rate<br>instrument               | 1.09   | <u>500,269</u>              | <u>-</u>             | <u>-</u>                      |
|   |  | <u>\$ 5,297,444</u>         | <u>\$ 223,486</u>    | <u>\$ 180,929</u>             |

## 27. TRANSACTIONS WITH RELATED PARTIES

In addition to those disclosed in other notes, the Company had business transactions with the following related parties:

### a. Related parties

| Related Party  | Relationship with the Company                      |
|--|--|
| Investors that have significant influence over the Company |  |
| Nissan Motor Corporation (“Nissan”)                        | Parent Company                                     |
| Yulon Motor Co., Ltd. (“Yulon”)                            | Equity-method investor of the Company              |
| Subsidiaries   |  |
| Yi-Jan Overseas Investment Co., Ltd.                       | Subsidiary   |
| Jetford, Inc.  | Subsidiary of Yi-Jan Overseas Investment Co., Ltd. |
| Other parties  |  |
| Nissan Trading Co., Ltd.                                   | Subsidiary of Nissan                               |
| Nissan Trading Europe Ltd.                                 | Same as above                                      |
| Nissan Motor Egypt S.A.E.                                  | Same as above                                      |
| PT. Nissan Motor Indonesia (“NMI”)                         | Same as above                                      |
| Nissan Mexicana, S.A. De C. V.                             | Same as above                                      |
| Nissan Motor (Thailand) Co., Ltd.                          | Same as above                                      |
| PT Nissan Motor Distributor Indonesia                      | Same as above                                      |
| Nissan Vietnam Co., Ltd.                                   | Substantial related party of Nissan                |
| Nissan Philippines, Inc.                                   | Same as above                                      |
| Renault Nissan Automotive India Private Ltd.               | Same as above                                      |
| INFINTI Motor Co., Ltd.                                    | Same as above                                      |
| Autech Japan, Inc.   | Same as above                                      |
| Dongfeng Nissan Passenger Vehicle Co.                      | Same as above                                      |
| Zhenzhou Nissan Automobile Co., Ltd.                       | Same as above                                      |
| Allied Engineering Co., Ltd.                               | Same as above                                      |
| Chien Tai Industry Co., Ltd.                               | Same as above                                      |
| Taiwan Calsonic Co., Ltd.                                  | Same as above                                      |
| Taiwan Acceptance Corporation                              | Subsidiary of Yulon                                |
| Yueki Industrial Co., Ltd.                                 | Same as above                                      |
| Yu Pong Business Co., Ltd.                                 | Same as above                                      |
| Yushin Motor Co., Ltd.                                     | Same as above                                      |
| Yu Chang Motor Co., Ltd.                                   | Same as above                                      |
| Ka-Plus Automobile Leasing Co., Ltd.                       | Same as above                                      |
| Yu Sing Motor Co., Ltd.                                    | Same as above                                      |
| Empower Motor Co., Ltd.                                    | Same as above                                      |
| Uni Auto Parts Co., Ltd.                                   | Same as above                                      |
| Chan Yun Technology Co., Ltd.                              | Same as above                                      |
| Y-teks, Co., Ltd.  | Same as above                                      |
| Singan Co., Ltd.   | Same as above                                      |
| Sinjang Co., Ltd.  | Same as above                                      |
| Luxgen Motor Co., Ltd.                                     | Same as above                                      |
| Yue Sheng Industrial Co., Ltd.                             | Same as above                                      |
| Yulon Energy Service Co., Ltd.                             | Same as above                                      |
| Univation Motor Philippines, Inc.                          | Substantial related party of Yulon                 |
| Uni Calsonic Corporation                                   | Same as above                                      |
| China Ogihara Corporation                                  | Same as above                                      |
| Yuan Long Motor Co., Ltd.                                  | Same as above                                      |

(Continued)

| <b>Related Party</b>   | <b>Relationship with the Company</b>                                       |
|--|--|
| Chen Long Co., Ltd.  | Same as above  |
| Yulon Management Co., Ltd.                                   | Same as above  |
| ROC Spicer Co., Ltd.   | Same as above  |
| Chi Ho Corporation   | Same as above  |
| Yu Tang Motor Co., Ltd.                                      | Same as above  |
| Tokio Marine Newa Insurance Co., Ltd.                        | Same as above  |
| Hua-Chuang Automobile Information Technical Center Co., Ltd. | Same as above  |
| Taiway, Ltd.   | Same as above  |
| Kian Shen Corporation  | Same as above  |
| Hui-Lian Motor Co., Ltd.                                     | Same as above  |
| Le-Wen Co., Ltd.   | Same as above  |
| Visionary International Consulting Co., Ltd.                 | Same as above  |
| Sin Etke Technology Co., Ltd.                                | Subsidiary of Hua-Chuang Automobile Information Technical Center Co., Ltd. |
| Singgual Technology Co., Ltd.                                | Subsidiary of Singan Co., Ltd.   |
| Hsiang Shou Enterprise Co., Ltd.                             | Subsidiary of Singan Co., Ltd.   |
| Hong Shou Culture Enterprise Co., Ltd.                       | Same as above  |
| Yu Pool Co., Ltd.  | Subsidiary of Yushin Motor Co., Ltd.                                       |
| Yu-Jan Co., Ltd.   | Subsidiary of Yu Sing Motor Co., Ltd.                                      |
| Tang Li Enterprise Co., Ltd.                                 | Subsidiary of Yu Tang Motor Co., Ltd.                                      |
| Ding Long Motor Co., Ltd.                                    | Subsidiary of Chen Long Co., Ltd.  |
| Lian Cheng Motor Co., Ltd.                                   | Same as above  |
| CL Skylite Trading Co., Ltd.                                 | Same as above  |
| Yuan Jyh Motor Co., Ltd.                                     | Subsidiary of Yuan Long Motor Co., Ltd.                                    |
| Diamond Leasing Service Co., Ltd.                            | Subsidiary of Ka-Plus Automobile Leasing Co., Ltd.                         |
| Hsieh Kuan Manpower Service Co., Ltd.                        | Subsidiary of Diamond Leasing Service Co., Ltd.                            |
| Tan Wang Co., Ltd.   | Subsidiary of Yu Chang Motor Co., Ltd.                                     |
| Y.M. Hi-Tech Industry Ltd.                                   | Subsidiary of China Ogihara Corporation                                    |
| Carnival Textile Industrial Corporation                      | Substantial related party of the Company                                   |
| DFS Industrial Group Co., Ltd.                               | Substantial related party of Dongfeng Nissan Passenger Vehicle Co.         |
| LUXGEN Taoyuan Motor Co., Ltd.                               | Subsidiary of LUXGEN Motor Co., Ltd  |
| LUXGEN Taichung Motor Co., Ltd.                              | Same as above  |
| LUXGEN Kaohsiung Motor Co., Ltd.                             | Same as above  |
| ROC-Keeper Industrial Ltd.                                   | Subsidiary of ROC Spicer Co., Ltd.   |

(Concluded)

- b. Balances and transactions between the Company and related parties are based on agreements. Details of transactions between the Company and related parties were disclosed below:

1) Operating transactions

|   | <b>For the Year Ended December 31</b> |                      |
|---|---------------------------------------|----------------------|
|   | <b>2016</b>                           | <b>2015</b>          |
| <u>Sales</u>                              |                                       |                      |
| Investors that have significant influence | \$ 40,202                             | \$ 20,807            |
| Others                                    | <u>34,225,795</u>                     | <u>32,622,352</u>    |
|   | <u>\$ 34,265,997</u>                  | <u>\$ 32,643,159</u> |

|  | <b>For the Year Ended December 31</b> |             |
|--|---------------------------------------|-------------|
|  | <b>2016</b>                           | <b>2015</b> |

Service revenue

|   |          |           |
|---|----------|-----------|
| Investors that have significant influence | \$ 6,173 | \$ 11,646 |
|---|----------|-----------|

The Company designs and performs R&D of cars for investors with significant influence. Service revenue is recognized according to the related contracts.

|  | <b>For the Year Ended December 31</b> |             |
|--|---------------------------------------|-------------|
|  | <b>2016</b>                           | <b>2015</b> |

Other operating revenue

|   |                  |                  |
|---|------------------|------------------|
| Investors that have significant influence | \$ 12,392        | \$ 12,093        |
| Others                                    | 41,974           | 32,668           |
|   | <u>\$ 54,366</u> | <u>\$ 44,761</u> |

Other operating revenue mainly arose from selling steel plates, steel and aluminum parts to others.

|  | <b>For the Year Ended December 31</b> |             |
|--|---------------------------------------|-------------|
|  | <b>2016</b>                           | <b>2015</b> |

Operating cost - purchase

|   |                      |                      |
|---|----------------------|----------------------|
| Investors that have significant influence | \$ 28,368,401        | \$ 26,527,529        |
| Others                                    | 104,378              | 35,940               |
|   | <u>\$ 28,472,779</u> | <u>\$ 26,563,469</u> |

Operating cost - TCA

|   |                   |                   |
|---|-------------------|-------------------|
| Investors that have significant influence | \$ 526,172        | \$ 500,100        |
| Others                                    | 13,012            | 19,774            |
|   | <u>\$ 539,184</u> | <u>\$ 519,874</u> |

The Company's TCA is the payment to investors with significant influence, with whom the Company has technical cooperation agreements.

|  | <b>For the Year Ended December 31</b> |             |
|--|---------------------------------------|-------------|
|  | <b>2016</b>                           | <b>2015</b> |

Operating expense - rental

|   |                  |                  |
|---|------------------|------------------|
| Investors that have significant influence | \$ 15,073        | \$ 16,495        |
| Others                                    | 11,551           | 12,683           |
|   | <u>\$ 26,624</u> | <u>\$ 29,178</u> |

The Company's rental expenses paid monthly are primarily comprised of customer service system, building property, car testing expenses, cars and driving service for its executives.

|  | <b>For the Year Ended December 31</b> |                     |
|--|---------------------------------------|---------------------|
|  | <b>2016</b>                           | <b>2015</b>         |
| <u>Selling and marketing expenses</u>      |                                       |                     |
| Investors that have significant influence  | \$ 13,357                             | \$ 22,243           |
| Others                                     | <u>1,836,683</u>                      | <u>1,538,344</u>    |
|  | <u>\$ 1,850,040</u>                   | <u>\$ 1,560,587</u> |
| <u>General and administrative expenses</u> |                                       |                     |
| Investors that have significant influence  | \$ 27,535                             | \$ 12,050           |
| Others                                     | <u>181,225</u>                        | <u>184,265</u>      |
|  | <u>\$ 208,760</u>                     | <u>\$ 196,315</u>   |
| <u>Research and development expenses</u>   |                                       |                     |
| Investors that have significant influence  | \$ 31,956                             | \$ 50,131           |
| Others                                     | <u>22,862</u>                         | <u>25,275</u>       |
|  | <u>\$ 54,818</u>                      | <u>\$ 75,406</u>    |

Selling and marketing expenses are payment to others for advertisement and promotion.

General and administrative expenses are payment to other parties for consulting, labor dispatch and IT services.

Research and development expenses are payment for sample products, trial fee, and System.

The Company purchased property, plant and equipment from related parties as follows:

|        | <b>For the Year Ended December 31</b> |                   |
|--------|---------------------------------------|-------------------|
|        | <b>2016</b>                           | <b>2015</b>       |
| Others | <u>\$ 8,417</u>                       | <u>\$ 124,257</u> |

The Company sold property, plant and equipment from related parties as follows:

|   | <b>Proceeds</b>                       |             | <b>Gain (Loss) on Disposal</b>        |             |
|---|---------------------------------------|-------------|---------------------------------------|-------------|
|   | <b>For the Year Ended December 31</b> |             | <b>For the Year Ended December 31</b> |             |
|   | <b>2016</b>                           | <b>2015</b> | <b>2016</b>                           | <b>2015</b> |
| Investors that have significant influence | <u>\$ 9,530</u>                       | <u>\$ -</u> | <u>\$ 1,721</u>                       | <u>\$ -</u> |

## 2) Non-operating transactions

|                      | <b>For the Year Ended December 31</b> |              |
|----------------------|---------------------------------------|--------------|
|                      | <b>2016</b>                           | <b>2015</b>  |
| <u>Other revenue</u> |                                       |              |
| Others               | <u>\$ -</u>                           | <u>\$ 33</u> |

|   | <b>For the Year Ended December 31</b> |                 |
|---|---------------------------------------|-----------------|
|   | <b>2016</b>                           | <b>2015</b>     |
| <u>Overseas business expenses</u>         |                                       |                 |
| Others                                    | \$ <u>3,767</u>                       | \$ <u>4,970</u> |
| <u>Other losses</u>                       |                                       |                 |
| Investors that have significant influence | \$ <u>213</u>                         | \$ <u>4,357</u> |
| 3) Receivables from related parties       |                                       |                 |

|   | <b>December 31</b> |                   |
|---|--------------------|-------------------|
|   | <b>2016</b>        | <b>2015</b>       |
| <u>Notes receivable</u>                   |                    |                   |
| Others                                    | \$ <u>4,174</u>    | \$ <u>6,139</u>   |
| <u>Trade receivables</u>                  |                    |                   |
| Subsidiary                                | \$ 6,844           | \$ 5,360          |
| Investors that have significant influence | 166,302            | 22,636            |
| Others                                    | <u>371,952</u>     | <u>455,896</u>    |
|   | \$ <u>545,098</u>  | \$ <u>483,892</u> |

Trade receivables from investors that have significant influence were mainly for advances on commodity tax returns.

Trade receivables from related parties are unsecured. For the years ended December 31, 2016 and 2015, no impairment loss was recognized for trade receivables from related parties.

4) Payables to related parties

|   | <b>December 31</b>  |                     |
|---|---------------------|---------------------|
|   | <b>2016</b>         | <b>2015</b>         |
| <u>Notes payables</u>                     |                     |                     |
| Investors that have significant influence | \$ <u>1,536</u>     | \$ <u>-</u>         |
| <u>Trade payables</u>                     |                     |                     |
| Investors that have significant influence | \$ 495,426          | \$ 669,569          |
| Others                                    | <u>587,750</u>      | <u>508,621</u>      |
|   | \$ <u>1,083,176</u> | \$ <u>1,178,190</u> |

Trade payables from related parties are unsecured.

5) Refundable deposits

|   | <b>December 31</b> |                   |
|---|--------------------|-------------------|
|   | <b>2016</b>        | <b>2015</b>       |
| Investors that have significant influence | \$ 373,496         | \$ 373,496        |
| Others                                    | <u>800</u>         | <u>7,601</u>      |
|   | <u>\$ 374,296</u>  | <u>\$ 381,097</u> |

6) Prepayments

|   | <b>December 31</b> |                 |
|---|--------------------|-----------------|
|   | <b>2016</b>        | <b>2015</b>     |
| Investors that have significant influence | <u>\$ 11,995</u>   | <u>\$ 9,089</u> |

Prepayments to investors that have significant influence are for office rent.

7) Receipts in advance

|        | <b>December 31</b> |             |
|--------|--------------------|-------------|
|        | <b>2016</b>        | <b>2015</b> |
| Others | <u>\$ 52,918</u>   | <u>\$ -</u> |

The Company designs and develops car models for others, and according to the related contracts, the Company receives payments in advance.

c. Compensation of key management personnel:

|                             | <b>For the Year Ended December 31</b> |                  |
|-----------------------------|---------------------------------------|------------------|
|                             | <b>2016</b>                           | <b>2015</b>      |
| Short-term employee benefit | \$ 38,664                             | \$ 46,015        |
| Post-employment benefit     | <u>1,931</u>                          | <u>2,342</u>     |
|                             | <u>\$ 40,595</u>                      | <u>\$ 48,357</u> |

The remuneration of directors and key executives was determined by the remuneration committee having regard to the performance of individuals and market trends.

d. Other transactions with related-parties

- 1) The Company sold to Taiwan Acceptance Corporation trade receivable which amounted to \$1,963,839 thousand and \$2,055,877 thousand for the years ended December 31, 2016 and 2015, respectively. Based on the related contract, the amount of receivable sold is limited to the amount of pledges from the original debtor to Taiwan Acceptance Corporation. The Company's interest expenses recognized on the trade receivable sold to Taiwan Acceptance Corporation were \$1,034 thousand and \$1,127 thousand for the years ended December 31, 2016 and 2015, respectively.

- 2) The Company signed molds contracts with Diamond Leasing Service Co., Ltd.

The molds contracts are valid from the date of the contract to the end of production of the car model. The Company signed reused molds contracts in June 2016. The revised amount of the contracts is \$1,021,491 thousand (excluding of tax), which was originally \$1,080,206 thousand (excluding of tax). The additional molds contracts were signed because of adding molds in November and December 2016, which amounted to \$262,139 thousand (excluding of tax), and the installment payments will be disbursed according to the progress under the contract schedule. As of December 31, 2016, the Company had already paid \$1,021,491 thousand (recognized as property, plant, and equipment). Besides, within the contract period, the Company should pay to Diamond Leasing Service Co., Ltd. before the end of January every year the amount of \$2.6 dollars for every 10 thousand of the accumulated amounts paid for molds in prior year.

## 28. SIGNIFICANT CONTINGENCIES AND UNRECOGNIZED COMMITMENTS

In addition to those disclosed in other notes, significant commitments and contingencies of the Company as of December 31, 2016 were as follows:

- a. The Company re-signed a manufacturing contract with Yulon, effective on or after May 1, 2015, for 5 years. This contract, for which the first expiry date was on April 30, 2020, is automatically extended annually unless either party issues a termination notice at least three months before expiry. The contract states that the Company authorizes Yulon to manufacture Nissan automobiles and parts, and the Company is responsible for the subsequent development of new automobile parts. The manufacturing volume of Yulon under the contract should correspond to the Company's sales projection for the year. In addition, the Company has authorized Yulon as the original equipment manufacturer ("OEM") of automobile parts and after-sales service.

The Company is responsible for developing new car models, refining designs, and providing the sales projection to Yulon. Yulon is responsible for transforming the sales projections into manufacturing plans, making the related materials orders and purchases, providing product quality assurance, delivering cars, and shouldering warranty expenses due to any defects in products made by Yulon.

- b. The Company has a contract with Taiwan Acceptance Corporation for sale and purchase of vehicles. Besides, Taiwan Acceptance Corporation separately signed with dealers contracts for display of vehicles. If any dealer violates the display contract, resulting in the need for Taiwan Acceptance Corporation to recover the display vehicles, the Company must assist in the settlement or buy-back the vehicles at the original price. From the date of signing the sale and purchase contract to December 31, 2016, no buy-back of vehicles has occurred.

- c. Unrecognized commitments

|   | <b>December 31</b> |                 |
|---|--------------------|-----------------|
|   | <b>2016</b>        | <b>2015</b>     |
| Acquisition of property, plant, and equipment | \$ 3,518           | \$ 2,051        |
| Acquisition of computer software              | <u>5,641</u>       | <u>3,923</u>    |
|   | <u>\$ 9,159</u>    | <u>\$ 5,974</u> |



## 29. SIGNIFICANT ASSETS AND LIABILITIES DENOMINATED IN FOREIGN CURRENCIES

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

(In Thousands of New Taiwan Dollars and Foreign Currency)

December 31, 2016

|                              | Foreign<br>Currencies | Exchange Rate    | Carrying<br>Amount   |
|------------------------------|-----------------------|------------------|----------------------|
| <u>Financial assets</u>      |                       |                  |                      |
| Monetary items               |                       |                  |                      |
| RMB                          | \$ 1,209,033          | 4.6170 (RMB:NTD) | \$ 5,582,106         |
| USD                          | 73,149                | 32.250 (USD:NTD) | 2,359,058            |
| JPY                          | 508,852               | 0.2756 (JPY:NTD) | <u>140,239</u>       |
|                              |                       |                  | <u>\$ 8,081,403</u>  |
| Non-monetary items           |                       |                  |                      |
| USD                          | 473,767               | 32.250 (USD:NTD) | <u>\$ 15,278,996</u> |
| <u>Financial liabilities</u> |                       |                  |                      |
| Monetary items               |                       |                  |                      |
| JPY                          | 204                   | 0.2756 (JPY:NTD) | <u>\$ 56</u>         |

December 31, 2015

|                              | Foreign<br>Currencies | Exchange Rate    | Carrying<br>Amount   |
|------------------------------|-----------------------|------------------|----------------------|
| <u>Financial assets</u>      |                       |                  |                      |
| Monetary items               |                       |                  |                      |
| USD                          | \$ 165,459            | 32.825 (USD:NTD) | \$ 5,431,168         |
| RMB                          | 323,840               | 4.995 (RMB:NTD)  | 1,617,582            |
| JPY                          | 28,382                | 0.2727 (JPY:NTD) | <u>7,740</u>         |
|                              |                       |                  | <u>\$ 7,056,490</u>  |
| Non-monetary items           |                       |                  |                      |
| USD                          | 553,705               | 32.825 (USD:NTD) | <u>\$ 18,175,364</u> |
| <u>Financial liabilities</u> |                       |                  |                      |
| Monetary items               |                       |                  |                      |
| JPY                          | 300                   | 0.2727 (JPY:NTD) | <u>\$ 82</u>         |

The significant realized and unrealized foreign exchange gains (losses) were as follows:

| For the Year Ended December 31 |                  |  |                  |  |
|--------------------------------|------------------|--|------------------|--|
| 2016                           |                  | 2015                                   |                  |  |
| Foreign Currencies             | Exchange Rate    | Net Foreign<br>Exchange Gain<br>(Loss) | Exchange Rate    | Net Foreign<br>Exchange Gain<br>(Loss) |
| RMB                            | 4.8490 (RMB:NTD) | \$ 61,981                              | 5.0330 (RMB:NTD) | \$ (272,144)                           |
| USD                            | 32.263 (USD:NTD) | (227,580)                              | 31.739 (USD:NTD) | (40,641)                               |
| JPY                            | 0.2972 (JPY:NTD) | <u>(15,229)</u>                        | 0.2624 (JPY:NTD) | <u>11,644</u>                          |
|                                |                  | <u>\$ (180,828)</u>                    |                  | <u>\$ (301,141)</u>                    |

### 30. SEPARATELY DISCLOSED ITEMS

a. Information about significant transactions and investees:

- 1) Financing provided to others: None
- 2) Endorsements guarantees provided: None
- 3) Market securities held (excluding investment in subsidiaries and associates): Table 1 (attached)
- 4) Marketable securities acquired and disposed at costs or prices of at least NT\$300 million or 20% of the paid-in capital: Table 2 (attached)
- 5) Acquisition of individual real estate at costs of at least NT\$300 million or 20% of the paid-in capital: None
- 6) Disposal of real individual estate at prices of at least NT\$300 million or 20% of the paid-in capital: None
- 7) Total purchases from or sales to related parties amounting to at least NT\$100 million or 20% of the paid-in capital: Table 3 (attached)
- 8) Receivables from related parties amounting to at least NT\$100 million or 20% of the paid-in capital: Table 4 (attached)
- 9) Trading in derivative instruments: None
- 10) Information on investees: Table 5 (attached)

b. Information on investments in mainland China

- 1) Information on any investee company in mainland China, showing the name, principal business activities, paid-in capital, method of investment, inward and outward remittance of funds, ownership percentage, net income or loss, investment income or loss, carrying amount of the investment at the end of the period, repatriated investment income, and limit on the amount of investment in the mainland China area: Table 6 (attached)

- 2) Any of the following significant transactions with investee companies in mainland China, either directly or indirectly through a third area, and their prices, payment terms, and unrealized gains or losses: None
- a) The amount and percentage of purchases and the balance and percentage of the related payables at the end of the period.
  - b) The amount and percentage of sales and the balance and percentage of the related receivables at the end of the period.
  - c) The amount of property transactions and the amount of the resultant gains or losses.
  - d) The balance of negotiable instrument endorsements or guarantees or pledges of collateral at the end of the period and the purposes.
  - e) The highest balance, the end of period balance, the interest rate range, and total current period interest with respect to financing of funds.
  - f) Other transactions that have a material effect on the profit or loss for the period or on the financial position, such as the rendering or receiving of services.

**TABLE 1**

**YULON NISSAN MOTOR COMPANY, LTD.**

**MARKETABLE SECURITIES HELD**  
**DECEMBER 31, 2016**  
**(In Thousands of New Taiwan Dollars)**

| Investor                         | Securities Type and Name                          | Relationship with the Investor | Financial Statement Account                           | December 31, 2016  |                |                         |  | Note |
|----------------------------------|---|--------------------------------|---|--------------------|----------------|-------------------------|--|------|
|                                  |   |                                |   | Shares (Thousands) | Carrying Value | Percentage of Ownership | Market Value or Net Asset Value (Note) |      |
| Yulon Nissan Motor Company, Ltd. | <u>Beneficiary certificates</u>                   |                                |   |                    |                |                         |  |      |
|                                  | FSITC Taiwan Money Market Fund                    | -                              | Financial assets at fair value through profit or loss | 33,137             | \$ 501,953     | -                       | \$ 501,953                             |      |
|                                  | Mega Diamond Money Market                         | -                              | Financial assets at fair value through profit or loss | 24,249             | 301,128        | -                       | 301,128                                |      |
|                                  | Taishin 1699 Money Market                         | -                              | Financial assets at fair value through profit or loss | 22,452             | 300,835        | -                       | 300,835                                |      |
|                                  | Allianz Global Investors Taiwan Money Market Fund | -                              | Financial assets at fair value through profit or loss | 24,234             | 300,738        | -                       | 300,738                                |      |
|                                  | Taishin Lucky Money Market Fund                   | -                              | Financial assets at fair value through profit or loss | 18,152             | 200,143        | -                       | 200,143                                |      |
|                                  | Prudential Financial Money Market                 | -                              | Financial assets at fair value through profit or loss | 9,654              | 151,190        | -                       | 151,190                                |      |
|                                  | FSITC Money Market                                | -                              | Financial assets at fair value through profit or loss | 568                | 100,380        | -                       | 100,380                                |      |
|                                  | The RSIT Enhanced Money Market                    | -                              | Financial assets at fair value through profit or loss | 8,461              | 100,352        | -                       | 100,352                                |      |
|                                  | Capital Money Market                              | -                              | Financial assets at fair value through profit or loss | 6,274              | 100,266        | -                       | 100,266                                |      |
|                                  | Franklin Templeton Sinoam Money Market            | -                              | Financial assets at fair value through profit or loss | 7,964              | 81,490         | -                       | 81,490                                 |      |
|                                  | Yuanta De-Bao Money Market Fund                   | -                              | Financial assets at fair value through profit or loss | 4,199              | 50,000         | -                       | 50,000                                 |      |
|                                  | PineBridge Em Mkt AsiaPac Strat Bd                | -                              | Financial assets at fair value through profit or loss | 2,713              | 30,619         | -                       | 30,619                                 |      |
|                                  | PineBridge Taiwan Money Markey Found              | -                              | Financial assets at fair value through profit or loss | 1,840              | 25,000         | -                       | 25,000                                 |      |
|                                  | Fuh Hwa Global Fixed Inc FoFs                     | -                              | Financial assets at fair value through profit or loss | 1,347              | 20,633         | -                       | 20,633                                 |      |
|                                  | Nomura Global Equity                              | -                              | Financial assets at fair value through profit or loss | 800                | 10,376         | -                       | 10,376                                 |      |

Note: The fair value of the financial asset at fair value through profit or loss is calculated based on the asset’s net value as of December 31, 2016.

**TABLE 2**

**YULON NISSAN MOTOR COMPANY, LTD.**

**MARKETABLE SECURITIES ACQUIRED AND DISPOSED AT COSTS OR PRICES OF AT LEAST \$300 MILLION OR 20% OF THE PAID-IN CAPITAL  
FOR THE YEAR ENDED DECEMBER 31, 2016  
(In Thousands of New Taiwan Dollars)**

| Company Name                     | Type and Name of Marketable Securities                         | Financial Statement Account                           | Counterparty | Relationship | Beginning Balance  |            | Acquisition        |         | Disposal           |            |                 |                         | Ending Balance     |               |
|----------------------------------|--|---|--------------|--------------|--------------------|------------|--------------------|---------|--------------------|------------|-----------------|-------------------------|--------------------|---------------|
|                                  |  |   |              |              | Shares (Thousands) | Amount     | Shares (Thousands) | Amount  | Shares (Thousands) | Amount     | Carrying Amount | Gain (Loss) on Disposal | Shares (Thousands) | Amount (Note) |
| Yulon Nissan Motor Company, Ltd. | <u>Beneficiary certificates</u><br>Yuanta RMB Money Market TWD | Financial assets at fair value through profit or loss | -            | -            | 27,794             | \$ 300,000 | -                  | \$ -    | 27,794             | \$ 300,226 | \$ 300,000      | \$ 266                  | -                  | \$ -          |
|                                  | Taishin 1699 Money Market                                      | Financial assets at fair value through profit or loss | -            | -            | -                  | -          | 22,452             | 300,000 | -                  | -          | -               | -                       | 22,452             | 300,000       |
|                                  | FSITC Taiwan Money Market Fund                                 | Financial assets at fair value through profit or loss | -            | -            | 13,274             | 200,000    | 19,863             | 300,000 | -                  | -          | -               | -                       | 33,137             | 500,000       |
|                                  | Nomura Taiwan Money Market                                     | Financial assets at fair value through profit or loss | -            | -            | 12,412             | 200,000    | 12,407             | 200,000 | 24,819             | 400,478    | 400,000         | 478                     | -                  | -             |
|                                  | Paradigm Pion Money Market                                     | Financial assets at fair value through profit or loss | -            | -            | -                  | -          | 26,263             | 300,000 | 26,263             | 300,328    | 300,000         | 328                     | -                  | -             |

Note: Shown at their original investment amount.

**TABLE 3**

**YULON NISSAN MOTOR COMPANY LTD.**

**TOTAL PURCHASES FROM OR SALES TO RELATED PARTIES AMOUNT TO AT LEASE NT\$100 MILLION OR 20% OF PAID-IN CAPITAL  
FOR THE YEAR ENDED DECEMBER 31, 2016  
(In Thousands of New Taiwan Dollars)**

| Company Name                     | Related Party  | Nature of Relationship                | Transaction Details |               |               |   | Abnormal Transaction (Note 1) |               | Notes/Accounts Payable or Receivable (Note 2) |                           | Note |
|----------------------------------|--|---------------------------------------|---------------------|---------------|---------------|---|-------------------------------|---------------|---|---------------------------|------|
|                                  |  |                                       | Purchase/<br>Sale   | Amount        | % to<br>Total | Payment Terms   | Unit Price                    | Payment Terms | Ending Balance                                | % to<br>Total<br>(Note 3) |      |
| Yulon Nissan Motor Company, Ltd. | Yulon  | Equity-method investor of the Company | Purchase            | \$ 28,288,848 | 99            | 4 days after sales for parts<br>3 days after sales for vehicles | \$ -                          | -             | \$ (332,695)                                  | (30)                      | -    |
|                                  | Taiwan Acceptance Corporation<br>Yuan Long Motor Co., Ltd. | Subsidiary of Yulon                   | Sale                | 30,841,817    | 89            | Same as above   | -                             | -             | 272,888                                       | 47                        | -    |
|                                  |  | Substantial related party of Yulon    | Sale                | 453,311       | 1             | 14 days after sales for parts<br>Immediate payment for vehicles | -                             | -             | 13,011  | 2                         | -    |
|                                  |  |                                       | Sale                | 409,082       | 1             | 14 days after sales for parts                                   | -                             | -             | 9,396   | 2                         | -    |
|                                  | Yu Chang Motor Co., Ltd.                                   | Subsidiary of Yulon                   | Sale                | 368,851       | 1             | Same as above   | -                             | -             | 1,756   | -                         | -    |
|                                  | Yu Sing Motor Co., Ltd.                                    | Subsidiary of Yulon                   | Sale                | 352,767       | 1             | Same as above   | -                             | -             | -   | -                         | -    |
|                                  | Hui-Lian Motor Co., Ltd.                                   | Substantial related party of Yulon    | Sale                | 328,016       | 1             | 14 days after sales for parts<br>Immediate payment for vehicles | -                             | -             | 6,490   | 1                         | -    |
|                                  | Chen Long Co., Ltd.  | Substantial related party of Yulon    | Sale                | 310,159       | 1             | 14 days after sales for parts                                   | -                             | -             | 2,334   | -                         | -    |
|                                  | Yu Tang Motor Co., Ltd.                                    | Substantial related party of Yulon    | Sale                | 308,220       | 1             | 14 days after sales for parts<br>Immediate payment for vehicles | -                             | -             | 6,422   | 1                         | -    |
|                                  | Empower Motor Co., Ltd.                                    | Subsidiary of Yulon                   | Sale                | 252,492       | 1             | Same as above   | -                             | -             | 4,572   | 1                         | -    |
|                                  | Yushin Motor Co., Ltd.                                     | Subsidiary of Yulon                   | Sale                |               |               |   |                               |               |   |                           |      |

Note 1: Transaction terms are based on agreements.

Note 2: Balances shown here are notes and accounts receivable from sales and notes and accounts payable for purchases.

Note 3: Balances shown here are based on the carrying amount of the Company.

**TABLE 4**

**YULON NISSAN MOTOR COMPANY, LTD.**

**RECEIVABLES FROM RELATED PARTIES AMOUNTING TO AT LEAST NT\$100 MILLION OR 20% OF THE PAID-IN CAPITAL  
DECEMBER 31, 2016  
(In Thousands of New Taiwan Dollars, Unless Stated Otherwise)**

| Company Name                     | Related Party                 | Nature of Relationship | Ending Balance | Turnover Rate<br>(Note) | Overdue |              | Amounts Received<br>in Subsequent<br>Period | Allowance for<br>Bad Debts |
|----------------------------------|-------------------------------|------------------------|----------------|-------------------------|---------|--------------|---|----------------------------|
|                                  |                               |                        |                |                         | Amount  | Action Taken |   |                            |
| Yulon Nissan Motor Company, Ltd. | Taiwan Acceptance Corporation | Subsidiary of Yulon    | \$ 272,888     | 112.03                  | \$ -    | -            | \$ 272,888                                  | \$ -                       |

Note: The turnover rate was based on the carrying amount of the Company.

**TABLE 5**

**YULON NISSAN MOTOR COMPANY, LTD.**

**INFORMATION ON INVESTEEES**  
**FOR THE YEAR ENDED DECEMBER 31, 2016**  
**(In Thousands of New Taiwan Dollars and U.S. Dollars, Unless Stated Otherwise)**

| Investor Company                     | Investee Company                     | Location               | Main Businesses and Products | Original Investment Amount    |                               | As of December 31, 2016 |     |                 | Net Income (Loss) of the Investee | Share of Profit (Loss) | Note |
|--------------------------------------|--------------------------------------|------------------------|------------------------------|-------------------------------|-------------------------------|-------------------------|-----|-----------------|-----------------------------------|------------------------|------|
|                                      |                                      |                        |                              | December 31, 2016             | December 31, 2015             | Shares (Thousands)      | %   | Carrying Amount |                                   |                        |      |
| Yulon Nissan Motor Company, Ltd.     | Yi-Jan Overseas Investment Co., Ltd. | Cayman Islands         | Investment                   | \$ 1,847,983<br>(US\$ 57,371) | \$ 1,847,983<br>(US\$ 57,371) | 84,987                  | 100 | \$ 15,281,346   | \$ 4,536,994                      | \$ 4,536,994           | Note |
| Yi-Jan Overseas Investment Co., Ltd. | JetFord, Inc.                        | British Virgin Islands | Investment                   | US\$ 57,171                   | US\$ 57,171                   | 71,772                  | 100 | US\$ 473,637    | US\$ 140,630                      | US\$ 140,630           | Note |

Note: The carrying amount and related shares of profit of the equity investment were calculated based on the audited financial statements and percentage of ownership.



**TABLE 6**

**YULON NISSAN MOTOR COMPANY, LTD.**

**INFORMATION ON INVESTMENTS IN MAINLAND CHINA  
FOR THE YEAR ENDED DECEMBER 31, 2016**  
(In Thousands of New Taiwan Dollars, U.S. Dollars and RMB, Unless Stated Otherwise)

| Investee Company                             | Main Businesses and Products   | Paid-in Capital               | Method of Investment (e.g., Direct or Indirect) | Accumulated Outward Remittance for Investment from Taiwan as of January 1, 2016 | Investment Flows |        | Accumulated Outward Remittance for Investment from Taiwan as of December 31, 2016 | % Ownership of Direct or Indirect Investment | Net Income (Loss) of the Investee | Investment Gain (Loss) (Note 2) | Carrying Amount as of December 31, 2016 | Accumulated Repatriation of Investment Income as of December 31, 2016 |
|--|--|-------------------------------|---|---|------------------|--------|---|--|-----------------------------------|---------------------------------|---|---|
|  |  |                               |   |   | Outflow          | Inflow |   |  |                                   |                                 |   |   |
| Aeolus Xiangyang Automobile Co., Ltd.        | Developing and manufacturing of parts and vehicles and related services                                    | \$ 3,581,037<br>(RMB 826,000) | Note 1  | \$ 716,856<br>(US\$ 21,700)   | \$ -             | \$ -   | \$ 716,856<br>(US\$ 21,700)   | 16.55  | \$ 2,102,618<br>(US\$ 65,171)     | \$ 334,662<br>(US\$ 10,373)     | \$ 1,917,714<br>(US\$ 59,464)           | \$ 2,157,064<br>(US\$ 67,080)   |
| Aeolus Automobile Co., Ltd.                  | Consulting   | 761,964<br>(RMB 194,400)      | Note 1  | 533,109<br>(US\$ 16,812)  | -                | -      | 533,109<br>(US\$ 16,812)  | 33.12  | 4,949<br>(US\$ 153)               | 1,640<br>(US\$ 51)              | 739,065<br>(US\$ 22,917)                | 7,478,304<br>(US\$ 237,559)   |
| Guangzhou Aeolus Automobile Co., Ltd.        | Developing and manufacturing of parts and vehicles and related services                                    | 8,969,950<br>(RMB 2,200,000)  | Note 1  | 537,199<br>(US\$ 16,941)  | -                | -      | 537,199<br>(US\$ 16,941)  | 40.00  | 11,211,237<br>(US\$ 347,495)      | 4,484,495<br>(US\$ 138,998)     | 11,354,893<br>(US\$ 352,090)            | 20,860,371<br>(US\$ 664,453)  |
| Shenzhen Lan You Technology Co., Ltd.        | Developing, manufacturing and selling of computer software and hardware and computer technology consulting | 57,450<br>(RMB 15,000)        | Note 1  | 35,674<br>(US\$ 1,125)  | -                | -      | 35,674<br>(US\$ 1,125)  | 45.00  | 177,597<br>(US\$ 5,504)           | 79,918<br>(US\$ 2,477)          | 647,539<br>(US\$ 20,079)                | -   |
| Dong Feng Yulon Used Cars Co., Ltd. (Note 4) | Valuation, purchase, renovation, rent, selling of used cars and training                                   | 38,300<br>(RMB 10,000)        | Note 1  | 18,804<br>(US\$ 593)  | -                | -      | 18,804<br>(US\$ 593)  | 49.00  | 6,779<br>(US\$ 210)               | 3,322<br>(US\$ 103)             | (12,826)<br>(US\$ -398)                 | -   |

| Accumulated Outward Remittance for Investment in Mainland China as of December 31, 2016 | Investment Amounts Authorized by Investment Commission, MOEA | Upper Limit on the Amount of Investment Stipulated by Investment Commission, MOEA (Note 3) |
|---|--|--|
| \$1,841,642 (US\$57,171)  | \$1,917,100 (US\$59,600)                                     | \$12,932,606   |

- Note 1: The Company indirectly owns these investees through Jet Ford, Inc., an investment company registered in a third region.
- Note 2: The carrying amount and related investment income of the equity investment were calculated based on the audited financial statements and percentage of ownership.
- Note 3: The upper limit was calculated in accordance with the “Regulation Governing the Approval of Investment or Technical Cooperation in Mainland China” issued by the Investment Commission under the Ministry of Economic Affairs on August 22, 2008.
- Note 4: The Company’s share of losses exceeds its interest in Dong Feng Yulon Used Cars Co., Ltd. The Company recognized additional loss on constructive future obligations to settle Dong Feng Yulon Used Cars Co., Ltd.