



Advanced Lithium Electrochemistry (Cayman) Co., Ltd.

Annual Report 2016

Annual Report Enquiry Website: <http://mops.twse.com.tw>

Company Website: <http://www.aleees.com>

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THIS IS A TRANSLATION OF THE 2016 ANNUAL REPORT (THE “ANNUAL REPORT”) OF ADVANCED LITHIUM ELECTROCHEMISTRY (CAYMAN) CO., LTD.(THE “COMPANY”).THIS TRANSLATION IS INTENDED FOR REFERENCE ONLY AND NOTHING ELSE,THE COMPANY HEREBY DISCLAIMS ANY AND ALL LIABILITIES WHATSOEVER FOR THE TRANSLATION. THE CHINESE TEXT OF THE ANNUAL REPORT SHALL GOVERN ANY AND ALL MATTERS RELATED TO THE INTERPRETATION OF THE SUBJECT MATTER STATED HEREIN.

1. Company Spokesperson, Deputy Spokesperson, Name of Domestic Litigation/Non-Litigation Agent, Title, Contact No. and Email Address:

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Name of Domestic Litigation/Non-Litigation Agent:	
Spokesperson: Sheng-Shih Chang Chairman cum CEO	Email: ir@alechem.com
Contact Tel: 886-3-3689520	

2. Address and contact no. of headquarters, subsidiary and factories
 - (i) Parent Company

Advanced Lithium Electrochemistry (Cayman) Co., Ltd.	Registered Address: The Grand Pavilion Commercial Centre, Oleander Way, 802 West Bay Road, P.O. Box 32052, Grand Cayman KY1-1208 , Cayman Islands, British West Indies.
	Main Operating Address: No. 68, Fengtian Road, Bade District, Taoyuan City, Taiwan
Website: http://www.aleees.com	Tel: (886) 3-368-9520

 - (ii) Subsidiary

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Website: http://www.aleees.com	Tel: (886)3-368-9520
Aleees Eco Ark Co., Ltd.	Address: No.72, Youlian St., Bade City, Taoyuan County, Taiwan
Website: http://www.aleees.com	Tel: (886) 3-368-9520
Advanced Lithium Electrochemistry (HK) Co., Limited	Address: Unit 706, Haleson Building, No. 1 Jubilee St., Central, Hong Kong
Website: http://www.aleees.com	Tel: (886) 3-368-9520
Advanced Lithium Electrochemistry (China ShangHai) Co., Ltd.	Address: Room E2, 7F, Zao Fong Universe Building, No. 1800, West Zhongshan Road, Xuhui District, Shanghai, China
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4. Name of CPA for the latest certified annual financial statements; name, address, website and contact no. of accounting firm:

Name of CPA: Ya-Hui Cheng , Yen-Na Li	
Name of Accounting Firm: PwC Taiwan	Address: 5F, No. 2, Hsinchu Science Park, Industrial E. 3rd Rd., Hsinchu City, Taiwan
Website: http://www.pwc.tw	Tel: (886) 3-578-0205

5. Name of stock exchange for overseas listed securities and method for enquiry of overseas securities information: N/A

6. Official website of main operating Company: <http://www.aleees.com>

7. List of the Company's board of directors:

As of May 15, 2017

Title	Name	Nationality	Academic Qualifications/Experience
Chairman	Sheng-Shih Chang	ROC	Juris Doctorate, National Taiwan Normal University Juris Asst. Professor, China University of Science and Technology General Manager of Neso Technology Limited in Greater China, Pou Chen Group
Director	Tian-Lai Wang	ROC	Department of Mechanical Drawing, Jui-Fang Industrial High School Chairman, Fair Electronics Co., Ltd. Chairman, Waffer Technologies Corp. Director, Raytrend Technology Co., Ltd.
Director	Chung-Shih Pien	ROC	EMBA, National Taiwan University Representative, QVT Asia Pacific Ltd. VP, SinoPac Management Consulting Co., Ltd. VP, FIH Regent Group
Director	Chung-Ho Tai	ROC	MBA, Tamkang University B.S of Electrical Control Engineering, NCTU Founder, Acer Group Chairman, Investor Capital Inc. Chairman, Richtek Technology Corporation Chairman, DIGITIMES Inc.
Director	Chang Chuen Investment Co., Ltd Representative: Chi-Chuen Chen	ROC	MBA, National Taiwan University Asst. Supervisor, Yongfeng Paper Co. Ltd. Supervisor, Ruentex Development Co. Ltd. VP, Kwang Hua Securities
Director	Yi Tai Fund Co., Ltd. Representative: Cheng-Wei Ma	ROC	Masters in Finance, National Chung Cheng University Finance Jr. Manager, Ruentex Development Co., Ltd. Asst. Project Manager, Ruentex Cement Co., Ltd.
Director	Jaime Che	Australia	<ul style="list-style-type: none"> The Scots College Investment and Business Manager, APAC Resources Limited (SEHK: 1104) CEO/Chairman's Assistant and Investor Relations Manager, Shougang Fushan Resources Group Limited (SEHK: 0639)
Director	Chi Kei Ching	Hong Kong China	<ul style="list-style-type: none"> MBA, Bradford University (UK) Bachelor of Business Administration in Accountancy, the Hong Kong Polytechnic University ACCA, certified by the Association of Chartered Certified Accountants Member of the Hong Kong Institute of Certified Public Accountants Accounting Manager, FDG Electric Vehicles Limited
Independent Director	Wei-Min Sheng	ROC	Doctorate, Purdue University Dean of Research and Development Division, Office of Academic Affairs and Department of Public Finance and Taxation of National Taichung University of Science and Technology Independent Director of Feature Integration Technology Inc.
Independent Director	Chien-Yuan Lin	ROC	PhD. Transport Engineering, Washington University Deputy Mayor of the Taipei City Government, Commissioner of the Department of Finance of the Taipei City Government Asst. Professor of the Department of Transportation Technology and Management of National Taiwan University Research Engineer of KLD Construction Corp Independent Director of Ruentex Engineering & Const. Co.
Independent Director	Tay Chang Wang	ROC	PhD in Finance of University of Pennsylvania Associate Professor of National Taiwan University College of Management Supervisor of Der Yang Biotechnology Venture Capital Director of TacBright Optronics Corporation Independent Director of First Financial Holding Co., Ltd.

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I. Shareholders' Report

In order to curb global warming and reduce greenhouse gas emissions, the Paris Agreement passed in 2015 aims to control the average temperature increase at below 1.5° Celsius relative to the pre-industrial levels. The purpose is to significantly mitigate the risks and impact associated with climate change. The Paris Agreement acknowledges that 25% of the carbon emissions come from transport and this will increase to 35% soon. In the COP21 meeting, a total of 185 nations agreed to reduce emissions by fully developing the technologies and policies in support of zero emission vehicles. The Electric Vehicles Initiative, comprised of 24 leading nations and the European Union and launched under the Clean Energy Ministerial (CEM), is targeting at 20 million electric vehicles on the road by 2020 in the world. Meanwhile, the 13th Five Year Plan in China is placing heavy emphasis on the promotion of new energy vehicles. With a view on the business opportunities in the global electric vehicle market, Aleees completed the strategic alliance and transaction in 2016 with FDG Electric Vehicles Limited listed in Hong Kong. In addition to organizational adjustments, this strategic cooperation allows Aleees to focus on R&D and production of battery cathodes. By providing manufacturing knowhow and generating service incomes, Aleees hopes to generate profits for shareholders with a better business model.

Against the backdrop of the global efforts to promote alternative energy and new energy vehicles and the resultant rapid growth of the relevant industries over recent years, we have achieved the following key operating metrics:

2016 Operating Results

1. Aleees reported consolidated revenue of NT\$ 1,318,281,000 in 2016, up 20% from 2015. The post-taxes stood at NT\$ 44,993,000 in 2016, down significantly by 89% from 2015.
2. Aleees continued to focus on the manufacturing, marketing and R&D of cathodes and achieved the goal of single-quarter profitability in 2016.
3. In 2016 and for the second year running, Aleees was ranked as the top 5% in terms of corporate governance for the companies listed on the Taipei Stock Exchange.

Aleees also completed such requirements as sustainable operation environment, caring shareholders' equity, a friendly response to employees, suppliers, government, non-government organizations and community members, etc., to create a more favorable operation environment, upgrade operation performance and create the corporate value.

Overview of implementation of operation plan

The subsidy program for new energy vehicles in China will continue through 2020 under the revised 13th Five Year Plan. Looking forward, Aleees will remain committed to its efforts in green energy, as directed by government policies, by working with FDG Kinetic Limited to set up the manufacturing facilities for battery cathodes and expand market shares in China. Our R&D focus will be on the cathode materials with high cycles and high energy density for the application on electric vehicles and storage systems.

The impact of changes in foreign/domestic policies and laws resulting

The initial developmental stage of lithium batteries and electric vehicle industries requires multiple policy support from governments, these industries will be keep continue its progress and gradually reach similar or even better than the cost structure levels of fuel (diesel) combustion vehicle engines. This will attract the comprehensive use of electric vehicles by consumers, reduce the dependency on oil and promote energy conservation and carbon reduction.

The current sales markets that Aleees operates are mainly concentrated in Mainland China and Taiwan, hence it is relatively sensitive to the electric vehicle and energy storage industry policies of Mainland China. Going forward, we shall strive to enhance our battery and electromechanical system technologies to reduce the cost difference with vehicles running on fuel combustion engines. We anticipate that even after the government subsidies have reduced over time, we are able to progressively replace fuel combustion engines and expand our market share rate in electric vehicles. Thus, even with major changes in foreign/domestic policy and laws, the financial operation of Aleees shall not be affected in any major way.

Financial income and expenses and profitability analysis

		Unit: K NTD	
	Item	2016	2015
Financial Income and Expenses	Operating revenues	1,318,281	1,094,651
	Gross Operating Profit	556,431	299,454
	Net Operating Profit	(19,102)	(388,243)
Profitability	Gross Profit %	42%	28%
	Net Profit %	-1%	-35%

Note: Prepared according to IFRS.

Future growth strategy of the Company

(1) Cathode materials for LFP batteries

- ① Continue to enhance the functionalities of existing products so as to constantly increase product competitiveness in the marketplace.
- ② Continue to develop new granules design and cathode post-processing techniques to meet the needs from different customers.
- ③ Introduce the latest type of spray drying granulation technology to improve processing functionality for customers. Our new power-type products have passed the pilot run and ramped up, and is currently tested by our customers.
- ④ Develop high voltage olivine-structured cathode materials to effectively increase energy density.
- ⑤ Actively seek to work with research institutes in Taiwan and overseas for joint development projects. We have already completed a subsidized technology development project by working with National Taiwan University of Science and Technology, and obtained the technology to produce the layer-structured high-voltage materials.

(2) R&D and sales of batteries

We will continue to develop and test the safety of the long-life battery cells (>6000 cycles).

Finally, I want to thank all shareholders, customers and employees for your goodwill and support. Let us together work hand in hand to create a better and successful future.

Chairman Sheng-Shih Chang

II. Company Profile

1. Introduction of Company and Group

(i) Date of Establishment and Introduction of Group

Advanced Lithium Electrochemistry (Cayman) Co., Ltd. was an investment holding Company established on Nov 16, 2007. The organization structure of the Group is separated into two divisions according to their business operations. One of which is the production, R&D and sales & marketing of cathode materials for LFP batteries; the other division is the R&D and sales of batteries, which all falls under the emerging industry of new energy technologies.

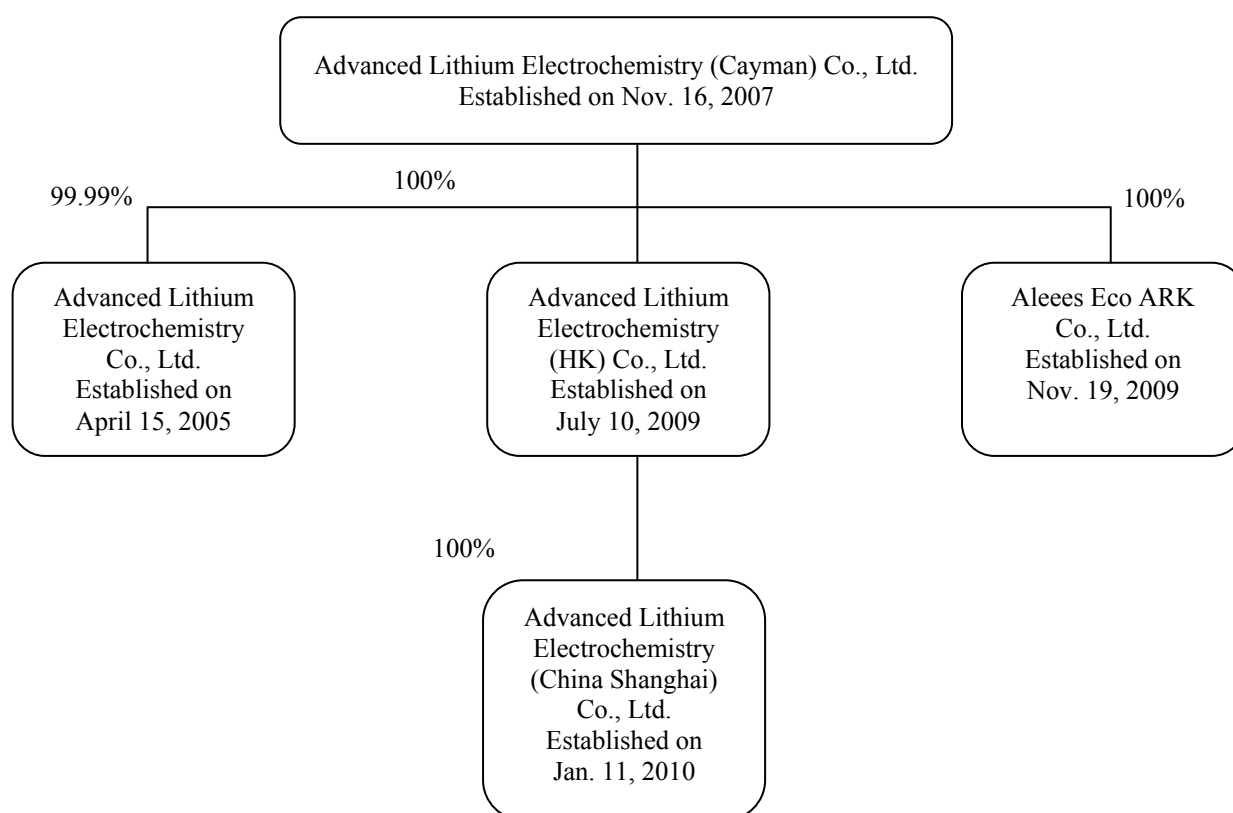
The Group started out with its foothold in Aleees Taiwan which was established on Apr 15, 2005. Since its establishment, we have been relentlessly developing olivine-structured cathode materials which are a critical driving force in the positioning of lithium-ion batteries, and setting our development focus on the key technology roadmap of extending battery lifespan and improving energy density. With our main business domain being the end product application of electric cars and energy storage businesses, through our self-developed LFP NanoCocrystalline Olivine (LFP-NCO) patent, and substantial manufacturing capabilities, production experience and shipment track records, we have achieved a leading position in the global market of cathode materials for LFP batteries. In addition, with the subject on environmental issues gradually gaining the attention of various countries around the world, many governments are actively advocating polices on energy savings to reduce carbon emission. All types of subsidies have been put forward to incentivize low carbon emission and environmental friendly an, green energy industries. As the multitude of policies is being put forward, the green energy and electric car industry have started to become a massive growth potential. With our extensive R&D and production experience accumulated over the years, and our understanding of and confidence in LFP lithium battery modules, we have thus set up Aleees Eco Ark (Taiwan) on Nov 19, 2009, as our platform in the manufacturing, R&D and marketing of electric buses, batteries and charging/swap systems. In 2016, we established a strategic alliance with FDG Electric Vehicles Limited listed in Hong Kong to focus on the development of long-life batteries for electric buses.

Our Group has been deploying our strategy in the lithium battery industry as mentioned above, and we will continue to develop our business in cathode materials for LFP batteries as our base, and capitalize on the end application domain – battery businesses for the direction of our upstream and downstream integrated growth. The following is a description of the operational functions of the organizations in our respective major subsidiaries:

(1) Cathode Powders Business		
Company Name	Established Location	Operational Function
Aleees (Taiwan)	Taiwan	Production, R&D and sales & marketing of cathode materials for LFP batteries.
Aleees (HK)	Hong Kong	Investment holding, reinvestment in Aleees SH.
Aleees SH	Mainland China	(1) Sales and marketing of cathode materials for LFP batteries (2) Establishment of battery laboratory, provides customers with technical support.

(2) R&D and sales of batteries

Aleees Eco Ark (Taiwan)	Taiwan	R&D and sales of batteries
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(ii) Group Structure**(iii) Address and contact no. of headquarters, subsidiaries and factories****1. Headquarters**

Advanced Lithium Electrochemistry (Cayman) Co., Ltd.
Registered Address: The Grand Pavilion Commercial Centre,
Oleander Way, 802 West Bay Road, P.O. Box 32052, Grand
Cayman KY1-1208, Cayman Islands, British West Indies.
Main Operating Address: No.68, Fengtian Road, Bade Dist., Taoyuan City, Taiwan Tel: (886) 3-368-9520

2. Main Operating Location

Advanced Lithium Electrochemistry Co., Ltd.
Address: No. 2-1, Guishan Industrial Park, Xinghua Road, Taoyuan District, Taoyuan City, Taiwan Tel: (886) 3-368-9520

Aleees Eco Ark Co., Ltd.
Address: No.72, Youlian St., Bade Dist., Taoyuan City, Taiwan Tel: (886) 3-368-9520

Advanced Lithium Electrochemistry (China ShangHai) Co., Ltd.
Address: Room E2, 7F, Zao Fong Universe Building, No. 1800, West Zhongshan Road, Xuhui District, Shanghai, China Tel: (86) 21-6420-1418

3. Investment Holding Subsidiaries

Advanced Lithium Electrochemistry (HK) Co., Ltd.
Address: Unit 706, Haleson Building, No. 1 Jubilee St., Central, Hong Kong Tel: (886) 3-368-9520

(iv) Company Chronicle of Events

Date	Major Events
Apr 2005	Aleees Taiwan was established.
Oct 2006	Aleees Taiwan set up its first LFP production line in Taoyuan Taiwan.
May 2007	Aleees Taiwan passed its ISO9001:2000 quality certification.
Jun 2007	Aleees Taiwan completed its four worldwide LFP patent deployment in 8 countries and 4 territories (Taiwan, Japan, the U.S., Canada, European Union (EU), Korea, Mainland China and India).
Jul 2007	Aleees Taiwan announced its LiFePO ₄ • zM ⁷ O technology.
Nov 2007	The Company completed its establishment and registration.
Jan 2008	Aleees Taiwan passed its ISO14001:2004 quality certification.
Jan 2008	Aleees Taiwan announced the start of a 3-year cooperation plan on study of base materials with NSRRC Taiwan.
Jul 2008	Advanced Lithium Electrochemistry (China ShangHai) Co., Ltd. was established
Nov 2008	Aleees Taiwan formally starts mass production of LFP-NCO.
Nov 2009	Aleees Eco Ark (Taiwan) was established.
Jan 2010	Aleees SH was established.
May 2010	Aleees Taiwan set up its precision instruments lab.
May 2010	Aleees Taiwan presented its research results on neutron diffraction.
Dec 2010	Aleees Eco Ark (Taiwan) produced its first pure electric-powered low-floor battery swappable bus.
Feb 2011	Aleees Taiwan began phase two of its 3-year cooperation plan on study of base materials with NSRRC Taiwan.
May 2011	Aleees Taiwan set up the electric vehicle demonstration alliance.
Jul 2011	The Group obtained licensing for 85 patents from LiFePO ₄ +C Licensing AG, including the Good enough patent and Carbon-coating patent.
Aug 2011	Aleees Taiwan passed through the TTQS training quality evaluation conducted by Workplace Development Agency of the Council of Labor Affairs, Executive Yuan.
Sep 2011	Aleees Eco Ark (Taiwan) completed the development of the E-bus battery module.
Oct 2011	Aleees Taiwan received the invitation from Boston in the U.S., to give a keynote speech in the 220th ECS Meeting
Dec 2011	Aleees Eco Ark (Taiwan) received proof of vehicle safety certification from VSCC for its pure electric-powered low-floor battery swappable bus.
Jan 2012	The first pure electric-powered low-floor battery swappable bus of Aleees Eco Ark (Taiwan) was officially unveiled in Taoyuan City.
Feb 2012	Aleees Taiwan passed through the OHSAS18001:2007 certification (Occupational Safety and Hygiene Management System).
Mar 2012	Aleees Taiwan passed through the TS16949:2009 certification (Automotive Supplier Quality Management System)
Jun 2012	Aleees Eco Ark (Taiwan) signed the electric bus procurement agreement with Hsin Chu Bus Co.
Aug 2012	The first pure electric-powered low-floor battery swappable bus of Aleees Eco Ark (Taiwan) was officially unveiled in Chungli City.
Oct 2012	Advanced Lithium Electrochemistry (China ShangHai) Co., Ltd. completed the cancellation of its registration
Oct 2012	The first pure electric-powered low-floor battery swappable bus of Aleees Eco Ark (Taiwan) was officially unveiled in Taipei City.
Oct 2012	The Group joined as a member of the “Taiwan Electric Bus Cross-Industry Alliance”
Nov 2012	The first pure electric-powered low-floor battery swappable bus of Aleees Eco Ark (Taiwan) was officially unveiled in Kinmen County.

Date	Major Events
Dec 2012	Aleees Taiwan received an award at the 6th Taoyuan County Corporate Excellence Awards for excellence in green energy.
Dec 2012	Aleees Taiwan received an award at the 2012 EPA, Executive Yuan Award Ceremony for excellence in low carbon emission actions taken.
Mar 2013	Aleees Eco Ark (Taiwan) received proof of vehicle safety certification from VSCC for its pure electric-powered low-floor battery swappable large-sized buses.
Aug 2013	Aleees Taiwan received the “Outstanding Corporation Award” at the 10th National Quality Awards; while Aleees Eco Ark (Taiwan) received the “Best Green Energy Transportation System” in the award category of “Best Product Categories”.
Dec 2013	Aleees Taiwan passed through the audit of the Industrial Development Bureau, MOEA, in “Determination of Conformance as a Green Mark Factory in the Hygienic Production Evaluation System”
Dec 2013	First share listing of the Company on GTSM
Jan 2014	The Aleees Group held the “Arts and Fun Fest with You” event to give back to the local low income residents with donation of household resources and care for the underprivileged. We led our employee to experience volunteer work and take the lead to advocate our remarkable corporate culture.
Mar 2014	Aleees Eco Ark (Taiwan) began its collaboration with CHTC Bonluck Bus Co., Ltd. in Nanchang, Jiangxi.
Mar 2014	Aleees Eco Ark (Taiwan) began its collaboration with Yuyao City People’s Government in Zhejiang Province.
Mar 2014	Aleees Eco Ark (Taiwan) reaches the one million mile mark for its pure electric-powered low-floor battery swappable buses in Taiwan.
Apr 2014	The Aleees Group set up the Bade Research Center
Apr 2014	In response to the global Earth Day, our pure electric-powered low-floor battery swappable buses were put on display for the first time at the Lady Run Charity Run and the “Electric Bus Low Carbon Rest Area” was set up.
May 2014	Aleees Taiwan was invited to participate in the “LFP Batteries Recycled Use League” to manufacture secondary storage use of vehicular batteries.
June 2014	The vehicular batteries manufactured by Aleees Taiwan were on official displays in Kinmen and adopted to team up with Chung-Shan Institute of Science & Technology to jointly promote the “Community Oriented Recycled Energy Storage Systems”
June 2014	The Aleees Group participated in the International Battery Tech Expo XI, believed the world’s top scale exhibition of its like, to display the highest level specifications cathode materials for LFP batteries, applicable to electric buses and integrated usage in other regions (including energy storage).
July 2014	The low floor pure electric buses manufactured by Aleees Eco Ark (Taiwan) were put into commercial run in Hualien County in eastern Taiwan, to create a brand new backyard for Taiwan.
July 2014	The Aleees Group sponsored “Green Industry Forum of Both Sides of Taiwan Strait 2014”.
July 2014	The Aleees Group teamed up with Long Hua Motors Co., Ltd.—the largest vehicles manufacturer in Heilongjiang, China and signed the Letter of Intent to deploy the electric bus markets of entire China.
Aug 2014	The Aleees Group officially set up Corporate Social Responsibility Committee
Aug 2014	Aleees Taiwan executed the Memorandum with Japanese counterpart Sony for a joint venture in manufacture of lithium batteries as the very stronghold to manufacture the world’s most advanced level of world.
Aug 2014	The Aleees Group set up Aleees Eco ARK (Ningbo) in Yuyao, Zhejiang, China to officially land in Chinese markets.

Date	Major Events
Sep 2014	Aleees Eco Ark Canada was officially incorporated.
Nov 2014	Aleees Eco Ark (Taiwan) was invited to co-sponsor the Contemporary Engineering Tech Symposium XXV and to sponsor Sub-Project about the Trends of Sustainable Green Development to promote low carbon and energy conservation deployment toward the entire world.
Nov 2014	Pure electric-powered low-floor battery swappable buses manufactured by Aleees Eco Ark (Taiwan) start to serve the Taroko National Park, as the new low carbon flagship green energy buses serving national parks in Taiwan.
Nov 2014	The Aleees Group was conferred upon the double honors of “Sustainable Development Report Award among Top 50 in Taiwan”, and further awarded the “Innovative Growth Award”.
Dec 2014	As officially promulgated by the Industry & Information Ministry, People’s Republic of China through Gazette 82, 2014, the pure electric buses manufactured by Aleees through a joint venture with CHTC Bonluck Bus Co., Ltd. in Jiangxi, China were officially licensed in China and were approved to be marketed in entire Chinese markets.
May 2015	The Aleees Group was ranked among the top 5% among all companies listed on the Taipei Stock Exchange in Session One.
Nov 2015	The Aleees Group was awarded with ISO50001.
Nov 2015	The Aleees Group was second times conferred upon the honor of “Sustainable Development Report Award among Top 50 in Taiwan”.
Apr 2016	The Aleees Group was awarded the rare honors of being ranked among the top 5% among all enterprises listed on the TSEC/GTSM Listed Companies in Session Two.
Apr 2016	The Aleees Group executed the strategic alliance and capital-related cooperation Agreement with FDG Electric Vehicles Limited.
Apr 2016	The Aleees Group was ranked among the top 5% among all companies listed on the Taipei Stock Exchange for the second consecutive year.
Jun 2016	The Aleees Group received Asia Responsible Entrepreneurship Awards 2016- Green Leadership.
Nov 2016	The Aleees Group received the gold medal among the Top 50 Corporate Sustainability Reports in Taiwan for three years running.
Nov 2016	The Aleees Group, FDG Kinetic Limited and the Management Committee of Gui'an New District, Guizhou Province, China, entered a cooperation framework agreement.
Dec 2016	Aleees Taiwan’s cumulative shipments exceeded 10,000 metric tons.
Apr 2017	The Aleees Group was ranked among the top 5% among all companies listed on the Taipei Stock Exchange for the third consecutive year.

2. Risk Matters

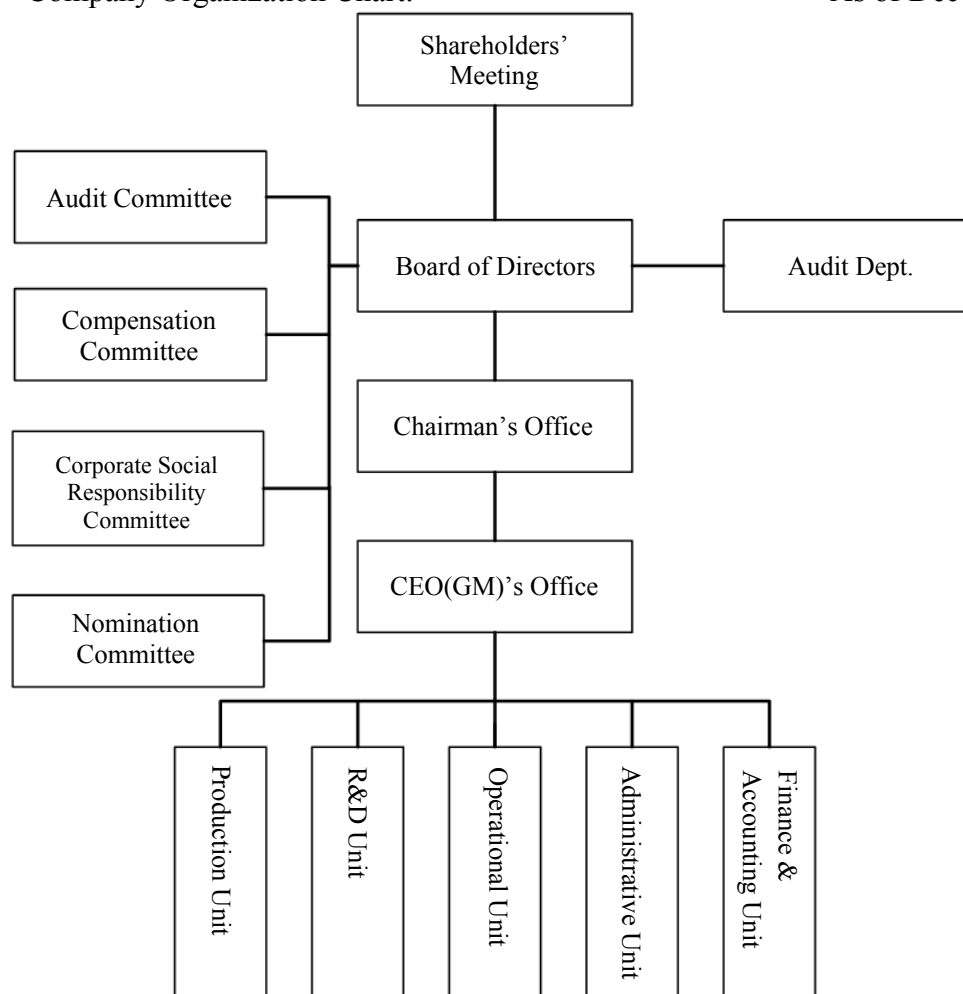
Please refer to the current year annual report from page 126 to page 136.

III. Corporate Governance Report

1. Management System

(i) Company Organization Chart:

As of Dec 31, 2016



(ii) Main operations of the respective departments:

Department Name	Work Scope
Internal Audit Dept.	<ul style="list-style-type: none"> Take charge of the design and revision of the Company's internal control and internal audit system. Take charge of the drafting and execution of the Company's annual audit plan. Take charge of the improvement of internal control flaws and remediation tracking, as well as planning and implementation of the corporate governance.
CEO(GM)'s Office	<ul style="list-style-type: none"> All types of operational management and operational analysis, and various project operations within the Company. Take charge of comparison, internal/external benchmark comparisons, product trends analysis and existing/future expectations toward customers according to products of competitors. Determine the business direction and long/short term goals of the Company, and achieve cost savings, continuous expansion of R&D resources and

Department Name		Work Scope
		<p>enhance product positioning through the oversight of business direction and achievement of long/short term goals. At the same time, carry out further analysis on the operating results.</p> <ul style="list-style-type: none"> • Draft and collate documents and enquire on regulations relevant to employee health, assume the role of internal audit personnel during the normal course of operations, and be the contact window for relevant units.
Production Units	Aleees Taiwan	<ul style="list-style-type: none"> • Take charge of production for powders. Manufacturing process testing for prevention of quality issues and warehouse management. • Establish quality engineering, continue to achieve high efficiency production through advance manufacturing processes, and attain reasonable cost control to satisfy internal and external requirements. • Take charge of quality certification and system maintenance of raw materials and products, testing of products as well as formulate and implement the product QA system. • Implement the product quality targets/benchmarks of the Company according to nature of organizational functions. • Implement and execute performance management of sampling evaluation through activities of quality audit on existing QA system. Actualize comprehensive quality requirements, feedback on underlying issues and use it as the basis of operational improvements. • Supervisory management of shipments and be oriented toward customer services in the handling of customer complaints and product returns regarding quality issues.
	Aleees Eco Ark (Taiwan)	<ul style="list-style-type: none"> • Establish quality engineering; continue to apply quality manufacturing processes to attain reasonable cost control to satisfy internal and external requirements.
R&D Units	Aleees Taiwan	<ul style="list-style-type: none"> • Development of the Company's improvement methods for all materials and manufacturing processes of batteries and power source management system module. • Take charge of the setup, quality improvement of manufacturing process development and enhancement of reliability test certification for new product development and manufacturing processes.
	Aleees SH	<ul style="list-style-type: none"> • Customer pre-sales and after-sales technical services. • Functional testing of all batteries and formula research. • Testing and development of batteries and battery modules.
	Aleees Eco Ark (Taiwan)	<ul style="list-style-type: none"> • Take charge of data collection and management tasks during the R&D process of electric buses and the acknowledgement of test and test components during the different stages of R&D. • Take charge of the design, planning, R&D and construction of the battery system.
Operational Units	Aleees Taiwan	<ul style="list-style-type: none"> • Take charge of the sales & marketing of all products and agents management. Manage the development of all products, deployment of product lines and relevant management. Gathering of data and development in new markets. • Manage and arrangement of all raw materials and materials required for production and cargo shipment matters. • Take charge of sale and marketing services, drafting of

Department Name		Work Scope
		transaction terms, customer complaints, product returns, market intelligence gathering, and position customer segments, critical sales and marketing points and key competitors according to the determined marketing strategy, to ensure customer satisfaction and continuously improve customer satisfaction.
	Aleees SH	<ul style="list-style-type: none"> • Take charge of the sales & marketing of all products and agents management. Gathering of data and development in new markets. • Manage and arrange cargo shipment matters from Taiwan to Mainland China and end customers. • Take charge of sale and marketing services, drafting of transaction terms, customer complaints, product returns, market intelligence gathering, and position customer segments, critical sales and marketing points and key competitors according to the determined marketing strategy, to ensure customer satisfaction and continuously improve customer satisfaction.
	Aleees Eco Ark (Taiwan)	<ul style="list-style-type: none"> • Responsible for management over electric buses and agents thereof to assure high customer approval rates. • Responsible for collection and communications for government policies all over. • Responsible for marketing, integration of market updates and domination of the trends throughout the world. • Rendered support to demo operation of electric buses, rendered assistance toward bus companies in switching of charging stations, battery management and such relevant business operation. • Mapped out the overall marketing and market promotion activities.
	Administrative Units	<ul style="list-style-type: none"> • Manage general administration, human resource management, educational training, vendor management and supporting operations, asset management and the implementation and filing of DCC. • Take charge of procurement for instruments and equipment, raw materials, semi-finished goods, products, consumables, spare parts, tracking of engineering works, tracking and analysis of pricing trends, development of countermeasures, procurement plan, management of contractor's delivery date and quality, time efficiency of shipment handling and inventory management, as well as coordinate the distribution and use of resources to all departments to have strong oversight on productivity resources. • Draft and implement the short, medium and long term plan for the upgrading of computing equipment in the Company. Provide management of information services and equipment, and the relevant operations of information services and equipment as well as its integrated maintenance. • Take charge of review and legal negotiation of contracts, litigation matters, selection of lawyers, trademark management, technical intelligence gathering, intellectual property and internal legal consultation services, and other relevant services.
	Finance and Accounting	<ul style="list-style-type: none"> • Take charge of accounting matters, financial cash flow

Department Name	Work Scope
Units	<p>deployment, investment planning and stock affairs, as well as maintain normal operations of the Company's financial and stock affairs.</p> <ul style="list-style-type: none">• Take charge of keeping accurate records of the Company's operating results, provide relevant financial reports for use internally and externally to satisfy user requirements.

2. Information on the Directors, Supervisors, CEO (GM), Vice Presidents, Senior Manager and the Manager of Each Department and Branch

(i) Name of Directors, shareholdings, academic qualifications and experience (The Company has not appointed any supervisors but has set up an audit committee)
As of Apr 18, 2017

Title	Nation	Name	Sex	Date of on Board (yy/mm/dd)	Term	Date of on Board for the First Time (yy/mm/dd)	Shareholding When on Board		Shareholding for the Time Being		Shareholding of the Spouse, Underage Children for the Time Being		Shareholding Held in the Name of a Third Party		Academic Qualifications/Experience	Concurrent Positions in this Company and Other Companies	Other Managers, Directors or Supervisors that Have Spousal Relationship or are within the Second Degree of Kinship with the Concerned Director/Supervisor		
							Number of Shares	Shareholding Rate	Number of Shares	Shareholding Rate	Number of Shares	Shareholding Rate	Number of Shares	Shareholding Rate			Title	Name	Relation
Chairman cum CEO	ROC	Sheng-Shih Chang	Male	2014/06/23	3	2009/02/10	2,903,661	2.04%	1,749,661	0.83%	0	0	0	0	<ul style="list-style-type: none"> • Juris Doctorate, National Taiwan Normal University • Juris Master, National Taiwan Normal University • Asst. Professor, China University of Science and Technology, • General Manager of Neso Technology Limited in Greater China, Pou Chen Group 	Note 1	—	—	—
Director	ROC	Tian-Lai Wang	Male	2014/06/23	3	2007/11/16	12,007,993	8.45%	10,863,993	5.16%	0	0	0	0	<ul style="list-style-type: none"> • Department of Mechanical Drawing, Jui-Fang Industrial High School • Chairman, Fair Electronics Co., Ltd. • Chairman, Waffer Technology Corp. • Director, Raytrend Technology Co., Ltd. 	Note 2	—	—	—
Director	ROC	Chung-Shih Pien	Male	2014/06/23	3	2007/11/16	197,464	0.14%	197,464	0.09%	0	0	0	0	<ul style="list-style-type: none"> • EMBA, National Taiwan University • BS in Chemical Engineering, National Taiwan University • Representative, QVT Asia Pacific Ltd. • VP, SinoPac Management Consulting Co., Ltd. • VP, FIH Regent Group • LK Tong Group - Director of Planning Office • ProMD Biotech Co., Ltd. - President • Shing Yen Construction Development Co., Ltd. -Vice President 	Note 3	—	—	—
Director	ROC	Chung-Ho Tai	Male	2014/06/23	3	2011/06/27	672,665	0.47%	620,665	0.29%	691,627	0.33%	0	0	<ul style="list-style-type: none"> • MBA, Tamkang University • B.S of Electrical Control Engineering, NCTU • Founder, Acer Group 	Note 4	—	—	—
Director	ROC	Chang Chuen Investment Co., Ltd.	-	2014/06/23	3	2011/10/31	11,724,111	8.25%	8,889,495	4.22%	0	0	0	0	—	Note 5	—	—	—
		Appointed representative: Chih-Chuan Chen	Male				139,663	0.10%	0	0	0	0	0	0	0	0	<ul style="list-style-type: none"> • Academic Qualifications/Experience of Representative Chih-Chuan Chen • MBA, Graduate Institute of Commerce, National Taiwan University • BS in Chemical Engineering, National Taiwan University • Yuen Foong Paper Co., Ltd. -Vice Director • Ruentex Development Co., Ltd. -Supervisor • Guan Hua Securities Co., Ltd.-Vice President 	Note 6	—
Director	ROC	Yi Tai Fund Co.	-	2014/06/23	3	2011/10/31	5,972,898	4.20%	6,185,633	2.94%	0	0	0	0	—	Note 7	—	—	—
		Appointed representative: Cheng-Wei Ma	Male				0	0	0	0	0	0	0	0	0	0	Academic Qualifications/Experience of Representative Cheng-Wei Ma	Note 8	—

															<ul style="list-style-type: none"> • Master, Graduate Institute of Finance, National Chung Cheng University • Ruentex Development Co., Ltd. –Financial Junior Manager • Ruentex Cement Co., LTD.- Project Assistant Manager 				
Director	Australia	Jaime Che	Male	2016/11/23	The same as this current	2016/11/23	0	0	0	0	0	0	0	0	<ul style="list-style-type: none"> • The Scots College • Investment and Business Manager, APAC Resources Limited (SEHK: 1104) • CEO/Chairman’s Assistant and Investor Relations Manager, Shougang Fushan Resources Group Limited (SEHK: 0639) 	Note 9	–	–	–
Director	HK, China	Chi-Kei Ching	Female	2016/11/23	The same as this current	2016/11/23	0	0	0	0	0	0	0	0	<ul style="list-style-type: none"> • MBA, Bradford University (UK) • Bachelor of Business Administration in Accountancy, the Hong Kong Polytechnic University • ACCA, certified by the Association of Chartered Certified Accountants • Member of the Hong Kong Institute of Certified Public Accountants • Accounting Manager, FDG Electric Vehicles Limited 	Note 10	–	–	–
Independent Director	ROC	Wei-Min Sheng	Male	2014/06/23	3	2011/6/27	0	0	0	0	0	0	0	0	<ul style="list-style-type: none"> • Ph.D. in Accounting, Purdue University • MS in Accounting, Northwestern University • MBA Finance, Indiana University • BBA in accounting, National Chengchi University • Dean of Research and Development Division, Office of Academic Affairs and Department of Public Finance and Taxation of National Taichung University of Science and Technology • Dean and Associate Professor, Dept. of Accounting, Tunghai University • Independent Director of Feature Integration Technology Inc. 	Note 11	–	–	–
Independent Director	ROC	Chien-Yuan Lin	Male	2014/06/23	3	2012/6/19	0	0	0	0	0	0	0	0	<ul style="list-style-type: none"> • Ph.D. Transport Engineering, Washington University • Master in Urban Planning, National Taiwan University • BA in Land Economics, National Chengchi University • Deputy Mayor of the Taipei City Government • Commissioner of the Department of Finance of the Taipei City Government • Asst. Professor of the Department of Transportation Technology and Management of National Taiwan University • Associate Professor, Dept. of Transportation Engineering and Management, National Chiao Tung University • Research Engineer of KLD Construction Corp • Technician, Division of Housing and Economic Development, Council for Economic Planning and Development, Executive Yuan • Independent Director of Ruentex Engineering & Const. Co. 	Note 12	–	–	–
Independent Director	ROC	Tay-Chang Wang	Male	2015/06/12	The same as this current	2015/06/12	0	0	0	0	0	0	0	0	<ul style="list-style-type: none"> • PhD of University of Pennsylvania • Associate Professor of National Taiwan University College of Management • Supervisor of Der Yang Biotechnology Venture Capital • Director of TacBright Optronics Corporation • Independent Director of First Financial Holding Co., Ltd. 	Note 13	–	–	–

Note 1 : Concurrent Positions in this Company and other companies: Chairman of Aleees (Taiwan), Chairman of Aleees SH, Chairman cum General Manager of Aleees Eco Ark(Ningbo), Chairman of Aleees Eco Ark (Canada), Director cum General Manager of Aleees Eco Ark (Taiwan), Director of Aleees Eco Ark (HK), Director of Aleees (HK), Legal Representative Chairman of Emerald Battery Technologies Co., Ltd., for a total of 8 companies.

- Note 2 : Concurrent Positions in this Company and other companies: Supervisor of Aleees SH, Director of Aleees (Taiwan), Director of Aleees Eco Ark (Taiwan), Director of Emerald Battery Technologies Co., Ltd., Chairman of VeriSonix Corporation, Executive Director of Pinda Technology Co., Ltd., for a total of 6 companies.
- Note 3 : Concurrent Positions in this Company and other companies: Supervisor of Aleees (Taiwan), Supervisor of Aleees Eco Ark (Taiwan), Director of Hong Kong Gulf Energy Company Limited, Director of iDesyn Semiconductor Corporation, Linkwin Technology Co., Ltd., Chairman of Hao Yu Management Consulting Corp., Director of Anhui Biochem United Pharmaceutical Co., Ltd., Director of Wuxi Zhongke Guanyuan Biotech Material Co., Ltd., for a total of 8 companies.
- Note 4 : Concurrent Positions in this Company and other companies: Chairman: Investor Capital Inc., DIGITIMES Inc. ; Legal Representative Chairman: Hsu Tzu Eletronic Co., Ltd.; Director: Wafer Works Corp., Fullerton Technology Co., Ltd., D-Link Corporation, Lumens Digital Optics Inc. ; Legal Representative Director : Aleees (Taiwan), Chief Telecom Inc., Jasper Display Corp., Jih Huan Technology Research Co., Ltd., InComm Technologies Co., Ltd., Rafaelmicro Co., Ltd. ; Independent Director : ASUSTeK Computer Inc., NAFCO ; Supervisor : Aleees Eco Ark (Taiwan), for a total of 16 companies.
- Note 5 : Concurrent Positions in this Company and other companies: Chairman of Yin Chia Investment Co., Ltd., Chairman of Ruentex Textile Plant Co., Ltd., Director of Ruen Chen Investment Holding Ltd., Chairman of TaiMed Biologics Inc., for a total of 4 companies.
- Note 6 : Concurrent Positions in this Company and other companies: Director : Yin Xun-Ruo Educational Foundation, Shu Tien Medical Group; Supervisor : Keng Cheng Manpower Assignment Co., Ltd., Sunny Friend Environmental Technology Co., Ltd.; Legal Representative Chairman: TaiMed Biologics Inc., Taifu Biotech Co., Ltd.; Legal Representative Director : Mithra Biotechnology Inc., Mass Solutions Technology Co. Ltd., Ruentex Engineering & Construction Co., Ltd., Diamond BioFund Inc., Ruenhuei Biotech Corp. Inc., Cotton Field Organic Co., Ltd.; Legal Representative Supervisor: Rt-Mart International Ltd., Ruentex Industries Ltd., Ruen Chen Investment Holding Ltd., Reunfu New Life Co., Ltd., Ruentex Security Co., Ltd., Rui Neng Creation Leisure Co., Ltd.; for a total of 19 companies.
- Note 7 : Concurrent Positions in this Company and other companies: Director of Diamond BioFund Inc., Director of Cotton Field Organic Co., Ltd., Supervisor of Hui Hong Investment Co., Ltd., for a total of 3 companies.
- Note 8 : Concurrent Positions in this Company and other companies: Financial Director of Hui Hong Investment Co., Ltd.; Legal Representative Director of Global Investment Holdings; Legal Representative Supervisor of Mass Solutions Technology Co. Ltd.; Supervisor: Amaran Biotechnology, Inc, Mithra Biotechnology Inc., Ruentex Resource Integration Co., Ltd.; for a total of 6 companies.
- Note 9 : Concurrent Positions in this Company and other companies: Executive Director cum Vice President of FDG Electric Vehicles Limited, Executive Director of FDG Kinetic Limited.
- Note 10 : Concurrent Positions in this Company and other companies: Chief Financial Officer of FDG Electric Vehicles Limited.
- Note 10 : Concurrent Positions in this Company and other companies: Independent Director of Episil-Precision Inc., Independent Director of EPISTAR Corporation, Independent Director of Siliconware Precision Industries Co., Ltd, Supervisor of ESMT., Professor of Department of Public Finance and Taxation of National Taichung University of Science and Technology, for a total of 5 companies.
- Note 11 : Concurrent Positions in this Company and other companies: Professor of Department of Civil Engineering of National Taiwan University, Independent Director cum Member of Remuneration Committee of Mos Burger, Independent Director cum Member of Remuneration Committee of TECO Electric & Machinery Co., Ltd., Honorary President of Urban Development and Environment Education Foundation, Chairman of Taiwan Urban Development Association, for a total of 5 companies
- Note 12 : Concurrent Positions in this Company and other companies: Professor of National Taiwan University College of Management, Independent Director of RUENTEX Industries Limited., Independent Director of OBI Pharma, Inc., Independent Director of TaiMed Biologics Inc., Member of Remuneration Committee of Tah Tong Textile Co., Ltd., for a total of 5 companies.
- Note 13: Concurrent Positions in this Company and other companies: Professor of National Taiwan University College of Management, Independent Director of Ruentex Industries Ltd., Independent Director of OBI Pharma, Inc., Independent Director of TaiMed Biologics Inc., Tah Tong Textile Co., Ltd., Remuneration committee member, for a total of 5 companies.

1. Main shareholders of corporate shareholders

Date of data: April 18, 2017

Name of Corporate Shareholder	Main Shareholder of Corporate Shareholder	Shareholding Rate(%)
Chang Chuen Investment Co., Ltd.	Hui Hong Investment Co., Ltd.	48.00%
	Ruentex Textile Plant Co., Ltd.	33.00%
	Ruentex Development Co., Ltd.	19.00%
Yi Tai Fund Co.	Ren Ying Industrial Co., Ltd.	85.1%
	Ruentex Development Co., Ltd.	14.9%

2. Main shareholders being ones of a corporate

Date of data: April 18, 2017

Name of Corporate Shareholder	Main Shareholder of Corporate Shareholder	Shareholding Rate(%)
Hui Hong Investment Co., Ltd.	Ruentex Textile Plant Co., Ltd.	63.53%
	Ruentex Development Co., Ltd.	19.93%
	Yi Tai Fund Co.	16.54%
Ruentex Textile Plant Co., Ltd.	Ruentex Development Co., Ltd.	19.55%
	Ren Ying Industrial Co., Ltd.	19.14%
	Chang Chuen Investment Co., Ltd.	18.44%
	Hui Hong Investment Co., Ltd.	17.96%
	Samuel Yin	13.70%
	Chi-Fan Wang	6.55%
	Yin Xun-Ruo Educational Foundation	4.40%
Ruentex Development Co., Ltd.	Chung-En Yin	0.26%
	Samuel Yin	99.997%
Ren Ying Industrial Co., Ltd.	Chi-Fan Wang	0.003%
	Samuel Yin	92.86%
	Chi-Fan Wang	7.14%

3. Information of Directors

Date of data: Apr 18, 2017

Name	Terms	Meet One of the Following Professional Qualification Requirements, Together with at Least Five Years Work Experience			Independence Information(Note 1)										Number of the Other Public Companies in Which the Concerned Director/Supervisor Acts Concurrently as an Independent Director
		An instructor in or a higher position in a department of commerce, law, finance, accounting, or other academic department related to the business needs of the company in a public or a private junior college, college, or university	A judge, public prosecutor, attorney, certified public accountant, or other professional or technical specialists who has passed a national examination and been awarded a certificate in a profession necessary for the business of the company	Have work experience in the area of commerce, law, finance, or accounting, or otherwise necessary for the business of the company	1	2	3	4	5	6	7	8	9	10	
Sheng-Shih Chang				✓				✓		✓	✓	✓	✓	✓	0
Tian-Lai Wang				✓	✓			✓	✓	✓		✓	✓	✓	0
Chung-Shih Pien				✓	✓		✓	✓		✓	✓	✓	✓	✓	0
Chung-Ho Tai				✓	✓		✓	✓	✓	✓	✓	✓	✓	✓	2
Chang Chuen Investment Co., Ltd. Appointed representative : Chih-Chuan Chen				✓	✓			✓		✓	✓	✓	✓		0
Yi Tai Fund Co. Appointed representative : Cheng-Wei Ma				✓	✓			✓		✓	✓	✓	✓		0
Jaime Che				✓	✓	✓	✓	✓		✓	✓	✓	✓	✓	0
Chi Kei Ching				✓	✓	✓	✓	✓		✓	✓	✓	✓	✓	0
Wei-Min Sheng		✓		✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	3
Chien-Yuan Lin		✓		✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	2
Tay- Chang Wang		✓		✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	3

Note 1 : Please mark "V" in the column of the following terms which the concerned director/supervisor meets during the two years before being elected or during its term of office.

- (1) Not an employee of the Company or any of its related companies.
- (2) Not a director or supervisor of the company or any of its related companies. It does not apply in cases where the person is an independent director of the company, its parent company or any subsidiary in which the company holds, directly or indirectly, more than 50% of the voting shares.
- (3) Not a natural person shareholder who holds shares, together with those held by the person's spouse, minority or held by the person under others' names, in an aggregate amount of 1% or more of the total number of outstanding share of the company or rank as top-10 shareholders.
- (4) Not a spouse, relative within the second-degree relatives, or lineal relative within the fifth degree, of any of the persons specified in the preceding three notes.
- (5) Not a director, supervisor, or employee of a corporate shareholder that directly holds 5 percent or more of the total number of issued shares of the Company or that holds shares ranked as top 5 in shareholding.
- (6) Not a director, supervisor, manager, or shareholder holding 5 percent or more of the shares, of a specific company or institution that has a financial or business relationship with the Company.
- (7) Not as a professional individual nor an owner, partner, director, supervisor, officer or one's spouse of a sole proprietorship, partnership, company, or institution providing commercial, legal, financial, accounting or consultation services to the company or its related companies. However, members of the compensation committee setting up or performing its duty under Article 7 Exercising of Authority based on the stock market or place of business of the securities broker where the company is traded, are excluded.
- (8) Not having a marital relationship or a relative within the second degree of kinship to any other director of the company.
- (9) Not been a person or any conditions defined in Article 30 of the Company Law.
- (10) Not a governmental, judicial, person or its representative as defined in Article 27 of the Company Law.

(ii) Names, Shareholdings and Academic Qualifications/Experience of CEO (GM), Vice Presidents, Senior Manager and the Manger of Each Department and Branch

As of April 18, 2017

Title	Nation	Name	Date of on Board (Note 1)	Shareholding		Shareholding of the Spouse and Underage Children		Shareholding Held in the Name of a Third Party		Academic Qualifications/Experience	Concurrent Positions in Other Companies	Other Managers that Have Spousal Relationship or are within the Second Degree of Kinship with the Concerned Person		
				Number of Shares	Shareholding Rate	Number of Shares	Shareholding Rate	Number of Shares	Shareholding Rate			Title	Name	Relation
Chairman cum CEO	ROC	Sheng-Shih Chang (Note 2)	2007/11/16	1,749,661	0.83%	0	0	0	0	<ul style="list-style-type: none"> • Juris Doctorate, National Taiwan Normal University • Juris Master National Taiwan Normal University • Juris Asst. Professor, China University of Science and Technology • General Manager of Neso Technology Limited in Greater China, Pou Chen Group 	<ul style="list-style-type: none"> • Aleees (Taiwan)-Chairman • Aleees SH- Chairman • Aleees Eco Ark (Ningbo)- Chairman cum General Manager • Aleees Eco Ark (Canada)- Chairman cum General Manager • Aleees Eco Ark (Taiwan)- Chairman cum General Manager • Empire Energy-Representative of Corporate Director • Emerald Battery Technologies -Representative of Corporate Chairman 	-	-	-
Manager of Audit Dept. of this Company	ROC	Ya-Ling Chuang	2012/10/04	13,000	0.01%	0	0	0	0	<ul style="list-style-type: none"> • Department of Accounting, Fu Jen Catholic University • Audix Corp.-Audit Staff • Loyalty Founder Enterprise-Accounting Officer • LEE Computer Co., Ltd -Accounting Specialist 	-	-	-	
Manager, Finance & Accounting Dept. of this Company	ROC	An-Pang Huang	2015/04/01	15,000	0.01%	0	0	0	0	<ul style="list-style-type: none"> • Master, Institute of Business Administration, University of Missouri of USA • Director, General Administration Division, Chenfull International Co., Ltd. • Director of Finance, Harvatek Corporation • Assistant Manager of Accounting, United Microelectronics Corporation(UMC) • Assistant Officer, PwC Taiwan 	<ul style="list-style-type: none"> • Director of Financial Affairs Division, Aleees (Taiwan) 	-	-	-
General Manager, Aleees (Taiwan)	ROC	Hsi-Chi Cheng	2014/01/01	0	0	0	0	0	0	<ul style="list-style-type: none"> • Master, Department of Mechanical Engineering, National Cheng Kung University • Coretronic Corp.-Suzhou, Vice President • Jenn Feng Industrial Co., Ltd.- Shanghai, Vice President • Yageo Corporation -Vice President • Sampo Corporation-Vice President 	-	-	-	

Title	Nation	Name	Date of on Board (Note 1)	Shareholding		Shareholding of the Spouse and Underage Children		Shareholding Held in the Name of a Third Party		Academic Qualifications/Experience	Concurrent Positions in Other Companies	Other Managers that Have Spousal Relationship or are within the Second Degree of Kinship with the Concerned Person		
				Number of Shares	Shareholding Rate	Number of Shares	Shareholding Rate	Number of Shares	Shareholding Rate			Title	Name	Relation
Executive Assistant of Chairman Office of Aleees (Taiwan)	Japan	Sato Takemi	2013/06/14	142,000	0.07%	0	0	0	0	<ul style="list-style-type: none"> Dept. of Electrical Engineering, Akita Prefectural Yokote Industrial High School SONY ENERGY DEVICES CORPORATION - Administrative Manager of Battery Dept., Administrative Manager of New Business Promotion Dept., Administrative Manager of New Business Development Dept. 	• Aleees Eco Ark (Taiwan) - Director	-	-	-
General Manger of Taiwan Region cum Market Division of Aleees Eco Ark (Taiwan)	ROC	Hsiu-Hsiu Su	2014/07/01	201,002	0.10%	0	0	0	0	<ul style="list-style-type: none"> UNISA MBA Samya Technology-Chief of Business Division City-Net Technology -Business Manager Chih Po Technology-Sales Assistant Manager 	-	-	-	-
Vice Presidnet, CEO(GM)'s Office of Aleees Eco Ark (Taiwan)	ROC	Ying-Tzu Chiang	2014/07/01	53,000	0.03%	0	0	0	0	<ul style="list-style-type: none"> Royal Roads University EMBA Master Simplo Co., Ltd. Project Manager STL Technology Co., Ltd. Executive Assistant of Chairman Sony Taiwan Limited CS Chief 	-	-	-	-
Director, R&D Dept., Aleees (Taiwan)	ROC	Han-Wei Hsieh	2012/05/01	424,887	0.20%	0	0	0	0	<ul style="list-style-type: none"> Master, Department of Environmental Science and Engineering, National Pingtung University of Science and Technology Hsin Jui Tsun International Corp.-Chemical engineer China Activated Carbon Industries Ltd.-Director of R&D Dept. Aleees (Taiwan)-Chief of QA Dept. Aleees (Taiwan)-Engineer of R&D Dept. 	-	-	-	-
Vice President, CEO(GM)'s Office of Aleees SH	China	Yen Kong	2016/08/05	0	0	0	0	0	0	<ul style="list-style-type: none"> Special Assistant, CEO's Offices, Aleees SH 	-	-	-	-

Note 1: This date refers to the starting date that this personnel has assumed the current position, and not the start date in this Company.

Note 2: Holding the concurrent position as CEO of Aleees SH since May 12, 2016

(iii) Compensation Paid to Directors, Supervisors, CEO (GM) and Vice Presidents in the Most Recent Year (2016)

1. Compensation of directors (including independent directors) (The names and compensation of directors shall be individually disclosed in the event that the Company has reported an after-tax loss in its most recent fiscal year)

Unit: K NTD

Title	Name	Compensation for Directors								Ratio of the Aggregate Amount of A, B, C and D to the Net Income After Tax (Note 1)	Compensation Received by Concurrent Employees										Ratio of the Aggregate Amount of A, B, C, D, E, F and G to the Net Income After Tax (Note 1)	Whether Receiving Compensation from any Companies Invested by the Company Other Than the Subsidiaries of the Company or Not				
		Compensation (A)		Pension (B)		Compensation (C)		Fees for Performance of Business (D)			Wages, Bonus and Special Disbursement, etc. (E)	Pension (F)		Employee Compensation (G)				Number of Shares Granted under the Share Subscription Warrants for Employees (H)	Number of the Restricted Shares for Employees (I)							
		This Company	All Companies Specified in the Financial Statements	This Company	All Companies Specified in the Financial Statements	This Company	All Companies Specified in the Financial Statements	This Company	All Companies Specified in the Financial Statements			This Company	All Companies Specified in the Financial Statements	This Company	Share Bonus	Share Bonus	Cash Bonus		Cash Bonus	Homer Office			This Company	All Companies Specified in the Financial Statements		
Chairman cum CEO	Sheng-Shih Chang	-	-	-	-	-	-	-	-	-	2,800	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Director	Tian-Lai Wang	-	-	-	-	-	27.5	27.5	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Director	Chung-Shih Pien	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Director	Chung-Ho Tai	-	-	-	-	-	17.5	17.5	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Director	Representative of Chang Chuen Investment Co., Ltd.: Chih-Chuan Chen	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Director	Representative of Yi Tai Fund Co.: Cheng-Wei Ma	-	-	-	-	-	27.5	27.5	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Director	Jaime Che	-	-	-	-	-	2.5	2.5	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

Title	Name	Compensation for Directors								Compensation Received by Concurrent Employees										Ratio of the Aggregate Amount of A, B, C, D, E, F and G to the Net Income After Tax (Note 1)		Whether Receiving Compensation from any Companies Invested by the Company Other Than the Subsidiaries of the Company or Not					
		Compensation (A)		Pension (B)		Compensation (C)		Fees for Performance of Business (D)		Ratio of the Aggregate Amount of A, B, C and D to the Net Income After Tax (Note 1)	Wages, Bonus and Special Disbursement, etc. (E)		Pension (F)		Employee Compensation (G)				Number of Shares Granted under the Share Subscription Warrants for Employees (H)				Number of the Restricted Shares for Employees (I)				
		This Company	All Companies Specified in the Financial Statements	This Company	All Companies Specified in the Financial Statements	This Company	All Companies Specified in the Financial Statements	This Company	All Companies Specified in the Financial Statements		This Company	All Companies Specified in the Financial Statements	This Company	All Companies Specified in the Financial Statements	This Company	All Companies Specified in the Financial Statements	This Company	All Companies Specified in the Financial Statements	This Company	All Companies Specified in the Financial Statements	This Company		All Companies Specified in the Financial Statements				
	(Note 2)																										
Director	Chi Kei Ching (Note 2)							5	5																		
Independent Director	Wei-Min Sheng	600	600	—	—	—	—	20	20	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—
Independent Director	Chien-Yuan Lin	600	600	—	—	—	—	30	30	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—
Independent Director	Tay-Chang Wang (Note 2)	540	540					27.5	27.5																		

Note 1: Not applicable for losses incurred in this period.

Note 2: November 23, 2016 newly-elected.

2. Compensation of Supervisors: The Company has not appointed any supervisors and hence not applicable.

3. Compensation of CEO, General Manager and VP

Title	Name	Wages (A)		Pension (B)		Bonus and Special Disbursement, etc. (C)		Employee Compensation				Ratio of the Aggregate Amount of A, B, C and D to the Net Income After Tax (%) (Note 1)		Whether Receiving Compensation from the Companies Invested by the Company Other Than the Subsidiaries of the Company or Not
		This Company	All Companies Specified in the Financial Statements	This Company	All Companies Specified in the Financial Statements	This Company	All Companies Specified in the Financial Statements	This Company		All Companies Specified in the Financial Statements		This Company	All Companies Specified in the Financial Statements	
								Cash Bonus	Share Bonus	Cash Bonus	Share Bonus			
Chairman cum CEO	Sheng-Shih Chang													
Vice President, CEO(GM)'s Office of Aleees Eco Ark (Taiwan)	Ching-Wen Wu (Note 2)													
General Manager, Aleees (Taiwan)	Hsi-Chi Cheng													
Executive Assistant of Chairman Office of Aleees Eco Ark (Taiwan) cum Director of Aleees Eco Ark (Taiwan)	Sato Takemi													
General Manger of Taiwan Region cum Market Division of Aleees Eco Ark (Taiwan)	Hsiu-Hsiu Su	—	19,301	—	—	—	2,440	—	—	—	—	—	—	—
Vice President, CEO(GM)'s Office of Aleees Eco Ark (Taiwan)	Hui-Chuan Chen (Note 3)													
Vice President, CEO(GM)'s Office of Aleees Eco Ark (Taiwan)	Ying-Tzu Chiang													
Vice President, CEO(GM)'s Office of Aleees SH	Yen Kong (Note 4)													

Note 1: Not applicable for losses incurred in this period.

Note 2: Resigned on May 31, 2016.

Note 3: Resigned on April 25, 2016.

Note 4: Newly-elected on August 05, 2016.

Pay Band of Compensation

All Types of the Compensation Paid to Each Respective CEO, General Manager and VP of this Company	Names of CEO, General Manager and VP	
	This Company (Note 1)	All Companies Specified in the Financial Statements (Note 2)
Below \$2,000,000	—	Ching-Wen Wu, Hsiu-Hsiu Su , Hui-Chuan Chen, Yen Kong
\$2,000,000 (inclusive) ~ \$5,000,000 (exclusive)	—	Sheng-Shih Chang, Hsi-Chi Cheng, Ying-Tzu Chiang
\$5,000,000 (inclusive) ~ \$10,000,000 (exclusive)	—	Sato Takemi
\$10,000,000 (inclusive) ~ \$15,000,000 (exclusive)	—	—
\$15,000,000 (inclusive) ~ \$30,000,000 (exclusive)	—	—
\$30,000,000 (inclusive) ~ \$50,000,000 (exclusive)	—	—
\$50,000,000 (inclusive) ~ \$100,000,000 (exclusive)	—	—
Over \$100,000,000	—	—
Total	0	8

Note 1: The names of the CEO, General Manager and VP shall be disclosed in the pay band with regards to the amount for all types of compensation paid by the Company to each respective CEO, General Manager and VP.

Note 2: The consolidated financial statements include the amount for all types of compensation paid to each respective CEO , General Manager and VP of this Company by all companies (including this Company), and the names of the CEO, General Manager and VP are disclosed in the relevant pay band.

4. Employee Bonus Sharing Granted to Management Team: Nil
5. Analyses and explanation about the percentages of the aggregate compensation paid to the directors and supervisors, CEOs, General Managers and VPs of this Company and all firms covered in the consolidated financial statements to the net earnings after taxes, the policy, standards and package, and the process of determining the compensation amount in relation to business performance in the recent two years.
 - (1) Analyses of the percentages of the aggregate compensation paid to the directors and supervisors, CEOs, General Managers and VPs of this Company and all firms covered in the consolidated financial statements to the net earnings after taxes:

Unit: K NTD

Item	Year 2015				Year 2016			
	This Company		The consolidated financial statements		This Company		The consolidated financial statements	
	Amount	Amount	Amount	Amount	Amount	%	Amount	%
Director	1,579	—	1,579	—	1,897.5	—	1,897.5	—
CEO (General Manager) and VP	—	—	23,875	—	—	—	21,741	—
Total	1,579	—	25,454	—	1,897.5	—	23,638.5	—

Note: Losses incurred in 2015 and 2016, and hence the ratio is not calculated.

- (2) The policy, standards and package, and the process of determining the compensation amount in relation to business performance
 - ① Compensation of directors is determined and paid in accordance to the level of participation and contribution to business operations of the Company by the director in the said position
 - ② Compensation of CEOs, General Managers and VPs is determined according to the position, contribution made to the Company and with reference to industry standards, and processed according to Company HR bylaws.

3. Overview on Performance of Corporate Governance

(i) Performance on Board of Directors

In the recent fiscal year and as at the printing date of this annual report, 15 board meetings were convened and the attendance status of all directors is as follows:

As of May 15, 2017

Title	Name	Times of Attendance in Person	Times of Attendance by Proxy	Actual Attendance Ratio (%)	Remarks
Chairman	Sheng-Shih Chang	14	1	93%	
Director	Tina-Lai Wang	14	1	93%	
Director	Chung-Shih Pien	13	1	87%	
Director	Chung-Ho Tai	9	1	60%	
Director	Chang Chuen Investment Co., Ltd. Appointed representative : Chih-Chuan Chen	0	8	0%	
Director	Yi Tai Fund Co. Appointed representative : Cheng-Wei Ma	14	1	93%	
Director	Jaime Che	3	2	80%	Newly-elected on November 23, 2016
Director	Chi-Kei Ching	5	0	100%	Newly-elected on November 23, 2016
Independent Director	Wei-Min Sheng	11	4	73%	
Independent Director	Chien-Yuan Lin	15	0	100%	
Independent Director	Tay-Chang Wang	14	1	93%	

Other remarks as required:

1. If there is any below situation, please elaborate on the details of the meeting date, session, agenda content, opinions of all independent directors and countermeasures taken by the Company in response to the opinions of the independent directors
 - (1) Matters enumerated under Article 14~3 of Securities and Exchange Act: None
 - (2) Other matters as objected or reserved by the independent directors which were recorded, declared in writing or resolved in the board of directors: None.
2. Implementation of avoidance from conflict of interests by directors about the issues involving their interests. Please enumerate the names of directors, contents of the agendas, causes of required withdrawal from a conflict of interest and results of voting:
 - (3) On December 23, 2016, Director Neng-Yi Hsieh and Director Chih-Chi Cheng avoided the voting process for the first proposal due to conflict of interests for the discussion of the investment and cooperation agreement with FDG Kinetic Limited and the Management Committee of Gui'an New District, Guizhou Province, China.
 - (4) On January 20, 2017, Independent Directors Wei-Min Sheng and Chien-Yuan Lin avoided the voting process for the third proposal due to conflict of interests regarding the discussion of remunerations to nomination committee members as the third proposal.
 - (5) On January 20, 2017, Chairman Sheng-Shih Chang avoided the voting process for the fourth proposal due to conflict of interests in the discussion of year-end bonuses for supervisors in 2016 for the company and affiliates and the bonus incentive and profit center scheme to be put in place in 2017.
 - (6) On March 24, 2017, Chairman Sheng-Shih Chang avoided the voting process for the second proposal due to conflict of interests in the discussion of incentives for the strategic alliance on the basis of contributions

Title	Name	Times of Attendance in Person	Times of Attendance by Proxy	Actual Attendance Ratio (%)	Remarks
in 2016.					
3. Evaluation on the status of execution with the purpose to reinforce the functions of the board of directors in the current and recent years (such as setting up of audit committee to enhance transparency): On March 24, 2017, the board decided to re-elect the board completely at the General Shareholders' Meeting in 2017. The plan is to elect seven directors (including four independent directors, more than half of the board), so as to improve the functionality of the board.					

(ii) Performance on the audit committee

In the recent fiscal year and as at the printing date of this annual report, 15 board meetings were convened and the attendance status of independent directors is as follows:

As of May 15, 2017

Title	Name	Times of Attendance in Person	Times of Attendance by Proxy	Actual Attendance Ratio (%)	Remarks
Independent Director	Wei-Min Sheng	12	3	80%	
Independent Director	Chien-Yuan Lin	15	0	100%	
Independent Director	Tay- Chang Wang	14	1	93%	
Other matters to be noted in the meeting minutes:					
1. Matters enumerated under Article 14~3 of Securities and Exchange Act and other matters as objected or reserved by the independent directors which were recorded, declared in writing or resolved in the board of directors. Please elaborate on the details of the meeting date, session, agenda content, opinions of all independent directors and countermeasures taken by the Company in response to the opinions of the independent directors: None.					
2. All items listed in Article 14-5 of the Securities and Exchange Act and others which have not been approved by the audit committee, and upon any proposal being adopted by 2/3 majority of the board of directors, the details of the meeting date, session, agenda content and the decision of the audit committee as well as the handling by the Company toward the opinion of the audit committee shall be expressly stated: None.					
3. Execution status of abstention by independent directors due to resolutions which has conflict of interest, the name of the independent director, proposal contents, reason for conflict of interest and the participation status on voting shall be expressly stated: None.					
4. The status of communications between independent directors and the internal audit manager and CPA (such as communications on Company finances and financial situation matters, methods and results). The internal audit manager has attended every one of the audit committee meetings to communicate with the audit committee members; the CPA will attend the audit committee meeting according to the needs of the meeting agenda.					

(iii) The performance of corporate governance and the status on discrepancy and reasons in relation to the Corporate Governance Practices Rules of TWSE/GTSM-listed companies

Contents of evaluation	Operating Status			Status on discrepancy and reasons in relation to the Corporate Governance Best-Practice Principles for TSEC/GTSM Listed Companies
	Yes	No	Remarks in summary	
1. Has the Company duly enacted the Practical Regulations on Corporate Governance in accordance with the “Corporate Governance Best-Practice Principles for TSEC/GTSM Listed Companies”?	V		The Company believes that a robust structure and functioning of the board, transparency of information, protection of shareholders’ rights and fair treatment of shareholders form the cornerstone of corporate governance. We have published our “Corporate Governance Best-Practice Principles” and posted it on our company website and the Market Observation Post System (MOPS)/corporate governance/corporate rules and regulations. For years, we have been achieving top rankings in major evaluations for corporate governance and information transparency.	Nil
2. The Company’s share structure and shareholders’ equity: (1) Has the Company duly enacted internal operating procedures to manage proposals, suspicion, dispute and litigation of shareholders accordingly and duly implemented such procedures?	V		The Company has assigned the spokesman and deputy spokesman system to make sure the information can disclosure in time, the Company website also has assigned special e-mail to manage proposals, dispute and such issues of shareholders. Issues that get involved in legal issues are forwarded to the Legal Department. The Company has managed such issues exactly in accordance with the Procedures.	Nil
(2) Has the Company have the name list of main shareholders and ultimate controlling party of main shareholders in hand?	V		The Company has already assigned a stock affairs unit and stock affairs agent to be able to have the name list of main shareholders and ultimate controlling party of main shareholders in hand at any time, in addition to the insiders’ change in	Nil

Contents of evaluation	Operating Status			Status on discrepancy and reasons in relation to the Corporate Governance Best-Practice Principles for TSEC/GTSM Listed Companies
	Yes	No	Remarks in summary	
			shareholding, will regular report in every month.	
(3) Has the Company duly set up, executed the risk control and firewall mechanism with related companies?	V		The Company has duly enacted “Management rules on transactions with related parties and Group” and the “Operating Procedures for Supervision of Subsidiaries” as the operating rules in business management, business and financial transactions. The Company has set up to the sound risk control and firewall mechanism.	Nil
(4) Has the Company duly set up internal norms to ban the personnel inside the Company from taking advantage of information that has not been made public in the market to buy, sell negotiable securities?	V		The Company has set up “Regulations Governing Management of Major Internal Information and Prevention of Inside Trading” to strictly ban the personnel inside the Company from taking advantage of information that has not been made public in the market to buy, sell negotiable securities.	Nil
3. The organization and functions of the board of directors (1) Has the board of directors worked out diversified, comprehensive and multifaceted policies for the directors and put the policies into implementation thoroughly?	V		Our “Corporate Governance Best-Practice Principles seeks to strengthen the function of the board by recruiting the directors of different specializations or academic experiences. At least one of the board members should be female. It is hoped that the diversity in thinking, experience and expertise can boost our long-term competitiveness. We strive to ensure we meet the diversity metrics for the board composition in terms of demographic backgrounds (gender, age, national and culture), professional expertise and skillsets (e.g. law, accounting, industry, finance, marketing and technology) and industry experiences.	Nil

Contents of evaluation	Operating Status			Status on discrepancy and reasons in relation to the Corporate Governance Best-Practice Principles for TSEC/GTSM Listed Companies
	Yes	No	Remarks in summary	
(2) Other than the Compensation Committee and Audit Committee, has the Company taken the initiative to set up committee(s) of other functions?	V		In addition to the Compensation Committee and Audit Committee, we have set up the following function committees: 1. Corporate Social Responsibility (CSR) Committee under the Board of Directors, to achieve the goals and targets of sustainability by periodically reviewing performances and progress. 2. To enhance the functioning of the board and strengthen the mechanism of management, we have set up the Nomination Committee, comprised of the three directors from the board (with half of them being independent directors).	Nil
(3) Has the Company set up Regulations Governing Evaluation of the Performance of the Board of Directors and conducted evaluation of the performance in each and every year?	V		To assurance corporate governance, enhance the board's functioning, establish performance targets and improve the board's efficiency, we have formulated a set of criteria to evaluate the performance of the board. We intend to internally evaluate the performance of the board once a year and authorize third parties to evaluate the performance of the board at least once every three years.	Nil
(4) Has the Company evaluated the certifying Certified Public Accountant's independency on a regular basis?	V		According to our Corporate Governance Best-Practice Principles, we evaluate the independence and appropriateness of auditors on an annual basis. Our evaluation on the independence and appropriateness of auditors in 2017, ratified by the Audit Committee and the board on March 24, 2017, finds that the independence of our auditors is not compromised, as they do not serve as our board	Nil

Contents of evaluation	Operating Status			Status on discrepancy and reasons in relation to the Corporate Governance Best-Practice Principles for TSEC/GTSM Listed Companies
	Yes	No	Remarks in summary	
			directors, supervisors, managers or other positions with significant influence. They are not stakeholders and are not directly or indirectly involved in conflict of interests or significant financial interests or relationships with our company. The auditors provide services in a professional manner and with a fair and objective attitude. Meanwhile, the Audit Committee has been regularly receiving the independence declarations from the auditors. In the reviewing of the appropriateness of the auditors, the Audit Committee and the board also refer to the curriculum vitae of the auditors and the list of the clients they audit or support.	
4. Does the listed company has set up a division (or designated personnel) dedicated or also responsible for corporate governance matters, including but not limited to the preparation for information decks required by directors and supervisors, organization of board meetings and shareholders' meetings, company registrations or changes to registered details, production of minutes for board meetings and shareholders' meetings?	V		We have formed the Corporate Social Responsibility Committee (the CSR Committee) in 2014, directly under the board, to oversee the formulation of sustainability targets and regularly review the performance and goal achievements. The CSR Committee is comprised of four function teams according to the nature of implementations: corporate governance (corporate governance and business integrity in operations), compliance, information transparency and shareholders protection (including financial data preparation). The CSR Committee reports to the board each year the initiatives and results in corporate governance and economic, social and environmental aspects.	Nil

Contents of evaluation	Operating Status			Status on discrepancy and reasons in relation to the Corporate Governance Best-Practice Principles for TSEC/GTSM Listed Companies
	Yes	No	Remarks in summary	
5. Has the Company set up sound channels to communicate with the stakeholders, and set up in the Company's website the special zone for the stakeholders? Has the Company further appropriately responded to the stakeholders on the issues of the key corporate social responsibility within the concern of the stakeholders?	V		(1) For sound communications with stakeholders, the Company has set up in the corporate website "special zone for the stakeholders". Other than the efforts to look into the key issues within their concern through online questionnaire surveys, the Company has provided e-mail CSR@alechem.com and information for communications with stakeholders to provide the stakeholders with sound channels to speak up their opinions. (2) The Company has set up in the corporate website "special zone for investors\corporate governance\corporate rules and regulations" through which the investors may download corporate governance related rules and regulations.	Nil
6. Has the Company delegated a professional shareholder services agent to render services to shareholders?	V		The Company has duly delegated a professional shareholder services agent to render services to shareholders.	Nil
7. Public disclosure of information (1) Has the Company set up a website to disclose facts of the Company's financial standing, business performance, corporate governance and such information?	V		The Company has already set up a corporate website (www.Aleees.com) to disclose relevant information at all times, and promulgate its reporting of the Company's situation and all respective financial and business information on MOPS according to the stipulations of the competent authority.	Nil
(2) Has the Company adopt other methods in disclosing information (e.g., setup of website in English, appointment of special personnel to collect and disclose information of the Company, put into implementation	V		The Company has set up the website in English, appointed special personnel to collect and disclose information, put into implementation thoroughly spokesman system, put juristic (corporate) person presentation into the Company's website.	Nil

Contents of evaluation	Operating Status			Status on discrepancy and reasons in relation to the Corporate Governance Best-Practice Principles for TSEC/GTSM Listed Companies
	Yes	No	Remarks in summary	
thoroughly the spokesman system, with the entire process of juristic (corporate) person investor conference put onto the website.				
8. Has the Company had other facts that would help better understand the major information of corporate governance (including but not limited to employees' interests, concern toward staff, relationship with investors, relationship of suppliers, interests of stakeholders, higher education by directors and supervisors, risk control policies, performance of risk measuring standards, performance in customer policies, liability insurance policy purchased by the Company for its directors and supervisors?	V		<p>We believe that a robust structure and functioning of the board, transparency of information, protection of shareholders' rights and fair treatment of shareholders form the cornerstone of corporate governance. For years, we have been achieving top rankings in major evaluations for corporate governance. Our long-standing efforts in corporate governance and information transparency are well-recognized.</p> <p>(1) The Company has already established the rules for employee bonuses and employee stock options.</p> <p>(2) The Company has arranged for the directors to attend professional development courses during 2016 (as shown in the Appendix Table below).</p> <p>(3) The Company has already taken out liability insurance policies for the directors and managers.</p> <p>(4) The Company has worked out Corporate Social Responsibility Report which covers extensively the contents regarding employees' interests, concern toward staff, relationship with investors, relationship with suppliers, rights of stakeholders,. For details, please refer to the Corporate Social responsibility Report through website www.Aleees.com.</p>	Nil

Contents of evaluation	Operating Status			Status on discrepancy and reasons in relation to the Corporate Governance Best-Practice Principles for TSEC/GTSM Listed Companies
	Yes	No	Remarks in summary	
9. Please provide details regarding the improvements required by assessments from Corporate Governance Center, Taiwan Stock Exchange, during the most recent year, and explain the priorities and measures for the areas yet to be addressed. (Applicable only to the companies listed as being assessed).				

Appendix Table: Professional development courses taken by the directors and independent directors of the Company in 2016 are as follows:

Title	Name	Organizer	Professional Development Course	Date	No. of hours	Does the professional development conform to the stipulation (Note)
Chairman	Sheng-Shih Chang	Financial Supervisory Commission, R.O.C	The 11th Taipei Corporate Governance Forum	Oct 10, 2016	6	Yes
Director	Tian-Lai Wang	Securities and Futures Institute	Corporate Financial Crisis Warning Signs and Classification	Dec 15, 2016	6	Yes
			Legal Risks Borne by Directors and Supervisors in Major Frauds	Dec 16, 2016		
Director	Chung-Shih Pien	Securities and Futures Institute	Award Ceremony and Forum for the 2 nd Corporate Governance Evaluation	Jun 16, 2016	6	Yes
		Financial Supervisory Commission, R.O.C	The 11th Taipei Corporate Governance Forum	Oct 20, 2016		
Director	Chung-Ho Tai	Taiwan Academy of Banking and Finance	Corporate Governance Forum-Wealth Management and Tax Planning for High-Net-Worth Clients	Apr 13, 2016	6	Yes
		Taiwan Corporate Governance Association	Anti-Tax-Avoidance Regulations and Responses, and Updates on Tax Laws	Nov. 11, 2016		
Corporate Director Appointed representative	Chih-Chuan Chen	Taiwan Corporate Governance Association	Obligations and Responsibilities of Directors and Supervisors under Securities and Exchange Act	Nov. 25, 2016	6	Yes
		Accounting Research and Development Foundation	Corporate Governance Evaluation and Company Act Amendments	Nov 3, 2016		
Corporate Director Appointed representative	Cheng-Wei Ma	Securities and Futures Institute	Civil Code Responsibilities of Insiders in the Context of Corporate Governance and Securities and Exchange Act	Dec 13, 2016	6	Yes
			Corporate Financial Crisis Warning Signs and Classification	Dec 15, 2016		
Director	Jaime Che	The Hong Kong Institute of Directors	Effective Corporate Financing/Refinancing Channels: Value Creation via Spin-offs, Mergers & Acquisitions	Feb 19, 2016	2	No (Note 2)
Director	Chi-Kei Ching	Nil	Nil	Nil	0	No (Note 2)
Independent Director	Wei-Min Sheng	Securities and Futures Institute	Update on Laws and Regulations in Tax and Finance	Aug 10, 2016	6	Yes
			Case Study: Fraudulent Recognition of Revenues	Nov 10, 2016		
Independent Director	Chien-Yuan Lin	Taiwan Corporate Governance Association	Business Operations in the Context of Three Principles for Listed Companies	Apr 27, 2016	6	Yes
		Securities and Futures Institute	Practical Guide to Independent/Non-Independent Directors and Supervisors- Legal Responsibilities for Directors/Supervisors Regarding Mergers & Acquisitions	Jul 20, 2016		
Independent Director	Tay-Chang Wang	Taiwan Corporate Governance Association	How Company Boards Respond and Leverage Corporate Governance Evaluation System	Aug 1, 2016	6	Yes
			Obligations and Responsibilities of Directors and Supervisors under Securities and Exchange Act	Nov 3, 2016		

Note 1: This refers to the aspect if the professional development hours, professional development scope, professional development setup and professional development arrangements as well as information disclosure conforms to

the stipulation of the “Key Implementation Points on Professional Development of Company Directors and Supervisors in TWSE/GTSM-listed Companies”.

Note 2: The director joined on November 23, 2016. As he lives overseas, it was not possible to arrange trainings for him before the preparation of this annual report.

(iv) The Company has set up a compensation committee, and the performance on its forming, duties and operations:

1. Information on the members of the compensation committee

The members of the 2nd compensation committee are independent directors Wei-Min Sheng, Chien-Yuan Lin and Professor Yie-Yun Chang, School of Law Dean, Fu Jen Catholic University. Jan. 14, 2015, Wei-Min Sheng was reelected to be chairman of this committee.

As of May 15, 2017

Position (Note 1)	Terms Names	Meet One of the Following Professional Qualification Requirements, Together with at Least Five Years Work Experience			Independence Information(Note2)								Number of Other Public Companies Concurrently Serving as a Member of Compensation Committee	Remark (Note 3)
		An instructor in or a higher position in a department of commerce, law, finance, accounting, or other academic department related to the business needs of the company in a public or a private junior college, college, or university	A judge, public prosecutor, attorney, certified public accountant, or other professional or technical specialists who has passed a national examination and been awarded a certificate in a profession necessary for the business of the company	Have work experience in the area of commerce, law, finance, or accounting, or otherwise necessary for the business of the company	1	2	3	4	5	6	7	8		
Independent Director	Wei-Min Sheng	✓		✓	✓	✓	✓	✓	✓	✓	✓	✓	0	Yes
Other	Yie-Yun Chang	✓		✓	✓	✓	✓	✓	✓	✓	✓	✓	1	—
Independent Director	Chien-Yuan Lin	✓		✓	✓	✓	✓	✓	✓	✓	✓	✓	2	Yes

Note 1: Please fill in “Directors”, “Independent Directors” or “Others” in the Identity.

Note 2: “V” in the boxes indicates that, during the two years before the elected position or during the term of office, directors and supervisors meet the following criteria:

- (1) Not an employee of the company or any of its related companies.
- (2) Not a director or supervisor of the company or any of its related companies. It does not apply in cases where the person is an independent director of the company, its parent company or any subsidiary in which the company holds, directly or indirectly, more than 50% of the voting shares.
- (3) Not a natural person shareholder who holds shares, together with those held by the person’s spouse, minority or held by the person under others’ names, in an aggregate amount of 1% or more of the total number of outstanding share of the company or rank as top-10 shareholders.
- (4) Not a spouse, relative within the second-degree relatives, or lineal relative within the fifth degree, of any of the persons specified in the preceding three notes.
- (5) Not a director, supervisor, or employee of a corporate shareholder that directly holds 5 percent or more of the total number of issued shares of the Company or that holds shares ranked as top 5 in shareholding.
- (6) Not a director, supervisor, manager, or shareholder holding 5 percent or more of the shares, of a specific company or institution that has a financial or business relationship with the Company.
- (7) Not as a professional individual nor an owner, partner, director, supervisor, officer or one’ spouse of a sole proprietorship, partnership, company, or institution providing commercial, legal, financial, accounting or consultation services to the company or its related companies.
- (8) Not been a person or any conditions defined in Article 30 of the Company Law.

Note 3: If the position of a member is director, please state whether the requirement of Paragraph 5 of Article 6 of “Guidelines of Establishment and Function Exercise of Compensation Committee of TWSE/GTSM-listed Companies” is met

2. Responsibility of the compensation committee

The compensation committee shall manage and perform its duty with consideration and integrity. The following recommendations shall be submitted to the board of directors for discussion:

- (1) Determine and regularly review the performance assessment of directors and managers and the policies, systems, benchmarks and structure of their compensation.
- (2) Regularly assess and determine the salary compensation of directors and managers.

3. Information of the performance by the Compensation Committee

- (1) The Company's Compensation Committee has a total of three Committee members.
- (2) The tenure of office of the Committee member in the present session: June 23, 2014 ~ June 22, 2017. In the recent fiscal year and as at the printing date of this annual report, 4 board meetings were convened and the qualifications and participation facts of the Committee members as follow:

As of May 15, 2017

Title	Name	Times of Attendance in Person	Times of Attendance by Proxy	Actual Attendance Ratio (%)	Remarks
Convener	Wei-Min Sheng	4	0	100%	Appointed as Chairman on Jan 14, 2015.
Committee member	Yie-Yun Chang	4	0	100%	
Committee member	Chien-Yuan Lin	4	0	100%	
<p>Other matters to be noted in the meeting minutes:</p> <ol style="list-style-type: none"> 1. If the board of directors refuses to accept or modify suggestions of the Compensation Committee, the meeting date, session, agenda content, results resolved by the board of directors, and the Company's treatment of opinion of the Compensation Committee should be clearly stated (for example, if the board of directors approved a compensation structure that is better than that suggested by the Compensation Committee, the circumstance of discrepancy and reason should be clearly stated): None 2. If the members have opposite opinion or reservations against the resolution of the Compensation committee and the opinion or reservations have been recorded or documented, the meeting date, session, agenda content, the opinion of all members of the Compensation committee, and the treatment of the members' opinion should be clearly stated: None 					

(v) Performance status of corporate social responsibility (CSR):

Contents of evaluation	Operational Status			Status on discrepancy and reasons in relation to the “Code of practice governing the CSR practices of TWSE/GTSM-listed companies”
	Yes	No	Descriptions in summary	
<p>1. Put into implementation thoroughly corporate governance</p> <p>(1) Has the Company set up the CSR policies or systems and evaluated the actual performance?</p>	V		<p>(1) The Company has, with reference to the “Code of practice governing the CSR practices of TWSE/GTSM-listed companies”, duly enacted the “Code of practice governing the CSR practices” which have been promulgated into enforcement after being resolved in the board of directors.</p> <p>(2) In order to implement the sustainable policy, the Company has set up the CSR Committee under the Board of Director, to integrate the resources and improve efficiency. CSR Committee follows “P-D-C-A” rules to review every ways, the chairman of CSR Committee will also report the results to the BOD, follow the report, BOD will provide the strategic schedule and policy.</p> <p>(3) The actual performance in the enforcement has been disclosed in the Corporate Social Responsibility Report of the Company of the year.</p>	Nil
<p>(2) Has the Company sponsored CSR oriented educational & training programs on a regular basis?</p>	V		<p>The Company has duly sponsored CSR oriented educational & training programs through internal educational & training programs where the working rules were promulgated as well.</p>	Nil
<p>(3) Has the Company set up special (concurrent) unit(s) to promote CSR, with the board of directors duly authorizing the ranking management to manage the issue and to report to the board of directors about the actual performance?</p>	V		<p>To assure wholesome overall management over CSR, the Company has set up the CSR Committee where the Company’s chairman appointed ranking managers of the Company and subsidiaries to serve as the Committee members. The Committee members study and oversee implementation of a variety of CSR policies and report</p>	Nil

Contents of evaluation	Operational Status			Status on discrepancy and reasons in relation to the “Code of practice governing the CSR practices of TWSE/GTSM-listed companies”
	Yes	No	Descriptions in summary	
			to the board of directors about the performance of CSR on a regular basis.	
(4) Has the Company set up rational remuneration and salary policies and associated the performance evaluation system with the CSR policies and set up express and effective incentive and penalty systems?	V		(1) The Company has made the working rules well known to all employees through the internal educational & training programs, encouraged employees to participate in public charity of the society as well as energy saving & carbon reduction. (2) The company has established an open performance review system and structure for performance reviews, without discriminations on sex or age. It is hoped that the alignment of the performance reviews with the company's operating targets and employees' personal goals can serve as the evaluation and feedback on the annual performance of employees and the basis for subsequent training and development of employees.	Nil
2. Development of sustainable development circumstances (1) Has the Company dedicated itself with maximum possible efficiency to use a variety of resources and the use or recycled materials to minimize the impacts upon environments?	V		Here at Aleees Group, we have designed products in the Cradle to Cradle philosophy so as to accomplish the sustainable “zero waste, 100% recycling” sustainable environment targets and has further put into implementation thoroughly such philosophy onto all life cycles of the products and services. (1) Acquirement of raw materials (green design): We have conducted research & development about lithium battery life cycle and times of lithium battery usages to significantly boost the purity of LFP materials to enhance the effective usage of sources. (2) Manufacture (green factories):	Nil

Contents of evaluation	Operational Status			Status on discrepancy and reasons in relation to the “Code of practice governing the CSR practices of TWSE/GTSM-listed companies”
	Yes	No	Descriptions in summary	
			<p>We have promoted green factory and energy saving & carbon reduction programs, inspected use of water source and consumption of energy and, in turn, concretely worked out a variety of programs to conserve energies.</p> <p>(3) Usage (Optimal efficiency): We have promoted the 5 years save power project, the saving power rate is 1%/per year, and promote the efficient of energy, introduce into ISO50001 energy management system.</p> <p>(4) Waste recycling (zero waste, 100% recycling): We have established a battery recycling and reuse system. By working with third parties, we inspect, classify, sort, reproduce and revamp batteries decommissioned from electric vehicles for use in other storage systems. This is part of the industry’s efforts to push for the second-life application of batteries.</p>	
(2) Has the Company set up optimal environmental management systems based on the attributes of its industries?	V		<p>(1) In an attempt to minimize the impact upon environments, put into implementation thoroughly environmental management, develop green products, faithfully assume the environmental protection responsibility and environmental protection awareness and further put into implementation thoroughly sustainable managerial policies, we have put forth maximum possible efforts to minimize the potential impact upon the environments.</p> <p>(2) The Company has satisfactorily passed certification for ISO14001 environmental management system and OHSAS 18001 occupational safety & health</p>	Nil

Contents of evaluation	Operational Status			Status on discrepancy and reasons in relation to the “Code of practice governing the CSR practices of TWSE/GTSM-listed companies”
	Yes	No	Descriptions in summary	
			management system and ISO50001 energy management system.	
(3) Has the Company noticed the potential impact of climate change upon the operating activities, and implemented greenhouse gas inventory check, set up the Company’s energy saving & carbon reduction and greenhouse gas minimization strategies”	V		<p>(1) The Company pays high noticed on the potential impact of climate change, the action plan of climate change provided by the CSR Committee is divided into three parts:</p> <p>01. Cognition: To distinguish the risk of climate, including lacking materials risk, disaster risk, market risk and management risk, taking by the climate change.</p> <p>02. Action: The Company takes the actions, including adjustment and reduction, and to set up evaluation tools, by using these tools to distinguish the related risks and opportunities, including the investigation of the adjustment, the evaluate of the past impact of climate change, the evaluate of the future impact of climate change, the plan of adjustment policy and evaluate the opportunities.</p> <p>03. Sustainable: According to the CSR Report, communicating with interested parties, checking the Company’s development history at the same time, to achieve the goal of sustainable.</p> <p>(2) The Company has set up the policy of management the greenhouse gas, according to ISO 14064-1, 14064-3 guideline, to build up the management function of checking greenhouse gas and to enhance the internal checking ability, by passing the third party certificated, the Company will check internal greenhouse gas emission regularly, to find out the</p>	Nil

Contents of evaluation	Operational Status			Status on discrepancy and reasons in relation to the “Code of practice governing the CSR practices of TWSE/GTSM-listed companies”
	Yes	No	Descriptions in summary	
			workable way in reducing greenhouse gas. (3) Every year, when the Company checking the greenhouse gas emission, it will actively disclose the information in management greenhouse gas and the Company’s energy saving & carbon reduction resolve in CSR Report, it also will disclosure on MOPS.	
3. Maintenance of public benefits to the society. (1) Has the Company enacted relevant managerial policies and procedures in accordance with the laws and ordinances concerned and International Human Rights Pacts?	V		(1) Amidst the “Employee Working Regulations” and “Sexual Harassment Prevention Rules”, for instance, we have expressly promulgated the protection of human rights. We expressly ban hiring of child workers. In solicitation, screening/selection process, hiring, evaluation and promotion of job applicants and employees, we assure absolute no discrimination in ethnic races, religions, political parties, genders, ages, marital status, facial appearance, mentally and physically handicapping or the like. We assure absolute equality in human rights. (2) We have faithfully complied with labor related laws and regulations to assure lawful interests of employees, and set up appropriate managerial methods and procedures, as enumerated below: 01. Provide employees with a fair salary and bonuses system 02. Conduct educational training for employees. 03. Implement insurance schemes and paid leave system. 04. Allocate pension funds according to the law.	Nil

Contents of evaluation	Operational Status			Status on discrepancy and reasons in relation to the “Code of practice governing the CSR practices of TWSE/GTSM-listed companies”
	Yes	No	Descriptions in summary	
(2) Has the Company set up sound mechanism and channels through which employees may lodge complaint and then managed their complaint appropriately?	V		Inside the Company, we have set up “mailbox for employees to speak up opinions”, “mailbox for complaint against sexual harassment” and “mailbox for proposals”. Externally, we have, as well, set up “Sunshine/Complaint Mailbox (speak-up@alechem.com) and such substantial and e-mails and have further managed similar disputes in such like.	Nil
(3) Has the Company provided employees with safe and healthy working environments and provided employees with safety & health education on a regular basis?	V		<p>(1) In an attempt to prevent occurrence of potential occupation-oriented calamity, the Company has spared no effort to improve working environments to safeguard employees (including all teammates). The Company has further satisfactorily passed OHSAS 18001 certification on occupational safety & health management systems to provide employees with safe and sound workplaces.</p> <p>(2) The work items relevant to employee safety and health provide by the Company are as follows:</p> <ol style="list-style-type: none"> 01. Arrange regular employee health examination annually. 02. Arrange safety and hygiene training courses annually. 03. Conduct half yearly checks on operating environment. 04. Establish diversified channels of communication for employee suggestions and complaints. 05. Establish “Sexual Harassment Prevention Rules”, and provide channels for complaint filing and maintain order of the work 	Nil

Contents of evaluation	Operational Status			Status on discrepancy and reasons in relation to the “Code of practice governing the CSR practices of TWSE/GTSM-listed companies”
	Yes	No	Descriptions in summary	
			<p>environment.</p> <p>06. Purchase accident and medical insurance plans for employees.</p> <p>07. Establish disaster and emergency contingency plans, organize half-yearly fire safety talks and drills and regularly organize safety and maintenance meetings.</p>	
(4) Has the Company put efforts in setup of communications with employees on a regular basis, and facts about potential significant impact to operations upon employees through notices served to employees in a rational manner.	V		<p>(1) The Company has focused on sound channels for communications with employees. For instance, we sponsored close meetings for close communications with employees through daily meeting in the morning, weekly meeting, labor meetings and other communications meetings sponsored from time to time on a nonscheduled basis, to keep employees informed of the potential changes or impact upon the business operation.</p> <p>(2) The Company has duly convened labor meeting according to law.</p> <p>(3) The Company has set up regular or non-regular meetings, and set up a variety of e-mails as the sound channels to communicate with employees for instance communications about relevant information.</p>	Nil
(5) Has the Company set up effective occupational competence and developed educational & training programs for employees?	V		In an attempt to help employees upgrade their expertise and managerial capability and to stimulate their potential to maximum to successfully deal with all sorts of challenges, the Company has provided diversified, comprehensive and multifaceted sources to learn for employees. Thanks to such efforts, the Company’s entrepreneurial visions, department targets would get closely associated with employees competence.	Nil

Contents of evaluation	Operational Status			Status on discrepancy and reasons in relation to the “Code of practice governing the CSR practices of TWSE/GTSM-listed companies”
	Yes	No	Descriptions in summary	
			<p>Through cultivation of learning-oriented organizations, the Company has successfully accomplished the all-people sustained learning targets.</p> <p>(1) General Education Function Training: According to the regulations, and the basic knowledge , skills and abilities required by the employees, to set up the comprehensive trainings, including occupational safety and health classes, emergency response training, quality system classes and IT classes.</p> <p>(2) Management Education Function Training: Training the employees to have the enough knowledge in management, skills, including basic director training, junior director training, senior director training, TWI, strategic develop, communication skill and internal lecturer trainings.</p> <p>(3) Professional Function Training: Training the employees to achieve the goals efficiently, and to have the professional abilities, including OJT, project participation, expert training and outside training.</p>	
(6) Has the Company set up sound policies in research & development, procurement, production, operation and service procedures to safeguard consumer interests and set up sound procedures for complaint?	V		<p>(1) The Company has set up relevant procedures to safeguard the interests of stakeholders.</p> <p>(2) The Company has focused on the feedback from stakeholders. In the websites, we have set up sound points of contact and means of communications. We have provided very sound and readily available channels for complaint.</p> <p>(3) The Company has focused on customer feedbacks. Routinely, our sales personnel of each region take the initiative to visit and interview existent customers and conduct approval-level surveys. In</p>	Nil

Contents of evaluation	Operational Status			Status on discrepancy and reasons in relation to the “Code of practice governing the CSR practices of TWSE/GTSM-listed companies”
	Yes	No	Descriptions in summary	
			response to negative voices heard from customers, we work out corrective action programs and respond to customers forthwith upon receipt of their proposals. Through such efforts, we have maintained sound long-term cooperative ties.	
(7) Has the Company complied with laws and ordinances concerned and international rules in marketing and labeling of products and services?	V		<p>(1) The Company has expressly remarked the product specifications, performances and important notes of cathode material products onto the analysis report (COA) and substance safety data sheets (MSDS) to enable customers to understand the methods to use the Company’s products.</p> <p>(2) The Company has set up professional quality assurance and inspection center. About marketing and labeling for our products and services, we have faithfully complied with the laws and ordinances concerned and international rules. And in order to follow the regulations all over the world in hazardous substances, and has completed the REACH registration, providing the customers a friendly materials resource.</p>	Nil
(8) Before transaction with suppliers, has the Company evaluated the suppliers’ previous records in impact upon environments and the society?	V		<p>(1) In term of transaction with suppliers, the Company would evaluate the suppliers whether or not effecting the environment and society before, if yes, the suppliers shall provide the improve proposal and the executed resolve.</p> <p>(2) Except the Company itself, the Company also acknowledge that corporate social responsibility (CSR) shall extend to all supplier chain. The Company continues improve the management system of supplier chain, and implement the CSR of supplier step by step, to get economy, society,</p>	Nil

Contents of evaluation	Operational Status			Status on discrepancy and reasons in relation to the “Code of practice governing the CSR practices of TWSE/GTSM-listed companies”
	Yes	No	Descriptions in summary	
			environment into evaluation items, to fulfill the corporate social responsibility. (3) The Company has already set up the “Regulation of Corporate Social Responsibility of the Suppliers”, hoping all suppliers would follow to improve the economy, society and environmental together.	
(9) Have the contracts signed by and between the Company and key suppliers contained such clauses that the Company may terminate or rescind the contracts whenever a supplier gets involved in violation of CSR and leads to a significant impact upon environments and society?	V		The contracts signed by and between the Company and key suppliers contain such clauses that the Company may terminate or rescind the contracts whenever a supplier gets involved in violation of CSR and leads to a significant impact upon environments and society.	Nil
4. Strengthening disclosure of information: Has the Company disclosed the information relevant to the CSR in the relevance and reliability through its website and Market Observation Post System (MOPS)?	V		The Company has set up the special zone of CSR through its website to disclose CSR related information accessible to stakeholders. Further through the Market Observation Post System (MOPS) and annual report, the Company discloses the information of the relevance and reliability.	Nil
5. If the Company has enacted the rules and regulations on the CSR in accordance with the “Code of practice governing the CSR practices of TWSE/GTSM-listed companies”, please elaborate on the facts of operations and the discrepancy from the Regulations so enacted: Nil				
6. Other major information helpful to better understand the performance of CSR: For complete and comprehensive information of the Company’s sustainable strategies and the implementation thereof, please refer to the annual CSR report worked out by the Company. To put into implementation thoroughly fulfillment of sustainable strategies, the Company has set up Corporate Social Responsibility Committee (known as CSR Committee) to integrate the resources of the organization and boost efficiency. The CSR Committee represents the organization of CSR inside the Company of the highest level and is chaired by the Chairman of the Board, with the general managers of all business units serving as the CSR Committee members. Exactly in accordance with the “Corporate Governance Best-Practice Principles” and “Code of practice governing the CSR practices of TWSE/GTSM-listed companies”, the CSR Committee has put forth maximum possible efforts to set up the corporate governance system to fulfill the CSR. Inside the Company, the contents of all CSR are briefed below: ✧ Development of sustainable environments:				

Contents of evaluation	Operational Status			Status on discrepancy and reasons in relation to the “Code of practice governing the CSR practices of TWSE/GTSM-listed companies”
	Yes	No	Descriptions in summary	
<p>I. Supply chain management :</p> <ol style="list-style-type: none"> At Aleees, through continued efforts via supply chain system, we fulfill our philosophy to deal with global warming, lowering dependency upon petroleum, minimizing the load upon environments and reducing risks upon occupational safety & health. While faithfully assuming the CSR, we Aleees have realized the scope of CSR which has been extended from the enterprises themselves toward the entire supply chains. We call all suppliers to join us all toward entrepreneurial moral, labor safety & health, environmental protection, human rights and such issues. In the concerted efforts, we upgrade the CSR. We Aleees try by all means to set up the sustainable management principles for supply chains, including business management on a <i>bona fide</i> basis, put forth maximum possible efforts to safeguard human rights for employees, provide safe and wholesome working environments and encourage suppliers to assume the responsibility to safeguard natural resources to prevent use of hazardous articles. <p>II. Environmental management:</p> <ol style="list-style-type: none"> To put into implementation thoroughly green plants, we try hard to boost clean manufacturing process, strengthen internal autonomous resource efficiency, upgrade performance of equipment & facilities, minimize pollution sources, substitutes for waste resources. We have satisfactorily passed the official verification of “Clean Production Evaluation System of Green Factory Labels” by the Industrial Development Bureau, Ministry of Economic Affairs (MOEA). In the aspect of air pollution, we have set up the <i>up-to-date</i> washing towers to wash the powder production line gas discharge to minimize the air pollution sources like nitrogen oxides, sulfur oxide, particulate matters and the like to achieve the goal free from pollution. In terms of sewage disposal, we have newly set up sewerage disposal equipment & facilities to boost treatment volume and minimize the water content. Other than internal minimization, we also bit by bit boost the resource ratio from the waste substances. Battery recycling mechanism: Aleees put the replaced batteries into cooperation with external units through inspection, grading, division, redo, recondition and such technology & know-how before storing them into energy storage systems. Through such teamwork, we jointly initiate the industrial revolution with secondary battery use. <p>III. Energy saving & carbon reduction:</p> <ol style="list-style-type: none"> Inventory-check of greenhouse gas: We have put in place a greenhouse gas management policy and an inventory management mechanism. We inspect our greenhouse emissions on an annual basis and keep track of our emission levels, in order to develop and implement feasible measures for emission reductions. The internal inventory-check of greenhouse gas is 11,653.5 tons (CO₂e/year). Direct greenhouse gas emission (Scope 1): 1,427.83 tons (CO₂e/year). Energy indirect Greenhouse gas emission (Scope 2):10,824.42 (CO₂e/year). Water and electric power saving management: 				

Contents of evaluation	Operational Status			Status on discrepancy and reasons in relation to the “Code of practice governing the CSR practices of TWSE/GTSM-listed companies”
	Yes	No	Descriptions in summary	
<p>(1) Promoting the saving water management, saving rate is 9.6%. (2) Promoting 5 years saving power project, saving rate is 1% per year.</p> <p>3. Waste Management: Extend the treatment equipments of polluted water, to increase the treatment capacity, the goal of water content goes down to 65%.</p> <p>❖ Warm concern toward the society:</p> <p>I. Green energy education:</p> <p>1. Assistance in young entrepreneurs and travelers to resolve societal problems in Taiwan: We take actions to support Journeys with a Purpose, a pro-bono campaign for the youth. We listen to the business ideas and solutions to social problems from different groups of entrepreneurs and share the experience of young travelers in startups. We hope this endeavor encourages youngsters to work together for the future of Taiwan and play their role as social citizens.</p> <p>2. Youth Speak Forum: The 9th Youth Speak Forum asked all the pertinent questions for the youngest generation by focusing on sustainability and climate change. Our Chairman Sheng-Shih Chang hopes to inspire young students to care about sustainability and climate change by sharing his entrepreneur experience in green energy. As change starts now and at this very moment, he encourages young people to set up their own businesses. He believes that everybody has his/her own way to make our society a better place and we should never underestimate our own impact.</p> <p>3. Recycle on environmental protection: The recycle training class of the Company arranged the employees to visit recycle station, to understand the importance of recycling, to develop home items and recovery of good habits, in order to help the planet and sustainable development; the same time, hoping employees can experience the physical and mental environment by recycling as, the seeds of goodness and love in the hearts of all employees to take root, sprout, thrive.</p> <p>4. Books to Prisons for Spiritual Rejuvenation: We donated 100 copies of the book “There Is Always Light in Darkness” and 100 copies of “Essential Chan Buddhism: The Character and Spirit of Chinese Zen” to prisons throughout Taiwan. We send our love to prisoners, hoping that these great books can anchor their minds and prepare them to re-enter the society.</p> <p>5. Support of Fair Trade Products “Say Yes to Happiness; Say No to Exploitation”: We endorse the concept of fair trade and eco-friendly agriculture. We have been ordering fair trade coffee beans so that our employees can support the Fairtrade International by sipping the coffee grown the farmers they work with.</p> <p>6. Long-term Sponsorship of Shayu Education/Nursery School for Mentally/Physically Challenged Children: Shayu Education/Nursery School for Mentally/Physically Challenged Children, a private charity in Taoyuan City, has been taking care of the children with intellectual or other disabilities. However, they have received very limited support from the society. Since 2012, we have been sponsoring local</p>				

Contents of evaluation	Operational Status			Status on discrepancy and reasons in relation to the “Code of practice governing the CSR practices of TWSE/GTSM-listed companies”
	Yes	No	Descriptions in summary	
<p>and disadvantaged group, backed with our love for these adorable children.</p> <p>7. Assistance to New Dawn Nursery: Our employees raised funds to help New Dawn Nursery through difficulties. To avoid the problems associated with expiration dates of sponsored goods, the Welfare Committee (Fringe Benefit Committee) donated the funds raised to New Dawn Nursery to support their future procurements.</p>				
<p>7. In the Company’s reports about CSR, if the Company has satisfactorily passed verification standards, please elaborate: The CSR Report of the Company has following GRI G4, comply with AA1000 AS2008 standards, and has certificated by the third party.</p>				

(vi) Fulfillment of ethical corporate management and measures adopted by the Company:

Contents of evaluation	Operational Status			Status on discrepancy and reasons in relation to the best practices governing ethical corporate management of TWSE/GTSM-listed companies
	Yes	No	Descriptions in summary	
<p>1. Enactment of policies and measures of ethical corporate management best practice principles</p> <p>(1) Has the Company expressly promulgated the Ethical Corporate Management Best Practice Principles, policies in the rules and regulations and external documents, and has the board of directors and the management put into implementation thoroughly the firm commitment to the ethical corporate management?</p>	V		<p>(1) Ethical Corporate Management Best Practice Principles represent the very solid foundation for Aleees corporate cultures. In an attempt to strengthen the entire staff members in their moral and professional capability, Aleees has duly enacted “Rules Governing Best Practices of Ethical Corporate Management” and “Rules Governing Code of Ethical Conduct” which function as the governing norms for all directors, managers, entire staff to shoulder significant responsibilities and compliance.</p> <p>(2) Through the Company’s website, we expressly promulgate Aleees’ “Integrity, Transparency and Responsibility as the managerial philosophy” to fulfill our firm commitment for Ethical Corporate Management Best Practice Principles.</p>	Nil
<p>(2) Has the Company enacted any programs to prevent potential dishonest behaviors, and expressly enacted in the programs the operating procedures, behavioral guidelines, complaint and rewarding and punishment system in case of default and put into implementation thoroughly?</p>	V		<p>The Company has stated clauses in relation to conflict of interest, customer information confidentiality, sales rebates, fair trade and competition within its “Rules Governing Best Practices of Ethical Corporate Management”, and has advocated this concept through education to ensure that its directors, managers and employees truly understand and comply. For any and all behaviors against the moral and ethical corporate management, disregarding the offenders’ position ranks, the offenders shall receive penalty in accordance with “Regulations Governing Employees in Working</p>	Nil

Contents of evaluation	Operational Status			Status on discrepancy and reasons in relation to the best practices governing ethical corporate management of TWSE/GTSM-listed companies
	Yes	No	Descriptions in summary	
			Performance” “Regulations Governing Rewarding and Punishment for Employees”. Moreover, the Company has provided sound channels for complaint through which employees may speak up and iron out their opinions of being treated unfairly.	
(3) Has the Company adopted preventive measures against the unfaithful business activities as set forth under Article 7, Paragraph 2 of the “Best Practices Governing Ethical Corporate Management of TWSE/GTSM-listed Companies” or within other business scope?	V		The Company has required all employees to sign the code of conduct clauses with the Company, which clearly states that employees may not receive any gifts, special treatment or other inappropriate benefits directly or indirectly. Through the establishment of such principles and measures, we have definitely prevented the possible occurrence and lower the risk of unethical behavior.	Nil
2. Put into implementation thoroughly Ethical Corporate Management Best Practice Principles: (1) Has the Company evaluated the ethical corporate management records of business counterparts and covered the Ethical Corporate Management Best Practice Principles into the agreements/contracts executed with them?	V		The Company has always carried out commercial activities through fair and transparent ways. Also, employees have the responsibility of protecting Company intellectual property to prevent disclosure of non-disclosure information as well as prevent any engagement with unethical vendors or customers. Any irregularities shall be reported immediately and business ethics clauses are established in all ongoing agreements.	Nil
(2) Has the Company set up exclusive (concurrent) unit for Ethical Corporate Management Best Practice Principles under the Board of Directors and made it reporting the fact of implementation to the Board of Directors on a regular basis?	V		The Company has set up Corporate Governance Task Force under the CSR Committee to enact and oversee the implementation of the business ethics policies and fraud prevention measures, and reports to the Board regarding policy implementations on an annual basis. Our Legal Department submitted a report on December	Nil

Contents of evaluation	Operational Status			Status on discrepancy and reasons in relation to the best practices governing ethical corporate management of TWSE/GTSM-listed companies
	Yes	No	Descriptions in summary	
			23, 2016 to the Board for an update on business ethics policies and measures.	
(3) Has the Company enacted policies to prevent conflicts of interests, provided appropriate channels to speak up and put into implementation thoroughly the implementation?	V		<p>(1) The Company has duly enacted clauses to prevent conflicts of interests in the Regulations Governing Ethical Management over Business Operation, Code of Ethical Conduct, Employment Agreements, Employee Working Regulations as the complete and comprehensive guides for employees about their behaviors.</p> <p>(2) The Company has provided sound and smooth channels to report an offense through the proposing systems inside the Company and the external mailboxes for reporting an offense</p>	Nil
(4) Has the Company set up effective accounting systems, internal control systems to put into implementation thoroughly ethical corporate management, and further conducted audit on a regular basis through internal audit mechanism, or delegated the Certified Public Accountant to conduct audit?	V		The Company has set up accounting systems, internal control systems to assure effective performance in the financial statements and internal control system. The internal audit unit would work out audit programs based on the results of risk evaluation and to conduct the audit operations on a regular basis. Besides, as the actual requirements may justify, we could conduct special audit programs and report the audit results to the Audit Committee and the board of directors.	Nil
(5) Has the Company sponsored ethical corporate management oriented educational & training programs on a regular basis either internally or externally?	V		Here at the Company, the Legal & Intellectual Department sponsors ethical corporate management oriented training programs on a regular basis to assure that all employees would be kept informed of their responsibility to safeguard the Company's intellectual property rights to prevent unnecessarily divulge confidential information and to refrain from engaging in	Nil

Contents of evaluation	Operational Status			Status on discrepancy and reasons in relation to the best practices governing ethical corporate management of TWSE/GTSM-listed companies
	Yes	No	Descriptions in summary	
			business with unfaithful suppliers or customers. Through such efforts, the entire staff would jointly safeguard the Company's ethical corporate management philosophy.	
3. Performance of the Company's report an offense system.				
(1) Has the Company enacted concrete systems to report an offense and to encourage such act to report an offense to set up convenient channels to report an offense, and to assign appropriate personnel to entertain the cases to deal with the targets being reported?	V		The Company has duly enacted systems "Regulation of report illegal and unethical approach to the case or acts of bad faith" to report an offense and has set up through the internal system "Sunshine/Complaint Mailbox (speak-up@aleees.com) through which the unjustifiable acts conducted by personnel either inside and beyond the Company could be reported in real time. The Legal Department and Independent Audit Department would take legal actions as appropriate in response.	Nil
(2) Has the Company enacted the criteria of investigation over issues being reported in the report an offense system and set up relevant confidentiality protection mechanism?	V		The Company has enacted the "Regulation of report illegal and unethical approach to the case or acts of bad faith" over issues being reported in the report and set up relevant confidentiality protection mechanism.	Nil
(3) Has the Company adopted appropriate measures to safeguard the personnel who report an offense from inappropriate actions?	V		The Company has provided mailbox for anonymous report of an offense. All personnel dealing with the reported issues are required to keep the reporting personnel, their identities and the contents of their reports in confidentiality to safeguard the reporting personnel from inappropriate actions?	Nil
4. Strengthening disclosure of information Has the Company disclosed the contents of ethical corporate management and the performance of implementation thereof through its own website and Market Observation Post System	V		Has the Company has disclosed the contents of ethical corporate management through its own website and Market Observation Post System (MOPS) and further	Nil

Contents of evaluation	Operational Status			Status on discrepancy and reasons in relation to the best practices governing ethical corporate management of TWSE/GTSM-listed companies
	Yes	No	Descriptions in summary	
(MOPS)?			disclosed the performance of implementation thereof through annual report, report on CSR and the like.	
5. If the Company has duly enacted ethical corporate management best practice in accordance with “Best Practices of Ethical Corporate Management of TWSE-GTSM-listed Companies”, please elaborate the discrepancy between the substantial performance and the Best Practices of Ethical Corporate Management: None				
6. Other major information conducive to better awareness of the performance of ethical corporate management?				
<p>✧ Compliance in moral ethical management:</p> <p>The ethical corporate management is the very grounds of Aleees corporate culture. To strengthen the entire staff in their moral and professional capability, the Company has duly enacted the “Rules Governing Best Practices of Ethical Corporate Management” and “Rules Governing Code of Ethical Conduct” as the sound norms all directors, managers and entire staff should assume the major responsibility.</p> <p>✧ Incorruptible, transparent and responsible corporate philosophy:</p> <ul style="list-style-type: none"> • No offer and acceptance of a bribe. • No offer of unlawful political donation. • No offer of unjustifiable charity donation or contribution. • No offer and acceptance of irrational gift, entertainment or other unjust enrichment. • No offer, commitment, request or acceptance of any unjust enrichment either directly or indirectly, or an act in contravention of faithfulness, law or delegated obligations. • No intent or no gain by taking advantage of the Company’s properties, information or duties. <p>✧ Management and penalty upon acts in business operation:</p> <p>✧ Here at Aleees, the “Regulations Governing Employees in Business performance” expressly provide that employees shall not accept any gift, extraordinary privileges or other unjust enrichment either directly or indirectly, as the complete and comprehensive guides to employees about their behaviors. Any act in contravention of moral and ethical corporate management should be subject to penalty in accordance with the “Regulations Governing Employees in Business performance” and “Regulations Governing Rewarding and Punishment for Employees” disregarding their ranking. Other than faithful compliance with the moral ethical corporate management, we further demand all suppliers, contractors and any entities in relationship with Aleees group should faithfully comply with the moral ethical corporate management absolutely without any acts in bribe, kickback, commission, unjust enrichment and entertainment. The department heads of the Group should lead by personal example to set up sound and decent moral norms.</p>				

(vii) If the Company has enacted Best Practices of Ethical Corporate Management and relevant rules, please disclose the method for inquiry: The Company has already established the “Code of Best Practices in Corporate Governance”, “Rules Governing Code of Ethical Conduct” and “Rules Governing Code of Ethical Conduct”. This information will be released in the investor relations section of our Company website, <http://www.aleees.com>, in accordance to the management philosophy in operations and execution of the management rules of the Company.

(viii) Other important information that would enhance understanding of the corporate governance operations of the Company:
Report on the implementation results of the decisions resolved in the regular shareholders’ meeting 2016.

1. Acknowledgement of the Company’s Business Report and Financial Statements 2015

Fact of implementation: Duly resolved exactly as proposed.

2. Acknowledgement of the proposed coverage of the loss incurred in 2015.

Fact of implementation: Duly resolved exactly as proposed.

3. Acknowledgement of the Changes to Use of Proceeds from the 2014 Cash Injection

Fact of implementation: Duly resolved exactly as proposed..

4. Establishment of Strategic Alliances with Third Parties and Introduction of Strategic Investors for Private Placement of New Shares

Fact of implementation: Duly resolved exactly as proposed. Implementation was duly completed exactly as resolved in the shareholders’ meeting.

5. Subscription of Ordinary Shares and Convertible Notes issued by FDG Electric Vehicles Limited

Fact of implementation: Duly resolved exactly as proposed. Implementation was duly completed exactly as resolved in the shareholders’ meeting.

6. Amendment of the Articles of Incorporation

Fact of implementation: Duly resolved exactly as proposed. Implementation was duly completed exactly as resolved in the shareholders’ meeting.

7. Amendment of the Regulations Governing Minutes of Shareholders’ Meetings

Fact of implementation: Duly resolved exactly as proposed. Implementation was duly completed exactly as resolved in the shareholders’ meeting.

Resolutions from First Extraordinary Shareholders’ Meeting in 2016:

1. Election: addition of two seats on the board

Results: Jaime Che and Chi-Kei Ching elected

2. Removal of anti-competitive clauses for new directors and representatives

Fact of implementation: Duly resolved exactly as proposed. Implementation was duly completed exactly as resolved in the shareholders' meeting.

(ix) Performance in Internal Control System

1. Declaration of Internal Control

Advanced Lithium Electrochemistry (Cayman) Co., Ltd.

Declaration of Internal Control System

Date: Mar 24, 2017

Over the Company's internal control system of Year 2016, based on the results of our self-audit, we'd hereby like to declare enumerated below:

1. Here at the Company, we confirm full awareness that implementation and maintenance of the internal control system are the inherent responsibility of the Company's board of directors and managers. The Company has duly set up such internal control system in an attempt to provide rational assurance of the effect and efficiency of the business operation (including profitability, performance and assurance of the safety of assets), reliability of financial report, accomplishment of the compliance targets.
2. Internal control system is subject to inherent restriction, disregarding how sound it has been designed. Effective internal control system could only provide rational assurance for accomplishment of the three aforementioned targets. Besides, in line with the changes in circumstances and environments, effectiveness of internal control system might change as well. For the Company's internal control system, nevertheless, we have set up sound self-superintendence mechanism. As soon as a defect is identified, the Company would take corrective action forthwith.
3. Exactly in accordance with the items of judgment for the effectiveness of the internal control system under "Criteria for Establishment of Internal Control Systems by Public Companies" (hereinafter referred to as "Managerial Regulations"), we duly judge whether the internal control system is effective in design and implementation. The items adopted for aforementioned "Managerial Regulations" for judgment of internal control system are the process for management control. The internal control system is composed of five composition elements: 1. Circumstances of control, 2. Risk evaluation, 3. Control operation, 4. Information and construction, and 5. Superintendence. Each and every composing element includes a certain items. For more details regarding the aforementioned items, please refer to contents of the "Criteria".
4. Here at the Company, we have adopted the aforementioned items of judgment over internal control system to verify the effectiveness of the design and implementation of the internal control system.
5. On the grounds of the results of verification in the preceding paragraph, we are confident that the Company's internal control system in design and implementation as of December 31, 2015 (including the superintendence and management over subsidiaries), including the awareness of the results and efficiency of business operation in accomplishment of the targets, reliability of financial reports and compliance of the relevant laws and regulations are effective and would reasonably assure accomplishment of the aforementioned targets.
6. The Declaration will function as the key element of the Company's Annual Report and Prospectus and will be made public externally. In the event that the aforementioned made public involve misrepresentation, concealment or such unlawful practice, the Company shall get involved in the legal responsibilities under Articles 20, 32, 171 and 174 of the Securities and Exchange Act.

7. This declaration has been approved by the Company board of directors on Mar 24, 2017. Ten directors were in attendance (including one proxy on behalf), there were no objecting opinions, and all directors in attendance hereby state their agreement to the contents of this declaration.

Advanced Lithium Electrochemistry (Cayman) Co., Ltd.

Chairman cum CEO: Sheng-Shih Chang

Signature

2. Declaration of Accountant Special Internal Control: None

(x) In recent fiscal year and as of the printing date of this Annual Report, facts of penalty imposed upon the Company and its internal personnel for their violation of the regulations of the internal control system, the major defects and the corrective actions taken: None.

(xi) In recent fiscal year and as of the printing date of this Annual Report, the Key Resolutions resolved in the shareholders' meeting and board of directors

1. Key Resolutions resolved in the shareholders' meeting convened by the Company in 2016:

Meeting Date	Key Resolutions	Implementation
Jun 27, 2016 (Regular Shareholders' Meeting)	1. Establishment of Strategic Alliances with Third Parties and Introduction of Strategic Investors for Private Placement of New Shares	Fact of implementation: Duly resolved exactly as proposed. Implementation was duly completed exactly as resolved in the shareholders' meeting.
	2. Subscription of Ordinary Shares and Convertible Notes issued by FDG Electric Vehicles Limited	Fact of implementation: Duly resolved exactly as proposed. Implementation was duly completed exactly as resolved in the shareholders' meeting.
	3. Amendment of the Articles of Incorporation	Fact of implementation: Duly resolved exactly as proposed. Implementation was duly completed exactly as resolved in the shareholders' meeting.
	4. Amendment of the Regulations Governing Minutes of Shareholders' Meetings	Fact of implementation: Duly resolved exactly as proposed. Implementation was duly completed exactly as resolved in the shareholders' meeting.
Nov 23, 2016 (First Extraordinary Shareholders' Meeting in 2016)	1. Addition of two seats on the board	Results: Neng-Yi Hsieh and Chih-Chi Cheng elected
	2. Removal of anti-competitive clauses for new directors and representatives	Duly resolved exactly as proposed. Implementation was duly completed exactly as resolved in the shareholders' meeting.

2. Details of key resolutions adopted by the Company board of directors in the past year as at May 15, 2017:

Meeting Date	Key Resolutions
Mar 24, 2016	1. Review of the Company's Business Report and Financial Statements 2015
	2. Amendment of the Company's 2016 business plan and budget.
	3. Amendment to the Company's Articles of Incorporation.
	4. Amendment of the Company's Procedure Rules for Shareholders' Meeting.
	5. Convening regular shareholders' meeting 2016.
	6. Evaluation of the Company's certifying Certified Public Accountants 2016 in independence and eligibility.
April 14, 2016	1. The Alees Group executed the strategic alliance and capital-related cooperation Agreement with FDG Electric Vehicles Limited.
	2. In order to cooperate with strategic investor, the Company decides to private placement of negotiable securities to issue common shares.

	3. The Company agreed to subscribe for FDG Subscription Shares and FDG Convertible Bond Subscription.
	4. The subsidiary of the Company: Aleees Eco Ark (Cayman) is proposed to reduce capital and refund the long-term investment.
	5. Amendment to the Company's "Operational Procedures Governing Acquisition and Disposal of Assets"
	6. The Company disposed the whole shares of Aleees Eco Ark (Cayman)
	7. Aleees Eco Ark (Taiwan) disposed the main assets
	8. Resolution of the appointment of the heads of the Company's group enterprises.
	9. Amendment of the proposals to the shareholders' meeting 2016.
May 12, 2016	1. Resolution of the appointment of the heads of the Company's group enterprises.
	2. Withdraw the resolution of Amendment to the Company's "Operational Procedures Governing Acquisition and Disposal of Assets" dated on April 14, 2016.
	3. Amendment of the proposals to the shareholders' meeting 2016.
August 23, 2016	1. Resolution on the pricing for the private placement of the Company's newly issued ordinary shares
	2. Resolution on the investors and relevant matters associated with the private placement of the Company's newly issued ordinary shares
	3. Appointment of the directors and supervisor for the Company's subsidiary Aleees Eco Ark Co., Ltd.
October 4, 2016	1. Addition of two directors
	2. Removal of anti-competitive clauses for new directors and representatives.
	3. Convening of the First Extraordinary Shareholders' Meeting in 2016
October 27, 2016	1. Reviewing of the list of candidates nominated for director positions by shareholders with at least 1% stake in the First Extraordinary Shareholders' Meeting in 2016.
December 1, 2016	1. Rescission of the right to subscribe to new shares issued by Empire Energy in 2016.
December 23, 2016	1. Intention to enter a cooperative agreement with the Management Committee of Gui'an New District, Guizhou Province, China and FDG Kinetic Limited listed in Hong Kong (378.HK) for the production of LFP materials and cells in Gui'an New District
	2. Approval of the 2017 business plan and budgets for Aleees and affiliates
	3. Addition/amendment of the Guidelines for Reporting Illegal, Unethical or Dishonest Behavior"
	4. Addition/amendment of the Guidelines for Self-Assessment and Peer Evaluations for the Board
	5. Establishment of the Nomination Committee and its Organizational Charter
January 20, 2017	1. Disposal of shares in Empire Energy
	2. Reviewing of the remunerations to the first members of the Nomination Committee
	3. Approval of the 2016 year-end bonus for the senior management in the Aleees group and the incentives scheme for the profit center system in 2017
March 24, 2017	1. Approval of the 2016 year-end bonus for the senior management in the Aleees group and the incentives scheme for the profit center system in 2017 (follow-up from the previous discussion)
	2. Proposal for the distribution of remunerations to employees, directors and supervisors of Advanced Lithium Electrochemistry Co., Ltd. for 2016

	3. 2016 Business Report and Financial Statements	
	4. Election of the new board	
	5. Removal of anti-competitive clauses for new directors and representatives	
	6. Amendment of the Operational Procedures Governing Acquisition and Disposal of Assets	
	7. Convening of 2017 General Shareholders' Meeting	
	8. Amendment and update of the cooperative agreement with the Management Committee of Gui'an New District, Guizhou Province, China and FDG Kinetic Limited listed in Hong Kong (378.HK) for the production of LFP materials and cells in Gui'an New District	
	9. Replacement of auditors in PwC Taiwan for Aleees	
	10. Evaluation of the independence and appropriateness of our external auditors for 2017	
	May 5, 2017	1. Reviewing of the independence and the appropriateness of the list of candidates for directorial positions nominated by shareholders with at least 1% stakes in 2017 General Shareholders' Meeting in 2017
		2. Removal of anti-competitive clauses for the candidates of directors (including independent directors)
3. Amendment of the "Operational Procedures Governing Loans to Others"		
4. Amendment of the agenda for 2017 General Shareholders' Meeting (i.e. change of venue and addition of proposals)		

(xii) In recent fiscal year and as of the printing date of this Annual Report, Different opinions posed by the directors and supervisors' to the Key Resolutions in the board of directors, as backed with written records or declaration in writing: None.

(xiii) In recent fiscal year and as of the printing date of this Annual Report, facts regarding resignation, discharge of the chairman, CEO(GM), principal accountant, financial head, principal internal auditor and research & development head: None.

4. Information of the Certified Public Accountant (CPA) fees

Range of CPA fees

Names of CPA firms	Name of CPA		Duration covered in the audit	Remarks
PricewaterhouseCoopers Taiwan	Ya-Hui Cheng	Yen-Na Li	Jan 1, 2016~Dec 31, 2016	---

Unit: K NTD

Amount range		Fee item	Audit fee	Non-audit fee	Total
1	Below \$2,000 thousand		-	400	400
2	\$2,000 thousand (inclusive) ~\$4,000 thousand		-	-	-
3	\$4,000 thousand (inclusive) ~\$6,000 thousand		5,900	-	5,900
4	\$6,000 thousand (inclusive) ~\$8,000 thousand		-	-	-
5	\$8,000 thousand (inclusive) ~\$10,000 thousand		-	-	-
6	Over \$10,000 thousand (inclusive)		-	-	-
Total			5,900	400	6,300

Unit: K NTD

Name of CPA house	Name of CPA	Audit fees	Non-audit fees				Duration covered in the audit by CPAs
			System design	Commercial registry	Human resources	Others (Note)	
PwC Taiwan	Ya-Hui Cheng Yen-Na Li	5,900	-	-	-	400	Jan 1, 2016 ~ Dec 31, 2016
Total		5,900	-	-	-	400	

Note: The non-audit fees include transfer pricing reports, royalty taxation consulting, and five-year tax breaks for companies in emerging and strategic industries

- (1) Where the non-audit fees paid to the verifying Certified Public Accountants, verifying Certified Public Accountant House and its related companies account for over a quarter of the audit fee, the contents of the non-audit fee and audit fee should be disclosed.
N/A
- (2) Reason for swapping of accounting firm and where the audit fee in the year of change is lower than the audit fee in the previous year prior to the swap: None
- (3) A case with decrease of CPA fee over 15% from the same fee paid in the preceding year is required to show the decreased amount, ratio and reason: N/A.

5. Information of a change in the CPA

(1) Information of the former CPAs

Date of change	Year 2017		
Cause and explanation of change	In 2017, the certifying Certified Public Accountants were replaced from Certified Public Accountants Ya-Hui Cheng and Yen-Na Lee into Certified Public Accountants Yu-Kuan Lin and Tien-Yi Lee in the wake of internal rotation reassignment of PricewaterhouseCoopers Taiwan according to law		
Explanation about whether change resulted from termination by rejection by the Principal or the CPAs	Parties concerned		
	Facts	By CPAs	By Principal
	Termination at discretion?	V	
	Rejection from acceptance (continued retaining)		
Audit report with opinions other than unqualified (unreserved) opinion and the causes in the past two years	N/A		
Opinions different from the Issuer's	Yes		Accounting principles and practices
			Disclosure of financial reports
			Scope or steps of audit
			Others
	No	V	
	Explanation		

Other facts of disclosure (Facts to be disclosed under Article 10, Paragraph 5, Subparagraph 1, Item 4 of the Regulations Governing Information to be Published in Annual Reports of Public Companies)	Nil
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(2) About the succeeding CPAs

Name of CPA House	PwC Taiwan
Names of CPAs	CPA Yu-Kuan Lin/CPA Tien-Yi Lee
Date of retaining	Since 2017
Contents of consultation and the results on the accounting practices or accounting principles made prior to retaining, and the potential issuance of the financial reports	N/A
Opinions of the succeeding CPAs in writing about the opinions of the former CPAs	N/A

(3) The opinions provided by the former CPAs according to the Article 10 Subparagraph 6 Item 1 & 2-3 Regulations Governing Information to be Published in Annual Reports of Public Companies: N/A

6. The fact that the Company's Chairman, CEO(GM), the manager in charge of financial affairs or accounting affairs having served with the verifying Certified Public Accountant House or its related company over the past year

None.

7. In recent fiscal year and as of the printing date of this Annual Report, transfer of shares, pledge or change in equity by the directors, supervisors, managers and major shareholders holding over 10% of the aggregate total

- (i) Status of change in shares held by directors, supervisors, managers and main shareholders holding over 10% of the aggregate total

Title	Name	Year 2016		As of Apr 30, 2017	
		Increase (decrease) in shares held	Increase (decrease) in shares pledged	Increase (decrease) in shares held	Increase (decrease) in shares pledged
Chairman and CEO of this Company cum Chairman of Aleees (Taiwan); Chairman of Aleees Eco Ark (Taiwan); Chairman of Aleees SH	Sheng-Shih Chang	(704,000)	—	(450,000)	—
Director of this Company	Tian-Lai Wang	(1,611,000)	—	(46,000)	600,000
Director of this Company	Chung-Shih Pien	—	—	—	—
Director of this Company	Chung-Ho Tai	—	—	(55,000)	—
Director of this Company	Chang Chuen Investment Co., Ltd.	(4,320,000)	—	—	—
	Representative: Chih-Chuan Chen	—	—	—	—
Director of this Company	Yi Tai Fund Co.	(544,000)	—	—	—
	Representative: Cheng-Wei Ma	—	—	—	—
Director of this Company	Jaime Che	—	—	—	—
Director of this Company	Chi-Kei Ching	—	—	—	—
Independent Director of this Company	Wei-Min Sheng	—	—	—	—
Independent Director of this Company	Chien-Yuan Lin	—	—	—	—
Independent Director of this Company	Tay-Chang Wang	—	—	—	—
General Manager of Aleees (Taiwan)	Hsi-Chi Cheng	(35,227)	—	—	—
Manager of Audit Dept. of this Company	Ya-Ling Chuang	—	—	—	—
Manager, Finance & Accounting Dept. of this Company cum Director, Finance Division of Aleees (Taiwan)	An-Pang Huang	—	—	—	—
General Manger of Taiwan Region cum Market Division of Aleees Eco Ark (Taiwan)	Hsiu-Hsui Su	(118,000)	—	(8,000)	—
Executive Assistant of Chairman Office of Aleees (Taiwan) cum Director of Aleees Eco Ark (Taiwan)	Sato Takemi	(10,000)	—	(24,000)	—
Vice President, CEO(GM)'s Office of Aleees Eco Ark (Taiwan)	Ching-Wen Wu	(9,000)	—	—	—
Vice President, CEO(GM)'s Office of Aleees Eco Ark (Taiwan)	Hui-Chuan Chen	—	—	—	—
Vice Presidnet, CEO(GM)'s Office of Aleees Eco Ark (Taiwan)	Ying-Tzu Chiang	(17,000)	—	—	—
Director of R&D Dept. of Aleees (Taiwan)	Han-Wei Hsieh	(9,000)	—	—	—
Vice President, CEO(GM)'s Office of Aleees SH	Yen Kong	—	—	—	—
Shareholder with over 10% ownership	FDG Kinetic Limited's custodian account with KGI BANK	—	—	—	—

(ii) Related party information with regards to share transfer: None.

(iii) Related party information with regards to pledged shares to corresponding party: None.

8. Information of main shareholders holding more than 10% of total issued shares of the Company, being related parties, relatives within the second degree of kinship among themselves

April 18, 2017; Unit: share

Name (Note 1)	Shareholding		Spouse & Minor Shareholding		Shareholding by Nominee Arrangement		Names and Relations of Top 10 Shareholders who are Spousal Relationship or are within the Second Degree of Kinship (Note 3)		Remarks
	Number of Shares	Share-holding Rate	Number of Shares	Share-holding Rate	Number of Shares	Share-holding Rate	Title (Or Name)	Relation	
FDG Kinetic Limited's custodian account with KGI BANK	46,000,000	21.85%	NA	NA	0	0	—	—	—
Tian-Lai Wang	10,863,993	5.16%	0	0	0	0	—	—	—
Chang Chuen Investment Co., Ltd.	8,889,495	4.22%	0	0	0	0	Yi Tai Fund	Same group enterprise	—
Representative: Chuan-Tai Cheng	0	0	0	0	0	0	Yi Tai Fund	Chuan-Tai Cheng is Ren Ying's corporate supervisor.	—
KPCB CHINA FUND, L.P.	6,777,168	3.22%	NA	NA	0	0	—	—	—
Yi Tai Fund Co.	6,185,633	2.94%	NA	NA	0	0	Chang Chuen Investment	Same group enterprise	—
Representative: Kun-Lung Chang	0	0	0	0	0	0	—	—	—
QVT Financial LP's custodian account with HSBC Taiwan	6,177,502	2.93%	NA	NA	0	0	—	—	—
CID Greater China Venture Capital Fund III L.P.	5,750,081	2.73%	NA	NA	0	0	—	—	—
Jui Che Tsai	2,722,000	1.29%	0	0	0	0	—	—	—
San Tsai Tsai	2,431,000	1.15%	0	0	0	0	—	—	—
Chia Ling Tsai	2,055,227	0.98%	0	0	0	0	—	—	—

Note 1: The top 10 shareholders shall be fully listed and where the shareholder is a corporate shareholder, the name of the Company and representative shall be respectively listed.

Note 2: Calculation of shareholdings ratio refers to shareholdings ratio held in the shareholder's name, name of spouse, name of underage children, or using the name of others.

Note 3: The aforementioned listing of shareholders disclosed shall include corporations and individuals, as well as their inter-relationship according to the Regulations Governing the Preparation of Financial Reports by Issuers.

9. Company, company directors, supervisors, managers and businesses controlled by the Company directly or indirectly pertaining to the same re-investment business supporting share volume, and the consolidated shareholdings rate is combined and calculated

Apr 18, 2017; Unit: share

Name of Related Companies (Note 1)	Investment by the Company		Investment by directors, supervisors, managers and directly or indirectly controlled company		Syndicated investment	
	Number of Shares	Shareholding Rate	Number of Shares	Shareholding Rate	Number of Shares	Shareholding Rate
Advance Lithium Electrochemistry (HK) Co., Ltd.	94,247,125	99.99 %	—	—	94,247,125	99.99 %
Advance Lithium Electrochemistry (HK) Co., Ltd	8,530,000	100 %	—	—	8,530,000	100 %
Advance Lithium Electrochemistry (China Shanghai) Co., Ltd	Note 2	100 %	—	—	Note 2	100 %
Aleees Eco Ark Co., Ltd.	52,800,000	100 %	—	—	52,800,000	100 %
Emerald Battery Technologies Co., Ltd.	6,000,000	24%	2,395,000	9.6%	8,395,000	33.6%

Note 1: Equity method of appraisal is adopted for investee company.

Note 2: Refers to limited liability companies and has no shareholdings.

IV. Facts of Capital Raising

1. Capital and shares

- (1) Source of capital
i. Source of Capital

Unit: shares; \$

Year and month	Issue price	Authorized capital		Paid-in capital		Remarks		
		Shares	Amount	Shares	Amount	Source of capital	Paid by property other than cash	Other
Nov 2007	US \$0.1	50,000,000	5,000,000	15,000,000	1,500,000.00	Original Share Capital	—	—
Jul 2008	US \$0.1			1,100,000	110,000.00	Capital Increase in cash	—	—
May 2009	US \$0.1			1,200,000	120,000.00	Capital Increase	—	—
Nov 2009	US \$0.1			5,000,000	500,000.00	Capital Increase	—	—
Dec 2009	US \$0.1			1,666,667	166,666.70	Capital Increase	—	—
Sep 2010	US \$0.1			153,250	15,325.00	Employee Stock Options	—	—
Dec 2010	US \$0.1			6,366,729	636,672.90	Capital Increase	—	—
Mar 2011	US \$0.1			633,271	63,327.10	Capital Increase	—	—
Mar 2011	US \$0.1			306,750	30,675.00	Employee Stock Options	—	—
May 2011	US \$0.1			2,933,750	293,375.00	Employee Stock Options	—	—
Jun 2011				34,360,417	3,436,041.70		—	—
Jul 2011	NT \$10	200,000,000	2,000,000,000	103,081,251 (Note)	1,030,812,510 (Note)	Execute share swap	—	—
Jun 2012	NT \$10			10,000,000	100,000,000	Capital Increase	—	—
Jul 2012	NT \$10			(127,597)	(1,275,970)	Cancellation of treasury stock	—	—
Jun 2013	NT \$10			15,000,000	150,000,000	Capital Increase		
Dec 2013	NT \$10			14,120,000	141,200,000	Capital Increase	—	—
Feb 2015	NT \$10			22,500,000	225,000,000	Capital Increase	—	—
June 2015	NT \$10	300,000,000	3,000,000,000	164,573,654	1,645,736,540			
Aug 2016	NT \$10			46,000,000	460,000,000	Issue and private placement of new shares	—	—
May 2017	NT \$10			210,573,654	2,105,736,540		—	—

Note: The Company has applied for listing in Taiwan and the face value of each share is NTD10. Upon the resolution passed by the board of directors on Jun 27, 2011, the face value of the Company capital stock has changed from USD0.10 to NTD10 according to the laws of the Cayman Islands. Based on 10,882,247 new shares with the face value of NTD10 per share, the Company has exchanged them with 34,360,417 issued Company shares with the face value of USD0.10 from shareholders listed in the Registry of Shareholders. The Company has also transferred NTD921,990,040 from its capital stock premium account into its capital stock, paying the difference of the subscribed shares of 92,199,004 shares with the face value of NTD10 per share (hereafter referred to as "Paid-in capital stock of Shares"), to be used in issuance and distribution to all Company shareholders. After the issuance on this occasion and paid-in capital stock of shares, the Company has issued a total of 103,081,251 NTD-denominated shares with the face value of NTD10 per share. The amount of issued capital is NTD1,030,812,510.

ii. Types of shares already issued

Apr 18, 2017 ; Unit: share

Kind of share	Authorized capital			Remarks
	Outstanding shares	Unissued shares	Total	
Common shares	210,573,654	89,426,346	300,000,000	(1) GTSM Share (2) Privately placed 46,000,000 shares not listed (note)

Note: The number of shares outstanding is 164,573,654 shares. The remaining share capital, i.e. 46,000,000 shares, is held by private placement investors. According to Article 43-8 of the Securities & Exchange Act, unless in the situations otherwise specified by laws, the shares issued to private placement investors are not freely transferrable within three years after issue. We intend to request to the competent authorities for the public trading of these shares after this three-year period.

iii. Relevant information of overall declaration system: N/A

(2) Structure of shareholders

Apr 18, 2017

Type of Shareholder	Government agencies	Financial institutions	Other juristic persons	Individuals	Foreign institutions and foreigners	The People of the Mainland Area and the organizations invested by Mainland China	Total
Quantity							
Number	0	0	53	11,931	48	1	12,033
Shares held	0	0	20,045,811	117,519,560	72,948,285	59,998	210,573,654
Shareholding rate	0.00%	0.00%	9.52%	55.81%	34.64%	0.03%	100.00%

Note: Primary listing of companies on GTSM are required to disclose shareholders with funding from Mainland China: Funding from Mainland China refers to the nationals, corporations, Groups and other organizations or other companies invested through a third territory stipulated under Article 3 of the Measures Governing Investment Permits for the People of the Mainland Area.

(3) Facts of disperse of shareholding

i. Common shares:

Face value of NTD10 per share ; Apr 18, 2017 ; Unit: share

Shareholding grading	Number of shareholders	Number of shares held	Shareholding rate %
1 to 999	2,902	83,077	0.04%
1,000 to 5,000	6,115	13,310,816	6.32%
5,001 to 10,000	1,322	10,787,296	5.12%
10,001 to 15,000	439	5,695,463	2.71%
15,001 to 20,000	332	6,157,059	2.92%
20,001 to 30,000	303	7,698,678	3.66%
30,001 to 40,000	150	5,404,023	2.57%
40,001 to 50,000	95	4,400,085	2.09%
50,001 to 100,000	213	14,985,505	7.12%
100,001 to 200,000	81	11,662,310	5.54%
200,001 to 400,000	39	10,391,572	4.94%
400,001 to 600,000	17	8,018,689	3.80%
600,001 to 800,000	6	3,909,077	1.85%
800,001 to 1,000,000	5	4,697,819	2.23%
Over 1,000,001	14	103,372,185	49.09%
Total	12,033	210,573,654	100.00%

ii. Preferred Shares: The Company has not issued any preferred shares

- (4) Name list of main shareholders: Clearly state the name, no. of shares held and ratio for shareholders holding more than 5% of total issued shares of the Company or in the top ten list of shareholders

Apr 18, 2017; Unit: Share

Names of Main Shareholders	Number of shares held	Shareholding rate %
FDG Kinetic Limited's custodian account with KGI BANK	46,000,000	21.85%
Tian-Lai Wang	10,863,993	5.16%
Chang Chuen Investment Co., Ltd.	8,889,495	4.22%
KPCB CHINA FUND, L.P.	6,777,168	3.22%
Yi Tai Fund Co.	6,185,633	2.94%
QVT Financial LP's custodian account with HSBC Taiwan	6,177,502	2.93%
CID Greater China Venture Capital Fund III L.P.	5,750,081	2.73%
Jui-Che Tsai	2,722,000	1.29%
San Tsai Tsai	2,431,000	1.15%
Chia Ling Tsai	2,055,227	0.98%

- (5) Market price per share, net value, earnings, and dividends and other related information for the most recent 2 years:

Unit: NTD

Item	Year		2015	2016	2017 Q1 (Note 8)
Market price per share (Note 1)	Highest		44.25	43.2	32.80
	Lowest		24.70	26.9	28.75
	Average		36.21	35.86	30.53
Net Value per share (Note 2)	Before distribution		12.18	15.75	15.16
	After distribution		12.18	Not distributed	Not distributed
Earnings Per Share	Weighted average shares (thousand shares)		162,345	148,508	210,574
	Earnings Per Share(Note 3)		(2.65)	(0.23)	(0.27)
Dividends per share	Cash dividends		None	—	—
	Stock dividends	From retained earnings	None	—	—
		From capital reverse	None	—	—
	Retained Dividends(Note 4)		None	—	—
ROI	PE ratio (Note 5)		—	—	—
	Dividend-Price ratio (Note 6)		—	—	—
	Cash dividend yield (Note 7)		None	—	—

Note 1: The highest and the lowest market prices during the year, and the mean price calculated on the basis of trading value and trading volume of individual year

Note 2: Based on the number of shares issued as of the year end, and the distribution determined by the shareholders' meeting during the following year

Note 3: The earnings per share before and after adjustment provided if retrospective adjustment required for the issue of bonus shares

Note 4: Disclosure of cumulative and unpaid dividends up to the years concerned for the dividends scheduled to be issued with future earnings if the equity issue conditions are met

Note 5: PE ratio = Average closing price per share in the current year/earnings per share

Note 6: Dividend-Price ratio = Average closing price per share in the current year/cash dividend per share

Note 7: Cash dividend yield = Cash dividend per share/ Average closing price per share in the current year

Note 8: Book value per share and earnings per share as of the date of the publication of this annual report to be provided according to the audited (reviewed) financial data for the most recent quarter; data of the current year as of the date of the publication of this annual report to be provided in other columns

Note 9: We reported post-tax losses in 2016 and hence the board has decided not to distribute dividends. This is still to be ratified by the 2017 General Shareholders' Meeting.

- (6) The Company's share dividend policy and facts of implementation

1. Share dividend policy defined in the Company Articles of Incorporation

In response to the amendment of relevant laws and regulations in 2015, directors compensation and employee bonuses are excluded from the distribution of company earnings. The General Shareholders' Meeting on June 27, 2016, hence ratified the amendment to the Articles of Incorporation regarding the earnings distributions. The amendment is as follows:

If the company shows a profit for a given year, 1% to 10% of the profit shall be appropriated as employee remuneration. No more than one percent of the profit shall be appropriated as directors' remuneration. However, if the company has accumulated losses, profits shall not be appropriated until the loss has been made up. Employee remuneration shall be in the form of stock or cash. The subject for receiving the remuneration is set out by the Board of Directors or its authorized person(s). The allocation of employee and director remuneration shall be determined by a Board of Director resolution, where two-thirds or more of the directors are present, and at least half of those present agree to the resolution. Such Board resolution shall be reported at the shareholders meeting.

The proposal for the ratio shall be drafted by the Board of Directors and proposed at the shareholders meeting. The proposal must be approved via general resolution to be valid:

- (1). Tax payments;
- (2). Making up for previous losses;
- (3). Deposit 10% as a legal serve (however, this does not apply if the accumulated legal reserve has reached the company's total capital); and
- (4). Where necessary, setting aside or reversing special reserve.

The Board of Directors shall make proposals for the allocation of the remaining profit (based on the amount after items one to four above have been deducted, and with the initial non-allocated profit added) and distribute the profit based on a shareholders meeting resolution.

Any remaining profit can be allocated as a dividend. The company is in the initial stages of industry development, and the corporate life cycle is in a positive growth stage. To respond to future operational expansion plans, and taking into account the dividend balance and shareholders' rights, the dividend shall be allocated to shareholders in the form of cash or newly issued stocks. This reflects shareholders apply such sum on their behalf in paying up in full unissued shares for allotment and distribution credited as fully paid-up to and amongst them in the proportion aforesaid, in a combination of both cash and stock, or in the form of a bonus. The actual issuance ratio authorized by the Board of Directors is in accordance with the Company Act and other public company regulations. Finance, business, and management factors are considered before making the allocation. However, a dividend allocation shall not be less than 10% of the remaining profit, and the cash dividend shall not be less than 10% of the total available dividend amount.

2. Proposed distribution of share dividend in the current year: None.

- (7) The impact of the issuance of bonus shares proposed in the current shareholders' meeting upon the Company's business performance and earnings per share (EPS): None.

- (8) Bonus to employees, compensation to directors and supervisors
1. The percentage or scope of employee bonuses and compensation for directors and supervisors stated in the Company Articles of Incorporation: Please refer to the aforementioned Subparagraph (6)-1 on the explanation with regards to share dividend policy.
 2. The accounting treatment used in the event that the provisioning basis and number of allocated bonus shares calculated for employee bonuses and compensation for directors and supervisors provisioned by the Company in the current period has discrepancy with the actual amount being disbursed: Not applicable.
 3. Information in relation to the proposed distribution of employee bonuses approved by the board of directors:
 - (1) The Company board of directors has discussed the case for profit distribution in 2016 and has decided not to carry out any distribution.
 - (2) The ratio of the proposed distribution amount of employee bonus shares as a percentage over total of after-tax profits for the current period and employee bonus amount: Not applicable.
 - (3) EPS after consideration of proposed distribution of employee bonus and compensation for directors and supervisors: Not applicable.
 - (4) Distribution of employee bonus and compensation for directors and supervisors in the preceding year: The Company has not distributed any employee bonuses or directors compensations in 2015. The board has decided not to distribute employee bonus for 2016. The compensations expected to be paid to directors is NTD1.8975 million.
- (9) Facts of the Company's stocks repurchased by the Company: No repurchase of shares of the Company in the recent fiscal year and as at the printing date of this annual report.

2. Status of Company debt (including overseas Company debt) arrangements

None

3. Issuance of preferred shares

None

4. Issuance of overseas deposit receipt certificates (DRC)

None

5. Issuance of employee stock option certificates

None

6. Restriction upon employees in rights over new shares

None

7. Status of Merger

None

8. Inward transfer of other firms' new shares

None

9. Implementation of capital utilization plans

-----The facts regarding implementation of the plans for capital increase through cash injection in 2014 are enumerated below.

(I) Contents of the Plan

1. Date and file number of approval granted by the competent authorities in charge of the subject enterprises: Jin-Guan-Cheng-Fa-Zi 1030051218 dated December 26, 2014.
2. Aggregate total fund required for the Project: NT\$720 million.
3. Source of capital: Capital increase through cash injection to issue 22,500,000 new shares at NT\$10 par value, at NT\$32 per share in issuing price, to raise the aggregate total of NT\$720 million.
4. Contents of the Plan and schedule to use the fund:
 - (1) Original plan and schedule:

Unit: K NTD

Contents of the Plan	Date scheduled to complete	Aggregate total fund required	Scheduled disbursement of the fund							
			2015			2016				2017
			Q2	Q3	Q4	Q1	Q2	Q3	Q4	Q1
To suffice working capital	2016 Q1	520,000	152,500	152,500	152,500	62,500	0	0	0	0
To reimburse bank loan	2017 Q1	200,000	95,000	15,000	15,000	15,000	15,000	15,000	15,000	15,000
Total		720,000	247,500	167,500	167,500	77,500	15,000	15,000	15,000	15,000

- (2) The plan and schedule after amended: For the Company operation, the Company board of directors amended the capital utilization plan by Aug 12, 2015, the allocation of funds to increase efficiency and flexibility, so that more intensive financial structure, improve liquidity, thereby reducing operational risk.

Contents of the Plan		Date scheduled to complete	Aggregate total fund required	Scheduled disbursement of the fund							
				2015			2016				2017
				Q2	Q3	Q4	Q1	Q2	Q3	Q4	Q1
To suffice working capital	Aleees(Taiwan)	2015 Q2	137,508	137,508	0	0	0	0	0	0	0
	Aleees Eco Ark (Taiwan)	2016 Q2	287,992	0	89,992	90,000	90,000	18,000	0	0	0
	Aleees SH	2015 Q3	94,500	0	94,500	0	0	0	0	0	0
	Sub-total			520,000	137,508	184,492	90,000	90,000	18,000	0	0
To reimburse bank loan		2017 Q1	200,000	84,124	15,000	15,000	15,000	15,000	15,000	15,000	25,876
Total			720,000	221,632	199,492	105,000	105,000	33,000	15,000	15,000	25,876

(II) Facts of implementation

As of December 31, 2016, as the 2014 capital raise plan by the Company was completed on Feb. 6, 2015, total amount is NTD 720,000,000. The Company has followed the schedule to suffice working capital and reimburse bank loan. The actual fund raise executed schedule were 100%, both. The fund raise executed schedule to be yielded and actual accomplishment should have no significant discrepancy.

Contents of the Plan	Facts of implementation		Q4 2016	As of Q4 2016	Progress in advance of or behind schedule, the reasons and the improving plans
To suffice working capital	Amount disbursed	Anticipated	0	520,000	The delay in the actual use of funds was a result intended as a response to our working capital allocations. However, the scheduled tasks have been accomplished as of the end of the third quarter of 2016.
		Actual	0	520,000	
	Progress of implementation (%)	Anticipated	0	100.00	
		Actual	0	100.00	
To reimburse bank loan	Amount disbursed	Anticipated	15,000	174,124	The present plan fund has been actually used ahead of schedule due primarily to the Group's fund raise was ahead to return the loans.
		Actual	1,959	200,000	
	Progress of implementation (%)	Anticipated	7.50	87.06	
		Actual	0.98	100.00	
Total	Amount disbursed	Anticipated	15,000	694,124	
		Actual	1,959	720,000	
	Progress of implementation (%)	Anticipated	2.08	94.41	
		Actual	0.27	100.00	

(III) The gap between the anticipated benefits and the actual achievement:

As of December 31, 2016, as the 2014 capital raise by the Company was completed on Feb. 6, 2015, total amount is NTD 720,000,000. The Company has followed the schedule to suffice working capital and reimburse bank loan. In terms of conservation of interest and such benefits, the benefits anticipated to be yielded and actual accomplishment should have no significant discrepancy. Therefore, there should be no significance for the anticipated benefits and the actual achievement.

-----The facts regarding implementation of the plans for private placement of marketable Securities below.

(I) Contents of the Plan

1. Date and file number of approval granted by the competent authorities in charge of the subject enterprises: None.
2. Aggregate total fund required for the Project: NT\$1,610 million.
3. Source of capital: Private placement to issue 46,000,000 new shares at NT\$10 par value, at NT\$35 per share in issuing price, to raise the aggregate total of NT\$1,610 million.
4. Contents of the Plan and schedule to use the fund:

Unit: K NTD

Contents of the Plan	Date scheduled to complete	Aggregate total fund required	Scheduled disbursement of the fund
			2016
			Q3
To subscribe the ordinary shares and convertible bonds of FDG Electric Vehicles.	2016 Q3	1,610,000	1,610,000
Total		1,610,000	1,610,000

(II) Facts of implementation

As of December 31, 2016, as the 2016 private placement plan by the Company was completed on Aug. 24, 2016, total amount is NTD 1,610,000,000. The Company has followed the schedule to subscribe the ordinary shares and convertible bonds of FDG Electric Vehicles. The actual fund raise executed schedule were 100%, both. The fund raise executed schedule to be yielded and actual accomplishment should have no significant discrepancy.

Contents of the Plan	Facts of implementation		Q3 2016	As of Q4 2016	Progress in advance of or behind schedule, the reasons and the improving plans
To subscribe the ordinary shares and convertible bonds of FDG Electric Vehicles.	Amount disbursed	Anticipated	1,610,000	1,610,000	On scheduled.
		Actual	1,610,000	1,610,000	
	Progress of implementation (%)	Anticipated	100.00	100.00	
		Actual	100.00	100.00	
Total	Amount disbursed	Anticipated	1,610,000	1,610,000	
		Actual	1,610,000	1,610,000	
	Progress of implementation (%)	Anticipated	100.00	100.00	
		Actual	100.00	100.00	

(III) The gap between the anticipated benefits and the actual achievement:

As of December 31, 2016, as the 2016 private placement plan by the Company was completed on Aug. 24, 2016, total amount is NTD 1,610,000,000. The Company has followed the schedule to subscribe the ordinary shares and convertible bonds of FDG Electric Vehicles. The actual fund raise executed schedule were 100%, both. The fund raise executed schedule to be yielded and actual accomplishment should have no significant discrepancy.

V. Operating Overview

1. Business Details

(i) Business Scope

1. Major contents of operating business by the Company and subsidiaries.

The Company is an investment Company founded on Nov 16, 2007 in the Cayman Islands. Based on its business development strategy, Aleees Taiwan engages in the production, R&D and marketing & sales of cathode materials for LFP batteries, and Aleees SH acts as a sales and marketing point for its Mainland China market; another subsidiary, Aleees Eco Ark (Taiwan) primarily engaged in research & development and sales of batteries.

2. Main products and business mix

Unit: K NTD

Major Products	2014		2015		2016	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
Cathode materials for LFP batteries	826,548	95.57%	1,114,146	101.80%	1,208,924	91.70%
Others(Note)	38,275	4.43%	(19,495)	-1.8%	109,356	8.30%
Total	864,823	100%	1,094,651	100%	1,318,280	100%

Note: includes battery cells, batteries, electric buses and battery swap income.

Data source: Provided by the Company; consolidated financial statements of respective year certified by independent auditor.

3. Existing products (services) of the Company and its subsidiaries

(1) Cathode materials for LFP batteries

Since its establishment, Aleees Taiwan has been exerting its efforts on the R&D, production and marketing & sales of cathode materials for LFP batteries, and has chosen olivine-structured cathode materials as its direction of growth. The main reason is that olivine-structured cathode material have stable structures and strong bonding among its molecules, and hence is able provide high level of safety and relatively long lifecycle. Also, LFP is used within commercialized battery materials, and because of its high level of safety and its cycle use reaches above 2,000 times. It causes low pollution impact on the environment and the sources of its raw materials can be found in abundance. Therefore, it has been considered to be an ideal cathode material to be applied in the electric power vehicle and wind/light power storage of next generation electric vehicles.

Product Items	Application Items
Cathode materials for LFP batteries	<ul style="list-style-type: none"> •Electric-powered tools •Wind/light electric power storage and intelligent power grids • Supply of batteries required by electric buses

(2) Battery R&D

Aleees Eco Ark Co., Ltd.'s R&D team once again proved their worth with material recipe designs. The recently developed LFP cathode has gone through tests in the cell stage, achieving the highest standards in terms of energy density and safety.

4. Development of new products in the future (services)

(1) Cathode materials for LFP batteries

① Improvement and optimization of the manufacturing process:

- A. We would adopt more advanced powder design concept and the post-power processing arts to significantly boost productivity and minimize production costs, lay down firm competitive edge for the products to continually expand market shares of our products.
- B. We would introduce to newer era manufacturing process to manufacture cathode materials for LFP batteries of higher purity, less impurities and better characteristics for processing. Through such efforts, we could develop customers of higher product level requirement.

② Continue to develop other high voltage cathode materials for LFP batteries, such as investing in the development of high voltage olivine-structured cathode materials, complemented with modified anode materials, which is expected to lower costs with each use of the battery. Such combination of voltage difference is close to the voltage of commercialized lithium batteries being used. In summary, commoditization of products can be accelerated and electric-powered tools can be provided with another choice of cathode material with an even higher level of safety.

(2) Research & development and sales of batteries

① The cells produced by Aleees Eco Ark (Taiwan) have achieved the volume energy density of 135wh/kg and nearly 20,000 cycles under the high power condition. These are the highest levels in the industry for mass-produced LFP cells. These cells have passed all the tests by UN38.3 and QCT-743 in China. According to the Action Plan to Promote the Development of Automotive Mobility Battery Industry released in March 2017 jointly by the Ministry of Industry and Information Technology, National Development and Reform Commission, the Ministry of Science and Technology and the Ministry of Finance, the energy density requirement will be 300wh/kg for regular cells and 350wh/kg for high-end cells by 2020. The R&D team at Aleees Eco Ark Co., Ltd. will endeavor to attach these goals for the next generation of cells. We will also work with FDG's affiliate SK Materials to co-develop NCM materials.

② We strive to enhance the energy density and cycle times of batteries so as to achieve the goal of zero wastes and 100% recycling. From battery maintenance/repairs to recycling, we aim to resolve any damages the batteries would cause the environment and tackle the issues regarding too long charging times and the insufficiency of infrastructure.

(ii) Industry Overview

1. Current Situation and Development of the Industry

(1) Cathode materials for LFP batteries

Under the backdrop of global warming, erratic weather patterns and gradual depletion of oil resources, the application of alternative energy and energy conservation has become a core topic in the growth of global greenery where green industries are rapidly growing. Since their commercialization, lithium batteries have been widely used in handheld devices due to their superior functionality. The global battery industry can be largely segmented into the primary and the secondary batteries. The secondary batteries include lead acid,

nickel–metal hydride, nickel-cadmium and lithium batteries. Previously, the annual demand growth of the secondary battery market was rather stable. For example, the growth of lead acid batteries is approximately 1~3%. Nickel–metal hydride and nickel-cadmium are seeing significant decline due to environmental concerns and share loss to other secondary battery technologies. Lithium batteries are enjoying higher growth than other secondary battery technologies, and have recently become the focus of the battery and storage industry.

When lithium batteries are being used in high capacity and high power and energy storage batteries, the consideration of its application on electric-powered tools or large energy storage units with regards to its cathode material cost, power discharge, high temperature performance and safety are extremely important. At present, cathode materials for LFP batteries concurrently possesses the main advantages of nickel-cadmium, nickel metal hydride and lithium but does not contain precious metal elements. Hence, its raw material is relatively low and sources of phosphorus, lithium and iron can be found in abundance on earth. There is absolutely no issue of inadequate supply. Its theoretical power capacity is large (170mAh/g), its high power discharge can enable quick charging and long lifecycle, has strong properties in energy storage, and its high temperature and high heat stability is far superior to other cathode materials. These distinctions have made LFP become the new generation of mainstream cathode material and most important of all, it is completely toxic-free and is a truly green material.

(2) Research & development and sales of batteries

The experience of developing electric vehicles in major countries suggests that the quality of batteries is critical to the performance of cars. This explains why an increasing number of electric vehicle manufacturers are also developing battery power management systems. However, they need to rely on the competence and professional expertise of battery cell makers for the design of battery cells. The best example is Tesla's alliance with Panasonic for Giga Factory in the U.S.

Both the central government and the local governments in China have been promoting the development of the mobility battery industry over recent years. With the efforts from the private sectors, China has become one of the major markets for electric vehicles. Tier 1 manufacturers could often achieve a growth of 60~200% with the concentration of orders from automotive OEMs. For instance, BYD had previously used only LFP batteries for all of its electric vehicles. For two consecutive years since 2015, BYD has been the largest mobility battery producer in China in terms of shipments. Contemporary Amperex Technology Co., Limited (CATL) focuses on the European standard, in preparation for its inroads in the international market. It has been supplying only LFP batteries for electric buses in China (e.g. Yutong and Wuzhoulong Dragon).

In the global stationary storage market, only the largest manufacturer NGK focuses on sodium sulfur (NaS). All the other manufacturers supply lithium batteries, although they have different product strategies and business development priorities based on development experience and technical competences. A key requirement for storage systems is longevity. The long-life battery cells developed by Aleees Eco Ark are one of the best in the industry.

The world is increasingly moving toward the green economy and promotes carbon reductions, energy efficiency and alternative energies. Advanced Lithium Electrochemistry Co., Ltd. continues to develop LFP cathode materials and

Aleees Eco Ark strives to produce cells of different materials to meet with the demand from applications in electric vehicles and storage systems going forward.

2. Interconnectivity of the industry upstream, midstream and downstream

(1) LFP Battery Industry

Upstream	Midstream	Downstream Applications
Cathode materials Anode materials Electrolytes Separator membranes Other parts	<ul style="list-style-type: none"> • Battery (cells) manufacturing industry • Battery module management 	<ul style="list-style-type: none"> • Power battery application → Electric-powered tools • Energy storage battery applications → Energy storage installations → Intelligent energy grid

(2) Research & development and sales of battery modules

Upstream	Midstream		Downstream
Automotive parts/modules	System/secondary system	Car manufacturers	End applications
<ul style="list-style-type: none"> • Battery cells • Battery modules 	<ul style="list-style-type: none"> • Battery management system • Power management system 	<ul style="list-style-type: none"> • Battery cell design & development • Battery module design & development 	<ul style="list-style-type: none"> • Battery cell manufacturing & marketing • Battery module manufacturing & marketing

3. Various development trends of products

(1) Cathode materials for LFP batteries

Batteries that can be repeatedly used for charging are known as rechargeable batteries. At present, the rechargeable batteries that are mainly being used include lead acid batteries, nickel-cadmium batteries, NiMH batteries and lithium batteries. Lithium batteries can be further divided into lithium cobalt batteries, lithium manganese batteries and Li (NiCoMn) O₂ batteries (NiCoMn) and LFP batteries.

Lead acid batteries and nickel-cadmium batteries are among the earliest developed rechargeable batteries. Their prices are cheap and technology is matured but its energy density and lifespan is far from ideal, and its main materials have huge impact on polluting the environment. Among them, nickel-cadmium batteries have been completely banned in European Union (EU) countries and the U.S due to its content of the heavy metal, nickel. Countries in Asia are gradually following suit and among them, EPA Taiwan has already announced its phase-out plan on Jan 21, 2010.

The usage lifespan of NiMH batteries are relatively longer than lead acid batteries and nickel-cadmium batteries, and it charges quickly. Due to its matured technology and relatively low pricing, it occupies an important position in actual applications of the consumer electronics market and automotive market. It has been close to a decade since the electric car started operating, however due to its serious self-discharge of power drainage, and its energy density has been unable to satisfy the power and energy storage needs of today, lithium batteries which is smaller in size and higher in energy density have started to replace it.

The earliest commercial use of lithium-ion batteries was the lithium cobalt batteries. Due to its high energy density and stable power discharge voltage, most batteries in consumer electronic products are currently using lithium cobalt

batteries. However, the stability of the material in itself is not stable and results in low safety levels of the battery, and may result in risk of fire or explosion when used in the batteries of electric vehicles. In addition, the price of its main raw material, cobalt, is expensive, hence it is not suitable for use in power or energy storage batteries of large dimensions.

The cathode materials used in lithium manganese batteries are spinel-structured; its structure is stable and relatively safe. Also, the raw material of manganese is cheap and hence it can be used in power batteries. However, its lifecycle is shorter and at the same time, high temperature will cause capacity decay and degradation of the battery, hence it is used mostly in the domain of electric bicycle and other light transportation tools.

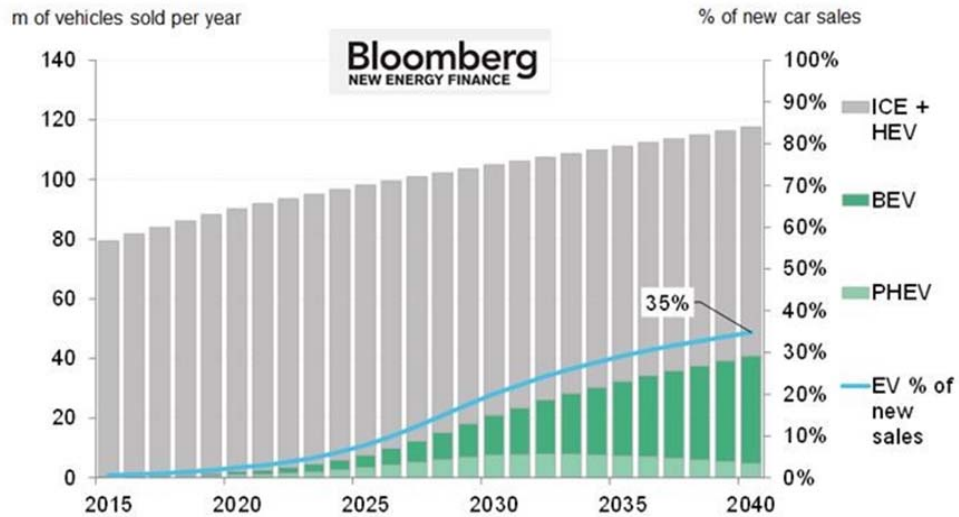
The cathode materials used in Li (NiCoMn) O₂ batteries are ceramic compounds of nickel, cobalt and manganese metallic oxides. Its energy density is close to that of lithium cobalt batteries, and it is relatively safe but not as good as LFP batteries. It has replaced lithium cobalt batteries by huge volumes in recent years and has become the mainstream of batteries for consumer electronics. In recent times, some power batteries and electric car makers have introduced it into electric car batteries. It has high potential and poses the biggest opportunity to contend with LFP batteries for use as new type of electric car batteries within the electric vehicle domain. However its lifecycle is less than LFP batteries and its heat stability is incomparable to LFP batteries (still has thermal runaway risk). As a result, its main weakness is that significant extra costs have to be incurred in the production of the battery system.

The cathode materials used in LFP batteries are olivine-structured. In its initial invention, lithium batteries of commercial value could not be produced due to its overly poor conductivity. Since 2002, with the replacement of various types of metals or development in surface modification technology, the conductivity of LFP batteries have been raised significantly, and our Group has successfully developed in our research, the LFP-NCO (Lithium ferrous phosphate nano co-crystalline compound) material, which effectively improves material conductivity by more than one million times as compared to the N-structured traditional LFP with semiconductor properties.

The most attractive aspect of the cathode materials for LFP batteries is its safety due to the phosphorus and oxygen in phosphates forming covalent bonds within the olivine structure, hence it has a crystalline structure that can be stabilized to further provide high level of battery safety and relatively long life cycle. The LFP commercially used in current cathode materials for LFP batteries have the highest level of safety, cycle use can reach 2,000 times and retain 80% of power capacity and above, low pollution impact on the environment and abundance of raw materials (mainly lithium, iron and phosphate) in source, and is considered as ideal cathode materials for lithium batteries used on electric-powered vehicles and tools as well as energy storage equipment.

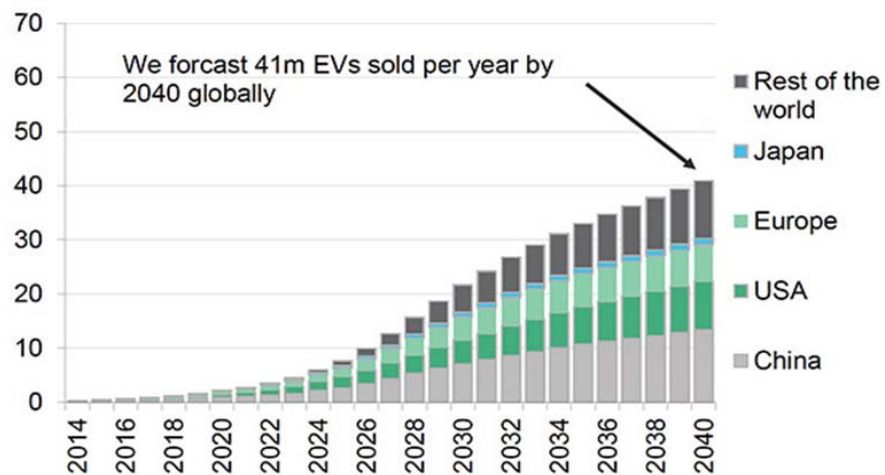
(2) Research & development and sales of batteries

According to the 2016 analysis from Bloomberg, a well-known financial service provider in the U.S., electric vehicles are forecasted to account for 35% of new vehicles in the world in 2040. The growth is tremendous as currently less than 1% of the global shipment is electric vehicles. The competition between hybrid electric vehicles (PHEV) and battery electric vehicles (BEV) has been on-going for a long time. The trend seems to indicate victory to battery electric vehicles (BEV).



The Bloomberg analysis expects China to be the largest electric vehicle market in the world (see below).

Figure 11: BNEF global EV sales forecast by geography, 2015–2040 (m vehicles per year)



Source: Bloomberg New Energy Finance, Marklines

The design of electric vehicle battery systems have to take into account the performance and characteristics of electric vehicles. In addition to achieve higher specific power to resolve range anxiety, the battery system for electric vehicles has to be highly safe (to avoid any accidents and damage to drivers/passengers), with thermal adaptability (i.e. the range of operational temperatures when vehicles are in motion), a long battery life (years of service and total cost for car owners, consistency control to ensure longevity of batteries). Other critical issues and problems to be addressed are state-of-charge estimates and control technology, the integration of thermal/electric/structural design, equalizing charging and installation costs.

China is currently the largest electric vehicle market in the world, thanks to generous subsidies. This also means local automotive and battery producers are favored and supported. As a result, their quality and technology are yet to reach a level comparable to their US/EU peers. There were even frauds for subsidies. To resolve these problems, the government modified the laws and regulations

regarding the entry threshold of battery makers. In March 2017, the Action Plan to Promote the Development of Automotive Mobility Battery Industry was jointly released by the Ministry of Industry and Information Technology, National Development and Reform Commission, the Ministry of Science and Technology and the Ministry of Finance, to specify the technical metrics required for battery cells and design standards for battery modules. This official document also sets up warranty requirements in order to prevent subsidy frauds.

中國新能源汽車國家計劃的電池內容

在2017年3/1 由4部委聯合印發的《促進汽車動力電池產業發展行動方案》的通知中要求電池的技術及品質上提升並加快研發腳步。

節能與新能源國家規劃 (2012-2020)

2020年：

- 電池模塊的質量密度達到300wh/kg以上；
- 成本降至1.5RMB/wh以下。

“十三五”計劃 新能源汽車重點研發專項 (2016-2020)

- 產業化的鋰離子能量密度達到300wh/kg以上，成本降至0.8RMB/wh以下；
- 電池模塊的質量密度達到300wh/kg以上；
- 成本降至1.5/wh以下。

中國製造 2025

- 2020年：電池能量密度達到300Wh/kg；
- 2020年：電池能量密度達到300Wh/kg；
- 2020年：電池能量密度達到300Wh/kg；

2017/3/1工業和資訊化部 發展改革委 科技部 財政部 印發《促進汽車動力電池產業發展行動方案》的通知

1.產品性能大幅提升

2020年須達到需求

能量需求: Cell > 300Wh/kg (高端目標 >350Wh/kg), Pack >260Wh/kg

價格需求: Pack < 1RMB/Wh

使用環境: Pack -30°C~50°C

充電能力: Pack 能3C充電

2025年須達到需求

能量需求: Cell > 500Wh/kg

(積極推動鋰硫電池、金屬空氣電池、固態電池等新體系電池的研究和工程化開發，2020年單體電池比能量達到400瓦時/公斤以上，2025年達到500瓦時/公斤。)

The table below summarizes the cathode materials (LFP or NCM) and exterior design (cylindrical, hard shells or soft packs). Whilst the US/EU manufacturers selected NCM, most of the models were in the trial stage. Few of them were in the mass production stage. The bulk of the market shares went to NCA (supplied by Panasonic to Tesla) and LFP (for BYD).

Company	Companies Supplied	Car Models	Capacity (kwh)	Type	Battery Form	Factor Cathode Tech	
LG chem	GM	Volt	16-18	PHEV	Pouch	NCM	
		Bolt	50	EV	Pouch	NCM	
		Spark	21.3	EV	Pouch	NCM	
	Renault	Zoe	22	EV	Pouch	NCM	
		Iwizy	6.1	EV	Pouch	NCM	
	Hyundai Motor	Fluence	22	EV	Pouch	NCM	
		Avantte			HEV	Pouch	NCM
		Sonata	9.8	PHEV	Pouch	NCM	
		Sonata	1.62	HEV	Pouch	NCM	
		Grandeur			HEV	Pouch	NCM
Kia Motors	Forte			HEV	Pouch	NCM	
	K5	1.4	HFV	Pouch	NCM		
		K7		HEV	Pouch	NCM	
	Ford	Focus Electric	23	EV	Pouch	NCM	
	Cadillac	ELR	17.1	PHEV	Pouch	NCM	
	Volvo	V60		PHEV	Pouch	NCM	
AESC	Nissan	Leaf	24-30	EV	Pouch	LMO	
SK Innovation	Kia Motors	Soul EV	27	EV	Pouch	NCM	
		EV200	30.4	EV	Pouch	NCM	
	北汽	EX200	30.4	EV	Pouch	NCM	
Li Tec	daimler	Smart		EV	Pouch	NCM	
ATL	北汽	EU260	41	EV	Pouch	NCM	
		一汽	歐朗EV	21	EV	Pouch	NCM
SDI	BMW	i3	22	EV	Prismatic	NCM	
		i8	7.1	HEV	Prismatic	NCM	
	Volkswagen			PHEV	Prismatic	NCM	
Panasonic	Tesla	Model S	65-90	EV	Cylindrical	NCA	
		Model X	60-85	EV	Cylindrical	NCA	
Toshiba	Honda	Fit	20	EV	Prismatic	LTO	
BYD	BYD	Qin	13	PHEV	Prismatic	LFP	

The volume energy density of the battery cells developed by Aleees Eco Ark reaches 135wh/kg and achieves nearly 20,000 cycles in the high-power environment. These are the highest levels in the mass market for LFP cells. Our cells have passed all the tests by UN38.3 and QCT-743 in China. We endeavor to increase the volume energy density of our cells, in order to obtain up to 1.2 times of subsidies for battery packs. As long as these cells can be ramped up in China as scheduled, they will contribute positively to the profits of FDG Electric Vehicles Limited.

Aleees Eco Ark's R&D team is aiming to attain the cell specifications set for 2020: 300wh/kg for regular cells and greater than 350wh/kg for high end cells. They are now verifying the NCM materials to develop the next generation of cells. The experiment results of initial samples are expected for next year.

4. Competitive Landscape

(1) Cathode materials for LFP batteries

Relatively well-known vendors around the world developing cathode materials for LFP batteries: Besides our Group, there is CAEC, Tatung Fine Chemicals, A123 (declared bankruptcy in Oct 2010 and its assets has already acquired by Wan Xiang Group from China), Süd-Chemie, Valence (has applied for restructuring with the United States Bankruptcy Court for the Western District of Texas in July 2012, by the end of 2013, the bankruptcy procedure has closed, and Valence withdraw the listing in USA), BASF, Sumitomo Osaka Cement, Mitsui Engineering & Shipbuilding, Pulead Technology, Tianjin STL Energy, Hunan Shanshan and Shenzhen BTR. The following is the breakdown analysis on LFP production:

Table: Comparison of LFP Manufacturing Technology

Manufacturing	Hydrothermal synthesis	Sol-gel Method	Dry Solidification Method
Manufacturing Precision	200 nm	200 nm	1.5 μm
Capacity Density	High (155mAh/g)	High (155mAh/g)	Low (140mAh/g)
Lifecycle	Excellent (>2,000 times@SOC 80%)	Excellent (>2,000 times@SOC 80%)	Poor (>2,000 times@SOC 70%)
Manufacturing Cost	High (4X)	Medium (1.76X)	Low (1X)
Expandability of Production Capacity	Poor	Medium	Excellent
Quick Charge/Discharge	Excellent	Excellent	Poor
Battery Processing Properties	Poor	Excellent	Excellent
Main Markets	European Union (EU)/U.S/Japan	European Union (EU)/U.S/Japan/Mainland China	Mainland China
Most Suitable Application	HEV Battery Grid Battery Tooling Battery	PHEV/EV Battery Off-grid Deep Cycle Battery Grid Battery	E-bike E-scooter

Data Source: Collection by Company

The current manufacturing process of hydrothermal synthesis is able to synthesize relative small grains of LFP. However its cost is relatively high and the manufacturing process is relatively complex which limits its development in production capacity. The biggest issue that lies with dry solidification method is the μm dimension level of the product and is limited by the differences in the physical properties of its raw materials. The issue of instability in product quality arises easily during the manufacturing process and makes it impossible to penetrate the high end product market. A comprehensive survey of all the production methods of competing products shows that there is no evading the limitations of manufacturing technology and production installations, there is no way to provide products of high C/P ratio and stability.

Our Group uses the sol-gel method to manufacture LFP, the advantage is that phosphate-iron crystals synthesized through heat bonding goes through another heat bonding process with lithium salts, and this would achieve a LFP high end product with stable structures and high purity yield. The application for patent protection of this special manufacturing process has already been submitted overseas.

Comparison of the cathode materials for LFP batteries produced by our Group with other competitors in the industry is as follows:

Company	Domestic Competitors		Aleees (Cayman)
Power Capacity (mAh/g) (Note 1)	140	150	155
Manufacturing Process	LFP Oxides Dry Manufacturing Process	LFP Metal Doping Process	LFP Nano Metal Oxide Co-Crystals Compound Manufacturing Process
Lifecycle (Note 2)	>2000 times @SOC70%	2,000 times @SOC 80%	>2000 times @SOC80%
Manufacturing Precision	1.5 μm	1,000nm (1.0 μm)	200nm
Manufacturing Distinction	Manufacturing Time is Short Manufacturing Cost is Low	Product Stability is High	Power Capacity of Product is High Product Stability is High

Data Source: Test Report of NTU TL Industrial Research Center and competitors' website

Note 1: Refers to the power capacity of every gram of cathode material, under the same weight of cathode material, the higher the power capacity, the higher its mass and energy density.

Note 2: Refers to the % of original power capacity after having gone through a lifecycle of more than 2,000 times of charging/discharging.

Our Group is currently mass producing products similar to its competitors and regardless of power capacity, lifecycle and product quality and stability, our products are more superior to that of our competitors. From the perspective of customers, although using the cathode materials for LFP batteries made by our Group costs slightly higher than that of our competitors, the batteries produced by the customers would have higher power capacity and sell for higher prices due to our higher power capacity and stability. This creates even greater benefits for the customer.

The power capacity of cathode materials for LFP batteries determines the equivalent no. of battery cells capacity being produced and the cathode materials for LFP batteries is an important component of LFP battery cells. LFP battery cells are formed by cathode materials, anode materials, separator membranes and electrolytes, and the cathode materials for LFP batteries makes up 15-20% of the total manufacturing costs of LFP battery cells. Although the prices of our group products are around 30% higher than our competitors, the actual manufacturing costs of LFP battery cells has increased only by 4.5% - 6%. Customers who used the products made by Aleees (Cayman) as compared to products made by the same industry who using the dry manufacturing process, is able to have 10.7% higher capacity $[(155/140)*100%=10.7\%]$. That is to say by calculating the capacity cost of battery cells, the selling price of the battery cells can be increased by 10.7% by using the products made by our Group, and by deducting the cost increase of 4.5% - 6%, the products can help to create additional 4.7%-6.2% of value for the customer. That is why customers are still willing to use the products of our Group even when our prices are higher.

In the future, our Group shall strive to develop products with even higher C/P ratio for use by customers, and carry out even greater improvements in our manufacturing processes, so as to produce higher output in products to meet the future growth of the electric car (including electric buses) market. In addition, our Group shall strive to extend the lifespan of battery use to lower costs for the user and raise the acceptance level of users toward electric cars (including electric buses). At this moment, we have achieved great results in our testing

phase and we hope that this product can be promoted universally within 2 years to the electric car (including electric buses) market.

(2) Research & development and sales of batteries

There is no consensus regarding the best form factors of mobility batteries. Different auto makers and battery cell manufacturers have their strengths and weaknesses. Below is a list of pros and cons for batteries of different sizes, production methods and form factors (prismatic, cylindrical and pouch).

	Large - Prismatic	Large - Pouch	Small - Cylindrical
Pros	Best scalability; High cycle life	Form factor	Cheap & commoditized
Cons	Currently expensive	Expensive and hard to scale	Need sophisticated BMS
Main cell maker	Samsung SDI, Panasonic, BYD, EnerDel, ATL, PEVE, LEJ	AESE, LG Chem, SK Innovation	Panasonic
Market share (volume)	26%	49%	25%
Market share (sales)	33%	54%	13%
Main auto OEM	Toyota, Mitsubishi, Honda, BMW, VW, Audi, Chrysler, BYD, Ford	Nissan, GM, Ford; Renault, Daimler, Hyundai, Volvo	Tesla

Source: Tesla, Navigant research and Bernstein research

The battery cells currently developed by Aleees Eco Ark (Taiwan) are based on 25Ah pouch LFP cathodes produced by Advanced Lithium Electrochemistry to the German standard size (commonly known as VDA), similar to cells produced by AESC and LG Chem. The large-size LFP battery cells under development by Aleees Eco Ark (Taiwan), with the LFP cathodes manufactured by Advanced Lithium Electrochemistry, are most similar with the pouch cells produced by A123 in the U.S. in terms of packaging design and specifications. However, the statistics available on A123's official website regarding the number of cycles suggest that the cells by Aleees Eco Ark (Taiwan) perform better. We are currently discussing with FDG Electric Vehicles Limited concerning mass productions in China.

(iii) Overview on Technology and R&D

1. Technology level and R&D status of Operated Business

Since its establishment in 2005, Aleees Taiwan, a subsidiary of our Company, has emphasized its efforts on the development of critical olivine-structure materials used in Lithium-ion batteries. The development of its LFP-NCO technology was completed in 2007 and helps to enhance the power capacity and lifecycle of products as part of its main technology roadmap strategy. This core technology with a competitive edge provides the driving force to enable the advancement of electric vehicle and clean energy storage businesses. Currently, with its own LFP-NCO patent, Aleees Taiwan has already achieved a leadership position in the global market through the introduction of its cathode materials for LFP batteries. Also, it engages in customized production to fulfill the needs of different customers. While in the domain of electric vehicle applications, Aleees Eco Ark (Taiwan) has become the first company in Taiwan to fulfill the conditions to operate the electric bus and battery charging/swap station system.

The use in lithium-ion batteries for electric vehicles industry is still currently under development, and its cost is an important consideration due to the fact that cathode

materials form the highest ratio in the overall material cost of batteries, as well as being the most obvious in affecting battery performances. In order to break through on the overly high pricing issue which is affecting its commoditization, our Group has successfully importing new processes and used a dual layer conductive substance structure to develop a new generation of extended lifespan cathode materials for LFP batteries, hope to gradually lowering the cost of battery for each use. In addition, we further continuous development of high voltage olivine-structured cathode materials , high voltage cathode materials will make the energy density of battery more powerful, and make the endurance of electric buses more farther. . Base on the above saying, we shall effectively facilitate the advancement of relevant new energy businesses.

The funds to be used for the aforementioned research & development programs would account for 80% of the aggregate total research & development budget for 2017. The aggregate total research & development budget would account for 5% of the aggregate total annual revenues of 2017.

2. Researchers and their academic qualifications/experience

Year	2013	2014	2015	2016	
Researchers	58	85	71	38	
Average Experience	1.98	1.06	2.33	2.92	
Academic Distribution	PhD Holders	8.62%	4.71%	4.23%	0.00%
	Master's Degree Holder	41.38%	32.94%	28.17%	55.26%
	Undergraduate and Vocational Institution graduate	43.10%	54.12%	64.79%	42.11%
	High School	6.90%	8.23%	2.82%	2.63%

3. Research expenses incurred in recent years and as at the printing of the annual report Unit: K NTD

Year	2016	Q1 2017
Research Expenses	181,531	13,653
Net Income	1,318,280	203,594
As a % of Net Income	13.77%	6.71%

4. Successfully developed technology or products

Business Segment	Period	Results of Product R&D
Cathode Material Business	2006~2008	LFP-NCO materials.
	2010~2011	Completed the development of battery module for electric buses.
	2010~2011	Completed development of BMS for LFP batteries.
	2011	Completed development of extended lifespan materials.
		Completed the development of extended lifespan anode materials for LFP
		Completed the development of Fe ₇ (PO ₄) ₆ co-crystalline precursor compounds.
2011~2012	Completed development of manufacturing process for new generation of carbon cladding material to reinforce structural	

Business Segment	Period	Results of Product R&D	
		heat bonding.	
	2012	Completed the development of next generation of specialized water-based binder.	
		Completed the development of next generation of low temperature-based functional product.	
		Completed the development phase of next generation powder granulation processing lab.	
	2013	Completed the MP testing of next generation of specialized water-based binder.	
		Completed the MP testing of next generation of low temperature-based functional product.	
	2014	Completed development of high power LFP cathode materials of new generation.	
		Completed development of long-performance high purity LFP cathode materials of new generation.	
	2015	Completed the development testing pilot production of next generation powder granulation processing.	
		Completed development testing pilot production of high power LFP cathode materials of new generation.	
	2016	Provided samples of the next generation high-power LFP cathodes to clients.	
		Completed a five-year subsidized technology development project by working with National Taiwan University of Science and Technology on the layer-structured high-voltage cathode materials.	
	Battery Business	2009~2010	Produced its first pure electric-powered low-floor battery swappable bus.
		2012	Completed the 20ft movable battery swap shelf, began operations.
Completed the battery management and distribution system, began operations.			
Completed the remote monitoring and fee computation system of the battery swap station, began operations.			
Produced its first electric-powered low-floor mid-sized bus.			
2013		System connections of the battery swap station, vehicle communications and control system.	
		Standardization of battery module specifications, and can be used interchangeably on all types of vehicle models.	
		Battery ID effectively manages the status of every battery, extend battery lifespan and ensure safety.	
		Mid-sized bus passed the certification test at VSCC and received the "Vehicle Safety Approval Certificate" from the Ministry of Transportation and Communications.	
2015		Completed development of high power battery.	
		Completed development of the phase I in battery charging and swapping two way system of electric buses.	
2016		Completed the development, cost optimization and improvement of long-life batteries	
		Completed the design and testing of pouch modules	
		Obtained ISO17025 certified by TAF for Safety Lab	

(iv) Short and long term business development plan

1. Short term business development strategy and plan

- (1) Cathode materials for LFP batteries
 - ① Provide comprehensive solution: Besides providing recommended use of sales products to customers, our Group also provides other complementary suggestions of critical materials, as well as selected purchase, use of equipment, environmental control and other information.
 - ② Engage in strategic alliance sales: Tie up with well-known vendors around the world to engage in complementary sales. Jointly develop products and comprehensive solution besides further sharing of customer resources to carry out integrated sales.
 - ③ Refinement of product line: In order to satisfy the needs of different customers, our Group shall gradually develop different types of products for customers with different processes, so as to lower the introduction costs of customers. Special emphasis is placed on the development of extended lifespan cathode materials for electric transportation tools to accelerate market application.
 - ④ Provide better technical services: Our subsidiary in China, Aleees SH, has a seasoned team of field application engineers (FAEs), able to add value by quickly and effectively assisting customers in use cases and rapid introductions of products.

- (2) Research & development and sales of batteries

- ① The cells developed by Aleees Eco Ark (Taiwan) have passed all the relevant tests in China. We are also designing a battery module for medium-sized Changjiang EV bus of the FDG Electric Vehicles Limited, with the volume energy ratio qualified for 1.2 times subsidy for batteries as prescribed by the Ministry of Industry and Information Technology.
- ② Aleees Eco Ark (Taiwan) is currently designing the next generation high-capacity battery cells. By leveraging the resources of the FDG Electric Vehicles Limited to reduce procurement costs, we are accelerating our development by confirming the specifications for battery cells to be used for Changjiang EV.

2. Long term business development strategy and plan

- (1) Continue with the R&D of critical technology and patents, and maintain our competitiveness in the industry.
- (2) Progressively expand the application domains of our products and strengthen revenue growth momentum.
- (3) Engage in collaboration plans with domestic and foreign professional research units and academic institutions; carry out research on material synthesis, material application science and other directions through such methods of collaboration. Cultivate the talent needed by the company during the course of such collaboration process to enhance corporate competitiveness in the long term.
- (4) Implement corporate governance, reinforce risk management, sustainable management of the company and create maximum wealth for the shareholders.

2. Overview on Market and Product Sales

(i) Market Analysis

1. Main Sales Regions

Our Group primarily marketed the products toward Asian regions. In fact, the LFP battery manufacturers throughout the world are concentrated in Asia. Under the energy policies and overall need of the industries, our Group plays the role as the flagship suppliers of LFP materials. In coordination with the local government policies and the requirements of customers, our customers, primarily concentrated in China, are in mounting demand of material supply from our Group.

Unit: K NTD; %

Region	2014		2015		2016	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
Asia	861,020	99.56%	1,080,379	98.7%	1,259,690	95.60%
Americas	1,307	0.15%	12,229	1.1%	57,809	4.40%
European Union (EU)	2,496	0.29%	2,043	0.2%	781	0.10%
Others	—	—	—	—	—	—
Total	864,823	100.00	1,094,651	100%	1,318,280	100%

2. Market Share Rate

Our Group started in the initial commoditization period of cathode materials for LFP batteries. We started to invest in the R&D and patent deployment of cathode materials for LFP batteries in 2005, and we publicized our cathode material patent for LFP-NCO in 2007. Through the refinement of our manufacturing processes in between, we were able to smoothly start official mass production in November 2008. In recent years, we have continued to expand our production capacity and the consolidated sales volume of our Group in 2011 and 2012 were 911 tons and 1,157 tons respectively. According to ITIS, MOEA which cited the statistics and forecast information provided by IEK, ITRI in October 2012, IEK estimated that the shipment volume of cathode materials for LFP batteries in the global market to be 3,575 tons and 5,919 tons respectively. The market share rate of our Group in the global market for 2011 and 2012 are respectively 25.48% and 19.55%.

In 2013, due to the electric vehicle policy changes in Mainland China, the demand of cathode materials for LFP batteries in the second half of the year declined. Based on the estimates of ITRI, the 2013 shipment volume in the global market is expected to drop around 20% to 30% as compared to 2012. In a year of unclear policy and market elimination, Aleees shipment volume in 2013 was 914 tons. Even though the decline is around 20% year-over-year, our drop has not been as bad as some of our competitors; we have been able to secure our 20% mark in market share rate globally.

Thanks to the policy support in China to promote alternative energy and new energy vehicles in 2014, all the relevant sectors enjoyed significant growth. Aleees' shipment in 2014 totaled 1,997 tons, more than double from 2013, and accounting for approximately 20% of the global market share. By the end of 2015, our cumulative shipment was more than 8,000 tons. This number exceeded 10,000 by the end of 2016.

3. Supply situation and growth of market in the future

In 2015 amidst the “heated energy war” and crisis consciousness of “Under the heavenly Dome”, the overall new energy industries would be driven into a rapid development, the Chinese authorities heavily back up new energy vehicular policies, and it fortuitously ended China’s 12th five-year plan, also drove out the full capacity of the whole industry supply chain. The production of global new energy vehicles doubling, the production in 2015 is 691,900 units, it has 97.9% increase of YOY, and the growth in China market also exceeds expectation, achieve 378,900 units. The new energy vehicles production percentage in China from 2014 to 2015 has increased from 24.01% to 54.76%, and China has become the most important production and sales market in the world. (Date source: MIIT of China, Jan. 2016)

The pure electric vehicles (EV), Plug-in hybrid electric vehicles (PHEV) and pure electric buses of 2015 were firmly and jointly backed up by four Ministries including Finance, Technology, Industry & Information as well as Development Reform Committee under the “Notice for Better Promotion of New Energy Vehicle Application” jointly issued by the four ministries. The Ministry of Finance in the Central Government promulgated that the current policies to subsidize and promote new energy vehicles would be continually implemented till 2021 which would drive the overall industries into continued warmth.

The trend analysis report on electric vehicles and automotive batteries market according to Chung-Hua Institution for Economic Research indicates that based on the EV and PHEV development roadmap released by IEA in 2011, the sales volume for EV and PHEV in 2012, 2015 and 2020 respectively are as follows:

Comparison Table on Global Growth Estimates of Electric-Powered Tools and Policy Development of Countries in Reaching the Hypothesis

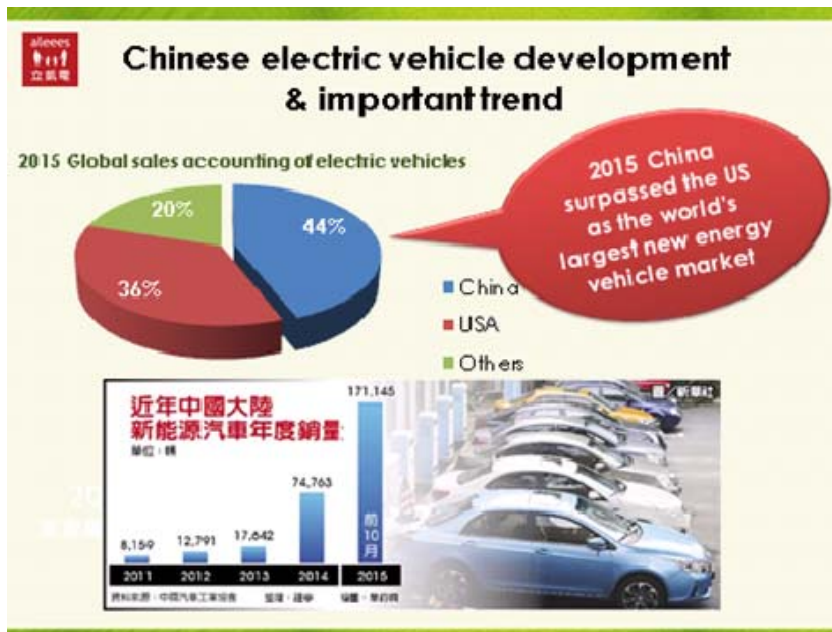
Unit: Vehicles

	2012	2015	2020
IEA estimates	80,000	1,200,000	7,200,000
Full target achievement basis by various countries worldwide	80,000	2,000,000	4,000,000
Optimal level of full target achievement basis by various countries worldwide	80,000	3,000,000	10,000,000

Data Source: Fu-Yao Guo, Chung-Hua Institution for Economic Research, August 2012, “Trend analysis on global electric vehicles and automotive batteries market”

Lithium battery trend is sweeping the world. According to the OICA data accounted by Gasgoo, the total sales of electric vehicles rose 72.8% YOY in 2015, where the sales in China has reached 207,382 units, the first time surpassed the USA market, to become the country with the highest sales of electric vehicles. This trend upsurge affects global lithium battery market to grow up at several times speed, market size will grow to USD 100 billion within a decade, it’s a very conservative estimate. In accordance with the global production environment and the analysis of market needs, China will become the world factory of lithium battery and further will become the largest consumer country of lithium battery. Market forecast, China vehicle market will need 100 1GWh battery factories in 2020, and still has a huge room for growth, we shall pay attention on it.

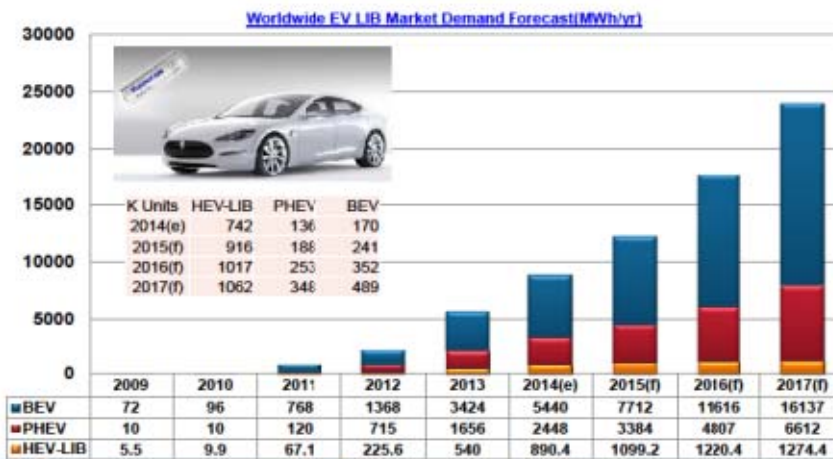
Diagram: Chinese electric vehicle development & important trend



Data Source: Collection by Company

Diagram: Worldwide electric vehicle requirement forecast

- 2014年電動車出貨成長量較預期高(PHEV+BEV應可達26萬輛以上)
- 2015年若以中國大陸為主刺激政策延續，有機會呈倍數成長



Source: ITRI/IEK Analysis (2014/12)

Data Source: IEK(2014/12)

Under the full target achievement basis by various countries worldwide, IEA has collated the policy targets set by governments from various countries worldwide with regards to EV and PHEV, and worked on the hypothesis that all policy targets will be smoothly accomplished. Further assumptions were made in this scenario where after all respective governments have achieved their policy targets, the EV and PHEV market in various countries worldwide will not be able to sustain the pace of policy subsidies and hence growth will start to ease up.

Under optimal level of full target achievement basis by various countries worldwide, IEA has similarly worked on the hypothesis that all policy targets will be smoothly accomplished. However what is different is that under this scenario, IEA assumes that

after all respective governments have achieved their policy targets, the EV and PHEV market in various countries worldwide will continue to grow rapidly and this growth will sustain to 2020.

Based on the sales volume estimates of IEA, Chung-Hua Institution for Economic Research has also taken into consideration the hypothesized conditions of lithium battery cost breakdown by the Center of Globalization Governance & Competitiveness, Deutsche Bank, to carry out a market scale estimate of cathode materials for LFP batteries, which indicates the range of NTD 21.8 billion to 54.4 billion in 2015 and NTD 98.5 billion – 246.3 billion in 2020.

Table: Market Analysis of Chung-Hua Institution for Economic Research

Unit: NTD 100M

Market scale of cathode materials	Year 2015	Year 2020
IEA estimates	544	2,533
Full target achievement basis by various countries worldwide	907	1,407
Optimal level of full target achievement basis by various countries worldwide	1,360	3,518
Market penetration rate of cathode materials for LFP batteries	40%	70%
IEA estimates	218	1,773
Full target achievement basis by various countries worldwide	363	985
Optimal level of full target achievement basis by various countries worldwide	544	2,463

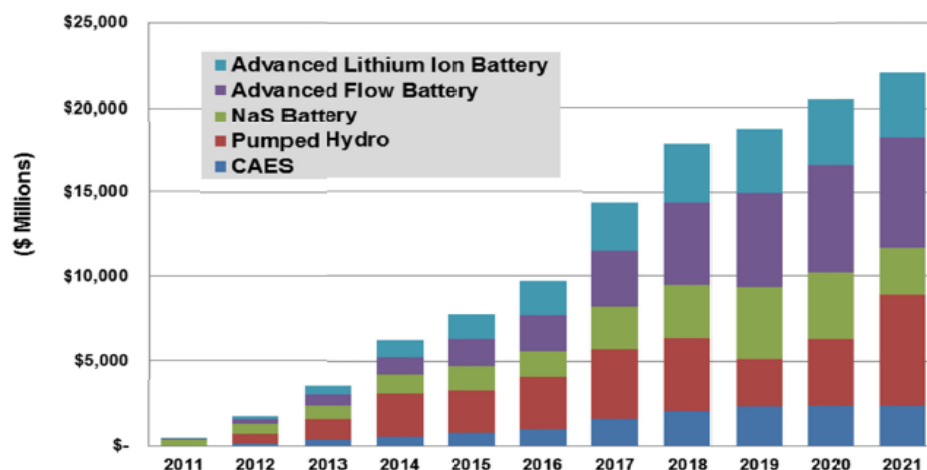
Data Source: Fu-Yao Guo, Chung-Hua Institution for Economic Research, August 2012, “Trend analysis on global electric vehicles and automotive batteries market”

LFP is the only one among all lithium batteries to have a lifecycle beyond 2,000 times, and is the most suitable choice for use in electric power storage among all lithium batteries. At present, it is actually being used in engineering of power grid stations and backup systems of power supply base stations. The tender bids for energy storage batteries of State Grid Corporation of China and China Southern Power Grid are cases which have utilized LFP batteries for the technological application of its energy storage. Other cases include the supply of LFP batteries to China Southern Power Grid by BYD, the agreement of cooperation intent signed between A123 Systems and AES Energy, as well as the construction of the 9 MWp photovoltaic (PV) plant on the French Reunion Island led by French battery cell maker, SAFT. In Taiwan, the Chung-Shan Institute of Science & Technology adopted the retired batteries of our Group into secondary use in Hsiaojinmen Energy Storage System to supply the power to the local residents.

In the aspect of the energy storage market, according to the study report and estimate by Pike Research, the scale of the energy storage market will reach USD8 billion by 2015. This includes compressed air energy storage technology, hydraulic turbine energy storage technology, sodium-sulfur batteries, redox flow batteries and lithium batteries. Among them, the demand for lithium batteries is NTD44 billion, which equates to a demand of 9,700 tons of cathode materials for lithium batteries and a total market value of NTD5.82 billion, and the ratio of cathode materials for LFP batteries within this is between 40% - 50%, which equates to a market value of NTD2.3 billion to NTD 2.9 billion.

Diagram: Estimated Scale of Global Energy Storage Market

Chart 1.1 Installed Revenue by ESG Technology, World Markets: 2011-2021



(Source: Pike Research)

Data Source: Pike Research (Published Q3 2011)

Looking ahead to 2014, with the release of China's policy subsidies of new energy vehicle, energy conservation and carbon reduction is indicated as a major focal point of local implementation. On the basis that the carbon emission of a diesel public bus is that of 40 sedans, and calculation of subsidies and emission volume, for the subsidy of RMB500,000 for every public bus, the Chinese government will have to spend RMB2.4 million to subsidize 40 sedans with equivalent emission volume. With the consideration of economic benefits and costs, as China pushes forward with the development of electric buses, its external environment costs and national health and medical expenses shall also reduce greatly. As of the end of 2015, the accumulated shipment volume of cathode materials for LFP batteries by the Company to date has reached 8,000 tons, and 90% of its customers are located in China, and then resold to other countries around the world. According to the 2015 global lithium battery sales calculation, the proportion of the world's lithium batteries, small batteries has decreased from 97.04% in 2011 to 66.28% in 2015, and power batteries has increased to 28.26% in 2015, our Group estimates that the abovementioned applications will gradually mature and become universal. Besides, continually in the Chinese market starting to warm up again with 12th Five-Year Plan and 13th Five-Year Plan, the Chinese government will continue the policy of subsidies for new energy after 2020.

In China, the subsidies for new energy vehicles in 2016-2020 will gradually step down. Except for fuel cell vehicles, the subsidies for all the other new energy vehicles will slowly decline in 2017-2020. The subsidy in 2017-2018 will be reduced by 20% from 2016 and the subsidy in 2019-2020 will be down 40% from the 2016 level.

The subsidies for new energy vehicles are still for BEV, PHEV and fuel cell cars. However, the technical requirements have been raised. The threshold for EV subsidies was increased from the range of 80 kilometers to 100 kilometers. The maximum speed of the vehicles cannot fall below 100 KM/hr.

Below is the summary by EV Days (<http://www.evdays.com/>) of the national subsidies for new energy vehicles in 2013-2020 in China. The changes are rather significant.

Unit: RMB 10,000

新能源汽车 2013-2020 年新能源汽车补贴标准									
车型类别	里程数 (公里)	2013	2014	2015	2016	2017	2018	2019	2020
纯电动乘用车	2013-2015 年 (80<R<150)	3.5	3.325	3.15	—	—	—	—	—
	2016-2020 年 (100<R<150)	—	—	—	2.5	2	2	1.5	1.5
	150<R<250	5	4.75	4.5	4.5	3.6	3.6	2.7	2.7
	R>250	6	5.7	5.4	5.5	4.4	4.4	3.3	3.3
插电式混合动力乘用车 (含增程式)	R>50	3.5	3.325	3.15	3	2.4	2.4	1.8	1.8
燃料电池乘用车	—	20	19	18	20	20	20	20	20

First of all, the subsidies are being cuts at a larger magnitude. The 2014 subsidy was a 5% decline from 2013 and the 2015 subsidy was a 10% drop from 2013. Going forward, the subsidy reductions come at a much faster pace. The subsidy in 2017-2018 will be 20% lower from 2016; the subsidy in 2019-2020 will be 40% lower than 2016.

The subsidy for BEV passenger cars with a range of >250 kilometers reduced by RMB 3,000 and RMB 6,000, respectively in 2014 and 2015, compared to 2013. The subsidy will be RMB 11,000 and RMB 22,000 lower in 2017 and 2018, respectively, than in 2016. The reduction in subsidies is rather significant under the new scheme. As the standard specifications for 2017/2018 and 2019/2020 are consistent, it is unknown whether the policy can still stimulate an explosive growth in demand.

Also, the minimum requirement for the BEV range has been increased from 80 kilometers to 100 kilometers in 2016. This is a major blow to the manufacturers of low-speed electric vehicles previously wishing to qualify for subsidies.

For the makers of micro electric vehicles such as KANDI, Tangjun, Zotye and GreenWheel can qualify for most of their models for range, but their electric cars cannot attain the requirement for the speed of 100 KM/hr under the new scheme. Hence, these micro electric vehicles will not be able to enjoy national subsidies. This is the result of growing demand for auto functionality and technology in China, forcing auto makers to develop quality products in response to policy requirements and market needs.

It is worth mentioning that the subsidy changes in 2016 from 2015 are not consistent for all segments. There are reductions and increases, in fact. The subsidy for the BEV models with a range above 250 kilometers and fuel cell cars are all higher than in 2015.

The subsidy for the BEV models with a range above 250 kilometers is RMB 55,000 in 2016, higher than RMB 54,000 in 2015. It is clear that the Chinese government wishes to see OEMS manufacturer BEV models with long ranges.

The subsidy for the BEV models with a range of 150-250 kilometers (150≤R<250km) remains at RMB 45,000 in 2016 (same as in 2015).

Meanwhile, the subsidies for fuel cell passenger cars are increased in 2015 (vs 2015), and at the same level as in 2013. It is expected that the current subsidies last until 2020, indicating the strong support of the Chinese government for fuel cell cars.

The subsidies for fuel cell passenger cars declined by 5% per annum in 2013-2015, from RMB 200,000 in 2013 to RMB 180,000 to 2015, but return to RMB 200,000 in 2016-2020. This is because of the continued commercialization of fuel cell cars.

During the past few years, Japan has made leaps and bounds in the development of fuel cell cars. Toyota's Mirai, the first mass-produced fuel cell cars, boasts a range of 650 kilometers, significantly greater than Tesla's Model S, the longest range BEV model in the Chinese market. Meanwhile, the hydrogen refill only takes 3 minutes. This resolves the problems associated with short ranges and long charging times of BEV. Also, the costs of fuel cell cars have come down dramatically. With the subsidy from the Japanese government, one Mirai costs 5.2 million Japanese yens, comparable with Toyota Crown in China. It is still not cheap, but much more affordable than 10 years ago when one fuel cell car cost 100 million Japanese yens. In the U.S., one Mirai only costs over RMB 400,000 currently.

4. Competitive Niche

(1) A professional management team in place

Our Group has set up a battery test lab to accelerate our understanding on battery properties and concurrently cooperate and interact with the academic circle on a wide ranging technological basis to enhance our R&D technology on battery materials. Also, our management team has many years of relevant rich experience in the industry, they are agile in countermeasures to the market and meticulous and quick in decision-making, as well as continue to attract talent to join our management and R&D. They are able to grasp critical technology of products and have the capability to self develop new products. Hence, we are able to relate to all changes in the market, maintain our excellent competitive advantages and continue to be in our leadership position.

(2) Refinement of manufacturing process and R&D technology

The products of our Group possess the properties of battery cell mass and relatively light in weight, and strong applicability. Our products are highly consistent and can effectively raise the reliability of batteries. It has high C/P ratio and can enhance the returns of customers. Our performance has been satisfactory to our customers and customers do not need to become the sacrificial parties of immature products.

(3) Complete deployment of patents

Our Group has strong emphasis on the development of intellectual property. We have devoted our efforts to manage, maintain and build up a complete patent protection umbrella.

(4) Encouragement in innovation and implementation of quality management

Our Group encourages our employees to be actively engaged in innovative developments and our employees can engage in activities that exceed the demands of our customers and lower production cost, improve current technology, create advance technology, encourage basic R&D, improvement in all types of administrative processes, and enhance yield rate and lower cost of production. According to our internal "Innovative Proposal Incentive Regulations", we give positive rewards. Also, the Group has passed the certifications of ISO9001, ISO14001, TS16949 and OHSAS18001, and led the industry in introducing Six Sigma as our basic platform to continuously introduce quality certifications, to further complement the assurance of quality stability in our products.

5. Development outlook – favorable and unfavorable factors and countermeasures

(1) Favorable factors

- ① Fulfill the green industry policy orientation of governments in various countries

Under the push of the green industry and rising oil costs, various countries have placed the development of energy storage batteries and power batteries at high levels of national strategic importance, and the intensity of funding and policy support is strong. LFP batteries have become the mainstream of power batteries and energy storage batteries due to its nature of high level of safety, high power capacity, and relatively high lifecycle and relatively environmentally friendly. The governments of countries worldwide have spared no efforts in pushing forward new energy vehicles, and has strategic plans to promote the development of the electric car industry, and with the development of its industries, there will even be more focus on LFP batteries.

- ② Widespread use of LFP batteries in application fields

The global application market for lithium batteries has in the past been mainly focused on mobile phones and notebooks and in particular Li(NiCoMn)O₂ battery due to its high energy density. In recent times, LFP is a revolutionary new material for lithium batteries and widespread studies have been initiated because of its superior properties and rapid development. It has also greatly expanded the application fields of lithium batteries and has extended to new realms of electric bicycles, hybrid fuel cell electric vehicle, electric vehicles and energy storage batteries.

- ③ High barriers to LFP technology patents and can prevent cut-throat competition

The first hurdle faced with entering LFP is the patent barrier. Companies that have entered this domain earlier have already completed their patent deployment, resulting in the high possibility of patent litigation for latecomers to the scene. Hence, there is not too many who have ventured into its production.

(2) Unfavorable factors

- ① Risk in concentrated source of raw materials: The mining of lithium is concentrated in a few areas worldwide and the main supply relies on foreign imports.

Countermeasures:

In order to eliminate the risk in concentrated source of raw materials, besides maintaining close relationship with the vendor, two or more suppliers are established for every main material to mitigate urgent request.

- ② Disorderly competition from Chinese competitors: As the outlook for the industry is good, hence there are more than 200 suppliers of cathode materials for LFP batteries in Mainland China. However, most of them do not have production capabilities, the capacity of their products is low and product quality is not stable. Many have attempted to break into the market with low pricing strategy and have formed pressure on the market to lower prices.

Countermeasures:

To overcome the low pricing tactics of the competing market, our Group has accelerated development of new products and enhances product quality to

put distance between our competitors and us. At the same time, through establishment of our brand name to attract new customers, we are actively providing other value add services to raise customer loyalty and user stickiness.

Also in comparison to suppliers of cathode materials for LFP batteries in Mainland China, we have the following competitive advantages:

- A. Stable manufacturing capabilities which has created our leading position in the market.

The stability of cathode materials for LFP batteries in terms of product quality is normally the key that determines the good or bad of their battery products in relation to the downstream battery makers. As there are many different manufacturing processes of cathode materials for LFP batteries, and the types, quantity and timing of compounds to be added will all affect the cathode materials being produced. Therefore, the biggest topic for makers of cathode materials for LFP batteries is how to keep the product quality generated consistent. Although our Company faces competition from Chinese competitors like every other industry, we have stable manufacturing capabilities and the product quality generated is highly consistent which are recognized by customers and has resulted in the shipment volume of our Company being able to lead in the Mainland China industry.

In 2011, for example, the 2011 data of IEK, ITRI, the global demand of cathode materials for LFP batteries is 3,575 tons and the company shipped out 911 tons in actual shipment during 2011 while overall Chinese competitors shipped out an around 1,400 tons. Among which, BYD and STL makes up 400 tons and they are the biggest Chinese suppliers. However they have yet to even meet half of our Company shipment volume. In the lithium battery industry, once a vendor becomes the main supplier of the battery maker, the battery maker will not casually swap supplier due to high costs in swapping, and our Company is already in a leadership position within the industry of cathode materials for LFP batteries. We have absolute comparative advantages despite facing competition from China competitors.

- B. Obtain patent licensing, helps with clinching of overseas orders outside of Mainland China by customers

Many customers of battery cell makers in Mainland China are located in regions outside China, and from the deployment status of patent licensing globally, patent issues are bound to surface when exporting to key markets (including EU, U.S., Japan and Korea). Also, all major international customers do focus on IP infringement issues when purchasing battery cells, therefore, utilizing the products of Aleees (Cayman) which already have global licensing for its patents will obviously eliminate patent concerns during the sales process of end products. Currently, as no powder factories in Mainland China has obtained patent licensing and for vendors who have already obtained patent licensing that possess mass production capabilities and sizable sales track record are limited. These two unique points mentioned above have enabled our Company to have a commanding lead over our competitors in Mainland China.

In summary, even though our Group faces competition from competitors in Mainland China, there are two comparative advantages in our stable manufacturing capability and acquired patent licensing that gives us a

commanding lead over our competitors in Mainland China. Our Company will continue to develop new products in the future to maintain our leadership position in the market.

- ③ Competitors can capitalize on patent litigation as a means of obstruction commercially

Countermeasures

- A. Our lawyers in Mainland China, U.S and EU have relatively abundant experience in working with us. These law firms specialize in intellectual property and have strong experience in cross-border cases. Hence when any dispute arises in any country, our Group is able to promptly resolve the dispute with the assistance of our adequately prepared law firms.
 - B. The patent licensing agreement was completed between our Group and LiFePO4+C Licensing AG on Jul 4, 2011. We have obtained the licensing of 92 patents in total which include the earliest patents developed by professor Goodenough, carbon cladding patents and NTT patents. This thoroughly solves the patent concerns of major battery makers in the EU, U.S, Japan and Korea. Besides accelerating sales in other markets outside the Mainland, we hope to help Chinese battery makers expand into the overseas market.
- ④ The conditions for electric car makers are yet to mature and this causes major uncertainty in the profit timing of company operations.

Countermeasures:

- A. Prior to the completion of supporting measures and basic infrastructure for personal electric car, electric buses shall provide the best possible success for commercial operations. Our Group has supported the development of electric buses and is able to greatly ensure the application of cathode materials for LFP batteries. Our revenue and profitability will significantly increase.
- B. The shareholders of our Group come from well-known enterprises worldwide (such as (FDG Electric Vehicles Limited, Ruentex Group, KPCB and QVT), which gives us huge confidence and conviction in the long term development of environmental conservation and green industries. Hence the stability in our shareholder structure is of great help to the financial stability of the Group. In addition, in order to expand the future growth of the industry and actively seek out cooperation opportunities with upstream and downstream industries, we have adopted the avenue of returning back to Taiwan for our public listing. This will enable our customers to have even more confidence in the sustainable management philosophy of our Group, and increase their desire for business collaboration. We hope that through open and transparent as well as diversified funding channels, we are able to attract the investment desire of all parties and adequately fund the needed capital for the operations of the Group.

(ii) Key usage and manufacturing processes of main products

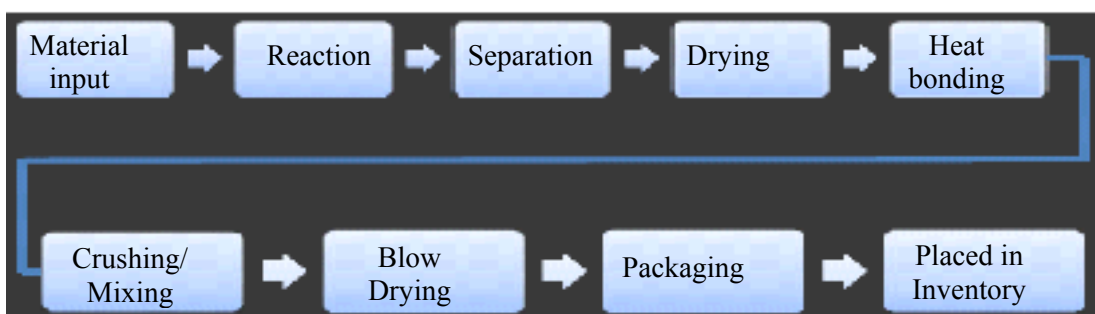
1. Key usage of main products

Main Products	Purpose
Cathode materials for LFP batteries	Cathode materials determine the power capacity and performance, and choosing the right cathode material not only increases the power capacity of

	the battery but also greatly raises the level of safety concurrently. In a green era where energy conservation and carbon reduction is advocated, with opportunities in demand for electric vehicles emerging, and demand for large scale energy storage installations expanding, there are not many choices for batteries which have high level of safety and power capacity, thus the use LFP as the cathode materials for lithium batteries fortuitously satisfy the demands of this new emerging market.
Modular batteries	Plays the role of auxiliary battery for electric buses.

2. Manufacturing processes of main products

(1) Cathode materials for LFP batteries



(2) Research & development and sales of batteries

Item	Manufacturing (development) Process
Battery System	<ol style="list-style-type: none">1. Uses the cathode materials for LFP batteries developed, manufactured, globally patent-protected by Aleees Taiwan.2. Production of battery cells is outsourced to world class battery cell makers.3. The modular battery system is self designed by Aleees and jointly developed and manufactured with domestic vendors.

(iii) Supply situation of main raw materials:

LFP cathode materials

Main Raw Materials	Supplier	Supply Situation
Lithium compound	FMC, Albemarle Taiwan, Ltd. (Note)	Normal
Phosphoric acid	Kanto-PPC, E-CHEM	Normal
Ferrous compound	Höganäs	Normal

Note: ALB in the U.S. merged with Jiangxi Jingli Technology and Rockwood Lithium.

(iv) Customer list for inbound/outbound sales of main product

1. Details of annual inbound shipment volume of suppliers making up more than 10% of total inbound amount in recent two years, and explanation on the reasons for increase/decrease. Some supplier names cannot be disclosed due to agreement clauses, and is represented by alphabetical symbols.

Unit: K NTD

Item	2015				2016				Q1 2017			
	Name	Amount	The ratio of annual net inbound shipment amount (%)	Relationship with the founder	Name	Amount	The ratio of annual net inbound shipment amount (%)	Relationship with the founder	Name	Amount	The ratio of annual net inbound shipment amount in quarter (%)	Relationship with the founder
1	Sichuan Guo Run	140,955	44.38%	None (Note 1)	Rockwood Lithium Taiwan Co. Ltd.	129,260	31.26%	None	Albemarle Taiwan, Ltd.	21,005	43.79%	Note 2
2	KANTO-PP C Inc.	70,395	22.17%	None	Jiangxi JiangLi	78,068	18.88%	None	FMC	13,282	27.69%	None
3	Höganäs Sweden	48,310	15.21%	None	FMC	60,065	14.53%	None	E-CHEM	8,285	17.27%	None
4	-	-	-	-	Höganäs	46,991	11.36%	None				
	Other	57,932	18.24%	-	Other	99,141	23.97%	-	Other	5,397	11.25%	-
	Net purchase	317,592	100.00%		Net purchase	413,525	100%		Net purchase	47,969	100%	

Note 1: The amount of Sichuan Guo Run included its affiliate "Jiangxi JiangLi".

Note 2: ALB in the U.S. merged with Jiangxi Jingli Technology and Rockwood Lithium.

Explanation regarding increase/decrease: The procurement amount and ratio changes of suppliers are mainly due to we are keep doing to reduce global warming and induce the development of green energy and electric vehicle industries in Taiwan. Efforts were emphasized on business of the research & development and sales of batteries. The changes within suppliers are considered reasonable.

2. Details of annual sales shipment volume of customers making up more than 10% of total sales amount in recent two years, and explanation on the reasons for increase/decline. Some supplier names cannot be disclosed due to agreement clauses, and is represented by alphabetical symbols.

Unit: K NTD

Item	2015				2016				Q1 2017			
	Name	Amount	The ratio of annual net inbound shipment amount (%)	Relationship with the founder	Name	Amount	The ratio of annual net inbound shipment amount (%)	Relationship with the founder	Name	Amount	The ratio of annual net inbound shipment amount in quarter(%)	Relationship with the founder
1	C Company	455,166	41.58%	None	C Company	506,708	38.44%	None	C Company	107,213	52.66%	None
2	D Company	227,411	20.77%	None	D Company	265,382	20.13%	None	FDG	36,539	17.95%	Note 3
3	A Company	139,608	12.75%	None	Red Si Fang	130,917	9.93%	None				
4	Empire Energy	(27,810)	-2.54%	(Note 2)	FDG	102,809	7.80%	Note 3				
	Other	300,276	27.44%	-	Other	312,464	23.70%	-	Other	59,842	29.39%	-
	Net sales shipment volume	1,094,651	100%		Net sales shipment volume	1,318,280	100.00%		Net sales shipment volume	203,594	100.00%	

Note 1: The net sales amount of C Company and D Company include its related companies.

Note 2: Equity method of appraisal is adopted for investee company.

Note 3: Important company to the Company.

Explanation on increase/decrease: The variation in our Group's target customers primarily results from the demand for new energy and sales to customers. Where our Group primarily puts forth maximum possible efforts to slow down global warming, boost green energy and electric vehicles in Taiwan toward research & development and sales of batteries, the variation of our target customers is still believed rational.

3. Production volume & value in the past two years:

Unit: K NTD

Year Production Output		2015			2016		
		Capacity	Productivity	Value	Capacity	Productivity	Value
Main products							
Cathode materials for LFP batteries	Kg	2,814,000	2,610,198	553,913	2,742,000	2,480,743	623,011
Other(Note)	EA; Vehicle; Each; Type	—	0	0	—	0	0

Note: Including revenues from battery cells, battery modules, electric buses, battery charging and demo services.

4. Sales volume & value in the past two years

Unit: K NTD

Year Production Output		2015				2016			
		Domestic		Export		Domestic		Export	
		Productivity	Value	Productivity	Value	Productivity	Value	Productivity	Value
Cathode materials for LFP batteries	Kg	4,790	2,432	2,497,452	1,111,714	2,410	1,969	2,357,640	1,201,920
Other (Note)	EA; Vehicle; Each; Type	996	(19,743)	820	248	15,868	10,789	7	103,602
Total		5,786	(19,130)	2,498,272	1,113,781	18,278	12,758	2,357,647	1,305,522

Note: Include income from battery cells, batteries, electric buses and battery charging.

Reasons for increase/decrease: In 2016, both production volume and revenues were at a similar level as in 2015, primarily thanks to the new energy policy promulgated in China.

3. Update of employees over the past two years and up to the printing date of this Annual Report

Year		2015	2016	As of Q1 2017
Number of personnel	Manager	10	9	9
	Manager(R&D)	1	1	1
	Researcher	70	37	37
	General staff	227	166	170
	Total	308	213	217
Average age		34.24	34.99	35.17
Average service years		3.11	3.66	3.59
Education background distribution percentage (%)	Ph. D.	2.27%	2.35%	2.30%
	Master	17.86%	20.66%	19.82%
	Bachelor/College	56.17%	48.83%	51.15%
	High school	18.83%	22.54%	20.74%
	Under high school	4.87%	5.62%	5.99%

4. Information on environmental conservation expenses

- (i) Total amount of damages and penalties from contamination of environment during the preceding year up to the printing date of this Annual Report: None
- (ii) Countermeasures and possible expenses in the future:
1. There has been no occurrence of environmental pollution in the Group which has affected the profits and competitive position of the company. Going forward, the company shall actively manage all environmental issues and comply with laws and regulation to make improvements in its work so that there will be no major impact to the profits of the Company and its competitive position or capital expenditure.
 2. Our Group has continuously made improvements in all types of installation to prevent environmental pollution, and the investment in environmental conservation can elevate environmental benefits for the company as well as doing its part for environmental protection to enhance its corporate image and reinforce its product competitiveness. The major capital expenditure for environmental conservation in this year and near future is estimated as follows:

S/N	Company	Types of Equipment Invested	Investment Amount(NTD)	Possible Benefits Generated
1	Aleees (Taiwan)	Air Filtration Installation and maintenance (Includes dust collector and scrubbing tower maintenance, and prepare to set up new scrubbing tower in 2016)	3,000,000-4,000,000	Reduce discharge of granulated particles and acidic gases
2	Aleees (Taiwan)	Waste Water Treatment Installation and maintenance(Includes all parts, and labor costs)	4,000,000	To maintain the normal operation of the wastewater treatment plant to comply with environmental laws

5. Labor Relations

- (i) Listed below are the respective welfare schemes, professional development, training, and pension schemes for company employees, as well as their implementation status. Also included are the employee agreement and the respective safeguards of employee rights, as well as implementation status.
1. Employee welfare schemes
 - (1) Insurance: In addition to statutory labor and health insurance, but still insured group insurance (life insurance, accident insurance, cancer insurance and hospitalization insurance) at their own expense for employees or dependents.
 - (2) Health and safety: The Company has arrange an annual health check of employees at its expense, to check the results, and also take the initiative to help track

treatment or observation, to ensure the health of employees. The Company further cooperation with the Association for the visually impaired, visually impaired masseurs arrange to provide plant staff relieve pressure service to help employees exercise together. And hosts regular stress management and relieve pressure meditation and other programs to promote employee health. To strengthen the awareness of disaster prevention of employees and to avoid temporary fire or other disasters caused by accidents, to establish the self-defense group, and regular set up fire drills.

- (3) Travelling: The Company Employees Benefits Committee will handle occasional staff travel, to relieve work pressure and to contact feelings each other.
- (4) Associations: The employees set up Table Tennis Team, Softball Team and Bowling Team, to encourage employees engage in leisure activities.
- (5) Vacations: The Company not only gives the “day off” accordance with the Labor Act, but also provides the extra holidays to help employees get balance of work and life.
- (6) Birthday and wedding subsidy: Each unit hold monthly birthday activities occasionally, the Employees Benefits Committee will also provide the birthday gift coupons to over three months of service employee, and provides the grant and condolences to the employee who has wedding or sudden unexpected injuries.
- (7) Childbirth subsidy: Due to the impact of Taiwan’s low birth rate, the Employees Benefits Committee also provide over three months of service employee or their spouse birth of fetal NTD 3,000 of subsidy.
- (8) Other subsidy: In addition to those benefits described above, the Employees Benefits Committee will also provide the gift coupons to over three months of service employee on Dragon Boat Festival, Mid-Autumn Festival each year.

2. Professional development and training

In order to enhance the character and work skills of employees, strengthen work efficiency and quality, the Company carries out all types of training for employees according to the contents of the annual education and training plan. They are divided mainly into management functions, core job competence and professional development training, The Company hopes to cultivate talent from such and thereby enhance operational efficiency and achieves its goal of sustainable operations. In the Company, we set up internal part-time lecturer, to achieve the purpose of inheritance and experience sharing.

3. Pension scheme and its implementation

The Company and its subsidiaries which are companies based within the territory of the Republic of China, has adopted the Defined Contribution Pension Plan according to the “Labor Pension Act” (hereafter referred to as the “New Act”), and its monthly pension contribution is based on 6% of the monthly salary paid by its subsidiaries and deposited in the individual designated pension account. Subsidiaries that are outside of the Republic of China shall follow the local laws for relevant contribution.

Also, the Company and its subsidiaries which are companies based within the territory of the People’s Republic of China shall contribute social insurance for its employees (including pension, unemployment, healthcare, childbirth, work-related injury) according to the Social Insurance Law of the People's Republic of China. The percentage and base figures for social insurance is as follows:

(Note: Revised on April 1, 2016)

Social Benefits	Social Insurance	
	Urban Households in Shanghai/Out-of-town Urban Households	
	Corporate Contribution	Individual Contribution
	(%)	(%)
Pension insurance	20.00%	8.00%
Medical insurance	10.00%	2.00%
Unemployment insurance	1.00%	0.50%
Childbirth insurance	1.00%	—
Work-related insurance	0.40%	—
Sub-total	32.40%	10.5%

For individuals who have participated in the basic pension insurance, the basic pension amount shall be paid out on a monthly basis when the individual reaches the legally stipulated retirement age and has contributed insurance premiums for 15 years. For individuals who have participated in the basic pension insurance and reaches the legally stipulated retirement age but has yet to complete 15 years of insurance contribution, the individual may carry on contribution to reach 15 years and subsequently receive the monthly payout of the basic pension amount. Alternatively, the pension insurance plan can be transferred to the new-type rural cooperative pension insurance or township community pension insurance and enjoy the corresponding pension insurance benefits according to the stipulations of the State Council.

4. Facts about accords reached by and between labor and management, and measures to safeguard employee interests:

The Company's subsidiaries have duly safeguarded lawful labor interests exactly in accordance with the Labor Contract Act and other labor related laws and regulations. Besides, in an attempt to create harmonious labor ties, the Company has convened labor meetings on a regular basis. On all labor related issues, we adopt two-way communications coordination to assure harmonious labor relations. Besides, here at the Company, we have enacted sound and comprehensive control systems and have expressly provided under various managerial rules the rights & obligations of employees and fringe benefits for employees. The Welfare Committee (Fringe Benefit Committee) would, in response to rational requests from employees, adjust the contents of fringe benefits in real time so as to safeguard maximum possible interests to employees.

(ii) Explanation regarding damages incurred by the company as a result of labor disputes in recent years and as at the printing date of this Annual Report, and discloses the forecast amount currently and possibly in the future, as well as countermeasures. If unable to reasonably forecast, the relevant facts in relation shall be explained:

The labor relations in our Group are harmonious and we have always respected the opinions of our colleagues. Employees can share their opinion at any time through meetings, labor opinion mailbox, emails or our E-Portal. The labor communications channel is smooth and unobstructed. Hence there has been no occurrence of any major labor dispute up to date.

6. Important Agreements (Including those expiring in the coming year)

S/N	Nature of Agreement	Party	Agreement Start Date	Key Contents	Restrictive Clauses
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S/N	Nature of Agreement	Party	Agreement Start Date	Key Contents	Restrictive Clauses
1	Patent Sublicense Agreement	LiFePO4+C Licensing AG	2011.06.01 until the maturity date of the patent rights	Authorizes the Company and its related companies to manufacture and produce cathode materials for battery products.	Confidentiality obligation
2	Amendment Agreement to the Patent Sublicense Agreement	LiFePO4+C Licensing AG	2012.08.28 until the maturity date of the Patent Sublicense Agreement	Under the circumstances where relevant conditions of the agreement are fulfilled, the Company and its related companies can file a lawsuit against infringing parties in its own name.	Confidentiality obligation
3	Second Amendment Agreement to the Patent Sublicense Agreement	LiFePO4+C Licensing AG	2013.07.31 until the maturity date of the previous Patent Sublicense Agreement	Construction of factory is postponed.	Confidentiality obligation
4	Patent Sublicense Agreement	Aleees Taiwan	2012.12.25 until the maturity date or early termination date of the previous Patent Sublicense Agreement	Both parties agree for Aleees (Cayman) to transfer the patent licensing rights stipulated in the original agreement to Aleees Taiwan.	None
5	Patent License Agreement	Hydro-Quebec	2010.05.19 until the maturity date of the patent rights	Authorize Aleees Taiwan to manufacture and produce anode materials for battery products	Confidentiality obligation
6	Supply Agreement	Air Products Co. Ltd.	2011.11.01 to 2019.10.31	Long term supply of gaseous substance required in the manufacturing process to Aleees Taiwan	1. Confidentiality obligation 2. Minimum usage volume per month 3. Not permitted to purchase from other vendors or self product within the agreement volume
7	Memorandum of Agreement	Air Products Co. Ltd.	2013.11.15	Following amendments made to the aforementioned S/N agreement: (1) Price Adjustment (2) Extended effective date of the agreement to 2019.10.31	None
8	Factory Lease Agreement	Yuanda Synthetic Resin Manufacturing Co., Ltd.	2014.01.01 to 2023.12.31	Both parties agree to establish the factory lease agreement.	None
9	Patent Sublicense Agreement Fourth Amendment Agreement to the Patent Sublicense Agreement	LiFePO4+C Licensing AG	2014.11.19 till expiry of the original patent licensing agreement	Change in the contents for factory establishment	Confidentiality obligation
10	Memorandum of Agreement	SONY Corporation	2014.09.01 till the specified matters are completed	Supply of parts & components	Confidentiality obligation

S/N	Nature of Agreement	Party	Agreement Start Date	Key Contents	Restrictive Clauses
11	Letter of Intent	Delta Electronics, Inc.	2015.08.25~2017.12.31	Products development and certificate	Confidentiality obligation
12	Share Subscription Agreement	FDG Kinetic Limited, FDG Kinetic Investment Limited	2016.04.14	FDG Kinetic Investment Limited subscribes the new common shares issued by Advanced Lithium Electrochemistry (Cayman) Co., Ltd. in private placement.	Confidentiality obligation
13	Subscription Agreement	FDG Electric Vehicles Limited	2016.04.14	Advanced Lithium Electrochemistry (Cayman) Co., Ltd. subscribes the new common shares and convertible bonds issued by FDG Electric Vehicles Limited	Confidentiality obligation
14	Sale and Purchase Agreement	FDG Investment Holdings Limited, FDG Electric Vehicles Limited	2016.04.14	FDG Investment Holdings Limited purchases 100% shares of ALEEES ECO ARK (CAYMAN) CO., LTD. from Advanced Lithium Electrochemistry (Cayman) Co., Ltd.	Confidentiality obligation
15	Asset Purchase Agreement	FDG Investment Holdings Limited, FDG Electric Vehicles Limited	2016.04.14	FDG Investment Holdings Limited purchases the assets from ALEEES ECO ARK CO., LTD.(including equipments 、inventory 、materials and spare parts)	Confidentiality obligation
16	Cooperation Agreement	FDG Kinectic Limited	2016.4.14~2030.03.19	FDG Kinectic Limited authorizes Advanced Lithium Electrochemistry (Cayman) Co., Limited to be consultant, for setting up factory in China.	Confidentiality obligation
17	Research and Development Service Agreement	FDG Investment Holdings Limited, FDG Electric Vehicles Limited	2016.04.14~2030.03.19	FDG Investment Holdings Limited authorizes ALEEES ECO ARK CO., LTD. to provide the services of R&D	Confidentiality obligation
18	Loan Agreement	FDG Investment Holdings Limited	2016.04.14	FDG Investment Holdings Limited loans money to Aleees Eco Ark (Cayman) Co., Ltd.	Confidentiality obligation
19	Cooperative framework agreement	FDG Kinetic Limited and the Management Committee of Gui'an New District, Guizhou Province, China	2016.11.10	Framework agreement with FDG Kinetic Limited and the Management Committee of Gui'an New District, Guizhou Province, China, to manufacture battery cathodes	Confidentiality obligation
20	Secured bank	Mega	2014.01.10 to	Aleees' land and facilities	Typical terms and conditions for bank loans

S/N	Nature of Agreement	Party	Agreement Start Date	Key Contents	Restrictive Clauses
	loan contract	International Commercial Bank	2019.01.09 (completely repaid on 2017.2.17)	collateralized for the loans to fund capacity expansion and working capital	
21	Mid-term bank loan contract secured with equipment	Mega International Commercial Bank	2015.01.22 to 2019.01.22(compl etely repaid on 2016.03.01)	Machinery and equipment collateralized for the loans to fund working capital	Typical terms and conditions for bank loans
22	Mid-term bank loan contract secured with real estates	Taiwan Cooperative Bank	2017.02.17~ 2018.02.10	Real estates collateralized for the loans to fund working capital	Typical terms and conditions for bank loans
23	Mid-term bank loan contract secured with real estates	Taiwan Cooperative Bank	2017.02.17~ 2022.02.17	Aleees Eco Ark (Taiwan)'s land and facilities collateralized for the loans to repay the loans in Item 20 and fund working capital	Typical terms and conditions for bank loans

VI. Financial standing

1. The Condensed Balance Sheet, Consolidated Income Statement over the past five years, names of the Certified Public Accountants and their audit opinions

(1) Condensed Balance Sheet and Consolidated Income Statement

i. Condensed Balance Sheet – International Financial Reporting Standards (IFRS)

Unit: K NTD

Year		Financial information for the past five Years					
Item		2012	2013	2014	2015	2016	Q1 2017
Current assets		733,817	1,426,879	1,191,118	1,150,411	1,186,784	991,806
Financial assets at fair value through profit or loss—non-current		—	—	—	—	1,011,657	1,007,519
Financial assets available for sale—non-current		—	—	—	—	616,839	545,584
Investment by Equity Method		72,722	68,492	59,869	52,093	44,462	42,181
Property, factory, and equipment		866,817	966,961	1,305,261	1,169,013	758,412	733,199
Intangible assets		275,666	244,137	225,752	199,188	160,445	153,941
Other assets		76,774	47,829	50,171	38,409	55,778	136,456
Total assets		2,025,796	2,754,298	2,832,171	2,609,114	3,834,377	3,610,686
Current liabilities	Before distribution	465,598	442,905	911,983	445,837	447,709	320,813
	After distribution	465,598	442,905	911,983	445,837	Not distributed	Not distributed
Non-Current liabilities		99,662	50,664	225,842	159,349	70,026	96,568
Total liabilities	Before distribution	565,260	493,569	1,137,825	605,186	517,735	417,381
	After distribution	565,260	493,569	1,137,825	605,186	Not distributed	Not distributed
The Equity contributed to the Parent Company		1,460,533	2,260,719	1,694,335	2,003,914	3,316,631	3,193,294
Capital stock		1,129,537	1,420,737	1,420,737	1,645,737	2,105,737	2,105,737
Capital reverse		517,581	1,201,118	1,200,030	788,220	1,507,437	1,507,437
Retained earnings	Before distribution	(177,495)	(362,809)	(925,919)	(430,783)	(44,995)	(102,444)
	After distribution	(177,495)	(362,809)	(925,919)	(430,783)	Not distributed	Not distributed
Other Equity		(1,817)	1,673	(513)	740	(251,548)	(317,436)
Non-controlled Equity		3	10	11	14	11	11
Treasury Stock		(7,273)	—	—	—	—	—
Total equity	Before distribution	1,460,536	2,260,729	1,694,346	2,003,928	3,316,642	3,610,686
	After distribution	1,460,536	2,260,729	1,694,346	2,003,928	Not distributed	Not distributed

Note: The 2014, 2015, 2016 financial information adopts the consolidated financial statements audited by independent auditors and the Q1 2017 financial information adopts the consolidated financial statements reviewed by independent auditors.

ii. Condensed Consolidated Income Statement – International Financial Reporting Standards (IFRS)

Unit: K NTD

Item	Financial information for the past five Years					
	2012	2013	2014	2015	2016	Q1 2017
Operating Revenues	653,251	577,069	864,823	1,094,651	1,318,280	203,594
Gross Operating Profit	212,399	30,248	42,938	299,454	556,432	40,779
Operating gain/loss	(186,976)	(405,330)	(577,425)	(388,243)	(19,102)	(21,060)
Non-Operating revenues and expenditures	(35,530)	(3,030)	14,316	(42,537)	(25,891)	(36,389)
Net profit before tax (loss)	(222,506)	(408,360)	(563,109)	(430,780)	(44,993)	(57,449)
Net profit from continuing operations department for current period(loss)	—	—	—	—	—	—
Loss from Discontinued Operation Units	—	—	—	—	—	—
Net profit for the current year (loss)	(222,970)	(408,360)	(563,109)	(430,780)	(44,993)	(57,449)
Other consolidated gain/loss(net after tax)	(1,817)	3,490	(2,186)	1,253	(252,288)	(65,888)
Total amount of consolidated gain/loss for the current year	(224,787)	(404,870)	(565,295)	(429,527)	(297,281)	(123,337)
Net profit (loss) contributed to the Parent Company	(222,967)	(408,358)	(563,110)	(430,783)	(44,995)	(57,449)
Net profit (loss) contributed to the non-controlled equity	(3)	(2)	1	3	2	—
Total amount of consolidated gain/loss contributed to the Parent Company	(224,784)	(404,868)	(565,296)	(429,530)	(297,283)	(123,337)
Total amount of consolidated gain/loss contributed to the non-controlled equity	(3)	(2)	1	3	2	—
Earnings per share (loss)	(2.05)	(3.36)	(3.96)	(2.65)	(0.23)	(0.27)

Note: The 2014, 2015, 2016 financial information adopts the consolidated financial statements audited by independent auditors and the Q1 2017 financial information adopts the consolidated financial statements reviewed by independent auditors.

(2) Names of CPA and their audit opinions for the past five years

Year	CPA	Name of Attributed Unit	Audit Opinions
2012	Yu-Kuan Lin, Ya-Hui Cheng	PwC Taiwan	Amended unreserved opinion
2013	Yu-Kuan Lin, Ya-Hui Cheng	PwC Taiwan	Unreserved opinion
2014	Yu-Kuan Lin, Ya-Hui Cheng	PwC Taiwan	Unreserved opinion
2015	Ya-Hui Cheng Yen-Na Li	PwC Taiwan	Unreserved opinion
2016	Ya-Hui Cheng Yen-Na Li	PwC Taiwan	Unreserved opinion

2. Financial Analyses for the Past Five Years

i. Financial analyses – International Financial Reporting Standards (IFRS)

Analyzed Item (Note 3)		Year(Note 1)	Financial information for the past five years				
		2012	2013	2014	2015	2016	Q1 2017
Capital Structure %	Debt/asset ratio (%)	27.90	17.92	40.18	23.20	13.50	11.56
	Long-term funds to property, factory and equipment ratio (%)	179.99	238.55	147.11	185.00	446.55	448.67
Debt Repayment Ability %	Current ratio (%)	157.61	322.16	130.61	258.03	265.08	309.15
	Quick ratio (%)	103.56	232.60	98.88	210.66	216.25	249.61
	Interest coverage ratio (times)	(40.63)	(84.47)	(42.18)	(31.87)	(8.10)	(61.46)
Operational Ability	Accounts receivable turnover rate (times)	4.39	3.53	2.64	3.22	7.03	4.38
	Average days of accounts receivable (days)	83	103	138	113	51.92	83
	Inventory turnover rate (times)	1.82	1.24	1.83	1.88	3.27	3.07
	Accounts payable turnover rate (times)	6.7	4.79	6.6	7.65	9.98	6.27
	Average days of sales(days)	201	295	199	194	112	119
	Fixed assets, plant and equipment turnover ratio (times)	0.86	0.63	0.76	0.88	1.37	1.09
	Total asset turnover ratio	0.35	0.24	0.31	0.40	0.41	0.22
Profitability	Return on total assets (%)	(11.66)	(16.89)	(19.69)	(15.35)	(1.24)	(1.52)
	Return on equity (%)	(16.17)	(21.95)	(28.48)	(23.30)	(1.69)	(1.77)
	Net gains before tax to paid-in capital ratio (%)	(19.70)	(28.74)	(39.63)	(26.18)	(2.14)	(2.74)
	Net gains ratio (%)	(34.13)	(70.76)	(65.11)	(39.35)	(3.41)	(28.32)
	Earnings per Share (\$)	(2.05)	(3.36)	(3.96)	(2.65)	(0.23)	(0.27)
Cash Flow	Cash flow ratio(%)	—	—	—	45.80	44.84	—
	Cash flow adequacy ratio (%)	—	—	—	9.77	26.05	34.90
	Cash reinvestment ratio (%)	—	—	—	7.57	8.85	—
Leverage	Degree of operating leverage	(3.49)	(1.42)	(0.70)	(1.67)	(46.49)	(1.94)
	Degree of financial leverage	0.97	0.99	0.98	0.97	0.79	0.96

Explanation on reasons of changes in the respective financial ratios in recent two years (Changes which are less than 20% of increase/decrease are exempted from analysis):

1. Capital Structure:
 - (1) Debt to asset ratio: Total assets significantly increased during the period as a result of the private placement of newly issued shares and investments in the ordinary shares and convertible bonds of FDG Electric Vehicles Limited. We also repaid some long-term bank loans ahead of schedule and this reduced our debts. As a result, debt to asset ratio declined.
 - (2) Ratio of long-term capital to property, plant and equipment: The ratio of long-term capital to property, plant and equipment dropped as a result of fewer disposals of property, plant and equipment and reductions in losses.
2. Debt Repayment Ability:

Interest coverage ratio: This ratio dramatically improved as a result of reduced losses and lower interest burdens (following the repayment of a portion of long-term loans).
3. Operational Ability:
 - (1) Receivable turnover and average collection days: Receivable turnover went up and average collection days went down from the previous period as a result of revenue increase in 2016 year-over-year and efforts to collect payments.
 - (2) Inventory turnover and average sales days: Inventory turnover went up and average sales days went down from the previous period as a result of the reduction in the recognized cost of goods sold (accompanied with the increase in profits) following the recognition of allowance for inventory valuation and obsolescence loss and the significant drop in inventory at the end of the period.
 - (3) Payable turnovers: Payable turnover went up from the previous period as a result of the reduction in the recognized cost of goods sold (accompanied with the increase in profits) following the recognition of allowance for inventory valuation and obsolescence loss for the disposal of electric vehicle division.
4. Profitability:

Losses during the period dramatically declined from the previous period. As a consequence, all the profitability ratios improved.
5. Cash flow –Cash flow ratio
Cash flow ratio improved with significant inflow of operating cash flows and a dramatic reduction in losses during the period.
6. Leverage –Degree of Operating Leverage
The negativity of operating leverage increased in 2016 year-over-year mainly because the electric bus business and battery cell R&D are not reached economies of scale, the disposal of electric car business came with the recognition of allowance for inventory valuation and obsolescence loss and the significant reduction of operating losses.

Note 1: Q1 2017 financial information adopts the consolidated financial statements reviewed by independent auditors

Note 2: The listing or shares shall be incorporated for analysis in the financial statements of the current year as at the printing date of the annual report in the previous quarter of company listing or shares already trading at the stock brokerage.

Note 3: the calculation methods of the analyzed items are as follows:

1. Capital structure
 - (1) Debt ratio= total debt/total asset.
 - (2) Long-term funds to property, factory and equipment ratio=(Total Equity Amount + Non-Current Liabilities)/ Net Property, Factory and Equipment
2. Debt repayment ability
 - (1) Current ratio= current asset/current liabilities
 - (2) Quick ratio= (current asset – inventory- prepaid expenses)/current liabilities
 - (3) Interest coverage ratio (times)= net profit before income tax and interest/interest expenses of the current term
3. Operational ability
 - (1) Account Receivables (including Notes receivables from operating activities and Accounts Receivable) turnover= net sales/average receivables (including Notes receivables from operating activities and Accounts Receivable)
 - (2) Average days of accounts receivable= 365/receivables turnover
 - (3) Inventory turnover= COGS/average inventory amount
 - (4) Account Payables (including Notes payable from operating activities and Accounts payable) turnover= COGS/average payables of each term (including Notes payable from operating activities and Accounts payable) balance
 - (5) Average days of sales= 365/inventory turnover
 - (6) Fixed assets, plant and equipment turnover ratio= Net Sales/average net property, factory and equipment
 - (7) Total asset turnover ratio= Net Sales/total asset
4. Profitability
 - (1) Return on assets= [Gain/loss after tax + interest expense x (1-tax rate)]/average total asset
 - (2) Return on equity= Gain/loss after tax/average net stockholders' equity
 - (3) Net profit margin=Gain/loss after tax/Net Sales
 - (4) Earnings per share= (The Equity Contributed to the Parent Company – Preferred Stock Dividend)/weighted average shares outstanding
5. Cash flow
 - (1) Cash flow ratio= net cash flow of operating activities/current liabilities
 - (2) Cash flow adequacy ratio= net cash flow of operating activities in the past five years/five years sum of (capital expenditures + inventory addition +cash dividends)
 - (3) Cash reinvestment ratio= (net cash flow of operating activities- cash dividends)/(Property, factory and equipment gross + long term investment + other non-current asset + working capital)
6. Leverage:
 - (1) Degree of operating leverage= (net sales- variable operating cost and expenses)/operating Income
 - (2) Financial leverage= operating Income / (operating income- interest expense)

3. Audit Report issued by the Audit Committee Members for the Financial Reports of the latest year(s)

AUDIT REPORT ISSUED BY THE AUDIT COMMITTEE MEMBERS

Be it known that the Company's Business Report, Financial Reports and the loss offsetting proposals of Year 2016 duly worked out by the board of directors. Of them, the Financial Reports have been duly audited by two Certified Public Accountants, i.e., Ya-Hui Cheng and Yen-Na Li of PricewaterhouseCoopers Taiwan who, after completion of the auditing process, duly issued the Audit Report.

The aforementioned Business Report, Financial Reports and the loss offsetting proposals have been reviewed by the Audit Committee who endorses them all as nothing inappropriate. This Report is hereby duly issued in accordance with Paragraph 3 of Article 14-4 of the Securities and Exchange Act.

Attn.: Advanced Lithium Electrochemistry (Cayman) Co., Ltd.

2017 Shareholders' Meeting

Convener of Audit Committee: Wei-Min Sheng

March 24, 2017

4. **Latest annual consolidated financial statements of the Company:**
Please refer from page 151 to page 224 of this annual report.
5. **Latest annual financial statements of the subsidiaries audited and certified by independent auditors: NA**
6. **In the event of any occurrence of financial difficulties in the Company and its related companies during the recent two years as at the printing date of this annual report, the impact on the financial situation of the Company shall be listed clearly: None**

VII. Financial Standing and Reassessment Analyses of Financial Performance and the Risks Related Issues

1. Financial standing

(1) Analyses of financial standing

Unit: K NTD ; %

Item \ Year	Year		Change of Increase/Decrease	
	2015	2016	Amount	Change Ratio(%)
Current assets	1,150,411	1,186,784	36,373	3.16
Financial assets at fair value through profit or loss—non-current	—	1,011,657	1,011,657	—
Financial assets available for sale—non-current	—	616,839	616,839	—
Investment by Equity Method	52,093	44,462	(7,631)	(14.65)
Property, Factory and Equipment	1,169,013	758,412	(410,601)	(35.12)
Intangible assets	199,188	160,445	(38,743)	(19.45)
Deferred Income Tax Assets	15,964	11,445	(4,519)	(28.31)
Other non-Current assets	22,445	44,333	21,888	97.52
Total assets	2,609,114	3,834,377	1,225,263	46.96
Current liabilities	445,837	447,709	1,872	0.42
Long term loans	149,531	65,361	(84,170)	(56.29)
Liabilities prepare-non Current	4,665	4,665	—	—
Deferred Income Tax Liabilities	4,518	—	(4,518)	(100.00)
Other non-Current liabilities-others	635	—	(635)	(100.00)
Total liabilities	605,186	517,735	(87,451)	(14.45)
Capital stock	1,645,737	2,105,737	460,000	27.95
Capital reverse	788,220	1,507,437	719,217	91.25
Accumulative losses to be covered	(430,783)	(44,995)	385,788	(89.56)
Other Equity	740	(251,548)	(252,288)	(34,092.97)
Shareholders' Equity (contributed to the Parent Company)	2,003,914	3,316,631	1,312,717	65.51
Non-controlled Equity	14	11	(3)	(21.43)
Total Equity	2,003,928	3,316,642	1,312,714	65.51

Major changes which amount to NTD10 million and makes up more than 20% of total ratio are as follows::

Explanation on major change items:

1. Financial assets at fair value through profit or loss—non-current and financial assets available for sale — non-current: mainly because of investments in not-listed ordinary share and zero-coupon convertible bonds of FDG Electric Vehicles Limited
2. Property, plant and equipment: mainly due to a reduction in the disposals of property, plant and equipment
3. Other non-current assets: mainly due to an increase in prepayments for equipment
4. Long-term loans: Mainly because of early repayment of a portion of long-term loans
5. Share capital and additional paid-in capital: mainly due to the private placement of new shares issued at a premium
6. Accumulative losses to be covered: Due primarily to the facts that LFP Material Business Division has growth in profit, that led to a decrease in losses.
7. Other equity: mainly due to change in financial assets at fair value through profit or loss

2. Financial Performance

1. Analyzed table of operating results

Unit: K NTD; %

Year Item	2015	2016	Change of Increase/Decrease	
			Amount	Change Ratio(%)
Operating Revenues	1,094,651	1,318,280	223,629	20.43
Gross Operating Profit	299,454	556,432	256,978	85.82
Operating Net Loss	(388,243)	(19,102)	369,141	(95.08)
Non-Operating revenues and expenditures	(42,537)	(25,891)	16,646	(39.13)
Net loss before tax	(430,780)	(44,993)	385,787	(89.56)
Net loss of this period	(430,780)	(44,993)	385,787	(89.56)
Net loss of this period (contributed to the shareholders of the Parent Company)	(430,783)	(44,995)	385,788	(89.56)
Explanation on items with major changes:				
<ol style="list-style-type: none"> 1. Operating Revenues: Due primarily to the new energy policies imposed in China and the mounting demands for electric vehicle oriented batteries 2. Gross Operating Profit: due primarily to year-over-year growth in revenue in 2016, and the reduction in the recognized cost of goods sold (accompanied with the increase in gross profits) following the recognition of allowance for inventory valuation and obsolescence loss for the disposal of electric vehicle division 3. Net Operating Loss: due primarily to a dramatic increase in gross profits and hence a reduction in operating losses 4. Non-Operating revenues and expenditures: due primarily to the gains from the disposal of property, plant and equipment, sale of patents and intellectual properties for LFP battery technology, electric buses and technical service fees 5. Net loss before tax and net loss this period: due primarily to a significant increase in gross profits and a meaningful reduction in operating losses, net losses and net losses during the period 				

2. Sales volume forecast and other basis

In terms of overall sales volume in 2016, the Group tremendously grew over 20% of 2015, due primarily to the new energy policies and mounting demand for electric vehicle batteries in China. In China, the policies for new energy subsidies under the 12th Five-Year Plan and 13th Five-Year Plan were continued after 2020. For relevant analyses of market research and *status quo* development, please refer to: Five. Descriptions of operating performance.

3. Possible impact on the financial and business status of the company in the future and countermeasure plan

With regards to the operating targets positioning of the Company, besides referring to the market analysis of main research institutions such as Display Search, in line with customer demand, the facts that China put into implementation thoroughly the new energy policies, taking account the capacity planning and previous performance records, we duly set up the annual shipment targets. Looking ahead future, the Company will still try to expand market shares along with the green energy policies. In the aspect of material research & development, we shall aim at high cycle service life and high energy density cathode materials for use in batteries, energy storage systems for research & development toward new batteries in the vehicular development, with efforts in sales. Meanwhile, the Company would integrate the teammates in the up-, mid- and downstream to jointly create the maximum possible niches.

3. Cash Flow

1. Analyses on the changes of cash flow in the most recent year

Unit: K NTD ; %

Item \ Year	2015	2016	Change of Increase/Decrease	
			Amount	Change Ratio(%)
Operating activities	204,188	200,680	(3,508)	(1.70)
Investment activities	(165,493)	(1,791,413)	(1,625,920)	982.5
Capital fund raising	297,071	1,533,592	1,236,521	416.2
Change analysis:				
1. Cash flow in investment activities: an increase in net cash outflows from investing activities due to our investment in non-listed ordinary shares and zero-coupon convertible bonds of FDG Electric Vehicles Limited.				
2. Cash flow from capital fund raising: an increase in net cash inflows from funding raising activities due primarily to the private placement of new shares issued at a premium in 2016.				

2. Improvement plan for inadequate turnover: The Company still has sufficient cash and cash equivalents on its books and has no situation of inadequate turnover. As the operational scale continues to grow, relevant cash outflow in relation to expenditure will increase as well, but there are no concerns of inadequate turnover.

3. Analyses on cash liquidity in the coming year (2017):

Unit: K NTD

Initial balance in cash (1)	Net cash flow from operating activities in the entire year (2)	Year-round cash outflow (Note) (3)	Cash balance amount of (inadequacy) (1)+(2)-(3)	Countermeasures against cash inadequacy	
				Investment plans	Wealth management plan
682,964	124,695	82,895	600,069	—	—
1. Analysis of cash flow changes in the coming year:					
① Operating activities cash inflow : Mainly due to the increase of working capital required for the upcoming year as anticipated.					
② Investment activities cash outflow: Mainly due to the increase of the amount spent on procurement of fixed assets in 2017 as anticipated.					
③ Net cash outflows from fund raising activities: mainly due to an increase in equity investments					
2. Supplementary measures and turnover analysis in relation to forecast of insufficient cash: NA					

4. Impact of major capital expenditure in the recent fiscal year on financial operation

There is no major expenditure in the recent fiscal year, therefore, no significant impact upon the Company's business and financial standing insists.

5. Main reasons in relation to profit or loss of re-investment policy in the recent fiscal year and the improvement plan and investment plan in the coming fiscal year

1. Re-investment policy of the Company

The current re-investment policy of the Company focuses mainly on basic business relevance, and do not invest in other industries. It is executed by relevant department in compliance to the rules under the internal control system of "Investment Cycle" and "Operation Procedures Governing Asset Acquisition or Disposal". This is then submitted to the audit committee, board of directors or Shareholders' Meeting for discussion and approval.

2. Main reasons in relation to profit or loss of re-investment policy in the recent fiscal year and the improvement plan and investment plan in the coming fiscal year

Unit: K NTD; %

Re-Investment Businesses	Shareholdings	2016 Investment Returns	Main Reasons of Profit or Loss	Improvement Plan
Advanced Lithium Electrochemistry Co., Ltd.	99.99	194,394	Thanks to the implementation of the Mainland China new energy vehicle subsidy policy and mounting demand for power batteries, the operating revenues significantly increased in 2016, significant growth in profits.	1. In the days and years ahead, we would continually proceed with research & development for new products available to customers for authentication so as to expand energy storage market products and boost sales development for continued profits. 2. Cf. Note 1.
Advance Lithium Electrochemistry (HK) Co., Limited	100	(22,871)	Recognized the re-investment loss in Advanced Lithium Electrochemistry (China ShangHai) Co., Ltd.	
Advanced Lithium Electrochemistry (China ShangHai) Co., Ltd.	100	(22,704)	Thanks to the implementation of the Mainland China new energy vehicle subsidy policy and mounting demand for power batteries, the operating revenues significantly increased in 2016, but under combination of sales, as a result this term losses.	
Aleees Eco Ark Co., Ltd.	100	(44,924)	Gains from the disposal of property, plant and equipment, sale of patents and intellectual properties for LFP battery technology, electric buses and technical service fees.	Cf. Note 2.
Emerald Battery Technologies Co., Ltd.	24	(5,176)	Has not reached economies of scale and showing losses.	Will be putting efforts in business development to rectify the loss situation.

Re-Investment Businesses	Shareholdings	2016 Investment Returns	Main Reasons of Profit or Loss	Improvement Plan
Empire Energy Co., Ltd.	21.11	635	Still in the early stages of business development, thus has not reached economies of scale yet and showing losses.	Will be putting efforts in business development to rectify the loss situation.

Note 1: Thanks to the new energy vehicle subsidy policy promulgated in China in 2016 and mounting demand for electric vehicles oriented batteries, the profits significantly grew. In the future, we shall continually launch new model materials, develop new markets and new customers. Aiming at the current target markets and with utilization of patent protection umbrella to accelerate market promotion, we hope to take advantage of the 12th Five-Year Plan and 13th Five-Year Plan in China to benefit under the new energy subsidy policies.

Note 2: The Company still reported a loss in 2016 mainly due to a lack of economies of scale for the electric bus business. Looking forward, we will focus on the development and marketing of batteries.

3. Investment plan in the coming fiscal year:

- (1) We cautiously evaluate different investment projects with a long-term strategic view for the development of the value chain for electric buses in China. The purpose is to enhance our global competitiveness by developing secondary batteries with stable functionality and long cycle times, to meet with changing market demand and requirements for a variety of products. To achieve these goals, we continue to invest in the R&D and equipment for battery manufacturing. Meanwhile, our board meeting on April 14, 2016 and shareholders' meeting on June 27, 2016 approved the transaction agreement with FDG Kinetic Limited (FDG Kinetic) and its affiliate FDG Electric Vehicles Limited (FDG Electric Vehicles) to engage in funding cooperation and a strategic alliance. We hope to accelerate our cooperation from upper to down streams of the electric vehicle industry, in order to capitalize on the huge business opportunities in the electric vehicle market in China and the rest of the world. The cooperation between Aleees and the FDG Electric Vehicles Limited (FDG Kinetic Limited and FDG Electric Vehicles Limited) will establish divisions of labor between the Taiwan Strait and the international markets. Aleees will continue to invest in the development, manufacturing and marketing of cathode materials and provide consulting services in the manufacturing process and production management of the M-series LFP-NCO (lithium ferrous phosphate nano co-crystalline compound), to meet with the demand for battery materials in the context of the electric vehicle industry development under the 13th Five Year Plan.
- (2) Based on the above transaction and plan, Aleees entered into a cooperative agreement with FDG Kinetic Limited and the Management Committee of Gui'an New District, Guizhou Province, China on November 10, 2016. According to the agreement, Aleees shall serve as a consultant to FDG Kinetic Limited or its affiliates in China in technical permitting and expertise for the establishment of facilities to produce the M-series LFP-NCO (lithium ferrous phosphate nano co-crystalline compound). The three parties concerned are currently in the final stage of negotiations, with the initial target to build capacity for the cathode production of 30,000 tons per annual.
- (3) Also, the Company needs to complete the construction of its plan in Canada. Please refer from page 131 to page 132.

6. Risk analysis and assessment in the recent fiscal year as at the printing date of this annual report

1. Impact of interest rate, foreign exchange rate and inflation fluctuations on the profit and loss of the Company in the recent fiscal year and countermeasures in the future

Unit: K NTD

Item	2016	As a % of Revenue
Interest Income	3,021	0.23
Interest Expense	4,946	0.38
Exchange Rate Gains (Loss)	(32,342)	(2.45)

- (1) On the aspect of interest rate:

The main interest expense of the Group is attributed to long term banking loans. The purpose of these banking loans are used for land, plant and equipment purchase. In 2015 and 2016, the interest expense is respectively NTD13,106,000 and NTD4,946,000, making up 1.20% and 0.23% of the full year net Operating revenues. The ratio is not high and has minimal impact on the Group.

Countermeasures:

To cope with interest rate fluctuations, the Group shall continue to monitor the trends of future market rates and research on the interest rate information of various banks, and assess the interest rate of its current loan. Cordial banking relationships shall be established with the banks and obtain preferential loan rates through its excellent banking finance and credit history. Where there is financing requirement, consider the actual capital needs and plan the appropriate short and long term banking loans to reduce the risks associated with interest rate fluctuations and capital costs which have impact on the operations of the Group, to the bare minimum.

- (2) On the aspect of foreign exchange rate:

The manufacturing base of the Group is in Taiwan, and the transaction of its raw material procurement is denominated in USD, while its customers are mainly concentrated in Mainland China and the transactions are denominated in RMB. The payment settlement is done by the local subsidiary wiring the payments in USD back to Taiwan. Therefore, fluctuation in the USD/RMB exchange rate is a risk that the Group must face as a result of its operating activities. The exchange rate gain in 2015 was \$2,345,000 and its exchange rate loss in 2016 was \$32,342,000, making up 0.21% and 2.45% as a percentage over the net Operating revenues of the current fiscal year. The overall gain in foreign exchange does not constitute any risk to the profitability situation, and thus have not caused any major impact to the Group.

With regards to the exchange rate risks associated to the continuous growth of future revenue and profits of the Group and that its Cayman holding company which is listed in Taiwan may need to issue NTD share dividends to domestic investors or capital raised locally and obtained in NTD funds, must exchange it to USD for use. Therefore, there is risk associated with the exchange rate fluctuation of USD/NTD, and the possible countermeasures that may be adopted by the finance department of the Group are as follows.

Countermeasures:

- A. The foreign exchange risk adopts the principle of natural offset. As the main sales income and raw material procurement of the Group is ultimately offset in USD-denominated settlement, and it shall continue to capitalize on the natural hedging effects of its accounts receivable/accounts payable offset, to lower its foreign exchange needs. Also, when deemed needed and as appropriate, carry out other methods such as foreign exchange futures contract and debts denominated in foreign currency, to reduce the impact of foreign exchange fluctuations on the profit and loss of the company.
- B. The finance unit shall closely monitor information on foreign exchange fluctuations, and keep close contact with the main transacting banks, to be clearly aware of exchange rate trends at any time, as well as provide relevant managers full grasp of the foreign exchange fluctuation trend and to carry out appropriate adjustments at any time.
- C. The Company has already established the “Operational Procedures Governing the Acquisition or Disposal of Assets” to regulate the trading, risk management, supervision and audit of operations relevant to derivatives, so as to reduce the trading risks generated from operating exchange rate-related derivatives.

(3) On the aspect of inflation:

The profit and loss of the Company has not been affected in any major way by inflation in the past, however if cost increases as a result of inflation, this will be reflected correspondingly in the selling price of products. Also, the manufactured products of the Group and sales region of its end product application will be distributed worldwide, and through the firm grasp of political and economic changes globally, fluctuations in pricing of raw materials and end product applications in the market, maintaining excellent communications with suppliers and customers, and prompt adjustment of its procurement and sale strategy, cost structure and transaction terms, the import brought upon by inflation or contraction can be coped effectively so that the Group is not affected in any major way.

2. Main reasons of profit and loss resulting from engagements in high risk, high leverage investments, and policies of capital loan to others, endorsements and guarantees and trading of derivatives in the recent fiscal year as at the printing date of this annual report and countermeasures in the future

The company has already established the “Operational Procedures Governing the Acquisition and Disposal of Assets”, “Operational Procedures Governing Endorsements/Guarantees” and “Operational Procedures Governing Loans to Others” as the compliance basis of the Company and its respective subsidiaries when engaging in such relevant operations. As of the printing date of this annual report, the Company and its subsidiaries have not engaged in any high risk, high leverage investments and transactions of high risk derivatives. Under the principles of stability and pragmatic management philosophy, the Company and its respective subsidiaries will not be considering to engage in high risk, high leverage investments and transactions of high risk derivatives in the future. Also, in the event that its group subsidiary has capital requirements during the course of business, and the Company has capital loans with its subsidiary and has provided endorsements and guarantees, the Company shall process the capital loans and external endorsements/guarantees according to the listed items under the “Operational Procedures Governing Loans to Others” and “Operational Procedures Governing Endorsements/Guarantees”. Going forward, the Company shall materially comply with the “Criteria for Establishment of Internal Control Systems by Public Companies” promulgated by competent authorities of Taiwan and relevant internal control rules and regulations of the Company.

3. R&D plan in the current fiscal year and future and forecast of R&D expense

On the basis of its cathode material research results accumulated over the years, the Group shall continue to strive in the targeted direction of extending the lifespan of battery use and enhance its energy density, thereupon developing new products and actively open up its businesses in battery. The R&D expense of the Group in 2016 is \$181,531,000, making up 14% of total net Operating revenues. This obviously indicates the continuous injection of R&D resources and refinement of its R&D and production technologies to maintain its industry position and comparative advantage. The R&D direction of the Group in the future is listed as follows, and for future R&D plan, the Company will input around NTD 62,727,000 R&D expense, will making up 5% of total net operating revenues in 2017 to gain market advantage:

甲、Cathode materials for LFP batteries

- ① Continue to improve the functionality of existing products, so as to enhance the market competitiveness of such products.
- ② Continue to develop new granule designs and post-processing technology for cathodes, in order to meet the requirements of different customers.
- ③ Introduce the latest type of spray drying granulation technology to better the maneuverability of processing for customers. Our new high-power products have passed the pilot production stage and are currently under tests by customers.
- ④ Develop high voltage olivine-structured cathode materials to effectively increase its energy density.
- ⑤ Actively develop joint development projects with research institutes in Taiwan and overseas. We have already finished a subsidized technology development project by working with National Taiwan University of Science and Technology on the layer-structured high-voltage cathode materials, and have obtained the production knowhow accordingly.

乙、R&D and sales of battery

Development and safety test for long-power (>6000 cycles) battery cells under way.

4. Major changes in foreign/domestic policies and laws resulting in impact to the financial operation of the Company in the recent fiscal year as at the printing date of this annual report and countermeasures

The development of the lithium battery industry has exceeded 20 years and its application has been used mainly on consumer electronics. Also, with its relative superiority in energy density, lithium batteries have progressively replaced nickel-cadmium batteries and NiMH batteries to become the mainstream power storage facility of handheld and mobile devices. Its growth is attributed to its excellent energy density. The advantage of LFP batteries lie in its favorable lifecycle and high level of safety, hence it is used in electric vehicles and energy storage systems. The traditional fuel (diesel) combustion vehicle engines and hydroelectrical systems that the LFP batteries are trying to replace has undergone a century of development history, its technology is matured and the C/P ration is high. The LFP battery (as well as lithium and Li(NiCoMn)O₂ batteries used in similar applications) is still in the early stages of development, and prior to the completed enhancement of its C/P ratio in the application of lithium batteries for electric vehicles and energy storage systems, if there is a lack of strong support in government policies, it would be difficult to challenge the aforementioned fuel (diesel) combustion vehicle engines and hydroelectrical systems which are matured in development. Therefore when the global warming issue is gradually gaining focus, and having gone through the skyrocketing oil prices during the 2008 oil crisis, the energy shortage issue is beginning to affect the global economy once again, the main economic blocs in the world have

respectively began to provide subsidies to new energy industries, electric vehicles and energy storage systems, hoping to accelerate the promotion of low carbon technologies and reduce the level of dependency of mankind on fossil fuels (especially oil).

The initial developmental stage of lithium batteries and electric vehicle industries requires multiple policy support from governments. Including: 1) Accelerate the clampdown on carbon emission and pollutants emission of motor vehicles, provide preferential road use to low carbon emitting and zero carbon emitting vehicles; 2) Provide direct subsidies and low interest loans to lithium battery and electric vehicle industries, help these industries to accelerate their growth to attain economies of scale and enhancement of C/P ratio; 3) Subsidize the installation of battery charging/swap stations, so that users of electric vehicles can receive convenient battery charging/swap services and reduce the inconvenience caused by insufficient battery life; 4) Policy guidance, educate the public and businesses to use low carbon emitting and zero carbon emitting transportation tools, increase the value of returns in relation to the relevant industry subsidies provided by the government. The aforementioned subsidies must be planned over the long term and receive continuous support for the lithium battery and electric vehicle industries to continue its progress and gradually reach similar or even better than the cost structure levels of fuel (diesel) combustion vehicle engines. This will attract the comprehensive use of electric vehicles by consumers, reduce the dependency on oil and promote energy conservation and carbon reduction.

The current sales markets that the Group operates are mainly concentrated in Mainland China and Taiwan, hence it is relatively sensitive to the electric vehicle and energy storage industry policies of Mainland China and the policies of Taiwan in promoting low carbon emitting transportation tools.

The 12th Five-Year and 13th Five-Year Plans in China regarding new energy actively promote the development of electric vehicles. The subsidy for new energy vehicles will continue through 2020. As previously mentioned, the subsidies for new energy vehicles are gradually stepping down in 2016-2020. Please kindly refer to pages 98-100 of this annual report.

In Taiwan, the promotion of electric buses is still based on the instruction from the Executive Yuan instructed on April 29, 2014 by the Ministry of Economic Affairs, Ministry of Transportation & Communications and Environmental Protection Administration to accelerate the retirement of diesel buses and the procurement of electric buses for local governments. This target also covers excursion buses and shuttle buses. The Executive Yuan further instructed on April 8, 2015 to raise the subsidies to large electric buses. Below is a summary of relevant policy measures:

電動巴士10年衝1萬輛

補助條件受限於“附加價值率”



政院指示經濟部、交通部及環保署加速補助地方政府淘汰柴油公車採購電動巴士，鎖定與民眾攸關的巴士全力衝刺**10年1萬台**，將全台**6,750輛**柴油公車逐步汰換為電動公車。

單位	經濟部	交通部	環保署
政策計畫	智慧電動車先進運行計畫	公路公共運輸補助 電動大客車示範要點	電動大客車示範運行計畫
申請單位	政府機關·國內法人	縣市政府	縣市政府
補助項目	車輛折舊 營運模式軟體 營運模式硬體設備	甲類低座電動大客車 乙類電動大客車 (不含電池)	電動大客車租金 換電設備租用 示範營運費用
補助上限	車體：49% 電池：49% 充電設備：49% 營運費用：49%	【甲類】 一般型353.8萬 競爭型520萬 【乙類】 一般型200萬 競爭型250萬	車體：50萬 電池：100萬
補助類別	不得與交通部重複	市區營運 一般公路營運	市區路線新申請之接駁路線

【最高補貼組合】

市區的新申請之接駁路線，可領交通部與環保署經費，共計最高**670萬/台**

Going forward, we will continue to focus on the improvement of the functionality of our batteries, in order to narrow the cost gap with vehicles running on internal combustion engines and to enable electric vehicles to increase market shares with economically viability without government subsidies. Thus, major changes in foreign/domestic policies and laws should not have material effects on the financial operation of our Group.

- Major changes in technology and industry resulting in impact to the financial operation of the Company in the recent fiscal year and as at the printing date of this annual report and its countermeasures

Lithium-ion and LFP batteries, as with all other industrial products, constantly face the risk of industry cycle life, which means that its demand can be replaced with the development of new technologies. For example, large mainframe computers have been replaced by personal computers and CDs have been replaced by solid state memory and even cloud computing storage technologies.

The LFP battery is among the latest member of the lithium battery family to be commercialized (officially commercialized in 2004). Its safety and lifecycle have made it the optimal choice for use in electric vehicles and energy storage systems, and these two market demands only began to gain global attention and active development after 2009. Therefore, the use of LFP batteries in these two new applications along its development should be able to have several decades of long term outlook. However, this does not represent that LFP batteries will dominate the electric vehicle and energy storage markets in the long term, LFP batteries could very well be replaced by other materials or forms of batteries. It is a well-known fact that the R&D and market promotion of battery materials is extremely time consuming, any new technology from the lab requires many years before it is introduced into the market. Take for example the next generation high energy density materials that have been closely watched by everyone, the U.S Argonne National Laboratory recently announced publicly that these new inventions will be introduced into the market within the next decade. Although LFP battery is the mainstream of development in the market, we are unable to discount the possibility that there will be any new breakthrough in battery technology in the short term.

The R&D of our materials is oriented toward helping customers enhance the C/P ratio of their products, develop long lasting battery technologies, drive the development of electric

vehicle and energy storage applications, With the maturity and widening of the industry supply chain, the industry practices being formed will help extend the cycle life of LFP batteries and lower the impact from new technologies. Also, our Group is also investing significant R&D resources and integrating resources from external academic circles to carry out long term research on new type of lithium battery materials. We hope to be able to maintain our leadership position in the field of new type battery materials, and ensure the sustainable growth of the enterprise. Hence, changes in technology and industry should not affect the financial operation of our Group in any major way.

6. Changes in corporate image resulting in impact to the crisis management of the Company in the recent fiscal year and as at the printing date of this annual report and its countermeasures

With the management philosophy of “Safety of Mankind and Environmental Friendliness”, our Group is always actively seeking improvements to pursue the most optimal and people-oriented management model. Our Group has brought in talented individuals from all the major institutions in Taiwan to serve within our Group. We are focused in establishing our industry competitiveness, and have applied Six Sigma as the review basis of our productivity management in the Group. Finally, we share our business results and contribute back to shareholders and the society. Since the establishment of our Group, we have built an excellent corporate image of youth and innovation. There are currently no changes to the corporate image that will result in any corporate crisis to emerge.

7. Expected benefits and possible risks of ongoing mergers and acquisitions in the recent fiscal year and as at the printing date of this annual report and its countermeasures

There have been no mergers and acquisitions in the recent fiscal year and as at the printing date of this annual report, and there are no ongoing mergers and acquisitions or any plans of such. In the event that the Group discovers any potential acquisition targets of companies or groups, an attitude of caution and care shall be applied to the assessment and consideration be given with regards to the combined effect of the merger, and relevant professionals shall be consulted and reasonable terms shall be formulated promptly to process the acquisition decision, so as to secure the overall rights of the shareholders.

8. Expected benefits and possible risks of plant expansion in the recent fiscal year and as at the printing date of this annual report and its countermeasures

The Group officially signed patent sublicensing agreement on Jul 4, 2011 with Quebec Water Conservancy Corporation, Montreal University, French National Centre for Scientific Research (CNRS) and LiFePO₄+C Licensing AG established by Süd-Chemie, Germany. Under the Agreement, the Company was requested to set up plant to manufacture cathode materials for LFP batteries in Quebec Province, Canada and accomplish the scale of 1,000 tons annual output within three (3) years after execution of the Agreement. In the event that the Group failed to accomplish the factory establishment within the specified time limit and failed to complete the corrective action within 90 days after receipt of the reminding notice from the Licensors, the Licensors may inform the Licensee to terminate the Agreement in writing.

Taken into account that the demand in the European and American markets would not as promising as anticipated, we executed the second Amendment Agreement to the Patent Sublicense Agreement with LiFePO₄+C Licensing AG on Aug 26, 2013. Under the Agreement, both parties agreed that the timeframe for factory construction and operating period may be extended for 12 months. To put it in more understandable terms, the Group may obtain the manufacture and factory permits as long as the Group completes establishment and starts operation for up to 1,000 tons of products in Quebec, Canada before Jul 4, 2015. In the event that the Group fails to complete factory construction within the specified time limit, LiFePO₄+C Licensing AG is entitled to claim on the Group for US\$300,000 extension fee and to terminate the patent sublicensing agreement.

Also taken into account the development potential of electric vehicles and energy storage systems in European and American as well as Canadian regions, we further signed the fourth Amendment Agreement to the Patent Sublicense Agreement with LiFePO₄+C Licensing AG on Nov 19, 2014. Under the 4th Amendment Agreement, the Company is entitled, at its discretion, to set up powder factories, battery cell factories, battery module factories or electric bus system integration plant. Not later than July 4, 2015, the Company should complete factory in Quebec, Canada with capital expenditure not below US\$6 million. Before July 2018, the Company should hire not less than ten (10) full-time employees every year. In the event that the Company fails to fulfill the obligations set forth under the Agreement and, in turn, adversely affects the patent sublicensing rights, that would possibly incur a significant impact upon the Group in business and financially.

The Company and LiFePO₄+C Licensing AG are together considering that China market is the biggest and the most competitive LFP material market in the world, for promoting the high quality requirement in China, we have made consent to extent the set up factories schedule for three years, in order to fulfill the market situation, both parties also agree to adjust the conditions in set up factories, the conditions will be dealt in the future three years.

Countermeasures:

In an attempt to faithfully fulfill the obligations as set forth under the Agreement and to, meanwhile, assure sound control over financial risks, we should complete factory establishment in Canada exactly as agreed upon to live up to the obligations. Besides, for Canadian plant construction, we might adjust the subsequent orientation and progress along with the laws and ordinances concerned prevalent in countries concerned.

9. Possible risks associated with concentration of inbound stock and product sales in the recent fiscal year and as at the printing date of this annual report and its countermeasures

(1) Risk associated with concentration of inbound stock:

The raw materials of the cathode materials for LFP batteries produced by the Group are made up mainly of lithium compounds and phosphorous acid, and have no highly unique properties. As for the electric buses, the main materials are batteries, body parts of the bus and electromechanical parts. The source of market supply does not come from a single source or is being monopolized. The top 10 suppliers of our inbound stock in 2015 and 2016 make up 97.10% and 95.77% respectively, among which the inbound stock ratios of the largest supplier is respectively 44.38% and 31.26%. There has been no obvious situation of concentration and as the company continues to increase qualification and certification of suppliers and development of its electric bus and battery charging/swap station business, there should be no risk in concentration of inbound stock.

(2) Risk associated with concentration of product sales:

Our top 10 customers by product sales amount made up 93.86% and 90.93% of total sales in 2015 and 2016 respectively. Among which the largest customer by ratio of product sales amount over total sales is 41.58% and 38.44% respectively. The reason for the concentration is that the cathode materials for LFP batteries developed by the Group is mainly used in the applications of energy storage batteries, hybrid fuel cell electric vehicle and electric buses. As the aforementioned product applications of the battery materials require the consideration of safety and stability, the certification period is relatively time consuming. Since the start of mass production by the company since Nov 2008 to date, with the long certification time and adding to the fact that the production of cathode materials for LFP batteries belongs to a new industry category, except for a few battery makers with actual mass production capabilities, most of the vendors are producing relatively small volumes and some are still in the trial production phase. Therefore, the product sales of the group are concentrated on some customers due to the

industry characteristics, long product certification time and the upkeep of excellent relationship with the major battery makers.

10. Significant share ownership transfer or share swap executed by directors, supervisors or major shareholders holding more than 10% of total company issued shares in the recent fiscal year and as at the printing date of this annual report and its countermeasures

There has been no significant share ownership transfer or share swap executed by directors, supervisors or major shareholders holding more than 10% of total company issued shares in the recent fiscal year and as at the printing date of this annual report.

11. Impact and risks associated with change in management of the Company in the recent fiscal year and as at the printing date of this annual report and its countermeasures

In the recent fiscal year and as at the printing date of this annual report, there has been no change of management in the Company. The Company has already reinforced various governance measures and inducted independent directors, form an audit committee to enhance the assurance of securing shareholders' interest as a whole. Also, the routine management of the company relies mostly on professional managers, and the current professional management team is strong and has significant level of contribution, and should be able to continue receiving the support of shareholders in the future. There should be no major negative impact on the company in the different categories of management and operational strengths if there is any change in management.

12. Lawsuit or non-litigation incidents shall clearly state the company name and company directors, supervisors, CEO (GM), actual person-in-charge, major shareholders holding more than 10% of total company issued shares and subsidiary company, and indicate if ruling has been passed down or litigation is ongoing in a major lawsuit, non-litigation or administrative procedure; where its outcome could have major impact on shareholders' interest or securities pricing; the facts of the dispute, amount, litigation start date, litigants to the case and the status of proceedings in the recent fiscal year and as at the printing date of this annual report:

- (1) Our subsidiary Aleees Eco Ark (Taiwan) received on July 18, 2016 Indictment No. 147 and on April 6, 2017 an additional indictment from Taiwan HsinChu District Court. According to the original indictment and the additional indictment, the plaintiff HsinChu Transportation Co., Ltd. demands that Aleees Eco Ark (Taiwan) should pay a total of NT\$ 34,946,000 for driving services, plus 5% interest as of the payment date. This litigation is currently processed by Taiwan HsinChu District Court. According to our evaluations, the incurrence of driving expenses is not entirely contributable to our subsidiary. This also involves the utilization of the land for charging stations. In addition, there are disputes concerning the calculation of driving fees. Substantive hearings between HsinChu Transportation Co., Ltd. and Aleees Eco Ark (Taiwan) at court based on evidence are required. As of the date of the publication of this annual report, it is not possible to estimate the impact of this case on our group.
- (2) None of our directors, supervisors, General Manager, responsible persons, shareholders with 10% or more ownership and affiliated companies has any confirmed verdict or been involved in litigations, non-litigation proceedings or administrative litigations during the most recent year and as of the date of publication for this annual report that may have material impacts on shareholders' equity or security prices.

13. Other major risks and countermeasures in the recent fiscal year and as at the printing date of this annual report:

- (1) Patent infringement and lawsuit risk

Cathode materials for LFP batteries were officially presented in 1996 by the battery laboratory of University of Texas and were officially commercialized since 2004. Due to

the endless lawsuits on cathode materials for LFP batteries, international brand name battery makers have not actively invested in large-scale development of LFP batteries, electric vehicle makers in the EU, U.S and Japan have adopted a conservative approach on using LFP batteries. Many electric vehicle makers have expressed that if the patent dispute cannot be effectively resolved, the market of cathode materials for LFP batteries will not be able to open up swiftly.

Countermeasures:

Since the establishment of the Group, we have been actively developing our own patents, and have progressively received many patents for manufacturing processes and patents, and since its mass production to date, the Group has not encounter any patent infringement cases. We deeply know that if we are unable to thoroughly eliminate the patent concerns of customers, reduce the risk of lawsuits, the industry of cathode materials for LFP batteries will not be able to grow rapidly. Hence on July 4, 2011, our Group officially signed the patent licensing agreement with LiFePO₄+C Licensing AG, a company formed by Hydro-Québec, University of Montreal, French CNRS, and Süd-Chemie from Germany. This patent licensing could reduce the risk of litigation and open up the EU and U.S market, and has practical help to the Group in developing the next generation technology.

Even so, the effectiveness of two patents (China patent- CN 100421289 and EU patent - EP 0904607) within the aforementioned patent sublicensing agreement was ruled by the court as null and void, and Valence previously filed a patent dispute against Phostech (Patent licensor – wholly-own subsidiary of Süd-Chemie) and won the lawsuit. Hence the two aforementioned patents of the Group may be ruled ultimately to be invalid or we cannot dismiss the possibility that there will be other companies in the future asserting part of the patents owned by the Group to be invalid or have infringed on its intellectual property right. As a technology company, such risks are unavoidable.

(2) Risks of competition in the market:

The status in the market and transaction with key customers by the Group previously do not necessarily assure continued growth in shipments and profitability. Cutthroat competition is constantly existent in the market. Here at the Group, we put forth maximum possible efforts onto research & development of high energy and high density products to continually elevate product performance and customer approval. We believe our competitors would put forth efforts toward the same goals. Competition is constantly inevitable. Besides, in comparison with Li(NiCoMn)O₂ batteries, LFP batteries are believed as the newly developed materials and must face up with cutthroat competition of Li(NiCoMn)O₂ batteries.

Countermeasures:

The lithium cathode materials are believed the very key materials for batteries and playing the very pivotal role in terms of the performance and unit costs of batteries. Given the trends of previous development of other cathode materials, we must acknowledge the phenomena where the powerful becomes more powerful and the giant becomes even greater giant from a long term perspective. Recently while lots of European and Japanese cathode material manufacturers have one after another joined the LFP patent licensing, their capacity is believed to virtually emerge and join markets within a year or two and, in turn, to create a new round of cutthroat competition. To date, the aggregate total annual output volume of LFP batteries virtually exceeds a thousand tons. This, nevertheless, does not necessarily suggest that the Group would constantly stay at leading status and to maintain or expand market share.

Meanwhile, the markets of Li(NiCoMn)O₂ batteries and LFP batteries are enumerated below:

Li(NiCoMn)O ₂ batteries	LFP batteries
EV (Pure electric vehicles) HEV (hybrid fuel cell electric vehicles) PHEV (Plug-in hybrid electric vehicles) 3C products (Tablets, cell phones, audio video players, digital cameras/video recorders, NB/PC) electric hand machine tools	EV (Pure electric vehicles) HEV (hybrid fuel cell electric vehicles) PHEV (Plug-in hybrid electric vehicles) Electric hand machine tools Electric motorcycles Electric buses Energy storage systems (UPS, home energy storage system, cell phone base stations backup power supply system, intelligent grid, grid-connected energy storage system of wind and photovoltaic power generation)

Source: NEDO Secondary Technology ロードマップ(Battery RM2010) May 2010.

In a broad sense, all sorts of batteries to store power could be termed the energy storage batteries. At the moment in the market, the energy storage batteries used to drive vehicles are termed power batteries.

At the moment, markets of Li(NiCoMn)O₂ batteries are primarily suggest the markets for power batteries and portable electronic product batteries. The major markets of LFP batteries are power batteries and energy storage systems. The power batteries are simply aimed at vehicle use where the markets have been developed a relatively slow pace mainly due to the facts that the battery manufacturers and vehicle manufacturers call for a prolonged period for verification. Besides, the electric vehicles call for charging equipment & facilities and such hardware facilities to support, leading to the relatively slow pace in development.

The patent issue of cathode materials for LFP batteries was not solved until July 2011. The LFP batteries are primarily supplied for hybrid vehicles in Japan and S. Korea which had not exerted to development of LFP battery modules technology in early days. As a result, they adopted Li-MnO₂ and Li(NiCoMn)O₂ batteries which called for a long period of time in development.

LFP batteries are more oriented to energy storage system due to their extraordinarily high safety, superior circulation and characteristics in quick charging and quick discharging. As a result, they are deemed the right choice to replace lead-acid batteries.

Other than our positive efforts to develop high performance new type cathode materials for LFP batteries, we have spared no efforts to upgrade manufacturing process, lower costs. The well established Battery Laboratory of the Group could offer sound countermeasures to help customers introduce the new materials into volume production. Toward specific customers and application, we render customized services. The efforts to help customers boost competitive edge are believed the best strategy for the Group to beat competitors.

(3) Risk in research & development expert drain:

Since the Group came into being, thanks to the unceasing efforts by our prominent research & development teammates, we have successfully won multiple patents in LFP batteries cathode materials. At the moment, we have a good number of patents pending

amidst application or review process. A significant change in the research & development brain would mean a risk to our business operation.

Countermeasures:

Here in the Group, we have spared no effort to upgrade the internal working environments, strengthen their affinity toward the Group, retain their stay with the Group by means of appropriate incentive systems to minimize their flow. To prevent a potential drain of research & development talents which might lead to a standstill of research & development programs, for each and every research program, we must assign a minimum of two research & development experts to participate jointly and built research & development process in writing into file. On a regular basis, we convene meetings with department heads. Through all such extensive efforts, a potential flow or change in research & development experts might not possibly lead to a significant impact upon the routine business operation of the Group.

(4) Assurance of shareholders' equity:

The Group has been officially registered at British Cayman Islands and primarily operating in Hong Kong, Republic of China and People's Republic of China. That means a change in the macroeconomy, political climate and fluctuation in foreign exchange in the territories where the Group was registered and operating would possibly affect the Group's business operation. The Company Act prevalent in British Cayman Islands and the Company Act prevalent in the Republic of China differ in quite points. The Group has duly amended the Articles of Incorporation in accordance with the "Examination Table for Protection of Shareholders' Equity in the Territories Where the Foreign Securities Issuers Have Registered" promulgated by the GreTai Securities Market ("GTSM") of the Republic of China. The laws governing business operation of the Company prevalent in the two territories are still significantly different. Investors are earnestly reminded to look into those different points by consulting with experts regarding potential risks of investment.

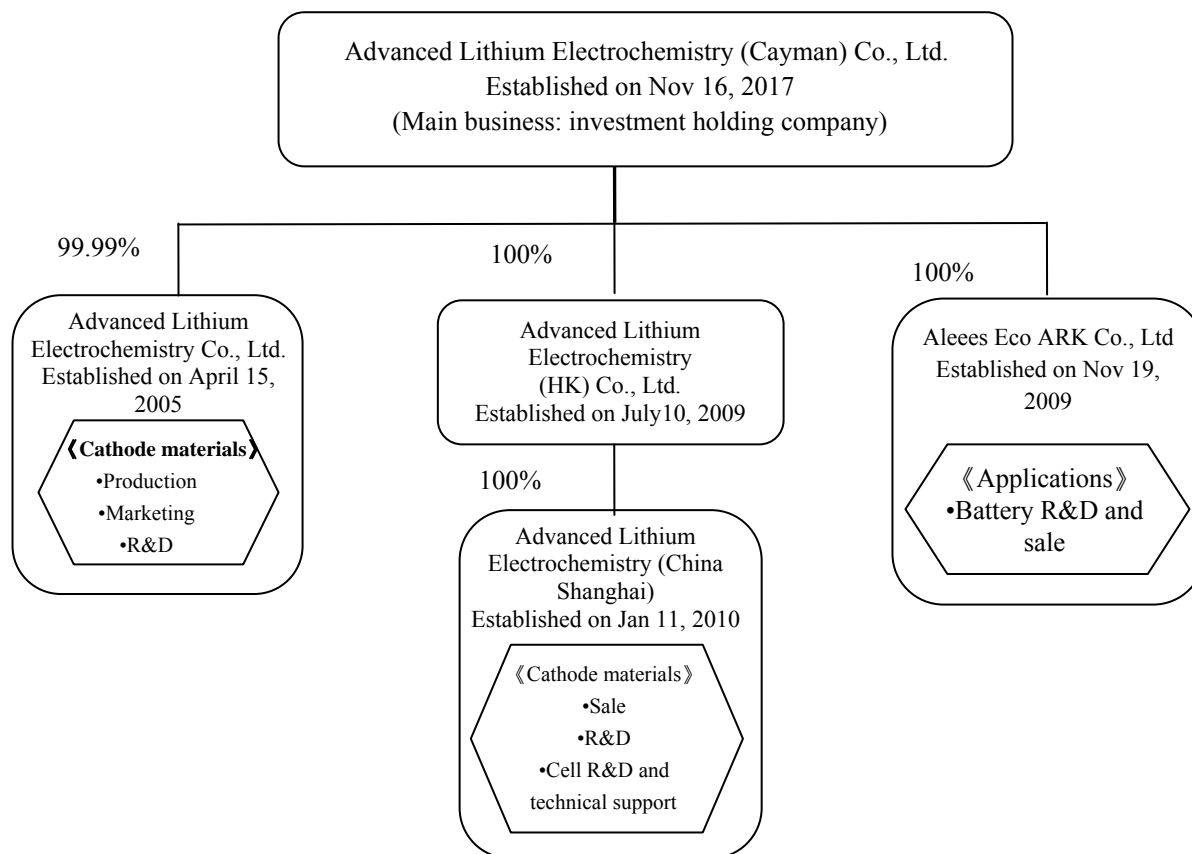
7. Other major matters

None

VIII. Special Matters of Record

1. Relevant information of related companies in the preceding year

(i) Organization chart of related companies:



(ii) Basic Information of the Various Related Companies:

As of Apr 18, 2017 Unit: K NTD

Name of Related Companies	Date of Establishment	Address	Paid-in Capital	Main business or production item
Advanced Lithium Electrochemistry Co., Ltd.	2005.4.15	No. 2-1, Guishan Industrial Park, Xinghua Road, Taoyuan City, Taiwan	NTD 942,471	Production, R&D and sales & marketing of cathode materials for LFP batteries.
Advance Lithium Electrochemistry (HK) Co., Ltd	2009.7.10	Unit 706, Haleson Building, No. 1 Jubilee St., Central, Hong Kong	USD 8,530	Investment holding, reinvestment in Aleees SH.
Advanced Lithium Electrochemistry (China ShangHai) Co., Ltd.	2010.1.11	1st, Building 53, No.1089, Qinzhou North Road, Xuhui District, Shanghai, China	USD 8,500	(1) Sales and marketing of cathode materials for LFP batteries (2) Establishment of battery laboratory, provides customers with technical support.
Aleees Eco Ark Co., Ltd.	2009.11.19	No.72, Youlian St., Bade City, Taoyuan County, Taiwan	NTD 528,000	R&D and sales & marketing of batteries

(iii) Determined as having control and identical shareholder information with its subsidiary: None.

(iv) The industries covered in the business operations of its subsidiaries as a whole. In the event that the business operations of respective related companies have interconnectivity, the situation of its dealings and work distribution shall be explained:

1. The industries covered in the business operations of its subsidiaries as a whole mainly include: Production, R&D and marketing & sales of cathode materials for LFP batteries, R&D and marketing & sales of battery and re-investment and international trading business.
2. Work distribution situation with related companies:
 - (1) Our Company is an investment holding company and is responsible for management and development strategies.
 - (2) Aleees Taiwan engages mainly in the manufacturing, R&D and marketing & sales of cathode materials for LFP batteries, and works through Aleees SH as a sales and marketing point for the Mainland China market.
 - (3) Aleees Eco Ark (Taiwan) engages mainly R&D and marketing & sales of batteries.

(v) Information of Director, Supervisor and CEO(GM) of the Various Related Companies:

As of Apr 18, 2017

Name of Related Companies	Title	Name or Representative	Shareholding	
			Number of Shares	Shareholding rate
Advanced Lithium Electrochemistry Co., Ltd.	Chairman	Sheng-Shih Chang	—	—
	General Manager	Hsi-Chi Cheng	—	—
Advance Lithium Electrochemistry (HK) Co., Ltd	Director	Sheng-Shih Chang	—	—
Advanced Lithium Electrochemistry (China ShangHai) Co., Ltd.	Chairman	Sheng-Shih Chang	—	—
	General Manager	Sheng-Shih Chang	—	—
Aleees Eco Ark Co., Ltd.	Chairman	Sheng-Shih Chang	—	—
	General Manager	Sheng-Shih Chang	—	—

(vi) Business Operating Status of the Various Related Companies:

As of Dec 31, 2016 Unit: K NTD

Name of Related Companies	Paid-in Capital	Total assets	Total liabilities	Net amount	Operating Revenues of this period	Operating gain (loss) of this period	Gain/loss of the current year (After tax)	Earnings per share(\$) (After tax)
Advanced Lithium Electrochemistry Co., Ltd.	NTD 942,471	NTD 1,682,128	NTD 419,699	NTD 1,262,429	NTD 1,086,281	NTD 236,691	NTD 204,501	NTD 2.17
Advance Lithium Electrochemistry (HK) Co., Ltd.	USD 8,530	NTD (146,377)	NTD -	NTD (146,377)	NTD -	NTD (160)	NTD (22,871)	NA
Advanced Lithium Electrochemistry (China ShangHai) Co., Ltd.	USD 8,500	RMB 57,742	RMB 89,631	RMB (31,889)	RMB 148,093	RMB (3,347)	RMB (4,505)	Note 1
Aleees Eco Ark Co., Ltd. (Note 2)	NTD 528,000	NTD 622,688	NTD 350,210	NTD 272,478	NTD 109,356	NTD (163,395)	NTD (44,924)	NTD (0.85)

Note 1: Limited liability company and has no quantity of shares:

Note 2: Aleees Eco Ark (Cayman) Co., Ltd. conducted a capitalization reduction and refunded to shareholders, following the approval from the board on April 14, 2016. The refund of the capital, 52,800,000 shares in total of Aleees Eco Ark Co., Ltd, was made to Advanced Lithium Electrochemistry (Cayman) Co., Ltd. The approval from the Investment Commission, Ministry of Economic Affairs, was granted on August 22, 2016.

(vii) Consolidated financial statements of related companies: Similar to the consolidated financial statements of parent-subsidary companies, please refer from page 151 to page 224.

2. Capital raised through securities in the recent fiscal year and as at the printing date of this annual report:

Private Placement of Marketable Securities

Item	First private placement in 2016 (Note 1) Date of issue: November 21, 2016				
Type of marketable securities issued via private placement (Note 2)	Ordinary shares				
Date and amount approved by shareholders' meeting (Note 3)	Issuance of 46,000,000 shares approved on June 27, 2016 by shareholders' meeting				
Basis and reasonability of pricing	<p>Basis of pricing:</p> <p>1. The reference price of the ordinary shares to be privately placed is based on the higher of the two references: (1) no lower than the mean closing price of ordinary shares for either the previous business day, the previous three business days or the previous five business days before the pricing date less bonus shares and dividends, and plus the share price post capital reduction and ex-rights; or (2) the mean closing price of ordinary shares during the past thirty days less bonus shares and dividends, and plus the share price post capital reduction and ex-rights.</p> <p>2. Basic for price of the newly issued ordinary shares to be privately placed: no lower than 70% of the above reference price per share. However, the subscription price should be in the range of the final pricing authorized by the shareholders' meeting and the board meeting.</p> <p>Reasonability of pricing: The issuing price of the new ordinary shares to be privately placed is based on current laws and regulations. Hence, its pricing should be reasonable.</p> <p>3. It is not impossible that the price of the newly issued ordinary shares to be privately placed may fall below face value due to market factors. However, the determination of the private placement price is based on current laws and regulations and hence it should be reasonable. The impact on shareholders' equity will be the cumulative losses due to the gap between the par value and the private placement price. This cumulative loss shall be recovered with capital reductions, earnings and paid-in capital going forward, depending on the operations of the company.</p>				
Selection of investors (Note 4)	The investors selected to the new shares have to qualify the conditions prescribed by Article 43-6 of the Securities Exchange Act and the Letter No. Tai-Cai-Zhen (1) 0910003455 issued by the Financial Supervisory Commission on June 13, 2002.				
Reasons for the private placement	To facilitate future development and enhance our competitiveness, we seek to collaborate with the companies or business groups with synergies by signing up as our strategic investors. Hence, we conduct a cash injection by issuing new shares to investors via a private placement so that such parties become our shareholders and strategic investors.				
Deadline for payment	August 24, 2016				
Investor's details	Investor (Note 5)	Qualification (Note 6)	Subscription volume	Relationship with Aleees	Participation with Aleees' operations
	FDG Kinetic Investment Limited	Legal entities or funds meeting the criteria set by regulators with the total assets exceed NT\$ 50 million according to the financial statements most recently audited by CPAs or the trust assets exceed NT\$ 50 million according to the trust deeds under the Trust Enterprise Act	46,000,000 shares	None	None
Actual subscription (or conversion) price (Note 7)	NT\$ 35 per share				
Gap between the actual subscription (or conversion) price and the reference price (Note 7)	Reference price NT\$ 35.24, different from the actual subscription price by 0.69%				
Impact of the private placement on shareholders' equity (e.g. increase in cumulative losses)	Injection of working capital and shareholders' equity to improve the financials and shareholders' equity of Aleees				

Use of proceeds and progress of plan	The proceeds shall be used to subscribe the ordinary shares and convertible bonds of FDG Electric Vehicles. With a view on the future development of FDG Electric Vehicles Limited in China, we expect to establish long-term cooperation with customers and expand the business scale of Aleees and affiliates. This will improve our profitability and enhance our shareholders' equity. It will have positive effects on our financials and shareholders' equity. This capitalization project has been completed.
Materialized benefits of the private placement	This is expected to increase our business scale and build long-term relationships with customers. It can immediately reduce Aleees' debt ratio and enhance our book value per share. It will also improve our profitability and shareholders' equity. It will benefit both our financials and shareholders' equity.

Note 1: The number of columns depends on the number of securities issues. Please make separate columns for different private placements of marketable securities.

Note 2: This includes any private placement for ordinary shares, preferred shares, convertible preferred shares, preferred shares with call options, ordinary corporate bonds, convertible corporate bonds, corporate bonds with call options, overseas convertible corporate bonds, overseas depositary receipts and warrants issued to employees.

Note 3: Please private the date and the value approved by the board for the private placement of corporate bonds (as it does not require consent from a shareholders' meeting).

Note 4: If specific investors have been identified, please list the name of such investors and their relationship with the issuer.

Note 5: Please make necessary adjustments to the number of columns when necessary.

Note 6: Please provide details according to the first, second or third paragraph of Article 43-6 of the Securities Exchange Act.

Note 7: The actual subscription (or conversion) price refers to the subscription (or conversion) price for the issue of the shares in the private placement.

3. Shares of the Company held or disposed by its subsidiary in the recent fiscal year and as at the printing date of this annual report

None.

4. Other matters necessary to be supplemented with explanation

At the time of its GTSM listing application, the Company gave an undertaking on the following items and their execution status is as follows:

(i) The Company promised to add the following items under its “Operational Procedures Governing Acquisition and Disposal of Assets”, and should the said operational procedures be amended, the information shall be published on MOPS under disclosure of major information, and a written notification shall be provided to the GreTai Securities Market for verification.

(1) The Company shall not forfeit its rights to increase capital in Advanced Lithium Electrochemistry Co., Ltd., Advanced Lithium Electrochemistry (HK) Co., Limited, ALEEES ECO ARK(CAYMAN) CO., LTD., Emerald Battery Technologies Co., Ltd. and Empire Energy Co., Ltd. in all future fiscal years; Advanced Lithium Electrochemistry (HK) Co., Ltd. shall not forfeit its rights to increase capital in Advanced Lithium Electrochemistry (China ShangHai) Co., Ltd. in all future fiscal years; ALEEES ECO ARK(CAYMAN) CO., LTD. shall not forfeit its rights to increase capital in ALEEES ECO ARKCO., LTD. in all future fiscal years.

(2) Under the consideration of strategic alliance or as agreed by GreTai Securities Market in the future, should the company must forfeit its rights to increase capital or disposed the shares of the aforementioned companies, a special resolution must be approved by the board of directors. Also, should the said operational procedures be amended, the information shall be published on MOPS under disclosure of major information, and a written notification shall be provided to the GreTai Securities Market for verification.

(ii) Current Execution Status:

(1) The Company’s Shareholders’ Meeting of 2014 has passed the resolution on amending the operational procedures governing acquisition and disposal of assets and add the above item.

(2) The transaction and strategic alliance with the FDG Electric Vehicles Limited listed in Hong Kong was approved by the board on April 14, 2016. In this transaction, the 100% issued shares of ALEEES ECO ARK (CAYMAN) CO., LTD. were transferred to the FDG Electric Vehicles Limited.

(3) On December 1, 2016, the board decided to rescind the right to subscribe to the new shares issued by Empire Energy Co., Ltd. This was subsequently approved and documented by Taipei Exchange.

(4) On January 20, 2017, the board decided to transfer 950,000 shares of Empire Energy Co., Ltd. This was subsequently approved and documented by Taipei Exchange.

5. Explanation on major differences of regulations governing the protection of domestic shareholders' interest

Major items on protection of shareholders' interest	Stipulation of Articles of Incorporation and reasons for differences
<p>1. The Shareholders' Meeting shall be held within the territory of the Republic of China. Where the Shareholders' Meeting is held outside of the Republic of China, the board of directors shall passed the resolution or a shareholder may obtain the convening permit from the competent authority and apply within two days with the GreTai Securities for consent.</p> <p>2. Shareholders holding more than 3% of total company issued shares continuously for more than a year may propose agenda items and state the reason in writing and request the board of directors to convene an Extraordinary Shareholders' Meeting. Within 15 days after submission of meeting proposal, where the board of directors has not issued a notice of convening, the shareholder may report to the competent authority and convene the meeting on the said shareholder's own accord upon receiving the permit from the competent authority.</p>	<p>With regards to the part on the convening of Shareholders' Meeting at the shareholder's own accord, as this act by a shareholder does not require approval of the local competent authority according to the Company Act of the Cayman Islands, hence, Chapter 47 of the Company Articles of Incorporation has not stipulated such a requirement of the shareholder to obtain the permit from the competent authority before convening the Extraordinary Shareholders' Meeting.</p> <p>Also, if the shareholder is convening the Shareholders' Meeting outside of the Republic of China, as the approval of the local competent authority in Cayman Islands is not required for convening of Shareholders' Meeting at a shareholder's accord, while Chapter 47 of the Company Articles of Incorporation stipulates – "The requesting shareholder shall have to convene the Shareholders' Meeting in the same manner (as close as possible) as that of the board of directors, for the Shareholders' Meeting convened at the said shareholder's accord", that should be according to the stipulation under Article 46 of the Company Articles of Incorporation ("Once the shares is listed on GTSM, should the board of directors decide to hold the Shareholders' Meeting outside of the Republic of China, the company shall apply to the GreTai Securities Market for approval within two days after the resolution has been passed at the board of directors meeting."), report in advance to the GreTai Securities Market for approval, and not as stated in the requirements of the Checklist of Shareholders Right Protection Items – "a shareholder may obtain the convening permit from the competent authority and apply within two days with the GreTai Securities for consent."</p>
<p>When convening the Shareholders' Meeting, the Company may adopt paper or electronic voting for casting of votes; however if the Shareholders' Meeting is held outside of the Republic of China, the shareholder shall be given the choice of paper or electronic voting to exercise the shareholder's vote. Where the voting is carried out by written or electronic voting to exercise the vote, the method adopted shall be stated clearly in the shareholder's meeting notice. Shareholders exercising the right to vote either by paper or electronic voting shall be deemed to have attended in person. However, the</p>	<p>With regards to the part on the shareholder being given the choice of paper or electronic voting to exercise the shareholder's vote, according to the explanation of the lawyer from the Cayman Islands pertaining to – "Shareholders exercising the right to vote by either paper or electronic voting shall be deemed to have attended in person", the shareholder's voting either by paper or electronic voting cannot be deemed as the shareholder having attended in person, according to the laws of the Cayman Islands. The suggestion is that at such time, it shall be deemed as the chairperson of the</p>

Major items on protection of shareholders' interest	Stipulation of Articles of Incorporation and reasons for differences
<p>extempore motion and amendment to the original proposal of this Shareholders' Meeting shall be deemed as being forfeited.</p>	<p>Shareholders' Meeting being authorized to cast the vote on behalf; however the chairperson of the Shareholders' Meeting cannot be authorized to represent more than 3% of total shareholdings to vote on behalf. As such, Article 62 of the Company Articles of Incorporation shall be stipulated as "In accordance to the aforementioned stipulation, the exercising of the shareholder's vote either by paper or electronic voting at the voting of the Shareholders' Meeting shall be deemed as entrusting the chairperson of the Shareholders' Meeting to cast the voting on behalf according to the stated instructions within the contents of the written or electronic document", and not as stipulated in the Checklist of Shareholders Right Protection Items – "Shareholders exercising the right to vote either by paper or electronic voting shall be deemed to have attended in person", and as in Article 72 of the Company Articles of Incorporation stipulating that the chairperson of the Shareholders' Meeting cannot be authorized to represent more than 3% of total shareholdings to vote on behalf.</p>
<p>The following proposals involve major shareholders' interest, and shall be represented by more than two-thirds of all company issued shares in attendance, and more than 50% of shareholders must vote to agree. Where the shareholders in attendance do not meet the aforementioned threshold of shares in total, the shareholders in attendance must represent more than 50% of all shares represented by shareholders in attendance. Consent of more than two-thirds of the shares represented by shareholders in attendance being cast in the voting is required:</p> <ol style="list-style-type: none"> 1. The conclusion, amendment or termination pertaining to the agreement, assignment in full or main parts of the leasing all operations, entrustment of management or joint management by others in relation to its business or assets, assignment of all businesses or assets to others, thereupon having major impact on company operations 2. Amendment to Articles of Incorporation 3. Where the amendment to the Articles of Incorporation impairs the rights of preferred stock shareholders, a separate preferred stock shareholders' Meeting shall be convened to pass the proposal 4. Distribution of share dividend or bonus through issuance of new shares in full or part 5. Proposed resolution on dissolution, merger or 	<ol style="list-style-type: none"> 1. Regarding the method of resolution at Shareholders' Meeting, besides the domestic laws of normal resolution and majority resolution, Article 1 of the Company Articles of Incorporation is stated with the definition of "Special Resolution" under the Company Act of the Cayman Islands, which is – "Under the stipulation of the Company Act, Article 60 under the Company Act must be passed, resolution must be agreed by more than two-thirds of all company issued shares represented by shareholders in attendance voting in person or proxy (if permitted to entrust) at the Shareholders' Meeting (Meeting notice must clearly state the said proposal must be passed by a special resolution). 2. According to the stipulations of the Company Act of the Cayman Islands, the following items shall be adopted through special resolution: <ol style="list-style-type: none"> (1) Amendment to the Articles of Incorporation <p>According to the laws of the Cayman Islands, Amendment to the Articles of Incorporation shall be passed through a special resolution according to the company Act of the Cayman Islands. Article 68 of the Company Articles of</p>

Major items on protection of shareholders' interest	Stipulation of Articles of Incorporation and reasons for differences
<p>division</p> <p>6. Issuance of new employee restricted shares</p>	<p>Incorporation has not been amended according to the Checklist of Shareholders Right Protection Items requiring the change of majority resolution item under the laws of our country. In addition, According to Article 17 of the Company Articles of Incorporation – “Should any amendment or changes to the Company Articles of Incorporation impair the preferential rights of any type of shares, Besides the relevant amendments and changes requiring the adoption of special resolution, the shareholders of the share type being impaired shall convene a separate Shareholders’ Meeting to pass the special resolution.</p> <p>(2) Dissolution</p> <p>According to the stipulations under the laws of the Cayman Islands, if the company is unable to repay its debt obligations when due and adopts the resolution for voluntary liquidation and dissolution; its dissolution must be approved by the Shareholders’ Meeting. However, if the Company voluntarily liquidates and dissolves under reasons other than the above, its dissolution shall be approved by a special resolution as stipulated by the laws of the Cayman Islands. Article 70 of the Company Articles of Incorporation pertaining to the resolution threshold of the company on liquidation and dissolution has not been amended to the majority resolution items under the laws of Taiwan according to the Checklist of Shareholders Right Protection Items.</p> <p>(3) Merger</p> <p>As the Company Act of the Cayman Islands has mandatory regulations for voting method of mergers carried out as defined under the Company Act of the Cayman Islands, Article 69 (e) of the Company Articles of Incorporation has been enacted that mergers shall be approved by majority resolution and to fulfill with the legal definition of “merger” under the Company Act the Cayman Islands, the Shareholders’ Meeting shall approve through a special resolution.</p> <p>The difference between the aforementioned item</p>

Major items on protection of shareholders' interest	Stipulation of Articles of Incorporation and reasons for differences
	<p>and the Checklist of Shareholders Right Protection Items is that the Checklist of Shareholders Right Protection Items requires the resolution item to be approved by majority resolution, while in the Company Articles of Incorporation, it is being governed separately under majority resolution item and special resolution item. As this difference is generated by the stipulation of the laws of the Cayman Islands, and the Articles of Incorporation of the Company has already clearly listed the respective majority resolution items and special resolution items defined under Shareholders Right Protection Item, the impact to shareholders' interest on this part of the Company Articles of Incorporation is limited.</p>
<ol style="list-style-type: none"> 1. The company has established supervisors and is voted by the Shareholders' Meeting. At least one of the supervisors must live in Taiwan. 2. The tenure of the supervisor shall not exceed 3 years and may be re-elected for appointment. 3. When the supervisors are collectively discharged from their appointment, the board of directors shall convene an Extraordinary Shareholders' Meeting within 60 days. 4. Supervisors shall monitor the execution of the company's business and investigate the company's business and financial situation and audit the documents at any time, and may request for the board of directors or managers to provide any reports. 5. Board supervisors shall review all documents prepared by the board of directors for the Shareholders' Meeting, and report its opinion at the Shareholders' Meeting. 6. When carrying out audit duties, board supervisors may represent the Company to appoint accountants and lawyers to engage in audit reviews. 7. Board supervisors shall attend board meetings and state their opinions. Board of directors or directors found to have violated laws, articles of incorporation or Shareholders' Meeting shall be reported by the supervisor to the board of directors immediately or inform the board of directors to cease such acts. 8. Board supervisors may individually exercise its supervisory rights. 9. Supervisors may not concurrently be appointed as 	<p>The laws of the Cayman Islands do not have the equivalent concept of supervisors, and the company has already established an audit committee. Hence the Company Articles of Incorporation has no relevant stipulation on supervisors relating to Shareholders Right Protection Item.</p>

Major items on protection of shareholders' interest	Stipulation of Articles of Incorporation and reasons for differences
director, manager or other employee of the company.	
<ol style="list-style-type: none"> 1. Shareholders who have held more than 3% of total company issued shares for more than a year may request the supervisor in writing to bring forth any lawsuit on behalf of the company against any director, and the Taiwan Taipei District Court shall be the non-exclusive court of first instance. 2. Thirty days after the shareholder has submitted the request and the supervisor has not bring forth any lawsuit, the shareholder may bring forth the lawsuit on behalf of the company, and the Taiwan Taipei District Court shall be the non-exclusive court of first instance. 	<p>The laws of the Cayman Islands do not have the equivalent concept of supervisors. Article 94-1 of the Company Articles of Incorporation stipulates that – “Within the confines permitted by the laws of the Cayman Islands, shareholders who have held more than 3% of total company issued shares for more than a year may bring forth a lawsuit on behalf of the company against any director and the Taiwan Taipei District Court shall be the non-exclusive court of first instance.” And different from the stipulation in the Checklist of Shareholders Right Protection Items which states that prior written request must be submitted to the supervisor to bring forth any lawsuit on behalf of the company against any director, and where supervisor has not bring forth any lawsuit after thirty days, the shareholder may bring forth the lawsuit on behalf of the company. According to the opinion of the lawyer from the Cayman Islands, the Cayman Company Act does not allow minority shareholders to bring forth specifically defined legal proceedings of derivative suit against directors in the Cayman Court. Also, the Company Articles of Incorporation is not an agreement between the shareholder and the director, but an agreement between the company and the company, which is to say, even though the Articles of Incorporation allow minority shareholders to bring forth derivative suits, the lawyer from the Cayman Islands considers the said contents to have no binding on directors. However under the Common Law, all shareholders (including minority shareholders) regardless of its shareholdings ratio or shareholdings period shall have the rights to bring forth derivative suits (including lawsuit against the directors). Once the shareholder has brought forth the lawsuit, the Cayman Court shall have the authority to decide if the shareholder may proceed with the lawsuit. In other words, even though the Articles of Incorporation stipulates that minority shareholders (or shareholders with the required shareholdings or shareholdings period) may represent the company to bring forth a lawsuit against the director, the ultimate decision lies with the Cayman Court if the lawsuit is able to proceed. According to relevant judgments made by the Cayman Court, when the Cayman Court reviews the derivative lawsuit to assess if it should proceed, the applicable criterion is whether the Cayman Court believes and accepts the request of the plaintiff brought forth on behalf of the company</p>

Major items on protection of shareholders' interest	Stipulation of Articles of Incorporation and reasons for differences
	<p>has substance on the surface and the unlawful act asserted is that of an individual with the ability to control the actions of the company, and that this controlling individual has the ability to stop the company from bringing forth a lawsuit against him/her. The Cayman Court shall rule according to the facts of each individual case (even though the court may refer to the stipulation of the Company Articles of Incorporation, it is not a determining factor).</p>
<ol style="list-style-type: none"> 1. The company director shall honestly execute its duty and fulfill the obligations of due care as a manager. In the event that any violations result in damages being incurred by the Company, the company director shall be liable for compensation. If the action is the act of oneself or other individuals, the Shareholders' Meeting shall decide and deem this act as belonging to that of the Company. 2. In the event that the execution of duties by the company director has any violations that result in damages incurred by others, the director shall assume joint liability with the company toward the victim. 3. Managers and supervisors of the company shall be subjected to similar compensation liability as company directors when executing job duties. 	<p>Article 110-1 of the Company Articles of Incorporation has been amended accordingly to the Shareholders Right Protection Items, however the part on supervisor has not established.</p> <p>According to the opinion of the lawyer from the Cayman Islands, the responsibilities of the director toward the Company under Cayman laws can be separated to responsibilities under the Common Law (i.e. professional capabilities, focus and due diligence) and obligations of due care. However, the director has legally stipulated obligations according to various laws, and under specific circumstances, the director has obligations toward a third party (such as creditors). The director shall consider the interest of creditors when the Company has no ability or concerns in its ability to make debt repayment.</p> <p>As the Company Articles of Incorporation is an agreement made between the shareholders and the Company, the director is not a party to the Company Articles of Incorporation, which is, all assertions against the director for compensation of damages for violation of due care in fulfillment of obligation shall be defined in the service agreement.</p> <p>Under Cayman laws in general, the manager or supervisor will not assume similar responsibilities to that of directors toward the company or shareholders. However the acts of the manager or supervisor under authorization on behalf of senior management shall be of similar obligations as that of company directors. To avoid any confusion, companies in Cayman generally define the responsibilities and obligations of the manager or supervisor toward the company and shareholders within the service agreement.</p> <p>Similarly, as the Company Articles of Incorporation is an agreement between the shareholders and the company, the manager and supervisor are not parties to the Company Articles of Incorporation, which is, all assertions against the manager and supervisor for compensation of</p>

Major items on protection of shareholders' interest	Stipulation of Articles of Incorporation and reasons for differences
	<p>damages for violation of due care in fulfillment of obligation shall be defined in the service agreement.</p> <p>Also, with regards to the stipulation deeming the interest of the directors as belonging to that of the Company, the lawyer from the Cayman Islands considers such stipulation to have uncertainties and overly broad and has doubts if it is exercisable. For example, should the violation of the director's obligations be handed to the court for final decision and to determine the boundaries of interest (and the receiving period of interest)?</p> <p>The lawyer from the Cayman Islands considers this clause to be non-binding on the responsibilities of the director. The director still has various legally stipulated responsibilities and obligation of due care according to Cayman laws.</p>

6. Major event as prescribed under Subparagraph 2, Paragraph 2, Article 36 of the Securities and Exchange Law with impact on shareholders' equity or securities pricing as a result

None

**ADVANCED LITHIUM
ELECTROCHEMISTRY(CAYMAN)CO., LTD.
AND SUBSIDIARIES
CONSOLIDATED FINANCIAL STATEMENTS AND
REPORT OF INDEPENDENT ACCOUNTANTS
DECEMBER 31, 2016 AND 2015**

For the convenience of readers and for information purpose only, 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. In the event of any discrepancy between the English version and the original Chinese version or any differences in the interpretation of the two versions, the Chinese-language auditors' report and financial statements shall prevail.

REPORT OF INDEPENDENT ACCOUNTANTS TRANSLATED FROM CHINESE

PWCR16000442

To the Board of Directors and Shareholders of Advanced Lithium Electrochemistry (Cayman) Co., Ltd.

Opinion

We have audited the accompanying consolidated balance sheets of Advanced Lithium Electrochemistry (Cayman) Co., Ltd. and its subsidiaries (the “Group”) as at December 31, 2016 and 2015, and the related consolidated statements of comprehensive income, of changes in equity and of cash flows for the years then ended, and 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 at December 31, 2016 and 2015, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with the “Regulations Governing the Preparations of Financial Reports by Securities Issuers” and the International Financial Reporting Standards, International Accounting Standards, IFRIC Interpretations, and SIC Interpretations as endorsed by the Financial Supervisory Commission.

Basis for opinion

We conducted our audits in accordance with the “Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants” and generally accepted auditing standards in the Republic of China (ROC GAAS). Our responsibilities under those standards are further described in the *Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Group in accordance with the Code of Professional Ethics for Certified Public Accountants in the Republic of China (the “Code”), and we have fulfilled our other ethical responsibilities in accordance with the Code. 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 of the current period. These matters were addressed in the

context of our audit of the consolidated financial statements as a whole and, in forming our opinion thereon, we do not provide a separate opinion on these matters.

Cutoff of sales revenue

Description

Please refer to Note 4(28) for accounting policies on sales revenue.

The Group's sales revenue mainly arose from sale of battery powder, battery, trolley bus and other products. Its main market is Mainland China, and most of its transaction counterparty were well-known international companies, the conditions and terms of transaction were based on market status and customers' demand. As the sales revenue was material to the consolidated financial statements and the conditions and terms of transactions were variable, we consider the cutoff of sales revenue a key audit matter.

How our audit addressed the matter

We performed the following audit procedures on the above key audit matter:

- A. We assessed the reasonableness of policies and procedures on revenue recognition based on the understanding of the Group's business and industry nature;
- B. We obtained an understanding of the internal controls of sales revenue recognition and tested the accuracy of timing of sales revenue recognition; and
- C. We performed cutoff test on sales revenue pre and post balance sheet date, and ensured sales revenue had been recorded in appropriate period.

Valuation of financial assets at fair value through profit or loss

Description

Please refer to Note 4(7) for accounting policies on financial assets at fair value through profit or loss, and Note 6(2) for details.

Advanced Lithium Electrochemistry (Cayman) Co., Ltd. invested in convertible bonds investment without active market, and recognised it as 'financial assets at fair value through profit or loss, designated as upon initial recognition', the valuation procedure involved management's and an independent appraiser's subjective judgment on valuation method and parameters. As the parameters used in the valuation model involved uncertainty, we identified the valuation parameters a key audit matter.

How our audit addressed the matter

We performed the following audit procedures on the above key audit matter:

- A. We obtained the appraisal report from the independent appraiser who was commissioned by the management, and assessed the reasonableness of the valuation method;
- B. We reviewed the reasonableness of each risk-free rate of interests, risk discount rate and price volatility used by the internal appraiser.

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 Preparations of Financial Reports by Securities Issuers” and the International Financial Reporting Standards, International Accounting Standards, IFRIC Interpretations, and SIC Interpretations as endorsed by the Financial Supervisory Commission, 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 audit committee, are responsible for overseeing the Group’s financial reporting process.

Auditor’s 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 to issue an auditor’s 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 ROC GAAS 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 ROC GAAS, 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 auditor's 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 the consolidated 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.

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 of the current period and are therefore the key audit matters. We describe these matters in our auditor's 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.

Cheng, Ya-Huei

Li, Yen-Na

For and on behalf of PricewaterhouseCoopers, Taiwan
March 24, 2017

The accompanying consolidated financial statements are not intended to present the financial position and results of operations and cash flows in accordance with accounting principles generally accepted in countries and jurisdictions other than the Republic of China. The standards, procedures and practices in the Republic of China governing the audit of such financial statements may differ from those generally accepted in countries and jurisdictions other than the Republic of China. Accordingly, the accompanying consolidated financial statements and report of independent accountants are not intended for use by those who are not informed about the accounting principles or auditing standards generally accepted in the Republic of China, and their applications in practice.

As the financial statements are the responsibility of the management, PricewaterhouseCoopers cannot accept any liability for the use of, or reliance on, the English translation or for any errors or misunderstandings that may derive from the translation.

ADVANCED LITHIUM ELECTROCHEMISTRY (CAYMAN) CO., LTD. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
DECEMBER 31, 2016 AND 2015
(Expressed in thousands of New Taiwan dollars)

Assets	Notes	December 31, 2016	December 31, 2015
Current assets			
1100	Cash and cash equivalents	6(1) \$ 682,964	\$ 710,165
1150	Notes receivable, net	13,056	45,829
1160	Notes receivable - related parties	7 53,419	-
1170	Accounts receivable, net	6(4) 47,703	142,559
1180	Accounts receivable - related parties	6(4) and 7 69,747	-
1200	Other receivables	1,852	13,899
1210	Other receivables - related parties	7 10,957	-
1220	Current income tax assets	6(24) 350	207
130X	Inventories, net	6(5) 142,133	94,163
1410	Prepayments	76,137	116,847
1470	Other current assets	8 88,466	26,742
11XX	Total current assets	<u>1,186,784</u>	<u>1,150,411</u>
Non-current assets			
1510	Financial assets at fair value through profit or loss - noncurrent	6(2) 1,011,657	-
1523	Available-for-sale financial assets - noncurrent	6(3) 616,839	-
1550	Investments accounted for under equity method	6(6) 44,462	52,093
1600	Property, plant and equipment, net	6(7) and 8 758,412	1,169,013
1780	Intangible assets, net	6(8) 160,445	199,188
1840	Deferred income tax assets	6(24) 11,445	15,964
1900	Other non-current assets	8 44,333	22,445
15XX	Non-current assets	<u>2,647,593</u>	<u>1,458,703</u>
1XXX	Total assets	<u>\$ 3,834,377</u>	<u>\$ 2,609,114</u>

(Continued)

ADVANCED LITHIUM ELECTROCHEMISTRY (CAYMAN) CO., LTD. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
DECEMBER 31, 2016 AND 2015
(Expressed in thousands of New Taiwan dollars)

Liabilities and Equity	Notes	December 31, 2016	December 31, 2015
Current liabilities			
2100	Short-term borrowings	\$ 30,000	\$ 42,510
2150	Notes payable	12,668	17,621
2170	Accounts payable	95,625	52,926
2200	Other payables	111,580	126,831
2220	Other payables - related parties	-	7,370
2250	Provisions for liabilities - current	9,133	7,998
2310	Advance receipts	115,240	-
2320	Long-term liabilities, current portion	63,978	107,156
2399	Other current liabilities, others	9,485	83,425
21XX	Total current liabilities	<u>447,709</u>	<u>445,837</u>
Non-current liabilities			
2540	Long-term borrowings	65,361	149,531
2550	Provisions for liabilities - noncurrent	4,665	4,665
2570	Deferred income tax liabilities	-	4,518
2670	Other non-current liabilities, others	-	635
25XX	Total non-current liabilities	<u>70,026</u>	<u>159,349</u>
2XXX	Total Liabilities	<u>517,735</u>	<u>605,186</u>
Equity attributable to owners of parent			
Share capital			
3110	Share capital - common stock	2,105,737	1,645,737
Capital surplus			
3200	Capital surplus	1,507,437	788,220
Retained earnings			
3350	Accumulated deficit	(44,995)	(430,783)
Other equity interest			
3400	Other equity interest	(251,548)	740
31XX	Total equity attributable to owners of the parent	<u>3,316,631</u>	<u>2,003,914</u>
36XX	Non-controlling interest	<u>11</u>	<u>14</u>
3XXX	Total equity	<u>3,316,642</u>	<u>2,003,928</u>
Significant contingent liabilities and unrecognised contract commitments			
	9		
Significant events after the balance sheet date			
	11		
3X2X	Total liabilities and equity	<u>\$ 3,834,377</u>	<u>\$ 2,609,114</u>

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

ADVANCED LITHIUM ELECTROCHEMISTRY (CAYMAN) CO., LTD. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
FOR THE YEARS ENDED DECEMBER 31, 2016 AND 2015
(Expressed in thousands of New Taiwan dollars, except loss per share)

Items	Notes	2016	2015
4000	Sales revenue	\$ 1,318,280	\$ 1,094,651
5000	Operating costs	(761,848)	(795,197)
5900	Net operating margin	<u>556,432</u>	<u>299,454</u>
	Operating expenses		
6100	Selling expenses	(200,589)	(198,267)
6200	General & administrative expenses	(193,414)	(237,590)
6300	Research and development expenses	(181,531)	(251,840)
6000	Total operating expenses	<u>(575,534)</u>	<u>(687,697)</u>
6900	Operating loss	<u>(19,102)</u>	<u>(388,243)</u>
	Non-operating income and expenses		
7010	Other income	5,947	13,605
7020	Other gains and losses	(22,351)	(34,960)
7050	Finance costs	(4,946)	(13,106)
7060	Share of profit/(loss) of associates and joint ventures accounted for under equity method	(4,541)	(8,076)
7000	Total non-operating income and expenses	<u>(25,891)</u>	<u>(42,537)</u>
7900	Loss before income tax	<u>(44,993)</u>	<u>(430,780)</u>
7950	Income tax expense	-	-
8200	Loss for the year	<u><u>(\$ 44,993)</u></u>	<u><u>(\$ 430,780)</u></u>
	Other comprehensive income		
	Component of other comprehensive income that will be reclassified to profit or loss		
8361	Exchange differences on translation of foreign financial statements	\$ 14,193	\$ 1,588
8362	Unrealised loss on valuation of available-for-sale financial assets	(264,026)	-
8370	Share of other comprehensive income of associates and joint ventures accounted for using equity method, components of other comprehensive income that will be reclassified to profit or loss	(2,455)	(335)
8300	Other comprehensive (loss) income	<u>(\$ 252,288)</u>	<u>\$ 1,253</u>
8500	Total comprehensive loss ,net	<u><u>(\$ 297,281)</u></u>	<u><u>(\$ 429,527)</u></u>
	Profit (loss), attributable to:		
8610	Owners of the parent	(\$ 44,995)	(\$ 430,783)
8620	Non-controlling interest	<u>2</u>	<u>3</u>
	Total	<u><u>(\$ 44,993)</u></u>	<u><u>(\$ 430,780)</u></u>
	Comprehensive income (loss) attributable to:		
8710	Owners of the parent	(\$ 297,283)	(\$ 429,530)
8720	Non-controlling interest	<u>2</u>	<u>3</u>
	Total	<u><u>(\$ 297,281)</u></u>	<u><u>(\$ 429,527)</u></u>
	Basic losses per share		
9750	Total basic losses per share	<u><u>(\$ 0.23)</u></u>	<u><u>(\$ 2.65)</u></u>

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

ADVANCED LITHIUM ELECTROCHEMISTRY (CAYMAN) CO., LTD. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2016 AND 2015
(Expressed in thousands of New Taiwan dollars)

	Equity attributable to owners of the parent											
	Notes	Capital Surplus				Change in net equity of associates and joint ventures accounted for under equity method	Other equity interest			Total	Non-controlling interest	Total equity
		Share capital - common stock	Additional paid-in capital	Treasury stock transactions	Others		Financial statement translation differences of foreign operations	Unrealized gain or loss on available-for-sale financial assets				
<u>2015</u>												
Balance at January 1, 2015		\$ 1,420,737	\$ 1,193,614	\$ 2,006	\$ 4,410	(\$ 925,919)	(\$ 513)	\$ -	\$ 1,694,335	\$ 11	\$ 1,694,346	
Issuance of common stock	6(15)	225,000	495,000	-	-	-	-	-	720,000	-	720,000	
Capital surplus used to offset accumulated deficit	6(17)	-	(925,919)	-	-	925,919	-	-	-	-	-	
Net (loss) income for the year		-	-	-	-	(430,783)	-	-	(430,783)	3	(430,780)	
Other comprehensive income for the year	6(18)	-	-	-	-	-	1,253	-	1,253	-	1,253	
Share-based payments	6(14)	-	19,109	-	-	-	-	-	19,109	-	19,109	
Balance at December 31, 2015		<u>\$ 1,645,737</u>	<u>\$ 781,804</u>	<u>\$ 2,006</u>	<u>\$ 4,410</u>	<u>(\$ 430,783)</u>	<u>\$ 740</u>	<u>\$ -</u>	<u>\$ 2,003,914</u>	<u>\$ 14</u>	<u>\$ 2,003,928</u>	
<u>2016</u>												
Balance at January 1, 2016		\$ 1,645,737	\$ 781,804	\$ 2,006	\$ 4,410	(\$ 430,783)	\$ 740	\$ -	\$ 2,003,914	\$ 14	\$ 2,003,928	
Issuance of common stock	6(15)	460,000	1,150,000	-	-	-	-	-	1,610,000	-	1,610,000	
Capital surplus used to offset accumulated deficit	6(17)	-	(430,783)	-	-	430,783	-	-	-	-	-	
Net (loss) income for the year		-	-	-	-	(44,995)	-	-	(44,995)	2	(44,993)	
Other comprehensive income (loss) for the year	6(18)	-	-	-	-	-	11,738	(264,026)	(252,288)	-	(252,288)	
Changes in non-controlling interests		-	-	-	-	-	-	-	-	(5)	(5)	
Balance at December 31, 2016		<u>\$ 2,105,737</u>	<u>\$ 1,501,021</u>	<u>\$ 2,006</u>	<u>\$ 4,410</u>	<u>(\$ 44,995)</u>	<u>\$ 12,478</u>	<u>(\$ 264,026)</u>	<u>\$ 3,316,631</u>	<u>\$ 11</u>	<u>\$ 3,316,642</u>	

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

ADVANCED LITHIUM ELECTROCHEMISTRY (CAYMAN) CO., LTD. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2016 AND 2015
(Expressed in thousands of New Taiwan dollars)

	Notes	2016	2015
<u>CASH FLOWS FROM OPERATING ACTIVITIES</u>			
Loss before tax		(\$ 44,993)	(\$ 430,780)
Adjustments			
Adjustments to reconcile profit (loss)			
Depreciation	6(7)(22)	184,050	216,763
Amortization	6(8)(22)	29,909	32,379
Provision (reversal of provision) for bad debt expense	6(4)	2,808	(499)
Gain on disposal of investments	6(20)	(19,360)	-
Gain on disposal of intangible assets	6(20)	(92,792)	-
Interest expense	6(21)	4,946	13,106
Interest income	6(19)	(3,021)	(2,462)
Share-based payments	6(23)	-	19,109
(Gain) loss on disposal of property, plant and equipment	6(20)	(15,749)	24,710
Property, plant and equipment transferred to expense	6(7)	700	25,157
Share of loss of associate and joint ventures accounted for under equity method	6(6)	4,541	8,076
Net loss on financial assets at fair value through profit or loss	6(3)(20)	115,031	-
Changes in operating assets and liabilities			
Changes in operating assets			
Notes receivable		32,773	107,209
Notes receivable-related parties		(53,419)	-
Accounts receivable		88,251	172,025
Accounts receivable-related parties		(69,748)	20,440
Inventories		(47,970)	90,031
Other receivables		11,782	(8,716)
Other receivables-related parties		(11,905)	-
Prepayments		30,862	(11,720)
Other current assets		526	(448)
Changes in operating liabilities			
Notes payable		(4,953)	3,623
Accounts payable		42,699	(34,441)
Other payables		(26,451)	(12,745)
Other current liabilities-other		(72,396)	(10,275)
Provisions	6(11)	1,135	(5,279)
Increase in receipts in advance		115,240	-
Cash inflow generated from operations		202,496	215,263
Receipt of interest		3,021	2,462
Interest paid		(4,837)	(13,537)
Net cash flows from operating activities		200,680	204,188

(Continued)

ADVANCED LITHIUM ELECTROCHEMISTRY (CAYMAN) CO., LTD. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2016 AND 2015
(Expressed in thousands of New Taiwan dollars)

	<u>Notes</u>	<u>2016</u>	<u>2015</u>
<u>CASH FLOWS FROM INVESTING ACTIVITIES</u>			
Decrease in other financial assets	8	\$ 15,936	\$ 10,841
Increase in other non-current assets		-	(29,739)
Acquisition of property, plant and equipment	6(26)	(54,517)	(152,212)
Proceeds from disposal of property, plant and equipment		270,517	4,360
(Increase) decrease in refundable deposits		(73,142)	1,542
Cash outflow due to disposal of subsidiary		(65,733)	-
Acquisition of intangible assets	6(8)	-	(285)
Proceeds from disposal of intangible assets		9,287	-
Acquisition of financial assets at fair value through profit or loss, designated as upon initial recognition		(1,126,688)	-
Acquisition of available-for-sale financial assets		(880,865)	-
Proceeds from disposal of subsidiaries		113,792	-
Net cash flows used in investing activities		<u>(1,791,413)</u>	<u>(165,493)</u>
<u>CASH FLOWS FROM FINANCING ACTIVITIES</u>			
Increase in short-term borrowings	6(9)	143,450	68,113
Decrease in short-term borrowings	6(9)	(92,510)	(418,953)
Increase in long-term borrowings	6(12)	-	49,442
Decrease in long-term borrowings	6(12)	(127,348)	(121,531)
Proceeds from issuance of common stock	6(15)	1,610,000	720,000
Net cash flows from financing activities		<u>1,533,592</u>	<u>297,071</u>
Effect of changes in foreign currency exchange		29,940	5,286
Net (decrease) increase in cash and cash equivalents		(27,201)	341,052
Cash and cash equivalents at beginning of year		710,165	369,113
Cash and cash equivalents at end of year		<u>\$ 682,964</u>	<u>\$ 710,165</u>

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

ADVANCED LITHIUM ELECTROCHEMISTRY
(CAYMAN)CO., LTD. AND SUNSIDIARIES
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
YEARS ENDED DECEMBER 31, 2016 AND 2015

(EXPRESSED IN THOUANDS OF NEW TAIWAN DOLLARS, EXCEPT AS OTHERWISE INDICATED)

1. HISTORY AND ORGANIZATION

Advanced Lithium Electrochemistry (Cayman) Co., Ltd. (The “Company”)

The Company was established in Cayman Islands on November 16, 2007. As of December 31, 2016, the number of shares authorized amounted to 346,000,000 shares with a par value of \$10 (in dollars) per share, and the paid-in capital was \$2,105,737.

The Company and its subsidiaries (collectively referred herein as the “Group”) are mainly engaged in: (1) research, manufacturing and sale of materials for Lithium Iron Phosphate Nano Co-crystalline Olivine (LFP-NCO) and key materials of Olivine-type structure lithium battery; (2) manufacturing and distribution of batteries, cars and peripherals; (3) manufacturing and installation of electricity generation, transmission and distribution machinery.

2. THE DATE OF AUTHORIZATION FOR ISSUANCE OF THE CONSOLIDATED FINANCIAL STATEMENTS AND PROCEDURES FOR AUTHORIZATION

These consolidated financial statements were authorized for issuance by the Board of Directors on March 24, 2017.

3. APPLICATION OF NEW STANDARDS, AMENDMENTS AND INTERPRETATIONS

(1) Effect of the adoption of new issuances of or amendments to International Financial Reporting Standards (“IFRS”) as endorsed by the Financial Supervisory Commission (“FSC”)

None.

(2) Effect of new issuances of or amendments to IFRSs as endorsed by the FSC but not yet adopted by the Group

New standards, interpretations and amendments endorsed by FSC effective from 2017 are as follows

<u>New Standards, Interpretations and Amendments</u>	<u>Effective date by International Accounting Standards Board</u>
Investment entities: applying the consolidation exception (amendments to IFRS 10, IFRS 12 and IAS 28)	January 1, 2016
Accounting for acquisition of interests in joint operations (amendments to IFRS 11)	January 1, 2016
IFRS 14, ‘Regulatory deferral accounts’	January 1, 2016
Disclosure initiative (amendments to IAS 1)	January 1, 2016
Clarification of acceptable methods of depreciation and amortisation (amendments to IAS 16 and IAS 38)	January 1, 2016

New Standards, Interpretations and Amendments	Effective date by International Accounting Standards Board
Agriculture: bearer plants (amendments to IAS 16 and IAS 41)	January 1, 2016
Defined benefit plans: employee contributions (amendments to IAS 19R)	July 1, 2014
Equity method in separate financial statements (amendments to IAS 27)	January 1, 2016
Recoverable amount disclosures for non-financial assets (amendments to IAS 36)	January 1, 2014
Novation of derivatives and continuation of hedge accounting (amendments to IAS 39)	January 1, 2014
IFRIC 21, 'Levies'	January 1, 2014
Improvements to IFRSs 2010-2012	July 1, 2014
Improvements to IFRSs 2011-2013	July 1, 2014
Improvements to IFRSs 2012-2014	January 1, 2016

The above standards and interpretations have no significant impact to the Group's financial conditions and operating result on the Group's assessment.

(3) IFRSs issued by IASB but not yet endorsed by the FSC

New standards, interpretations and amendments issued by IASB but not yet included in the IFRSs endorsed by the FSC effective from 2017 are as follows:

New Standards, Interpretations and Amendments	Effective date by International Accounting Standards Board
Classification and measurement of share-based payment transactions (amendments to IFRS 2)	January 1, 2018
Applying IFRS 9 'Financial instruments' with IFRS 4 'Insurance contracts' (amendments to IFRS 4)	January 1, 2018
IFRS 9, 'Financial instruments'	January 1, 2018
Sale or contribution of assets between an investor and its associate or joint venture (amendments to IFRS 10 and IAS 28)	To be determined by International Accounting Standards Board
IFRS 15, 'Revenue from contracts with customers'	January 1, 2018

New Standards, Interpretations and Amendments	Effective date by International Accounting Standards Board
Clarifications to IFRS 15, 'Revenue from contracts with customers' (amendments to IFRS 15)	January 1, 2018
IFRS 16, 'Leases'	January 1, 2019
Disclosure initiative (amendments to IAS 7)	January 1, 2017
Recognition of deferred tax assets for unrealised losses (amendments to IAS 12)	January 1, 2017
Transfers of investment property (amendments to IAS 40)	January 1, 2018
IFRIC 22, 'Foreign currency transactions and advance consideration'	January 1, 2018
Annual improvements to IFRSs 2014-2016 cycle- Amendments to IFRS 1, 'First-time adoption of international financial reporting'	January 1, 2018
Annual improvements to IFRSs 2014-2016 cycle- Amendments to IFRS 12, 'Disclosure of interests in other entities'	January 1, 2017
Annual improvements to IFRSs 2014-2016 cycle- Amendments to IAS 28, 'Investments in associates and joint ventures'	January 1, 2018

Except for the followings, the above standards and interpretations have no significant impact to the Group's financial condition and operating result based on the Group's assessment. The quantitative impact will be disclosed when the assessment is complete.

A. IFRS 9, 'Financial instruments'

The impairment losses of debt instruments are assessed using an 'expected credit loss' approach. An entity assesses at each balance sheet date whether there has been a significant increase in credit risk on that instrument since initial recognition to recognise 12-month expected credit losses or lifetime expected credit losses (interest revenue would be calculated on the gross carrying amount of the asset before impairment losses occurred); or if the instrument that has objective evidence of impairment, interest revenue after the impairment would be calculated on the book value of net carrying amount (i.e. net of credit allowance). The Company shall always measure the loss allowance at an amount equal to lifetime expected credit losses for trade receivables that do not contain a significant financing component.

B. IFRS 15, 'Revenue from contracts with customers'

IFRS 15, 'revenue from contracts with customers' replaces IAS 11 'Construction Contracts', IAS 18 'Revenue' and relevant interpretations. According to IFRS 15, revenue is recognised when a customer obtains control of promised goods or services. A customer obtains control of goods or services when a customer has the ability to direct the use of, and obtain substantially all of the remaining benefits from, the asset.

The core principle of IFRS 15 is that an entity recognises revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity

expects to be entitled in exchange for those goods or services. An entity recognises revenue in accordance with that core principle by applying the following steps:

Step 1: Identify contracts with customer

Step 2: Identify separate performance obligations in the contract(s)

Step 3: Determine the transaction price

Step 4: Allocate the transaction price.

Step 5: Recognise revenue when the performance obligation is satisfied.

Further, IFRS 15 includes a set of comprehensive disclosure requirements that requires an entity to disclose sufficient information to enable users of financial statements to understand the nature, amount, timing and uncertainty of revenue and cash flows arising from contracts with customers.

C. Amendments to IFRS 15, ‘Clarifications to IFRS 15 Revenue from Contracts with Customers’

The amendments clarify how to identify a performance obligation (the promise to transfer a good or a service to a customer) in a contract; determine whether a company is a principal (the provider of a good or service) or an agent (responsible for arranging for the good or service to be provided); and determine whether the revenue from granting a licence should be recognised at a point in time or over time. In addition to the clarifications, the amendments include two additional reliefs to reduce cost and complexity for a company when it first applies the new Standard.

D. IFRS 16, ‘Leases’

IFRS 16, ‘Leases’, replaces IAS 17, ‘Leases’ and related interpretations and SICs. The standard requires lessees to recognise a ‘right-of-use asset’ and a lease liability (except for those leases with terms of 12 months or less and leases of low-value assets). The accounting stays the same for lessors, which is to classify their leases as either finance leases or operating leases and account for those two types of leases differently. IFRS 16 only requires enhanced disclosures to be provided by lessors.

E. Amendments to IAS 7, ‘Disclosure initiative’

This amendment requires that an entity shall provide more disclosures related to changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes.

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the periods presented, unless otherwise stated.

(1) Compliance statement

The consolidated financial statements of the Group have been prepared in accordance with the “Regulations Governing the Preparation of Financial Reports by Securities Issuers” and the International Financial Reporting Standards, International Accounting Standards, IFRIC Interpretations, and SIC Interpretations as endorsed by the FSC (collectively referred herein as the “IFRSs”).

(2) Basis of preparation

- A. Except for the following items, the consolidated financial statements have been prepared under the historical cost convention:
- (a) Financial assets (including derivative instruments) at fair value through profit or loss.
 - (b) Available-for-sale financial assets measured at fair value.:
- B. The preparation of financial statements in conformity with IFRSs requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the Group's accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in Note 5.

(3) Basis of consolidation

- A. (a) All subsidiaries are included in the Group's consolidated financial statements. Subsidiaries are all entities (including structured entities) controlled by the Group. The Group controls an entity when the Group is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Consolidation of subsidiaries begins from the date the Group obtains control of the subsidiaries and ceases when the Group loses control of the subsidiaries.
- (b) Inter-company transactions, balances and unrealised gains or losses on transactions between companies within the Group are eliminated. Accounting policies of subsidiaries have been adjusted where necessary to ensure consistency with the policies adopted by the Group.
- (c) Profit or loss and each component of other comprehensive income are attributed to the owners of the parent and to the non-controlling interests. Total comprehensive income is attributed to the owners of the parent and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.
- B. Subsidiaries included in the consolidated financial statements:

Name of Investor	Name of Subsidiary	Main Business Activities	Ownership (%)		Remark
			December 31, 2016	December 31, 2015	
Advanced Lithium Electrochemistry (Cayman) Co., Ltd.	Advanced Lithium Electrochemistry Co., Ltd.	Research, manufacturing and sales of LFP-NCO and key materials of olivine-type structure lithium battery	99.99	99.99	
Advanced Lithium Electrochemistry (Cayman) Co., Ltd.	Advanced Lithium Electrochemistry (HK) Co., Ltd.	Investment holdings	100	100	
Advanced Lithium Electrochemistry (Cayman) Co., Ltd.	Aleees Eco Ark (Cayman) Co., Ltd.	Investment holdings	-	100	Note 2

Name of Investor	Name of Subsidiary	Main Business Activities	Ownership (%)		Remark
			December 31, 2016	December 31, 2015	
Advanced Lithium Electrochemistry (HK) Co., Ltd.	Advanced Lithium Electrochemistry (China Shanghai) Ltd.	Research and development, trading	100	100	
Advanced Lithium Electrochemistry (Cayman) Co., Ltd.	Aleees Eco Ark Co., Ltd	Manufacturing and installation of electricity generation, transmission and distribution machinery, and manufacturing and distribution of batteries, cars and peripherals	100	-	Note 1
Aleees Eco Ark (Cayman) Co., Ltd.	Aleees Eco Ark Co., Ltd.	Manufacturing and installation of electricity generation, transmission and distribution machinery, and manufacturing and distribution of batteries, cars and peripherals	-	100	Note 1
Aleees Eco Ark (Cayman) Co., Ltd.	Aleees Eco Ark (Ningbo) Ltd.	Wholesale of battery and trolley bus	-	100	Note 2
Aleees Eco Ark (Cayman) Co., Ltd.	Aleees Eco Ark (HK) Co., Ltd.	Investment holdings	-	100	Note 2
Aleees Eco Ark (HK) Co., Ltd.	Aleees Eco Ark Canada Co., Inc.	Manufacturing and installation of electricity generation, transmission and distribution machinery, and manufacturing and distribution of batteries, cars and peripherals	-	100	Note 2

Note 1 : On April 4, 2016, the Board of Directors of Aleees Eco Ark (Cayman) Co., Ltd. approved the capital reduction and returned capital proceeds. Total shares of the reinvestment company, Aleees Eco Ark Co., Ltd., were 52.8 million shares, had been returned to Advanced Lithium Electrochemistry (Cayman) Co., Ltd.. It has been approved by Investment Commission of the Ministry of Economic Affairs (MOEA) on August 22, 2016.

Note 2 : On August 24, 2016, the Group disposed the subsidiaries, Aleees Eco Ark (Cayman) Co., Ltd., Aleees Eco Ark (HK) Co., Ltd., Aleees Eco Ark (Ningbo) Ltd. and Aleees Eco Ark Canada Co., Inc., to FDG Electric Vehicles Limited and therefore lost control over the subsidiaries. The Group recognised profit at \$19,298 as other gains and losses in the statement of comprehensive income. For details about cash flows resulted from the disposal, please refer to Note 6(26) Supplemental cash flow information.

- C. Subsidiaries not included in the consolidated financial statements: None.
- D. Adjustments for subsidiaries with different balance sheet dates: None.
- E. The restrictions on fund remittance from subsidiaries to the parent company: None.
- F. Subsidiaries that have non-controlling interests that are material to the Group: None.

(4) Foreign currency translation

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The consolidated financial statements are presented in New Taiwan dollars (NTD), which is the Company's functional and the Group's presentation currency.

A. Foreign currency transactions and balances

- (a) Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are remeasured. Foreign exchange gains and losses resulting from the settlement of such transactions are recognised in profit or loss in the period in which they arise.
- (b) Monetary assets and liabilities denominated in foreign currencies at the period end are re-translated at the exchange rates prevailing at the balance sheet date. Exchange differences arising upon re-translation at the balance sheet date are recognised in profit or loss.
- (c) Non-monetary assets and liabilities denominated in foreign currencies held at fair value through profit or loss are re-translated at the exchange rates prevailing at the balance sheet date; their translation differences are recognised in profit or loss. Non-monetary assets and liabilities denominated in foreign currencies held at fair value through other comprehensive income are re-translated at the exchange rates prevailing at the balance sheet date; their translation differences are recognised in other comprehensive income. However, non-monetary assets and liabilities denominated in foreign currencies that are not measured at fair value are translated using the historical exchange rates at the dates of the initial transactions.
- (d) All foreign exchange gains and losses are presented in the statement of comprehensive income within 'other gains and losses'.

B. Translation of foreign operations

The operating results and financial position of all the group entities that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- (a) Assets and liabilities for each balance sheet presented are translated at the closing exchange rate at the date of that balance sheet;
- (b) Income and expenses for each statement of comprehensive income are translated at average exchange rates of that period; and
- (c) All resulting exchange differences are recognised in other comprehensive income.

(5) Classification of current and non-current items

A. Assets that meet one of the following criteria are classified as current assets; otherwise they are classified as non-current assets:

- (a) Assets arising from operating activities that are expected to be realised, or are intended to be sold or consumed within the normal operating cycle;
- (b) Assets held mainly for trading purposes;
- (c) Assets that are expected to be realised within twelve months from the balance sheet date;

(d) Cash and cash equivalents, excluding restricted cash and cash equivalents and those that are to be exchanged or used to pay off liabilities more than twelve months after the balance sheet date.

B. Liabilities that meet one of the following criteria are classified as current liabilities; otherwise they are classified as non-current liabilities:

(a) Liabilities that are expected to be paid off within the normal operating cycle;

(b) Liabilities arising mainly from trading activities;

(c) Liabilities that are to be paid off within twelve months from the balance sheet date;

(d) Liabilities for which the repayment date cannot be extended unconditionally to more than twelve months after the balance sheet date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

(6) Cash equivalents

Cash equivalents refer to short-term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value. Time deposits that meet the definition above and are held for the purpose of meeting short-term cash commitments in operations are classified as cash equivalents.

(7) Financial assets at fair value through profit or loss

A. Financial assets at fair value through profit or loss are financial assets held for trading or financial assets designated as at fair value through profit or loss on initial recognition. Financial assets are classified in this category of held for trading if acquired principally for the purpose of selling in the short-term. Derivatives are also categorized as financial assets held for trading unless they are designated as hedges. Financial assets that meet one of the following criteria are designated as at fair value through profit or loss on initial recognition:

(a) Hybrid (combined) contracts; or

(b) They eliminate or significantly reduce a measurement or recognition inconsistency; or

(c) They are managed and their performance is evaluated on a fair value basis, in accordance with a documented risk management or investment strategy.

B. On a regular way purchase or sale basis, financial assets at fair value through profit or loss are recognised and derecognised using trade date accounting.

C. Financial assets at fair value through profit or loss are initially recognised at fair value. Related transaction costs are expensed in profit or loss. These financial assets are subsequently remeasured and stated at fair value, and any changes in the fair value of these financial assets are recognised in profit or loss.

(8) Available-for-sale financial assets

A. Available-for-sale financial assets are non-derivatives that are either designated in this category or not classified in any of the other categories.

B. Available-for-sale financial assets are initially recognised at fair value plus transaction costs. These

financial assets are subsequently remeasured and stated at fair value, and any changes in the fair value of these financial assets are recognised in other comprehensive income.

(9) Loans and receivables

A. Accounts receivable

Accounts receivable are loans and receivables originated by the entity. They are created by the entity by selling goods or providing services to customers in the ordinary course of business. Accounts receivable are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment. However, short-term accounts receivable without bearing interest are subsequently measured at initial invoice amount as the effect of discounting is immaterial.

B. Investments in debt instrument without active market

Investments in debt instrument without active market held by the Group are those time deposits with a short maturity period but do not qualify as cash equivalents, and they are measured at initial investment amount as the effect of discounting is immaterial.

(10) Impairment of financial assets

A. The Group assesses at each balance sheet date whether there is objective evidence that a financial asset or a group of financial assets is impaired as a result of one or more events that occurred after the initial recognition of the asset (a ‘loss event’) and that loss event (or events) has an impact on the estimated future cash flows of the financial asset or group of financial assets that can be reliably estimated.

B. The criteria that the Group uses to determine whether there is objective evidence of an impairment loss is as follows:

- (a) Significant financial difficulty of the issuer or debtor;
- (b) A breach of contract, such as a default or delinquency in interest or principal payments;
- (c) The Group, for economic or legal reasons relating to the borrower’s financial difficulty, granted the borrower a concession that a lender would not otherwise consider;
- (d) It becomes probable that the borrower will enter bankruptcy or other financial reorganisation;
- (e) The disappearance of an active market for that financial asset because of financial difficulties;
- (f) Observable data indicating that there is a measurable decrease in the estimated future cash flows from a group of financial assets since the initial recognition of those assets, although the decrease cannot yet be identified with the individual financial asset in the group, including adverse changes in the payment status of borrowers in the group or national or local economic conditions that correlate with defaults on the assets in the group;
- (g) Information about significant changes with an adverse effect that have taken place in the technology, market, economic or legal environment in which the issuer operates, and indicates that the cost of the investment in the equity instrument may not be recovered;
- (h) A significant or prolonged decline in the fair value of an investment in an equity instrument below its cost.

C. When the Group assesses that there has been objective evidence of impairment and an impairment loss has occurred, accounting for impairment is made as follows according to the category of financial assets:

(a) Financial assets measured at amortised cost

The amount of the impairment loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the financial asset's original effective interest rate, and is recognised in profit or loss. If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment loss was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent that the carrying amount of the asset does not exceed its amortised cost that would have been at the date of reversal had the impairment loss not been recognised previously. Impairment loss is recognised and reversed by adjusting the carrying amount of the asset through the use of an impairment allowance account.

(b) Available-for-sale financial assets

The amount of the impairment loss is measured as the difference between the asset's acquisition cost (less any principal repayment and amortisation) and current fair value, less any impairment loss on that financial asset previously recognised in profit or loss, and is reclassified from 'other comprehensive income' to 'profit or loss'. Impairment loss of an investment in an equity instrument recognised in profit or loss shall not be reversed through profit or loss. Impairment loss is recognised and reversed by adjusting the carrying amount of the asset through the use of an impairment allowance account.

(11) Derecognition of financial assets

The Group derecognises a financial asset when one of the following conditions is met:

- A. The contractual rights to receive the cash flows from the financial asset expire.
- B. The contractual rights to receive cash flows of the financial asset have been transferred and the Group has transferred substantially all risks and rewards of ownership of the financial asset.
- C. The contractual rights to receive cash flows of the financial asset have been transferred; however, the Group has not retained control of the financial asset.

(12) Leases (lessor)

Lease income from an operating lease (net of any incentives given to the lessee) is recognised in profit or loss on a straight-line basis over the lease term.

(13) Inventories

The perpetual inventory system is adopted for inventory recognition. Inventories are stated at the lower of cost and net realisable value. Cost is determined using the standard costs. Standard costs take into consideration of normal production capacity and differences arise in the period are amortised into cost of sales. The cost of finished goods and work in progress comprises raw materials, direct labour, other direct costs and related production overheads (allocated based on normal operating

capacity). It excludes borrowing costs. The item by item approach is used in applying the lower of cost and net realisable value. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated cost of completion and applicable variable selling expenses.

(14) Investments accounted for using equity method / associates

- A. Associates are all entities over which the Group has significant influence but not control. In general, it is presumed that the investor has significant influence, if an investor holds, directly or indirectly 20 percent or more of the voting power of the investee. Investments in associates are accounted for using the equity method and are initially recognised at cost.
- B. The Group's share of its associates' post-acquisition profits or losses is recognised in profit or loss, and its share of post-acquisition movements in other comprehensive income is recognised in other comprehensive income. When the Group's share of losses in an associate equals or exceeds its interest in the associate, including any other unsecured receivables, the Group does not recognise further losses, unless it has incurred legal or constructive obligations or made payments on behalf of the associate.
- C. When changes in an associate's equity that are not recognised in profit or loss or other comprehensive income of the associate and such changes not affecting the Group's ownership percentage of the associate, the Group recognises change in ownership interests in the associate in 'capital surplus' in proportion to its ownership.
- D. Unrealised gains on transactions between the Group and its associates are eliminated to the extent of the Group's interest in the associates. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of associates have been adjusted where necessary to ensure consistency with the policies adopted by the Group.
- E. When the Group disposes its investment in an associate, if it loses significant influence over this associate, the amounts previously recognised in other comprehensive income in relation to the associate, are reclassified to profit or loss, on the same basis as would be required if the relevant assets or liabilities were disposed of. If it still retains significant influence over this associate, then the amounts previously recognised in other comprehensive income in relation to the associate are reclassified to profit or loss proportionately in accordance with the aforementioned approach.

(15) Property, plant and equipment

- A. Property, plant and equipment are initially recorded at cost.
- B. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are charged to profit or loss during the financial period in which they are incurred.
- C. Land is not depreciated. Other property, plant and equipment apply cost model and are depreciated

using the straight-line method to allocate their cost over their estimated useful lives. Each part of an item of property, plant, and equipment with a cost that is significant in relation to the total cost of the item must be depreciated separately.

D. The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted if appropriate, at each balance sheet date. If expectations for the assets' residual values and useful lives differ from previous estimates or the patterns of consumption of the assets' future economic benefits embodied in the assets have changed significantly, any change is accounted for as a change in estimate under IAS 8, 'Accounting Policies, Changes in Accounting Estimates and Errors', from the date of the change. The estimated useful lives of property, plant and equipment are as follows:

Building	3~25 years
Machinery and equipment	3~8 years
Testing equipment	6~10 years
Office equipment	3~4 years
Others	2~8 years

(16) Leases (lessee)

Payments made under an operating lease (net of any incentives received from the lessor) are recognised in profit or loss on a straight-line basis over the lease term.

(17) Intangible assets

Intangible assets, mainly license fees and computer software costs, are amortised on a straight-line basis over their estimated useful lives of 3 ~ 12 years.

(18) Impairment of non-financial assets

The Group assesses at each balance sheet date the recoverable amounts of those assets where there is an indication that they are impaired. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell or value in use. Except for goodwill, when the circumstances or reasons for recognizing impairment loss for an asset in prior years no longer exist or diminish, the impairment loss is reversed. The increased carrying amount due to reversal should not be more than what the depreciated or amortised historical cost would have been if the impairment had not been recognised.

(19) Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in profit or loss over the period of the borrowings using the effective interest method.

(20) Notes and accounts payable

Notes and accounts payable are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. They are recognised initially at cash amount of

original invoice.

(21) Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability specified in the contract is discharged or cancelled or expires.

(22) Provisions

Provisions (including warranties and sales returns and discounts, etc.) are recognised when the Group has a present legal or constructive obligation as a result of past events, and it is probable that an outflow of economic resources will be required to settle the obligation and the amount of the obligation can be reliably estimated. Provisions are measured at the present value of the expenditures expected to be required to settle the obligation on the balance sheet date, which is discounted using a pre-tax discount rate that reflects the current market assessments of the time value of money and the risks specific to the obligation. When discounting is used, the increase in the provision due to passage of time is recognised as interest expense. Provisions are not recognised for future operating losses.

(23) Employee benefits

A. Short-term employee benefits

Short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in respect of service rendered by employees in a period and should be recognised as expenses in that period when the employees render service.

B. Pensions

Defined contribution plans

For defined contribution plans, the contributions are recognised as pension expenses when they are due on an accrual basis. Prepaid contributions are recognised as an asset to the extent of a cash refund or a reduction in the future payments.

C. Employees' compensation and directors' and supervisors' remuneration

Employees' compensation and directors' and supervisors' remuneration are recognised as expenses and liabilities, provided that such recognition is required under legal obligation or constructive obligation and those amounts can be reliably estimated. Any difference between the resolved amounts and the subsequently actual distributed amounts is accounted for as changes in estimates. If employee compensation is distributed by shares, the Group calculates the number of shares based on the closing price at the previous day of the board meeting resolution.

(24) Employee share-based payment

For the equity-settled share-based payment arrangements, the employee services received are measured at the fair value of the equity instruments granted at the grant date, and are recognised as compensation cost over the vesting period, with a corresponding adjustment to equity. The fair value of the equity instruments granted shall reflect the impact of market vesting conditions and non-market vesting conditions. Compensation cost is subject to adjustment based on the service conditions that are expected to be satisfied and the estimates of the number of equity instruments that are expected to vest under the non-market vesting conditions at each balance sheet date. And ultimately, the amount

of compensation cost recognised is based on the number of equity instruments that eventually vest.

(25) Income tax

- A. The tax expense for the period comprises current and deferred tax. Tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or items recognised directly in equity, in which cases the tax is recognised in other comprehensive income or equity.
- B. The current income tax expense is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date in the countries where the Company and its subsidiaries operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in accordance with applicable tax regulations. It establishes provisions where appropriate based on the amounts expected to be paid to the tax authorities. An additional 10% tax is levied on the unappropriated retained earnings of the Company's Taiwan subsidiaries and is recorded as income tax expense in the year the stockholders resolve to retain the earnings.
- C. Deferred tax is recognised, using the balance sheet liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated balance sheet. However, the deferred tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred tax is provided on temporary differences arising on investments in subsidiaries, except where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the balance sheet date and are expected to apply when the related deferred tax asset is realised or the deferred tax liability is settled.
- D. Deferred tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised. At each balance sheet date, unrecognised and recognised deferred tax assets are reassessed.

(26) Share capital

- A. Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or stock options are shown in equity as a deduction, net of tax, from the proceeds.
- B. Where the Company repurchases the Company's equity share capital that has been issued, the consideration paid, including any directly attributable incremental costs (net of income taxes) is deducted from equity attributable to the Company's equity holders.
Where such shares are subsequently reissued, the difference between their book value and any consideration received, net of any directly attributable incremental transaction costs and the related income tax effects, and is included in equity attributable to the Company's equity holders.

(27) Dividends

Dividends are recorded in the Company's financial statements in the period in which they are

approved by the Company's shareholders. Cash dividends are recorded as liabilities; stock dividends are recorded as stock dividends to be distributed and are reclassified to ordinary shares on the effective date of new shares issuance.

(28) Revenue recognition

- A. The Group manufactures and sells battery powder and trolley bus. Revenue is measured at the fair value of the consideration received or receivable taking into account of value-added tax, returns, rebates and discounts for the sale of goods to external customers in the ordinary course of the Group's activities. Revenue arising from the sales of goods should be recognised when the Group has delivered the goods to the customer, the amount of sales revenue can be measured reliably and it is probable that the future economic benefits associated with the transaction will flow to the entity. The delivery of goods is completed when the significant risks and rewards of ownership have been transferred to the customer, the Group retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold, and the customer has accepted the goods based on the sales contract or there is objective evidence showing that all acceptance provisions have been satisfied.
- B. The Group offers customers volume discounts and right of return for defective products. The Group estimates such returns based on historical experience. Provisions for such liabilities are recorded when the sales are recognised.
- C. The Group had repair obligations within the warranty period or under certain conditions, according to appropriation of after-service cost for sales of electric bus during the period.

(29) Government grants

Government grants are recognised at their fair value only when there is reasonable assurance that the Group will comply with any conditions attached to the grants and the grants will be received. Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognises expenses for the related costs for which the grants are intended to compensate. Government grants related to property, plant and equipment are recognised as non-current liabilities and are amortised to profit or loss over the estimated useful lives of the related assets using the straight-line method.

(30) Operating segments

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The Group's chief operating decision-maker is responsible for allocating resources and assessing performance of the operating segments.

5. CRITICAL ACCOUNTING JUDGEMENTS, ESTIMATES AND KEY SOURCES OF ASSUMPTION UNCERTAINTY

The preparation of these consolidated financial statements requires management to make critical judgements in applying the Group's accounting policies and make critical assumptions and estimates concerning future events. Assumptions and estimates may differ from the actual results and are continually evaluated and adjusted based on historical experience and other factors.

Such assumptions and estimates have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year; and the related information is addressed below:

(1) Critical judgements in applying the Group’s accounting policies

None.

(2) Critical accounting estimates and assumptions

Financial assets- fair value measurement for convertible bonds without active market

The Group’s investment in convertible bonds without active market was entirely recognised as ‘financial assets at fair value through profit or loss, designated as upon initial recognition’. The assessment process involves the management and appraiser’s subjective judgment in valuation and parameter adoption and thus significant changes would occur.

As of December 31, 2016, the carrying amount of financial assets at fair value through profit or loss was \$1,011,657.

6. DETAILS OF SIGNIFICANT ACCOUNTS

(1) Cash and cash equivalents

	December 31,	
	2016	2015
Cash on hand and revolving funds	\$ 142	\$ 141
Checking accounts and demand deposits	550,972	570,337
Time deposits	131,850	139,687
	<u>\$ 682,964</u>	<u>\$ 710,165</u>

A. The Group transacts with a variety of financial institutions all with high credit quality to disperse credit risk, so it expects that the probability of counterparty default is remote. The Group’s maximum exposure to credit risk at balance sheet date is the carrying amount of all cash and cash equivalents.

B. Details of cash and cash equivalents (recorded as “other current assets”) pledged as collaterals are provided in Note 8.

(2) Financial assets at fair value through profit or loss

Items	December 31,	
	2016	2015
Non-current items:		
Financial assets designated as at fair value through profit or loss		
Convertible bonds	1,126,688	-
Valuation adjustment	(115,031)	-
	<u>\$ 1,011,657</u>	<u>\$ -</u>

A. On August 25, 2016, the Company invested five-year unlisted convertible bonds with zero coupon rate issued by FDG Electric Vehicles Limited. The principal of the bond amounted of

HK\$275,000,000 as maturity with conversion price of HK\$0.5. Within 183 days after one year from the completion date of purchase (including the first and the last days), either disposal of such convertible bonds or trading of converted shares are restricted according to the purchase agreement.

B. For the year ended December 31, 2016, the Group designated the net loss at \$115,031 for financial assets at fair value through profit or loss.

C. The counterparties of the Group's investments in debt instrument have good credit quality.

D. The Group has no financial assets at fair value through profit or loss pledged to others.

(3) Available-for-sale financial assets

Items	December 31,	
	2016	2015
Non-current items:		
Listed stocks	\$ 880,865	\$ -
Unlisted stocks	7,847	7,847
Valuation adjustment	(264,026)	-
Accumulated impairment	(7,847)	(7,847)
	<u>\$ 616,839</u>	<u>\$ -</u>

A. For the year ended December 31, 2016, the Group recognised loss at \$264,026 in other comprehensive income for changes in fair value.

B. The Group has invested in stocks of an unlisted company - Rubicon & Tech Co., Ltd., and investment was impaired due to poor operation of Rubicon & Tech Co., Ltd. The Group has recognised the full amount of investment as impairment loss. In November 2016, Rubicon & Tech Co., Ltd. applied for dissolution and was permitted by the competent authority. As of March 24, 2017, it is still in liquidation process.

(4) Accounts receivable

	December 31,	
	2016	2015
Accounts receivable - third parties	\$ 47,703	\$ 142,559
Accounts receivable - related parties	72,555	-
	120,258	142,559
Less: allowance for bad debts	(2,808)	-
	<u>\$ 117,450</u>	<u>\$ 142,559</u>

A. The credit quality of accounts receivable that were neither past due nor impaired was in the following categories based on the Group's Credit Quality Control Policy:

	December 31,	
	2016	2015
Group 1	\$ 89,920	\$ 109,471
Group 2	-	-
	<u>\$ 89,920</u>	<u>\$ 109,471</u>

Note:

Group 1: Credit quality assessed high rating.

Group 2: Others.

B. The ageing analysis of accounts receivable that were past due but not impaired is as follows:

	December 31,	
	2016	2015
31 to 90 days	\$ 24,363	\$ -
Over 181 days	3,167	33,088
	<u>\$ 27,530</u>	<u>\$ 33,088</u>

The above ageing analysis was based on past due date.

C. Movement analysis of financial assets that were impaired is as follows:

(a) As of December 31, 2016 and 2015, the Group's accounts receivable that were both impaired amounted to \$2,808 and \$0.

(b) Movements on the Group provision for impairment of accounts receivable are as follows:

	2016		
	Individual provision	Group provision	Total
At January 1	\$ -	\$ -	\$ -
Provision for impairment loss	2,808	-	2,808
At December 31	<u>\$ 2,808</u>	<u>\$ -</u>	<u>\$ 2,808</u>
	2015		
	Individual provision	Group provision	Total
At January 1	\$ 717	\$ -	\$ 717
Reversal of impairment	(499)	-	(499)
Write-offs during the period	(207)	-	(207)
Foreign currency translation adjustments	(11)	-	(11)
At December 31	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>

D. As of December 31, 2016 and 2015, the Group held cash as collaterals (recognised as other current liabilities) for accounts receivable at \$0 and \$33,088, respectively.

(5) Inventories

	December 31, 2016		
	Cost	Allowance for value decline and obsolescence	Book value
Raw materials	\$ 48,877	(\$ 220)	\$ 48,657
Work in process	27,937	(21,341)	6,596
Semi-finished goods	37,789	(5,626)	32,163
Finished goods	74,303	(19,586)	54,717
Total	<u>\$ 188,906</u>	<u>(\$ 46,773)</u>	<u>\$ 142,133</u>

	December 31, 2015		
	Cost	Allowance for value decline and obsolescence	Book value
Mechandise	\$ 961	(\$ 961)	\$ -
Raw materials	110,305	(74,558)	35,747
Work in process	67,568	(60,928)	6,640
Semi-finished goods	26,543	(1,282)	25,261
Finished goods	150,696	(124,181)	26,515
Total	<u>\$ 356,073</u>	<u>(\$ 261,910)</u>	<u>\$ 94,163</u>

A. Expenses and losses incurred on inventories for the periods:

	Years ended December 31,	
	2016	2015
Cost of inventories sold	\$ 892,225	\$ 657,201
Loss (gain from reversal of) in market value decline and obsolete and slow-moving inventories	(214,949)	101,309
Loss on scrapping inventory	46,872	7,011
Unallocated fixed overhead cost	37,700	29,676
	<u>\$ 761,848</u>	<u>\$ 795,197</u>

For the year ended December 31, 2016, the decrease in cost of sales is resulted from the gain on reversal since the clearance of inventories that had been recognised for price decline and obsolescence.

B. The Company's subsidiary - Aleees Eco Ark Co., Ltd. has signed a buyback of inventory contract for after sale amounting to \$78,317 with the leasing company in 2014. Aleees Eco Ark Co., Ltd. must not sell, lease, lend or dispose the inventory. On June 20, 2016, the debt stipulated in the contract had repaid beforehand. As of December 31, 2016 and 2015, the total amount of notes issued by Aleees Eco Ark Co., Ltd. for buyback of inventory were \$0 and \$29,583, respectively, (recorded as long-term borrowings). Details are provided in Note 6(12).

(6) Investments accounted for using equity method

	<u>2016</u>	<u>2015</u>
At January 1	\$ 51,458	\$ 59,869
Share of profit or loss of investments accounted for using the equity method	(4,541)	(8,076)
Changes in other equity items (Note 6(18))	(2,455)	(335)
At December 31	<u>\$ 44,462</u>	<u>\$ 51,458</u>
	<u>December 31,</u>	
	<u>2016</u>	<u>2015</u>
Emerald Battery Technologies Co., Ltd.	\$ 44,462	\$ 52,093
Empire Energy Co., Ltd.	<u>-</u>	<u>(635)</u>
	<u>\$ 44,462</u>	<u>\$ 51,458</u>

A. The basic information

	<u>Location</u>	<u>Interest held</u>		<u>Relationship</u>	<u>Measurement method</u>
		<u>December 31, 2016</u>	<u>December 31, 2015</u>		
Emerald Battery Technologies Co., Ltd.	Taiwan	24%	24%	Strategic alliance	Equity method
Empire Energy Co., Ltd.	Taiwan	21.11%	21.11%	Strategic alliance	Equity method

B. The financial information of the Group's principal associates is summarized below:

Balance sheet

	Emerald Battery Technologies Co., Ltd.	
	December 31,	
	2016	2015
Current assets	\$ 19,939	\$ 31,119
Non-current assets	169,314	194,159
Current liabilities	(3,994)	(8,226)
Non-current liabilities	-	-
Net assets	<u>\$ 185,259</u>	<u>\$ 217,052</u>
Share of net assets	\$ 44,462	\$ 52,093
Goodwill	-	-
Book value	<u>\$ 44,462</u>	<u>\$ 52,093</u>

	Empire Energy Co., Ltd.	
	December 31,	
	2016	2015
Current assets	\$ 8,080	\$ 23,576
Non-current assets	1,795	5,595
Current liabilities	(23,494)	(32,178)
Non-current liabilities	-	-
Net assets	<u>(\$ 13,619)</u>	<u>(\$ 3,007)</u>
Share of net assets	\$ -	(\$ 635)
Goodwill	-	-
Book value	<u>\$ -</u>	<u>(\$ 635)</u>

Comprehensive income statement

	Emerald Battery Technologies Co., Ltd.	
	Years ended December 31,	
	2016	2015
Operating revenue	\$ 33,391	\$ 31,777
Net loss for the period	(\$ 21,566)	(\$ 28,190)
Other comprehensive income, net	10,226	(1,399)
Total comprehensive income (loss) for the period	<u>(\$ 11,340)</u>	<u>(\$ 29,589)</u>
Dividend	<u>\$ -</u>	<u>\$ -</u>

	<u>Empire Energy Co., Ltd.</u>	
	<u>Years ended December 31,</u>	
	<u>2016</u>	<u>2015</u>
Operating revenue	\$ 2,244	(\$ 29,222)
Net loss for the period	(\$ 10,612)	(\$ 6,746)
Other comprehensive income, net	-	-
Total comprehensive income (loss) for the period	<u>(\$ 10,612)</u>	<u>(\$ 6,746)</u>
Dividend	<u>\$ -</u>	<u>\$ -</u>

7) Property, plant and equipment

	<u>Land</u>	<u>Buildings</u>	<u>Machinery and equipment</u>	<u>Testing equipment</u>	<u>Office equipment</u>	<u>Leasehold Improvement</u>	<u>Construction in progress and equipment to be inspected</u>	<u>Others</u>	<u>Total</u>
At January 1, 2016									
Cost	\$ 147,910	\$ 123,831	\$ 724,603	\$ 181,768	\$ 42,338	\$ 325,179	\$ 9,205	\$ 362,201	\$ 1,917,035
Accumulated depreciation	-	(42,713)	(367,741)	(78,046)	(34,555)	(28,730)	-	(196,237)	(748,022)
	<u>\$ 147,910</u>	<u>\$ 81,118</u>	<u>\$ 356,862</u>	<u>\$ 103,722</u>	<u>\$ 7,783</u>	<u>\$ 296,449</u>	<u>\$ 9,205</u>	<u>\$ 165,964</u>	<u>\$ 1,169,013</u>
<u>2016</u>									
Opening net book amount	\$ 147,910	\$ 81,118	\$ 356,862	\$ 103,722	\$ 7,783	\$ 296,449	\$ 9,205	\$ 165,964	\$ 1,169,013
Additions	-	1,002	17,807	2,187	349	-	6,637	6,107	34,089
Disposals	-	-	(102,809)	(58,881)	(3,638)	(20,183)	-	(69,256)	(254,767)
Reclassifications	-	-	-	-	-	-	(700)	-	(700)
Depreciation charge	-	(5,295)	(74,612)	(15,499)	(2,595)	(37,647)	-	(48,402)	(184,050)
Disposal of subsidiaries	-	-	-	(71)	(1,268)	-	-	(3,834)	(5,173)
Closing net book amount	<u>\$ 147,910</u>	<u>\$ 76,825</u>	<u>\$ 197,248</u>	<u>\$ 31,458</u>	<u>\$ 631</u>	<u>\$ 238,619</u>	<u>\$ 15,142</u>	<u>\$ 50,579</u>	<u>\$ 758,412</u>
At December 31, 2016									
Cost	\$ 147,910	\$ 123,845	\$ 587,281	\$ 106,204	\$ 29,377	\$ 297,670	\$ 15,142	\$ 133,770	\$ 1,441,199
Accumulated depreciation	-	(47,020)	(390,033)	(74,746)	(28,746)	(59,051)	-	(83,191)	(682,787)
	<u>\$ 147,910</u>	<u>\$ 76,825</u>	<u>\$ 197,248</u>	<u>\$ 31,458</u>	<u>\$ 631</u>	<u>\$ 238,619</u>	<u>\$ 15,142</u>	<u>\$ 50,579</u>	<u>\$ 758,412</u>

	<u>Land</u>	<u>Buildings</u>	<u>Machinery and equipment</u>	<u>Testing equipment</u>	<u>Office equipment</u>	<u>Leasehold Improvement</u>	<u>Construction in progress and equipment to be inspected</u>	<u>Others</u>	<u>Total</u>
At January 1, 2015									
Cost	\$ 147,910	\$ 122,958	\$ 729,773	\$ 156,150	\$ 43,514	\$ 8,773	\$ 273,132	\$ 397,721	\$ 1,879,931
Accumulated depreciation	-	(37,504)	(285,841)	(59,041)	(30,223)	(2,242)	-	(159,819)	(574,670)
	<u>\$ 147,910</u>	<u>\$ 85,454</u>	<u>\$ 443,932</u>	<u>\$ 97,109</u>	<u>\$ 13,291</u>	<u>\$ 6,531</u>	<u>\$ 273,132</u>	<u>\$ 237,902</u>	<u>\$ 1,305,261</u>
<u>2015</u>									
Opening net book amount	\$ 147,910	\$ 85,454	\$ 443,932	\$ 97,109	\$ 13,291	\$ 6,531	\$ 273,132	\$ 237,902	\$ 1,305,261
Additions	-	873	8,421	11,187	-	23,546	37,616	28,890	110,533
Disposals	-	-	(230)	-	-	-	-	(28,840)	(29,070)
Reclassifications	-	-	(13,115)	14,431	-	292,860	(301,543)	6,419	(948)
Depreciation charge	-	(5,209)	(82,146)	(19,005)	(5,508)	(26,488)	-	(78,407)	(216,763)
Closing net book amount	<u>\$ 147,910</u>	<u>\$ 81,118</u>	<u>\$ 356,862</u>	<u>\$ 103,722</u>	<u>\$ 7,783</u>	<u>\$ 296,449</u>	<u>\$ 9,205</u>	<u>\$ 165,964</u>	<u>\$ 1,169,013</u>
At December 31, 2015									
Cost	\$ 147,910	\$ 123,831	\$ 724,603	\$ 181,768	\$ 42,338	\$ 325,179	\$ 9,205	\$ 362,201	\$ 1,917,035
Accumulated depreciation	-	(42,713)	(367,741)	(78,046)	(34,555)	(28,730)	-	(196,237)	(748,022)
	<u>\$ 147,910</u>	<u>\$ 81,118</u>	<u>\$ 356,862</u>	<u>\$ 103,722</u>	<u>\$ 7,783</u>	<u>\$ 296,449</u>	<u>\$ 9,205</u>	<u>\$ 165,964</u>	<u>\$ 1,169,013</u>

A. Amount of interest capitalised to property, plant and equipment were both \$0 for years ended December 31, 2016 and 2015.

B. The Group's buildings include buildings and improvements, piping and system construction which are depreciated over 25 years and 6 years, respectively.

C. Information about the property, plant and equipment that were pledged to others as collaterals is provided in Note 8.

D. The Company's subsidiaries - Advanced Lithium Electrochemistry Co., Ltd. and Aleees Eco Ark Co., Ltd. have signed a buyback contract of equipment with the leasing company in 2015. Advanced Lithium Electrochemistry Co., Ltd. and Aleees Eco Ark Co., Ltd. must not pledge, lease, lend or dispose the inventory. On June 20, 2016, the Company's subsidiary, Aleees Eco Ark Co., Ltd., repaid the debt beforehand. As of December 31, 2016 and 2015, the total amounts of notes issued by the Group for buyback of equipment was \$3,645 and \$14,296 (recorded as short-term borrowings and long-term liabilities which due within one year or one operating period), including interest expense. Details are provided in Note 6(12).

(8) Intangible assets

- A. The Group signed a license contract for reauthorization with LiFeP04+C Licensing AG on July 4, 2011. Under the contract, the Group may not authorize license to others except for affiliates. Authorization period is from September 1, 2011 to July 9, 2023. Under the contract, the Group needs to pay (1) first fixed royalty of US\$10,000 thousand which is recognised as ‘intangible assets – licence fee’ and is amortised over approximately 12 years; (2) royalty before the contract date, which was paid on July 14, 2011 and was recognised as expenses for the year ended December 31, 2011; (3) royalty after the contract date, which is paid in accordance with the percentage of sales of powder during the authorization period. The Group recognised royalty as expenses amounting to \$149,069 and \$134,449 for the years ended December 31, 2016 and 2015, respectively. As of December 31, 2016 and 2015, unpaid royalty was \$22,826 and \$24,846, respectively.
- B. The Group signed a second revised license contract on August 26, 2013. The schedule for plant construction is extended for 12 months, which means the completion date for plant construction in Canada is extended from July 4, 2014 to July 4, 2015.
- C. The Group signed a third revised license contract on September 25, 2014. Except for revision of the amount of capital invested in, full-time employee and total investment, the original plan of building a cathode materials plant with annual production of 1,000 tons in Quebec, Canada has been changed to building a plant for cathode materials, battery cell, battery module or integrated system of trolley bus at the choice of the Company or subsidiaries.
- D. As of March 24, 2017, the Group has reached an agreement with LiFeP04+C Licensing AG to extend factory construction for 3 years. Construction terms will be determined based on mutual agreement in the following 3 years.

	<u>License fees</u>	<u>Computer software</u>	<u>Total</u>
At January 1, 2016			
Cost	\$ 302,314	\$ 49,847	\$ 352,161
Accumulated amortisation	(116,827)	(36,146)	(152,973)
	<u>\$ 185,487</u>	<u>\$ 13,701</u>	<u>\$ 199,188</u>
<u>2016</u>			
Opening net book amount	\$ 185,487	\$ 13,701	\$ 199,188
Amortisation charge	(25,585)	(4,324)	(29,909)
Disposal	-	(8,495)	(8,495)
Disposal of subsidiaries	-	(339)	(339)
Closing net book amount	<u>\$ 159,902</u>	<u>\$ 543</u>	<u>\$ 160,445</u>
At December 31, 2016			
Cost	\$ 185,487	\$ 13,701	\$ 199,188
Accumulated amortisation	(25,585)	(13,158)	(38,743)
	<u>\$ 159,902</u>	<u>\$ 543</u>	<u>\$ 160,445</u>

	<u>License fees</u>	<u>Computer software</u>	<u>Total</u>
At January 1, 2015			
Cost	\$ 302,314	\$ 44,027	\$ 346,341
Accumulated amortisation	(91,242)	(29,347)	(120,589)
	<u>\$ 211,072</u>	<u>\$ 14,680</u>	<u>\$ 225,752</u>
<u>2015</u>			
Opening net book amount	\$ 211,072	\$ 14,680	\$ 225,752
Additions	-	285	285
reclassifications	-	5,530	5,530
Amortisation charge	(25,585)	(6,794)	(32,379)
Closing net book amount	<u>\$ 185,487</u>	<u>\$ 13,701</u>	<u>\$ 199,188</u>
At December 31, 2015			
Cost	\$ 302,314	\$ 49,847	\$ 352,161
Accumulated amortisation	(116,827)	(36,146)	(152,973)
	<u>\$ 185,487</u>	<u>\$ 13,701</u>	<u>\$ 199,188</u>

	<u>Years ended December 31,</u>	
	<u>2016</u>	<u>2015</u>
Operating costs	\$ 8	\$ 235
Selling expenses	25,585	25,585
Administrative expenses	2,524	4,116
Research and development expenses	1,792	2,443
	<u>\$ 29,909</u>	<u>\$ 32,379</u>

(9) Short-term borrowings

<u>Type of borrowings</u>	<u>December 31, 2016</u>	<u>Interest rate range</u>	<u>Collateral</u>
Bank credit borrowings	<u>\$ 30,000</u>	2.04%	None
<u>Type of borrowings</u>	<u>December 31, 2015</u>	<u>Interest rate range</u>	<u>Collateral</u>
Bank secured borrowings	\$ 40,000	2.06%	See Note 8
Other short-term borrowings	2,510	3.32%	See Note 8
	<u>\$ 42,510</u>		

(10) Other payables

	December 31,	
	2016	2015
Payable on equipment	\$ 13,660	\$ 7,156
Salary and bonus payables	15,025	20,639
Employees' and directors' remuneration payables	4,115	-
Royalty payables	22,826	24,846
Expendable expenses	10,068	11,385
Other	45,886	62,805
	<u>\$ 111,580</u>	<u>\$ 126,831</u>

(11) Provisions

	Provisions for sale returns and discounts	Warranty liabilities	Total
At January 1, 2016			
Accrued amount	\$ 7,998	\$ 4,665	\$ 12,663
At December 31, 2016	<u>1,135</u>	<u>-</u>	<u>1,135</u>
	<u>\$ 9,133</u>	<u>\$ 4,665</u>	<u>\$ 13,798</u>

	Provisions for sale returns and discounts	Warranty liabilities	Total
At January 1, 2015	\$ 13,277	\$ 4,665	\$ 17,942
Unused amount reverses	(5,279)	-	(5,279)
At December 31, 2015	<u>\$ 7,998</u>	<u>\$ 4,665</u>	<u>\$ 12,663</u>

Analysis of total provisions:

	December 31,	
	2016	2015
Current	<u>\$ 9,133</u>	<u>\$ 7,998</u>
Non-current	<u>\$ 4,665</u>	<u>\$ 4,665</u>

A. Provisions for sale returns and discounts

The Group's provision of allowance for sale returns and discounts is related to sales of products, and is estimated based on the historical sale returns and discounts of the products.

B. Warranty liabilities

The Group recognised expenses in the period of sales for repair obligation within warranty period or under conditions, according to appropriation of after-service cost for sales during the period.

12) Long-term borrowings

<u>Type of borrowings</u>	<u>Borrowing period and repayment term</u>	<u>Interest rate range</u>	<u>Collateral</u>	<u>December 31, 2016</u>
Mega International Commercial Bank secured borrowings	Feb. 10, 2014 ~ Jan. 10, 2019, repay interest and principal monthly	1.89%~2.10%	Land, buildings and equipment	\$ 125,694
Financing from Hotai Finance Co., Ltd.	July.30 , 2015 ~ Aug .20, 2017, repay interest and principal monthly	5%	Machinery and equipment	<u>3,645</u>
				129,339
Less:current portion				<u>(63,978)</u>
				<u>\$ 65,361</u>

<u>Type of borrowings</u>	<u>Borrowing period and repayment term</u>	<u>Interest rate range</u>	<u>Collateral</u>	<u>December 31, 2015</u>
Mega International Commercial Bank secured borrowings	Feb. 10, 2014 ~ Jan. 10, 2019, repay interest and principal monthly	2.04%~2.10%	Land, buildings and equipment	\$ 215,318
Financing from Chailease Finance Co., Ltd. and Hotai Finance Co., Ltd.	Nov. 24, 2014~June 30, 2017, repay interest and principal monthly	3.66%~5.25%	Inventory and machinery and equipment	<u>41,369</u>
				256,687
Less:current portion				<u>(107,156)</u>
				<u>\$ 149,531</u>

A. During the period of the Mega International Commercial Bank borrowing, the Company shall maintain the following financial ratios and evaluate once annually based on the consolidated financial statements audited by independent accountants;

(a) Current ratio (current assets/current liabilities): above 100%

(b) Debt ratio (bank borrowings/net assets): below 50%

If any of the financial ratio fails to meet the requirement, starting from the date of evaluation and until the day prior to qualifying for the requirement again, the Company must pay reimbursement expense based on the balance of the principal at the annual rate of 0.125% quarterly.

B. Details of collaterals pledged for long-term borrowings are provided in Note 8.

C. The Group has the following undrawn borrowing facilities:

	December 31,	
	2016	2015
Floating rate		
Expiring within one year	\$ 291,305	\$ 231,421

(13) Pensions

- A. Effective July 1, 2005, Advanced Lithium Electrochemistry Co., Ltd. and Aleees Eco Ark Co., Ltd. have established a defined contribution pension plan (the “New Plan”) under the Labor Pension Act (the “Act”), covering all regular employees with R.O.C. nationality. Under the New Plan, the Company and its domestic subsidiaries contribute monthly an amount based on 6% of the employees’ monthly salaries and wages to the employees’ individual pension accounts at the Bureau of Labor Insurance. The benefits accrued are paid monthly or in lump sum upon termination of employment.
- B. The Company’s Mainland China subsidiary, Advanced Lithium Electrochemistry (China Shanghai) Co., Ltd., has a defined contribution plan. Monthly contributions to an independent fund administered by the government in accordance with the pension regulations in the People’s Republic of China (PRC) are based on 21% of employees’ monthly salaries and wages. Other than the monthly contributions, the Group has no further obligations.
- C. The pension costs under the defined contribution pension plans of the Group for the years ended December 31, 2016 and 2015 were \$9,611 and \$14,152, respectively.

(14) Share-based payment

- A. For the year ended December 31, 2016: None.
- B. For the year ended December 31, 2015, the Company’s share-based payment arrangement were as follows:

<u>Type of arrangement</u>	<u>Grant date</u>	<u>Quantity granted</u>	<u>Contract period</u>	<u>Vesting conditions</u>
First time cash capital increase reserved for employee preemption in 2015	2015.1.14	2,250 thousand shares	N/A	Vested immediately

C. Details of the share-based payment arrangements are as follows:

	<u>Year ended December 31, 2015</u>	
	<u>No of options (thousand shares)</u>	<u>Weighted average exercise price (in dollars)</u>
Options outstanding at beginning of the year	-	-
Options granted	2,250	32
Options exercised	(1,207)	32
Options expired	(1,043)	32
Options outstanding at end of the year	<u>-</u>	-
Options exercisable at end of the year	<u>-</u>	-

D. The fair value of stock options granted on grant date is measured using the Black-Scholes option-pricing model. Relevant information is as follows:

<u>Type of arrangement</u>	<u>Grant date</u>	<u>Stock price (in dollars)</u>	<u>Exercise price (in dollars)</u>	<u>Expected price volatility</u>	<u>Expected option life (in years)</u>	<u>Expected dividends</u>	<u>Risk free interest rate</u>	<u>Fair value per unit (in dollars)</u>
First time cash capital increase reserved for employee preemption in 2015	2015.1.14	\$ 40.45	\$ 32	46.83%	0.057	-	0.87%	\$ 8.4927

E. Expenses incurred on share-based payment transactions are shown below:

	<u>Years ended December 31,</u>	
	<u>2016</u>	<u>2015</u>
Equity-settlement	<u>\$ -</u>	<u>\$ 19,109</u>

(15) Share capital

A. As of December 31, 2016, the Company's authorized capital was \$3,000,000, consisting of 300,000 thousand shares of ordinary stock, and the paid-in capital was \$2,105,737 with a par value of \$10 (in dollars) per share. All proceeds from shares issued have been collected.

Movements in the number of the Company's ordinary shares outstanding are as follows:

	<u>2016</u>	<u>2015</u>
Outstanding at January 1	\$ 164,573,654	\$ 142,073,654
Cash capital increase	<u>46,000,000</u>	<u>22,500,000</u>
Outstanding at December 31	<u>\$ 210,573,654</u>	<u>\$ 164,573,654</u>

B. With the resolution of shareholders' meeting on June 27, 2016, the Company planned to privately issue 46,000 thousand shares with par value of NT\$10. On August 23, 2016, the Board of Directors approved the price of private placement as NT\$35. The rights and obligations afforded by the ordinary shares in the private placement are the same with those have issued except that the shares in the private placement are not allowed to be traded freely within three years after delivery pursuant to Article 43-8 of Securities and Exchange Act.

C. The Board of Directors has resolved at their meeting on November 13, 2014 to increase capital by cash. The new share issuance was effective on February 6, 2015, with new shares amounting to 22,500 thousand shares with par value of NT\$32 (in dollars) and paid-in capital was \$720,000.

(16) Capital surplus

The Board of Directors exercises its authority accordingly when appropriating net income, for which provision is appropriated to be paid for contingencies and commitments, dividends, operations, investments or other purposes.

(17) Retained earnings (accumulated deficits)

A. Under the Company's Articles of Incorporation, the Company shall appropriate net income in accordance with the appropriation plan proposed by the Board of Directors and approved at the stockholders' meeting. The Board of Directors shall propose the appropriation of net income in conformity with the following:

- (a) Pay all taxes;
- (b) The current year's earnings are to offset prior year's operating losses;
- (c) 10% of the remaining amount shall be set aside as legal reserve, until the legal reserve equals the total capital stock balance;
- (d) Set aside as special reserve in accordance with regulations governing listed companies or requests of the competent authority;
- (e) After setting aside in accordance with (a) through (c) stated above, if any, to be retained or to be appropriated shall be resolved by the stockholders at the stockholders' meeting.

The Board of Directors should determine the percentage for directors', supervisors' and employees' bonus when appropriating net income. However, stockholders can recommend the percentage during resolution. Any remaining profit is for dividend appropriation. The Company is at the early stage of industrial development, and enterprise life cycle is at the growing stage. In order to respond to future operating expansion plans, along with maintaining dividend balance and stockholders' return, the dividend policy is to appropriate through cash or new share issuance or through both or as bonus. The Board of Directors is authorized to determine actual appropriation percentage in accordance with the Company's Articles of Incorporation and regulations governing public listed companies, and takes into consideration the financials, business and operations. However, dividend appropriation should not be less than 10% of the remaining profit and cash dividend should not be less than 10% of the total dividends.

B. The deficit compensation of 2015 and 2014 had been resolved at the stockholders' meeting on June 27, 2016 and June 12, 2015, respectively. Details are summarized below.

	Years ended December 31,	
	2015	2014
Deficit offset by capital surplus	\$ 430,783	\$ 925,919

The deficit compensation of 2015 and 2014 was in agreement with the amount proposed at the Board of directors' meeting on March 24, 2016 and March 23, 2015, respectively.

C. For details of employees' compensation and directors' remuneration, please refer to Note 6(23).

(18) Other equity items

	2016		
	Available-for-sale investment	Currency translation	Total
At January 1	\$ -	\$ 740	\$ 740
Available-for-sale investment			
Revaluation :			
- Group	(264,026)	14,193	(249,833)
- Associates	-	(2,455)	(2,455)
At December 31	<u>(\$ 264,026)</u>	<u>\$ 12,478</u>	<u>(\$ 251,548)</u>
	2015		
	Available-for-sale investment	Currency translation	Total
At January 1	\$ -	(\$ 513)	(\$ 513)
Revaluation :			
- Group	-	1,588	1,588
- Associates	-	(335)	(335)
At December 31	<u>\$ -</u>	<u>\$ 740</u>	<u>\$ 740</u>

(19) Other income

	Years ended December 31,	
	2016	2015
Interest income		
Interest income from bank deposits	\$ 3,021	\$ 2,462
Subsidy income	-	2,932
Miscellaneous income	2,556	8,211
Rental income	370	-
	<u>\$ 5,947</u>	<u>\$ 13,605</u>

(20) Other gains and losses

	Years ended December 31,	
	2016	2015
Net losses on financial assets at fair value through profit or loss	(\$ 115,031)	\$ -
Gains (losses) on disposal of property, plant and equipment	15,749	(24,710)
Gains on disposal of intangible assets	92,792	-
Gains on disposal of investments	19,360	-
Net currency exchange (losses) gains	(32,342)	2,345
Other losses	(2,879)	(12,595)
	<u>(\$ 22,351)</u>	<u>(\$ 34,960)</u>

(21) Finance costs

	Years ended December 31,	
	2016	2015
Interest expense:		
Bank borrowings	\$ 4,946	\$ 13,106

(22) Expenses by nature

	Years ended December 31,	
	2016	2015
Employee benefit expense	\$ 238,078	\$ 326,352
Depreciation charges on property, plant and equipment	184,050	216,765
Amortisation charges on intangible assets	29,909	32,379
	<u>\$ 452,037</u>	<u>\$ 575,496</u>

(23) Employee benefit expense

	Years ended December 31,	
	2016	2015
Wages and salaries	\$ 200,488	\$ 259,337
Employees' compensation, directors' and supervisors'	4,115	-
Share-based payments	-	19,109
Labour and health insurance fees	15,484	21,662
Pension costs	9,611	14,152
Other personnel expenses	8,380	12,092
	<u>\$ 238,078</u>	<u>\$ 326,352</u>

- A. According to the Articles of Incorporation of the Company, a ratio of profit of the current year distributable, after covering accumulated losses, shall be distributed as employees' compensation and directors' and supervisors' remuneration. The ratio shall than 1% to 10% for employees' compensation and shall not be higher than 1% for directors' remuneration.
- B. The Company had accumulated deficit for years ended December 31, 2016 and 2015, thus, the Company did not recognise employees' compensation and directors' and supervisors' remuneration.
- C. Information about the appropriation of employees' compensation and directors' and supervisors' remuneration by the Company as proposed by the Board of Directors and resolved by the stockholders will be posted in the "Market Observation Post System" at the website of the Taiwan Stock Exchange.

(24) Income tax

A. Income tax expense

(a) Components of income tax expense:

	Years ended December 31,	
	2016	2015
Total current tax:		
Current tax on profits for the period	\$ 34,765	\$ 47,987
Total current tax:	34,765	47,987
Deferred tax:		
Origination and reversal of temporary differences	3,051 (252)
Taxable loss	(37,816)	(47,735)
Income tax expense	\$ -	\$ -

(b) The income tax charge/ (credit) relating to components of other comprehensive income is as follows: None.

(c) The income tax charged/ (credited) to equity during the year is as follows: None.

B. Reconciliation between income tax expense and accounting profit

	Years ended December 31,	
	2016	2015
Tax calculated based on profit before tax and statutory tax rate	\$ 27,128	\$ 47,987
Taxable loss not recognised as deferred tax assets	46,148	-
Temporary difference not recognised as deferred tax assets	(35,460)	4,384
Change in assessment of realization of deferred tax assets	(37,816)	(52,371)
Tax expenses	\$ -	\$ -

C. Amounts of deferred tax assets of liabilities as a result of temporary difference and loss carryforward are as follows:

	Year ended December 31, 2016				
	January 1	Recognised in profit or loss	Recognised in other comprehensive income	Recognised in equity	December 31
Deferred tax assets:					
Taxable loss	\$ 15,963	(\$ 4,518)	\$ -	\$ -	\$ 11,445
Deferred tax liabilities:					
Temporary differences					
- Unrealised exchange gain	(\$ 4,518)	\$ 4,518	\$ -	\$ -	\$ -
	<u>\$ 11,445</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 11,445</u>

	Year ended December 31, 2015				
	January 1	Recognised in profit or loss	Recognised in other comprehensive income	Recognised in equity	December 31
Deferred tax assets:					
Taxable loss	\$ 15,963	\$ -	\$ -	\$ -	\$ 15,963
Deferred tax liabilities:					
Temporary differences					
- Unrealised exchange gain	(\$ 4,518)	\$ -	\$ -	\$ -	(\$ 4,518)
	<u>\$ 11,445</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 11,445</u>

D. Expiration dates of unused taxable loss and amounts of unrecognised deferred tax assets are as follows:

Year incurred	Year ended December 31, 2016			
	Amount filed / Assessed	Unused amount	Unrecognised deferred tax assets	Usable until
2009	\$ 79,794	\$ 2,709	\$ 2,709	2019
2010	70,096	22,086	22,086	2020
2011	159,717	40,897	40,897	2021
2012	269,195	154,440	154,440	2022
2013	291,799	291,799	224,476	2023
2014	366,800	366,800	366,800	2024
2015	418,448	418,448	418,448	2025
2016	271,461	271,461	271,461	2026
	<u>\$ 1,927,310</u>	<u>\$ 1,568,640</u>	<u>\$ 1,501,317</u>	

Year ended December 31, 2015

Year incurred	Amount		Unrecognised	Usable until
	filed / Assessed	Unused amount	deferred tax assets	
2009	\$ 79,794	\$ 2,709	\$ 2,709	2019
2010	70,096	22,086	22,086	2020
2011	159,717	148,589	54,687	2021
2012	269,195	269,195	269,195	2022
2013	291,799	291,799	291,799	2023
2014	366,800	366,800	366,800	2024
2015	418,448	418,448	418,448	2025
	<u>\$ 1,655,849</u>	<u>\$ 1,519,626</u>	<u>\$ 1,425,724</u>	

E. The amounts of deductible temporary difference that are not recognised as deferred tax assets are as follows:

	December 31,	
	2016	2015
Deductible temporary differences	<u>\$ 12,768</u>	<u>\$ 47,163</u>

F. The liFePO4 lithium battery of the Group's subsidiary, Advanced Lithium Electrochemistry, Co., Ltd., is eligible for the incentives stipulated in Regulations to Encourage Manufacturers and Technical Service Providers in Emerging Significant Strategic Industries for five years (the privilege expires in December 2022).

G. Advanced Lithium Electrochemistry Co., Ltd.'s and Aleees Eco Ark Co., Ltd.'s income tax returns through 2014 have both been assessed and approved by the Tax Authority.

(25) Losses per share

	Year ended December 31, 2016		
	Amount after tax	Weighted average number of ordinary shares outstanding (share in thousands)	Losses per share (in dollars)
<u>Basic losses per share</u>			
Loss attributable to ordinary shareholders of the parent	(\$ 44,995)	<u>198,508</u>	(\$ <u>0.23</u>)
	Year ended December 31, 2015		
	Amount after tax	Weighted average number of ordinary shares outstanding (share in thousands)	Losses per share (in dollars)
<u>Basic losses per share</u>			
Loss attributable to ordinary shareholders of the parent	(\$ 430,783)	<u>162,354</u>	(\$ <u>2.65</u>)

(26) Non-cash transactions

A. Investing activities with partial cash payments:

	Years ended December 31,	
	2016	2015
Purchase of fixed assets	\$ 34,089	\$ 110,533
Add: opening balance of payable on equipment	7,156	57,953
Ending balance of prepaid on equipment	35,589	8,657
Less: ending balance of payable on equipment	(13,660)	(7,156)
Opening balance of prepaid on equipment	(8,657)	(17,775)
Cash paid during the period	<u>\$ 54,517</u>	<u>\$ 152,212</u>

B. The Group sold 100% of shares in the subsidiary – Aleees Eco Ark (Cayman) Co.,Ltd. 、 Aleees Eco Ark (HK) Co., Ltd. 、 Aleees Eco Ark (Ningbo) Ltd.and Aleees Eco Ark Canada Co., Inc. on August 24, 2016 and therefore lost control over the subsidiary (please refer to Note 4(3)B.(b)). The details of the consideration received from the transaction (including cash and cash equivalent) and assets and liabilities relating to the subsidiary are as follows:

	August 24, 2016
Consideration received	
Cash	\$ 113,792
Equity instruments	-
Total consideration	<u>\$ 113,792</u>
Carrying amount of the assets and liabilities of the subsidiary	
Cash	65,733
Prepayments	9,848
Inventories	-
Property, plant and equipment	5,173
Intangible assets	90,148
Bank borrowings	(63,450)
Accounts payable	(201)
Other payables	(11,213)
Advance receipts	(1,544)
Total net assets	<u>\$ 94,494</u>

7. RELATED PARTY TRANSACTIONS

(1) Parent and ultimate controlling party : None.

(2) Significant related party transactions and balances :

A. Sales

	Years ended December 31,	
	2016	2015
Sales of goods(return):		
- Associates	\$ 5,389	(\$ 27,810)
- Other related parties	\$ 82,016	\$ -
Technical service revenue:		
- Significant influence over the group	\$ 71,179	\$ -
- Other related parties	\$ 31,630	\$ -

The selling price for the sales of goods for related parties is based on regular price, which dues in 30 days after monthly billing as the credit term. The credit term for regular clients is either advance receipts or due in less than 60 days after monthly billing. The price and credit term for technical service provision is based on agreement and there is no other comparable counterparty.

B. Accounts receivable

	December 31,	
	2016	2015
Notes receivable:		
- Other related parties	\$ 53,419	\$ -

	December 31,	
	2016	2015
Accounts receivable:		
- Significant influence over the group	\$ 48,642	\$ -
- Associates	5,617	-
- Other related parties	18,296	-
Less: Allowance for uncollectible accounts	(2,808)	-
	\$ 69,747	\$ -
Other receivables	-	-
- Other related parties	\$ 10,957	\$ -

C. Payables

	December 31,	
	2016	2015
Other payables:		
- Associates	\$ -	\$ 7,370

The payables to related parties mainly arise from processing and service charge. The payables do not bear interest.

D. Advance receipts

	December 31,	
	2016	2015
Prepayments to related parties:		
- Significant in fluence over the group	\$ 94,822	\$ -

. Acquisition of financial assets:

	Accounts	No. of shares/Units	Objects	Year ended
				December 31, 2016
				Consideration
Significant influence over the group	Non-current financial assets at fair value through profit or loss	27.5(Note)	The convertible bonds of FDG Electric Vehicles Limited	\$ 1,126,688
Significant influence over the group	Non-current available-for-sale financial assets	430,000,000	The ordinary shares of FDG Electric Vehicles Limited	880,866
Total				<u>\$ 2,007,554</u>

Note : The convertible bonds of FDG Electric Vehicles Limited were HKD 10,000,000 per unit.

Year ended December 31, 2015 : None.

F. Other transactions:

	Years ended December 31,	
	2016	2015
Service charge		
- Associates	<u>\$ 8,695</u>	<u>\$ 5,000</u>

	Years ended December 31,	
	2016	2015
Other expenses		
- Associates	<u>\$ -</u>	<u>\$ 1,905</u>

	Years ended December 31,	
	2016	2015
Gains on disposals of intangible assets		
- Other related parties	<u>\$ 92,000</u>	<u>\$ -</u>

It is mainly resulted from sale of expensed intelligent property rights:

G. Loans to /from related parties:

(a) Loans to related parties: None.

(b) Loans from related parties:

Interest expense:

	Years ended December 31,	
	2016	2015
Key management - Associates	<u>\$ -</u>	<u>\$ 434</u>

It is mainly resulted from borrowing from key management which carrying annual interest rate of 3% and that had been repaid in the first quarter of 2015.

(3) Key management compensation

	Years ended December 31,	
	2016	2015
Salaries and other short-term employee benefits	\$ 22,648	\$ 24,753
Share-based payment	-	10,522
	<u>\$ 22,648</u>	<u>\$ 35,275</u>

8. PLEDGED ASSETS

The Group's assets pledged as collateral were as follows:

Pledged asset	Book value		Purpose
	December 31,		
	2016	2015	
Bank deposits (shown as "Other current assets")	\$ 9,768	\$ 25,704	Guarantee for banks' credit lines, letters of credit and pledge at customs
Inventories	-	75,000	Long-term borrowings
Property, plant and equipment	<u>277,384</u>	<u>309,094</u>	Short-term and long-term borrowings
	<u>\$ 287,152</u>	<u>\$ 409,798</u>	

9. SIGNIFICANT CONTINGENT LIABILITIES AND UNRECOGNIZED CONTRACT COMMITMENTS

(1) Contingencies

On July 18, 2016, the Group's subsidiary, Aleees Eco Ark Co., Ltd. (hereafter referred as "Aleees") received a notice of civil charge issued by Hsinchu District Court numbered No.105-Zon-Su-Zi-147. The civil charge was filed by Hsin Chu Bus Co., Ltd. for the compensation of the driver's fee totaled \$15,916 accompanied by interest counted with 5% per annum till the debt is repaid (hereafter referred as "the case"). The case is now under preliminary proceedings in Hsinchu District Court (case No.105-Zon-Su-Zi-147). In the Group's opinion, Aleees is not entirely accountable for the driver's fee, which involved the issue regarding land utilisation for recharging, not to mention that the calculation of driver's fee is disputable. As of the reporting date, the impact brought by the case cannot be estimated since it needs to be substantively reviewed by the court based on the evidence to settle the dispute with Hsin Chu Bus Co., Ltd. .

(2) Commitments

A. Capital expenditure contracted for at the balance sheet date but not yet incurred is as follows:

	December 31,	
	2016	2015
Property, plant and equipment	<u>\$ 39,504</u>	<u>\$ -</u>

B. The Group has signed significant long-term leasing contracts for leasing offices and plants. The summary of rent payable in the future is as follows:

	December 31,	
	2016	2015
Within 1 year	\$ 28,369	\$ 36,169
Over 1 ~ 5 years	98,943	97,566
Over 5 years	46,376	70,000
	<u>\$ 173,688</u>	<u>\$ 203,735</u>

C. License reauthorization contract:

- (a) The Group has signed a license reauthorization contract with LiFePO₄+C Licensing AG on July 4, 2011. The contract requires the Group to construct a plant and produce cathode materials for Lithium iron phosphate (LiFePO₄) with annual production of 1,000 tons in Quebec, Canada during the extended 3 years as stated in the contract (before July 4, 2014).
- (b) The Group assessed that the needs in American and European markets were lower than its expectation, thus, the Group and LiFePO₄+C Licensing AG completed an amendment for the license reauthorization contract on August 26, 2013. The amendment extends the construction of the plant and completing requirement for operation for 12 months, which is, to build a cathode materials plant with a minimum of annual production of 1,000 tons in Quebec, Canada as of July 4, 2015. If the Group fails to build the plant on schedule, LiFePO₄+C Licensing AG has the right to claim an extension fee of US\$300,000 and to terminate the license reauthorization contract.
- (c) The Group assessed the potential for growth in electric cars and energy storage system in Europe, U.S. and Canada, thus, the Group and LiFePO₄+C Licensing AG completed an amendment for the license reauthorization contract on November 19, 2014. The amendment states that the Group can choose to build a powder plant, battery plant, battery module plant or electric bus system integration plant in Quebec, Canada, that the capital expenditure is at least US\$6 million as of July 4, 2015, and that the average annual full-time employment is at least 10 employees as of July 4, 2018. If the Group fails to meet its obligations as stated in the amendment and thus influences rights of the license contract, there may be a significant impact on the Group's operation and financials.
- (d) The Group originally needed to build a cathode materials plant, battery plant, pack plant (battery module plant) or electric bus system integration plant by July 4, 2015; however, as the Group and license authorizer, LiFePO₄+C Licensing AG, both agreed that China has the greatest market for LFP materials and the LFP materials market is extremely competitive, both parties reach an agreement before March 24, 2017 to extend the deadline of plant building for 3 years, in order to improve high-quality of LEP materials for Chinese market. Both parties agree to negotiate plans for plant building to fulfil future market needs. Construction terms will be determined based on mutual agreement during the extended 3 years.

10. SIGNIFICANT DISASTER LOSS

None.

11. SIGNIFICANT EVENTS AFTER THE BALANCE SHEET DATE

- A. On January 20, 2017, the Board of Directors approved the proposal to invest RMB250,000 or equivalent US dollars in Advanced Lithium Electrochemistry (HK) Co., Ltd. , and reinvest to establish a company in Shanghai, China. The tentative authorised capital for the newly founded company is RMB1 million.
- B. In view of the unnecessary strategic investment in Empire Energy Co., Ltd. and minimising possible loss afterwards, the Company disposed 950,000 shares of Empire Energy Co., Ltd. with NT\$0.001 per share on February 3, 2017.
- C. On March 24, 2017, the Board of Directors has resolved the following:
- (a) For the year ended December 31, 2016, the Group's entity, Advanced Lithium Electrochemistry, Co., Ltd., proposed to appropriate 1% as employees' compensation amounting to \$2,058 and \$0 for directors and supervisors' remuneration in cash.
 - (b) The Group proposed to lift the loan limit to \$200,000 for Aleees Eco Ark Co., Ltd. to satisfy its capital requirement.
 - (c) Since the repaid loan is non-revolving, the Group proposed to cancel the amount of \$200,000 in case the loan between entities is repaid beforehand for future financing, which is resolved by the Board of Directors on May 12, 2016.
 - (d) The Group proposed to cancel the endorsement and guarantee for the entity, Advanced Lithium Electrochemistry (Cayman) Co., Ltd., which resolved by the Board of Directors on November 11, 2013, and the remaining limit of \$246,359 for endorsement and guarantee was also revoked..
 - (e) The Company proposed to provide endorsement and guarantee of \$180,000 and US\$0.5 million for the Group's entity, Advanced Lithium Electrochemistry (Cayman) Co., Ltd.
 - (f) The Company proposed to become joint guarantor for the endorsement and guarantee of \$15,000 for the Group's entity, Aleees Eco Ark Co., Ltd. .

12. OTHER

(1) Capital management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and to maintain an optimal capital structure to reduce the cost of capital. The Group monitors capital on the basis of the gearing ratio that are not to exceed 40% for the need of long-term stable capital resource, taking into account that the Group is within an emerging industry. This ratio is calculated as net debt divided by total capital. Net debt is calculated as total borrowings (including 'current and non-current borrowings' as shown in the consolidated balance sheet) less cash and cash equivalents. Total capital is calculated as 'equity' as shown in the consolidated balance sheet plus net debt.

The gearing ratios at December 31, 2016 and 2015 were as follows:

	December 31,	
	2016	2015
Total borrowings	\$ 159,339	\$ 299,197
Less: cash and cash equivalents	(682,964)	(710,165)
Net debt	(523,625)	(410,968)
Total equity	3,316,631	2,003,914
Total capital	\$ 2,793,006	\$ 1,592,946
Debt to capital ratio	-	-

(2) Financial instruments

A. Fair value information of financial instruments

The carrying amounts of the Group's financial instruments not measured at fair value (including cash and cash equivalents, notes receivable, accounts receivable, other receivables, short-term borrowings, notes payable, accounts payable, other payables, long-term borrowings (including current portion) and deposits received (shown as "Other non-current liabilities") are approximate to their fair values. The fair value information of financial instruments measured at fair value is provided in Note 12(3).

B. Financial risk management policies

(a) The Group's activities expose it to a variety of financial risks: market risk (including foreign exchange risk, interest rate risk and price risk), credit risk and liquidity risk. The Group evaluates above-mentioned risks periodically in order to minimise potential adverse effects on the Group's financial position and financial performance.

(b) Risk management is carried out by a central treasury department (Group treasury) under policies approved by the Board of Directors. Group treasury identifies, evaluates and hedges financial risks in close co-operation with the Group's operating units.

C. Significant financial risks and degrees of financial risks

(a) Market risk

Foreign exchange risk

i. The Group operates internationally and is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to the USD and RMB. Foreign exchange risk arises from future commercial transactions, recognised assets and liabilities and net investments in foreign operations.

ii. Management has set up a policy to require group companies to manage their foreign exchange risk against their functional currency. Foreign exchange risk arises when future commercial transactions or recognised assets or liabilities are denominated in a currency that is not the entity's functional currency.

iii. The Group has certain investments in foreign operations, whose net assets are exposed to foreign currency translation risk. The Group expected that currency exposure arising from the net assets of the Group's foreign operations is managed primarily through borrowings

denominated in the relevant foreign currencies.

- iv. The Group's businesses involve some non-functional currency operations (the Company's and certain subsidiaries' functional currency: NTD; other certain subsidiaries' functional currency: RMB). The information on assets and liabilities denominated in foreign currencies whose values would be materially affected by the exchange rate fluctuations is as follows:

	December 31, 2016		
	Foreign currency amount <u>(in thousands)</u>	Exchange rate	Book value <u>(NTD)</u>
(Foreign currency : functional currency)			
<u>Financial assets</u>			
<u>Monetary items</u>			
USD : NTD	\$ 3,173	32.250	\$ 102,329
HKD : NTD	13,068	4.158	54,337
JPY : NTD	264,162	0.2950	78,186
RMB : NTD	87,428	4.610	403,043
<u>Non-monetary items</u>			
HKD : NTD	490,000	4.158	1,628,496
<u>Financial liabilities</u>			
<u>Monetary items</u>			
USD : NTD	\$ 1,717	32.250	\$ 55,373
HKD : NTD	23,783	4.158	98,890
<u>Non-monetary items</u>			
RMB : NTD	35,276	4.158	146,678

	December 31, 2015		
	Foreign currency amount (in thousands)	Exchange rate	Book value (NTD)
(Foreign currency : functional currency)			
<u>Financial assets</u>			
<u>Monetary items</u>			
USD : NTD	\$ 5,906	32.825	\$ 193,864
RMB : NTD	136,340	4.995	681,018
<u>Non-monetary items</u>			
RMB : NTD	801	4.995	3,999
CAD : NTD	262	23.640	6,198
<u>Financial liabilities</u>			
<u>Monetary items</u>			
USD : NTD	\$ 1,046	32.825	\$ 34,335
RMB : NTD	20,464	4.995	102,218
<u>Non-monetary items</u>			
RMB : NTD	27,575	4.995	137,737

- v. The total exchange (loss) gain, including realized and unrealized arising from significant foreign exchange variation on the monetary items held by the Group for the year ended December 31, 2016 and 2015 amounted (\$32,342) and \$2,345, respectively.
- vi. Analysis of foreign currency market risk arising from significant foreign exchange variation:

	Year ended December 31, 2016		
	Degree of variation	Effect on profit (loss)	Effect on other comprehensive income (loss)
(Foreign currency : functional currency)			
<u>Financial assets</u>			
<u>Monetary items</u>			
USD : NTD	1%	\$ 1,023	\$ -
HKD : NTD	1%	543	-
JPY : NTD	1%	782	-
RMB : NTD	1%	4,030	-
<u>Non-monetary items</u>			
HKD : NTD	1%	10,117	-
HKD : NTD	1%	-	6,168
<u>Financial liabilities</u>			
<u>Monetary items</u>			
USD : NTD	1%	(\$ 554)	\$ -
HKD : NTD	1%	(989)	-
<u>Non-monetary items</u>			
RMB : NTD	1%	-	(1,467)

	Year ended December 31, 2015		
	Degree of variation	Effect on profit (loss)	Effect on other comprehensive income (loss)
(Foreign currency : functional currency)			
<u>Financial assets</u>			
<u>Monetary items</u>			
USD : NTD	1%	\$ 1,939	\$ -
RMB : NTD	1%	6,810	-
<u>Non-monetary items</u>			
RMB : NTD	1%	-	40
CAD : NTD	1%	-	62
<u>Financial liabilities</u>			
<u>Monetary items</u>			
USD : NTD	1%	(\$ 343)	\$ -
RMB : NTD	1%	(1,022)	-
<u>Non-monetary items</u>			
RMB : NTD	1%	-	(1,377)

Price risk

The Group is not exposed to significant price risk of products nor of investment in equity instruments.

Interest rate risk

- i. The Group's interest rate risk arises from long-term and short-term borrowings. Borrowings issued at variable rates expose the Group to cash flow interest rate risk which is partially offset by cash and cash equivalents held at variable rates. The Group's borrowings are at floating rates. During the years ended December 31, 2016 and 2015, the Group's borrowings at variable rate were denominated in NTD, USD and RMB.
- ii. At December 31, 2016 and 2015, if interest rates on NTD-denominated, USD-denominated and RMB-denominated borrowings had been 0.25% higher with all other variables held constant, post-tax profit for the years ended December 31, 2016 and 2015 would have been \$389 and \$638 lower, respectively, mainly as a result of higher interest expense on floating rate borrowings.

(a) Credit risk

- i. Credit risk refers to the risk of financial loss to the Group arising from default by the clients on the contract obligations. According to the Group's credit policy, each local entity in the Group is responsible for managing and analysing the credit risk for each of their new clients before standard payment and delivery terms and conditions are offered. Internal risk control assesses the credit quality of the customers, taking into account their financial position, past experience and other factors. The utilisation of credit limits is regularly monitored. Credit risk includes outstanding receivables.
- ii. No credit limits were exceeded during the reporting periods.
- iii. The credit quality information of financial assets that are neither past due nor impaired, past due but not impaired and impaired is provided in the statement for each type of financial assets in Note 6.

(c) Liquidity risk

- i. Cash flow forecasting is performed and aggregated by Group treasury. Group treasury monitors rolling forecasts of the operating entities' liquidity requirements to ensure it has sufficient cash to meet operational needs while maintaining sufficient headroom on its undrawn committed borrowing facilities.
- ii. The table below analyses the Group's non-derivative financial liabilities into relevant maturity groupings based on the remaining period at the balance sheet date to the contractual maturity date for non-derivative financial liabilities. The amounts disclosed in the table are the contractual undiscounted cash flows.

<u>Non-derivative financial liabilities</u>	<u>Within 1 year</u>	<u>Over 1 year</u>	<u>2 ~ 5 years</u>	<u>Over 5 years</u>
December 31, 2016				
Short-term borrowings	\$ 30,000	\$ -	\$ -	\$ -
Notes payable	12,668	-	-	-
Accounts payable	95,625	-	-	-
Other payables	111,580	-	-	-
Long-term borrowings (including current portion)	66,232	66,232	1,578	-

<u>Non-derivative financial liabilities</u>	<u>Within 1 year</u>	<u>Over 1 year</u>	<u>2 ~ 5 years</u>	<u>Over 5 years</u>
December 31, 2015				
Short-term borrowings	\$ 42,510	\$ -	\$ -	\$ -
Notes payable	17,621	-	-	-
Accounts payable	52,926	-	-	-
Other payables	134,201	-	-	-
Long-term borrowings (including current portion)	108,571	76,713	80,305	-

(3) Fair value information

A. Details of the fair value of the Group's financial assets and financial liabilities not measured at fair value are provided in Note 12(2)A.

B. The different levels that the inputs to valuation techniques are used to measure fair value of financial and non-financial instruments have been defined as follows:

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date. A market is regarded as active where a market in which transactions for the asset or liability take place with sufficient frequency and volume to provide pricing information on an ongoing basis. The fair value of the Group's investment in listed stocks is included in Level 1.

Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly. The fair value of the Group's investment in convertible bonds is included in Level 2.

Level 3: Unobservable inputs for the asset or liability.

C. The related information of financial and non-financial instruments measured at fair value by level on the basis of the nature, characteristics and risks of the assets and liabilities at December 31, 2016 and 2015 is as follows:

December 31, 2016	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Assets				
<u>Recurring fair value measurements</u>				
Financial assets at fair value through profit or loss				
Convertible bonds	\$ -	\$ -	\$ 1,011,657	\$ 1,011,657
Available-for-sale financial assets				
Equity securities	<u>616,839</u>	<u>-</u>	<u>-</u>	<u>616,839</u>
	<u>\$ 616,839</u>	<u>\$ -</u>	<u>\$ 1,011,657</u>	<u>\$ 1,628,496</u>

December 31, 2015: None.

D. The methods and assumptions the Group used to measure fair value are as follows:

(a) The instruments the Group used market quoted prices as their fair values (that is, Level 1) are listed below by characteristics:

	<u>Listed shares</u>
Market quoted price	Closing price

(b) For high-complexity financial instruments, the fair value is measured by the appraiser

assigned by the Group using self-developed valuation model based on the valuation method and technique widely used within the same industry. The valuation model is normally applied to derivative financial instruments, debt instruments with embedded derivatives or securitised instruments. Certain inputs used in the valuation model are not observable at market and involve subjective judgment by the management and appraiser. The effect of unobservable inputs to the valuation of financial instruments is provided in Note 12(3)H.

- E. For the years ended December 31, 2016 and 2015, there was no transfer between Level 1 and Level 3.
- F. The valuation for convertible bonds whose fair value is categorised as Level 3 is conducted by the appraiser assigned by the Group.
- G. The following is the qualitative information of significant unobservable inputs and sensitivity analysis of changes in significant unobservable inputs to valuation model used in Level 3 fair value measurement:

	Fair value at December 31, 2016	Valuation technique	Significant unobservable input	Range (weighted average)	Relationship of inputs to fair value
Hybrid instrument:					
Convertible bonds	\$ 1,011,657	Binary tree model	Volatility	56.20%	The higher the volatility, the higher the fair value

December 31, 2015 : None.

- H. The Group has carefully assessed the valuation models and assumptions used to measure fair value; therefore, the fair value measurement is reasonable. However, use of different valuation models or assumptions may result in difference measurement. The following is the effect of profit or loss or of other comprehensive income from financial assets and liabilities categorised within Level 3 if the inputs used to valuation models have changed:

	December 31, 2016					
	Input	Change	Recognised in profit or loss		Recognised in other comprehensive income	
			Favourable change	Unfavourable change	Favourable change	Unfavourable change
Financial assets						
Hybrid instrument	Volatility	±1%	\$ 4,574	(\$ 3,659)	\$ -	\$ -

December 31, 2015 : None.

13. SUPPLEMENTARY DISCLOSURES

The disclosure of investee companies were based on financial statements audited by independent accountants and the following transactions with subsidiaries were eliminated when preparing consolidated financial statements. The following disclosure information is for reference only. The related information on investee companies were translated using the average rates of USD: NTD = 1: 32.26 and USD: NTD = 1:32.25 for the years ended December 31, 2016 and as of December 31, 2016, respectively.

(1) Significant transactions information

- A. Loans to others: Please refer to table 1.
- B. Provision of endorsements and guarantees to others: Please refer to table 2.
- C. Holding of marketable securities at the end of the period (not including subsidiaries, associates and joint ventures): Please refer to table 3.
- D. Acquisition or sale of the same security with the accumulated cost exceeding \$300 million or 20% of the Company's paid-in capital: Please refer to table 4.
- E. Acquisition of real estate reaching NT\$300 million or 20% of paid-in capital or more: None.
- F. Disposal of real estate reaching NT\$300 million or 20% of paid-in capital or more: None.
- G. Purchases or sales of goods from or to related parties reaching NT\$100 million or 20% of paid-in capital or more: Please refer to table 5.
- H. Receivables from related parties reaching NT\$100 million or 20% of paid-in capital or more: Please refer to table 6.
- I. Trading in derivative instruments undertaken during the reporting periods: None.
- J. Significant inter-company transactions during the reporting periods: Please refer to table 7.

(2) Information on investees

Names, locations and other information of investee companies (not including investees in Mainland China) : Please refer to table 8.

(3) Information on investments in Mainland China

- A. Basic information: Please refer to table 9.
- B. Significant transactions, either directly or indirectly through a third area, with investee companies in the Mainland Area: Please refer to table 7.

14. SEGMENT INFORMATION

(1) General information

Management has determined the reportable operating segments based on the reports audited by the chief operating decision-maker that are used to make strategic decisions.

The Group manages through product types. Each significant product type needs a different technique and market strategy, thus, is individually disclosed in management information.

(2) Measurement of segment information

- A. The accounting policies, judgements, assumptions and estimates of the operating segments are in agreement with the significant accounting policies summarized in Notes 4 and 5.
- B. The Group has some supporting sales and services that did not reach the quantitative threshold for reportable segments and thus, were not included in the reportable segments. Their operating results are disclosed collectively under 'other segments'.
- C. The Group's assets are shared and liabilities are managed and dispatched under unified policies; thus, under operating management, assets and liabilities are not allocated to each operating segment, financial income and expenses, profit or loss relating to investment and profit or loss on disposal of assets are not distributed to each operating segment, nor used for performance

measurement, but are consolidated under 'other segments'.

(3) Information about segment profit or loss, assets and liabilities

The segment information provided to the chief operating decision-maker for the reportable segments is as follows:

Years ended December 31, 2016

	<u>Material</u>	<u>Electric vehicle</u>	<u>Battery</u>	<u>Others</u>	<u>Eliminations</u>	<u>Total</u>
Inter-segment revenue - external customers	\$ 1,208,925	\$ 6,547	\$ 102,808	\$ -	\$ -	\$ 1,318,280
Total segment income (loss)	<u>\$ 214,209</u>	<u>(\$ 117,684)</u>	<u>(\$ 57,504)</u>	<u>(\$ 58,123)</u>	<u>\$ -</u>	<u>(\$ 19,102)</u>

Years ended December 31, 2015

	<u>Material</u>	<u>Electric vehicle</u>	<u>Battery</u>	<u>Others</u>	<u>Eliminations</u>	<u>Total</u>
Inter-segment revenue - external customers	\$ 1,115,271	(\$ 20,620)	\$ -	\$ -	\$ -	\$ 1,094,651
Total segment income (loss)	<u>\$ 175,495</u>	<u>(\$ 411,969)</u>	<u>(\$ 132,586)</u>	<u>(\$ 19,183)</u>	<u>\$ -</u>	<u>(\$ 388,243)</u>

(4) Reconciliation for segment income (loss) : None.

(5) Information on product and service

Revenue from external customers is mainly from sales of Lithium Iron Phosphate Nano Co-crystalline Olivine (LEP-NCO) and key materials of Olivine-type structure lithium battery, electrical vehicle charging and battery swapping services, and manufacturing and sales of electrical vehicle. Detail of revenue balance are as follows:

	<u>Years ended December 31,</u>	
	<u>2016</u>	<u>2015</u>
Battery powder	\$ 1,208,925	\$ 1,115,271
Trolley bus	6,547	(20,620)
Battery	102,808	-
	<u>\$ 1,318,280</u>	<u>\$ 1,094,651</u>

(6) Geographical information

Geographical information for the years ended December 31, 2016 and 2015 is as follows:

	Year ended December 31, 2016		Year ended December 31, 2015	
	Revenue	Non-current assets	Revenue	Non-current assets
China	\$ 1,244,928	\$ 17,135	\$ 1,098,178	\$ 32,277
USA	57,809	-	12,229	-
Taiwan	12,758	777,408	(19,130)	1,159,094
United Kingdom	-	159,903	-	185,487
Others	2,785	-	3,374	-
	<u>\$ 1,318,280</u>	<u>\$ 954,446</u>	<u>\$ 1,094,651</u>	<u>\$ 1,376,858</u>

(7) Major customer information

Major customer information of the Group for the years ended December 31, 2016 and 2015 is as follows:

	Year ended December 31, 2016		Year ended December 31, 2015	
	Revenue	Segment	Revenue	Segment
C	\$ 506,708	Battery powder	\$ 455,166	Battery powder
A	265,382	Battery powder	227,411	Battery powder
B	-	Battery powder	139,607	Battery powder
D	130,917	Battery powder	63,092	Battery powder
E	102,808	Battery	-	-

Advanced Lithium Electrochemistry (Cayman) Co., Ltd. and subsidiaries

Loans to others

Year period ended December 31, 2016

Table 1

Expressed in thousands of NTD

(Except as otherwise indicated)

No. (Note 1)	Creditor	Borrower	General ledger account	Is a related party	Maximum outstanding	Balance at June	Actual	Interest	Nature of loan (Note 2)	Amount of	Reason for short-term financing	Allowance for doubtful accounts	Collateral		Limit on loans granted to a single party (Note 3)	Ceiling on total loans granted (Note 3)	Footnote
					balance during the year ended June 30, 2016	30, 2016 (Note 4)	amount drawn down	rate		with the borrower			Item	Value			
0	Advanced Lithium Electrochemistry (Cayman) Co., Ltd.	Aleees Eco Ark Co., Ltd.	Other receivables - related parties	Y	\$ 129,000.00	\$ -	\$ -	-	Short-term financing	\$ -	- Working capital financing	\$ -	None	\$ -	\$ 1,326,652	\$ 1,326,652	
1	Advanced Lithium Electrochemistry Co., Ltd.	Aleees Eco Ark Co., Ltd.	Other receivables - related parties	Y	600,000	200,000	200,000	0	Short-term financing	-	- Working capital financing	-	None	-	504,972	504,972	

Note 1: The numbers filled in for the loans provided by the Company or subsidiaries are as follows:

(1)The Company is '0'.

(2)The subsidiaries are numbered in order starting from '1'.

Note 2: The column of "Nature of loan" shall fill in "Business transaction" or "Short-term financing".

Note 3: (1)For the Company's loans to investees companies accounted for using equity method, the ceiling of the total lending is 40% of the parent company's net assets while the ceiling of individual lending is 40% of the parent company's net assets;

(2)For loans of the subsidiary - Advanced Lithium Electrochemistry Co., Ltd. To affiliates, the ceiling of the total lending is 40% of the lending company's net assets while the ceiling of individual lending is 40% of the lending company's net assets.

Note 4: The amounts of funds to be loaned to others which have been approved by the board of directors of a public company in accordance with Article 14, Item 1 of the "Regulations Governing Loaning of Funds and Making of

Endorsements/Guarantees by Public Companies" should be included in its published balance of loans to others at the end of the reporting period to reveal the risk of loaning the public company bears, even though they have not yet been appropriated. However, this balance should exclude the loans repaid when repayments are done subsequently to reflect the risk adjustment. In addition, if the board of directors of a public company has authorized the chairman to loan funds in instalments or in revolving within certain lines and within one year in accordance with Article 14, Item 2 of the "Regulations Governing Loaning of Funds and Making of Endorsements/Guarantees by Public Companies", the published balance of loans to others at the end of the reporting period should also include these lines of loaning approved by the board of directors, and these lines of loaning should not be excluded from this balance even though the loans are repaid subsequently, for taking into consideration they could be loaned again thereafter.

Advanced Lithium Electrochemistry (Cayman) Co., Ltd. and subsidiaries
Provision of endorsements and guarantees to others
Year period ended December 31, 2016

Table 2

Expressed in thousands of NTD
(Except as otherwise indicated)

Number (Note 1)	Endorser/ guarantor	Party being endorsed/guaranteed Company name	Relationship with the endorser/ guarantor (Note 2)	Limit on endorsements/ guarantees provided for a single party (Note 3)	Maximum outstanding endorsement/ guarantee amount as of June 30, 2016	Outstanding endorsement/ guarantee amount at June 30, 2016	Actual amount drawn down (Note 4)	Amount of endorsements/ guarantees secured with collateral	Ratio of accumulated endorsement/ guarantee amount to net asset value of the endorser/ guarantor company	Ceiling on total amount of endorsements/ guarantees provided (Note 3)	Provision of endorsements/guarantees by parent company to subsidiary	Provision of endorsements/guarantees by subsidiary to parent company	Provision of endorsements/guarantees to the party in Mainland China	Footnote
0	Advanced Lithium Electrochemistry (Cayman) Co., Ltd.	Advanced Lithium Electrochemistry Co., Ltd.	4	\$ 1,658,316	\$ 999,666	\$ 997,776	\$ 997,776	\$ -	12%	\$ 1,658,316	Y	N	N	
0	Advanced Lithium Electrochemistry (Cayman) Co., Ltd.	Aleees Eco Ark Co., Ltd.	4	1,658,316	30,000	-	-	-	-	1,658,316	Y	N	N	
0	Advanced Lithium Electrochemistry Co., Ltd.	Aleees ECO Ark (Cayman) Co., Ltd.	1	1,658,316	64,500	-	-	-	-	1,658,316	N	N	N	
1	Advanced Lithium Electrochemistry Co., Ltd.	Aleees Eco Ark Co., Ltd.	3	126,243	60,000	-	-	-	-	126,243	N	N	N	

Note 1: The numbers filled in for the endorsements/guarantees provided by the Company or subsidiaries are as follows:

- (1)The Company is '0'.
- (2)The subsidiaries are numbered in order starting from '1'.

Note 2: Relationship between the endorser/guarantor and the party being endorsed/guaranteed is classified into the following six categories; fill in the number of category each case belongs to:

- (1)Having business relationship.
- (2)The endorser/guarantor parent company owns directly more than 50% voting shares of the endorsed/guaranteed subsidiary.
- (3)The endorser/guarantor parent company and its subsidiaries jointly own more than 50% voting shares of the endorsed/guaranteed company.
- (4)The endorsed/guaranteed parent company directly or indirectly owns more than 50% voting shares of the endorser/guarantor subsidiary.
- (5)Mutual guarantee of the trade as required by the construction contract.
- (6)Due to joint venture, each shareholder provides endorsements/guarantees to the endorsed/guaranteed company in proportion to its ownership.

Note 3: Unless agreed by stockholders, the ceiling of the Company's guarantee to other companies and individual entity is 50% of the Company's net assets based on the latest financial statements audited or reviewed by accountants; unless agreed by stockholders, the ceiling the ceiling of the Company and its subsidiaries' guarantee to other companies and individual entity is 50% of the Company's net assets based on the latest financial statements audited or reviewed by independent accountants. The Company may provide endorsements and guarantees to the entities that are directly or indirectly owned by the Company for more than 90% ownership as long as the total amount is not higher than 10% of the Company's net worth. For the entities that are 100% directly or indirectly owned by the Company are not subject to the 10% net worth limit.

Note 4: The amount drawn down is the actual credit line endorseees / guarantees obtained from banks.

Note 5: On August 24, 2016, the Investment Commission approved that the Group disposal the subsidiary, Aleees Eco Ark (Cayman) Co., Ltd., in 2016. The endorsement guarantee incurred before August 24, 2016.

Advanced Lithium Electrochemistry (Cayman) Co., Ltd. and subsidiaries
Holding of marketable securities at the end of the period (not including subsidiaries, associates and joint ventures)
Year ended December 31, 2016

Table 3

Expressed in thousands of NTD
(Except as otherwise indicated)

Securities held by	Marketable securities	Relationship with the securities issuer	General ledger account	As of December 31, 2016				Footnote
				Number of shares	Book value (Note 3)	Ownership (%)	Fair value	
Advanced Lithium Electrochemistry (Cayman) Co., Ltd.	FDG Electric Vehicles Limited convertible bonds	Investment company that has significant influence on the Group	Financial assets at fair value through profit or loss-non-current	27.5 (Note 1)	\$ 1,011,657	-	\$ 1,011,657	
Advanced Lithium Electrochemistry (Cayman) Co., Ltd.	FDG Electric Vehicles Limited ordinary shares	Investment company that has significant influence on the Group	Available-for-sale financial assets - non-current	430,000,000	616,839	1.9%	616,839	

Note 1: HKD 10 million per unit.

Advanced Lithium Electrochemistry (Cayman) Co., Ltd. and subsidiaries

Acquisition or sale of the same security with the accumulated cost exceeding \$300 million or 20% of the Company's paid-in capital

Year period ended December 31, 2016

Table 4

Expressed in thousands of NTD

(Except as otherwise indicated)

Investor	Marketable securities (Note 1)	General ledger account	Counterparty	Relationship with the investor	Balance as at January 1, 2015		Addition		Disposal			Balance as at June 30, 2016			
					Number of shares / unit	Amount	Number of shares	Amount	Number of shares / unit	Selling price	Book value	Gain (loss) on disposal	Number of shares / unit	Amount (Note 1)	
Advanced Lithium Electrochemistry (Cayman) Co., Ltd.	Aleees Eco Ark Co., Ltd.	Investee accounted for using equity method	N/A	N/A	-	\$ -	52,800,000	\$ 227,927 (Note 2)	-	\$ -	\$ -	\$ -	-	52,800,000	\$ 272,478
Advanced Lithium Electrochemistry (Cayman) Co., Ltd.	Aleees Eco Ark (Cayman) Co., Ltd.	Investee accounted for using equity method	N/A	N/A	55,811,538	328,074	2,880,000	93,274	58,691,538	113,792	94,494	19,298	-	-	-
Advanced lithium Electrochemistry (Cayman) Co., Ltd.	FDG Electric Vehicles Limited	Available-for-sale financial assets-non-current	N/A	N/A	-	-	430,000,000	880,866	-	-	-	-	430,000,000	616,839	-
Advanced Lithium Electrochemistry (Cayman) Co., Ltd.	FDG Electric Vehicles Limited	Financial assets at fair value through profit or loss - non-current	N/A	N/A	-	-	27.5 (Note 3)	1,126,688	-	-	-	-	27.5 (Note 3)	1,011,657	-

Note 1: Gain (loss) on investments and cumulative translation adjustment are included.

Note 2: On April 4, 2016, the Board of Directors of Aleees Eco Ark (Cayman) Co., Ltd. approved the capital reduction and returned capital proceeds. Total shares of the reinvestment company, Aleees Eco Ark Co., Ltd., were 52.8 million shares, had been returned to Advanced Lithium Electrochemistry (Cayman) Co., Ltd.. It has been approved by Investment Commission of the Ministry of Economic Affairs (MOEA) on August 22, 2016.

Note 3: HKD 10 million per unit

Advanced Lithium Electrochemistry (Cayman) Co., Ltd. and subsidiaries
Purchases or sales of goods from or to related parties reaching NT\$100 million or 20% of paid-in capital or more
Year period ended December 31, 2016

Table 5

Expressed in thousands of NTD
(Except as otherwise indicated)

Purchaser/seller	Relationship	Relationship with the counterparty	Transaction				Differences in transaction terms compared to third party transactions (Note 1)		Notes/accounts receivable (payable)		Footnote (Note 2)
			Purchases (sales)	Amount	Percentage of total purchases (sales)	Term	Unit price	Credit term	Balance	Percentage of total notes/accounts receivable (payable)	
Advanced Lithium Electrochemistry Co., Ltd.	Advanced Lithium Electrochemistry (China Shanghai) Co., Ltd.	An affiliate	Sales	\$ 599,934	51%	120 days from the first day of the month following the month of sale.	Note	Note	\$ 402,090	92%	

Note : The terms are determined in accordance with mutual agreement which is approximately the same as normal transactions. The collection term to third parties is advance collection or no more than 180 days from the first day of the month following the sale while approximately 120 days for related parties.

Advanced Lithium Electrochemistry (Cayman) Co., Ltd. and subsidiaries
 Receivables from related parties reaching NT\$100 million or 20% of paid-in capital or more
 Year ended December 31, 2016

Table 6

Expressed in thousands of NTD
 (Except as otherwise indicated)

Creditor	Counterparty	Relationship with the counterparty	Balance as at June 30, 2016	Annual Turnover rate	Overdue receivables		Amount collected subsequent to the balance sheet date	Allowance for doubtful accounts
					Amount	Action taken		
Advanced Lithium Electrochemistry Co., Ltd.	Advanced Lithium Electrochemistry (China Shanghai) Co., Ltd.	An affiliate	\$ 402,090	1.34	\$ 177,725	Collect after the balance sheet date	\$ 28,685	\$ -

Advanced Lithium Electrochemistry (Cayman) Co., Ltd. and subsidiaries
 Significant inter-company transactions during the reporting period
 Year ended June 30, 2016

Table 7

Expressed in thousands of NTD
 (Except as otherwise indicated)

Number (Note 1)	Company name	Counterparty	Relationship (Note 2)	Transaction			Percentage of consolidated total operating revenues or total assets (Note 3)
				General ledger account	Amount	Transaction terms	
0	Advanced Lithium Electrochemistry (Coyman) Co., Ltd.	Advanced Lithium Electrochemistry Co., Ltd.	1	Other receivables	\$ 20,449	Executed according to license and authorization contract	1%
1	Advanced Lithium Electrochemistry Co., Ltd.	Advanced Lithium Electrochemistry (China Shanghai) Ltd.	3	Cost of sales	85,851	Collection term is 120 days from the first day of the month following the month of sales.	7%
1	Advanced Lithium Electrochemistry Co., Ltd.	Advanced Lithium Electrochemistry (China Shanghai) Ltd.	3	Accounts receivable	402,090	Collection term is 120 days from the first day of the month following the month of sales.	10%
1	Advanced Lithium Electrochemistry Co., Ltd.	Advanced Lithium Electrochemistry (China Shanghai) Ltd.	3	Sales	599,934	Collection term is 120 days from the first day of the month following the month of sales.	46%
1	Advanced Lithium Electrochemistry Co., Ltd.	Aleees Eco Ark Co., Ltd.	3	Other receivables	200,000	Note 4	5%

Note 1: The numbers filled in for the transaction company in respect of inter-company transactions are as follows:

- (1) Parent company is '0'.
- (2) The subsidiaries are numbered in order starting from '1'.

Note 2: Relationship between transaction company and counterparty is classified into the following three categories;

- (1) Parent company to subsidiary.
- (2) Subsidiary to parent company.
- (3) Subsidiary to subsidiary.

Note 3: Regarding percentage of transaction amount to consolidated total operating revenues or total assets, it is computed based on period-end balance of transaction to consolidated total assets for balance sheet accounts and based on accumulated transaction amount for the period to consolidated total operating revenues for income statement accounts.

Note 4: Amount lending to subsidiaries by the parent company.

Note 5: No further disclosure of counterparty transactions..

Advanced Lithium Electrochemistry (Cayman) Co., Ltd. and subsidiaries
Names, locations and other information of investee companies (not including unvestees in Mainland China)
Year period ended December 31, 2016

Table 8

Expressed in thousands of NTD
(Except as otherwise indicated)

Investor	Investee	Location	Main business activities	Initial investment amount		Shares held as at December 31, 2016			Net profit (loss) of the investee for the year ended December 31, 2016	Investment income(loss) recognised by the Company for the year ended December 31, 2016		Footnote
				Balance as at December 31, 2016	Balance as at December 31, 2015	Number of shares	Ownership (%)	Book value				
Advanced Lithium Electrochemistry (Cayman) Co., Ltd.	Advanced Lithium Electrochemistry Co., Ltd.	Taiwan	Research, manufacturing and sale of LFP-NCO and key materials of olivine-type structure lithium battery	\$ 2,014,508	\$ 2,014,508	94,246,125	99.99	\$ 1,231,037	\$ 204,501	\$ 194,394	Subsidiary (Note1)	
Advanced Lithium Electrochemistry (Cayman) Co., Ltd.	Aleees Eco Ark Co., Ltd.	Taiwan	Manufacturing and distribution of battery and its peripherals	268,040	-	52,800,000	100	272,478	(44,924)	(44,924)	Subsidiary (Note 2)	
Advanced Lithium Electrochemistry (Cayman) Co., Ltd.	Advanced Lithium Electrochemistry (HK) Co., Ltd.	Hong Kong	Various types of investment	263,936	263,936	8,530,000	100	(146,377)	(22,871)	(22,871)	Subsidiary	
Advanced Lithium Electrochemistry (Cayman) Co., Ltd.	Emerald Battery Technologies Co., Ltd.	Taiwan	Manufacturing and distribution of battery, car and its peripherals	60,000	60,000	6,000,000	24	44,462	(21,566)	(5,176)	Equity method	
Advanced Lithium Electrochemistry (Cayman) Co., Ltd.	Empire Energy Co., Ltd.	Taiwan	Manufacturing and distribution of battery, car and its peripherals	9,500	9,500	950,000	21.11	-	-	635	Equity method	
Advanced Lithium Electrochemistry (Cayman) Co., Ltd.	Aleees Eco Ark (Cayman) Co., Ltd.	Cayman Islands	Various types of investment	-	1,711,634	-	-	-	(34,153)	(34,153)	Subsidiary (Note 3)	
Aleees Eco Ark (Cayman) Co., Ltd.	Aleees Eco Ark Co., Ltd.	Taiwan	Manufacturing and distribution of battery, car and its peripherals	-	1,675,000	-	-	-	(89,476)	(89,476)	Indirect subsidiary (Note 2)	

Investor	Investee	Location	Main business activities	Initial investment amount		Shares held as at December 31, 2016			Net profit (loss) of the investee for the year ended December 31, 2016	Investment income(loss) recognised by the Company for the year ended December 31, 2016	Footnote
				Balance as at December 31, 2016	Balance as at December 31, 2015	Number of shares	Ownership (%)	Book value			
Aleees Eco Ark (Cayman) Co., Ltd.	Aleees Eco Ark (HK) Co., Ltd.	Hong Kong	Various types of investment	\$ 12,101	\$ 12,101	-	-	-	\$ (6,039)	\$ (6,039)	Indirect subsidiary (Note 3)
Aleees Eco Ark (HK) Co., Ltd.	Aleees Eco Ark Canada Co., Inc.	Canada	Manufacturing of cathode material, battery cell, cell module or integration of trolley bus system	11,802	11,802	-	-	-	(5,948)	(5,948)	Indirect subsidiary (Note 3)

Note 1: Unrealised gain on sidestream intercompany transaction was included.

Note 2: On April 14, 2016, the Board of Directors of Aleees Eco Ark (Cayman) Co., Ltd. approved the capital reduction and returned capital proceeds. Total shares of the reinvestment company, Aleees Eco Ark Co., Ltd., were 52.8 million shares, had been returned to Advanced Lithium Electrochemistry (Cayman) Co., Ltd.. It has been approved by Investment Commission of the Ministry of Economic Affairs (MOEA) on August 22, 2016.

Note 3: On August 24, 2016, the Group disposed 100% equity interest in Aleees Eco Ark (Cayman) Co.,Ltd., Aleees Eco ARK (HK) Co., Ltd. and Aleees Eco Ark Canda Co., Inc., please refer to note 2 of Note 4(3)B for details

Advanced Lithium Electrochemistry (Cayman) Co., Ltd. and subsidiaries

Information on investments in Mainland China

Year period ended December 31, 2016

Table 9

Expressed in thousands of NTD

(Except as otherwise indicated)

Investee in Mainland China	Main business activities	Paid-in capital	Investment method	Accumulated	Amount remitted from Taiwan to		Accumulated	Net income of investee as of June 30, 2016	Ownership held by the Company (direct or indirect)	Investment income (loss) recognised by the Company for the year ended June 30, 2016 (Note 2)	Book value of investments in Mainland China as of June 30, 2016	Accumulated	Footnote
				amount of remittance from Taiwan to Mainland China as of January 1, 2016	Mainland China/ Amount remitted back to Taiwan for the year ended December 31, 2016	amount of remittance from Taiwan to Mainland China as of June 30, 2016	amount of investment income remitted back to Taiwan as of June 30, 2016						
Advanced Lithium Electrochemistry (China Shanghai) Ltd.	Design of battery and trading	\$264,571	Notes 3	\$ -	\$ -	\$ -	\$ -	(\$ 22,704)	100	(\$ 22,704)	(\$ 146,678)	\$ -	
Aleees Eco Ark (Ningbo) Ltd.	Wholesale of battery and trolley bus	30,351	Notes 3	-	-	-	-	(1,415)	-	(1,415)	-	-	Note 4
<u>Company name (Note 1)</u>				<u>Accumulated amount of remittance from Taiwan to Mainland China as of June 30, 2016</u>			<u>Investment amount approved by the Investment Commission of the Ministry of Economic Affairs (MOEA)</u>			<u>Ceiling on investments in Mainland China imposed by the Investment Commission of MOEA</u>			
Advanced Lithium Electrochemistry (China Shanghai) Ltd.				\$ -			\$ -			\$ -			
Aleees Eco Ark (Ningbo) Ltd.				-			-			-			

Note 1: The investment in the investee companies are remitted by the parent company-Advanced Lithium Electrochemistry(Cayman)Co., Ltd through investing in an existing company in the third area,which then invested in the investee in Mainland China.Thus, the investment amounts is not applicable for discloswe.

Note 2: Information based on financial sstatements audited by the parent company's independent accounts.

Note 3: Thriugh investing in an existing company in the third area, which then invsted in the investee in Mainland China.

Note 4: On August 24, 2016, the Group dispensed 100% equity interest in Aleees Eco ARK (Ningbo) Ltd., please refer to note 2 of Note4(3) B for details.