## **Financial Review**

### **Non-Consolidated Operating Results**

On a non-consolidated basis, net sales for fiscal 1998, ended 31st March, 1998, totaled ¥170,318 million (US\$1,310 million), an increase of 1.8% over fiscal 1997.

During fiscal 1998, conditions in the Japanese textile industry were generally difficult, with weak consumer spending and sluggish market conditions. Textile sales amounted to ¥88,479 million (US\$681 million), down 3.1% from fiscal 1997 and accounting for 51.9% of total sales, down 2.7 percentage points. A depreciation of the yen against other major currencies and a restructuring of the product lineup were favorable factors, and profit improved slightly.

Non-textile sales increased 7.8% to ¥81,839 million (US\$630 million), thanks to growth in sales of ABS products. On the other hand, profit declined due to intensified competition resulting from the economy's move into recession. The ratio of non-textile sales to total sales was 48.1%, up 2.7 percentage points.\*

Cost of sales increased 1.6% to ¥150,925 million (US\$1,161 million). The ratio of cost of sales to net sales decreased 0.2 percentage points to 88.6%. Selling, general and administrative expenses increased 4.8% to ¥16,357 million (US\$126 million). Costs and expenses increased 1.9% to ¥167,282 million (US\$1,287 million). Despite the slight increase in net sales, the rise in costs and expenses resulted in a decline of 3.2% in operating income to ¥3,036 million (US\$23 million). Other income (net) declined 33.2% to ¥562 million (US\$4 million), due mainly to a devaluation of securities held. Consequently, income before income taxes amounted to ¥3,598 million (US\$28 million), down 9.6%. Income taxes amounted to ¥1,790 million (US\$14 million). As a result, net income was ¥1,808 million (US\$14 million), a decrease of 8.1% from fiscal 1997. Net income per share was \(\xi\)7.64 (US\$0.06), down ¥0.68 (US\$0.01). Return on equity decreased 0.1 percentage point to 1.1%.

The total dividend per share for fiscal 1998 was \$7.00 (US\$0.05), the same as for fiscal 1997. Cash dividends totaled \$1,655 million (US\$13 million), representing a payout ratio of 91.6%, up 7.5 percentage points. It is Nisshinbo's intention to maintain dividends at a stable level.

\*For details of divisional results, please see "Review of Operations."

### **Non-Consolidated Financial Position**

Total assets as of 31st March, 1998 stood at ¥249,829 million (US\$1,922 million), down 0.2% from fiscal 1997. Despite increases in inventory and receivables from subsidiaries and affiliates, current assets decreased 2.1% to ¥130,375 million (US\$1,003 million). The decline was attributable to decreases in time deposits and marketable securities. Property, plant and equipment declined 1.1% to ¥77,894 million (US\$599 million), mainly because depreciation costs exceeded capital investment. A rise in

investments in and advances to subsidiaries and affiliates contributed to an 8.0% increase in investments and other assets to ¥41,560 million (US\$320 million).

Current liabilities increased 72.2% to ¥56,727 million (US\$436 million), due mainly to the transfer from long-term liabilities of convertible bonds maturing March 1999. Due to this transfer and repayment of the said convertible bonds, long-term liabilities decreased 49.0% to ¥26,154 million (US\$201 million).

Total current and long-term liabilities amounted to \$82,881 million (US\$638 million), down 1.6%. Shareholders' equity was \$166,948 million (US\$1,284 million), up 0.5% over fiscal 1997. Shareholders' equity ratio was 66.8%, up 0.4 percentage points. Shareholders' equity per share was \$706.08 (US\$5.43), an increase of \$3.32 (US\$0.03).

### **Consolidated Results**

On a consolidated basis, net sales for fiscal 1998 totaled \(\frac{2}{2}40,249\) million (US\(\frac{1}{2},848\) million), up 2.6% over fiscal 1997 and representing 1.41 times the non-consolidated figure, slightly higher than fiscal 1997. Inclusion of Nisshinbo do Brasil Industria Textil Ltda. in the consolidated results pushed up textile sales 3.7% to \(\frac{4}{2}98,919\) million (US\(\frac{4}{2}761\) million). Sales of automobile brakes increased 15.4% to \(\frac{4}{3}9,844\) million (US\(\frac{4}{3}306\) million), thanks to an increase in sales of ABS products. Among other businesses\*\*, the machine tools and real estate sectors recorded good sales, the former fueled by a boom in overseas demand. Overall, sales of other businesses, however, were adversely affected by sluggish domestic demand and decreased 2.8% to \(\frac{4}{1}01,486\) million (US\(\frac{4}{3}781\) million). The ratios of textile, automobile brake, and other sales to total sales were 41.2%, 16.6%, and 42.2%, respectively.

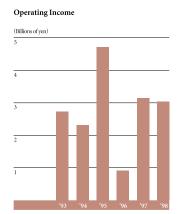
Operating income was ¥3,989 million (US\$31 million), down 12.2% and representing 1.31 times the non-consolidated figure, compared to the figure of 1.45 recorded for fiscal 1997. Other expenses (net) of ¥602 million (US\$5 million) were incurred as a result of devaluation of securities held and exchange losses suffered by Kohbunshi (Thailand) Ltd., a subsidiary in Thailand, following the currency crisis in Asia.

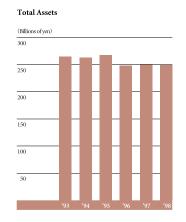
Net income was ¥1,087 million (US\$8 million), down 53.9% and representing 0.60 times the non-consolidated figure. This was attributable to a decrease in the net income of the Company and Japan Radio Co., Ltd., a domestic affiliate, accounted for on the equity method, and exchange losses incurred by P.T. Nikawa Textile Industry, an Indonesian affiliate, accounted for on the equity method. Net income per share was ¥4.60 (US\$0.04). Return on equity on a consolidated basis decreased 0.7 percentage points to 0.5%.

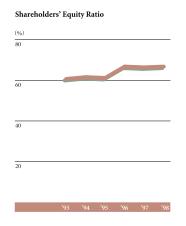
<sup>\*\*</sup>Other businesses include machine tools, chemical products, papers, electronic equipment, real estate, and other businesses.

# Six-Year Summary

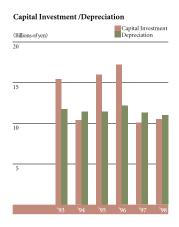
						( millions of yen)
	1993	1994	1995	1996	1997	1998
Non-Consolidated:						
Net Sales	179,417	162,410	166,194	155,360	167,272	170,318
Operating Income	2,730	2,317	4,721	910	3,137	3,036
Net Income	6,967	2,934	3,067	3,723	1,968	1,808
Shareholders' Equity	161,203	162,442	163,897	165,905	166,163	166,948
Total Assets	265,646	263,903	267,791	248,481	250,419	249,829
Shareholders' Equity Ratio (%)	60.7	61.6	61.2	66.8	66.4	66.8
Return on Equity (%)	4.4	1.8	1.9	2.2	1.2	1.1
Capital Investment	15,467	10,389	16,023	17,252	10,071	10,502
Depreciation	11,783	11,420	11,416	12,143	11,281	10,957
Per Share (in yen):						
Net Income	29.48	12.42	12.97	15.75	8.32	7.64
Shareholders' Equity	682.14	687.33	693.19	701.68	702.76	706.08
Cash Dividends	7.00	7.00	7.00	7.00	7.00	7.00
Number of Employees	6,328	6,134	6,051	5,445	5,145	5,102
Consolidated:						
Net Sales	241,880	219,870	224,269	216,721	234,268	240,249
Operating Income	5,947	4,252	5,250	1,100	4,541	3,989
Net Income	10,095	3,924	1,708	2,195	2,359	1,087
Shareholders' Equity	192,906	194,412	197,509	198,139	198,758	199,373
Total Assets	338,846	328,881	345,886	325,754	328,427	329,102

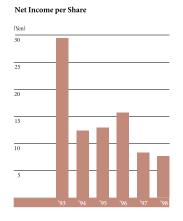


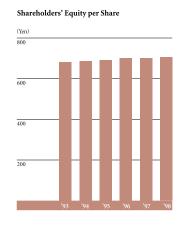


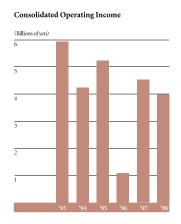












# **Non-Consolidated Balance Sheets**

31st March, 1998 and 1997

ASSETS		(millions of yen)  1998 1997			(millions of yen)			``.			(thousands US dollars (Note 1)	
	1				1998 1997		1997		1998			
Current assets:												
Cash and cash equivalents												
Cash	¥	1,448	¥	899	\$	11,139						
Time deposits		21,008		23,014		161,600						
		22,456		23,913		172,739						
Marketable securities (Note 4)		13,796		19,129		106,123						
Receivables												
Notes receivable, trade		4,742		4,412		36,477						
Accounts receivable, trade		19,692		20,863		151,477						
Subsidiaries and affiliates		25,616		23,456		197,046						
Other		621		529		4,777						
		50,671		49,260		389,777						
Less allowance for doubtful accounts		(507)		(412)		(3,900)						
		50,164		48,848		385,877						
Inventories (Note 3)		43,514		40,974		334,723						
Other current assets		445		318		3,423						
Total current assets	1	30,375		133,182	1,	002,885						
Property, plant and equipment:  Land	2 (1	7,791 68,361 64,522 613 41,287 63,393) 77,894		7,541 67,056 160,333 306 235,236 156,472) 78,764	1, 1, (1,	59,931 525,854 265,554 4,715 856,054 256,869) 599,185						
Investments and other assets:												
Investment securities (Note 4)		15,683		15,937		120,638						
Investments in and advances to subsidiaries and affiliates (Note 4)		24,944		21,443		191,877						
Other		933		1,093		7,177						
		41,560		38,473		319,692						
	¥ 2	49,829	¥	250,419	\$ 1,	921,762						

See Notes to Non-Consolidated Financial Statements.

LIABILITIES AND SHAREHOLDERS' EQUITY	(million	(millions of yen)			(millions of yen)			(millions of yen)		(millions of yen)											
	1998	1997	1998																		
Current liabilities:																					
Short-term bank loans (Note 5)	¥ 10,240	¥ 10,260	\$ 78,769																		
Current portion of long-term debt (Note 5)	25,489	177	196,069																		
Payables																					
Accounts payable, trade	6,864	7,442	52,800																		
Subsidiaries and affiliates	2,258	2,382	17,369																		
Other	2,690	2,610	20,693																		
	11,812	12,434	90,862																		
Employees' savings deposits	4,849	5,612	37,300																		
Accrued expenses	2,441	2,475	18,777																		
Accrued income taxes (Note 7)	1,576	1,640	12,123																		
Other current liabilities	320	351	2,462																		
Total current liabilities	56,727	32,949	436,362																		
Long-term liabilities:  Long-term debt (Note 5)	352 17,655 8,147 26,154	26,365 16,841 8,101 51,307	2,708 135,808 62,669 201,185																		
Commitments and contingencies (Note 11)																					
Shareholders' equity (Notes 9 and 12):																					
Common stock: Authorised — 400,000,000 shares Issued with par value of ¥50 per share —																					
236,443,939 shares	27,588	27,588	212,215																		
Additional paid-in capital	20,401	19,709	156,931																		
Legal reserve	6,897	6,897	53,054																		
Retained earnings	112,062	111,969	862,015																		
O'	166,948	166,163	1,284,215																		
	¥ 249,829	¥ 250,419	\$ 1,921,762																		
	1 217,027	230,117	Ψ 1,721,702																		

### Nisshinbo Industries, Inc.

# Non-Consolidated Statements of Income

Years ended 31st March, 1998 and 1997

		(millions of yen)			(inillions of yen)					
			1998		1997		1998			
Net sales		¥	170,318	¥	167,272	\$ 1	,310,139			
Costs and expenses:										
•	Cost of sales		150,925		148,527	1,	,160,962			
S	Selling, general and administrative expenses		16,357		15,608		125,823			
		_	167,282	_	164,135	_1	,286,785			
Operating income			3,036		3,137		23,354			
Other income (expen	ises):									
· •	nterest and dividend income		2,286		2,461		17,585			
I	nterest expenses		(650)		(817)		(5,000)			
(	Other, net (Note 10)		(1,074)		(803)		(8,262)			
		_	562	_	841		4,323			
Income before incom	ie taxes		3,598		3,978		27,677			
Income taxes (Note 7	)		1,790		2,010		13,769			
•	,	¥	1,808	¥	1,968	\$	13,908			
		_		=		_				
Per share:			(ye	en)		(U:	S dollars)			
	Net income	¥	7.64	¥	8.32	\$	0.06			
	Cash dividends		7.00		7.00		0.05			

See Notes to Non-Consolidated Financial Statements.

### Nisshinbo Industries, Inc.

# Non-Consolidated Statements of Shareholders' Equity

Years ended 31st March, 1998 and 1997

	(million	(millions of yen)																													
Common stock:																															
Balance at beginning of year																															
(1998 — 236,443,939 shares; 1997 — 236,439,099 shares)	¥ 27,588	¥ 27,586	\$ 212,215																												
Add:																															
Conversion of convertible bonds (1997 — 4,840 shares)		2																													
Balance at end of year																															
(1998 and 1997 — 236,443,939 shares)	¥ 27,588	¥ 27,588	\$ 212,215																												
A 1 100 T T T T T T T T T T T T T T T T T																															
Additional paid-in capital:	V 10.700	V 10.706	ф. 151 coo																												
Balance at beginning of yearAdd:	¥ 19,709	¥ 19,706	\$ 151,608																												
Conversion of convertible bonds		3																													
Business acquisition	692	3	5,323																												
Balance at end of year	¥ 20,401	¥ 19,709	\$ 156,931																												
Datance at end of year	20,401	17,707	φ 130,731																												
Legal reserve:																															
Balance at beginning of year	¥ 6,897	¥ 6,896	\$ 53,054																												
Add:	,,,,,,	.,	, ,																												
Transfer from retained earnings	_	1	_																												
Balance at end of year	¥ 6,897	¥ 6,897	\$ 53,054																												
'	<del></del>																														
Retained earnings:																															
Balance at beginning of year	¥ 111,969	¥ 111,717	\$ 861,300																												
Add:																															
Net income	1,808	1,968	13,908																												
Deduct:																															
Cash dividends	(1,655)	(1,655)	(12,731)																												
Directors' bonuses	(60)	(60)	(462)																												
Transfer to legal reserve		(1)																													
Balance at end of year	¥ 112,062	¥ 111,969	\$ 862,015																												

See Notes to Non-Consolidated Financial Statements.

# Non-Consolidated Statements of Cash Flows

Years ended 31st March, 1998 and 1997

	(million	(millions of yen)			(th U (millions of yen)	
	1998	1997	1998			
Cash flows from operating activities:						
Net income	¥ 1,808	¥ 1,968	\$ 13,908			
Adjustments to reconcile net income to net cash provided by operating activities:	10.057	11 201	04 204			
Depreciation	10,957 95	11,281 36	84,284 731			
Provision for severance benefits	1,542	1,377	11,862			
	(728)	(755)	(5,600)			
Payment of severance benefits	362	763				
Loss on sale of property, plant and equipment			2,785			
	(925) 79	(880)	(7,115)			
(Gain) loss on sale of investment securities	1,114	(25)	607			
Write-down of marketable securities and investment securities	1,114	714	8,569			
Changes in operating assets and liabilities:	(1 411)	(045)	(10.054)			
Receivables	(1,411)	(945)	(10,854)			
Inventories	(2,540)	601	(19,538)			
Other current assets	(127)	26	(977)			
Payables	(622)	1,198	(4,785)			
Employees' savings deposits	(763)	(462)	(5,869)			
Accrued expenses	(34)	(286)	(262)			
Accrued income taxes	(64)	1,273	(492)			
Other current liabilities	(31)	15 004	(238)			
Net cash provided by operating activities	8,712	15,894	67,016			
Cash flows from investing activities:						
Proceeds from sale of property, plant and equipment	58	378	446			
Proceeds from sale of marketable securities	144,820	187,907	1,114,000			
Proceeds from sale of investment securities and investments	144,020	107,907	1,114,000			
in and advances to subsidiaries and affiliates		53				
Payment for purchase of property, plant and equipment	(10,502)	(10,071)	(80,785)			
Payment for purchase of property, plant and equipment	(139,330)	(187,636)	(1,071,769)			
Payment for purchase of investment securities and	(139,330)	(107,030)	(1,0/1,/09)			
investments in and advances to subsidiaries and affiliates	(3,430)	(1,853)	(26,384)			
Business acquisition	(3,430)	(1,055)	3,438			
Other, net	160	7	1,231			
Net cash used in investing activities	$\frac{100}{(7,777)}$	(11,215)	$\frac{1,231}{(59,823)}$			
rect cash used in investing activities	(/,///)	(11,213)	(37,023)			
Cash flows from financing activities:						
Repayment of long-term debt	(703)	(830)	(5,408)			
Increase in other long-term liabilities	46	1,354	354			
Decrease in short-term bank loans	(20)		(153)			
Cash dividends paid	(1,655)	(1,655)	(12,731)			
Directors' bonuses paid	(60)	(60)	(462)			
Net cash used in financing activities	(2,392)	(1,191)	(18,400)			
8	/		/			
Net increase (decrease) in cash and cash equivalents	(1,457)	3,488	(11,207)			
Cash and cash equivalents at beginning of year	23,913	20,425	183,946			
Cash and cash equivalents at end of year	¥ 22,456	¥ 23,913	\$ 172,739			
·						
Cash paid during the year for:						
Interest	¥ 650	¥ 815	\$ 5,000			
Income taxes	1,435	222	11,038			

### **Notes to Non-Consolidated Financial Statements**

### 1. Basis of presenting financial statements:

The accompanying financial statements have been prepared in accordance with the provisions set forth in the Japanese Securities and Exchange Law and its related accounting regulations and in conformity with generally accepted accounting principles and practices in Japan.

In preparing these financial statements, however, certain reclassifications have been made to the financial statements issued domestically in Japan in order to present them in a form which is more familiar to readers outside Japan.

A statement of cash flows is not required for domestic reporting purposes but is presented herein for the readers' convenience.

In addition, the accompanying footnotes include information which is not required under generally accepted accounting principles and practices in Japan but is presented herein as additional information.

The United States dollar (\$) amounts included herein are given solely for convenience and are stated, as a matter of arithmetical computation only, at the rate of \$130 = \$1, the approximate exchange rate at 31st March, 1998. The translations should not be construed as representations that the Japanese yen amounts have been, could have been, or could in the future be, converted into United States dollars.

### 2. Summary of significant accounting policies:

### (a) Foreign currency transactions

Short-term receivables and payables in foreign currencies are translated into Japanese yen at the current exchange rates as of the balance sheet dates. Investments in and advances to subsidiaries and affiliates and long-term debt in foreign currencies are translated at the historical rates effective at the dates of transaction from which such accounts were originated.

### (b) Cash and cash equivalents

In reporting cash flows, the Company considers cash and time deposits with maturities of one year or less to be cash and cash equivalents. Such time deposits may be withdrawn on demand without diminution of principal.

#### (c) Investments

Current and non-current portfolios of marketable debt and equity securities are stated at the lower of cost or market. Other investments are stated at cost.

### (d) Inventories

Inventories are stated at the lower of cost or market, cost being determined by the average cost method.

### (e) Property, plant and equipment

Property, plant and equipment is stated at cost. Depreciation is computed on the declining balance method over their estimated useful lives.

### (f) Accrued severance benefits

The annual provision for severance payments is calculated to state the liability at the amount that would be required if all employees eligible for severance payments should terminate their employment at the balance sheet date, less amounts funded. Such provision includes those for directors and statutory auditors of the Company. Normal and prior service costs of the Company's non-contributory pension plan are charged to income and funded currently.

### (g) Income taxes

Income taxes are provided for amounts currently payable for each fiscal year. No tax effect of temporary differences between tax and financial reporting purposes is recognised.

#### 3. Inventories:

Inventories at 31st March, 1998 and 1997 were as follows:

	(millions of yen)				US dollars)		
		1998 1997			1998		
Finished products	¥	31,042	¥	29,578	\$	238,785	
Work in process		5,936		5,150		45,661	
Materials and supplies		6,536		6,246		50,277	
	¥	43,514	¥	40,974	\$	334,723	

(thousands of

### 4. Marketable equity securities:

At 31st March, 1998 and 1997, the aggregate cost and market value of current and non-current portfolios of marketable equity securities included in marketable securities, investment securities and investments in subsidiaries and affiliates were summarised as follows:

	(millions of yen)					(thousands of US dollars)		
		1998 1997			1998			
Current portfolios:								
Cost and carrying amount	¥	12,802	¥	14,091	\$	98,477		
Market value		47,098		60,600		362,292		
Non-current portfolios:								
Cost and carrying amount		21,396		20,972		164,585		
Market value		128,945		171,041		991,885		

### 5. Short-term bank loans and long-term debt:

Short-term bank loans at 31st March, 1998 and 1997 were represented substantially by notes issued by the Company to banks, generally due in 365 days. The annual interest rates applicable to the short-term bank loans at 31st March, 1998 and 1997 were 1.0% to 1.6%.

Long-term debt at 31st March, 1998 and 1997 consisted of the following:

	_	(million	uillions of yen)			
Long-term debt with collateral:						
4.65% loan from a bank, maturing serially to 2002	¥	315	¥	385	\$	2,423
Non-interest bearing loan from a governmental institute						
maturing serially to 1999		214		321		1,646
Long-term debt without collateral:						
1.7% convertible bonds, convertible into common						
stock at ¥1,800.50, due in 1999	_	25,312		25,836		194,708
		25,841		26,542		198,777
Less current portion	_	(25,489)		(177)		(196,069)
	¥	352	¥	26,365	\$	2,708

Annual maturities of long-term debt were as follows:

Year ending 31st March,	(millions of yen)	(thousands of US dollars)
1999	¥ 25,489	\$ 196,070
2000	177	1,362
2001	70	538
2002	70	538
2003 and thereafter	35	269
	¥ 25,841	\$ 198,777

At 31st March, 1998 and 1997, net book value of assets pledged as collateral for long-term loans from a bank and a governmental institute was as follows:

	(millions of yen)					US dollars)				
	1998			1997		1998				
Property, plant and equipment	¥	3	¥	3	\$	23				
Investment securities		79		79		608				
	¥	82	¥	82	\$	631				

### 6. Retirement and pension plans:

Under most circumstances, employees terminating their employment are entitled to lump-sum severance payments based on the rate of pay at termination, years of service and certain other factors.

Provisions for severance payments charged to income for the years ended 31st March, 1998 and 1997 were ¥1,542 million (\$11,862 thousand) and ¥1,377 million, respectively.

In addition to the lump-sum severance payments described above, most employees are covered by the Company's non-contributory pension plan. Pension costs charged to income for the years ended 31st March, 1998 and 1997 were ¥68 million (\$523 thousand).

#### 7. Income taxes:

Japanese taxes on income applicable to the Company would normally result in an aggregate tax rate of approximately 51%.

The effective income tax rates on income before income taxes in the accompanying non-consolidated financial statements differ from the normal Japanese tax rates. The principal reasons for such differences are (a) the accounting policy of not providing for deferred income taxes arising from temporary differences between financial and tax reporting and (b) certain expenses which are not deductible for income tax purposes.

### 8. Leasing arrangements:

The Company leases machinery and other facilities under non-cancellable agreements. Future minimum rental payments on the above leases are as follows:

Year ending 31st March,	_(millio	(millions of yen)		s of US dollars)
1999	¥	443	\$	3,408
2000		293		2,254
2001		202		1,554
2002		121		931
2003 and thereafter		47		362

Rental expenses charged to income for the years ended 31st March, 1998 and 1997 were ¥685 million (\$5,269 thousand) and ¥721 million, respectively.

### 9. Shareholders' equity:

The Japanese Commercial Code provides that an amount equal to at least 10% of all cash payments which are made as an appropriation of retained earnings be appropriated as a legal reserve until such reserve equals 25% of stated value of capital stock. This reserve is not available for dividends but may be used to reduce a deficit by resolution of the shareholders or may be capitalised by resolution of the Board of Directors.

Dividends are approved by the shareholders at a meeting held subsequent to the fiscal year to which the dividend is applicable. In addition, a semi-annual interim dividend may be paid upon resolution of the Board of Directors, subject to limitations imposed by the Code.

The computation of net income per share is based on the weighted average number of shares of common stock outstanding during each fiscal year.

### 10. Other income (expenses) — Other, net:

Other income (expenses) — Other, net consisted of the following:

		(million	en)	US dollars)		
		1998		1997		1998
Loss on sale of property, plant and equipment	(¥	362)	(¥	763)	(\$	2,785)
Gain on sale of securities		846		905		6,508
Devaluation of securities		(1,114)		(714)		(8,569)
Other, net		(444)		(231)		(3,416)
	( <u>¥</u>	1,074)	( <u>¥</u>	803)	( <u>\$</u>	8,262)

(thousands of

### 11. Commitments and contingencies:

Contingent liabilities at 31st March, 1998 and 1997 for trade notes discounted with banks amounted to \$600 million (\$4,615 thousand) and \$2,000 million, respectively. Contingent liabilities at 31st March, 1998 and 1997 for loans guaranteed amounted to \$8,912million (\$68,554 thousand) and \$1,373 million, respectively.

Commitments for capital expenditures outstanding at 31st March, 1998 and 1997 were in the approximate amounts of ¥7,863 million (\$60,485 thousand) and ¥3,918 million, respectively.

### 12. Subsequent events:

On 26th June, 1998, the shareholders authorised the appropriation of retained earnings as follows:

	(million	ns of yen)	(thousand	s of US dollars)	1
Cash dividends (¥3.50 per share)	¥	828	\$	6,369	l,
Directors' bonuses		60		462	

### Report of Independent Certified Public Accountants on Non-Consolidated Financial Statements

To the Board of Directors Nisshinbo Industries, Inc.

We have examined the non-consolidated balance sheet of Nisshinbo Industries, Inc. as of 31st March, 1997, and the related statements of income, shareholders' equity and cash flows for the year then ended, all expressed in Japanese yen. Our examination was made in accordance with generally accepted auditing standards in Japan and, accordingly, included such tests of the accounting records and such other auditing procedures as we considered necessary in the circumstances.

In our opinion, the non-consolidated financial statements referred to above present fairly the financial position of Nisshinbo Industries, Inc. as of 31st March, 1997, and the results of its operations and its cash flows for the year then ended, in conformity with generally accepted accounting principles in Japan applied on a basis consistent with that of the preceding year.

The United States dollar amounts shown in the non-consolidated financial statements have been translated solely for convenience. We have reviewed this translation and, in our opinion, the non-consolidated financial statements expressed in Japanese yen have been translated into US dollars on the basis described in Note 1.

Masami Tsukeshiba Certified Public Accountant

M Tenkenh

27th June, 1997 Tokyo, Japan 9 d. Katroka

Harutaka Kataoka Certified Public Accountant

### Report of Independent Certified Public Accountant on Non-Consolidated Financial Statements

To the Board of Directors Nisshinbo Industries, Inc.

I have examined the non-consolidated balance sheet of Nisshinbo Industries, Inc. as of 31st March, 1998, and the related statements of income, shareholders' equity and cash flows for the year then ended, all expressed in Japanese yen. My examination was made in accordance with generally accepted auditing standards in Japan and, accordingly, included such tests of the accounting records and such other auditing procedures as I considered necessary in the circumstances.

In my opinion, the non-consolidated financial statements referred to above present fairly the financial position of Nisshinbo Industries, Inc. as of 31st March, 1998, and the results of its operations and its cash flows for the year then ended, in conformity with generally accepted accounting principles in Japan applied on a basis consistent with that of the preceding year.

The United States dollar amounts shown in the non-consolidated financial statements have been translated solely for convenience. I have reviewed this translation and, in my opinion, the non-consolidated financial statements expressed in Japanese yen have been translated into US dollars on the basis described in Note 1.

Masami Tsukeshiba Certified Public Accountant

M Tentenhits

26th June, 1998 Tokyo, Japan

# **Consolidated Balance Sheets**

31st March, 1998 and 1997

ASSETS		(millio	(millions of yen)	
Current assets:			1997	1998
Current assets.	Cash and cash equivalents			
	Cash	¥ 5,615	¥ 3,671	\$ 43,192
	Time deposits	33,007	33,672	253,900
	<u>r</u>	38,622	37,343	297,092
	Marketable securities (Note 4)	15,635	20,332	120,269
	Receivables	10,000	20,002	120,209
	Notes receivable, trade	12,394	12,832	95,338
	Accounts receivable, trade	32,711	34,004	251,623
	Non-consolidated subsidiaries and affiliates	19,165	17,278	147,423
	Other	869	766	6,685
	Outer	65,139	64,880	501,069
	Less allowance for doubtful accounts	(681)		
	Less anowaries for doubtful decounts	64,458	64,293	495,831
	Inventories (Note 3)	52,851	49,030	406,546
	Other current assets.	1,141	629	8,777
	Total current assets	172,707	171,627	1,328,515
Property, plant a	Land Buildings and structures Machinery, equipment and tools	14,640 88,761 196,196 1,159	14,075 84,759 184,020 310	112,615 682,777 1,509,200 8,915
	Construction in progress	300,756		2,313,508
	Less accumulated depreciation	(193,011)		
		107,745	105,293	828,808
Investments and		10 010	10 120	144.754
	Investment securities (Note 4)	18,818	18,128	144,754
	Investments in and advances to non-consolidated	20.004	21 (42	215 415
	subsidiaries and affiliates (Note 4)	28,004	31,643	215,415
	Other	1,828	1,736	14,062
		48,650	51,507	374,231
		¥ 329,102	¥ 328,427	\$2,531,554

Current liabilities:	LIABILITIES AND SHAREHOLDERS' EQUITY	(millions of yen)			US dollars) (Note 1)		
Short-term bank loans (Note 5)		19		13 O1 y			<u> </u>
Short-term bank loans (Note 5).         Y 30,395         Y 29,108         \$ 233,808           Current portion of long-term debt (Note 5).         26,473         531         203,638           Payables         19,181         20,825         147,546           Non-consolidated subsidiaries an affiliates         10,49         1,324         8,069           Other         3,374         3,206         25,954           Employees' savings deposits         5,394         6,131         41,493           Accrued expenses         4,002         4,001         30,785           Accrued income taxes (Note 7)         11,843         2,486         14,177           Other current liabilities         5,16         565         3,069           Total current liabilities         92,227         68,227         709,439           Long-term liabilities           Long-term debt (Note 5)         5,548         31,059         42,677           Accrued severance benefits (Note 6)         21,263         20,224         163,561           Other long-term liabilities         8,740         8,517         67,231           Adjustments on foreign currency statement translation         546         199         4,200           Minority interests in consolidated subsidiaries	Current liabilities				1777	_	1770
Current portion of long-term debt (Note 5)		¥ 3	0.395	¥	29.108	\$	233.808
Payables   Notes and accounts payable, trade   19,181   20,825   147,546   Non-consolidated subsidiaries and affiliates   1,049   1,324   8,069   Other   23,074   32,06   25,954   23,004   25,355   181,559   Employees' savings deposits   5,394   6,131   41,493   Accrued expenses   4,002   4,051   30,785   Accrued income taxes (Note 7)   1,843   2,486   14,177   Other current liabilities   516   565   3,969   Total current liabilities   92,227   68,227   709,439   Total current liabilities   21,263   20,224   163,561   Other long-term debt (Note 5)   5,548   31,059   42,677   Accrued severance benefits (Note 6)   21,263   20,224   163,561   Other long-term liabilities   8,740   8,517   67,231				•		Ψ	
Notes and accounts payable, trade   19,181   20,825   147,546   Non-consolidated subsidiaries and affiliates   1,049   1,324   8,069   Other   3,374   3,206   25,954   62,064   25,355   181,569   62,064   25,355   181,569   62,064   25,355   181,569   62,064   61,311   41,493   Accrued expenses   4,002   4,051   30,785   Accrued expenses   4,002   4,051   30,785   Accrued income taxes (Note 7)   1,843   2,486   141,177   Other current liabilities   516   565   3,669   7   70,439		_	70,175		551		203,030
Non-consolidated subsidiaries and affiliates   1,049   1,324   8,069   00ther   3,374   3,206   25,954   123,604   25,355   181,569   23,604   25,355   181,569   23,604   25,355   181,569   23,604   25,355   181,569   23,604   25,355   181,569   23,604   25,355   181,569   23,604   24,002   4,051   30,785   4,002   4,051   30,785   4,002   4,051   30,785   4,002   4,051   30,785   4,002   4,051   30,785   4,002   4,051   30,785   4,002   4,007   4,	·	1	9.181		20,825		147,546
Other         3,374         3,206         25,554           Employees' savings deposits         5,394         6,131         41,493           Accrued expenses         4,002         4,051         30,785           Accrued income taxes (Note 7)         1,843         2,486         14,177           Other current liabilities         516         565         3,969           Total current liabilities         92,227         68,227         709,439           Long-term debt (Note 5)         5,548         31,059         42,677           Accrued severance benefits (Note 6)         21,263         20,224         163,561           Other long-term liabilities         8,740         8,517         67,231           Adjustments on foreign currency statement translation         546         199         4,200           Minority interests in consolidated subsidiaries         1,405         1,443         10,808           Common stock:           Authorised — 400,000,000 shares           Issued with par value of ¥50 per share —         27,588         27,588         212,215           Additional paid-in capital         20,401         19,709         156,931           Legal reserve         6,897         6,897         6,897         53,054	• ·	-					
Employees' savings deposits   23,604   25,355   181,569     Accrued expenses   4,002   4,051   30,785     Accrued expenses   4,002   4,051   30,785     Accrued income taxes (Note 7)   1,843   2,486   14,177     Other current liabilities   516   565   3,969     Total current liabilities   92,227   68,227   709,439      Long-term liabilities   20,224   163,561     Other long-term debt (Note 5)   5,548   31,059   42,677     Accrued severance benefits (Note 6)   21,263   20,224   163,561     Other long-term liabilities   8,740   8,517   67,231     Other long-term liabilities   8,740   8,517   67,231     Other long-term liabilities   1,405   1,443   10,808    Adjustments on foreign currency statement translation   546   199   4,200     Minority interests in consolidated subsidiaries   1,405   1,443   10,808    Commitments and contingencies (Note 11)    Shareholders' equity (Notes 9 and 12):    Common stock:					-		
Employees' savings deposits       5,394       6,131       41,493         Accrued expenses       4,002       4,051       30,785         Accrued income taxes (Note 7)       1,843       2,486       14,177         Other current liabilities       516       563       3,069         Total current liabilities       29,227       68,227       709,439         Long-term liabilities       5,548       31,059       42,677         Accrued severance benefits (Note 6)       21,263       20,224       163,561         Other long-term liabilities       8,740       8,517       67,231         Adjustments on foreign currency statement translation       546       199       4,200         Minority interests in consolidated subsidiaries       1,405       1,443       10,808         Commitments and contingencies (Note 11)       546       199       4,200         Minority interests in consolidated subsidiaries       1,405       1,443       10,808         Commitments and contingencies (Note 11)       546       199       4,200         Minority interests in consolidated subsidiaries       27,588       27,588       21,215         Additional paid-in capital       20,401       19,709       156,931         Legal reserve       6,897<				_		_	
Accrued expenses 4,002 4,051 30,785 Accrued income taxes (Note 7) 1,843 2,486 14,177 Other current liabilities 516 565 3,969 Total current liabilities 92,227 68,227 709,439  Long-term liabilities: 5,548 31,059 42,677 Accrued severance benefits (Note 6) 21,263 20,224 163,561 Other long-term liabilities 8,740 8,517 67,231 35,551 59,800 273,469  Adjustments on foreign currency statement translation 546 199 4,200 Minority interests in consolidated subsidiaries 1,405 1,443 10,808  Commitments and contingencies (Note 11)  Shareholders' equity (Notes 9 and 12): Common stock: Authorised 400,000,000 shares Issued with par value of ¥50 per share— 236,443,939 shares 27,588 27,588 212,215 Additional paid-in capital 2,204 19,709 156,931 Legal reserve 6,897 6,897 53,054 Retained earnings 144,488 144,565 1,111,446 199,374 198,759 1,533,646 Less shares in treasury. 161 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	Employees' sayings deposits						
Accrued income taxes (Note 7)	1 , 2 1		1		· ·		
Other current liabilities.         516         565         3,969           Total current liabilities.         92,227         68,227         709,439           Long-term liabilities.         20,227         68,227         709,439           Long-term debt (Note 5)         5,548         31,059         42,677           Accrued severance benefits (Note 6)         21,263         20,224         163,561           Other long-term liabilities.         8,740         8,517         67,231           35,551         59,800         273,469           Adjustments on foreign currency statement translation.         546         199         4,200           Minority interests in consolidated subsidiaries.         1,405         1,443         10,808           Commitments and contingencies (Note 11)         3,551         59,800         27,588         27,588         21,215         4,200           Shareholders' equity (Notes 9 and 12):         2,54,443,939 shares.         2,54,588         27,588         212,215         4,200           Additional paid-in capital         20,401         19,709         156,931         1,200         1,200         1,200         1,200         1,200         1,200         1,200         1,200         1,200         1,200         1,200         1,200 <th><u>.</u></th> <th></th> <th></th> <th></th> <th>•</th> <th></th> <th></th>	<u>.</u>				•		
Total current liabilities			1				
Long-term liabilities:    Long-term debt (Note 5)						_	
Long-term debt (Note 5)			_,		00,227		, 0,,10,
Long-term debt (Note 5)	The second Publisher						
Accrued severance benefits (Note 6) 21,263 20,224 163,561 Other long-term liabilities 8,740 8,517 67,231 35,551 59,800 273,469			E E 4 0		21.050		12 (77
Other long-term liabilities       8,740       8,517       67,231         35,551       59,800       273,469         Adjustments on foreign currency statement translation       546       199       4,200         Minority interests in consolidated subsidiaries       1,405       1,443       10,808         Commitments and contingencies (Note 11)         Shareholders' equity (Notes 9 and 12):         Common stock:         Authorised — 400,000,000 shares         Issued with par value of ¥50 per share —         236,443,939 shares       27,588       27,588       212,215         Additional paid-in capital       20,401       19,709       156,931         Legal reserve       6,897       6,897       53,054         Retained earnings       144,488       144,565       1,111,446         199,374       198,759       1,533,648         Less shares in treasury       (1)       (1)       (1)       (8)         199,373       198,758       1,533,638		2	1		· ·		
Adjustments on foreign currency statement translation			1				1
Adjustments on foreign currency statement translation. 546 199 4,200 Minority interests in consolidated subsidiaries. 1,405 1,443 10,808  Commitments and contingencies (Note 11)  Shareholders' equity (Notes 9 and 12):  Common stock:  Authorised — 400,000,000 shares  Issued with par value of ¥50 per share —  236,443,939 shares 27,588 27,588 212,215  Additional paid-in capital 20,401 19,709 156,931  Legal reserve 6,897 6,897 53,054  Retained earnings 144,488 144,565 1,111,446  199,374 198,759 1,533,646  Less shares in treasury. (1) (8)  199,373 198,758 1,533,638	Other long-term habilities			_		_	
Minority interests in consolidated subsidiaries       1,405       1,443       10,808         Commitments and contingencies (Note 11)         Shareholders' equity (Notes 9 and 12):         Common stock:         Authorised — 400,000,000 shares         Issued with par value of ¥50 per share —         236,443,939 shares       27,588       27,588       212,215         Additional paid-in capital       20,401       19,709       156,931         Legal reserve       6,897       6,897       53,054         Retained earnings       144,488       144,565       1,111,446         199,374       198,759       1,533,646         Less shares in treasury       (1)       (1)       (8)         199,373       198,758       1,533,638		Ĵ	5,551		59,800		2/3,469
Minority interests in consolidated subsidiaries       1,405       1,443       10,808         Commitments and contingencies (Note 11)         Shareholders' equity (Notes 9 and 12):         Common stock:         Authorised — 400,000,000 shares         Issued with par value of ¥50 per share —         236,443,939 shares       27,588       27,588       212,215         Additional paid-in capital       20,401       19,709       156,931         Legal reserve       6,897       6,897       53,054         Retained earnings       144,488       144,565       1,111,446         199,374       198,759       1,533,646         Less shares in treasury       (1)       (1)       (8)         199,373       198,758       1,533,638	Adjustments on foreign currency statement translation		546		100		4 200
Commitments and contingencies (Note 11)  Shareholders' equity (Notes 9 and 12):  Common stock:  Authorised — 400,000,000 shares  Issued with par value of \(\frac{1}{2}\)50 per share —  236,443,939 shares. 27,588 27,588 212,215  Additional paid-in capital 20,401 19,709 156,931  Legal reserve							
$\begin{array}{c} \textbf{Shareholders' equity (Notes 9 and 12):} \\ \textbf{Common stock:} \\ \textbf{Authorised} & -400,000,000 \text{ shares} \\ \textbf{Issued with par value of } $\$50 \text{ per share} \\ & 236,443,939 \text{ shares.} & 27,588 & 27,588 & 212,215 \\ \textbf{Additional paid-in capital.} & 20,401 & 19,709 & 156,931 \\ \textbf{Legal reserve.} & 6,897 & 6,897 & 53,054 \\ \textbf{Retained earnings.} & 144,488 & 144,565 & 1,111,446 \\ & & 199,374 & 198,759 & 1,533,646 \\ \textbf{Less shares in treasury.} & & (1) & (1) & (8) \\ \hline & & 199,373 & 198,758 & 1,533,638 \\ \hline \end{array}$	Minority interests in consonuated subsidiaries		1,403		1,443		10,000
$\begin{array}{c} \textbf{Shareholders' equity (Notes 9 and 12):} \\ \textbf{Common stock:} \\ \textbf{Authorised} & -400,000,000 \text{ shares} \\ \textbf{Issued with par value of } $\$50 \text{ per share} \\ & 236,443,939 \text{ shares.} & 27,588 & 27,588 & 212,215 \\ \textbf{Additional paid-in capital.} & 20,401 & 19,709 & 156,931 \\ \textbf{Legal reserve.} & 6,897 & 6,897 & 53,054 \\ \textbf{Retained earnings.} & 144,488 & 144,565 & 1,111,446 \\ & 199,374 & 198,759 & 1,533,646 \\ \textbf{Less shares in treasury.} & (1) & (1) & (8) \\ \hline & 199,373 & 198,758 & 1,533,638 \\ \hline \end{array}$	Commitments and contingencies (Note 11)						
Common stock:         Authorised — 400,000,000 shares         Issued with par value of ¥50 per share —         236,443,939 shares.       27,588       27,588       212,215         Additional paid-in capital       20,401       19,709       156,931         Legal reserve       6,897       6,897       53,054         Retained earnings       144,488       144,565       1,111,446         199,374       198,759       1,533,646         Less shares in treasury       (1)       (1)       (8)         199,373       198,758       1,533,638							
Common stock:         Authorised — 400,000,000 shares         Issued with par value of ¥50 per share —         236,443,939 shares.       27,588       27,588       212,215         Additional paid-in capital       20,401       19,709       156,931         Legal reserve       6,897       6,897       53,054         Retained earnings       144,488       144,565       1,111,446         199,374       198,759       1,533,646         Less shares in treasury       (1)       (1)       (8)         199,373       198,758       1,533,638	Shareholders' equity (Notes 9 and 12):						
Issued with par value of ¥50 per share —         236,443,939 shares       27,588       27,588       212,215         Additional paid-in capital       20,401       19,709       156,931         Legal reserve       6,897       6,897       53,054         Retained earnings       144,488       144,565       1,111,446         199,374       198,759       1,533,646         Less shares in treasury       (1)       (1)       (8)         199,373       198,758       1,533,638							
236,443,939 shares       27,588       27,588       212,215         Additional paid-in capital       20,401       19,709       156,931         Legal reserve       6,897       6,897       53,054         Retained earnings       144,488       144,565       1,111,446         199,374       198,759       1,533,646         Less shares in treasury       (1)       (1)       (8)         199,373       198,758       1,533,638	Authorised — 400,000,000 shares						
Additional paid-in capital       20,401       19,709       156,931         Legal reserve       6,897       6,897       53,054         Retained earnings       144,488       144,565       1,111,446         199,374       198,759       1,533,646         Less shares in treasury       (1)       (1)       (8)         199,373       198,758       1,533,638	Issued with par value of ¥50 per share —						
Additional paid-in capital       20,401       19,709       156,931         Legal reserve       6,897       6,897       53,054         Retained earnings       144,488       144,565       1,111,446         199,374       198,759       1,533,646         Less shares in treasury       (1)       (1)       (8)         199,373       198,758       1,533,638		2	27,588		27,588		212,215
Legal reserve       6,897       6,897       53,054         Retained earnings       144,488       144,565       1,111,446         199,374       198,759       1,533,646         Less shares in treasury       (1)       (1)       (8)         199,373       198,758       1,533,638		2	20,401		19,709		156,931
Retained earnings       144,488       144,565       1,111,446         199,374       198,759       1,533,646         Less shares in treasury       (1)       (1)       (8)         199,373       198,758       1,533,638	•				-		
Less shares in treasury       199,374       198,759       1,533,646         (1)       (1)       (8)         199,373       198,758       1,533,638	· · · · · · · · · · · · · · · · · · ·				144,565	1	
Less shares in treasury       (1)       (1)       (8)         199,373       198,758       1,533,638	ŭ						
<u> 199,373</u> <u> 198,758</u> <u> 1,533,638</u>	Less shares in treasury						
	·	19				1	
$\pm 320,102 \pm 320,427 \pm 2,331,334$			29,102	¥	328,427		2,531,554

(thousands of

## **Consolidated Statements of Income**

Years ended 31st March, 1998 and 1997

		(millions of yen)				US (N	usands of dollars) Note 1)
		_	1998	_	1997		1998
Net sales		¥	240,249	¥	234,268	\$ 1,	848,069
Costs and expenses	<b>.</b>						
00000 with 011p 011000	Cost of sales		211,305		206,977	1,	625,423
	Selling, general and administrative expenses		24,955		22,750		191,961
		_	236,260	_	229,727		817,384
Operating income			3,989		4,541		30,685
Other income (exp	enses):						
_	Interest and dividend income		2,278		2,341		17,523
	Interest expenses		(1,649)		(1,741)		(12,685)
	Other, net (Note 10)		(1,231)	_	(265)		(9,469)
			(602)		335		(4,631)
Income before inco	ome taxes, minority interests and						
	gs of affiliates		3,387		4,876		26,054
Income taxes (Note	e 7)		2,434	_	3,312		18,723
Income before min	·						
	gs of affiliates		953		1,564		7,331
•	C. COM.		88		317		677
1 /	of affiliates		46		478	φ.	354
Net income		¥	1,087	¥_	2,359	\$	8,362
- 1		_	(ye	en)		(US	dollars)
Per share:	Not in come	v	4.60	¥	0.00	¢	0.04
	Net income	¥	4.60 7.00	ŧ	9.98	\$	0.04
	Cash dividends		7.00		7.00		0.05

See Notes to Consolidated Financial Statements.

# Consolidated Statements of Shareholders' Equity

Years ended 31st March, 1998 and 1997

		(millions of yen)				(thousands of US dollars) (Note 1)		
Common stock:		_	1998	_	1997		1998	
Common stock:	Balance at beginning of year (1998 — 236,443,939 shares; 1997 — 236,439,099 shares)	¥	27,588	¥	27,586	\$	212,215	
	Add: Conversion of convertible bonds (1997 — 4,840 shares) Balance at end of year	_		_	2		<del>_</del>	
	(1998 and 1997 — 236,443,939 shares)	<u>¥</u>	27,588	¥	27,588	\$	212,215	
Additional paid-in	capital:							
1	Balance at beginning of year	¥	19,709	¥	19,706	\$	151,608	
	Conversion of convertible bonds		692		3		5,323	
	Balance at end of year	¥	20,401	¥	19,709	\$	156,931	
Legal reserve:								
	Balance at beginning of year	¥	6,897	¥	6,896	\$	53,054	
	Transfer from retained earnings	¥	6,897	¥	6,897	\$	53,054	
Retained earnings:								
recumen currings.	Balance at beginning of year	¥	144,565	¥	143,955	\$ 1,	,112,038	
	Net income		1,087		2,359		8,362	
	Adjustments due to increase in consolidated subsidiaries		1,191		190		9,162	
	20%~50% owned affiliates		78		(200)		600	
	Cash dividends		(1,655) (86)		(1,655) (83)		(12,731) (662)	
	Transfer to legal reserve		<del></del>		(1)		(002)	
	Adjustments due to decrease in consolidated subsidiaries		(692)		_		(5,323)	
	Balance at end of year	¥	144,488	¥	144,565	\$ 1,	,111,446	
Treasury stock at co	ost:							
	Balance at beginning of year	(¥	1)	(¥	4)	(\$	8)	
	Deduct: sold	(77		(**	3	( +		
	Balance at end of year	( <u>¥</u>	1)	(¥_	1)	( <u>\$</u>	8)	

# **Consolidated Statements of Cash Flows**

Years ended 31st March, 1998 and 1997

	(millions of yen)			(thousands of US dollars) (Note 1)		
		1998		1997		1998
Cash flows from operating activities:	37	1.007	<b>X</b> 7	2.250	ф	0.262
Net income	¥	1,087	¥	2,359	\$	8,362
Adjustments to reconcile net income to net cash provided by operating activities:		13,634		13,266		104,877
Depreciation		(46)		(478)		(354)
Equity in earnings of affiliates Provision for doubtful receivables		94		(5)		723
Provision for severance benefits		1,977		1,761		15,208
Payment of severance benefits		(942)		(1,045)		(7,246)
Loss on sale of property, plant and equipment		386		835		2,969
Gain on sale of marketable securities		(1,053)		(1,318)		(8,100)
(Gain) loss on sale of investment securities and investments in		(1,000)		(1,510)		(0,100)
and advances to non-consolidated subsidiaries and affiliates		82		(21)		631
Write-down of marketable securities and investment securities		1,142		653		8,785
Unrealized exchange losses		1,144		_		8,800
Other		2,396		562		18,431
Changes in operating assets and liabilities:		_,-,-				,
Receivables		(259)		(1,418)		(1,993)
Inventories		(3,821)		257		(29,393)
Other current assets		(512)		150		(3,939)
Payables		(1,751)		2,180		(13,469)
Employees' savings deposits		(737)		(383)		(5,669)
Accrued expenses		(49)		(241)		(377)
Accrued income taxes		(643)		1,374		(4,946)
Other current liabilities		(49)		(41)		(377)
Net cash provided by operating activities	-	12,080		18,447	_	92,923
Cash flows from investing activities:						
Proceeds from sale of property, plant and equipment		109		432		838
Proceeds from sale of marketable securities		193,402		227,197	1	,487,708
Proceeds from sale of investment securities and investments				400		400
in and advances to non-consolidated subsidiaries and affiliates		52		106		400
Payment for purchase of property, plant and equipment		(12,333)		(12,213)	/-	(94,869)
Payment for purchase of marketable securities	( .	188,479)		(225,598)	(1	,449,838)
Payment for purchase of investment securities and		(1.015)		(1.016)		(12.062)
investments in and advances to non-consolidated subsidiaries and affiliates		(1,815)		(1,916)		(13,962)
Other, net		151		700	_	1,161
Net cash used in investing activities		(8,913)		(11,292)		(68,562)
Cash flows from financing activities:						
Proceeds from issuance of long-term debt		165		452		1,269
Repayment of long-term debt		(1,136)		(3,756)		(8,738)
Increase in other long-term liabilities		223		1,382		1,716
Increase in short-term bank loans		601		304		4,623
Cash dividends paid		(1,655)		(1,655)		(12,731)
Directors' and statutory auditors' bonuses paid		(86)		(83)		(662)
Net cash used in financing activities		(1,888)		(3,356)		(14,523)
Net increase in cash and cash equivalents		1,279		3,799		9,838
Cash and cash equivalents at beginning of year		37,343		33,544	_	287,254
Cash and cash equivalents at end of year	¥	38,622	¥	37,343	\$	297,092
Cash paid during the year for:						
Interest	¥	1,411	¥	1,586	\$	10,854
Income taxes		2,597		1,406		19,977

See Notes to Consolidated Financial Statements.

### **Notes to Consolidated Financial Statements**

### 1. Basis of presenting financial statements:

The accompanying consolidated financial statements have been prepared in accordance with the provisions set forth in the Japanese Securities and Exchange Law and its related accounting regulations and in conformity with generally accepted accounting principles and practices in Japan.

In preparing these financial statements, however, certain reclassifications have been made to the financial statements issued domestically in Japan in order to present them in a form which is more familiar to readers outside Japan.

A statement of cash flows is not required for domestic reporting purposes but is presented herein for the readers' convenience.

In addition, the accompanying footnotes include information which is not required under generally accepted accounting principles and practices in Japan but is presented herein as additional information.

The United States dollar (\$) amounts included herein are given solely for convenience and are stated, as a matter of arithmetical computation only, at the rate of \$130 = \$1, the approximate exchange rate at 31st March, 1998. The translations should not be construed as representations that the Japanese yen amounts have been, could have been, or could in the future be, converted into United States dollars.

### 2. Summary of significant accounting policies:

### (a) Basis of consolidation

The accompanying consolidated financial statements include the accounts of Nisshinbo Industries, Inc. ("Nisshinbo") and its majority-owned subsidiaries (together "Nisshinbo and its consolidated subsidiaries").

Investments in 20~50% owned affiliates were accounted for by the equity method.

Intercompany transactions and accounts have been eliminated.

### (b) Foreign currency transactions

Short-term receivables and payables in foreign currencies are translated into Japanese yen at the current exchange rates as of the balance sheet dates.

Investments in and advances to subsidiaries and affiliates and long-term debt in foreign currencies are translated at the historical rates effective at the dates of transaction from which such accounts were originated.

#### (c) Foreign currency financial statements

Assets, liabilities, income and expenses of foreign subsidiaries are translated into Japanese yen at the current exchange rates as of the balance sheet date.

### (d) Cash and cash equivalents

In reporting cash flows, Nisshinbo and its consolidated subsidiaries consider cash and time deposits with maturities of one year or less to be cash and cash equivalents. Such time deposits may be withdrawn on demand without diminution of principal.

### (e) Investments

Current and non-current portfolios of marketable debt and equity securities are stated at the lower of cost or market. Other investments are stated at cost.

### (f) Inventories

Inventories are stated principally at the lower of cost or market, cost being substantially determined by the average cost method.

### (g) Property, plant and equipment

Property, plant and equipment is stated at cost. Depreciation is computed principally on the declining balance method over their estimated useful lives.

### (h) Accrued severance benefits

The annual provision for severance payments is calculated to state the liability at the amount that would be required if all employees eligible for severance payments should terminate their employment at the balance sheet date, less amounts funded. With minor exceptions, such provision includes those for directors and statutory auditors of Nisshinbo and its consolidated subsidiaries. Normal and prior service costs of Nisshinbo and its consolidated subsidiaries' non-contributory pension plans are charged to income and funded currently.

#### (i) Income taxes

Income taxes are provided for amounts currently payable for each fiscal year. No tax effect of temporary differences between tax and financial reporting purposes is recognised.

### 3. Inventories:

Inventories at 31st March, 1998 and 1997 were as follows:

		(million	(thousands of US dollars)				
	<u>1998</u> <u>1997</u>			1997	1998		
Finished products	¥	33,769	¥	31,685	\$ 259,762		
Work in process		9,747		9,261	74,977		
Materials and supplies		9,335		8,084	71,807		
	¥	52,851	¥	49,030	\$ 406,546		

### 4. Marketable equity securities:

At 31st March, 1998 and 1997, the aggregate cost and market value of current and non-current portfolios of marketable equity securities included in marketable securities, investment securities and investments in non-consolidated subsidiaries and affiliates were summarised as follows:

	(millions of yen)				(thousands of US dollars)	
		1998	1997			1998
Current portfolios:						
Cost and carrying amount	¥	13,429	¥	14,741	\$	103,300
Market value		48,275		61,868		371,346
Non-current portfolios:						
Cost and carrying amount		39,735		37,423		305,654
Market value		132,029		174,625		1,015,608

### 5. Short-term bank loans and long-term debt:

Short-term bank loans at 31st March, 1998 and 1997 were principally represented by 180 to 365 days notes issued by Nisshinbo and its consolidated subsidiaries to banks. The annual interest rates applicable to the short-term bank loans at 31st March, 1998 and 1997 were 1.0% to 9.5% and 1.0 % to 6.9%, respectively.

(4) 1 6

Long-term debt at 31st March, 1998 and 1997 consisted of the following:

	(millions of yen)			en)	(thousands of US dollars)		
		1998		1997	1998		
Long-term debt with collateral:							
Loans from banks maturing serially to 2002, ranging from 1.2% to 4.7%	¥	1,231	¥	1,155	\$	9,469	
Non-interest bearing loan from a governmental institute							
maturing serially to 1999		214		321		1,646	
Long-term debt without collateral:							
Loans from banks maturing serially to 2001, ranging from 1.6% to 3.4%		394		751		3,031	
1.7% convertible bonds, convertible into common							
stock at ¥1,800.50, due in 1999		25,312		25,836		194,708	
8.3% notes, due in 1999		3,958		3,527		30,446	
Capital lease obligations, due through 2010		912				7,015	
		32,021		31,590		246,315	
Less current portion		(26,473)		(531)		(203,638)	
	¥	5,548	¥	31,059	\$	42,677	

Annual maturities of long-term debt were as follows:

Year ending 31st March,	(millions of yen)	(thousands of US dollars)
1999	¥ 26,473	\$ 203,638
2000	4,458	34,292
2001	215	1,654
2002	127	977
2003 and thereafter	748	5,754
	¥ 32,021	\$ 246,315

At 31st March, 1998 and 1997, net book value of assets pledged as collateral for short-term bank loans and long-term loans from banks and a governmental institute was as follows:

		(million	US dollars)				
				1997	1998		
Property, plant and equipment	¥	3,186	¥	4,617	\$	24,507	
Investment securities		79		79		608	
	¥	3,265	¥	4,696	\$	25,115	

### 6. Retirement and pension plans:

Under most circumstances, employees terminating their employment are entitled to lump-sum severance payments based on the rate of pay at termination, years of service and certain other factors.

Provisions for severance payments charged to income for the years ended 31st March, 1998 and 1997 were \$1,977 million (\$15,208 thousand) and \$1,761 million, respectively.

In addition to the lump-sum severance payments described above, most employees are covered by Nisshinbo and its consolidated subsidiaries' non-contributory pension plans. Pension costs charged to income for the years ended 31st March, 1998 and 1997 were ¥236 million (\$1,815 thousand) and ¥232 million, respectively.

### 7. Income taxes:

Japanese taxes on income applicable to Nisshinbo and its domestic consolidated subsidiaries would normally result in an aggregate tax rate of approximately 51%.

The effective income tax rates on income before income taxes, minority interests and equity in earnings of affiliates in the accompanying consolidated financial statements differ from the normal Japanese tax rates. The principal reasons for such differences are (a) the accounting policy of not providing for deferred income taxes arising from temporary differences between financial and tax reporting and (b) certain expenses which are not deductible for income tax purposes.

### 8. Leasing arrangements:

The Company and its consolidated subsidiaries lease machinery and other facilities under non-cancellable agreements. Future minimum rental payments on the above leases are as follows:

Year ending 31st March,	(millions of yen)		(thousands of US dollars)		
1999	¥	825	\$	6,346	
2000		621		4,777	
2001		458		3,523	
2002		346		2,662	
2003 and thereafter		334		2,569	

Rental expenses charged to income for the years ended 31st March, 1998 and 1997 were ¥1,066 million (\$8,200 thousand) and ¥1,198 million, respectively.

### 9. Shareholders' equity:

The Japanese Commercial Code provides that an amount equal to at least 10% of all cash payments which are made as an appropriation of retained earnings be appropriated as a legal reserve until such reserve equals 25% of stated value of capital stock. This reserve is not available for dividends but may be used to reduce a deficit by resolution of the shareholders or may be capitalised by resolution of the Board of Directors.

Dividends are approved by the shareholders at a meeting held subsequent to the fiscal year to which the dividend is applicable. In addition, a semi-annual interim dividend may be paid upon resolution of the Board of Directors, subject to limitations imposed by the Code.

The computation of net income per share is based on the weighted average number of shares of common stock outstanding during each fiscal year.

### 10. Other income (expenses) — Other, net:

Other income (expenses) — Other, net consisted of the following:

		(millions of yen)			US dollars)		
		1998 1997			1998		
Loss on sale of property, plant and equipment	(¥	386)	(¥	835)	(\$	2,969)	
Gain on sale of securities		971		1,339		7,469	
Devaluation of securities		(1,142)		(653)		(8,785)	
Other, net		(674)		(116)		(5,184)	
	( <u>¥</u>	1,231)	(¥	265)	(\$	9,469)	

(thousands of

#### 11. Commitments and contingencies:

Contingent liabilities at 31st March, 1998 and 1997 for trade notes discounted with banks and tradenotes delivered with endorsements for payments amounted to ¥2,004 million (\$15,415 thousand) and ¥4,119 million, respectively. Contingent liabilities at 31st March, 1998 and 1997 for loans guaranteed amounted to ¥2,690 million (\$20,692 thousand) and ¥1,386 million, respectively.

Commitments for capital expenditures outstanding at 31st March, 1998 and 1997 were in the approximate amounts of ¥8,045 million (\$61,885 thousand) and ¥3,946 million, respectively.

### 12. Subsequent events:

On 26th June, 1998, Nisshinbo's shareholders authorised the appropriation of retained earnings as follows:

	(millio	ns of yen)	(thousands of US dollars)		
Cash dividends (¥3.50 per share)	¥	828	\$	6,369	
Directors' bonuses		60		462	

### Report of Independent Certified Public Accountants on Consolidated Financial Statements

To the Board of Directors Nisshinbo Industries, Inc.

We have examined the consolidated balance sheet of Nisshinbo Industries, Inc. and consolidated subsidiaries as of 31st March, 1997, and the related statements of income, shareholders' equity and cash flows for the year then ended, all expressed in Japanese yen. Our examination was made in accordance with generally accepted auditing standards in Japan and, accordingly, included such tests of the accounting records and such other auditing procedures as we considered necessary in the circumstances.

In our opinion, the consolidated financial statements referred to above present fairly the financial position of Nisshinbo Industries, Inc. and consolidated subsidiaries as of 31st March, 1997, and the results of their operations and their cash flows for the year then ended, in conformity with generally accepted accounting principles in Japan applied on a basis consistent with that of the preceding year.

The United States dollar amounts shown in the consolidated financial statements have been translated solely for convenience. We have reviewed this translation and, in our opinion, the consolidated financial statements expressed in Japanese yen have been translated into US dollars on the basis described in Note 1.

Masami Tsukeshiba Certified Public Accountant

M Tenkenh

27th June, 1997 Tokyo, Japan 9 1. Katecka

Harutaka Kataoka Certified Public Accountant

### Report of Independent Certified Public Accountant on Consolidated Financial Statements

To the Board of Directors Nisshinbo Industries, Inc.

I have examined the consolidated balance sheet of Nisshinbo Industries, Inc. and consolidated subsidiaries as of 31st March, 1998, and the related statements of income, shareholders' equity and cash flows for the year then ended, all expressed in Japanese yen. My examination was made in accordance with generally accepted auditing standards in Japan and, accordingly, included such tests of the accounting records and such other auditing procedures as I considered necessary in the circumstances.

In my opinion, the consolidated financial statements referred to above present fairly the financial position of Nisshinbo Industries, Inc. and consolidated subsidiaries as of 31st March, 1998, and the results of their operations and their cash flows for the year then ended, in conformity with generally accepted accounting principles in Japan applied on a basis consistent with that of the preceding year.

The United States dollar amounts shown in the consolidated financial statements have been translated solely for convenience. I have reviewed this translation and, in my opinion, the consolidated financial statements expressed in Japanese yen have been translated into US dollars on the basis described in Note 1.

Masami Tsukeshiba Certified Public Accountant

M Tenkenhilo

26th June, 1998 Tokyo, Japan

## **Board of Directors and Statutory Auditors**

President Senior Executive Director Director Standing Statutory Auditor
Akihiro Mochizuki Keiji Okumura Osamu Kitauchi Shinsuke Takahashi
Senior Executive Director Director Statutory Auditor

Atsushi Mihara
Seiji Yamamoto
Morio Yatabe
Director
Yoshikazu Sashida
Executive Director
Director
Yukio Hosoya
Director
Tadashi Nakai
Director
Statutory Auditor
Akira Onishi

Yukio Hosoya Tadashi Nakai

Executive Director Director

Hisao Ishikawa Koushi Fujino
Executive Director Director

Tsuyoshi Sugaizumi Hisayoshi Arata

Executive Director Director

Yoshimasa Hasegawa Hiroshi Nogami

Director Akira Baba Director

Director Director
Suguru Miyazu Kenji Tasaki

## Corporate Data (As of March 31, 1998)

Founded: February 5, 1907

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Nagoya Branch: 5-2-38, Sakae, Naka-ku, Nagoya 460-0008

Tel: 052-261-6151 Fax: 052-263-9480

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Tel: 212-698-5000 Fax: 212-541-9871

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Nisshinbo Automotive Corporation: 42355 Merrill Road, Sterling Heights, MI 48314, U.S.A.

Tel: 810-997-1000 Fax: 810-997-1010

Nisshinbo Europe B.V.: World Trade Center, Strawinskylaan B1425 1077XX Amsterdam, The Netherlands

Tel: 020-5753349 Fax: 020-5753350

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Tel: 2736-7886 Fax: 2730-2181

Employees: 5,102

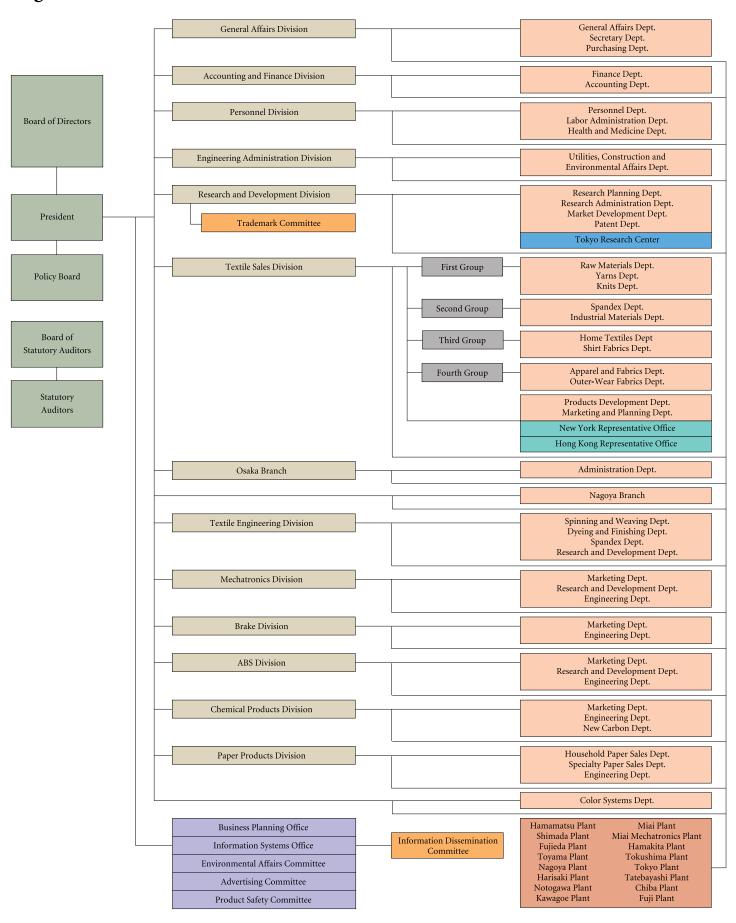
Common Stock:

 Par Value:
 \( \frac{\f{\frac{\frac{\frac{\frac{\frac{\f{\frac{\frac{\frac{\frac{\frac}

¥27,588 million — US\$212 million

Shareholders: 13,635

## **Organization Chart**





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