



Stock code: 6504

NAN LIU ENTERPRISE CO., LTD.

2018 Annual Shareholders' Meeting

Meeting Handbook

(Translation)

Time: 10:00 a.m., Tuesday, May 29, 2018

Place: NO. 88 Bixiu Road, Qiaotou Dist., Kaohsiung City

NAN LIU ENTERPRISE CO., LTD.

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NAN LIU ENTERPRISE CO., LTD.
2018 Shareholders' Meeting Agenda

Time: 10:00 a.m., Tuesday, May 29, 2018

Place: No.88 Bixiu Road, Qiaotou Dist., Kaohsiung City

I. Call Meeting to Order

II. Chairman's Address

III. Report Items

1. 2017 Business Report

2. Supervisor's Review of the 2017 Financial Statements

3. Report on the 2017 Compensation of Employees, Directors and Supervisors

IV. Proposed Items

1. 2017 Financial Statements and Business Report

2. Distribution of the 2017 Profit

V. Other Business and Special Motion

VI. Meeting Adjourned

Report Items

1. To report 2017 Business Report

Explanatory Notes: Please refer to pages 6~8 of the Handbook for the Business Report (Attachment 1).

2. To report Supervisor's Review of the 2017 Financial Statements

Explanatory Notes: Please refer to pages 9-14 of the Handbook for the Supervisor's Review Report (Attachment 2).

3. To report distribution of the 2017 Compensation of Employees, Directors and Supervisors

Explanatory Notes: According to the Company Act and the Articles of Incorporation, when the Company makes a profit, over 1% of thereof should be set aside as employee compensation, and less than 2% set aside as compensation for the directors and supervisors. In the latest financial year, 1.25% (i.e., NT\$7,367,988) of the profit has been set aside for employee compensation, while 0.8% (i.e., NT\$4,715,512) has been earmarked as compensation for the directors and supervisors. All compensations are distributed in the form of cash.

Proposed Items

1. To accept 2017 Financial Statements and the Business Report (Proposed by the Board of Directors)

Explanatory Notes:

- (1) The 2017 Financial Statements of the Company were completed according to the Regulations Governing the Preparation of Financial Reports by Securities Issuers. All statements were audited and the Audit Report was completed by independent auditors, Shu-Tung Wang and Hsiang-Ning Hu of Yangtze CPAs & Co. The Business Report and the Financial Statements have been reviewed by the supervisors.
- (2) For the Audit Report and the 2017 Financial Statements and the Business Report, please refer to pages 15-34 (Attachment 3 & 4) and pages 6-8 (Attachment 1) of the Handbook.
- (3) Please proceed to adopt the motion.

Resolution:

2. To approve the proposal for the distribution of the 2017 profit (Proposed by the Board of Directors)

Explanatory Notes:

- (1) The after-tax profit in 2017 was NT\$541,376,754. Of that, 10% (i.e., NT\$54,137,675) has been set aside as a legal reserve, subtracted other comprehensive income-defined benefit remeasured amount was NT\$3,626,022, subtracted special reserve amount was NT\$37,533,686, coupled with unappropriated retained earnings of NT\$875,928,485 (including unappropriated retained earnings of NT\$27,960,645 before (1997) and NT\$847,967,840 after (1998)), retained earnings for this year is NT\$1,322,007,856.
- (2) In terms of the distribution of the 2017 profit, a cash dividend of NT\$4.5 per share is proposed, amounting to NT\$326,700,000 in total. (The distributable cash dividend is calculated in NT\$, and figures are rounded up.) The total fractional amount of distribution under NT\$1 is listed in Shareholders' Equity. After approval at the shareholders' meeting, the Board of Directors is then authorized to set the ex-dividend date and amend distribution matters as required. Please refer to the Profit Distribution Table for details.
- (3) In the event that the proposed profit distribution is affected by: (1) a change in the number of outstanding shares due to the buyback of shares; (2) issuance of new shares for the transfer of treasury shares to employees; (3) nullifying or rights offerings, the Board of Directors is authorized to attend to and amend such related matters.
- (4) Please proceed to adopt the motion.

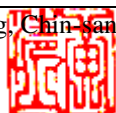
NAN LIU ENTERPRISE CO., LTD.
2017

Profit Distribution Table

Unit: NT\$

Items	Amount (NT\$)	Remarks
Beginning retained earnings	875, 928, 485	
Other comprehensive income-defined benefit plan	(3, 626, 022)	
2017 net income	541, 376, 754	
subtracted : Legal reserve (10%)	(54, 137, 675)	
Subtracted: Special reserve	(37, 533, 686)	
Subtotal of distributable net profit	1, 322, 007, 856	
Distributable items		
Dividend to shareholders-cash dividend (NT\$4.5/share)	326, 700, 000	
Unappropriated retained earnings	995, 307, 856	

Chairman: Mr. Huang, Chan-san CEO: Mr. Huang, Huo-cun Accounting Manager: Ms. Chuang Chun-chin



Note 1: 2017 unappropriated retained earnings are distributable first

Resolution:

Other Business and Special Motion

Meeting Adjourned

Attachment 1

NAN LIU ENTERPRISE CO., LTD.

2017 Business Report

Thank you for your continuous support and care for Nan Liu. We appreciate it and look forward to your steady support in the years to come.

The following is a report of our business results in 2017.

A. 2017 Business Report

(1) Achievements of the 2017 Business Plan

The Company's major businesses in 2017 included the sale of spunlace nonwoven fabrics, Air Through & Thermal Bond Nonwoven Fabrics, Disposable surgical gowns fabrics, hygiene consumables (most of sales on baby wet wipes), and facial mask/skin care products. In 2017, net sales was NT\$6,433,820 thousands, up 5.64% compared with 2016. Taking into cost of goods sold of NT\$5,203,169 thousands, total operating expenses of NT\$498,143 thousands, and other non-operating loss and expenses of NT\$12,251 thousands, the income before income tax came in at NT\$720,257 thousands. Estimated income tax expense was NT\$178,880 thousands, and the net income was NT\$541,377 thousands with an EPS of NT\$7.46.

(2) 2017 Consolidated Financial Expenditure and Profitability

Unit: NT\$ 1000

Consolidated Statements of Comprehensive Income	2017	2016	Change %
Net Sales	6,433,820	6,090,390	5.64%
Cost of goods sold	5,203,169	4,916,094	5.84%
Gross profit	1,230,651	1,174,296	4.80%
Total Operating expenses	498,143	480,398	3.69%
Net operating profit	732,508	693,898	5.56%
Other non-operating income and expenses	(-12,251)	83,947	-114.59%
Income before income tax	720,257	777,845	-7.40%
Net Income	541,377	582,367	-7.04%

(3) Consolidated Profitability Analysis

Unit: %

	2017	2016	
Return on assets	9.10	11.00	
Return on equity	19.35	21.63	
Capital ratio	Net operating profit	100.90	95.58
	Income before income tax	99.21	107.14
Net profit margin	8.42	9.56	
After-tax earnings per share (NT\$)	7.46	8.02	

The company faced some challenges in 2017. First, the international trend of USD was weak in 2017. Second, USD depreciated around 5%, compared to NTD and CNY. Because of foreign exchange loss 12,251 thousands, consolidated sales revenue and profit did not as originally expected. Under above two challenges, all employees pledged more efforts and consistently develop new products. The capacity utilization was full in 2017. The sales is growing up.

In general, the sales grew slightly. The China plant contributed positive effects in operation, profit. With the great teamwork and efforts of all employees, the net income in 2017 reached NT\$541,377 thousands (EPS NT\$7.46).

B. Summary of the 2018 Business Plan

(I) Business Policy and Implementation

- (1) Our new vision is implemented in the Company's daily operations, and our business philosophy is strengthened and fulfilled to achieve the goal of organizational optimization.
- (2) Integration of supply chain management: we aim to have in place competitive and strategic raw materials suppliers, meet our customers' flexible and rapid demands, and reduce inventory costs to increase cash flow.
- (3) Strengthen education and training systems, create a passionate and excellent work environment, improve staff morale, and boost operational efficiency.
- (4) Continue enhancing product development capabilities and production technologies: obtain leading technologies and upgrade production capabilities; become a research and development center for our customers; and cooperate with technology experts at home and abroad, such as technical research and academic institutions.
- (5) Implement green-energy policies and reduce carbon emissions to simultaneously lower costs and protect the environment, exercise social responsibility as a global citizen, and enhance overall image of the Company.
- (6) Persistently implement prudent accounting practices and strengthen financial risk management to improve profitability.

(II) Major Marketing Strategies

- (1) Buildup of capacity: add new production lines and enhance the benefits of economies of scale.
- (2) Leadership in quality and technology: with customer-oriented approaches and the development of new products, promote the Company's international branding.
- (3) Automation: consistently improve enterprise resource planning (ERP) systems, strengthen operational controls, and integrations to improve core competitive power.
- (4) Adopt more aggressive strategies to enhance the position of the production base in Asia.

(III) Future Development Strategy

Uphold the principle of the "cycle of virtues" — that is, to profitably provide customers with outstanding quality, delivery and service, so that they are incentivized to purchase even more products from the Company, and thereby looking after the interests of shareholders and employees. In so doing, all four stakeholders — shareholders, employees, and customers, the community — can achieve win-win outcomes.

(IV) Competition, the Regulatory Environment, and General Business Conditions

While input prices are rising at home and abroad, the Company has strengthened its cost control measures. At the same time, our international platform offers improved conditions for customer orders through competitive advantages, and fluctuations in raw material prices are incorporated into price negotiations.

The Company will continue to strengthen its knowledge of the market environment; integrate regulatory and customer standards; reinforce accounting and legal requirements; promote environmental and labor protection initiatives; and enhance corporate governance and corporate social responsibility.

With increasing demands for the use of green energy and requirements for carbon reduction, we intend to hold ourselves to world-class standards in the pursuit of business growth.

Overall, while adverse external environments and rising production costs pose increasingly rigorous challenges, the Company believes that customers' demands can be satisfied through constant innovation and improving processes to maintain a competitive advantage and maximize profits for its shareholders.

With best wishes, and to good health and success for all,

Chairman:



Mr. Huang, Chin-san

General Manager:



Mr. Huang, Huo-cun

Accounting Manager:



Ms. Chuang, Chun-chin

Attachment 2

Nan Liu Enterprise Co., Ltd.

Supervisor's Review Report

(Translation)

The Board of Directors has prepared the Company's 2017 Business Report, consolidated Financial Statements. Nan Liu Enterprise Co., Ltd.'s Financial Statements have been audited and certified by YANGTZE CPAS & CO. and an audit report relating to the Financial Statements has been issued an unmodified opinion.

Supervisor is responsible for overseeing the financial reporting process.

When auditing the 2017 parent company only financial Statements, the auditing CPA communicated with Supervisors about following:

1. Under planned scope and timing of audit, no significant audit findings are discovered.
2. The auditing CPA also provided statements that the auditing team has complied with relevant ethical requirements regarding independence. So far, there's no findings about matters/relationships that might influence the independence of auditing CPA.
3. From the matters communicated with auditing CPA, we determined that significant audit matters are to be communicated in the audit report.

The Business Report, parent company only Financial Statements and Earnings Distribution Proposal have been reviewed and considered to be complied with relevant rules by the undersigned, the supervisor of Nan Liu Enterprise Co., Ltd. According to Article 219 of the Company Law, I hereby submit this report.

Submitted to :

The Company's 2018 Annual Shareholders' Meeting

Nan Liu Enterprise Co., Ltd.

Supervisor : Su, Chao-Shan

On the Date of March 15, 2018

Nan Liu Enterprise Co., Ltd.

Supervisor's Review Report

(Translation)

The Board of Directors has prepared the Company's 2017 Business Report, parent company only Financial Statements. Nan Liu Enterprise Co., Ltd.'s Financial Statements have been audited and certified by YANGTZE CPAS & CO. and an audit report relating to the Financial Statements has been issued an unmodified opinion.

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The Company's 2018 Annual Shareholders' Meeting

Nan Liu Enterprise Co., Ltd.

Supervisor : Hsieh,Chiu-Lan

On the Date of March 15, 2018

Nan Liu Enterprise Co., Ltd.

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The Company's 2018 Annual Shareholders' Meeting

Nan Liu Enterprise Co., Ltd.

Supervisor : Hsieh,Chiu-Lan

On the Date of March 15, 2018

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The Company's 2018 Annual Shareholders' Meeting

Nan Liu Enterprise Co., Ltd.

Supervisor : Chung, Mao-Chih

On the Date of March 15, 2018

Nan Liu Enterprise Co., Ltd.

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(Translation)

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The Business Report, consolidated Financial Statements and Earnings Distribution Proposal have been reviewed and considered to be complied with relevant rules by the undersigned, the supervisor of Nan Liu Enterprise Co., Ltd. According to Article 219 of the Company Law, I hereby submit this report.

Submitted to :

The Company's 2018 Annual Shareholders' Meeting

Nan Liu Enterprise Co., Ltd.

Supervisor : Chung, Mao-Chih

On the Date of March 15, 2018



揚智聯合會計師事務所
YANGTZE CPAS & CO.
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INDEPENDENT AUDITORS' REPORT

The Board of Directors and Shareholders
Nanliu Enterprise Company Limited

Opinion

We have audited the accompanying consolidated financial statements of Nanliu Enterprise Company Limited and subsidiaries (the "Group"), which comprise the consolidated balance sheets as of December 31, 2017 and 2016, and the consolidated statements of comprehensive income, changes in equity and cash flows for the years then ended, and the notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as of December 31, 2017 and 2016, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and the International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), IFRIC Interpretations (IFRIC), and SIC Interpretations (SIC) endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the year ended December 31, 2017. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matters for the Group's consolidated financial statements for the year ended December 31, 2017 are stated as follows:



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Valuation of accounts receivable

Please refer to Notes 4(7) and 6(3) to the consolidated financial statements for detail information and accounting policy of valuation of accounts receivable. As of December 31, 2017, net accounts and notes receivable of the Group amounted to NT\$ 1,390,808 thousand dollars, accounted for 20.59% of total assets, has significant impact to financial statements of the Group, and the provision for impairment of accounts and notes receivable is inherently judgmental, therefore, we have identified valuation of accounts receivable as a key audit matter.

Our audit procedures to the above key audit matter (including but not limited to) are as the following:

1. Performed internal control test on top 10 customers and other major customers, surveyed these customers' background and randomly checked to confirm whether the receivables arising from these customer sales are in line with the Group's credit policy. We inspected how the Group processed breach of the credit policy.
2. Performed internal control test by randomly vouching from sales documents to accounts receivable aging report to test accuracy of accounts receivable aging.
3. Performed analytical review procedures by comparing the difference in turnover and accounts receivable balance for reasonableness of variances.
4. Reviewed subsequent collection of significant receivables after the balance sheet date.
5. Analyzed accounts receivable aging and overdue accounts receivable analysis provided by the Group as of balance sheet date and reviewed based on historical information to determine whether to conduct valuation of accounts receivable for individual customers. We focused on unusual events and traced how these events were recognized in financial statements. We tested the reasonableness of the recoverable rate based on collection of receivables and other customer information to verify the adequacy of provision for impairment of individual overdue receivables and reasonableness of underlying assumptions used by the management of the Group.
6. Reviewed the subsequent collection of overdue accounts receivable after the balance sheet date to determine adequacy of allowance for overdue accounts.

Valuation of inventories

Please refer to Notes 4(10), 5 and 6(4) to the Group for the detail information and accounting policy, uncertainty of valuation of inventories; As of December 31, 2017, inventories of the Group amounted to NT\$ 963,804 thousand dollars, accounted for 14.27% of total assets, has significant impact to financial statements of the Group, in addition, the principal operating activities of the Group include Air-Through/Thermal-Bonded Nonwovens Fabrics、Spunlace Nonwovens Fabrics、High-tech woodpulp spunlace Fabrics、Wet Wipes、Facial Mask and care product, etc., the selling price of these products fluctuates from the supply of upstream suppliers and changes in the market competition, resulted risk of book value exceeding its net realizable value, therefore, we have identified valuation of inventories as a key audit matter.

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Our audit procedures to the above key audit matter (including but not limited to) are as the following:

1. Understood inventory valuation process by the management.
2. Understood the Group's warehousing management process, reviewed the Group's annual physical inventory count plan and observed the annual inventory count to assess the reasonableness of methods used by the management to identify and monitor obsolescent inventories.
3. Randomly checked the inventory movement report for consumption of inventories and compared inventory aging report to that of prior year for reasonableness and accuracy of inventory aging report.
4. Conducted analytical review process for inventory balances, turnover and gross margin by products, compared differences to prior year for any unusual variance.
5. Compared historical inventory provision and actual write-down to analyze the appropriateness of the accounting policies of the management for inventory provision.
6. Verified the reasonableness of the net realizable value of inventory by randomly vouching sales and purchase orders to evaluate adequacy of inventory provision.

Other Matter

We have also audited the parent company only financial statements of Nanliu Enterprise Company Limited as of and for the years ended December 31, 2017 and 2016 on which we have issued an unmodified opinion.

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

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

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

Those charged with governance (including Supervisors) are responsible for overseeing the Company's financial reporting process.

Auditors' Responsibilities for the Audit of the consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and

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揚智聯合會計師事務所
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to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the auditing standards generally accepted in the Republic of China will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

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

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

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

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

The engagement partners on the audit resulting in this independent auditors' report are Ching-Hsiang Wang and Shu-Tung Wang.

YANGTZE CPAS & Co.,
March 13, 2018

Notice to Readers

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

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

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NAN LIU ENTERPRISE CO., LTD AND SUBSIDIARIES
Consolidated Balance Sheets
December 31,2017 and December 31,2016
(All Amounts Expressed In Thousands of New Taiwan Dollars)

ASSETS		December 31,2017		December 31,2016		LIABILITIES AND EQUITY		December 31,2017		December 31,2016			
		Amount	%	Amount	%			Amount	%	Amount	%		
CURRENT ASSETS						CURRENT LIABILITIES							
1100	Cash and cash equivalents	4、6(1)	\$ 1,015,577	15.04	\$ 577,150	10.72	2100	Short-term loans	6(6)	\$ 706,435	10.46	\$ 353,900	6.57
1150	Notes receivable, net	4、6(2)、7	68,797	1.02	95,609	1.77	2110	Short-term bills payable, net	6(7)	399,858	5.92	179,961	3.34
1170	Accounts receivable, net	4、6(3)、7	1,322,011	19.57	1,226,592	22.78	2150	Notes payable	4	486,140	7.20	590,061	10.96
1200	Other receivables		29,386	0.44	32,274	0.60	2170	Accounts payable	4	602,969	8.93	477,654	8.87
1310	Inventories	4、5、6(4)	963,804	14.27	928,930	17.25	2200	Other payable		147,956	2.19	166,447	3.09
1410	Prepayments		355,947	5.27	289,760	5.38	2213	Payables on equipment		80,973	1.20	6,722	0.12
1470	Other current assets	8	40,161	0.59	67,944	1.26	2230	Current tax liabilities	4、6(13)	91,511	1.35	59,215	1.10
	Total current assets		<u>3,795,683</u>	<u>56.20</u>	<u>3,218,259</u>	<u>59.76</u>	2311	Unearned receipts		9,100	0.13	12,996	0.24
							2322	Current portion of long-term bank borrowing	6(8)	-	-	53,559	0.99
							2399	Other current liabilities		4,483	0.07	3,379	0.07
								Total current liabilities		<u>\$ 2,529,425</u>	<u>37.45</u>	<u>1,903,894</u>	<u>35.35</u>
NONCURRENT ASSETS						NONCURRENT LIABILITIES							
1600	Property, plant and equipment	4、6(5)、8	2,160,933	31.99	1,809,808	33.61	2540	Long-term bank borrowing	6(8)	1,265,510	18.74	671,605	12.47
1780	Intangible assets	4	1,819	0.03	1,783	0.03	2571	Deferred income tax liabilities-Land value increment tax		7,386	0.11	7,386	0.14
1840	Deferred income tax assets	4、5、6(13)	19,604	0.29	25,233	0.47	2572	Deferred income tax liabilities-income tax	4、6(13)	1,735	0.03	2,307	0.04
1915	Prepayments for equipment		636,546	9.42	182,617	3.39	2640	Accrued pension liabilities	4、5、6(9)	75,322	1.12	78,091	1.45
1920	Refundable deposit	9	18,031	0.27	19,668	0.37	2645	Guarantee deposits		1,112	0.02	462	0.02
1985	Prepaid investments	4	118,858	1.76	125,624	2.33		Total noncurrent liabilities		<u>1,351,065</u>	<u>20.02</u>	<u>759,851</u>	<u>14.12</u>
1990	Other assets		2,364	0.04	2,364	0.04		Total liabilities		<u>3,880,490</u>	<u>57.47</u>	<u>2,663,745</u>	<u>49.47</u>
	Total noncurrent assets		<u>2,958,155</u>	<u>43.80</u>	<u>2,167,097</u>	<u>40.24</u>	EQUITY ATTRIBUTABLE TO SHAREHOLDERS OF THE PARENT						
							3100	Owners equity					
								Capital stock	6(10)	726,000	10.75	726,000	13.48
								Capital surplus	6(10)	453,467	6.71	453,467	8.42
								Retained earnings	6(10)				
								Legal reserve		317,735	4.70	259,498	4.82
								Special reserve		155,667	2.30	44,348	0.82
								Unappropriated earnings		1,413,680	20.93	1,393,965	25.88
								Other	6(10)				
								Financial statements translation differences for foreign operations		(193,201)	(2.86)	(155,667)	(2.89)
								Equity attributable to shareholders of the parent		<u>2,873,348</u>	<u>42.53</u>	<u>2,721,611</u>	<u>50.53</u>
1xxx	Total assets		<u>\$ 6,753,838</u>	<u>100.00</u>	<u>\$ 5,385,356</u>	<u>100.00</u>		Total liabilities and equity		<u>\$ 6,753,838</u>	<u>100.00</u>	<u>\$ 5,385,356</u>	<u>100.00</u>

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

NAN LIU ENTERPRISE CO., LTD AND SUBSIDIARIES

Consolidated Statements of Comprehensive Income

For the Year Ended December 31 ,2017 and 2016

(All Amounts Expressed In Thousands of New Taiwan Dollars, Except Earnings Per Share)

				For the year ended December 31			
				2017		2016	
Item	Note	Amount	%	Amount	%		
4000	Net Sales	4、6(11)、7	\$ 6,433,820	100.00	\$ 6,090,390	100.00	
5000	Cost of goods sold	6(4)	(5,203,169)	(80.87)	(4,916,094)	(80.72)	
5900	Gross profit		1,230,651	19.13	1,174,296	19.28	
6000	Operating expenses						
6100	Promotion expenses		(251,976)	(3.92)	(240,206)	(3.94)	
6200	Management expenses		(212,451)	(3.30)	(210,491)	(3.46)	
6300	Research expenses		(33,716)	(0.52)	(29,701)	(0.49)	
6000	Total Operating expenses		(498,143)	(7.74)	(480,398)	(7.89)	
6900	Operating profit		732,508	11.39	693,898	11.39	
	Other non-operating income and expenses						
7020	Other income	6(12)	2,603	0.04	97,335	1.60	
7050	Finance costs	6(12)	(14,854)	(0.23)	(13,388)	(0.22)	
7000	Other non-operating income and expenses		(12,251)	(0.19)	83,947	1.38	
7900	Income before income tax		720,257	11.20	777,845	12.77	
7950	Income tax expense	4、6(13)	(178,880)	(2.78)	(195,478)	(3.21)	
8200	Net Income		541,377	8.42	582,367	9.56	
8300	Other comprehensive income (loss)						
8310	Items that will not be reclassified subsequently to profit or loss:						
8311	Remeasurement of defined benefit obligation	6(9)	(4,369)	(0.07)	(962)	(0.02)	
8349	Income tax (expense) related to components of the comprehensive income	6(13)	743	0.01	164	0.00	
8360	Items that may be reclassified subsequently to profit or loss:						
8361	Exchange differences arising on translation of foreign operations	6(10)	(37,534)	(0.58)	(240,277)	(3.95)	
8300	Other comprehensive income (loss) for the period ,net of income tax		(41,160)	(0.64)	(241,075)	(3.97)	
8500	Total comprehensive income for the period		\$ 500,217	7.78	\$ 341,292	5.59	
8600	Net income attributable to :						
8610	Owners of parent		\$ 541,377	8.42	\$ 582,367	9.56	
8620	Non-controlling interests		-	-	-	-	
	Net income		\$ 541,377	8.42	\$ 582,367	9.56	
8700	Comprehensive income attributable to :						
8710	Owners of parent		\$ 500,217	7.78	\$ 341,292	5.59	
8720	Non-controlling interests		-	-	-	-	
	Total comprehensive income for the period		\$ 500,217	7.78	\$ 341,292	5.59	
9750	Basic earnings per share(NT dollars)	4、6(15)	\$ 7.46		\$ 8.02		
9850	Diluted earnings per share(NT dollars)	4、6(15)	\$ 7.45		\$ 8.02		

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

NAN LIU ENTERPRISE CO., LTD AND SUBSIDIARIES
Consolidated Statements of Changes in Equity
For the year ended December 31, 2017 and 2016
(All Amounts Expressed In Thousands of New Taiwan Dollars)

	Equity attributable to owners of parent								
	Capital Stock - Common Stock		Retained Earnings				Other equity items	Non- controlling interests	Total Equity
	Ordinary shares	Amounts	Capital Surplus	Legal Reserve	Special Reserve	Unappropriated Earnings	Financial statements translation differences for foreign operations		
Balance as of January 1, 2016	72,600	\$ 726,000	\$ 453,467	\$ 201,355	\$ 44,348	\$ 1,153,679	\$ 84,610	\$ -	\$ 2,663,459
Legal reserve appropriated	-	-	-	58,143	-	(58,143)	-	-	-
Cash dividends of ordinary share	-	-	-	-	-	(283,140)	-	-	(283,140)
Net income in 2016	-	-	-	-	-	582,367	-	-	582,367
Other comprehensive income for the year	-	-	-	-	-	(798)	(240,277)	-	(241,075)
Balance as of December 31, 2016	72,600	\$ 726,000	\$ 453,467	\$ 259,498	\$ 44,348	\$ 1,393,965	\$ (155,667)	\$ -	\$ 2,721,611
Balance as of January 1, 2017	72,600	\$ 726,000	\$ 453,467	\$ 259,498	\$ 44,348	\$ 1,393,965	\$ (155,667)	\$ -	\$ 2,721,611
Legal reserve appropriated	-	-	-	58,237	-	(58,237)	-	-	-
Special reserve appropriated	-	-	-	-	111,319	(111,319)	-	-	-
Cash dividends of ordinary share	-	-	-	-	-	(348,480)	-	-	(348,480)
Net income in 2017	-	-	-	-	-	541,377	-	-	541,377
Other comprehensive income for the year	-	-	-	-	-	(3,626)	(37,534)	-	(41,160)
Balance as of December 31, 2017	72,600	\$ 726,000	\$ 453,467	\$ 317,735	\$ 155,667	\$ 1,413,680	\$ (193,201)	\$ -	\$ 2,873,348

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

NAN LIU ENTERPRISE CO., LTD AND SUBSIDIARIES

Consolidated Statements of Cash Flows

For the Year Ended December 31 ,2017 and 2016

(All Amounts Expressed In Thousands of New Taiwan Dollars)

	For the year ended December 31	
	2017	2016
Cash flows from operating activities		
Consolidated Profit before income tax	\$ 720,257	\$ 777,845
Adjustments for :		
Depreciation expense	294,706	290,454
Amortization expense	7,989	7,502
Other expense	9	50
Interest expense	14,854	13,388
Interest income	(4,769)	(2,332)
Provision (Income) for doubtful accounts	10,958	(925)
Provision for inventory market price decline	1,227	4,609
Loss on disposal of inventory	13,304	46,585
Loss (Profit) on physical inventory	2,012	(986)
Loss on disposal of assets	5,549	2,994
(Reversal) Impairment of Assets	(1,295)	(3,762)
Foreign exchange loss (gain)	511	(1,695)
Total adjustments to reconcile profit or loss	345,055	355,882
Changes in operating assets and liabilities		
Decrease (Increase) in notes receivable	26,812	(36,918)
(Increase) in accounts receivable	(107,713)	(102,234)
Decrease (Increase) in other receivable	2,949	(30,806)
(Increase) Decrease in inventories	(51,417)	12,673
(Increase) Decrease in prepayments	(54,240)	69,807
Decrease (Increase) in other current assets	24,782	(24,251)
(Decrease) Increase in notes payable	(102,315)	49,619
Increase (Decrease) in accounts payable	128,180	(49,121)
(Decrease) Increase in other payable	(18,535)	6,262
(Decrease) Increase in unearned receipts	(3,896)	3,427
Increase in other current liabilities	244	299
(Decrease) in accrued pension liabilities	(7,138)	(12,627)
Total Changes in Operating Assets and Liabilities	(162,287)	(113,870)
Cash generated from operating	903,025	1,019,857

(Continued)

	For the year ended December 31	
	2017	2016
Interest received	4,708	2,359
Income taxes paid	(140,784)	(214,525)
Net cash generated by operating activities	<u>766,949</u>	<u>807,691</u>
Cash flows from investing activities		
Acquisition of property , plant and equipment	(536,395)	(146,963)
Disposal of property , plant and equipment	1,918	492
Acquisition of intangible assets	(803)	(3,211)
(Increase) in prepayments for equipment	(526,404)	(71,606)
Decrease in restricted assets	2,804	1,431
(Increase) in long-term prepaid rent	(1,047)	(35,320)
Decrease (Increase) in Instead of payment	197	(186)
(Increase) Decrease in refundable deposits	(710)	868
Net cash used in investing activities	<u>(1,060,440)</u>	<u>(254,495)</u>
Cash Flows From Financing Activities :		
Interest paid	(14,913)	(13,425)
Increase in short-term loans	353,483	146,593
Increase in short-term bills payable	220,000	15,000
Increase (Decrease) in long-term bank borrowing	533,896	(149,673)
Cash dividends	(348,480)	(283,140)
Increase in guarantee deposits	656	-
Increase in other current liabilities	860	107
Net cash used in financing activities	<u>745,502</u>	<u>(284,538)</u>
Effect of exchange rate changes on cash and cash equivalents	(13,584)	(220,566)
Net Increase in cash and cash equivalents	<u>438,427</u>	<u>48,092</u>
Cash and cash equivalents, beginning of year	<u>577,150</u>	<u>529,058</u>
Cash and cash equivalents, end of year	<u>\$ 1,015,577</u>	<u>\$ 577,150</u>

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



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INDEPENDENT AUDITORS' REPORT

The Board of Directors and Shareholders
Nanliu Enterprise Company Limited

Opinion

We have audited the accompanying parent company only financial statements of Nanliu Enterprise Company Limited (the "Company"), which comprise the parent company only balance sheets as of December 31, 2017 and 2016, and the parent company only statements of comprehensive income, changes in equity and cash flows for the years then ended, and the notes to the parent company only financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying parent company only financial statements present fairly, in all material respects, the parent company only financial position of the Company as of December 31, 2017 and 2016, and its parent company only financial performance and its parent company only cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the parent company only financial statements for the year ended December 31, 2017. These matters were addressed in the context of our audit of the parent company only financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matters for the Company's parent company only financial statements for the year ended December 31, 2017 are stated as follows:

Valuation of accounts receivable

Please refer to Notes 4(6) and 6(3) to the consolidated financial statements for detail information and accounting policy of valuation of accounts receivable. As of December 31, 2017, net accounts and notes receivable of the Company amounted to NT\$ 409,799 thousand dollars, accounted for 7.24% of total assets, has significant impact to financial statements of the Company, and the provision for impairment of accounts and notes receivable is inherently judgmental, therefore, we



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have identified valuation of accounts receivable as a key audit matter.

Our audit procedures to the above key audit matter (including but not limited to) are as the following:

1. Performed internal control test on top 10 customers and other major customers, surveyed these customers' background and randomly checked to confirm whether the receivables arising from these customer sales are in line with the Company's credit policy. We inspected how the Company processed breach of the credit policy.
2. Performed internal control test by randomly vouching from sales documents to accounts receivable aging report to test accuracy of accounts receivable aging.
3. Performed analytical review procedures by comparing the difference in turnover and accounts receivable balance for reasonableness of variances.
4. Reviewed subsequent collection of significant receivables after the balance sheet date.
5. Analyzed accounts receivable aging and overdue accounts receivable analysis provided by the Company as of balance sheet date and reviewed based on historical information to determine whether to conduct valuation of accounts receivable for individual customers. We focused on unusual events and traced how these events were recognized in financial statements. We tested the reasonableness of the recoverable rate based on collection of receivables and other customer information to verify the adequacy of provision for impairment of individual overdue receivables and reasonableness of underlying assumptions used by the management of the Company.
6. Reviewed the subsequent collection of overdue accounts receivable after the balance sheet date to determine adequacy of allowance for overdue accounts.

Valuation of inventories

Please refer to Notes 4(9) , 5 and 6(4) to the Company for the detail information and accounting policy , uncertainty of valuation of inventories; The principal operating activities of the Company include Air-Through/Thermal-Bonded Nonwovens Fabrics 、Spunlace Nonwovens Fabrics 、High-tech woodpulp spunlace Fabrics 、Wet Wipes 、Facial Mask and care product, etc., the selling price of these products fluctuates from the supply of upstream suppliers and changes in the market competition, resulted risk of book value exceeding its net realizable value, therefore, we have identified valuation of inventories as a key audit matter.

Our audit procedures to the above key audit matter (including but not limited to) are as the following:

1. Understood inventory valuation process by the management.
2. Understood he Group's warehousing management process, reviewed the Company's annual physical inventory count plan and observed the annual inventory count to assess the reasonableness of methods used by the management to identify and monitor obsolescent inventories.
3. Randomly checked the inventory movement report for consumption of inventories and compared inventory aging report to that of prior year for reasonableness and accuracy of inventory aging report.

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4. Conducted analytical review process for inventory balances, turnover and gross margin by products, compared differences to prior year for any unusual variance.
5. Compared historical inventory provision and actual write-down to analyze the appropriateness of the accounting policies of the management for inventory provision.
6. Verified the reasonableness of the net realizable value of inventory by randomly vouching sales and purchase orders to evaluate adequacy of inventory provision.

Responsibilities of Management and Those Charged with Governance for the Parent Company Only Financial Statements

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

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

Those charged with governance (including Supervisors) are responsible for overseeing the Company's financial reporting process.

Auditors' Responsibilities for the Audit of the Parent Company Only Financial Statements

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

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

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

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2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the parent company only financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the parent company only financial statements, including the disclosures, and whether the parent company only financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the parent company only financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

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

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The engagement partners on the audit resulting in this independent auditors' report are Ching-Hsiang Wang and Shu-Tung Wang.

YANGTZE CPAS & Co.,
March 13, 2018

Notice to Readers

The accompanying financial statements are intended only to present the financial position, results of operations and cash flows in accordance with accounting principles and practices generally accepted in the Republic of China and not those of any other jurisdiction. The standards, procedures and practices to audit such consolidated financial statements are those generally accepted and applied in the Republic of China. For the convenience of readers, the auditors' report and the accompanying financial statements have been translated into English from the original Chinese version prepared and used in the Republic of China. If there is any conflict between the English version and the original Chinese version or any difference in the interpretation of the two versions, the Chinese-language auditors' report and financial statements shall prevail.

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NANLIU ENTERPRISE CO., LTD
Parent Company Only Balance Sheets
December 31,2017 and December 31,2016
(All amounts expressed In Thousands of New Taiwan Dollars)

ASSETS			December 31,2017		December 31,2016		LIABILITIES AND EQUITY			December 31,2017		December 31,2016	
			Amount	%	Amount	%				Amount	%	Amount	%
CURRENT ASSETS							CURRENT LIABILITIES						
1100	Cash and cash equivalents	4 ∙ 6(1)	\$ 277,548	4.91	\$ 166,989	3.74	2100	Short-term loans	6(7)	\$ 706,435	12.49	\$ 320,000	7.18
1150	Notes receivable, net	4 ∙ 6(2)	54,446	0.96	70,400	1.58	2110	Short-term bills payable , net	6(8)	399,858	7.07	179,961	4.04
1170	Accounts receivable, net	4 ∙ 6(3) ∙ 7	355,353	6.28	453,066	10.16	2150	Notes payable	4	105,919	1.87	163,305	3.66
1200	Other receivables		29,375	0.52	31,039	0.70	2170	Accounts payable	4 ∙ 7	311,256	5.50	393,563	8.82
1310	Inventories	4 ∙ 5 ∙ 6(4)	306,013	5.41	333,295	7.47	2200	Other payable		66,861	1.18	66,167	1.48
1410	Prepayments		122,908	2.17	97,085	2.18	2213	Payables on equipment		74,821	1.32	6,722	0.15
1470	Other current assets		114	0.00	24,987	0.56	2230	Current tax liabilities	4	20,632	0.36	23,213	0.52
	Total current assets		<u>1,145,757</u>	<u>20.25</u>	<u>1,176,861</u>	<u>26.39</u>	2311	Unearned receipts		1,724	0.03	5,552	0.12
							2322	Current portion of long-term bank borrowing	6(9)	-	-	-	-
							2399	Other current liabilities		2,303	0.04	1,668	0.04
								Total current liabilities		<u>\$ 1,689,809</u>	<u>29.86</u>	<u>1,160,151</u>	<u>26.01</u>
NONCURRENT ASSETS							NONCURRENT LIABILITIES						
1550	Investments accounted for using equity method	4 ∙ 6(5)	3,120,375	55.15	2,757,207	61.83	2540						
1600	Property , plant and equipment	4 ∙ 6(6)	757,474	13.40	296,772	6.65	2571	Long-term bank borrowing	6(9)	1,010,000	17.85	490,240	10.99
1780	Intangible assets	4	-	-	789	0.02	2572	Deferred income tax liabilities- Land value increment tax		7,386	0.13	7,386	0.17
1840	Deferred income tax assets	4 ∙ 5 ∙ 6(14)	19,376	0.34	19,559	0.44	2640	Deferred income tax liabilities- income tax	4 ∙ 6(14)	1,735	0.03	2,307	0.05
1915	Prepayments for equipment		574,475	10.15	163,787	3.67		Accrued pension liabilities	4 ∙ 5 ∙ 6(10)	75,322	1.33	78,091	1.75
1920	Refundable deposit		9,771	0.17	9,771	0.22		Total noncurrent liabilities		<u>1,094,443</u>	<u>19.34</u>	<u>578,024</u>	<u>12.96</u>
1985	Prepaid investments	4 ∙ 9	28,008	0.50	32,676	0.73		Total liabilities		<u>2,784,252</u>	<u>49.20</u>	<u>1,738,175</u>	<u>38.97</u>
1990	Other assets		2,364	0.04	2,364	0.05	EQUITY ATTRIBUTABLE TO SHAREHOLDERS OF THE PARENT						
	Total noncurrent assets		<u>4,511,843</u>	<u>79.75</u>	<u>3,282,925</u>	<u>73.61</u>	3100	Owners equity					
							3200	Capital stock	6(11)	726,000	12.83	726,000	16.28
							3200	Capital surplus	6(11)	453,467	8.02	453,467	10.17
							3300	Retained earnings	6(11)				
							3310	Legal reserve		317,735	5.62	259,498	5.82
							3320	Special reserve		155,667	2.75	44,348	0.99
							3350	Unappropriated earnings		1,413,680	24.99	1,393,965	31.26
							3400	Other	6(11)				
							3410	Financial statements translation differences for foreign operations		(193,201)	(3.41)	(155,667)	(3.49)
								Equity attributable to shareholders of the parent		<u>2,873,348</u>	<u>50.80</u>	<u>2,721,611</u>	<u>61.03</u>
1xxx	Total assets		<u>\$ 5,657,600</u>	<u>100.00</u>	<u>\$ 4,459,786</u>	<u>100.00</u>		Total liabilities and equity		<u>\$ 5,657,600</u>	<u>100.00</u>	<u>\$ 4,459,786</u>	<u>100.00</u>

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

NANLIU ENTERPRISE CO., LTD

Parent Company Only Statements of Comprehensive Income

For the Year Ended December 31 ,2017 and 2016

(All Amounts Expressed In Thousands of New Taiwan Dollars, Except Earnings Per Share)

				For the year ended December 31			
				2017		2016	
Item	Note	Amount	%	Amount	%		
4000	Net Sales	4、6(12)、7	\$ 3,001,485	100.00	\$ 3,233,424	100.00	
5000	Cost of goods sold	6(4)	(2,622,590)	(87.38)	(2,861,456)	(88.50)	
5900	Gross profit		378,895	12.62	371,968	11.50	
5910	Unrealized gain on sales		(1,273)	(0.04)	(7,888)	(0.24)	
5920	Realized gain on sales		21,428	0.71	8,082	0.25	
5950	Net Gross Profit From Operations		399,050	13.29	372,162	11.51	
6000	Operating expenses						
6100	Promotion expenses		(72,698)	(2.42)	(74,750)	(2.31)	
6200	Management expenses		(108,822)	(3.63)	(103,821)	(3.21)	
6300	Research expenses		(20,436)	(0.68)	(18,081)	(0.56)	
6000	Total Operating expenses		(201,956)	(6.73)	(196,652)	(6.08)	
6900	Operating profit		197,094	6.56	175,510	5.43	
	Other non-operating income and expenses						
7020	Other income	6(13)	391,360	13.04	470,131	14.54	
7510	Finance costs	6(13)	(11,098)	(0.37)	(7,639)	(0.24)	
7000	Other non-operating income and expenses		380,262	12.67	462,492	14.30	
7900	Income before income tax		577,356	19.23	638,002	19.73	
7950	Income tax expense	4、6(14)	(35,979)	(1.20)	(55,635)	(1.72)	
8200	Net Income		541,377	18.03	582,367	18.01	
8300	Other comprehensive income (loss)						
8310	Items that will not be reclassified subsequently to profit or loss:						
8311	Remeasurement of defined benefit obligation	6(10)	(4,369)	(0.15)	(962)	(0.03)	
8349	Income tax (expense) related to components of the comprehensive income	6(14)	743	0.02	164	0.01	
8360	Items that may be reclassified subsequently to profit or loss:						
8361	Exchange differences arising on translation of foreign operations	6(11)	(37,534)	(1.25)	(240,277)	(7.43)	
8300	Other comprehensive income (loss) for the period ,net of income tax		(41,160)	(1.38)	(241,075)	(7.45)	
8500	Total comprehensive income for the period		\$ 500,217	16.65	\$ 341,292	10.56	
9750	Basic earnings per share(NT dollars)	4、6(16)	\$ 7.46		\$ 8.02		
9850	Diluted earnings per share(NT dollars)	4、6(16)	\$ 7.45		\$ 8.02		

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

NANLIU ENTERPRISE CO., LTD
Parent Company Only Statements of Changes in Equity
For the year ended December 31, 2017 and 2016
(All amounts expressed In Thousands of New Taiwan Dollars)

	Equity attributable to owners of parent								Non- controlling interests	Total Equity
	Capital Stock - Common Stock		Capital Surplus	Retained Earnings			Other equity items			
	Ordinary shares	Amounts		Legal Reserve	Special Reserve	Unappropriated Earnings	Financial statements translation differences for foreign operations			
Balance as of January 1, 2016	72,600	\$ 726,000	\$ 453,467	\$ 201,355	\$ 44,348	\$ 1,153,679	\$ 84,610	\$ -	\$ 2,663,459	
Legal reserve appropriated	-	-	-	58,143	-	(58,143)	-	-	-	
Cash dividends of ordinary share	-	-	-	-	-	(283,140)	-	-	(283,140)	
Net income in 2016	-	-	-	-	-	582,367	-	-	582,367	
Other comprehensive income for the year	-	-	-	-	-	(798)	(240,277)	-	(241,075)	
Balance as of December 31, 2016	72,600	\$ 726,000	\$ 453,467	\$ 259,498	\$ 44,348	\$ 1,393,965	\$ (155,667)	\$ -	\$ 2,721,611	
Balance as of January 1, 2017	72,600	\$ 726,000	\$ 453,467	\$ 259,498	\$ 44,348	\$ 1,393,965	\$ (155,667)	\$ -	\$ 2,721,611	
Legal reserve appropriated	-	-	-	58,237	-	(58,237)	-	-	-	
Special reserve appropriated	-	-	-	-	111,319	(111,319)	-	-	-	
Cash dividends of ordinary share	-	-	-	-	-	(348,480)	-	-	(348,480)	
Net income in 2017	-	-	-	-	-	541,377	-	-	541,377	
Other comprehensive income for the year	-	-	-	-	-	(3,626)	(37,534)	-	(41,160)	
Balance as of December 31, 2017	72,600	\$ 726,000	\$ 453,467	\$ 317,735	\$ 155,667	\$ 1,413,680	\$ (193,201)	\$ -	\$ 2,873,348	

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

NANLIU ENTERPRISE CO., LTD

Parent Company Only Statements of Cash Flows

For the Year Ended December 31 ,2017 and 2016

(All Amounts Expressed In Thousands of New Taiwan Dollars)

	For the year ended December 31	
	2017	2016
Cash flows from operating activities		
Profit before income tax	\$ 577,356	\$ 638,002
Adjustments for :		
Depreciation expense	58,612	58,298
Amortization expense	5,460	5,917
Other expense	9	-
Interest expense	11,098	7,639
Interest income	(1,307)	(1,249)
Provision (Income) for doubtful accounts	1,562	(4,045)
Share of profit of subsidiaries and associates accounted for using equity method	(379,305)	(456,250)
(Profit) on disposal of assets	(1,091)	(86)
Unrealized gain on sales	1,273	7,888
Realized gain on sales	(21,428)	(8,082)
Provision for inventory market price decline	1,227	-
Loss (Profit) on physical inventory	2,005	(29)
Loss on disposal of inventory	44	32,394
(Reversal) Impairment of Assets	(1,295)	(1,481)
Foreign exchange loss (gain)	300	(1,387)
Total adjustments to reconcile profit or loss	(322,836)	(360,473)
Changes in operating assets and liabilities		
Decrease (Increase) in notes receivable	15,954	(19,904)
Decrease in accounts receivable	94,815	57,683
Decrease (Increase) in other receivable	1,726	(29,549)
Decrease in inventories	24,006	7,462
(Increase) in prepayments	(19,822)	(46,809)
Decrease (Increase) in other current assets	24,782	(24,765)
(Decrease) Increase in notes payable	(55,780)	53,933
(Decrease) Increase in accounts payable	(79,442)	97,775
Increase in other payable	407	503
(Decrease) Increase in unearned receipts	(3,828)	2,720
Increase in other current liabilities	543	-
(Decrease) in accrued pension liabilities	(7,138)	(12,627)
Total Changes in Operating Assets and Liabilities	(3,777)	86,422
Cash generated from operating	250,743	363,951

(Continued)

	For the year ended December 31	
	2017	2016
Interest received	1,245	1,264
Income taxes paid	(38,206)	(84,639)
Net cash generated by operating activities	213,782	280,576
Cash flows from investing activities		
Acquisition of investments accounted for using equity method	(601)	(104,167)
Acquisition of property , plant and equipment	(434,123)	(42,077)
Disposal of property , plant and equipment	1,010	3
Acquisition of intangible assets	(3)	(1,939)
(Increase) in prepayments for equipment	(434,661)	(146,195)
Decrease (Increase) in Instead of payment	91	(133)
Decrease in refundable deposits	-	133
Net cash used in investing activities	(868,287)	(294,375)
Cash Flows From Financing Activities :		
Interest paid	(10,914)	(7,550)
Increase in short-term loans	386,435	210,000
Increase in short-term bills payable	220,000	15,000
Increase (Decrease) in long-term bank borrowing	519,760	(7,890)
Cash dividends	(348,480)	(283,140)
Increase in other current liabilities	92	211
Net cash used in financing activities	766,893	(73,369)
Effect of exchange rate changes on cash and cash equivalents	(1,829)	434
Net Increase (Decrease) in cash and cash equivalents	110,559	(86,734)
Cash and cash equivalents, beginning of year	166,989	253,723
Cash and cash equivalents, end of year	\$ 277,548	\$ 166,989

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

Appendix 1



Nan Liu Enterprise Co., Ltd.

Articles of Incorporation

(Translation)

Chapter I General Provisions

Article 1: The organization's name is Nan Liu Enterprise Co., Ltd., according to the provisions related to limited companies in the Company Act.

Article 2: The Company's businesses are listed as follows:

1. Manufacturing, processing, trade, and import and export of suede, imitation leather, nonwoven linings, fabrics for civil engineering, waterproof/fire-resistant filter bag nets, resin bond paddings, shoe materials, non-woven carpets, nylon carpets, and DuPont synthetic fiber bullet-proof vests. (C303010 non-woven) (C399990 other textile and apparel manufacturing) (C0401030 leather, fur finishing) (CK01010 shoe manufacturing) (CI01020 carpet, felt manufacturing)
2. Manufacturing, trade, and import and export of scrub sponges, abrasive wheels for industrial use, household aluminum foil products (aluminum foil anti-pollution plates). (F106020 wholesale of articles for daily use) (C901990 other non-metallic mineral products manufacturing)
3. Trade, import and export of household hardware, non-woven, resin, carborundum, aluminum products and their raw materials. (F106010 wholesale of hardware) (F107990 wholesale of other chemicals) (F207990 retailing of other chemicals)
4. Manufacturing, processing, trade, and import and export of non-woven air filters, cotton fabrics, and aluminum paper dining tableware. (CO01010 cutlery manufacturing)
5. Trade, import and export of household plastic products (tableware) and stainless steel cutlery. (F401010 international trade)
6. Agent of domestic and foreign manufacturers' distribution, quotation and bidding for above-mentioned products. (F401010 international trade)
7. H701020 development and rental of industrial plants.
8. H701040 specialized field construction and development.
9. C802100 cosmetic manufacturing.
10. C601040 paper processing.
11. F108040 wholesale of cosmetics.
12. F208040 retailing of cosmetics.
13. C802110 cosmetic pigment manufacturing.
14. C103030 dehydrated foods manufacturing.
15. F102160 wholesale of supplementary foods.
16. F102010 wholesale of frozen prepared foods.
17. F102160 wholesale of dehydrated foods.
18. ZZ99999 the Company may operate any business not prohibited or restricted by laws or regulations, except for those that require special permission.

19. C802090 cleaning preparations manufacturing.

20. F107030 wholesale of cleaning preparations.

21. F207030 trade of cleaning preparations.

Article 3: The Company may guarantee other companies.

Article 4: The Company is headquartered in Kaohsiung City, Taiwan. If necessary, the Board of Directors will pass a resolution to set up branch offices in the domestic and international markets.

Article 5: The Company makes announcements in accordance with Article 28 of the Company Act.

Chapter II Shares

Article 6: The total capital of the Company is NT\$1,000,000,000 (consisting of 100,000,000 shares at NT\$10 per share). The shares are issued in installments.

Article 7: Deleted

Article 8: All of the Company's shares are registered. Share certificates shall be affixed with the signatures or personal seals of three or more directors of the Company and stamped with the company seal, and shall be duly certified in accordance with the relevant laws before issuance. For the shares to be issued to the public by the Company, the Company may be exempted from printing share certificates for the shares issued. For the shares to be issued in accordance with the provision of the preceding statement, the Company shall appoint a centralized securities custodian to make recordation or keep custody of the issue of such shares. Furthermore, shares may be converted to share certificates in large denomination as per request of the centralized securities custodian. When the Company proposes to cancel a public offering, the proposal shall obtain the resolution adopted at a shareholders' meeting.

Article 9: The Company's shareholder services are performed according to the Regulations Governing the Administration of Shareholder Services of Public Companies.

Chapter III Shareholders' Meeting

Article 10: Shareholders' meetings shall be of two kinds: a regular meeting of shareholders or a special meeting of shareholders. A regular meeting of shareholders is held at least once every year, and shall be convened within 6 months after the close of the fiscal year. A special meeting of shareholders shall be convened as required under the related rules. A notice to convene a regular meeting of shareholders shall be given to each shareholder no later than 30 days prior to the scheduled meeting date. A notice to convene a special meeting of shareholders shall be given no later than 15 days prior to the scheduled meeting date. The time, place and proposal(s) of the meeting shall be indicated in the notice and given to shareholders in writing or by electronic transmission. However, for shareholders holding less than 1,000 shares, they shall be informed by public notice.

Article 11: When a shareholder cannot attend a shareholders' meeting, he/she/it may appoint a proxy to attend on his/her/its behalf by executing a power of attorney printed by the company stating the scope of power authorized to the proxy. The power of attorney shall be signed and sealed for the proxy to attend the meeting.

Article 12: Except for shareholders who have no voting power under Article 179 of the Company Act, each shareholder shall have one voting right.

Article 13: Resolutions at a shareholders' meeting shall, unless otherwise provided for in the Company Act, be adopted by a majority vote of the shareholders present, who represent more than one-half of the total number of voting shares.

Voting rights for resolutions adopted at a shareholders' meeting shall be performed in writing

or by electronic transmission.

Resolutions adopted at a shareholders' meeting shall be recorded in the minutes of the meeting, which shall be affixed with the signature or seal of the chairperson of the meeting and shall be distributed to all shareholders of the company within 20 days after the close of the meeting in writing or by electronic transmission. The required distribution of the minutes of a shareholders' meeting may be effected by public notice.

Chapter IV Directors and Supervisors

Article 14: The Company has 7 to 9 directors and 3 supervisors, who shall be elected by the shareholders' meeting from those with disposing capacity for a term of 3 years. They may be eligible for re-election. The percentage of shareholdings of all the directors and supervisors selected is subject to the provisions separately prescribed by the competent authority in charge of securities affairs.

In above directors numbers, the Company shall not appoint independent directors of no less than two in number and no less than one-fifth of the total number of directors. Directors and supervisors shall be elected by adopting candidates nomination system as specified in Article 192-1 of the ROC Company Law. The nomination of directors and related announcement shall comply with the relevant regulations of the ROC Company Law and Securities and Exchange Law. Regulations governing the professional qualifications, restrictions on shareholdings and concurrent positions held, method of nomination and election, and other matters for compliance with respect to independent directors shall be prescribed by the Competent Authority.

The election of independent directors and non-independent directors shall be held together; provided, however, the number of independent directors and non-independent directors elected shall be calculated separately.

Article 15: The Board of Directors is organized by the directors. The Chair is elected by a majority vote at a meeting attended by over two-thirds of the directors to represent the company externally. In the case where a meeting of the Board of Directors takes place via remote visual communications, such as video conferencing, then the directors taking part in such a meeting is deemed to have attended the meeting in person. According to Article 205 of the Company Act, a director may appoint another director to attend a meeting of the Board of Directors in his/her behalf. A director may accept the appointment to act as the proxy of one other director only.

Article 15-1: In calling a meeting of the Board of Directors, a notice setting forth the subjects to be discussed at the meeting shall be given to each director and supervisor no later than 7 days prior to the scheduled meeting date. However, in the case of an emergency, the meeting may be convened at any time. The notice of the Board of Directors meeting may be effected in writing, by email, or fax to inform each director and supervisor.

Article 16: In case the Chair of the Board of Directors is on leave or absent or cannot exercise his power and authority for any cause, a designate shall be selected according to Article 208 of the Company Act.

Article 17: The Board of Directors is authorized to set compensation of the directors and supervisors according to their participation in operations and contributions, as well as taking into account the levels of such compensation at other companies.

Chapter V Managers

Article 18: The Company may have one or more managerial personnel. The appointment, discharge and

the remuneration of the managerial personnel shall be decided in accordance with Article 29 of the Company Act.

Chapter VI Accounting

Article 19: The fiscal year of the Company starts from January 1 to December 31. The Board of Directors shall prepare the following statements and records and forward the same to supervisors for their review no later than the 30 days prior to the date of a general meeting of shareholders.

1. Business report.
2. Financial statements.
3. The earnings distribution or loss off-setting proposals.

Article 20: If the Company makes a profit, over 1% shall be set aside as compensation for employees, and less than 2% as compensation for directors and supervisors. However, the Company's accumulated losses shall first have been covered. If the Company makes a profit, taxes shall be paid and accumulated losses shall be covered first, followed by 10% being set aside as a legal reserve. A special reserve shall be set aside if necessary. Based on business conditions at the time, the Board of Directors may then propose to distribute any remaining profit amount, and such proposal shall be submitted for approval at the shareholders' meeting. Employees may be compensated in shares or in cash. Employees who qualify for compensation may include those of the Company's subsidiaries who meet specific criteria. Compensation of the directors and supervisors shall be paid in cash. The preceding two paragraphs shall be adopted by a majority vote at a meeting of the Board of Directors attended by at least two-thirds of the total number of directors and submitted to the shareholders' meeting.

Article 20-1: The Company's business is still growing, and we will continue to invest to strengthen our market position. To adapt to future funding demands and long-term financial planning, a dividend is distributed based on a residual dividend policy, mainly in line with future capital budgeting plans.

Chapter VII Supplemental Provisions

Article 21: The Company's total amount of reinvestment shall not be restricted by Article 13 of the Company Act.

Article 22: For matters not specified in the Articles, all must comply with the Company Act.

Article 23: The articles were drawn up on November 15, 1978. They were amended on December 30, 1979 for the first time; amended on April 25, 1981 for the second time; amended on August 5, 1983 for the third time; amended on January 11, 1984 for the fourth time; amended on April 5, 1984 for the fifth time; amended on March 21, 1985 for the sixth time; amended on August 25, 1988 for the seventh time; amended on October 23, 1989 for the eighth time; amended on September 14, 1990 for the ninth time; amended on June 20, 1995 for the 10th time; amended on December 7, 1997 for the 11th time; amended on April 29, 1998 for the 12th time; amended on July 9, 1999 for the 13th time; amended on July 31, 1999 for the 14th time; amended on April 30, 2000 for the 15th time; amended on June 3, 2000 for the 16th time; amended on April 28, 2001 for the 17th time; amended on November 3, 2001 for the 18th time; amended on June 25, 2002 for the 19th time; amended on September 23, 2002 for the 20th time; amended on June 19, 2003 for the 21st time; amended on June 18, 2004 for the 22nd time; amended on December 10, 2004 for the 23rd time; amended on June 17, 2005 for the 24th time; amended on June 27, 2006 for the 25th time; amended on June 7, 2007 for the 26th time; amended on June 16, 2008 for the 27th time; amended on June 22, 2009 for

the 28th time; amended on June 24, 2010 for the 29th time; amended on June 13, 2011 for the 30th time; amended on November 16, 2012 for the 31st time; and amended on April 30, 2013 for the 32nd time; and amended on June 13, 2016 the 33rd time, and amended on May 31, 2017 the 34rd time.

Nan Liu Enterprise Co., Ltd.

Chairman: Huang, Chin-san

Appendix 2

NAN LIU ENTERPRISE CO., LTD. Rules and Procedures of Shareholders' Meeting (Translation)

Amended edition, November 16, 2012

- Article 1 To establish an effective governing system for shareholders' meetings, build solid supervisory functions, and enhance management functions. The Rules and Procedures are made according to Article 5 of Corporate Governance Best Practice Principles for TWSE/GTSM Listed Companies.
- Article 2 The rules and procedures for the Company's shareholders' meetings, except as otherwise provided by law, regulation, or the articles of incorporation, shall be in accordance with the Rules and Procedures stated below.
- Article 3 (Convening shareholders' meetings and shareholders' meeting notices)
Unless otherwise provided by regulations, a shareholders' meeting is convened by the Board of Directors.
30 days before the Company convenes a regular shareholders' meeting, or 15 days before it convenes a special shareholders' meeting, the Company shall prepare electronic files of the meeting announcement, proxy form, and explanatory materials relating to proposals for ratification, matters for deliberation, election or dismissal of directors or supervisors, and other matters on the shareholders' meeting agenda, and upload them to the Market Observation Post System. 21 days before the Company is to convene a regular shareholders' meeting, or 15 days before it convenes a special shareholders' meeting, it shall prepare an electronic file of the shareholders' meeting agenda handbook and the supplemental materials, and upload it to the Market Observation Post System. 15 days before the Company is to convene a shareholders' meeting, it shall prepare the shareholders' meeting agenda handbook and supplemental materials and make them available for the shareholders to obtain and review at any time. In addition, the handbook shall be displayed at the company and its stock registrar and transfer agent, and distributed on-site at the meeting.
The causes or subjects of a shareholders' meeting to be convened shall be indicated in the individual notice and the public notice; the notice may be effected via electronic transmission, after obtaining prior consent from the recipients.
Election or discharge of directors and supervisors, alteration of the Articles of Incorporation, and dissolution, merger, spin-off, or any matters as set forth in Paragraph I, Article 185 of the Company Act, Article 26-1 and Article 43-6 of the Securities and Exchange Act, shall be itemized in the causes or subjects to be described in the notice, and shall not be brought up as extemporaneous motions.
Shareholders holding 1% or more of the total number of outstanding shares of the Company may submit a proposal to the Company for discussion at a regular shareholders' meeting. However, only one matter shall be allowed in each proposal. If a proposal contains more than one matter, such proposal shall not be included in the agenda. In addition, if a shareholder's proposal contains matters related to Paragraph 4 of Article 172-1 in the Company Act, the Board of Directors shall not include it in the agenda.
Prior to the book closure date and before a regular shareholders' meeting is convened, the Company shall give a public notice announcing the place and the period for shareholders to submit proposals to be discussed at the meeting; the period for accepting such proposals shall not be less than 10 days.

The number of words of a proposal to be submitted by a shareholder shall be limited to not more than 300 words, and any proposal containing more than 300 words shall not be included in the agenda of the shareholders' meeting. The shareholder who has submitted a proposal shall attend, in person or by a proxy, the regular shareholders' meeting and shall take part in the discussion of such proposal.

The Company shall, prior to preparing and delivering the shareholders' meeting notice, inform, by a notice, all the proposal-submitting shareholders of the proposal screening results, and shall list in the shareholders' meeting notice the proposals conforming to the requirements set out in this Article. With regard to the proposals submitted by shareholders but not included in the agenda of the meeting, the cause of exclusion of such proposals and explanation shall be made by the Board of Directors at the shareholders' meeting.

Article 4 A shareholder may appoint a proxy to attend a shareholders' meeting on his/her/its behalf by executing a power of attorney printed by the Company stating the scope of power authorized to the proxy.

A shareholder may only execute one power of attorney and appoint one proxy only, and shall serve such written proxy to the Company no later than 5 days prior to the date of the shareholders' meeting. In case two or more written proxies are received from one shareholder, the first one received by the Company shall prevail, unless an explicit statement to revoke the previous written proxy is made in the proxy which comes later. After providing the power of attorney of a proxy to the Company, in case the shareholder issuing the said proxy intends to attend the shareholders' meeting in person or to exercise his/her/its voting power in writing or by electronic transmission, a proxy rescission notice shall be filed in writing with the company 2 days prior to the date of the shareholders' meeting as scheduled in the shareholders' meeting notice so as to rescind the proxy at issue, otherwise, the voting power exercised by the authorized proxy at the meeting shall prevail.

Article 5 (Principles determining time and place of shareholders' meeting)

A shareholders' meeting shall be held at the Company's headquarters and during the business hours of the company, or at a place and time convenient to all directors and suitable for holding such a meeting. The meeting shall begin no earlier than 9:00 a.m. and no later than 3:00 p.m.

Article 6 (Preparation of documents such as the attendance book)

The Company shall furnish the attending shareholders or the proxy (or shareholders) an attendance book to sign; alternatively, the attending shareholders may hand in a sign-in card in lieu of signing in.

The Company shall furnish attending shareholders with the meeting agenda book, annual report, attendance card, speaker's slips, voting slips, and other meeting materials. Where there is an election of directors or supervisors, pre-printed ballots shall also be furnished. A shareholder shall attend a shareholders' meeting with the attendance card, sign-in card, or other certificate of attendance; solicitors with solicited proxies shall bring identification documents for verification when attending the shareholders' meeting.

When the government or a juristic person is a shareholder, it may be represented by more than one representative at a shareholders' meeting. When a juristic person is appointed to attend as proxy, it may designate only one person to represent it in the meeting.

Article 7 (The Chair and non-voting participants of a shareholders' meeting)

When a shareholders' meeting is convened by the Board of Directors, the Chair of the Board will chair the meeting. In case the Chair of the Board of Directors is on leave or absent or cannot exercise his/her power and authority for any cause, the vice chairperson shall act on his/her behalf. In case there is no vice chairperson, or the vice chairperson is

also on leave or absent or unable to exercise his/her power and authority for any cause, the Chair of the Board of Directors shall designate one of the managing directors, or where there is no managing director, one of the directors to act on his/her behalf. In the absence of such a designation, the managing directors or the directors shall elect from among themselves an acting chairperson of the Board of Directors.

A shareholders' meeting convened by the Board of Directors shall be attended by a majority of the directors.

For a shareholders' meeting convened by any other person having the convening right, he/she shall act as the chairperson of that meeting provided, however, that if there were two or more people having the convening right, the chairperson of the meeting shall be elected from among themselves.

The Company may designate its lawyer, certified public accountant or other relevant people to attend the shareholders' meeting.

Article 8 (Documentation of shareholders' meeting by audio or video)

The Company shall document the shareholders' meeting by audio or video, and recorded materials shall be retained for at least 1 year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the recording shall be retained until the conclusion of the litigation.

Article 9 Attendance at shareholders' meetings shall be calculated based on numbers of shares. The number of shares in attendance shall be calculated according to the shares indicated by the attendance book and sign-in cards handed in, plus the number of shares whose voting rights are exercised by correspondence or electronically.

The Chair shall call the meeting to order at the appointed meeting time. However, when the attending shareholders do not represent a majority of the total number of issued shares, the Chair may announce a postponement, provided that no more than two such postponements, for a combined total of no more than 1 hour, may be made. If the quorum is not met after two postponements and the attending shareholders still represent less than one third of the total number of issued shares, the Chair shall declare the meeting adjourned.

If the quorum is not met after two postponements as referred to in the preceding paragraph, but the attending shareholders represent one third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to Article 175, paragraph 1 of the Company Act; all shareholders shall be notified of the tentative resolution and another shareholders' meeting shall be convened within 1 month.

When, prior to conclusion of the meeting, the attending shareholders represent a majority of the total number of issued shares, the Chair may resubmit the tentative resolution for a vote by the shareholders meeting pursuant to Article 174 of the Company Act.

Article 10 (Discussion of proposals)

If a shareholders' meeting is convened by the Board of Directors, the meeting agenda shall be set by the Board of Directors. The meeting shall proceed in the order set by the agenda, which may not be changed without a resolution of the shareholders' meeting.

The provisions of the preceding paragraph apply to a shareholders' meeting convened by a party with the power to convene that is not the Board of Directors.

The Chair may not declare the meeting adjourned prior to completion of deliberation on the meeting agenda of the preceding two paragraphs (including extraordinary motions), except by a resolution of the shareholders' meeting. If the Chair declares the meeting adjourned in violation of the rules of procedure, the other members of the Board of Directors shall promptly assist the attending shareholders in electing a new chairperson according to statutory procedures, by agreement of a majority of the votes represented by the attending shareholders, and then continue the meeting.

The Chair shall allow ample opportunity during the meeting for explanation and discussion of proposals and of amendments or extraordinary motions put forward by the shareholders; when the Chair is of the opinion that a proposal has been discussed sufficiently to put it to a vote, the Chair may announce the discussion closed and call for a vote.

Article 11 (Shareholders' speeches)

Before speaking, an attending shareholder must specify on a speaker's slip the subject of the speech, his/her shareholder account number (or attendance card number), and account name. The order in which shareholders speak will be set by the Chair.

A shareholder in attendance who has submitted a speaker's slip but does not actually speak shall be deemed to have not spoken. When the content of the speech does not correspond to the subject given on the speaker's slip, the spoken content shall prevail.

Except with the consent of the Chair, a shareholder may not speak more than twice on the same proposal, and a single speech may not exceed 5 minutes. If the shareholder's speech violates the rules or exceeds the scope of the agenda item, the Chair may terminate the speech.

When an attending shareholder is speaking, other shareholders may not speak or interrupt unless they have sought and obtained the consent of the Chair and the shareholder that has the floor; the Chair shall stop any violations.

When a juristic person shareholder appoints two or more representatives to attend a shareholders' meeting, only one of the representatives so appointed may speak on the same proposal.

After an attending shareholder has spoken, the Chair may respond in person or direct relevant personnel to respond.

Article 12 (Calculation of voting shares and recusal system)

Voting at a shareholders meeting shall be calculated based the number of shares.

With respect to resolutions of shareholders' meetings, the number of shares held by a shareholder with no voting rights shall not be calculated as part of the total number of issued shares.

When a shareholder is an interested party in relation to an agenda item, and there is the likelihood that such a relationship would prejudice the interests of the Company, that a shareholder may not vote on that item, and may not exercise voting rights as proxy for any other shareholder.

The number of shares for which voting rights may not be exercised under the preceding paragraph shall not be calculated as part of the voting rights represented by attending shareholders.

With the exception of a trust entity or a shareholder services agent approved by the competent securities authority, when one person is concurrently appointed as proxy by two or more shareholders, the voting rights represented by that proxy may not exceed 3% of the voting rights represented by the total number of issued shares. If that percentage is exceeded, the voting rights in excess of that percentage shall not be included in the calculation.

Article 13 A shareholder shall be entitled to one vote for each share held, except when the shares are restricted shares or are deemed non-voting shares under Article 179, paragraph 2 of the Company Act.

When the Company holds a shareholders' meeting, it may allow the shareholders to exercise voting rights by correspondence or electronic transmission. When voting rights are exercised by correspondence or electronic transmission, the method of exercise shall be specified in the shareholders' meeting notice. A shareholder exercising voting rights by correspondence or electronic transmission will be deemed to have attended the meeting in person, but to have waived his/her rights with respect to the extraordinary motions and

amendments to original proposals of that meeting. Therefore, the Company shall avoid the extraordinary motions and amendments to original proposals.

A shareholder intending to exercise voting rights by correspondence or electronic transmission under the preceding paragraph shall deliver a written declaration of intent to the Company before 2 days before the date of the shareholders' meeting. When duplicate declarations of intent are delivered, the one received earliest shall prevail, except when a declaration is made to cancel the earlier declaration of intent.

After a shareholder has exercised voting rights by correspondence or electronic transmission, and subsequently intends to attend the shareholders' meeting in person, a written declaration of intent to retract the voting rights already exercised shall be made known to the Company, by the same means by which the voting rights were exercised, 2 business days before the date of the shareholders' meeting. If the notice of retraction is submitted after that time, the voting rights already exercised by correspondence or electronic transmission shall prevail. When a shareholder has exercised voting rights both by correspondence or electronic transmission and by appointing a proxy to attend a shareholders' meeting, the voting rights exercised by the proxy in the meeting shall prevail.

Except as otherwise provided in the Company Act and in the Company's articles of incorporation, the passage of a proposal shall require an affirmative vote of a majority of the voting rights represented by the attending shareholders.

When there is an amendment or an alternative to a proposal, the Chair shall present the amended or alternative proposal together with the original proposal and decide the order in which they will be put to a vote. When any one among them is passed, the other proposals will then be deemed rejected, and no further voting shall be required.

Vote monitoring and counting personnel for the voting on a proposal shall be appointed by the Chair, provided that all monitoring personnel shall be shareholders of the Company.

Vote counting for shareholders' meeting proposals or elections shall be conducted in public at the place of the shareholders' meeting. Immediately after vote counting has been completed, the results of the voting shall be announced on-site at the meeting, and a record made of the votes.

Article 14 (Election of directors and supervisors)

The election of directors or supervisors at a shareholders' meeting shall be held in accordance with the applicable election and appointment rules adopted by the Company, and the voting results shall be announced on-site immediately.

The ballots for the election referred to in the preceding paragraph shall be sealed with the signatures of the monitoring personnel and kept in proper custody for at least 1 year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the ballots shall be retained until the conclusion of the litigation.

Article 15 Matters relating to the resolutions of a shareholders' meeting shall be recorded in the meeting minutes. The meeting minutes shall be signed or sealed by the chairperson of the meeting and a copy distributed to each shareholder within 20 days after the conclusion of the meeting. The meeting minutes may be produced and distributed in public notice. The meeting minutes shall accurately record the year, month, day, and place of the meeting, the chairperson's full name, the methods by which resolutions were adopted, and a summary of the deliberations and their results, and shall be retained for the duration of the existence of the Company.

Article 16 (Public disclosure)

On the day of a shareholders' meeting, the Company shall compile in the prescribed form a statistical statement of the number of shares obtained by solicitors through solicitation and the number of shares represented by proxies, and shall make an express disclosure of the same at the place of the shareholders meeting.

If matters put to a resolution at a shareholders meeting constitute material information under applicable laws or regulations or under Taiwan Stock Exchange Corporation (or GreTai Securities Market) regulations, the Company shall upload the content of such resolution to the MOPS within the prescribed time period.

Article 17 (Maintaining order at the meeting place)

Staff handling administrative affairs of a shareholders' meeting shall wear identification cards or arm bands.

The Chair may direct the proctors or security personnel to help maintain order at the meeting venue. When proctors or security personnel help maintain order at the meeting venue, they shall wear an identification card or armband bearing the word "Proctor."

At the place of a shareholders meeting, if a shareholder attempts to speak through any device other than the public address equipment set up by the Company, the Chair may prevent the shareholder from so doing.

When a shareholder violates the rules of procedure and defies the Chair's correction, obstructing the proceedings and refusing to heed calls to stop, the Chair may direct the proctors or security personnel to escort the shareholder from the meeting.

Article 18 (Recess and resumption of a shareholders meeting)

When a meeting is in progress, the Chair may announce a break based on time considerations. If a force majeure event occurs, the Chair may rule the meeting temporarily suspended and announce a time when, in view of the circumstances, the meeting will be resumed.

If the meeting venue is no longer available for continued use and not all of the items (including extraordinary motions) on the meeting agenda have been addressed, the shareholders' meeting may adopt a resolution to resume the meeting at another venue. A resolution may be adopted at a shareholders' meeting to defer or resume the meeting within 5 days in accordance with Article 182 of the Company Act.

Article 19 These Rules and Procedures, and any amendments hereto, shall be implemented after adoption at shareholders' meetings.

Appendix 3

Nan Liu Enterprise Co., Ltd.

Shareholding of Directors and Supervisors

(Translation)

- (1) The paid-up capital of the company stands at NT\$726,000,000 with 72,600,000 shares.
- (2) In compliance with Article 26 of the Securities and Exchange Act:
Total minimum number of shares required to be held by directors: 5,808,000 shares
Total minimum number of shares required to be held by supervisors: 580,800 shares
As of March 31, 2018, the book closure date, shareholding information of directors and supervisors was as follows:

Job Title	Name	Shares held
Chairman	Bixiu Investments Co., Ltd (Representative: Huang Chin-shan)	5,090,929
Director	Tian Zi Ding Investments Co., Ltd. (Representative: Huang Ho-cun)	8,731,659
Independent Director	Huang, Tung-Rung	0
Independent Director	Hwang, Jin-Feng	0
Independent Director	Huang, Chun-Ping	0
Director	Wang, Chin-Hung	0
Director	Yang, Juei-Hua	181,033
Supervisor	Su, Chao-Shan	0
Supervisor	Chung, Mao-Chih	1,497,451
Supervisor	Hsieh, Chiu-Lan	0
Total shares held of directors		14,003,621
Total shares held of supervisors		1,497,451

Appendix 4

The effect of dividend distributions for the current fiscal year on the Company's operating performance, earnings per share, and return on equity

(I) The effect of dividend distributions proposed by shareholders' meeting for the current fiscal year on the Company's operating performance and earnings per share:
Not applicable.