

NOVA TECHNOLOGY CORP.

2017 Annual Report

Notice to readers

This English version annual report is a summary translation of the Chinese version and is not an official document of the shareholders' meeting. If there is any discrepancy between the English version and Chinese version, the Chinese version shall prevail.

Printed on April 17, 2018

Taiwan Stock Exchange Market Observation Post System:

<http://mops.twse.com.tw>

2017 annual report is available at: <http://www.novatech.com.tw>

1. Spokesperson, Acting Spokesperson

N a m e : Ma Wei	N a m e : Ou, Jun-Yen
T i t l e : Executive vice president	T i t l e : Financial and Accounting Manager
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E - m a i l : IR@novatech.com.tw	E - m a i l : IR@novatech.com.tw

2. Headquarters, Branches and Plant

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Phone Number : 03-6676868

3. Stock Transfer Agent

N a m e : KGI Securities Registry and Transfer
Department
A d d r e s s : 5F., No.2, Sec. 1, Chongqing S. Rd.,
Zhongzheng Dist., Taipei City 100,
Taiwan (R.O.C.)
W e b s i t e : www.kgi.com.tw
Telephone : 02-2389-2999

4. CPA

C P A N a m e : Huang, Hai-Ning and Chang, Tzu-Hsin
C P A F i r m : KPMG in Taiwan
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Taipei City 110, Taiwan (R.O.C.)
W e b s i t e : www.kpmg.com.tw
T e l : 02-8101-6666

5. Overseas Securities Exchange :None.

6. Corporate Website : <http://www.novatech.com.tw>

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One. Letter to Shareholders

I. Introduction

Dear Shareholders, Ladies and Gentlemen:

We would like to express our thanks to all shareholders for the support and encouragement to Nova Tech. 2017 was a year of fruitful achievement for Nova Tech. Looking into this year, the external economic environment is still filled with variation but Nova Tech upholds to excellent quality and customer satisfaction as the foundation to corporate sustainable management. In the future, Nova Tech will continue upholding to this concept and face the future growth and challenges with optimism in return to the support of all shareholders. The company hereby describes the prospectus of last year's business performance and this year's operational outlook in the follows:

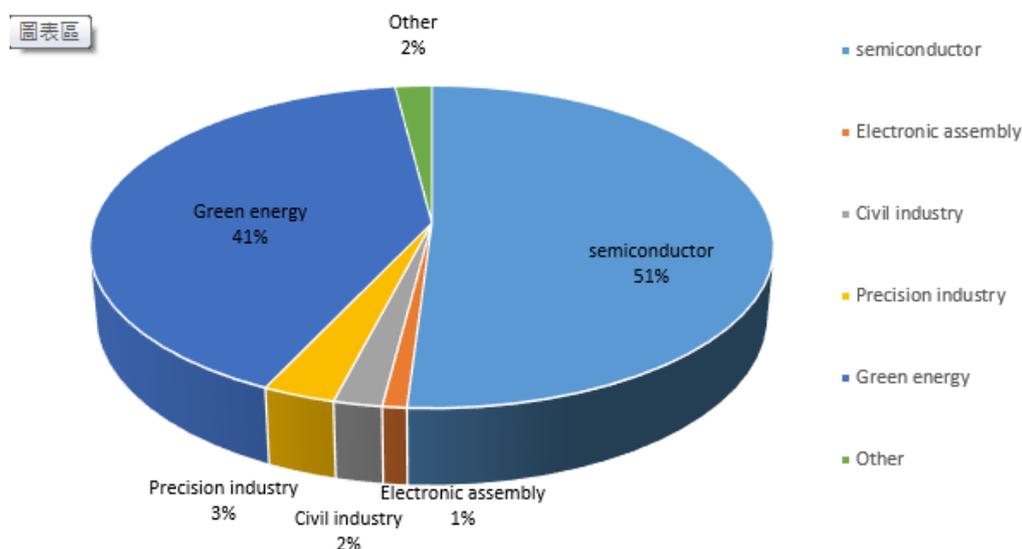
II. Business Reports

(1) 2017 Business results

1. Business plan implementation results:

Nova Technology Corp. has been working for many years and has a good reputation and stable customer base in the high-tech industry. The consolidated operating income for the year 2017 reached 3,342 million, which represents a growth of 26% compared with 2,651 million in the year 2016, due to the increase in gross profit margin in year 2017, the gross profit of the combined operations of this year reached 997 million, which represents a growth of 70% over the year 2016. The consolidated operating profit of year 2017 was a result of an increase in operating margins and an appropriately controlled cost of 676 million, an increase of 104% compared with 331 million in 2016. In terms of profit, the combined net profit after tax of 2017 was 447 million, which was a 69% increase from 264 million in fiscal year 2016.

Operating Revenue Type Ratio



Unit: In thousands of New Taiwan Dollars, %

Item	2017	%
Operating revenue	3,342,542	100%
Operating Cost	2,345,098	70%
Gross profit	997,444	30%
Operating expenses	321,542	10%

Operating income	675,902	20%
Non-Operating income and expenses	(79,191)	(2)%
Income before income taxes	596,711	18%

2. State of budget implementation : This item is not applicable since nova tech has not disclosed any financial forecasts..

3. Financial structure and profitability

Item		2017
Financial Structure	Ratio of liabilities to assets (%)	62.96
	Ratio of long-term capital to fixed assets (%)	2,292.20
Solvency	Current ratio (%)	160.67
	Quick ratio (%)	93.09
Profitability	Return on total assets (%)	10.13
	Return on stockholders' equity (%)	29.22
	Operating income as a percentage of paid-in capital (%)	199.22
	Pre-tax income as a percentage of paid-in capital (%)	175.88
	Profit ratio (%)	13.39
Earnings per share (NTD)		15.07

4. Technology and R&D Overview:

This company mainly provides high-tech industrial water, gas and chemical process supply systems, including system design, machine equipment manufacturing and sales, equipment and piping construction installation and testing. The development of high-tech industrial process systems involves the application of chemicals/gas characteristics, process validation, overall system evaluation and design, machine mechanism design, on-site pipeline planning and design, instrument and control hardware, software integration development, and raw material properties. Evaluation of selection, processing methods, safety specification assessment, etc. needs to have a lot of expertise to carry out project design, equipment manufacturing and engineering work, the core technology of this company lies in overall system integration, providing customers with a safe and stable process supply system. R & D has a number of patents, accumulated years of actual performance, main semiconductor and panel manufacturers in Taiwan and China are mostly our customers.

This company actively establishes the basic research and design management project process, and continues to develop high-tech factory process equipment design and manufacturing methods. In addition, systems and equipment for environmental protection such as recycling, waste reduction, and regeneration after manufacturing have also continued to work closely with international companies to jointly develop suitable localized equipment. Another plan is to develop the water resources processing business, and cooperate with international partners to introduce zero-emission waste water system, in-water recovery system and seawater desalination system, actively carries out research on the use of water resources.

(2) 2018 business plan summary

1. Business policy

- (1) Implement corporate governance and deepen corporate culture.
- (2) Continuing existing customers in mainland China and Southeast Asia, and developing new customers to improve operational efficiency.
- (3) Strengthen cooperation with international partners and deepen the professional and technical capabilities of green energy and water resources engineering.

2. Expected sales quantity and its basis

In recent years, Chinese government has promoted the localization policy of supply chain, and more and more international semiconductor manufacturers set up factories in China to grasp the potential business opportunities in Chinese market, according to CSIA's estimation, local semiconductor market share in China (It also includes the amount of foreign manufacturers making in China, It will increase 23% in 2006, and an estimated 60% growth this year. Chinese government also established China IC Industry Investment Fund to raise RMB138.7 billion, and actively launched a 15-year (2014~2029) investment plan, according to SEMI report, the total amount of semiconductor equipment and materials in China from 2004 to 2014 was more than US\$70 billion, and it is estimated that in 2018 China's fab-related equipment spending may exceed US\$63 billion, and it will remain at this level in the next few years. Due to this company's deep cultivation of Chinese market for many years, its regional sales accounted for more than half, and it is expected that this company's operating performance for the year of 2018 should have an opportunity to increase under the drive of Chinese government to promote high-tech industry development policies.

(3) Future development strategy

High-tech process supply systems are mainly used in semiconductor, optoelectronics, and other high-investment industries, where safety and quality requirements establish a threshold for competition. The technology and demand of high-tech industries are changing with each passing day, which can adapt to the changes in the market and expand the development space of the business, so that they can survive and grow rapidly under the elimination mechanism of market. In the situation where the competition between domestic and foreign peers has become more intense, technological capabilities, scale economies, efficiency enhancement, and integration services are the winning factors. In view of this, the company continued to carry out research and development of related products, sought cooperation between domestic and foreign advanced products and manufacturers, and constantly self-improvement, in response to market demand and future development.

Due to climate and environmental changes, water shortages are spreading throughout the world. The World Meteorological Organization predicts that one billion people will face drinking water crisis in the global coastal areas in 2050. This company has cooperated with international water resources professional companies to develop water resources related system equipment and engineering, to provide customers with the best solutions and services, and to fulfill the responsibilities of global citizens.

(4) Important production and sales policies

For many years, this company has continuously researched and developed high-tech industrial process equipment and the surrounding pipeline engineering design and overall system to provide customers with competitive customized equipment and

services. In addition to many years of deep plowing in mainland China, and in line with government's efforts to promote South moving policy and the rise of countries in Southeast Asian region, company has set up a subsidiary in Singapore to help expand overseas markets in the future.

Production and sales policies will continue to deliver aforementioned advantages and grasp current opportunities, we will continue to take care of customers' needs to consolidate existing customers and develop new customers in order to maintain steady growth in company business and profitability. In production side, we continue to strengthen our design capabilities, and on the premise of ensuring production of high-quality equipment, we have now add Suzhou Winmax Technology Co., Ltd. to expand its equipment manufacturing capacity in a timely manner and steadily move forward.

(5) The impact of competitive environment, regulatory environment and overall operating environment

1. Competition situation

In the situation where the competition between domestic and foreign peers has become more intense, technological capabilities, economies of scale, efficiency enhancement, and integration services are the winning factors, the establishment of corporate physique and the implementation of professional technology are the only ways to expand the space for career development and create vitality. In current industry competition pattern, we can quickly grasp the source of raw materials and provide customers with faster and more advanced products and services, which are important factors in whether we can take the leading position in the industry. In view of this, this company continued to carry out research and development of related products, and sought cooperation between domestic and foreign advanced products and manufacturers, and constantly self-improvement, in response to market demand and future development.

2. Regulatory environment

This company regularly reviews changes in laws and regulations and complies with the requirements of the competent authorities and upholds the philosophy of decent management. As a whole, changes in the regulatory environment will have no major impact on this company.

3. Overall business environment

As mentioned above, Chinese government is actively promoting the development of local semiconductor industry, it is expected that the company will benefit from related capital expenditure requirements and further increase the market share in China region.

Taiwan region is actively developing the use of water resources, according to the plan of the Water Resources Department, the amount of reclaimed water to be used every day should reach 700,000 tons in 2021, and 1,320,000 tons in year 2043. (<http://file.wra.gov.tw/public/Data/57713564171.pdf>)

This company actively cooperates with internationally renowned companies in the development of water resource utilization plans and cultivates relevant professionals. It is expected that it will be able to lay a solid foundation for the company's next phase of development in this area.

All colleagues of NOVA TECHNOLOGY CORP. will uphold the company's philosophy of “tomorrow will be better” and continue to overcome difficulties, expecting to provide customers with satisfactory services with superior products, better solutions and quality, and strive for the greatest benefits for shareholders.

Sincerely Yours,

Health, Peace and Prosperous Business

Chairman: Liang ,Chin-Li

General Manager: Hsu, Chung-Cheng

Accounting Supervisor: Ou, Chun-Yen

Two. Company Profile

- I. Establishment Date: June 13, 1997
- II. Company History

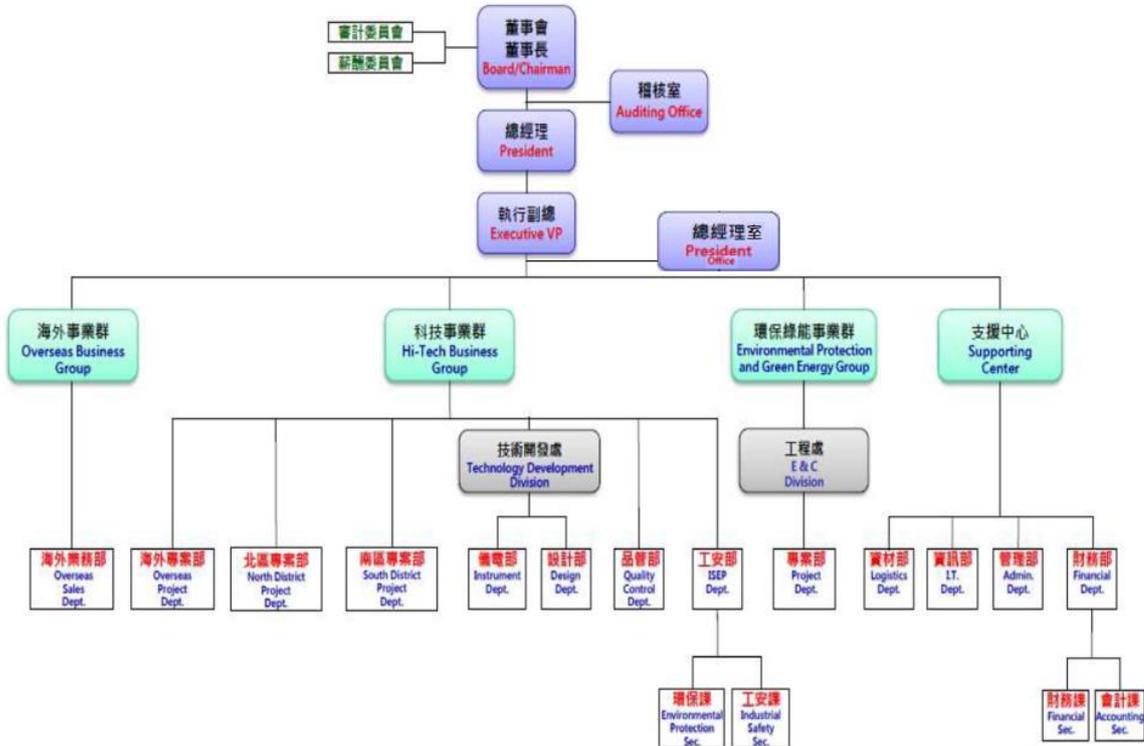
Year	Chronicles
1997 June	Official establishment of NOVA TECHNOLOGY CORP., initially operating chemical supply system and CMP polishing liquid supply system at the time of foundation. Paid-in capital was NTD5,000,000.
2001 February	Capital increased by cash NTD3,510,000 and capital increased by earning NTD7,490,000, with paid-in capital increased to NTD16,000,000.
2002 December	Capital increased by earning NTD24,000,000 with paid-in capital increased to NTD40,000,000.
2004 August	Capital increased by earning NTD35,020,000 with paid-in capital increased to NTD75,020,000.
2004 November	Set up wholly-owned subsidiary in Shanghai, Winmax Technology (Shanghai) Corporation, and established a production processing based including clean rooms in Shanghai Waigaoqiao Free Trade Zone, which is a professional company of design, manufacturing, sales, and service in one.
2005 December	Capital increased by earning NTD28,180,000 with paid-in capital increased to NTD103,200,000.
2006 December	Capital increased by earning NTD7,410,000 with paid-in capital increased to NTD110,610,000.
2007 July	Capital increased by earning NTD21,380,000 with paid-in capital increased to NTD131,990,000.
2008 August	Capital increased by earning NTD21,000,000 with paid-in capital increased to NTD152,990,000.
2008 February	Cooperated with Nippon Refine Co., Ltd. to develop solvent recycling and renewal system.
2009 March	Nova Tech jointed strategic alliance with Acter Co., Ltd.. (ticker number: 5536) and became the 100% invested subsidiary of Acter Co., Ltd.
2014 August	In response to the future corporate development, Nova Tech separated Nova Tech agency and sales department into a new wholly-owned company established as Winmega Technology Corp. Winmega Technology Corp. became the subsidiary with 100% investment under Nova Tech and specializes in electronic equipment, equipment agency and wholesale as major business itmes. The paid-in capital is NTD15,000,000.
2014 August	Capital increased by cash NTD19,010,000 with paid-in capital increased to NTD172,000,000.
2015 October	Capital increased by earning NTD51,600,000 with paid-in capital increased to NTD223,600,000.
2015 December	Capital increased by cash NTD30,000,000 with paid-in capital increased to NTD253,600,000.
2016 February	Set up wholly owned subsidiary in Suzhou, Suzhou Winmax Technology Corporation which main business line includes the design, manufacturing, sales and services of gas cabinet and equipment. Paid-in capital is USD1,000,000.
2016 July	Set up wholly owned subsidiary in Singapore - Novatech Engineering & Construction Pte Ltd. The main business of the company undertakes the semiconductor industry automation supply system business with a paid-in capital of SGD1,000,000.
2016 August	Capital increased by earning NTD12,680,000 with paid-in capital increased to NTD266,280,000.
2016 October	The application for initial public offering(IPO)was approved by OTC.(Stock Code: 6613).

Year	Chronicles
2016 November	Capital increased by cash NTD30,000,000 with paid-in capital increased to NTD296,280,000.
2016 December	Taipei Exchange approved NOVA TECHNOLOGY CORP. for OTC registration
2017 December	Capital increased by cash NTD43,000,00 with paid-in capital increased to NTD339,280,000. Taipei Exchange approved NOVA TECHNOLOGY CORP. for OTC listing. (Stock Code:6613).

Three. Report of Business Operation

I. Organization

(1) Organization Structure



(2) Business operation by major departments

Major Department	Business operations by major department (in general by hierarchical responsibility)
Board/Chairman	<ol style="list-style-type: none"> 1. Call for shareholders' meeting and board of director meeting. 2. Drafting intermediate and long term development strategies of the company to assure the sustainable management of the company. 3. Responsible for the development and introduction of new business and new products, strategic alliance and investment evaluation.
President Office	<ol style="list-style-type: none"> 1. Drafting corporate overall strategy, sorting comprehensive business, supervising business divisions with achievement of annual operation objectives; leading the company to optimize human resources through the financial orientation of profit based system. 2. Responsible for the business promotion of special project pilot-stage.
Auditing Office	Evaluate the completeness of internal control system and various standards, inspect internal control for continuously effective operation, measure department execution outcome, and properly provide improvement suggestions to advocate for effective operation.
Overseas Business Group	Responsible for overseas sales supervision and coordination, and promotion and introduction of new technology and new equipment.
Overseas Sales Dept.	Responsible for promoting overseas business and project engineering plan and supervision of execution.
Hi-Tech Business Group	Design, construction, installation, maintenance, processing improvement, and system transport of the automatic supply system for

Major Department	Business operations by major department (in general by hierarchical responsibility)
	water, chemical, gas, and polishing liquid of semiconductor and photovoltaic industries, new customer and new market establishment, and sales promotion outsourcing, customer quotation negotiation and tender bids.
Technology Development Division	Providing the instrument of chemical automatic supply system and software/hardware design plan for machinery equipment, machinery/control panel manufacturing, on-site construction, equipment installation, pilot operation, manufacturing operation, processing improvement, warranty, and maintenance services for semiconductor, photovoltaic, and display industries.
Instrument Dept.	<ol style="list-style-type: none"> 1. Instrument and electric equipment system/engineering design and change management. 2. Equipment instrument and electric system hardware and software design and supervision management. 3. Initial planning and design for tender projects. 4. Pre-tender and execution budge preparation, project cost and budge management, project schedule progress management. 5. Project equipment materials purchase requisition and outsourcing. 6. Self-prepared control panel testing, shipment and quality control. 7. Drawing management. 8. Pilot operation.
Design Dept.	<ol style="list-style-type: none"> 1. Equipment system engineering design and change management. 2. Pre-tender and execution budge preparation, project cost and budge management, project schedule progress management. 3. Initial planning and design for tender projects. 4. Self-made machinery shipment management and testing, quality management. 5. Drawing management.
Overseas Project Dept.	<ol style="list-style-type: none"> 1. Overseas engineering projects execution and assistance (major area in China and Southeast Asia). 2. Project progress control and quality control. 3. Sales information and customer services and promotion. 4. On-site initial planning and design before tender project preparation. 5. Pre-tender and execution budge preparation integration, project execution, project cost and budget management, project schedule and payment requisition acceptance progress management. 6. Project construction, installation, supervision and maintenance. 7. Project site purchase requisition and outsourcing, project monitoring, equipment installation, pilot operation and after-sales service. 8. Construction site labor safety plan, management and validation of various operations in conformity with standards. 9. Contractor labor safety patrol and evaluation.
North District Project Dept.	<ol style="list-style-type: none"> 1. Northern District Project execution and assistance (major area of customers north of Taichung (including)). 2. Project progress control and quality control. 3. Sales information and customer services and promotion. 4. On-site initial planning and design before tender project preparation. 5. Pre-tender and execution budge preparation integration, project execution, project cost and budget management, project schedule

Major Department	Business operations by major department (in general by hierarchical responsibility)
	<p>and payment requisition acceptance progress management and quality management.</p> <ol style="list-style-type: none"> 6. Project construction, installation, supervision and maintenance. 7. Project site purchase requisition and outsourcing, project monitoring, equipment installation, pilot operation and after-sales service. 8. Construction site labor safety plan, management and validation of various operations in conformity with standards. 9. Contractor labor safety patrol and evaluation.
South District Project Dept.	<ol style="list-style-type: none"> 1. Southern District Project execution and assistance (major area of customers south of Taichung (including)). 2. Project progress control and quality control. 3. Sales information and customer services and promotion. 4. On-site initial planning and design before tender project preparation. 5. Pre-tender and execution budge preparation integration, project execution, project cost and budget management, project schedule and payment requisition acceptance progress management. 6. Project construction, installation, supervision, and maintenance. 7. Project site purchase requisition and outsourcing, project monitoring, equipment installation, pilot operation and after-sales service. 8. Construction site labor safety plan, management and validation of various operations in conformity with standards. 9. Contractor labor safety patrol and evaluation.
ISEP Dept.	<p>Organizing labor safety and health training and plan for the company and associate suppliers; counseling the prevention of occupational accidents, conducting factory stationed labor safety management, labor health management, promoting labor safety related laws and regulations and the establishment, promotion and auditing environmental safety and health management system.</p>
Quality Control Dept.	<ol style="list-style-type: none"> 1. Supervising the quality inspection and control of engineering department. 2. Supervising the inspection of construction engineering quality and implementation of regular quality inspection, key point inspection. 3. Quality inspection and construction quality audit for materials or equipment provided by suppliers. 4. Quality management problems prevention and treatment through customer feedback. 5. Implementing quality control course education training. 6. Other relevant engineering quality management matters.
Environmental Protection and Green Energy Group	<ol style="list-style-type: none"> 1. Promotion and introduction of equipment, method and chemical engineering technology. 2. Environmental protection/chemical engineering project operations and supervision. 3. New technology, new equipment search and development
E & C Division	<ol style="list-style-type: none"> 1. Promotion and execution of sea water desalination operation. 2. Promotion and execution of reclaimed water operation. 3. Energy saving project sales promotion and execution. 4. The monitoring and supervision and independent technician training for abovementioned project outsourcing.

Major Department	Business operations by major department (in general by hierarchical responsibility)
	<ul style="list-style-type: none"> 5. Environmental protection, green energy related project tender preparation, bidding, and execution integration. 6. Other environmental protection, green energy and water reduction related matters.
Project Dept.	<ul style="list-style-type: none"> 1. Execution and assistance in green energy engineering projects. 2. Project progress control and quality control. 3. Sales information and customer service and promotion. 4. On-site initial planning and design for tender project preparation. 5. Pre-tender and execution budge preparation integration, project execution, project cost and budget management, project schedule and payment requisition acceptance progress management. 6. Project construction, installation, supervision, and maintenance. 7. Project site purchase requisition and outsourcing, project monitoring, equipment installation, pilot operation and after-sales service. 8. Construction site labor safety plan, management and validation of various operations in conformity with standards. 9. Contractor labor safety patrol and evaluation.
Supporting Center	<ul style="list-style-type: none"> 1. Integrating, supervising and coordinating relevant supporting department units with execution of relevant affairs. 2. Promoting corporate governance and corporate social responsibility related matters. 3. Planning and promoting short-term special projects.
Financial Dept.	Fund management transfer and financing plan, shares affairs treatment, long and short-term investment operation management, cost analysis report preparation, tax affairs plan and report, financial statement preparation and analysis, budge preparation, Board of Directors and shareholders' meeting convening matters, announcement of tax filing.
Admin. Dept.	<ul style="list-style-type: none"> 1. Human resource, administrative general affairs, general affairs and postal affairs. Promote the establishment of management and system for company personnel, salary, appointment, training, and property in addition to execute relevant operations according to company policy, providing various administrative and general affairs support. 2. Management system documentation control ISO system, internal quality objective control, procedures/management guidelines document, intellectual property document and legal letters, providing the revision and maintenance of various management system documents. 3. Project information document management Sales quotation control table, project cost control table, project revenue and expenditure statement, and information report and archival management.
LT Dept.	Computer network system establishment and management, various information system maintenance, database and information security maintenance and management, software use control maintenance.
Logistics Dept.	Company material and equipment purchase, project outsourcing, warehousing and transport management, establishing good supplier control, project outsourcing form and procurement sheet management, and executing import/export business.

II. Directors and Management Team

(1) Directors and Supervisors

March 30, 2018; Unit: Shares, %

Title	Name	Nationality or Place of Registration	Sex	First-Time Election Date	Election Date	Tenure	Holding shares during election		Current no. of shares held		Current shares held by spouse and minors		Shareholding under other people's name		Primary Experience (Education)	Positions concurrently held at Nova Technology and other companies	Other heads, directors or supervisors related as spouse or within second degree kinship.		
							No. of shares	Ratio	No. of shares	Ratio	No. of shares	Ratio	No. of shares	Ratio			Title	Name	Relation
Chairman	Acter Co., Ltd.	Taiwan	-	2009.03.02	2016.12.05	3 years	22,247,179	75.09	21,098,179	62.19	0	0	0	0	None	None	None	None	None
	Representative Liang ,Chin-Li	Taiwan	Male	2007.03.02	2016.12.05	3 years	273,661	0.92	287,977	0.85	2,472	0.01	0	0	National Chiao Tung University EMBA Acter Co., Ltd. Chairman Department of Electrical Engineering – Refrigerating and Air-conditioning, Taipei Tech Manager, Engineering Department, Gongshan Air-conditioning and Refrigerating Co., Ltd.	Acter Co., Ltd. Chairman/President Chairman, Her Suo Eng., Co., Ltd. Chairman, Sheng Huei (Suzhou) Engineering., Co., Ltd. Chairman, Zhangjiagang Free Trade Zone Fuyu International Trade Co., Ltd. Director, Sheng Huei (Shenzhen) Engineering., Co., Ltd. Sheng Huei International Co., Ltd. Corporate Representative Acter International Limited Corporate Representative New Point Group Limited Corporate Representative Nova Technology Singapore Pte.,Ltd. Director Nova Technology Malaysia Sdn Bhd. Director SCEC(SHANGHAI)CORP. Director Winmax Technology (Shanghai) Corporation Supervisor SCEC(Suzhou)CORP. Director	None	None	None

March 30, 2018; Unit: Shares, %

Title	Name	Nationality or Place of Registration	Sex	First-Time Election Date	Election Date	Tenure	Holding shares during election		Current no. of shares held		Current shares held by spouse and minors		Shareholding under other people's name		Primary Experience (Education)	Positions concurrently held at Nova Technology and other companies	Other heads, directors or supervisors related as spouse or within second degree kinship.		
							No. of shares	Ratio	No. of shares	Ratio	No. of shares	Ratio	No. of shares	Ratio			Title	Name	Relation
																Fengze Engineering Co., Ltd. Director Winmega Technology Corp. Chairman Acter Engineering Co., Ltd. Director Suzhou Winmax Technology Corporation Supervisor Novatech Engineering & Construction Pte Ltd. Director			
Director	Acter Co., Ltd.	Taiwan	-	2009.03.02	2016.12.05	3 years	22,247,179	75.09	21,098,179	62.19	0	0	0	0	None	None	None	None	None

March 30, 2018; Unit: Shares, %

Title	Name	Nationality or Place of Registration	Sex	First-Time Election Date	Election Date	Tenure	Holding shares during election		Current no. of shares held		Current shares held by spouse and minors		Shareholding under other people's name		Primary Experience (Education)	Positions concurrently held at Nova Technology and other companies	Other heads, directors or supervisors related as spouse or within second degree kinship.		
							No. of shares	Ratio	No. of shares	Ratio	No. of shares	Ratio	No. of shares	Ratio			Title	Name	Relation
	Representative Hsu, Chung-Cheng	Taiwan	Male	2005.12.01	2016.12.05	3 years	204,942	0.69	252,158	0.74	0	0	0	0	National Taiwan University EMBA-International Business Master National Taiwan University Department of Chemical Engineering Acter Co., Ltd. President Sheng Hwei Engineering (Shenzhen) Co., Ltd. Supervisor Sheng Hwei Engineering (Shenzhen) Co., Ltd. Director Shenzhen Shiding Trading Co., Ltd. Supervisor Pt. Novamex Indonesia Director Acter Engineering Co., Ltd. Director Novatech Engineering Singapore Pte. Ltd. Director Novatech Engineering Malaysia Sdn. Bhd. Director Winmax Technology (Shanghai) Corporation Chairman and Suzhou Winmax Technology Chairman and President OSENSE TECHNOLOGY CO., LTD. VP	NOVA TECHNOLOGY CORP. Director Winmax Technology (Shanghai) Corporation and President Suzhou Winmax Technology Corporation Director Winmega Technology Corp. Director (Suzhou) CORP. Chairman SCEC(SHANGHAI)CORP. Chairman Fengze Engineering Co., Ltd. Director Novatech Engineering & Construction Pte Ltd. Director and President	None	None	None
Director	Acter Co., Ltd.	Taiwan	-	2009.03.02	2016.12.05	3 years	22,247,179	75.09	21,098,179	62.19	0	0	0	0	None	None	None	None	None
	Representative Wu, Bi-Hui	Taiwan	Female	2016.05.30	2016.12.05	3 years	45,537	0.15	45,537	0.13	0	0	0	0	National Chung Hsing University College of Management Master Program Feng Chia University Department of International Business	None	None	None	

March 30, 2018; Unit: Shares, %

Title	Name	Nationality or Place of Registration	Sex	First-Time Election Date	Election Date	Tenure	Holding shares during election		Current no. of shares held		Current shares held by spouse and minors		Shareholding under other people's name		Primary Experience (Education)	Positions concurrently held at Nova Technology and other companies	Other heads, directors or supervisors related as spouse or within second degree kinship.		
							No. of shares	Ratio	No. of shares	Ratio	No. of shares	Ratio	No. of shares	Ratio			Title	Name	Relation
															Long King Leather Products Co., Ltd. President Linglu Composite Building Material (shanghai) Co., Ltd President				
Independent Director	Yeh, Shu	Taiwan	Male	2016.12.05	2016.12.05	3 years	0	0	0	0	0	0	0	0	UCLA Phd in Accounting University of Texas at Austin Master in Accounting National Taiwan University Bachelor Degree in Economics Chung Hwa Telecom CFO	National Taiwan University Accounting Department Professor Ap Memory Independent Director/Audit Committee Member /Remuneration Committee Member Lungyen Group Independent Director/Audit Committee Member/Remuneration Salary Committee	None	None	None
Independent Director	Chi, Chih-Yi	Taiwan	Male	2016.12.05	2016.12.05	3 years	0	0	0	0	0	0	0	0	Harvard University PhD in Economics National Taiwan University Master in Economics National Chengchi University Bachelor of Public Finance National Chung Hsing University College of Finance and Taxation Associate Professor National Chung Hsing University Accounting Department Director National Chung Cheng University Department of Economics Associate Professor SIWARD CRYSTAL TECHNOLOGY Supervisor	National Chung Hsing University College of Department of Finance and Taxation Professor Sinon Co., Ltd. Independent Director/Audit Committee Member/Remuneration Committee Member	None	None	None
Independent Director	Yang, Sheng-Yung	Taiwan	Male	2016.12.05	2016.12.05	3 years	0	0	0	0	0	0	0	0	Drexel University LeBow's Finance Department PhD Drexel University LeBow's Master in Business Management	Providence University International College and International and Cross-Strait Affairs Dean	None	None	None

March 30, 2018; Unit: Shares, %

Title	Name	Nationality or Place of Registration	Sex	First-Time Election Date	Election Date	Tenure	Holding shares during election		Current no. of shares held		Current shares held by spouse and minors		Shareholding under other people's name		Primary Experience (Education)	Positions concurrently held at Nova Technology and other companies	Other heads, directors or supervisors related as spouse or within second degree kinship.		
							No. of shares	Ratio	No. of shares	Ratio	No. of shares	Ratio	No. of shares	Ratio			Title	Name	Relation
														National Taiwan University Department of Agricultural Economics Bachelor Degree Asia University College of Management Dean National Chung Hsing University Department of Finance Director National Chung Hsing University EMBA CEO National Chung Hsing University Office of Research Development Dean	Grand Bills Finance Corp. Independent Director/Audit Committee Member /Remuneration Committee Member JMicon Technology Corpt. Director/Audit Committee Member/Remuneration Committee Member High-Tek Group Independent Director/Remuneration Committee Member Sinon Co., Ltd. Remuneration and Salary Committee Member				
Independent Director	Li, Cheng	Taiwan	Male	2017.07.14	2017.07.14	3 years	0	0	0	0	0	0	0	0	Tulane University LLM Tunghai University Bachelor Degree in Law U.S. Federal and New York State Attorney Lee & Tsai. Attorney at Law Tunghai University Department of Law Director and Graduate Institute of Law Dean	Tunghai University College of Law Full-Time Associate Professor Ginko International Co., Ltd. Independent Director/Remuneration Salary Committee member Direction International Patent Trademark & Law Office To the director of Top Food Industry Corporation			

Major Shareholders of Corporate Shareholders:

Unit: Thousand Shares

Name of Corporate Shareholders	Major Shareholders of Corporate Shareholders	No. of Shares held	Shareholding ratio
Acter Co., (Note)	Xiang Huei Development Co., Ltd.	2,258	4.79%
	Jiuchang Investment Co., Ltd.	1,839	3.90%
	Liang, Chin-Li	1,712	3.63%
	Kao, Hsin-Ming	1,241	2.63%

Unit: Thousand Shares

Name of Corporate Shareholders	Major Shareholders of Corporate Shareholders	No. of Shares held	Shareholding ratio
	Sumitomo Chemical Co., Ltd.	1,200	2.55%
	Hu, Tai-Chen	1,101	2.34%
	Yang, Jiong-tang	861	1.83%
	Trust Account Under the Custody of Far Eastern Int'l Bank – Trust Property Account of Acter Engineering under the Custody of Far Eastern Int'l Bank	703	1.49%
	Investment Account under J.P. Morgan Chase & Co.	631	1.34%
	Chang, Shui-Huei	537	1.14%

(Note) Source: Acter Co., Ltd. 2016 Annual Report, Get Information About Companies of Businesses in Taiwan, Ministry of Economic Affairs

(2) Major Shareholders who are corporate shareholders:

Name of Corporate Shareholders	Major Shareholders of Corporate Shareholders
Xiang Huei Development Co., Ltd.	Yang, Jiong-tang (33.82%)
Jiuchang Investment Co., Ltd.	Wang, Yi-Hua (5%) Liang, Chiao-Yin (30%)
Sumitomo Chemical Co., Ltd.	Sumitomo Chemical Co., Ltd. (100%)

Source: Get Information About Companies of Businesses in Taiwan, Ministry of Economic Affairs

(3) Professional Knowledge and Independence Possessed by Directors:

Name	Having at least 5 years of work experience and the following professional qualification			In conformity with independence (Note 1)										Number of Concurrent position as independent directors at other public listing companies.
	Criteria	Instructor of public and private college/university with relevant study in business, legal affairs, finance, or discipline required by the company.	Professional occupation and technicians having been certified by national examination with qualification certificates in judge, prosecutors, attorney, accountant, or others as required for the company operations.	Work experience in business, legal affairs, finance, or disciplines needed for the company operation.	1	2	3	4	5	6	7	8	9	
Acter Co., Ltd. Representative: Liang, Chin-Li	None	✓	✓				✓			✓	✓	✓	✓	-
Acter Co., Ltd. Representative: Hsu, Chung-Cheng	None	None	✓				✓	✓	✓	✓	✓	✓	✓	-
Acter Co., Ltd. Representative: Wu, Bi-Hui	None	None	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	-
Yeh, Shu	✓	None	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	2
Chi, Chih-Yi Chi	✓	None	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	1
Yang, Sheng-Yung	✓	None	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	3
Li, Cheng	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	1

Note 1: Directors and Supervisors meeting the following criteria in 2 years prior to the election and during the tenure, place “✓” at the space under each criteria code.

- (1) Not employed by the company or affiliated enterprise.
- (2) Not the director or supervisor of the company or affiliated enterprise (excluding independent director set up by the company, parent company and subsidiary in accordance with the Securities Exchange Act or local laws and regulations).
- (3) Natural person shareholder with top tenth shareholding ratio or shareholders holding at least 1% of shares issued by the company who is not the Party, the spouse, minor, or under other people’s name.
- (4) Spouse, relative by second degree kinship or relative by fifth kinship by direct blood of personnel not listed in the aforementioned three criteria.
- (5) Directors, supervisors or employees of corporate shareholders indirectly holding at least 5% of the total shares issued by the company, or director, supervisor or employees of top 5 corporate shareholders.
- (6) Directors, supervisors, managerial officers or shareholders holding at last 5% of shares of specific companies or institutes without having financial or operational affairs with the Company.
- (7) Owners, partners, directors, supervisors, managerial officers, and their spouse of professionals, wholly owned, joint venture, company or institutes that do not provide business, legal affairs, financial affairs, accounting services or consultation to the company or affiliated enterprises. Nonetheless members of salary remuneration committee set up for companies with public listing or traded at exchange broker’s offices and members of salary remuneration committee exercising duties in accordance with Article 7 of Duties Exercise Guidelines are excluded.
- (8) Non-relative such as spouse or second degree kinship with other directors.
- (9) In the absence of any matter prescribed in Article 30 of the Company Act.
- (10) Selection by regulations other than that of government, corporate entities or representatives prescribed in Article 27 of the Company Act.

(4) Information on the president, vice president, associate, manager, departmental and branch heads:

March 30, 2018; Unit: Shares, %

Title	Name	Nationality	Sex	Office Date	Shareholding		Shares held by spouse and minors		Shareholding under other people's name		Primary Experience (Education)	Positions concurrently held at other companies	Managerial officers related as spouse or within second degree kinship.			Status of Managerial officers Acquiring Employee Stock Option Certificate
					No. of Shares	Ratio	No. of Shares	Ratio	No. of Shares	Ratio			Title	Name	Relation	
President	Hsu, Chung-Cheng	Taiwan	Male	2006.03.01	252,158	0.74	-	-	-	-	National Taiwan University EMBA-International Business Master National Taiwan University Department of Chemical Engineering Acter Co., Ltd. President Sheng Hwei Engineering (Shenzhen) Co., Ltd. Supervisor Sheng Hwei Engineering (Shenzhen) Co., Ltd. Director Shenzhen Shiding Trading Co., Ltd. Supervisor Pt. Novamex Indonesia Director Acter Engineering Co., Ltd. Director Novatech Engineering Singapore Pte. Ltd. Director Novatech Engineering Malaysia Sdn. Bhd. Director Winmax Technology (Shanghai) Corporation Chairman and Suzhou Winmax Technology Chairman and President OSENSE TECHNOLOGY CO., LTD. VP	NOVA TECHNOLOGY CORP. Director Winmax Technology (Shanghai) Corporation and President Suzhou Winmax Technology Corporation Director Winmega Technology Corp. Director (Suzhou) CORP. Chairman SCEC(SHANGHAI)CORP. Chairman Fengze Engineering Co., Ltd. Director Novatech Engineering & Construction Pte Ltd. Director and President	None	None	None	None
Executive Vice President and R&D Head	Ma, Wei	Taiwan	Male	2016.02.01	254,120	0.75	-	-	-	-	Lunghwa Vocational Institute-Department of Mechanical Engineering Winmax Technology (Shanghai) Corporation President	Winmax Technology (Shanghai) Corporation, Suzhou Winmax Technology Corporation Chairman Winmega Technology Corp. Supervisor	None	None	None	None
Vice President	Su, Min-Lang	Taiwan	Male	2012.02.01	168,861	0.50	-	-	-	-	National Chiao Tung University Department of Engineering and Management Science Master Program NOVA TECHNOLOGY CORP Director	None	None	None	None	
Vice President (Note 1)	Yang, Wei-chao	Taiwan	Male	2017.05.22(Note 1)	145,825	0.43	1,952	0.01	-	-	National Chiao Tung University EMBA Acter Co., Ltd. Special assistant to the Chairman / Assistant manager eMemory Technology Inc. Financial Manager Power Flash General Administration Office Director Winmega Technology Corp. Supervisor	None	None	None	None	

March 30, 2018; Unit: Shares, %

Title	Name	Nationality	Sex	Office Date	Shareholding		Shares held by spouse and minors		Shareholding under other people's name		Primary Experience (Education)	Positions concurrently held at other companies	Managerial officers related as spouse or within second degree kinship.			Status of Managerial officers Acquiring Employee Stock Option Certificate
					No. of Shares	Ratio	No. of Shares	Ratio	No. of Shares	Ratio			Title	Name	Relation	
Director	Huang, Yi-yun	Taiwan	Male	2013.05.01	105,911	0.31	11,000	0.03	-	-	Ta Hwa Vocational College Department of Electronic Engineering NOVA TECHNOLOGY CORP Deputy Director	None	None	None	None	None
Director	Chang, Tze-da	Taiwan	Male	2017.07.10	6,000	0.02	-	-	-	-	National Cheng Kung University Department of Chemistry Master Program Neo Solar Power Senior Manager Formosa Epitaxy Incorporation Senior Director	None	None	None	None	None
Deputy Director	Guo, Jia-Hong	Taiwan	Male	2014.05.01	77,740	0.23	45	0.00	-	-	Taichung Municipal Dajia Industrial Senior High School Electronic Mechanicals Department NOVA TECHNOLOGY CORP manager	None	None	None	None	None
Deputy Director	Chen, Jin-Liang	Taiwan	Male	2017.06.02	53,000	0.16	-	-	-	-	National Cheng Kung University Institute of International Management On-the-Job Program National Chung Hsing University Department of Environmental Engineering Master Winbond Electronics Corp. Senior Engineer Motech Industries Inc. Principal Engineer	None	None	None	None	None
Financial and Accounting Head	Ou, Chun-Yen	Taiwan	Male	2009.06.16	56,090	0.17	-	-	-	-	Providence University Accounting Department PwC Taiwan Director	None	None	None	None	None

Note 1: Appointed as Vice President on January 2011 and adopted by Board of Directors on May 22, 2017 as Audit Head, followed by adopted by the Board of Director and appointed as Vice President through duty shift on February 22, 2018.

III. Remuneration of Most Recent Year to Directors, Supervisors, President, and Vice President

(1) Remuneration to Directors (Independent Directors included) of Most Recent Year (2017)

1. Remuneration to Directors (Independent Directors included)

Unit: NTD Thousand, %

Title	Name	Remuneration to Directors								Adjunct Employee Acquisition of Relevant Remuneration						Ratio of the sum of A, B, C, E, F, and G to Net Profit		Acquisition of remuneration from reinvestment business other than subsidiary companies						
		Remuneration (A) (Note 1)		Retirement Pension (B)		Remuneration to Directors (C) (Note 2)		Professional Practitioners' Fees (D) (Note 3)		Ratio of the sum of A, B, C, and D to Net Profit		Salary, Bonus and Special Disbursement (E) (Note 4)		Retirement Pension (F)		Remuneration to Employee (G) (Note 5)								
		Nova Tech	All companies listed on the financial statement	Nova Tech	All companies listed on the financial statement	Nova Tech	All companies listed on the financial statement	Nova Tech	All companies listed on the financial statement	Nova Tech	All companies listed on the financial statement	Nova Tech	All companies listed on the financial statement	Nova Tech	All companies listed on the financial statement	Nova Tech			All companies listed on the financial statement		Nova Tech	All companies listed on the financial statement		
																		Amount in Cash	Amount in Stock	Amount in Cash	Amount in Stock			
Chairman	Acter Co., Ltd. (Representative Liang ,Chin-Li) (Note 6)																							
Director	Acter Co., Ltd. (Representative Hsu, Chung-Cheng) (註 6)																							
Director	Acter Co., Ltd. (Representative Wu, Bi-Hui) (Note 7)																							
Director	Wen-Cai Investment Co., Ltd. (Representative Wang, Bai-Lu) (Note 8)	2,200	2,200	0	0	17,573	17,723	540	540	4.54 %	4.57%	4,985	6,996	0	0	1,151	0	1,151	0	5.91 %	6.39%		無	
Independent Director	Yeh, Shu (Note 9)																							
Independent Director	Chi, Chih-Yi (Note 9)																							
Independent Director	Yang, Sheng-Yung (Note 9)																							
Independent Director	Li, Cheng (Note 10)																							

- Note 1: Referring to the remuneration to director in the most recent month (including director salary, differential pay, , severance pay, various bonuses and rewards...etc.)
- Note 2: Referring to the director remuneration amount distributed by the adoption of Board of Directors meeting on February 9 2017.
- Note 3: Referring to the relevant operation practitioners' fees for directors of most recent year (including honorarium, special disbursement, various allowances, dormitory, company car and supply of other physical items).
- Note 4: Referring to the collection including salary, differential pay, severance pay, various bonuses, rewards, honorarium, special disbursement, various allowances, dormitory, company car and supply of other physical items) by directors and adjunct employees of most recent years (including adjunct president, vice president, other managerial officers, and employees).
- Note 5: Referring to the acquisition of employee remuneration (including stocks and cash) by directors and adjunct employees (including adjunct president, vice president, other managerial officers, and employees) of most recent year, which should disclose the amount of employee remuneration distributed by the adoption of Board of Directors meeting in most recent year. In case the amount could not be estimated, apply the ratio of actual amount distributed last year for the calculation of the amount of distribution this year.
- Note 6: Changed to corporate director representative after the reelection held at the extraordinary shareholders' meeting on December 5, 2016.
- Note 7: Elected on May 30, 2016 and resigned at the extraordinary shareholder's meeting on December 5, 2016.
- Note 8: Resigned on May 10, 2017 after the reelection at extraordinary shareholders' meeting on December 5, 2016.
- Note 9: Elected at the extraordinary shareholders' meeting on December 5, 2016.
- Note 10: Elected at the Extraordinary Shareholders' Meeting held on July 14, 2017.

2. Director's Remuneration Brackets

Remuneration Brackets for Company Directors	Name of Directors			
	The sum of the previous 4 items (A+B+C+D)		The sum of the previous 7 items(A+B+C+D+E+F+G)	
	Nova Tech	All companies listed on financial statement	Nova Tech	All companies in listed on financial statement
Less than NTD2,000,000.	Wen-Cai Investment Co., Ltd. (Representative Wang, Bai-Lu) Yeh, Shu Chi, Chih-Yi Yang, Sheng-Yung Li, Cheng	Wen-Cai Investment Co., Ltd. (Representative Wang, Bai-Lu) Yeh, Shu Chi, Chih-Yi Yang, Sheng-Yung Li, Cheng	Wen-Cai Investment Co., Ltd. (Representative Wang, Bai-Lu) Yeh, Shu Chi, Chih-Yi Yang, Sheng-Yung Li, Cheng	Wen-Cai Investment Co., Ltd. (Representative Wang, Bai-Lu) Yeh, Shu Chi, Chih-Yi Yang, Sheng-Yung Li, Cheng
NTD2,000,000~4,999,999	Acter Co., Ltd. (Representative Liang ,Chin-Li Hsu, Chung-Cheng Wu, Bi-Hui)	Acter Co., Ltd. (Representative Liang ,Chin-Li Hsu, Chung-Cheng Wu, Bi-Hui)	Acter Co., Ltd. (Representative Liang ,Chin-Li Wu, Bi-Hui)	Acter Co., Ltd. (Representative Liang ,Chin-Li Wu, Bi-Hui)
NTD5,000,000~9,999,999			Acter Co., Ltd. (Representative Hsu, Chung-Cheng)	Acter Co., Ltd. (Representative Hsu, Chung-Cheng)
NTD10,999,999~14,999,999				
NTD15,000,000~29,999,999				
NTD30,000,000~49,999,999				
NTD50,000,000~99,999,999				
NTD100,000,000 or more				
Total	8	8	8	8

(2) Remuneration of Most Recent Year (2017) to Supervisors: Not applicable

(3) Remuneration of Most Recent Year (2017) Paid to the President and Vice President

1. Remuneration to President and Vice President

Unit: NTD Thousand

Title	Name	Salary (A) (Note 1)		Retirement Pension (B)		Bonus and Special Disbursement (C) (Note 2)		Amount of Remuneration to Employee (D) (Note 3)				Ratio of the sum of A, B, C, and D to Net Profit		Acquisition of remuneration from reinvestment business other than subsidiary companies
		Nova Tech	All companies listed on the financial statement	Nova Tech	All companies listed on the financial statement	Nova Tech	All companies listed on the financial statement	Nova Tech		All companies listed on the financial statement		Nova Tech	All companies listed on the financial statement	
								Amount in Cash	Amount in Stock	Amount in Cash	Amount in Stock			
President	Hsu, Chung-Cheng	10,020	12,571	0	0	6,654	6,654	3,675	0	3,675	0	4.55%	5.12%	None
Executive Vice President	Ma, Wei													
Vice President	Su, Min-Lang													
Vice President	Yang, Wei-chao													

Note 1: Fill out the salary, differential pay and severance pay for president and vice president of most recent year.

Note 2: Fill out the various bonuses, rewards, honorarium, special disbursements, various allowances, dormitory, company car, physical items and amount of other remuneration of the most recent year to the president and vice president. For supply of houses, automobiles and other transportation modes or special personal expenditures, disclose the nature and cost of the assets supplied, the actual rental or rental calculated by fair market price, gasoline and other reimbursement.

Note 3: Fill out the employee remuneration amount (including stocks and cash) distributed to the president and vice president as adopted by the Board of Directors in most recent year. In case the amount could not be estimated, apply the ratio of actual amount of distribution last year to calculate the amount of distribution this year. Additionally fill out the form in Appendix 6. Net profit refers to the net profit of most recent year; for companies already adopting International Financial Reporting Standards (IFRS), net profit refers to the net profit of individuals or individual financial statement of most recent year.

2. President and Vice President Remuneration Brackets

Remuneration Brackets for Company President and Vice Presidents	Name of President and Vice President	
	Nova Tech	All companies listed in financial statement
Less than NTD2,000,000	-	-
NTD2,000,000~4,999,999	Su, Min-Lang Yang, Wei-chao	Su, Min-Lang Yang, Wei-chao
NTD5,000,000~9,999,999	Hsu, Chung-Cheng Ma, Wei	Hsu, Chung-Cheng Ma, Wei
NTD10,999,999~14,999,999	-	-
NTD15,000,000~29,999,999	-	-
NTD30,000,000~49,999,999	-	-
NTD50,000,000~99,999,999	-	-
NTD100,000,000 or more	-	-
Total	4	4

(4) Name and Distribution of Managerial Officers Distributed with Employee Remuneration

Unit: NTD Thousand

	Title	Name	Amount of Stock	Amount of Cash	Total	Ratio of amount to net profit (%)
Managerial Officer	President	Hsu, Chung-Cheng	-	5,141	5,141	1.94
	Executive Vice President	Ma, Wei				
	Vice President	Su, Min-Lang				
	Vice President	Yang, Wei-chao				
	Director	Huang, Yi-yun				
	Director	Chang, Tze-da				
	Deputy Director	Guo, Jia-Hong				
	Deputy Director	Chen, Jin-Liang				
	Financial Head	Ou, Chun-Yen				

(5) The amount of remuneration of most recent two years paid from Nova Technology and all companies on consolidated financial statements to company directors, supervisors, president, and vice president to net profit is analyzed and explained with the policy of remuneration, standards and portfolio, programs for remuneration formulation, and the association between management performance and future risks.

1. The analysis of the amount of remuneration of most recent two years on the Nova Technology and consolidated statements paid to the company directors, supervisor, president, and vice president:

Unit: NTD Thousand, %

Title	2016				2017			
	Total Amount of Remuneration		Ratio to Net Profit (Note 1)		Total Amount of Remuneration		Ratio to Net Profit (Note 1)	
	Nova Technology	All companies listed on consolidate statements	Nova Technology	All companies listed on consolidate statements	Nova Technology	All companies listed on consolidate statements	Nova Technology	All companies listed on consolidate statements
Director	15,823	21,704	5.98%	8.21%	26,449	28,610	5.91%	6.39%
Supervisor	742	742	0.28%	0.28%	-	-	-	-
President and Vice President	14,254	15,771	5.39%	5.97%	20,349	22,900	4.55%	5.12%

Note 1: Calculated by the current net income from the 2016 and 2017 consolidated income statement audited and attested by CPA.

2. The policy, standards and portfolio, and the association between program for remuneration formulation and management performance for remuneration paid to directors, supervisors, president, and vice president.

(1) Director and Independent Director :

Remuneration to directors and supervisors includes remuneration and honorarium for attending board of directors meeting, and remuneration to directors and supervisors are stipulated in the articles of incorporation.

(2) President and Vice President :

The remuneration of President and Vice President includes salary, bonuses and employee remuneration, which takes consideration of the position taken, responsibility taken and contribution made to the company as well as the peer industry standards.

IV. Business Operations

(1) Information on Board of Directors Operation

Nova Technology held 7 sessions (A) of Board of Director meetings in 2017 with the attendance of directors and supervisors described below:

Title	Name	Actual Number of Attendance B	Number of Attending Seat Commissioned	Actual Attendance Rate (%) 【B/A】	Remarks
Chairman	Acter Co., Ltd. Representative: Liang ,Chin-Li	7	0	100%	Reelection (reelected on 2016.12.05)
Director	Acter Co., Ltd. Representative: Hsu, Chung-Cheng	6	1	85.7%	Reelection (reelected on 2016.12.05)
Director	Acter Co., Ltd. Representative: Wu, Bi-Hui	7	0	100%	Reelected (reelected on 2016.12.05)
Director	Wen-Cai Investment Co., Ltd. Representative: Bai-Lu Wang	2	0	100%	Resigned on May 10, 2017, required attendance was 2 and actual attendance was 2.

Independent Director	Yeh, Shu	7	0	100%	Elected on December 5, 2016.
Independent Director	Chi, Chih-Yi	7	0	100%	Elected on December 5, 2016
Independent Director	Yang, Sheng-Yung	6	1	85.7%	Reelected on December 5, 2016.
Independent Director	Li, Cheng	3	0	100%	Elected at extraordinary shareholders' meeting on July 14, 2017; required attendance was 3 and actual attendance was 3.

Other Remarks:

1. If there are any of the following circumstances applies, the dates of meetings, sessions, contents of motions, all independents' opinion and the Company's response to independent directors' opinion should be specified:

(1) Circumstances referred to in Article 14-3 of Securities and Exchange Act.

(2) Resolutions of the directors' meetings objected to by Independent Directors or subject to qualified opinion and recorded or declared in writing.

Board of Director	Agenda Content and Subsequent Handling	Matters prescribed under Article 14-3 of Securities Exchange Act	Independent Directors holding opposition or conservative opinion
Eight BOD and 3 th Session, 2017.02.17	1. Adoption. "Procedure for Acquisition or Disposal of Assets."	✓	None
	2. Evaluation of CPA Accountability and Independence and Appointment Remuneration Case	✓	None
	Independent Directors' opinion: none.		
	Company handling on Independent Directors' opinion: none.		
	Resolution Results: All attending directors and independent directors reach consent to adopt the proposition as proposed.		
Eight BOD and 4 th Session, 2017.05.22	1. Resolved to adopt endorsement guarantee for subsidiary company - Winmax Technology (Shanghai) Corporation.	✓	None
	2. Internal audit head appointment case.	✓	None
	3. Proposition for failure to incorporate with Nova Technology's initial pre-OTC capital increase by cash and offering new stocks as shares source of public underwriting and requesting original shareholders to wave all preemptive right.	✓	None
	Independent Directors' opinion: none.		
	Company handling on Independent Directors' opinion: none.		
Resolution Results: All attending directors and independent directors reach consent to adopt the proposition as proposed.			

Eight BOD and 6 th Session 2017.08.04	Engaged in foreign exchange project with Citibank Taiwan.	✓	None
	Independent Directors' opinion: none.		
	Company handling on Independent Directors' opinion: none.		
	Resolution results: All attending directors and independent directors reach consent to adopt the proposition as proposed.		
Eight BOD and 7 th Session 2017.10.27	1. Resolved to adopt endorsement guarantee for subsidiary company - Winmax Technology (Shanghai) Corporation.	✓	None
	2. Applying for capital increase by cash and offering of new stocks for public underwriting of the company in initial pre-OTC.	✓	None
	Independent Director's opinion: none.		
	Company handling on Independent Directors' opinion: none.		
	Resolution Results: All attending directors and independent directors reach consent to adopt the proposition as proposed.		
Eight BOD and 8 th Session 2017.11.10	1. Regulations Governing 2017 Capital Increase by Cash for Employee Stock Option.	✓	None
	2. Regulations Governing 2017 Capital Increase by Cash for Managerial Officers' Stock Option.	✓	None
	Independent Director opinion: none.		
	Company handling on Independent Directors' opinion: none.		
	Resolution Results: All attending directors and independent directors reach consent to adopt the proposition as proposed.		

2. Director execution on the recusal of propositions with stakeholder relations shall describe the name of directors, content of agenda, reason for due recusal of conflict of interests, and the status of resolution participation: Not applicable

3. The objectives of the strengthening the function of Board of Directors for current and the most recent years (e.g. set up audit committee, upgrading information transparency) and executions were evaluated:

Nova Tech developed "Rules and Procedures of Board of Directors Meetings" and management regulations of the company according to "Regulations Governing Procedure for Board of Directors Meetings of Public Companies. The "Independent Director" system was set up to improve the structure of board of directors and operated according to relevant law and the interpretation from letters issued by competent authorities, in order to achieve dual performance in execution and supervision.

(1) Board of Directors Structure

Nova Technology underwent director and supervisor reelection on December 5, 2016 and established audit committee to replace supervisors. The composition of the Board of Directors members is diverse with conformity to the corporate development requirement. All directors and independent director are equipped with complete education and experiences, impelling the Board of Directors to bring management decision-making and leadership and supervision into full play. It is stipulated in "Rules for Election of Directors" that the election of directors adopts cumulative voting system to increase the opportunity for small shareholders participating in the operation of Board of Directors while adding the by-election procedures for directors in case of vacancies to avoid the resignation of directors and independent directors, in part or in whole that would affect the execution and supervision of corporate business. Moreover, the company's Board of Directors emphasizes on independent operation and function of transparency, where Chairman and President are appointed to one person while directors and independent directors are all independent entities, independently exercising their due rights. Additionally director shareholding, restriction of share transfer and collateral securities are also fully disclosed on Market Observation Post System (MOPS) for the query

	by general investors.
(2)	<p>Independent Director Systems</p> <p>The corporate regulations governing the number of seats for independent director, eligibility and duties exercise are already stipulated in the “Articles of Incorporation” and “Rules for Scope of Independent Director Responsibilities.” Currently there are four seats of Independent Director, who are empowered to fully participate in decision making and right to express opinions according to Securities Exchange Act. To protect the rights of investors, it is stipulated in the Articles of Incorporation of Nova Technology that independent director nominated and relevant procedures shall hold certain number of shares according to the candidate nomination system prescribed in Article 192-1 of Company Act to avoid the monopoly or abuse of nomination right, thereby leading to a fair and transparent process.</p>
(3)	<p>Establishment of Audit Committee</p> <p>Nova Technology reelected directors and supervisors on December 5, 2016 according to the “provisions prescribed under Article 14-4 of Securities Exchange Act” and established the Audit Committee in replacement of supervisors. The Audit Committee members composed of four seats from independent directors, who are equipped with relevant professional knowledge and experience in finance or business. It is stipulated in “Audit Committee Charter” that committee members are obliged to independently exercise responsibilities in order to assure the supervision on the effective implementation and preparation of financial for corporate internal control.</p> <p>The company official website also established the special mailbox for audit committee so the general investors, stakeholders or employees may communicate with the audit committee members directly via email.</p>
(4)	<p>Establishment of Salary Remuneration Committee</p> <p>Nova Technology developed the “Salary and Remuneration Committee Charter” according to the provisions prescribed under Article 14-6 of Securities Exchange Act” and completed the member appointment and establishment for salary and remuneration committee to assist the Board of Directors with execution of duties.</p>
(5)	<p>Upgrade information transparency</p> <p>The company has published financial information, material agenda resolution, attendance of board of directors, and information of directors participating in continuing education courses on Market Observation Post System (MOPS) by regulatory requirement. The information on corporate financial operation is also disclosed on company website for the investors to acquire information on timely basis.</p>

(2) Information Meeting on the Operation of Audit Committee

The Board of Directors were held in 5 sessions in 2017 (A) and the attendance of independent directors is shown below:

Title	Name	Actual Number of Attendance (B)	Actual Attendance Rate (%) (B/A)	Remarks
Independent Director	Yeh, Shu	5	100%	Elected on December 5, 2016
Independent Director	Chi, Chih-Yi	5	100%	Elected on December 5, 2016
Independent Director	Yang, Sheng-Yung	4	80%	Elected on December 5, 2016
Independent Director	Li, Cheng	3	100%	Elected at extraordinary shareholder’s meeting on July 14, 2017 required attendance was 3 and actual attendance was 3.

Other Remarks:

1. In case the operation of audit committee meets one of the following conditions, describe the date of Board of Director meeting, session, motion content and audit committee resolution results as well as company handling on the opinions from audit committee:

(1) Matters prescribed in Article 14-5 of Securities Exchange Act.

(2) Apart from the aforementioned matters, other matters not adopted by the audit committee but resolved with the consent from two thirds of all directors.

Audit Committee	Agenda Content and Subsequent Handling	Matters prescribed under Article 14-5 of Securities Exchange Act	Matters not adopted by the audit committee but resolved with the consent from two thirds of all directors
First BOD 1 ^d Session 2017.02.17	1. 2016 Business Report and Financial Statements.	✓	None
	2. Adoption. "Procedure for Acquisition or Disposal of Assets."	✓	None
	3. Evaluation of CPA Accountability and Independence and Appointment Remuneration Case	✓	None
	Results: Audit Committee Resolution Results: All attending committee members reach consent to adopt the proposition as proposed.		
	Company handling on audit committee's opinion: none.		
First BOD 2 nd Session 2017.05.22	1. Resolved to adopt endorsement guarantee for subsidiary company - Winmax Technology (Shanghai) Corporation.	✓	None
	2. Internal audit head appointment case	✓	None
	3. Proposition for failure to incorporate with Nova Technology's initial pre-OTC capital increase by cash and offering new stocks as shares source of public underwriting and requesting original shareholders to waive all preemptive right.	✓	None
	Results: Audit Committee Resolution Results: All attending committee members reach consent to adopt the proposition as proposed.		
	Company handling on audit committee's opinion: none.		
First BOD 3 rd Session 2017.08.04	1. 2017 Q2 Consolidated Financial and Quarterly Report.	✓	None
	2. Engaged in foreign exchange project with Citibank Taiwan.	✓	None
	Results: Audit Committee Resolution Results: All attending committee members reach consent to adopt the proposition as proposed.		
	Company handling on audit committee's opinion: none.		
First BOD 4 th Session 2017.10.27	1. Resolved to adopt endorsement guarantee for subsidiary company - Winmax Technology (Shanghai) Corporation.	✓	None
	2. Applying for capital increase by cash and offering of new stocks for public underwriting of the company in initial pre-OTC.	✓	None
	Results: Audit Committee Resolution Results: All attending committee members reach consent to adopt the proposition as proposed.		
	Company handling on audit committee's opinion: none.		

2. Independent directors' execution on the recusal of propositions with stakeholding relations shall describe the name of independent directors, content of agenda, reason for due recusal of conflict of interests, and the status of resolution participation: There is no agenda with stakeholding relations this year and hence does not apply.
3. Communication between independent director and internal audit heads and accountant (should include the communication of major issues on company finance and business, method, and results):
 - (1) The company audit committee members shall call for seminar meeting from time to time, where attesting CPA and internal auditors report on the audit and plan of company financial statements the operation of internal control system. Consequently the audit committee members can control the management status of the company with proper supervision. Apart from calling for audit committee meetings, audit committee members should also keep contact and interact with CPA and auditors via electronic correspondence.
 - (2) The company's attesting CPA will provide briefing of the financial statement after annual audit before the audit committee meeting. The audit committee members will also fully communicate with the CPE face-to-face in the meeting.
 - (3) The communication between Independent Directors and internal audit heads has been disclosed on the company website.

(3) Discretion between Business Operations and Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies and the Reason

Items of Evaluation	Operations			Discretion from Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies and Reasons
	Yes	No	Summary	
1. Does the company develop and disclose corporate governance best practice principles according to Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies?	✓		The company has taken into consideration the “Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies” and the operation of company practices in formulating the “Corporate Governance Best Practice Principles” and compliance with relevant regulations to truly execute and process various information disclosures, thereby maintaining the rights and interests of investors, stakeholders and employees.	No discretion
2. Corporate Equity Structure and Shareholders’ Rights (1) Does the company develop internal process procedures to handle shareholders’ suggestions, doubts, disputes, and litigations matters in addition to implement by procedures? (2) Does the company control the major shareholders with actual control of the company and the list of ultimate controlling major shareholders? (3) Does the company establish and execute the risk control with affiliated enterprises and firewall mechanism? (4) Does the company develop internal regulations to prohibit insiders from trading securities using information not published to the market?	✓		(1) The company offers spokesperson and proxy spokesperson to handle shareholders’ suggestions or disputes. (2) The major shareholders of the company compose of management team and shareholders with long-term shareholding, who pay attention and control the shareholding status of major shareholders and director shareholding. They also regularly report the equity change in directors, managerial officers and shareholders with at least 10% of shareholding. (3) The company and affiliated enterprises operate independently and have established relevant control over the internal control system, “group enterprise and specific enterprise and stakeholders’ financial and operation interaction guidelines” and “Regulations governing subsidiary company operation management.” (4) The company has developed “Procedures for Internal Material Information Handling and Prevention of Insider Trading Management Operation,” prohibiting company directors or employees as well as insiders to trade securities using information not yet disclosed to the market.	No discretion

Items of Evaluation	Operations			Discretion from Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies and Reasons
	Yes	No	Summary	
<p>3. Composition and responsibilities of Board of Directors</p> <p>(1) Does the BOD develop diversity guidelines and implement the execution according to member composition?</p> <p>(2) Does the company set up voluntarily other types of functional committees apart from the salary remuneration committee and audit committee by law?</p> <p>(3) Does the company develop BOD performance evaluation regulations and evaluation method to conduct regular performance evaluation every year?</p>	✓		<p>(1) The company has developed “Corporate Governance Best Practice Principles” to regulate the structure of Board of Directors with consideration of diversity. The composition of the BOD members actually features different professional background, sex, and work field, which diversity conforms to the need for company development. Directors independent director have complete education and experience, impelling the BOD to bring the management decision-making and leadership into full play.</p> <p>(2) The company currently owns salary remuneration committee and audit committee without establishing other functional committees.</p> <p>(3) The company has developed “Regulations Governing Board of Director Assessment Process “adopted by the Board of Directors on May 22, 2017. By the end of each year, members of Board of Directors adopts questionnaire survey for self-evaluation and the overall BOD operation performance; It is stipulated in Article 3 at least one execution of external performance evaluation in every 3 years. The items of measurement for the performance evaluation of the company’s Board of Directors comprise at least the following five dimensions:</p> <ol style="list-style-type: none"> 1. Level of involvement tin company operations. 2. Upgrade BOD decision-making quality. 3. BOD composition and structure. 4. BOD election and constantly continuing education. 5. Internal Control <p>The items of measurement for the performance evaluation of BOD members (self or peer) shall at least include the following six dimensions:</p> <ol style="list-style-type: none"> 1. Corporate Objectives and mission control 2. Cognition on director responsibilities 	No discretion

Items of Evaluation	Operations			Discretion from Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies and Reasons
	Yes	No	Summary	
(4) Does the company regularly evaluate CPA for independence?			<p>3. Level of involvement tin company operations 4. Management and communication of internal relations 5. Professionalism and continuous continuing education of directors 6. Internal Control</p> <p>(4) The company takes the statement presented by certified CPA firm while the Board of Directors develops the items of evaluation for the independence of review accountant according to “No.10 of “The Bulletin of Norm of Professional Ethics for Certified Public Accountant of the Republic of Chin - Integrity, Objectivity and Independence.” The items of evaluation include: (a)if the accountant and spouses, minors or other hold at least 1% of the company’s shares. (b)Does the accountant is a spouse or having second degree of kinship with other directors. (c) Does the accountant have relative relation with personnel of material impact and duties such as managerial officers and financial heads? (d) Does the accountant execute professional services through righteous and rigorous attitude? (e)Does the accountant accept major gifts with high value from the directors or managerial officers? (f) Does the accountant of co-practice serve as the review customer’s directors, supervisors, managerial officers, or persons with duties of material impact on the reviewing case in one year after resignation? The Board of Directors of the company validates that there is no other financial interests and business relations apart from the attestation fees and financial case. Members of accountant’s family do not violate the requirement for independence and conforms to the independence evaluation standards of the company, who are qualified for serving as the attesting accountant of the company.</p>	
4. Dees the TWSE/TPEX Listed Companies set	✓		The company has designed and set up the promotion of corporate	No discretion

Items of Evaluation	Operations			Discretion from Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies and Reasons
	Yes	No	Summary	
up corporate governance dedicated (part-time) unit or personnel in charge of corporate governance related affairs (including but not limited to the provision of information needed for director and supervisors to execute services, matters related to meeting for board of director and shareholder's meeting, application for company registration and registration of change, and preparation of board of directors and shareholders' meeting agenda)?			social responsibility dedicated unit, which is currently designed, promoted and launched by the supporting center with full performance of corporate social responsibility.	
5. Does the company establish communication channel with stakeholders (including but not limited to shareholders, employees, customers, and suppliers) and set up a stakeholder zone on the company website to properly respond to the important social responsibility issue concerned by stakeholders?	✓		<p>(1) The company website sets up a stakeholder zone which becomes the specific window and communication according to the nature of the stakeholders.</p> <p>(2) The company sets up spokesperson, proxy spokesperson, and contact information mailbox as the communication channel with the investors.</p> <p>(3) The company sets up different communication meetings to encourage employees and management to conduct opinion exchange. An employee mailbox is also set up at the human resource zone of the company website for employees to immediately reflect opinions and provide suggestions via email, thereby keeping close interaction with employees.</p> <p>(4) The company website sets up audit committee mailbox, where all stakeholders may communication with the audit committee members of the company via mailbox.</p>	No discretion
6. Does the company commission full-time agent for stock affairs to handle the shareholder's meeting affairs?	✓		The company has commissioned full-time agent for stock affairs - KGI Securities to process shareholders' meeting affairs.	No discretion
7. Information disclosure (1) Does the company set up a website to	✓		(1) The company has set up company website (http://www.novatech.com.tw) and regularly discloses and	No discretion

Items of Evaluation	Operations			Discretion from Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies and Reasons
	Yes	No	Summary	
disclose financial operations and corporate governance information? (2) Does the company adopt other information disclosure scheme (i.e. set up English website, assign specialist in charge of the collection and disclosure of company information, implement spokesperson system, and disclose investor conference on the company website)?			<p>updates the financial services of the company and relevant information on corporate governance.</p> <p>(2) The company set up specialist in charge of the collection work and adequately disclosing relevant information by requirement.</p> <p>1. The company has set up spokesperson and proxy spokesperson system by regulation and discloses the names and contact method on the company website.</p> <p>2. The company discloses information on investor conference on the company website.</p> <p>3. The company has set up English website to provide foreign investors with relevant company finance and services related information.</p>	
8. Does the company have other important information that will help understand the business operations (including but not limited to employees' rights, employee care, investor relations, supplier relations, rights of stakeholders, status of director and supervisor continuing education, execution of risk management and risk measurement standard, execution of customer policy, and the company purchasing liability insurance for the directors and supervisors)?	✓		<p>The company's management actively promotes corporate governance and relevant systems and measures adopted and travelling situations are summarized below:</p> <p>1. The company developed work conducts and actually executes the rights and care for employees without ranking, gender, and nationality, providing various insurance, education training, physical health examination, and retirement matters. The occupational labor welfare committee of the company adopts labor-management as the communication channel between the two. The company also promotes and executes various multiple employee welfare policies, in order to create a harmonious work environment, enriching employee's life. Additionally, the company truly executes safety quality, health and environmental management, with ISO9001, ISO14001 and OHSAS18001 certified. Moreover, special responsible environmental department will regularly promote and supervise the implementation to provide safety and quality work environment. The company sets up employee opinion mailbox at the human resource zone of company website, which the employees can communicate with the company directly.</p>	No discretion

Items of Evaluation	Operations			Discretion from Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies and Reasons
	Yes	No	Summary	
			<p>2. Investor relation, supplier relation and rights of stakeholders: The company appeals in corporate information transparency and adequately discloses financial and sales information by law and sets up a contact window and email for investors, suppliers and stakeholders to leave message and opinions. To strengthen corporate governance, the company website corporate governance on the company website in Chinese and English apart from the routine public disclosure of financial information, providing investors with more diverse information to protect the rights of investors from Taiwan and abroad.</p> <p>The company and suppliers sign agreement or purchase order in writing based on equality principle to validate the rights and obligation relations between the two, protecting the legitimate rights of each other.</p> <p>3. Director continuing education: All directors of the company shall take continuing education according to the “Directions for the Implementation of Continuing Education for Directors and Supervisors of TWSE Listed and TPEX Listed Companies.” “X. Continuing Education for Director” on page 56 of the annual report.</p> <p>4. Execution of risk management policy and risk measurement standards: The company focuses on the management of original business line and cooperates with relevant laws and regulations to promote and implement the execution of various policies. The company also develops risk management process standards and relevant management policies to lower and avoid any possible risk that jeopardizes the company and values the maintenance of personnel safety. For major policy of corporate operation, investment projects, the acquisition or disposition of assets, endorsement guarantee and other matters will require the evaluation and analysis by relevant competent department, followed by submission to the Board of Directors for resolution and execution. The auditing</p>	

Items of Evaluation	Operations			Discretion from Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies and Reasons
	Yes	No	Summary	
			<p>department will develop annual audit plan according to the results of risk assessment with actual execution to implement risk control and other monitoring mechanism.</p> <p>5. Customer policy execution: The company sales department and engineering department staff are responsible for conducting communication and coordination from time to time to respond to the requirement of customization, providing excellent services and problem solution. The management department also conducts customer satisfaction survey from time to time to provide customers with various channels of two-way communication.</p> <p>6. Company purchasing liability insurance for directors and supervisors: The company has purchased liability insurance for the directors and supervisors.</p>	

- (4) In case a salary and remuneration committee has been set up in the company, disclose the composition, responsibility and operation.

1. Information on members of Salary Remuneration Committee

Identity (Note1)	Criteria Name	Having at least 5 years of work experience and the following professional qualification			In conformity with independence (Note 2)								Number of Concurrent position as members of salary remuneration committee at other public listing companies.	Remarks
		Instructor of public and private college/university with relevant study in business, legal affairs, finance, or discipline required by the company.	Professional occupation and technicians having been certified by national examination with qualification certificates in judge, prosecutors, attorney, accountant, or others as required for the company operations.	Work experience in business, legal affairs, finance, or disciplines needed for the company operation.	1	2	3	4	5	6	7	8		
Independent Director	Yeh, Shu	✓	None	✓	✓	✓	✓	✓	✓	✓	✓	✓	2	None
Independent Director	Chi, Chih-Yi	✓	None	✓	✓	✓	✓	✓	✓	✓	✓	✓	1	None
Independent Director	Yang, Sheng-Yung	✓	None	✓	✓	✓	✓	✓	✓	✓	✓	✓	3	None
Independent Director	Li, Cheng	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	1	None

Note 1: Please fill out identity as director, independent director or others

Note 2: All members meeting the following conditions in two years before election and during the tenure shall place “✓” at the space under each criteria code.

- (1) Not employees of Nova Technology or affiliated enterprises.
- (2) Not the director or supervisor of Nova Technology or affiliated enterprises, including but not limited to the independent director of the Nova Technology, parent company or subsidiary company in accordance with the Securities Exchange Act or laws of the local country.
- (3) Holding shares issued by Nova Technology with at least 1% of total outstanding issues other than the person, spouses, minor, or others' names, or the natural person shareholder with top ten shareholding.
- (4) Not the spouse, second degree relative or third degree kinship by direct blood for personnel listed above.
- (5) Corporate shareholders such as directors, supervisors or employees indirectly holding at least 5% of total shares issued by the company, or corporate shareholders of directors, supervisors or employees with the top 5 shareholding shares.
- (6) Not the directors, supervisors, managerial officers of specific company or institute or shareholders with at least 5% of shareholding having financial or transactions with the company.
- (7) No the professional, joint venture, partnership, owner of company or institute, partner, directors, supervisors, managerial officers, and their spouses who provide business, legal affairs, accounting affairs, and accounting services to the company or the affiliated companies.
- (8) without one of the circumstances listed in Article 30 of Company Act.

2. Information on Operations of Salary Remuneration Committee

- (1) The Salary Remuneration of Nova Technology consists of 4 people.
- (2) Committee Member Tenure: Between December 5, 2016 and December 4, 2019, the salary remuneration committee has held 3 meetings (A) in most recent years. The committee member eligibility and attendance are described below:

Title	Name	Actual Number of Attendance B	No. of Commissioned Seats	Actual Attendance Rate (%) 【B/A】	Remarks
Convener	Chi, Chih-Yi	3	0	100%	Elected on December 5, 2016
Committee member	Yeh, Shu	3	0	100%	Elected on December 5, 2016
Committee member	Yang, Sheng-Yung	2	1	67.8%	Elected on December 5, 2016
Committee member	Li, Cheng	1	0	100%	Elected at extraordinary shareholders' meeting on July 14, 2016 with 1 attendance required and 1 actual attendance.

(5) Fulfilling social responsibilities

Items of Evaluation	Operations			Discretion from Corporate Social Responsibility Best Practice Principles for TWSE/GTSM Listed Companies and Reasons
	Yes	No	Summaries	
<p>1. Implement corporate governance</p> <p>(1) Does the company develop corporate social responsibility policy or system and review the implementation effectiveness?</p> <p>(2) Does the company routinely hold social responsibly education training?</p> <p>(3) Does the company set up a dedicated (part-time) position and unit to promote corporate social responsibility while the Board of Directors authorize the senior management for handling and reporting to the BOD for handling update?</p> <p>(4) Does the company develop reasonable salary remuneration policy to integrate employee performance appraisal system and corporate social responsibility in addition to set up explicit and effective incentive and punishment system?</p>	✓		<p>(1) The company develops corporate social responsibility best practice principles, develops employee ethical conduct and behavior standards, and environmental safety, health and management policies. The company is also committed to integrating corporate social responsibility with the operations at all levels, including engineering management, procurement, environment, and employee training policies, where the supporting center regularly reviews the implementation effect and discloses such information on the annual report and corporate social responsibility report.</p> <p>(2) The company arranges for external training courses for directors from time to time. The company also holds employee education training activities, which not only promotes company policy and system to employees but also dedicates to the strengthening of employee in terms of professional competency, designing the relevant course activities that will provoke employees' self-growth and company cognition. The company expects to implement corporate social responsibility into daily management through relevant promotion, educational training and incentive measures.</p> <p>(3) The supporting center of Nova Technology is the responsible unit for promoting corporate social responsibility, the proposal and execution of corporate social responsibility policy or system. The center not only routinely reports to the Board of Directors each year but also discloses such execution status on the company website.</p> <p>(4) The company complies with relevant laws and decree to</p>	<p>Conforming to the basic philosophy and standards of "Corporate Social Responsibility Best Practice Principles for TWSE/GTSM Listed Companies" without major discretion.</p>

Items of Evaluation	Operations			Discretion from Corporate Social Responsibility Best Practice Principles for TWSE/GTSM Listed Companies and Reasons
	Yes	No	Summaries	
			develop “employee salary management regulations,” “employee assessment management regulations” and “employee incentive/discipline regulation” in attempt to adopt public and explicit management regulations to encourage employees with distinguished performance with incentives and provide room for improvement to those with poor performance, thereby fulfilling the corporate management philosophy and meet the objectives of corporate social responsibility. The supporting center regularly reviews the market level of salary each year in attempt to provide employees with reasonable salary and remuneration.	
<p>2. Develop Sustainable Environment</p> <p>(1) Is the company committed to promoting the utilization of various resources and using recycled materials with lower impact to the environment load?</p> <p>(2) Does the company establish environmental management system according to the industry characteristics?</p> <p>(3) Does the company pay attention to influence of climate change on operational activities and execute greenhouse gas inventory count, and develop corporate energy conservation and carbon reduction, and greenhouse gas reduction strategies?</p>	✓		<p>(1) Nova Technology has been certified ISO9001 and ISO14001 quality management system and environmental management system, in addition to devoting in the R&D and use of technology with enthusiasm, providing customers with energy conservation design solution, adopting dual energy conservation and thermal recycling equipment in attempt to reduce environmental pollution and energy reuse. The company adopts power saving, water saving and energy conservation from daily routines to upgrade the utilization of various resources.</p> <p>(2) Nova Technology follows the characteristics of project process and develops standard operating procedures and standards, which not only requires personnel to truly comply with company standards for executing project process but is also devoted in strengthening the operation environment, activities, instrument or equipment safety, health and risk control, in addition to routinely cooperate with the environment testing of</p>	Conforming to the basic philosophy and standards of “Corporate Social Responsibility Best Practice Principles for TWSE/GTSM Listed Companies” without major discretion.

Items of Evaluation	Operations			Discretion from Corporate Social Responsibility Best Practice Principles for TWSE/GTSM Listed Companies and Reasons
	Yes	No	Summaries	
			<p>implementing process. Currently Nova Technology has been certified by OHSAS18001 occupational safety and management system.</p> <p>(3) Nova Technology actively devotes in the R&D of energy conservation technology for its main business line and promotes energy saving and carbon reduction as well as other environmental protection awareness in employees from time to time, advocating switching off lighting at all times, water and electricity saving, waste paper recycling, and other simple environmental protection activities.</p> <p>1. With regards to paper use, the company continues to promote paperless and must adopt two-side printing or reuse recycled paper in case printing is necessary to reduce amount of paper use.</p> <p>2. With regards to power use, the company advocates for switching off light and air-conditioner at all time while the headquarter company adopts energy-saving equipment to save power.</p>	
<p>3. Maintain Social Welfare</p> <p>(1) Does the company follow relevant regulations and international human right covenants to develop relevant management policy and procedures?</p> <p>(2) Does the company establish employee grievance mechanism and channel with proper handling?</p> <p>(3) Does the company provide employees with safety and healthy work environment and conduct safety and health education routinely?</p> <p>(4) Does the company establish mechanism for regular employee communication and notify</p>	✓		<p>(1) Nova Technology develops “work conduct” according to Labor Standard Act and relevant laws and decrees to protect the legitimate rights of employees. The company does not impose restriction in the appointment and position promotion in terms of face and gender. All employees with the capacity and meeting eligibility may have equal rights. Furthermore, to prevent incidents of sexual harassment, the company develops “Sexual Harassment Prevention Regulations” to accept relevant grievance cases.</p> <p>(2) The Company has set up employee grievance mechanism and channel, encouraging employees to</p>	<p>Conforming to the basic philosophy and standards of “Corporate Social Responsibility Best Practice Principles for TWSE/GTSM Listed Companies” without major discretion.</p>

Items of Evaluation	Operations			Discretion from Corporate Social Responsibility Best Practice Principles for TWSE/GTSM Listed Companies and Reasons
	Yes	No	Summaries	
<p>employees of the operational changes that could cause material impact via reasonable approach?</p> <p>(5) Does the company establish effective occupational capacity development training plan for employees?</p> <p>(6) Does the company develop relevant protection of consumer rights and complaint procedures for R&D, procurement, production and service process?</p> <p>(7) For the marketing and labeling of products and services, does the company comply with relevant laws and regulations as well as international standards?</p> <p>(8) Does the company evaluate if the suppliers have records of affecting environment and society before dealing with the suppliers?</p> <p>(9) Does the contract between the company and major suppliers contain clauses for terminating or cancelling contract at all time in case the suppliers involve in violation of corporate social responsibility and have significant impact on the environment and society?</p>			<p>provide suggestions and there was no relevant suggestion or grievance cases reported in 2017.</p> <p>(3) Nova Technology offers employees with operation instruction and education training for safety and health, in addition to regularly organizing total employee health examination to assure the employees to control their own health state.</p> <p>(4) Nova Technology regularly holds meetings to encourage two-way communication, which meetings not only review the operation performance but also include the promotion of government policy and two-way communication. The meetings also carry out instruction or propaganda for material information through the adoption of announcement and meeting. Additionally, Nova Technology holds labor-management meetings regularly according to “Labor-Management Meeting Implementation Procedures.”</p> <p>(5) The company has set up personnel promotion related system and provide proper training based on personal potential and professional skills. Employee education training courses are instructed based on different talent of employees and classified instruction to help employees bring their talent into full play and attain sense of achievement from work.</p> <p>(6) The company regularly implements customer satisfaction survey each year and the administrative department sends out “customer satisfaction survey.” The management review meeting will discuss the survey results and conducts problem analysis and improvement suggestions, which will be reviewed by management representative before handing over to departments for</p>	

Items of Evaluation	Operations			Discretion from Corporate Social Responsibility Best Practice Principles for TWSE/GTSM Listed Companies and Reasons
	Yes	No	Summaries	
			<p>execution, in order to meet customer expectation and provide quality services.</p> <p>(7) The company is based on engineering technology service to provide customers with customized design planning and construction as well as other integrated services, in addition to complying with relevant laws and regulations and international standards for execution of service marketing and labeling.</p> <p>(8) The company's internal control develops "Supplier Management Process" and requests suppliers and project contractors of proper material supply to fill out the "Supplier Basic Information." The internal control also follows procurement and raw material management procedures to conduct evaluation on suppliers. Suppliers having been certified by ISO9001 quality management system, ISO14001 international environmental management system, OHSAS18001 occupational safety and health management system and other relevant certificates, or other qualified sign bestowed by the government or quality qualification mark bestowed by foreign government shall be listed under additional point section and therefore quality supplier list.</p> <p>(9) Nova Technology strengthens the corporate social responsibility policy complied by the company through various means in the transaction with suppliers:</p> <p>1. It is indicated in the clause of simple agreement of Nova Technology: "12. Suppliers should comply with the corporate social responsibly policy of Nova Technology and in case of involving violation of policy and with significant impact on the environment and society, Nova Technology may terminate or cancel the</p>	

Items of Evaluation	Operations			Discretion from Corporate Social Responsibility Best Practice Principles for TWSE/GTSM Listed Companies and Reasons
	Yes	No	Summaries	
			contract clauses at all time.”	
4. Strengthen information disclosure (1) Does the company disclose relevance and reliability of corporate social responsibility related information on the website and Market Observation Post System (MOPS)?	✓		(1) Matters related to corporate social responsibility have been disclosed in Nova Technology’s annual report with the corporate social responsibility report prepared. Moreover the annual report and corporate social responsibly report has been displayed on the company website and Market Observation Post System (MOPS).	Conforming to the basic philosophy and standards of “Corporate Social Responsibility Best Practice Principles for TWSE/GTSM Listed Companies” without major discretion.
5. If the company develops its own corporate social responsibility principles according to “Corporate Social Responsibility Best Practice Principles for TWSE/GTSM Listed Companies,” please describe the operations and discretion of principles developed: The company develops corporate social responsibility best practice principles, develops employee ethical conducts and behavior principles, and environmental safety and health management policies to implement the execution according, which conforms to the basic philosophy and standards of “Corporate Social Responsibility Best Practice Principles for TWSE/GTSM Listed Companies.”				

6. Other important information helping to understand the operation of corporate social responsibility: Refer to the following table for more information.				
Items of Corporate Social Responsibility	Execution			Specific Description of Execution
	Unexecuted	Executed	Under Planning	
1. Human Rights				
(1) Conforming to Labor Standard Act and relevant laws and decrees.		✓		Nova Technology has developed “work conduct” according to the Labor Standard Act and relevant law and decrees: To reconcile labor/management relations, Nova Technology holds labor/management meetings from time to time.
(2)Others (such as maintaining the employees and job applicants to assure the employees without harassment and discrimination).		✓		Nova Tech has developed “Sexual Harassment Prevention Regulations” to maintain peer rights and privacy.
3. Employee Rights, safety and health				
(1)Provide employees with full education and training.		✓		Nova Technology stimulates employees with self-development and active cultivation of professionals in order to promote the

				use of human resources. Education training methods and planning for management units to take charge of education training plan.
	(2)Provide employees with full response opinions and rights.		✓	The company has set up one dedicated mailbox for employees to respond personal rights, benefits, management, and work environment from the employees.
	(3)Others (such as occupational safety and health management system having been certified by OHSAS18001 or relevant institutes, providing employees with reasonable welfare and remuneration...etc.)		✓	Nova Technology has acquired ISO9001 quality assurance, ISO14001 environmental management system, and OHSAS18001 occupational safety health management system. Nova Technology also adopts the health workplace certificate for Ministry of Health and Welfare Health Promotion Administration. The employee salary related system also complies with law regulation and ordinance, including the minimum wages and legal formulation of welfare.
	3. Care for Employees			
	(1)Assure the safety of work environment		✓	Nova Technology establishes an environmental safety department, which responsibility aims to implement the procedures and execution management of the safety health management process in the company and all construction sites. The department regularly cooperates with the implementation of operation environment testing to thoroughly comply with provisions governing safety and health regulations, thereby protecting the safety and health of all employees.
	(2)Develop labor health and safety related policy in writing.		✓	Nova Technology has developed labor safety and health related requirement with cooperation accordingly.
	(3)Others (such as paying attention the physical and mental development of workers and family life)		✓	The Company has established “employee welfare committee” for years and organizes the processing of employee travel activities and clubs, gathering and reunions activities. In particular, the holding of family day enhances interaction between employees and family through activities. The company expects employees to balance between family life and physical and mental development after work. The human resource personnel will care about the recent status of employees on a regular basis.

Items of Corporate Social Responsibility	Execution			Specific Description of Execution
	Unexecuted	Executed	Under Planning	
4. Environmental Protection				
(1) Develop environmental protection policy in writing.		✓		Nova Technology is certified by environmental protection policy (ISO14001) for conformity and actively devotes in the R&D of energy conservation technology project and the development of water recycling, sea water desalination and waste water zero discharge, waste gas treatment, sludge and waste liquid incineration system, in addition to promote the cooperation with energy conservation, carbon reduction and environmental protection awareness over the long run, implement waste paper reduction and resource recycling. The company actively assists with patrolled inspection and supervision of execution.
(2) Comply with environmental protection related laws and decrees.		✓		
(3) Others (such as developing energy conservation, pollution reduction and pollution prevention technology, equipment and activities; Resource reuse, waste recycling and reduction, hazardous substance prohibition)		✓		
5. Investor Relation				
(1) Increase operation transparency		✓		The company announces financial and operation information on “Market Observation Post System (MOPS)” according to the company law and regulations to assure the basic rights of investors.
(2) Value corporate governance		✓		To improve the company system, the company complies with “Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies” to strengthen the function of directors and audit committee in order to upgrade the operational transparency of the company and protect shareholder’s rights.
(3) Others		✓		The company sets up website and spokesperson, proxy spokesperson system with emphasis on providing investors with more transparent financial information.
6. Supplier Relation				
(1) Value the reasonableness of procurement price		✓		The company follows ISO9001 standards to develop the “Procurement and Raw Material Management Procedures.”
(2) Others		✓		The signing of basic procurement agreement will explicitly define the company’s standards and specification required

				for conformance when procuring the materials, in order to assure the relevant rights and interests of the company, providing unobstructed communication management with suppliers and maintaining due rights and interests between the parties under mutual trust and benefit.
7. Rights and interests with stakeholders				
(1) Respect for intellectual property right		✓		Nova Technology respects intellectual property right without incident of infringement.
(2) Comply with laws and regulations		✓		The relevant regulations and system of company management all comply with provisions prescribed in relevant laws.
(3) Others (such as disclosing the execution of corporate social responsibility on company website)		✓		Nova Technology has disclosed the execution of corporate social responsibility on the Prospectus and the annual report for shareholders' meeting.
8. Rights of Consumers				
(1) Value the relation with customers (such as protecting consumers' rights, value product quality, safety and innovation, valuation and immediate handling of customer complaint, providing complete product information...etc.)		✓		Nova Technology strives to meet the objectives in "customer satisfaction" but not only valuing project construction quality, safety and techniques innovation but also provide immediate handling and improvement on customer complaints.
7. In case the corporate social responsibility report of Nova Technology passes the certification standards of relevant certifying bodies, add the following description: 2017 Corporate Social Responsibility Report Currently in Preparation				

(6) Fulfillment of Ethical Corporate Management and Actions Taken

1. Nova Technology has developed “Ethical Corporate Management Best Practice Principles,” “Ethical Conduct Principles,” “Ethical Management Operation Procedures and Conduct Guidelines.” “Corporate Governance Best Practice Principles” and “Corporate Social Responsibility Best Practice Principles” to implement the management philosophy of ethics and plainness. The company also develops “Ethical Conduct Standards” to request directors and managerial officers not to indirectly and indirectly provide, receive, devote, or request for any improper interests or engage in other conducts violating ethics, illegitimacy, or illegal conduct or conducts violating obligations of commissioning.
2. Actions Taken:
 - (1) Nova Technology staff is prohibited from providing or collecting illegitimate proceeds and avoid engagement in commercial transactions with agents, suppliers, customers, or other commercial transaction objects with unethical management.
 - (2) Nova Technology staff shall comply with relevant regulations and avoid unethical conducts.
 - (3) Nova Technology staff should take immediate actions of aversion in case of conflict of interests.
 - (4) Nova Technology staff shall comply with regulations governing the operation related to company business secret and may not disclose known company business secret to third party and may not inquire or collect non-duty related business secret.
 - (5) Company matters related to major decision of operation, investment projects, acquisition or disposition of assets, capital loan, endorsement guarantee, and bank financing shall all undergo the evaluation and analysis by relevant competent department before submitting to the Board of Directors for discussion and resolution.
 - (6) The company financial department shall review transaction accounts according to the accounting standards and conduct handling on customer’s credit services. In case of major projects or doubts, consult with CPA for verification. The company shall regularly report to competent authority by required laws and announce the matters and information to be disclosed.
 - (7) The Company audit department will audit operations on regular basis or randomly to audit all departments in order to assure the sound and effective execution of internal control system.
 - (8) To create a management environment of sustainable development, Nova Technology has long uphold to “integrity” for management principles and its commitment to integrity management not only is exhibited in management transparency (disclosing financial information and corporate governance related information on company website and Market Observation Post System (MOPS)) and establishes complete corporate governance system (developing “Ethical Corporate Management Best Practice Principles” and “Procedures for Ethical Management and Guidelines for Conduct”), thereby to engage in commercial activities through fair approach.

3. Implement Ethical Corporate Management

Items of Evolution	Operations			Discretion with Ethical Corporate Management Best Practice Principles for TWSE/GTSM Listed Companies and reasons
	Yes	No	Summary	
<p>1. Develop Ethical Corporate Management Policy and Solution</p> <p>(1) Does the company indicate policy and practice of ethical management in the articles of incorporation and outbound documents as well as through the commitment of BOD and management in implementing management policy?</p> <p>(2) Does the company develop solutions preventing unethical conducts and disciplines the operation procedures, conduct guidelines, disciplines of violation and grievance system with implementation of execution?</p> <p>(3) Does the company take preventive actions against the operational activities with higher risk of unethical conducts as defined in subparagraphs of paragraph 2, Article 7 of “Ethical Corporate Management Best Practice Principles for TWSE/GTSM Listed Companies” or within the scope of other operations?</p>	✓		<p>(1) The company has long been committed to uphold to ethical conducts for all operations by developing “Ethical Corporate Management Best Practice Principles,” “Procedures for Ethical Management and Guidelines for Conduct” and “ethical conduct principles” to improve the management. The company also describes the policy of Nova Technology’s ethical management in the annual report and company website as well as the commitment from BOD and management to proactive fulfillment.</p> <p>(2) Nova Technology has announced relevant regulations on the company internal website for peers to query at all time. Moreover, education training and internal meetings promote company management philosophy and requirements that employees will fully understand and truly comply.</p> <p>(3) It is stimulated in the “Ethical Conduct Principles” of Nova Technology that employees may not request, agree, hand over or collect any forms of gifts, rebate, bribery or other interests. The company also sets up reporting channel or employees and relevant staff to report any illegitimate conducts. Additionally Nova</p>	No discretion

Items of Evolution	Operations			Discretion with Ethical Corporate Management Best Practice Principles for TWSE/GTSM Listed Companies and reasons
	Yes	No	Summary	
			Technology evaluates the legitimacy and ethical records of the transaction party before establishing commercial relation other others to assure fair and transparent business management without requesting, providing or collecting bribery.	
<p>2. Implement Ethical Corporate Management</p> <p>(1) Does the company evaluate ethical records of transaction party and indicate clauses for ethical conducts on the contract signed with transacting party?</p> <p>(2) Does the company set up a dedicated (part-time) unit promoting corporate ethical management under BOD and regularly report to the BOD for executions?</p>	✓		<p>(1) Although the company does not signed agreement with transacting suppliers and customers for the clauses regarding ethical conducts from the agreement, Nova Technology upholds to certain procedures to prudently conduct credit investigation or evaluation process, upholding to integrity and fair principles in the selection of transacting parties.</p> <p>(2) Nova Technology develops ethical management related regulations with strengthened propaganda in attempt to establish consensus in the ethical management among all employees, thereby strengthening the execution effect. The supporting center belongs to the Board of Directors and serves and the executive secretary for promoting ethical management. Its responsibilities include the maintenance, supervision and execution of corporate ethics related system. Moreover, in case of discovering or receiving report on any involvement of</p>	No discretion

Items of Evolution	Operations			Discretion with Ethical Corporate Management Best Practice Principles for TWSE/GTSM Listed Companies and reasons
	Yes	No	Summary	
<p>(3) Does the company formulate policy related to the prevention of conflict of interest and provide proper defense channel with implementation of execution.</p> <p>(4) Does the company establish valid accounting system and</p>			<p>unethical conducts by the company staff, the company shall immediately investigate on relevant facts. In case evidence shows violation of relevant laws or the company policy and regulations governing ethical management, the company shall immediately request the person acting to stop relevant conducts with proper handling. Moreover, the company may claim for indemnification through legal procedures if necessary in order to maintain the reputation and rights of the company. For unethical conducts already happened, the responsible department will review relevant internal control system and operation procedures in addition to proposing improvement measures to eradicate identical conducts from reoccurrence. The company's responsible unit should review the improvement measures on unethical conducts, handling method and subsequent review to report to the Board of Directors.</p> <p>(3) It is required by the "Ethical Conduct Principles" of Nova Technology that employees shall voluntarily advert incidents involving stakeholder relation when executing duties and violators will be disposed by company rules.</p> <p>(4) Nova Technology has long assured the</p>	

Items of Evolution	Operations			Discretion with Ethical Corporate Management Best Practice Principles for TWSE/GTSM Listed Companies and reasons
	Yes	No	Summary	
<p>internal control system to implement ethical management while the internal audit unit regularly audit or commission accountant for execution of audit?</p> <p>(5) Does the company regularly hold internal and external education training for ethical management?</p>			<p>accuracy and integrity of financial report process and control in addition to establishing effective accounting system and internal control system for operation activities with potentially higher risk of unethical conducts. The internal audit also develops annual audit plan to execute audit according to the results of risk assessment in addition to preparing audit report for report to the BOD.</p> <p>(5) Nova Technology sends staff to participate in Ethical Corporate Management Best Practice Principles as well as other related seminar training courses.</p>	
<p>3. Operation of Corporate Reporting System</p> <p>(1) Does the company develop specific reporting and incentive system in addition to establishing convenient reporting channel and assigning suitable dedicated personnel for handling to the reported party?</p>	✓		<p>(1) The company develops “Ethical Conduct Principles” and set up on the corporate governance zone of company website. The company employees are all responsible for complying with the standards and relevant regulations while department heads shall fully implement and assure that all their employees understand, accept, and abide by the relevant regulations. The employees shall stay alert to conducts violating work ethical principles and in case of any doubt or discovering any violation of laws or conducts under the principles, employees may report via opinion and grievance</p>	No discretion

Items of Evolution	Operations			Discretion with Ethical Corporate Management Best Practice Principles for TWSE/GTSM Listed Companies and reasons
	Yes	No	Summary	
<p>(2) Does the company develop the investigation standard operation and relevant confidentiality mechanism for accepting the matters reported?</p> <p>(3) Does the company adopt actions to protect the informers in case</p>			<p>mailbox. The competent department will investigate and clarify the report case. Except for serious situation that must be reported to the Board of Directors, the company shall punish the employees according to “Employee Rewards/Discipline Regulations.” In case of violation to law, the company may also propose litigation. Violators with position under managerial officers may propose specific facts and enclose relevant information to the supporting center of the reviewing unit in case the party perceives violation of law and improper damage of rights for personal disciplinary measures. Violators who are managerial officers (including) or higher shall follow the company’s grievance regulations specified under “ethical conduct principles.” The company reporting channel not only includes the employee opinion and grievance mailbox but also set ups audit committee mailbox to improve the supervision function.</p> <p>(2) For peer employees and relevant personnel reporting illegal violations or participation in the investigation process, the company will give proper protection, to prevent them from unfair treatment or revenge.</p> <p>(3) For informers receiving revenge due to</p>	

Items of Evolution	Operations			Discretion with Ethical Corporate Management Best Practice Principles for TWSE/GTSM Listed Companies and reasons
	Yes	No	Summary	
the informer encounters improper handling due to the report?			proper reporting, apart from relevant compensation, the company shall also sanction the person taking revenge according to the “Employee Reward/Discipline Regulations” of the company.	
4. Strengthen information disclosure (1) Does the company disclose the content and promotional effect of Ethical Corporate Management Best Practice Principle on the website and Market Observation Post System (MOPS)?	✓		(1) The company has explicitly disclosed the management philosophy on company website and place regulations related to ethical management for peer employees to query at all time. °	No discretion
5. In case the company develops its own Ethical Corporate Management Best Practice Principles according to “Ethical Corporate Management Best Practice Principles for TWSE/GTSM Listed Companies,” please describe the operations and discretion of principles developed: Nova Technology has taken consideration of “Ethical Corporate Management Best Practice Principles for TWSE/GTSM Listed Companies” and in consideration of corporate practice operation, the company has developed “Ethical Corporate Management Best Practice Principles” and “Procedures for Ethical Management and Guidelines for Conduct.” Moreover the company complies with relevant regulations with true implementation of ethical management to regulate the company staff with precautions during the execution of duties.				
6. Other important information that helps understanding the company with the operations of corporate ethical management: (such as the company review on the revision of Ethical Corporate Management Best Practice Principles developed). The company management actively implements ethical management. The relevant system and measures taken and the performance situation are summarized below: 1. To establish ethical corporate and strengthen corporate governance and risk control, the company specifies the directors, managerial officers and employees shall comply with laws and regulations as well as preventing unethical conducts when executing operations under “Procedures for Ethical Management and Guidelines for Conduct” in order to improve the management environment. 2. Nova Technology will assign personnel to participate in Ethical Corporate Management Best Practice Principles and related seminar training courses from time to time.				

- (7) Query method for corporate governance principles and relevant regulations
The company develops “Corporate Governance Best Practice Principles,” “Ethical Corporate Management Best Practice Principles,” “Ethical Conduct Principles,” “Procedures for Ethical Management and Guidelines for Conduct” and relevant provisions in addition to disclose information on Market Observation Post System (MOPS) (<http://mops.twse.com.tw>) as required by law for the public to query. Additionally the spokesperson system has been set up to provide consultation to the public.
- (8) Other important information adequately enhancing the understanding of business operations
The Company has developed “Internal Material Information Handling and Prevention of Insider Trading Management Process Procedures.” The revision of the procedures will require the resolution for adoption by the Board of Directors and notify via announcement. Please refer to the “Corporate Governance” for investor zone on the company website: <http://www.novatech.com.tw> ◦

(9) Internal Control System Execution Status

1. Statement of Internal Control



朋億股份有限公司
NOVA TECHNOLOGY CORP.

內部控制制度聲明書

日期：107年02月22日

本公司民國106年度之內部控制制度，依據自行評估的結果，謹聲明如下：

- 一、本公司確知建立、實施和維護內部控制制度係本公司董事會及經理人之責任，本公司業已建立此一制度。其目的係在對營運之效果及效率(含獲利、績效及保障資產安全等)、報導具可靠性、及時性、透明性及符合相關規範暨相關法令規章之遵循等目標之達成，提供合理的確保。
- 二、內部控制制度有其先天限制，不論設計如何完善，有效之內部控制制度亦僅能對上述三項目標之達成提供合理的確保；而且，由於環境、情況之改變，內部控制制度之有效性可能隨之改變。惟本公司之內部控制制度設有自我監督之機制，缺失一經辨認，本公司即採取更正之行動。
- 三、本公司係依據「公開發行公司建立內部控制制度處理準則」（以下簡稱「處理準則」）規定之內部控制制度有效性之判斷項目，判斷內部控制制度之設計及執行是否有效。該「處理準則」所採用之內部控制制度判斷項目，係為依管理控制之過程，將內部控制制度劃分為五個組成要素：1. 控制環境，2. 風險評估，3. 控制作業，4. 資訊與溝通，及5. 監督作業。每個組成要素又包括若干項目。前述項目請參見「處理準則」之規定。
- 四、本公司業已採用上述內部控制制度判斷項目，評估內部控制制度之設計及執行的有效性。
- 五、本公司基於前項評估結果，認為本公司於民國106年12月31日的內部控制制度（含對子公司之監督與管理），包括瞭解營運之效果及效率目標達成之程度、報導係屬可靠、及時、透明及符合相關規範暨相關法令規章之遵循有關的內部控制制度等之設計及執行係屬有效，其能合理確保上述目標之達成。
- 六、本聲明書將成為本公司年報及公開說明書之主要內容，並對外公開。上述公開之內容如有虛偽、隱匿等不法情事，將涉及證券交易法第二十條、第三十二條、第一百七十一條及第一百七十四條等之法律責任。
- 七、本聲明書業經本公司民國107年02月22日董事會通過，出席董事3人及獨立董事4人，無人持反對意見，餘均同意本聲明書之內容，併此聲明。

朋億股份有限公司



董事長：孫進利 簽章



總經理：許崇政 簽章



2. Commissioned an accountant project to review the internal control system should disclose the accountant review report: :



安侯建業聯合會計師事務所

KPMG

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內部控制制度審查報告

後附朋億股份有限公司民國一〇六年五月二十二日請經評估認為其與財務報導及保障資產安全有關之內部控制制度，於民國一〇六年三月三十一日係有效設計及執行之聲明書，業經本會計師審查竣事。維持有效之內部控制制度及評估其有效性係公司管理階層之責任，本會計師之責任則為根據審查結果對公司內部控制制度之有效性及上開公司之內部控制制度聲明書表示意見。

本會計師係依照「公開發行公司建立內部控制制度處理準則」及一般公認審計準則規劃並執行審查工作，以合理確信公司上述內部控制制度是否在所有重大方面維持有效性。此項審查工作包括瞭解公司內部控制制度、評估管理階層評估整體內部控制制度有效性之過程、測試及評估內部控制制度設計及執行之有效性，以及本會計師認為必要之其他審查程序。本會計師相信此項審查工作可對所表示之意見提供合理之依據。

任何內部控制制度均有其先天上之限制，故朋億股份有限公司上述內部控制制度仍可能未能預防或偵測出業已發生之錯誤或舞弊。此外，未來之環境可能變遷，遵循內部控制制度之程度亦可能降低，故在本期有效之內部控制制度，並不表示在未來亦必有效。

依本會計師意見，依照「公開發行公司建立內部控制制度處理準則」之內部控制有效性判斷項目判斷，朋億股份有限公司與財務報導及保障資產安全有關之內部控制制度，於民國一〇六年三月三十一日之設計及執行，在所有重大方面可維持有效性；朋億股份有限公司於民國一〇六年五月二十二日所出具請經評估認為其上述與財務報導及保障資產安全有關之內部控制制度係有效設計及執行之聲明書，在所有重大方面則屬允當。



朋億股份有限公司業已依照「公開發行公司取得或處分資產處理準則」、「公開發行公司資金貸與及背書保證處理準則」、「公開發行公司建立內部控制制度處理準則」及有關法令規定，針對取得或處分資產、從事衍生性商品交易、資金貸與他人之管理、為他人背書或提供保證之管理、關係人交易之管理、財務報表編製流程之管理及對子公司之監督與管理訂定相關作業程序。

安侯建業聯合會計師事務所

會計師 黃海亭 信字派



民國一〇六年七月十七日

(10) Punishment for the company and internal staff, punishment of company to internal staff violating internal system control, and primary flaws and improvement situations of most recent year and as of the printing of the annual report: None.

(11) Important resolutions reached at shareholders' meeting and board of directors' meeting of most recent year and as of the printing date of the annual report:

1. Key resolution content of shareholders' meeting.

Time	Key Agenda	Execution
2017.05.22 Annual General Meeting	<p>1. Recognized the 2016 Business Report and Financial Report. Total votes of attending shareholders-24,528,703 votes at the time of voting, approval votes-24,414,432 votes, disapproval votes - 5,292 votes, invalid votes - 0 votes, abstention votes - 108,979 votes; the ratio of approval votes to total votes of attending shareholders was 99.53%, the proposal was approved as proposed.</p> <p>2. Recognized 2016 Earning Distribution Total votes of attending shareholders-24,528,703 votes at the time of voting, approval votes-24,414,432 votes, disapproval votes - 5,292 votes, invalid votes - 0 votes, abstention votes - 108,979 votes; the ratio of approval votes to total votes of attending shareholders was 99.53%, the proposal was approved as proposed.</p> <p>3. Discussed and Revised the "Articles of Incorporation" Case of the Nova Technology Total votes of attending shareholders-24,528,703 votes at the time of voting, approval votes-24,414,342 votes, disapproval votes - 5,292 votes, invalid votes- 0 votes, abstention votes - 109,069 votes; the ratio of approval votes to total votes of attending shareholders was 99.53%, the proposal was approved as proposed.</p> <p>4. Discussed and Revised the "Procedure for Acquisition or Disposal of Assets." of the company. Total votes of attending shareholders-24,528,703 votes at the time of voting, approval votes-24,312,342 votes, disapproval votes -5,292 votes, invalid votes - 0 votes, abstention votes - 211,069 votes; the ratio of approval votes to total votes of attending shareholders was 99.11%, the proposal was approved as proposed.</p>	<p>Resolved to adopt</p> <p>Resolved to adopt</p> <p>Resolved to adopt</p> <p>Resolved to adopt</p>
2017.07.14 Extraordinary Shareholders' Meeting	<p>1. Discussed the cooperation with the corporate stocks IPO with capital increased by cash as source of public underwriting of shares, shareholders were required to fully waive the previously recognized rights Total votes of attending shareholders-23,239,450 votes at the time of voting, approval votes-23,135,983 votes, disapproval votes - 5,228 votes, invalid votes - 0 votes, abstention votes - 98,239 votes; the ratio of approval votes to total votes of attending shareholders was 99.55%, the proposal was approved as proposed.</p> <p>2. One by-election for Independent Director. Elected person of Independent Director: Li, Cheng Total votes of attending shareholders were 23,239,450 and the number of winning votes was 23,096,933 votes.</p> <p>3. Discussed the proposal for lifting non-competition limitation in new directors of the company. Total votes of attending shareholders-23,239,450 votes at the</p>	<p>Resolved to adopt</p> <p>Election completed</p>

Time	Key Agenda	Execution
	<p>time of voting, approval votes-23,104,097 votes, disapproval votes - 114 votes, invalid votes - 0 votes, abstention votes - 135,239 votes; the ratio of approval votes to total votes of attending shareholders was 99.41%, the proposal was approved as proposed.</p> <p>4. Discussed the number of new shares issued for capital increase by cash before OTC in the first case of matters. According to the resolution reached at the Board of Directors meeting on May 22, 2017, the new shares issued for capital increased by cash before OTC should not exceed 5,000,000 at most while shareholders proposed the supplementary description of the discussion matters for case one.</p> <p>Total votes of attending shareholders -23,239,450 votes at the time of voting, approval votes -22,192,851 votes, disapproval votes -0 votes, invalid votes - 0 votes, abstention votes - 1,046,599 votes; the ratio of approval votes to total votes of attending shareholders was 95.49%, the proposal was approved as proposed.</p>	Resolved for adopt

2. Key resolution content of Board of Directors meeting

Time	Key agenda
2017.01.13	<ol style="list-style-type: none"> 1. Nova Technology applied for financing credit line from financial institution. 2. The salary structure and distribution policy for the existing managerial officers of Nova Technology. 3. The salary for managerial officers of Nova Technology and the 2016 performance bonus case. 4. The 2016 director and supervisor remuneration and employee bonus amount case
2017.02.17	<ol style="list-style-type: none"> 1. Nova Technology planned to apply financing credit line with guarantee provided from the financial institution for subsidiary company - Winmax Technology (Shanghai) Corporation. 2. Nova Technology applied for financing credit line from financial institution. 3. Purchased "Liability Insurance for Directors and Managerial Officers." 4. 2016 Statement of Internal Control for Nova Technology 5. Nova Technology prepared financial statement capacity self-evaluation. 6. Nova Technology 2016 Business Report and Financial Report. 7. Nova Technology 2016 Earning Distribution Case. 8. Evaluation of the competence and independence of attesting CPA and appointment remuneration case. 9. Drafting the revision on corporate "Procedure for Acquisition or Disposal of Assets." 10. Called for 2017 Shareholders' Meeting.
2017.05.22	<ol style="list-style-type: none"> 1. Company endorsement and guarantee case. 2. Nova Technology applied for financing credit line with endorsement guarantee from the financial institution. 3. Adopted the statement of internal control system of Nova Technology. 4. Revised "Regulations Governing Subsidiary Company Operation Management." 5. Internal audit head appointment case. 6. To cooperate with the corporate stocks IPO with capital increased by cash as source of public underwriting of shares, shareholders were required to fully waive the previously recognized rights. 7. Change of custodian for important company chops and seal. 8. Developed company's "Personal Data Protection Management Guidelines" and "Regulations Governing Board of Director Assessment Process." 9. Proposed guidelines for "Management Succession Plan." 10. Proposed "Corporate Strategic Objectives and Enterprise Value." 11. Nova Technology intended to commission the underwriters for securities in charge to

Time	Key agenda
	<p>apply for over-allotment during the underwriting period.</p> <p>12. Proposed to determine the matters related to ex-dividend date for distribution of cash dividend.</p> <p>13. By-elected one seat of independent director and nominated director candidate.</p> <p>14. Lifted the non-competition limit in new directors.</p> <p>15. Proposed to call for Nova Technology 2017 First Extraordinary Shareholders' Meeting.</p>
2017.06.16	<p>1. Nova Technology's 2017 Financial Forecast.</p> <p>2. Nova Technology applied for financing credit line from financial institution.</p> <p>3. Reviewed eligibility for candidates of independent director of Nova Technology.</p> <p>4. Proposal for lifting non-competition in managerial officers of Nova Technology.</p>
2017.08.14	<p>1. Nova Technology applied for financing credit line from financial institution.</p> <p>2. Nova Technology engaged in foreign exchange case with Citibank Taiwan.</p> <p>3. Proposal for the appointment of members for salary remuneration committee of Nova Technology.</p> <p>4. Proposal for new managerial officers' salary structure of Nova Technology.</p> <p>5. Proposal for Nova Technology 2016 Managerial Officer and Employee Bonus Distribution.</p> <p>6. Proposal for Nova Technology 2016 Director and Supervisor Remuneration Distribution.</p>
2017.10.27	<p>1. Proposal for endorsement guarantee for Nova Technology.</p> <p>2. Nova Technology intended to apply for capital increase by cash and offering of new stocks for public underwriting of the company in initial pre-OTC.</p>
2017.11.10	<p>1. Nova Technology applied for financing credit line and endorsement guarantee from financial institution.</p> <p>2. Nova Technology applied for financing credit line from financial institution.</p> <p>3. Drew up 2018 budget proposal for Nova Technology.</p> <p>4. Drew up 2018 audit plan proposal for Nova Technology.</p> <p>5. Reviewed the salary structure for promotion in the managerial officers of the company.</p> <p>6. Reviewed Regulations Governing 2017 Capital Increase by Cash for Employee Stock Option.</p> <p>7. Reviewed Nova Technology's Regulations Governing 2017 Capital Increase by Cash for Managerial Officers' Stock Option.</p>

(12) The director or supervisor's discrete opinion for the adoption of important resolution by the Board of Directors with records or statement in writing for the most recent year and as of the printing date of the annual report, which main content: Not applicable to the company.

(13) The summary of resignation and dismissal of company chairman, president, accounting head, financial head, internal audit head, and R&D head in most recent year and as of the printing date of the annual report:

Title	Name	Report Date	Dismissal Date	Reason for Resignation of Dismissal
Audit Head	Zhang ,Shan-Wan	2015.04.13	2017.04.14	Resigned for personal career change.
Audit Head	Yang, Wei-chano	2017.05.22	2018.02.22	Rotating duties

V. Information on CPA professional fees

(1) CPA professional fees brackets

Name of Accounting Firms	Name of Account		Audit Period	Remarks
KPMG in Taiwan	Huang, Hai-Ning	Chang, Tzu-Hsin	2017.01.01~2017.12.31	None

Note: In case the company replaces accountant or accounting firm this year, the company shall prepare the list and explain the reason of replacement on the remarks during the audit period.

Unit of Amount: NTD Thousand

Items of Public Expenses Brackets by Amount		Review Fees	Non-Review Fees	Total
1	Less than NTD2,000,000	✓	✓	
2	NTD2,000,000 (including)~ 3,999,999			✓
3	NTD4,000,000 (including) ~ 5,999,999			
4	NTD6,000,000 (including) ~ 7,999,999			
5	NTD8,000,000 (including) ~ 9,999,999			
6	NTD10,000,000 (including) or higher			

(2) Review Fees and Non-Review Fees Information

Name of Accounting Firm	Accountant Name	Review Fees	Non-Review Fees					Accountant Audit Period	Remarks
			System Design	Business Registration	Human Resource	Others (notes)	Sub-Total		
KPMG in Taiwan	Huang, Hai-Ning	1,460				570	570	2017.01.01~ 2017.12.31	Note 1
	Chang, Tzu-Hsin								
KPMG in Taiwan	Huang, Hai-Ning					230	230	2016.04.01~ 2017.03.31	Note 2
	Chang, Tzu-Hsin								
PWC Taiwan	Yang, Min-Chu					150	150	2017.01.01~ 2017.12.31	Note 3

Note1: Tax report NTD230,000, application for OTC counseling and consultation service NTD330,000
Review for the capital increase by cash evaluation report of Nova Tech NTD10,000.

Note 2: Internal control review NTD205,000, application for OTC counseling and consultation service NTD25,000.

Note 3: Transfer Pricing Report NTD150,000.

- (3) In case the review fees paid after the replacement of accounting firm and replacement of year is reduced compared with the review fees of previous year, the amount and reason before and after replacing the review fees should be disclosed: N/A.
- (4) In case the review fees is reduced by 15% from the review fees of last year, the amount, ratio and reason for reduced review fees should be disclosed: N/A.

VI. Information on replacement of CPA in Most Recent Two Years

(1)

1. About Pervious CPA

Date of Replacement	104.03.12		
Reason of Replacement and Explanation	Internal rotating shift of the firm		
Explain the termination or unacceptance of appointment by the appointer or CPA.	Party	CPA	Appointer
	Condition	Not applicable, internal rotating shift of the firms	
	Voluntary termination of appointment		
No longer accepting (continuing) appointment			
Audit report opinion and reason in most recent two years with unqualified opinion.	None		
Holding different opinion from the issuer	Yes		Accounting principles or practice
			Disclosure of financial report
			Scope or steps of audit
			Others
	None		
		Description: None	
Other matters of disclosure (Disclosure by subparagraph 1-4 to 1-7, paragraph 6, Article 10 of the principles)	None		

2. About successive CPA

Name of Firm	KPMG in Taiwan
Name of CPA	Huang, Hai-Ning Chang, Tzu-Hsin
Appointment Date	2017.01.01~2017.12.31
Prior to appointment, accounting handling practice for specific transaction and the opinion consultation matters and results likely attested	None

from the financial statement.	
Opinion in writing for different opinions from successive CPA to previous CPA.	None

3. Previous CPA's reply letter to matters mentioned in subparagraph 1 and subparagraph 2-3 of paragraph 5, Article 10 of the Principles: Previous CPA does not express different opinion.

VII. Company's Chairman, President, or any managerial officer in charge of finance or accounting matters has in the most recent year held a position at the accounting firm of its certified public accountant or at an affiliated enterprise: Not applicable to the company.

VIII. Transfer of equity interests and pledge of change in equity interests by a director, supervisor, managerial officer, or shareholder with a stake of more than 10 percent during the most recent fiscal year or during the current fiscal year up to the date of printing of the annual report

- (1) Change of Equity in Directors, Supervisors, Managerial Officers, and Major Shareholders

Unit: Shares

Title	Name	2017		As of March 30, 2018	
		No. of Increase (Decrease) of Shares Held.	No. of Pledged Shares Increase (Decrease)	Number of shares increased (decreased)	No. of pledged shares increased (decreased)
Chairman	Liang ,Chin-Li	14,316	-	-	-
Director/ President	Hsu, Chung-Cheng	47,216	-	-	-
Director/Supervisor/Major Shareholders	Acter Co., Ltd.	(548,000)	-	-	-
Director	Acter Co., Ltd. Representative: Liang ,Chin-Li	14,316	-	-	-
Director	Acter Co., Ltd. Representative: Hsu, Chung-Cheng	47,216	-	-	-
Director	Acter Co., Ltd. Representative: Wu, Bi-Hui	-	-	-	-
Independent director	Yeh, Shu	-	-	-	-
Independent director	Chi, Chih-Yi	-	-	-	-
Independent director	Yang, Sheng-Yung	-	-	-	-
Independent director	Li, Cheng (Note 1)	-	-	-	-
VP	Ma, Wei	35,000	-	-	-
VP	Su, Min-Lang	30,000	-	-	-
VP	Yang, Wei-chao	25,000	-	-	-
Director	Huang, Yi-yun	16,000	-	-	-
Director	Chang, Tze-da (Note 2)	6,000	-	-	-

Unit: Shares

Title	Name	2017		As of March 30, 2018	
		No. of Increase (Decrease) of Shares Held.	No. of Pledged Shares Increase (Decrease)	Number of shares increased (decreased)	No. of pledged shares increased (decreased)
Deputy Director	Guo, Jia-Hong	10,000	-	-	-
Deputy Director	Chen, Jin-Liang (Note 3)	16,000	-	-	-
Financial head	Ou, Chun-Yen	16,000	-	-	-

Instruction: The abovementioned table discloses the change of equity for directors and shareholders during the tenure.

Note 1: Selected at Extraordinary Shareholders' Meeting on July 14, 2017.

Note 2: Appointed as Director on July 10, 2017.

Note 3: Promoted to Deputy Director on June 2, 2017.

- (2) Information on the equity transfer for directors, managerial officers and shareholders holding at least 10% of shares: None.
- (3) Pledge of equity for directors, supervisors, managerial officers, and shareholders with at least 10% of shares: None.

IX. The company's 10 largest shareholders are related parties as defined as spouses and kinship within second degree relative.

March 30, 2018: Unit:: Shares, %

Name	Number of Shares Held by the party		Shares held by Spouse-Minors		Total number of shares registered under other people's name		Top 10 shareholders who have mutually related by stakeholders who are spouse or relatives by second degree kinship, whose title or name and relation		Remarks
	Number of Shares	Shareholding Ratio	Number of Shares	Shareholding Ratio	Number of Shares	Shareholding Ratio	Name	Relation	
Acter Co., Ltd.	21,098,179	62.19%	-	-	-	-	-	-	-
Representative: Liang, Chin-Li	287,977	0.85%	2,472	0.01%	-	-			-
Zheng, Mao	588,000	1.73%							
Cathay Life Insurance	420,000	1.24%							
Liang, Chin-Li	287,977	0.85%	2,472	0.01%	-	-	Acter Co., Ltd.	Acter Co., Ltd. Chairman	-
Ma, Wei	254,120	0.75%	-	-	-	-	-	-	-
Hsu, Chung-Cheng	252,158	0.74%	-	-	-	-	-	-	-
Wang, Jun-Yao	207,000	0.61%							
Lin, Meng-Wei	187,000	0.55%							
Peng, Zi-Juan	179,000	0.53%							
Su, Min-Lang	168,861	0.50%	-	-	-	-	-	-	-

X. 2017 Continuing Education for Directors

Title of Managerial Officer	Name of Managerial Officers	Course Organizer	Course Title	Training Hours	Training Date
Director	Liang, Chin-Li	Taiwan Institute of Directors	2017 Global Economic Trends and the Impact of Black Swam	3	2017.02.22
		Taiwan Corporate Governance Association	Corporate Governance and Securities Exchange Act	3	2017.07.14
		Taiwan Institute of Directors	Major BOD Decision – 10 Years of Review and Outlook	3	2017.07.26
Director	Hsu, Chung-Cheng	Taiwan Corporate Governance Association	Corporate Governance and Securities Exchange Act	3	2017.07.14
		Taiwan Mergers & Acquisitions and Private Equity Council	M&A Master Seminar: Corporate Leader “Master Seminar”	6	2017.10.28
Director	Wu, Bi-Hui	Republic of China Federation of Industry and Commerce Construction	Financial Trend Analysis and Company Responses	3	2017.03.10
		Taiwan Corporate Governance Association	Corporate Governance and Securities Exchange Act	3	2017.07.14
		Taiwan Academy of Banking and Finance	Corporate Sustainable Management	3	2017.09.15
Independent Director	Yeh, Shu	Taiwan Corporate Governance Association	Corporate Governance and Securities Exchange Act	3	2017.07.14
		Securities & Futures Institute	Fraud with Printing Stocks for Money and Securities – A Discussion of Illegal Issuance of Stockers and Corporate Bonds	3	2017.08.10
Independent Director	Chi, Chih-Yi	Securities & Futures Institute	Discussion of Employee Rewards Strategies and Tool Use	3	2017.04.18
		Taiwan Corporate Governance Association	Corporate Governance and Securities Exchange Act	3	2017.07.14
Independent Director	Yang, Sheng-Yung	Taiwan Corporate Governance Association	Corporate Governance and Securities Exchange Act	3	2017.07.14

		Taiwan Corporate Governance Association	Response and Application of Board of Directors to Corporate Governance Evaluation; Corporate M&A Common Taxation Disputes	6	2017.11.14
Independent Director	Li, Cheng	Taiwan Corporate Governance Association	Corporate Governance and Securities Exchange Act	3	2017.07.14
		Taiwan Corporate Governance Association	A Discussion on Securities Exchange Act and Director/Supervisor Responsibility from the XPEC Entertainment Litigation Case	3	2017.11.03

XI. The total number of shares and total equity stake held in the same reinvestment enterprise by the company, its directors and supervisors, managers, and any companies controlled either directly or indirectly by the company.

Unit: Shares, %

Reinvestment Business (Note 1)	Nova Tech Investment		Director, Supervisor, Managerial Officers, and direct or indirect control of business investment		Comprehensive Investment	
	No. of Shares	Shareholding Ratio	No. of Shares	Shareholding Ratio	No. of Shares	Shareholding Ratio
Winmax Technology (Shanghai) Corporation	Note 2	100%	Note 2	0%	Note 2	100%
Winmega Technology Corp.	3,000	100%	0	0%	3,000	100%
Suzhou Winmax Technology Corporation	Note 2	100%	Note 2	0%	Note 2	100%
NOVATECH ENGINEERING & CONSTRUCTION PTE. LTD.	Note 2	100%	Note 2	0%	Note 2	100%

Note 1: Investment adopting Equity Method by the company.

Note 2: limited company.

Four. Information on capital raising activities

I. Issuance of capital stock and stock shares

(1) Source of shares

Unite: Shares, NTD Thousand

Year Month	Issuing Price (NTD)	Capital Stock		Paid-in Capital		Remarks		
		No. of Share	Amount	No. of Share	Amount	Source of Capital	Using property other than cash to offset the capital	Others
1997.06	10	500,000	5,000,000	500,000	5,000,000	Establishment	None	Note 1
2001.02	10	1,600,000	16,000,000	1,600,000	16,000,000	Capital incase by cash NTD3,510 thousand Capital increase by earning NTD7,490 thousand	None	Note 2
2002.12	10	4,000,000	40,000,000	4,000,000	40,000,000	Capital increase by earning NTD 24,000 thousand	None	Note 3
2004.08	10	7,502,000	75,020,000	7,502,000	75,020,000	Capital increase by earning TND 35,020 thousand	None	Note 4
2005.12	10	10,320,000	103,200,000	10,320,000	103,200,000	Capital increase by earning NTD 28,180 thousand	None	Note 5
2006.12	10	11,061,000	110,610,000	11,061,000	110,610,000	Capital increase by earning NTD7,410 thousand	None	Note 6
2007.07	10	13,199,000	131,990,000	13,199,000	131,990,000	Capital increase by earning NTD21,380 thousand	None	Note 7
2008.08	10	15,299,000	152,990,000	15,299,000	152,990,000	Capital increase by earning NTD 21,000 thousand	None	Note 8
2014.08	51	17,200,000	172,000,000	17,200,000	172,000,000	Capital increase by cash NTD19,010 thousand	None	Note 9
2015.10	10	50,000,000	500,000,000	22,360,000	223,600,000	Capital increase by earning NTD 51,600 thousand	None	Note 10
2015.12	30	50,000,000	500,000,000	25,360,000	253,600,000	Capital increase by cash NTD30,000 thousand	None	Note 11
2016.08	10	50,000,000	500,000,000	26,628,000	266,280,000	Capital increase by earning NTD 12,680 thousand	None	Note 12
2016.11	43	50,000,000	500,000,000	29,628,000	296,280,000	Capital increase by cash NTD30,000 thousand	None	Note 13
2018.01	135	50,000,000	500,000,000	33,928,000	339,280,000	Capital increase by cash NTD43,000 thousand	None	Note 14

Note 1: 1997.06.13 Approved by 86 Jiang 3 Bing Zi No. 181286.
 Note 2: 2001.02.12 Approved by (90)Zhong-Zi No. 09031694440.
 Note 3: 2002.12.18 Approved by Zhong-Zi No. 091331142380.
 Note 4: 2004.08.17 Approved by Zhong-Zi No. 09332571370.
 Note 5: 2005.12.13 Approved by Zhong-Zi No. 09433326480.
 Note 6: 2006.12.28 Approved by Zhong-Zi No. 09533352950.
 Note 7: 2007.07.02 Approved by Zhong-Zi No. 09632353400.
 Note 8: 2008.08.14 Approved by Zhong-Zi No. 09732842860.
 Note 9: 2014.08.07 Approved by Zhong-Zi No. 10333564140.
 Note 10: 2015.10.01 Approved by Zhong-Zi No. 10433774350.
 Note 11: 2015.12.01 Approved by Zhong-Zi No. 10433962690.
 Note 12: 2016.08.17 Approved by Zhong-Zi No. 10534264260.
 Note 13: 2016.11.29 Approved by Zhong-Zi No. 10534473440.
 Note 14: 2018.01.02 Approved by Zhong-Zi No. 10733001820.

Type of shares	Capital Stock			Remarks
	Outstanding shares	Unissued shares	Total	
Inscribed Common Stocks	33,928,000	16,072,000	50,000,000	OTC Stocks

II. Shareholders Structure

March 30, 2018; Unit: People, shares, %

Shareholders Structure	Government Agencies	Financial Institutes	Other Legal Persons	Individuals	Foreign Institutes and Foreigners	Total
Quantity						
No. of Persons	—	8	27	4,045	9	4,089
No. of Shares Held	—	748,000	21,450,611	11,561,033	168,356	33,928,000
Shareholding Ratio	—	2.20%	63.22%	34.08%	0.50%	100.00%

III. Ownership Diversification

(1) Ownership Diversification of Common Shares

March 30, 2018; Unit: People, shares, %

Shareholding Ranks	No. of Shareholders	No. of Shares Held	Shareholding Ratio
1 to 999	2,028	353,171	1.04%
1,000 to 5,000	1,676	2,974,869	8.77%
5,001 to 10,000	188	1,428,502	4.21%
10,001 to 15,000	59	769,241	2.27%
15,001 to 20,000	40	731,852	2.16%
20,001 to 30,000	38	953,456	2.81%
30,001 to 40,000	12	427,498	1.26%
40,001 to 50,000	11	490,890	1.44%
50,001 to 100,000	23	1,640,008	4.83%
100,001 to 200,000	7	1,051,079	3.10%
200,001 to 400,000	4	1,001,255	2.95%
400,001 to 600,000	2	1,008,000	2.97%
600,001 to 800,000	-	-	-
800,001 to 1,000,000	-	-	-
1,000,001 and higher	1	21,098,179	62.19%
Total	4,089	33,928,000	100.00%

(2) Ownership Diversification of Preferred Shares: The Company does not issue preferred share stocks.

IV. List of Major Shareholders

March 30, 2018

Name of Major Shareholders	No. of Shares Held (Shares)	Shareholding Ratio (%)
Acter Co., Ltd.	21,098,179	62.19%
Zheng, Mao	588,000	1.73%
Cathay Life Insurance	420,000	1.24%
Liang, Chin-Li	287,977	0.85%
Ma, Wei	254,120	0.75%
Hsu, Chung-Cheng	252,158	0.74%
Wang, Jun-Chuan	207,000	0.61%
Lin, Meng-Wei	187,000	0.55%
Peng, Zi-Juan	179,000	0.53%
Su, Min-Lang	168,861	0.50%

V. Market Price, Net Worth, Earnings, and Dividends per Share

Item	Year		2016	2017	Current Year as of March 31, 2018 (Note 9)
Market Price per Share (Note 1 and 2)	Highest (NTD)		Private Equity	187	192
	Lowest (NTD)		Private Equity	173	156.5
	Average (NTD)		Private Equity	179.75	176.48
Net worth per share (Note 3)	Before Distribution (NTD)		35.97	58.88	64.79
	After Distribution (NTD)		29.97	N/A	N/A
EPS	Weighted Average Shares (Thousand shares)		26,899	29,699	33,928
	EPS (Note 4)	Diluted	9.83	15.07	2.52
		Adjusted Diluted	9.83	15.07	N/A
Dividend Per Share	Cash Dividend (NTD))		6	10(Note 10)	N/A
	Stock Dividend (NTD)	Stock Dividend from Retained Earnings	0	0	N/A
		Stock Dividend from Capital Surplus	0	0	N/A
	Accumulated Undistributed Dividends (Note 5)		0	0	N/A
ROI Analysis (Note 1)	PER (Note 6)		Private Equity	11.93	N/A
	Price to Dividend Ratio (Note 7)		Private Equity	17.98	N/A
	Cash Dividend Yield Rate (Note 8)		Private Equity	5.56%	N/A

Note 1: The company shares were private equity before 2016 and hence no market value was available or reference nor did it apply. Additionally the company became listed company since December 28, 2017.

Note 2: Listing the highest and lowest market price of common stocks each year and the annual average market price calculated by the annual trading value and trading volume.

Note 3: Subject to the number of shares issued by the end of the year and fill out according to the

- distribution reached by the resolution of shareholder's meeting for the following year.
- Note 4: In case retroactive adjustment is needed due to stock dividend, list the EPS before and after adjustment.
- Note 5: The criteria for issuing equity securities, if required to accumulate the undistributed dividend from the current year to the distribution of year with surplus, shall be disclosed separately as of the cumulative unpaid dividend of the current year.
- Note 6: $PER = \text{Average closing per share of current year} \div \text{EPS}$.
- Note 7: $\text{Price to Dividend Ratio} = \text{Average closing per share of current year} \div \text{Cash Dividend Per Share}$
- Note 8: $\text{Dividend Yield} = \text{Cash Dividend Per Share} \div \text{Average closing per share of current year}$
- Note 9: Net worth per share and EPS should be filled from the information of most recent quarter attested (audited) by CPA to the printing date of the annual report; fill out the remaining columns with the current year information as of the printing date of the annual report.
- Note 10: The 2017 profit distribution was under resolved by the Board of Directors and still requires the approval by the Shareholders Meeting.

VI. Company dividend Policy and Execution Status

(1) Dividend Policy:

1. The existing articles of incorporation regarding dividend policy are described below:
In case of surplus for the annual settlement, the following order of distribution will apply:
 - (1) Appropriation for tax;
 - (2) Covering deficit;
 - (3) Appropriate 10% as legal eared surplus however excluding the condition when the legal eared surplus has reached the total amount of capital;
 - (4) Appropriate or reverse special reserve by law or regulations of competent authority;
 - (5) Depending on the environment, growth stage and long-term financial planning of the company, the balance will be retained partially as reserve while the balance will be consolidated with the cumulative undistributed surplus form previous years and the BOD will determine the distribution of dividend bonus depending on the capital status and economic development of that year. The Board of Director will submit to the Shareholders' meeting for resolution before implementation.
2. The company takes consideration of the environment and growth stage of the company to respond to future fund requirement, financial structure, surplus condition and balanced and stable dividend policy. The company can properly adopt stock dividend or cash dividend for supplying the distribution of surplus appropriation of no less than 10% as shareholders' dividend bonus, depending on the demand for funds and the level of dilution for EPS. In particular, cash dividend may not be lower than 10% of the total amount of dividend distributed.

(2) Proposal for 2017 Dividend Distribution:

The company will appropriate NTD339,280,000 as the cash dividend to shareholders of common stocks (each share distributed with NTD10) after the Board of Directors resolved at February 22, 2018. The proposal will be reported to the shareholders' meeting for resolution on May 28, 2018.

VII. The effect of issuance of bonus shares proposed by the shareholders' meeting on corporate business performance and EPS: Not applicable.

VIII. Employees, Directors and Supervisors Remuneration

- (1) The percentage or scope of employee, director and supervisor remuneration as indicated in articles of incorporation of Nova Tech:
The company should retain surplus of that year, if any, to cover deficit through cumulative amount, and appropriate no less than 3% of income before tax, excluding the distribution to employee remuneration and director remuneration, as the employee remuneration and appropriate less than 5% of the income before tax, excluding distribution of employee remuneration and director remuneration as the director remuneration.
- (2) The employee, director and supervisor remuneration amounts are calculated as the foundation for this period and the accounting handling of the basis of calculating the number of shares for employee remuneration for shares distribution and the direction with estimation:
 1. Current period estimation basis: Please refer to the instruction in aforementioned Eight (1).
 2. The company does not distribute stocks as employee remuneration this period.
 3. The accounting handling for discretion between the actual amount distributed for this period and the estimation: The discretion will be regarded as estimation variation and recognized as the loss/profit of the year of actual distribution.
- (3) BOD adoption of remuneration distribution:
 1. The distribution of employee remuneration and director and supervisor remuneration amount in cash or stock; in case of discretion with the estimated amount of expenses recognized, disclose the discretion, reason and handling status for that year:
 - (1) Distribution of employee remuneration and director and supervisor remuneration amount in cash or stocks: The BOD adopted with resolution to distribute employee remuneration in the amount of NTD24,431 thousand and the director remuneration in the amount of NTD17,473 thousand on February 9, 2018.
 - (2) In case of discretion between the aforementioned amount and the estimated amount of expenses recognized for that year, disclose the discretion, reason and handling status: No discretion
 2. The amount of employee remuneration distributed in stocks and the individuals of current period and the net profit of individual financial report as well as employee remuneration total amount calculated in ratio: No such incident.
- (4) The actual distribution (including number of shares distributed, amount and stock price) of employee, director and supervisor remuneration from previous year shall be described for the number of discretion, reason and handling if there is discretion between the employee, director and supervision remuneration recognized:
 1. Actual distribution of employee, director and supervisor remuneration from previous year (2016):
Employee Remuneration: NTD13,141,349.
Director, Supervisor Remuneration: NTD2,610,000.

2. In case of discretion between the aforementioned amount and the remuneration recognized for employees, directors and supervisors, describe the discretion, reason and handling: No discretion.

- IX. Share Purchased by the Nova Technology: Not applicable to the company.**
- X. Issuance of corporate bonds: Not applicable to the company.**
- XI. Issuance of preferred stocks: Not applicable to the company.**
- XII. Issuance of overseas depository/trust certificate: Not applicable to the company.**
- XIII. Issuance of employees' warrant certificates:: Not applicable to the company.**
- XIV. Regulations Governing the Application for Employee Stock Operations: Not applicable to the company.**
- XV. M&A or Transfer of Other Company Issued Shares: Not applicable to the company.**
- XVI. Execution of Capital Implementation: The Company does not issue and has not completed incidents unrealized from project benefits.**

Five. Operation Overview

I. Business Content

(1) Scope of Business:

1. Main product lines operated by company business:

High-tech industry processing supply system design, project contracting, equipment manufacturing, material agency; environmental protection and equipment manufacturing, sales, installation, and testing.

(1) Weight of Major Items:

Items	December 31, 2017	
	Revenue Income	Revenue Weight
High-Tech Industry Processing Supply System Equipment Sales	1,702,315	50.93%
High-Tech Industry Processing Supply System Integrated Project	992,070	29.68%
High-Tech Equipment Material Agency Sales	89,568	2.68%
Environmental Protection Equipment Sales and Integration Project	558,589	16.71%
Total	3,342,542	100%

(2) Current Products (Services) of the Company:

Semiconductor and panels are high-tech industry processing supply system, divided into water, gas and chemicals. The common technical foundation includes pipelines, transport and procedural design and construction. The different lies on the selection of materials and filtering system. Currently the company specializes in chemical supply system mainly, including system design, machinery equipment manufacturing and sales, equipment and pipeline construction installation and testing, and expanding to gas supply system and water supply system and even to high-tech industry customers with smaller processing scale, or the high-tech industry peripheral industries, eventually accumulating gas and water supply system construction cases as the foundation for striving for gas and water supply system business in the future.

Special gas supply system undergoes intensive competition in price due to the many number of suppliers in semiconductors and panel industries. Nova Technology appeals in developing clean chemicals supply and dispensing system that in case the special gas supplies system related performance could not be as complete as clean chemicals supply and dispensing system, the company's mid-term plan will expand to customers other than those of semiconductor and panel industries. For example, the gas production company can be added to the construction performance and Nova Technology can cooperate with the difference in customer properties by developing gas cabinet of toxic gas from the gas cabinet of inert gas already developed, in order to provide total solutions to customers. Nova Technology intends to accumulate performance over the long-term planning to provide customers with the total services in gas and chemical supply system.

Additionally in the environmental protection field, the company offers sludge drying system, waste treatment equipment and construction installation

services.

The company cooperated with large Japanese factories for high-tech factory process produced waste chemical solvents handling to provide SRS waste solvent recycling system equipment manufacturing, sales and construction installation services. The service items generally include the follows depending on the targets and content:

- A. High-tech industry water, gas and chemical processing supply system equipment manufacturing and sales;
- B. High-tech industry water, gas, chemical processing supply system integration project;
- C. Environmental protection equipment sales and integration project;
- D. High-tech industry equipment and material agency sales.

(3) New product (services) of development for the plan:

- A. Waste water zero discharge system and relevant equipment
- B. Reclaimed water system and relevant equipment
- C. Sea water desalination system and relevant equipment.

(2) Industry Overview:

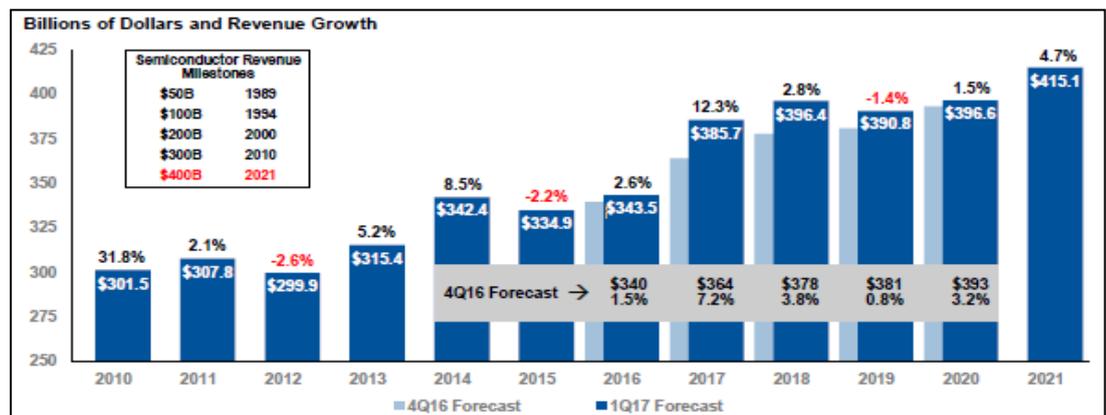
(1) Industry Current Condition and Development

The company specializes in providing high-tech industry water, gas, chemical processing supply system integration services and related equipment manufacturing, and is one of the high-tech industry plant affairs system and the important link in normal production operation. The company mostly provides services to cross-strait and international semiconductor and panel corporations with the main application of industry overview described below:

A. Semiconductor industries

According to the forecast by international research survey institute, Gartner, the 2017 global semiconductor revenue will reach a total of USD385,700 million, up 12.3% compared with 2016. The price for DRAM and NAND Flash will both surge, casing the 2018 estimation of global semiconductor revenue to continue growing to USD396,000 million and further reaching USD415,100 million by 2021.

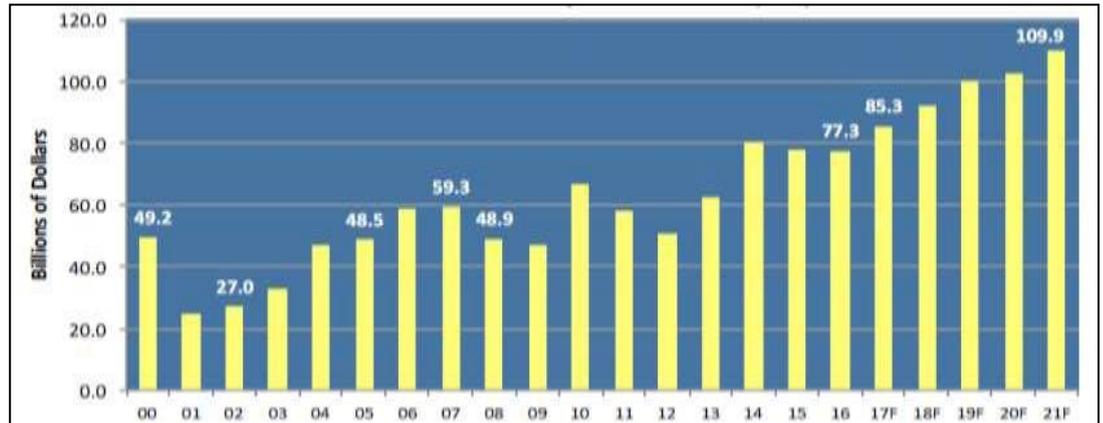
Global Semiconductor Market Scale Forecast



Source: Gartner Webinar: 1Q17 Semiconductor Forecast Update(2017/3/30)

Favored by the rapid increase in demand for low-power consumption memory of smart mobiles and mobile devices and SSD of NAND flash memory in the storage equipment of data center, plus the increasing application of laptop computer, the Compound annual growth rate (CAGR) for the next five years are estimated to reach the level of 7.3% while the output will increase from the USD77,300 million in 2016 to USD109,900 million.

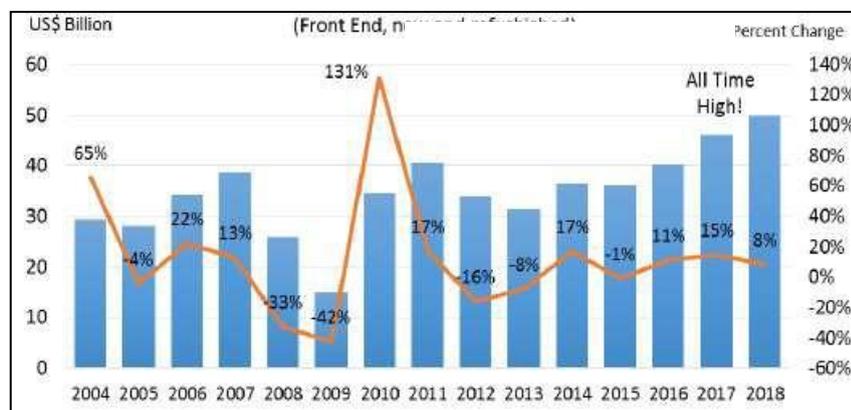
2017~2021 Global Memory Market Forecast



Source: IC Insights(2016/12/20)

The international semiconductor industry association (SEMI) estimated that the 2017 wafer foundry expenditures will exceed USD46 billion and 282 wafer foundries and production lines are expected to undergo equipment investment. In particular, 11 of them will have expenditures exceeding the amount of USD1 billion; the 2018 estimation of equipment expenditure will reach USD50 billion. It is estimated that 270 foundries will investment in relevant equipment and 12 of them will have expenditures exceeding USD1 billion.

Global Wafer Foundry Equipment Expenditure Forecast



Source: SEMI-World Fab Forecast Report February 2017

B. Panel Industry

The global display panel consists mainly of large TFT-LCD panel (10" and higher). The calculation of 2017 estimated output shows that the large panel productivity approximately accounts for 68.28% of panel industry and hence the economic change in global display panel is mainly subject to the influence of large-size panels. The obstruction with processing conversion for Samsung and other companies in 2016, earthquake affecting panel productivity, panel factories shutting down old production lines and lowering productivity availability to adjust the supply and demand, as well as the influence of factors, the 2016 global large TFT-LCD panel productivity was lowered to USD84,696 million with an annual decline rate reaching 7.9%.

With regards to small and medium panels, the six-generation line of AUO and Innolux start mass production while the demand for niche based medium and small panels in car, education, industries and medical care grows, yielding better industry supply/demand structure and driving the price of small and medium panel to increase. The 2016 small and medium TFT-LCD panel output is valued approximately at USD28,420 million with an annual growth rate of 1.58%.

With regards to OLED panel, due to the inclination of high resolution, compact, light, and portability in the development trends of smart phones, and to increase the competitive advantage of products, suppliers actively adopt differentiation strategies to launch multiple new panel models loaded with AMOLED. Additionally due to the continuous expansion of market scale for wear devices, vehicles, aerospace industries, medical care, military, and education, the 2016 productivity is estimated to reach USD9,383 with the annual growth rate of 16.62% under the suppliers' active expansion of productivity.

Moreover, industries related to PDP, TN/STN-LCD and Micro display continue to shut down productivity or shift production line to TFT-LCD so the productivity scale eventually declines.

Overall, the decline in large TFT-LCD panel productivity, and in spite of the growth in small and medium size TFT-LCD and OLED panel output, the 2016 global display output is estimated at USD124,039 million, down 4.32% compared with 2015.

The main application market for large panels are LED TV and laptop computers, LED monitor, all-in-one computer, tablet PC, and IT related products. With regards to LED TV, due to the decline in price for 40" LED TV, consumer demand for TV replacement is stimulated. Moreover the growth in demand for LED TV in emerging countries contributes to the forecast of 2017 LED TV shipment reaching 2.2 million TVs with a growth rate of 1.38%. IT related products are estimated to show small decline trend in 2017 due to industry saturation and the replacement effect from smart phones.

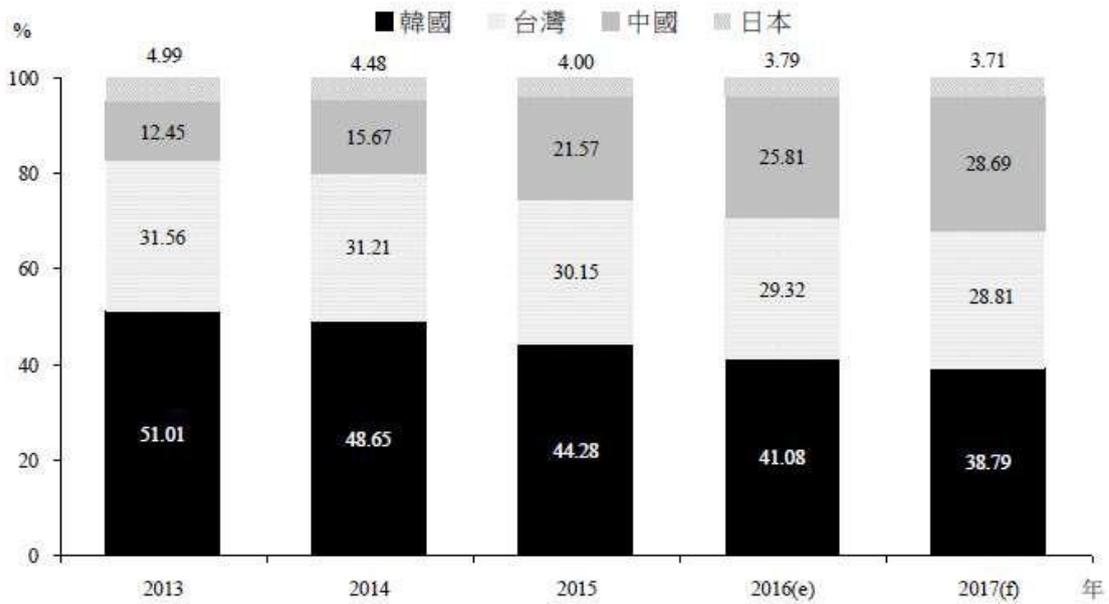
In the application market for medium to small size of panels, palm games, digital cameras, portable navigation device, and MP3 players as products that gradually shrink due to the replacement of shipment by smart phones. It is estimated that the shipment by 2017 will decline by 2~10%. The shipment for smart phones is affected by the quality and function diversity development of mobile phone display (i.e. dual lens, OLED panel mobile phones, and curvature screen, fast charging) and the demand growth for

emerging market such as India. According to the estimation released by Gartner, it is estimated that the 2017 mobile phone shipment growth rate will reach 2.06%. AS for automobiles, due to the vehicle network, advanced divers' supporting system development, and the fostering of electric automobile industries by Norwegian and Chinese governments, the estimation from HIS shows that the 2017 vehicle panel shipment will grow by 7.58%. Additionally following the expansion of purposes in mobile payment and health management, the shipment for wear devices grows quickly and it is estimated that the growth rate for 2017 will reach 25.88%.

In sum of the above analysis, it is estimated that the overall demand for 2017 global panel downstream products is quite optimistic in favor of the estimated growth in LED TV application market and the expansion in usage by other applied market size or unit, as well as the development of applied products shifting towards high-value niche products.

The productivity of global large TFT-LCD panels centralizes in Korea, Taiwan, China and Japan. Due to the fast change in the panel industry economic circulation and high level of management, the panel companies in Korea and Taiwan adopt different strategies in pursuit of profit maximization. For example, Samsung and LGD are actively developing larger size of panels with emphasis on the development of AMOLED. AUO adopts flexible product adjustment strategies and shifts towards ultra large size or high-end panels with higher NB resolution. Innolux undergoes differentiation development strategies through multiple sizes of panel products marketing. The aforementioned companies have been conservative in terms of factory expansion and have subsequently closed some low-end production lines or undergo production line adjustment. It is estimated that the 2017 Korean market share will decline from the 51.01% in 2013 to 38.79% and Taiwan's market share will decline from 31.56% to 28.8%. The Japanese large-size panel production line had market share of 4.99% in 2013 but it is estimated that the productivity market share will decline to 3.71% by 2017 since some plants have been shut down without active expansion. Due to the strong domestic demand in China plus the government's active fostering of local industry development, the massive investment in industries will be driven so the weight of Chinese large TFT-LCD panel productivity will rise and it is estimated to increase to 28.69% by 2017.

Productivity Market Share for Large TFT-LCD Panel Industry by County



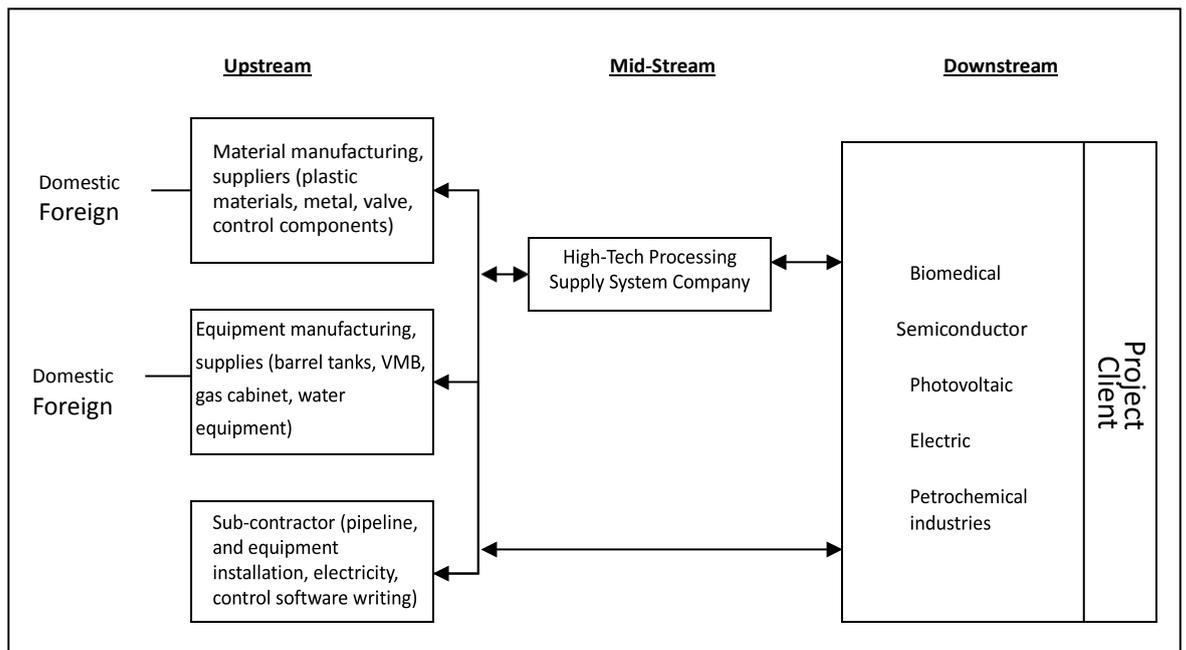
Note 1: Sources including foreign companies setting up factories in local area.

Note 2: e is an estimation and f is forecast value.

Source: Digitimes, Prepared from Taiwan Industry Economics Services (2016/11)

(2) Association between Industry Upstream, Mid-Stream and Down Stream

High-tech processing supply system falls between project client and project materials, equipment, and project outsourcer, which provides customer with process supply system equipment and project services, which association between upstream, midstream, and uptown as shown in the following drawing.



(3) Product Development Trends

The demand for water, gas and chemical processing supply system mainly comes from high-tech industry plant expansion, new plan and production line adjustment or processing improvement, which performance condition is mainly affected by high-tech industry capital expenditure. Because of the massive expenditure in high-tech industry plant expansion capital while the change in technology quickly and product life cycle shortens, enterprises strongly request plant expansion to conform to the schedule for ease of management, reducing coordination and integration process. The processing supply system is mostly constructed to suppliers with turn-key capacity.

Processing supply system technology has reached certain level and in the future as technology advances, the demand for cleanness will increase and will adjust the equipment following the change in customer processing, system design and construction method. Moreover, due to the massive amount invested in semiconductor and panel industry production process, the processing supply system malfunction could result in massive loss so customers will have higher demand for quality and stability, therefore quality suppliers will have higher loyalty, forming high threshold for new suppliers.

(4) Competition

High-tech processing supply system is mainly applied to semiconductor, photovoltaic and higher-capital expenditure industries. The requirement for safety and quality will establish a competition threshold while high-tech industry technology and demand changes frequently to cope with the pace of market change expand development room for business in order to survive and grow quickly under the elimination mechanism of market competition.

Nova Technology invests in high-tech processing supply system early while high-tech industry have high precision and high quality demand for quality and processing, which requires longer certification from customers and recommendation by customers. For years the company has accumulated high-quality construction performance and taken market share in the high-tech industry processing supply system. Subsidiary company, Winmax Technology (Shanghai) Corporation offers high-tech industry processing chemical supply system, processing as supply system equipment. The company and Winmax Technology (Shanghai) Corporation is the system equipment supplier recognized by the IT Electronics Eleventh Design & Research Institute Scientific and Technological Engineering Corporation Limited, which relevant equipment also acquired the qualification certification from SEMI. For years Nova Technology has received orders from Chinese State-Owned high-tech industry and private enterprises, which is highly recognized in terms of technology and quality with high level of competitiveness.

(3) Technology and R&D Overview

(1) Technical Level of Operating Services:

The development for high-tech industry processing system involves the chemical/gas characteristics applied, processing authentication, overall system evaluation design, machinery mechanical design, site pipeline planning design, instrument control hardware, software integration development, raw materials property evaluation and selection, processing method, safety standards evaluation...etc. Nova Technology's technology originated from the cooperation with Japanese company- Sumitomo Corporation and the technical advisor, which after years of independent R&D has boosted the system overall design, equipment processing and control system software writing capacity with 100% self-manufacturing capacity. The subsequent R&D of high-tech industry for special gas supply system, waste water treatment system, waste solvent recycling and reuse treatment system, have all shifted to high-tech industry processing recycling and reuse system with gradual advancement.

Nova Technology's existing product lines consist of the chemical supply system in high-tech industry system, which core technology developed upward into a wet bench, chemical machinery polishing system (CMP) and chemical liquid automatic dispensing and filling system; the downward development is the cooperation with Nippon Refine Co., Ltd. for the development of waste solvent recycling and reuse system. To increase revenue and profit source, in addition to diversifying single industry operation risk, the company resolved to expand the product lines and step into the environmental protection equipment sales, installation and testing, including gas treatment system (VOC, DeNO_x), MVR energy-conservation system, water resource reuse system, sea water desalination system and other green business to increase the cope of customer services. Nova Technology cooperated with Sumitomo Chemical Co Ltd, solvent recycling leader in Japan – Nippon Refine Co., Ltd., Israeli Sea Water Desalination company, and Korean photovoltaic industry equipment company as well as other international corporations, which not only expand the product line and customer groups but also absorbs their technology and success experience throughout the cooperation process and from the technical guidance from international corporations, thereby enhancing the technical level of the company and becoming the power driving Nova Technology to continue growth. Nova Technology invests in high-tech processing supply system industry at early stage while high-tech industry have high precision and high quality demand for quality and processing, which requires longer certification from customers and recommendation by customers. For years the company has accumulated high-quality construction performance and taken market share in the high-tech industry processing supply system.

The core technology of the company lies on total system integration. The relevant R&D and system design require the cooperation with customer processing demand and factory site status, taking consideration of safety, stability and future expandability as well as other factors to conduct preliminary planning and fundamental design in addition to giving feedback to customers for communication. After validating the

relevant details and acquiring customer order, the staff at design division will conduct relevant machinery detailed mechanical design, site pipeline planning and design drawing, and instrument hardware selection and software plan writing.

The company owns 20 years of chemical processing supply system and engineering contracting experience, which transforms past engineering management experience into standard process (SOP), using ISO, internal control and relevant form requirement to standardize procedures and control points in writing. For case evaluation, plan, execution and review, the company use autonomous inspection of form through these four stages to reduce error rate and rigorous control progress, cost, and improve construction quality, as described below:

A. Evaluation Stage

The company carefully evaluates case technology/productivity feasibility before taking the project, the possible risks for execution process (including client credit check), to evaluate if to participate in the project tender. In case the company decides to participate in project tender, the company will need to prepare initial drawing based on the project content of the client requirement, supply chain and past quotation, and good interaction with the suppliers to control raw material and project outsourcing change, in order to precisely estimate pre-bidding case by taking consideration of market competition and thereby calculating the reasonable profits before quotation.

B. Planning Stage

Validate the contracting of project and start designing the project details, including:

- (A) Select suitable project manager from the company.
- (B) Understand customer operation habits (customer's corporate SOP), production line scale, production line's future expansion plan, the chemical raw material characteristics required for use in the industry production processing, and the demand for cleanness, flow and usage. The design needs to conform to customer required processing supply system with deliberate planning of construction schedule.
- (C) Formulate outsourcing plan and select qualified outsourcing supplier based on the project sale and nature.

C. Execution Stage

(A) Project Progress Control

The company manages project-based construction where project managers with rich experience in project management collectively manage the project and contact with clients directly, controlling the demand and ideas of client. Project manager's work mostly includes the validation of project construction in accordance with project agreement content and project design, coordinating sub-

contracting project and controlling project progress, in addition to regularly provide weekly report to customers and the senior manager of Nova Technology. The weekly report includes content in construction progress and key issues to be resolved. Senior managers must control the project progress (including the delay in lead time for raw material, shipment progress, progress by block, and site total execution progress). In case the project progress is delayed, find out the root cause and propose solutions to implement execution, in order to complete the project within the deadline required by customer.

(B) Project Cost Control

Before undertaking chemical supply processing system project, Nova Technology must validate that the ERP system will control project procurement amount based on pre-tender costs after undertaking the project. IN case the procurement items, quantity or unit price of project exceeds budget, the procurement system will immediately show warning sign and the person in charge will need to explain the reason for over-spending, which will then be approved by chairman before further procurement. The rigorous pre-tender cost estimation, implementation of project budget system, and effective control of project costs, will avoid additional costs or waste and thereby enhancing the company's price competition and profitability in project cases.

(C) Project Quality Control

The Company adopts on-site monitoring and equipment installation monitoring to assure project quality:

a. On-Site Monitoring

On-site workers and staff validate the items of construction from the toolbox for that day before starting to work daily, verify if the actual construction conform to the drawing design and if the construction quality meet the requirement, in addition to fill out a standard inspection form.

b. Equipment Installation Monitoring

The company offers quality control personnel who will validate if the machinery or barrel manufacturing conform to the company design with good quality during the equipment manufacturing period, completion and installation period.

D. Review Stage

The company will archive the relevant information of completed projects and modularize the details of different types of construction, thereby reducing the design costs for future projects. Additionally the company will review cases completed and adopt as reference for future contracting cases or design, so project staff can timely design suitable solutions for customers

based on their requirement.

In sum of the above-mentioned description, the business processing supply system project management core run by the company, in spite of the absence of substantial innovation, but will implement each execution details through deliberate evaluation for the risk and profits after taking the projects. The excellent interaction with suppliers will help the company control the trends of raw material price and acquire better prices. Customers after cooperation will still choose to cooperate with Nova Technology for subsequent plant building or project expansion, so the company becomes the tier-1 supplier for chemical processing supply system.

Subsidiary company -Winmax Technology (Shanghai) Corporation not only is the system equipment supplier recognized by the IT Electronics Eleventh Design & Research Institute Scientific and Technological Engineering Corporation Limited but also the People's Republic of China National Standard GB 50781-2012 Chinese Electronics Engineering Chemical System Engineering Technical Specification Coding Unit. The subsidiary has acquired multiple patents in China, particularly the high-tech enterprises certified by Chinese Government. Moreover, the relevant equipment has also acquired qualified certification from SEMI. For years, the company has acquired orders from Chinese state-owned high-tech industry and private companies, recognized for its technology and quality with high competitiveness. The processing supply system has developed for years while the fundamental practice is an existing technology and hence there is no concern over theft of business secret.

(2) Research and Development Personnel Education and Experience Distribution and Seniority

The key company heads have over 10 years of seniority, including President Hsu, Chung-Cheng, Executive Vice President and R&D Head Ma, Wei, Technological Business Division Vice President Su, Min-Lang, Technology Development Division Director Huang, Yi-yun, and Overseas Sales Department Deputy Director Guo, Jia-Hong...etc. Executive Vice President Ma, Wei is one of the first groups of technicians introducing the semiconductor processing supply system of SCI (System Chemistry Incorporation) from U.S. to Taiwan. He is the founding employee of Nova Technology and executed the Worldwide Semiconductor Manufacturing Co., Macronix International Co., Ltd, Nanya, and Micron Technology projects with Sumitomo Group through strategic alliance early. During the office at Winmax Technology (Shanghai) Corporation, Wei Ma and Sumitomo Group joined in strategic alliance to execute SMIC and other projects, forming delegates to develop chemical supply system processing equipment production technology and set up factories in Shanghai Waigaoqiao Free Trade Zone. The company steered to become the system equipment supplier recognized by the IT Electronics Eleventh Design & Research Institute Scientific and Technological Engineering Corporation Limited. Additionally the key employees of the company include technical development division with responsibly in PLC, network structure system and SCADA software writing with rich

experience and high stability.

Subsidiary company - Winmax Technology (Shanghai) Corporation develops R&D projects each year, conducting research on existing equipment function improvement, customer requirement, future trends, and newly introduced technology. The R&D projects include the projects collaborated between the units of engineering business. The statistics of R&D people includes design department and instrument department as well as personnel actually participating in R&D projects.

A. Education and Experience Distribution of R&D Peers and Seniority as shown in the following table:

Item		Year		
		2016	2017	2018 March,
Education Distribution	Vocational Collage	36	43	59
	Senior High School (including) and lower	14	13	5
Total		50	56	64
Average Seniority (Year)		7.18	7.68	5.42

(3) R&D expenses invested in most recent year and as of the printing date of the annual report

Unit: NTD Thousand

Item	2017	As of March 31, 2018
R&D expense	81,945	27,020

(3) Technology and Products with Successful Development:

The owner of all relevant patents of the group is Nova Technology or 100% shareholding subsidiary. According to patent related law, the establishment of patent must be determined for “easily visible” problems. The lack of real innovation or progress will prevent one from acquiring patent. The processing supply system has developed for long while fundamental method is an existing technology. The company and the competitors could not apply for the patent and hence does not concern infringement. Additionally the group processing supply system mainly consists of customers from semiconductor and panel industries, and since the processing technology of these two industries upgrade constantly and quickly. Nonetheless to reduce variables in manufacturing process in order to maintain the safety and stability in production process, customers of semiconductors and panel mostly require maintaining the existing method of the fundamental design of processing supply system. Moreover to avoid design or construction error or construction delay that prevent the entire production line from operation or manufacturing failure that lead to giant loss, most of the clients take project performance as one of the foremost important factors of consideration when

choosing the suppliers, supported by factory quotation. The group business content can be divided into project and equipment, where project consists of pipeline design and installation which could not attain innovation easily and hence does not apply for patent. Currently the equipment focuses on existing product to make improvement in order to conform to customer requirement more or make the processing supply system more smooth, and hence is applied for invention patent mostly. In the future, the company will pay attention to industry movement depending on the progress of processing breakthrough or new business development, thereby paying attention to the opportunities for applying invention. The following describes the company's patent marketing plan for the five major products:

A. Clean Chemicals Supply and Dispensing System

Chemical processing supply system has been developed for years while customers mostly request for maintaining existing method in processing supply system in order to control all variable in processing. Hence the company does not have invention patent for the existing business processing supply system while the R&D for processing supply system only focuses on the demand proposed by customers to lower customer costs, upgrade system capacity, upgrade system security, and other improvement on chemical supply system equipment when applying for invention patent.

B. Special Gas Supply System

The processing supply system includes water, gas and chemical categories, and the company applies pipeline design, transport design and other foundation to expand the scope of business to gas supply system with development of gas supply system related equipment.

C. Wet Technology Equipment (Wet Processing Equipment)

Wet Processing Equipment is a high-tech industry processing production equipment, covering multiple equipment type and processing application, including cleaning/etching/development/glue removing and multiple processes. The Wet Processing Equipment which the company develops is applied to the cleaning equipment of semiconductor or LED industries. Currently the company operates chemical processing supply system integrated services and related equipment processing. To expand the business cope and increase business and profit power, existing equipment manufacturing technology is used as foundation to develop Processing Equipment.

D. Stripper Recycling System

Stripper recycling system refers to the collection of stripper liquid after being used

in the panel industry production process, which can be recycled and reused through rectification system, which is then added with original liquid for mixture before putting into the processing for repeated use.

To improve company revenue and dynamic for profit growth, the company business scope extends from chemical processing supply system to polishing liquid recycling system. Winmax Technology (Shanghai) Corporation cooperated with Japanese waste solvent recycling SRS equipment (polishing liquid recycling device) – Nippon Refine Co., Ltd. to expand the project business in polishing liquid recycling and reuse system equipment. Hence the waste liquid recycling rate of the system (referring to the rate of deducing water and impurities to reuse waste liquid accounting for the total volume) can reach 90% or higher. Moreover, the SRS equipment's overall investment costs can be recycled in 1-2 years. The Chinese enterprises take consideration of the short recycling period of the equipment costs with the saving benefit in subsequent polishing liquid procurement cost plus the influence of preferential policy from China on environmental protection equipment tax, the local enterprises have higher intention to invest in environmental protection equipment. It is expected that growth in demand for stripper recycling system will be highly optimistic. In cooperation with the business development, Nova Technology starts to develop relevant projects and installation.

E. Green Energy Environmental Protection System Integration

In recent years, change in global climate and change in environment eventually draws attention from people through environmental protection issues. Nova Technology actively develops environmental protection and green energy business by cooperating with sea water Desalination Corporation from Israel and introducing waste water zero discharge system, reclaimed water and sea water desalination system, expanding water resource and other green energy and environmental protection system business. The business is at the initial stage of development and hence has not acquired patent.

In sum of the description, Nova Technology's existing business processing supply system has developed for long while customers mostly request processing supply system to maintain the existing methods in order to control all variables in processing. Hence patent consists of invention patent. Additionally to increase company revenue and dynamic for profit growth, the company starts developing Wet Processing Equipment, Stripper Recycling System, Green Energy Environmental Protection System Integration and other businesses. Nonetheless such business is still at the initial stage of development and hence few patents have been applied and mostly consisting of invention patents. The following table describes the R&D outcome in the last 5 years.

Type	Brief Description
New Products	Supply system gas cabinet for special gas
	Wet Bench Equipment High Pressure Cleaner (Wet Bench)
Patent	One Polishing Liquid Supply Device (Taiwan Invention No. M526752)
	Suction Type Automatic Filtering System (Taiwan Invention No. M509418)
	Gravity Off-Line Automatic Filtering System (Taiwan Invention No. M509097)
	Single-Axel Rotating Machinery Arm (China 2012100809106)
	Film Draying Device (China 2012201158589)
	Online Quartz Heater (China 2012201152972)
	Fast-Pouring Cleaning Device on Semiconductor Cleaning Equipment (China2012201153000)
	Chemical Buffer Type Exit Flame Capture Exhaustion Device (China 2012201158305)
	Chemical Barrel Quick Connection Device (China 2012201152953)
	Precision Capacity Discharge Control Chemical Container (China 2012201152968)
	One Chemical Supply System (China 2012204619500)
	One Chemical Supply System Triple Box (China 2012204619661)
	One Chemical Supply System Valve Box (China 2012204619483)
	One Chemical Supply System Sample Box (China 2012204619587)
	Chemical Supply System Pipeline Connector Device (China 2012204619322)
	Acidic Chemical Supply Control System (China 2012204620230)
	One Chemical Supply Monitoring Alarm System (China 2012204620226)
	Chemical Supply System Liquid Nitrogen Separation Device (China 2012207267414)
	Chemical Supply System Filling Machinery Arm (China 2012207267255)
	Chemical Supply System Reinforced Ventilation /Exhaustion Gas Storage Can (China 2012207267429)
	Chemical Supply System Inbound Liquid Cleaning Device (China 2012207254170)
	Gas Supply System Segmented Control Heater Carpet (China 2013208228411)
	Fully-Automatic Gas Cabin Steel Cylinder Lead Prevention System (China 201320822845X)
	Automatic Switching Dual Steel Cylinder Nitrogen Panel (China 2013208248612)
	Online Fully Automatic HF and HNO3 Exchange System (China 2013208248063)
	Semi-Automatic Etching Cleaner (China 2013208248415)
	Online Dilution Equipment (China 201420853188X)
	Silicon Wafer Automatic Rotating and Oscillating Structure (China 2014208531856)
	Silicon Wafer Polishing Paste Stirring Device (China 2014208531220)
	Stripper Recycling and Mixed Acid and Measuring System (China 2015209997114)
	One Stripper Waste Liquid Recycling Stripper Device (China 2015210046533)
	One ITO Oxalic Acid Power Dilution System (China 201520999478X)
	Electric chemical barrel cleaning equipment (China 2015210048295)
Improvement chemical sample device (China 2015209997881)	
Wet Development Supporting Shaking Mechanic (China 2015210048261)	
One Modularized Flow Control Valve (Taiwan Invention No. M533151)	
Feed Barrel Leaning Device (Taiwan Invention No. M531945)	
One Chemical Flow Supply System (Taiwan Invention No. M535280)	

Type	Brief Description
Software Copyright	Chemical Supply System H2SO4 Equipment Control System (China 2012SR059743)
	Gas cabinet control system (China 2012SR059443)
	Chemical Supply System HCL Equipment Control System (China 2012SR060511)
	Chemical Supply System Oxide Equipment Control System (China 2012SR059917)
	Chemical Supply System W2000 Equipment Control System (China 2012SR059376)
	Cleaning Machine Equipment Control System (China 2012SR059388)

(4) Long and Short-Term Business Development Plan:

(1) Short-Term Business Development Plan

- A. Cooperate with China's national policy to continue expanding high-tech processing equipment in the market share of China.
- B. Cooperate with China's national policies and continue to continue expand waste solvent recycling /reuse equipment in the market share of China.
- C. Actively participate in domestic water resource large public project to expand the business scope of the company.
- D. Continue to participate in domestic and foreign academic exchange research in order to upgrade technical level.
- E. Continue talent recruitment and training, establishing talent database to cooperate with the stable development of the company.

(2) Long-Term Business Development Plan

A. Clean Chemicals Supply and Dispensing System

Continue to participate in the semiconductor and panel industry new factory bidding in China, in order to expand new customers and continue expanding the market share in Cross Strait. In the long run, the company will plan the maintenance and developing of cross-strait tier-1 factory clients to avoid industry saturation and completion, while customers with smaller scale can easily be eliminated by competition. Additionally the company will continue to expand to other regions or other industry groups.

B. Supply System for Special Gas

The mid-term plan intends to expand to customer other than those from semiconductor and panel industries to enhance the construction performance. Nova Technology also cooperate with the difference in customer properties by developing gas cabinet of toxic gas from the previous gas cabinet of inert gas already developed in order to provide total solutions to customers. Nova Technology intends to accumulate performance over the long-term planning to provide customers with total services in gas and chemical supply system.

C. Wet Processing Equipment

Gradually optimize the existing multiple chip batch cleaning equipment, improve and upgrade technology/cost control/assembly manufacturing and other dimensions, increase sales volume and thereby using the multiple chip batch learning equipment

as the foundation to develop single wafer and automatically transporting cleaner. Eventually the company will expand equipment type and improve product series. Furthermore the company will develop wet bench related auxiliary technology or application to realize the comprehensive technical upgrade and product marketing from single machine to partial function.

D. Stripper Recycling System

In response to the opportunity of Chinese panel manufacturers and incentive for environmental protection, the business scale of stripper Recycling System is constantly expanded with planning for recycling system with Sumitomo Co., in the co-development of semiconductor processing waste liquid. In the long run, the company will collaborate with Sumitomo Co., to co-develop applied customer groups in existing or new processing waste liquid recycling equipment, in addition to increasing the business scale.

E. Green Energy Environmental Protection System Integration

Green Energy Environmental Protection System Integration feature water resource as the key guidelines to design cooperation with international corporations, developing sea water desalination, recycling and neutral water recycling business. In the long run, the company will apply cumulative performance to independently design and undertake water resource cases and thereby developing relevant equipment.

II. Market Production and Sales Highlight:

(1) Market Analysis:

1. Main Product Sales Regions

Nova Tech and its subsidiary company currently offers high-tech industry processing system design, equipment manufacturing and sales, and environmental protection equipment sale and processing system integration service project, and serving Taiwan and China as the main service region.

Unit: NTD Thousand, %

Region	2016		2017		2018 Q1	
	Sales Amount	Rate	Sales Amount	Rate	Sales Amount	Rate
Taiwan	979,775	37%	982,585	29%	182,863	14%
China	1,552,940	59%	2,237,338	67%	1,031,619	80%
Others	118,657	4%	122,619	4%	70,776	6%
Total	2,651,372	100%	3,342,542	100%	1,285,258	100%

2. Market Share

The group mainly provides the system design for semiconductor and panel high-tech industry processing supply system, equipment manufacturing and pipeline construction installation and testing services, and currently the group does not have the industry statistics provided by industry research institute. Hence the company could not apply explicit statistics as the calculation base for market

share. According to IC Insights, the 2016 global semiconductor capital expenditure was USD68 billion and HIS Markit conducted statistics on the panel capital expenditure of USD12.9 billion. The estimation of revenue yields the group's relatively lower ratio in semiconductor and panel industry compared with primary production equipment, which is because the processing supply system is only a small project to the semiconductor and panel industry capital expenditure.

The scope of group business consists of Taiwan and China, while there is no relevant public statistics in Taiwan available for comparison. Additionally is state-owned enterprises in China approve major project investment plan in main province, city development and reform committee, compared with the cleaning chemical supply system project cases, the 2014~2016 Chinese projects exceeding USD 3 million was eight cases while the group undertook 4, 5, and 3 cases of project quantity, weighing 50%, 62.5% and 37.5%, indicating the group's certain market share in the Chinese high-tech industry large chemical processing supply system.

China State-Owned Corporation Massive Cleaning Chemical Supply System project Case Statistics

Project \ Year	2014	2015 度	2016 度
Quantity of total project exceeding USD 3 million	8	8	8
Quantity of project undertaken by the group	4	5	3
Market share	50.00%	62.50%	37.50%

3. Future Market Supply/Demand Status and Growth

With regards to supply, high-tech industry requires stability, precision and cleanness with high requirement standards in water, gas and chemical processing supply system. Suppliers of semiconductors and panel usually chose companies with good reputation and rich experience to undertake the relevant project. New suppliers will have difficulty in accessing and hence the supply quantity does not grow substantially.

With regards to demand, semiconductor and panel suppliers in Taiwan and China will continue to increase capital expenditure in recent years, investing in the building and equipment. The estimation of SMEI shows that driven by massive demand, the intent for Taiwanese companies to invest has increased and it is estimated that the 2017 capital expenditure scale will exceed USD10 billion. Additionally, there will be 14 Fab were under construction in China in 2017 while a total of 48 Fabs have invested in equipment, reaching an amount of USD6.7 in expenditure. Moreover, panel factories in Taiwan and China own multiple new-generation and secondary generation panel industries with

subsequent building and investment between 2017~2018. In sum, the capital expenditure for semiconductor and panel industries continue to increase, which will lead to demand for water, gas and chemical supply system equipment and construction.

4. Competing Niche

A. Robust and stable financial structure

The industry operation of the group requires bidding fund, material equipment fund, pre-payment deposit, performance bond, and warranty assurance as well as other funds or bank's warranty for line credit depending on the different project criteria. Moreover the working capital or bank guarantee credit line will increase following the scale of project. The group has focused on its original business since the foundation with excellent operation status and stable and robust financial structure. Apart from assuring the maintenance of stable operation during the macro economic recession but the group can also participate in project cases which scale of scope increases following the adequacy of credit line for operational working capital and bank's guarantee amount.

B. Rich manufacturing/construction experience and prestigious product/construction quality

The processing supply system transport substance contains acid, alkaline with high safety requirement; hence the equipment cleanness and stability will affect the overall safety, product yield rate and production progress. Hence the industry achievement, work-of-mouth reputation, and products, and construction quality are one of the foremost consideration for customer.

The group inherits the technical foundation from Sumitomo Chemical Co., Ltd. and has constantly developed the high-tech industry processing and peripheral pipeline project design as well as the overall system, providing customers with competitive customized equipment and services. The group also acquired DNV ISO9001, ISO14001, OHSAS18001 certificates while subsidiary company - Winmax Technology (Shanghai) Corporation became the high-tech industry in China, owning quality R&D capacity and equipment manufacturing technology as well as recognition by local governments. The group has been invited to become the People's Republic of China National Standard GB 50781-2012 Chinese Electronics Engineering Chemical System Engineering Technical Specification Coding Unit as well as the system equipment supplier recognized system equipment supplier from People's Republic of China National Standard GB 50781-2012 Chinese Electronics Engineering Chemical System Engineering Technical Specification Coding Unit and acquired relevant equipment from SEMI.

(SEMI) qualified certificate and Taiwan ITRI certified anti-proof has received orders from cross-strait high tech industries. The company owns leading experience and competitive capacity compared with their peers, which can quickly design and manufacture the equipment meeting customer demand, satisfying

customer with different requirement of various customers. The group manufactures, with rich construction experience, cumulating years of accumulation, mature production techniques, project management with excellent capacity, and self-rigorous on the requirement of products and construction, winning recognition from customers

C. Product/processing design conforming to client requirement

The manufacturing supply system not only offers design and construction based on product type, production method, production scale and processing demand but also company semiconductor and panel industry with production processing upgrade, while water, gas and chemical supply system must also be adjusted accordingly. The group controls relevant industry information movement and development trends to closely cooperate with customers through excellent communication, understanding customer's actual needs in-depth and providing customer required processing supply system through customization.

D. Instant service or technical support

Semiconductor and panel industries are high-capital expenditure based group, which productivity utilization affects the expense amortization substantially. The smooth production line is one of the key factors to profit while processing supply system is the infrastructure. In case the supply system fails, the production line will suspend and the backup plan can provide instant service or technical support to reduce the risk of interruption with production process and providing customers with consideration of choosing processing supply system. The group possesses localization advantages and has accumulated years of construction and manufacturing experience. Most senior employees are capable of problem solving and hence maintenance staff is highly mobile. Additionally the group cooperates with customers to routinely replace new components or allocate maintenance personnel during the year-end maintenance period, providing customers with instant service and technical support to reduce customer loss in processing interruption boos customer loyalty.

E. Specialized Technical Personnel

The group owns personnel with rich practical experience and the group has considerably emphasizes on the education training of employees and recruitment of professionals since the foundation. The group frequently sends personnel to participate in education training on a regular and non-regular basis, in order to strengthen the technical level and capacity of the company. Moreover, the group also actively co-develops engineering system design with professional institutions to build and manage techniques, thereby maintaining technical leadership in the market.

5. Develop favorable and unfavorable factors and response actions for vision.

A. Favorable Factors:

(A) Continuous development of Chinese high-tech industry processing equipment market

Chinese government discloses the industry development strategies by specifically pointing out the industries of key development in high-tech industries, which plan includes “Establishing Semiconductor Clusters in Trade Free zone,” “Boost Investment Through Great Funds, Promote Technology Upgrade,” and “The Thirteenth Five-Year Plan-Talent-Technology and Funds in One” as well as other policies that promote the development of semiconductor industries. China also actively fosters panel industries by launching various tariff preferential solutions to attract internationally prestigious corporations and local Chinese companies to build plants in China.

Following the plant building or plant expenditure capital expenditure increase in high-tech industries, the demand for processing supply system also increases accordingly. The group has established excellent cooperation experience with high-tech industries in Taiwan and has cultivated the Chinese market for years. The group owns excellent reputation and performance in Taiwan and China with high competitiveness in the high-tech industry processing system.

(B) Upgrade in downstream industry technology drives the industry to continuously develop

As the economic development and living standards rise, consumers constantly demand for upgrade in high-tech products in terms of precision and effectiveness, which drives high-tech industries to continue refining the processing and improving product quality. Moreover, the intense competition of the market drives high-tech industries to upgrade product performance while pay more attention to costs control. The group also improves processing according to the downstream customers or upgrade in technology generation, thereby driving the processing supply system to develop constantly.

(C) New technology and new industry bring new markets

The demand for processing supply system is produced with the progress in technology, which automatically supplies the water, gas and chemicals needed for the production process in fixed-schedule and fixed amount through structural design and automated instrument control, which not only save manpower but also reduces likelihood of human errors. Currently the high-tech processing supply system is mainly applied to semiconductor, panel industry, solar power industry, LED industry and bio-pharmaceuticals industries. As technology evolves, new technology, new products and new industries form while the scope of processing supply system application can be constantly expanded to produce room for new market in the scope of the group’s business.

(D) Global Emphasis on Environmental Protection Engineering, which facilitates the promotion of business in environmental protection and green energy

In recent years, change in global climate and change in environment eventually draws attention from people through environmentally protection issues. The group actively

develops environmental protection and green energy business, including the expansion of development in waste solvent recycling and reuse integrate system, which recycles and reuse the waste solvent produced from the production of high-tech suppliers, which not only effectively lowers production costs for suppliers but also becomes the effective scheme for protecting the earth. Moreover, the group cooperates with international corporations to develop system and equipment related to water resource use, introduce waste water zero discharge system, reclaimed water and sea water desalination system. The group copes with global environmental protection trend and develops environmental protection and green energy business, which not only make contribution to the protection of earth through executing corporate social responsibility but also brings the power for future business growth of the group.

B. Unfavorable factors and response measures

(A) The market demand is subject to substantial influence from downstream industry economic fluctuations.

The main source of revenue for the group comes from semiconductor and panel supplier's plant building, plant expansion, processing adjustment produced processing supply system demand. In case the macro economy declines and leads to lower consumption, affecting the sales of electronic products and causing the semiconductor and panel industry capital expenditure to reduce, the reduction will reduce the order and sales revenue amount of the group accordingly.

Response Measures:

Apart from existing semiconductor and panel industries, the group also steps into solar power industry, LED industry, and electronic chemical industries. The diversification of industries can reduce the impact of single industry's economic fluctuation on business. The group also begins the expansion to Southeast Asian market in attempt to lower the risk of single-region economic circulation. Moreover, the group's new environmental protection and green energy division expands into waste solvent recycling system (SRS) market and water resource treatment business by introducing the waste water zero discharge system, reclaimed water system and sea water desalination system, actively developing environmental protection equipment and integration work, and planning the scope of business expansion in order to lower the degree of influence from industry economic fluctuation.

(B) Shift of Domestic High-Tech Industries

Following the opening of government policy, the domestic high-tech industries also shift to Chinese market and Southeast Asian countries, where industries marketing overseas are forced to confront the feasibility of expanding overseas market while unfamiliar laws and investment environment could increase risks for the company management.

Response Measures:

The group has cumulated rich experience in project scale for years, cultivating the Chinese market over a long period of time and hence the

influence of high-tech suppliers shifting outbound to China is insignificant. Apart from China, the group cooperates with government in promoting southbound policy and the rise of Southeast Asian countries. Apart from exporting equipment to relevant regions, the group also set up subsidiary company –NTEC in Singapore in favor of striving for projects from Taiwan companies and plants built by international corporations, which will facilitate the future expansion of overseas market.

(C) Price Competition

Due to the recent economic recession in Taiwan and intensely competitive market, competitors enter price war and bring the profit rate down in general.

In China, Korean peer industries invested in China and eventually takes up market share in China, who will likely become the major competitors in the future development.

Response Measures:

The group is experienced with manufacturing supply system engineering for years and maintains excellent cooperation with suppliers to timely control the raw material and variation in project outsourcing price. Moreover the company controls project progress and hence could effectively control project costs, hereby providing customers with competitive project quotation. Additionally, the group's subsidiary companies in Shanghai and Suzhou both own production base to provide local customers in China with related equipment, in addition to saving transportation cost, custom tariff and insurance costs. Compared with foreign suppliers, the group's price is highly competitive. In the future, the group will continue to establish good local supply chain to attain cost control, maintain price competitive advantage, boost efficiency and quality, and increase future business opportunism. Moreover, the group relies on advanced technology, excellent product and construction quality as well as reasonable price to increase customer loyalty, boosting competitive advantage through excellent reputation.

(D) Difficulty with Fostering Talents:

Processing supply system requires professional knowledge and construction management capacity in chemical, machinery and instrument control. The company cooperates with customer production technology, processing scale, and different characteristic of products to customize for a supply system with customization and suitable installation. Moreover, following the changing techniques in high-tech industry, the demand for processing supply system changes increases in complexity and requires professional with experience to cope with the customer's design requirement. Nonetheless the cultivation of such professionals requires the accumulation of considerable time and experience, and hence the development of professionals is not easy.

Response Measures:

The company listed on OTC will enhance corporate publicity and attract talents to join the company. Apart from establishing good work environment and use complete welfare measure, employee bonus system, and relevant employee incentive measures, the company boosts employee cohesion and provide employees with complete education training to establish a transparent and systematic promotion channel so that employees will identify to the company. Consequently distinguished talents can be retained.

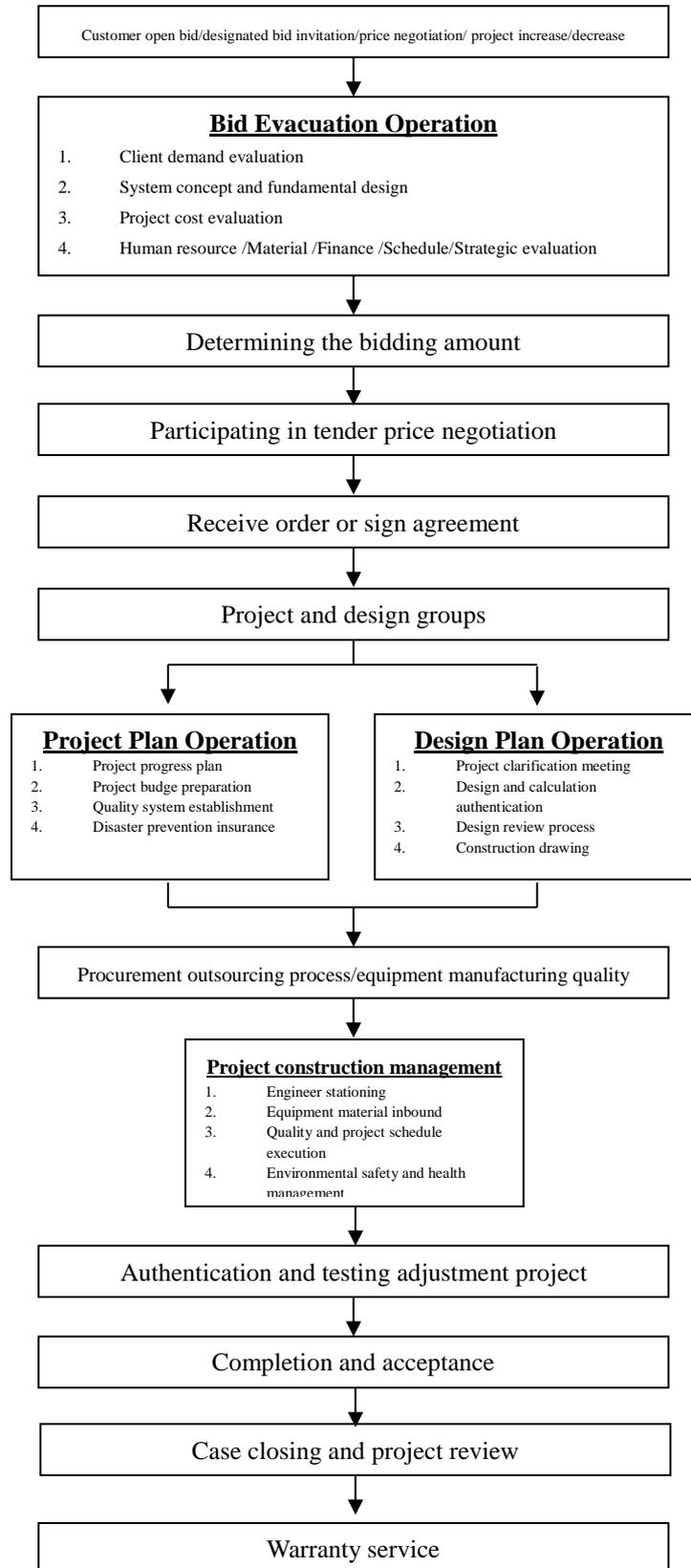
(2) Important purpose and production manufacturing process of main products

(1) Important purpose of main products

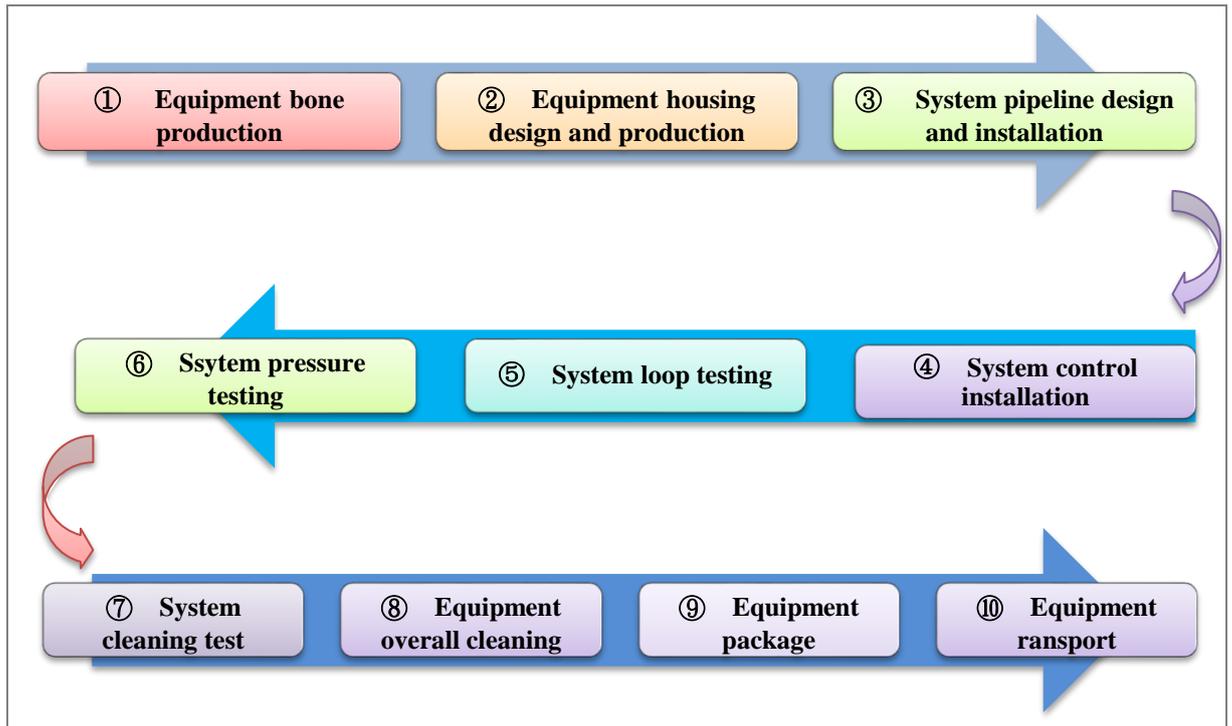
The company is a professional manufacturer in high-tech industry processing equipment, which important function aims to supply high-safety, high cleanness and high-stability manufacturing applied raw material in the production process, so that products will retain the high precision in production process and be assured for production yield rate and stable product quality. After applying the chemical material from the production process of products, the company offers equipment that assists with recycling and reuse before the client could reapply, thereby removing load on the earth and effectively lowering the production cost for suppliers. The products are described in the following table:

Product Lines	Main Purpose and Functions
High-Tech Industry Processing Supply System Equipment Sales	Providing the machinery equipment needed for the water, gas and chemical supply system of high-tech industry customer processing, including equipment design, equipment manufacturing/outsourcing, installation and testing.
High-Tech Industry Processing Supply System Integrated Project	Providing integrated project of water, gas and chemical supply system for high-tech industry processing, including system design, pipeline construction, equipment manufacturing/procurement/outsourcing, installation and testing.
Environmental Protection Equipment Sales and Integration Project	The reduction, recycling treatment and reuse, of waste water, waste gas, waste chemical liquid or other wastes from high-tech industry processing post-section or special industry, including system design, pipeline construction, equipment manufacturing/procurement/outsourcing, installation and testing.
High-Tech Equipment Material Agency Sales	Commissions collected for agency for foreign and domestic high-tech industry processing equipment and material collection and the income from trading equipment and consumables.

(2) Production and Manufacturing Process (Figure)
 A. System Design and Construction



B. Equipment manufacturing



(3) Main raw material supply status: the company procurement material and equipment with variation according to agreement regulations. The main operation model is divided into two sections:

- (1) The contractors contracting through material and labor.
- (2) To be purchased by the company.

The company procurement consists of engineering materials equipment, including pumps, pipes, electricity distribution plate, monitoring equipment, control device...etc. Machineries are independently produced by Winmax Technology (Shanghai) Corporation and Suzhou Winmax Technology Corporation while the Company also completes the design followed by associate suppliers with assembly operation. The Company has established long-term stable and good supply relation with domestic and foreign suppliers.

- (4) Name of customers having purchased at least 10% of total products purchased in any one year of the most recent two years and its procurement (sales) amount and ratio, in addition to explain the reason for change.

1. Main suppliers in most recent two years.

Unit: NTD Thousand

2016					2017					2018 as of previous quarter			
Item	Name	Amount	Ratio accounting annual procurement net amount (%)	Relation with issuers	Item	Name	Amount	Ratio accounting annual procurement net amount (%)	Relation with issuers	Name	Amount	Ratio accounting annual procurement net amount (%)	Relation with issuers
1	S Company	275,096	12.36%	None	1	S Company	174,496	6.55%	None	Note 2			
2	Other	1,949,837	87.64%	None	2	Others	2,488,936	93.45%	None				
Total	Procurement net amount	2,224,933	100%		Total	Procurement net amount	2,663,432	100%					

Note 1: Suppliers without total sales amount exceeding 10% in 2017

Note 2: Information as of the day before the printing date of annual report, which has not reviewed by the CPA.

2. Main customer of sales in most recent two years.

Unit: NTD Thousand

2016					2017					2018 as of previous quarter			
Item	Name	Amount	Ratio accounting annual sales net amount (%)	Relation with issuers	Item	Name	Amount	Ratio accounting annual sales net amount (%)	Relation with issuers	Name	Amount	Ratio accounting annual sales net amount (%)	Relation with issuers
1	CS Company	569,676	21.49%	None	1	CS Company	0	0.00%	None	Note 2			
2	CE Company	262,408	9.90%	None	2	CE Company	255,664	7.65%	None				
3	Others	1,819,288	68.61%	None	3	Others	3,086,878	92.35%	None				
Total	Sales Net Amount	2,651,372	100%		Total	Sales Net Amount	3,342,542	100%					

Note 1: Clients without total sales amount exceeding 10% in 2017.

Note 2: Information as of the day before the printing date of annual report, which has not reviewed by the CPA.

Reason for change in procurement and sales: The Company mainly involves in project-based contracting customized equipment manufacturing and project services. The objects of service compared with the manufacturing industries of general massive standard products do not have fixed customer for sales and suppliers, which changes by the scale and content of projects undertaken.

(5) Production Capacity of Most Recent Two Years

Unit: NTD Thousand

Production Output	Year	2016			2017		
		Productivity	Capacity	Output	Productivity	Capacity	Output
Main products							
High-Tech Industry Processing Supply System Equipment Sales				935,446		1,255,165	
High-Tech Industry Processing Supply System Integrated Project				982,341		660,977	
High-Tech Equipment Material Agency Sales		Note	Note	23,030	Note	16,601	
Environmental Protection Equipment Sales and Integration Project				122,500		412,355	
Total				2,063,317		2,345,098	

Note 1: The company supplies materials, equipment, and project contracting services of processing supply system needed for semiconductor and photovoltaic industries, in addition to distributing semiconductor and photovoltaic high-tech industry equipment material and products. The type of products is various while the equipment made by client customization is independent and could not be calculated for production and sales volume and hence is calculated for production and sales volume by product type.

Note 2: The aforementioned figures are disclosed according to the 2016 and 2017 consolidated financial statements audited and attested by the CPA.

(6) Sales Volume of Most Recent Two Years

Unit: NTD Thousand

Sales Volume	Year	2016			2017		
		By region			By region		
		Taiwan	China	Others	Taiwan	China	Others
Main Product							
High-Tech Industry Processing Supply System Equipment Sales		5,346	1,207,207	54,249	182,889	1,497,810	21,616
High-Tech Industry Processing Supply System Integrated Project		811,007	301,925	11,217	733,485	219,604	38,981
High-Tech Equipment Material Agency Sales		9,204	40,171	53,191	11,007	16,539	62,022
Environmental Protection Equipment Sales and Integration Project		154,218	3,637	0	55,204	503,385	0
Total		979,775	1,552,940	118,657	982,585	2,237,338	122,619

Note 1: The company supplies materials, equipment, and project contracting services of processing supply system needed for semiconductor and photovoltaic industries, in addition to distributing semiconductor and photovoltaic high-tech industry equipment material and products. The type of products is various while the equipment made by client customization is independent and could not be calculated for production and sales volume and hence is calculated for production and sales volume by product type.

Note 2: The aforementioned figures are disclosed according to the 2016 and 2017 consolidated financial statements audited and attested by the CPA.

III. Staff Information of Most Recent Two Years and as of the Printing Date of the Annual Report:

Year		2016	2017	Current Year as of March 31, 2018
No. of Employees (People)	Direct Personnel	274	340	353
	Indirect Personnel	61	60	59
	Total	335	400	412
Average Age (Years Old)		37.62	35.12	35.37
Average Service Seniority (Year)		4.95	5.59	5.63
Education Distribution (%)	PhD	0%	0%	0%
	Master	4.65%	3.75%	3.40%
	University	38.66%	34.00%	35.44%
	Vocational College	28.20%	28.50%	28.64%
	Senior High School	11.63%	13.25%	13.35%
	Below Senior High School	16.86%	20.50%	19.17%

IV. Environmental Expenses

- (1) According to the law, the installation permit, operation permit, fixed pollutant emission permit, payable pollution prevention fees or dedicated personnel in environmental protection to be set up for the required pollution facility application, which application for acquisition, payment or set up status are described below: the company business mainly aims to contract the equipment manufacturing of chemical supply system and the project design and pipeline construction of air pollution prevention equipment. The operational activities do not produce pollutants and the factory is not regulated by law. According to the “Stationary Pollution Source Installation and Operating Permit Management Regulations” and “Water Pollution Control Act,” the factory does not set up pollutant emission outlet, preventive equipment operation or emission license requirement.
- (2) The company investment to major equipment for environmental pollution prevention, the purpose and possible benefits: N/A.
- (3) In most recent two years and as of the printing date of the annual report, the process of company improving environmental pollution involving pollution disputes, please explain the handling process: N/A.
- (4) In most recent two years and as of the printing date of the annual report, the company suffers loss from environmental pollution *including compensation), total amount of disposition and disclose of future response measures (including improvement measures) and possible expenditures (including possible loss incurred by not taking response measures, disposition, and the estimated amount of compensation. If such amount could not be reasonable estimated, explain the fact that could not be reasonably estimated): N/A.
- (5) Currently the influence of pollution status and improvement on company surplus,

competitor status, and capital expenditure and the material environmental protection capital expenditure estimated for the coming two years: N/A.

V. Labor/Management Relations

- (1) List the employee welfare measure, continuing education, training, retirement system and the implementation for employees as well as the labor/management agreement and rights maintenance measures for employees.
 1. Employee welfare measures:

To promote labor/management harmony, employee cohesion and care for employee's welfare, the company sets up employee welfare committee apart from labor and national health insurance to advocate for various employee welfare measures, including employee health examination, employee trip, outdoor activities and year-end welfare measures in addition to assisting with the communication of opinions between labor and management.

The main employee welfare measures of the company are described below

 - (1) Employees are entitled to labor, health insurance, group insurance and pension funds.
 - (2) Employees are entitled to birth, marriage, funeral, injury/disease allowance, and disaster subsidy.
 - (3) The company prepares birthday celebration allowance, Dragon Boat Festival bonus, Mid-Autumn labor bonus, year-end lottery, annual bonus, employee remuneration, and employee stock option.
 - (4) Organizing employee trip, group activity and birthday celebration parties.
 - (5) The company appeals in stable growth and protection of employees' right to work.
 2. Continuing education and training:

In response to the fast changes in industry technology and assurance of employee's talent development, in order to meet the company objectives, the Company offers education training as one of the key point to the human resource management of the company. The company offers various seminars, training to upgrade employee's professional skills and knowledge in order to strengthen their work attitude, providing employees with the opportunity and fund to participate in external training. The company expects all employees contribute their knowledge, upgrade work quality and level, create the overall profits for the company and thereby help the personal career plan and overall company profits to concurrently growth through work and training.
 3. Retirement system and actual condition:

The Company develops labor retirement regulations to stabilize the life of employees after retirement. The company also establishes labor retirement pension fund supervision committee and appropriates retirement pension fund regularly in the ratio of 2% from the salary each month to store in the dedicated account of Central Trust of China in order to protect the rights of workers. Starting from July 1, 2005, the company adopts government new retirement scheme to appropriate 6% of salary to employee's retirement account.
 4. Agreements between Labor/Management and the maintenance measures of various employee rights.

Nova Technology values employee opinions and is committed to establish one open environment. Heads and departments also call for labor/management meeting regularly to encourage employees with expression of opinions

through open and transparent scheme to communicate with relevant personnel in addition to requesting heads and relevant department with fast reply, thereby implementing the purpose of two-way communication. Due to the harmony in labor/management relations, there has not been any dispute requiring negotiation between the labor/management parties.

5. Employee Stock Option, Remuneration and Shareholding:

Employee profit sharing plan aims to share corporate operational outcome with employees through actual participation and integrates with company operational objectives. At the end of accounting year, any surplus left from settlement of operation will be paid for tax and cover the deficit in addition to appropriating 10% legal reserve, followed by appropriating certain ratio from the remaining surplus as employee remuneration. The company also agrees to appropriate certain ratio of capital increase as employee stock option as each capital increase so that employees can subscribe the stocks by personal intent.

- (2) In most recent year and as of the printing date of the annual report, the company's loss from labor/management dispute while the future and current possible estimation amount and response measures are disclosed. In case the such estimation could not be reasonably made, the company shall explain the facts of unreasonable estimation:
1. The company has maintained harmonious labor/management relations since its foundation and hence has not suffered from loss due to labor/management disputes.
 2. The company has not suffered loss due to labor/management disputes with harmonious labor/management relations in most recent year while the possibility of labor/management dispute is minimal.
- (3) Employee Conduct or Formulation of Ethical Principles:
1. The company develops employee work conducts and delivers to the employees in writing during appointment to explicitly define the rights and obligations of both parties and relevant conduct standards during the term.
 2. The company has developed "Ethical Conduct Principles" to regulate the managerial officers of the company (including) in comfort to ethical standards. Refer to the company website for more information
<http://www.novatech.com.tw/>.
- (4) Protection Measures for Work Environment and Employee Personal Safety:
The company aims to prevent occupational accident and protect the safety and health of labor. The company adopts the environmental safety health management system (ISO14001, OHSAS18001) according to the industry characteristic of the company to identify the unacceptable risks of material environmental consideration and occupational safety health, controlling the impact and hazard on the environment and people. The application of P-D-C-A management circulation method will continuously plan, implement, audit and improve the environment safety and health performance. The company operation procedures related to work environment and personnel safety includes: general safety operation, elevated safety operation, fire safety operation, electricity safety operation, hoisting safety operation, hole safety operation, crane safety operation, limited space safety operation, organic solvent safety operation, cleanroom safety operation, environmental safety and health patrol, safety equipment management, emergency response management, hazard general management, construction site audit and autonomous inspection operation... and other protection and maintenance of employee work environment safety.

VI. Important Agreements

Nature of Agreements	Parties	Agreement Start/Expire Date	Primary Content	Proviso of Clauses
Project and Equipment Agreement Project	S2 Company	2017/3/27-2017/12/31 Complete acceptance by construction progress.	Project & Chemicals Supply Equipment Agreement	Warranty Commitment
Project and Equipment Agreement	M1 Company	2017/5/26-2017/8/31 Complete acceptance by construction progress.	Project & Chemicals Supply Equipment Agreement	Warranty Commitment
Project and Equipment Agreement	S1 Company	2016/2/18-2016/12/31 Complete acceptance by construction progress.	Project & Chemicals Supply Equipment Agreement	Warranty Commitment
Project and Equipment Agreement	A Company	2016/5/19-2017/1/5 Complete acceptance by construction progress.	Project & Chemicals Supply Equipment Agreement	Warranty Commitment
Equipment Agreement	S2 Company	2016/4/1 Complete acceptance by construction progress.	Chemicals Supply Equipment Agreement	Warranty Commitment
Project and Equipment Agreement	S2 Company	2016/4/18 Complete acceptance by construction progress.	Project & Chemicals Supply Equipment Agreement	Warranty Commitment
Project and Equipment Agreement	N Company	Starting from 2016/4/22 onwards, cooperate with the client and complete acceptance by construction progress.	Project & Chemicals Supply Equipment Agreement	Warranty Commitment
Project and Equipment Agreement	S1 Company	2016/6/24-2016/12/30 Complete acceptance by construction progress.	Project & Chemicals Supply Equipment Agreement	Warranty Commitment
Equipment Agreement	P Company	2016/5/24-2016/9/30 Complete acceptance by construction progress.	Chemicals Supply Equipment Agreement	Warranty Commitment
Project and Equipment Agreement	G Company	2016/5/30-2016/9/30 Complete acceptance by construction progress.	Project & Chemicals Supply Equipment Agreement	Warranty Commitment
Project and Equipment Agreement	N Company	2016/7/20-2016/12/31 Complete acceptance by construction progress.	Project & Chemicals Supply Equipment Agreement	Warranty Commitment
Equipment Agreement	M2 Company	2016/8/22-2017/2/1 Complete acceptance by construction progress.	Chemicals Supply Equipment Agreement	Warranty Commitment
Equipment Agreement	S4 Company	2016/10/7-2017/4/20 Complete acceptance by construction progress.	Chemicals Supply Equipment Agreement	Warranty Commitment
Project and Equipment Agreement	S2 Company	2015/4/30-2015/12/31 Complete acceptance by construction progress.	Project & Chemicals Supply Equipment Agreement	Warranty Commitment
Project and Equipment Agreement	S10 Company	2015/5/29-2016/5/31 Complete acceptance by construction progress.	Project & Chemicals Supply Equipment Agreement	Warranty Commitment
Project and Equipment Agreement	S2 Company	Starting from 2015/8/24 onwards, cooperate with the client and complete acceptance by construction progress.	Project & Chemicals Supply Equipment Agreement	Warranty Commitment
Project and Equipment Agreement	S2 Company	2014/5/20-2016/6/30 Complete acceptance by	Project & Chemicals Supply Equipment Agreement	Warranty Commitment

Nature of Agreements	Parties	Agreement Start/Expire Date	Primary Content	Proviso of Clauses
		construction progress.		
Project and Equipment Agreement	S1 Company	2014/7/29-2014/4/30 Complete acceptance by construction progress.	Project & Chemicals Supply Equipment Agreement	Warranty Commitment
Project and Equipment Agreement	S2 Company	2014/10/1-2015/8/31 Complete acceptance by construction progress.	Project & Chemicals Supply Equipment Agreement	Warranty Commitment
Project and Equipment Agreement	C1 Company	2014/12/31- 2016/12/7 Complete acceptance by construction progress.	Project & Chemicals Supply Equipment Agreement	Warranty Commitment
Project and Equipment Agreement	S2 Company	2013/1/17-2015/1/17 Complete acceptance by construction progress.	Project & Chemicals Supply Equipment Agreement	Warranty Commitment
Project and Equipment Agreement	S1 Company	2014/7/30-2015/1/31 Complete acceptance by construction progress.	Project & Chemicals Supply Equipment Agreement	Warranty Commitment
Project and Equipment Agreement	D Company	2017/10/06-2018/3/15 Complete acceptance by construction progress.	Project & Chemicals Supply Equipment Agreement	Warranty Commitment
Project and Equipment Agreement	C2 Company	2017/12/7-2018/6/30 Complete acceptance by construction progress.	Project & Chemicals Supply Equipment Agreement	Warranty Commitment
Project and Equipment Agreement	AU Company	2015/8/4-2016/4/1 Complete acceptance by construction progress.	Project & Chemicals Supply Equipment Agreement	Warranty Commitment
Project and Equipment Agreement	S2 Company	2017/8/31~2018/11/30 Complete acceptance by construction progress.	Project & Chemicals Supply Equipment Agreement	Warranty Commitment
Project and Equipment Agreement	L Company	2017/10/12~2017/12/31 Complete acceptance by construction progress.	Project & Chemicals Supply Equipment Agreement	Warranty Commitment
Project and Equipment Agreement	S22 Company	2015/12/2-2016/10/23 Complete acceptance by construction progress.	Project & Oil Gas Recycling Equipment Agreement	Warranty Commitment
Cooperation Agreement	I Company	2015/12/4-	Water Resource Business Promotion	None
Project and Equipment Agreement	S14 Company	2015/10/21-2017/3/31 Complete acceptance by construction progress.	Project & Chemicals Supply Equipment Agreement	Warranty Commitment
Clean Chemicals Supply Equipment Manufacturing and Sales Agreement Clean Chemicals Supply Equipment Manufacturing and Sales Agreement	CH Company	2017/1/1-2018/10/30 Complete acceptance by construction progress.	Clean Chemicals Supply Equipment Manufacturing and Sales Agreement	Warranty Commitment
Special Gas Supply Equipment Manufacturing and Sales Agreement	S5 Company	2017/3/3-2017/11/30 Complete acceptance by construction progress.	Clean Chemicals Supply Equipment Manufacturing and Sales Agreement	Warranty Commitment
Clean Chemicals Supply Equipment Manufacturing and Sales Agreement	C3 Company	2017/7/1-2018/11/15 Complete acceptance by construction progress.	Clean Chemical Supply Equipment Manufacturing and Sales Agreement	Warranty Commitment
Clean Chemicals Supply Equipment	B Company	2017/6/15-2018/5/31 Complete acceptance by construction	Clean Chemicals Supply Equipment Manufacturing	Warranty Commitment

Nature of Agreements	Parties	Agreement Start/Expire Date	Primary Content	Proviso of Clauses
Manufacturing and Sales Agreement		progress.	and Sales Agreement	
Clean Chemicals Supply Equipment Manufacturing and Sales Agreement	S13 Company	2017/7/28-2018/6/30 Complete acceptance by construction progress.	Clean Chemicals Supply Equipment Manufacturing and Sales Agreement	Warranty Commitment
Clean Chemicals Supply Equipment Manufacturing and Sales Agreement	H Company	2017/8/3-2018/7/31 Complete acceptance by construction progress.	Clean Chemicals Supply Equipment Manufacturing and Sales Agreement	Warranty Commitment
Clean Chemicals Supply Equipment Manufacturing and Sales Agreement	C4 Company	2017/9/26-2018/10/30 Complete acceptance by construction progress.	Clean Chemicals Supply Equipment Manufacturing and Sales Agreement	Warranty Commitment
Clean Chemicals Supply Equipment Manufacturing and Sales Agreement	S11 Company	2018/3/05-2018/12/15 Complete acceptance by construction progress.	Clean Chemicals Supply Equipment Manufacturing and Sales Agreement	Warranty Commitment
Clean Chemicals Supply Equipment Manufacturing and Sales Agreement	S9 Company	2017/11/20-2017/12/30 Complete acceptance by construction progress.	Clean Chemicals Supply Equipment Manufacturing and Sales Agreement	Warranty Commitment
Clean Chemicals Supply Equipment Manufacturing and Sales Agreement	S5 Company	2017/10/25-2018/12/30 Complete acceptance by construction progress.	Clean Chemicals Supply Equipment Manufacturing and Sales Agreement	Warranty Commitment
Clean Chemicals Supply Equipment Manufacturing and Sales Agreement	O Company	2017/12/06-2019/6/28 Complete acceptance by construction progress.	Clean Chemicals Supply Equipment Manufacturing and Sales Agreement	Warranty Commitment
Clean Chemicals Supply Equipment Manufacturing and Sales Agreement	HC Company	2017/1/17-2017/12/31 Complete acceptance by construction progress.	Clean Chemicals Supply Equipment Manufacturing and Sales Agreement	Warranty Commitment
Clean Chemicals Supply Equipment Manufacturing and Sales Agreement	HC Company	2017/1/19-2018/6/29 Complete acceptance by construction progress.	Clean Chemicals Supply Equipment Manufacturing and Sales Agreement	Warranty Commitment
Clean Chemicals Supply Equipment Manufacturing and Sales Agreement	S18 Company	2017/6/7-2018/12/31 Complete acceptance by construction progress.	Clean Chemicals Supply Equipment Manufacturing and Sales Agreement	Warranty Commitment
Clean Chemicals Supply Equipment Manufacturing and Sales Agreement	S18 Company	2017/6/5-2018/12/30 Complete acceptance by construction progress.	Clean Chemicals Supply Equipment Manufacturing and Sales Agreement	Warranty Commitment
Clean Chemicals Supply Equipment Manufacturing and Sales Agreement	S17 Company	2016/3/25-2017/3/31 Complete acceptance by construction progress.	Clean Chemicals Supply Equipment Manufacturing and Sales Agreement	Warranty Commitment
Clean Chemicals Supply Equipment Manufacturing and Sales Agreement	S17 Company	2016/4/15-2017/3/31 Complete acceptance by construction progress.	Clean Chemicals Supply Equipment Manufacturing and Sales Agreement	Warranty Commitment
Clean Chemicals Supply Equipment Manufacturing and Sales Agreement	S3 Company	2016/1/13-2017/3/31 Complete acceptance by construction progress.	Clean Chemicals Supply Equipment Manufacturing and Sales Agreement	Warranty Commitment

Nature of Agreements	Parties	Agreement Start/Expire Date	Primary Content	Proviso of Clauses
Clean Chemicals Supply Equipment Manufacturing and Sales Agreement	S9 Company	2016/1/25-2017/3/31 Complete acceptance by construction progress.	Clean Chemicals Supply Equipment Manufacturing and Sales Agreement	Warranty Commitment
Clean Chemicals Supply Equipment Manufacturing and Sales Agreement	O Company	2015/9/21-2017/3/31 Complete acceptance by construction progress.	Clean Chemicals Supply Equipment Manufacturing and Sales Agreement	Warranty Commitment
Clean Chemicals Supply Equipment Manufacturing and Sales Agreement	S20 Company	2015/6/30-2017/3/31 Complete acceptance by construction progress.	Clean Chemicals Supply Equipment Manufacturing and Sales Agreement	Warranty Commitment
Clean Chemicals Supply Equipment Manufacturing and Sales Agreement	S5 Company	2016/2/4-2017/3/31 Complete acceptance by construction progress.	Clean Chemicals Supply Equipment Manufacturing and Sales Agreement	Warranty Commitment
Clean Chemicals Supply Equipment Manufacturing and Sales Agreement	S12 Company	2016/3/22-2017/4/22 Complete acceptance by construction progress.	Clean Chemicals Supply Equipment Manufacturing and Sales Agreement	Warranty Commitment
Clean Chemicals Supply Equipment Manufacturing and Sales Agreement	S14 Company	2015/10/1-2017/3/31 Complete acceptance by construction progress.	Clean Chemicals Supply Equipment Manufacturing and Sales Agreement	Warranty Commitment
Clean Chemicals Supply Equipment Manufacturing and Sales Agreement	S17 Company	2016/11/2-2017/6/30 Complete acceptance by construction progress.	Clean Chemicals Supply Equipment Manufacturing and Sales Agreement	Warranty Commitment
Clean Chemicals Supply Equipment Manufacturing and Sales Agreement	S19 Company	2016/5/26-2017/3/31 Complete acceptance by construction progress.	Clean Chemicals Supply Equipment Manufacturing and Sales Agreement	Warranty Commitment
Clean Chemicals Supply Equipment Manufacturing and Sales Agreement	M2 Company	2016/8/15-2017/3/1 Complete acceptance by construction progress.	Clean Chemicals Supply Equipment Manufacturing and Sales Agreement	Warranty Commitment
Clean Chemicals Supply Equipment Manufacturing and Sales Agreement	CH Company	2017/2/17-2019/12/31 Complete acceptance by construction progress.	Clean Chemicals Supply Equipment Manufacturing and Sales Agreement	Warranty Commitment
Tenancy Agreement	Shanghai Hangyuan Industrial Co.,Ltd.	2016/5/18-2019/5/17	Winmax Technology (Shanghai) Corporation Factory Lease Agreement	None
Tenancy Agreement	Sheng Huei Engineering (Suzhou) Co., Ltd	2016/3/1-2019/2/28	Suzhou Winmax Technology Corporation Factory Lease Agreement	None
General Credit Line Agreement	Mega International Commercial Bank	2017/6/26-2023/01/30	General Credit Line	None
General Credit Line Agreement	Hua Nan Bank	2017/7/13-2018/7/12	General Credit Line Agreement	None
General Credit Line Agreement	Taiwan Cooperative Bank	2017/5/9-2018/5/9	General Credit Line Agreement	None
General Credit Line Agreement	Taiwan Shin Kong Commercial Bank	2017/7/14-2019/7/13	General Credit Line Agreement	None
General Credit Line Agreement	Bank of Taiwan	2016/11/16-2017/11/15	General Credit Line Agreement	None
General Credit Line Agreement	United Overseas Bank	2017/1/19-2017/7/20	General Credit Line Agreement	None

Nature of Agreements	Parties	Agreement Start/Expire Date	Primary Content	Proviso of Clauses
General Credit Line Agreement	Cathay United Bank	2017/2/24-2018/4/30	General Credit Line Agreement	None
General Credit Line Agreement	Mega International Commercial Bank Suzhou Branch	2017/2/23-2018/1/24	General Credit Line Agreement	None
General Credit Line Agreement	Mega International Commercial Bank Suzhou Branch	2017/6/23-2018/6/22	General Credit Line Agreement	None
General Credit Line Agreement	Mega International Commercial Bank	2017/6/26-2018/06/25	General Credit Line	None
General Credit Line Agreement	Bank of China	2017/4/10-2018/2/3	General Credit Line Agreement	None
General Credit Line Agreement	KGI Bank	2017/3/2-2018/5/9	General Credit Line Agreement	None
General Credit Line Agreement	Taishin International Bank	2016/12/7-2017/11/30	General Credit Line Agreement	None
General Credit Line Agreement	Citibank Taiwan	2017/8/15-2018/8/15	General Credit Line Agreement	None
General Credit Line Agreement	Citibank Taiwan	2017/10/13-2018/08/15	General Credit Line Agreement	None
General Credit Line Agreement	Taipei Fubon Bank	2017/10/25-2018/10/24	General Credit Line Agreement	None
General Credit Line Agreement	E.SUN Commercial Bank	2017/06/22-2018/06/22	General Credit Line Agreement	None

Six. Financial Information

I. Most Recent Five-year Condensed Financial Information

(1) Condensed Balance Sheet

1. Consolidated Condensed Balance Sheet - Based on IFRS

Unit: NT\$1,000

Item	Year	Financial Information for the Most Recent Five Years (Note 1)					As of March 31, 2018
		2013	2014	2015	2016	2017	
Current Assets			2,267,926	3,015,116	3,321,971	5,246,107	(Note 3)
Property, Plant and Equipment			87,558	81,279	86,447	92,816	
Intangible Assets			0	0	0	0	
Other Assets			15,724	39,673	54,341	53,647	
Total Assets			2,371,208	3,136,068	3,462,759	5,392,570	
Current Liabilities	Before Distribution		1,737,750	2,271,689	2,316,473	3,265,046	
	After Distribution		1,772,150	2,360,449	2,494,241	N/A	
Non-current Liabilities			34,671	56,449	80,667	129,888	
Total Liabilities	Before Distribution		1,772,421	2,328,138	2,397,140	3,394,934	
	After Distribution		1,806,821	2,416,898	2,574,908	N/A	
Equity Attributable to Owners of the Parent		N/A	598,787	807,930	1,065,619	1,997,636	
Share Capital			172,000	253,600	296,280	339,280	
Capital Surplus			78,993	139,563	239,295	866,545	
Retained Earnings	Before Distribution		329,074	393,728	553,807	817,987	
	After Distribution		294,674	304,968	376,039	N/A	
Other Equity			18,720	21,039	(23,763)	(26,176)	
Treasury Stock			0	0	0	0	
Non-controlling Interests			0	0	0	0	
Total Equity	Before Distribution		598,787	807,930	1,065,619	1,997,636	
	After Distribution		564,387	719,170	887,851	N/A	

Note 1: Financial information from 2015 to 2017 has been audited and assured by the CPA (assets and liabilities as of December 31, 2014 were disclosed in the 2015 consolidated financial statements).
Note 2: The distribution of 2017 earnings is to be determined in the 2018 shareholders' meeting.
Note 3: Financial information as of the quarter immediately preceding the printing date of this annual report has not been audited and assured by the CPAs.

2. Parent Company Only Condensed Balance Sheet - Based on IFRS

Unit: NT\$1,000

Item \ Year		Financial Information for the Most Recent Five Years				
		2013	2014	2015	2016	2017
Current Assets			711,962	991,167	1,468,736	2,149,828
Property, Plant and Equipment			69,628	67,489	66,514	68,278
Intangible Assets			0	0	0	0
Other Assets			337,086	498,461	674,347	953,190
Total Assets			1,118,676	1,557,117	2,209,597	3,171,296
Current Liabilities	Before Distribution		485,218	692,842	1,063,311	1,043,772
	After Distribution		519,618	781,602	1,241,079	N/A
Non-current Liabilities			34,671	56,345	80,667	129,888
Total Liabilities	Before Distribution		519,889	749,187	1,143,978	1,173,660
	After Distribution		554,289	837,947	1,321,746	N/A
Equity Attributable to Owners of the Parent		N/A	598,787	807,930	1,065,619	1,997,636
Share Capital			172,000	253,600	296,280	339,280
Capital Surplus			78,993	139,563	239,295	866,545
Retained Earnings	Before Distribution		329,074	393,728	553,807	817,987
	After Distribution		294,674	304,968	376,039	N/A
Other Equity			18,720	21,039	(23,763)	(26,176)
Treasury Stock			0	0	0	0
Non-controlling Interests			0	0	0	0
Total Equity	Before Distribution		598,787	807,930	1,065,619	1,997,636
	After Distribution		564,387	719,170	887,851	N/A

Note 1: Financial information above has been audited and assured by the CPAs (assets and liabilities as of December 31, 2014 were disclosed in the 2015 consolidated financial statements).

Note 2: The distribution of 2017 earnings is to be determined in the 2018 shareholders' meeting.

3. Consolidated Condensed Balance Sheet - Based on GAAP of the R.O.C.

Unit: NT\$1,000

Item	Year	Financial Information for the Most Recent Five Years				
		2013	2014	2015	2016	2017
Current Assets			2,272,773			
Funds and Investments			0			
Fixed Assets			87,558			
Intangible Assets			5,376			
Other Assets			1,573			
Total Assets			2,367,280			
Current Liabilities	Before Distribution		1,732,370			
	After Distribution		1,766,770			
Long-term Liabilities			0			
Other Liabilities			18,911			
Total Liabilities	Before Distribution		1,751,281			
	After Distribution		1,785,681			
Share Capital		N/A	172,000	N/A	N/A	N/A
Capital Surplus			78,993			
Retained Earnings	Before Distribution		338,230			
	After Distribution		303,830			
Unrealized Gain or Loss on Financial Instruments			48			
Cumulative Translation Adjustments			28,018			
Net Loss Not Recognized as Pension Cost			(1,290)			
Total Shareholders' Equity	Before Distribution		615,999			
	After Distribution		581,599			

Note: Financial information above has been audited and assured by the CPAs. No consolidated financial statement was compiled in 2013; the balance sheets from 2015 to 2017 were compiled based on IFRS.

4. Parent Company Only Condensed Balance Sheet - Based on GAAP of the R.O.C.

Unit: NT\$1,000

Item	Year	Financial Information for the Most Recent Five Years				
		2013	2014	2015	2016	2017
Current Assets		436,830	713,961	N/A	N/A	N/A
Funds and Investments		271,782	326,429			
Fixed Assets		71,850	69,628			
Intangible Assets		4,553	4,513			
Other Assets		1,030	912			
Total Assets		786,045	1,115,443			
Current Liabilities	Before Distribution	336,164	480,533			
	After Distribution	336,164	514,933			
Long-term Liabilities		0	0			
Other Liabilities		13,431	18,912			
Total Liabilities	Before Distribution	349,595	499,445			
	After Distribution	349,595	533,845			
Share Capital		152,990	172,000			
Capital Surplus		1,052	78,993			
Retained Earnings	Before Distribution	265,321	338,229			
	After Distribution	265,321	303,829			
Unrealized Gain or Loss on Financial Instruments		60	48			
Cumulative Translation Adjustments		17,907	28,018			
Net Loss Not Recognized as Pension Cost		(880)	(1,290)			
Total Shareholders' Equity	Before Distribution	436,450	615,998			
	After Distribution	436,450	581,598			

Note: Financial information above has been audited and assured by the CPAs. The balance sheets from 2015 to 2017 were compiled based on IFRS.

(2) Condensed Statement of Comprehensive Income

1. Consolidated Condensed Statement of Comprehensive Income - Based on IFRS

Unit: NT\$1,000

Item	Year	Financial Information for the Most Recent Five Years					As of March 31, 2018
		2013	2014	2015	2016	2017	
Operating Revenue			1,629,852	2,623,617	2,651,372	3,342,542	(Note 1)
Gross Profit from Operations			262,723	399,711	588,055	997,444	
Operating Income			78,974	167,786	331,252	675,902	
Non-operating Income and Expenses			7,610	31,480	22,307	(79,191)	
Income before Tax			86,584	199,266	353,559	596,711	
Income from Continuing Operations			57,744	150,448	264,391	447,475	
Loss from Discontinued Operations			0	0	0	0	
Net Income			57,744	150,448	264,391	447,475	
Other Comprehensive Income (Income after Tax)		N/A	8,874	2,525	(47,674)	(7,940)	
Total Comprehensive Income			66,618	152,973	216,717	439,535	
Net Income Attributable to Owners of the Parent			57,744	150,488	264,391	447,475	
Net Income Attributable to Non-controlling Interests			0	0	0	0	
Comprehensive Income Attributable to Owners of the Parent			66,618	152,973	216,717	439,535	
Comprehensive Income Attributable to Non-controlling Interests			0	0	0	0	
Earnings per Share			3.57	6.62	9.83	15.07	

Note 1: Financial information from 2015 to 2017 has been audited and assured by the CPAs (assets and liabilities as of December 31, 2014 were disclosed in the 2015 consolidated financial statements). Financial information as of the quarter immediately preceding the printing date of this annual report has not been audited and assured by the CPAs.

2. Parent Company Only Condensed Statement of Comprehensive Income - Based on IFRS

Unit: NT\$1,000

Item	Year	Financial Information for the Most Recent Five Years				
		2013	2014	2015	2016	2017
Operating Revenue			1,075,490	1,407,756	1,284,689	1,466,807
Gross Profit from Operations			132,231	123,481	177,909	433,771
Operating Income			48,237	26,332	79,918	295,479
Non-operating Income and Expenses			31,221	150,860	232,865	249,294
Income before Tax			79,458	177,192	312,783	544,773
Net Income from Continuing Operation			57,744	150,448	232,865	447,475
Loss from Discontinued Operations			0	0	0	0
Net Income			57,744	150,448	232,865	447,475
Other Comprehensive Income (Income after Tax)		N/A	8,874	2,525	(47,674)	(7,940)
Total Comprehensive Income			66,618	152,973	216,717	439,535
Net Income Attributable to Owners of the Parent			57,744	150,448	264,391	447,475
Net Income Attributable to Non-controlling Interests			0	0	0	0
Comprehensive Income Attributable to Owners of the Parent			66,618	152,973	216,717	439,535
Comprehensive Income Attributable to Non-controlling Interests			0	0	0	0
Earnings per Share			3.57	6.62	9.83	15.07

Note: Financial information above has been audited and assured by the CPAs.

3. Consolidated Condensed Statement of Comprehensive Income - Based on GAAP of the R.O.C.

Unit: NT\$1,000

Item \ Year	Financial Information for the Most Recent Five Years				
	2013	2014	2015	2016	2017
Operating Revenue		1,799,860			
Gross Profit from Operations		281,257			
Operating Income		97,359			
Non-operating Income		17,992			
Non-operating Expenses		10,383			
Income before Tax from Continuing Operations		104,968			
Income from Continuing Operations	N/A	72,908	N/A	N/A	N/A
Income from Discontinued Operations		0			
Income from Extraordinary Items		0			
Cumulative Effect of Change in Accounting Principle		0			
Net Income		72,908			
Earnings per Share (NTD)		4.51			

Note: Financial information above has been audited and assured by the CPAs. No consolidated financial statement was compiled in 2013; the balance sheets from 2015 to 2017 were compiled based on IFRS.

4. Parent Company Only Condensed Statement of Comprehensive Income - Based on GAAP of the R.O.C.

Unit: NT\$1,000

Item \ Year	Financial Information for the Most Recent Five Years				
	2013	2014	2015	2016	2017
Operating Revenue	785,242	1,245,498			
Gross Profit from Operations	145,436	150,765			
Operating Income	62,101	66,621			
Non-operating Income	63,083	31,258			
Non-operating Expenses	3,031	38			
Income before Tax from Continuing Operations	122,153	97,841			
Income from Continuing Operations	99,259	72,907	N/A	N/A	N/A
Income from Discontinued Operations	0	0			
Income from Extraordinary Items	0	0			
Cumulative Effect of Change in Accounting Principle	0	0			
Net Income	99,259	72,907			
Earnings per Share (NTD)	6.49	4.24			

Note: Financial information above has been audited and assured by the CPAs. The balance sheets from 2015 to 2017 were compiled based on IFRS.

(3) Auditors' Opinions from 2013 to 2017

Year	Accounting Firm	CPA	Audit Opinion
2013	KPMG	Wu, Hui-Lan	Unqualified opinion
2014 (Parent Company Only)	KPMG	Wu, Hui-Lan	Unqualified opinion
2014 (Consolidated)	KPMG	Huang, Hai-Ning and Chang, Tzu-Hsin	Unqualified opinion
2015	KPMG	Huang, Hai-Ning and Chang, Tzu-Hsin	Unqualified opinion
2016	KPMG	Huang, Hai-Ning and Chang, Tzu-Hsin	Unqualified opinion
2017	KPMG	Huang, Hai-Ning and Chang, Tzu-Hsin	Unqualified opinion

II. Financial Analysis from 2013 to 2017

(1) Consolidated Financial Analysis - Based on IFRS

Unit: NT\$1,000

Item (Note 2)		Year	Financial Analysis for the Most Recent Five Years (Note 1)					As of March 31, 2018
			2013	2014	2015	2016	2017	
Financial Structure (%)	Debt-asset Ratio		74.75	74.24	69.23	62.96	(Note 4)	
	Ratio of Long-term Capital to Property, Plant and Equipment		723.47	1063.47	1326.00	2292.20		
Solvency (%)	Current Ratio		130.51	132.73	143.41	160.67		
	Quick Ratio		41.66	58.20	86.77	93.09		
	Interest Coverage Ratio		19601	33931	93882	50841		
Operation Ability	Receivables Turnover Rate (Times)		4.33	4.18	3.13	4.64		
	Average Collection Days		84	87	117	79		
	Inventory Turnover Rate (Times)		0.68	0.92	0.71	0.78		
	Payables Turnover Rate (Times)		1.89	2.30	2.49	2.36		
	Average Days for Sale		537	397	514	468		
	Property, Plant and Equipment Turnover Rate (Times)	N/A	18.39	31.08	31.62	37.29		
	Total Asset Turnover Rate (Times)		0.87	0.95	0.80	0.75		
Profitability	Return on Assets (%)		3.11	5.48	8.02	10.13		
	Return on Equity (%)		11.17	21.39	28.22	29.22		
	Ratio of Income before Tax to Paid-in Capital (%)		50.34	78.57	119.33	175.88		
	Net Profit Margin (%)		3.54	5.73	9.97	13.39		
	Earnings per Share (NTD)		3.57	6.62	9.83	13.19		
Cash Flow (%)	Cash Flow Ratio		Note 2	2.68	34.62	20.65		
	Cash Flow Adequacy Ratio		Note 3	Note 3	Note 3	Note 3		
	Cash Flow Reinvestment Ratio		Note 2	2.93	60.13	22.86		
Leverage	Operating Leverage		4.21	2.81	2.03	1.64		
	Financial Leverage		1.01	1.00	1.00	1.00		

Please explain the reason for changes in financial ratios in the most recent two years (exempt if deviation is within 20 %).

Increase in Ratio of Long-term Capital to Property, Plant and Equipment: The increase was mainly due to the capital increase by cash.

Decrease in Receivables Turnover Rate/Increase in Average Collection Days: The decrease was mainly due to the significant increase in revenue from sales.

Increase in Return on Assets: The increase was mainly due to the increase in net income arising from the increased sales of manufacturing process supply system and equipment with higher gross profit.

Increase in Ratio of Income before Tax to Paid-in Capital: The increase was mainly due to the increase in income before tax arising from the increased sales of manufacturing process supply system and equipment with higher gross profit.

Increase in Net Profit Margin/Earnings per Share: The increase was mainly due to the increase in income before tax arising from the increased sales of manufacturing process supply system and equipment with higher gross profit.

Decrease in Cash Flow Ratio: The decrease was mainly due to the decrease in cash flow from operating activities.

Decrease in Cash Flow Reinvestment Ratio: The decrease was mainly due to the decrease in cash flow from operating activities and the increase in working capital.

Note 1: Financial information above has been audited and assured by the CPAs.

Note 2: The net cash flow from operating activities is negative and is of no analytical significance.

Note 3: Less than five fiscal years have elapsed since the adoption of the IFRS for financial information.

Note 4: Financial information as of the quarter immediately preceding the printing date of this annual report has not been audited and assured by the CPAs.

The calculation formulas are as follows:

1. Financial Structure
 - (1) Debt-asset Ratio = Total Liabilities / Total Assets.
 - (2) Ratio of Long-term Capital to Property, Plant and Equipment = (Total Equity + Non-current Liabilities) / Net Property, Plant and Equipment.
2. Solvency
 - (1) Current Ratio = Current Assets / Current Liabilities.
 - (2) Quick Ratio = (Current Assets - Inventories - Prepaid Expenses) / Current Liabilities.
 - (3) Interest Coverage Ratio = Net Profit before Tax and Interest / Interest Expenses.
3. Operation Ability
 - (1) Receivables (including Accounts Receivable and Notes Receivable Arising from Operations) Turnover Rate = Net Sales / Average Receivables (including Accounts Receivable and Notes Receivable Arising from Operations) for Each Period.
 - (2) Average Collection Days = 365 / Receivables Turnover Rate.
 - (3) Inventory Turnover Rate = Cost of Sales / Average Inventory.
 - (4) Payables (including Accounts Payable and Notes Payable Arising from Operations) Turnover Rate = Net Sales / Average Payables (including Accounts Payable and Notes Payable Arising from Operations) for Each Period.
 - (5) Average Days for Sale = 365 / Inventory Turnover Rate.
 - (6) Property, Plant and Equipment Turnover Rate = Net Sales / Average Net Property, Plant and Equipment.
 - (7) Total Asset Turnover Rate = Net Sales / Average Total Assets.
4. Profitability
 - (1) Return on Assets = [Net Income + Interest Expenses (1- Tax Rate)] / Average Total Assets.
 - (2) Return on Equity = Net Income / Average Total Equity.
 - (3) Net Profit Margin = Net Income / Net Sales.
 - (4) Earnings per Share = (Income Attributable to Owners of the Parent – Dividends on Preferred Stock) / Weighted Average Number of Shares Issued. (Note 3)
5. Cash Flow
 - (1) Cash Flow Ratio = Net Cash Flow from Operating Activities / Current Liabilities.
 - (2) Net Cash Flow Adequacy Ratio = Net Cash Flow from Operating Activities for the Most Recent Five Years / (Capital Expenditures + Inventory Additions + Cash Dividends) for the Most Recent Five Years.
 - (3) Cash Flow Reinvestment Ratio = (Net Cash Flow from Operating Activities - Cash Dividends) / (Gross Property, Plant and Equipment + Long-term Investments + Other Non-current Assets + Working Capital). (Note 4)
6. Leverage
 - (1) Operating Leverage = (Net Operating Revenue - Variable Operating Costs and Expenses) / Operating Income. (Note 5)
 - (2) Financial Leverage = Operating Income / (Operating Income - Interest Expenses).

(2) Parent Company Only Financial Analysis - Based on IFRS

Unit: NT\$1,000

Item		Year (Note 1)	Most Recent Five-year Financial Analysis				
			2013	2014	2015	2016	2017
Financial Structure (%)	Debt-asset Ratio			46.47	48.11	51.77	37.01
	Ratio of Long-term Capital to Property, Plant and Equipment		909.77	1280.62	1723.38	3115.97	
Solvency (%)	Current Ratio		146.73	143.06	138.13	205.97	
	Quick Ratio		47.51	59.42	85.70	137.37	
	Interest Coverage Ratio		209200	30184	83066	46424	
Operation Ability	Receivables Turnover Rate (Times)		7.54	6.44	3.20	3.66	
	Average Collection Days		48	57	114	100	
	Inventory Turnover Rate (Times)		0.72	0.94	0.54	0.53	
	Payables Turnover Rate (Times)		3.21	3.18	2.58	2.12	
	Average Days for Sale		507	388	676	689	
	Property, Plant and Equipment Turnover Rate (Times)	N/A	15.20	20.53	19.17	21.76	
	Total Asset Turnover Rate (Times)		1.13	1.05	0.68	0.55	
Profitability	Return on Assets (%)		6.05	11.28	14.05	16.67	
	Return on Equity (%)		11.17	21.39	28.22	29.22	
	Ratio of Income before Tax to Paid-in Capital (%)		46.20	69.87	105.57	160.57	
	Net Profit Margin (%)		5.37	10.69	20.58	30.51	
	Earnings per Share (NTD)		3.57	6.62	9.83	15.07	
Cash Flow (%)	Cash Flow Ratio		Note 2	Note 2	24.31	18.06	
	Cash Flow Adequacy Ratio		Note 3	Note 3	Note 3	Note 3	
	Cash Flow Reinvestment Ratio		Note 2	Note 2	11.26	0.50	
Leverage	Operating Leverage		4.03	7.23	3.23	1.72	
	Financial Leverage		1.00	1.02	1.00	1.00	

Please explain the reason for changes in financial ratios in the most recent two years (exempt if deviation is within 20 %).

Decrease in Debt-asset Ratio: The increase was mainly due to the capital increase by cash.

Increase in Ratio of Long-term Capital to Property, Plant and Equipment: The increase was mainly due to the capital increase by cash.

Increase in Current Ratio/Increase in Quick Ratio: The increase was mainly due to the capital increase by cash and the growth of projects on hand. With investments in projects, the inflow of contract prices increased, resulting in the increase in cash and cash equivalents.

Decrease in Total Asset Turnover Rate: The increase was mainly due to the capital increase by cash, increase in cash and cash equivalents, increase in inventory with project investment, and growth of profit of Winmax Technology (Shanghai) Corporation, which increased investment using equity method, resulting in the significant increase in total assets.

Increase in Interest Coverage Ratio/Ratio of Income before Tax to Paid-in Capital: The increase was mainly due to the increase in income before tax.

Increase in Net Profit Margin/Earnings per Share: The increase was mainly due to the increase in net income.

Decrease in Cash Flow Ratio: The decrease was mainly due to the decrease in cash flow from operating activities.

Decrease in Cash Flow Reinvestment Ratio: The decrease was mainly due to the decrease in cash flow from operating activities and the increase in working capital.

Decrease in Operating Leverage: The decrease was mainly due to the increase in operating income arising from the increased proportion of high-margin projects completed.

Note 1: Financial information above has been audited and assured by the CPAs.

Note 2: The net cash flow from operating activities is negative and is of no analytical significance.

Note 3: Less than five fiscal years have elapsed since the adoption of the IFRS for financial information.

The calculation formulas are as follows:

1. Financial Structure
 - (1) Debt-asset Ratio = Total Liabilities / Total Assets.
 - (2) Ratio of Long-term Capital to Property, Plant and Equipment = (Total Equity + Non-current Liabilities) / Net Property, Plant and Equipment.
2. Solvency
 - (1) Current Ratio = Current Assets / Current Liabilities.
 - (2) Quick Ratio = (Current Assets - Inventories - Prepaid Expenses) / Current Liabilities.
 - (3) Interest Coverage Ratio = Net Profit before Tax and Interest / Interest Expenses.
3. Operation Ability
 - (1) Receivables (including Accounts Receivable and Notes Receivable Arising from Operations) Turnover Rate = Net Sales / Average Receivables (including Accounts Receivable and Notes Receivable Arising from Operations) for Each Period.
 - (2) Average Collection Days = 365 / Receivables Turnover Rate.
 - (3) Inventory Turnover Rate = Cost of Sales / Average Inventory.
 - (4) Payables (including Accounts Payable and Notes Payable Arising from Operations) Turnover Rate = Net Sales / Average Payables (including Accounts Payable and Notes Payable Arising from Operations) for Each Period.
 - (5) Average Days for Sale = 365 / Inventory Turnover Rate.
 - (6) Property, Plant and Equipment Turnover Rate = Net Sales / Average Net Property, Plant and Equipment.
 - (7) Total Asset Turnover Rate = Net Sales / Average Total Assets.
4. Profitability
 - (1) Return on Assets = [Net Income + Interest Expenses (1- Tax Rate)] / Average Total Assets.
 - (2) Return on Equity = Net Income / Average Total Equity.
 - (3) Net Profit Margin = Net Income / Net Sales.
 - (4) Earnings per Share = (Income Attributable to Owners of the Parent – Dividends on Preferred Stock) / Weighted Average Number of Shares Issued. (Note 3)
5. Cash Flow
 - (1) Cash Flow Ratio = Net Cash Flow from Operating Activities / Current Liabilities.
 - (2) Net Cash Flow Adequacy Ratio = Net Cash Flow from Operating Activities for the Most Recent Five Years / (Capital Expenditures + Inventory Additions + Cash Dividends) for the Most Recent Five Years.
 - (3) Cash Flow Reinvestment Ratio = (Net Cash Flow from Operating Activities - Cash Dividends) / (Gross Property, Plant and Equipment + Long-term Investments + Other Non-current Assets + Working Capital). (Note 4)
6. Leverage
 - (1) Operating Leverage = (Net Operating Revenue - Variable Operating Costs and Expenses) / Operating Income. (Note 5)
 - (2) Financial Leverage = Operating Income / (Operating Income - Interest Expenses).

(3) Consolidated Financial Analysis - Based on GAAP of the R.O.C.

Unit: NT\$1,000

Item		Year (Note 1)	Financial Analysis for the Most Recent Five Years				
			2013	2014	2015	2016	2017
Financial Structure (%)	Debt-asset Ratio			73.98			
	Ratio of Long-term Capital to Fixed Assets			725.13			
Solvency (%)	Current Ratio			131.19			
	Quick Ratio			48.11			
	Interest Coverage Ratio			23741			
Operation Ability	Receivables Turnover Rate (Times)			N/A			
	Average Collection Days			N/A			
	Inventory Turnover Rate (Times)			N/A			
	Payables Turnover Rate (Times)			N/A			
	Average Days for Sale			N/A			
	Fixed Asset Turnover Rate (Times)			N/A			
	Total Asset Turnover Rate (Times)			N/A			
Profitability	Return on Assets (%)		N/A	N/A	N/A	N/A	N/A
	Return on Shareholders' Equity (%)			N/A			
	Operating Income before Tax	Ratio to Paid-in Capital (%)		56.60			
				61.03			
	Net Profit Margin (%)			4.05			
	Earnings per Share (NTD)			4.51			
Cash Flow (%)	Cash Flow Ratio			N/A			
	Cash Flow Adequacy Ratio			N/A			
	Cash Flow Reinvestment Ratio			N/A			
Leverage	Operating Leverage			3.61			
	Financial Leverage			1.00			
Please explain the reason for changes in financial ratios in the most recent two years (exempt if deviation is within 20 %).							
N/A (no basis for comparison).							

The calculation formulas are as follows:

1. Financial Structure
 - (1) Debt-asset Ratio = Total Liabilities / Total Assets.
 - (2) Ratio of Long-term Capital to Fixed Assets = (Net Shareholders' Equity + Non-current Liabilities) / Net Fixed Assets.
2. Solvency
 - (1) Current Ratio = Current Assets / Current Liabilities.
 - (2) Quick Ratio = (Current Assets - Inventories - Prepaid Expenses) / Current Liabilities.
 - (3) Interest Coverage Ratio = Net Profit before Tax and Interest / Interest Expenses.
3. Operation Ability
 - (1) Receivables (including Accounts Receivable and Notes Receivable Arising from Operations) Turnover Rate = Net Sales / Average Receivables (including Accounts Receivable and Notes Receivable Arising from Operations) for Each Period.
 - (2) Average Collection Days = 365 / Receivables Turnover Rate.
 - (3) Inventory Turnover Rate = Cost of Sales / Average Inventory.
 - (4) Payables (including Accounts Payable and Notes Payable Arising from Operations) Turnover Rate = Net Sales / Average Payables (including Accounts Payable and Notes Payable Arising from Operations) for Each Period.
 - (5) Average Days for Sale = 365 / Inventory Turnover Rate.
 - (6) Fixed Asset Turnover Rate = Net Sales / Average Net Fixed Assets.
 - (7) Total Asset Turnover Rate = Net Sales / Average Total Assets.
4. Profitability
 - (1) Return on Assets = [Net Income + Interest Expenses (1- Tax Rate)] / Average Total Assets.
 - (2) Return on Shareholders' Equity = Net Income / Average Net Shareholder's Equity.
 - (3) Net Profit Margin = Net Income / Net Sales.
 - (4) Earnings per Share = (Net Income – Dividends on Preferred Stock) / Weighted Average Number of Shares Issued.
5. Cash Flow
 - (1) Cash Flow Ratio = Net Cash Flow from Operating Activities / Current Liabilities.
 - (2) Net Cash Flow Adequacy Ratio = Net Cash Flow from Operating Activities for the Most Recent Five Years / (Capital Expenditures + Inventory Additions + Cash Dividends) for the Most Recent Five Years.
 - (3) Cash Flow Reinvestment Ratio = (Net Cash Flow from Operating Activities – Cash Dividends) / Gross Fixed Assets + Long-Term Investments + Other Assets + Working Capital).
6. Leverage
 - (1) Operating Leverage = (Net Operating Revenue - Variable Operating Costs and Expenses) / Operating Income.
 - (2) Financial Leverage = Operating Income / (Operating Income - Interest Expenses).

(4) Parent Company Only Financial Analysis - Based on GAAP of the R.O.C.

Unit: NT\$1,000

Item		Year (Note 1)	Financial Analysis for the Most Recent Five Years				
			2013	2014	2015	2016	2017
Financial Structure (%)	Debt-asset Ratio		44.48	44.78	N/A	N/A	N/A
	Ratio of Long-term Capital to Fixed Assets		626.14	911.86			
Solvency (%)	Current Ratio		129.95	148.58			
	Quick Ratio		80.70	49.20			
	Interest Coverage Ratio		26640	254458			
Operation Ability	Receivables Turnover Rate (Times)		4.84	8.73			
	Average Collection Days		75	42			
	Inventory Turnover Rate (Times)		5.31	3.40			
	Payables Turnover Rate (Times)		2.97	3.42			
	Average Days for Sale		69	107			
	Fixed Asset Turnover Rate (Times)		10.75	17.61			
	Total Asset Turnover Rate (Times)		1.04	1.31			
Profitability	Return on Assets (%)		13.19	7.67			
	Return on Shareholders' Equity (%)		23.91	13.85			
	Operating Income	Ratio to Paid-in Capital (%)	40.59	38.73			
	Income before Tax		79.84	56.88			
	Net Profit Margin (%)		12.64	5.85			
	Earnings per Share (NTD)		6.49	4.24			
Cash Flow (%)	Cash Flow Ratio		Note 2	Note 2			
	Cash Flow Adequacy Ratio		49.19	37.72			
	Cash Flow Reinvestment Ratio		Note 2	Note 2			
Leverage	Operating Leverage		3.35	3.20			
	Financial Leverage		1.01	1.00			
Please explain the reason for changes in financial ratios in the most recent two years (exempt if deviation is within 20 %).							
N/A (no basis for comparison).							

Note 1: Financial information above has been audited and assured by the CPAs.

Note 2: The net cash flow from operating activities is negative and is of no analytical significance.

The calculation formulas are as follows:

1. Financial Structure
 - (1) Debt-asset Ratio = Total Liabilities / Total Assets.
 - (2) Ratio of Long-term Capital to Fixed Assets = (Net Shareholders' Equity + Non-current Liabilities) / Net Fixed Assets.
2. Solvency
 - (1) Current Ratio = Current Assets / Current Liabilities.
 - (2) Quick Ratio = (Current Assets - Inventories - Prepaid Expenses) / Current Liabilities.
 - (3) Interest Coverage Ratio = Net Profit before Tax and Interest / Interest Expenses.
3. Operation Ability
 - (1) Receivables (including Accounts Receivable and Notes Receivable Arising from Operations) Turnover Rate = Net Sales / Average Receivables (including Accounts Receivable and Notes Receivable Arising from Operations) for Each Period.
 - (2) Average Collection Days = 365 / Receivables Turnover Rate.
 - (3) Inventory Turnover Rate = Cost of Sales / Average Inventory.
 - (4) Payables (including Accounts Payable and Notes Payable Arising from Operations) Turnover Rate = Net Sales / Average Payables (including Accounts Payable and Notes Payable Arising from Operations) for Each Period.
 - (5) Average Days for Sale = 365 / Inventory Turnover Rate.
 - (6) Fixed Asset Turnover Rate = Net Sales / Average Net Fixed Assets.
 - (7) Total Asset Turnover Rate = Net Sales / Average Total Assets.
4. Profitability
 - (1) Return on Assets = [Net Income + Interest Expenses (1- Tax Rate)] / Average Total Assets.
 - (2) Return on Shareholders' Equity = Net Income / Average Net Shareholder's Equity.
 - (3) Net Profit Margin = Net Income / Net Sales.
 - (4) Earnings per Share = (Net Income – Dividends on Preferred Stock) / Weighted Average Number of Shares Issued.
5. Cash Flow
 - (1) Cash Flow Ratio = Net Cash Flow from Operating Activities / Current Liabilities.
 - (2) Net Cash Flow Adequacy Ratio = Net Cash Flow from Operating Activities for the Most Recent Five Years / (Capital Expenditures + Inventory Additions + Cash Dividends) for the Most Recent Five Years.
 - (3) Cash Flow Reinvestment Ratio = (Net Cash Flow from Operating Activities – Cash Dividends) / Gross Fixed Assets + Long-Term Investments + Other Assets + Working Capital).
6. Leverage
 - (1) Operating Leverage = (Net Operating Revenue - Variable Operating Costs and Expenses) / Operating Income.
 - (2) Financial Leverage = Operating Income / (Operating Income - Interest Expenses).

III. Supervisor's or Audit Committee's Review Report for the Most Recent Year

**NOVA TECHNOLOGY CORP.
Audit Committee's Review Report**

This company's 2017 financial statements have been approved by the audit committee and resolved by the board of directors. The foregoing financial statements have been audited by CPA of KPMG under commission to the board, and the auditor has issued an audit report relating to the financial statements.

This company's 2017 business report and earnings distribution proposal have been prepared and issued by the board of directors. The foregoing business report and earnings distribution proposal have been reviewed and determined to be correct and accurate by the audit committee. According to Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Law, we hereby submit this report.

2018 shareholders meeting of NOVA TECHNOLOGY CORP.

NOVA TECHNOLOGY CORP.

Chairman of the Audit Committee: Yeh, Shu

February 22, 2018

- IV.** Financial statements for the most recent year: Refer to Page 142~187.
- V.** CPA-audited and assured parent company only financial statements for the most recent year: Refer to Page 188~230.
- VI.** Impact of financial difficulties which the Company and its affiliates have incurred in 2017 and as of the printing date of this annual report: None.

Seven. Review of Financial Status and Financial Performance and Risk Management

I. Financial Status

Unit: NT\$1,000, %

Item	Year	2016	2017	Difference	
				Amount	%
Current Assets		3,321,971	5,246,107	1,924,136	57.92%
Property, Plant and Equipment		86,447	92,816	6,369	7.37%
Other Assets		54,341	53,647	(694)	(1.28%)
Total Assets		3,462,759	5,392,570	1,929,811	55.73%
Current Liabilities		2,316,473	3,265,046	948,573	40.95%
Non-current Liabilities		80,667	129,888	49,221	61.02%
Total Liabilities		2,397,140	3,394,934	997,794	41.62%
Share Capital		296,280	339,280	43,000	14.51%
Capital Surplus		239,295	866,545	627,250	262.12%
Retained Earnings		553,807	817,987	264,180	47.70%
Other Equity		(23,763)	(26,176)	(2,413)	10.15%
Total Equity		1,065,619	1,997,636	932,017	87.46%

Analysis of difference over 20% and NT\$10 million:

1. The increase in Current Assets and Total Assets was mainly due to the capital increase by cash and the issuance of shares.
2. The increase in Current Liabilities and Total Liabilities was mainly due to the increase in unearned sales revenue.
3. The increase in Capital Surplus was mainly due to the capital increase by cash and the issuance of shares.
4. The increase in Retained Earnings was mainly due to the increase in profit.
5. The increase in Total Equity was mainly due to the capital increase by cash and the increase in profit.

II. Financial Performance

Unit: NT\$1,000, %

Item	Year	2016	2017	Increase/Decrease	Difference (%)
Operating Cost		2,063,317	2,345,098	281,781	13.66%
Gross Profit from Operations		588,055	997,444	409,389	69.62%
Operating Expenses		256,803	321,542	64,739	25.21%
Operating Income		331,252	675,902	344,650	104.04%
Non-operating Income and Expenses		22,307	(79,191)	(101,498)	(455.01%)
Income before Tax		353,559	596,711	243,152	68.77%
Income Tax Expense		89,168	149,236	60,068	67.36%
Net Income		264,391	447,475	183,084	69.25%

1. Analysis of difference over 20% and NT\$10 million:

- (1) The increase in Gross Profit from Operations and Operating Income was mainly due to the increase in Gross Profit from Operations arising from the increased proportion of sales revenue with better gross margin.
 - (2) The increase in Operating Cost was mainly due to the increase in the remuneration of employees, directors, and supervisors arising from good profitability.
 - (3) The decrease in Non-operating Income and Expenses was mainly due to the exchange losses arising from the appreciation of NTD.
 - (4) The increase in Income Tax Expense was mainly due to the increase in estimated income tax expenses arising from good profitability.
 - (5) The increase in Income before Tax and Net Income was mainly due to the increase in Operating Income with Gross Profit from Operations, as described in (1).
2. Impact of sales volume forecast and the basis on Corporate Finance and Business, and Response Measures: Refer to "2. Sales Volume Forecast and the Basis" on Page 2.

III. Cash Flow

(1) Analysis of Cash Flow in 2017:

Unit: NT\$1,000, %

Item	2016	2017	Increase/Decrease
			Amount
Cash Inflow (Outflow) from Operating Activities	801,964	674,234	(127,730)
Cash Inflow (Outflow) from Investing Activities	(13,702)	(17,817)	(4,115)
Cash Inflow (Outflow) from Financing Activities	40,240	480,498	440,258
Main causes for changes in the cash flow:			
1. The decrease in cash inflow from operating activities was mainly due to the decrease in receivables from inventories and construction contracts.			
2. The increase in cash outflow from investing activities was mainly due to the increase in acquisition of property, plant and equipment.			
3. The increase in cash outflow from financing activities was mainly due to the capital increase by cash.			

(2) Remedial Actions for Liquidity Shortfall: As a result of the cash inflow from operating activities, remedial actions were not required.

(3) Analysis of Liquidity in 2018:

Unit: NT\$1,000

Cash Balance, Beginning of Year (As of December 31, 2017) (1)	Net Cash Flow from Operating Activities in 2018 (2)	Cash Inflow from Investing and Financing Activities in 2018 (3)	Cash Balance (1)+(2)+(3)	Remedial Actions for Cash Deficit	
				Investment Plans	Financing Plans
1,100,828	188,000	(356,280)	932,548	N/A	
(1) Analysis of changes in the cash flow in 2018:					
1. The increase in cash inflow from operating activities is mainly due to the increase in business growth and accounts receivable.					
2. The increase in cash inflow from investing activities is mainly due to get plant and equipment.					
3. The increase in cash inflow from financing activities is mainly due to the distribution of cash dividends from invested companies.					
(2) Remedial actions for cash deficit and liquidity analysis: N/A.					

IV. Major Capital Expenditures and Impact on Finance and Business in 2017:

As of today, the Company has no major capital expenditure or plan for major capital expenditures.

V. Investment Analysis in 2017

(1) Investment Policy:

The Company's current investment policy is based on business-related

investments. The Company does not make investments in other industries. Related departments make investments in accordance with the Regulations of Investment Cycle, the Procedures for Trading with Affiliated Companies, Specific Companies, and Related Parties, and the Procedures for Acquisition or Disposal of Assets. The aforesaid regulations or procedures are reviewed and approved by the Board of Directors and the shareholders' meeting.

(2) Main Causes for Investment Profits or Losses and Improvement Plans:

Unit: NT\$1,000

Invested Company	Investment Profits or Losses	Causes for Investment Profits or Losses	Improvement Plan
Winmax Technology (Shanghai) Corporation	254,723	Increasing sales of high-tech equipment in China	N/A
Winmega Technology Corp.	35,306	Stable profit from the agency	N/A
Suzhou Winmax Technology Corporation	933	At the beginning of its foundation, the company needs a certain period of time to adjust its operation and obtain sources of business. Currently, the company has shown a turn from loss to profit.	Based on the Company's business model, the company develops local elites, improves their know-how, and visits customers actively, resulting in an increase in customers' orders. The company expects to make a profit and lead in the industry of the region.
NTEC	3,029		

(3) Investment Plan for 2018: None.

VI. Analysis of Risk Management

(1) Impact of Changes in Interest Rates, Foreign Exchange Rates and Inflation on Corporate Finance, and Future Response Measures

1. Interest Rates

The Group's interest rates came from bank deposits and loans. In 2016 and 2017, interest income was NT\$3,028 thousand and NT\$11,555 thousand, respectively, accounting for 0.11% and 0.35% of net operating revenue, respectively; the interest expense was NT\$377 thousand and NT\$1,176 thousand respectively, accounting for 0.01% and 0.035% of net operating revenue, respectively. Overall, the proportion of interest income and interest expenses to net operating revenue was low in 2016 and 2017, so there was no significant impact of interest rates on the Group's finance and business. In case of large fluctuations in interest rates, the Group shall maintain close contact with banks to seek the most preferential interest rates of loans, while applying other financial tools appropriately based on a sound financial plan.

2. Foreign Exchange Rates:

The Group mainly operates in Taiwan and China. As most payables and receivables for export are USD-denominated, The Group adopts a natural

hedging strategy to reduce the impact of foreign exchanges on the Group's profits or losses. In 2016 and 2017, gain (loss) on foreign exchange was NT\$11,765 thousand and NT\$(88,530) thousand, respectively, accounting for 3.55% and (13.10)% of net operating income, respectively. The loss on foreign exchange in 2017 was mainly due to a higher amount of the loss on foreign exchange arising from the appreciation of both NTD and CNY as a result of serious trade deficits in the U.S. The Group's finance department collected information on exchange rates from banks and determined the foreign exchange positions held; in addition, the Group's Procedures for Acquisition or Disposal of Assets also stipulate the procedures for trading derivatives to strengthen the control over risks of forward exchange contracts that hedge the changes in foreign exchange rates.

3. Inflation:

In 2017 and as of the printing date of this annual report, there is no significant impact of inflation on the Group. In the future, the Group will maintain a good relationship with customers and suppliers, while adjusting procurement policies and sales strategies in line with fluctuations in market prices, so as to reduce the impact of fluctuation on the Group's profits or losses.

(2) Policies, Main Causes for Profits or Losses and Future Response Measures with Regard to High-risk and High-leverage Investments, Lending of Funds, Endorsements/Guarantees, and Derivatives Trading:

The Group neither invests in other high-risk industries nor makes high-leverage investments in a stable and conservative manner, so the risk is limited.

The Group has established the Procedures for Acquisition or Disposal of Assets, the Procedures for Lending Funds to Others, and Procedures for Making Endorsements/Guarantees, which stipulate high-risk and high-leverage investments, lending of funds, endorsements/guarantees, and derivatives trading between the Group and its affiliated companies. The Group and its affiliated companies lend funds to others and make endorsements/guarantees in accordance with the aforesaid procedures. In 2017 and as of the printing date of this annual report, the Group and its affiliated companies have not engaged in high-risk and high-leverage investments or derivatives trading.

(3) Future Research & Development Projects and Corresponding Budgets

The high-tech industry features the following:

1. Significant changes in prosperity, which requires competitive operating costs;
2. High risk due to a large amount of special raw materials (gas/chemicals);
3. Large consumption of water, making water recycling and effective use of water relatively important; and
4. Environmental pollution control.

In terms of research and development of manufacturing process systems and equipment, the following shall be taken into account:

1. Safety
2. Stable and reliable supply
3. User-friendly operational interfaces
4. Compact and adaptive on-site
5. Modular design that ensures scalability
6. Elasticity under uninterrupted supply

To pursue excellent innovation, the Group actively sets up the procedures for fundamental research and design management of high-tech manufacturing equipment; in addition, the Group also works with international manufacturers to develop localized recycling, waste reduction, and regeneration equipment

The Group's future research and development plans are as follows:

- a. Safety:
Research and develop new materials and equipment and strengthen manufacturing techniques to improve safety and performance of equipment.
- b. Stability:
Research and develop equipment control procedures and adjust and update control software to improve stability and performance of equipment.
- c. Compactness:
Research and develop new components and performance to improve the compactness and scalability of equipment.
- d. Accuracy:
Research more accurate processing procedures and components for chemicals of high concentrations to increase competitiveness.
- e. Energy saving:
Research energy saving and efficiency using MVR (mechanical vapor recompression) developed with the partner.
- f. Water system:
Research the use of water resources using zero discharge wastewater, reclaimed water recycling, and desalination systems developed with the international partner.

(4) Impact of Changes in Major Policies and Laws on Corporate Finance and Business, and Response Measures:

The Group paid close attention to changes in major policies and laws at home and abroad and adjusted business strategies based on market conditions to effectively control the impact on the corporate finance and business. In 2017 and as of the printing date of this annual report, there is no significant impact of major policies and laws on corporate finance and business.

(5) Impact of Changes in Technology and Industry on Corporate Finance and Business, and Response Measures:

The technology industry has actively made its presence in China and Southeast Asia. In response to the market conditions and overall operational strategies, the Group has established subsidiaries in Suzhou, Shanghai, and Singapore to expand business and services to customers and further improve the Group's overall competitiveness. Environmental protection and water resources have been of great concern in recent years. The Group has strived to work with world-renowned manufacturers to develop energy and resource equipment. In 2017 and as of the printing date of this annual report, there is no significant impact of changes in technology and industry on the corporate finance and business.

(6) Impact of Changes in Corporate Image on Corporate Risk Management, and Response Measures:

Since its foundation, the Group has offered quality equipment, system integration, and installation management according to the market trends. Upholding the business philosophy of leading technology, quality first, and comprehensive services, the Group has offered manufacturing process systems and equipment and system integration to TSMC, UMC, ASE Group, SPIL, AUO, Innolux, Corning,

SMIC, CEC, and Micron and had a fine reputation in the industry. In 2017 and as of the printing date of this annual report, there is no significant impact of changes in corporate image on the corporate risk management.

- (7) Expected Benefits from, Risks Relating to and Responses to Merger and Acquisition Plans: Currently, the Company has no merger and acquisition plan.
- (8) Expected Benefits from, Risks Relating to and Responses to Factory Expansion Plans: Currently, the Company has no factory expansion plan.
- (9) Risks Relating to and Responses to Excessive Concentration of Purchasing Sources and Customers:
The Group offers the high-tech industry manufacturing process supply systems and equipment and installation through projects, and focuses on projects with higher total prices. To control credit risks, the Group performs credit investigations when receiving orders. During manufacturing, the Group also pays close attention to customers' operation and market conditions to ensure the Group's rights and interests.
The Group purchases sources based on the needs of projects. In 2017 and as of the printing date of this annual report, there is no excessive concentration of purchasing except for projects with special functions or the purchase of large equipment requested by customers.
- (10) Impact of, Risks Relating to and Responses to Mass Transfers or Changes in Shareholding of Directors, Supervisors, or Major Shareholders with a shareholding ratio of 10% or More:
When the Company's directors dispose of the Company's shares, they shall comply with stock dispersion prescribed in laws and regulations of OTC listing; therefore, there is no significant impact of and risk relating to transfers or changes in shareholding.
- (11) Impact of, Risks Relating to and Responses to the Changes in Ownership:
In 2017 and as of the printing date of this annual report, the Company has no change in ownership.
- (12) Litigation or Non-litigation Cases:
1. For litigious or non-litigious proceedings or administrative disputes involving the Company with respect to which a judgment has become final and unappealable in the most recent two fiscal years and as of the printing date of this annual report, or for any such matter still pending, if the outcome could materially impact shareholders' equity or the prices of the Company's securities, this annual report shall list the facts of the dispute, amount of money at stake in the dispute, the date of commencement of proceedings, the main parties to the dispute, and current status of the dispute's handling.
 - (1) Litigious or non-litigious proceedings or administrative disputes involving the Company and its subsidiaries with respect to which a judgment has become final and unappealable in the most recent two fiscal years and as of the printing date of this annual report: None.
 - (2) Litigious or non-litigious proceedings or administrative disputes involving

the Company and its subsidiaries with respect to which a judgment is still pending in the most recent two fiscal years and as of the printing date of this annual report:

A. Litigation against Jing He Science Co., Ltd. (Jing He) regarding the performance of a contract:

Cause: The Company undertook the expansion of Jing He's UHP-NH3 Gas Plant on September 13, 2012. Both parties disputed over whether the installation was completed and whether additional construction was required, and Jing He refused to make payments. The said disputes required the judicial investigations, so the Company filed an action to request for payments of the construction. Contract sum: NT\$21,665,255

Start date: The Company filed a civil action against Jing He on September 16, 2013.

Progress: In trial of first instance (Case No: Taiwan Taoyuan District Court 2013 Jien-Zi No.63).

Accounting: As of the printing date of this annual report, the Company is still unable to predict the result of the judgment and damages; however, the Company has recognized the valuation allowance for the cost of construction performed according to the related accounting standards.

B. Litigation against Jing He Science Co., Ltd. (Jing He) regarding the performance of a contract:

Cause: The Company undertook the expansion of Jing He's JHS N2O&CO2 Gas Plant on October 29, 2012. Jing He terminated the contract unilaterally before completion. Both parties disputed over the percentage of completion, and Jing He refused to make payments. The said dispute required the judicial investigations, so the Company filed an action to request for payments of the construction.

Contract sum: NT\$122,090,708

Start date: The Company filed a civil action against Jing He on October 29, 2013.

Progress: In trial of first instance (Case No: Taiwan Taoyuan District Court 2013 Jien-Zi No.71).

Accounting: As of the printing date of this annual report, the Company is still unable to predict the result of the judgment and damages; however, the Company has recognized the valuation allowance for the cost of construction performed according to the related accounting standards.

2. Litigious or non-litigious proceedings or administrative disputes involving a director, a supervisor, the president, the de facto person in charge, a 10% or greater major shareholder, or a controlled company of the Company with respect to which a judgment has become final and unappealable in the most recent two fiscal years and as of the printing date of this annual report, or is still pending, and whose outcome could materially impact shareholders' equity or the prices of the Company's securities: None.
3. Any of the situations set out under Article 157 of the Securities and Exchange Act having occurred with respect to a director, a supervisor, a managerial officer, and a 10% or greater major shareholder of the Company in the most recent two

fiscal years and as of the printing date of this annual report, and the current status of the Company's handling of the matter: None.

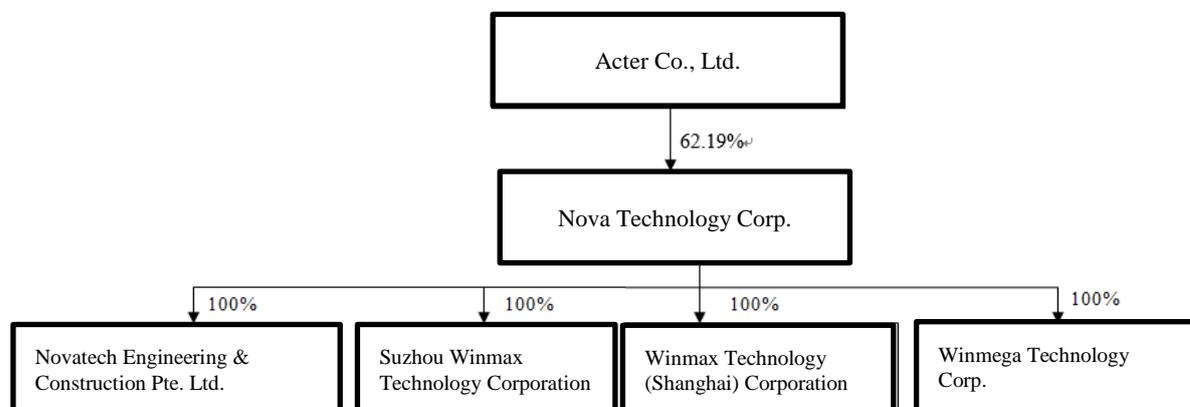
4. If a director, a supervisor, a managerial officer, and a 10% or greater major shareholder of the Company has experienced financial difficulties or loss of creditworthiness in the most recent two fiscal years and as of the printing date of this annual report, this annual report shall indicate the impact on the Company's financial status: None.

(13) Other Important Matters: None.

Eight. Review of Financial Status and Financial Performance and Risk Management

I. Affiliated Companies

(1) Organizational Chart of Affiliated Companies



(2) Affiliated Companies

As of December 31, 2017

Company	Date of Incorporation	Place of Registration	Paid-in Capital (in NT\$1,000)	Scope of Business
Acter Co., Ltd.	1979.02.19	Taichung City	471,529	Design and manufacturing of cleanrooms and manufacturing facilities in electronic, biotech, and pharmaceutical industries; integration of energy-saving MEP and HVAC systems
Winmega Technology Corp.	2014.08.05	Zhubei City, Hsinchu County	30,000	Wholesale of electronic devices and equipment
Winmax Technology (Shanghai) Corporation	2002.06.13	Shanghai Waigaoqiao	151,426 (USD4,890)	Design and production of cylinder cabinets, valve boxes and liquid conveying cabinets
Suzhou Winmax Technology Corporation	2016.04.29	Suzhou City, Jiangsu Province	32,478 (USD1,000)	Design and production of cylinder cabinets, valve boxes and liquid conveying cabinets
Novatech Engineering & Construction Pte. Ltd.	2016.06.28	Singapore	24,179 (SGD1,000)	Undertaking of chemical supply systems

(3) Roster of Directors, Supervisors, and Presidents of Affiliated Companies

As of December 31, 2017; Unit: Shares, %

Affiliated Company	Title	Name or Representative	Shareholding	
			Shares	Ratio (%)
Acter Co., Ltd.	Chairperson	Liang, Chin-Li	1,711,688	3.62%
	Director	Hu, Tai-Chen	601,401	1.27%
	Director	Kao, Hsin-Ping	1,222,662	2.59%
	Director	Yang, Chiung-Tang	861,495	1.82%
	Independent Director	Yeh, Hui-Hsin	3,000	0.01%
	Independent Director	Wang, Mao-Jung	3,000	0.01%
	Independent Director	Yang Chien	0	0.00%
	President	Liang, Chin-Li	1,711,688	3.62%
Winmega Technology Corp.	Chairperson	Nova Technology Corp. (Representative: Liang, Chin-Li)	3,000,000	100%
	Director	Nova Technology Corp. (Representative: Hsu, Chung-Cheng)		
	Director	Nova Technology Corp. (Representative: Wu, Chien-Nan)		
	Supervisor	Nova Technology Corp. (Representative: Yang, Wei-Chao)		
	President	Wu, Chien-Nan	0	0%
Winmax Technology (Shanghai) Corporation	Chairperson	Nova Technology Corp. (Representative: Hsu, Chung-Cheng) (Note 2)	Note 1	100%
	Director	Nova Technology Corp. (Representative: Ma Wei)		
	Director	Nova Technology Corp. (Representative: Chien, Chien-Chih)		
	Supervisor	Nova Technology Corp. (Representative: Liang, Chin-Li)		
	President	Hsu, Chung-Cheng (Note 3)		0%
Suzhou Winmax Technology Corporation	Chairperson	Nova Technology Corp. (Representative: Hsu, Chung-Cheng) (Note 2)	Note 1	100%
	Director	Nova Technology Corp. (Representative: Ma Wei)		
	Director	Nova Technology Corp. (Representative: Chien, Chien-Chih)		
	Supervisor	Nova Technology Corp. (Representative: Liang, Chin-Li)		
	President	Hsu, Chung-Cheng (Note 3)		0%
Novatech Engineering & Construction	Director	Nova Technology Corp. (Representative: Liang, Chin-Li)	1,000,000	100%
	Director	Nova Technology Corp.		

Pte. Ltd.		(Representative: Hsu, Chung-Cheng)		
	President	Hsu, Chung-Cheng	0	0%

Note 1: The Company is a limited company and does not issue any shares.

Note 2: Ma Wei will be appointed as the representative in February 2018.

Note 3: Chien, Chien-Chih will be appointed as the president in February 2018.

(4) Operational Highlight of Affiliated Companies

As of December 31, 2017; Unit: NT\$1,000

Enterprise	Capital	Total Assets	Total Liabilities	Net Worth	Operating Revenue	Net Operating Income	Net Income	Earnings per Share
Acter Co., Ltd.	471,529	5,492,005	1,617,712	3,872,293	3,866,236	354,695	842,154	18.17
Winmega Technology Corp.	30,000	101,969	18,192	83,777	82,248	50,108	35,306	11.77
Winmax Technology (Shanghai) Corporation	151,426	2,770,045	1,979,939	790,106	1,956,329	324,811	254,723	Note 1
Suzhou Winmax Technology Corporation	32,478	290,157	266,894	23,263	30,651	2,751	933	Note 1
NOVATECH ENGINEERING & CONSTRUCTION PTE. LTD.	24,179	34,722	13,327	21,395	46,301	2,059	3,029	Note 1

Note 1: N/A, as the company is a limited company.

- II. Status of Private Placements of Securities in 2017 and As of the Printing Date of This Annual Report: None.
- III. Status of the Company’s Shares Disposed of or Held by Subsidiaries in 2017 and As of the Printing Date of This Annual Report: None.
- IV. Other Necessary Supplements:

Implementation of commitments after Taipei Exchange listing:

OTC Commitments	Implementation of Commitments
<p>The Company has committed to adding the following provision to the Procedures for Acquisition or Disposal of Assets: “If Winmax Company and Suzhou Winmax Company hold shares, the company will lose its substantive control over Winmax Company and Suzhou Winmax Company, and it must first pass a special resolution of the board of directors of the company, and independent directors should attend and express their opinions. The contents of the resolution and the amendments to this article should be opened and public information should be entered into the major observing station information to be disclosed and a letter to the counter buying center for future reference.”</p>	<p>The Company has added Article 15 of the Procedures for Acquisition or Disposal of Assets. The amended Procedures have been approved by the Board of Directors on February 22, 2018 and will be proposed to the shareholders’ meeting on May 28, 2018 for adoption.</p>

Nine. Any Events in 2017 and As of the Printing Date of This Annual Report that Had Significant Impacts on Shareholders’ Equity or Security Prices as Stated in Subparagraph 2, Paragraph 3, Article 36 of the Securities and Exchange Act: None.

聲 明 書

本公司民國一〇六年度(自一〇六年一月一日至一〇六年十二月三十一日止)依「關係企業合併營業報告書關係企業合併財務報表及關係報告書編製準則」應納入編製關係企業合併財務報表之公司與依金融監督管理委員會認可之國際財務報導準則第十號應納入編製母子公司合併財務報告之公司均相同，且關係企業合併財務報表所應揭露相關資訊於前揭母子公司合併財務報告中均已揭露，爰不再另行編製關係企業合併財務報表。

特此聲明

公司名稱：朋億股份有限公司



董 事 長：梁進利



民國一〇七年二月二十二日



安侯建業聯合會計師事務所

KPMG

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會計師查核報告

朋億股份有限公司董事會 公鑒：

查核意見

朋億股份有限公司及其子公司(合併公司)民國一〇六年及一〇五年十二月三十一日之合併資產負債表，暨民國一〇六年及一〇五年一月一日至十二月三十一日之合併綜合損益表、合併權益變動表及合併現金流量表，以及合併財務報告附註(包括重大會計政策彙總)，業經本會計師查核竣事。

依本會計師之意見，上開合併財務報告在所有重大方面係依照證券發行人財務報告編製準則暨經金融監督管理委員會認可並發布生效之國際財務報導準則、國際會計準則、解釋及解釋公告編製，足以允當表達合併公司民國一〇六年及一〇五年十二月三十一日之合併財務狀況，暨民國一〇六年及一〇五年一月一日至十二月三十一日之合併財務績效及合併現金流量。

查核意見之基礎

本會計師係依照會計師查核簽證財務報表規則及一般公認審計準則執行查核工作。本會計師於該等準則下之責任將於會計師查核合併財務報告之責任段進一步說明。本會計師所隸屬事務所受獨立性規範之人員已依會計師職業道德規範，與合併公司保持超然獨立，並履行該規範之其他責任。本會計師相信已取得足夠及適切之查核證據，以作為表示查核意見之基礎。

關鍵查核事項

關鍵查核事項係指依本會計師之專業判斷，對合併公司民國一〇六年度合併財務報告之查核最為重要之事項。該等事項已於查核合併財務報告整體及形成查核意見之過程中予以因應，本會計師並不對該等事項單獨表示意見。本會計師判斷應溝通在查核報告上之關鍵查核事項如下：

一、工程收入之認列(含預計總成本之估計)

有關工程收入之認列(含預計總成本之估計)的會計政策請詳合併財務報告附註四(十四)收入認列；相關會計估計及假設不確定性，請詳附註五，相關說明請詳附註六(三)工程合約。

關鍵查核事項之說明：

合併公司工程收入採完工百分比法依合約期間按完工程度認列工程收入，完工程度係參照每份合約至報導期間結束日已發生之成本，且合約有重大追加減預算情事時將重新評估預估之合約總成本，並依調整後之總成本重新計算完工百分比，合併公司工程收入認列之正確性受完工程度及工程預估總成本是否適當估計而影響。因此，工程收入認列測試為本會計師執行合併公司財務報告查核重要的評估事項之一。

因應之查核程序：

本會計師對上述關鍵查核事項之主要查核程序包括：檢視重大合約，以瞭解各合約之特定條款及風險，測試營業收入及收款作業循環之相關內部控制，以確認有無重大異常；另，合約預計總成本乃為公司重要會計估計之一，本會計師每期訪談並更新公司對合約預計總成本編製與核准流程，了解管理階層做出會計估計之過程，並考量其他內部、外部以及正面、反面證據等資訊，以評估管理階層所使用之假設合理性、抽核部份工案樣本檢視預計總成本與實際結案總成本之差異原因等；另本會計師查核預計總成本之變動時，將考量管理階層估計至完工日尚待投入成本、變動對價之預期迴轉可能性等估計是否客觀及合理；同時亦將評估收入認列是否依相關規定辦理、有關合約成本之揭露項目是否允當。

二、應收帳款之評估

有關應收帳款評估之會計政策請詳合併財務報告附註四(七)金融工具；應收帳款評估會計估計及假設不確性，請詳附註五，相關說明請詳附註六(二)應收票據、帳款及催收款淨額。

關鍵查核事項之說明：

合併公司應收帳款之回收性與經濟景氣循環及客戶經營相關，管理階層針對客戶之財務狀況及歷史收款經驗等項目評估應收款項減損，故應收款項之減損損失評估存有管理階層之判斷，係本會計師執行合併公司財務報告查核重要的評估事項之一。

因應之查核程序：

本會計師對上述關鍵查核事項之主要查核程序包括：測試收款有關之設計及有效性，並檢視期後收款記錄；另針對合併公司提列備抵評價之假設進行帳齡之分析及檢視歷史收款記錄、分析產業經濟狀況及客戶信用風險集中度等資料，以評估合併公司對有關應收帳款減損之揭露項目是否允當。

三、工程損失之估列

有關工程損失之估列的會計政策請詳合併財務報告附註四(九)工程合約；相關估計及假設不確性，請詳附註五，相關說明請詳附註九重大或有負債及未認列之合約承諾(四)。



關鍵查核事項之說明：

合併公司對於任何工案，當判斷合約成本”並非很有可能回收者“，將立即認列為費用，其估列涉及管理當局主觀判斷，係本會計師執行合併公司財務報告查核重要事項之一。

因應之查核程序：

本會計師對上述關鍵查核事項之主要查核程序包括：比較過去實際發生工程損失與損失準備金額提列，評估並了解管理階層估列損失之方式，包括使用之方式、使用之資料的來源及是否有可能導致須修正會計估計之情形發生，評估是否符合會計原則及相關揭露之適當性；另，倘若案件已進入訴訟程序，成本之回收可能性有賴於未決之訴訟之結果，尚會引用有關負債準備的認列條件予以評估。

其他事項

朋億股份有限公司已編製民國一〇六年及一〇五年度之個體財務報告，並經本會計師出具無保留意見之查核報告在案，備供參考。

管理階層與治理單位對合併財務報告之責任

管理階層之責任係依照證券發行人財務報告編製準則暨經金融監督管理委員會認可並發布之國際財務報導準則、國際會計準則、解釋及解釋公告編製允當表達之合併財務報告，且維持與合併財務報告編製有關之必要內部控制，以確保合併財務報告未存有導因於舞弊或錯誤之重大不實表達。

於編製合併財務報告時，管理階層之責任亦包括評估合併公司繼續經營之能力、相關事項之揭露，以及繼續經營會計基礎之採用，除非管理階層意圖清算合併公司或停止營業，或除清算或停業外別無實際可行之其他方案。

合併公司之治理單位(含審計委員會)負有監督財務報導流程之責任。

會計師查核合併財務報告之責任

本會計師查核合併財務報告之目的，係對合併財務報告整體是否存有導因於舞弊或錯誤之重大不實表達取得合理確信，並出具查核報告。合理確信係高度確信，惟依照一般公認審計準則執行之查核工作無法保證必能偵出合併財務報告存有之重大不實表達。不實表達可能導因於舞弊或錯誤。如不實表達之個別金額或彙總數可合理預期將影響合併財務報告使用者所作之經濟決策，則被認為具有重大性。

本會計師依照一般公認審計準則查核時，運用專業判斷並保持專業上之懷疑。本會計師亦執行下列工作：

一、辨認並評估合併財務報告導因於舞弊或錯誤之重大不實表達風險；對所評估之風險設計及執行適當之因應對策；並取得足夠及適切之查核證據以作為查核意見之基礎。因舞弊可能涉及共謀、偽造、故意遺漏、不實聲明或踰越內部控制，故未偵出導因於舞弊之重大不實表達之風險高於導因於錯誤者。

- 二、對與查核攸關之內部控制取得必要之瞭解，以設計當時情況下適當之查核程序，惟其目的非對合併公司內部控制之有效性表示意見。
- 三、評估管理階層所採用會計政策之適當性，及其所作會計估計與相關揭露之合理性。
- 四、依據所取得之查核證據，對管理階層採用繼續經營會計基礎之適當性，以及使合併公司繼續經營之能力可能產生重大疑慮之事件或情況是否存在重大不確定性，作出結論。本會計師若認為該等事件或情況存在重大不確定性，則須於查核報告中提醒合併財務報告使用者注意合併財務報告之相關揭露，或於該等揭露係屬不適當時修正查核意見。本會計師之結論係以截至查核報告日所取得之查核證據為基礎。惟未來事件或情況可能導致合併公司不再具有繼續經營之能力。
- 五、評估合併財務報告(包括相關附註)之整體表達、結構及內容，以及合併財務報告是否允當表達相關交易及事件。
- 六、對於合併公司內組成個體之財務資訊取得足夠及適切之查核證據，以對合併財務報告表示意見。本會計師負責合併公司查核案件之指導、監督及執行，並負責形成合併財務報告之查核意見。

本會計師與治理單位溝通之事項，包括所規劃之查核範圍及時間，以及重大查核發現(包括於查核過程中所辨認之內部控制顯著缺失)。

本會計師亦向治理單位提供本會計師所隸屬事務所受獨立性規範之人員已遵循會計師職業道德規範中有關獨立性之聲明，並與治理單位溝通所有可能被認為會影響會計師獨立性之關係及其他事項(包括相關防護措施)。

本會計師從與治理單位溝通之事項中，決定對合併公司民國一〇六年度合併財務報告查核之關鍵查核事項。本會計師於查核報告中敘明該等事項，除非法令不允許公開揭露特定事項，或在極罕見情況下，本會計師決定不於查核報告中溝通特定事項，因可合理預期此溝通所產生之負面影響大於所增進之公眾利益。

安侯建業聯合會計師事務所

會計師：

黃海寧



張宇信



證券主管機關：金管證審字第1000011652號
核准簽證文號：金管證六字第0940100754號
民國一〇七年二月二十二日

朋億股份有限公司及其子公司
 合併資產負債表
 民國一〇六年與一〇五年十二月三十一日

單位：新台幣千元

資 產	106.12.31		105.12.31			負債及權益	106.12.31		105.12.31	
	金 額	%	金 額	%			金 額	%	金 額	%
流動資產：						流動負債：				
1100 現金及約當現金(附註六(一))	\$ 2,246,348	42	1,112,918	32	2150 應付票據	\$ 149,917	3	148,940	4	
1150 應收票據淨額(附註六(二))	81,741	2	37,869	1	2170 應付帳款	937,107	18	562,705	17	
1170 應收帳款淨額(附註六(二))	565,996	11	756,104	22	2180 應付關係人款(附註七)	2,063	-	2,203	-	
1190 應收建造合約款(附註六(三)及七)	401,156	7	59,239	2	2190 應付建造合約款(附註六(三)及七)	47,777	1	351,723	10	
1210 其他應收款－關係人(附註七)	207	-	-	-	2201 應付薪資及獎金	125,741	2	74,746	2	
1310 存貨(附註六(四))	1,634,371	30	1,096,657	32	2250 負債準備(附註六(六))	180,549	3	73,215	2	
1421 預付貨款	171,273	3	156,051	4	2311 預收貨款	1,702,275	32	1,043,268	30	
1476 其他金融資產－流動(附註八)	119,743	2	69,980	2	2399 其他應付費用及流動負債	119,617	2	59,673	2	
1479 其他流動資產	25,272	-	33,153	1		<u>3,265,046</u>	<u>61</u>	<u>2,316,473</u>	<u>67</u>	
	<u>5,246,107</u>	<u>97</u>	<u>3,321,971</u>	<u>96</u>						
非流動資產：					2570 遞延所得稅負債(附註六(八))	107,608	2	63,631	2	
1600 不動產、廠房及設備(附註六(五))	92,816	2	86,447	3	2640 淨確定福利負債－非流動(附註六(七))	22,280	-	17,036	-	
1840 遞延所得稅資產(附註六(八))	44,525	1	49,083	1		<u>129,888</u>	<u>2</u>	<u>80,667</u>	<u>2</u>	
1990 其他非流動資產(附註六(二))	9,122	-	5,258	-		<u>3,394,934</u>	<u>63</u>	<u>2,397,140</u>	<u>69</u>	
	<u>146,463</u>	<u>3</u>	<u>140,788</u>	<u>4</u>						
資產總計	\$ 5,392,570	100	3,462,759	100						
					3100 股本	339,280	6	296,280	9	
					3200 資本公積	866,545	16	239,295	7	
					3300 保留盈餘	817,987	15	553,807	16	
					3400 其他權益	(26,176)	-	(23,763)	(1)	
					權益總計	<u>1,997,636</u>	<u>37</u>	<u>1,065,619</u>	<u>31</u>	
					負債及權益總計	\$ 5,392,570	100	3,462,759	100	

董事長：梁進利



經理人：許宗政



會計主管：歐俊彥



(請詳閱後附合併財務報告附註)

朋億股份有限公司及其子公司
合併綜合損益表

民國一〇六年及一〇五年一月一日至十二月三十一日

單位：新台幣千元

	106年度		105年度	
	金額	%	金額	%
4110 營業收入(附註六(三)、(十一)及七)	\$ 3,342,542	100	2,651,372	100
5110 營業成本(附註六(三)、(四)、(七)及七)	2,345,098	70	2,063,317	78
5900 營業毛利	997,444	30	588,055	22
營業費用(附註六(七)、(十三))：				
6100 推銷費用	51,892	1	58,852	3
6200 管理費用	187,705	6	138,105	5
6300 研究發展費用	81,945	3	59,846	2
	321,542	10	256,803	10
營業淨利	675,902	20	331,252	12
營業外收入及支出：				
7020 其他利益及損失(附註六(十二))	(78,015)	(2)	22,684	1
7050 財務成本(附註六(十二))	(1,176)	-	(377)	-
	(79,191)	(2)	22,307	1
7900 稅前淨利	596,711	18	353,559	13
7950 減：所得稅費用(附註六(八))	149,236	5	89,168	3
本期淨利	447,475	13	264,391	10
8300 其他綜合損益：				
8310 不重分類至損益之項目				
8311 確定福利計畫之再衡量數(附註六(七))	(5,527)	-	(2,872)	-
8349 與不重分類之項目相關之所得稅	-	-	-	-
不重分類至損益之項目合計	(5,527)	-	(2,872)	-
8360 後續可能重分類至損益之項目				
8361 國外營運機構財務報表換算之兌換差額	(2,907)	-	(45,270)	(2)
8399 與可能重分類至損益之項目相關之所得稅(附註六(八))	494	-	468	-
後續可能重分類至損益之項目合計	(2,413)	-	(44,802)	(2)
8300 本期其他綜合損益	(7,940)	-	(47,674)	(2)
8500 本期綜合損益總額	\$ 439,535	13	216,717	8
每股盈餘(附註六(十))				
9750 基本每股盈餘(單位：新台幣元)	\$ 15.07		9.83	
9850 稀釋每股盈餘(單位：新台幣元)	\$ 14.99		9.74	

(請詳閱後附合併財務報告附註)

董事長：梁進利



經理人：許宗政



會計主管：歐俊彥





朋億股份有限公司及其子公司
 合併權益變動表
 民國一〇六年及一〇五年一月一日至十二月三十一日

單位：新台幣千元

	普通股 股本	資本公積	保留盈餘			合計	國外營運機 構財務報表 換算之兌換	權益總額
			法定盈 餘公積	特別盈 餘公積	未分配 盈餘		差額	
民國一〇五年一月一日餘額	\$ 253,600	139,563	84,218	9,241	300,269	393,728	21,039	807,930
本期淨利	-	-	-	-	264,391	264,391	-	264,391
本期其他綜合損益	-	-	-	-	(2,872)	(2,872)	(44,802)	(47,674)
本期綜合損益總額	-	-	-	-	261,519	261,519	(44,802)	216,717
盈餘指撥及分配：								
提列法定盈餘公積	-	-	15,044	-	(15,044)	-	-	-
普通股現金股利	-	-	-	-	(88,760)	(88,760)	-	(88,760)
普通股股票股利	12,680	-	-	-	(12,680)	(12,680)	-	-
現金增資	30,000	99,000	-	-	-	-	-	129,000
現金增資保留員工認購之酬勞成本	-	732	-	-	-	-	-	732
民國一〇五年十二月三十一日餘額	296,280	239,295	99,262	9,241	445,304	553,807	(23,763)	1,065,619
本期淨利	-	-	-	-	447,475	447,475	-	447,475
本期其他綜合損益	-	-	-	-	(5,527)	(5,527)	(2,413)	(7,940)
本期綜合損益總額	-	-	-	-	441,948	441,948	(2,413)	439,535
盈餘指撥及分配：								
提列法定盈餘公積	-	-	26,439	-	(26,439)	-	-	-
提列特別盈餘公積	-	-	-	23,763	(23,763)	-	-	-
普通股現金股利	-	-	-	-	(177,768)	(177,768)	-	(177,768)
現金增資	43,000	615,266	-	-	-	-	-	658,266
現金增資保留員工認購之酬勞成本	-	11,984	-	-	-	-	-	11,984
民國一〇六年十二月三十一日餘額	\$ 339,280	866,545	125,701	33,004	659,282	817,987	(26,176)	1,997,636

(請詳閱後附合併財務報告附註)

董事長：梁進利



經理人：許宗政



會計主管：歐俊彥



朋億股份有限公司及其子公司

合併現金流量表

民國一〇六年及一〇五年一月一日至十二月三十一日

單位：新台幣千元

	106年度	105年度
營業活動之現金流量：		
本期稅前淨利	\$ 596,711	353,559
調整項目：		
不影響現金流量之收益費損項目		
折舊費用	6,671	5,920
提列呆帳損失(迴升利益)	(12,060)	10,348
利息費用	1,176	377
利息收入	(11,555)	(3,028)
股份基礎給付酬勞成本	11,984	732
提列存貨跌價及呆滯損失	2,414	9,356
其他	460	(137)
不影響現金流量之收益費損項目合計	(910)	23,568
與營業活動相關之資產/負債變動數：		
與營業活動相關之資產淨變動：		
應收票據及帳款	159,015	79,900
應收帳款－關係人	-	18,475
應收建造合約款	(341,917)	505,165
存貨	(540,099)	(37,191)
其他流動資產	(57,311)	(93,060)
	(780,312)	473,289
與營業活動相關之負債淨變動：		
應付票據及帳款	375,379	(227,959)
應付關係人款	(140)	1,584
應付建造合約款	(303,946)	164,625
預收貨款	659,007	30,473
應付費用及其他流動負債	197,094	54,661
	927,394	23,384
調整項目合計	146,172	520,241
營運產生之現金流入	742,883	873,800
收取之利息	11,555	3,028
支付之利息	(1,182)	(372)
支付之所得稅	(79,022)	(74,492)
營業活動之淨現金流入	674,234	801,964
投資活動之現金流量：		
取得不動產、廠房及設備	(14,103)	(12,764)
處分不動產、廠房及設備價款	150	-
其他非流動資產增加	(3,864)	(938)
投資活動之淨現金流出	(17,817)	(13,702)
籌資活動之現金流量：		
發放現金股利	(177,768)	(88,760)
現金增資	658,266	129,000
籌資活動之淨現金流入	480,498	40,240
匯率變動之影響	(3,485)	(31,667)
本期現金及約當現金增加數	1,133,430	796,835
期初現金及約當現金餘額	1,112,918	316,083
期末現金及約當現金餘額	\$ 2,246,348	1,112,918

(請詳閱後附合併財務報告附註)

董事長：梁進利



經理人：許宗政



會計主管：歐俊彥



朋億股份有限公司及其子公司
合併財務報告附註
民國一〇六年及一〇五年十二月三十一日
(除另有註明者外，所有金額均以新台幣千元為單位)

一、公司沿革

朋億股份有限公司(以下稱本公司)於民國八十六年六月十三日奉經濟部核准設立，註冊地址為新竹縣竹北市嘉豐南路二段76號10樓之1。本公司及本公司之子公司(以下併稱「合併公司」)。主要經營之業務為各種電子、電腦零配件、儀器設備、化學材料、氣體零配件等進出口買賣及管線裝配、維修工程等業務。

本公司之股票經財團法人中華民國證券櫃檯買賣中心准予辦理上櫃交易，於民國一〇六年十二月二十八日起上櫃掛牌買賣，並自同日起終止興櫃買賣。

二、通過財務報告之日期及程序

本合併財務報告已於民國一〇七年二月二十二日經董事會通過後發佈。

三、新發布及修訂準則及解釋之適用

(一)已採用金融監督管理委員會認可之新發布及修訂後準則及解釋之影響

合併公司自民國一〇六年起全面採用經金融監督管理委員會(以下簡稱金管會)認可並於民國一〇六年生效之國際財務報導準則編製個體財務報告，相關新發布、修正及修訂之準則及解釋彙列如下：

新發布／修正／修訂準則及解釋	國際會計準則理事會發布之生效日
國際財務報導準則第 10 號、國際財務報導準則第 12 號及國際會計準則第 28 號之修正「投資個體：適用合併報表例外規定」	105 年 1 月 1 日
國際財務報導準則第 11 號之修正「取得聯合營運權益之會計處理」	105 年 1 月 1 日
國際財務報導準則第 14 號「管制遞延帳戶」	105 年 1 月 1 日
國際會計準則第 1 號之修正「揭露倡議」	105 年 1 月 1 日
國際會計準則第 16 號及國際會計準則第 38 號之修正「可接受之折舊及攤銷方法之闡釋」	105 年 1 月 1 日
國際會計準則第 16 號及國際會計準則第 41 號之修正「農業：生產性植物」	105 年 1 月 1 日
國際會計準則第 19 號之修正「確定福利計畫：員工提撥」	103 年 7 月 1 日
國際會計準則第 27 號之修正「單獨財務報表之權益法」	105 年 1 月 1 日
國際會計準則第 36 號之修正「非金融資產可回收金額之揭露」	103 年 1 月 1 日

朋億股份有限公司及其子公司合併財務報告附註(續)

新發布／修正／修訂準則及解釋	國際會計準則理事會發布之生效日
國際會計準則第 39 號之修正「衍生工具之約務更替與避險會計之持續適用」	103 年 1 月 1 日
2010-2012 及 2011-2013 週期之年度改善	103 年 7 月 1 日
2012-2014 年國際財務報導年度改善	105 年 1 月 1 日
國際財務報導解釋第 21 號「公課」	103 年 1 月 1 日

適用上述新認可之國際財務報導準則將不致對合併財務報告造成重大變動。

(二)尚未採用金管會認可之國際財務報導準則之影響

依據金管會民國一〇六年七月十四日金管證審字第1060025773號令，公開發行以上公司應自民國一〇七年起全面採用經金管會認可並於民國一〇七年生效之國際財務報導準則。相關新發布、修正及修訂之準則及解釋彙列如下：

新發布／修正／修訂準則及解釋	國際會計準則理事會發布之生效日
國際財務報導準則第 2 號之修正「股份基礎給付交易之分類及衡量」	107 年 1 月 1 日
國際財務報導準則第 4 號之修正「於國際財務報導準則第 4 號『保險合約』下國際財務報導準則第 9 號『金融工具』之適用」	107 年 1 月 1 日
國際財務報導準則第 9 號「金融工具」	107 年 1 月 1 日
國際財務報導準則第 15 號「客戶合約之收入」	107 年 1 月 1 日
國際會計準則第 7 號之修正「揭露倡議」	106 年 1 月 1 日
國際會計準則第 12 號之修正「未實現損失之遞延所得稅資產之認列」	106 年 1 月 1 日
國際會計準則第 40 號之修正「投資性不動產之轉換」	107 年 1 月 1 日
國際財務報導準則 2014-2016 週期之年度改善：	
國際財務報導準則第 12 號之修正	106 年 1 月 1 日
國際財務報導準則第 1 號之修正及國際會計準則第 28 號之修正	107 年 1 月 1 日
國際財務報導解釋第 22 號「外幣交易及預收(付)對價」	107 年 1 月 1 日

朋億股份有限公司及其子公司合併財務報告附註(續)

除下列項目外，適用上述新認可之國際財務報導準則將不致對合併財務報告造成重大影響：

1. 國際財務報導準則第九號「金融工具」

該準則將取代國際會計準則第三十九號「金融工具：認列與衡量」，修正金融工具之分類與衡量、減損及避險會計。

(1) 金融資產之分類及衡量

該準則包含金融資產之新分類及衡量方法，其反映管理該金融資產之經營模式及現金流量特性。該準則主要將金融資產分類為按攤銷後成本衡量、透過其他綜合損益按公允價值衡量及透過損益按公允價值衡量三類，並刪除現行準則下持有至到期日、放款及應收款及備供出售金融資產之分類。依該準則，混合合約包含之主契約若屬該準則範圍內之金融資產，則不拆分嵌入之衍生工具，而係評估整體混合金融工具之分類。另國際會計準則第三十九號對於不具活絡市場報價且公允價值因而無法可靠衡量之無報價權益工具投資（及此類工具之衍生工具）之衡量規定具有一項例外，此類金融工具係按成本衡量；國際財務報導準則第九號刪除該項例外，規定所有權益工具（及其衍生工具）應按公允價值衡量。

合併公司評估認為若適用新分類規定，將不會對應收帳款、債務工具投資及以公允價值為基礎管理之權益工具投資之會計處理造成重大影響。

(2) 金融資產及合約資產之減損

該準則以前瞻性之預期信用損失模式取代現行國際會計準則第三十九號已發生減損損失模式，預期信用損失係以機率加權為基礎決定，經濟因素改變如何影響該損失需要相當的判斷。

預期信用損失模式適用於按攤銷後成本衡量、透過其他綜合損益按公允價值衡量之金融資產（除權益工具投資外）及合約資產。

國際財務報導準則第九號下，係依下列基礎衡量金融資產之減損損失：

- 十二個月預期信用損失：金融工具於報導日後十二個月內可能違約事項所產生之預期信用損失；及
- 存續期間預期信用損失：金融工具預期存續期間所有可能違約事項產生之預期信用損失。

若金融工具自原始認列後信用風險已顯著增加，則適用存續期間預期信用損失衡量減損；若未顯著增加，則適用十二個月預期信用損失衡量減損。企業若判定金融工具於報導日之信用風險低，得假設該金融資產自原始認列後信用風險未顯著增加，然而，不具重大財務組成部分之應收帳款及合約資產，係按存續期間預期信用損失方法衡量；企業亦得作會計政策選擇，按存續期間預期信用損失衡量具重大財務組成部分之應收帳款和合約資產。

朋億股份有限公司及其子公司合併財務報告附註(續)

合併公司認為屬國際財務報導準則第九號減損模式範圍內之資產，減損損失可能會增加且變得更加波動，合併公司預估適用國際財務報導準則第九號減損規定將不會產生重大影響。

(3)揭露

該準則包含大量之新揭露規定，尤其有關避險會計、信用風險及預期信用損失之揭露。合併公司初步評估包括從現有內部流程分析資料有差異之處，及規劃對系統及內部控制進行修改以擷取所需資料。

(4)過渡處理

除下列項目外，通常係追溯適用國際財務報導準則第九號：

- 合併公司預計採用分類及衡量（包括減損）改變之豁免，無須重編以前期間之比較資訊。因採用該準則造成金融資產及金融負債帳面金額之差額，通常將調整民國一〇七年一月一日之保留盈餘及其他權益項目。
- 新避險會計原則上應推延調整。然而，合併公司選擇追溯調整遠期外匯合約遠期部分公允價值變動。
- 下列事項係以初次適用日存在之事實及情況為基礎評估：
 - 判定金融資產係以何種經營模式持有。
 - 先前指定為透過損益按公允價值衡量之金融資產及金融負債之指定及撤銷。
 - 部分非持有供交易之權益工具投資作透過其他綜合損益按公允價值衡量之指定。

2.國際財務報導準則第十五號「客戶合約之收入」

該準則將取代現行國際會計準則第十八號「收入」及國際會計準則第十一號「建造合約」以及其他收入相關的解釋，以單一分析模型按五個步驟決定企業認列收入之方法、時點及金額。

(1)銷售商品

針對設備之製造銷售，由於合約存有驗收條款，現行係於設備交付至客戶場址，完成安裝並取得客戶最終驗收許可時認列收入，且相關所有權之重大風險及報酬已移轉予客戶。於該時點認列收入，係因該時點收入及成本能可靠衡量、對價很有可能收回，且不再繼續參與對商品之管理。國際財務報導準則第十五號下，將於客戶取得對產品之控制時認列收入。由於部分設備銷售係依客戶要求規格接單式製造，客戶可控制所有尚在生產中之在製品，在此情況下，合併公司依國際財務報導準則第十五號評估將於生產該等產品之過程時認列收入，此將導致該等合約之收入及相關成本早於現行之認列時點，意即早於設備完成安裝並取得客戶最終驗收許可之時。

朋億股份有限公司及其子公司合併財務報告附註(續)

(2)保固

合併公司依不同工程專案別提供十二個月至二十四個月不等之保固服務，現行係根據產品維修或更換機率估計保固負債準備。國際財務報導準則第十五號下，將保固區分為保證類型之保固及勞務類型之保固，若為勞務類型保固須視為一履約義務處理。合併公司分析工程合約內容係提供與所協議規格相符之保證類型保固，故預期不會對本合併財務報告造成重大影響。

(3)佣金

合併公司依現行準則判斷所收取之佣金於部分交易中係作為代理人而非主理人。國際財務報導準則第十五號下，將以合併公司於特定商品移轉予最終客戶前是否控制該商品為基礎評估，而非以是否暴露於與銷售商品有關之所有權重大風險及報酬評估。合併公司初步評估前述交易，預期不會對本合併財務報告造成重大影響。

(4)建造合約

現行合約收入係於很有可能產生收入且能可靠衡量之範圍內加以認列，包括合約中同意之原始金額，加計與合約相關之任何變更、請求補償及獎勵給付等。於認列求償及變更時，係修正合約完成程度或合約價款，並於每一報導日以累積基礎重評估合約之狀況。國際財務報導準則第十五號下，係於合約之求償及變更已核准時依合約修改處理。合併公司評估前述合約修改，預期不會對本合併財務報告造成重大影響。

(5)過渡處理

合併公司預計依累積影響數法適用國際財務報導準則第十五號，因此，無須重編以前期間之比較資訊，初次適用該準則之累積影響數將調整民國一〇七年一月一日之保留盈餘。合併公司預計就已完成合約採用實務權宜作法，意即初次適用日（民國一〇七年一月一日）之已完成合約將不予重述。

合併公司預估上述差異可能使民國一〇七年一月一日合約資產增加105,128千元、存貨減少1,395,932千元、遞延所得稅資產減少13,791千元、預收貨款減少1,692,252千元、合約負債增加283,457千元、保留盈餘增加104,200千元。有關上述累積影響數之相關所得稅影響數，因目前尚無法確定我國所得稅申報方式，致無法可靠估計，因此並未予以考慮。

3.國際會計準則第七號之修正「揭露倡議」

修正條文規定企業應提供揭露俾使財務報表使用者能評估來自籌資活動之負債之變動，包括來自現金流量之變動及非現金之變動。

合併公司預計提供來自籌資活動之負債之期初與期末餘額間之調節，以符合上述新增規定。

朋億股份有限公司及其子公司合併財務報告附註(續)

4. 國際會計準則第十二號之修正「未實現損失之遞延所得稅資產之認列」

修正條文闡明符合特定條件之情況下，將對未實現損失認列遞延所得稅資產，並釐清「未來課稅所得」之計算方式。

合併公司預估上述修正不會對本合併財務報告產生重大影響。

惟上述採用新公報之預估影響情形可能因將來環境或情況而有所變更。

(三) 金管會尚未認可之新發布及修訂準則及解釋

下表彙列國際會計準則理事會(以下簡稱理事會)已發布及修訂但尚未經金管會認可之準則及解釋。

新發布／修正／修訂準則及解釋	理事會發布 之生效日
國際財務報導準則第 10 號及國際會計準則第 28 號之修正「投資者與其關聯企業或合資間之資產出售或投入」	尚待理事會決定
國際財務報導準則第 16 號「租賃」	108 年 1 月 1 日
國際財務報導準則第 17 號「保險合約」	110 年 1 月 1 日
國際財務報導解釋第 23 號「具不確定性之所得稅處理」	108 年 1 月 1 日
國際財務報導準則第 9 號之修正「具負補償之提前還款特性」	108 年 1 月 1 日
國際會計準則第 28 號之修正「對關聯企業及合資之長期權益」	108 年 1 月 1 日
國際財務報導準則 2015-2017 週期之年度改善	108 年 1 月 1 日

對合併公司可能攸關者如下：

發布日	新發布或修訂準則	主要修訂內容
105.1.13	國際財務報導準則第 16 號「租賃」	<p>新準則將租賃之會計處理修正如下：</p> <ul style="list-style-type: none"> • 承租人所簽訂符合租賃定義之所有合約均應於資產負債表認列使用權資產及租賃負債。租賃期間內租賃費用則係以使用權資產折舊金額加計租賃負債之利息攤提金額衡量。 • 出租人所簽訂符合租賃定義之合約則應分類為營業租賃及融資租賃，其會計處理與國際會計準則第 17 號「租賃」類似。

合併公司現正持續評估上述準則及解釋對合併公司財務狀況與經營結果之影響，相關影響待評估完成時予以揭露。

朋億股份有限公司及其子公司合併財務報告附註(續)

四、重大會計政策之彙總說明

本合併財務報告所採用之重大會計政策彙總說明如下。除另有說明者外，下列會計政策已一致適用於本合併財務報告之所有表達期間。

(一) 遵循聲明

本合併財務報告係依照證券發行人財務報告編製準則(以下簡稱「編製準則」)及金融監督管理委員會認可並發布生效之國際財務報導準則、國際會計準則、解釋及解釋公告(以下簡稱「金管會認可之國際財務報導準則」)編製。

(二) 編製基礎

1. 衡量基礎

除淨確定福利負債(或資產)係以退休基金資產之公允價值減除確定福利義務現值之淨額認列外，本合併財務報告係依歷史成本為基礎編製。

2. 功能性貨幣及表達貨幣

合併公司每一個體均係以各營運所處主要環境之貨幣為其功能性貨幣。本合併財務報告係以本公司之功能性貨幣新台幣表達。所有以新台幣表達之財務資訊均以新台幣千元為單位。

(三) 合併基礎

1. 合併財務報告編製原則

合併財務報告之編製主體包含本公司及本公司之子公司。

自取得子公司控制力之日起，開始將其財務報告納入合併財務報告，直至不再具有控制力之日為止。

合併公司間之交易、餘額及任何未實現收益與費用，於編製合併財務報告時均已消除。

子公司之財務報告業已適當調整，俾使其會計政策與合併公司所使用之會計政策一致。

2. 列入本合併財務報告之子公司包含：

投資公司名稱	子公司名稱	業務性質	所持股權百分比	
			106.12.31	105.12.31
本公司	冠禮控制科技(上海)有限公司(冠禮)	自動化供應系統業務之承攬設計、生產氣瓶櫃、閥門箱及液體輸送櫃公司	100%	100%
本公司	寶韻科技股份有限公司(寶韻)	電子器材、設備批發、化工機械批發公司	100%	100%
本公司	Novatech Engineering & Construction Pte. Ltd	化學供應系統業務之承攬	100%	100%

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3.未列入合併財務報告之子公司：無。

(四)外幣

1.外幣交易

外幣交易依交易日之匯率換算為功能性貨幣。報導期間結束日(以下稱報導日)之外幣貨幣性項目依當日之匯率換算為功能性貨幣，其兌換損益係指期初以功能性貨幣計價之攤銷後成本，調整當期之有效利息及付款後之金額，與依外幣計價之攤銷後成本按報導日匯率換算金額間之差異。以公允價值衡量之外幣非貨幣性項目依衡量公允價值當日之匯率重新換算為功能性貨幣，以歷史成本衡量之外幣非貨幣性項目則依交易日之匯率換算。除非貨幣性之備供出售權益工具換算所產生之外幣兌換差異認列於其他綜合損益外，其餘係認列為損益。

2.國外營運機構

國外營運機構之資產及負債係依報導日之匯率換算為新台幣(本合併財務報告之表達貨幣)；收益及費損項目係依當期平均匯率換算為新台幣，所產生之兌換差額均認列為其他綜合損益。

(五)資產與負債區分流動與非流動之分類標準

與工程合約有關之資產及負債係以一個營業週期(通常為一年至二年)做為劃分流動或非流動之標準，其餘資產及負債以下列分類標準區分：

- 1.符合下列條件之一之資產列為流動資產，非屬流動資產之所有其他資產則列為非流動資產：
 - (1)預期將於合併公司正常營業週期中實現或意圖將其出售或消耗者；
 - (2)主要為交易目的而持有該資產；
 - (3)預期於報導期間後十二個月內實現該資產；或
 - (4)該資產為現金或約當現金，但於報導期間後至少十二個月將該資產交換或用以清償負債受到其他限制者除外。
- 2.符合下列條件之一之負債列為流動負債，非屬流動負債之所有其他負債則列為非流動負債：
 - (1)預期將於合併公司正常營業週期中清償該負債；
 - (2)主要為交易目的而持有該負債；
 - (3)預期將於報導期間後十二個月內到期清償該負債；或
 - (4)未具無條件將清償期限遞延至報導期間後至少十二個月之權利之負債。負債之條款，可能依交易對方之選擇，以發行權益工具而導致其清償者，並不影響其分類。

朋億股份有限公司及其子公司合併財務報告附註(續)

(六)現金及約當現金

現金包括庫存現金、活期存款及支票存款。約當現金係指可隨時轉換成定額現金且價值變動風險甚小之短期並具高流動性之投資。定期存款符合前述定義且持有目的係滿足短期現金承諾而非投資或其他目的者，列報於約當現金。

(七)金融工具

金融資產與金融負債係於合併公司成為該金融工具合約條款之一方時認列。

1.金融資產

合併公司之金融資產為應收款。

(1)應收款

應收款係無活絡市場公開報價，且具固定或可決定付款金額之金融資產，包括應收款項及其他應收款。原始認列時按公允價值加計直接可歸屬之交易成本認列，後續評價採有效利率法以攤銷後成本減除減損損失衡量，惟短期應收款項之利息認列不具重大性之情況除外。依交易慣例購買或出售金融資產時，採用交易日會計處理。

利息收入係列報於營業外收入及支出項下。

(2)金融資產減損

非透過損益按公允價值衡量之金融資產，於每一報導日評估減損。當有客觀證據顯示，因金融資產原始認列後發生之單一或多項事件，致使該資產之估計未來現金流量受損失者，該金融資產即已發生減損。

金融資產減損之客觀證據包括發行人或債務人之重大財務困難、違約(如利息或本金支付之延滯或不償付)、債務人將進入破產或其他財務重整之可能性大增，及由於財務困難而使該金融資產之活絡市場消失等。

針對應收帳款個別評估未有減損後，另再以組合基礎評估減損。應收款組合之客觀減損證據可能包含合併公司過去收款經驗、該組合超過平均授信期間之延遲付款增加情況，以及與應收款拖欠有關之全國性或區域性經濟情勢變化。

所有金融資產之減損損失係直接自金融資產之帳面金額中扣除，惟應收帳款係藉由備抵帳戶調降其帳面金額。當判斷應收帳款無法收回時，係沖銷備抵帳戶。原先已沖銷而後續收回之款項則貸記備抵帳戶。備抵帳戶帳面金額之變動認列於損益。

應收款之減損損失及迴升係列報於營業費用項下；其餘金融資產之減損損失及迴升係列報於營業外收入及支出項下。

(3)金融資產之除列

合併公司僅於對來自該資產現金流量之合約權利終止，或已移轉金融資產且該資產所有權幾乎所有之風險及報酬已移轉予其他企業時，始將金融資產除列。

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2.金融負債及權益工具

(1)負債或權益之分類

合併公司發行之債務及權益工具係依據合約協議之實質與金融負債及權益工具之定義分類為金融負債或權益。

權益工具係指表彰合併公司於資產減除其所有負債後剩餘權益之任何合約。合併公司發行之權益工具係以取得之價款扣除直接發行成本後之金額認列。

(2)其他金融負債

金融負債非屬持有供交易且未指定為透過損益按公允價值衡量者(包括短期借款、應付帳款及其他應付款)，原始認列時係按公允價值加計直接可歸屬之交易成本衡量；後續評價採有效利率法以攤銷後成本衡量。

(3)金融負債之除列

合併公司係於合約義務已履行、取消或到期時，除列金融負債。

除列金融負債時，其帳面金額與所支付或應支付對價總額(包含任何所移轉之非現金資產或承擔之負債)間之差額認列為損益，並列報於營業外收入及支出項下。

(4)金融資產及負債之互抵

金融資產及金融負債僅於合併公司有法定權利進行互抵及有意圖以淨額交割或同時變現資產及清償負債時，方予以互抵並以淨額表達於資產負債表。

(八)存貨

存貨係以成本與淨變現價值孰低衡量。成本包括使其達可供使用的地點及狀態所發生之必要支出，並採加權平均法計算。淨變現價值係指正常營業下之估計售價減除至完工尚需投入之成本及銷售費用為計算基礎。

(九)工程合約

工程合約指截至報導日止按已執行之合約工作，預期可向客戶收取惟尚未開立帳單之總金額。依成本加計截至報導日止已認列之利潤(請詳附註六(三))，減除已按進度開立之帳單及已認列之損失後之金額衡量。成本包含所有與特定專案直接相關之支出，及依正常產能為基礎分攤因合約活動產生之固定與變動製造費用。

若已投入成本加計應認列利潤超過工程進度請款，工程合約於資產負債表係表達為應收建造合約款。若工程進度請款大於已發生成本加計應認列利潤，則該差異於資產負債表表達為應付建造合約款。

合約成本並非很有可能回收者應立即認列為費用；當已發生之合約成本其回收性並非很有可能，則合約成本將立即認列為費用，包括：

- 1.合約無法完全執行，亦即其正當性極有問題；
- 2.合約之完成有賴於未決訴訟或立法之結果；

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- 3.合約與可能被徵收或沒收之財產有關；
- 4.客戶無法履行其義務之合約；
- 5.承包商不能完成合約或不能履行其合約義務之合約。

(十)不動產、廠房及設備

1.認列與衡量

不動產、廠房及設備之認列及衡量係採成本模式，依成本減除累計折舊與累計減損後之金額衡量。成本包含可直接歸屬於取得資產之支出，任何其他使資產達預計用途之可使用狀態的可歸屬成本、拆卸與移除該項目及復原所在地之成本。

當不動產、廠房及設備包含不同組成部分，且相對於該項目之總成本若屬重大而採用不同之折舊率或折舊方法較為合宜時，則視為不動產、廠房及設備之單獨項目(主要組成部分)處理。

不動產、廠房及設備之處分損益以淨額認列於營業外收入及支出項下。

2.後續成本

若不動產、廠房及設備項目後續支出所預期產生之未來經濟效益很有可能流入合併公司，且其金額能可靠衡量，則該支出予以資本化；日常維修成本於發生時認列為損益。

3.折 舊

折舊係依資產成本減除殘值後按估計耐用年限採直線法計提，並依資產之各別重大組成部分評估，若一組成部分之耐用年限不同於資產之其他部分，則此組成部分應單獨提列折舊。折舊之提列認列為損益。

土地無須提列折舊。

當期及比較期間之估計耐用年限如下：

- (1)房屋及建築物：40年
- (2)建築物改良：5~10年
- (3)其他設備：3~5年

折舊方法、耐用年限及殘值係於每個財務年度結束日加以檢視，若預期值與先前之估計不同時，於必要時適當調整，該變動按會計估計變動規定處理。

(十一)無形資產

研究階段係指預期為獲取及瞭解嶄新的科學或技術知識而進行之活動，相關支出於發生時認列於損益。

發展階段之支出於同時符合下列所有條件時，認列為無形資產；未同時符合者，於發生時即認列於損益：

- 1.完成無形資產之技術可行性已達成，將使該無形資產將可供使用或出售。
- 2.意圖完成該無形資產，並加以使用或出售。

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- 3.有能力使用或出售該無形資產。
- 4.無形資產將很有可能產生未來經濟效益。
- 5.具充足之技術、財務及其他資源，以完成此項發展，並使用或出售該無形資產。
- 6.歸屬於該無形資產發展階段之支出能可靠衡量。

每年至少於財務年度結束日時檢視無形資產之殘值、攤銷期間及攤銷方法，若有變動，視為會計估計變動。

(十二)非金融資產減損

針對存貨及遞延所得稅資產以外之非金融資產，合併公司於每一報導期間結束日評估是否發生減損，並就有減損跡象之資產估計其可回收金額。並就可回收金額低於帳面價值之資產，認列減損損失。商譽以外之資產，於以前年度所認列之累積減損損失，嗣後若已不存在或減少，即予迴轉，增加資產帳面價值至可回收金額，惟不超過資產在未認列減損損失下，減除應提列折舊或攤銷之數。商譽所屬現金產生單位，則每年定期進行減損測試，並就可回收金額低於帳面金額之部分，認列減損損失。

(十三)負債準備

負債準備之認列係因過去事件而負有現時義務，使合併公司未來很有可能需要流出具經濟效益之資源以清償該義務，且該義務之金額能可靠估計。負債準備係以反映目前市場對貨幣時間價值及負債特定風險評估之稅前折現率予以折現，折現之攤銷則認列為利息費用。

合併公司之保固負債準備係於銷售商品或服務時認列，該項負債準備係根據歷史保固資料合理估計。

(十四)收入認列

1.商品銷售

正常活動中銷售商品所產生之收入，係俟具說服力之證據存在(通常為客戶訂單)、所有權之重大風險及報酬已移轉予買方、價款很有可能收回、相關成本與可能之商品退回能可靠估計時加以認列。

2.工程合約

合約收入係於很有可能產生收入且能可靠衡量之範圍內加以認列，包括合約簽訂之原始金額，加計與合約相關之任何變更、請求補償及獎勵給付等。當工程合約之結果能可靠估計時，與該工程合約有關之合約收入及合約成本應於報導日參照合約活動之完成程度分別認列為收入及費用。若發生與合約之未來活動相關之合約成本，該類合約成本在可回收範圍內認列為資產。

依合約之性質，完成程度乃依據迄今完工已發生合約成本占估計總合約成本之比例計算之。若工程合約之結果無法可靠估計，合約收入僅於預期可回收成本的範圍內認列。預期合約損失則立即認列於損益。

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3.佣金收入

合併公司於交易中做為代理人而非委託人時，收入係按所收取之佣金淨額認列。

(十五)員工福利

1.確定提撥計畫

確定提撥退休金計畫之提撥義務係於員工提供勞務期間內認列為損益項下之員工福利費用。

2.確定福利計畫

本公司在確定福利退休金計畫下之淨義務係分別針對各項福利計畫以員工當期或過去服務所賺得之未來福利金額折算為現值計算。任何計畫資產的公允價值均予以減除。折現率係以到期日與本公司淨義務期限接近，且計價幣別與預期支付福利金相同之政府公債之市場殖利率於財務報導日之利率為主。

企業淨義務每年由合格精算師以預計單位福利法精算。當計算結果對本公司有利時，認列資產係以未來得以從該計畫退還之資金或減少未來對該計畫之提撥等方式所可獲得經濟效益現值之總額為限。計算經濟效益現值時應考量任何適用於合併公司任何計畫之最低資金提撥需求。一項效益若能在計畫期間內或計畫負債清償時實現，對本公司而言，即具有經濟效益。

當計畫內容之福利改善，因員工過去服務使福利增加之部分，相關費用立即認列為損益。

淨確定福利負債之再衡量數包含(1)精算損益；(2)計畫資產報酬，但不包括包含於淨確定福利負債淨利息之金額；及(3)資產上限影響數之任何變動，但不包括包含於淨確定福利負債淨利息之金額。淨確定福利負債再衡量數認列於其他綜合損益項目下。本公司將確定福利計畫之再衡量數認列於保留盈餘。

本公司於縮減或清償發生時，認列確定福利計畫之縮減或清償損益。縮減或清償損益包括任何計畫資產公允價值之變動及確定福利義務現值之變動。

3.短期員工福利

短期員工福利義務係以未折現之基礎衡量，且於提供相關服務時認列為費用。若係因員工過去提供服務而使合併公司負有現時之法定或推定支付義務，且該義務能可靠估計時，將該金額認列為負債。

(十六)股份基礎給付交易

給與員工之股份基礎給付獎酬以給與日之公允價值，於員工達到可無條件取得報酬之期間內，認列酬勞成本並增加相對權益。認列之酬勞成本係隨預期符合服務條件及非市價既得條件之獎酬數量予以調整；而最終認列之金額係以既得日符合服務條件及非市價既得條件之獎酬數量為基礎衡量。

朋億股份有限公司及其子公司合併財務報告附註(續)

有關股份基礎給付獎酬之非既得條件，已反映於股份基礎給付給與日公允價值之衡量，且預期與實際結果間之差異無須作核實調整。

應給付予員工之股份增值權，係以該股份增值權之公允價值衡量後採現金交割者，於員工達到可無條件取得報酬之期間內，認列費用並增加相對負債。相關負債於各報導日及交割日應予重新衡量，其公允價值之任何變動認列為損益項下之人事費用。

(十七)所得稅

所得稅費用包括當期及遞延所得稅。除與企業合併、直接認列於權益或其他綜合損益之項目相關者外，當期所得稅及遞延所得稅應認列於損益。

當期所得稅包括當年度課稅所得(損失)按報導日之法定稅率計算之預計應付所得稅或應收退稅款，及任何對以前年度應付所得稅的調整。

遞延所得稅係就資產及負債於財務報導目的之帳面金額與其課稅基礎之暫時性差異予以衡量認列。

遞延所得稅係以預期資產實現或負債清償當期之稅率衡量，並以報導日之法定稅率為基礎。

合併公司僅於同時符合下列條件時，始將遞延所得稅資產及遞延所得稅負債互抵：

- 1.有法定執行權將當期所得稅資產及當期所得稅負債互抵；且
- 2.遞延所得稅資產及遞延所得稅負債與下列由同一稅捐機關課徵所得稅之納稅主體之一有關；

(1)同一納稅主體；或

(2)不同納稅主體，惟各主體意圖在重大金額之遞延所得稅資產預期回收及遞延所得稅負債預期清償之每一未來期間，將當期所得稅負債及資產以淨額基礎清償，或同時實現資產及清償負債。

對於可減除暫時性差異，在很有可能未來課稅所得可供使用之範圍內，認列為遞延所得稅資產。並於每一報導日予以重評估，就相關所得稅利益非屬很有可能實現之範圍內予以調減。

(十八)每股盈餘

合併公司列示歸屬於本公司普通股權益持有人之基本及稀釋每股盈餘。合併公司基本每股盈餘係以歸屬於本公司普通股權益持有人之損益，除以當期加權平均流通在外普通股股數計算之。稀釋每股盈餘則係將歸屬於本公司普通股權益持有人之損益及加權平均流通在外普通股股數，分別調整所有潛在稀釋普通股之影響後計算之。本公司之潛在稀釋普通股包括得採股票發放之員工酬勞。因盈餘及資本公積轉增資新增之股份，採追溯調整計算。

朋億股份有限公司及其子公司合併財務報告附註(續)

(十九)部門資訊

營運部門係合併公司之組成部分，從事可能賺得收入並發生費用(包括與合併公司內其他組成部分間交易相關之收入及費用)之經營活動。所有營運部門之營運結果均定期由合併公司主要營運決策者複核，以制定分配資源予該部門之決策並評量其績效。各營運部門均具單獨之財務資訊。

五、重大會計判斷、估計及假設不確定性之主要來源

管理階層依證券發行人財務報告編製準則編製本合併財務報告時，必須作出判斷、估計及假設，其將對會計政策之採用及資產、負債、收益及費用之報導金額有所影響，實際結果可能與估計存有差異。

管理當局持續檢視估計及基本假設，會計估計變動於變動期間及受影響之未來期間予以認列。

會計政策涉及重大判斷，且對本合併財務報告已認列金額有重大影響之資訊如下：

(一)工程收入之認列(含預計總成本之估計)

合併公司建造合約損益之認列係參照合約活動之完成程度分別認列合約收入及合約成本，並以迄今完工已發生合約成本占估計總合約成本之比例衡量完成程度。合併公司考量各項工程之性質、預計工期、工程項目、施工流程、工法及預計發包金額等因素估計總合約成本。任何上述估計基礎之變動，可能造成該估計金額之重大調整。相關資訊請詳附註六(三)。

(二)應收帳款之減損評估

當有客觀證據顯示減損跡象時，合併公司考量未來現金流量之估計。減損損失之金額係參考客戶過去拖欠記錄、分析其目前財務狀況及依據對客戶之應收帳款帳齡分析等因素，以該資產之帳面金額及估計未來現金流量按該金融資產之原始有效利率折現之現值間的差額衡量。若未來實際現金流量少於預期，可能會產生重大減損損失。減損提列情形請詳附註六(二)。

(三)工程損失估列

合併公司對於任何工案，當判斷合約成本”並非很有可能回收者“，將立即認列為費用，另，倘若案件已進入訴訟程序，成本之回收可能性有賴於未決之訴訟之結果，工程損失與損失準備金額提列係針對很有可能對合併公司產生不利結果且損失金額可合理估計之未決訟案所估列。惟因訴訟案本身之不確定性較高，最終結果或實際賠償金額可能與估計金額有重大差異。相關資訊請詳附註九重大或有負債及未認列之合約承諾(四)。

朋億股份有限公司及其子公司合併財務報告附註(續)

合併公司之會計政策及揭露包含採用公允價值衡量其金融、非金融資產及負債。合併公司針對公允價值衡量建立相關內部控制制度。其中包括建立評價小組以負責複核所有重大之公允價值衡量(包括第三等級公允價值)，並直接向財務長報告。評價小組定期複核重大不可觀察之輸入值及調整。如果用於衡量公允價值之輸入值是使用外部第三方資訊(例如經紀商或訂價服務機構)，評價小組將評估第三方所提供支持輸入值之證據，以確定該評價及其公允價值等級分類係符合國際財務報導準則之規定。評價小組也向合併公司之審計委員會報告重大評價之議題。

合併公司在衡量其資產和負債時，盡可能使用市場可觀察之輸入值。公允價值之等級係以評價技術使用之輸入值為依據歸類如下：

- 第一級：相同資產或負債於活絡市場之公開報價(未經調整)。
- 第二級：除包含於第一級之公開報價外，資產或負債之輸入參數係直接(即價格)或間接(即由價格推導而得)可觀察。
- 第三級：資產或負債之輸入參數非基於可觀察之市場資料(非可觀察參數)。

衡量公允價值用假設之相關資訊請詳附註六(十四)金融工具。

六、重要會計項目之說明

(一)現金及約當現金

	<u>106.12.31</u>	<u>105.12.31</u>
庫存現金	\$ 22	38
支票及活期存款	1,282,225	726,142
定期存款	964,101	386,738
	<u>\$ 2,246,348</u>	<u>1,112,918</u>

金融資產及負債之匯率風險之揭露請詳附註六(十四)。

(二)應收票據、帳款及催收款淨額

	<u>106.12.31</u>	<u>105.12.31</u>
流動：		
應收票據	\$ 81,741	37,869
應收帳款	577,356	788,430
減：備抵呆帳	(11,360)	(32,326)
	<u>\$ 647,737</u>	<u>793,973</u>
非流動：		
催收款	\$ 1,099	1,099
減：備抵呆帳	(1,099)	(1,099)
催收款淨額(列於非流動資產項下)	<u>\$ -</u>	<u>-</u>

朋億股份有限公司及其子公司合併財務報告附註(續)

報導日應收款之帳齡分析如下：

	106.12.31		105.12.31	
	總 額	減 損	總 額	減 損
1~120 天	\$ 571,879	-	657,886	-
121~180 天	22,524	225	56,305	563
181~360 天	57,101	5,710	81,064	8,106
361~540 天	3,613	1,445	12,313	4,926
541 天以上	5,079	5,079	19,830	19,830
	<u>\$ 660,196</u>	<u>12,459</u>	<u>827,398</u>	<u>33,425</u>

應收票據、帳款及催收款備抵呆帳變動如下：

	106年度	105年度
期初餘額	\$ 33,425	25,495
本期認列之減損損失(迴升利益)	(12,060)	10,348
本期沖銷	(8,187)	-
匯率變動影響數	(719)	(2,418)
期末餘額	<u>\$ 12,459</u>	<u>33,425</u>

(三)工程合約

1.工程收入及損失

合併公司係依完工百分比法認列在建合約之合約收入，並按迄今已完成工作所發生之合約成本佔估計總合約成本之比例決定合約之完成程度，當估計總合約成本很有可能超過總合約收入時，立即將預期損失認列為當期成本。

	106 年度	105 年度
當期認列為收入之合約淨額	<u>\$ 1,289,763</u>	<u>1,278,367</u>

2.在建工程

	106.12.31	105.12.31
累計已發生成本(含與未來活動有關之合約成本)	\$ 1,141,433	1,944,547
加：累計已認列工程總(損)益	140,612	82,681
	1,282,045	2,027,228
減：累計請款金額	(928,666)	(2,319,712)
應收(付)建造合約款淨額	<u>\$ 353,379</u>	<u>(292,484)</u>

朋億股份有限公司及其子公司合併財務報告附註(續)

	<u>106.12.31</u>	<u>105.12.31</u>
因工程合約列報為資產之應收建造合約款	\$ 401,156	59,239
因工程合約列報為負債之應付建造合約款	(47,777)	(351,723)
	<u>\$ 353,379</u>	<u>(292,484)</u>
工程進行前所收取之預收款	<u>\$ -</u>	<u>37,840</u>

(四)存 貨

	<u>106.12.31</u>	<u>105.12.31</u>
商品	\$ 3,139	3,196
在製品	1,475,964	1,025,010
原料	169,354	80,221
	1,648,457	1,108,427
減：備抵損失	(14,086)	(11,770)
	<u>\$ 1,634,371</u>	<u>1,096,657</u>

合併公司民國一〇六年度及一〇五年度因存貨沖減至淨變現價值認列存貨跌價損失分別為2,414千元及9,356千元，並已列報為銷貨成本。

(五)不動產、廠房及設備

	<u>土 地</u>	<u>房屋及 建 築</u>	<u>其他設備</u>	<u>總 計</u>
成本：				
民國 106 年 1 月 1 日餘額	\$ 44,518	26,526	55,217	126,261
本期增添	-	-	14,103	14,103
本期處分	-	-	(2,626)	(2,626)
匯率變動之影響	-	-	(453)	(453)
民國 106 年 12 月 31 日餘額	<u>\$ 44,518</u>	<u>26,526</u>	<u>66,241</u>	<u>137,285</u>
民國 105 年 1 月 1 日餘額	\$ 44,518	26,526	47,371	118,415
本期增添	-	-	12,764	12,764
本期處分	-	-	(947)	(947)
匯率變動之影響	-	-	(3,971)	(3,971)
民國 105 年 12 月 31 日餘額	<u>\$ 44,518</u>	<u>26,526</u>	<u>55,217</u>	<u>126,261</u>

朋億股份有限公司及其子公司合併財務報告附註(續)

	土 地	房屋及 建 築	其他設備	總 計
折舊：				
民國 106 年 1 月 1 日餘額	\$ -	5,202	34,612	39,814
本年度折舊	-	897	5,774	6,671
本期處分	-	-	(1,733)	(1,733)
匯率變動之影響	-	-	(283)	(283)
民國 106 年 12 月 31 日餘額	<u>\$ -</u>	<u>6,099</u>	<u>38,370</u>	<u>44,469</u>
民國 105 年 1 月 1 日餘額	\$ -	4,243	32,893	37,136
本年度折舊	-	959	4,961	5,920
本期處分	-	-	(830)	(830)
匯率變動之影響	-	-	(2,412)	(2,412)
民國 105 年 12 月 31 日餘額	<u>\$ -</u>	<u>5,202</u>	<u>34,612</u>	<u>39,814</u>
帳面價值：				
民國 106 年 12 月 31 日	<u>\$ 44,518</u>	<u>20,427</u>	<u>27,871</u>	<u>92,816</u>
民國 105 年 12 月 31 日	<u>\$ 44,518</u>	<u>21,324</u>	<u>20,605</u>	<u>86,447</u>
民國 105 年 1 月 1 日	<u>\$ 44,518</u>	<u>22,283</u>	<u>14,478</u>	<u>81,279</u>

(六)負債準備

合併公司保固準備變動如下：

	106 年度	105 年度
1 月 1 日餘額	\$ 73,215	46,859
當期新增	238,937	53,042
當期沖銷	(132,461)	(20,338)
匯率影響數	858	(6,348)
12 月 31 日餘額	<u>\$ 180,549</u>	<u>73,215</u>

合併公司之保固負債準備係考量工程合約之歷史保固資料估計，預期多數將於工程完工後依合約約定之保固期間內發生且不會長於一個營業週期。

朋億股份有限公司及其子公司合併財務報告附註(續)

(七)員工福利

1.確定福利計畫

本公司確定福利義務現值與計畫資產公允價值之調節如下：

	<u>106.12.31</u>	<u>105.12.31</u>
確定福利義務現值	\$ 32,798	26,946
計畫資產之公允價值	(10,518)	(9,910)
淨確定福利負債	<u>\$ 22,280</u>	<u>17,036</u>

本公司之確定福利計畫提撥至台灣銀行之勞工退休準備金專戶。適用勞動基準法之每位員工之退休支付，係依據服務年資所獲得之基數及其退休前六個月之平均薪資計算。

(1)計畫資產組成

本公司依勞動基準法提撥之退休基金係由勞動部勞動基金運用局(以下簡稱勞動基金局)統籌管理，依「勞工退休基金收支保管及運用辦法」規定，基金之運用，其每年決算分配之最低收益，不得低於依當地銀行二年定期存款利率計算之收益。

本公司一〇六年十二月三十一日之台灣銀行勞工退休準備金專戶餘額計10,518千元。勞工退休基金資產運用之資料包括基金收益率以及基金資產配置，請詳勞動基金局網站公布之資訊。

(2)確定福利義務現值之變動

	<u>106 年度</u>	<u>105 年度</u>
1 月 1 日確定福利義務	\$ 26,946	23,740
利息成本	367	446
精算損(益)	5,485	2,760
12 月 31 日確定福利義務	<u>\$ 32,798</u>	<u>26,946</u>

(3)計畫資產公允價值之變動

	<u>106 年度</u>	<u>105 年度</u>
1 月 1 日計畫資產之公允價值	\$ 9,910	9,322
已提撥至計畫之金額	510	520
計畫資產預計報酬	140	180
精算(損)益	(42)	(112)
12 月 31 日計畫資產之公允價值	<u>\$ 10,518</u>	<u>9,910</u>

朋億股份有限公司及其子公司合併財務報告附註(續)

(4)認列為損益之費用

	<u>106 年度</u>	<u>105 年度</u>
利息成本	\$ 367	445
計畫資產實際報酬	(95)	(68)
計畫資產損(益)	<u>(42)</u>	<u>(112)</u>
	<u>\$ 230</u>	<u>265</u>

(5)認列為其他綜合損益之淨確定福利負債之再衡量數

	<u>106 年度</u>	<u>105 年度</u>
確定福利義務精算損(益)	\$ 5,485	2,760
計畫資產精算損(益)	<u>42</u>	<u>112</u>
	<u>\$ 5,527</u>	<u>2,872</u>

(6)精算假設

A.用於精算確定福利義務現值：

	<u>106.12.31</u>	<u>105.12.31</u>	<u>105.1.1</u>
折現率	1.625%	1.375%	1.875%
未來薪資增加	3.00%	3.00%	3.00%

B.用於精算確定福利計畫成本：

	<u>106 年度</u>	<u>105 年度</u>
折現率	1.375%	1.875%
未來薪資增加	3.00%	3.00%

本公司預計於民國一〇六年度報導日後之一年內支付予確定福利計畫之提撥金額為517千元。

確定福利計畫之加權平均存續期間為17.37年。

(7)敏感度分析

計算確定福利義務現值時，合併公司必須運用判斷及估計以決定資產負債表日相關精算假設，包含折現率及未來薪資變動等。任何精算假設之變動，均可能重大影響合併公司確定福利義務之金額。

朋億股份有限公司及其子公司合併財務報告附註(續)

民國一〇六年十二月三十一日當採用之主要精算假設變動對確定福利義務現值之影響如下：

	對確定福利義務之影響	
	增加 0.25%	減少 0.25%
折現率	\$ (1,239)	1,293
未來薪資增加	\$ 1,252	(1,211)

上述之敏感度分析係基於其他假設不變的情況下分析單一假設變動之影響。實務上許多假設的變動則可能是連動的。敏感度分析係與計算資產負債表之淨退休金負債所採用的方法一致。

本期編製敏感度分析所使用之方法與假設與前期相同。

2. 確定提撥計畫

合併公司確定提撥計畫係依勞工退休金條例之規定，依勞工每月工資6%之提繳率，提撥至勞工保險局之勞工退休金個人專戶。在此計畫下合併公司提撥固定金額至勞工保險局後，即無支付額外金額之法定或推定義務。

合併公司民國一〇六年度及一〇五年度確定提撥退休金辦法下之退休金費用分別為8,285千元及7,586千元。

(八) 所得稅

1. 所得稅費用

合併公司所得稅費用明細如下：

	106 年度	105 年度
當期所得稅費用		
當期產生	\$ 88,214	81,285
未分配盈餘加徵 10% 所得稅	4,214	4,051
調整前期之當期所得稅	7,779	(4,506)
	100,207	80,830
遞延所得稅費用		
暫時性差異之發生及迴轉	49,029	8,338
所得稅費用	\$ 149,236	89,168

合併公司認列於其他綜合損益的所得稅利益明細如下：

	106 年度	105 年度
國外營運機構財務報告換算之兌換差額	\$ 494	468

朋億股份有限公司及其子公司合併財務報告附註(續)

合併公司所得稅費用與稅前淨利之關係調節如下：

	106 年度	105 年度
稅前淨利	\$ 596,711	353,559
依本公司所在地適用稅率計算之所得稅	101,441	60,105
外國轄區稅率差異影響數	43,668	39,746
永久性差異及其他	(7,866)	(10,228)
前期所得稅高估	7,779	(4,506)
未分配盈餘加徵 10% 所得稅	4,214	4,051
合 計	\$ 149,236	89,168

2. 遞延所得稅資產及負債

遞延所得稅資產：

	105.1.1	借(貸)記 損益表	借(貸)記 其他綜合 損益表	105.12.31	借(貸)記 損益表	借(貸)記 其他綜合 損益表	106.12.31
保固準備	\$ 4,708	538	-	5,246	4,240	-	9,486
工程收入及成本財稅差	25,092	6,423	-	31,515	(12,236)	-	19,279
國外營運機構財務報表換 算之換算差額	4,399	-	468	4,867	-	494	5,361
未實現兌換損失	-	267	-	267	5,642	-	5,909
未實現損費及其他	1,154	6,034	-	7,188	(2,698)	-	4,490
	\$ 35,353	13,262	468	49,083	(5,052)	494	44,525

遞延所得稅負債：

	105.1.1	借(貸)記 損益表	借(貸)記 其他綜合 損益表	105.12.31	借(貸)記 損益表	借(貸)記 其他綜合 損益表	106.12.31
採用權益法認列子公司利 益之份額	\$ (41,867)	(21,764)	-	(63,631)	(43,977)	-	(107,608)
未實現兌換利益	(164)	164	-	-	-	-	-
	\$ (42,031)	(21,600)	-	(63,631)	(43,977)	-	(107,608)

3. 所得稅核定情形

本公司營利事業所得稅結算申報已奉稽徵機關核定至民國一〇四年度。

4. 兩稅合一相關資訊

本公司兩稅合一相關資訊如下：

	106.12.31	105.12.31
屬民國八十七年度以後之未分配盈餘	\$ 659,282	445,304
可扣抵稅額帳戶餘額	\$ 54,328	39,157

朋億股份有限公司及其子公司合併財務報告附註(續)

	106年度 (預計)	105年度 (實際)
對中華民國居住者盈餘分配之稅額扣抵比率	8.24%	13.99%

前述兩稅合一相關資訊係依據財政部民國一〇二年十月十七日台財稅第10204562810號函規定處理之金額。

總統府已於民國一〇七年二月七日頒布所得稅法修正案取消股東可扣抵稅額帳戶之設置、記載、計算及分配。前述民國一〇六年度預計稅額扣抵比率自民國一〇七年一月一日起不再適用，該筆資訊僅供參考。

(九)股本及其他權益

1.普通股之發行

本公司為配合股票初次上櫃前承銷，於民國一〇六年十月二十七日經董事會決議辦理現金增資發行新股4,300千股，前述公開承銷採競標拍賣與公開申購進行，其中競價拍賣之加權平均每股價格為161.6元；公開申購承銷價則為每股135元發行，合計658,266千元，其面額與發行價值之差額為615,266千元，帳列資本公積－普通股溢價。上述增資案業已辦妥法定登記程序。

本公司民國一〇五年八月二日董事會決議辦理現金增資發行新股03,000千股，每股以043元溢價發行，合計為0129,000千元，其面額與發行價格間之差額為099,000千元，帳列資本公積－普通股溢價。上述增資案業已辦妥法定登記程序。

民國一〇六年度及一〇五年度本公司依規定認列現金增資保留由員工認購股份之酬勞成本分別為11,984千元及732千元。

本公司於民國一〇五年五月三十日經股東常會決議辦理盈餘轉增資發行新股1,268千股，上述增資案業已辦妥法定登記程序。

民國一〇六年及一〇五年十二月三十一日本公司實收股本分別為339,280千元及296,280千元，額定股本均為500,000千元，每股面額均為10元，皆為普通股。

2.資本公積

	106.12.31	105.12.31
發行股票溢價	\$ 852,207	236,941
長期投資	1,052	1,052
現金增資保留員工認購之酬勞成本	13,286	1,302
	\$ 866,545	239,295

依公司法規定，資本公積需優先填補虧損後，始得按股東原有股份之比例以已實現之資本公積發給新股或現金。前項所稱之已實現資本公積，包括超過票面金額發行股票所得之溢額及受領贈與之所得。另，依發行人募集與發行有價證券處理準則規定，得撥充資本之資本公積，每年撥充之合計金額，不得超過實收資本額百分之十。

朋億股份有限公司及其子公司合併財務報告附註(續)

3.保留盈餘

(1)法定盈餘公積

依公司法規定，公司應就稅後純益提撥百分之十為法定盈餘公積，直至與資本總額相等為止。公司無虧損時，得經股東會決議，以法定盈餘公積發給新股或現金，惟以該項公積超過實收資本額百分之二十五之部分為限。

(2)特別盈餘公積

本公司配合母公司首次採用金管會認可之國際財務報導準則時，轉換日因首次適用IFRS1產生之保留盈餘淨增加數為9,241千元，本公司依規定提列特別盈餘公積，並於使用、處分或重分類相關資產時，得就原提列特別盈餘公積之比例予以迴轉分派盈餘。截至民國一〇六年十二月三十一日，因上述原因產生之特別盈餘公積為9,241千元。

本公司於分派可分配盈餘時，就當年度發生之帳列其他股東權益減項淨額與上段所提列特別盈餘公積餘額之差額，自當期損益與前期未分配盈餘補提列特別盈餘公積；屬前期累積之其他股東權益減項金額，則自前期未分配盈餘補提列特別盈餘公積不得分派。嗣後其他股東權益減項數額有迴轉時，得就迴轉部份分派盈餘。

(3)盈餘分配

本公司民國一〇六年五月二十二日及一〇五年五月三十日分別經股東會決議民國一〇五年度及一〇四年度盈餘分配案，有關分派之每股股利資訊如下：

	105 年度		104 年度	
	每股股利 (元)	金額	每股股利 (元)	金額
普通股每股股利：				
現金	\$ 6.00	177,768	3.50	88,760
股票	-	-	0.50	12,680
		<u>\$ 177,768</u>		<u>101,440</u>

上述盈餘實際分配情形與本公司董事會決議內容並無差異。本公司民國一〇六年度盈餘分配案尚待董事會擬議及股東會決議，相關資訊可俟本公司相關決議後，至公開資訊觀測站等管道查詢。

朋億股份有限公司及其子公司合併財務報告附註(續)

(十)每股盈餘

	<u>106 年度</u>	<u>105 年度</u>
基本每股盈餘：		
歸屬於本公司普通股權益持有人之淨利	\$ <u>447,475</u>	<u>264,391</u>
普通股加權平均流通在外股數(千股)	<u>29,699</u>	<u>26,899</u>
基本每股盈餘(元)	\$ <u>15.07</u>	<u>9.83</u>
稀釋每股盈餘：		
歸屬於本公司普通股權益持有人之淨利	\$ <u>447,475</u>	<u>264,391</u>
普通股加權平均流通在外股數(千股)	29,699	26,899
具稀釋作用之潛在普通股之影響：		
員工酬勞	<u>147</u>	<u>251</u>
稀釋後普通股加權平均流通在外股數(千股)	<u>29,846</u>	<u>27,150</u>
稀釋每股盈餘(元)	\$ <u>14.99</u>	<u>9.74</u>

(十一)營業收入

	<u>106 年度</u>	<u>105 年度</u>
工程收入	\$ 1,289,763	1,278,367
銷貨收入	1,988,483	1,313,407
其他	<u>64,296</u>	<u>59,598</u>
	\$ <u>3,342,542</u>	<u>2,651,372</u>

(十二)營業外收入及支出

1.其他利益及損失

	<u>106 年度</u>	<u>105 年度</u>
利息收入	\$ 11,555	3,028
外幣兌換利益(損失)	(88,530)	11,765
處分不動產、廠房及設備損失	(743)	(117)
其他	<u>(297)</u>	<u>8,008</u>
	\$ <u>(78,015)</u>	<u>22,684</u>

2.財務成本

	<u>106 年度</u>	<u>105 年度</u>
借款利息費用	\$ <u>(1,176)</u>	<u>(377)</u>

朋億股份有限公司及其子公司合併財務報告附註(續)

(十三)員工及董監事酬勞

依本公司之公司章程規定，公司年度如有獲利，應先保留彌補累積虧損數額後，提撥不含分派員工酬勞及董事、監察人酬勞之稅前淨利不低於3%為員工酬勞，及提撥不含分派員工酬勞及董事、監察人酬勞之稅前淨利不高於5%為董事、監察人酬勞。

本公司民國一〇六年度及一〇五年度員工酬勞分別為23,431千元及13,141千元；董監事酬勞估列金額分別為17,573千元及2,610千元，係以本公司該段期間之稅前淨利扣除員工酬勞及董監事酬勞前之金額乘上本公司章程訂定之員工酬勞及董監事酬勞分派成數為估計基礎，並列報為該段期間之營業成本或營業費用。若實際分派金額與估列數有差異時，則依會計估計變動處理，並將該差異認列為次年度損益。如董事會決議民國一〇五年度員工酬勞採股票發放，股票酬勞之股數計算基礎係依據董事會決議前一日之普通股收盤價計價。

本公司民國一〇五年度員工酬勞及董監事酬勞提列金額分別為13,141千元及2,610千元，與本公司董事會決議內容並無差異，相關資訊至公開資訊觀測站查詢。

(十四)金融工具

1.信用風險

(1)信用風險之曝險

金融資產之帳面金額代表最大信用暴險金額。

(2)信用風險集中情況

合併公司民國一〇六年及一〇五年十二月三十一日之應收票據及帳款餘額中有32%及49%係分別來自五家客戶，使合併公司有信用風險顯著集中之情形。

2.匯率風險

(1)匯率風險之暴險

合併公司暴露於重大外幣匯率風險之金融資產及負債如下：

	106.12.31			105.12.31		
	外幣	匯率	台幣	外幣	匯率	台幣
<u>金融資產</u>						
<u>貨幣性項目</u>						
美金	\$	30,213 美金/台幣 =29.848	901,798	17,937 美金/台幣 =32.279		579,003
美金		26,079 美金/人民幣 =6.512	778,406	20,020 美金/人民幣 =6.949		646,215

朋億股份有限公司及其子公司合併財務報告附註(續)

金融負債

貨幣性項目

美 金	4,222 美金/台幣 =29.848	126,018	1,594 美金/台幣 =32.279	51,447
美 金	5,204 美金/人民幣 =6.512	155,329	1,286 美金/人民幣 =6.949	41,509

(2) 敏感性分析

合併公司之匯率風險主要來自於以外幣計價之現金、應收帳款及應付帳款等，於換算時產生外幣兌換損益。於民國一〇六年及一〇五年十二月三十一日當新台幣相對於美金貶值或升值1元，而其他所有因素維持不變之情況下，民國一〇六年度及一〇五年度之綜合損益將分別增加或減少38,899千元及29,114千元。兩期分析係採用相同基礎。

(3) 貨幣性項目之兌換(損)益

	106 年度		105 年度	
	兌換(損)益	平均匯率	兌換(損)益	平均匯率
新台幣	\$ (53,235)	-	(16,665)	-
人民幣	(35,295)	4.5052	28,430	4.8647

3. 公允價值資訊

金融工具之種類及公允價值

本公司民國一〇五年度未從事衍生性金融商品交易；民國一〇六年七月十四日與花旗銀行簽訂名日本金美金2,000千元之換匯合約，到期日為民國一〇六年八月十一日，截至民國一〇六年十二月三十一日止，前述交易均已結清。合併公司金融資產及金融負債之帳面金額及公允價值係包括公允價值等級資訊，但非按公允價值衡量金融工具之帳面金額為公允價值之合理近似值者，及於活絡市場無報價且公允價值無法可靠衡量之權益工具投資，依規定無須揭露公允價值資訊。合併公司所有金融工具帳面金額為公允價值之合理近似值，故依規定無須揭露公允價值資訊。

(十五) 財務風險管理

1. 概要

合併公司因金融工具之使用而暴露於下列風險：

- (1) 信用風險
- (2) 流動性風險
- (3) 市場風險

朋億股份有限公司及其子公司合併財務報告附註(續)

本附註表達合併公司上述各項風險之暴險資訊、合併公司衡量及管理風險之目標、政策及程序。進一步量化之揭露資訊請詳合併財務報告各該附註。

2. 風險管理架構

合併公司之財務管理部門為各業務提供服務，統籌協調進入國內與國際金融市場操作，藉由依照風險程度與廣度分析暴險之內部風險報告監督及管理合併公司營運有關之財務風險。合併公司並未以投機為目的進行金融工具之交易。

3. 信用風險

信用風險係合併公司因客戶或金融工具之交易對手無法履行合約義務而產生財務損失之風險，主要來自於合併公司應收客戶之帳款及財務保證。

(1) 應收帳款

合併公司於交易前針對交易對象進行授信評估，評估方式除了公司規模、產業前景、業界觀感外，並由工程業務單位進行實地訪談，再經財務單位向金融單位查詢是否有異常退票情形，訂立個別客戶之交易額度，並定期檢視修訂客戶授信額度，降低合併公司之交易風險。合併公司每月追蹤每筆應收未收帳款，對於逾期帳款，由行政單位與工程單位瞭解逾期原因及預計收款日期，進行客戶財務狀況了解、與客戶協商或提供擔保質押、分期付款等措施。

(2) 投資

銀行存款、固定收益投資及開放型基金等金融資產投資之信用風險，係由本公司財務部門衡量並監控。由於合併公司之交易對象及履約他方均係信用良好之銀行、公司組織及金融機構，無重大之履約疑慮，故無重大之信用風險。

(3) 保證

合併公司政策規定得提供財務保證予完全擁有之子公司及承攬工程之同業。

4. 流動性風險

合併公司係透過管理及維持足夠部位之現金及約當現金以支應合併公司營運並減輕現金流量波動之影響。

5. 市場風險

市場風險係指因市場價格變動，如匯率變動，而影響合併公司之收益或所持有金融工具價值之風險。市場風險管理之目標係管控市場風險之暴險程度在可承受範圍內，並將投資報酬最佳化。

匯率風險

合併公司暴露於非以功能性貨幣計價之銷售及採購交易所產生之匯率風險，該等交易主要之計價貨幣為美元。

朋億股份有限公司及其子公司合併財務報告附註(續)

(十六)資本管理

合併公司之資本管理目標係保障繼續經營之能力，以持續提供股東報酬及其他利害關係人利益，並維持最佳資本結構以降低資金成本。

為維持或調整資本結構，合併公司可能調整支付予股東之股利、減資退還股東股款、發行新股或出售資產以清償負債。

合併公司與同業相同，係以負債資本比率為基礎控管資本。該比率係以淨負債除以資本總額計算。淨負債係資產負債表所列示之負債總額減去現金及約當現金。資本總額係權益之全部組成部分(亦即股本、資本公積、保留盈餘及其他權益)加上淨負債。

截至民國一〇六年十二月三十一日止，合併公司資本管理之方式並未改變。

報導日之負債資產比率等相關資訊如下：

	106.12.31	105.12.31
負債總額	\$ 3,394,934	2,397,140
減：現金	(2,246,348)	(1,112,918)
淨負債	<u>\$ 1,148,586</u>	<u>1,284,222</u>
權益總額	<u>\$ 1,997,636</u>	<u>1,065,619</u>
負債資本比率	<u>57.50%</u>	<u>120.51%</u>

民國一〇六年十二月三十一日負債資本比率減少，主要係當年度現金增資，致使公司權益增加所致。

七、關係人交易

(一)母公司與最終控制者

聖暉工程科技股份有限公司為合併公司及合併公司之子公司之最終控制者，民國一〇六年十二月三十一日持有本公司流通在外普通股股份之62%。聖暉工程科技股份有限公司已編製供大眾使用之合併財務報告。

(二)關係人名稱及關係

關係人名稱	與合併公司之關係
聖暉工程科技股份有限公司	母公司
聖暉工程技術(蘇州)有限公司	其他關係人
Nova Technology Singapore Pte.,	其他關係人
豐澤工程股份有限公司	其他關係人
光洋應用材料科技股份有限公司(註)	合併公司之主要管理階層

註：光洋應用材料科技股份有限公司於民國一〇五年五月三日辭任董事，故該公司與合併公司之交易，自該日起不視為關係人交易。

朋億股份有限公司及其子公司合併財務報告附註(續)

(三)其他關係人交易

1.營業收入及相關營業資產與負債

	106年度	105年度
合併公司之主要管理階層	\$ -	36,667
其他關係人	-	508
	<u>\$ -</u>	<u>37,175</u>

合併公司因工程承包及銷貨收入產生之應收關係人款均已結清。

2.工程成本、累積已發生成本、應付票據及帳款

(1)當期採購金額

	106年度	105年度
其他關係人	<u>\$ -</u>	<u>30</u>

合併公司因工程案件向關係人採購設備及料件之價款及付款期限，與一般廠商並無顯著不同。

(2)累積已發生成本

	106.12.31	105.12.31
母公司	<u>\$ 4,995</u>	<u>4,995</u>

合併公司因上述採購交易產生之應付關係人款均已結清。

3.對關係人提供背書保證

保證性質及對象	提供保證方式	106.12.31	105.12.31
工程履約保證或保固保證：			
母公司	信用擔保	<u>\$ 376,800</u>	<u>377,827</u>

4.租金支出

合併公司與其他關係人簽有辦公室及廠房租賃合約，民國一〇六年度及一〇五年度租金支出分別為1,783千元及1,992千元，因前述交易產生之應付關係人款皆已付訖。

5.合併公司截至民國一〇六年及一〇五年十二月三十一日，由關聯企業以其信用擔保合併公司工程履約等金額分別為41,601千元及703,787千元，因前述交易產生之應付保證手續費為0千元及720千元。

6.民國一〇六年及一〇五年十二月三十一日合併公司因關係人墊付費用而產生之應付關係人款分別為2,063千元及1,483千元；因替關係人墊付費用而產生之應收關係人款分別為207千元及0千元。

朋億股份有限公司及其子公司合併財務報告附註(續)

(四)主要管理階層人員交易

主要管理階層人員報酬包括：

	106 年度	105 年度
短期員工福利	\$ 26,410	21,556
退職後福利	366	365
	\$ 26,776	21,921

八、質押之資產

合併公司提供抵質押擔保之資產帳面價值明細如下：

	質押之資產	抵質押擔保標的	106.12.31	105.12.31
銀行存款(列入其它金融資產—流動)		開立保證函保證金	\$ 21,361	50,579

九、重大或有負債及未認列之合約承諾

除附註七所列示者外，合併公司截至民國一〇六年及一〇五年十二月三十一日止之重大或有負債及未認列合約承諾分別彙列如下：

(一)合併公司因承包工程所開立之履約保證或保固保證票據分別為634,541千元及17,426千元。

(二)合併公司因承包工程而委由銀行出具之履約保證函分別為334,437千元及222,508千元。

(三)合併公司已簽訂之未完工重大承包工程合約，請參閱附註六(三)之說明。

(四)合併公司承攬京和科技股份有限公司(以下稱京和公司)氣體工廠之擴廠工程及新建廠工程，就其中製程設備及製程管線安裝工程部分，合併公司原僅負責按京和公司提供之設計圖安裝製程管線及資產採購單上所列之製程設備。嗣後因京和公司變更設計，導致增加工程內容，合併公司爰請求給付追加工程款。京和公司辯稱係為統包工程、無追加工程之問題等為由而拒絕給付，並於工程即將完工前片面終止工程契約。合併公司因而訴請京和公司給付追加工程款及終止時已完工部分之工程款。合併公司已就上述事項延請律師代理訴訟，該案已進入開庭審理階段，目前地方法院委請建築發展協會及電機技師公會就新建廠工程鑑定完成施作鑑價，合併公司與京和公司針對初步鑑價結果提供補充意見，目前補充鑑定報告已完成；另擴廠工程亦由地方法院委請台灣營建研究院鑑價，營建研究院目前維持原鑑定結果。合併公司目前尚待地方法院開庭進行言詞辯論，截至本財務報告提出日止，合併公司尚無法針對此案進行判決結果之預測評估及是否有損害賠償金額之評估；惟針對工程投入成本已依相關會計準則提列適當備抵評價。此外，合併公司評估此案對財務報表之表達所可能產生之最大損失金額約為70百萬元。另，京和公司於民國一〇七年二月五日支付合併公司上開案件部份工程款及利息(含稅)計10,500千元。

朋億股份有限公司及其子公司合併財務報告附註(續)

十、重大之災害損失：無。

十一、重大之期後事項

總統府已於民國一〇七年二月七日頒布所得稅法修正案將營利事業所得稅率自民國一〇七年度起由現行17%調高至20%。該稅率變動不影響民國一〇六年度帳列之當期及遞延所得稅；惟，將影響合併公司未來期間之當期及遞延所得稅。若將變動後之新稅率適用於衡量民國一〇六年度所認列之暫時性差異及未使用課稅損失，將使遞延所得稅資產及遞延所得稅負債分別增加5,219千元及18,990千元。

十二、其他

員工福利、折舊、折耗及攤銷費用功能別彙總如下：

功 能 別 性 質 別	106 年度			105 年度		
	屬於營業 成本者	屬於營業 費用者	合 計	屬於營業 成本者	屬於營業 費用者	合 計
員工福利費用						
薪資費用	179,776	182,573	362,349	151,699	127,112	278,811
勞健保費用	29,552	14,472	44,024	25,762	13,495	39,257
退休金費用	5,527	2,988	8,515	5,302	2,447	7,749
其他員工福利費用	4,580	5,945	10,525	4,782	3,969	8,751
折舊費用	2,657	4,014	6,671	2,084	3,836	5,920

十三、附註揭露事項

(一)重大交易事項相關資訊

合併公司依證券發行人財務報告編製準則之規定，應再揭露之重大交易事項相關資訊如下：

1. 資金貸與他人：

單位：新台幣千元

編號	貸出資金 之公司	貸與 對象	往來 科目	是否 為關 係人	本期最 高金額	期末 餘額	實際動 支金額	利率 區間	資金 貸與 性質	業務往 來金額	有短期融 通資金必 要之原因	提列備 抵呆帳 金 額	擔 保 品		對個別對 象資金貸 與 限 額	資金貸與 總 額
													名稱	價值		
1	冠禮	蘇州冠 博	其他應 收款— 關係人	是	37,158	-	-	-	短期 融通 資金	-	營運週轉	-		-	316,043	316,043

註1：冠禮累積對外之資金貸與總額以不超過該公司淨值之百分之四十為限。

註2：淨值係指最近期經會計師查核之財務報表金額。

朋億股份有限公司及其子公司合併財務報告附註(續)

2. 為他人背書保證：

編號	背書保證者公司名稱	被背書保證對象		對單一企業背書保證限額	本期最高背書保證餘額	期末背書保證餘額	實際動支金額	以財產擔保之背書保證金額	累計背書保證金額佔最近期財務報表淨值之比率	背書保證最高限額	屬母公司對子公司背書保證	屬子公司對母公司背書保證	屬對大陸地區背書保證
		公司名稱	關係										
0	本公司	冠禮、冠博	子公司	3,995,272	62,720	59,696	-	-	2.99%	5,992,908	Y	N	Y
0	本公司	冠禮	子公司	3,995,272	503,619	442,563	277,524	-	22.15%	5,992,908	Y	N	Y
0	本公司	聖暉工程	母公司	3,995,272	377,827	376,800	376,800	-	18.86%	5,992,908	N	Y	N
1	冠禮	朋億	母公司	2,370,321	62,232	61,410	61,410	-	7.77%	3,950,535	N	Y	N
2	冠博	冠禮	母公司100%持股之子公司	814,170	614,218	614,218	614,218	-	2,640.44%	814,170	N	N	Y

註1：朋億公司對單一企業背書保證之限額以不超過朋億公司淨值兩倍為限。

註2：朋億公司背書保證總額度訂為財務報告淨值之三倍為限。

註3：冠禮提供背書保證總額以不超過該公司淨值之五倍；對單一企業之背書保證額度以不超過該公司淨值之三倍。

註4：冠博對母公司、母公司直接及間接持有表決權股份百分之百之公司背書保證，背書保證總額度不得超過該公司淨值之三十五倍；對單一企業之背書保證額度不得超過該公司淨值之三十五倍。除前述外，該公司對外背書保證總額度不得超過該公司淨值之五倍；對單一企業之背書保證額度不得超過該公司淨值之三倍。提供背書保證總額以不超過該公司淨值之五倍；對單一企業之背書保證額度以不超過該公司淨值之三倍。

3. 期末持有有價證券情形(不包含投資子公司、關聯企業及合資控制部分)：無。

4. 累積買進或賣出同一有價證券之金額達新台幣三億元或實收資本額百分之二十以上：無。

5. 取得不動產之金額達新台幣三億元或實收資本額百分之二十以上：無。

6. 處分不動產之金額達新台幣三億元或實收資本額百分之二十以上：無。

7. 與關係人進、銷貨之金額達新台幣一億元或實收資本額百分之二十以上者：

進(銷)貨之公司	交易對象名稱	關係	交易情形				交易條件與一般交易不同之情形及原因		應收(付)票據、帳款		截至本期已匯回投資收益
			進(銷)貨	金額	佔總進(銷)貨之比率	授信期間	單價	授信期間	餘額	佔總應收(付)票據、帳款之比率	
本公司	冠禮	子公司	進貨	231,626	22%	依合約	-	-	(537)	-%	註

註：相關交易及期末餘額已於合併報告中銷除。

8. 應收關係人款項達新台幣一億元或實收資本額百分之二十以上：無。

9. 從事衍生工具交易：請詳附註六(十四)。

10.母子公司間業務關係及重要交易往來情形：

單位：新台幣千元

編號	交易人名稱	交易往來對象	與交易人之關係	交易往來情形			
				科目	金額	交易條件	佔合併總營業收入或總資產之比率
0	本公司	冠禮	母公司對子公司	銷貨	25,282	註1	0.76%
0	本公司	冠禮	母公司對子公司	進貨	231,626	註2	6.93%

註1：向關係人承包之工程、銷貨及提供勞務之合約價款及收款期限與一般客戶並無顯著不同。

註2：向關係人採購設備及料件之價款及付款期限與一般廠商並無顯著不同。

(二)轉投資事業相關資訊：

民國一〇六年度合併公司之轉投資事業資訊如下(不包含大陸被投資公司)：

投資公司名稱	被投資公司名稱	所在地區	主要營業項目	原始投資金額		期末持有			期中最高持股比例	被投資公司本期損益	本期認列之投資損益	備註
				本期期末	去年年底	股數(千股)	比率	帳面金額				
本公司	寶韻	新竹縣	電子器材、設備批發、化工機械批發等	15,000	15,000	3,000	100.00%	83,777	100.00%	35,306	35,306	註
本公司	Novatech Engineering & Construction Pte. Ltd.	新加坡	化學供應系統業務之承攬	24,179	24,179	1,000	100.00%	21,395	100.00%	3,029	3,029	

註：寶韻民國一〇六年度匯回現金股利新台幣20,000千元。

(三)大陸投資資訊：

1.大陸被投資公司名稱、主要營業項目等相關資訊：

大陸被投資公司名稱	主要營業項目	實收資本額	投資方式(註3)	本期期初自台灣匯出累積投資金額	本期匯出或收回投資金額		本期期末自台灣匯出累積投資金額	被投資公司本期損益	本公司直接或間接投資之持股比例	期中最高持股比例	本期認列投資損益(註2)	期末投資帳面價值	截至本期止已匯回投資收益	備註
					匯出	收回								
冠禮	設計、生產氣瓶櫃、閥門箱和液體輸送櫃等	151,426(註1)	(一)	9,635	-	-	9,635	254,723	100.00%	100.00%	254,723	790,106	-	
冠博	設計、生產氣瓶櫃、閥門箱和液體輸送櫃等	32,478	(一)	32,478	-	-	32,478	933	100.00%	100.00%	933	23,263	-	

2.赴大陸地區投資限額：

本期期末累計自台灣匯出赴大陸地區投資金額	經濟部投審會核准投資金額	依經濟部投審會規定赴大陸地區投資限額
42,113	42,113	1,198,582

註1：係包含民國九十六年度及一〇一年度盈餘轉增資計美金4,590千元。

註2：係依經會計師查核之財務報表計算。

註3：(一)直接赴大陸地區從事投資。

朋億股份有限公司及其子公司合併財務報告附註(續)

3.與大陸被投資公司間之重大交易事項：

本公司民國一〇六年度與大陸被投資公司直接或間接之重大交易事項(於編製合併報表時業已沖銷)，請詳「重大交易事項相關資訊」之說明。

十四、部門資訊

(一)一般性資訊：

合併公司有二個應報導部門：台灣及中國。台灣係提供台灣地區客戶工程、維修及其他等服務與銷貨；中國大陸係提供大陸地區客戶銷貨。

合併公司之應報導部門係策略性事業單位，以提供不同區域產品及勞務。由於每一策略性事業單位所處營運環境不同，需要不同管理策略，故須分別管理。大多數之事業單位係本公司設立，管理團隊亦為合併公司所培養。

(二)應報導部門損益、資產、負債及其衡量基礎與調節之資訊：

合併公司已分攤所得稅費用(利益)或非經常性發生之損益至應報導部門。此外，所有應報導部門之損益均包括折舊與攤銷外之重大非現金項目。報導之金額與營運決策者使用之報告一致，營運部門之會計政策亦與附註四所述之重要會計政策無重大不同。合併公司營運部門損益係以本期淨利衡量，並做為評估績效之基礎。

合併公司營運部門資訊及調節如下：

106 年度	台灣	中國大陸	亞洲其他	調 整 及銷除	合 計
收 入：					
來自外部客戶收入	\$ 982,585	2,237,338	122,619	-	3,342,542
部門間收入	25,282	214,512	-	(239,794)	-
收入總計	<u>\$ 1,007,867</u>	<u>2,451,850</u>	<u>122,619</u>	<u>(239,794)</u>	<u>3,342,542</u>
折舊					(6,671)
應報導部門損益					447,475
應報導部門資產					5,392,570
應報導部門負債					3,394,934
105 年度	台灣	中國大陸	亞洲其他	調 整 及銷除	合 計
收 入：					
來自外部客戶收入	\$ 1,371,604	1,268,955	10,813	-	2,651,372
部門間收入	2,225	-	-	(2,225)	-
收入總計	<u>\$ 1,373,829</u>	<u>1,268,955</u>	<u>10,813</u>	<u>(2,225)</u>	<u>2,651,372</u>
折舊					(5,920)
應報導部門損益					264,391
應報導部門資產					3,462,759
應報導部門負債					2,397,140

朋億股份有限公司及其子公司合併財務報告附註(續)

(三)產品別及勞務別資訊：

	<u>106 年度</u>	<u>105 年度</u>
水氣化供應整合工程	\$ 1,297,083	1,276,408
高科技設備材料銷售及服務業務	<u>2,045,459</u>	<u>1,374,964</u>
	<u>\$ 3,342,542</u>	<u>2,651,372</u>

(四)地區別資訊：

合併公司地區別資訊如下，其中收入係依據客戶所在地理位置歸類，而非流動資產則依據資產所在地理位置歸類。

1.來自外部客戶收入：

<u>地區</u>	<u>106 年度</u>	<u>105 年度</u>
台灣	\$ 982,585	979,775
中國大陸	2,237,338	1,552,940
其他國家	<u>122,619</u>	<u>118,657</u>
	<u>\$ 3,342,542</u>	<u>2,651,372</u>

2.非流動資產：

<u>地區</u>	<u>106.12.31</u>	<u>105.12.31</u>
台灣	\$ 74,372	69,307
中國大陸	25,527	19,834
其他國家	<u>2,039</u>	<u>2,564</u>
	<u>\$ 101,938</u>	<u>91,705</u>

(五)主要客戶資訊：

合併公司佔營業收入淨額10%以上之重要客戶資訊如下：

	<u>106年度</u>		<u>105年度</u>	
	<u>金 額</u>	<u>佔 當 期 營業收入 淨額之%</u>	<u>金 額</u>	<u>佔 當 期 營業收入 淨額之%</u>
C 客戶	\$ 290,390	9	55,253	2
B 客戶	<u>255,664</u>	<u>8</u>	<u>262,408</u>	<u>9</u>
	<u>\$ 546,054</u>	<u>17</u>	<u>317,661</u>	<u>11</u>



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會計師查核報告

朋億股份有限公司董事會 公鑒：

查核意見

朋億股份有限公司民國一〇六年及一〇五年十二月三十一日之資產負債表，暨民國一〇六年及一〇五年一月一日至十二月三十一日之綜合損益表、權益變動表及現金流量表，以及個體財務報告附註(包括重大會計政策彙總)，業經本會計師查核竣事。

依本會計師之意見，上開個體財務報告在所有重大方面係依照證券發行人財務報告編製準則編製，足以允當表達朋億股份有限公司民國一〇六年及一〇五年十二月三十一日之財務狀況，暨民國一〇六年及一〇五年一月一日至十二月三十一日之財務績效及現金流量。

查核意見之基礎

本會計師係依照會計師查核簽證財務報表規則及一般公認審計準則執行查核工作。本會計師於該等準則下之責任將於會計師查核個體財務報告之責任段進一步說明。本會計師所隸屬事務所受獨立性規範之人員已依會計師職業道德規範，與朋億股份有限公司保持超然獨立，並履行該規範之其他責任。本會計師相信已取得足夠及適切之查核證據，以作為表示查核意見之基礎。

關鍵查核事項

關鍵查核事項係指依本會計師之專業判斷，對朋億股份有限公司民國一〇六年度個體財務報告之查核最為重要之事項。該等事項已於查核個體財務報告整體及形成查核意見之過程中予以因應，本會計師並不對該等事項單獨表示意見。本會計師判斷應溝通在查核報告上之關鍵查核事項如下：

一、工程收入之認列(含預計總成本之估計)

有關工程收入之認列(含預計總成本之估計)的會計政策請詳個體財務報告附註四(十四)收入認列；相關會計估計及假設不確定性，請詳附註五，相關說明請詳附註六(三)工程合約。

關鍵查核事項之說明：

朋億股份有限公司工程收入採完工百分比法依合約期間按完工程度認列工程收入，完工程度係參照每份合約至報導期間結束日已發生之成本，且合約有重大追加減預算情事時將重新評估預估之合約總成本，並依調整後之總成本重新計算完工百分比，朋億股份有限公司工程收入認列之正確性受完工程度及工程預估總成本是否適當估計而影響。因此，工程收入認列測試為本會計師執行朋億股份有限公司財務報告查核重要的評估事項之一。

因應之查核程序：

本會計師對上述關鍵查核事項之主要查核程序包括：檢視重大合約，以瞭解各合約之特定條款及風險，測試營業收入及收款作業循環之相關內部控制，以確認有無重大異常；另，合約預計總成本乃為公司重要會計估計之一，本會計師每期訪談並更新公司對合約預計總成本編製與核准流程，了解管理階層做出會計估計之過程，並考量其他內部、外部以及正面、反面證據等資訊，以評估管理階層所使用之假設合理性、抽核部份工案樣本檢視預計總成本與實際結案總成本之差異原因等；另本會計師查核預計總成本之變動時，將考量管理階層估計至完工日尚待投入成本、變動對價之預期迴轉可能性等估計是否客觀及合理；同時亦將評估收入認列是否依相關規定辦理、有關合約成本之揭露項目是否允當。

二、應收帳款之評估

有關應收帳款評估之會計政策請詳個體財務報告附註四(六)金融工具；應收帳款評估會計估計及假設不確性，請詳附註五，相關說明請詳附註六(二)應收票據、帳款及催收款淨額。

關鍵查核事項之說明：

朋億股份有限公司應收帳款之回收性與經濟景氣循環及客戶經營相關，管理階層針對客戶之財務狀況及歷史收款經驗等項目評估應收款項減損，故應收款項之減損損失評估存有管理階層之判斷，係本會計師執行朋億股份有限公司財務報告查核重要的評估事項之一。

因應之查核程序：

本會計師對上述關鍵查核事項之主要查核程序包括：測試收款有關之設計及有效性，並檢視期後收款記錄；另針對朋億股份有限公司提列備抵評價之假設進行帳齡之分析及檢視歷史收款記錄、分析產業經濟狀況及客戶信用風險集中度等資料，以評估朋億股份有限公司對有關應收帳款減損之揭露項目是否允當。



三、工程損失之估列

有關工程損失之估列的會計政策請詳個體財務報告附註四(八)工程合約；相關會計估計及假設不確性，請詳附註五，相關說明請詳附註九重大或有負債及未認列之合約承諾(四)。

關鍵查核事項之說明：

朋德股份有限公司對於任何工案，當判斷合約成本”並非很有可能回收者“，將立即認列為費用，其估列涉及管理當局主觀判斷，係本會計師執行朋德股份有限公司財務報告查核重要事項之一。

因應之查核程序：

本會計師對上述關鍵查核事項之主要查核程序包括：比較過去實際發生工程損失與損失準備金額提列，評估並了解管理階層估列損失之方式，包括使用之方式、使用之資料的來源及是否有可能導致須修正會計估計之情形發生，評估是否符合會計原則及相關揭露之適當性；另，倘若案件已進入訴訟程序，成本之回收可能性有賴於未決之訴訟之結果，尚會引用有關負債準備的認列條件予以評估。

管理階層與治理單位對個體財務報告之責任

管理階層之責任係依照證券發行人財務報告編製準則編製允當表達之個體財務報告，且維持與個體財務報告編製有關之必要內部控制，以確保個體財務報告未存有導因於舞弊或錯誤之重大不實表達。

於編製個體財務報告時，管理階層之責任亦包括評估朋德股份有限公司繼續經營之能力、相關事項之揭露，以及繼續經營會計基礎之採用，除非管理階層意圖清算朋德股份有限公司或停止營業，或除清算或停業外別無實際可行之其他方案。

朋德股份有限公司之治理單位(含審計委員會)負有監督財務報導流程之責任。

會計師查核個體財務報告之責任

本會計師查核個體財務報告之目的，係對個體財務報告整體是否存有導因於舞弊或錯誤之重大不實表達取得合理確信，並出具查核報告。合理確信係高度確信，惟依照一般公認審計準則執行之查核工作無法保證必能偵出個體財務報告存有之重大不實表達。不實表達可能導因於舞弊或錯誤。如不實表達之個別金額或彙總數可合理預期將影響個體財務報告使用者所作之經濟決策，則被認為具有重大性。

本會計師依照一般公認審計準則查核時，運用專業判斷並保持專業上之懷疑。本會計師亦執行下列工作：

一、辨認並評估個體財務報告導因於舞弊或錯誤之重大不實表達風險；對所評估之風險設計及執行適當之因應對策；並取得足夠及適切之查核證據以作為查核意見之基礎。因舞弊可能涉及共謀、偽造、故意遺漏、不實聲明或踰越內部控制，故未偵出導因於舞弊之重大不實表達之風險高於導因於錯誤者。



- 二、對與查核攸關之內部控制取得必要之瞭解，以設計當時情況下適當之查核程序，惟其目的非對朋億股份有限公司內部控制之有效性表示意見。
- 三、評估管理階層所採用會計政策之適當性，及其所作會計估計與相關揭露之合理性。
- 四、依據所取得之查核證據，對管理階層採用繼續經營會計基礎之適當性，以及使朋億股份有限公司繼續經營之能力可能產生重大疑慮之事件或情況是否存在重大不確定性，作出結論。本會計師若認為該等事件或情況存在重大不確定性，則須於查核報告中提醒個體財務報告使用者注意個體財務報告之相關揭露，或於該等揭露係屬不適當時修正查核意見。本會計師之結論係以截至查核報告日所取得之查核證據為基礎。惟未來事件或情況可能導致朋億股份有限公司不再具有繼續經營之能力。
- 五、評估個體財務報告(包括相關附註)之整體表達、結構及內容，以及個體財務報告是否允當表達相關交易及事件。
- 六、對於採用權益法之被投資公司之財務資訊取得足夠及適切之查核證據，以對個體財務報告表示意見。本會計師負責查核案件之指導、監督及執行，並負責形成朋億股份有限公司之查核意見。

本會計師與治理單位溝通之事項，包括所規劃之查核範圍及時間，以及重大查核發現(包括於查核過程中所辨認之內部控制顯著缺失)。

本會計師亦向治理單位提供本會計師所隸屬事務所受獨立性規範之人員已遵循會計師職業道德規範中有關獨立性之聲明，並與治理單位溝通所有可能被認為會影響會計師獨立性之關係及其他事項(包括相關防護措施)。

本會計師從與治理單位溝通之事項中，決定對朋億股份有限公司民國一〇六年度個體財務報告查核之關鍵查核事項。本會計師於查核報告中敘明該等事項，除非法令不允許公開揭露特定事項，或在極罕見情況下，本會計師決定不於查核報告中溝通特定事項，因可合理預期此溝通所產生之負面影響大於所增進之公眾利益。

安侯建業聯合會計師事務所

會計師：

黃海亭



張宇信



證券主管機關：金管證審字第1000011652號
核准簽證文號：金管證六字第0940100754號
民國一〇七年二月二十二日

朋德股份有限公司

資產負債表

民國一〇六年與一〇五年十二月三十一日

單位：新台幣千元

資 產	106.12.31		105.12.31			負債及權益	106.12.31		105.12.31	
	金 額	%	金 額	%			金 額	%	金 額	%
流動資產：						流動負債：				
1100 現金及約當現金(附註六(一))	\$ 1,100,828	35	418,495	19	2150	應付票據	\$ 149,917	5	148,940	7
1150 應收票據淨額(附註六(二))	4,907	-	598	-	2170	應付帳款	327,234	10	281,315	13
1170 應收帳款淨額(附註六(二))	307,573	10	488,676	22	2180	應付關係人款(附註七)	537	-	65,965	3
1190 應收建造合約款(附註六(三)及七)	261,775	8	207,069	9	2190	應付建造合約款(附註六(三)及七)	45,862	1	347,772	15
1210 其他應收款-關係人(附註七)	63	-	-	-	2201	應付薪資及獎金	74,225	2	45,769	2
1310 存貨(附註六(四))	410,131	13	299,128	15	2250	負債準備(附註六(七))	55,800	2	30,857	1
1421 預付貨款	44,051	1	51,231	2	2311	預收貨款(附註七)	337,793	11	111,677	5
1476 其他金融資產-流動	4,561	-	277	-	2399	其他應付費用及流動負債	52,404	2	31,016	2
1479 其他流動資產	15,939	1	3,262	-			1,043,772	33	1,063,311	48
	2,149,828	68	1,468,736	67						
非流動資產：						非流動負債：				
1550 採用權益法之投資(附註六(五))	918,541	29	647,457	29	2570	遞延所得稅負債(附註六(九))	107,608	3	63,631	3
1600 不動產、廠房及設備(附註六(六))	68,278	2	66,514	3	2640	淨確定福利負債-非流動(附註六(八))	22,280	1	17,036	1
1840 遞延所得稅資產(附註六(九))	28,641	1	24,432	1			129,888	4	80,667	4
1990 其他非流動資產(附註六(二))	6,008	-	2,458	-			1,173,660	37	1,143,978	52
	1,021,468	32	740,861	33						
資產總計	\$ 3,171,296	100	2,209,597	100		負債總計				
						權益(附註六(十))：				
					3100	股本	339,280	11	296,280	13
					3200	資本公積	866,545	27	239,295	11
					3300	保留盈餘	817,987	26	553,807	25
					3400	其他權益	(26,176)	(1)	(23,763)	(1)
						權益總計	1,997,636	63	1,065,619	48
						負債及權益總計	\$ 3,171,296	100	2,209,597	100

(請詳閱後附個體財務報告附註)

董事長：梁進利



經理人：許宗政



會計主管：歐俊彥



朋德股份有限公司

綜合損益表

民國一〇六年及一〇五年一月一日至十二月三十一日

單位：新台幣千元

	106年度		105年度	
	金額	%	金額	%
4110 營業收入(附註六(三)、(十二)及七)	\$ 1,466,807	100	1,284,689	100
5110 營業成本(附註六(三)、(四)、(八)及七)	1,033,036	71	1,106,780	86
5900 營業毛利	433,771	29	177,909	14
營業費用(附註六(八)、(十四))：				
6100 推銷費用	5,457	-	8,053	1
6200 管理費用	132,835	9	89,938	7
	138,292	9	97,991	8
營業淨利	295,479	20	79,918	6
營業外收入及支出：				
7020 其他利益及損失(附註六(十三))	(43,521)	(3)	(15,105)	(1)
7050 財務成本(附註六(十三))	(1,176)	-	(377)	-
7070 採用權益法認列之子公司利益之份額(附註六(五))	293,991	20	248,347	19
	249,294	17	232,865	18
7900 稅前淨利	544,773	37	312,783	24
7950 減：所得稅費用(附註六(九))	97,298	7	48,392	3
本期淨利	447,475	30	264,391	21
8300 其他綜合損益：				
8310 不重分類至損益之項目				
8311 確定福利計畫之再衡量數(附註六(八))	(5,527)	-	(2,872)	-
8349 與不重分類之項目相關之所得稅	-	-	-	-
不重分類至損益之項目合計	(5,527)	-	(2,872)	-
8360 後續可能重分類至損益之項目				
8361 國外營運機構財務報表換算之兌換差額	(2,907)	-	(45,270)	(4)
8399 與可能重分類至損益之項目相關之所得稅(附註六(九))	494	-	468	-
後續可能重分類至損益之項目合計	(2,413)	-	(44,802)	(4)
8300 本期其他綜合損益	(7,940)	-	(47,674)	(4)
8500 本期綜合損益總額	\$ 439,535	30	216,717	17
每股盈餘(附註六(十一))				
9750 基本每股盈餘(單位：新台幣元)	\$ 15.07		9.83	
9850 稀釋每股盈餘(單位：新台幣元)	\$ 14.99		9.74	

(請詳閱後附個體財務報告附註)

董事長：梁進利



經理人：許宗政



會計主管：歐俊彥



朋億股份有限公司

權益變動表

民國一〇六年及一〇五年一月一日至十二月三十一日

單位：新台幣千元

	普通股 股本	資本公積	保留盈餘			合計	國外營運機構	權益總額
			法定盈 餘公積	特別盈 餘公積	未分配 盈餘		財務報表換算 之兌換差額	
民國一〇五年一月一日餘額	\$ 253,600	139,563	84,218	9,241	300,269	393,728	21,039	807,930
本期淨利	-	-	-	-	264,391	264,391	-	264,391
本期其他綜合損益	-	-	-	-	(2,872)	(2,872)	(44,802)	(47,674)
本期綜合損益總額	-	-	-	-	261,519	261,519	(44,802)	216,717
盈餘指撥及分配：								
提列法定盈餘公積	-	-	15,044	-	(15,044)	-	-	-
普通股現金股利	-	-	-	-	(88,760)	(88,760)	-	(88,760)
普通股股票股利	12,680	-	-	-	(12,680)	(12,680)	-	-
現金增資	30,000	99,000	-	-	-	-	-	129,000
現金增資保留員工認購之酬勞成本	-	732	-	-	-	-	-	732
民國一〇五年十二月三十一日餘額	296,280	239,295	99,262	9,241	445,304	553,807	(23,763)	1,065,619
本期淨利	-	-	-	-	447,475	447,475	-	447,475
本期其他綜合損益	-	-	-	-	(5,527)	(5,527)	(2,413)	(7,940)
本期綜合損益總額	-	-	-	-	441,948	441,948	(2,413)	439,535
盈餘指撥及分配：								
提列法定盈餘公積	-	-	26,439	-	(26,439)	-	-	-
提列特別盈餘公積	-	-	-	23,763	(23,763)	-	-	-
普通股現金股利	-	-	-	-	(177,768)	(177,768)	-	(177,768)
現金增資	43,000	615,266	-	-	-	-	-	658,266
現金增資保留員工認購之酬勞成本	-	11,984	-	-	-	-	-	11,984
民國一〇六年十二月三十一日餘額	\$ 339,280	866,545	125,701	33,004	659,282	817,987	(26,176)	1,997,636

註：本公司民國一〇六年及一〇五年一月一日至十二月三十一日董監事酬勞分別為 17,573 千元及 2,610 千元、員工酬勞分別為 23,431 千元及 13,141 千元，已分別於各該期間之綜合損益表中扣除。

(請詳閱後附個體財務報告附註)

董事長：梁進利



經理人：許宗政



會計主管：歐俊彥



朋億股份有限公司

現金流量表

民國一〇六年及一〇五年一月一日至十二月三十一日

單位：新台幣千元

	106年度	105年度
營業活動之現金流量：		
本期稅前淨利	\$ 544,773	312,783
調整項目：		
不影響現金流量之收益費損項目		
折舊費用	1,353	1,528
提列呆帳損失	188	6,103
利息費用	1,176	377
利息收入	(3,556)	(704)
股份基礎給付酬勞成本	11,984	732
備抵存貨跌價及呆滯損失迴升利益	(182)	(412)
採用權益法認列之子公司利益之份額	(293,991)	(248,347)
其他	(283)	(254)
不影響現金流量之收益費損項目合計	(283,311)	(240,977)
與營業活動相關之資產／負債變動數：		
與營業活動相關之資產淨變動：		
應收票據及帳款	176,606	(200,009)
應收帳款－關係人	(63)	18,475
應收建造合約款	(54,706)	357,335
存貨	(110,821)	(298,605)
其他流動資產	(9,781)	(32,027)
	1,235	(154,831)
與營業活動相關之負債淨變動：		
應付票據及帳款	46,896	2,994
應付關係人款	(65,428)	65,934
應付建造合約款	(301,910)	160,674
應付費用及其他流動負債	284,205	130,344
	(36,237)	359,946
調整項目合計	(318,313)	(35,862)
營運產生之現金流入	226,460	276,921
收取之利息	3,556	704
支付之利息	(1,182)	(372)
支付之所得稅	(40,332)	(18,785)
營業活動之淨現金流入	188,502	258,468
投資活動之現金流量：		
取得不動產、廠房及設備	(3,117)	(553)
取得子公司現金股利	20,000	86,633
其他非流動資產減少(增加)	(3,550)	297
設立子公司資本投入	-	(56,656)
投資活動之淨現金流入	13,333	29,721
籌資活動之現金流量：		
發放現金股利	(177,768)	(88,760)
現金增資	658,266	129,000
籌資活動之淨現金流入	480,498	40,240
本期現金及約當現金增加數	682,333	328,429
期初現金及約當現金餘額	418,495	90,066
期末現金及約當現金餘額	\$ 1,100,828	418,495

(請詳閱後附個體財務報告附註)

董事長：梁進利



經理人：許宗政



會計主管：歐俊彥



朋億股份有限公司

個體財務報告附註

民國一〇六年及一〇五年十二月三十一日

(除另有註明者外，所有金額均以新台幣千元為單位)

一、公司沿革

朋億股份有限公司(以下稱本公司)於民國八十六年六月十三日奉經濟部核准設立，註冊地址為新竹縣竹北市嘉豐南路二段76號10樓之1。本公司主要經營之業務為各種電子、電腦零配件、儀器設備、化學材料、氣體零配件等進出口買賣及管線裝配、維修工程等業務。

本公司之股票經財團法人中華民國證券櫃檯買賣中心准予辦理上櫃交易，於民國一〇六年十二月二十八日起上櫃掛牌買賣，並自同日起終止興櫃買賣。

二、通過財務報告之日期及程序

本個體財務報告已於民國一〇七年二月二十二日經董事會通過後發佈。

三、新發布及修訂準則及解釋之適用

(一)已採用金融監督管理委員會認可之新發布及修訂後準則及解釋之影響

本公司自民國一〇六年起全面採用經金融監督管理委員會(以下簡稱金管會)認可並於民國一〇六年生效之國際財務報導準則編製個體財務報告，相關新發布、修正及修訂之準則及解釋彙列如下：

新發布／修正／修訂準則及解釋	國際會計準則理事會發布之生效日
國際財務報導準則第 10 號、國際財務報導準則第 12 號及國際會計準則第 28 號之修正「投資個體：適用合併報表例外規定」	105 年 1 月 1 日
國際財務報導準則第 11 號之修正「取得聯合營運權益之會計處理」	105 年 1 月 1 日
國際財務報導準則第 14 號「管制遞延帳戶」	105 年 1 月 1 日
國際會計準則第 1 號之修正「揭露倡議」	105 年 1 月 1 日
國際會計準則第 16 號及國際會計準則第 38 號之修正「可接受之折舊及攤銷方法之闡釋」	105 年 1 月 1 日
國際會計準則第 16 號及國際會計準則第 41 號之修正「農業：生產性植物」	105 年 1 月 1 日
國際會計準則第 19 號之修正「確定福利計畫：員工提撥」	103 年 7 月 1 日
國際會計準則第 27 號之修正「單獨財務報表之權益法」	105 年 1 月 1 日
國際會計準則第 36 號之修正「非金融資產可回收金額之揭露」	103 年 1 月 1 日

朋億股份有限公司個體財務報告附註(續)

新發布／修正／修訂準則及解釋	國際會計準則理事會發布之生效日
國際會計準則第 39 號之修正「衍生工具之約務更替與避險會計之持續適用」	103 年 1 月 1 日
2010-2012 及 2011-2013 週期之年度改善	103 年 7 月 1 日
2012-2014 年國際財務報導年度改善	105 年 1 月 1 日
國際財務報導解釋第 21 號「公課」	103 年 1 月 1 日

適用上述新認可之國際財務報導準則將不致對個體財務報告造成重大變動。

(二)尚未採用金管會認可之國際財務報導準則之影響

依據金管會民國一〇六年七月十四日金管證審字第1060025773號令，公開發行以上公司應自民國一〇七年起全面採用經金管會認可並於民國一〇七年生效之國際財務報導準則。相關新發布、修正及修訂之準則及解釋彙列如下：

新發布／修正／修訂準則及解釋	國際會計準則理事會發布之生效日
國際財務報導準則第 2 號之修正「股份基礎給付交易之分類及衡量」	107 年 1 月 1 日
國際財務報導準則第 4 號之修正「於國際財務報導準則第 4 號『保險合約』下國際財務報導準則第 9 號『金融工具』之適用」	107 年 1 月 1 日
國際財務報導準則第 9 號「金融工具」	107 年 1 月 1 日
國際財務報導準則第 15 號「客戶合約之收入」	107 年 1 月 1 日
國際會計準則第 7 號之修正「揭露倡議」	106 年 1 月 1 日
國際會計準則第 12 號之修正「未實現損失之遞延所得稅資產之認列」	106 年 1 月 1 日
國際會計準則第 40 號之修正「投資性不動產之轉換」	107 年 1 月 1 日
國際財務報導準則 2014-2016 週期之年度改善：	
國際財務報導準則第 12 號之修正	106 年 1 月 1 日
國際財務報導準則第 1 號之修正及國際會計準則第 28 號之修正	107 年 1 月 1 日
國際財務報導解釋第 22 號「外幣交易及預收(付)對價」	107 年 1 月 1 日

朋億股份有限公司個體財務報告附註(續)

除下列項目外，適用上述新認可之國際財務報導準則將不致對個體財務報告造成重大影響：

1. 國際財務報導準則第九號「金融工具」

該準則將取代國際會計準則第三十九號「金融工具：認列與衡量」，修正金融工具之分類與衡量、減損及避險會計。

(1) 金融資產之分類及衡量

該準則包含金融資產之新分類及衡量方法，其反映管理該金融資產之經營模式及現金流量特性。該準則主要將金融資產分類為按攤銷後成本衡量、透過其他綜合損益按公允價值衡量及透過損益按公允價值衡量三類，並刪除現行準則下持有至到期日、放款及應收款及備供出售金融資產之分類。依該準則，混合合約包含之主契約若屬該準則範圍內之金融資產，則不拆分嵌入之衍生工具，而係評估整體混合金融工具之分類。另國際會計準則第三十九號對於不具活絡市場報價且公允價值因而無法可靠衡量之無報價權益工具投資（及此類工具之衍生工具）之衡量規定具有一項例外，此類金融工具係按成本衡量；國際財務報導準則第九號刪除該項例外，規定所有權益工具（及其衍生工具）應按公允價值衡量。

本公司評估認為若適用新分類規定，將不會對應收帳款、債務工具投資及以公允價值為基礎管理之權益工具投資之會計處理造成重大影響。

(2) 金融資產及合約資產之減損

該準則以前瞻性之預期信用損失模式取代現行國際會計準則第三十九號已發生減損損失模式，預期信用損失係以機率加權為基礎決定，經濟因素改變如何影響該損失需要相當的判斷。

預期信用損失模式適用於按攤銷後成本衡量、透過其他綜合損益按公允價值衡量之金融資產（除權益工具投資外）及合約資產。

國際財務報導準則第九號下，係依下列基礎衡量金融資產之減損損失：

- 十二個月預期信用損失：金融工具於報導日後十二個月內可能違約事項所產生之預期信用損失；及
- 存續期間預期信用損失：金融工具預期存續期間所有可能違約事項產生之預期信用損失。

若金融工具自原始認列後信用風險已顯著增加，則適用存續期間預期信用損失衡量減損；若未顯著增加，則適用十二個月預期信用損失衡量減損。企業若判定金融工具於報導日之信用風險低，得假設該金融資產自原始認列後信用風險未顯著增加，然而，不具重大財務組成部分之應收帳款及合約資產，係按存續期間預期信用損失方法衡量；企業亦得作會計政策選擇，按存續期間預期信用損失衡量具重大財務組成部分之應收帳款和合約資產。

朋億股份有限公司個體財務報告附註(續)

本公司認為屬國際財務報導準則第九號減損模式範圍內之資產，減損損失可能會增加且變得更加波動，本公司預估適用國際財務報導準則第九號減損規定將不會產生重大影響。

(3)揭露

該準則包含大量之新揭露規定，尤其有關避險會計、信用風險及預期信用損失之揭露。本公司初步評估包括從現有內部流程分析資料有差異之處，及規劃對系統及內部控制進行修改以擷取所需資料。

(4)過渡處理

除下列項目外，通常係追溯適用國際財務報導準則第九號：

- 本公司預計採用分類及衡量（包括減損）改變之豁免，無須重編以前期間之比較資訊。因採用該準則造成金融資產及金融負債帳面金額之差額，通常將調整民國一〇七年一月一日之保留盈餘及其他權益項目。
- 新避險會計原則上應推延調整。然而，本公司選擇追溯調整遠期外匯合約遠期部分公允價值變動。
- 下列事項係以初次適用日存在之事實及情況為基礎評估：
 - 判定金融資產係以何種經營模式持有。
 - 先前指定為透過損益按公允價值衡量之金融資產及金融負債之指定及撤銷。
 - 部分非持有供交易之權益工具投資作透過其他綜合損益按公允價值衡量之指定。

2.國際財務報導準則第十五號「客戶合約之收入」

該準則將取代現行國際會計準則第十八號「收入」及國際會計準則第十一號「建造合約」以及其他收入相關的解釋，以單一分析模型按五個步驟決定企業認列收入之方法、時點及金額。

(1)銷售商品

針對設備之製造銷售，由於合約存有驗收條款，現行係於設備交付至客戶場址，完成安裝並取得客戶最終驗收許可時認列收入，且相關所有權之重大風險及報酬已移轉予客戶。於該時點認列收入，係因該時點收入及成本能可靠衡量、對價很有可能收回，且不再繼續參與對商品之管理。國際財務報導準則第十五號下，將於客戶取得對產品之控制時認列收入。由於部分設備銷售係依客戶要求規格接單式製造，客戶可控制所有尚在生產中之在製品，在此情況下，本公司依國際財務報導準則第十五號評估將於生產該等產品之過程時認列收入，此將導致該等合約之收入及相關成本早於現行之認列時點，意即早於設備完成安裝並取得客戶最終驗收許可之時。

朋億股份有限公司個體財務報告附註(續)

(2)保固

本公司依不同工程專案別提供十二個月至二十四個月不等之保固服務，現行係根據產品維修或更換機率估計保固負債準備。國際財務報導準則第十五號下，將保固區分為保證類型之保固及勞務類型之保固，若為勞務類型保固須視為一履約義務處理。本公司分析工程合約內容係提供與所協議規格相符之保證類型保固，故預期不會對本個體財務報告造成重大影響。

(3)佣金

本公司依現行準則判斷所收取之佣金於部分交易中係作為代理人而非主理人。國際財務報導準則第十五號下，將以本公司於特定商品移轉予最終客戶前是否控制該商品為基礎評估，而非以是否暴露於與銷售商品有關之所有權重大風險及報酬評估。本公司初步評估前述交易，預期不會對本個體財務報告造成重大影響。

(4)建造合約

現行合約收入係於很有可能產生收入且能可靠衡量之範圍內加以認列，包括合約中同意之原始金額，加計與合約相關之任何變更、請求補償及獎勵給付等。於認列求償及變更時，係修正合約完成程度或合約價款，並於每一報導日以累積基礎重評估合約之狀況。國際財務報導準則第十五號下，係於合約之求償及變更已核准時依合約修改處理。本公司評估前述合約修改，預期不會對本個體財務報告造成重大影響。

(5)過渡處理

本公司預計依累積影響數法適用國際財務報導準則第十五號，因此，無須重編以前期間之比較資訊，初次適用該準則之累積影響數將調整民國一〇七年一月一日之保留盈餘。本公司預計就已完成合約採用實務權宜作法，意即初次適用日（民國一〇七年一月一日）之已完成合約將不予重述。

本公司預估上述差異可能使民國一〇七年一月一日合約資產增加20,536千元、存貨減少299,372千元、預收貨款減少334,405千元、合約負債增加18,382千元、保留盈餘增加104,200千元及採用權益法之投資增加67,013千元。有關前述累積影響數之相關所得稅影響數，因目前尚無法確定我國所得稅申報方式，致無法可靠估計，因此並未予以考慮。

3.國際會計準則第七號之修正「揭露倡議」

修正條文規定企業應提供揭露俾使財務報表使用者能評估來自籌資活動之負債之變動，包括來自現金流量之變動及非現金之變動。

本公司預計提供來自籌資活動之負債之期初與期末餘額間之調節，以符合上述新增規定。

朋億股份有限公司個體財務報告附註(續)

4. 國際會計準則第十二號之修正「未實現損失之遞延所得稅資產之認列」

修正條文闡明符合特定條件之情況下，將對未實現損失認列遞延所得稅資產，並釐清「未來課稅所得」之計算方式。

本公司預估上述修正不會對本個體財務報告產生重大影響。

惟上述採用新公報之預估影響情形可能因將來環境或狀況而有所變更。

(三) 金管會尚未認可之新發布及修訂準則及解釋

下表彙列國際會計準則理事會(以下簡稱理事會)已發布及修訂但尚未經金管會認可之準則及解釋。

新發布／修正／修訂準則及解釋	理事會發布 之生效日
國際財務報導準則第 10 號及國際會計準則第 28 號之修正「投資者與其關聯企業或合資間之資產出售或投入」	尚待理事會決定
國際財務報導準則第 16 號「租賃」	108 年 1 月 1 日
國際財務報導準則第 17 號「保險合約」	110 年 1 月 1 日
國際財務報導解釋第 23 號「具不確定性之所得稅處理」	108 年 1 月 1 日
國際財務報導準則第 9 號之修正「具負補償之提前還款特性」	108 年 1 月 1 日
國際會計準則第 28 號之修正「對關聯企業及合資之長期權益」	108 年 1 月 1 日
國際財務報導準則 2015-2017 週期之年度改善	108 年 1 月 1 日

對本公司可能攸關者如下：

發布日	新發布或修訂準則	主要修訂內容
105.1.13	國際財務報導準則第 16 號「租賃」	<p>新準則將租賃之會計處理修正如下：</p> <ul style="list-style-type: none"> • 承租人所簽訂符合租賃定義之所有合約均應於資產負債表認列使用權資產及租賃負債。租賃期間內租賃費用則係以使用權資產折舊金額加計租賃負債之利息攤提金額衡量。 • 出租人所簽訂符合租賃定義之合約則應分類為營業租賃及融資租賃，其會計處理與國際會計準則第 17 號「租賃」類似。

本公司現正持續評估上述準則及解釋對本公司財務狀況與經營結果之影響，相關影響待評估完成時予以揭露。

四、重大會計政策之彙總說明

本個體財務報告所採用之重大會計政策彙總說明如下。除另有說明者外，下列會計政策已一致適用於本個體財務報告之所有表達期間。

朋億股份有限公司個體財務報告附註(續)

(一) 遵循聲明

本個體財務報告係依照「證券發行人財務報告編製準則」(以下簡稱「編製準則」)編製。

(二) 編製基礎

1. 衡量基礎

除淨確定福利負債(或資產)係以退休基金資產之公允價值減除確定福利義務現值之淨額認列外，本個體財務報告係依歷史成本為基礎編製。

2. 功能性貨幣及表達貨幣

本個體財務報告係以本公司之功能性貨幣新台幣表達。所有以新台幣表達之財務資訊均以新台幣千元為單位。

(三) 外幣

1. 外幣交易

外幣交易依交易日之匯率換算為功能性貨幣。報導期間結束日(以下稱報導日)之外幣貨幣性項目依當日之匯率換算為功能性貨幣，其兌換損益係指期初以功能性貨幣計價之攤銷後成本，調整當期之有效利息及付款後之金額，與依外幣計價之攤銷後成本按報導日匯率換算金額間之差異。以公允價值衡量之外幣非貨幣性項目依衡量公允價值當日之匯率重新換算為功能性貨幣，以歷史成本衡量之外幣非貨幣性項目則依交易日之匯率換算。除非貨幣性之備供出售權益工具換算所產生之外幣兌換差異認列於其他綜合損益外，其餘係認列為損益。

2. 國外營運機構

國外營運機構之資產及負債係依報導日之匯率換算為新台幣(本個體財務報告之表達貨幣)；收益及費損項目係依當期平均匯率換算為新台幣，所產生之兌換差額均認列為其他綜合損益。

(四) 資產與負債區分流動與非流動之分類標準

與工程合約有關之資產及負債係以一個營業週期(通常為一年至二年)做為劃分流動或非流動之標準，其餘資產及負債以下列分類標準區分：

1. 符合下列條件之一之資產列為流動資產，非屬流動資產之所有其他資產則列為非流動資產：

- (1) 預期將於本公司正常營業週期中實現或意圖將其出售或消耗者；
- (2) 主要為交易目的而持有該資產；
- (3) 預期於報導期間後十二個月內實現該資產；或
- (4) 該資產為現金或約當現金，但於報導期間後至少十二個月將該資產交換或用以清償負債受到其他限制者除外。

朋億股份有限公司個體財務報告附註(續)

2.符合下列條件之一之負債列為流動負債，非屬流動負債之所有其他負債則列為非流動負債：

- (1)預期將於本公司正常營業週期中清償該負債；
- (2)主要為交易目的而持有該負債；
- (3)預期將於報導期間後十二個月內到期清償該負債；或
- (4)未具無條件將清償期限遞延至報導期間後至少十二個月之權利之負債。負債之條款，可能依交易對方之選擇，以發行權益工具而導致其清償者，並不影響其分類。

(五)現金及約當現金

現金包括庫存現金、活期存款及支票存款。約當現金係指可隨時轉換成定額現金且價值變動風險甚小之短期並具高流動性之投資。定期存款符合前述定義且持有目的係滿足短期現金承諾而非投資或其他目的者，列報於約當現金。

(六)金融工具

金融資產與金融負債係於本公司成為該金融工具合約條款之一方時認列。

1.金融資產

本公司之金融資產為應收款。

(1)應收款

應收款係無活絡市場公開報價，且具固定或可決定付款金額之金融資產，包括應收款項及其他應收款。原始認列時按公允價值加計直接可歸屬之交易成本認列，後續評價採有效利率法以攤銷後成本減除減損損失衡量，惟短期應收款項之利息認列不具重大性之情況除外。依交易慣例購買或出售金融資產時，採用交易日會計處理。

利息收入係列報於營業外收入及支出項下。

(2)金融資產減損

非透過損益按公允價值衡量之金融資產，於每一報導日評估減損。當有客觀證據顯示，因金融資產原始認列後發生之單一或多項事件，致使該資產之估計未來現金流量受損失者，該金融資產即已發生減損。

金融資產減損之客觀證據包括發行人或債務人之重大財務困難、違約(如利息或本金支付之延滯或不償付)、債務人將進入破產或其他財務重整之可能性大增，及由於財務困難而使該金融資產之活絡市場消失等。

針對應收帳款個別評估未有減損後，另再以組合基礎評估減損。應收款組合之客觀減損證據可能包含本公司過去收款經驗、該組合超過平均授信期間之延遲付款增加情況，以及與應收款拖欠有關之全國性或區域性經濟情勢變化。

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所有金融資產之減損損失係直接自金融資產之帳面金額中扣除，惟應收帳款係藉由備抵帳戶調降其帳面金額。當判斷應收帳款無法收回時，係沖銷備抵帳戶。原先已沖銷而後續收回之款項則貸記備抵帳戶。備抵帳戶帳面金額之變動認列於損益。

應收款之減損損失及迴升係列報於營業費用項下；其餘金融資產之減損損失及迴升係列報於營業外收入及支出項下。

(3)金融資產之除列

本公司僅於對來自該資產現金流量之合約權利終止，或已移轉金融資產且該資產所有權幾乎所有之風險及報酬已移轉予其他企業時，始將金融資產除列。

2.金融負債及權益工具

(1)負債或權益之分類

本公司發行之債務及權益工具係依據合約協議之實質與金融負債及權益工具之定義分類為金融負債或權益。

權益工具係指表彰本公司於資產減除其所有負債後剩餘權益之任何合約。本公司發行之權益工具係以取得之價款扣除直接發行成本後之金額認列。

(2)其他金融負債

金融負債非屬持有供交易且未指定為透過損益按公允價值衡量者(包括短期借款、應付帳款及其他應付款)，原始認列時係按公允價值加計直接可歸屬之交易成本衡量；後續評價採有效利率法以攤銷後成本衡量。

(3)金融負債之除列

本公司係於合約義務已履行、取消或到期時，除列金融負債。

除列金融負債時，其帳面金額與所支付或應支付對價總額(包含任何所移轉之非現金資產或承擔之負債)間之差額認列為損益，並列報於營業外收入及支出項下。

(4)金融資產及負債之互抵

金融資產及金融負債僅於本公司有法定權利進行互抵及有意圖以淨額交割或同時變現資產及清償負債時，方予以互抵並以淨額表達於資產負債表。

(七)存貨

存貨係以成本與淨變現價值孰低衡量。成本包括使其達可供使用的地點及狀態所發生之必要支出，並採加權平均法計算。淨變現價值係指正常營業下之估計售價減除至完工尚需投入之成本及銷售費用為計算基礎。

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(八)工程合約

工程合約指截至報導日止按已執行之合約工作，預期可向客戶收取惟尚未開立帳單之總金額。依成本加計截至報導日止已認列之利潤(請詳附註六(三))，減除已按進度開立之帳單及已認列之損失後之金額衡量。成本包含所有與特定專案直接相關之支出，及依正常產能為基礎分攤因合約活動產生之固定與變動製造費用。

若已投入成本加計應認列利潤超過工程進度請款，工程合約於資產負債表係表達為應收建造合約款。若工程進度請款大於已發生成本加計應認列利潤，則該差異於資產負債表表達為應付建造合約款。

合約成本並非很有可能回收者應立即認列為費用；當已發生之合約成本其回收性並非很有可能，則合約成本將立即認列為費用，包括：

- 1.合約無法完全執行，亦即其正當性極有問題；
- 2.合約之完成有賴於未決訴訟或立法之結果；
- 3.合約與可能被徵收或沒收之財產有關；
- 4.客戶無法履行其義務之合約；
- 5.承包商不能完成合約或不能履行其合約義務之合約。

(九)投資子公司

於編製個體財務報告時，本公司對具控制力之被投資公司係採權益法評價。在權益法下，個體財務報告當期損益及其他綜合損益與合併基礎編製之財務報告中當期損益及其他綜合損益歸屬於母公司業主之分攤數相同，且個體財務報告業主權益與合併基礎編製之財務報告中歸屬於母公司業主之權益相同。

本公司對子公司所有權權益之變動未導致喪失控制者，作為業主間之權益交易處理。

(十)不動產、廠房及設備

1.認列與衡量

不動產、廠房及設備之認列及衡量係採成本模式，依成本減除累計折舊與累計減損後之金額衡量。成本包含可直接歸屬於取得資產之支出，任何其他使資產達預計用途之可使用狀態的可歸屬成本、拆卸與移除該項目及復原所在地之成本。

當不動產、廠房及設備包含不同組成部分，且相對於該項目之總成本若屬重大而採用不同之折舊率或折舊方法較為合宜時，則視為不動產、廠房及設備之單獨項目(主要組成部分)處理。

不動產、廠房及設備之處分損益以淨額認列於營業外收入及支出項下。

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2.後續成本

若不動產、廠房及設備項目後續支出所預期產生之未來經濟效益很有可能流入本公司，且其金額能可靠衡量，則該支出予以資本化；日常維修成本於發生時認列為損益。

3.折 舊

折舊係依資產成本減除殘值後按估計耐用年限採直線法計提，並依資產之各別重大組成部分評估，若一組成部分之耐用年限不同於資產之其他部分，則此組成部分應單獨提列折舊。折舊之提列認列為損益。

土地無須提列折舊。

當期及比較期間之估計耐用年限如下：

- (1)房屋及建築物：40年
- (2)建築物改良：5~10年
- (3)其他設備：3~5年

折舊方法、耐用年限及殘值係於每個財務年度結束日加以檢視，若預期值與先前之估計不同時，於必要時適當調整，該變動按會計估計變動規定處理。

(十一)無形資產

研究階段係指預期為獲取及瞭解嶄新的科學或技術知識而進行之活動，相關支出於發生時認列於損益。

發展階段之支出於同時符合下列所有條件時，認列為無形資產；未同時符合者，於發生時即認列於損益：

- 1.完成無形資產之技術可行性已達成，將使該無形資產將可供使用或出售。
- 2.意圖完成該無形資產，並加以使用或出售。
- 3.有能力使用或出售該無形資產。
- 4.無形資產將很有可能產生未來經濟效益。
- 5.具充足之技術、財務及其他資源，以完成此項發展，並使用或出售該無形資產。
- 6.歸屬於該無形資產發展階段之支出能可靠衡量。

每年至少於財務年度結束日時檢視無形資產之殘值、攤銷期間及攤銷方法，若有變動，視為會計估計變動。

(十二)非金融資產減損

針對存貨及遞延所得稅資產以外之非金融資產，本公司於每一報導期間結束日評估是否發生減損，並就有減損跡象之資產估計其可回收金額。並就可回收金額低於帳面價值之資產，認列減損損失。商譽以外之資產，於以前年度所認列之累積減損損失，嗣後若已不存在或減少，即予迴轉，增加資產帳面價值至可回收金額，惟不超過資產在未認列減損損失下，減除應提列折舊或攤銷之數。商譽所屬現金產生單位，則每年定期進行減損測試，並就可回收金額低於帳面金額之部分，認列減損損失。

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(十三)負債準備

負債準備之認列係因過去事件而負有現時義務，使本公司未來很有可能需要流出具經濟效益之資源以清償該義務，且該義務之金額能可靠估計。負債準備係以反映目前市場對貨幣時間價值及負債特定風險評估之稅前折現率予以折現，折現之攤銷則認列為利息費用。

本公司之保固負債準備係於銷售商品或服務時認列，該項負債準備係根據歷史保固資料合理估計。

(十四)收入認列

1.商品銷售

正常活動中銷售商品所產生之收入，係俟具說服力之證據存在(通常為客戶訂單)、所有權之重大風險及報酬已移轉予買方、價款很有可能收回、相關成本與可能之商品退回能可靠估計時加以認列。

2.工程合約

合約收入係於很有可能產生收入且能可靠衡量之範圍內加以認列，包括合約簽訂之原始金額，加計與合約相關之任何變更、請求補償及獎勵給付等。當工程合約之結果能可靠估計時，與該工程合約有關之合約收入及合約成本應於報導日參照合約活動之完成程度分別認列為收入及費用。若發生與合約之未來活動相關之合約成本，該類合約成本在可回收範圍內認列為資產。

依合約之性質，完成程度乃依據迄今完工已發生合約成本占估計總合約成本之比例計算之。若工程合約之結果無法可靠估計，合約收入僅於預期可回收成本的範圍內認列。預期合約損失則立即認列於損益。

(十五)員工福利

1.確定提撥計畫

確定提撥退休金計畫之提撥義務係於員工提供勞務期間內認列為損益項下之員工福利費用。

2.確定福利計畫

本公司在確定福利退休金計畫下之淨義務係分別針對各項福利計畫以員工當期或過去服務所賺得之未來福利金額折算為現值計算。任何計畫資產的公允價值均予以減除。折現率係以到期日與本公司淨義務期限接近，且計價幣別與預期支付福利金相同之政府公債之市場殖利率於財務報導日之利率為主。

企業淨義務每年由合格精算師以預計單位福利法精算。當計算結果對本公司有利時，認列資產係以未來得以從該計畫退還之資金或減少未來對該計畫之提撥等方式所可獲得經濟效益現值之總額為限。計算經濟效益現值時應考量任何適用於本公司任何計畫之最低資金提撥需求。一項效益若能在計畫期間內或計畫負債清償時實現，對本公司而言，即具有經濟效益。

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當計畫內容之福利改善，因員工過去服務使福利增加之部分，相關費用立即認列為損益。

淨確定福利負債之再衡量數包含(1)精算損益；(2)計畫資產報酬，但不包括包含於淨確定福利負債淨利息之金額；及(3)資產上限影響數之任何變動，但不包括包含於淨確定福利負債淨利息之金額。淨確定福利負債再衡量數認列於其他綜合損益項目下。本公司將確定福利計畫之再衡量數認列於保留盈餘。

本公司於縮減或清償發生時，認列確定福利計畫之縮減或清償損益。縮減或清償損益包括任何計畫資產公允價值之變動及確定福利義務現值之變動。

3.短期員工福利

短期員工福利義務係以未折現之基礎衡量，且於提供相關服務時認列為費用。若係因員工過去提供服務而使本公司負有現時之法定或推定支付義務，且該義務能可靠估計時，將該金額認列為負債。

(十六)股份基礎給付交易

給與員工之股份基礎給付獎酬以給與日之公允價值，於員工達到可無條件取得報酬之期間內，認列酬勞成本並增加相對權益。認列之酬勞成本係隨預期符合服務條件及非市價既得條件之獎酬數量予以調整；而最終認列之金額係以既得日符合服務條件及非市價既得條件之獎酬數量為基礎衡量。

有關股份基礎給付獎酬之非既得條件，已反映於股份基礎給付給與日公允價值之衡量，且預期與實際結果間之差異無須作核實調整。

應給付予員工之股份增值權，係以該股份增值權之公允價值衡量後採現金交割者，於員工達到可無條件取得報酬之期間內，認列費用並增加相對負債。相關負債於各報導日及交割日應予重新衡量，其公允價值之任何變動認列為損益項下之人事費用。

(十七)所得稅

所得稅費用包括當期及遞延所得稅。除與企業合併、直接認列於權益或其他綜合損益之項目相關者外，當期所得稅及遞延所得稅應認列於損益。

當期所得稅包括當年度課稅所得(損失)按報導日之法定稅率計算之預計應付所得稅或應收退稅款，及任何對以前年度應付所得稅的調整。

遞延所得稅係就資產及負債於財務報導目的之帳面金額與其課稅基礎之暫時性差異予以衡量認列。

遞延所得稅係以預期資產實現或負債清償當期之稅率衡量，並以報導日之法定稅率為基礎。

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本公司僅於同時符合下列條件時，始將遞延所得稅資產及遞延所得稅負債互抵：

- 1.有法定執行權將當期所得稅資產及當期所得稅負債互抵；且
- 2.遞延所得稅資產及遞延所得稅負債與下列由同一稅捐機關課徵所得稅之納稅主體之一有關；
 - (1)同一納稅主體；或
 - (2)不同納稅主體，惟各主體意圖在重大金額之遞延所得稅資產預期回收及遞延所得稅負債預期清償之每一未來期間，將當期所得稅負債及資產以淨額基礎清償，或同時實現資產及清償負債。

對於可減除暫時性差異，在很有可能未來課稅所得可供使用之範圍內，認列為遞延所得稅資產。並於每一報導日予以重評估，就相關所得稅利益非屬很有可能實現之範圍內予以調減。

(十八)每股盈餘

本公司列示歸屬於本公司普通股權益持有人之基本及稀釋每股盈餘。本公司基本每股盈餘係以歸屬於本公司普通股權益持有人之損益，除以當期加權平均流通在外普通股股數計算之。稀釋每股盈餘則係將歸屬於本公司普通股權益持有人之損益及加權平均流通在外普通股股數，分別調整所有潛在稀釋普通股之影響後計算之。本公司之潛在稀釋普通股包括得採股票發放之員工酬勞。因盈餘及資本公積轉增資新增之股份，採追溯調整計算。

(十九)部門資訊

本公司已於合併財務報告揭露部門資訊，因此個體財務報告不揭露部門資訊。

五、重大會計判斷、估計及假設不確定性之主要來源

管理階層依證券發行人財務報告編製準則編製本個體財務報告時，必須作出判斷、估計及假設，其將對會計政策之採用及資產、負債、收益及費用之報導金額有所影響，實際結果可能與估計存有差異。

管理當局持續檢視估計及基本假設，會計估計變動於變動期間及受影響之未來期間予以認列。

會計政策涉及重大判斷，且對本個體財務報告已認列金額有重大影響之資訊如下：

(一)工程收入之認列(含預計總成本之估計)

本公司建造合約損益之認列係參照合約活動之完成程度分別認列合約收入及合約成本，並以迄今完工已發生合約成本占估計總合約成本之比例衡量完成程度。本公司考量各項工程之性質、預計工期、工程項目、施工流程、工法及預計發包金額等因素估計總合約成本。任何上述估計基礎之變動，可能造成該估計金額之重大調整。相關資訊請詳附註六(三)。

朋億股份有限公司個體財務報告附註(續)

(二)應收帳款之減損評估

當有客觀證據顯示減損跡象時，本公司考量未來現金流量之估計。減損損失之金額係參考客戶過去拖欠記錄、分析其目前財務狀況及依據對客戶之應收帳款帳齡分析等因素，以該資產之帳面金額及估計未來現金流量按該金融資產之原始有效利率折現之現值間的差額衡量。若未來實際現金流量少於預期，可能會產生重大減損損失。減損提列情形請詳附註附註六(二)。

(三)工程損失估列

本公司對於任何工案，當判斷合約成本”並非很有可能回收者“，將立即認列為費用，另，倘若案件已進入訴訟程序，成本之回收可能性有賴於未決之訴訟之結果，工程損失與損失準備金額提列係針對很有可能對本公司產生不利結果且損失金額可合理估計之未決訟案所估列。惟因訴訟案本身之不確定性較高，最終結果或實際賠償金額可能與估計金額有重大差異。相關資訊請詳附註九重大或有負債及未認列之合約承諾(四)。

本公司之會計政策及揭露包含採用公允價值衡量其金融、非金融資產及負債。本公司針對公允價值衡量建立相關內部控制制度。其中包括建立評價小組以負責複核所有重大之公允價值衡量(包括第三等級公允價值)，並直接向財務長報告。評價小組定期複核重大不可觀察之輸入值及調整。如果用於衡量公允價值之輸入值是使用外部第三方資訊(例如經紀商或訂價服務機構)，評價小組將評估第三方所提供支持輸入值之證據，以確定該評價及其公允價值等級分類係符合國際財務報導準則之規定。評價小組也向本公司之審計委員會報告重大評價之議題。

本公司在衡量其資產和負債時，盡可能使用市場可觀察之輸入值。公允價值之等級係以評價技術使用之輸入值為依據歸類如下：

- 第一級：相同資產或負債於活絡市場之公開報價(未經調整)。
- 第二級：除包含於第一級之公開報價外，資產或負債之輸入參數係直接(即價格)或間接(即由價格推導而得)可觀察。
- 第三級：資產或負債之輸入參數非基於可觀察之市場資料(非可觀察參數)。

衡量公允價值用假設之相關資訊請詳附註六(十五)金融工具。

六、重要會計項目之說明

(一)現金及約當現金

	<u>106.12.31</u>	<u>105.12.31</u>
支票及活期存款	\$ 981,133	418,495
定期存款	119,695	-
	<u>\$ 1,100,828</u>	<u>418,495</u>

金融資產及負債之匯率風險之揭露請詳附註六(十五)。

朋億股份有限公司個體財務報告附註(續)

(二)應收票據、帳款及催收款淨額

	<u>106.12.31</u>	<u>105.12.31</u>
流動：		
應收票據	\$ 4,907	598
應收帳款	312,914	493,829
減：備抵呆帳	<u>(5,341)</u>	<u>(5,153)</u>
	<u>\$ 312,480</u>	<u>489,274</u>
非流動：		
催收款	\$ 1,099	1,099
減：備抵呆帳	<u>(1,099)</u>	<u>(1,099)</u>
催收款淨額(列於非流動資產項下)	<u>\$ -</u>	<u>-</u>

報導日應收款之帳齡分析如下：

	<u>106.12.31</u>		<u>105.12.31</u>	
	總 額	減 損	總 額	減 損
1~120 天	\$ 247,872	-	438,696	-
121~180 天	18,374	183	4,663	46
181~360 天	51,575	5,158	51,068	5,107
361~540 天	-	-	-	-
541 天以上	<u>1,099</u>	<u>1,099</u>	<u>1,099</u>	<u>1,099</u>
	<u>\$ 318,920</u>	<u>6,440</u>	<u>495,526</u>	<u>6,252</u>

應收票據、帳款及催收款備抵呆帳變動如下：

	<u>106年度</u>	<u>105年度</u>
期初餘額	\$ 6,252	149
本期認列之減損損失	<u>188</u>	<u>6,103</u>
期末餘額	<u>\$ 6,440</u>	<u>6,252</u>

(三)工程合約

1.工程收入及損失

本公司係依完工百分比法認列在建合約之合約收入，並按迄今已完成工作所發生之合約成本佔估計總合約成本之比例決定合約之完成程度，當估計總合約成本很有可能超過總合約收入時，立即將預期損失認列為當期成本。

朋億股份有限公司個體財務報告附註(續)

	106 年度	105 年度
當期認列為收入之合約淨額	<u>\$ 1,008,293</u>	<u>1,267,553</u>
2.在建工程		
	106.12.31	105.12.31
累計已發生成本(含與未來活動有關之合約成本)	\$ 901,060	2,091,845
加：累計已認列工程總(損)益	122,747	81,020
	1,023,807	2,172,865
減：累計請款金額	(807,894)	(2,313,568)
應收(付)建造合約款淨額	<u>\$ 215,913</u>	<u>(140,703)</u>
因工程合約列報為資產之應收建造合約款	\$ 261,775	207,069
因工程合約列報為負債之應付建造合約款	(45,862)	(347,772)
	<u>\$ 215,913</u>	<u>(140,703)</u>
工程進行前所收取之預收款	<u>\$ -</u>	<u>37,840</u>
(四)存 貨		
	106.12.31	105.12.31
在製品	\$ 409,426	298,043
原料	1,376	1,938
	410,802	299,981
減：備抵損失	(671)	(853)
	<u>\$ 410,131</u>	<u>299,128</u>

本公司民國一〇六年度及一〇五年度因存貨使用致迴轉原提列之備抵跌價(認列存貨迴升利益)分別為(182)千元及(412)千元，並已計入營業成本項下。

(五)採用權益法之投資

	106.12.31	105.12.31
子公司	<u>\$ 918,541</u>	<u>647,457</u>

民國一〇六年度及一〇五年度本公司採用權益法認列子公司利益之份額分別為293,991千元及248,347千元。

子公司相關資訊請參閱民國一〇六年度合併財務報告。

朋億股份有限公司個體財務報告附註(續)

(六)不動產、廠房及設備

	土 地	房屋及 建 築	其他設備	總 計
成本：				
民國 106 年 1 月 1 日餘額	\$ 44,518	26,526	8,315	79,359
本期增添	-	-	3,117	3,117
本期處分	-	-	(594)	(594)
民國 106 年 12 月 31 日餘額	\$ 44,518	26,526	10,838	81,882
民國 105 年 1 月 1 日餘額	\$ 44,518	26,526	8,039	79,083
本期增添	-	-	553	553
本期處分	-	-	(277)	(277)
民國 105 年 12 月 31 日餘額	\$ 44,518	26,526	8,315	79,359
折舊：				
民國 106 年 1 月 1 日餘額	\$ -	5,201	7,644	12,845
本年度折舊	-	897	456	1,353
本期處分	-	-	(594)	(594)
民國 106 年 12 月 31 日餘額	\$ -	6,098	7,506	13,604
民國 105 年 1 月 1 日餘額	\$ -	4,243	7,351	11,594
本年度折舊	-	958	570	1,528
本期處分	-	-	(277)	(277)
民國 105 年 12 月 31 日餘額	\$ -	5,201	7,644	12,845
帳面價值：				
民國 106 年 12 月 31 日	\$ 44,518	20,428	3,332	68,278
民國 105 年 12 月 31 日	\$ 44,518	21,325	671	66,514
民國 105 年 1 月 1 日	\$ 44,518	22,283	688	67,489

(七)負債準備

本公司保固準備變動如下：

	106 年度	105 年度
1 月 1 日餘額	\$ 30,857	27,691
當期新增	63,445	12,191
當期沖銷	(38,502)	(9,025)
12 月 31 日餘額	\$ 55,800	30,857

本公司之保固負債準備係考量工程合約之歷史保固資料估計，預期多數將於工程完工後依合約約定之保固期間內發生且不會長於一個營業週期。

朋億股份有限公司個體財務報告附註(續)

(八)員工福利

1.確定福利計畫

本公司確定福利義務現值與計畫資產公允價值之調節如下：

	106.12.31	105.12.31
確定福利義務現值	\$ 32,798	26,946
計畫資產之公允價值	(10,518)	(9,910)
淨確定福利負債	\$ 22,280	17,036

本公司之確定福利計畫提撥至台灣銀行之勞工退休準備金專戶。適用勞動基準法之每位員工之退休支付，係依據服務年資所獲得之基數及其退休前六個月之平均薪資計算。

(1)計畫資產組成

本公司依勞動基準法提撥之退休基金係由勞動部勞動基金運用局(以下簡稱勞動基金局)統籌管理，依「勞工退休基金收支保管及運用辦法」規定，基金之運用，其每年決算分配之最低收益，不得低於依當地銀行二年定期存款利率計算之收益。

本公司一〇六年十二月三十一日之台灣銀行勞工退休準備金專戶餘額計10,518千元。勞工退休基金資產運用之資料包括基金收益率以及基金資產配置，請詳勞動基金局網站公布之資訊。

(2)確定福利義務現值之變動

	106 年度	105 年度
1 月 1 日確定福利義務	\$ 26,946	23,740
利息成本	367	446
精算損(益)	5,485	2,760
12 月 31 日確定福利義務	\$ 32,798	26,946

(3)計畫資產公允價值之變動

	106 年度	105 年度
1 月 1 日計畫資產之公允價值	\$ 9,910	9,322
已提撥至計畫之金額	510	520
計畫資產預計報酬	140	180
精算(損)益	(42)	(112)
12 月 31 日計畫資產之公允價值	\$ 10,518	9,910

朋億股份有限公司個體財務報告附註(續)

(4)認列為損益之費用

	<u>106 年度</u>	<u>105 年度</u>
利息成本	\$ 367	445
計畫資產實際報酬	(95)	(68)
計畫資產損(益)	(42)	(112)
	<u>\$ 230</u>	<u>265</u>

(5)認列為其他綜合損益之淨確定福利負債之再衡量數

	<u>106 年度</u>	<u>105 年度</u>
確定福利義務精算損(益)	\$ 5,485	2,760
計畫資產精算損(益)	42	112
	<u>\$ 5,527</u>	<u>2,872</u>

(6)精算假設

A.用於精算確定福利義務現值：

	<u>106.12.31</u>	<u>105.12.31</u>	<u>105.1.1</u>
折現率	1.625%	1.375%	1.875%
未來薪資增加	3.00%	3.00%	3.00%

B.用於精算確定福利計畫成本：

	<u>106 年度</u>	<u>105 年度</u>
折現率	1.375%	1.875%
未來薪資增加	3.00%	3.00%

本公司預計於民國一〇六年度報導日後之一年內支付予確定福利計畫之提撥金額為517千元。

確定福利計畫之加權平均存續期間為17.37年。

(7)敏感度分析

計算確定福利義務現值時，本公司必須運用判斷及估計以決定資產負債表日相關精算假設，包含折現率及未來薪資變動等。任何精算假設之變動，均可能重大影響本公司確定福利義務之金額。

民國一〇六年十二月三十一日當採用之主要精算假設變動對確定福利義務現值之影響如下：

	<u>對確定福利義務之影響</u>	
	<u>增加 0.25%</u>	<u>減少 0.25%</u>
折現率	<u>\$ (1,239)</u>	<u>1,293</u>
未來薪資增加	<u>\$ 1,252</u>	<u>(1,211)</u>

朋億股份有限公司個體財務報告附註(續)

上述之敏感度分析係基於其他假設不變的情況下分析單一假設變動之影響。實務上許多假設的變動則可能是連動的。敏感度分析係與計算資產負債表之淨退休金負債所採用的方法一致。

本期編製敏感度分析所使用之方法與假設與前期相同。

2. 確定提撥計畫

本公司確定提撥計畫係依勞工退休金條例之規定，依勞工每月工資6%之提繳率，提撥至勞工保險局之勞工退休金個人專戶。在此計畫下本公司提撥固定金額至勞工保險局後，即無支付額外金額之法定或推定義務。

本公司民國一〇六年度及一〇五年度確定提撥退休金辦法下之退休金費用分別為5,991千元及6,663千元。

(九) 所得稅

1. 所得稅費用

本公司所得稅費用明細如下：

	106 年度	105 年度
當期所得稅費用		
當期產生	\$ 46,348	26,293
未分配盈餘加徵 10% 所得稅	3,642	3,396
調整前期之當期所得稅	7,046	(386)
	57,036	29,303
遞延所得稅費用		
暫時性差異之發生及迴轉	40,262	19,089
所得稅費用	\$ 97,298	48,392

本公司認列於其他綜合損益的所得稅利益明細如下：

	106 年度	105 年度
國外營運機構財務報告換算之兌換差額	\$ 494	468

本公司所得稅費用與稅前淨利之關係調節如下：

	106 年度	105 年度
稅前淨利	\$ 544,773	312,783
依本公司所在地適用稅率計算之所得稅	92,611	53,173
永久性差異及其他	(6,001)	(7,791)
前期所得稅高低估數	7,046	(386)
未分配盈餘加徵 10% 所得稅	3,642	3,396
合 計	\$ 97,298	48,392

朋億股份有限公司個體財務報告附註(續)

2. 遞延所得稅資產及負債

遞延所得稅資產：

	<u>105.1.1</u>	借(貸)記 損益表	借(貸)記 其他綜合 損益表	<u>105.12.31</u>	借(貸)記 損益表	借(貸)記 其他綜合 損益表	<u>106.12.31</u>
保固準備	\$ 4,708	538	-	5,246	4,240	-	9,486
工程收入及成本財稅差	11,400	205	-	11,605	(4,287)	-	7,318
國外營運機構財務報表換 算之換算差額	4,399	-	468	4,867	-	494	5,361
未實現兌換損失	-	144	-	144	4,921	-	5,065
未實現損費及其他	842	1,728	-	2,570	(1,159)	-	1,411
	<u>\$ 21,349</u>	<u>2,615</u>	<u>468</u>	<u>24,432</u>	<u>3,715</u>	<u>494</u>	<u>28,641</u>

遞延所得稅負債：

	<u>105.1.1</u>	借(貸)記 損益表	借(貸)記 其他綜合 損益表	<u>105.12.31</u>	借(貸)記 損益表	借(貸)記 其他綜合 損益表	<u>106.12.31</u>
採用權益法認列子公司利 益之份額	\$ (41,867)	(21,764)	-	(63,631)	(43,977)	-	(107,608)
未實現兌換利益	(60)	60	-	-	-	-	-
	<u>\$ (41,927)</u>	<u>(21,704)</u>	<u>-</u>	<u>(63,631)</u>	<u>(43,977)</u>	<u>-</u>	<u>(107,608)</u>

3. 所得稅核定情形

本公司營利事業所得稅結算申報已奉稽徵機關核定至民國一〇四年度。

4. 兩稅合一相關資訊

本公司兩稅合一相關資訊如下：

	<u>106.12.31</u>	<u>105.12.31</u>
屬民國八十七年度以後之未分配盈餘	<u>\$ 659,282</u>	<u>445,304</u>
可扣抵稅額帳戶餘額	<u>\$ 54,328</u>	<u>39,157</u>
	<u>106年度 (預計)</u>	<u>105年度 (實際)</u>
對中華民國居住者盈餘分配之稅額扣抵比率	<u>8.24%</u>	<u>13.99%</u>

前述兩稅合一相關資訊係依據財政部民國一〇二年十月十七日台財稅第10204562810號函規定處理之金額。

總統府已於民國一〇七年二月七日頒布所得稅法修正案取消股東可扣抵稅額帳戶之設置、記載、計算及分配。前述民國一〇六年度預計稅額扣抵比率自民國一〇七年一月一日起不再適用，該等資訊僅供參考。

朋億股份有限公司個體財務報告附註(續)

(十)股本及其他權益

1.普通股之發行

本公司為配合股票初次上櫃前承銷，於民國一〇六年十月二十七日經董事會決議辦理現金增資發行新股4,300千股，前述公開承銷採競價拍賣與公開申購進行，其中競價拍賣之加權平均每股價格為161.6元；公開申購承銷價則為每股135元發行，合計為658,266千元，其面額與發行價格之差額為615,266千元，帳列資本公積－普通股溢價。上述增資案業已辦妥法定登記程序。

本公司民國一〇五年八月二日董事會決議辦理現金增資發行新股03,000千股，每股以043元溢價發行，合計為0129,000千元，其面額與發行價格間之差額為099,000千元，帳列資本公積－普通股溢價。上述增資案業已辦妥法定登記程序。

民國一〇六年度及一〇五年度本公司依規定認列現金增資保留由員工認購股份之酬勞成本分別為11,984千元及732千元。

本公司於民國一〇五年五月三十日經股東常會決議辦理盈餘轉增資發行新股1,268千股，上述增資案業已辦妥法定登記程序。

民國一〇六年及一〇五年十二月三十一日本公司實收股本分別為339,280千元及296,280千元，額定股本均為500,000千元，每股面額均為10元，皆為普通股。

2.資本公積

	<u>106.12.31</u>	<u>105.12.31</u>
發行股票溢價	\$ 852,207	236,941
長期投資	1,052	1,052
現金增資保留員工認購之酬勞成本	<u>13,286</u>	<u>1,302</u>
	<u>\$ 866,545</u>	<u>239,295</u>

依公司法規定，資本公積需優先填補虧損後，始得按股東原有股份之比例以已實現之資本公積發給新股或現金。前項所稱之已實現資本公積，包括超過票面金額發行股票所得之溢額及受領贈與之所得。另，依發行人募集與發行有價證券處理準則規定，得撥充資本之資本公積，每年撥充之合計金額，不得超過實收資本額百分之十。

3.保留盈餘

(1)法定盈餘公積

依公司法規定，公司應就稅後純益提撥百分之十為法定盈餘公積，直至與資本總額相等為止。公司無虧損時，得經股東會決議，以法定盈餘公積發給新股或現金，惟以該項公積超過實收資本額百分之二十五之部分為限。

朋億股份有限公司個體財務報告附註(續)

(2)特別盈餘公積

本公司配合母公司首次採用金管會認可之國際財務報導準則時，轉換日因首次適用IFRS1產生之保留盈餘淨增加數為9,241千元，本公司依規定提列特別盈餘公積，並於使用、處分或重分類相關資產時，得就原提列特別盈餘公積之比例予以迴轉分派盈餘。截至民國一〇六年十二月三十一日，因上述原因產生之特別盈餘公積為9,241千元。

本公司於分派可分配盈餘時，就當年度發生之帳列其他股東權益減項淨額與上段所提列特別盈餘公積餘額之差額，自當期損益與前期未分配盈餘補提列特別盈餘公積；屬前期累積之其他股東權益減項金額，則自前期未分配盈餘補提列特別盈餘公積不得分派。嗣後其他股東權益減項數額有迴轉時，得就迴轉部份分派盈餘。

(3)盈餘分配

本公司民國一〇六年五月二十二日及一〇五年五月三十日分別經股東會決議民國一〇五年度及一〇四年度盈餘分配案，有關分派之每股股利資訊如下：

	105 年度		104 年度	
	每股股利 (元)	金 額	每股股利 (元)	金 額
	普通股每股股利：			
現 金	\$ 6.00	177,768	3.50	88,760
股 票	-	-	0.50	12,680
		<u><u>\$ 177,768</u></u>		<u><u>101,440</u></u>

上述盈餘實際分派情形與本公司董事會決議內容並無差異。本公司民國一〇六年度盈餘分派案尚待董事會擬議及股東會決議，相關資訊可俟本公司相關決議後，至公開資訊觀測站等管道查詢。

(十一)每股盈餘

	106 年度	105 年度
基本每股盈餘：		
歸屬於本公司普通股權益持有人之淨利	<u><u>\$ 447,475</u></u>	<u><u>264,391</u></u>
普通股加權平均流通在外股數(千股)	<u><u>29,699</u></u>	<u><u>26,899</u></u>
基本每股盈餘(元)	<u><u>\$ 15.07</u></u>	<u><u>9.83</u></u>

朋億股份有限公司個體財務報告附註(續)

	<u>106 年度</u>	<u>105 年度</u>
稀釋每股盈餘：		
歸屬於本公司普通股權益持有人之淨利	<u>\$ 447,475</u>	<u>264,391</u>
普通股加權平均流通在外股數(千股)	29,699	26,899
具稀釋作用之潛在普通股之影響：		
員工酬勞	<u>147</u>	<u>251</u>
稀釋後普通股加權平均流通在外股數(千股)	<u>29,846</u>	<u>27,150</u>
稀釋每股盈餘(元)	<u>\$ 14.99</u>	<u>9.74</u>
 (十二)營業收入		
	<u>106 年度</u>	<u>105 年度</u>
工程收入	\$ 1,008,293	1,267,553
銷貨收入	458,514	16,949
其他	-	187
	<u>\$ 1,466,807</u>	<u>1,284,689</u>
 (十三)營業外收入及支出		
1.其他利益及損失		
	<u>106 年度</u>	<u>105 年度</u>
利息收入	\$ 3,556	704
外幣兌換損失	(46,331)	(16,665)
其他	(746)	856
	<u>\$ (43,521)</u>	<u>(15,105)</u>
 2.財務成本		
	<u>106 年度</u>	<u>105 年度</u>
借款利息費用	<u>\$ (1,176)</u>	<u>(377)</u>

(十四)員工及董監事酬勞

依本公司之公司章程規定，公司年度如有獲利，應先保留彌補累積虧損數額後，提撥不含分派員工酬勞及董事、監察人酬勞之稅前淨利不低於3%為員工酬勞，及提撥不含分派員工酬勞及董事、監察人酬勞之稅前淨利不高於5%為董事、監察人酬勞。

朋億股份有限公司個體財務報告附註(續)

本公司民國一〇六年度及一〇五年度員工酬勞分別為23,431千元及13,141千元；董監事酬勞估列金額分別為17,573千元及2,610千元，係以本公司該段期間之稅前淨利扣除員工酬勞及董監事酬勞前之金額乘上本公司章程訂定之員工酬勞及董監事酬勞分派成數為估計基礎，並列報為該段期間之營業成本或營業費用。若實際分派金額與估列數有差異時，則依會計估計變動處理，並將該差異認列為次年度損益。如董事會決議民國一〇六年度員工酬勞採股票發放，股票酬勞之股數計算基礎係依據董事會決議前一日之普通股收盤價計價。

本公司民國一〇五年度員工酬勞及董監事酬勞提列金額分別為13,141千元及2,610千元，與本公司董事會決議內容並無差異，相關資訊至公開資訊觀測站查詢。

(十五)金融工具

1.信用風險

(1)信用風險之曝險

金融資產之帳面金額代表最大信用暴險金額。

(2)信用風險集中情況

本公司民國一〇六年及一〇五年十二月三十一日之應收票據及帳款餘額(含關係人)中有63%及73%係分別來自五家客戶，使本公司有信用風險顯著集中之情形

2.匯率風險

(1)匯率風險之暴險

本公司暴露於重大外幣匯率風險之金融資產及負債如下：

	106.12.31			105.12.31		
	外幣	匯率	台幣	外幣	匯率	台幣
<u>金融資產</u>						
<u>貨幣性項目</u>						
美金	\$ 28,870	29.848	861,711	16,385	32.279	528,895
<u>金融負債</u>						
<u>貨幣性項目</u>						
美金	4,102	29.848	122,436	3,554	32.279	114,372

(2)敏感性分析

本公司之匯率風險主要來自於以外幣計價之現金、應收帳款及應付帳款等，於換算時產生外幣兌換損益。於民國一〇六年及一〇五年十二月三十一日當新台幣相對於美金貶值或升值1元，而其他所有因素維持不變之情況下，民國一〇六年度及一〇五年度之綜合損益將分別增加或減少20,557千元及10,650千元。兩期分析係採用相同基礎。

朋億股份有限公司個體財務報告附註(續)

(3) 貨幣性項目之兌換(損)益

	106 年度		105 年度	
	兌換(損)益	平均匯率	兌換(損)益	平均匯率
台幣	<u>\$ (46,331)</u>	-	<u>(16,665)</u>	-

3. 公允價值資訊

金融工具之種類及公允價值

本公司民國一〇五年度未從事衍生性金融商品交易；民國一〇六年七月十四日與花旗銀行簽訂名目本金美金2,000千元之換匯合約，到期日為民國一〇六年八月十一日，截至民國一〇六年十二月三十一日止，前述交易均已結清。本公司金融資產及金融負債之帳面金額及公允價值係包括公允價值等級資訊，但非按公允價值衡量金融工具之帳面金額為公允價值之合理近似值者，及於活絡市場無報價且公允價值無法可靠衡量之權益工具投資，依規定無須揭露公允價值資訊。本公司所有金融工具帳面金額為公允價值之合理近似值，故依規定無須揭露公允價值資訊。

(十六) 財務風險管理

1. 概要

本公司因金融工具之使用而暴露於下列風險：

- (1) 信用風險
- (2) 流動性風險
- (3) 市場風險

本附註表達本公司上述各項風險之暴險資訊、本公司衡量及管理風險之目標、政策及程序。進一步量化之揭露資訊請詳個體財務報告各該附註。

2. 風險管理架構

本公司之財務管理部門為各業務提供服務，統籌協調進入國內與國際金融市場操作，藉由依照風險程度與廣度分析暴險之內部風險報告監督及管理本公司營運有關之財務風險。本公司並未以投機為目的進行金融工具之交易。

3. 信用風險

信用風險係本公司因客戶或金融工具之交易對手無法履行合約義務而產生財務損失之風險，主要來自於本公司應收客戶之帳款及財務保證。

朋億股份有限公司個體財務報告附註(續)

(1)應收帳款

本公司於交易前針對交易對象進行授信評估，評估方式除了公司規模、產業前景、業界觀感外，並由工程業務單位進行實地訪談，再經財務單位向金融單位查詢是否有異常退票情形，訂立個別客戶之交易額度，並定期檢視修訂客戶授信額度，降低本公司之交易風險。本公司每月追蹤每筆應收未收帳款，對於逾期帳款，由行政單位與工程單位瞭解逾期原因及預計收款日期，進行客戶財務狀況了解、與客戶協商或提供擔保質押、分期付款等措施。

(2)投 資

銀行存款、固定收益投資及開放型基金等金融資產投資之信用風險，係由本公司財務部門衡量並監控。由於本公司之交易對象及履約他方均係信用良好之銀行、公司組織及金融機構，無重大之履約疑慮，故無重大之信用風險。

(3)保 證

本公司政策規定得提供財務保證予完全擁有之子公司及承攬工程之同業。

4.流動性風險

本公司係透過管理及維持足夠部位之現金及約當現金以支應本公司營運並減輕現金流量波動之影響。

5.市場風險

市場風險係指因市場價格變動，如匯率變動，而影響本公司之收益或所持有金融工具價值之風險。市場風險管理之目標係管控市場風險之暴險程度在可承受範圍內，並將投資報酬最佳化。

匯率風險

本公司暴露於非以功能性貨幣計價之銷售及採購交易所產生之匯率風險，該等交易主要之計價貨幣為美元。

(十七)資本管理

本公司之資本管理目標係保障繼續經營之能力，以持續提供股東報酬及其他利害關係人利益，並維持最佳資本結構以降低資金成本。

為維持或調整資本結構，本公司可能調整支付予股東之股利、減資退還股東股款、發行新股或出售資產以清償負債。

本公司與同業相同，係以負債資本比率為基礎控管資本。該比率係以淨負債除以資本總額計算。淨負債係資產負債表所列示之負債總額減去現金及約當現金。資本總額係權益之全部組成部分（亦即股本、資本公積、保留盈餘及其他權益）加上淨負債。

截至民國一〇六年十二月三十一日止，本公司資本管理之方式並未改變。

朋億股份有限公司個體財務報告附註(續)

報導日之負債資產比率等相關資訊如下：

	106.12.31	105.12.31
負債總額	\$ 1,173,660	1,143,978
減：現金	(1,100,828)	(418,495)
淨負債	\$ 72,832	725,483
權益總額	\$ 1,997,636	1,065,619
負債資本比率	3.65%	68.08%

民國一〇六年十二月三十一日負債資本比率減少，主要係當年度現金增資，致使公司權益增加所致。

七、關係人交易

(一) 母公司與最終控制者

聖暉工程科技股份有限公司為本公司及本公司之子公司之最終控制者，民國一〇六年十二月三十一日持有本公司流通在外普通股股份之62%。聖暉工程科技股份有限公司已編製供大眾使用之合併財務報告。

(二) 關係人名稱及關係

關係人名稱	與本公司之關係
聖暉工程科技股份有限公司	母公司
聖暉工程技術(蘇州)有限公司	其他關係人
Nova Technology Singapore Pte.,	其他關係人
豐澤工程股份有限公司	其他關係人
光洋應用材料科技股份有限公司(註)	本公司之主要管理階層

註：光洋應用材料科技股份有限公司於民國一〇五年五月三日辭任董事，故該公司與本公司之交易，自該日起不視為關係人交易。

(三) 其他關係人交易

1. 營業收入及相關營業資產與負債

	106年度	105年度
主要管理階層	\$ -	36,667
子公司	25,282	266
其他關係人	-	508
	\$ 25,282	37,441

本公司因工程承包及銷貨收入產生之應收關係人皆已結清。

朋億股份有限公司個體財務報告附註(續)

本公司因工程承包、銷貨及勞務提供產生之預收工程款及預收貨款如下：

	<u>106.12.31</u>	<u>105.12.31</u>
子公司	<u>\$ 3,387</u>	<u>-</u>

本公司向關係人承包之工程、銷貨及提供勞務之合約價款按市場機制視合約或個別協議條件而定，收款期限與一般客戶並無顯著不同。

2.工程成本、累積已發生成本、應付票據及帳款

(1)當期採購金額

	<u>106年度</u>		<u>105年度</u>	
	金 額	估 工 程 成本之%	金 額	估 工 程 成本之%
子公司	<u>\$ 231,626</u>	<u>34</u>	<u>143,758</u>	<u>13</u>

本公司因工程案件向關係人採購設備及料件之價款及付款期限，與一般廠商並無顯著不同。

(2)累積已發生成本

	<u>106.12.31</u>	<u>105.12.31</u>
子公司	\$ 17,851	309,750
母公司	<u>4,995</u>	<u>4,995</u>
	<u>\$ 22,846</u>	<u>314,745</u>

本公司因上述採購交易產生之應付關係人款如下：

	<u>106.12.31</u>		<u>105.12.31</u>	
	金 額	估應付票 據及帳款 之 %	金 額	估應付票 據及帳款 之 %
子公司	<u>\$ 537</u>	<u>-</u>	<u>65,868</u>	<u>13</u>

3.對關係人提供背書保證

<u>保證性質及對象</u>	<u>提供保證方式</u>	<u>106.12.31</u>	<u>105.12.31</u>
工程履約保證或保固保證：			
子公司	信用擔保	\$ 502,259	264,519
母公司	信用擔保	<u>376,800</u>	<u>377,827</u>
		<u>\$ 879,059</u>	<u>642,346</u>

朋億股份有限公司個體財務報告附註(續)

4. 本公司截至民國一〇六年及一〇五年十二月三十一日，由母公司、子公司及其他關係人以其信用擔保本公司工程履約或保固履約金額分別為103,011千元及701,461千元。因前述交易產生之應付保證手續費均為0千元。
5. 民國一〇六年度及一〇五年度本公司向子公司收取管理服務收入金額均為720千元；截至民國一〇六年及一〇五年十二月三十一日因前述交易產生之應收關係人款分別為63千元及0千元。
6. 民國一〇五年十二月三十一日本公司因關係人墊付費用而產生之應付關係人款為97千元。

(四) 主要管理階層人員交易

主要管理階層人員報酬包括：

	106 年度	105 年度
短期員工福利	\$ 23,858	15,854
退職後福利	366	365
	\$ 24,224	16,219

八、質押之資產

本公司提供抵質押擔保之資產帳面價值明細如下：

	質押之資產	抵質押擔保標的	106.12.31	105.12.31
銀行存款(列入其他金融資產-流動)		開立保函保證金	\$ 2,756	-

九、重大或有負債及未認列之合約承諾

除附註七所列示者外，本公司截至民國一〇六年及一〇五年十二月三十一日止之重大或有負債及未認列合約承諾分別彙列如下：

- (一) 本公司因承包工程所開立之履約保證或保固保證票據分別為20,322千元及17,426千元。
- (二) 本公司因承包工程而委由銀行出具之履約保證函分別為67,819千元及110,875千元。
- (三) 本公司已簽訂之未完工重大承包工程合約，請參閱附註六(三)之說明。

朋億股份有限公司個體財務報告附註(續)

(四)本公司承攬京和科技股份有限公司(以下稱京和公司)氣體工廠之擴廠工程及新建廠工程,就其中製程設備及製程管線安裝工程部分,本公司原僅負責按京和公司提供之設計圖安裝製程管線及資產採購單上所列之製程設備。嗣後因京和公司變更設計,導致增加工程內容,本公司爰請求給付追加工程款。京和公司辯稱係為統包工程、無追加工程之問題等為由而拒絕給付,並於工程即將完工前片面終止工程契約。本公司因而訴請京和公司給付追加工程款及終止時已完工部分之工程款。本公司已就上述事項延請律師代理訴訟,該案已進入開庭審理階段,目前地方法院委請建築發展協會及電機技師公會就新建廠工程鑑定完成施作鑑價,本公司與京和公司針對初步鑑價結果提供補充意見,目前補充鑑定報告已完成;另擴廠工程亦由地方法院委請台灣營建研究院鑑價,營建研究院目前維持原鑑定結果。本公司目前尚待地方法院開庭進行言詞辯論,截至本財務報告提出日止,本公司尚無法針對此案進行判決結果之預測評估及是否有損害賠償金額之評估;惟針對工程投入成本已依相關會計準則提列適當備抵評價。此外,本公司評估此案對財務報表之表達所可能產生之最大損失金額約為70百萬元。另,京和公司於民國一〇七年二月五日支付本公司上開案件部份工程款及利息(含稅)計10,500千元。

十、重大之災害損失：無。

十一、重大之期後事項

總統府已於民國一〇七年二月七日頒布所得稅法修正案將營利事業所得稅率自民國一〇七年度起由現行17%調高至20%。該稅率變動不影響民國一〇六年度帳列之當期及遞延所得稅;惟,將影響合併公司未來期間之當期及遞延所得稅。若將變動後之新稅率適用於衡量民國一〇六年度所認列之暫時性差異及未使用課稅損失,將使遞延所得稅資產及遞延所得稅負債分別增加5,054千元及18,990千元。

十二、其他

員工福利、折舊、折耗及攤銷費用功能別彙總如下：

功 能 別	106 年度			105 年度		
	屬於營業 成本者	屬於營業 費用者	合 計	屬於營業 成本者	屬於營業 費用者	合 計
員工福利費用						
薪資費用	92,325	95,136	187,461	93,830	58,701	152,531
勞健保費用	7,615	3,342	10,957	8,479	2,644	11,123
退休金費用	4,688	1,533	6,221	5,260	1,668	6,928
其他員工福利費用	3,249	2,667	5,916	3,560	2,569	6,129
折舊費用	157	1,196	1,353	70	1,458	1,528

本公司民國一〇六年度及一〇五年度員工人數分別為141人及152人。

朋億股份有限公司個體財務報告附註(續)

十三、附註揭露事項

(一)重大交易事項相關資訊

本公司依證券發行人財務報告編製準則之規定，應再揭露之重大交易事項相關資訊如下：

1. 資金貸與他人：

單位：新台幣千元

編號	貸出資金之公司	貸與對象	往來科目	是否為關係人	本期最高金額	期末餘額	實際動支金額	利率區間	資金貸與性質	業務往來金額	有短期融通資金必要之原因	提列備抵呆帳金額	擔保品		對個別對象資金貸與限額	資金貸與總限額
													名稱	價值		
1	冠禮	蘇州冠博	其他應收款—關係人	是	37,158	-	-	-	短期融通資金	-	營運週轉	-	-	-	316,043	316,043

註1：冠禮累積對外之資金貸與總額以不超過該公司淨值之百分之四十為限。

註2：淨值係指最近期經會計師查核之財務報表金額。

2. 為他人背書保證：

編號	背書保證者公司名稱	被背書保證對象		對單一企業背書保證限額	本期最高背書保證餘額	期末背書保證餘額	實際動支金額	以財產擔保之背書保證金額	累計背書保證金額佔最近期財務報表淨值之比率	背書保證最高限額	屬母公司對子公司背書保證	屬子公司對母公司背書保證	屬對大陸地區背書保證
		公司名稱	關係										
0	本公司	冠禮、冠博	子公司	3,995,272	62,720	59,696	-	-	2.99%	5,992,908	Y	N	Y
0	本公司	冠禮	子公司	3,995,272	503,619	442,563	277,524	-	22.15%	5,992,908	Y	N	Y
0	本公司	聖暉工程	母公司	3,995,272	377,827	376,800	376,800	-	18.86%	5,992,908	N	Y	N
1	冠禮	朋億	母公司	2,370,321	62,232	61,410	61,410	-	7.77%	3,950,535	N	Y	N
2	冠博	冠禮	母公司100%持有之子公司	814,170	614,218	614,218	614,218	-	2,640.44%	814,170	N	N	Y

註1：朋億公司對單一企業背書保證之限額以不超過朋億公司淨值兩倍為限。

註2：朋億公司背書保證總額度訂為財務報告淨值之三倍為限。

註3：冠禮提供背書保證總額以不超過該公司淨值之五倍；對單一企業之背書保證額度以不超過該公司淨值之三倍。

註4：冠博對母公司、母公司直接及間接持有表決權股份百分之百之公司背書保證，背書保證總額度不得超過本公司淨值之三十五倍；對單一企業之背書保證額度不得超過該公司淨值之三十五倍。除前述外，該公司對外背書保證總額度不得超過該公司淨值之五倍；對單一企業之背書保證額度不得超過該公司淨值之三倍。提供背書保證總額以不超過該公司淨值之五倍；對單一企業之背書保證額度以不超過該公司淨值之三倍。

3. 期末持有有價證券情形(不包含投資子公司、關聯企業及合資控制部分)：無。

4. 累積買進或賣出同一有價證券之金額達新台幣三億元或實收資本額百分之二十以上：無。

5. 取得不動產之金額達新台幣三億元或實收資本額百分之二十以上：無。

6. 處分不動產之金額達新台幣三億元或實收資本額百分之二十以上：無。

朋億股份有限公司個體財務報告附註(續)

7.與關係人進、銷貨之金額達新台幣一億元或實收資本額百分之二十以上者：

進(銷)貨之公司	交易對象名稱	關係	交易情形				交易條件與一般交易不同之情形及原因		應收(付)票據、帳款		截至本期已匯回投資收益
			進(銷)貨	金額	佔總進(銷)貨之比率	授信期間	單價	授信期間	餘額	佔總應收(付)票據、帳款之比率	
本公司	冠禮	子公司	進貨	231,626	22%	依合約	-		(537)	-%	

8.應收關係人款項達新台幣一億元或實收資本額百分之二十以上：無。

9.從事衍生工具交易：請詳附註六(十五)。

(二)轉投資事業相關資訊：

民國一〇六年度本公司之轉投資事業資訊如下(不包含大陸被投資公司)：

投資公司名稱	被投資公司名稱	所在地區	主要營業項目	原始投資金額		期末持有			被投資公司本期損益	本期認列之投資損益	備註
				本期期末	去年年底	股數(千股)	比率	帳面金額			
本公司	寶韻	新竹縣	電子器材、設備批發、化工機械批發等	15,000	15,000	3,000	100.00%	83,777	35,306	35,306	註
本公司	Novatech Engineering & Construction Pte. Ltd.	新加坡	化學供應系統業務之承攬	24,179	24,179	1,000	100.00%	21,395	3,029	3,029	

註：寶韻民國一〇六年度匯回現金股利新台幣20,000千元。

(三)大陸投資資訊：

1.大陸被投資公司名稱、主要營業項目等相關資訊：

大陸被投資公司名稱	主要營業項目	實收資本額	投資方式(註3)	本年期初自台灣匯出累積投資金額	本期匯出或收回投資金額		本期末自台灣匯出累積投資金額	被投資公司本期損益	本公司直接或間接投資之持股比例	本期認列投資損益(註2)	期末投資帳面價值	截至本期末已匯回投資收益	備註
					匯出	收回							
冠禮	設計、生產氣瓶櫃、閥門箱和液體輸送櫃等	151,426(註1)	(一)	9,635	-	-	9,635	254,723	100.00%	254,723	790,106	-	
冠博	設計、生產氣瓶櫃、閥門箱和液體輸送櫃等	32,478	(一)	32,478	-	-	32,478	933	100.00%	933	23,263	-	

2.赴大陸地區投資限額：

本期期末累計自台灣匯出赴大陸地區投資金額	經濟部投審會核准投資金額	依經濟部投審會規定赴大陸地區投資限額
42,113	42,113	1,198,582

註1：係包含民國九十六年度及一〇一年度盈餘轉增資計美金4,590千元。

註2：係依經會計師查核之財務報表計算。

註3：(一)直接赴大陸地區從事投資。

3.與大陸被投資公司間之重大交易事項：

本公司民國一〇六年度與大陸被投資公司直接或間接之重大交易事項(於編製合併報表時業已沖銷)，請詳「重大交易事項相關資訊」之說明。

十四、部門資訊

請詳民國一〇六年度合併財務報告。

朋億股份有限公司



董事長：梁進利

