SENAO NETWORKS, INC. AND
SUBSIDIARIES
CONSOLIDATED FINANCIAL
STATEMENTS AND REVIEW REPORT OF
INDEPENDENT ACCOUNTANTS
MARCH 31, 2014 AND 2013

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.



## REVIEW REPORT OF INDEPENDENT ACCOUNTANTS TRANSLATED FROM CHINESE

(14)PWCR13004547

To the Board of Directors and Stockholders of Senao Networks, Inc.

We have reviewed the accompanying consolidated balance sheets of Senao Networks, Inc. and its subsidiaries as of March 31, 2014 and 2013, and the related consolidated statements of comprehensive income, of changes in equity and of cash flows for the three-month periods then ended. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our reviews.

Except as explained in the following paragraph, our reviews were made in accordance with the Generally Accepted Auditing Standards No. 36, "Review of Financial Statements" in the Republic of China. A review consists principally of inquiries of company personnel and analytical procedures applied to financial data. It is substantially less in scope than an audit in accordance with generally accepted auditing standards in the Republic of China, the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

As explained in Note 4(3), we did not review the financial statements of certain insignificant consolidated subsidiaries, which statements reflect total assets of \$186,694 thousand and \$177,470 thousand, constituting 5% and 7% of the consolidated total assets, and total liabilities of \$56,958 thousand and \$48,173 thousand, constituting 3% and 3% of the consolidated total liabilities as of March 31, 2014 and 2013, respectively, and total comprehensive income (loss) of \$4,231 thousand and (\$4,803) thousand, constituting 3% and (6%) of the consolidated total comprehensive income for the three-month periods then ended, respectively. These amounts and the information disclosed in Note 13 were based solely on the unreviewed financial statements of these companies as of March 31, 2014 and 2013.



Based on our reviews, except for the effect of such adjustments if any, as might have been determined to be necessary had the financial statements of certain consolidated subsidiaries and the information disclosed in Note 13 been reviewed by independent accountants, we are not aware of any material modifications that should be made to the consolidated financial statements referred to above for them to be in conformity with the "Rules Governing the Preparation of Financial Statements by Securities Issuers" and IAS 34, "Interim Financial Reporting" as endorsed by the Financial Supervisory Commission (FSC).

Pricewaterhouselogners, Taiwan

April 30, 2014

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.

SENAO NETWORKS, INC. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

MARCH 31, 2014, DECEMBER 31, 2013 AND MARCH 31, 2013

(Expressed in thousands of New Taiwan dollars)

(The consolidated balance sheets as of March 31, 2014 and 2013 are unaudited)

			 March 31, 20		December 31, 2		 March 31, 201	13
	Assets	Notes	 AMOUNT	<u>%</u>	 AMOUNT	<u>%</u>	 AMOUNT	<u>%</u>
	Current assets							
1100	Cash and cash equivalents	6(1)	\$ 2,066,441	56	\$ 2,180,742	59	\$ 1,159,395	45
1110	Financial assets at fair value	6(2)						
	through profit or loss - current		-	-	14,990	-	102,030	4
1150	Notes receivable, net		-	-	630	-	-	-
1170	Accounts receivable, net	6(3)	761,049	20	642,334	18	524,809	21
1200	Other receivables		45,752	1	30,218	1	37,801	1
1210	Other receivables - related parties	7	1,072	-	1,254	-	923	-
130X	Inventory	6(4)	548,169	15	490,574	13	423,666	17
1410	Prepayments		 23,437	1	 28,451	1	 29,573	1
11XX	<b>Total current assets</b>		 3,445,920	93	 3,389,193	92	 2,278,197	89
	Non-current assets							
1600	Property, plant and equipment	6(5)	200,459	6	204,285	6	198,777	8
1780	Intangible assets	6(6)	11,415	-	12,222	-	13,937	1
1840	Deferred income tax assets		47,975	1	49,891	2	49,913	2
1900	Other non-current assets		 14,196		10,238		 9,867	
15XX	Total non-current assets		 274,045	7	 276,636	8	 272,494	11
1XXX	Total assets		\$ 3,719,965	100	\$ 3,665,829	100	\$ 2,550,691	100

(Continued)

# SENAO NETWORKS, INC. AND SUBSIDIARIES CONSOLIDATED BALANCE SHEETS (CONTINUED) MARCH 31, 2014, DECEMBER 31, 2013 AND MARCH 31, 2013 (Expressed in thousands of New Taiwan dollars)

(The consolidated balance sheets as of March 31, 2014 and 2013 are unaudited)

	Liabilities and Equity	Notes		March 31, 201 AMOUNT			December 31, 20 AMOUNT			March 31, 2013 AMOUNT	
	Current liabilities	Notes		AMOUNT			AMOUNT	<u>%</u>		AMOUNT	<u>%</u>
2100	Short-term borrowings	6(7)	\$	16,595	_	\$	23,859	1	\$	20,125	1
2120	Financial liabilities at fair value	6(2)	φ	10,393	-	φ	23,639	1	φ	20,123	1
2120	through profit or loss - current	0(2)		1,847	_		4,243	_		969	_
2150	Notes payable			2,159	_		5,820	_		3,312	_
2170	Accounts payable			1,034,253	28		1,063,047	29		886,917	35
2200	Other payables	6(8)		402,174	11		498,541	13		353,689	14
2230	Current income tax liabilities	6(21)		37,726	1		22,827	1		38,616	2
2250	Provisions	6(11)		74,346	2		66,402	2		63,518	2
2300	Other current liabilities	6(12)		129,343	3		102,673	3		62,790	2
21XX	Total current liabilities			1,698,443	45		1,787,412	49		1,429,936	56
	Non-current liabilities										
2600	Other non-current liabilities	6(9)		25,999	1		15,417	_		10,696	_
2XXX	Total liabilities		-	1,724,442	46		1,802,829	49		1,440,632	56
	Equity		-	<del></del>							
	Equity attributable to owners of										
	parent										
	Share capital	6(13)									
3110	Share capital - common stock			483,279	13		480,689	13		418,199	16
3140	Advance receipts for share capital			390	-		-	-		1,500	-
	Capital surplus	6(10)(14)									
3200	Capital surplus			698,383	18		696,329	19		178,053	7
	Retained earnings	6(15)									
3310	Legal reserve			94,620	3		94,620	3		65,024	3
3320	Special reserve			26,193	1		26,193	1		18,483	1
3350	Unappropriated retained earnings			710,128	19		586,797	16		450,083	18
	Other equity interest										
3400	Other equity interest		(	17,470)		(	21,628)(	1)	(	21,283)(	1)
3XXX	Total equity			1,995,523	54		1,863,000	51		1,110,059	44
	Significant contingent liabilities	7 and 9									
	and unrecognised contract										
	commitments										
	Significant events after the balance	11									
	sheet date										
	Total liabilities and equity		\$	3,719,965	100	\$	3,665,829	100	\$	2,550,691	100

The accompanying notes are an integral part of these consolidated financial statements. See review report of independent accountants dated April 30, 2014.

# SENAO NETWORKS, INC. AND SUBSIDIARIES CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME FOR THE THREE-MONTH PERIODS ENDED MARCH 31, 2014 AND 2013 (Expressed in thousands of New Taiwan dollars, except for earnings per share amount)

(Unaudited)

				Three n	March 31				
				2014			2013		
	Items	Notes		AMOUNT	%		AMOUNT	%	
4000	Operating revenues	6(16) and 7	\$	1,341,334	100	\$	995,071	100	
5000	Operating costs	6(4)(19)(20) and							
		7	(	953,982)(	71)	(	731,675)(	73)	
5900	Gross profit			387,352	29		263,396	27	
	Operating expenses	6(19)(20) and 7							
6100	Selling expenses		(	122,372)(	9)	(	91,964)(	9)	
6200	General and administrative								
	expenses		(	52,446) (	4)	(	41,507)(	4)	
6300	Research and development								
	expenses		(	78,675)(	<u>6</u> )	(	66,635)(	<u>7</u> )	
6000	Total operating expenses		(	253,493) (	<u>19</u> )	(	200,106)(	<u>20</u> )	
6900	Operating profit			133,859	10		63,290	7	
	Non-operating income and								
	expenses								
7010	Other income	6(17)		7,362	1		17,693	2	
7020	Other gains and losses	6(18)		1,955	-		2,176	-	
7050	Finance costs		(	<u>77</u> )		(	<u>65</u> )		
7000	Total non-operating								
	income and expenses			9,240	1		19,804	2	
7900	Profit before income tax			143,099	11		83,094	9	
7950	Income tax expense	6(21)	(	19,768) (	<u>2</u> )	(	8,583)(	<u>1</u> )	
8200	Profit for the period		\$	123,331	9	\$	74,511	8	
	Other comprehensive income	•							
8310	Financial statements								
	translation differences of								
	foreign operations		\$	4,158	1	\$	4,910		
8500	<b>Total comprehensive income</b>								
	for the period		\$	127,489	10	\$	79,421	8	
	Profit attributable to:								
8610	Owners of the parent		\$	123,331	9	\$	74,511	8	
	Comprehensive income								
	attributable to:								
8710	Owners of the parent		\$	127,489	10	\$	79,421	8	
	Earnings per share (in	6(22)							
	dollars)								
9750	Basic earnings per share		\$		2.56	\$		1.79	
9850	Diluted earnings per share		\$		2.51	\$		1.73	

The accompanying notes are an integral part of these consolidated financial statements. See review report of independent accountants dated April 30, 2014.

#### SENAO NETWORKS, INC.

#### CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

#### FOR THE THREE-MONTH PERIODS ENDED MARCH 31, 2014 AND 2013

(Expressed in thousands of New Taiwan dollars) (Unaudited)

Equity attributable to owners of the parent Retained Earnings Capital Capital Reserves Financial Total capital statements surplus, translation Share capital Advance additional Employee differences of Unappropriated - common receipts for paid-in stock Legal Special foreign Notes stock share capital capital warrants reserve reserve retained earnings operations Total equity 2013 Balance at January 1, 2013 \$ 416.459 \$ 159.500 26,193) \$1,023,485 14,640 \$ 65.024 \$ 18,483 375,572 Exercise of employees' stock options 6(10) 1.740 1,500 3.282 6.522 631 Compensation cost of share-based payment 6(10) 631 Profit for the period 74,511 74,511 Other comprehensive income for the period 4,910 4,910 Balance at March 31, 2013 418,199 1,500 162,782 15,271 65,024 18,483 450,083 21,283) \$1,110,059 2014 Balance at January 1, 2014 480,689 686,466 9,863 94,620 26,193 586,797 21,628) (\$ \$1,863,000 Exercise of employees' stock options 6(10) 2,590 390 2,054 5,034 Profit for the period 123,331 123,331 Other comprehensive income for the period 4,158 4,158 Balance at March 31, 2014 483,279 390 688,520 9.863 94,620 26,193 710,128 17,470) \$1,995,523

The accompanying notes are an integral part of these consolidated financial statements. See review report of independent accountants dated April 30, 2014.

# SENAO NETWORKS, INC. AND SUBSIDIARIES CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE THREE-MONTH PERIODS ENDED MARCH 31, 2014 AND 2013 (Expressed in thousands of New Taiwan dollars)

(Unaudited)

	Notes		2014		2013
CASH FLOWS FROM OPERATING ACTIVITIES					
Consolidated profit before tax for the period		\$	143,099	\$	83,094
Adjustments to reconcile net income to net cash (used in)			,		,
provided by operating activities					
Income and expenses having no effect on cash flows					
Depreciation	6(5)(19)		14,897		14,257
Amortization	6(6)(19)		981		400
Reversal of allowance	6(3)	(	168)	(	1,111)
(Gain) loss on financial assets/liabilities measured at fair	6(2)(18)				
value through profit or loss		(	2,406)		1,891
Interest expense			77		65
Interest income	6(17)	(	2,477)	(	1,535)
Compensation cost of share-based payment	6(10)		-		631
Loss on disposal of property, plant and equipment	6(5)(18)		6		-
Changes in assets/liabilities relating to operating activities					
Net changes in assets relating to operating activities					
Financial assets at fair value through profit or loss			15,000	(	2,000)
Notes receivable, net			630		-
Accounts receivable		(	118,529)		60,391
Other receivables		(	15,004)	(	4,172)
Other receivables - related parties			182		282
Inventory		(	57,595)	(	51,011)
Prepayments			5,014	(	5,225)
Net changes in liabilities relating to operating activities					
Notes payable		(	3,661)	(	251)
Accounts payable		(	28,794)		29,240
Other payables		(	96,786)	(	86,219)
Provisions			7,944	(	2,087)
Other current liabilities			26,670		3,864
Other non-current liabilities			10,582		2,557
Cash (used in) generated from operations		(	100,338)		43,061
Interest recieved		•	1,947		1,535
Interest paid		(	77)	(	65)
Income tax paid		(	2,421)	(	179)
Net cash (used in) provided by operating activities		(	100,889)	<u> </u>	44,352

(Continued)

## SENAO NETWORKS, INC. AND SUBSIDIARIES CONSOLIDATED STATEMENTS OF CASH FLOWS (CONTINUED) FOR THE THREE-MONTH PERIODS ENDED MARCH 31, 2014 AND 2013

(Expressed in thousands of New Taiwan dollars) (Unaudited)

	Notes		2014		2013
CASH FLOWS FROM INVESTING ACTIVITIES					
Acquisition of property, plant and equipment	6(5)(23)	(\$	5,256)	(\$	6,773)
Proceeds from disposal of property, plant and equipment	6(5)		9		-
Increase in intangible assets	6(6)		-	(	295)
Increase in other non-current assets		(	9,211)	(	6,108)
Net cash used in investing activities		(	14,458)	(	13,176)
CASH FLOWS FROM FINANCING ACTIVITIES					
Decrease in short-term borrowings	6(7)	(	7,264)	(	9,195)
Exercise of employees' stock options	6(10)		5,034		6,522
Net cash used in financing activities		(	2,230)	(	2,673)
Effect on foreign exchange difference			3,276		3,805
(Decrease) increase in cash and cash equivalents		(	114,301)		32,308
Cash and cash equivalents at beginning of period			2,180,742		1,127,087
Cash and cash equivalents at end of period		\$	2,066,441	\$	1,159,395

# SENAO NETWORKS, INC. AND SUBSIDIARIES NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE THREE-MONTH PERIODS ENDED MARCH 31, 2014 AND 2013

(Expressed in thousands of New Taiwan dollars, except as otherwise indicated) (Unaudited)

#### 1. HISTORY AND ORGANIZATION

Senao Networks, Inc. (the "Company") was established as a result of the spin-off of the wireless communication department of Senao International Co., Ltd. The Company assumed all the department's business, assets and liabilities effective October 1, 2006. The Company's registration was approved by the Ministry of Economic Affairs, R.O.C. on October 12, 2006. The Company started selling shares publicly at the Taiwan Over-The-Counter Exchange on December 30, 2013. The Company is mainly engaged in the sales of wireless communication products. As of March 31, 2014, the Company and its subsidiaries (together referred herein as the Group) had approximately 1,000 employees.

## 2. <u>THE DATE OF AUTHORIZATION FOR ISSUANCE OF THE CONSOLIDATED FINANCIAL</u> STATEMENTS AND PROCEDURES FOR AUTHORIZATION

The consolidated financial statements were authorised for issuance by the Board of Directors on April 30, 2014.

#### 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

According to Financial-Supervisory-Securities-Auditing No. 1030010325 issued on April 3, 2014, commencing 2015, companies with shares listed on the TWSE or traded on the Taiwan GreTai Securities Market or Emerging Stock Market shall adopt the 2013 version of IFRS (not including IFRS 9, 'Financial instruments') as endorsed by the FSC in preparing the consolidated financial statements. The related new standards, interpretations and amendments are listed below:

Effective Date by
International
Accounting Standards

New Standards, Interpretations and Amendments	Board
Limited exemption from comparative IFRS 7 disclosures for first-time	July 1, 2010
adopters (amendment to IFRS 1)	
Severe hyperinflation and removal of fixed dates for first-time adopters	July 1, 2011
(amendment to IFRS 1)	
Government loans (amendment to IFRS 1)	January 1, 2013
Disclosures – Transfers of financial assets (amendment to IFRS 7)	July 1, 2011
Disclosures — Offsetting financial assets and financial liabilities	January 1, 2013
(amendment to IFRS 7)	
IFRS 10, 'Consolidated financial statements'	January 1, 2013
	(Investment entities:
	January 1, 2014)
IFRS 11, 'Joint arrangements'	January 1, 2013
IFRS 12, 'Disclosure of interests in other entities'	January 1, 2013
IFRS 13, 'Fair value measurement'	January 1, 2013
Presentation of items of other comprehensive income (amendment to IAS 1)	July 1, 2012
Deferred tax: recovery of underlying assets (amendment to IAS 12)	January 1, 2012
IAS 19 (revised), 'Employee benefits'	January 1, 2013
IAS 27, 'Separate financial statements' (as amended in 2011)	January 1, 2013
IAS 28, 'Investments in associates and joint ventures' (as amended in 2011)	January 1, 2013
Offsetting financial assets and financial liabilities (amendment to IAS 32)	January 1, 2014
IFRIC 20, 'Stripping costs in the production phase of a surface mine'	January 1, 2013
Improvements to IFRSs 2010	January 1, 2011
Improvements to IFRSs 2009 – 2011	January 1, 2013

Based on the Group's assessment, the adoption of the 2013 version of IFRS has no significant impact on the consolidated financial statements of the Group, except the following:

#### A. IAS 19 (revised), 'Employee benefits'

The revised standard eliminates the corridor approach and requires actuarial gains and losses to be recognised immediately in other comprehensive income. Past service cost will be recognised immediately in the period incurred. Net interest expense or income, calculated by applying the discount rate to the net defined benefit asset or liability, replace the finance charge and expected return on plan assets. The return of plan assets, excluding net interest expense, is recognised in other comprehensive income. An entity is required to recognise termination benefits at the earlier of when the entity can no longer withdraw an offer of those benefits and when it recognises any related restructuring costs. Additional disclosures are required to present how defined benefit plans may affect the amount, timing and uncertainty of the entity's future cash flows.

#### B. IAS 1, 'Presentation of financial statements'

The amendment requires entities to separate items presented in OCI classified by nature into two groups on the basis of whether they are potentially reclassifiable to profit or loss subsequently when specific conditions are met. If the items are presented before tax then the tax related to each of the two groups of OCI items (those that might be reclassified and those that will not be reclassified) must be shown separately. Accordingly, the Group will adjust its presentation of the statement of comprehensive income.

#### C. IFRS 12, 'Disclosure of interests in other entities'

The standard integrates the disclosure requirements for subsidiaries, joint arrangements, associates and unconsolidated structured entities. The Group will disclose additional information about its interests in consolidated entities and unconsolidated entities accordingly.

For the above items, the Group is assessing their impact on the consolidated financial statements and will disclose the affected amounts accordingly.

#### (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 2013 version of IFRS as endorsed by the FSC:

New Standards, Interpretations and Amendments	IASB Effective Date
IFRS 9, 'Financial instruments'	Not yet decided
IFRS 14, 'Regulatory deferral accounts'	January 1, 2016
Services related contributions from employees or third parties	July 1, 2014
(amendments to IAS 19R)	
Recoverable amount disclosures for non-financial assets	January 1, 2014
(amendments to IAS 36)	
Novation of derivatives and continuation of hedge accounting	January 1, 2014
(amendments to IAS 39)	
IFRIC 21, 'Levies'	January 1, 2014
Improvements to IFRSs 2010-2012	July 1, 2014
Improvements to IFRSs 2011-2013	July 1, 2014

The Group is assessing the potential impact of the new standards, interpretations and amendments above and has not yet been able to reliably estimate their impact on the consolidated financial statements.

#### 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 "Rules Governing the Preparation of Financial Statements by Securities Issuers" and IAS 34, 'Interim Financial Reporting' as endorsed by the FSC.

### (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 and financial liabilities (including derivative instruments) at fair value through profit or loss.
  - (b) Defined benefit liabilities recognised based on the net amount of pension fund assets plus unrecognised past service cost and unrecognised actuarial losses, and less unrecognised actuarial gains and present value of defined benefit obligation.
- B.The preparation of financial statements in conformity with International Financial Reporting Standards, International Accounting Standards, IFRIC Interpretations, and SIC Interpretations as endorsed by the FSC (collectively referred herein as the "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. Principles for consolidation of financial reports:
  - (a) All subsidiaries are included in the Group's consolidated financial statements. Subsidiaries are all entities over which the Group has the power to govern the financial and operating policies. In general, control is presumed to exist when the parent owns, directly or indirectly through subsidiaries, more than half of the voting power of an entity.
  - (b) Inter-company transactions, balances and unrealised gains or losses on transactions between companies within the Group are eliminated.
- B. Subsidaries included in the consolidated financial statements:

				Ownership (%)	1	
Name of		Main business	March 31,	December 31	, March 31,	
investor	Name of subsidiary	activities	2014	2013	2013	Description
Senao Networks, Inc.	EnGenius Technologies, Inc.	Sales of communication products	100	100	100	
Senao Networks, Inc.	Senao International (Samoa) Ltd.	Investment holdings	100	100	100	
Senao Networks, Inc.	EnGenius Networks Malaysia Sdn. Bhd	Development of communictaion products	100	100	100	
Senao International (Samoa) Ltd.	EnGenius International (Samoa) Ltd.	Investment holdings	100	100	100	
EnGenius International (Samoa) Ltd.	EnGenius Networks Singapore Pte. Ltd.	Sales of communication products	100	100	100	
EnGenius Networks Singapore Pte. Ltd.	EnGenius Networks Europe B.V.	Sales of communication products	100	100	100	
EnGenius Technologies, Inc.	EnGenius Technologies, Miami, Inc.	Sales of communication products	100	100	100	
EnGenius Technologies, Inc.	SuperTel Technologies, Inc.	Development of communication products	100	100	100	

Except for EnGenius Technologies, Inc., the financial statements of certain consolidated subsidiaries for the three-month periods ended March 31, 2014 and 2013 were not reviewed by independent accountants. The total assets of these unreviewed subsidiaries as of March 31, 2014 and 2013 were \$186,694 and \$177,470, respectively, and the total liabilities were \$56,958 and \$48,173, respectively, and total comprehensive income for the three-month periods then ended were \$4,231 and (\$4,803), respectively.

- C. Subsidiaries not included in the consolidated financial statements: None.
- D. Adjustments for subsidiaries with different balance sheet dates: None.

E. Nature and extent of the restrictions on fund remittance from subsidiaries to the parent company: 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.

#### 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 realized or consumed, or are intended to be sold within the normal operating cycle;
  - (b) Assets held mainly for trading purposes;
  - (c) Assets that are expected to be realized 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 arising from operating activities 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.

#### (6) Cash equivalents

Cash equivalents refer to short-term, highly liquid investments that are:

- A. Readily convertible to known amounts of cash
- B. 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 (liabilities) at fair value through profit or loss

- A. Financial assets at fair value through profit or loss are financial assets held for trading. 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 (liabilities) held for trading.
- B. On a regular way purchase or sale basis, financial assets held for trading are recognised and derecognised using trade date accounting, and derivative instruments and financial assets (liabilities) recognised at fair value through profit or loss on initial recognition are recognised and derecognised using settlement 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) 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.

### (9) 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.

## (10) Derecognition of financial assets

The Group derecognises a financial asset when the contractual rights to receive the cash flows from the financial asset expire.

### (11) Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined using the weighted-average method. The cost of finished goods and work in process 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.

#### (12) Property, plant and equipment

A. Property, plant and equipment are initially recorded at cost. 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.

- B. 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.
- C. 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:

Machinery and equipment $4 \sim 7$  yearsMolding equipment $2 \sim 7$  yearsTransportation equipment $5 \sim 7$  yearsOffice equipment $3 \sim 7$  yearsOther equipment $4 \sim 6$  yearsLeasehold improvements2 years

#### (13) Leased assets/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.

#### (14) <u>Intangible assets</u>

#### A. Computer software

Computer software is stated at cost and amortised on a straight-line basis over its estimated useful life of 2 to 3 years.

#### B. Other intangible assets

Intangible assets pertain to distribution rights and intellectual property, which are not amortized because of expected cash flows to be derived continually from the asset. This asset is subject to test of impairment on an annual basis.

#### (15) 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.

#### (16) 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 fair value and subsequently measured at amortised cost using the effective interest method. However, short-term accounts payable without bearing interest are subsequently measured at initial invoice amount as the effect of discounting is immaterial.

### (17) 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.

#### (18) Provisions

Provisions (including warranties and sales 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.

### (19) 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

#### (a) 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.

#### (b) Defined benefit plans

i. Net obligation under a defined benefit plan is defined as the present value of an

amount of pension benefits that employees will receive on retirement for their services with the Group in current period or prior periods. The liability recognised in the balance sheet in respect of defined benefit pension plans is the present value of the defined benefit obligation at the balance sheet date less the fair value of plan assets, together with adjustments for unrecognised past service costs. The defined benefit net obligation is calculated annually by independent actuaries using the projected unit credit method. The rate used to discount is determined by using interest rates of government bonds at the balance sheet date.

- ii. Actuarial gains and losses arising on defined benefit plans are recognised in other comprehensive income.
- iii. Pension cost for the interim period is calculated on a year-to-date basis by using the pension cost rate derived from the actuarial valuation at the end of the prior financial year, adjusted for significant market fluctuations since that time and for significant curtailments, settlements, or other significant one-off events. The related information is disclosed accordingly.

#### C. Employees' bonus and directors' and supervisors' remuneration

Employees' bonus and directors' and supervisors' remuneration are recognised as expenses and liabilities, provided that such recognition is required under legal or constructive obligation and those amounts can be reliably estimated. However, if the accrued amounts for employees' bonus and directors' and supervisors' remuneration are different from the actual distributed amounts as resolved by the stockholders at their stockholders' meeting subsequently, the differences should be recognised based on the accounting for changes in estimates. The Group calculates the number of shares of employees' stock bonus based on the fair value per share at the previous day of the stockholders' meeting held in the year following the financial reporting year, and after taking into account the effects of ex-rights and ex-dividends.

### (20) 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. Ultimately, the amount of compensation cost recognised is based on the number of equity instruments that eventually vest.

### (21) 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 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. 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.
- E. A deferred tax asset shall be recognised for the carryforward of unused tax credits to the extent that it is possible that future taxable profit will be available against which the unused tax credits can be utilised.
- F. The interim period income tax expense is recognised based on the estimated average annual effective income tax rate expected for the full financial year applied to the pretax income of the interim period, and the related information is disclosed accordingly.

#### (22) <u>Dividends</u>

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.

#### (23) Revenue recognition

### A. Sales of goods

- (a) The Group manufactures and sells internet and wireless products. Revenue is measured at the fair value of the consideration received or receivable taking into account 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 discounts and estimates such discounts based on historical experience. Provisions for such liabilities are recorded when the sales are recognised.

#### B. Sales of services

The Group provides repair and maintenance on communication services. Revenues are recognised once all the criteria below are met and costs are recognised when services are rendered.

- (a) revenue can be measured reliably;
- (b) it is probable that the future economic benefits associated with the transaction will flow to the company; and
- (c) costs incurred or expected to be incurred can be measured realiably.

#### (24) Operating segments

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Board of Directors that makes strategic decisions.

## 5. <u>CRITICAL ACCOUNTING JUDGEMENTS</u>, <u>ESTIMATES AND KEY SOURCES OF</u> ASSUMPTION UNCERTAINTY

The preparation of these consolidated financial statements requires management to make critical judgements in applying the Group's accounting policies but no critical judgements were made. Assumptions and estimates may differ from the actual results and are continually evaluated and adjusted based on historical experience and other factors. The information is addressed below:

#### (1) Impairment assessment of other intangible assets

The Group assesses impairment based on its subjective judgement and determines the separate cash flows of a specific group of assets, useful lives of assets and the future possible income and expenses arising from the assets depending on how assets are utilised and industrial characteristics. Any changes of economic circumstances or estimates due to the change of Group strategy might cause material impairment on assets in the future.

As of March 31, 2014, the Group recognised other intangible assets, net of impairment loss, amounting to \$7,617.

#### (2) Evaluation of inventories

As inventories are stated at the lower of cost and net realisable value, the Group must determine the net realisable value of inventories on balance sheet date using judgements and estimates. Due to the rapid technology innovation, the Group evaluates the amounts of normal inventory consumption, obsolete inventories or inventories without market selling value on balance sheet date, and writes down the cost of inventories to the net realisable value. Such an evaluation of inventories is principally based on the demand for the products within the specified period in the future. Therefore, there might be material changes to the evaluation.

As of March 31, 2014, the carrying amount of inventories was \$548,169.

#### 6. DETAILS OF SIGNIFICANT ACCOUNTS

#### (1) Cash and cash equivalents

	Ma	rch 31, 2014	Dece	mber 31, 2013	Ma	arch 31, 2013
Cash on hand and petty cash (revolving funds)	\$	91	\$	468	\$	589
Check deposits and demand						
deposits		146,458		113,703		200,064
Time deposits		1,919,892		2,066,571		958,742
	\$	2,066,441	\$	2,180,742	\$	1,159,395

- A. The Group associates 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 (excluding cash on hand and petty cash).
- B. The Group has no cash and cash equivalents pledged to others.

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

	March 3	1, 2014	Decer	mber 31, 2013	Ma	rch 31, 2013
Items						
Financial assets:						
Financial assets held for trading-						
futures trust fund	\$	-	\$	15,000	\$	-
Financial assets held for trading-						
quasi money market fund		-		-		102,000
Valuation adjustment		-	(	10)		30
	\$		\$	14,990	\$	102,030
Financial liabilities:						
Financial liabilities held for trading	<u> </u>					
valuation adjustment	(\$	1,847)	(\$	4,243)	(\$	969)

- A. The Group recognised net loss of \$10,203 and \$10,285 on financial assets (liabilities) held for trading for the three-month periods ended March 31, 2014 and 2013, respectively.
- B. The unsettled derivative financial liabilities transaction and contract information are as follows:

	March 31,	2014	December 31	1, 2013
Derivative financial liabilities	Contract amount (value of return) (in thousands)	Contract period	Contract amount (value of return) (in thousands)	Contract period
Forward foreign exchange	USD 12,000	2014.2.18~	USD 16,000	2013.11.6
contracts-Sell in advance		2014.5.28		~2014.2.19
			March 31,	2013
			March 31, Contract amount	2013
Derivative financial				2013 Contract
Derivative financial liabilities	_		Contract amount	
	-		Contract amount (value of return)	Contract

C. The Company entered into forward exchange contracts to manage exposures to foreign exchange rate fluctuations of import or export sales. However, the forward exchange transactions did not meet the criteria for hedge accounting. Therefore, the Company did not apply hedge accounting.

### (3) Accounts receivable

	Mai	rch 31, 2014	Dece	mber 31, 2013	Ma	rch 31, 2013
Accounts receivable	\$	766,411	\$	647,846	\$	525,936
Less: Allowance for bad debts	(	5,362)	(	5,512)	(	1,127)
	\$	761,049	\$	642,334	\$	524,809

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

	Marc	ch 31, 2014	Decem	ber 31, 2013	Mar	ch 31, 2013
Up to 30 days	\$	24,179	\$	84,710	\$	46,416
31 to 90 days		2,331		7,298		1,969
91 days to 180 days						4
	\$	26,510	\$	92,008	\$	48,389

The above ageing analysis was based on past due date.

B. Movements of the allowance for bad debts of financial assets that were past due analysed based on individual and group provisions are provided below:

				2014		
	Individ	ual provision	Gro	up provision		Total
At January 1	\$	4,637	\$	875	\$	5,512
Reversal for impairment		-	(	168)	(	168)
Effect of exchange rate				18		18
At March 31	\$	4,637	\$	725	\$	5,362
				2013		
	Individ	ual provision	Gro	up provision		Total
At January 1	\$	_	\$	2,217	\$	2,217
Reversal of impairment		-	(	1,111)	(	1,111)
Effect of exchange rate		<u>-</u>		21		21
At March 31	\$	_	\$	1,127	\$	1,127

C. 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:

	Mar	ch 31, 2014	Decer	nber 31, 2013	Mar	rch 31, 2013
Group 1	\$	554,088	\$	413,370	\$	347,682
Group 2		180,451		136,956		128,738
	\$	734,539	\$	550,326	\$	476,420

Group 1: OEM customer

Group 2: OBM customer

D. The maximum exposure to credit risk at March 31, 2014, December 31, 2013 and March 31, 2013 was the carrying amount of each class of accounts receivable.

E. The Group does not hold any collateral as security.

## (4) <u>Inventories</u>

			M	arch 31, 2014			
		Cost		Illowance for aluation loss		Book value	
Raw materials	\$	263,137	(\$	8,542)	\$	254,595	
Work in process		145,968		-		145,968	
Finished goods		153,730	(	6,124)		147,606	
	\$	562,835	( <u>\$</u>	14,666)	\$	548,169	
			Dece	ember 31, 2013			
			A	Allowance for			
		Cost	V	aluation loss		Book value	
Raw materials	\$	153,698	(\$	6,166)	\$	147,532	
Work in process		166,354		-		166,354	
Finished goods		180,614	(	3,926)		176,688	
	\$	500,666	(\$	10,092)	\$	490,574	
	March 31, 2013						
			A	Illowance for			
		Cost	V	aluation loss		Book value	
Raw materials	\$	158,629	(\$	7,948)	\$	150,681	
Work in process		111,744		-		111,744	
Semi-finished goods		821	(	410)		411	
Finished goods		165,205	(	4,375)		160,830	
	\$	436,399	(\$	12,733)	\$	423,666	

The cost of inventories recognised as expense for the three-month periods ended March 31, 2014 and 2013 was \$951,343 and \$728,151, respectively, including the amount of \$4,680 and \$388, respectively, that the Group wrote down from cost to net realisable value which was accounted for as cost of goods sold.

## (5) Property, plant and equipment

	_			Molding		nsportation		Office		Other		easehold	
<u>January 1, 2014</u>	N	Iachinery	ec	uipment	ec	quipment	ec	uipment	eq	uipment	imp	rovements	Total
Cost	\$	344,480	\$	46,805	\$	10,303	\$	41,377	\$	5,770	\$	23,070 \$	471,805
Accumulated depreciation													
and impairment	(	175,402)	(	34,253)	(	5,400)	(	30,571)	(	3,764)	(	18,130) (	267,520)
	\$	169,078	\$	12,552	\$	4,903	\$	10,806	\$	2,006	\$	4,940 \$	204,285
<u>2014</u>													
Opening net book amount	\$	169,078	\$	12,552	\$	4,903	\$	10,806	\$	2,006	\$	4,940 \$	204,285
Additions		5,463		-		_		212		-		-	5,675
Disposals		-		-		_	(	15)		-		- (	15)
Other fixed assets-transferred	l in	390		3,453		1,000		-		-		410	5,253
Depreciation charge	(	10,523)	(	1,709)	(	323)	(	1,076)	(	149)	(	1,117) (	14,897)
Net exchange differences		12				22		108				16	158
Closing net book amount	\$	164,420	\$	14,296	\$	5,602	\$	10,035	\$	1,857	\$	4,249 \$	200,459
At March 31, 2014													
Cost	\$	350,367	\$	50,258	\$	11,396	\$	41,795	\$	5,786	\$	23,531 \$	483,133
Accumulated depreciation													
and impairment	(	185,947)	(	35,962)	(	5,794)	(	31,760)	(	3,929)	(	19,282) (	282,674)
	\$	164,420	\$	14,296	\$	5,602	\$	10,035	\$	1,857	\$	4,249 \$	200,459

			N	Molding	Tra	nsportation		Office		Other	L	easehold		
<u>January 1, 2013</u>	_ N	lachinery	eq	uipment	e	quipment	e	quipment	e	quipment	imp	provements		Total
Cost	\$	306,424	\$	41,735	\$	8,753	\$	37,657	\$	5,548	\$	18,159	\$	418,276
Accumulated depreciation														
and impairment	(	136,805)	()	27,187)	(	4,079)	(	25,889)	(	3,465)	(	13,440)	(	210,865)
	\$	169,619	\$	14,548	\$	4,674	\$	11,768	\$	2,083	\$	4,719	\$	207,411
<u>2013</u>														
Opening net book amount	\$	169,619	\$	14,548	\$	4,674	\$	11,768	\$	2,083	\$	4,719	\$	207,411
Additions		-		-		-		58		29		62		149
Other fixed assets-transferred	d in	5,067		248		-		22		-		-		5,337
Depreciation charge	(	9,661)	(	1,819)	(	327)	(	1,195)	(	274)	(	981)	(	14,257)
Net exchange differences		26	(	8)		11		88	(	669)		689		137
Closing net book amount	\$	165,051	\$	12,969	\$	4,358	\$	10,741	\$	1,169	\$	4,489	\$	198,777
At March 31, 2013														
Cost	\$	311,610	\$	41,903	\$	8,840	\$	38,020	\$	4,085	\$	19,759	\$	424,217
Accumulated depreciation														
and impairment	(	146,559)	()	28,934)	(	4,482)	(	27,279)	(	2,916)	(	15,270)	(	225,440)
	\$	165,051	\$	12,969	\$	4,358	\$	10,741	\$	1,169	\$	4,489	\$	198,777

## (6) <u>Intangible assets</u>

## A. Changes to intangible assets are as follows:

		Other		Computer		
	intar	gible assets		software		Total
At January 1, 2014						
Cost	\$	22,652	\$	13,721	\$	36,373
Accumulated amortisation and						
impairment	(	15,201)	(	8,950)	(	24,151)
	\$	7,451	\$	4,771	\$	12,222
2014						
Opening net book amount	\$	7,451	\$	4,771	\$	12,222
Amortisation charge		-	(	981)	(	981)
Net exchange differences		166		8		174
Closing net book amount	\$	7,617	\$	3,798	\$	11,415
At March 31, 2014						
Cost	\$	23,157	\$	13,761	\$	36,918
Accumulated amortisation and						
impairment	(	15,540)	(	9,963)	(	25,503)
	\$	7,617	\$	3,798	\$	11,415
	:	Other		Computer		Total
L	intar	Other assets		Computer software		Total
<u>January 1, 2013</u>		gible assets		software	<u> </u>	
Cost	intar		\$	-	\$	Total 29,725
Cost Accumulated amortisation and		22,070	\$	software 7,655	\$	29,725
Cost	\$ (	22,070 10,164)	(	7,655 5,859)	(	29,725 16,023)
Cost Accumulated amortisation and impairment		22,070	\$ (	software 7,655	\$ ( <u>\$</u>	29,725
Cost Accumulated amortisation and impairment  2013	\$ ( <u>\$</u>	22,070 10,164) 11,906	( <u>\$</u>	5,859) 1,796	( <u>\$</u>	29,725 16,023) 13,702
Cost Accumulated amortisation and impairment  2013 Opening net book amount	\$ (	22,070 10,164)	(	5,859) 1,796	(	29,725 16,023) 13,702
Cost Accumulated amortisation and impairment  2013 Opening net book amount Additions	\$ ( <u>\$</u>	22,070 10,164) 11,906	<u>\$</u>	5,859) 1,796 1,796 295	( <u>\$</u>	29,725 16,023) 13,702 13,702 295
Cost Accumulated amortisation and impairment  2013 Opening net book amount Additions Amortisation charge	\$ ( <u>\$</u>	22,070  10,164)  11,906	( <u>\$</u>	5,859) 1,796 1,796 295 400)	( <u>\$</u>	29,725 16,023) 13,702 13,702 295 400)
Cost Accumulated amortisation and impairment  2013 Opening net book amount Additions Amortisation charge Net exchange differences	\$ ( <u>\$</u> \$	22,070  10,164) 11,906  - 322	\$ \$ (	5,859) 1,796 1,796 295 400) 18	\$ \$ (	29,725  16,023) 13,702  13,702 295 400) 340
Cost Accumulated amortisation and impairment  2013 Opening net book amount Additions Amortisation charge Net exchange differences Closing net book amount	\$ ( <u>\$</u>	22,070  10,164)  11,906	<u>\$</u>	5,859) 1,796 1,796 295 400)	( <u>\$</u>	29,725 16,023) 13,702 13,702 295 400)
Cost Accumulated amortisation and impairment  2013 Opening net book amount Additions Amortisation charge Net exchange differences Closing net book amount At March 31, 2013	\$ ( <u>\$</u> \$	22,070  10,164)  11,906  - 322  12,228	\$ \$ ( <u>\$</u>	5,859) 1,796  1,796 295 400) 18 1,709	\$ \$ ( 	29,725  16,023)  13,702  13,702  295  400)  340  13,937
Cost Accumulated amortisation and impairment  2013 Opening net book amount Additions Amortisation charge Net exchange differences Closing net book amount At March 31, 2013 Cost	\$ ( <u>\$</u> \$	22,070  10,164) 11,906  - 322	\$ \$ (	5,859) 1,796 1,796 295 400) 18	\$ \$ (	29,725  16,023) 13,702  13,702 295 400) 340
Cost Accumulated amortisation and impairment  2013 Opening net book amount Additions Amortisation charge Net exchange differences Closing net book amount At March 31, 2013 Cost Accumulated amortisation and	\$ ( <u>\$</u> \$	22,070  10,164) 11,906  - 322 12,228	\$ \$ ( \$ \$	7,655  5,859)  1,796  295  400)  18  1,709	\$ \$ ( 	29,725  16,023) 13,702  13,702 295 400) 340 13,937  30,660
Cost Accumulated amortisation and impairment  2013 Opening net book amount Additions Amortisation charge Net exchange differences Closing net book amount At March 31, 2013 Cost	\$ ( <u>\$</u> \$	22,070  10,164)  11,906  - 322  12,228	\$ \$ ( \$ \$	5,859) 1,796  1,796 295 400) 18 1,709	\$ \$ ( 	29,725  16,023)  13,702  13,702  295  400)  340  13,937

### B. Details of amortisation on intangible assets are as follows:

		<u>For</u>	the thr	ee-month pe	erio	ds ended March 31
			20	14		2013
Manufacturing expenses		\$		-	\$	10
General and administrative ex	kpense	es		470		229
Research and development ex	kpense	es		511		161
		\$		981	\$	400
(7) Short-term borrowings						
	Ma	rch 31, 2014	Decen	nber 31, 201	3	March 31, 2013
Unsecured bank borrowings	\$	16,595	\$	23,859	9	\$ 20,125
Interest rate range		1.85%	1.1:	5%~1.85%	_	1.05%
(8) Other payables						
	Ma	rch 31, 2014	Decen	nber 31, 201	3	March 31, 2013
Accrued salary expenses and						
bonuses	\$	189,206	\$	291,690	0	\$ 189,789
Accrued employees' bonuses and directors' and supervisors'						
remuneration		63,792		49,362	2	43,498
Accrued commission expenses		26,460		33,145	5	13,882
Others		122,716		124,344	<u>4</u>	106,520
	\$	402,174	\$	498,541	1	\$ 353,689

#### (9) Pensions

#### A. Defined benefit plan

- (a) The Company has a defined benefit pension plan in accordance with the Labor Standards Law, covering all regular employees' service years prior to the enforcement of the Labor Pension Act on July 1, 2005 and service years thereafter of employees who chose to continue to be subject to the pension mechanism under the Law. Under the defined benefit pension plan, two units are accrued for each year of service for the first 15 years and one unit for each additional year thereafter, subject to a maximum of 45 units. Pension benefits are based on the number of units accrued and the average monthly salaries and wages of the last 6 months prior to retirement. The Company contributes monthly an amount equal to 2% of the employees' monthly salaries and wages to the retirement fund deposited with Bank of Taiwan, the trustee, under the name of the independent retirement fund committee.
- (b) For the aforementioned pension plan, the Group recognised pension costs of \$138 and \$261 for the three-month periods ended March 31, 2014 and 2013, respectively.

  Details of cost and expenses recognised in statements of comprehensive income are as

follows:

		the three-month d ended March 31,	For the three-month period ended March 31 2013		
		2014		2013	
Cost of goods sold	\$	126	\$	129	
Selling expenses	(	1)		10	
General and administrative expenses	(	14)		45	
Research and development expenses		27		77	
	\$	138	\$	261	

(c) Expected contributions to the defined benefit pension plans of the Company within one year from March 31, 2014 are \$ 1,029.

#### B. Defined contribution plan

- (a) Effective July 1, 2005, the Company has 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 contributes 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. The pension costs under the defined contribution pension plan of the Company for the three-month periods ended March 31, 2014 and 2013 were \$6,370 and \$5,846, respectively.
- (b) Senao International (Samoa) Ltd., EnGenius International (Samoa) Ltd. and EnGenius Networks Europe B.V. have yet to establish an employee pension plan. EnGenius Technologies, Inc., SuperTel Technologies, Inc., EnGenius Networks Singapore Pte. Ltd., EnGenius Technologies, Miami, Inc. and EnGenius Networks Malaysia Sdn. Bhd follow the established pension regulations of their respective local governments. These subsidiaries pay monthly pension contributions and have no further obligations. The pension costs under the defined contribution pension plans of the above companies for the three-month periods ended March 31, 2014 and 2013 were \$972 and \$887, respectively.

#### (10) Share capital

A. As of March 31, 2014 and 2013, the Company's share-based payment arrangements were as follows:

## Quantity granted (in thousands

Type of arrangement	Grant date	of shares)	Contract period	Vesting conditions
Employee stock options	2009.12.30	3,600	6 years	Note
Cash capital increase	2013.12.23	865	NA	Vested
reserved for				immediately
employee preemption				

Note: Employees with 2 service years are entitled to 30%; employees with 3 service years are entitled to 60%; employees with 4 service years are entitled to 100%.

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

	For th	For the three-month periods ended M								
	20	14	2013							
		Weighted-		Weighted-						
		average		average						
		exercise price		exercise price						
	No. of options	(in dollars)	No. of options	(in dollars)						
Options outstanding at	1,016	\$ 16.89	1,688	\$ 20.13						
the beginning of the period										
Options exercised	(	16.89	(324)	20.13						
Options outstanding at										
the end of the period	718	-	1,364	-						
Options exercisable at										
the end of the period	718	16.89	504	20.13						

- C. The weighted-average stock price of stock options at exercise dates for the three-month periods ended March 31, 2014 and 2013 was \$154.15 and \$65.20, respectively.
- D. As of March 31, 2014, December 31, 2013 and March 31, 2013, the range of exercise prices of stock options outstanding was \$16.89, \$16.89 and \$20.13, respectively; and the weighted-average remaining contractual periods were 1.75 years, 2 years and 2.75 years, respectively.
- E. The fair value of stock options granted on the grant date is measured using the Black-Scholes option-pricing model. Relevant information is as follows:

		Weighted-					
		average	Expected			Risk-free	Fair
Type of		stock price/	price	Expected	Expected	interest	value
arrangement	Grant date	exercise price	volatility	option life	dividends	rate	per unit
Employee	2009.12.30	\$31.06/\$32.57	44%	4.8 years	0%	1%	\$ 11.74
stock							
options plan							

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

	For the three-	month periods end	periods ended March 31 2013		
	2014				
Employee stock option plan	\$	- \$	631		

## (11) Provisions

	Warranty provision		Discou	ant provision	Total	
At January 1, 2014	\$	48,028	\$	18,374	\$	66,402
Additional provisions		14,264		9,410		23,674
Used during the period	(	4,851)	(	11,861)	(	16,712)
Exchange difference		579		403		982
At March 31, 2014	\$	58,020	\$	16,326	\$	74,346
				2013		
	Warra	nty provision	Discou	ant provision		Total
At January 1, 2013	\$	49,444	\$	16,161	\$	65,605
Additional provisions		10,293		9,958		20,251
Used during the period	(	6,725)	(	16,444)	(	23,169)
Exchange difference		470		361		831
At March 31, 2013	\$	53,482	\$	10,036	\$	63,518

The Group's liability provisions are related to the products sold. Provision for warranty is estimated based on past experience of the use of warranties on the product; allowance provision is estimated based on past experience and the sale of the product. It is expected that the provision will start to be used within the next year.

### (12) Other current liabilities

	Mar	ch 31, 2014	Decem	ber 31, 2013	March 31, 2013		
Sales revenue received in advance	\$	86,188	\$	48,130	\$	37,347	
Other advance receipts		35,948		45,752		21,792	
Others		7,207		8,791		3,651	
	\$	129,343	\$	102,673	\$	62,790	

### (13) Share capital

A. As of March 31, 2014, the Company's authorised capital was \$1.2 billion (including 18 million shares reserved for employee stock options), 48,367 thousand shares of common stock (including 39 thousand shares reserved for employee stock options converted into common stock still pending authorization as of March 31, 2014 under capital collected in advance) are outstanding, with a par value of \$10 (in dollars) per share. Movements in the number of the Company's ordinary shares outstanding (in thousands) for the three-month periods ended March 31, 2014 and 2013 are as follows:

	 2014	2013		
At January 1	\$ 48,069	\$	41,646	
Employee stock options exercised	 259		174	
At March 31	\$ 48,328	\$	41,820	

B. The Board of Directors during its meeting on November 25, 2013 adopted a resolution to increase capital by \$57,710 through cash. The capital increase was approved by the Financial Supervisory Commission according to the Jin-Guan-Zheng-Fa-Zi Letter No. 10200050123 on December 5, 2013. The Company has completed registration on February 5, 2014.

### (14) Capital surplus

Pursuant to the R.O.C. Company Act, capital surplus arising from paid-in capital in excess of par value on issuance of common stocks and donations can be used to cover accumulated deficit or to issue new stocks or cash to shareholders in proportion to their share ownership, provided that the Company has no accumulated deficit. Further, the R.O.C. Securities and Exchange Law requires that the amount of capital surplus to be capitalized mentioned above should not exceed 10% of the paid-in capital each year. Capital surplus should not be used to cover accumulated deficit unless the legal reserve is insufficient.

	Share premium		Employee stock options		
At January 1, 2014	\$	686,466	\$	9,863	
Employee stock options		2,054		-	
At March 31, 2014	\$	688,520	\$	9,863	
		Share premium	Employee st	ock options	
At January 1, 2013	\$	159,500	\$	14,640	
Employee stock options		3,282		-	
Compensation cost recognised for share-based					
payment obligation		<u> </u>		631	
At March 31, 2013	\$	162,782	\$	15,271	

### (15) Retained earnings

		2013			
At January 1	\$	586,797	\$	375,572	
Profit for the period		123,331		74,511	
At March 31	\$	710,128	\$	450,083	

- A. The Company is currently in the growth stage. Based on capital expenditures and needs for branching out and completing financial plans to pursue sustainable development, the Company's dividend policy is in accordance with the future budget of capital expenditure and capital needs. Cash dividends and stock dividends are to be distributed to the shareholders. Cash dividends shall account for at least 5% of the total dividends distributed.
- B. Under the Company's Articles of Incorporation amended on May 31, 2013, the current year's retained earnings, if any, shall first be used to pay all taxes and offset prior years' operating losses and then 10% of the remaining amount shall be set aside as legal reserve. However, there is no need to appropriate for legal reserve if the legal reserve has reached the Company's total capital. Bonus distributed to the employees should not be lower than 3% of the remainder while bonus distributed as directors' compensation should not be higher than 3%. The remaining surplus shall be combined with the remaining surplus at the beginning of the year and counted as unappropriated retained earnings. The method of distribution shall be proposed by the board of directors and presented to the shareholders for approval.

The qualifications of employees who are entitled to receive dividends are to be set by the Board of Directors.

- C. Except for covering accumulated deficit or issuing new stocks or cash to shareholders in proportion to their share ownership, the legal reserve shall not be used for any other purpose. The use of legal reserve for the issuance of stocks or cash to shareholders in proportion to their share ownership is permitted, provided that the distribution of the reserve is limited to the portion in excess of 25% of the Company's paid-in capital.
- D. The company's regulations on the appropriation and reversal of special reserves are as follows:
  - (a) In accordance with the regulations, the Company shall set aside special reserve from the debit balance on other equity items at the balance sheet date before distributing earnings. When debit balance on other equity items is reversed subsequently, the reversed amount could be included in the distributable earnings.
  - (b) The amounts previously set aside by the Company as special reserve on initial application of IFRSs in accordance with Jin-Guan-Zheng-Fa-Zi Letter No. 1010012865, dated April 6, 2012, shall be reversed proportionately when the relevant assets are used, disposed of or

reclassified subsequently.

E. The appropriations of 2013 and 2012 earnings had been resolved by the Board of Directors and stockholders on March 10, 2014 and May 31, 2013, respectively. Details are summarized below:

		2013				2012			
		Dividends					Di	vidends	
		per share					pe	r share	
		Amount		(in dollars)		Amount		(in dollars)	
Legal reserve	\$	42,192	\$	-	\$	29,596	\$	-	
Special reserve	(	4,566)		-		7,710		-	
Cash dividends		294,800		6.1		167,784		4.0	
	\$	332,426	\$	6.1	\$	205,090	\$	4.0	

As approved at the stockholders' meeting, employees' bonuses and directors' and supervisors' remuneration amounted to \$26,520 and \$8,107 for the year ended December 31, 2012. The employees' bonuses and directors' and supervisors' remuneration amount as approved by the shareholders was \$3 less than the amount recognised in the financial statements for the year ended December 31, 2012, and the difference had been adjusted in the second quarter of 2013. As of April 30, 2014, the abovementioned 2013 earnings had not been approved by the stockholders. Employees' bonuses and directors' and supervisors' remuneration amounted to \$37,971 and \$11,385 for the year ended December 31, 2013, respectively. The employees' bonuses and directors' and supervisors' remuneration amount as approved by the Board of Directors was \$6 less than the amount recognised in the financial statements for the year ended December 31, 2013.

Retained earnings as of December 31, 2013 have not been distributed. Information on the appropriation of the Company's earnings as resolved by the Board of Directors and approved by the stockholders will be posted in the "Market Observation Post System" at the website of the Taiwan Stock Exchange.

F. The estimated amounts for employees' bonuses for the three-month periods ended March 31, 2014 and 2013 was accrued at \$11,100 and \$6,790, respectively; directors' and supervisors' remuneration was accrued at \$3,330 and \$2,078, respectively. The estimation was based on a certain percentage stated in the Company's Articles of Incorporation, and the Company uses the post-tax profit and considers the appropriation of legal reserve and other factors to estimate and recognise the amount as operating expenses for the year. If the estimated amount is different from the amount approved by the stockholders, the difference shall be recognised as gain or loss in the year the bonus was approved.

# (16) Operating income

	For the three-month periods ended March 31			
	2014		2013	
Sales revenue	\$	1,337,557	\$	989,524
Services revenue		3,777		5,547
	\$	1,341,334	\$	995,071
(17) Other income				
	For the	e three-month p	eriods er	nded March 31
		2014		2013
Interest income	\$	2,477	\$	1,535
Other income	-	4,885		16,158
	\$	7,362	\$	17,693
(18) Other gains and losses				
	For th	e three-month p	eriods e	nded March 31
		2014		2013
Net loss on financial assets (liabilities) at fair value through profit or loss	(\$	10,203)	(\$	10,285)
Net currency exchange gain		12,367		13,138

6)

203) (

1,955

677)

2,176

## (19) Expenses by nature

Other losses

Loss on disposal of property, plant and equipment (

	For the three-month periods ended March 3			
		2014	2013	
Change in inventory of finished goods and work				
in process	\$	47,270	(\$	18,423)
Raw materials and supplies used		756,199		611,506
Labor cost		2,639		3,524
Employee benefit expense		232,428		198,443
Depreciation charges on property, plant and				
equipment		14,897		14,257
Amortisation charges on intangible assets		981		400
Commission expense		23,730		17,218
Rent expense		19,851		18,253
Advertising expenses		21,058		12,154
Travel expenses		6,411		5,792
Utilities expenses		5,433		5,079
Other expenses		76,578		63,578
	\$	1,207,475	\$	931,781

\$

## (20) Employee benefit expense

	For the three-month periods ended March 31			
		2014		2013
Wages and salaries	\$	199,231	\$	169,238
Employee stock options		-		631
Labor and health insurance fees		14,625		13,214
Pension costs		7,480		6,994
Other personnel expenses		11,092		8,366
	\$	232,428	\$	198,443

## (21) Income tax

#### A. Income tax expense

(a) Components of income tax expense:

	For the three-month periods ended March 31				
	2014			2013	
Current tax:					
Current tax on profits for the period	\$	17,110	\$	5,536	
Adjustments in respect of prior years	(	623)	(	432)	
Total current tax		16,487		5,104	
Deferred tax:					
Origination and reversal of temporary					
differences		3,281		3,479	
Income tax expense	\$	19,768	\$	8,583	

- B. The Company's income tax returns through 2011 have been assessed and approved by the Tax Authority.
- C. The capital increase plan satisfied the requirements stated in Statute for Ugrading Industries (before its abolishment) Article 9-2 Item 1 and "The Guidelines for the Calculation of Exempt Income for the Five-year Profit-seeking Enterprise Income Tax Exemption by Manufacturing Industries and their Related Technical Services Industries Increasing New Investment" Article 2-1. Accordingly, the Company received approval on August 25, 2011 and was entitled to the profit-seeking enterprise income tax exemption for the five consecutive years since January 1, 2011. The estimated tax exempt income for the three-month periods ended March 31, 2014 and 2013 was \$30,490 and \$19,955, respectively.

### D. Unappropriated retained earnings:

	M	March 31, 2014		December 31, 2013		March 31, 2013	
Earnings generated in and	\$	-	\$	-	\$	-	
before 1997							
Earnings generated in and							
after 1998		710,128		586,797		450,083	
	\$	710,128	\$	586,797	\$	450,083	

#### E. Details related to the imputation tax system are as follows:

	Marc	March 31, 2014 December 31, 2013		March 31, 2013		
Imputation tax credit						
account balance	\$	45,231	\$	45,213	\$	12,044
			2013	(Estimated)	201	2 (Actual)
Creditable tax rate				11.1%		14.77%

The dividend distribution date for 2012 had been proposed by the Board of Directors on July 9, 2013, the creditable tax rate was the balance of the imputation tax credit account in addition to the balance of unappropriated retained earnings.

#### (22) Earnings per share (EPS)

#### A. Basic earnings per share

The amount of basic earnings per share is calculated by dividing the profit or loss attributable to the ordinary shareholders of the parent by the number of the weighted average shares outstanding for the reporting period.

#### B. Diluted earnings per share

The calculation of diluted earnings per share is based on the effect of assumed conversion of all dilutive potential ordinary shares and adjusts the profit or loss attributable to the ordinary shareholders of the parent and number of the weighted average shares outstanding.

	For the three-month period ended March 31, 2014					
	Weighted average					
			number of ordinary	Ea	arnings	
	4	Amount	shares outstanding	pe	r share	
		after tax	(shares in thousands)	(in	dollars)	
Basic earnings per share						
Profit attributable to the parent	\$	123,331	48,126	\$	2.56	
Diluted earnings per share						
Assumed conversion of all dilutive						
potential ordinary shares			702			
Employees' stock options		-	702			
Employees' bonus		-	312			
Profit attributable to ordinary						
shareholders of the parent plus						
assumed conversion of all dilutive	ф	100 001	40.140	ф	0.51	
potential ordinary shares	\$	123,331		\$	2.51	
		Three-mo	nth period ended March	1 31, 2	2013	
			Weighted average			
			number of ordinary		rnings	
		mount	shares outstanding	-	share	
	a	fter tax	(shares in thousands)	(in d	ollars)	
Basic earnings per share						
Profit attributable to the parent	\$	74,511	41,682	\$	1.79	
Diluted earnings per share						
Assumed conversion of all dilutive						
potential ordinary shares						
Employees' stock options		-	988			
Employees' bonus			512			
Profit attributable to ordinary						
shareholders of the parent plus						
assumed conversion of all dilutive						
potential ordinary shares	\$	74,511	43,182	\$	1.73	

#### (23) Non-cash transaction

Investing activities with partial cash payments:

Purchase of fixed assets
Less: ending balance of payable on equipment
Add: opening balance of payable on equipment
Cash paid during the period

For the	three-month pe	eriods	ended March 31
	2014		2013
\$	5,675	\$	149
(	10,349)	(	8,714)
	9,930		15,338
\$	5,256	\$	6,773

#### 7. RELATED PARTY TRANSACTIONS

## (1) Parent and ultimate controlling party

As of March 31, 2014 and 2013, the Group does not have a parent company. Senao International Co., Ltd. (SIC) holds 34.31% and 40.09% of the Group's shares as of March 31, 2014 and 2013, respectively, and is the most influential entity to the Group.

## (2) Significant related party transactions

#### A. Sales of goods and services

	For the three-month periods ended March 31				ch 31
	2014			2013	
Sales of goods:					
Entities with joint control or significant influence					
over the Company	\$		\$		149

Different discounts on the sales prices to related parties are given based on the sales volume. The collection term for sales to related parties is the same with third parties, which is 60 days from the first day of the month following the month of sales.

#### B. Other receivables

	March 31,	2014	December 31, 2013		March 31, 2	013
Payment on behalf of others						
-Entities with joint control						
or significant influence						
over the Company	\$	1,072	\$	1,254	\$	923

#### C. Rent expense

Details of office buildings leased from SIC for the three-month periods ended March 31, 2014 and 2013 are as follows:

			For	For the three-month periods ended March 31				
Item	Lease period	Guarantee		2014		2013		
Office in	2012.4.1~							
Hua-Ya	2014.3.31							
Science Park	(Note)	\$	- \$	7,803	\$	7,803		

Note: In March 2010, the Company renewed the agreement with the new expiration date set on March 31, 2011. The rental agreement had an automatic extention after expiration date.

The lease terms and prices were determined in accordance with mutual agreement, and rent is paid monthly.

#### (3) Key management compensation

For t	the three-month po	eriod	s ended March 31
	2014		2013
\$	15 343	\$	14 053

Salaries and other short-term employee benefits

## (4) Commitments

The Company entered into a rental agreement with SIC for the lease of its office. As of March 31, 2014, the outstanding amount due within one year is \$28,600.

## 8. PLEDGED ASSETS

None.

# 9. <u>SIGNIFICANT CONTINGENT LIABILITIES AND UNRECOGNISED CONTRACT</u> COMMITMENTS

(1) Excluding those mentioned in Note 7, the other commitments of the Group are as follows:

As of March 31, 2014, the Group's minimum future lease payments are as follows:

Year	 Amount
2014	\$ 26,050
2015	26,216
2016	1,148
2017	 191
	\$ 53,605

(2) The Company and its subsidiaries, EnGenius Networks Singapore Pte. Ltd., EnGenius Technologies, Inc., EnGenius Networks Europe B.V. and EnGenius Technologies, Miami, Inc., signed a comprehensive financial contract for a \$250,000 credit limit with the Land Bank of Taiwan. The drawdown period is from March 24, 2014 to March 24, 2015. The Company is required to maintain an average balance for the most recent three months of the demand deposit at the Land Bank of Taiwan to a minimum of 10 percent of the amount of loans taken out and the total balance of deposits should be at least 30 percent of the loans.

#### 10. <u>SIGNIFICANT DISASTER LOSS</u>

None.

#### 11. SIGNIFICANT EVENTS AFTER THE BALANCE SHEET DATE

The Board of Directors during its meeting on April 30, 2014 adopted a resolution to establish a wholly-owned subsidiary in Taiwan with a capital of \$30 million.

#### 12. OTHERS

#### (1) Capital management

The Group's objectives when managing capital are to maintain an optimal capital ratio to support the Group's operations and to maximise the shareholders' equity. The Group builds a suitable capital structure based on the future growths and gearing ratios of the industry and the consideration of costs and risks that may result from different capital structures. The Group normally utilises a meticulous risk management policy.

#### (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 (including related parties), short-term loans, notes payable, accounts payable and other payables) 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

The Group adopts overall risk management and control systems to identify, measure and control all kinds of risk (including market risk, credit risk and liquidity risk and cash flow risk), so that the management of the Group can effectively control and evaluate market risk, credit risk, liquidity risk and cash flow risk.

The Group maintains an optimal level of liquidity and centralises risk management operations in order to effectively monitor and control the various kinds of market risks and to achieve management objectives. This decision is made with consideration of the economic environment, competitive status and market value risk.

#### 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. Foreign exchange risk arises from future commercial transactions, recognised assets and liabilities and net investments in foreign operations.
- ii. The Group's businesses involve some non-functional currency operations (the Company's and certain subsidiaries' functional currency: NTD; other certain subsidiaries' functional currency: USD and EUR). The information on assets and liabilities denominated in foreign currencies whose values would be materially affected

by the exchange rate fluctuations is as follows:

	March 31, 2014										
Œ	_	n currency	г. 1	D	1 1						
(Foreign currency:	amount		Exchange	Book value							
functional currency)	(in th	ousands)_	rate	(	(NTD)						
Financial assets											
Monetary items											
USD:NTD	USD	33,538	30.470	NTD	1,021,903						
USD:EUR (Note)	USD	749	1.377	NTD	22,822						
Non-monetary items											
USD:NTD	USD	5,079	30.470	NTD	154,745						
MYR:NTD	MYR	204	8.955	NTD	1,825						
EUR:USD (Note)	EUR	11	0.727	NTD	443						
Financial liabilities											
Monetary items											
USD:NTD	USD	17,096	30.470	NTD	520,915						
USD:EUR (Note)	USD	753	1.377	NTD	22,944						

Note: The functional currencies of certain subsidiaries belonging to the Group are not NTD, thus, this information has to be considered when reporting. For example, when a subsidiary's functional currency is USD, the subsidiary's segments that are involved with EUR have to be taken into consideration.

	December 31, 2013										
	Foreign	Foreign currency									
(Foreign currency:	am	ount	Exchange	Book value							
functional currency)	(in the	ousands)	rate	(	NTD)						
Financial assets											
Monetary items											
USD:NTD	USD	35,108	29.805	NTD	1,046,394						
USD:EUR (Note)	USD	666	1.376	NTD	19,850						
Non-monetary items											
USD:NTD	USD	4,928	29.805	NTD	146,891						
MYR:NTD	MYR	239	8.732	NTD	2,088						
EUR:USD (Note)	(EUR	35)	0.730	(NTD	1,414)						
Financial liabilities											
Monetary items											
USD:NTD	USD	19,288	29.805	NTD	574,879						
USD:EUR (Note)	USD	904	1.376	NTD	26,944						

Note: The functional currencies of certain subsidiaries belonging to the Group are not

NTD, thus, this information has to be considered when reporting. For example, when a subsidiary's functional currency is USD, the subsidiary's segments that are involved with EUR have to be taken into consideration.

	March 31, 2013										
	Foreign currency										
(Foreign currency:	am	ount	Exchange	Book value							
functional currency)	(in the	ousands)	rate	(1	NTD)						
Financial assets											
Monetary items											
USD:NTD	USD	25,811	29.830	NTD	769,942						
USD:EUR (Note)	USD	1,160	1.2830	NTD	44,378						
Non-monetary items											
USD:NTD	USD	5,937	29.830	NTD	177,101						
MYR:NTD	MYR	523	9.270	NTD	4,846						
EUR:USD (Note)	(EUR	16)	1.310	(NTD	598)						
Financial liabilities											
Monetary items											
USD:NTD	USD	14,137	29.830	NTD	421,707						
USD:EUR (Note)	USD	809	1.283	EUR	30,950						

Note: The functional currencies of certain subsidiaries belonging to the Group are not NTD, thus, this information has to be considered when reporting. For example, when a subsidiary's functional currency is USD, the subsidiary's segments that are involved with EUR have to be taken into consideration.

iii. Analysis of foreign currency market risk arising from significant foreign exchange variation:

	Three-month period ended March 31, 2014										
				Effec	ct on other						
(Foreign currency:	Sensitivity analysis	Ef	fect on	comprehensive							
functional currency)	degree of variation	prof	it or loss	i	ncome						
Financial assets											
Monetary items											
USD:NTD	1%	NTD	10,276	NTD	-						
USD:EUR	1%	NTD	228	NTD	-						
Financial liabilities											
Monetary items											
USD:NTD	1%	NTD	5,209	NTD	-						
USD:EUR	1%	NTD	229	NTD	-						

	Three-mont	ch 31, 20	13			
				Effect	on other	
(Foreign currency:	Sensitivity analysis	Eff	ect on	comprehensive		
functional currency)	degree of variation	profit	t or loss	ine	income	
Financial assets						
Monetary items						
USD:NTD	1%	NTD	7,699	NTD	-	
USD:EUR	1%	NTD	444	NTD	-	
Financial liabilities						
Monetary items						
USD:NTD	1%	NTD	4,217	NTD	-	
USD:EUR	1%	NTD	309	NTD	-	

#### Price risk

The Group's financial assets at fair value through profit or loss had been disposed before March 31, 2014. The Group does not have price risk from investment in equity instruments.

#### Interest rate risk

The Group's interest rate risk arises from short-term borrowings. Borrowings issued at fixed rates expose the Group to fair value interest rate risk.

#### (b) Credit risk

- i. Credit risk refers to the risk of financial loss to the Group arising from default by the clients or counterparties of financial instruments on the contract obligations. According to the Group's credit policy, 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. Credit risk arises from cash and cash equivalents, derivative financial instruments, notes payable and other receivables as well as credit exposures to customers, including outstanding receivables. For banks and financial institutions, only the parties with excellent credit ratings are accepted.
- ii. No credit limits were exceeded during the reporting periods for March 31, 2014 and 2013, and management does not expect any significant losses from non-performance by these counterparties.
- iii. For credit quality information of financial assets that are neither past due nor impaired, please refer to Note 6(3).

- iv. For details on the ageing analysis of financial assets that were past due but not impaired, please refer to Note 6(3).
- v. The group analysis of financial assets that had been impaired is provided in the statement for each type of financial assets in Note 6(3).

#### (c) Liquidity risk

- i. Cash flow forecasting is performed in the operating entities of the Group and aggregated by Group treasury. Group treasury monitors rolling forecasts of the Group's liquidity requirements to ensure it has sufficient cash to meet operational needs.
- ii. Surplus cash held by the operating entities over and above the balance required for working capital management are invested in interest bearing current accounts, time deposits, and marketable securities. The Group chooses instruments with appropriate maturities or sufficient liquidity to provide sufficient headroom as determined by the abovementioned forecasts.
- iii. The table below analyses the Group's non-derivative financial liabilities and net-settled 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 and to the expected maturity date for derivative financial liabilities. The amounts disclosed in the table are the contractual undiscounted cash flows.

#### Non-derivative financial liabilities:

	Less than	Between 1	Between 2	Over
March 31, 2014	1 year	and 2 years	and 5 years	5 years
Short-term borrowings	\$ 17,085	\$ -	\$ -	\$ -
Notes payable	2,159	-	-	-
Accounts payable	1,034,253	-	-	-
Other payables	402,174	-	-	-
	Less than	Between 1	Between 2	Over
December 31, 2013	1 year	and 2 years	and 5 years	5 years
Short-term borrowings	\$ 24,258	\$ -	\$ -	\$ -
Notes payable	5,820	-	-	-
Accounts payable	1,063,047	-	-	-
Other payables	498,541	-	-	-
	Less than	Between 1	Between 2	Over
March 31, 2013	1 year	and 2 years	and 5 years	5 years
Short-term borrowings	\$ 20,125	\$ -	\$ -	\$ -
Notes payable	3,312	-	-	-
Accounts payable	886,917	-	-	-
Other payables	353,689	-	-	-

## Derivative financial liability:

		ss than	Betwe	en 1	Betwe	en 2	Over	
March 31, 2014		1 year	and 2	and 2 years		ears	 5 years	_
Forward exchange contracts	\$	1,847	\$	-	\$	-	\$ -	-
	Le	ss than	Between 1		Betwe	en 2	Over	
December 31, 2013		1 year	and 2	and 2 years		ears	 5 years	_
Forward exchange contracts	\$	4,243	\$	-	\$	-	\$ -	-
	Le	ss than	Betwe	en 1	Betwe	en 2	Over	
March 31, 2013		1 year	and 2	years	and 5 y	ears	 5 years	_
Forward exchange contracts	\$	969	\$	-	\$	-	\$ -	-

## (3) Fair value estimation

- A. The table below analyses financial instruments measured at fair value, by valuation method. The different levels have been defined as follows:
  - Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities.
  - Level 2: Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices).
  - Level 3: Inputs for the asset or liability that are not based on observable market data.

The following table presents the Group's financial assets and liabilities that are measured at fair value on March 31, 2014, December 31, 2013 and March 31, 2013:

Level 1			Level 2		Level 3		Total
\$	_	(\$	1,847)	\$	_	(\$	1,847)
	Level 1		Level 2		Level 3		Total
\$	14,990	\$	-	\$	-	\$	14,990
		(	4,243)			(	4,243)
\$	14,990	(\$	4,243)	\$		\$	10,747
	\$	\$ - Level 1 \$ 14,990	\$ - (\$ Level 1  \$ 14,990 \$	\$ - (\$ 1,847)  Level 1 Level 2  \$ 14,990 \$ -  - ( 4,243)	\$ - (\$ 1,847) \$  Level 1 Level 2  \$ 14,990 \$ - \$	\$ - (\$ 1,847) \$ - Level 1 Level 2 Level 3  \$ 14,990 \$ - \$ -  - ( 4,243)	\$ - (\$ 1,847) \$ - (\$ Level 1 Level 2 Level 3

March 31, 2013	 Level 1		Level 2	Level 3			Total
Financial assets:							
Financial assets at fair value							
through profit or loss							
Quasi Money Market Fund	\$ 102,030	\$	-	\$	-	\$	102,030
Financial liabilities:							
Financial liabilities at fair value							
through profit or loss							
Forward exchange contracts	 _	(	969)		_	(	969)
	\$ 102,030	( <u>\$</u>	969)	\$	_	\$	101,061

- B. The fair value of financial instruments traded in active markets is based on quoted market prices at the balance sheet date. A market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service, or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis. The quoted market price used for financial assets held by the Group is the net worth of the open-end mutual fund. These instruments are included in level 1. Instruments included in level 1 comprise primarily equity instruments classified as financial assets at fair value through profit or loss.
- C. The fair value of financial instruments that are not traded in an active market is determined by using valuation techniques. These valuation techniques maximise the use of observable market data where it is available and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.
- D. Specific valuation techniques used to value financial instruments include:
  - (a) Quoted market prices or dealer quotes for similar instruments.
  - (b) The fair value of forward foreign exchange contracts is determined using forward exchange rates at the balance sheet date, with the resulting value discounted back to present value.

#### 13. SUPPLEMENTARY DISCLOSURES

#### (1) Significant transactions information:

- A: Loan to others: None.
- B: Provisions of endorsements and guarantees to others: None.
- C: Holding of marketable securities at the end of the period (not including subsidiaries, associates and joint ventures): None.
- D. Acquisition or sale of the same security with the accumulated cost exceeding \$300 million or 20% of the Company's paid-in capital: None.
- E. Acquisition of real estate reaching \$300 million or 20% of paid-in capital or more: None.
- F. Disposal of real estate reaching \$300 million or 20% of paid-in capital or more: None.
- G. Purchases or sales of goods from or to related parties reaching \$100 million or 20% of paid-in capital or more:

#### Differences in transaction

				Transaction				term compared to third party transactions			Not (paya		
		Relationship				Percentage of						Percentage of total	
Purchaser/		with the	Purchases			total purchases						notes/accounts	
seller	Counterparty	company	(sales)		Amount	(sales)	Credit terms	Unit price	Credit terms	_	Balance	receivable (payable)	Footnote
Senao Networks, Inc.	EnGenius Technologies, Inc.	A wholly-owned subsidiary	Sales	\$	153,633	12%	Note 1	Note 1	Note 1	\$	87,548	12%	None 2
Senao Networks, Inc.	EnGenius Networks Singapore Pte. Ltd.	An indirectly- owned subsidiary	Sales		101,228	8%	Note 1	Note 1	Note 1		66,116	9%	None 2
EnGenius Technologies, Inc.	Senao Networks, Inc.	Parent company	Purchases		153,633	99%	Note 1	Note 1	Note 1	(	87,548)	96%	None 2
EnGenius Networks Singapore Pte. Ltd.	Senao Networks, Inc.	Ultimate parent company	Purchases		101,228	98%	Note 1	Note 1	Note 1	(	66,116)	98%	None 2

Note 1: Sales prices to EnGenius Technologies, Inc. and EnGenius Networks Singapore Pte. Ltd. are based on the sales volume. The payment term is 60 days from the first day of the month following the month of purchase.

Note 2: The transactions were eliminated when preparing the consolidated financial statements.

H. Receivables from related parties reaching \$100 million or 20% of paid-in capital or more: None.

I. Derivative financial instruments undertaken during the period ended March 31, 2014: Notes 6(2), 12(2) and (3).

#### J. Relationship and significant transactions between the Company and its subsidiaries:

			Relationship with	l			combined revenue
Number			the Company	Transaction		or total assets	
(Note 1)	Name	Name of transaction parties	(Note 2)	General ledger account	 Amount	Transaction terms	(Note 3)
0	Senao Networks, Inc.	EnGenius Technologies, Inc.	1	Sales	\$ 153,633	Note 4	11
0	Senao Networks, Inc.	EnGenius Technologies, Inc.	1	Accounts receivable	87,548	Note 4	2
0	Senao Networks, Inc.	EnGenius Networks Singapore Pte. Ltd.	1	Sales	101,228	Note 4	8
0	Senao Networks, Inc.	EnGenius Networks Singapore Pte. Ltd.	1	Accounts receivable	66,116	Note 4	2
0	Senao Networks, Inc.	EnGenius Networks Europe B.V.	1	Sales	35,293	Note 4	3
0	Senao Networks, Inc.	EnGenius Networks Europe B.V.	1	Accounts receivable	25,407	Note 4	1

Percentage of total

Note 1: The transaction information of the Company and the consolidated subsidiaries should be noted in column "Number". The number means:

- 1. Number 0 represents the Company.
- 2. The consolidated subsidiaries are in order from number 1.

Note 2: The relationship with the transaction parties are as follows:

- 1. The Company to the consolidated subsidiary.
- 2. The consolidated subsidiary to the Company.
- 3. The consolidated subsidiary to another consolidated subsidiary.
- Note 3: Ratios of asset/liability are divided by consolidated total assets, and ratios of profit/loss accounts are divided by consolidated sales revenue.
- Note 4: Sales prices are based on sales volume. The credit terms were approximately the same with third parties, which is 60 days from the first day of the month following the month of sales.
- Note 5: Only amounts in excess of \$10 million of related party transactions are disclosed, and the opposite side of the transaction is not disclosed.

#### (2) Information on investments

				Initial invest	ment amount	Shares he	eld as at March	131, 2014	Net profit (loss) of the investee for the three-month	by the Company for the three-month period ended	
			Main business	Balance as at	Balance as at	Number	Ownership		period ended	March 31, 2014	
Investor	Investee	Location	activities	March 31, 2014	December 31, 2013	of shares	(%)	Book value	March 31, 2014	(Note 1)	Footnote
Senao Networks, Inc.	EnGenius Technologies, Inc.	California	Sales of communication products	\$ 60,940	\$ 60,940	60,000	100	\$ 108,243	(\$ 2,080) (\$	5 2,341)	None 2
Senao Networks, Inc.	Senao International (Samoa) Ltd.	Samoa	Investment holdings	60,148	60,148	1,974,000	100	25,244	5,282	5,187	None 2
Senao Networks, Inc.	EnGenius Networks Malaysia Sdn. Bhd	Malaysia	Development of communication products	2,794	2,794	312,197	100	1,825	( 311) (	311)	None 2
Senao International (Samoa) Ltd.	EnGenius International (Samoa) Ltd.	Samoa	Investment holdings	45,400	45,400	1,490,000	100	46,699	5,270	-	None 2
EnGenius International (Samoa) Ltd.	EnGenius Networks Singapore Pte. Ltd.	Singapore	Sales of communication products	44,791	44,791	1,470,000	100	46,502	5,266	-	None 2
EnGenius Technologies, Inc.	EnGenius Technologies Miami, Inc.	Miami	Sales of communication products	9,171	9,171	100	100	6,217	( 730)	-	None 2
EnGenius Technologies, Inc.	SuperTel Technologies, Inc.	Seattle	Development of communication products	10,329	10,329	10,000	100	2,282	( 7)	-	None 2
EnGenius Networks Singapore Pte. Ltd.	EnGenius Networks Europe B.V.	Netherlands	Sales of communication products	8,805	8,805	210,000	100	443	1,863	-	None 2

Investment income (loss) recognised

- Note 1: The column "Investment income (loss) recognised by the Company" represents the income (loss), including the amount of investment income or loss from reinvestment, of directly invested subsidiaries and subsidiaries under equity method.
- Note 2: The transactions were eliminated when preparing the consolidated financial statements.
- (3) Information on investments in Mainland China

None.

#### 14.SEGMENT INFORMATION

#### (1) General information

The information about geographical areas is provided to the chief operating decision-maker to make decisions. The sales orders will be divided into three main areas, namely Taiwan, America and Others (including Europe, Asia and Africa). Because the nature of the product and the model of sales of the three areas are different, and the chief operating decision-maker also uses the information on the three areas in financial management and operational performance evaluation, therefore, the reportable segments are Taiwan, America and Others.

#### (2) Assessment of segment information

The operational performance evaluation of each segment is based on operating revenue and income (not including administrative expense). All the operating segments consistently apply uniform accounting policies as described in Note 4 of the summary of significant accounting policies. The interdepartmental sales are in accordance with the fair value principle. Revenues from external customers provided to the chief operating decision-maker are measured in a manner consistent with that used for the income statement. The segment information for the three-month periods ended March 31, 2014 and 2013 is provided as follows:

	Three-month period ended March 31, 2014									
		Eliminated								
	transactions									
	during the									
		Taiwan		America		Others	cor	solidation		Total
Revenue from										
external customers	\$	946,390	\$	227,491	\$	167,453	\$	-	\$ 1	,341,334
Inter-segment										
revenue		292,787		41		1,747	(	294,575)		
Total segment										
revenue	\$ 1	1,239,177	\$	227,532	\$	169,200	<u>(\$</u>	294,575)	\$ 1	1,341,334
Segment income	\$	159,762	\$	10,571	\$	15,972	\$		\$	186,305

				Eliminated					
				transactions					
				during the					
	Taiv	wan	 America		Others	consc	consolidation		Total
Revenue from									
external customers	\$ 65	1,327	\$ 207,737	\$	136,007	\$	-	\$	995,071

Three-month period ended March 31, 2013

Revenue from external customers	\$ 651,327	\$ 207,737	\$ 136,007	\$ -	\$ 995,071
Inter-segment					
revenue	290,165	4	5,132	( 295,301)	
Total segment					
revenue	\$ 941,492	\$ 207,741	\$ 141,139	(\$ 295,301)	\$ 995,071
Segment income	\$ 87,869	\$ 6,183	\$ 10,745	\$ -	\$ 104,797

#### (3) Reconciliation for segment income (loss)

The Group's segments' operating income reported to the chief operating decision-maker is measured in a manner consistent with the revenue and expenses in the statement of comprehensive income. The Group did not provide the chief operating decision-maker with the amount of total assets and liabilities for decision making purposes. A reconciliation of reportable segment's profit or loss and continuing operations' income before tax is provided as follows:

	For the three-month periods ended March 31					
		2014		2013		
Reportable segments profit	\$	186,305	\$	104,797		
Undistributed amount						
General administrative expenses	(	52,446)	(	41,507)		
Non-operating net income		9,240		19,804		
Income from continuing operations before income tax	\$	143,099	\$	83,094		