

**Acter Co., Ltd. and Subsidiaries
Consolidated Financial Statements**

**March 31, 2015 and 2014
(With Independent Auditor's Review Thereon)**

Independent Auditors' Report

The Board of Directors
Acter Co., Ltd.:

We have reviewed the accompanying consolidated statements of financial position of Acter Co., Ltd. (the "Company") and subsidiaries as of March 31, 2015 and 2014, and the related consolidated statements of comprehensive income, changes in equity, and cash flows for the years then ended March 31, 2015 and 2014. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our review.

Except as discussed in the third and fourth paragraph, we conducted our reviews in accordance with Statement on Auditing Standard No. 36, "Engagement to Review Financial Statements". A review consists principally of applying analytical procedures to financial data and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit in accordance with auditing standards generally accepted in the Republic of China, the objective of which is the expression of an opinion regarding the consolidated interim financial statements taken as a whole. Accordingly, we do not express such an opinion.

The financial statements of certain subsidiaries were consolidated based on their unreviewed financial statements. The total assets of these subsidiaries amounted to NT\$1,852,638 thousand and NT\$1,752,802 thousand, representing 27% and 26% of the related consolidated total assets and the total liabilities amounted to NT\$874,639 thousand and NT\$1,001,459 thousand, representing 21% and 27% of the related consolidated liabilities as of March 31, 2015 and 2014, respectively. The total comprehensive income of these subsidiaries amounted to NT\$14,850 thousand and NT\$21,195 thousand, both representing 39% of the related consolidated comprehensive income for the three months ended March 31, 2015 and 2014, respectively.

Except as described in the third paragraph, the financial statements of equity-accounted investee were not reviewed by independent accountants. Long-term investment in the company amounted to NT\$1,316 thousand as of March 31, 2015, and the related investment loss amounted to NT\$78 thousand for the three months period then ended

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

The auditors' audit report and the accompanying financial statements are the English translation of the Chinese version prepared and used in the Republic of China. If there is any conflict between, or any difference in the interpretation of, the English and Chinese language auditors' review report and consolidated financial statements, the Chinese version shall prevail.

Based on our reviews, except for the effects of such adjustments, if any, as might have been determined to be necessary had the financial statements of some consolidated subsidiaries and the equity-accounted investee been reviewed as described in the preceding paragraphs, we are not aware of any material modifications that should be made to the consolidated financial statements referred to the first paragraph for them to be in conformity with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and guidelines of International Accounting Standards No. 34 “Interim Financial Reporting” which are endorsed by the Financial Supervisory Commission, Republic of China.

Hsinchu, Taiwan (the Republic of china)
April 28, 2015

Note to Readers

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

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Acter Co., Ltd. and Subsidiaries
Consolidated Statements of Financial Position
March 31, 2015, and 2014
(In Thousands of New Taiwan Dollars)

Assets	March 31, 2015		December 31, 2014		March 31, 2014			Liabilities and Equity		March 31, 2014		December 31, 2014		March 31, 2014			
	Amount	%	Amount	%	Amount	%		Amount	%	Amount	%	Amount	%	Amount	%		
Current Assets:								Current Liabilities:									
1100 Cash and cash equivalents (Note 6(1))\$	1,080,773	16	1,141,445	17	1,604,481	24	2100	Short-term loans (Note 6(10) and 8) \$	77,744	1	78,235	1	271,071	4			
1125 Available-for-sale financial assets – current (Note 6(2))	219,167	3	233,202	3	272,718	4	2150	Notes payable	258,286	4	285,161	4	164,763	2			
1150 Notes receivable, net (Note 6(3))	118,749	2	165,462	2	163,999	2	2170	Accounts payable	1,597,630	23	2,081,856	30	1,567,320	23			
1170 Accounts receivable, net (Note 6(3))	1,794,760	26	1,682,364	24	1,714,155	26	2180	Payables to related parties (Note 7)	108	-	218	-	664	-			
1190 Construction contracts receivable (Note 6(4))	1,198,486	17	1,387,905	20	1,110,366	17	2190	Construction contracts payable (Note 6(4))	638,019	9	503,955	8	383,021	6			
1200 Other receivables (Note 6(3))	67,999	1	43,703	1	43,390	1	2201	Accrued salaries and bonuses	78,895	1	149,017	2	60,097	1			
1220 Current income tax assets (Note 7)	2,825	-	21	-	43,390	1	2230	Current tax liabilities	43,254	1	29,898	-	104,441	2			
1310 Inventories, net (Note 6(5))	1,224,802	18	1,075,392	16	891,234	13	2250	Provisions – current (Note 6(9))	186,023	3	195,917	3	234,187	4			
1476 Other financial assets – current (Note 8)	276,209	4	259,544	4	95,221	1	2311	Advance sales receipts	979,538	14	613,712	9	616,943	9			
1479 Other current assets	288,497	4	263,847	4	233,163	3	2399	Other current liabilities	80,647	1	86,991	1	90,134	1			
	<u>6,272,267</u>	<u>91</u>	<u>6,252,885</u>	<u>91</u>	<u>6,128,727</u>	<u>91</u>			<u>3,940,144</u>	<u>57</u>	<u>4,024,960</u>	<u>58</u>	<u>3,492,641</u>	<u>52</u>			
Non-current assets:								Non-current liabilities:									
1523 Available-for-sale financial assets – noncurrent (Note 6(2))	22,230	-	25,909	-	44,471	1	2570	Deferred tax liabilities	159,918	2	157,568	2	212,399	3			
1550 Investment accounted for using equity method	1,316	-	1,407	-	-	-	2640	Accrued pension liabilities	34,436	1	34,742	-	32,354	1			
1600 Property, plant and equipment (Note 6(7))	333,420	5	340,595	5	344,763	5	2645	Guarantee deposit received	252	-	252	-	252	-			
1760 Investment property, net (Note 6(8))	30,785	-	30,868	-	31,119	-			<u>194,606</u>	<u>3</u>	<u>192,562</u>	<u>3</u>	<u>245,005</u>	<u>4</u>			
1840 Deferred tax assets	110,887	2	105,346	2	87,078	1		Total Liabilities	<u>4,134,750</u>	<u>60</u>	<u>4,217,522</u>	<u>61</u>	<u>3,737,646</u>	<u>56</u>			
1985 Long-term prepaid rents	40,795	1	41,414	1	40,426	1		Equity Attributable to Shareholders of the parent company									
1990 Other non-current assets (Note 6(2))	70,090	1	87,476	1	40,411	1		(Note 6(13)):									
	<u>609,523</u>	<u>9</u>	<u>633,015</u>	<u>9</u>	<u>588,268</u>	<u>9</u>		3100	Common stock	461,359	7	461,359	7	461,359	7		
								3200	Capital surplus	977,817	14	936,951	13	896,766	14		
								3300	Retained earnings	1,183,386	17	1,129,996	17	1,553,382	23		
								3400	Other equity interest	(71)	-	55,867	1	41,998	-		
									Total Equity attributable to the parent of company	<u>2,627,291</u>	<u>38</u>	<u>2,898,585</u>	<u>38</u>	<u>2,955,505</u>	<u>44</u>		
								36xx	Non-controlling interests (Note 6(6))	<u>119,749</u>	<u>2</u>	<u>84,205</u>	<u>1</u>	<u>23,844</u>	<u>-</u>		
									Total Equity	<u>2,747,040</u>	<u>40</u>	<u>2,668,378</u>	<u>39</u>	<u>2,979,349</u>	<u>44</u>		
Total Assets	\$ <u>6,881,790</u>	<u>100</u>	<u>6,885,900</u>	<u>100</u>	\$ <u>6,716,995</u>	<u>100</u>		Total Liabilities And Equity	\$ <u>6,881,790</u>	<u>100</u>	<u>6,885,900</u>	<u>100</u>	<u>6,716,995</u>	<u>100</u>			

**Reviewed only, not audited in accordance with the generally accepted auditing standards.
Acter Co., Ltd. and Subsidiaries**

Consolidated Statements Of Comprehensive Income

For The Three Months Ended March 31, 2015 And 2014

(Expressed in Thousands of New Taiwan Dollars, Except for Earnings per Share)

		For the Three Months ended March 31			
		2015		2014	
		Amount	%	Amount	%
Operating revenues:					
4521	Construction revenue (Note 6(4) and 7)	\$ 1,178,698	87	1,257,483	92
4529	Less: allowances	<u>(323)</u>	<u>-</u>	<u>(2,930)</u>	<u>-</u>
		1,178,375	87	1,254,553	92
4110	Sales	157,529	12	105,973	8
4800	Other operating revenue	<u>18,379</u>	<u>1</u>	<u>8,763</u>	<u>-</u>
		1,354,283	100	1,369,289	100
Operating cost (Note 6(12)):					
5520	Construction cost (Note 7)	1,033,771	76	1,115,304	81
5110	Cost of goods sold (Note 6(5))	122,292	9	94,649	7
5800	Other operating cost	<u>39</u>	<u>-</u>	<u>863</u>	<u>-</u>
		1,156,816	85	1,210,816	88
Gross profit		<u>198,181</u>	<u>15</u>	<u>158,473</u>	<u>12</u>
Operating expenses (Note 6(12)):					
6100	Selling	30,100	2	22,570	2
6200	General and administrative	84,452	6	78,596	6
6300	Research and development	<u>12,871</u>	<u>1</u>	<u>2,450</u>	<u>-</u>
		127,423	9	103,616	8
Operating income		<u>70,758</u>	<u>6</u>	<u>54,857</u>	<u>4</u>
Non-operating income and expenses:					
7050	Finance costs	(502)	-	(1,491)	-
7010	Other income (Note 6(15))	5,097	-	8,413	1
7060	Share of loss of associates accounted for using equity method	(78)	-	-	-
7020	Other gains and losses, net (Note 6(15))	<u>(3,993)</u>	<u>-</u>	<u>798</u>	<u>-</u>
		524	-	7,720	1
7900	Profit before tax	71,282	6	62,577	5
7950	Income tax expense (Note 6(16))	<u>16,726</u>	<u>1</u>	<u>10,678</u>	<u>1</u>
Profit for the year		<u>54,556</u>	<u>5</u>	<u>51,899</u>	<u>4</u>
8300	Other comprehensive income, net of tax:				
8360	Actuarial gain (loss) from defined benefit plans				
8361	Foreign currency translation differences – foreign operations	(17,478)	(1)	(6,433)	-
8362	Net change in fair value of available-for-sale financial assets	(2,082)	-	6,141	-
8399	Income tax related to components of other comprehensive income (Note 6(16))	<u>(2,966)</u>	<u>-</u>	<u>(1,060)</u>	<u>-</u>
8300	Other comprehensive income, net	<u>(16,594)</u>	<u>(1)</u>	<u>768</u>	<u>-</u>
8500	Comprehensive income	<u>\$ 37,962</u>	<u>4</u>	<u>\$ 52,667</u>	<u>4</u>
Profit attributable to :					
8610	Shareholders of the parent	\$ 53,390	5	53,790	4
8620	Non-controlling interests	<u>1,166</u>	<u>-</u>	<u>(1,891)</u>	<u>-</u>
		<u>\$ 54,556</u>	<u>5</u>	<u>\$ 51,899</u>	<u>4</u>
Comprehensive income attributable to :					
8710	Shareholders of the parent	\$ 37,052	4	52,862	4
8720	Non-controlling interests	<u>910</u>	<u>-</u>	<u>(195)</u>	<u>-</u>
		<u>\$ 37,962</u>	<u>4</u>	<u>\$ 52,667</u>	<u>4</u>
Earnings per share ((attributable to shareholders of the parent)) (Note 6(17))					
9750	Basic earnings per share	<u>\$ 1.16</u>		<u>\$ 1.17</u>	
9850	Diluted earnings per share	<u>\$ 1.16</u>		<u>\$ 1.16</u>	

See accompanying notes to consolidated financial statements.

**Reviewed only, not audited in accordance with the generally accepted auditing standards.
Acter Co., Ltd. and Subsidiaries**

**Consolidated Statements Of Changes In equity
For The Three months Ended September 30, 2015 And 2014
(Expressed in Thousands of New Taiwan Dollars)**

Attributable to Shareholders of the Parent

	Retained earnings					Other equity interest				Non-controlling interests	Total Equity	
	Common stock	Capital surplus	Legal reserve	Special reserve	Unappro- priated earnings	Total	Foreign currency translation adjustments	Unrealized on gains (losses) available-for-sale financial assets	Others			Total
Balance, January 1, 2014 \$	461,359	896,599	287,337	36,885	1,175,370	1,499,592	27,590	13,445	-	41,035	-	2,898,585
Profit for the period	-	-	-	-	53,790	53,790	-	-	-	-	(1,891)	51,899
Other comprehensive income for the period	-	-	-	-	-	-	(5,178)	6,141	-	963	(195)	768
Total comprehensive income for the period	-	-	-	-	53,790	53,790	(5,178)	6,141	-	963	(2,086)	52,667
Changes in ownership interest in subsidiaries	-	2,167	-	-	-	-	-	-	-	-	-	2,167
Increase in non-controlling interests	-	-	-	-	-	-	-	-	-	-	25,930	25,930
Balance, March 31, 2014 \$	<u>461,359</u>	<u>898,766</u>	<u>287,337</u>	<u>36,885</u>	<u>1,229,160</u>	<u>1,553,382</u>	<u>22,412</u>	<u>19,586</u>	<u>-</u>	<u>41,998</u>	<u>23,844</u>	<u>2,979,349</u>
Balance, January 1, 2015 \$	461,359	936,951	333,976	36,885	759,135	1,129,996	58,501	(2,634)	-	55,867	84,205	2,668,378
Profit for the period	-	-	-	-	53,390	53,390	-	-	-	-	1,166	54,556
Other comprehensive income for the period	-	-	-	-	-	-	(14,256)	(2,082)	-	(16,338)	(256)	(16,594)
Total comprehensive income for the period	-	-	-	-	53,390	53,390	(14,256)	(2,082)	-	(16,338)	910	37,962
Changes in ownership interest in subsidiaries	-	6,066	-	-	-	-	-	-	-	-	-	6,066
Share-based payment transaction	4,800	-	-	-	-	-	-	-	-	-	-	4,800
Remuneration cost of employee restricted stock	-	34,800	-	-	-	-	-	-	(39,600)	(39,600)	-	(4,800)
Increase in non-controlling interests	-	-	-	-	-	-	-	-	-	-	34,634	34,634
Balance, March 31, 2015 \$	<u>466,159</u>	<u>977,817</u>	<u>333,976</u>	<u>36,885</u>	<u>812,525</u>	<u>1,183,386</u>	<u>44,245</u>	<u>(4,716)</u>	<u>(39,600)</u>	<u>(71)</u>	<u>119,749</u>	<u>2,747,040</u>

See accompanying notes to consolidated financial statements.

Reviewed only, not audited in accordance with the generally accepted auditing standards.

Acter Co., Ltd. and Subsidiaries

Consolidated Statements Of Cash Flows

For The Three Months Ended March 31, 2015 And 2014

(All Amount Expressed in Thousands of New Taiwan Dollars)

	For the three months Ended March 31	
	2015	2014
Cash flows from operating activities:		
Profit before tax	\$ 71,282	62,577
Adjustments:		
Items with no cash flow		
Depreciation(Including investment property)	6,503	5,924
Amortization	2,044	1,955
Provision (reversal of provision) for bad debt expense	118	(4,510)
Provision (reversal of provision) for inventory obsolescence	(204)	(170)
Share of loss of associates accounted for using equity method	78	-
Loss(gain) on disposal of investments	(89)	3,535
Other	(369)	(950)
	<u>8,081</u>	<u>5,784</u>
Changes in operating assets and liabilities		
Changes in operating assets		
Notes receivable	46,713	10,892
Accounts receivable	(111,195)	222,461
Construction contracts receivable	189,419	280,047
Inventories	(149,206)	(62,332)
Other financial assets	(66,814)	67,090
	<u>(91,083)</u>	<u>518,158</u>
Changes in operating liabilities		
Notes payable	(26,875)	8,882
Accounts payable	(493,114)	(421,281)
Construction contracts payable	134,064	47,506
Advance sales receipts	365,826	79,194
Other current liabilities	(75,572)	(137,475)
	<u>(95,671)</u>	<u>(423,174)</u>
Total adjustments	<u>(178,673)</u>	<u>100,768</u>
Cash inflow (outflow) generated from operations	<u>(107,391)</u>	<u>163,345</u>
Interest received	2,764	2,484
Interest paid	(1,812)	(1,430)
Income taxes paid	(8,877)	(17,710)
Net cash generated by (used in) operating activities	<u>(115,316)</u>	<u>146,689</u>
Cash flows from investing activities:		
Acquisition of available-for-sale financial assets	(15,000)	(111,622)
Proceeds from disposal of available-for-sale financial assets	30,109	91,540
Acquisition of property, plant and equipment	(542)	(9,909)
Proceeds from disposal of property, plant and equipment	-	13
Increase in other non-current assets	15,547	(3,442)
Acquisition of subsidiaries	-	26,974
Net cash used in investing activities	<u>30,114</u>	<u>(6,446)</u>
Cash flows from financing activities:		
Decrease in short-term loans	(491)	(16,761)
Change in non-controlling interests	34,634	25,930
Net cash used in financing activities	<u>34,143</u>	<u>9,169</u>
Effect of exchange rate changes on cash and cash equivalents	<u>(9,613)</u>	<u>(1,157)</u>
Net decrease in cash and cash equivalents	(60,672)	148,255
Cash and cash equivalents at beginning of period	1,141,445	1,456,226
Cash and cash equivalents at end of period	<u>\$ 1,080,773</u>	<u>1,604,481</u>

See accompanying notes to consolidated financial statements.

Acter Co., Ltd. and Subsidiaries
Notes to Consolidated Financial Statements
March 31, 2015 and 2014
(Expressed in thousands of New Taiwan dollars, unless otherwise specified)

1. Organization and business scope

Acter Co., Ltd. (the “Company”) was incorporated on February 19, 1979, under the approval of the Ministry of Economic Affairs, R.O.C. The Company’s registered office address is located at 33F-1, No. 787, Zhongming S. Rd., South District., Taichung City 402, Taiwan (R.O.C.). The consolidated financial statements of the Company as of and for the year ended March 31, 2014 comprised the Company and its subsidiaries (together referred to as the “Group”). The Company is engaged in providing construction, design, and maintenance services related to air conditioners, environmental control services, clean room set-up, ice water machine trading, energy storing equipment trading, ventilation engineering, and energy technology services. The principal operating activities of the rest of the Group entities are described in Notes 4 (2). Acter’s common shares were publicly listed on the Taipei Exchange (“TPEX”) on November 10, 2010.

2. Approval date and procedures of the consolidated financial Statements

The consolidated financial statements for the years ended March 31, 2015 and 2014 was authorized for issue by the Board of Directors on April 28, 2015.

3. New standards and interpretations not yet adopted

(1) Impact of the 2013 version of the International Financial Reporting Standard (“IFRS”) endorsed by the Financial Supervisory Commissions R.O.C. (“FSC”) but not yet effective.

The Group have adopted the 2013 version of the IFRS endorsed by the FSC (IFRS 9 Financial instruments is excluded) in preparing financial statements starting 2015. The new standards and interpretations which were issued, revised and amended lately were summarized as follows:

<u>New standards and amendments</u>	<u>Effective date per IASB</u>
• Amended IFRS 1 “ <i>Limited Exemption from Comparative IFRS 7 Disclosures for First-time Adopters</i> ”	July 1, 2010
• Amended IFRS 1 “ <i>Severe Hyperinflation and Removal of Fixed Dates for First-time Adopters</i> ”	July 1, 2011
• Amended IFRS 1 “ <i>Government Loans</i> ”	January 1, 2013
• Amended IFRS 7 “ <i>Disclosure-Transfers of Financial Assets</i> ”	July 1, 2011
• Amended IFRS 7 “ <i>Disclosure-Offsetting Financial Assets and Financial Liabilities</i> ”	January 1, 2013
• IFRS 10 “ <i>Consolidated Financial Statements</i> ”	January 1, 2013 (Investment Entities amendments, effective January 1, 2014.)
• IFRS 11 “ <i>Joint Arrangements</i> ”	January 1, 2013
• IFRS 12 “ <i>Disclosure of Interests in Other Entities</i> ”	January 1, 2013
• IFRS 13 “ <i>Fair Value Measurement</i> ”	January 1, 2013
• Amended IAS 1 “ <i>Presentation of Items of Other Comprehensive Income</i> ”	July 1, 2012
• Amended IAS 12 “ <i>Deferred Tax: Recovery of Underlying Assets</i> ”	January 1, 2012
• Amended IAS 19 “ <i>Employee Benefits</i> ”	January 1, 2013
• Amended IAS 27 “ <i>Separate Financial Statements</i> ”	January 1, 2013
• Amended IAS 32 “ <i>Offsetting Financial statements</i> ”	January 1, 2014
• IFRIC 20 “ <i>Stripping Costs in the Production Phase of a Surface Mine</i> ”	January 1, 2013

The Group has assessed that the 2013 version of the IFRS may not have significant impact on the consolidated financial statements.

(Continued)

(2) Impact of IFRS issued by the IASB but not yet endorsed by the FSC

The IFRS issued by the IASB after the recent yearly report date but not yet endorsed by the FSC at the end of the quarterly financial report date were as follows:

<u>New standards and amendments</u>	<u>Effective date per IASB</u>
• IFRS 9 “Financial Instruments”	January 1, 2018
• Amended IFRS 10 and IAS 28 “ <i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i> ”	January 1, 2016
• Amended IFRS 10, IFRS 12, and IAS 28 “ <i>Investment Entities: Applying the Consolidation Exception</i> ”	January 1, 2016
• Amended IFRS 11 “ <i>Accounting for Acquisitions of Interests in Joint Operations</i> ”	January 1, 2016
• IFRS 14 <i>Regulatory Deferral Accounts</i>	January 1, 2016
• IFRS 15 <i>Revenue from Contracts with customers</i>	January 1, 2017
• Amended IAS 1 “ <i>Disclosure Initiative</i> ”	January 1, 2016
• Amended IAS 16 and IAS 38 “ <i>Clarification of Acceptable Methods of Depreciation and Amortization</i> ”	January 1, 2016
• Amended IAS 16 and IAS 41 “ <i>Agiculture: Bearer Plants</i> ”	January 1, 2016
• Amended IAS 19 “ <i>Defined Benefit Plans: Employee Contributions</i> ”	July 1, 2014
• Amended IAS 27 “ <i>Equity method in separate financial statements</i> ”	January 1, 2016
• Amended IAS 36 “ <i>Recoverable Amount Disclosures for Non-Financial Assets</i> ”	January 1, 2014
• Amended IAS 39 “ <i>Novation of Derivatives and Continuation of Hedge Accounting</i> ”	January 1, 2014
• Annual improvements to IFRSs of 2010-2012 and 2011-2013 cycle	July 1, 2014
• Annual improvements of reporting year to IFRSs of 2012-2014	January 1, 2016
• Amended IFRIC 21 “ <i>Levies</i> ”	January 1, 2014

As the standards and amendments above have not been endorsed by the FSC, the Group is in the process of assessing the impact on the financial position and results of operations. Related impact will be disclosed following the completion of its assessments.

4. Summary of Significant accounting policies

(1) Statement of compliance

These consolidated interim financial statements have been prepared in accordance with the preparation and guidelines of IAS 34 Interim Financial Reporting which are endorsed by FSC and do not include all of the information required for annual financial statements.

The significant accounting policies presented in the quarter consolidated financial statements is the same with the 2014 consolidated financial statements , the related information refer to note 4 of the Group financial statements for the year ended December 31, 2014. The Group have adopted the 2013 version of the IFRS endorsed by the FSC in preparing financial statements starting 2015, please refer to Note (3(1)).

(2) Basis of preparation

Except the Note (3(1)), the same principles of consolidation have been applied in the Group financial statements as the principles for the year ended December 31, 2014. The relative information refers to Note 4 (3) of the Group financial statements for the year ended December 31, 2014.

A. List of subsidiaries in the consolidated financial statements

Investor	Subsidiary	Nature of business	Shareholding ratio		
			2015.3.31	2014.12.31	2014.3.31
(a)The Company	Nova Technology Corp. (Nova Tech) (Note 4)	Wholesaling of electronic and chemical equipment	88.95%	88.95%	100%
	HerSuo Engineering Co., Ltd. (Her Suo)	Construction and set-up of freezing equipment	100%	100%	100%
	Enrich Tech Co., Ltd(Enrich) (Note 3)	Integrated construction company	60%	100%	-
	Sheng Huei International Co., Ltd. (Sheng Huei International)	Holding company	100%	100%	100%
	Nova Technology Singapore Pte., Ltd. (NTS)	Auto-supply system for semiconductors	100%	100%	100%
(b) Nova Tech	Winmax Technology(Shanghai) Corp.(Winmax)	Design and manufacture of air containers and liquid containers	100%	100%	100%
	Winmega Technology Corp.(Winmega) (Note 5)	Wholesaling of electronic and chemical equipment	100%	100%	-
(c) Sheng Huei International	Sheng Huei (Suzhou) Engineering Co., Ltd.	Construction and set-up of electronic equipment and air conditioners	100%	100%	100%
	Acter International Ltd. (Acter International)	Holding company and trading of clean rooms and air conditioners	100%	100%	100%
	New Point Group Ltd. (New Point)	Holding company and trading of clean rooms and air conditioners	100%	100%	100%
	Sheng Huei Engineering Technology Co., Ltd.	Set-up of electronic protection systems and central air conditioners	100%	100%	100%
(d) NTS	Nova Technology Malaysia Sdn. Bhd.(NTM)	Auto-supply system for semiconductors	100%	100%	100%
	Novamex Indonesia, PT. (NMI) (Note 1)	Huge machinery and other goods trading	100%	100%	100%
	Acter Engineering Co. Ltd.(Acter Engineering) (Note 6)	Construction and set-up of electronic equipment and air conditioners	100%	-	-
(e) Sheng Huei (Suzhou) Engineering Co., Ltd.	Shenzhen Ding –Mao Trade Co., Ltd.	Electronic equipment and machinery trading	100%	100%	100%
	SCEC (Suzhou) Co., Ltd.	Construction and set-up of electronic equipment and air conditioners	57.81%	57.81%	57.81%
	SCEC (Shanghai) Corporation (SCEC Shanghai) (Note 2)	Construction and set-up of electronic equipment and chemical oil equipment and piping installation	57.81%	57.81%	57.81%
(f) Acter International	Sheng Huei (Shenzhen) Engineering Co., Ltd.	Construction and set-up of electronic equipment and air conditioners	100%	100%	100%
(g) New Point	Zhangjiagang Free Trade Zone Fuyu Internation Trade Co., Ltd. (Fuyu)	Agent for electronic equipment importing and exporting	100%	100%	100%

Note 1: NTS had established NMI in Indonesia in July, 2013, and the ownership consists of 99% from NTS and 1% from NTM.

Note 2: SCEC Shanghai was included in the consolidated financial statement since Sheng Huei Suzhou had increased capital in SCEC Shanghai in January, 2014 and the shareholding of SCEC Shanghai is increased to 57.81%.

Note 3: The Group acquired Enrich Tech Co., Ltd in June, 2014. Enrich Tech increased capital by cash in March, 2015. The shareholding of the company decreased from 100% to 60% cause to the Group did not participate in this investment.

Note 4: Nova Tech increased capital in August, 2014, with the additional shares purchased by its employees and Solar Applied Materials Technology Corporation. The shareholding decreased from 100% to 88.95% cause to the Group did not participate in this investment.

Note 5: Nova Tech established Winmega in July, 2014.

Note 6: NTS established Acter Engineering in January, 2015.

B. Subsidiaries excluded from consolidation: None.

(3) Income Taxes

The preparation of the consolidated interim financial statements in conformity with IAS 34 “Interim financial reporting” paragraph b12 measurement and disclosure of income tax expense for the interim period.

Income tax expense for the period is best estimated by multiplying pretax income for the interim reporting period with the effective annual tax rate as forecasted by the management. This is recognized and allocated to current and deferred taxes proportionately.

Temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and their respective tax bases shall be measured based on the effective tax rate at the time of realization or liquidation, and recognized directly in equity or other comprehensive income as tax expense.

(4) Employee benefits

Pension cost for an interim period is calculated on a year-to-date basis by using the actuarially determined pension cost rate at the end of prior financial year, adjusted for significant market fluctuations since that time and for significant curtailments, settlements, or other significant one-off events.

5. **Major sources of accounting assumptions, judgments and estimation uncertainty**

The preparation of the consolidated interim financial statements in conformity with IAS 34 “Interim financial reporting” approved by FSC requires management to make judgments, estimates and assumptions that affect the application of the accounting policies and the reported amount of assets, liabilities, income and expenses. Actual results may differ from these estimates.

In preparation of the consolidated interim financial statements, the major source of significant judgments and estimates of uncertainty made by the Company’s management during the adoption of the Company’s accounting policy is expected to be in alignment with the refer to Note 5 of the Group financial statements for the year ended December 31, 2014.

6. Significant account disclosure

The significant accounting policies presented in the quarter consolidated financial statements is the same with the 2014 consolidated financial statements, the related information, please refer to note 6 of the Group financial statements for the year ended December 31, 2014.

(1) Cash and cash equivalents

	March 31, 2015	December 31, 2014	March 31, 2014
Petty cash and cash on hand	\$ 28,870	25,228	2,382
Checking and demand deposits	706,386	755,059	770,489
Time deposits	125,752	171,330	172,501
Cash equivalent – repurchased commercial paper	<u>219,765</u>	<u>189,828</u>	<u>659,109</u>
Cash and cash equivalents in the consolidated statement of cash flows	<u>\$ 1,080,773</u>	<u>1,141,445</u>	<u>1,604,481</u>

(2) Investment in financial assets

	March 31, 2015	December 31, 2014	March 31, 2014
Current:			
Available-for-sale financial assets			
Beneficiary securities – open-end funds	\$ 219,167	233,202	272,718
Non-current:			
Available-for-sale financial assets			
Xantia Corporation Co., Ltd.	12,360	15,201	30,221
Holy Stone Healthcare Co., Ltd.	9,870	10,708	14,250
Financial assets carried at cost			
Taichung International Entertainment Co., Ltd.	<u>45</u>	<u>45</u>	<u>45</u>
	<u>\$ 241,442</u>	<u>259,156</u>	<u>317,234</u>

A. The aforesaid financial assets were not pledged.

(3) Notes and accounts receivable, and other receivables net

	March 31, 2015	December 31, 2014	March 31, 2014
Notes receivable	\$ 118,749	165,462	163,999
Accounts receivable	1,935,372	1,824,177	1,774,735
Less: Allowance for impairment	<u>(140,612)</u>	<u>(141,813)</u>	<u>(60,580)</u>
	\$ 1,913,509	1,847,826	\$ 1,878,154
Other receivables	<u>67,999</u>	<u>43,703</u>	<u>43,390</u>
Total	<u>\$ 1,981,508</u>	<u>1,891,529</u>	<u>1,921,544</u>

A. Accounts receivable includes retained construction receivable, which amounted to \$39,625, \$47,682 and \$36,777 as of March 31, 2015, December 31, 2014 and March 31, 2014, respectively.

B. The notes and accounts receivable are not discounted or pledged.

C. Impairment loss is the difference between the carrying amount and the amount expected to be collected. The movement in the allowance for impairment with respect to notes and accounts receivable and other receivables for the year ended March 31, 2015 and 2014 were as follows:

For the three months ended March 31

	<u>2015</u>	<u>2014</u>
Balance, January 1	\$ 141,813	64,820
Impairment loss recognized	118	-
Reversal of impairment loss	-	(3,830)
Effect of exchange rate changes	(1,319)	(410)
Balance, March 31	<u>\$ 140,612</u>	<u>60,580</u>

(4) Construction contracts

A. Construction revenue and loss

Construction contract revenue of the Group has been determined based on the percentage - of - completion method. The extent of completion is determined based on contract costs incurred for work performed to date in proportion to the estimated total contract costs. Any expected excess of the total contract costs over the total contract revenue is immediately recognized as construction cost.

For the three months ended March 31

	<u>2015</u>	<u>2014</u>
Construction revenue recognized in the periods	\$ 1,178,375	1,254,553

B. Construction-in-progress

	<u>March 31, 2015</u>	<u>December 31, 2014</u>	<u>March 31, 2014</u>
Accumulated construction costs incurred (including contract costs that relate to future activity)	\$ 7,911,674	8,283,489	6,079,325
Add: Accumulated construction profit and losses	169,339	171,113	392,581
	8,081,013	8,454,602	6,471,906
Less: Progress billings	(7,520,546)	(7,570,652)	(5,744,561)
	<u>\$ 560,467</u>	<u>883,950</u>	<u>727,345</u>
Construction contracts receivable presented as an asset	\$ 1,198,486	1,387,905	1,110,366
Construction contracts payable presented as a liability	(638,019)	(503,955)	(383,021)
	<u>\$ 560,467</u>	<u>883,950</u>	<u>727,345</u>
Accumulated advance received	<u>\$ 5,237</u>	<u>3,346</u>	<u>948</u>

(5) Inventories

	<u>March 31, 2015</u>	<u>December 31, 2014</u>	<u>March 31, 2014</u>
Finished goods and merchandise	\$ 76,090	60,674	526,542
Work in process and semi-finished goods	1,090,639	971,813	308,780
Raw materials	82,220	67,256	78,794
	1,248,949	1,099,743	914,116
Less: provision for inventory devaluation	(24,147)	(24,351)	(22,882)
	<u>\$ 1,224,802</u>	<u>1,075,392</u>	<u>891,234</u>

For the years ended March 31, 2015 and 2014, the Group wrote down an operating cost of \$204 and \$170, respectively, from the write-down of inventory cost to net realizable value.

The inventories are not pledged for the year ended of March 31, 2015, December 31, 2014 and March 31, 2014

(6) Investment in equity-accounted investees and Acquisition of non-controlling interests

A. The acquisition of two subsidiaries and the consideration transferred are as follows:

(1) The consideration transferred

The Group prepaid the proceeds of capital increase amounting to \$17,685 to SCEC (Shanghai) Corporation (SCEC Shanghai) in December 2013. The Group acquired 11.78% equity interest in SCEC (Shanghai) and became a parent company with 57.81% equity interest, with the record date on January 1, 2014. Obtaining the control on SCEC (Shanghai) expanded the Group's business sites and reduced operating costs through economy of scale.

The Group acquired 100% shareholding of Enrich Tech Co., Ltd by investing \$26,724 on June 13, 2014. Obtaining control on Enrich Tech to expand the Group's business sites and provide full dimension service.

(2) Identifiable assets acquired and liabilities assumed through business combination

The fair value of identifiable assets acquired and liabilities assumed at the acquisition date are as follows:

	<u>SCEC(shanghai)</u>	<u>Enrich</u>	<u>Total</u>
Cash and cash equivalents	\$ 26,974	\$ -	\$ 26,974
Accounts receivable	5,758	-	5,758
Property, plant and equipment	7,002	-	7,002
Intangible assets	-	11,545	11,545
Other current assets and non-current assets	5,646	15,179	20,825
Accounts payable and Other payable	(27,076)	-	(27,076)
Other current liabilities	(1,996)	-	(1,996)
	<u>\$ 16,308</u>	<u>\$ 26,724</u>	<u>\$ 43,032</u>
Cash purchase amounts	<u>\$ -</u>	<u>\$ (26,724)</u>	<u>\$ (26,724)</u>

B. Non-controlling interests

The Group had prepaid the proceeds of capital increase amounting to \$17,685 to SCEC (Shanghai) in December, 2013. The Group's shareholding of SCEC (Shanghai) increased from 46.03% to 57.81%. SCEC International (HK) Company Limited had increased capital in SCEC Suzhou in January, 2014, while the Group had not. The Group's shareholding of SCEC Suzhou decreased from 100% to 57.81%. Nova Tech increased a capital increase in August, 2014, with the additional shares purchased by its employees and Solar Applied Materials Technology Corporation. The shareholding decreased from 100% to 88.95% because the Group did not participate in this investment. Enrich Tech increased capital in March, 2015. The shareholding of the company decreased from 100% to 60% result from the Group did not participate in this investment. The above transactions generated non-controlling interests amounting to \$34,634 and \$25,930 for three months ended March 31, 2015 and 2014, respectively.

(7) Property, plant and equipment

	<u>Land</u>	<u>Building and construction</u>	<u>Other facilities</u>	<u>Unfinished construction and equipment under acceptance</u>	<u>Total</u>
Book values:					
Balance on January 1, 2015	\$ <u>151,631</u>	<u>138,360</u>	<u>49,321</u>	<u>1,283</u>	<u>340,595</u>
Balance on March 31, 2015	\$ <u>151,631</u>	<u>136,059</u>	<u>44,459</u>	<u>1,271</u>	<u>333,420</u>
Balance on January 1, 2014	\$ <u>151,631</u>	<u>137,293</u>	<u>45,514</u>	<u>-</u>	<u>334,438</u>
Balance on March 31, 2014	\$ <u>151,631</u>	<u>140,106</u>	<u>53,026</u>	<u>-</u>	<u>344,763</u>

Please refer to Note 8 for details of the property, plant and equipment pledged as collateral.

(8) Investment Property

	<u>Land</u>	<u>Building and construction</u>	<u>Facilities</u>	<u>Total</u>
Book values:				
Balance on January 1, 2015	\$ <u>20,937</u>	<u>9,916</u>	<u>15</u>	<u>30,868</u>
Balance on March 31, 2015	\$ <u>20,937</u>	<u>9,834</u>	<u>14</u>	<u>30,785</u>
Balance on January 1, 2014	\$ <u>20,937</u>	<u>10,247</u>	<u>21</u>	<u>31,205</u>
Balance on March 31, 2014	\$ <u>20,937</u>	<u>10,164</u>	<u>18</u>	<u>31,119</u>
Market values:				
Balance on January 1, 2015				\$ <u>37,069</u>
Balance on March 31, 2015				\$ <u>37,069</u>
Balance on January 1, 2014				\$ <u>37,069</u>
Balance on March 31, 2014				\$ <u>37,069</u>

The board of directors of Acter resolved in November, 2006 to purchase the building on Chung Cheng land district, Taichung, for self-use or lease purposes, and the lease began in 2007. As of March 31, 2015, the future receivable for the Group is as follows:

<u>Term</u>	<u>Amount</u>
2015.4.01~2016.5.31	\$ <u>1,059</u>

- The original recognition of investment property is measured at cost, and the subsequent measurement is also accounted for under cost model.
- The depreciation is calculated by its depreciable amount after the original recognition of investment property, and market value is used as the fair value to asset its impairment.
- The investment property is not pledged.

(9) Provisions

The movement in the provisions with respect to warranties was as follows:

	<u>March 31, 2015</u>	<u>December 31, 2014</u>	<u>March 31,, 2014</u>
Provisions	\$ <u>186,023</u>	<u>195,917</u>	<u>234,187</u>

The Group's warranty provision is estimated based on historical data of the construction contract. Most liabilities are expected to occur during the warranty period that is mentioned in the contract since completion of the construction.

(10) Short-term loans

	March 31, 2015	December 31, 2014	March 31, 2014
Unsecured bank loans	\$ 31,098	31,284	211,275
Secured bank loans	46,646	46,951	59,796
	<u>\$ 77,744</u>	<u>78,235</u>	<u>271,071</u>
Unused facilities	<u>\$ 2,405,991</u>	<u>2,842,107</u>	<u>2,609,096</u>
Interest Rate	<u>1.76%~1.8%</u>	<u>1.3%~2.33%</u>	<u>1.5%~2.33%</u>

For details of the related assets pledged for bank loans, please refer to Note 8.

(11) Advance sales receipts

Construction No.	2015.3.31	2014.12.31	2014.3.31
W3-14C066	\$ 234,905	71,132	-
W3-14C040	214,024	159,093	-
W3-14C059	135,418	58,581	-
W3-15C001	83,374	-	-
W3-14C065	74,780	37,774	-
W3-14C057	51,591	52,074	-
W3-14I002	-	84,155	-
F1303105	-	-	108,979
W1-12C021	-	-	87,693
F1303106	-	-	69,609
F1303104	-	-	64,667
W3-13C036	-	-	63,523
F1103201	-	-	37,064
Others(less than 5%)	185,446	150,903	185,408
	<u>\$ 979,538</u>	<u>613,712</u>	<u>616,943</u>

(12) Employee benefits

A. Defined benefit plans

Due to there are no significant market volatility、significant reduction、settlement or other significant one-time items after the end of previous financial year, the Group adopts the actuarial decision cost on December 31, 2014 and 2013 to measure and disclose pension cost during the period.

The Group's pension expenses recognized in profit or loss were as follows:

	For the three months ended March 31	
	2015	2014
Operating cost	\$ 32	31
Operating expense	159	155
	<u>\$ 191</u>	<u>186</u>

B. Defined contribution plans

The Group's pension expenses recognized in profit or loss for the three months ended March 31, 2015 and 2014 were as follows:

	For the three months ended March 31	
	2015	2014
Operating cost	\$ 3,889	3,446
Operating expense	1,358	1,548
	<u>\$ 5,247</u>	<u>4,994</u>

The company、HerSuo Engineering and Nova Tech have deposit the retirement amount to Bureau of Labor and the overseas subsidiaries have deposit the retirement amount to local social insurance institutes base on the local regulation.

(13) Capital and other equity

Except as described below, no significant changes in the Group capital and other equity for the three months ended March 31, 2014 and 2015. The related information, please refer to note 6(13) of the Group financial statements for the year ended December 31, 2014.

A. Issuance of common stock

The Company's annual shareholders' meeting approved the issuance of restricted stock to employees, with a total shares amounting to 1,200,000, and issued by batch. The first batch amounting to 480,000 shares has been issued and its total value amounted to \$4,800 at December 31, 2014, with a par value \$10, approbated by the Financial Supervisory Commission, effective on January 12, 2015. The record date of issuance of restricted stock to employees resolved by the board of directors was January 26, 2015.

All of the authorized common stocks were \$720,000 with a par value of \$10 per share and the issued common stock amount to \$466,159, \$461,359 and \$461,359 on March 31, 2015, December 31, 2014, and March 31, 2014

B. Capital surplus

The components of the capital surplus were as follows:

	<u>March 31, 2015</u>	<u>December 31, 2014</u>	<u>March 31, 2014</u>
From issuance of common stock	\$ 896,599	896,599	896,599
Changes in equity of associates and joint venture accounted for under equity method	46,418	40,352	2,167
Restricted stock to employees	34,800	-	-
	<u>\$ 977,817</u>	<u>936,951</u>	<u>898,766</u>

- i. The company had not participated in the capital increased of SCEC Suzhou in January, 2014. The shareholding of SCEC Suzhou decreased from 100% to 57.81%, with an increase in capital surplus amounting to \$2,167.
- ii. The company had not participated in the capital increased of Nova Tech. in August, 2014. The shareholding of Nova Tech decreased from 100% to 88.95%, with an increase in capital surplus amounting to \$38,186.
- iii. The group did not participate in the capital increased of Enrich Tech. in March, 2015. The shareholding of Enrich Tech decreased from 100% to 60%, with an increase in capital surplus amounting to \$6,066.
- iv. The company issued 480,000 restricted stocks to employee at closing price \$ 82.5 on January 26, 2015, with an increase in capital surplus amounting to \$34,800. The restricted stocks are available for employees at the price of \$0 per shares.

As of March 31, 2015 and 2014, the above transactions increased capital surplus amounting to \$40,866 and \$2,167.

C. Legal reserve

According to Acter's articles of incorporation, 10% of the annual earnings, after offsetting any accumulated deficit and payment of income taxes due, if any, shall be set aside as a legal reserve. In addition, a special reserve in accordance with applicable laws and regulations shall also be set aside. The remainder of such appropriation should be as follows:

- i. 2% or more as bonuses to employees. However, Acter may include employees of subsidiaries in profit sharing in the form of stock.
- ii. 3% as remuneration to directors.
- iii. The remaining balance, excluding (i) and (ii), is partially reserved depending on the business environment, growth status, and long-term finance planning. After deducting the aforementioned partially reserve, the remaining balance, plus, any unappropriated earnings in previous years shall be used for distribution of stockholders' bonuses by the board of directors, depending on the capital status and economic development in the current year. Cash bonuses should not be less than 10% of the total stockholders' bonuses, and they will be recommended by the board of directors and resolved in the stockholders' meeting

Based on the abovementioned earnings distribution policy and taking into account the present operating conditions, the employee bonuses were amounted to \$1,002 and \$2,487 for March 31, 2015 and 2014; and the remuneration to directors and supervisors were amounted to \$196 and \$1,234 for March 31, 2015 and 2014, respectively. The employee bonuses and remuneration to directors and supervisors were estimated based on the net profit after tax of each period times the percentage in accordance with abovementioned earnings distribution policy, and accounted for the operating cost and operating expenses of each period.

The estimated employee bonus and remuneration to directors and supervisors were amounted to \$1,198 for March 31, 2015, was subject to the proposal of the board of directors and a resolution of the stockholders' meeting. Relevant information would be available on the Market Observation Post System of the Taiwan Stock Exchange after the abovementioned meetings. If there is any adjustment between actual distribution and estimation of the aforementioned employee bonuses and remuneration to directors and supervisors, the adjustment will reflect to the net profit of 2015.

On February 26, 2015, and June 18, 2014, the meeting of stockholders of Acter approved the distribution plan of retained earnings. Information about dividends per share, employees' bonuses and directors' and supervisors' remuneration for 2014 and 2013 are as follows:

	<u>2014</u>	<u>2013</u>
Dividends per share (In New Taiwan Dollars):		
Cash	\$ 2.00	10.00
Employees' bonuses — cash	3,457	21,322
Directors' and supervisors' remuneration	1,707	10,973
	<u>\$ 5,164</u>	<u>32,295</u>

The above earnings distribution, which was charged to expense, had no difference from the resolution of Acter's board of directors and its accounting records. The board of directors

approved the distribution of employee bonuses and remuneration to directors and supervisors of 2014 and subjected to the resolution of the stockholders' meeting, which was amounted to \$5,164. Relevant information would be available on the Market Observation Post System of the Taiwan Stock Exchange after the abovementioned meetings.

D. Other equity interest

	Foreign currency translation differences for foreign operations	Investment in available-for-sale financial assets	Other equity- unrealized bonus	Total
Balance, January1, 2015	\$ 58,501	(2,634)	-	55,867
Foreign currency translation differences (net of tax):	-	-	-	-
The Group	(14,256)	-	-	(14,256)
Unrealized gains(losses) on available-for-sale financial assets:	-	-	-	-
The Group	-	(2,082)	-	(2,082)
Employee's unrealized bonus:	-	-	-	-
The Group	-	-	(39,600)	(39,600)
Balance, March 31, 2015	<u>\$ 44,245</u>	<u>(4,716)</u>	<u>(39,600)</u>	<u>(71)</u>
Balance, January1, 2014	\$ 27,590	13,445	-	41,035
Foreign currency translation differences (net of tax):	-	-	-	-
The Group	(5,178)	-	-	(5,178)
Unrealized gains(losses) on available-for-sale financial assets:	-	-	-	-
The Group	-	6,141	-	6,141
Balance, December 31, 2014	<u>\$ 22,412</u>	<u>19,586</u>	<u>-</u>	<u>41,998</u>

(14) The share-based payment

The Company's annual shareholders' meeting approved the issuance of restricted stock to employees, with a total shares amounting to 1,200,000, and issued by batch. The first batch amounting to 480,000 shares has been issued and its total value amount to \$4,800 in December, 2014, with a par value \$10, approved by the Financial Supervisory Commission, effective on January 12, 2015. The base date of issuance of restricted stock to employees resolved by the board of directors was on January 26, 2015.

The restricted stocks for employees above are available at the price \$0 per share. The employees shall work for the company for one, two and three years and achieve the financial goal of each year. If the goal is achieved, the employees will receive 20%, 30% and 50% of his/her part of shares separately each year. Before the employees meet the requirements, the part of the employees' shares will be in the custody of the company's specified trust institution and the shares cannot be used for sale, pledge, transaction, donation or other use. Once the restricted stocks for employees are issued, besides the stocks are subject to the requirement of the company, the other rights are the same as common stocks issued by the company in the open market. If the company's employees against the requirement after obtained the restricted stocks, the company has the right to withdraw the restricted stocks and write off.

The group's share-based payment transactions on March 31, 2015 are as follows:

Restricted stocks for employees
For the three months ended March 31, 2015

Offer Amount (thousand/ unit)	480
Contract Period	3 Years
Vesting Period	Note 1

Note 1: The employees work for the company for one, two and three years and achieve the financial goal of each year will receive 20%, 30% or 50% of his/her part of shares separately each year

The company issued \$4,800 restricted stocks for employees for the three months ended March 31, 2015, with an increase in capital surplus amounting to \$34,800. The employees' unrealized bonus is \$39,600 on March 31, 2015.

(15) Non-operating income and expenses

a. Other revenue

	For the three months ended March 31	
	2015	2014
Interest income	\$ 1,561	2,641
Rental income	323	317
Others	3,213	5,455
	<u>\$ 5,097</u>	<u>8,413</u>

b. Other income and losses

	For the three months ended March 31	
	2015	2014
Gain on reversal of impairment loss	\$ -	4,510
Exchange gain on foreign currency	(4,085)	(4)
Gain on disposal of investment	89	(3,535)
Others	3	(173)
	<u>\$ (3,993)</u>	<u>798</u>

(16) Taxes

The group Income tax expense (benefit):

	For the three months ended March 31	
	2015	2014
Current income tax expense (benefit):		
Current period	\$ 22,063	28,141
Deferred tax expense:		
Origination and reversal of temporary difference	(5,337)	(17,463)
Income tax expense (benefit)	<u>\$ 16,726</u>	<u>10,678</u>

The amount of tax income expense recognized in other comprehensive income for the three months ended March 31, 2015 and 2014 were as follows:

	For the three months ended March 31	
	2015	2014
Foreign currency translation differences – foreign operations	<u>\$ (2,966)</u>	<u>(1,060)</u>

The income tax returns of the Company, Hersuo and Enrich Tech have been examined by the tax authorities through year 2013. The income tax returns of Nova Technology have been examined by the tax authorities through year 2012.

The company's integrated income tax was as follows:

	<u>March 31, 2015</u>	<u>December 31, 2014</u>	<u>March 31, 2014</u>
Undistributed earnings after 1998	\$ <u>812,525</u>	<u>759,135</u>	<u>1,229,160</u>
Imputation Credit Account	\$ <u>149,670</u>	<u>149,670</u>	<u>147,790</u>

	<u>2014 (Estimated)</u>	<u>2013(Actual)</u>
Tax deduction ratio of the distributed earnings of the residents of republic of China	\$ <u>19.72%</u>	<u>17.02%</u>

According to the amendment by the Ministry of Finance on October 17, 2013 under Decree No. 10204562810, the Company's integrated income tax should be covering the disclosed information of imputation tax credit as above.

(17) Earnings per share ("EPS")

	<u>2015</u>	<u>2014</u>
Profit attributable to common shareholders	\$ <u>53,390</u>	<u>53,790</u>
Weighted average number of common shares (In thousand shares)	<u>46,136</u>	<u>46,136</u>
Basic Earnings per share (In New Taiwan Dollars)	\$ <u>1.16</u>	<u>1.17</u>
Profit attributable to common shareholders	\$ <u>53,390</u>	<u>53,790</u>
Weighted average number of common shares (In thousand shares)	46,136	46,136
Add: effect on potential common stock—employee bonuses (In thousand shares)	67	207
restricted stocks for employees	<u>4</u>	<u>-</u>
Diluted weighted average number of common shares (In thousand shares)	<u>46,207</u>	<u>46,343</u>
Diluted Earnings per share (In New Taiwan Dollars)	\$ <u>1.16</u>	<u>1.16</u>

(18) Financial Instruments

Except as described below, there are no significant changes on the fair value of financial instruments and the financial instruments exposed to credit risk, liquidity risk and market risk, please refer to note 6(17) of the Group's financial statements for the year ended December 31, 2014.

A. Credit risk

The concentration of credit risk of the major client on March 31, 2015, December 31, 2014, and March 31, 2014, did not exceed 13%, 8% and 5% of the total account receivables. In addition, the credit risk of the other four major clients did not exceed 17%, 15% and 11% of the total account receivables.

B. Liquidity risk

The following are the contractual maturities of financial liabilities, including estimated interest payment:

	<u>Carrying amount</u>	<u>Contractual cash flows</u>	<u>Within 1 year</u>	<u>1-2 years</u>	<u>2-5 years</u>	<u>More than 5 years</u>
March 31, 2015						
Non-derivative financial liabilities						
Secured bank loans	\$ 46,646	46,780	46,780	-	-	-
Unsecured bank loans	31,098	31,157	31,157	-	-	-
Notes payable	258,286	258,286	258,286	-	-	-
Accounts payable (including related parties)	<u>1,783,761</u>	<u>1,783,761</u>	<u>1,553,008</u>	<u>160,321</u>	<u>69,672</u>	<u>760</u>
	<u>\$2,119,791</u>	<u>2,119,984</u>	<u>1,889,231</u>	<u>160,321</u>	<u>69,672</u>	<u>760</u>
December 31, 2014						
Non-derivative financial liabilities						
Secured bank loans	\$ 46,951	47,288	47,288	-	-	-
Unsecured bank loans	31,284	31,484	31,484	-	-	-
Notes payable	285,161	285,161	285,161	-	-	-
Accounts payable (including related parties)	<u>2,277,991</u>	<u>2,227,991</u>	<u>2,166,510</u>	<u>92,748</u>	<u>18,733</u>	<u>-</u>
	<u>\$2,641,387</u>	<u>2,641,924</u>	<u>2,530,443</u>	<u>92,748</u>	<u>18,733</u>	<u>-</u>
March 31, 2014						
Non-derivative financial liabilities						
Secured bank loans	\$ 59,796	60,855	60,855	-	-	-
Unsecured bank loans	211,275	213,017	213,017	-	-	-
Notes payable	164,763	164,763	164,763	-	-	-
Accounts payable (including related parties)	<u>1,802,171</u>	<u>1,802,171</u>	<u>1,649,738</u>	<u>126,004</u>	<u>26,429</u>	<u>-</u>
	<u>\$2,238,005</u>	<u>2,240,806</u>	<u>2,088,373</u>	<u>126,004</u>	<u>26,429</u>	<u>-</u>

C. Market risk

(A) Exposure to currency risk

The Group's significant exposures to foreign currency risk were as follows:

	<u>March 31, 2015</u>			<u>December 31, 2014</u>			<u>March 31, 2014</u>			
	<u>Foreign Currency</u>	<u>Exchange Rate</u>	<u>NTD</u>	<u>Foreign Currency</u>	<u>Exchange Rate</u>	<u>NTD</u>	<u>Foreign Currency</u>	<u>Exchange Rate</u>	<u>NTD</u>	
<u>Financial assets</u>										
<u>Monetary items</u>										
USD	\$	11.599	31,4010	364,205	9,557	31.718	303,115	7,524	30.51	229,559
CNY		195,134	5.0650	988,355	205,551	5.1125	1,050,879	286,367	4.9067	1,405,117
SGD		3,342	22.8371	76,311	3,076	23.9852	73,790	1,615	24.1980	39,092
JPY		139	0.2612	36	26,907	0.2652	7,136	3,309	0.2963	981
<u>Financial liabilities</u>										
<u>Monetary items</u>										
USD		6,114	31.4010	191,992	11,110	31.718	352,397	10,040	30.51	306,319
CNY		158,188	5.0650	801,225	177,468	5.1125	907,306	185,648	4.9067	910,918
SGD		827	22.8371	18,881	1,364	23.9852	32,716	350	24.1980	8,476
JPY		19,087	0.2612	4,986	152,740	0.2652	40,507	12,021	0.2963	3,562

The Group's exposure to foreign currency risk arises from the translation of the foreign currency exchange gains and losses on cash and cash equivalents, accounts receivable, other receivables, available-for-sale financial assets, loans, accounts payable and other payables that are denominated in foreign currency. A 1% of appreciation or depreciation of the TWD against the USD, CNY, SGD and JPY as of March 31, 2015 and 2014 would have increased or decreased the after-tax net income by \$4,118 and \$4,454 respectively. The analysis is performed on the same basis for both periods.

Due to the group have various functional currencies, thus adopting disclose monetary items to display exchange gain or loss. Exchange gain or loss for the three months ended March 31, 2015 and 2014, respectively, including unrealized and realized, were (\$4,085) and (\$4).

(B) Interest rate risk

The interest risk exposure from financial assets and liabilities has been disclosed in this note of liquidity risk management.

The following sensitivity analysis is based on the risk exposure to interest rates on the derivative and non-derivative financial instruments on the reporting date. For variable rate instruments, the sensitivity analysis assumes the variable rate liabilities are outstanding for the whole year on the reporting date. The Group's internal management reported the increases/decreases in the interest rates and the exposure to changes in interest rates of 1% is considered by management to be a reasonable change of interest rate.

If the interest rate increases/decreases by 1%, the Group's net income will decrease/increase by \$777 and \$2,711 for the year ended March 31, 2015 and 2014, respectively, assuming all other variable factors remain constant. This is mainly due to the Group's borrowing in variable rate.

(C) Other price risk

If the price of equity securities on reporting date changed (The analysis is performed on the same basis for both periods and the other factors are assumed as fixed), the effects of other comprehensive income items are as follows:

Reporting date Security Price	2015 Q1		2014Q1	
	Other comprehensive income after-tax amount	Post-tax Profit or loss	Other comprehensive income after-tax amount	Post-tax profit or loss
Go up 3%	\$ <u>7,242</u>	<u>-</u>	<u>9,516</u>	<u>-</u>
Go down 3%	\$ <u>7,242</u>	<u>-</u>	<u>9,516</u>	<u>-</u>

D. Fair value of financial instruments

(A) The categories and the fair value of the financial instruments

The book value and the fair value of the financial asset and financial liability of the Group (including information of the fair value level, if the financial instruments which are not measured at fair value and the book value is a reasonable approximation of the fair value, and equity instrument investments which are no active market offerings and the fair value cannot be measured, according to the regulation there is no need to reveal the fair value information.) are as follows:.

	March 31, 2015				
	Book value	Level 1	Level 2	Level 3	Total
Available-for-sale financial assets-current	\$ 219,167	219,167	-	-	219,167
Available-for-sale financial assets-noncurrent	22,230	22,230	-	-	22,230

Financial assets carried at cost	45	-	-	-	-
Loans and receivables:					
Cash and cash equivalents	1,080,773	-	-	-	-
Notes receivable	118,749	-	-	-	-
Accounts receivable	1,794,760	-	-	-	-
Other receivable	67,999	-	-	-	-
Financial liabilities at amortized cost:					
Short-term borrowings	77,444	-	-	-	-
Notes payable	258,286	-	-	-	-
Accounts payable	1,597,630	-	-	-	-
Accounts payable-related party	108	-	-	-	-
Provisions-current	186,023	-	-	-	-
Total	<u>\$ 5,423,514</u>	<u>241,397</u>	<u>-</u>	<u>-</u>	<u>241,397</u>

December 31 ,2014

	Book value	Level 1	Level 2	Level 3	Total
Available-for-sale financial assets-current	\$ 233,202	233,202	-	-	233,202
Available-for-sale financial assets-noncurrent	25,909	25,909	-	-	25,909
Cost measured Financial assets carried at cost	45	-	-	-	-
Loans and receivables:					
Cash and cash equivalents	1,141,445	-	-	-	-
Notes receivable	165,462	-	-	-	-
Accounts receivable	1,682,364	-	-	-	-
Other receivable	43,703	-	-	-	-
Financial liabilities at amortized cost:					
Short-term borrowings	78,235	-	-	-	-
Notes payable	285,161	-	-	-	-
Accounts payable	2,081,856	-	-	-	-
Accounts payable-related party	218	-	-	-	-
Provisions-current	195,917	-	-	-	-
Total	<u>\$ 5,933,517</u>	<u>259,111</u>	<u>-</u>	<u>-</u>	<u>259,111</u>

March 31 ,2014

	Book value	Level 1	Level 2	Level 3	Total
Available-for-sale financial assets-current	\$ 272,718	272,718	-	-	272,718
Available-for-sale financial assets-noncurrent	44,471	44,471	-	-	44,471
Financial assets carried at cost	45	-	-	-	-
Loans and receivables:					
Cash and cash equivalents	1,604,481	-	-	-	-
Notes receivable	163,999	-	-	-	-
Accounts receivable	1,714,155	-	-	-	-
Other receivable	43,390	-	-	-	-
Financial liabilities at amortized cost:					
Short-term borrowings	271,071	-	-	-	-
Notes payable	164,763	-	-	-	-
Accounts payable	1,567,320	-	-	-	-
Accounts payable-related party	664	-	-	-	-
Provisions-current	234,187	-	-	-	-
Total	<u>\$ 6,081,264</u>	<u>317,189</u>	<u>-</u>	<u>-</u>	<u>317,189</u>

(B) The evaluation technique of the fair value of the financial instruments measured at fair value

If there are public offerings for financial instruments in the active market, the public offerings in the active market are utilized as the fair value. The public announced price of the major

stock exchange and the determined popular central government bonds exchange over-the-counter are regarded as listed equity instruments and the foundation of the debt instruments' fair value which have public offerings in active market

If it is possible to acquire the public offerings of the financial instruments timely and regularly from the stock exchange, brokers, underwriters, industrial union, list price service organization and administration, and the price of the public offerings represents a real and common fair market dealer, the financial instruments obtain the public offerings of the active market. If the conditions above are not achieved, the market is regarded as not active. In general, the price gap between buying and selling is huge, the price gap significantly increases and the trading volumes are fairly low all are indications of inactive market.

If the Group obtains the financial instruments which belong to the active market, the fair value of the financial instruments are categorized and attributed as follows: beneficiary certifications, open-end fund and emerging stock, and the fair value of the financial instruments refer to the market offerings.

All of the fair value level did not transfer for three months ended March 31, 2015 and 2014.

(19) Financial risk management

There are no significant changes on the Group financial risk management objectives and policies disclosure, please refer to note 6(18) of the Group financial statements for the year ended December 31, 2014.

(20) Capital management

Disclosure of the Company's capital management objectives、policies and procedures consists with the consolidated financial statements of 2014; there are no significant changes to summary quantitative data for capital management disclosed of the consolidated financial statements of 2014. Please refer to note 6(19) of the Group financial statements for the year ended December 31, 2014.

7. **Related party transactions**

(1) Key management personnel compensation

	For the three months ended March 31	For the three months ended March 31
	2015	2014
Short-term employee benefits	7,575	14,348
Post-employment benefits	43	261
	\$ 7,618	14,609

The relative information refers to share-based payment of the financial statements, note 6(13).

(2) Other related party transactions

A. Construction cost, and related assets and liabilities:

The amounts of significant purchase transactions and outstanding payables for goods and equipment's between the Group and related parties were as follows:

Purchases

		For the three month ended March 31	
		2015	2014
Entity under the key management's control	=	\$ <u>91</u>	<u>343</u>
Payables to Related Parties			

		March 31, 2015	December 31, 2014	March 31, 2014
Entity under the key management's control	\$	<u>108</u>	<u>218</u>	<u>664</u>

The purchase price and terms of the payments present no significant difference from those with third-party vendors.

8. Pledged assets

The Group's pledged assets were as follows:

Asset	Purpose of pledge	March 31, 2015	December 31, 2014	March 31, 2014
Other financial assets – current:				
Savings deposit / time deposit	Construction contract fulfillment and warranty guarantee	\$ 97,496	96,381	18,249
Land and building (including investment property)	Short-term borrowing limit	-	-	8,406
		<u>\$ 97,496</u>	<u>96,381</u>	<u>26,655</u>

9. Significant commitments and contingencies

Significant commitments and contingencies for the Group as March 31, 2015, December 31, 2014, and March 31, 2014, were as follows:

- (1) Fulfillment and warranty guarantee (excluding related parties) for engaging in construction contracts amounted to \$456,482 and \$474,758 as well as \$392,735, respectively.
- (2) Bank pledges for engaging in construction contracts amounted to \$615,857, \$548,497 and \$290,260, respectively.
- (3) Contract fulfillment guarantee and warranty guarantee (excluding related parties) for other companies in the same industry amounted to \$1,601,575, \$1,601,901 and \$977,491, respectively.
- (4) Outstanding letters of credit were \$30,749, \$12,325 and \$2,105, respectively.
- (5) For already-signed but not-yet-finished significant construction contracts, please refer to note 6 (4).
- (6) The Company has signed a construction contract with Walsin Technology Corporation (Walsin) in December, 2010. Walsin claimed that the Company did not perform the construction according to the contract, and therefore claimed a compensation amounting to \$42,189 at the Taipei District Court during November, 2012, while the Company presumed that the payment obligation did not exist. The Company has appointed an attorney to handle the above dispute. Court proceedings had begun as of the issuance date of the financial statements, and therefore, the court's decision is still unknown.

10. **Losses due to major disasters: None.**

11. **Subsequent events: None**

12. **Other**

A. The employee benefits, depreciation and amortization expenses categorized by function were as follows:

<u>By item</u>	<u>2015</u>			<u>2014</u>		
	<u>Operating costs</u>	<u>Operating expense</u>	<u>Total</u>	<u>Operating costs</u>	<u>Operating expense</u>	<u>Total</u>
Employee benefit						
Salary	\$ 110,159	61,518	171,677	104,296	45,154	149,450
Labor, health and social insurance	13,149	7,587	20,736	13,179	6,642	19,821
Pension	3,921	1,517	5,438	3,477	1,703	5,180
Other	3,784	3,753	7,537	3,462	3,201	6,663
Depreciation	866	5,554	6,420	742	5,096	5,838
Amortization	-	2,044	2,044	3	1,952	1,955

Note: Depreciation for investment property for the year ended March 31, 2015 and 2014 was \$83 and \$86, respectively, and was recorded in non-operating expense.

B. Seasonal operations

The combined company's operations are not seasonal or cyclical factors.

13. Segment information

(1) Segment information

The Group's operating segment information and reconciliation are as follows:

	<u>For the Three Months Ended March 31, 2015</u>				
	<u>Taiwan</u>	<u>Mainland China</u>	<u>Other Asian</u>	<u>Adjustments and eliminations</u>	<u>Total</u>
Revenue:					
Revenue from external customers	\$ 914,232	356,225	83,826	-	1,354,283
Intersegment revenues	48,588	1,119	-	(49,787)	-
Total revenue	\$ 962,820	357,424	83,826	(49,787)	1,354,283
Reportable segment profit or loss	\$ 46,853	(568)	8,271	-	54,556
Reportable segment asset	\$ 5,244,414	3,520,525	1,626,933	(3,510,082)	6,881,790
Reportable segment liability	\$ 1,828,839	2,198,095	365,744	(257,928)	4,134,750

	<u>For the Three Months Ended March 31, 2014</u>				
	<u>Taiwan</u>	<u>Mainland China</u>	<u>Other Asian</u>	<u>Adjustments and eliminations</u>	<u>Total</u>
Revenue:					
Revenue from external customers	\$ 79,105	549,627	28,557	-	1,369,289
Intersegment revenues	16,181	3,327	-	(19,508)	-
Total revenue	\$ 807,286	552,954	28,557	(19,508)	1,369,289
Reportable segment profit or loss	\$ 47,444	6,426	(1,971)	-	51,899
Reportable segment asset	\$ 5,197,190	3,360,413	1,812,042	(3,652,650)	6,716,995
Reportable segment liability	\$ 1,686,586	2,034,087	241,499	(224,525)	3,737,647