(English Translation of Financial Report Originally Issued In Chinese)

# **INVENTEC APPLIANCES CORPORATION**

# FINANCIAL STATEMENTS

September 30, 2006 AND 2005

AND

**INDEPENDENT AUDITORS' REVIEW REPORT** 

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# Inventec Appliances Corporation

# **Financial Statements**

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# (English Translation of Financial Report Originally Issed In Chinese)

# **Independent Auditors' Review Report**

To the Board of Directors of Inventec Appliances Corporation,

We have reviewed the accompanying balance sheets of Inventec Appliances Corporation as of September 30, 2006 and 2005, and the related statements of operations, and cash flows for the nine months then ended. These financial statements are the responsibility of the management of Inventec Appliances Corporation. Our responsibility is to issue a report on these financial statements based on our reviews.

Except as described in the following paragraph, we conducted our reviews on these financial statements in accordance with Statements of Auditing Standard No. 36 "Review of Financial Statements." A review is limited primarily to inquiries of company personnel and applying analytical procedures to financial data and thus provides less assurance than an audit. It is substantially less in scope than an audit conducted in accordance with auditing standards generally accepted in the Republic of China. We did not perform an audit and, accordingly, we do not express an audit opinion.

As described in Note 4.e to the financial statements, the long-term equity investment accounted for under the equity method of Inventec Appliances Corporation as of September 30, 2006 and 2005 was states at \$6,763,039 thousand and \$4,267,842 thousand, and accounting for 25% and 20% of total assets respectively. Investment income related thereto which amounted to \$1,472,419 thousand and \$839,980 thousand, and accounting for 78% and 30% of the income before income tax, were recognized based upon the financial statements prepared by the investee companies, not reviewed by independent accountants in compliance with the review procedures described in the preceding paragraph.

Based on our review, except for the effects of any adjustments that might have been emerged had the financial statements of investee companies been reviewed by independent auditors, we are not aware of any material modifications that should be made to the accompanying financial statements for them to be in conformity with generally accepted accounting principles of the Republic of China.

**KPMG** Certified Public Accountants

CPA: Samuel Lin Charlotte Lin

Taipei, Taiwan, R.O.C. October 17, 2006

Notice to Readers

This document is an English translation of a report originally issued in Chinese. In the event of a conflict between the English translation and the original Chinese version, the Chinese language auditors' report shall prevail.

# (English Translation of Financial Report Originally Issued in Chinese)

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

### INVENTEC APPLIANCES CORPORATION

# BALANCE SHEETS

# SEPTEMBER 30, 2006 and 2005

# (New Taiwan Dollars in Thousands, Except for Share Data)

	September 30,	2006	September 30,	2005
ASSETS	Amount	%	Amount	%
Current assets				
Cash (Note 4.a)	\$ 725,980	3	1,465,935	7
Accounts receivable, net of allowance for doubtful accounts (Notes 2 and 4. c)				
Related parties (Note 5)	4,006,185	15	1,617,705	8
-Non-related parties	9,823,119	36	9,099,762	43
Other financial assets-current	535,926	2	325,938	1
Inventories, net of allowance for inventory valuation and obsolescence	5 000 11 <b>5</b>			
losses (Notes 2 and 4. d)	2,999,447	11	2,736,222	13
Other current assets	84,762	-	136,939	1
Deferred income tax assets—current (Notes 2 and 4. i)	332,870	1	57,264	-
	18,508,289	68	15,439,765	73
Funds and Long-term equity investments				
Long-term equity investments accounted for under the equity method (Notes 2 and 4. e)	6,763,039	25	4,267,842	20
Financial assets carried at cost—non-current (Notes 2 and 4. b)	75,200	-	97,050	-
Prepayments for long-term investments (Notes 2 and 4. e)	823,750	3	8,000	-
Other financial assetsnon-current	4,999	-	5,686	-
	7,666,988		4,378,578	20
Property, plant, and equipment (Notes 2 and 4. f)				
Land	279,855	I	279,855	1
Buildings	284,957	1	284,957	2
Machinery	698,948	3	593,004	3
Mold and tools	30,206	-	30,206	-
Furniture and office facilities	44,489	-	45,485	-
Other equipment	225,380	1	187,628	1
	1,563,835	6	1,421,135	7
Less: accumulated depreciation	(638,828)	(2)	(525,273)	(2)
Prepayment for equipment	53,604	-	10,719	
	978,611	4	906,581	5
Intangible assets				
Deferred pension cost (Note 2)	62,390		61,052	
Other assets				
Deferred income tax assets-non-current (Notes 2 and 4.i)	-	-	53,717	-
Others	22,182	-	484,116	2
	22,182	-	537,833	2
TOTAL ASSETS	\$ 27,238,460	100	21,323,809	100
	lassa			

# (English Translation of Financial Report Originally Issued in Chinese) <u>Reviewed only, not audited in accordance with generally accepted auditing standards</u> <u>INVENTEC APPLIANCES CORPORATION</u> <u>BALANCE SHEETS (CONTINUED)</u> <u>SEPTEMBER 30, 2006 and 2005</u> (New Taiwan Dollars in Thousands, Except for Share Data)

September 30, 2006 September 30, 2005 % LIABILITIES AND STOCKHOLDERS' EQUITY Amount Amount % **Current** liabilities Accounts payable \$ 13,437,065 49 37 -Related parties (Note 5) 7,866,846 -Non-related parties 49,813 2,313,170 11 2 3 Accrued expenses 436,121 610,738 Other financial liabilities-current 679,356 2 478,409 2 25,816 \_ Other current liabilities \_ 4 7 Estimated warranty reserve 989,478 1,553,961 15,617,649 57 12,823,124 60 Other liabilities 51,713 Accrued pension liabilities (Notes 2 and 4.g) 39,708 \_ \_ 1 Other financial liabilities---non-current (Note 2) 334,039 266,068 2 78,028 Deferred Credits 55,376 Deferred income tax liabilities-non-current (Notes 2 and 4.i) 2 413,180 3 842,303 395,809 2 60 **Total liabilities** 16,459,952 13,218,933 62 Stockholders' equity (Notes 2 and 4.j) Capital stock, par value \$10 per share; authorized 500,000,000 and issued 4,359,000 16 3,100,000 15 435,900,000 shares as of September 30, 2006 ; authorized and issued 310,000,000 shares as of September 30, 2005 Capital surplus 15 Additional paid-in capital 3,989,860 2,104,500 10 Long-term equity investments 17,699 Others 1,110 -1,110 \_ Retained earnings 3 Legal reserve 783,001 483,985 2 Special reserve 9,215 Undistributed earnings 1,603,497 6 2,386,290 11 Other adjustments to stockholders' equity Cumulative translation adjustments 24,341 -28,991 \_ Net loss not recognized as pension cost (9,215) Total stockholders' equity 40 38 10,778,508 8,104,876 Commitments and contingencies (Note 7) TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY \$ 27,238,460 100 21,323,809 100

# (English Translation of Financial Report Originally Issued in Chinese) <u>Reviewed only, not audited in accordance with generally accepted auditing standards</u> INVENTEC APPLIANCES CORPORATION STATEMENTS OF OPERATIONS FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2006 and 2005

(New Taiwan Dollars in Thousands, Except for Earnings Per Share )

2006           Amount $94$ Operating revenues: $3000$ Gross sales (Note 2)         \$ 64,477,908         100           Less: Sales returns $(29,384)$ -           Sales allowances $(29,384)$ -           Net sales $64,419,510$ 100           Cost of sales $(62,618,389)$ (97)           Gross profit $1,801,121$ 3           Less: Unrealized inter-company profits $(115,82)$ -           Add: Realized inter-company profits $(55,376)$ -           Add: Realized inter-company profits $(111,582)$ -           Selling $(985,564)$ $(2)$ Administration $(286,297)$ -           Research and development $(682,062)$ $(11)$ Mon-operating income (loss) $(96,596)$ -           Non-operating income e $29,387$ -           Interest income $2,563$ -           Non-operating expenses $2,263$ -           Interest expense $(12,320)$ -           Losses on inventory valuation and obsoles	Nine Months Ended September 30,		
Operating revenues:         Image: Constraint of the second s	2005		
Gross sales (Note 2)       \$ 64,477,908       100         Less: Sales returns       (29,384)       -         Sales allowances       (29,014)       -         Net sales       64,419,510       100         Cost of sales       (62,618,389)       (97)         Gross profit       1,801,121       3         Less: Unrealized inter-company profits       (11,582)       -         Add: Realized inter-company profits       (11,582)       -         Add: Realized inter-company profits       (11,582)       -         Selling       (985,564)       (2)         Administration       (286,297)       -         Research and development       (682,062)       (1)         (1,953,923)       (3)       Operating income (loss)       (96,596)         Non-operating income       29,387       -         Investment income accounted for under the equity method (Note 4.e)       1,472,419       2         Foreign exchange income, net       2,563       -       -         Non-operating expenses and losses:       -       -       1,896,33         Interest expense       (12,320)       -       -         Losses on inventory valuation and obsolescence       (20,488)       -	Amount	%	
Less: Sales returns       (29,384)       -         Sales allowances       (29,014)       -         Net sales       64,419,510       100         Cost of sales       (62,618,389)       (97)         Gross profit       1,801,121       3         Less: Unrealized inter-company profits       (55,376)       -         Add: Realized inter-company profits       111,582       -         Ministration       (286,297)       -         Research and development       (682,062)       (1)         (1,953,923)       (3)       -         Operating income (loss)       (96,596)       -         Non-operating income (loss)       (96,596)       -         Interest income       29,387       -         Investment income accounted for under the equity method (Note 4.e)       1,472,419       2         Foreign exchange income, net       2,563       -         Others (Note 4.h)       604,027       1         Non-operating expenses and losses:       1       -         Interest expense       (12,320)       -         Losses on inventory valuation and obsolescence       (20,488)       -         Revaluation loss on financial liabilities, net       (15,530)       -			
Sales allowances         (29,014)            Net sales         64,419,510         100           Cost of sales         (62,618,389)         (97)           Gross profit         1,801,121         3           Less: Unrealized inter-company profits         (55,376)         -           Add: Realized inter-company profits         111,582         -           Ministration         (286,297)         -           Selling         (985,564)         (2)           Administration         (286,297)         -           Research and development         (682,062)         (1)           (1,953,923)         (3)         (3)           Operating income (loss)         (96,596)         -           Non-operating income:         -         -           Interest income         29,387         -           Investment income accounted for under the equity method (Note 4.e)         1,472,419         2           Foreign exchange income, net         2,563         -           Others (Note 4.h)         604,027         1           Losses on inventory valuation and obsolescence         (20,488)         -           Revaluation loss on financial liabilities, net         (15,530)         -           Others<	72,448,050	100	
Net sales         64,419,510         100           Cost of sales         (62,618,389)         (97)           Gross profit         1,801,121         3           Less: Unrealized inter-company profits         (55,376)         -           Add: Realized inter-company profits         111,582         -           Add: Realized inter-company profits         111,582         -           Selling         (985,564)         (2)           Administration         (286,297)         -           Research and development         (682,062)         (1)           (1,953,923)         (3)         (3)           Operating income (loss)         (96,596)         -           Non-operating income:         -         -           Interest income         29,387         -           Investment income accounted for under the equity method (Note 4.e)         1,472,419         2           Foreign exchange income, net         2,563         -           Others (Note 4.h)         604,027         1           Losses on inventory valuation and obsolescence         (20,488)         -           Revaluation loss on financial liabilities, net         (117,570)         -           Income before income tax         1,894,230         3 <td>(71,702)</td> <td>-</td>	(71,702)	-	
Cost of sales $(62,618,389)$ $(97)$ Gross profit $1,801,121$ $3$ Less: Unrealized inter-company profits $(55,376)$ $-$ Add: Realized inter-company profits $(111,582)$ $-$ Add: Realized inter-company profits $(111,582)$ $-$ Add: Realized inter-company profits $(111,582)$ $-$ Model Repenses: $(111,582)$ $-$ Selling $(985,564)$ $(2)$ Administration $(286,297)$ $-$ Research and development $(682,062)$ $(1)$ $(1,953,923)$ $(3)$ $(3)$ Operating income (loss) $(96,596)$ $-$ Non-operating income: $ -$ Interest income $29,387$ $-$ Investment income accounted for under the equity method (Note 4.e) $1,472,419$ $2$ Foreign exchange income, net $2,563$ $-$ Others (Note 4.h) $604,027$ $1$ Losses on inventory valuation and obsolescence $(20,488)$ $-$ Revaluation loss on financial liabilities, net $(15,530)$ $-$ <t< td=""><td>(121,087)</td><td></td></t<>	(121,087)		
Gross profit         1,801,121         3           Less: Unrealized inter-company profits         (55,376)         -           Add: Realized inter-company profits         111,582         -           Add: Realized inter-company profits         111,582         -           Selling         (985,564)         (2)           Administration         (286,297)         -           Research and development         (682,062)         (1)           (1,953,923)         (3)         (3)           Operating income (loss)         (96,596)         -           Non-operating income:         1         (1,472,419           Interest income         29,387         -           Investment income accounted for under the equity method (Note 4.e)         1,472,419         2           Foreign exchange income, net         2,563         -           Others (Note 4.h)         604,027         1           Non-operating expenses and losses:         1         -           Interest expense         (12,320)         -           Losses on inventory valuation and obsolescence         (20,488)         -           Revaluation loss on financial liabilities, net         (15,530)         -           Others         (69,232)         -         <	72,255,261	100	
Less: Unrealized inter-company profits       (55,376)       -         Add: Realized inter-company profits       111,582       -         1,857,327       3       -         Operating expenses:       -       1,857,327       3         Selling       (985,564)       (2)         Administration       (286,297)       -         Research and development       (682,062)       (1)         (1,953,923)       (3)         Operating income (loss)       (96,596)       -         Non-operating income:       -       -         Interest income       29,387       -         Investment income accounted for under the equity method (Note 4.e)       1,472,419       2         Foreign exchange income, net       2,563       -         Others (Note 4.h)       604,027       1         Losses on inventory valuation and obsolescence       (20,488)       -         Revaluation loss on financial liabilities, net       (15,530)       -         Others       (69,232)       -       -         (117,570)       -       -       -         Income before income tax       1,894,230       3       -         Income tax expense (Notes 2 and 4.i)       (306,251)       (1)	(67,833,418)	(94)	
Add: Realized inter-company profits       111,582       -         1,857,327       3         Operating expenses:          Selling       (985,564)       (2)         Administration       (286,297)       -         Research and development       (682,062)       (1)         (1,953,923)       (3)         Operating income (loss)       (96,596)       -         Non-operating income:           Interest income       29,387       -         Investment income accounted for under the equity method (Note 4.e)       1,472,419       2         Foreign exchange income, net       2,563       -         Others (Note 4.h)       604,027       1         Losses on inventory valuation and obsolescence       (20,488)       -         Revaluation loss on financial liabilities, net       (15,530)       -         Others       (69,232)       -       -         (117,570)       -       -       -         Income before income tax       1,894,230       3         Income tax expense (Notes 2 and 4.i)       (306,251)       (1)	4,421,843	6	
Image: 1,857,327         3           Operating expenses:         1,857,327         3           Selling         (985,564)         (2)           Administration         (286,297)         -           Research and development         (682,062)         (1)           (1,953,923)         (3)         (1,953,923)         (3)           Operating income (loss)         (96,596)         -           Non-operating income:         1,472,419         2           Interest income         29,387         -           Investment income accounted for under the equity method (Note 4.e)         1,472,419         2           Foreign exchange income, net         2,563         -         -           Others (Note 4.h)         604,027         1         2,108,396         3           Non-operating expenses and losses:         1         -         -         -           Interest expense         (12,320)         -         -         -         -           Losses on inventory valuation and obsolescence         (20,488)         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -	(73,090)	-	
Operating expenses:         (985,564)         (2)           Administration         (286,297)         -           Research and development         (682,062)         (1)           (1,953,923)         (3)           Operating income (loss)         (96,596)         -           Non-operating income:         (96,596)         -           Interest income         29,387         -           Investment income accounted for under the equity method (Note 4.e)         1,472,419         2           Foreign exchange income, net         2,563         -           Others (Note 4.h)         604,027         1           Non-operating expenses and losses:         1         -           Interest expense         (12,320)         -           Losses on inventory valuation and obsolescence         (20,488)         -           Revaluation loss on financial liabilities, net         (15,530)         -           Others         (69,232)         -           (117,570)         -         -           Income before income tax         1,894,230         3           Income tax expense (Notes 2 and 4.i)         (306,251)         (1)	158,132		
Selling       (985,564)       (2)         Administration       (286,297)       -         Research and development       (682,062)       (1)         (1,953,923)       (3)         Operating income (loss)       (96,596)       -         Non-operating income:       (96,596)       -         Interest income       29,387       -         Investment income accounted for under the equity method (Note 4.e)       1,472,419       2         Foreign exchange income, net       2,563       -         Others (Note 4.h)       604,027       1         Non-operating expenses and losses:       1       2         Interest expense       (12,320)       -         Losses on inventory valuation and obsolescence       (20,488)       -         Revaluation loss on financial liabilities, net       (15,530)       -         Others       (69,232)       -         (117,570)       -       -         Income before income tax       1,894,230       3         Income tax expense (Notes 2 and 4.i)       (306,251)       (1)	4,506,885	6	
Administration $(286,297)$ -Research and development $(682,062)$ $(1)$ $(1,953,923)$ $(3)$ Operating income (loss) $(96,596)$ -Non-operating income: $(96,596)$ -Interest income $29,387$ -Investment income accounted for under the equity method (Note 4.e) $1,472,419$ 2Foreign exchange income, net $2,563$ -Others (Note 4.h) $604,027$ 1 $2,108,396$ $3$ Non-operating expenses and losses: $(12,320)$ -Interest expense $(12,320)$ -Losses on inventory valuation and obsolescence $(20,488)$ -Revaluation loss on financial liabilities, net $(15,530)$ -Others $(69,232)$ -Income before income tax $1,894,230$ 3Income tax expense (Notes 2 and 4.i) $(306,251)$ $(1)$			
Research and development(6682,062)(1)(1,953,923)(3)Operating income (loss)(96,596)Non-operating income:(96,596)Interest income29,387Investment income accounted for under the equity method (Note 4.e)1,472,419Foreign exchange income, net2,563Others (Note 4.h)604,027Interest expense(12,320)Losses on inventory valuation and obsolescence(20,488)Revaluation loss on financial liabilities, net(15,530)Others(69,232)Income before income tax1,894,230Income tax expense (Notes 2 and 4.i)(306,251)(1)(306,251)(1)(306,251)	(1,765,029)	(3)	
(1,953,923)       (3)         Operating income (loss)       (96,596)         Non-operating income:       29,387         Interest income       29,387         Investment income accounted for under the equity method (Note 4.e)       1,472,419         Foreign exchange income, net       2,563         Others (Note 4.h)       604,027         Interest expenses       (12,320)         Losses on inventory valuation and obsolescence       (20,488)         Revaluation loss on financial liabilities, net       (15,530)         Others       (117,570)         Income before income tax       1,894,230       3         Income tax expense (Notes 2 and 4.i)       (306,251)       (1)	(271,690)	<b>_</b> ·	
Operating income (loss)(96,596)-Non-operating income:29,387-Interest income29,387-Investment income accounted for under the equity method (Note 4.e)1,472,4192Foreign exchange income, net2,563-Others (Note 4.h)604,02712,108,3963Non-operating expenses and losses:1Interest expense(12,320)-Losses on inventory valuation and obsolescence(20,488)-Revaluation loss on financial liabilities, net(15,530)-Others(69,232)-(117,570)-Income before income tax1,894,23033Income tax expense (Notes 2 and 4.i)(306,251)(1)	(809,600)	(1)	
Non-operating income:Interest income29,387Investment income accounted for under the equity method (Note 4.e)1,472,419Foreign exchange income, net2,563Others (Note 4.h)604,0272,108,3963Non-operating expenses and losses:(12,320)Interest expense(12,320)Losses on inventory valuation and obsolescence(20,488)Revaluation loss on financial liabilities, net(15,530)Others(117,570)Income before income tax1,894,230Income tax expense (Notes 2 and 4.i)(306,251)(11)	(2,846,319)	(4)	
Interest income29,387-Investment income accounted for under the equity method (Note 4.e)1,472,4192Foreign exchange income, net2,563-Others (Note 4.h)604,02712,108,3963Non-operating expenses and losses:(12,320)Interest expense(20,488)Losses on inventory valuation and obsolescence(20,488)Revaluation loss on financial liabilities, net(15,530)Others(69,232)Income before income tax1,894,230Income tax expense (Notes 2 and 4.i)(306,251)(11)	1,660,566	2	
Investment income accounted for under the equity method (Note 4.e)       1,472,419       2         Foreign exchange income, net       2,563       -         Others (Note 4.h)       604,027       1         2,108,396       3         Non-operating expenses and losses:       (12,320)       -         Interest expense       (20,488)       -         Losses on inventory valuation and obsolescence       (20,488)       -         Revaluation loss on financial liabilities, net       (15,530)       -         Others       (69,232)       -         (117,570)       -       -         Income before income tax       1,894,230       3         Income tax expense (Notes 2 and 4.i)       (306,251)       (1)			
Foreign exchange income, net       2,563       -         Others (Note 4.h)       604,027       1         2,108,396       3         Non-operating expenses and losses:       1         Interest expense       (12,320)         Losses on inventory valuation and obsolescence       (20,488)         Revaluation loss on financial liabilities, net       (15,530)         Others       (69,232)         Income before income tax       1,894,230       3         Income tax expense (Notes 2 and 4.i)       (306,251)       (1)	17,080	-	
Others (Note 4.h)       604,027       1         2,108,396       3         Non-operating expenses and losses:       1         Interest expense       (12,320)         Losses on inventory valuation and obsolescence       (20,488)         Revaluation loss on financial liabilities, net       (15,530)         Others       (69,232)         Income before income tax       1,894,230       3         Income tax expense (Notes 2 and 4.i)       (306,251)       (1)	839,980	1	
2,108,3963Non-operating expenses and losses:-Interest expense(12,320)Losses on inventory valuation and obsolescence(20,488)Revaluation loss on financial liabilities, net(15,530)Others(69,232)(117,570)-Income before income tax1,894,230Income tax expense (Notes 2 and 4.i)(306,251)	151,503	-	
Non-operating expenses and losses:Interest expense(12,320)Losses on inventory valuation and obsolescence(20,488)Revaluation loss on financial liabilities, net(15,530)Others(69,232)(117,570)-(117,570)-Income before income tax1,894,230Income tax expense (Notes 2 and 4.i)(306,251)	221,237	1	
Interest expense(12,320)-Losses on inventory valuation and obsolescence(20,488)-Revaluation loss on financial liabilities, net(15,530)-Others(69,232)-(117,570)-Income before income tax1,894,2303Income tax expense (Notes 2 and 4.i)(306,251)(1)	1,229,800	2	
Losses on inventory valuation and obsolescence(20,488)-Revaluation loss on financial liabilities, net(15,530)-Others(69,232)-(117,570)-Income before income tax1,894,2303Income tax expense (Notes 2 and 4.i)(306,251)(1)			
Revaluation loss on financial liabilities, net       (15,530)       -         Others       (69,232)       -         (117,570)       -       -         Income before income tax       1,894,230       3         Income tax expense (Notes 2 and 4.i)       (306,251)       (1)	(6,786)	-	
Others         (69,232)         -           (117,570)         -           Income before income tax         1,894,230         3           Income tax expense (Notes 2 and 4.i)         (306,251)         (1)	(84,200)	-	
(117,570)         -           Income before income tax         1,894,230         3           Income tax expense (Notes 2 and 4.i)         (306,251)         (1)	(30,317)	-	
Income before income tax         1,894,230         3           Income tax expense (Notes 2 and 4.i)         (306,251)         (1)	(121,303)		
Income tax expense (Notes 2 and 4.i) (306,251) (1)	2,769,063	4	
	(482,050)	(1)	
	2,287,013	3	
Before After Tax Tax	Before Tax	After Tax	
Primary earnings per share (Notes 2 and 4.k) \$ 4.35 3.64	8.93	7.38	
Primary earnings per share after retroactive adjustments	6.82	5.64	

## (English Translation of Financial Report Originally Issued in Chinese) <u>Reviewed only, not audited in accordance with generally accepted auditing standards</u> INVENTEC APPLIANCES CORPORATION STATEMENTS OF CASH FLOWS FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2006 and 2005 (New Taiwan Dollars in Thousands)

	Nine Months Ended Septemb		September 30,
		2006	2005
Cash flows from operating activities:			
Net income	\$	1,587,979	2,287,013
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation		121,148	106,156
Amortization		74,606	69,913
Loss (gain) on disposal of property, plant and equipment		(5,363)	346
Fixed assets transfer to expense		-	3,275
Provision for losses on inventory valuation and obsolescence		20,488	84,200
Reversal for allowance for doubtful accounts		(235,807)	(3,704)
Investment income recognized under the equity method and cash dividends received		(1,161,097)	(839,980)
Provision (reversal) for estimated warranty reserve		(406,786)	154,128
Provision for royalty reserve		32,001	64,720
Change in operating assets and liabilities:			
Accounts receivable		8,058,238	6,595,963
Other financial assets—current		(209,128)	(259,173)
Inventories		70,990	(1,142,110)
Other current assets		(67,643)	(101,672)
Deferred income tax assets and liabilities, net		213,162	205,875
Accounts payable		(7,260,545)	(6,771,836)
Accrued expenses		(367,698)	130,117
Other financial liabilities—current		233,826	90,566
Other current liabilities		25,816	
Accrued pension liabilities		(1,372)	(1,880)
Deferred credits		(60,669)	(85,784)
Net cash provided by operating activities		662,146	586,133
Cash flows from investing activities:	·	002,140	500,155
Increase in long-term equity investments		(1,134,930)	(180,069)
Purchase of property, plant and equipment		(135,453)	(102,159)
Purchase of deferred assets		(155,455)	(102,159)
Proceeds from disposal of property, plant and equipment		6,158	1,207
Purchase of other assets		(12,291)	(482,429)
Other financial assets—non-current		410,964	(482,429)
Net cash used in investing activities			
Cash flows from financing activities:		(865,552)	(777,617)
Remuneration to directors and supervisors		(00.460)	(56 440)
Employee bonuses		(80,458)	(56,449)
Cash dividends		(157,735)	(111,715)
Increase in other liabilities		(1,831,500)	(1,568,000)
Net cash used in investing activities		(2.000.002)	400
Net decrease in cash		(2,069,693)	(1,735,764)
Cash, the beginning of the period		(2,273,099)	(1,927,248)
Cash, the end of the period	6	2,999,079	3,393,183
Cash, the end of the period		725,980	1,465,935
Supplemental disclosures of cash flow information:	•		< <b>-</b>
Cash paid for interest during the period	\$	12,320	6,786
Cash paid for income tax during the period	\$	93,089	384,541
Purchase of property, plant, and equipment with cash and other payables:			
Increase in property, plant, and equipment	\$	233,533	73,729
Add: Other payables and rents payable—beginning of the period	-	13,270	59,273
Less: Other payables and rents payable—end of the period		(111,350)	(30,843)
Cash paid	\$	135,453	102,159
Cubit pure		133,433	102,139

### (Amounts expressed in thousand, except for per share information and unless otherwise noted)

# (1) Organization and Business

Inventec Appliances Corporation (the "Company") was organized on April 25, 2000 and incorporated on May 12, 2000. On November 22, 2002, the Company was merged with Inventec Online Corp., with the Company as the surviving entity in which Inventec Corporation is the primary shareholder. The Company engages primarily in manufacture and sales of wire and wireless communication and digital accessory products.

As of September 30, 2006, the Company had 735 employees.

### (2) Summary of Significant Accounting Policies

The Company's financial statements were prepared in accordance with generally accepted accounting principles of the Republic of China. Summary of significant accounting policies and their measurement basis are as follows:

### (a) Foreign Currency Translation and Financial Report Translation

The Company's functional currency is the New Taiwan dollar. Non financial derivatives are recorded at spot rates of the transaction date and adjusted by the spot rates on the balance sheet date, with exchange gains and losses included in current earnings. Effective January 1, 2006, the Company adopted the revised Statement of Financial Accounting Standards No.14 "Accounting for Foreign Currency Transactions and Translation of Foreign Financial Statements." Under SFAS No. 14, non-monetary assets (liabilities) denominated in foreign currencies are stated at historical costs. With respect to non-monetary assets (liabilities) denominated in foreign currencies carried at fair value are translated at the spot rate on the balance sheet date. The exchanges differences arise from translations are recorded in consistence to the recognition of changes in fair value, either included in the current earnings or adjustments to stockholders' equity.

Under SFAS No. 14, the balance sheet accounts of any of the Company's offshore subsidiaries, which are denominated in currencies other than the New Taiwan dollar, are translated at exchange rates prevailing at the end of the period. Stockholders' equity is translated at historical rates except for the beginning balance of retained earnings. Revenue and expense accounts are translated using the weighted-average exchange rates during the period. Gains and losses resulting from such translations are recorded as a cumulative translation adjustment, a separate component of stockholders' equity.

### (b) Assets Impairment

Effective January 1, 2005, the Company adopted Statement of Financial Accounting Standards No.35 (SFAS 35) "Accounting for Assets Impairment". According to SFAS 35, the Company assesses at each balance sheet date whether there is any indication that an asset (individual asset or cash-generating unit) other than goodwill may have been impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. The amount of impairment loss recognized for an asset whose carrying value is higher than the recoverable amount. The Company reserves an impairment loss recognized in prior periods for assets other than goodwill if there is indication that the impairment loss recognized no longer exists or has decreased. The carrying value after the reversal should not exceed the recoverable amount or the depreciated or amortized balance of the assets assuming no impairment loss was recognized in prior periods.

### (c) Financial instruments

Effective January 1, 2006, the Company adopted Statement of Financial Accounting Standard No.34 (SFAS 34) "Accounting for Financial Instruments". According to SFAS 34, the Company classified the investments in financial assets as financial assets / liabilities at fair value through profit or loss and financial assets carried at cost.

Any transactions of financial instruments are recorded at trading date. The financial instruments other than held for trading are initially recognized at fair value plus transaction costs, when the financial instruments held for trading are carried at fair value.

(Amounts expressed in thousand, except for per share information and unless otherwise noted)

After initial recognition, the financial instruments held are classified depending on the Company's intention as shown below:

1. Financial assets or liabilities reported at fair value through profit or loss:

Financial assets held for trading are those that the Company principally holds for the purpose of short-term profit taking. The financial derivatives, except for those that meet the criteria of hedge accounting, are reported as financial assets (liabilities) at fair value though profit or loss.

2. Financial assets carried at cost:

Financial assets carried at cost are the equity investments that do not have a quoted market price in an active market and whose fair value cannot be reliably measured; therefore, the Company carried these assets at the original investments costs. If there is objective evidence indicating that a financial asset is impaired, a loss is recognized. The subsequent recovery in fair value is not recognized.

Investments held by the Company prior to December 31, 2005 are recorded as long-term investments according to the intention and propose of holding. The investments are carried at cost and accounted for under the cost method. If there is evidence indicating that a decline in the value of long-term investment in non-listed company is other than temporary and the possibilities of recovery are considered remote, the carrying amount of the investment is reduced to its net realizable value and the related loss is recognized in the accompanying statement of income.

## (d) Allowance for Doubtful Accounts

Allowance for doubtful accounts is based on the results of the Company's evaluation of the collectibility of outstanding receivable balances.

# (e) Inventories

Inventories are carried at the lower of cost or fair value on a perpetual inventory basis. Cost is determined using the weighted-average method. Fair value is determined by replacement cost. A provision for inventory devaluation is recorded when the market values of inventories are less than their cost basis. Allowance for inventory obsolescence is provided for inventory items which remain unsold or incapable of using for over six months.

# (f) Long-Term Equity Investments under the Equity Method

Long-term equity investments are carried at acquisition cost, in which the Company can exercise significant influences are accounted for under the equity method. The Company prepares both semi-annual and year-end consolidated financial statements, which include the accounts of those investees accounted for under the equity method and in which the Company has controlling interest over their operation.

Unrealized profits/losses on inter-company transactions are eliminated and deferred. Gains and losses which resulted from depreciable asset transactions are recognized ratably over the economic lives of these depreciable assets, while those from other assets are recognized immediately.

Any changes in book value of long-term equity investments, which resulted from changes in percentage of ownership in such investments due to disproportionately subscription to additional shares issued by the investee company, are reflected to capital surplus accordingly. When the balance of capital surplus resulted from long-term equity investments is not sufficient, the differences in amount are reflected to retained earnings.

# (g) Property, Plant, Equipment and Depreciation

Property, plant and equipment are stated at cost. Major additions, improvements, and replacements are capitalized. Maintenance and repairs are recognized as current expenses; Gain and loss on disposal of properties, plant, and equipment is reflected under non-operating income or expense.

Depreciation is calculated using the straight-line method over the economic useful lives less salvage value.

Economic lives of major property and equipment are as follows:

Building	32 to 45	years
Machinery	3 to 8	years
Mold and tools	1	year
Furniture and office facilities	3 to 10	years
Other equipment	3 to 15	years

### (h) Deferred Expenses

Molds and tools and software costs are amortized equally over 12 months.

# (i) Warranty Reserve

A warranty reserve is provided for products sold with warranty and charged against current expense based on estimated warranty cost.

# (j) Royalty Reserve

A royalty reserve is provided for royalty being paid on certain products with royalty based on estimated royalty charge and classified under non-current liabilities according to its nature.

# (k) Pension Plan

The Company has a pension plan covering all regular employees, under which pension payment is commensurate with years of service. The Company contributes annually to the pension fund and deposits in a government designated account. The pension fund is not reflected in the Company's financial statements. Under the pension plan, the Company bears all the payment regarding to pensions. Effective July 1, 2005, the Company adopted the "Labor Pension Act" (the "Act") that prescribes a defined contribution pension plan for those employees who were covered by the Labor Standards Law prior to the enforcement of the Act but chose to be subject to the pension mechanism under the Act or those employees who are employed after the enforcement of the Act. In accordance with the Act, the Company contributes monthly to the Labor Pension Fund for the employee individual pension fund accounts at the minimum rate of 6% of the employee's monthly wages. However, the Company has not yet revised its pension plan in coordination of the Act, thus any matters that is not covered by the pension plan are transacted in accordance to the act.

For defined benefit pension plan, the Company adopted SFAS No. 18 and secured an actuarial report on pension liabilities with December 31 as the measurement date. Provision for pension expense commenced on April 25, 2000, and unrecognized net transitional obligations are amortized equally over 15 years.

For defined contribution pension plan, the Company contributes to the Labor Pension Fund at the rate of 6% of the employee's monthly wages; contributions are reflected as current pension expense.

### (l) Revenue Recognition

Revenue is recognized when title to the product and risk and reward of ownership are transferred to the customer. Otherwise recognition is deferred until criteria are met.

## (m) Classification of Capital and Operating Expenditures

Expenditures that benefit the Company in future years are capitalized, while immaterial expenditures or those with no future benefits are treated as current expense or loss.

## (n) Income Tax

The Company adopts the SFAS No. 22, "Accounting for Income Taxes" to make inter- and intra-period income tax allocation. Tax effects of deductible temporary differences, loss carryforwards and unused investment tax credits are treated as deferred tax assets, whereas those of taxable temporary differences are accounted for as deferred tax liabilities. A valuation allowance is provided for deferred tax assets by assessing whether it is more likely than not such assets will be realized. Income tax expenses or benefits that resulted from the recognitions of unrealized profit and changes in capital surplus, which reflected on stockholders' equity instead of current profit and loss, are respectively disclosed in net. Adjustments to prior years' income taxes are reflected as current income taxes.

The 10% surtax on undistributed earnings is reported as current expense on the date when the stockholders resolved not to distribute the earnings during their annual meeting.

## (o) Earnings per Share (EPS)

Basic EPS is computed based on the weighted-average number of common shares issued and outstanding. In the event of capitalization of retained earnings, capital surplus, or employee bonus, the number of share is retroactively adjusted for additional shares issued.

### (3) Reasons for and Effects of Accounting Changes:

Effective January 1, 2006, the Company adopted Statement of Financial Accounting Standards No.34 (SFAS 34) "Accounting for Financial Instruments". In accordance with SFAS 34, the beginning balances of financial assets and liabilities should be re-measured and reclassified by the fair value and costs after amortization upon initial adoption of the newly released SFASs. The changes caused by the re-measurement and the reclassification have no effects on the earnings for the nine months ended September 30, 2006, nor result in any cumulative effects changes of accounting principle and adjustments in stockholders' equity.

### (4) Summary of Major Accounts

### (a) Cash

	Septer	nber 30, 2006	September 30, 2005
Cash on hand	\$	314	544
Cash at bank			
Checking accounts		187	-
Demand deposits		392,621	379,665
Foreign currency deposits		332,858	885,726
Time deposits		-	200,000
Total	\$	725,980	1,465,935

# (b) Financial Instruments: Financial assets carried at cost-non-current

As of September 30, 2006 and 2005, financial instruments held by the Company were as follows:

	Septmeber 30, 2006		September 30, 2005
Investment in common stock			
Darly 3 Venture Corporation	\$	10,200	10,200
Telewise Communications, Inc.		-	-
Hi Top Communications Corp.		30,000	30,000
Advanced Image Technology Corp.		-	44,850
Tai Yi Precision Corporation		12,000	12,000
Akom Technology Corporation		8,000	-
Gyro Signal Technology Co., Ltd		15,000	-
		75,200	97,050
Prepayments for Long-Term Investments			
Akom Technology Corporation		-	8,000
Total	\$	75,200	105,050

For the nine months ended September 30, 2006, the Company invested \$15,000 in Gyro Signal Technology Co., Ltd, with the shareholding ratio of 3.87% and accounted for under the cost method.

Since the decline of value of investment in Telewise Communications, Inc. and Advanced Image Technology Corp. was evaluated to be permanently impaired, the Company wrote off the book value of investments in year 2003 and 2005, respectively, and recorded as loss on impairment of investment.

For the nine months ended September 30, 2006, the Company received cash dividends of \$2,780 from Darly 3 Venture Corporation.

All of the investments in common stocks listed above, which do not have a quoted market price in an active market and whose fair value cannot be reliably measured, were reflected as non-current financial assets carried at cost.

# (c) Accounts Receivable

	Septe	ember 30, 2006	September 30, 2005
Accounts receivable—related parties	\$	4,006,185	1,617,705
Accounts receivable—non-related parties		9,871,690	9,144,629
Less: allowance for doubtful accounts		(48,571)	(44,867)
Net		9,823,119	9,099,762
Total	\$	13,829,304	10,717,467

(Amounts expressed in thousand, except for per share information and unless otherwise noted)

# (d) Inventories

	Ser	otember 30, 2006	September 30, 2005
Raw materials	\$	1,401,758	2,245,967
Work in process		124,157	235,617
Finished goods		1,734,409	171,447
Inventories in transit		-	191,619
Subtotal		3,260,324	2,844,650
Less: allowances for valuation and obsolescence losses		(260,877)	(108,428)
Net	\$	2,999,447	2,736,222
Insurance coverage for inventories	\$	2,794,516	2,940,904

# (e) Long-Term Investments under equity method

		September	30, 2006	September	30, 2005
Investee company	Cost of Investment	Shareholding Ratio	Book Value	Shareholding Ratio	Book Value
Inventec Appliances (Cayman) Holding Corp.	2006-USD 98,744 2005-USD 76,694	100.00%	\$ 6,758,378	100.00%	4,261,506
Gainia Intellectual Asset Services, Inc.	6,400	48.30%	4,661	48.30%	6,336
Total			6,763,039		4,267,842
Prepayments for long-term investments					
Inventec Appliances (Cayman) Holding Corp.	USD 25,000	100.00%	823,750	-	-
Total			\$ 7,586,789		4,267,842

Gain (loss) on investment accounted for under the equity method based on the financial statements prepared by investee companies for the nine months ended September 30, 2006 and 2005 were as follows:

	Nine Months Ended September 30,			
Investee		2006	2005	
Inventec Appliances (Cayman) Holding Corp.	\$	1,473,342	839,116	
Gainia Intellectual Asset Services, Inc.		(923)	864	
Total	\$	1,472,419	839,980	

The Company invested in Inventec Appliances (Cayman) Holding Corp., a wholly-owned holding company, which engages in various investments. For the nine months ended September 30, 2006, the amount of investment in Inventec Appliances (Cayman) Holding Corp. increased by US\$25,000, which is recorded as prepayment for long-term investments since the registration has yet been completed. For the nine months then ended, cash dividends allotment from the investee company was US\$9,595 (equivalents to NT\$\$ 311,322).

As of September 30, 2006 and 2005, any unrealized inter-company profits were eliminated by the stockholding ratio.

(Amounts expressed in thousand, except for per share information and unless otherwise noted)

# (f) Property, Plant and Equipment

For the nine months ended September 30, 2006 and 2005, no interest expenses generated by purchasing property, plant and equipment were capitalized.

As of September 30, 2006 and 2005, insurance coverage for the property, plant, and equipment amounted to \$1,145,156 and \$1,177,325, respectively.

## (g) Pension Plan

The Company has a pension plan covering all employees, and payment is commensurate with years of service. 2 units are granted for each of the first 15 years of service, and 1 unit for each of the years thereafter, up to a maximum of 45 units. Any fraction of a year shorter than 6 months is counted as half a year and any fraction of a year longer than 6 months is counted as 1 year of service.

The pension funds and related accounts for the nine months ended September 30, 2006 and 2005 were as follows:

	Nine Months Ended September 30,		
		2006	2005
Pension fund balance	\$	188,146	304,589
Pension expense:			
For defined benefit plan		46,245	39,049
For defined contribution plan		26,525	10,818
Accrued pension liability		39,708	51,713

# (h) Non-Operating Income-Others

	Nine Months Ended September 30,		
		2006	2005
Gain on bad debt recoveries	\$	235,807	
Compensation income		87,445	34,577
Commission income		65,364	51,385
Gain from product development and improvement		153,236	79,183
Others		62,175	56,092
	\$	604.027	221.237

(Amounts expressed in thousand, except for per share information and unless otherwise noted)

# (i) Income Tax

(i) Deferred income tax assets and liabilities:

		September 30,2006			September 30,2005	
	A	mount		Income Tax Effects	Amount	Income Tax Effects
Deferred tax assets arising from deductible						
(taxable)temporary differences:						
-Recognition of unrealized foreign						
exchange loss	\$	21,997	\$	5,499	39,597	9,899
-Recognition of allowance for inventory						
valuation and obsolescence losses		260,877		65,219	108,428	27,107
-Recognition of unrealized investment income						
accounted for under the equity method	(3,	373,082)		(843,271)	(1,549,794)	(387,449
-Cumulative translation adjustment	• •	(32,455)		(8,114)	(38,654)	(9,664
-Investment tax credit		286,493		286,493	-	-
-Reserve for employee retirement benefit		(32,452)		(8,113)	(22,925)	(5,731
-Recognition of employee welfare		3,752		938	6,060	1,515
-Unrealized inter-company profit		55,376		13,844	78,028	19,507
-Unrealized warranty reserve		989,478		247,370	1,553,961	388,490
-Accrued royalty reserve		309,279		77,320	259,219	64,805
-Unrealized impairment loss on long-term		-			·	•
investment under the cost method		54,858		13,715	10,008	2,502
-Loss carryforwards		275,160		68,790	-	-
-		•	\$	(80,310)		110,981

(ii)

	Septe	mber 30,2006	September 30,2005
Deferred tax assets—current	\$	332,870	57,264
Deferred tax liabilities—current		-	-
Net	\$	332,870	57,264
Deferred tax assets-non-current	\$	446,318	456,561
Deferred tax liabilities—non-current		(859,498)	(402,844)
Net	\$	(413,180)	53,717

(iii) The components of income tax expenses were summarized as follows:

	Nine Months Ended September 30,			
		2006	2005	
Current income tax expense	\$	5,214	259,027	
Deferred income tax expense		213,162	205,875	
10% surtax on undistributed earnings		-	24,903	
Under (over) accrual of prior year's income tax		87,875	(7,755)	
Income tax expense	\$	306,251	482,050	

(Amounts expressed in thousand, except for per share information and unless otherwise noted)

(iv) The R.O.C. government enacted the Alternative Minimum Tax Act ("AMT Act"), which became effective on January 1, 2006. The Company has considered the impact of the AMT Act in the determination of its tax liabilities. The income tax calculated on financial pretax income at a statutory income tax rate of 25% was reconciled with the actual income tax as reported in the accompanying financial statements for the nine months ended September 30, 2006 and 2005, as follows:

	Nine Months Ended September 30,		
		2006	2005
Income tax calculated by statutory rate	\$	473,558	692,256
Permanent differences		(80,135)	(2,471)
Tax-exempt income		-	(15,510)
Income tax separately levied		1,798	1,885
10% surtax on undistributed earnings		-	24,903
Investment tax credits used		-	(211,258)
Unused investment tax credit		(191,964)	<del>.</del>
Adjustments to prior year's deferred tax assets			
and liabilities		11,703	-
Difference resulted from calculation under			
AMT Act.		3,416	-
Under (over) accrual of prior year's income tax		87,875	(7,755)
Income tax expense	\$	306,251	482,050

- (v) The Company's tax returns and stockholders' imputation tax credit account through the calendar year 2003 have been approved by the Tax Authority.
- (vi) The Company's wireless communication and digital accessory products conform to "the Regulations Regarding Awards for Newly Emerging and Strategic Industries Under Manufacturing and Technical Service Industries" and "the Statute for Upgrading Industries ". Approbated by the Tax Authority, the Company is eligible for five-year income tax exemption since year 2003.
- (vii) The balance of unused investment tax credit which may be used to offset against future income tax liabilities were as follows:

Incurred Year	Investm	ent Tax Credit	Year of Expiration	
2005 (as filed)	\$	94,529	2009	
The nine months ended September 30, 2006		-		
(as estimated)		191,964	2010	
	\$	286,493		

(viii) As of September 30, 2006, the balances of loss carryforward benefits and investment tax credits which can be used to offset income tax in the future were as follows:

	<b>Operating Loss</b>	
Incurred Year	 Carryforwards	Year of Expiration
The nine months ended September 30, 2006	\$ 275,160	2011

(Amounts expressed in thousand, except for per share information and unless otherwise noted)

(ix) Stockholders' Imputation Tax Credit Account and Tax Rate:

		Septer	mber 30, 2006	September 30, 2005
(1)	Undistributed retained earnings :			
	Accumulated after January 1, 1998	\$	1,603,497	2,386,290
(2)	Stockholders's imputation tax credit account	\$	82,802	21,441
(3)	Tax credit for earnings distributed to			•
• • •	R.O.C. resident stockholders:	2005	(Estimated)	2004 (Actual)
	Creditable ratio (cash dividend)		10.13%	20.79%
	Creditable ratio(stock dividend)		10.13%	20.89%

# (j) Stockholders' equity

(i) Capital Increase:

On June 15, 2006, pursuant to resolutions of the annual stockholders' meeting the Company resolved to increase its capital by capitalizing its undistributed earnings of \$666,000, employee bonuses of \$30,000 and capital surplus of \$333,000, for a total of \$1,029,000. Additional shares of 102,900,000 were issued at \$10 per share. The record date was July 24, 2006, and recorded as stock dividend to be distributed.

On May 10, 2005, pursuant to resolutions of the annual stockholders' meeting, the Company resolved to increase its capital by capitalizing its undistributed earnings of \$280,000 and employee bonuses of \$20,000, for a total of \$300,000. Additional shares of 30,000,000 were issued at \$10 per share and the record date was July 20, 2005. The Company also resolved to further increase its capital in cash by issuing additional 23,000,000 of shares at \$108 per share. Its outstanding capital following these capital increases amounted to \$3,330,000 with November 8, 2005 as the record date. The Company had completed relevant registration process for these capital increases.

(ii) Dividend Policy:

In consideration of the Company's long-term financial planning, demand for capital and the stockholders' satisfaction regarding to cash in-flow, when after-tax earning occurs, annual cash dividends shall be distributed and shall be greater than 10% of the current year's total cash and stock dividends.

(iii) Legal reserve and Capital surplus

Under the Company Law, legal reserve can only be used to offset deficit and to increase capital stock. However, transferring legal reserve to capital is allowed only when it reaches 50% of the Company's paid-in capital and up to one half thereof may be transferred.

According to the Company Law, the capital surplus, except for the portion resulted from long-term investments accounted for under equity method, is used exclusively to offset deficit and to increase capital stock. The proportion of capital surplus used to increase capital stock will be in accordance with rules set forth by the Securities and Futures Bureau ("ROC SFB") under the Ministry of Finance ("MOF").

(iv) Special Reserve

If an item under stockholders' equity is negative, an equal amount of special reserve is provided from current and prior years' retained earnings. Such special reserve may be reverted to retained earnings should the item recover.

(Amounts expressed in thousand, except for per share information and unless otherwise noted)

### (v) Distributions of Earnings

The Company's articles of incorporation requires that after-tax earnings shall first offset deficit, and 10% of the remainder be set aside as legal reserve. The remaining balance is appropriated according to any proposals presented at the annual stockholders' meeting by the Board of Directors, of which remuneration of directors and supervisor cannot exceed 3% and 7% for employee bonus.

For the nine months ended September 30, 2006 and 2005, changes of the undistributed earnings are as follows:

	Nine Months Ended September 30,			
		2006	2005	
Beginning balance—as of January 1	\$	3,089,442	2,344,512	
Add: Net income, current period		1,587,979	2,287,013	
Less: Legal reserve		(299,016)	(209,071)	
Special reserve		(9,215)	-	
Remuneration to directors and supervisors		(80,458)	(56,449)	
Employee bonuses—cash		(157,735)	(111,715)	
Cash dividends		(1,831,500)	(1,568,000)	
Stock dividends		(666,000)	(280,000)	
Employee bonuses—stock		(30,000)	(20,000)	
Ending balanceas of September 30	\$	1,603,497	2,386,290	

# (k) Earnings per Share (EPS)

For the nine months ended September 30, 2006 and 2005, the primary earning per share is computed as follows:

	Nine Months Ended September 30,					
		200	16	2005		
	Ē	Before Tax	After Tax	Before Tax	After Tax	
Net income	_\$	1,894,230	1,587,979	2,769,063	2,287,013	
Weighted-average shares outstanding (in thousands)		435,900	435,900	310,000	310,000	
Retroactively adjusted weighted- average number of shares outstanding (in thousands)				405,793	405,793	
Primary earnings per share Primary earnings per share	\$	4.35	3.64	8.93	7.38	
-retroactively adjusted				\$ 6.82	5.64	

(Amounts expressed in thousand, except for per share information and unless otherwise noted)

### (I) Financial Instruments

(i) Fair Value of Financial Instruments

		September	30, 2006	September 30, 2005		
Financial Assets	)	Book Value	Fair Value	Book Value	Fair Value	
Book value equal to fair value	\$	15,096,209	15,096,209	12,515,026	12,515,026	
Financial assets carried at cost— non-current		75 000		07.050		
		75,200	15.00(.000	97,050		
Total financial assets	\$	15,171,409	15,096,209	12,612,076	12,515,026	
Financial Liabilities			·			
Book value equal to fair value	\$	14,936,394	14,936,394	11,535,231	11,535,231	

- (ii) Methods and assumptions used to establish the fair values of financial instruments are as follows:
  - 1. The fair value of short-term financial instruments is determined by their face values stated on the balance sheet. Because such instruments will mature on short notice, the face value serves as reasonable basis for establishing the fair value. The method is applied to cash, accounts receivable, other financial assets, accounts payable, accrued expenses and other current liabilities.
  - 2. The fair value of financial instruments traded in active markets is based on quoted market prices. If the financial instruments are not in an active market then the fair value is determined by using valuation techniques. The estimation and assumption are consistent with prevailing market conditions.
  - 3. With respect to financial instruments such as refundable deposits that are indispensable guarantee for the on-going operation of the Company, it is impossible to estimate the time necessary to accomplish the exchange of assets. Consequently, the fair market value of such financial instruments cannot be established. The book value is used as the fair market value.
- (iii) Financial Instrument with Off-Balance-Sheet Credit Risk:

Guarantee and Endorsements provided by the Company for related parties' bank loans are stated in note 5.

- (iv) Financial Risk Information
  - 1. Liquidity Risks:

The capital and working fund of the Company are sufficient to perform its entire contracted obligation; therefore, such liquidity risks do not exist.

2. Concentration of Credit Ricks:

Implicit credit risk of the Company arises from cash and accounts receivable. Cash is deposited in different financial institution and it might not cause any credit risks. As of September 30, 2006 and 2005, the amounts due from one specific customer were 53% and 44% of the balance of the Company's accounts receivable. To minimize credit risk, the company periodically evaluates its customers' financial positions and the possibility of collection of receivables. The Company believes that the possibility of arising bad debt losses is remote, since the condition of collecting these outstanding receivables is satisfied.

As of September 30, 2006 and 2005, the Company's contracts with credit risk concentration were the following:

Accounts Receivable-By Region	September 30, 2006		September 30, 2005
Domestic	\$	154,126	409,611
Asia		1,359,038	854,739
Europe		3,009,420	4,333,676
America		9,291,439	4,349,305
Other		63,852	815,003
Total	\$	13,877,875	10,762,334

# (5) Related Party Transactions

# (a) Names of Related Parties and their Relationship with the Company

Name of Related Party	Relationship with the Company
Inventec Corporation	An investor company accounted for under the equity method
Inventec Appliances (Cayman) Holding Corp.	A subsidiary
Inventec Appliances (BVI) Corp.	A third level subsidiary of the Company
Inventec Appliances (USA) Distribution Corp.	"
Inventec Appliances (Shanghai) Co., Ltd.	"
Inventec Appliances (Pudong) Co., Ltd.	"
Inventec Appliances (Nanjing) Co., Ltd.	"
Inventec Appliances (Jiangning) Co., Ltd.	"
Inventec Appliances (Shanghai) International Marketing Co., Ltd.	"
Inventec Besta Co., Ltd.	An investee of Inventec Corporation

### (b) Significant Transactions with Related Parties:

### (i) Sales

For the nine months ended September 30, 2006 and 2005, sales to related parties were as follows:

	Nine Months Ended September 30,					
		2006	i	2005		
			% of Net		% of Net	
•		Amount	Sales	Amount	Sales	
Inventec Appliances (BVI) Corp.	\$	66,361	-%	1,700,403	2%	
Inventec Appliances (USA)		10,031,085	16%	5,025,858	7%	
Distribution Corp.						
Others		112	-%	78	-%	
Total	\$	10,097,558	16%	6,726,339	9%	

Prices of raw materials and work-in-process sold to Inventec Appliances (BVI) Corp. were negotiated. The collection term was approximately two to three months. Prices of graphic calculators and Personal Digital Assistant (PDA) sold to Inventec Appliances (USA) Distribution Corp. were negotiated. The collection term was approximately 70 to 90 days.

### (English Translation of Financial Report Originally Issued In Chinese) <u>Reviewed only, not audited in accordance with generally accepted auditing standards</u> <u>INVENTEC APPLIANCES CORPORATION</u> Notes to Financial Statements (continued) nounts expressed in the use of the use

(Amounts expressed in thousand, except for per share information and unless otherwise noted)

For the nine months ended September 30, 2006 and 2005, the Company sold materials and work in process for further processing to Inventec Appliances (Shanghai) Co., Ltd. and Inventec Appliances (Pudong) Co., Ltd. via Inventec Appliances (BVI) Corp. All of the finished goods are repurchased back by the Company. To prevent double recording of sales, the inventory items sold to Inventec Appliances (BVI) Corp. is disclosed in net, yet receivables and payables are disclosed in aggregate.

As of September 30, 2006 and 2005, unrealized gross margin of sales to related parties, which is recognized as other liabilities—Deferred credit, were \$55,376 and \$73,090, respectively.

(ii) Purchases

For the nine months ended September 30, 2006 and 2005, purchases from related parties were as follows:

Nine Months Ended September 30,				
2006 2005				
	% of Net		% of Net	
Amount	Purchases	Amount	Purchases	
\$ 62,362,296	98%	62,115,816	90%	
	200 Amount	2006 % of Net Amount Purchases	2006     200       % of Net     200       Amount     Purchases       Amount     Purchases	

Prices of graphic calculators, PDAs, and MP3 players purchased from Inventec Appliances (BVI) Corp. were negotiated. The payment term was two months.

- (iii) Property Transaction
  - 1. For the nine months ended September 30, 2006 and 2005, the Company sold properties and deferred assets to Inventec Appliances (BVI) Corp. with the selling price of \$649 and \$1,107, respectively, resulted in gains on disposal of properties of \$0 and \$302.
  - 2. For the nine months ended September 30, 2005, the Company has purchased machinery, at cost of \$5,257, from Inventec Corporation.
  - 3. As of September 30, 2005, the Company (as the lessor) entered into a lease agreement with Inventec Appliances (Pudong) Co., Ltd. (as the lessee), to rent a batch of SMT equipment for a monthly rental of US\$298. The effective date was stated as October 1, 2005. As of June 30, 2006, the Company subsequently sold the batch of SMT equipment to Inventec Appliances (Pudong) Co., Ltd. at US\$13,646(equivalent to NT\$442,929) and the gains on disposal of properties are considered zero.
- (iv) Others

For the nine months ended September 30, 2006 and 2005, business consulting fee and computer system expense paid to Inventec Corporation amounted to \$23,687 and \$27,776, respectively.

(v) Accounts Receivable (Payable)

		September 30	, 2006	2006 September 3		
		Balance	%	Balance	%	
Accounts receivable:	_					
Inventec Appliances (USA)	- \$	3,944,296	28	726,738	7	
Distribution Corp.						
Inventec Appliances (BVI) Corp.		61,889	1	862,574	8	
Others		-	-	28,393	-	
Total	\$	4,006,185	29	1,617,705	15	

(Amounts expressed in thousand, except for per share information and unless otherwise noted)

	 September 30	, 2006	September 30, 2005		
	Balance	%	Balance	%	
Other financial assets—current:					
Inventec Appliances (BVI) Corp.	\$ 1,045	<u> </u>	240,176	74	
Accounts payable:					
Inventec Appliances (BVI) Corp.	\$ 13,437,058	99%	7,866,846	77%	
Others	 7	-	-	-	
· · · · · · · · · · · · · · · · · · ·	\$ 13,437,065	99%	7,866,846	77%	
Accrued expenses:					
Total	\$ 22,842	5	<u> </u>		

## (vi) Guarantee and Endorsements

As of September 30, 2006 and 2005, endorsements and guarantees provided by the Company for related parties' bank loans were as follows:

		Amount of Guarantee			
	Septr	neber 30,	Septe	mber 30,	
	2	2006	2	2005	
Inventec Appliances (Cayman) Holding Corp.	US\$	31,550	US\$	61,550	
Inventec Appliances (BVI) Corp.		-		6,500	
Inventec Appliances (USA) Distribution Corp.		8,000		8,000	
Inventec Appliances (Shanghai) Co., Ltd.		33,000		23,000	
Inventec Appliances (Pudong) Co., Ltd.		85,000		35,000	
Inventec Appliances (Jiangning) Co., Ltd.		19,000		44,000	
Inventec Appliances (Nangjing) Co., Ltd.		1,500		1,500	
Inventec Appliances (Shanghai) International					
Marketing Co., Ltd.		31,000		-	
Total	US\$	209,050	US\$	179,550	

# (6) Pledged Assets

Assets pledged as collateral as of September 30, 2006 and 2005, were summarized as follows:

	September	30, 2006	September 30, 2005	Purpose of pledge
Refundable deposits	\$	4,999	5,686	Deposits for buildings

# (7) Significant Commitments and Contingencies

(a) As of September 30, 2006 and 2005, unused letters of credit were as follows:

	Septemb	er 30, 2006	September 30, 2006
USD	\$	1,333	1,449
JPY		-	48,035

(Amounts expressed in thousand, except for per share information and unless otherwise noted)

(b) As of September 30, 2006 and 2005, the promissory notes issued for bank credit limits, Industrial Development Bureau (IDB) subsidies, and IDB Cooperation funds were as follows:

	Septer	September 30, 2006	
USD	\$	25,500	25,000
EUR		500	-
NTD		1,501,333	1,850,268

(c) As of September 30, 2006 and 2005, promissory notes received for business demands and applications to the Ministry of Economic Affairs were as follows:

	September 3	30, 2006	September 30, 2006
NTD	\$	40,371	79,800

(d) For the nine months ended September 30, 2006 and 2005, the Company entered into lease agreements to lease computers and software. Information regarding rental expense and future lease payments are as follows:

		Future rent due					
Period	Ren	t expense	2006	2007	2008	2009	
Nine Months Ended September 30, 2006	\$	18,041	4,956	14,878	6,825	1,095	
Nine Months Ended September 30, 2005	\$	16,615	18,474	9,261	1,444	-	

- (e) In October 2001, FeiMa Communication (Qing Dao) Co., Ltd. filed a lawsuit against the Company. The local district court in China ruled that the Company breached an agreement and is required to pay RMB5,000 and litigation expense of RMB33. In April 2003, the Company filed for an appeal. On May 20, 2005, the Company settled with FeiMa Communication (Qing Dao) Co., Ltd. out of court and paid RMB3,990.
- (f) Two international well-known technology companies alleged that the Company infringes certain patents by producing and selling mobile phone products. However, these two companies are not yet filing any law suit against the Company. The Company is aggressively preparing relevant data and intently negotiating with these two companies. As of September 30, 2006, the Company has booked appropriate accounting entries regarding to such claim for infringement and believes the event mentioned above will not have material effect on the Company's operations.
- (g) Any guarantee and endorsement and significant commitments and contingencies that the Company provides to related-parties are stated in note 5.

# (8) Significant Catastrophic Losses: None.

(9) Significant Subsequent Events: None.

# (Amounts expressed in thousand, except for per share information and unless otherwise noted)

# (10) Others

- (a) Upon the adoption of SFAS NO.34, certain accounts in the financial statements as of and for the nine months ended September 30, 2005 were reclassified to conform to the financial statements as of and for the nine months ended September 30, 2006.
- (b) Personnel cost, depreciation, and amortization incurred categorized as operating cost or expenses are as follows:

· · ·	Nine Months Ended September 30,							
		2006			2005			
Categorized as	Operating Cost	Operation Expenses	Total	Operating Cost	Operation Expenses	Total		
Personnel Cost								
Salary	193,004	583,889	776,893	426,359	713,941	1,140,300		
Health and labor	14,014	35,568	49,582	23,184	30,260	53,444		
Pension	16,357	61,413	77,770	15,243	34,624	49,867		
Other	17,335	14,529	31,864	23,945	24,080	48,025		
Depreciation	45,093	76,055	121,148	47,697	58,459	106,156		
Amortization	31,647	42,959	74,606	43,400	26,513	69,913		

Note: For the nine months ended September 30, 2006, a payment of NT\$5,000 of pension expense was made directly to a retiring director, recorded as Administrative Expenses—pension expense.

### (11) Segment Information

The income proportion of each department has not changed significantly. In accordance with Statement of Financial Accounting Standards No. 23 Section 25, the disclosure of each department's financial information is not required.