長榮海運股份有限公司
EVERGREEN MARINE CORP. (TAIWAN) LTD.

Stock Code：2603

EVERGREEN MARINE CORP. (TAIWAN) LTD.

2017 Annual General Shareholders' Meeting

Meeting Handbook

June 22, 2017

THIS IS A TRANSLATION OF THE HANDBOOK FOR THE 2017 ANNUAL SHAREHOLDERS' MEETING (THE "HANDBOOK") OF EVERGREEN MARINE CORP. (TAIWAN) LTD. (THE "COMPANY"). THIS TRANSLATION IS INTENDED FOR REFERENCE ONLY AND NOTHING ELSE, THE COMPANY HEREBY DISCLAIMS ANY AND ALL LIABILITIES WHATSOEVER FOR THE TRANSLATION. THE CHINESE TEXT OF THE HANDBOOK SHALL GOVERN ANY AND ALL MATTERS RELATED TO THE INTERPRETATION OF THE SUBJECT MATTER STATED HEREIN.

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AGENDA FOR THE MEETING

APPENDICES

EVERGREEN MARINE CORP. (TAIWAN) LTD.

2017 Annual General Shareholders' Meeting

Meeting Time: June 22 (Thursday), 2017 9:00 am

Meeting Location: Conference Hall (the 15th floor)
No. 163 Sec. 1, Hsin-Nan Road, Lu-Chu Dist., Taoyuan City, Taiwan (R.O.C.)

Attendance: There are 3,512,355,986 shares issued by the Company, the number of shareholder representatives attending make up ____________ shares, reaching __% of the total issued shares.

Chairman: Chang, Cheng-Yung, the Chairman of the Board

I. Report the total number of shares represented at this AGM and announce commencement of the meeting.

II. Chairman's Address.

III. Report Items:

A. Business Report of the year 2016 (Handbook pages 7-12).

B. Supervisors' report for the year ended December 31, 2016 (Handbook page 43).

C. Report of not setting aside Employees' Compensation and Remuneration of Directors and Supervisors: Since there was no profit in fiscal year 2016, the Company does not set aside employees' compensation and remuneration of directors and supervisors pursuant to the Article 26 of Articles of Incorporation.

D. Corporate Bond Report: In order to repay the loans and reinforce the financial structure of the Company, the Board Meeting held on Mar. 30, 2017 resolved to issue the 13th Domestic Secured Ordinary Corporate Bond. The Corporate Bond was issued with total amount of NT$8,000,000,000, period of 5 years, and fixed interest rate. The registration of Corporate Bond issuance has become effective after being approved by Taipei Exchange and has completed listing and trading on Taipei Exchange dated Apr. 25, 2017.

IV. Ratification and Discussion Items

Proposed by the Board of Directors

Proposal 1：Ratification of the 2016 Business Report and Audited Financial Statements. (Handbook pages 7-41) Please ratify.

Description: The 2016 Financial Statements of the Company have been audited by Mr. Lai, Chung-Hsi and Mr. Chih, Ping-Chiun, the CPA of PricewaterhouseCoopers, Taiwan, and the 2016 Business Report and Financial Statements have also been reviewed and audited by the Supervisors.

Resolution:

Proposed by the Board of Directors

Proposal 2：Ratification of 2016 Deficit Compensation. (Handbook page 42) Please ratify.

Description: The net loss for fiscal year 2016 is NT$6,607,985,791. After adding adjusted unappropriated retained earnings of previous years, the deficit yet to be compensated at the end of 2016 is NT$4,248,210,595. Therefore, it is not to allocate dividends. Besides, it is proposed to use the legal reserve to compensate the Company's deficit, and after compensating, there is no deficit yet to be compensated.

Resolution:

Proposed by the Board of Directors

Proposal 3：Proposal to amend the Company's "Articles of Incorporation." Amendments shown in a comparison table on the Handbook (pages 44-51). Please discuss.

Description: Highlights of the amendments are as below:

1. For capital increase demand in the future, it is proposed to amend Article 5 to increase the authorized capital of the Company from NT$36,000,000,000 to NT$50,000,000,000.
2. Considering the reasons with the basis of the remuneration of the Directors and Supervisors changed as the annual profit, and the funding of the competitors for reference, and the reduction in the gap between the upper and lower limits of funding ratio of the remuneration of the Directors and Supervisors and the compensation of employee, it is proposed to amend paragraph 1 of Article 26 to adjust the proportion of the remuneration of Directors and

Supervisors to the profit (before tax) of the current year from not exceeding 5% to not exceeding 2%.

3. To cope that the Company will establish the Audit Committee to replace the Supervisors after the election of Directors in the Shareholders' Meeting this year, the term "Supervisor" of the Articles shall be removed and the concerning regulations of the Audit Committee shall be added.

Resolution:

Proposed by the Board of Directors

Proposal 4：Proposal to amend the Company's "Regulations for Electing Directors and Supervisors." Amendments shown in a comparison table on the Handbook (pages 52-55). Please discuss.

Description: Highlights of the amendments are as below:

1. To cope that the Company will establish the Audit Committee to replace the Supervisors, the regulation shall be renamed as "Regulations for Electing Directors" and the term "Supervisor" shall be removed from the Articles.
2. To meet the practice, the paragraph 2 of Article 8 is added to prescribe that the Company shall keep the voting papers for at least one year in reference to the "Sample Template for Procedures for Election of Directors and Supervisors" of the Taiwan Stock Exchange Corporation.

Resolution:

Proposed by the Board of Directors

Proposal 5：Proposal to amend the Company's "Procedures for Acquiring and Disposing of Assets." Amendments shown in a comparison table on the Handbook (pages 56-75). Please discuss.

Description: Highlights of the amendments are as below:

1. To cope that the Company will establish the Audit Committee to replace the Supervisors, the term "Supervisor" of the Articles shall be removed and the concerning regulations of the Audit Committee shall be added.
2. The Procedures are also amended in accordance with the amendment of the "Regulations Governing the Acquisition and Disposal of Assets by Public Companies" announced by Order No. Financial-

Supervisory-Securities–Corporate-1060001296 by Financial Supervisory Commission on February 9, 2017.

Resolution:

Proposed by the Board of Directors

Proposal 6：Proposal to amend the Company's "Procedures for Transaction of Derivative Products." Amendments shown in a comparison table on the Handbook (pages 76-79). Please discuss.

Description: To cope that the Company will establish the Audit Committee to replace the Supervisors, the term "Supervisor" of the Articles shall be removed and the concerning regulations of the Audit Committee shall be added.

Resolution:

Proposed by the Board of Directors

Proposal 7：Proposal to amend the Company's "Procedures for Fund Lending, Endorsement and Guarantee." Amendments shown in a comparison table on the Handbook (pages 80-93). Please discuss.

Description: To cope that the Company will establish the Audit Committee to replace the Supervisors, the term "Supervisor" of the Articles shall be removed and the concerning regulations of the Audit Committee shall be added.

Resolution:

V. Election Item:

Submitted by the Board of Directors

Proposal: Proposal to elect the Directors of the Company.

Description:

1. Since the term of office of the current Directors and Supervisors will expire on June 17, 2017, and the Company is establishing the Audit Committee to replace the Supervisors, it is proposed to elect nine Directors (including three Independent Directors) according to the provisions of the Articles of Incorporation of the Company. The new Directors, whose term of office shall be three years from June 22, 2017 to June 21, 2020, shall take office after Annual General Shareholders' Meeting, and the current Directors and Supervisors shall be discharged simultaneously.

2. The election of the Directors is conducted under the "candidate nomination system". The Board of Directors reviewed and approved the roster of the Director Candidates on May 12, 2017. The information of the Director Candidates are as Handbook Pages 94-97.

Election Results:

VI. Other Item:

Submitted by the Board of Directors

Proposal: **Discussion on approving the release of restrictions of competitive activities of Directors. Please discuss.**

Description:

1. Directors who, for themselves or others run businesses which are similar to the business of the Company, shall report to and obtain permission from the shareholders' meeting.
2. The competitive activities of the Director Candidates are as shown in the following table. Therefore, the release of restrictions of competitive activities of Directors is proposed to the Shareholders' Meeting for approval. (Exhaustive list of Concurrent Positions in Other Companies as Handbook Pages 94-97.)

Director Candidate	Concurrent Positions in Other Companies	The Business which is similar to the Company's
Evergreen Steel Corporation Representative：Chang, Cheng-Yung	Director and President of Greencompass Marine S.A.	Ship Transportation
	Director and President of Gaining Enterprise S.A.	
	Director of Taipei Port Container Terminal Corporation	Container Distributing Center Business
Chang Yung-Fa Charity Foundation. Representative：Chang, Kuo-Hua	Director and President of Evergreen International S.A.	Ship Transportation
	Director of Evergreen Marine (Hong Kong) Ltd.	
	Director and President of Colon Container Terminal S.A.	Container Distributing Center Business
	Director of Evergreen International Storage & Transport Corporation	Ship Transportation & Container Distributing Center Business

Director Candidate	Concurrent Positions in Other Companies	The Business which is similar to the Company's
Chang Yung-Fa Charity Foundation. Representative： Chang, Kuo- Ming	Director of Evergreen International S.A.	Ship Transportation
Evergreen International S.A. Representative： Ko, Lee-Ching	Director and President of Evergreen International S.A.	Ship Transportation
	Director and President of Greencompass Marine S.A.	
	Director and President of Gaining Enterprise S.A.	
	Director of Evergreen Marine (Singapore) Pte. Ltd.	
	Director of Evergreen International Storage & Transport Corporation	Ship Transportation & Container Distributing Center Business
Evergreen International S.A. Representative： Lee, Mong-Jye	Director and President of Greencompass Marine S.A.	Ship Transportation
	Director and President of Gaining Enterprise S.A.	
	Director of PT. Evergreen Shipping Agency Indonesia	

Resolution:

VII. Extraordinary Motions

VIII. Meeting Adjournment

EVERGREEN MARINE CORP. (TAIWAN) LTD.

Business Report of the year 2016

2016 was undoubtedly a year of major changes in the shipping industry. The global container shipping market experienced five large-scale mergers and acquisitions and one shipping company ranked seventh globally declared bankruptcy. Despite the largest number ever of ship demolitions and blank sailings, shipping capacity remained higher than market demand. The imbalance between supply and demand of shipping space led to unreasonable price competition among carriers. Freight rates tumbled to historic lows. Nevertheless, fundamentals of the global shipping industry began to change late last year. There are signs of gradual improvement in overall conditions. Looking back on last year, the shipping industry has arrived at a turning point.

Company staff followed sustainable development concepts to execute objectives of operating income maximization and cost minimization, with continued improvement of fleet efficiency, enhancement of shipping alliance operations while making great efforts in training staff to boost core competitiveness of the company. With more comprehensive service networks, more concentrated sailing schedules and more on-time delivery we are able to provide customers with quality services that gain their trust and support.

1. Container shipping market overview

A. Cargo volume growth

According to an IMF report, global average GDP growth for 2016 was only 3.1%, below the earlier forecast of 3.4%. The increase global trade volumes as per the WTO was 1.7% in 2016, down from its earlier forecast of 2.8%, which was also below the 3.1% growth rate of the global economy. The revised estimate, reflects the slow pace of global trade and production output growth in the post-2009 financial crisis era. According to CTS (Container Trades Statistics) 2016 volume growth for main Asian trade routes to Europe was 1.2% with Pacific Eastbound volume growth at 4.3% as per data from Datamyne.

B. Ship capacity supply

According to statistics of Alphaliner, 2016 global container fleet capacity growth remained slow with an increase of 1.5% (20.27 million TEU vs 19.96 million in 2015), an increase of around 300,000 in TEU capacity. New deliveries totaled 145 ships at 968,749 TEU. 7,500 TEU and above ships dominated sector growth with a total of 69 ships of 882,400 TEU, at 91% of the total.

Panamax 5,000 TEU vessels, after the expansion of the Canal in June, became less competitive compared with larger vessels, leading to a dip in rental rates. In order to stop losses, ship owners sent ships for demolition, which also set a record for the youngest ever ship scrapping at only seven years old. In addition to instabilities in the freight market, the approval of ballast water treatment legislation and a [IMO] 0.5% sulphur cap to take effect by 2020 have also stimulated demolition of inefficient ships. In 2016 a record was set in the scrapping of nearly 660,000 TEU of all types of vessels (201) at an average ship age of 19 years.

Due to weak market demand, ship owners delayed delivery of about 60 container ships, totaling 400,000 TEU. In addition, 18 container ship orders totaling 57,000 TEU were cancelled.

Due to capacity oversupply and low freight rates, shipping companies were forced to adjust sailings to reduce capacity, resulting in an increase in number of ships idled. By October 2016, idling container ship capacity surged to 1.59 million TEU, an historic high. By the end of 2016, idled capacity softened to 1.42 million TEU.

C. Carrier Performance

2016 was a landmark year in the history of shipping. Freight rates continued to set new lows. Shipping companies went bankrupt, or were restructured. The competitive landscape in the maritime industry changed rapidly. As per Alphaliner's statistics, average Q1 gains of major global shipping companies was -5.5%, with -9.2% in Q2, -7.8% for Q3 and -1.2% for Q4. In late August, a South Korean shipping firm ranked seventh globally filed for bankruptcy protection. Market status began to improve once shippers crisis awareness became heightened and shipping carrier selection policies changed.

In Shanghai the export price index rose 33% in September, but this was too late to save overall Q3 performance. Key operational indicators such as loading factors and average freight revenue all improved in Q4.

D. Company Operational Strategy

Evergreen constantly pursues profitability through cost minimization and customer service improvement. Despite a harsh business environment, all employees strive to carry out projected planning, and exert joint efforts to accomplish goals set by management. Overall operations have been improving steadily and the company is on the right track for recovery of revenue flows when the global economy bottoms out. Company strategies are summarized as follows:

1. Cost reduction – continuing to control the four main costs, and trying to reduce unit costs;
2. Grasp opportunities to increase profits –seize the opportunity to adjust freight rates and find niche markets in response to market demand and supply;
3. Activation benefit – control cargo structure, and optimize fleet transport capacity;
4. Join shipping alliances – cooperate with other partners to provide an expanded service network; and
5. Service enhancement – provide customers with better services and more accurate sailing schedules.

2. Annual Accounts & Profitability Analysis

In 2016, actual consolidated operating income totaled NT$124.47 billion, compared with NT$133.81 billion in 2015, a decrease of NT$9.35 billion. In 2016, actual consolidated operating costs were NT$127.96 billion, compared with NT$132.19 billion in 2015, a decrease of NT$4.24 billion.

3. Research & Development

a. Green Fleet

According to the "Airborne Toxic Control Measure for Auxiliary Diesel Engines Operated on Ocean-Going Vessels At-Berth in a California Port" of the California Air Resource Board, the Company fleet's use of shore power systems in cold-ironing across the fleet will be enforced to reach an emission reduction of at least 70% from January 1,2017.

In addition, we maintain an “Environmental Guardians” page on our website so as to proactively share emissions management and treatment of ballast and sludge, as well as introducing 19 state-of-the-art L-type designs and other green instruments for the easy reference of our customers.

b. Maritime Training

Evergreen upholds the spirit and vision of sustainable development, and is committed to professional maritime training. There is a full set of training equipment at the Evergreen Seafarer Training Center, and we organize training courses to improve professional knowledge and skills of crew so as to prevent maritime accidents and environmental pollution.

(1) In 2016, the Evergreen Seafarer Training Center organized a total of 359 professional training courses in 30 categories, training 2,576 people.

(2) In May 2016, the UK Maritime and Coastguard Agency recertified the Company for Ships Security Officer, Basic Training - Elementary First Aid, Proficiency in Medical First Aid, Proficiency in Medical Care and Proficiency in Medical Care Refresher trainings. The courses provided by the Evergreen Seafarer Training Center (ESTC) met the requirements of IMO STCW (Standards of Safety, Training, Certification, and Watchkeeping) 2010 Amendments.

(3) In October 2016, the Maritime and Port Authority of Singapore agreed to recognize 15 courses conducted by the Evergreen Seafarer Training Center (ESTC) for certification in Human Factor, Leadership and Bridge Resource Management, Human Factor, Leadership and Engine Room Resource Management, Operational Use of ECDIS, etc.

(4) To expand the cultivation of maritime professionals, Evergreen strengthened its cooperation with National Kaohsiung Marine University, offering a post-graduate program in maritime transportation with a series of complete knowledge and professional skills training, offering the opportunity for non-maritime undergraduates to engage in maritime work. Evergreen also subsidizes the total tuition and part of the accommodation expenses. Qualified students can get internship in Evergreen fleet, then join fleet service further if perform excellently.

c. E-Commerce

Evergreen's shipmentlink.com is being constantly upgraded and innovated for customers. In March 2016, we established an official website (www.master-agency.com.cn) to provide customers in Greater China with new function in addition to existing schedules, bills of lading, container tracking and cargo reports. Online log-in and uploading of money remittance functions were incorporated into the system to facilitate customer access to updated information at their fingertips, as well as achieving carbon reduction and the overall objective of paperless operations.

Security remains Evergreen Line's top concern. In concert with the new regulations for the safety of life at sea (SOLAS) which came into force on July 1, 2016, we have finished upgrading our website. Customers can easily query weight of containers which has been verified through our website (www.shipmentlink.com, www.master-agency.com.cn), via the mobile app version of ShipmentLink, upload to Excel, E-mail, EDI or VGM transmission platforms provided by third parties. This reduces the risk of cargo delay due to omission of VGM declaration.

In the best interests of consumers and to abide by the governing law, the company has established competition law legal compliance guidelines in site area, whereby the customers are notified of the corporate's determination to adhere to the anti-competitive rules and regulations to fulfill its' social responsibilities .

d. Quality Recognition

Through our commitment to enhancing service quality, Evergreen earns recognition from customers, the media, and institutions worldwide:

- **Evergreen named Best Trans-Pacific Shipping Line**

  Evergreen Line was awarded "Best Shipping Line - Trans-Pacific" by Asia Cargo News at the 30th presentation of the Asian Freight, Logistics and Supply Chain Awards (AFLAS).

  The criteria for "Supply Chain Asia Logistics Awards" selection include customer service, shipment accuracy, e-commerce systems, innovation and quality of shipping. Over 15,000 readers of Asia Cargo News were invited to select the companies that had consistently demonstrated excellence in customer service, innovation and quality of services provided. Only service users can vote for the AFLAS Awards. This accolade is therefore particularly significant as it signifies a vote of confidence in the carrier's efforts to provide shippers with quality service.

- **Evergreen Receives Environmental Protection Award from Los Angeles**

In September 2016, the Port Authority of Los Angeles honored Evergreen Line with an environmental protection award. The award was conferred in recognition of the carrier's excellent performance in the 2015 Vessel Speed Reduction Program initiated by the largest port in North America.

The program rewards vessel operators' compliance with a policy of reducing vessel speeds to 12 knots or less within 40 nautical miles of Point Fermin (near the entrance to Los Angeles harbor). The aim is to minimize greenhouse gas emission and thus reduce their impact on air quality in the port community.

In 2015, ships of the Evergreen Line's fleet called 138 times at the Port of Los Angeles. The carrier's voluntary effort to reduce speed is estimated to have lowered emissions by 4,657 tonnes of CO2; 156 tonnes of NOx; 87 tonnes of SOx and 8 tonnes of particulate matter.

EVERGREEN MARINE CORPORATION (TAIWAN) LTD. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
YEARS ENDED DECEMBER 31
(Expressed in thousands of New Taiwan dollars)

Assets	Notes	December 31, 2016 AMOUNT	%	December 31, 2015 AMOUNT	%
Current assets					
Cash and cash equivalents	6(1)	$ 34,413,449	18	$ 32,834,520	17
Held-to-maturity financial assets - current	6(3)	170,000	-	200,000	-
Notes receivable, net		30,011	-	39,624	-
Accounts receivable, net	6(4)	11,572,595	6	10,783,582	6
Accounts receivable, net - related parties	7	922,674	-	762,913	-
Other receivables		785,855	-	320,983	-
Other receivables - related parties	7	287,067	-	470,771	-
Current income tax assets		218,829	-	226,444	-
Inventories	6(5)	3,174,920	2	2,798,186	1
Prepayments		1,063,328	1	917,626	1
Other current assets	6(6), 7 and 8	1,338,279	1	2,817,350	2
Current assets		53,977,007	28	52,171,999	27
Non-current assets					
Available-for-sale financial assets - non-current	6(2)	2,694,826	2	2,576,927	1
Held-to-maturity financial assets - non-current	6(3)	50,000	-	220,000	-
Investments accounted for using equity method	6(7)	25,779,053	14	24,584,558	13
Property, plant and equipment, net	6(8)(24), 7 and 8	99,470,430	52	107,619,180	56
Investment property - net	6(9) and 8	1,938,774	1	1,967,025	1
Intangible assets		121,341	-	22,371	-
Deferred income tax assets	6(28)	662,014	-	489,531	-
Other non-current assets	6(10) and 8	5,060,319	3	3,000,616	2
Non-current assets		135,776,757	72	140,480,208	73
Total assets		$ 189,753,764	100	$ 192,652,207	100

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EVERGREEN MARINE CORPORATION (TAIWAN) LTD. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
YEARS ENDED DECEMBER 31
(Expressed in thousands of New Taiwan dollars)

Liabilities and Equity	Notes	December 31, 2016 AMOUNT	%	December 31, 2015 AMOUNT	%
Current liabilities					
Accounts payable		$ 12,615,885	7	$ 12,658,949	6
Accounts payable - related parties	7	291,777	-	192,562	-
Other payables		1,838,287	1	1,826,325	1
Other payables - related parties	7	142,174	-	133,170	-
Current income tax liabilities		108,469	-	217,478	-
Other current liabilities	6(11) and 7	27,034,577	14	24,327,683	13
Current liabilities		42,031,169	22	39,356,167	20
Non-current liabilities					
Corporate bonds payable	6(12)	-	-	3,000,000	2
Long-term loans	6(13)	77,673,504	41	71,095,549	37
Deferred income tax liabilities	6(28)	633,182	1	961,391	-
Other non-current liabilities	6(14)(15)	15,777,408	8	16,944,498	9
Non-current liabilities		94,084,094	50	92,001,438	48
Total liabilities		136,115,263	72	131,357,605	68
Equity attributable to owners of the parent					
Capital	6(17)				
Common stock		35,123,560	18	35,123,560	18
Capital surplus	6(18)				
Capital surplus		7,989,014	4	7,986,633	4
Retained earnings	6(19)				
Legal reserve		9,233,242	5	9,233,242	5
Unappropriated retained earnings		(4,248,211)	(2)	2,561,825	1
Other equity interest	6(20)				
Other equity interest		2,889,888	2	3,095,787	2
Equity attributable to owners of the parent		50,987,493	27	58,001,047	30
Non-controlling interest		2,651,008	1	3,293,555	2
Total equity		53,638,501	28	61,294,602	32
Significant Contingent Liabilities And Unrecognized Contract Commitments	9				
Significant events after the balance sheet date	11				
Total liabilities and equity		$ 189,753,764	100	$ 192,652,207	100

The accompanying notes are an integral part of these consolidated financial statements.
See report of independent accountants dated March 30, 2017.

EVERGREEN MARINE CORPORATION (TAIWAN) LTD. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME
FOR THE YEARS ENDED DECEMBER 31
(Expressed in thousands of New Taiwan dollars, except earnings per share)

		Year ended December 31			
		2016		2015	
Items	Notes	AMOUNT	%	AMOUNT	%
Operating revenue	6(21) and 7	$ 124,467,608	100	$ 133,813,687	100
Operating costs	6(26)(27) and 7	(127,955,772)	(103)	(132,194,363)	(99)
Gross (loss) profit		(3,488,164)	(3)	1,619,324	1
Unrealized profit from sales		(14,136)	-	(84,261)	-
Realized profit on from sales		8,187	-	5,252	-
Gross (loss) profit		(3,494,113)	(3)	1,540,315	1
Operating expenses	6(26)(27) and 7	(6,235,412)	(5)	(5,701,090)	(4)
Other gains - net	6(22)	1,881,263	2	313,749	-
Operating loss		(7,848,262)	(6)	(3,847,026)	(3)
Other income	6(23)	802,322	1	695,808	-
Other gains and losses	6(24)	470,571	-	(84,441)	-
Finance costs	6(25)	(1,245,952)	(1)	(986,094)	(1)
Share of loss of subsidiaries, associates and joint ventures accounted for using equity method		(987,662)	(1)	(460,743)	-
Total non-operating income and expenses		(960,721)	(1)	(835,470)	(1)
Loss before income tax		(8,808,983)	(7)	(4,682,496)	(4)
Income tax benefit	6(28)	243,672	-	(56,801)	-
Loss for the period		($ 8,565,311)	(7)	($ 4,739,297)	(4)
Other comprehensive income (loss)					
Components of other comprehensive income that will not be reclassified to profit or loss					
Loss on remeasurements of defined benefit plans		($ 62,172)	-	($ 162,439)	-
Share of other comprehensive loss of subsidiaries, associates and joint ventures accounted for using equity method, components of other comprehensive income that will not be reclassified to profit or loss		(155,908)	-	(154,579)	-
Income tax related to components of other comprehensive income that will not be reclassified to profit or loss		20,614	-	22,440	-
Components of other comprehensive income that will not be reclassified to profit or loss		(197,466)	-	(294,578)	-

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EVERGREEN MARINE CORPORATION (TAIWAN) LTD. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME
FOR THE YEARS ENDED DECEMBER 31
(Expressed in thousands of New Taiwan dollars, except earnings per share)

		Year ended December 31			
		2016		2015	
Items	Notes	AMOUNT	%	AMOUNT	%
Components of other comprehensive income that will be reclassified to profit or loss					
Exchange differences on translating the financial statements of foreign operations		$ 498,341	1	$ 327,271	-
Unrealized gain on valuation of available-for-sale financial assets		145,411	-	1,039,584	1
Share of other comprehensive income (loss) of associates and joint ventures accounted for using equity method		448,018	-	(209,339)	-
Income tax relating to the components of other comprehensive income (loss)		12,525	-	(11,789)	-
Components of other comprehensive income that will be reclassified to profit or loss		1,104,295	1	1,145,727	1
Other comprehensive income for the period, net of income tax		$ 906,829	1	$ 851,149	1
Total comprehensive loss for the period		($ 7,658,482)	(6)	($ 3,888,148)	(3)
Loss, attributable to:					
Owners of the parent		($ 6,607,986)	(5)	($ 4,408,079)	(4)
Non-controlling interest		($ 1,957,325)	(2)	($ 331,218)	-
Comprehensive income (loss) attributable to:					
Owners of the parent		($ 7,015,935)	(5)	($ 3,226,155)	(3)
Non-controlling interest		($ 642,547)	(1)	($ 661,993)	-
Loss per share (in dollars)					
Loss earnings per share		($	1.88)	($	1.26)
Diluted loss per share		($	1.88)	($	1.26)

The accompanying notes are an integral part of these consolidated financial statements.
See report of independent accountants dated March 30, 2017.

EVERGREEN MARINE CORPORATION (TAIWAN) LTD. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2016 AND 2015
(Expressed in thousands of New Taiwan dollars)

	Notes	Equity attributable to owners of the parent: Common stock	Capital surplus	Retained Earnings: Legal reserve	Retained Earnings: Special reserve	Retained Earnings: Unappropriated retained earnings	Other equity interest: Financial statements translation differences of foreign operations	Other equity interest: Unrealized gain or loss on available-for-sale financial assets	Other equity interest: Hedging instrument gain (loss) on effective hedge of cash flow hedges	Total	Non-controlling interest	Total equity
Year 2015												
Balance at January 1, 2015		$ 34,775,802	$ 7,292,458	$ 9,115,638	$ 828,940	$ 7,240,507	$ 1,356,698	$ 636,519	($ 365,777)	$ 60,880,785	$ 3,955,548	$ 64,836,333
Appropriations of 2014 earnings												
Legal reserve		-	-	117,604	-	(117,604)	-	-	-	-	-	-
Reversal of special reserve		-	-	-	(828,940)	828,940	-	-	-	-	-	-
Stock dividends		347,758	-	-	-	(347,758)	-	-	-	-	-	-
Cash dividends		-	-	-	-	(347,758)	-	-	-	(347,758)	-	(347,758)
Adjustments to share of changes in equity of associates and joint ventures	6(18)	-	694,175	-	-	-	-	-	-	694,175	-	694,175
Loss for the year		-	-	-	-	(4,408,079)	-	-	-	(4,408,079)	(331,218)	(4,739,297)
Other comprehensive income (loss) for the period	6(20)	-	-	-	-	(286,423)	798,388	825,331	(155,372)	1,181,924	(330,775)	851,149
Balance at December 31, 2015		$ 35,123,560	$ 7,986,633	$ 9,233,242	$ -	$ 2,561,825	$ 2,155,086	$ 1,461,850	($ 521,149)	$ 58,001,047	$ 3,293,555	$ 61,294,602
Year 2016												
Balance at January 1, 2016		$ 35,123,560	$ 7,986,633	$ 9,233,242	$ -	$ 2,561,825	$ 2,155,086	$ 1,461,850	($ 521,149)	$ 58,001,047	$ 3,293,555	$ 61,294,602
Adjustments to share of changes in equity of associates and joint ventures	6(18)	-	2,381	-	-	-	-	-	-	2,381	-	2,381
Loss for the year		-	-	-	-	(6,607,986)	-	-	-	(6,607,986)	(1,957,325)	(8,565,311)
Other comprehensive income (loss) for the period	6(20)	-	-	-	-	(202,050)	(900,464)	241,311	453,254	(407,949)	1,314,778	906,829
Balance at December 31, 2016		$ 35,123,560	$ 7,989,014	$ 9,233,242	$ -	($ 4,248,211)	$ 1,254,622	$ 1,703,161	($ 67,895)	$ 50,987,493	$ 2,651,008	$ 53,638,501

The accompanying notes are an integral part of these consolidated financial statements.
See report of independent accountants dated March 30, 2017.

EVERGREEN MARINE CORPORATION (TAIWAN) LTD. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31
(Expressed in thousands of New Taiwan dollars)

	Notes	2016	2015
CASH FLOWS FROM OPERATING ACTIVITIES			
Loss before tax		($ 8,808,983)	($ 4,682,496)
Adjustments			
Income and expenses having no effect on cash flows			
Depreciation	6(8)(9)	8,106,130	8,192,869
Amortization	6(26)	30,501	12,869
Bad debts expense	6(4)(6)	144,901	24,155
Interest income	6(23)	(277,749)	(230,050)
Interest expense	6(25)	1,245,952	986,094
Dividend income	6(23)	(142,152)	(137,552)
Realized loss from available-for-sale financial assets	6(24)	1,878	717,713
Loss (gain) on disposal of investments accounted for using equity method		1,865	(131,351)
Share of loss of associates and joint ventures accounted for using equity method		987,662	460,743
Net gain on disposal of property, plant and equipment	6(22)	(1,881,263)	(313,749)
Realized loss from property, plant and equipment	6(24)	49,429	-
Net loss on disposal of intangible assets		3	5
Realized income with affliated companies		(17,120)	(14,184)
Unrealized income with affliated companies		14,136	84,261
Changes in assets/liabilities relating to operating activities			
Changes in operating assets			
Notes receivable, net		8,823	31,052
Accounts receivable		(1,067,949)	3,764,309
Accounts receivable, net - related parties		(171,827)	(318,423)
Other receivables		(476,640)	127,651
Other receivables - related parties		177,204	(140,943)
Inventories		(423,095)	1,841,054
Prepayments		(160,259)	123,444
Other current assets		1,378,329	776,113
Other non-current assets		(31,257)	(30,878)
Net changes in liabilities relating to operating activities			
Accounts payable		165,241	(2,158,105)
Accounts payable - related parties		102,996	(498,267)
Other payables		(106,113)	(320,320)
Other payables - related parties		(28,318)	12,213
Other current liabilities		1,811,096	(804,141)
Other non-current liabilities		(63,008)	(92,107)
Cash inflow generated from operations		570,413	7,281,979
Interest received		277,749	230,050
Interest paid		(1,282,509)	(1,004,725)
Income tax paid		(333,038)	(1,287,414)
Net cash flows (used in) from operating activities		(767,385)	5,219,890

(Continued)

EVERGREEN MARINE CORPORATION (TAIWAN) LTD. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31
(Expressed in thousands of New Taiwan dollars)

	Notes	2016	2015
CASH FLOWS FROM INVESTING ACTIVITIES			
Proceeds from capital reduction of available-for-sale financial assets		$ 1,253	$ -
Proceeds from disposal of held-to-maturity financial assets		200,000	-
Acquisition of held-to-maturity financial assets		-	(50,000)
Proceeds from capital reduction of investments accounted for using equity method		97,704	-
Acquisition of investments accounted for using equity method		(2,866,762)	(1,435,320)
Proceeds from disposal of investments accounted for using equity method		-	7,304
Disposal of subsidiaries		-	(61,740)
Acquisition of property, plant and equipment		(1,669,499)	(2,515,724)
Proceeds from disposal of property, plant and equipment		2,651,016	482,265
Acquisition of intangible assets		(76,428)	(13,347)
Increase in other non-current assets		(2,596,335)	(10,873,074)
Cash dividend received		848,702	552,762
Net cash flows used in investing activities		(3,410,349)	(13,906,874)
CASH FLOWS FROM FINANCING ACTIVITIES			
Increase in short-term loans		10,600,283	4,637,138
Decrease in short-term loans		(10,600,283)	(4,637,138)
Decrease other payables	7	(5,716)	(7,270)
Increase in long-term loans		23,897,467	28,122,621
Decrease in long-term loans		(18,353,483)	(16,961,552)
Decrease other non-current liabilities		(827,099)	(1,961,861)
Cash dividends paid		-	(347,758)
Net cash flows from financing activities		4,711,169	8,844,180
Effect of exchange rate changes		1,045,494	(149,217)
Net increase in cash and cash equivalents		1,578,929	7,979
Cash and cash equivalents at beginning of year		32,834,520	32,826,541
Cash and cash equivalents at end of year		$ 34,413,449	$ 32,834,520

The accompanying notes are an integral part of these consolidated financial statements.
See report of independent accountants dated March 30, 2017.

REPORT OF INDEPENDENT ACCOUNTANTS TRANSLATED FROM CHINESE

To the Board of Directors and Shareholders of Evergreen Marine Corporation (Taiwan) Ltd.

Opinion

We have audited the accompanying consolidated balance sheets of Evergreen Marine Corporation (Taiwan) Ltd. (the" Company") and its subsidiaries (the Company and its subsidiaries constitute the "Group") as of December 31, 2016 and 2015, and the related consolidated statements of comprehensive income, changes in equity and cash flows for the years then ended, and a summary of the significant accounting policies and other explanatory information.

In our opinion, based on our audit and on consideration of the separate audit reports on individual financial statements of the Group (please refer to *Other Matter* section of the report), the accompanying consolidated financial statements present fairly, in all material respects, the financial position of the Group as of December 31, 2016 and 2015, and its financial performance and cash flows for the years then ended in accordance with the Regulations Governing the Preparations of Financial Reports by Securities Issuers, and in accordance with International Financial Reporting Standards and International Accounting Standards as adopted by the Financial Supervisory Commission of Republic of China.

Basis for opinion

We conducted our audit of the consolidated financial statements in accordance with Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants and auditing standards generally accepted in the Republic of China (ROC GAAS). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of the report. We remain independent of the Company in accordance with the Code of Professional Ethics for Certified Public Accountants in the Republic of China (the "Code"), and we fulfill our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained along with the report of other independent auditors are sufficient and appropriate to provide a basis for our opinion.

Key audit matters

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

Accuracy of freight revenue

Description

Please refer to Note 4(31) for accounting policies on revenue recognition, Note 5(2) for uncertainty of accounting estimates and assumptions applied on revenue recognition, and Note 6(21) for details of sales revenue.

Evergreen Marine Corporation (Taiwan) Ltd. primarily engages in global container shipping service covering ocean-going and near-sea shipping line, shipping agency business as well as container freight station business. In 2016, freight revenue was NT$ 110,022,623 thousand, representing 88.39% of operating revenue. Since ocean-going shipping often lasts for several days, voyages are sometimes completed after the date of balance sheet. Also, demands for freight are consistently sent by forwarders during voyage. Due to the factors mentioned above, freight revenue is recognized under the percentage-of-completion method for each vessel during the reporting period.

Despite the Group conducting business worldwide, its transactions are all in small amounts, whereas the freight rate is subject to fluctuation caused by cargo loading rate as well as market competition. Worldwide shipping agencies use a system to record the transactions by entering data including shipping departure, destination, counterparty, transit time, shipping amounts, and freight price for the Group. Therefore, management could recognize freight revenue in accordance with the data on bill of lading reports generated from the system, accompanied by estimation made from past experience and current cargo loading conditions the revenue that would flow in, and calculate the revenue under percentage-of-completion method. As the process of recording transactions, communicating with agencies, maintaining the system inevitably involves are done manually, and the estimation of freight revenue are subject to management's judgment, therefore freight revenue undergoes high uncertainty and is material to the financial statements. Given that the conditions mentioned above, we consider the accuracy of freight revenue and the appropriate use of cut-off under the Group and its investee companies as a key audit matter.

How our audit addressed the matter

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

1. Understand operation and industry of the Company to assess the reasonableness of policies and procedures on revenue recognition, and confirm whether it is appropriate to the financial statements.
2. Understand the procedures of revenue recognition from booking, picking, billing to receiving. Assess and test relevant internal controls, including checking freight items and amounts of delivery information against the approved contracts and booking list. In addition, recalculate the accuracy of freight revenue, and ensure its consistency with the bill of lading report.
3. Acquire estimated freight income report for vessels underway as of balance sheets date, and inquire with management for the reasonableness of judgement. In addition, check historical freight revenue for total voyage under each individual vessel, along with comparing with current cargo loading condition as well as actual revenue received after period end to ensure the reasonableness of revenue assumptions.
4. Confirm the completeness of vessels underway for the reporting period, including tracking the movements of shipments on the internet to ensure the vessels that depart before period end have been taken into consideration in the freight revenue calculation.
5. Verify accuracy of data used in calculating percentage of completion under each voyage, including selecting samples and check whether total shipping days shown on the Company's website are in agreement with cruise timetable as well as recalculating shipping days (days between departure and balance sheet date), in order to examine the soundness of percentage applied.

Impairment of property, plant and equipment

Description

Please refer to Note 4(16) for accounting policies on property, plant and equipment, Note 5(2) for uncertainty of accounting estimates and assumptions applied on impairment of property, plant and equipment, and Note 6(8) for details of property, plant and equipment.

As of December 31, 2016, property, plant and equipment amounted to NT$ 99,470,430 thousand, constituting 52.42% of total assets, and ship equipment, transport equipment and cargo handling equipment amount to NT$ 81,070,851 thousand, accounting for approximately 81.50% of total property, plant and equipment. As new ships have been built and put into operation by many carriers around the world, market supply has exceeded demand. Therefore, the market imbalance led to price competition, resulting to losses for the industry and raising the risk of asset impairment. The valuation of impairment and recoverable amounts are evaluated by the Group using the present value of the future cash flows expected to be derived from an asset or cash-generating unit compared to the book value. The main assumptions of discount rates used in recoverable amounts, and expected operating revenue growth rates, gross profit, operating profit rates, capital expenditures and discount rates used in future cash flow estimates are subject to management's judgement and involve with high uncertainty, and the estimated results are material to the consolidated financial statements. Given the conditions mentioned above, we consider the impairment assessment of ship equipment, transport equipment and cargo handling equipment in the property, plant and equipment under the Group and its investee companies as a key audit matter.

How our audit addressed the matter

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

1. Understand and assess the relevant policies, internal controls and process applied to valuation of assets impairments.
2. Interview with management regarding the impairment test report, and assess the reasonableness of discounts rate and the reasonableness of operating revenue, gross profit, operating profit rate, growth rates and capital expenditure that management used in estimating future cash flows by checking actual performance under past operating plans and comparing the performance with industry forecast to evaluate the intention and capability of management.
3. Check the parameters of the valuation model and recalculate the valuation model for accuracy.

Realizability of deferred tax assets

Description

Please refer to Note 4(29) for accounting policies on deferred tax assets, Note 5(2) for uncertainty of accounting estimates and assumptions applied on deferred tax assets, and Note 6(28) for details of deferred tax assets.

As of December 31, 2016, the Group has deferred tax assets amounting to NT$ 662,014 thousand. The evaluation of the realizability of deferred tax assets relies on whether the operating plan could generate sufficient taxable income, including assumptions such as expected market demand, economic condition, revenue growth rates and cost. As the determination of assumptions involve management judgment and high uncertainty in estimates, we consider the realizability of deferred tax assets as a key audit matter.

How our audit addressed the matter

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

1. Understand operation and industry of the Company to assess the reasonableness of future operating plan proposed by management, including examining the procedure of operating plan and understanding whether the plan is in agreement with the content approved by management.
2. Interview with management for details of operation plan and check the past performance of operating plan as well as compare the performance with industry forecast index to assess the intention and capability of management.
3. Obtain the deferred assets valuation statement compiled by management and examine the consistency of estimate method and the reasonableness of material assumptions, such as expected revenue, cost and expenses in future operating plan to assess the reasonableness of future realizable income after tax.
4. Assess sensitivity analysis adopting different revenue growth rates and cost assumption, and confirm whether the uncertainty effects of the future estimated realizable income after tax have been dealt properly addressed by management

Other matter – Audit by other independent auditors

We did not audit the financial statements of all the consolidated subsidiaries. Those statements and the information disclosed in Note 13 were performed by other independent accountants whose reports thereon have been furnished to us, and our audit expressed herein is based solely on the reports of the other independent auditors. The statements reflects that total assets in these subsidiaries amounted to NT$62,747,081 thousand and NT$67,152,721 thousand, constituting 33.07% and 34.86% of the total consolidated assets as of December 31, 2016, and 2015, respectively. Net operating revenues in the subsidiaries amounted to NT$46,208,197 thousand and NT$50,884,347 thousand, constituting 37.12% and 38.03% of the total consolidated net operating revenues of 2016 and 2015 for the years then ended. In addition, we did not audit the financial statements of all the investee companies accounted for using equity method. Those statements were audited by other independent accountants whose reports thereon have been furnished to us, and our audit expressed herein, insofar as it relates to the amounts included for those investee companies accounted for using equity method and information disclosed in Note 13 related to these long-term equity investments, is based solely on the audit reports of other independent auditors.

Long-term equity investments in these investee companies amounted to NT$15,396,048 thousand and NT$14,393,328 thousand, constituting 8.11% and 7.47% of the total consolidated assets as of December 31, 2016 and 2015, respectively, and comprehensive loss (including share of profit or loss and share of other comprehensive income of associates and joint ventures accounted for using equity method) was NT$1,049,924 thousand and NT$1,166,011 thousand for the years then ended.

We have also audited the parent company only financial statement of Evergreen Marine Corporation (Taiwan) Ltd. as of and for the years ended December 31, 2016 and 2015 on which we have issued an unqualified opinion with explanatory paragraph thereon.

Responsibilities of management and those charged with governance for the consolidated financial statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with the Regulations Governing the Preparations of Financial Reports by Securities Issuers and in accordance with International Financial Reporting Standards and International Accounting Standards as adopted by the Financial Supervisory Commission R.O.C., and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

Those charged with governance, including supervisors, are responsible for overseeing the Group's financial reporting process.

Auditor's responsibilities for the audit of the consolidated financial statements

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

As part of an audit in accordance with ROC GAAS, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

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

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

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

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

Lai, Chung-Hsi

Chih, Ping-Chiun

for and on behalf of PricewaterhouseCoopers, Taiwan
March 30, 2017

The accompanying consolidated financial statements are not intended to present the financial position and results of operations and cash flows in accordance with accounting principles generally accepted in countries and jurisdictions other than the Republic of China. The standards, procedures and practices in the Republic of China governing the audit of such financial statements may differ from those generally accepted in countries and jurisdictions other than the Republic of China. Accordingly, the accompanying consolidated financial statements and report of independent accountants are not intended for use by those who are not informed about the accounting principles or auditing standards generally accepted in the Republic of China, and their applications in practice.
As the financial statements are the responsibility of the management, PricewaterhouseCoopers cannot accept any liability for the use of, or reliance on, the English translation or for any errors or misunderstandings that may derive from the translation.

EVERGREEN MARINE CORPORATION (TAIWAN) LTD.
PARENT COMPANY ONLY BALANCE SHEETS
(Expressed in thousands of New Taiwan dollars)

Assets	Notes	December 31, 2016 AMOUNT	%	December 31, 2015 AMOUNT	%
Current assets					
Cash and cash equivalents	6(1)	$ 20,654,209	20	$ 18,678,635	17
Held-to-maturity financial assets - current	6(3)	170,000	-	200,000	-
Notes receivable, net		29	-	37	-
Accounts receivable, net	6(4)	2,115,896	2	1,684,859	2
Accounts receivable - related parties	7	123,897	-	192,943	-
Other receivables		686,293	1	195,704	-
Other receivables - related parties	7	207,467	-	153,857	-
Current income tax assets		195,071	-	180,626	-
Inventories	6(5)	401,083	-	473,999	1
Prepayments		192,983	-	187,725	-
Other current assets	6(6), 7 and 8	2,050,809	2	2,445,756	2
Current Assets		26,797,737	25	24,394,141	22
Non-current assets					
Available-for-sale financial assets - non-current	6(2)	1,782,500	2	1,349,363	1
Held-to-maturity financial assets - non-current	6(3)	50,000	-	220,000	-
Investments accounted for using equity method	6(7)	46,181,530	44	53,343,917	48
Property, plant and equipment - net	6(8) and 8	26,055,383	25	27,982,312	25
Investment property - net	6(9) and 8	1,926,846	2	1,945,991	2
Intangible assets		52,203	-	10,080	-
Deferred income tax assets	6(27)	520,670	-	363,764	1
Other non-current assets	6(10)	2,680,128	2	1,319,547	1
Non-current assets		79,249,260	75	86,534,974	78
Total assets		$ 106,046,997	100	$ 110,929,115	100

(Continued)

EVERGREEN MARINE CORPORATION (TAIWAN) LTD.
PARENT COMPANY ONLY BALANCE SHEETS
(Expressed in thousands of New Taiwan dollars)

Liabilities and Equity	Notes	December 31, 2016 AMOUNT	%	December 31, 2015 AMOUNT	%
Current liabilities					
Accounts payable		$ 2,506,745	2	$ 2,168,272	2
Accounts payable - related parties	7	123,976	-	81,789	-
Other payables		506,974	1	354,109	-
Other payables - related parties	7	8,995	-	35,683	-
Current income tax liabilities		-	-	4	-
Other current liabilities	6(11) and 7	11,615,068	11	12,622,114	12
Current Liabilities		14,761,758	14	15,261,971	14
Non-current liabilities					
Corporate bonds payable	6(12)	-	-	3,000,000	3
Long-term loans	6(13)	38,261,648	36	32,255,720	29
Deferred income tax liabilities	6(27)	546,379	1	865,079	1
Other non-current liabilities	6(14)(15)	1,489,719	1	1,545,298	1
Non-current liabilities		40,297,746	38	37,666,097	34
Total Liabilities		55,059,504	52	52,928,068	48
Equity					
Capital	6(16)				
Common stock		35,123,560	33	35,123,560	32
Capital surplus	6(17)				
Capital surplus		7,989,014	7	7,986,633	7
Retained earnings	6(18)				
Legal reserve		9,233,242	9	9,233,242	8
Undistributed earnings		(4,248,211)	(4)	2,561,825	2
Other equity interest	6(19)				
Other equity interest		2,889,888	3	3,095,787	3
Total equity		50,987,493	48	58,001,047	52
Significant Contingent Liabilities And Unrecognised Contract Commitments	9				
Significant Events After The Balance Sheet Date	11				
Total liabilities and equity		$ 106,046,997	100	$ 110,929,115	100

The accompanying notes are an integral part of these financial statements.
See report of independent accountants dated March 30, 2017.

EVERGREEN MARINE CORPORATION (TAIWAN) LTD.
PARENT COMPANY ONLY STATEMENTS OF COMPREHENSIVE INCOME
(Expressed in thousands of New Taiwan dollars, except earnings per share amounts)

Items	Notes	2016 AMOUNT	2016 %	2015 AMOUNT	2015 %
Operating revenue	6(20) and 7	$ 23,060,494	100	$ 25,134,073	100
Operating costs	6(25)(26) and 7	(22,150,476)	(96)	(23,201,988)	(92)
Gross profit		910,018	4	1,932,085	8
Operating expenses	6(25)(26) and 7	(1,700,579)	(7)	(1,655,643)	(7)
Other gains - net	6(21) and 7	25,721	-	192,757	1
Operating (loss) profit		(764,840)	(3)	469,199	2
Non-operating income and expenses					
Other income	6(22)	414,010	2	334,169	1
Other gains and losses	6(2)(23)	(44,409)	-	(655,470)	(3)
Finance costs	6(24)	(614,846)	(3)	(521,266)	(2)
Share of loss of subsidiaries, associates and joint ventures accounted for using equity method		(6,052,505)	(26)	(4,341,215)	(17)
Total non-operating income and expenses		(6,297,750)	(27)	(5,183,782)	(21)
Loss before income tax		(7,062,590)	(30)	(4,714,583)	(19)
Income tax benefit	6(27)	454,604	2	306,504	1
Loss for the year		($ 6,607,986)	(28)	($ 4,408,079)	(18)
Other comprehensive income	6(19)				
Components of other comprehensive income that will not be reclassified to profit or loss					
Losses on remeasurements of defined benefit plans		($ 49,377)	-	($ 168,143)	(1)
Share of other comprehensive income of associates and joint ventures accounted for using equity method, components of other comprehensive income that will not be reclassified to profit or loss		(161,067)	(1)	(146,864)	-
Income tax related to components of other comprehensive income that will not be reclassified to profit or loss		8,394	-	28,584	-
Components of other comprehensive income that will not be reclassified to profit or loss		(202,050)	(1)	(286,423)	(1)
Components of other comprehensive income that will be reclassified to profit or loss					
Other comprehensive income, before tax, exchange differences on translation		(811,853)	(4)	649,891	2
Other comprehensive income, before tax, available-for-sale financial assets		435,609	2	666,959	3
Share of other comprehensive income of subsidiaries, associates and joint ventures accounted for using equity method		170,153	1	147,449	1
Income tax relating to the components of other comprehensive income		192	-	4,048	-
Components of other comprehensive income that will be reclassified to profit or loss		(205,899)	(1)	1,468,347	6
Other comprehensive (loss) income for the year		($ 407,949)	(2)	$ 1,181,924	5
Total comprehensive loss for the year		($ 7,015,935)	(30)	($ 3,226,155)	(13)
Basic loss per share (in dollars)	6(28)				
Basic loss per share		($	1.88)	($	1.26)
Diluted loss per share		($	1.88)	($	1.26)

The accompanying notes are an integral part of these financial statements.
See report of independent accountants dated March 30, 2017.

EVERGREEN MARINE CORPORATION (TAIWAN) LTD.
PARENT COMPANY ONLYSTATEMENTS OF CHANGES IN EQUITY
(Expressed in thousands of New Taiwan dollars)

				Retained Earnings			Other equity interest			
	Notes	Common stock	Capital surplus	Legal reserve	Special reserve	Unappropriated retained earnings	Exchange differences on translating the financial statements of foreign operations	Unrealized gain or loss on available-for-sale financial assets	Hedging instrument gain (loss) on effective hedge of cash flow hedges	Total equity
Year 2015										
Balance at January 1, 2015		$ 34,775,802	$ 7,292,458	$ 9,115,638	$ 828,940	$ 7,240,507	$ 1,356,698	$ 636,519	($ 365,777)	$ 60,880,785
Appropriation of 2014 earnings	6(18)									
Legal reserve		-	-	117,604	-	(117,604)	-	-	-	-
Reversal of special reserve		-	-	-	(828,940)	828,940	-	-	-	-
Cash dividends		-	-	-	-	(347,758)	-	-	-	(347,758)
Stock dividends		347,758	-	-	-	(347,758)	-	-	-	-
Adjustments to share of changes in equity of subsidiaries, associates and joint ventures	6(17)	-	694,175	-	-	-	-	-	-	694,175
Loss for the year		-	-	-	-	(4,408,079)	-	-	-	(4,408,079)
Other comprehensive income (loss) for the year	6(19)	-	-	-	-	(286,423)	798,388	825,331	(155,372)	1,181,924
Balance at December 31, 2015		$ 35,123,560	$ 7,986,633	$ 9,233,242	$ -	$ 2,561,825	$ 2,155,086	$ 1,461,850	($ 521,149)	$ 58,001,047
Year 2016										
Balance at January 1, 2016		$ 35,123,560	$ 7,986,633	$ 9,233,242	$ -	$ 2,561,825	$ 2,155,086	$ 1,461,850	($ 521,149)	$ 58,001,047
Appropriation of 2015 earnings										
Adjustments to share of changes in equity of subsidiaries, associates and joint ventures	6(17)	-	2,381	-	-	-	-	-	-	2,381
Loss for the year		-	-	-	-	(6,607,986)	-	-	-	(6,607,986)
Other comprehensive income (loss) for the year	6(19)	-	-	-	-	(202,050)	(900,464)	241,311	453,254	(407,949)
Balance at December 31, 2016		$ 35,123,560	$ 7,989,014	$ 9,233,242	$ -	($ 4,248,211)	$ 1,254,622	$ 1,703,161	($ 67,895)	$ 50,987,493

The accompanying notes are an integral part of these financial statements.
See report of independent accountants dated March 30, 2017.

EVERGREEN MARINE CORPORATION (TAIWAN) LTD.
PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS
(Expressed in thousands of New Taiwan dollars)

	Notes	2016	2015
CASH FLOWS FROM OPERATING ACTIVITIES			
Loss before tax		($ 7,062,590)	($ 4,714,583)
Adjustments			
Adjustments to reconcile profit (loss)			
Depreciation	6(23)(25)	1,696,877	1,646,406
Amortization	6(25)	15,173	7,973
Bad debt expense		73,732	-
Interest expense	6(24)	614,846	521,266
Interest income	6(22)	(157,446)	(104,412)
Dividend income	6(22)	(66,195)	(56,990)
Realized loss from available-for-sale financial assets	6(2)	1,220	717,713
Share of loss of subsidiaries, associates and joint ventures accounted for using equity method		6,052,505	4,341,215
Net gain on disposal of property, plant and equipment		(25,721)	(192,757)
Loss on disposal of investments		-	7,550
Realized income with affliated companies		(8,932)	(8,932)
Changes in operating assets and liabilities			
Changes in operating assets			
Notes receivable		8	(23)
Accounts receivable		(504,769)	451,792
Accounts receivable - related parties		69,046	(46,017)
Other receivables		(490,589)	53,158
Other receivable - related parties		(53,610)	(139,316)
Inventories		72,916	155,421
Prepayments		(5,258)	(26,723)
Other current assets		394,947	(616,033)
Other non-current assets		(79)	8,208
Changes in operating liabilities			
Accounts payable		338,473	(121,601)
Accounts payable - related parties		42,187	(34,433)
Other payables		30,918	(113,156)
Other payable - related parties		(23,318)	11,909
Other current liabilities		269,910	(68,983)
Other non-current liabilities		(104,956)	(62,315)
Cash inflow generated from operations		1,169,295	1,616,337
Interest reveived		157,446	104,412
Income tax paid		(14,183)	(856,793)
Interest paid		(634,552)	(527,768)
Net cash flows from operating activities		678,006	336,188

(Continued)

EVERGREEN MARINE CORPORATION (TAIWAN) LTD.
PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS
(Expressed in thousands of New Taiwan dollars)

	Notes	2016	2015
CASH FLOWS FROM INVESTING ACTIVITIES			
Proceeds from capital reduction of available-for-sale financial assets		$ 1,253	$ -
Acquisition of held-to-maturity financial assets		-	(50,000)
Proceeds from sale of held-to-maturity financial assets		200,000	-
Acquisition of investments accounted for using equity method	6(7)	(188,025)	-
Acquisition of property, plant and equipment	6(29)	(195,015)	(1,523,329)
Proceeds from disposal of property, plant and equipment		736,376	213,173
Acquisition of intangible assets		(57,296)	(8,348)
Other non-current assets	6(29)	(1,404,809)	(6,321,961)
Cash dividends received		476,112	249,330
Net cash flows used in investing activities		(431,404)	(7,441,135)
CASH FLOWS FROM FINANCING ACTIVITIES			
Increase in long-term loans		11,327,955	20,055,410
Decrease in long-term loans		(9,598,983)	(9,143,496)
Increase in short-term loans		1,817,199	281,550
Decrease in short-term loans		(1,817,199)	(281,550)
Cash dividends paid		-	(347,758)
Net cash flows from financing activities		1,728,972	10,564,156
Net increase in cash and cash equivalents		1,975,574	3,459,209
Cash and cash equivalents at beginning of year		18,678,635	15,219,426
Cash and cash equivalents at end of year		$ 20,654,209	$ 18,678,635

The accompanying notes are an integral part of these financial statements.
See report of independent accountants dated March 30, 2017.

REPORT OF INDEPENDENT ACCOUNTANTS TRANSLATED FROM CHINESE

To the Board of Directors and Shareholders of Evergreen Marine Corporation (Taiwan) Ltd.

Opinion

We have audited the accompanying parent company only balance sheets of Evergreen Marine Corporation (Taiwan) Ltd. (the "Company") as of December 31, 2016 and 2015, and the related parent company only statements of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, based on our audits and the reports of other independent auditors (please refer to *Other Matter* section of our report), the accompanying financial statements present fairly, in all material respects, the financial position of Evergreen Marine Corporation (Taiwan) Ltd. as of December 31, 2016 and 2015, and its financial performance and its cash flows for the years then ended in accordance with the "Regulations Governing the Preparations of Financial Reports by Securities Issuers".

Basis for opinion

We conducted our audits in accordance with the "Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants" and generally accepted auditing standards in the Republic of China (ROC GAAS). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the parent company only Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Professional Ethics for Certified Public Accountants in the Republic of China (the "Code"), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained along with the report of other independent auditors are sufficient and appropriate to provide a basis for our opinion.

Key audit matters

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

Accuracy of freight revenue

Description

Please refer to Note 4(29) for accounting policies on revenue recognition, Note 5(2) for uncertainty of accounting estimates and assumptions applied on revenue recognition, and Note 6(15) for details of sales revenue.

Evergreen Marine Corporation (Taiwan) Ltd. primarily engages in global container shipping service covering ocean-going and near-sea shipping line, shipping agency business as well as container freight station business. In 2016, freight revenue was NT$ 21,383,160 thousand, representing 92.73% of operating revenue. Since ocean-going shipping often lasts for several days, voyages are sometimes completed after the balance sheet date. Also, demands for freight are consistently sent by forwarders during voyage. Due to the factors mentioned above, freight revenue is recognized under the percentage-of-completion method for each vessel of which the service has been provided during the reporting period.

Despite the Company conducting business worldwide, its transactions are all in small amounts, whereas the freight rate is subject to fluctuation caused by cargo loading rate as well as market competition. Worldwide shipping agencies use a system to record the transactions by entering data including shipping departure, destination, counterparty, transit time, shipping amounts, and freight price for the Company. Therefore, management could recognize freight revenue in accordance with the data on bill of lading reports generated from system, accompanied by estimation made from past experience and current cargo loading conditions the revenue that would flow in, and calculate the revenue under percentage-of-completion method. As the process of recording transactions, communicating with agencies, maintaining the system is done manually, and the estimation of freight revenue is subject to management's judgment, freight revenue involves high uncertainty and is material to the financial statements. Given that the conditions as described above exist in the Company and its investee companies using equity method, we consider the accuracy of freight revenue and the appropriate use of cut-off under the Company and its investee companies as a key audit matter.

How our audit addressed the matter

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

1. Understand operation and industry of the Company to assess the reasonableness of policies and procedures on revenue recognition, and confirm whether it is appropriate to the financial statements.

2. Understand the procedures of revenue recognition from booking, picking, billing to receiving. Assess and test relevant internal controls, including checking freight items and amounts of delivery information against the approved contracts and booking list. In addition, recalculate the accuracy of freight revenue, and ensure its consistency with the bill of lading report.
3. Acquire estimated freight income report for vessels underway as of balance sheets date, and inquire with management for the reasonableness of judgment. In addition, check historical freight revenue for total voyage under each individual vessel, along with comparing with current cargo loading condition as well as actual revenue received after period end to ensure the reasonableness of revenue assumptions.
4. Confirm the completeness of vessels underway for the reporting period, including tracking the movements of shipments on the internet to ensure the vessels that depart before period end have been taken into consideration in the freight revenue calculation.
5. Verify accuracy of data used in calculating percentage of completion under each voyage, including selecting samples and check whether total shipping days shown on the Company's website are in agreement with cruise timetable as well as recalculating shipping days (days between departure and balance sheet date), in order to examine the soundness of percentage applied.

Impairment of property, plant and equipment

Description

Please refer to Note 4(15) for accounting policies on property, plant and equipment, Note 5(2) for uncertainty of accounting estimates and assumptions applied on impairment of property, plant and equipment, and Note 6(8) for details of property, plant and equipment.

As of December 31, 2016, property, plant and equipment amounted to NT$ 26,055,383 thousand, constituting 24.57% of total assets, and ship equipment, transport equipment and cargo handling equipment amounted to NT$ 25,051,436 thousand, accounting for approximately 96.14% of total property, plant and equipment. As new ships have been built and put into operation by many carriers around the world, market supply has exceeded demand. Therefore, the market imbalance led to price competition, resulting to losses for the industry and raising the risk of asset impairment. The valuation of impairment and recoverable amounts are evaluated by the Company using the present value of the future cash flows expected to be derived from an asset or cash-generating unit compared to the book value. The main assumptions of discounts rates used in recoverable amounts, and expected operating revenue growth rates, gross profit, operating profit rates, capital expenditures and discount rates used in future cash flow estimates are subject to management's judgment and involve high uncertainty, and the estimated results are material to the financial statements. Given the conditions as described above exist in the Company and its investee companies using equity method, we consider the impairment assessment of ship equipment, transport equipment and cargo handling equipment in the property, plant and equipment under the Company and its investee companies as a key audit matter.

How our audit addressed the matter

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

1. Understand and assess the relevant policies, internal controls and process applied to valuation of assets impairments.
2. Interview with management regarding the impairment test report, and assess the reasonableness of discounts rate and the reasonableness of operating revenue, gross profit, operating profit rate, growth rates and capital expenditure that management used in estimating future cash flows by checking actual performance under past operating plans and comparing the performance with industry forecast to evaluate the intention and capability of management.
3. Check the parameters of the valuation model and recalculate the valuation model for accuracy.

Realizability of deferred tax assets

Description

Please refer to Note 4(27) for accounting policies on deferred tax assets, Note 5(2) for uncertainty of accounting estimates and assumptions applied on deferred tax assets, and Note 6(27) for details of deferred tax assets.

As of December 31, 2016, the Company has deferred tax assets amounting to NT$ 520,670 thousand. The evaluation of the realizability of deferred tax assets assessment relies on whether the operating plan could generate sufficient taxable income, including assumptions such as expected market demand, economic condition, revenue growth rates and cost. As the determination of assumptions involve management judgment and high uncertainty in estimates, we consider the realizability of deferred tax assets as a key audit matter.

How our audit addressed the matter

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

1. Understand operation and industry of the Company to assess the reasonableness of future operating plan proposed by management, including examining the procedure of operating plan and understanding whether the plan is in agreement with the content approved by management.
2. Interview with management for details of operation plan and check the past performance of operating plan as well as compare the performance with industry forecast index to assess the intention and capability of management.
3. Obtain the deferred assets valuation statement compiled by management and examine the consistency of estimate method and the reasonableness of material assumptions, such as expected revenue, cost and expenses in future operating plan to assess the reasonableness of future realizable income after tax.
4. Assess sensitivity analysis adopting different revenue growth rates and cost assumption, and confirm whether the uncertainty effects of the future estimated realizable income after tax have been properly addressed by management.

Other matter – Audit by other independent auditors

We did not audit the financial statements of all the investee companies accounted for using equity method. Those statements were audited by other independent auditors whose reports thereon have been furnished to us, and our opinion expressed herein, insofar as it relates to the amounts included for those investee companies accounted for using equity method and information disclosed in Note 13 relating to these long-term equity investments, is based solely on the reports of the other independent auditors. Long-term equity investments in these investee companies amounted to NT$19,659,814 thousand and NT$20,344,766 thousand, constituting 18.54% and 18.34% of the total assets as of December 31, 2016, and 2015, respectively, and comprehensive loss (including share of profit or loss and share of other comprehensive income of associates and joint ventures accounted for using equity method) was NT$3,321,665 thousand and NT$934,340 thousand for the years then ended.

Responsibilities of management and those charged with governance for the parent company only financial statements

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

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

Those charged with governance, including supervisors, are responsible for overseeing the Company's financial reporting process.

Auditor's responsibilities for the audit of the parent company only financial statements

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

As part of an audit in accordance with ROC GAAS, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

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

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

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

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

Lai, Chung-Hsi

Chih, Ping-Chiun

For and on behalf of PricewaterhouseCoopers, Taiwan
March 30, 2017

The accompanying financial statements are not intended to present the financial position and results of operations and cash flows in accordance with accounting principles generally accepted in countries and jurisdictions other than the Republic of China. The standards, procedures and practices in the Republic of China governing the audit of such financial statements may differ from those generally accepted in countries and jurisdictions other than the Republic of China. Accordingly, the accompanying financial statements and report of independent accountants are not intended for use by those who are not informed about the accounting principles or auditing standards generally accepted in the Republic of China, and their applications in practice.
As the financial statements are the responsibility of the management, PricewaterhouseCoopers cannot accept any liability for the use of, or reliance on, the English translation or for any errors or misunderstandings that may derive from the translation.

EVERGREEN MARINE CORP. (TAIWAN) LTD.

2016 DEFICIT COMPENSATION STATEMENT

Unit：NT$

Item	Amount
Unappropriated Retained Earnings of Previous Years	2,561,825,387
Subtract：Adjustments for Retained Earnings	(202,050,191)
Adjusted unappropriated Retained Earnings	2,359,775,196
Subtract：Net Loss of 2016	(6,607,985,791)
Deficit yet to be Compensated - at the end of 2016	(4,248,210,595)
Item for Compensating Deficit：	
Legal Reserve	4,248,210,595
Deficit yet to be Compensated	$0

Audit Report by Supervisors

The Board reports the business report, financial statements, and deficit compensation proposal of 2016, and the financial statements have been audited by PricewaterhouseCoopers, Taiwan. The business report, financial statements and deficit compensation proposal have been audited by us as Supervisors of the Company. We deem no inappropriateness on these documents. Pursuant to Article 219 of the Company Act, we hereby present the audited report. Please review.

Submitted to:

EVERGREEN MARINE CORP. (TAIWAN) LTD.
2017 Annual General Shareholders' Meeting

Supervisors: Ko, Lee-Ching

Ku Lai, Mei-Hsueh

Date：March 31, 2017

EVERGREEN MARINE CORPORATION (TAIWAN) LTD.

Comparison Table for the Article of Incorporation Before and After Amendments

After Amendments	Before Amendments	Reason for Amendment
Article 5 The total authorized capital of the Company shall be NT$50,000,000,000 divided into 5,000,000,000 shares at NT$10 each. The Board of Directors is hereby authorized to issue the unissued shares in installments.	**Article 5** The total authorized capital of the Company shall be NT$36,000,000,000 divided into 3,600,000,000 shares at NT$10 each. The Board of Directors is hereby authorized to issue the unissued shares in installments.	To increase the authorized capital of the Company for capital increase demand in the future.
CHAPTER 4 DIRECTORS AND MANAGERS	CHAPTER 4 DIRECTORS, SUPERVISORS AND MANAGERS	According to the Article 14-4 of the Securities and Exchange Act, the Audit Committee is established to replace the supervisors. Thus, the Article is amended.
Article 15 The Company shall have seven to nine (7~9) Directors. The election of the Directors shall adopt the candidate nomination system provided in the Article 192-1 of the Company Act. The shareholders shall elect the Directors from the list of candidates announced by the Company. The following matters shall be	**Article 15** The Company shall have seven to nine (7~9) Directors and three (3) Supervisors. The election of the Directors and Supervisors shall adopt the candidate nomination system provided in the Article 192-1 of the Company Act. The shareholders shall elect the Directors and Supervisors from the list of candidates	To cope that the Company establishes the Audit Committee to replace the Supervisors, the concerning term "supervisor" shall be removed from the Article.

After Amendments	Before Amendments	Reason for Amendment
processed according to the relevant regulations. The total number of shares that should be held by all preceding Directors shall be subject to the provision established by the Securities Management Institution.	announced by the Company. The following matters shall be processed according to the relevant regulations. The total number of shares that should be held by all preceding Directors <u>and Supervisors</u> shall be subject to the provision established by the Securities Management Institution.	
Article 15-1 The number of the Directors set forth in the preceding article shall include three(3) Independent Directors. The independent and non- independent directors shall be elected at the same time, but the number of votes shall be calculated separately. The professional qualifications, restrictions on shareholdings and concurrent positions held, assessment of independence, method of nomination and election, and other matters for compliance with respect to Independent Directors shall be subject to the Securities and Exchange	**Article 15-1** The number of the Directors set forth in the preceding article shall include <u>two(2) to</u> three(3) Independent Directors. The independent and non- independent directors shall be elected at the same time, but the number of votes shall be calculated separately. The professional qualifications, restrictions on shareholdings and concurrent positions held, assessment of independence, method of nomination and election, and other matters for compliance with respect to Independent Directors shall be subject to the Securities and Exchange	To cope that the Company establishes the Audit Committee, thus, the number of the Independent Directors is amended according to the Article 14-4 of the Securities and Exchange Act.

After Amendments	Before Amendments	Reason for Amendment
Act and other relevant regulations.	Act and other relevant regulations.	
Article 16 The Directors shall be elected at the Shareholders' Meeting and they are selected due to their competence and disposing capacity. They shall have a three-year term of office and are eligible for re-election. The Directors may, according to Article 199 of the Company Act, be discharged at any time by a resolution passed at a Shareholders' Meeting.	**Article 16** The Directors <u>and the Supervisors</u> shall be elected at the Shareholders' Meeting and they are selected due to their competence and disposing capacity. They shall each have a three-year term of office and are eligible for re-election. The Directors <u>or Supervisors</u> may, according to Article 199 <u>and Article 227</u> of the Company Act, be discharged at any time by a resolution passed at a Shareholders' Meeting.	To cope that the Company establishes the Audit Committee to replace the Supervisors, the concerning term "supervisor" shall be removed from the Article and some words shall be modified.
Article 17 When the dismissal of Director(s) results in the number of directors less than five(5), the Company shall hold supplementary election for Director at the next following Shareholders' Meeting. When the number of vacancies of Directors reaches one-third of the total number of Directors, the Board of Directors shall convene a Shareholders' Meeting for supplementary	**Article 17** When the dismissal of Director(s) results in the number of directors less than five(5), the Company shall hold supplementary election for Director at the next following Shareholders' Meeting. When the number of vacancies of Directors reaches one-third of the total number of Directors, <u>or when the Supervisors are all dismissed,</u> the Board of Directors shall convene a	To cope that the Company establishes the Audit Committee to replace the Supervisors, the concerning term "supervisor" shall be removed from the Article.

After Amendments	Before Amendments	Reason for Amendment
election within 60 days from the date on which the situation arose. Its term of office shall only be limited to full replenishment of the original term of office. When the dismissal of Independent Directors(s) result in the number of Independent Directors less than the number providing in the paragraph 1 of the Article 15-1, the Company shall hold supplementary election for Independent Director(s) at the next following Shareholders' Meeting. When all Independent Directors have been dismissed, the Board of Directors shall convene a Shareholders' Meeting for electing Independent Directors within 60 days from the date on which the situation arose.	Shareholders' Meeting for supplementary election within 60 days from the date on which the situation arose. Its term of office shall only be limited to full replenishment of the original term of office. When the dismissal of Independent Directors(s) result in the number of Independent Directors less than the number providing in the paragraph 1 of the Article 15-1, the Company shall hold supplementary election for Independent Director(s) at the next following Shareholders' Meeting. When all Independent Directors have been dismissed, the Board of Directors shall convene a Shareholders' Meeting for electing Independent Directors within 60 days from the date on which the situation arose.	
Article 20 Notices of the Board Meeting shall be dispatched to each of the Directors seven (7) days prior to convening such meeting. Nevertheless, in	**Article 20** Notices of the Board Meeting shall be dispatched to each of the Directors <u>and supervisors</u> seven (7) days prior to convening such meeting.	To cope that the Company establishes the Audit Committee to replace the Supervisors, the concerning term "supervisor" shall be removed from the

After Amendments	Before Amendments	Reason for Amendment
case of emergency, the said meeting may be convened anytime. The notice set forth in the preceding paragraph may be conducted in the form of writing or by way of e-mail or fax. Where a Director is unable to attend a Board Meeting, he may authorize another Director to attend on his behalf by issuing a power of attorney in the latter's favor specifying the business to be conducted thereat and the scope of the authority to be granted.	Nevertheless, in case of emergency, the said meeting may be convened anytime. The notice set forth in the preceding paragraph may be conducted in the form of writing or by way of e-mail or fax. Where a Director is unable to attend a Board Meeting, he may authorize another Director to attend on his behalf by issuing a power of attorney in the latter's favor specifying the business to be conducted thereat and the scope of the authority to be granted.	Article.
Article 22 The Company shall establish the Audit Committee in accordance with Article 14-4 of the Securities and Exchange Act. The exercise of power and others of the Audit Committee and its members shall be in accordance with the Securities and Exchange Act and the relevant laws and regulations.	**Article 22** The Supervisors shall execute his duty in accordance with the Company Act and related regulations.	To cope with the establishment of the Audit Committee, the exercise of power and others of the Audit Committee and its members shall be specified, that are regulated with the Securities and Exchange Act and the relevant laws and regulations.
Article 23 The compensation of the	**Article 23** The compensation of the	To cope that the Company establishes the

After Amendments	Before Amendments	Reason for Amendment
Directors (the "compensation") to be resolved by the Board of the Directors authorized herein will be based on the level of each one's participation in and the value of individual's contribution to the Company's operation as well as the ordinary standard of the competitors' compensation. In order to cover the loss causing from liabilities of the Directors and to raise awareness of corporate governance, the Company may take out liability insurance for all Directors and the representatives who are designated by the Company to its investing companies to act as Director or Supervisor during their terms of offices.	Directors <u>and Supervisors</u> (the "compensation") to be resolved by the Board of the Directors authorized herein will be based on the level of each one's participation in and the value of individual's contribution to the Company's operation as well as the ordinary standard of the competitors' compensation. In order to cover the loss causing from liabilities of the Directors <u>and Supervisors</u> and to raise awareness of corporate governance, the Company may take out liability insurance for all Directors, <u>Supervisors,</u> and the representatives who are designated by the Company to its investing companies to act as Director or Supervisor during their terms of offices.	Audit Committee to replace the Supervisors, the concerning term "supervisor" shall be removed from the Article and some words shall be modified.
Article 25 After the end of each fiscal year of the Company, the Board of Directors shall prepare <u>and submit</u> the following reports to the Annual General Meeting of the	**Article 25** After the end of each fiscal year of the Company, the Board of Directors shall prepare the following reports <u>which shall be delivered</u> to the <u>Supervisors thirty</u>	To cope that the Company establishes the Audit Committee to replace the Supervisors, the concerning term "supervisor" shall be removed from the Article and some words shall be

After Amendments	Before Amendments	Reason for Amendment
Shareholders for approval according to legal procedures: 1. Business report. 2. Financial statements. 3. Proposal for allocation of surplus profit or making up loss.	(30) days in advance of the Annual General Meeting of the Shareholders for the auditing and preparation of reports thereof, which shall be approved by the shareholders at the Annual General Meeting: 1. Business report. 2. Financial statements. 3. Proposal for allocation of surplus profit or making up loss.	modified.
Article 26 If the Company makes profit in a fiscal year, employees' compensation, no less than 1% of the profit, and directors' remuneration, no more than 2% of the profit, shall be set aside. However, in case the Company has accumulated losses, the Company shall reserve an amount to offset accumulated losses beforehand. The employees' compensation and directors' remuneration shall be set aside afterwards according to the principles mentioned above.	**Article 26** If the Company makes profit in a fiscal year, employees' compensation, no less than 1% of the profit, and remuneration of directors and supervisors, no more than 5% of the profit, shall be set aside. However, in case the Company has accumulated losses, the Company shall reserve an amount to offset accumulated losses beforehand. The employees' compensation and the remuneration of directors and supervisors shall be set aside afterwards according to the principles mentioned	Considering the reasons with the basis of the remuneration of the directors and supervisors changed as the annual profit, and the funding of the competitors for reference, and the reduction in the gap between the upper and lower limits of funding ratio of the remuneration of the directors and supervisors and the compensation of employee, so the Paragraph 1 is amended to adjust the ratio of the remuneration of directors and supervisors to the annual profit.

After Amendments	Before Amendments	Reason for Amendment
The employees' compensation shall be distributed in the form of stock or cash; while the directors' remuneration shall be distributed only in the form of cash. The profit in item 1 refers to profit before tax without deducting employees' compensation and directors' remuneration. The amount of employees' compensation and directors' remuneration as well as the payment method of employees' compensation shall be determined by a resolution adopted by a majority vote at a board of directors' meeting attended by two-thirds or more of the directors and be reported at a shareholders' meeting.	above. The employees' compensation shall be distributed in the form of stock or cash; while the remuneration of directors and supervisors shall be distributed only in the form of cash. The profit in item 1 refers to profit before tax without deducting employees' compensation and remuneration of directors and supervisors. The amount of employees' compensation and remuneration of directors and supervisors as well as the payment method of employees' compensation shall be determined by a resolution adopted by a majority vote at a board of directors' meeting attended by two-thirds or more of the directors and be reported at a shareholders' meeting.	
Article 29 Add "The 43rd amendment is made on June 22, 2017" according to the original article.	**Article 29** Omitted.	Add the amended date.

EVERGREEN MARINE CORPORATION (TAIWAN) LTD.

Comparison Table for the Regulations For Electing Directors And Supervisors Before and After Amendments

After Amendments	Before Amendments	Reason for Amendment
REGULATIONS FOR ELECTING DIRECTORS	REGULATIONS FOR ELECTING DIRECTORS AND SUPERVISORS	Name amendment goes in line with the replacement of the supervisors with the Audit Committee.
Article 1 The election of the Directors of the Company shall be handled in accordance with the Regulations.	**Article 1** The election of the Directors and Supervisors of the Company shall be handled in accordance with the Regulations.	The word "Supervisors" is deleted so as to go in line with the replacement of the supervisors with the Audit Committee.
Article 2 The election of the Directors shall adopt the candidate nomination system provided in the Article 192-1 of the Company Act. The shareholders shall elect the Directors from the list of candidates announced by the Company. The following matters shall be processed according to the relevant regulations.	**Article 2** The election of the Directors and Supervisors shall adopt the candidate nomination system provided in the Article 192-1 of the Company Act. The shareholders shall elect the Directors and Supervisors from the list of candidates announced by the Company. The following matters shall be processed according to the relevant regulations.	The word "Supervisors" is deleted so as to go in line with the replacement of the supervisors with the Audit Committee.
Article 2-1 The election of the Directors of the Company shall be executed by adopting the method of accumulative voting by	**Article 2-1** The election of the Directors and Supervisors of the Company shall be executed by adopting the method of accumulative	The word "Supervisors" is deleted and phrases are modified so as to go in line with the replacement of the supervisors with

After Amendments	Before Amendments	Reason for Amendment
open vote. Each share held by a shareholder shall be entitled to the number of right-to-vote equal to the number of Directors to be elected. A shareholder may concentrate all the number of right-to-vote for one candidate or distribute the number of right-to-vote to several candidates. Shareholder account number or Attendance Certificate number printed on the vote may be used to represent the voter instead of the name of the voter. The independent and non- independent directors shall be elected at the same time, but the number of votes shall be calculated separately.	voting by open vote. Each share held by a shareholder shall be entitled to the number of right-to-vote equal to the number of Directors or Supervisors to be elected. A shareholder may concentrate all the number of right-to-vote for one candidate or distribute the number of right-to-vote to several candidates. Shareholder account number or Attendance Certificate number printed on the vote may be used to represent the voter instead of the name of the voter. The independent and non- independent directors shall be elected at the same time, but the number of votes shall be calculated separately.	the Audit Committee.
Article 4 The required number of Directors and Independent Directors shall be elected in accordance with the Articles of Incorporation, and the candidates who obtain more votes than others from the election	**Article 4** The required number of Directors, Independent Directors and Supervisors shall be elected in accordance with the Articles of Incorporation, and the candidates who obtain more votes than others from the election	The word "Supervisors" is deleted so as to go in line with the replacement of the supervisors with the Audit Committee.

After Amendments	Before Amendments	Reason for Amendment
will be deemed elected in turn. When the number of votes obtained by two or more than two candidates is the same but that exceed the required number of Directors to be elected, the case shall be determined by drawing lots, and the Chairman of the Shareholders' Meeting shall draw the lots for any candidate who is involved in the case but fails to attend the meeting.	will be deemed elected in turn. When the number of votes obtained by two or more than two candidates is the same but that exceed the required number of Directors and/or Supervisors to be elected, the case shall be determined by drawing lots, and the Chairman of the Shareholders' Meeting shall draw the lots for any candidate who is involved in the case but fails to attend the meeting.	
Article 8 After the votes are completed, the votes shall be opened on the spot, and the results of the votes shall be announced by the Chairman of the shareholders' meeting. For the preceding election, the Company shall keep the voting papers for at least one year, but for any shareholder who files a litigation in accordance with Article 189 of the Company Act, the voting papers shall be kept until the end of the litigation.	**Article 8** After the votes are completed, the votes shall be opened on the spot, and the results of the votes shall be announced by the Chairman of the shareholders' meeting.	1. Word modification. 2. In reference to the amended Articles 13 of "Sample Template for ○○ Co., Ltd. Procedures for Election of Directors and Supervisors" per 28 January 2015 Public Announcement No. Taiwan-Stock-Governance-1040001716 of the Taiwan Stock Exchange Corporation, Paragraph 2 of this Article is added.

After Amendments	Before Amendments	Reason for Amendment
(Deleted)	**Article 10** The Regulations were duly established on March 16, 1987; The 1st amendment was made on June 20, 2001;The 2nd amendment was made on June 21, 2002;The 3rd amendment was made on June 24, 2011;The 4th amendment was made on June 15, 2012.	1. The Article is deleted. 2. Considering the history of the establishment and amendment of this Article is a non-normative content, thus it shall be deleted and otherwise recorded.

EVERGREEN MARINE CORPORATION (TAIWAN) LTD.

Comparison Table for the Procedures for Acquiring and Disposing of Assets Before and After Amendments

After Amendments	Before Amendments	Reason for Amendment
Article 7 Upon acquiring or disposing of any real estates or equipment, unless in the case of dealing with a <u>government agency</u>, commissioning others to make construction on self-owned or leased land, acquiring or disposing of the equipment for business use, if the transaction amount thereof is equal to or more than 20% of the Company's paid-in capital or NT$300,000,000, it must obtain an appraisal report issued by a professional appraiser before the date of occurrence, and the following requirements shall be additionally met: 1. If a limited price, specified price or special price is taken as the reference of trading price due to any special reasons, the transaction concerned shall be first submitted <u>to the Audit Committee for</u>	**Article 7** Upon acquiring or disposing of any real estates or equipment, unless in the case of dealing with a <u>government agency</u>, commissioning others to make construction on self-owned or leased land, acquiring or disposing of the equipment for business use, if the transaction amount thereof is equal to or more than 20% of the Company's paid-in capital or NT$300,000,000, it must obtain an appraisal report issued by a professional appraiser before the date of occurrence, and the following requirements shall be additionally met: 1. If a limited price, specified price or special price is taken as the reference of trading price due to any special reasons, the transaction concerned shall be first submitted to the Board	1. According to Article 14-5 of Securities and Exchange Act and Article 8 of "Regulations Governing the Acquisition and Disposal of Assets by Public Companies" (hereinafter referred to as the "Regulations"), significant material asset or derivative product transactions shall be approved by at least one-half of the members of the Audit Committee. 2. According to Order No. Financial-Supervisory-Securities -I-0950005718 of the Financial Supervisory Committee (hereinafter referred to as "FSC"), "significant material asset transaction" that shall be approved by the Audit Committee stated in Article 14-5 of Securities and Exchange Act refers to the transactions

After Amendments	Before Amendments	Reason for Amendment
approval and then to the Board of Directors for resolution. When the terms and conditions of this transaction are changed in the future, the aforesaid procedures shall apply. 2. If the transaction amount is NT$1,000,000,000 or more, at least two professional appraisers shall be retained to conduct the appraisal. 3. When the appraisal made by the professional appraiser results in any of the following circumstances, except that the appraisal amount of acquiring assets are more than the transaction amount or the appraisal amount of disposing assets are less than the transaction amount, a CPA shall be retained to give specific opinion on the cause of difference and whether the transaction price is justified in accordance with the Statement of Auditing Standards No.	of Directors for resolution. When the terms and conditions of this transaction are changed in the future, the aforesaid procedures shall apply. 2. If the transaction amount is NT$1,000,000,000 or more, at least two professional appraisers shall be retained to conduct the appraisal. 3. When the appraisal made by the professional appraiser results in any of the following circumstances, except that the appraisal amount of acquiring assets are more than the transaction amount or the appraisal amount of disposing assets are less than the transaction amount, a CPA shall be retained to give specific opinion on the cause of difference and whether the transaction price is justified in accordance with the Statement of Auditing Standards No. 20 as published by the Accounting	prescribed by the Company's procedures or other laws and regulations that shall be approved by the Board of Directors. 3. To be in line with establishment of the Company's Audit Committee, Paragraph 1 of Article 1 of these procedures is amended based on the aforementioned regulations. 4. Based on the amendment of Article 9 of the "Regulations" announced by Order No. Financial–Supervisory–Securities– Corporate –1060001296 promulgated by FSC on February 9, 2017, Paragraph 1 is amended. 5. The rest consists of revision.

After Amendments	Before Amendments	Reason for Amendment
20 as published by the Accounting Research and Development Foundation(ARDF): (1) The appraisal amount differs from the transaction amount by 20% or more of the latter. (2) The appraisal amount of one professional appraiser differs from that of another by 10% or more of the transaction amount. 4. The date of a professional appraisal report shall not exceed three (3) months from the date of contract. However, in case the declared value of same period shall apply, and the appraisal has been made for no more than six (6) months, then the original professional appraiser may issue a written opinion.	Research and Development Foundation(ARDF): (1) The appraisal amount differs from the transaction amount by 20% or more of the latter. (2) The appraisal amount of one professional appraiser differs from that of another by 10% or more of the transaction amount. 4. The date of a professional appraisal report shall not exceed three (3) months from the date of contract. However, in case the declared value of same period shall apply, and the appraisal has been made for no more than six (6) months, then the original professional appraiser may issue a written opinion.	
Article 9 Before the occurrence date of acquiring or disposing of any member cards or intangible assets with an amount being	**Article 9** Before the occurrence date of acquiring or disposing of any member cards or intangible assets with an amount being	Based on the amendment of Article 11 of the "Regulations", the Chinese wording "government agency" of paragraph 1 is amended

After Amendments	Before Amendments	Reason for Amendment
equal or more than 20% of the Company's paid-in capital or NT$300,000,000, except in transacting with a government agency, a CPA shall be retained to issue the opinion on the trading price in accordance with the Statement of Auditing Standards No. 20 as published by the ARDF.	equal or more than 20% of the Company's paid-in capital or NT$300,000,000, except in transacting with a government agency, a CPA shall be retained to issue the opinion on the trading price in accordance with the Statement of Auditing Standards No. 20 as published by the ARDF.	while the English wording remains unchanged.
Article 13 The Company acquiring or disposing of real estate with a related party, or acquiring or disposing of other assets, except in trading of governments bonds or bonds with a call or put option, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises, which transaction amount is equal to or more than 20% of the Company's paid-in capital, 10% of the Company's total assets or NT$300,000,000 with a related party may sign the contract and make	**Article 13** The Company acquiring or disposing of real estate with a related party, or acquiring or disposing of other assets, except in trading of governments bonds or bonds with a call or put option, or subscription or redemption of domestic money market funds, which transaction amount is equal to or more than 20% of the Company's paid-in capital, 10% of the Company's total assets or NT$300,000,000 with a related party may sign the contract and make payment only if the following data and information have been	1. To amend the wording "domestic money market funds" of paragraph 1 into "money market funds issued by domestic securities investment trust enterprises" pursuant to the amended paragraph 1 of article 14 of the "Regulations". In which the definition of "domestic money market funds" should be consistent with the definition in "Securities Investment Trust and Consulting Act". 2. To be in line with the replacement of supervisors with Audit Committee, this Article is amended:

After Amendments	Before Amendments	Reason for Amendment
payment only if the following data and information have been submitted <u>first to the Audit Committee and then to the Board of Directors</u> for resolution<u>:</u> 1. Purpose, necessity and expected economic efficiency of acquiring or disposing of assets. 2. Reason of choosing the related party as the trading counter party. 3. The relevant data and information to be used for evaluating the trading terms as provided for in Articles 14 and 15 hereof when acquiring any real estate from a related party. 4. Acquisition date, acquisition price, and trading counter party of the related party, and the relationship of such counter party with the Company and the related party. 5. Acquisition date, acquisition price, and trading counter party of the related party, and the relationship of such counter party with the Company and the	submitted for resolution <u>passed by the Board of Directors and ratified by the supervisor</u>: 1. Purpose, necessity and expected economic efficiency of acquiring or disposing of assets. 2. Reason of choosing the related party as the trading counter party. 3. The relevant data and information to be used for evaluating the trading terms as provided for in Articles 14 and 15 hereof when acquiring any real estate from a related party. 4. Acquisition date, acquisition price, and trading counter party of the related party, and the relationship of such counter party with the Company and the related party. 5. Acquisition date, acquisition price, and trading counter party of the related party, and the relationship of such counter party with the Company and the related party. 6. Obtain an appraisal report issued by a	(1) Based on Paragraph 5 of Article 14 of the Regulations, the transactions with related parties stated in Paragraph 1 of this Article shall be approved by the Audit Committee before submitting it to the Board of Directors for a resolution. (2) Paragraph 2 is amended by replacing supervisors with the Audit Committee, and the process is adjusted. (3) The Paragraph 3 is amended based on Article 14-5 of "Securities and Exchange Act", Article 8 of the Regulations and Order No. Financial–Supervisory–Securities–Corporate–1060001296 promulgated by FSC. 3. To simplify the provision, Paragraph 4 is moved to Paragraph

After Amendments	Before Amendments	Reason for Amendment
related party. 6. Obtain an appraisal report issued by a professional appraiser or CPA's opinions in accordance with the provisions of the preceding Article. 7. Restrictions and other important matters agreed upon in the transaction. The transaction amount referred in the preceding paragraph shall be computed in accordance with the provisions of Paragraph 2 of Article 25 except under the circumstance that has been submitted for resolution approved by the Audit Committee and then passed by the Board of Directors in accordance with these regulations. And the term "within the period of one (1) year" shall mean the period of one (1) year retroactive from the occurrence date of trading concerned. Acquiring or disposing of business equipment between the Company and its parent company or subsidiaries, may be	professional appraiser or CPA's opinions in accordance with the provisions of the preceding Article. 7. Restrictions and other important matters agreed upon in the transaction. The transaction amount referred in the preceding paragraph shall be computed in accordance with the provisions of Paragraph 2 of Article 25 except under the circumstance that has been submitted for resolution passed by the Board of Directors and ratified by the supervisor in accordance with these regulations. And the term "within the period of one (1) year" shall mean the period of one (1) year retroactive from the occurrence date of trading concerned. Acquiring or disposing of business equipment between the Company and its parent company or subsidiaries, may be approved by Chairman of the Board of Directors, where empowered by the Board of Directors to	4 of Article 30.

After Amendments	Before Amendments	Reason for Amendment
approved by Chairman of the Board of Directors, where empowered by the Board of Directors to acquire or dispose of assets within a specific limit, for subsequent submission to and ratification by the next Audit Committee meeting and Board Meeting.	acquire or dispose of assets within a specific limit, for subsequent submission to and ratification by the next Board Meeting. When a matter is submitted for discussion by the Board of Directors pursuant to the paragraph1, the Board of Directors shall take into full consideration each independent director's opinions. If an independent director objects to or expresses reservations about any matter, it shall be recorded in the minutes.	
Article 16 For any real estate acquired from the related party, if the respective results of evaluations made by the Company as per Articles 14 and 15 hereof are less than the transaction price, then: 1. The difference between transaction price and evaluated price of the real estate concerned shall be set aside as special reserve according to paragraph 1, Article 41 of the	**Article 16** For any real estate acquired from the related party, if the respective results of evaluations made by the Company as per Articles 14 and 15 hereof are less than the transaction price, then: 1. The difference between transaction price and evaluated price of the real estate concerned shall be set aside as special reserve according to paragraph 1, Article 41 of the	To be in line with the replacement of Supervisors with Audit Committee and Paragraph 2 of Article 33-1 of the Regulations, Subparagraph 2 of Paragraph 1 is amended.

After Amendments	Before Amendments	Reason for Amendment
Securities and Exchange Act, and shall not be distributed as cash or stock dividends. If the investor who evaluates its investment in the Company by equity method is a public company, it shall also set aside as a special reserve in proportion to its shareholding in the Company as provided for in paragraph 1, Article 41 of the Securities and Exchange Act. 2. The Independent Directors of the Audit Committee shall perform the duties pursuant to the provisions set forth in Article 218 of the Company Act in which Paragraph 4 of Article 14-4 of Securities and Exchange Act is mutatis mutandis. 3. The actions taken as required in subparaghaph 1 and 2 hereof shall be reported to the shareholders' meeting, and details of the transaction concerned	Securities and Exchange Act, and shall not be distributed as cash or stock dividends. If the investor who evaluates its investment in the Company by equity method is a public company, it shall also set aside as a special reserve in proportion to its shareholding in the Company as provided for in paragraph 1, Article 41 of the Securities and Exchange Act. 2. Supervisor of the Company shall perform the duties pursuant to the provisions set forth in Article 218 of the Company Act. 3. The actions taken as required in subparaghaph 1 and 2 hereof shall be reported to the shareholders' meeting, and details of the transaction concerned shall be disclosed in the annual report and prospectus, respectively. As to the special reserve	

After Amendments	Before Amendments	Reason for Amendment
shall be disclosed in the annual report and prospectus, respectively. As to the special reserve set aside under the provisions set forth in the preceding paragraph, it shall not be used until the devaluation loss on the asset purchased at high price has been set aside, or a disposal been made, or proper compensation been given, or a restoration to the original status been completed, or there are other evidences proving it is justified, and the FSC has approved the use of such reserve. In case there are other evidences showing the transaction of acquiring real estate by the Company from the related party is abnormal, the provisions set for in the preceding two paragraphs shall apply.	set aside under the provisions set forth in the preceding paragraph, it shall not be used until the devaluation loss on the asset purchased at high price has been set aside, or a disposal been made, or proper compensation been given, or a restoration to the original status been completed, or there are other evidences proving it is justified, and the FSC has approved the use of such reserve. In case there are other evidences showing the transaction of acquiring real estate by the Company from the related party is abnormal, the provisions set for in the preceding two paragraphs shall apply.	
Article 17 Upon carrying out any merger, split, acquisition, or stock transfer, the Company shall, before <u>the deliberation of the acquisition or/and merger</u>	**Article 17** Upon carrying out any merger, split, acquisition, or stock transfer, the Company shall, before <u>convening</u> the Board Meeting, retain a CPA,	1. To be in line with the establishment of the Audit Committee and in compliance with Article 6 of Business Mergers And Acquisitions Act, the

After Amendments	Before Amendments	Reason for Amendment
by the Audit Committee and the Board of Directors, retain a CPA, lawyer, securities underwriter, or other independent experts to express their opinions about the ratio of share-for-share exchange, tender offer price, or the cash or other properties to be allocated to the shareholders. The opinions shall be submitted to the Audit Committee for approval and the Board of Directors for resolution. However, for the merger of subsidiaries in which the Company directly or indirectly possesses one hundred percent of the issued shares or capital or merger between subsidiaries in which the Company directly or indirectly possesses one hundred percent of the issued shares or capital, the aforementioned rational opinions provided by the experts may be exempted.	lawyer or securities underwriter to express their opinions about the ratio of share-for-share exchange, tender offer price, or the cash or other properties to be allocated to the shareholders. Then, the report to the effect shall be made to the Board of Directors for resolution.	preceding paragraph of this Article is amended. 2. Also, considering that the merger of subsidiaries or between subsidiaries in which the Company has one hundred percent of investment is considered to be an organizational reorganization of the same Group, there shall be no action involving the conversion or distribution of the shareholders' cash or other properties. Thus, based on the amended Article 22 of the Regulations, this proviso is added to exempt the rational opinions of the experts for the ratio of share-for-share exchange in these mergers.
Article 18 Upon participating in any merger, split or	**Article 18** Upon participating in any merger, split or	To be in line with the establishment of the Audit Committee and in

After Amendments	Before Amendments	Reason for Amendment
acquisition, unless otherwise stipulated in other laws that it may not convene the shareholders' meeting, the Company shall prepare an open letter addressed to the shareholders specifying key points and other matters relating to the merger, split or acquisition, and including the experts' opinions and the resolution of the Audit Committee provided in Paragraph 1 of the proceeding Article before the shareholders' meeting, and such open letter shall be, together with the notice of shareholders' meeting, sent to the shareholders as the reference of voting for or against the same. Among the companies participating in the merger, split, or acquisition, if any of them can't convene its shareholders' meeting for resolution due to insufficient quorum or voting shares, or other legal restrictions, or the resolution relating to such merger, split, or	acquisition, unless otherwise stipulated in other laws that it may not convene the shareholders' meeting, the Company shall prepare an open letter addressed to the shareholders specifying key points and other matters relating to the merger, split or acquisition before the shareholders' meeting, and such open letter shall be, together with the experts' opinions referred to in Paragraph 1 of the proceeding Article hereof and the notice of shareholders' meeting, sent to the shareholders as the reference of voting for or against the same. Among the companies participating in the merger, split, or acquisition, if any of them can't convene its shareholders' meeting for resolution due to insufficient quorum or voting shares, or other legal restrictions, or the resolution relating to such merger, split, or acquisition is rejected in the shareholders'	compliance with Article 7 of Business Mergers And Acquisitions Act, the Paragraph 1 of this Article is amended, stipulating the Audit Committee's resolution to be handed to the shareholders before shareholder's meeting.

After Amendments	Before Amendments	Reason for Amendment
acquisition is rejected in the shareholders' meeting, then those participating companies shall promptly make a public announcement stating the reasons thereof, the follow-up measures to be taken, and the date expected to convene their respective shareholders' meetings.	meeting, then those participating companies shall promptly make a public announcement stating the reasons thereof, the follow-up measures to be taken, and the date expected to convene their respective shareholders' meetings.	
Article 25 If the asset acquired or disposed of by the Company falls within one of the following circumstances, relevant information shall be publicly announced and reported, in the specified form by its nature, on the website designated by the FSC within two (2) days from the occurrence date: 1. Acquiring or disposing of real estate with a related party, or acquiring or disposing of other assets with a related party which transaction amount is equal to or more than 20% of the Company's paid-in capital, 10% of the Company's total assets or	**Article 25** If the asset acquired or disposed of by the Company falls within one of the following circumstances, relevant information shall be publicly announced and reported, in the specified form by its nature, on the website designated by the FSC within two (2) days from the occurrence date: 1. Acquiring or disposing of real estate with a related party, or acquiring or disposing of other assets with a related party which transaction amount is equal to or more than 20% of the Company's paid-in capital, 10% of the Company's total assets or	1. The reason of amendment of Subparagraph 1, Paragraph 1 is the same one as the first point of Article 13. 2. Considering the assets acquired or disposed of are the equipment for business purpose of daily business, if the announcement and report standard is too low, resulting into overly frequent announcement and report which will reduce the significance of information disclosure. Thus, the Item 4 of Subparagraph 4 of Paragraph 1 is amended based on Subparagraph 4 of Paragraph 1 of Article

After Amendments	Before Amendments	Reason for Amendment
NT$300,000,000; provided, this shall not apply to trading of government bonds or bonds with a call or put option, subscription or redemption of money market funds<u> issued by domestic securities investment trust enterprises.</u> 2. Merger, split, acquisition or stock transfer. 3. Loss on the transaction of derivative products has reached the ceiling for any individual or all contracts as stipulated in the procedures governing the transactions thereof. <u>4.</u> Assets acquired or disposed of are the equipment for business purpose, for which the seller or buyer is not a related party, and the transaction amount is <u>equal to or more</u> than <u>NT$1,000,000,000.</u> <u>5.</u> Real estates acquired or disposed of for construction purpose due to the fact that the Company engages in construction business,	NT$300,000,000; provided, this shall not apply to trading of government bonds or bonds with a call or put option, subscription or redemption of <u>domestic</u> money market funds. 2. Merger, split, acquisition or stock transfer. 3. Loss on the transaction of derivative products has reached the ceiling for any individual or all contracts as stipulated in the procedures governing the transactions thereof. <u>4.</u> For other assets transactions than those referred to in the preceding <u>three</u> subparagraphs, the disposal of obligatory rights by the financial institution or investments in China, the transaction amount is equal to or more than 20% of the Company's paid-in capital or NT$300,000,000, with the exceptions as follows:	30 of the Regulations, raising the announcement standard of the assets acquired or disposed of are the equipment for business purpose and the trader is not a related party to NT$1,000,000,000, and moved it to Subparagraph 4 of Paragraph 1. 3. The original Item 5 and Item 6 of Subparagraph 4 of Paragraph 1 are moved to Subparagraph 5 and Subparagraph 6 of Paragraph 1 pursuant to the amended Paragraph 1 of Article 30 of the "Regulations", and the original Subparagraph 4 of Paragraph 1 is moved to Subparagraph 7 of Paragraph 1. 4. A professional investment firm's acquisition of ordinary corporate bonds or of general bank debentures without equity characteristics that are offered and issued in the domestic primary market is its regular business and

After Amendments	Before Amendments	Reason for Amendment
for which the seller or buyer is not the related party, and the transaction amount is equal to or more than NT$500,000,000. 6. Real estates acquired by construction on self-owned or leased land, sharing under joint construction, sharing profits under joint construction, or selling separately under joint construction, for which the expected transaction amount of the Company is equal to or more than NT$500,000,000. 7. For other assets transactions than those referred to in the preceding six subparagraphs, the disposal of obligatory rights by the financial institution or investments in China, the transaction amount is equal to or more than 20% of the Company's paid-in capital or more than NT$300,000,000, with the exceptions as follows: (1) Purchase and sale of government	(1) Purchase and sale of government bonds. (2) Securities trading by investment professionals on foreign or domestic securities exchanges or over-the-counter markets. (3) Purchase and sale of bonds with a call or put option, subscription or redemption of domestic money market funds. (4) Assets acquired or disposed of are the equipment for business purpose, for which the seller or buyer is not a related party, and the transaction amount is less than NT$500,000,000. (5) Real estates acquired or disposed of for construction purpose due to the fact that the Company engages in construction business, for which the seller or buyer	mainly for obtaining interest; and it is not required to make public announcements when the bonds are sold on secondary market pursuant to the current regulations. Considering the efficiency and consistency of information disclosure, the requirement of public announcement shall not be applicable to the transactions mentioned above. And according to Paragraph 1 of Article 2 of "Regulations Governing Issuance of Bank Debentures by Banks", the subordinated bank debentures are not included in the definition of general bank debentures that do not involve shareholding rights mentioned above. Thus it is proposed to amend the original Item 2 of Subparagraph 4 of Paragraph 1, and move it to Item 2 of Subparagraph 7 of Paragraph 1 pursuant to

After Amendments	Before Amendments	Reason for Amendment
bonds. (2) Securities trading by investment professionals on foreign or domestic securities exchanges or over-the-counter markets, or subscription by investment professionals of ordinary corporate bonds or of general bank debentures without equity characteristics that are offered and issued in the domestic primary market. (3) Purchase and sale of bonds with a call or put option, subscription or redemption of money market funds issued by domestic securities investment trust enterprises. Transaction amount referred in preceding paragraph shall be computed as follows: 1. Amount of each transaction. 2. Accumulated amount	is not the related party, and the transaction amount is less than NT$500,000,000. (6) Real estates acquired by construction on self-owned or leased land, sharing under joint construction, sharing profits under joint construction, or selling separately under joint construction, for which the expected transaction amount of the Company is less than NT$500,000,000. Transaction amount referred in preceding paragraph shall be computed as follows: 1. Amount of each transaction. 2. Accumulated amount of transactions with same trading counter party for acquiring or disposing of subject matters of same kind within one (1) year. 3. Accumulated amount in regard to	the amended Item 2 of Subparagraph 7 of Paragraph 1 of the “Regulations”. 5. The reason for the amendment of Item 3 of Subparagraph 4 of Paragraph 1 of the original provision is the same as the one of Paragraph 1 of Article 13, and it is moved to Item 3 of Subparagraph 7 of Paragraph 1 . 6. The Paragraph 5 is amended to prescribe that when the Company at the time of public announcement makes an error or omission in an item required by regulations to be publicly announced and so is required to correct it, all the items shall be again publicly announced and reported in their entirety within two (2) days from the date of adverting.

After Amendments	Before Amendments	Reason for Amendment
of transactions with same trading counter party for acquiring or disposing of subject matters of same kind within one (1) year. 3. Accumulated amount in regard to acquisitions or disposal of real estates under the same development project within one (1) year (acquisitions and disposals to be accumulated separately.) 4. Accumulated amount in regard to acquisitions or disposal of the same securities within one (1) year (acquisitions and disposals to be accumulated separately.) The term "within one (1) year" as referred to in preceding paragraph shall mean the period of one (1) year computed retroactively from the occurrence date of the transaction concerned; and any portion already publicly announced according to these Procedures may not be re-counted in.	acquisitions or disposal of real estates under the same development project within one (1) year (acquisitions and disposals to be accumulated separately.) 4. Accumulated amount in regard to acquisitions or disposal of the same securities within one (1) year (acquisitions and disposals to be accumulated separately.) The term "within one (1) year" as referred to in preceding paragraph shall mean the period of one (1) year computed retroactively from the occurrence date of the transaction concerned; and any portion already publicly announced according to these Procedures may not be re-counted in. On or before the tenth day of each month the Company shall, in the specified form, input the information of transactions for derivative products made by it and its subsidiaries	

After Amendments	Before Amendments	Reason for Amendment
On or before the tenth day of each month the Company shall, in the specified form, input the information of transactions for derivative products made by it and its subsidiaries of non-domestic public company as of the end of previous month to the information reporting website designated by the FSC. For the particulars to be publicly announced as required, if there are any errors or omissions needing to be corrected upon public announcement, all these particulars shall be publicly announced and reported again within two (2) days of its acknowledgement. As for any assets acquired or disposed of by the Company, the relevant contracts, minutes of proceedings, filing books, appraisal reports, written opinions of CPA, lawyer or securities underwriter shall be kept in the Company. Unless otherwise provided for in	of non-domestic public company as of the end of previous month to the information reporting website designated by the FSC. For the particulars to be publicly announced as required, if there are any errors or omissions needing to be corrected upon public announcement, all these particulars shall be publicly announced and reported again. As for any assets acquired or disposed of by the Company, the relevant contracts, minutes of proceedings, filing books, appraisal reports, written opinions of CPA, lawyer or securities underwriter shall be kept in the Company. Unless otherwise provided for in other laws, these documents shall be kept for at least five (5) years.	

After Amendments	Before Amendments	Reason for Amendment
other laws, these documents shall be kept for at least five (5) years.		
Article 29 Upon the adoption or amendment of these Procedures, it shall be approved first by the Audit Committee and then be resolved by the Board of Directors; then, these Procedures shall enter into effectiveness after ratification of the shareholders' meeting.	**Article 29** Upon a resolution passed by the Board of Directors, these Procedures shall be given to each supervisor and shall become effective after ratification by the shareholders' meeting. The same shall apply in case of any amendments thereof. If any director took an objection, and a record or written statement to the effect has been made, then the Company shall submit the data about the objection of the director to each supervisor. When the procedures for the acquisition and disposal of assets are submitted for discussion by the Board of Directors pursuant to the preceding paragraph, the Board of Directors shall take into full consideration each independent director's opinions. If an independent director objects to or expresses reservations about any	1. To be in line with the replacement of the supervisors with the Audit Committee, the Paragraph 1 of this Article is amended based on Article 6 of the "Regulations". 2. As the members of the Audit Committee are all independent directors, in the event that a director has any objection on the Board Meeting, the independent directors will immediately learn about the situation, so there is no need to handover the director's objection to the Audit Committee, which is the reason why the latter section of the Paragraph 1 of this Article is deleted. 3. As to simplify the provision, Paragraph 2 of this Article is moved to Paragraph 4 of Article 30.

After Amendments	Before Amendments	Reason for Amendment
	matter, it shall be recorded in the minutes.	
Article 30 Based on the regulation of this procedure, all matters that shall obtain the approval of the Audit Committee shall be approved by at least one-half of the members of the Audit Committee. In the event that the preceding does not obtain at least one-half of the approval of the Audit Committee, it shall then ask for the approval of at least two-thirds of all directors, and the resolution of the Audit Committee shall be recorded in the minutes of the Board's Meeting. The members of the Audit Committee and all Directors mentioned in the preceding paragraphs refer to the members in office. When a matter is submitted for discussion to the Board of Directors, the Board of Directors shall take into full consideration each independent director's opinions. If an	**Article 30** When any acquisition or disposal of assets by the Company shall be approved by the Board of Directors according to these Procedures or other laws, if any director took an objection, and a record or written statement to the effect has been made, then the Company shall submit the data about the objection of the director to each supervisor. When a transaction involving the acquisition or disposal of assets is submitted for discussion by the Board of directors pursuant to the preceding paragraph, the Board of Directors shall take into full consideration each independent director's opinions. If an independent director objects to or expresses reservations about any matter, it shall be recorded in the minutes.	1. To be in line with the replacement of the supervisors with the Audit Committee, Paragraph 1 of the original provision is deleted, and Paragraph 1 to 3 are added, based on Article 6 and 8 of the "Regulations", so as to explicitly establish the benchmark of the Audit Committee's approval and the Board's resolution 2. Paragraph 2 of the original provision is moved to Paragraph 4 with revision.

After Amendments	Before Amendments	Reason for Amendment
independent director objects to or expresses reservations about any matter, it shall be recorded in the minutes.		

EVERGREEN MARINE CORPORATION (TAIWAN) LTD.

Comparison Table for the Procedures for Transaction of Derivative Products Before and After Amendments

After Amendments	Before Amendments	Reason for Amendment
Article 6 Gross contract amount for the derivative product transactions made by the Company shall be limited to the existing position, and the ceiling of stop loss thereof shall be as follows: 1. Hedging Operation: If the amount of loss evaluated in the end of month for all contracts or any individual contract exceeds 5% of paid-in capital of the Company for two successive months, it shall be <u>presented first to the Audit Committee and then</u> to the board of directors to resolve whether the Company shall execute the stop loss. 2. Trading Operation: Gross allowable loss for all contracts shall be limited to 3% of paid-in capital of the Company, and to 15% of contract value for any individual contract.	**Article 6** Gross contract amount for the derivative product transactions made by the Company shall be limited to the existing position, and the ceiling of stop loss thereof shall be as follows: 1. Hedging Operation: If the amount of loss evaluated in the end of month for all contracts or any individual contract exceeds 5% of paid-in capital of the Company for two successive months, it shall be <u>proposed</u> to the board of directors <u>of the Company</u> to resolve whether the Company shall execute the stop loss. 2. Trading Operation: Gross allowable loss for all contracts shall be limited to 3% of paid-in capital of the Company, and to 15% of contract value for any individual contract.	1. According to Article 14-5 of Securities and Exchange Act and Article 8 of "Regulations Governing the Acquisition and Disposal of Assets by Public Companies" (hereinafter referred to as the "Regulations"), significant material asset or derivative product transactions shall be approved by at least one-half of the members of the Audit Committee. 2. According to Order No. Financial-Supervisory-Securities-I-0950005718 of the Financial Supervisory Committee (hereinafter referred to as "FSC"), "the derivative product transactions" that shall be approved by the Audit Committee stated in Article 14-5 of Securities and Exchange Act refers to the transactions prescribed by the Company's procedures

After Amendments	Before Amendments	Reason for Amendment
		or other laws and regulations that shall be approved by the Board of Directors. 3. To be in line with establishment of the Company's Audit Committee, subparagraph 1 of this Article is amended based on the aforementioned regulations.
Article 11 Internal auditors shall examine for the adequacy of internal control over the derivative products transactions on a regular basis, and audit whether the trading departments are acting in compliance with the Procedures monthly, for which an auditing report shall be produced. If any severe violations are found, a written notice shall be submitted to the Audit Committee.	**Article 11** Internal auditors shall examine for the adequacy of internal control over the derivative products transactions on a regular basis, and audit whether the trading departments are acting in compliance with the Procedures monthly, for which an auditing report shall be produced. If any severe violations are found, a written notice shall be submitted to the supervisors.	To be in line with the establishment of the Audit Committee in replacement of the supervisors, and taking Article 15 and 45 of "Regulations Governing Establishment of Internal Control Systems by Public Companies" into consideration, this article is amended, which explicitly established the written notification to the Audit Committee in the event of significant violations found by the internal auditors.
Article 13 Upon the adoption or amendment of these Procedures, it shall be approved first by the Audit Committee and	**Article 13** Upon a resolution passed by the Board of Directors, the Procedures shall be given to each supervisor and shall	1. To be in line with the establishment of the Audit Committee in replacement of the supervisors in the Company, and

After Amendments	Before Amendments	Reason for Amendment
then be resolved by the Board of Directors; then, these Procedures shall enter into effectiveness after ratification of the shareholders' meeting.	become effective after ratification by the shareholders' meeting. The same shall apply in case of any amendments thereof. If any director took an objection, and a record or written statement to the effect has been left, then the Company shall submit the data about the objection of the director to each supervisor.	according to Article 6 of the "Regulations", the first section of this Article is amended. 2. As the members of the Audit Committee are all independent directors, in the event that a director has any objection, the independent directors will immediately learn about the situation, so there is no need to handover the director's objection to the Audit Committee, which is the reason why the latter section of this Article is deleted.
Article 14 Based on the regulation of this procedure, all matters that shall obtain the approval of the Audit Committee shall be approved by at least one-half of the members of the Audit Committee. In the event that the preceding does not obtain at least one-half of the approval of the Audit Committee, it shall then ask for at least two-thirds of the approval of all directors, and the		1. Newly added. 2. To be in line with the establishment of the Audit Committee and based on Article 6 and 8 of the "Regulations", Paragraph 1 to 3 explicitly stated the benchmark of the Audit Committee's and the Board of Directors' approval, and Paragraph 4 explicitly states the objection or the reservation of the Directors to be recorded in the Board's

After Amendments	Before Amendments	Reason for Amendment
resolution of the Audit Committee shall be recorded in the minutes of the Board's Meeting. The members of the Audit Committee and all Directors mentioned in the preceding paragraphs refer to the members in office. When a matter is submitted for discussion to the Board of Directors, the Board of Directors shall take into full consideration each independent director's opinions. If an independent director objects to or expresses reservations about any matter, it shall be recorded in the minutes.		Meeting minutes.

EVERGREEN MARINE CORPORATION (TAIWAN) LTD.

Comparison Table for the Procedures for Fund Lending, Endorsement and Guarantee Before and After Amendments

After Amendments	Before Amendments	Reason for Amendment
Article 9 The procedure of handling fund lending of the Company shall be as follows: 1. The borrower shall submit the loan application to the Company and the finance department of the Company shall consider its necessity and reasonability. In addition, the department shall conduct credit and risk review and further evaluate the operation risk, financial condition of the Company and the effect on the rights and interests of stockholder, then draft the terms and condition of such proposed loan. If necessary, the Company will request the applicant to provide equivalent amount of guarantee note, guarantor or collateral to register	**Article 9** The procedure of handling fund lending of the Company shall be as follows: 1. The borrower shall submit the loan application to the Company and the finance department of the Company shall consider its necessity and reasonability. In addition, the department shall conduct credit and risk review and further evaluate the operation risk, financial condition of the Company and the effect on the rights and interests of stockholder, then draft the terms and condition of such proposed loan. If necessary, the Company will request the applicant to provide equivalent amount of guarantee note, guarantor or collateral to register pledge or mortgage.	1. To be in line with the establishment of the Audit Committee in the Company, this Article is amended: (1) Based on Article 14-5 of the Securities and Exchange Act, significant loans, endorsements or assurances shall be approved by at least one-half of the members of the Audit Committee. (2) According to Order No. Financial-Supervisory-Securities-I-0950005718 of the Financial Supervisory Committee (hereinafter referred to as "FSC"), the "significant loans, endorsements or assurances" that shall be approved by the Audit Committee stated in Article 14-5 of the Securities and

After Amendments	Before Amendments	Reason for Amendment
pledge or mortgage. 2. After examination, the finance department shall submit the lending proposal to the <u>Audit Committee for approval and then to the</u> Board of Directors for resolution<u>. No</u> other party <u>shall</u> be authorized to make decision. 3. For loan proposal that is approved or the lending amount is reduced by resolution at the Board meeting, the finance department of the Company shall notify the borrower <u>about</u> the resolution. 4. The finance department shall transfer the fund after confirming the loan contract is executed and related collateral filing are completed and no error. 5. The related information including contract, collateral supporting documents and record shall be filed in good order by the finance department after transferring fund.	2. After examination, the finance department shall submit the lending proposal to the Board of Directors for resolution <u>and any</u> other party <u>cannot</u> be authorized to make decision. <u>The Board of Directors shall take into full consideration each independent director's opinions. If an independent director objects to or expresses reservations about any matter, it shall be recorded in the minutes.</u> 3. For loan proposal that is approved or the lending amount is reduced by resolution at the Board meeting, the finance department of the Company shall notify the borrower the resolution. 4. The finance department shall transfer the fund after confirming the loan contract is executed and related collateral filing are completed and no error. 5. The related information including	Exchange Act refers to the matters prescribed in the Company's operating procedures or other laws and regulations that should be approved by the Board of Directors. 2. To simplify the provision, the latter part of subparagraph 2 is moved to Paragraph 4 of Article 27.

After Amendments	Before Amendments	Reason for Amendment
	contract, collateral supporting documents and record shall be filed in good order by the finance department after transferring fund.	
Article 9-1 Before lending the fund between the Company and parent companies, the Company and subsidiaries, or between subsidiaries, the loan proposal shall be presented <u>first to the Audit Committee for approval and then</u> to the Board meeting for resolution according to the preceding article. The Chairman may be authorized to lend the aggregate amount specified by the Board of Directors to one enterprise, and the amount can be drawn down separately or revolving in the time period of one year. The authorized amount mentioned in Paragraph 1, except the fund lending is made under Paragraph 4 of Article 2, shall not exceed 10% of the net worth in the latest financial statement of the	**Article 9-1** Before lending the fund between the Company and parent companies, the Company and subsidiaries, or between subsidiaries, the loan proposal shall be presented to the Board meeting for resolution according to the preceding article. The Chairman may be authorized to lend the aggregate amount specified by the Board of Directors to one enterprise, and the amount can be drawn down separately or revolving in the time period of one year. The authorized amount mentioned in Paragraph 1, except the fund lending is made under Paragraph 4 of article 2, shall not exceed 10% of the net worth in the latest financial statement of the Company or subsidiaries when the Company or 5	To be in line with the replacement of the supervisors with the Audit Committee, and according to Article 14-5 of Securities and Exchange Act and Order No. Financial-Supervisory-Securities -I-0950005718 of FSC, Paragraph 1 of this Article is amended.

After Amendments	Before Amendments	Reason for Amendment
Company or subsidiaries when the Company or 5 subsidiaries lend fund to a single enterprise.	subsidiaries lend fund to a single enterprise.	
Article 11 The internal control of the fund lending of the Company shall be as follows: 1. When conducting fund lending, the Company shall establish a notebook that shall record in details regarding the borrower, lending amount, resolution date made by the Board meeting, funding date and other evaluation items, etc. 2. The internal audit personnel of the Company shall at least conduct auditing once a quarter the procedure of the fund lending to other party and its performance condition and a written record shall be made. If major violation is discovered, which shall notify <u>the Audit Committee</u> in writing forthwith. 3. When there is circumstance change	**Article 11** The internal control of the fund lending of the Company shall be as follows: 1. When conducting fund lending, the Company shall establish a notebook that shall record in details regarding the borrower, lending amount, resolution date made by the Board meeting, funding date and other evaluation items, etc. 2. The internal audit personnel of the Company shall at least conduct auditing once a quarter the procedure of the fund lending to other party and its performance condition and a written record shall be made. If major violation is discovered, which shall notify <u>every supervisor</u> in writing forthwith. 3. When there is circumstance change in	To be in line with the replacement of the supervisors with the Audit Committee, and taking Article 15 and 45 of the "Regulations Governing Establishment of Internal Control Systems by Public Companies" into consideration, Subparagraph 2 and 3 of Paragraph 1 are amended.

After Amendments	Before Amendments	Reason for Amendment
in the Company resulting that the fund lending party becomes unqualified under the provisions of this procedure or the balance amount of the loan exceeds the ceiling, the improvement plan shall be made and sent to the Audit Committee. Meanwhile, the improvement shall be made within the planned schedule so as to enhance the internal control of the Company.	the Company resulting that the fund lending party becomes unqualified under the provisions of this procedure or the balance amount of the loan exceeds the ceiling, the improvement plan shall be made and sent to every supervisor. Meanwhile, the improvement shall be made within the planned schedule so as to enhance the internal control of the Company.	
Article 14 The procedure of handling the endorsement and/or guarantee by the Company shall be as follows: 1. The party requesting for endorsement and/or guarantee shall submit application to the Company and the finance department of the Company shall consider its necessity and reasonability. In addition, the department shall conduct credit and risk	**Article 14** The procedure of handling the endorsement and/or guarantee by the Company shall be as follows: 1. The party requesting for endorsement and/or guarantee shall submit application to the Company and the finance department of the Company shall consider its necessity and reasonability. In addition, the department shall conduct credit and risk	To be in line with the establishment of the Audit Committee in the Company, and according to Article 14-5 of Securities and Exchange Act and Order No. Financial-Supervisory-Securities -I-0950005718 of FSC, Paragraph 2 of this Article is added, which stated explicitly that matters that should be approved by the Boards of Directors shall be first submitted to the Audit Committee for approval before

After Amendments	Before Amendments	Reason for Amendment
review and further evaluate the operation risk, financial condition of the Company and the effect on the rights and interests of stockholder, then draft the terms and condition of such proposed endorsement and/or guarantee. If necessary, the Company will request the applicant to provide equivalent amount of guarantee note, guarantor or collateral to register pledge or mortgage. 2. After examination, the finance department will submit the examination opinion together with related information to the Board of Directors (or the Chairman) for resolution (or approval). 3. For endorsement and/or guarantee that is approved by the Board of Directors (or the Chairman), the finance department shall fill in the stamped application with the	review and further evaluate the operation risk, financial condition of the Company and the effect on the rights and interests of stockholder, then draft the terms and condition of such proposed endorsement and/or guarantee. If necessary, the Company will request the applicant to provide equivalent amount of guarantee note, guarantor or collateral to register pledge or mortgage. 2. After examination, the finance department will submit the examination opinion together with related information to the Board of Directors (or the Chairman) for resolution (or approval). 3. For endorsement and/or guarantee that is approved by the Board of Directors (or the Chairman), the finance department shall fill in the stamped application with the endorsement and/or guarantee	submitting it to the Board of Directors for resolution.

After Amendments	Before Amendments	Reason for Amendment
endorsement and/or guarantee information and the document approved by the Board of Directors (or the Chairman) that will all be submitted to the seal custodian for sealing. If the endorsement and/or guarantee are disapproved, the finance department shall prepare document explaining the reason of not granting the endorsement and/or guarantee that will be sent to the applicant together with related information. 4. After the endorsement and/or guarantee and guarantee procedure have been processed properly, the finance department shall keep related information as reference and will register this in the 「Endorsement and/or guarantee and cancellation reference book」 in order to control the amount of the endorsement and/or guarantee. In accordance with the	information and the document approved by the Board of Directors (or the Chairman) that will all be submitted to the seal custodian for sealing. If the endorsement and/or guarantee are disapproved, the finance department shall prepare document explaining the reason of not granting the endorsement and/or guarantee that will be sent to the applicant together with related information. 4. After the endorsement and/or guarantee and guarantee procedure have been processed properly, the finance department shall keep related information as reference and will register this in the 「Endorsement and/or guarantee and cancellation reference book」 in order to control the amount of the endorsement and/or guarantee.	

After Amendments	Before Amendments	Reason for Amendment
preceding paragraph, matters that shall be approved by the Board of Directors shall be first submitted to the Audit Committee for approval before submitting it to the Board of Directors for resolution.		
Article 16 If the Company intends to provide any endorsement and/or guarantee, it has to be presented to the Audit Committee for approval and then to the Board meeting for resolution. However, any guarantee amount to a single enterprise is within 25% of the net worth of the Company in the latest financial statement, the Chairman may firstly make decision by himself and afterwards it shall be submitted to the Audit Committee and the Board meeting for pursuing recognition. If the subsidiary in which the Company holds 90% of voting shares intends to provide any endorsement and/or guarantee based on the	**Article 16** If the Company intends to provide any endorsement and/or guarantee, it has to be presented to the Board meeting for approval in advance. However, any guarantee amount to a single enterprise is within 25% of the net worth of the Company in the latest financial statement, the Chairman may firstly make decision by himself and afterwards it shall be submitted to the Board meeting for pursuing recognition. The Board of Directors shall take into full consideration each independent director's opinions. If an independent director objects to or expresses reservations about any matter, it shall be	1. To be in line with the establishment of the Audit Committee in the Company, and according to Article 14-5 of Securities and Exchange Act and Order No. Financial-Supervisory-Securities -I-0950005718 of FSC, the first and the third paragraphs of the original provision are amended. 2. To simplify the provision, Paragraph 2 of this Article is moved to Paragraph 4 of Article 27.

After Amendments	Before Amendments	Reason for Amendment
provision of Paragraph 2 of Article 4, it has to be presented to the Audit Committee for approval and then to the Board meeting of the Company for resolution, unless endorsement and/or guarantee is provided between the subsidiaries in which the Company is directly and indirectly holding 100% of voting shares.	recorded in the minutes. If the subsidiary that the Company holds 90% of voting shares intends to provide any endorsement and/or guarantee based on the provision of Paragraph 2 of Article 4, it has to be presented to the Board meeting of the Company for approval in advance, unless endorsement and/or guarantee is provided between the subsidiaries that the Company is directly and indirectly holding 100% of voting shares.	
Article 17 The internal control on endorsement and/or guarantee by the Company shall be as follows: 1. When conducting endorsement and/or guarantee items, the Company shall establish a notebook that shall record in details including the endorsed and/or guaranteed party, amount, date of passing by the Board of Directors or decision	**Article 17** The internal control on endorsement and/or guarantee by the Company shall be as follows: 1. When conducting endorsement and/or guarantee items, the Company shall establish a notebook that shall record in details including the endorsed and/or guaranteed party, amount, date of passing by the Board of Directors or decision	To be in line with the replacement of the supervisors with the Audit Committee, and taking into reference Article 15 and 45 of the "Regulations Governing Establishment of Internal Control Systems by Public Companies", Subparagraph 2 and 3 of this Article are amended.

After Amendments	Before Amendments	Reason for Amendment
for execution by the Chairman, endorsement and/or guarantee date and items that shall be cautiously evaluated based on the provision of Subparagraph 1, Paragraph 1 of Article 14. 2. The internal audit personnel of the Company shall at least conduct auditing on the procedure of endorsement and/or guarantee and its ongoing development <u>once a quarter</u> and a written record shall be made. If major violation is discovered, <u>it shall be immediately notified to the Audit Committee in written notice.</u> 3. When there is circumstance changed in the Company resulting that the endorsed and/or guaranteed party becomes unqualified under the provisions of this procedure or the endorsement/guarantee amount exceeds the ceiling, an	for execution by the Chairman, endorsement and/or guarantee date and items that shall be cautiously evaluated based on the provision of Subparagraph 1, Paragraph 1 of Article 14. 2. The internal audit personnel of the Company shall at least <u>once a quarter</u> conduct auditing on the procedure of endorsement and/or guarantee and its ongoing development and a written record shall be made. If major violation is discovered, <u>which shall be notified every supervisor in writing immediately.</u> 3. When there is circumstance changed in the Company resulting that the endorsed and/or guaranteed party becomes unqualified under the provisions of this procedure or the endorsement/guarantee amount exceeds the ceiling, an improvement plan shall be made and sent to	

After Amendments	Before Amendments	Reason for Amendment
improvement plan shall be made and sent to the Audit Committee. Meanwhile, the improvement shall be made within the planned schedule so as to enhance the internal control of the Company.	every supervisor. Meanwhile, the improvement shall be made within the planned schedule so as to enhance the internal control of the Company.	
Article 18 When the Company is processing endorsement and/or guarantee and due to business requirement, it is necessary to exceed the ceiling stipulated by this procedure and it conforms to the terms and conditions stipulated by this procedure, it shall be first approved by the Audit Committee and then resolved by the Board of Directors and the majority directors shall provide joint guarantee on the risk of loss that may be occurred from overflow guarantee to the Company. In addition, this procedure shall be amended accordingly and shall be submitted to shareholders' meeting for approval afterwards. If the shareholders' meeting	**Article 18** When the Company is processing endorsement and/or guarantee and due to business requirement, it is necessary to exceed the ceiling stipulated by this procedure and it conforms to the terms and conditions stipulated by this procedure, it shall be resolved by the Board of Directors and the majority directors shall provide joint guarantee on the risk of loss that may be occurred from overflow guarantee to the Company. In addition, this procedure shall be amended accordingly and shall be submitted to shareholders' meeting for approval afterwards. If the shareholders' meeting shall not approve, a plan shall be prepared to remove overflow	1. To be in line with the establishment of the Audit Committee in the Company, and according to Article 14-5 of Securities and Exchange Act and Order No. Financial-Supervisory-Securities -I-0950005718 of FSC, Paragraph 1 of this Article is amended. 2. To simplify the provision, Paragraph 2 of this Article is moved to Paragraph 4 of Article 27.

After Amendments	Before Amendments	Reason for Amendment
shall not approve, a plan shall be prepared to remove overflow guarantee within a certain period.	guarantee within a certain period. When a matter is submitted for discussion by the Board of Directors pursuant to the preceding paragraph, the Board of Directors shall take into full consideration each independent director's opinions. If an independent director objects to or expresses reservations about any matter, it shall be recorded in the minutes.	
Article 26 Upon the adoption or amendment of these Procedures, it shall be approved first by the Audit Committee and then be resolved by the Board of Directors; then, these Procedures shall enter into effectiveness after ratification of the shareholders' meeting. If any director took an objection, and a record or written statement to the effect has to be made, then the Company shall submit the data about the objection of the director to the shareholders' meeting for discussion.	**Article 26** Upon a resolution passed by the Board of Directors, these Procedures shall be submitted to each supervisor and shall become effective after ratification by the shareholders' meeting. If any director took an objection, and a record or written statement to the effect has to be made, then the Company shall submit the data about the objection of the director to each supervisor and shareholders' meeting for discussion. The same shall apply in case of any amendments thereof.	1. To be in line with the establishment of the Audit Committee in replacement of the supervisors in the Company, and according to Article 14-4 and 14-5 of Securities and Exchange Act, the Paragraph 1 of this Article is amended, which explicitly indicates the obtention of the Audit Committee's approval for the adoption and amendment of this regulation; words related to "supervisors" are deleted. 2. To simplify the

After Amendments	Before Amendments	Reason for Amendment
	When these Procedures are submitted for discussion by the Board of Directors pursuant to the preceding paragraph, the Board of Directors shall take into full consideration each independent director's opinions. If an independent director objects to or expresses reservations about any matter, it shall be recorded in the minutes.	provision, Paragraph 2 of this Article is moved to Paragraph 4 of Article 27.
Article 27 Based on the regulation of this procedure, all matters that shall obtain the approval of the Audit Committee shall be approved by at least one-half of the members of the Audit Committee. In the event that the preceding does not obtain at least one-half of the approval of the Audit Committee, it shall then ask for the approval of at least two-thirds of all directors, and the resolution of the Audit Committee shall be recorded in the minutes of the Board's Meeting. The members of the		1. Newly added。 2. To be in line with the establishment of the Audit Committee, and according to Article 14-5 of Securities and Exchange Act, Paragraph 1 to 3 explicitly establish the benchmark of the Audit Committee's approval and the Board's resolution. 3. To simplify the provision, the latter part of subparagraph 2 of Article 9, Paragraph 2 of Article 16, Paragraph 2 of Article 18 and Paragraph 2 of Article 26 are moved to Paragraph 4 of this

After Amendments	Before Amendments	Reason for Amendment
Audit Committee and all Directors mentioned in the preceding paragraphs refer to the members in office. When a matter is submitted for discussion to the Board of Directors, the Board of Directors shall take into full consideration each independent director's opinions. If an independent director objects to or expresses reservations about any matter, it shall be recorded in the minutes.		Article with revision.

EVERGREEN MARINE CORPORATION (TAIWAN) LTD.
2017 Annual General Meeting of Shareholders
Roster of Directors (Including Independent Directors) Candidates

Item	A/C Number	Name	Major Education	Major Past Work Experience	Concurrent Positions	Shares
Director	10710	Evergreen Steel Corporation Representative : Chang, Cheng-Yung	Bachelor of Business Administration Department of Chinese Culture University	President, Evergreen Marine Corporation (Taiwan) Ltd.	Chairman: Evergreen Marine Corporation (Taiwan) Ltd., Charng Yang Development Corp. Director & Management: Greencompass Marine S.A., Gaining Enterprise S.A. Director, Taipei Port Container Terminal Corp.	30,075,742
Director	255161	Chang Yung-Fa Charity Foundation Representative : Chang, Kuo-Hua	Taipei College of Maritime Technology in Marine Engineering	Same as Concurrent Positions	Director: Evergreen Marine Corporation (Taiwan) Ltd., Evergreen International Storage & Transport Corp., Evergreen International Corp., Evergreen Steel Corp., Ever Reward Logistics Corp., Evergreen Marine (Hong Kong) Ltd. Director & Management: Evergreen International S.A., Colon Container Terminal S.A.	28,940,403
Director	255161	Chang Yung-Fa Charity Foundation Representative : Chang, Kuo- Ming	Bachelor of Science in Electrical Engineering, University of Southern California	Same as Concurrent Positions	Director: Evergreen International Corp., Evergreen International S.A.	28,940,403

Item	A/C Number	Name	Major Education	Major Past Work Experience	Concurrent Positions	Shares
Director	840	Evergreen International S.A. Representative : Ko, Lee-Ching	National Keelung Girls' Senior High School	Same as Concurrent Positions	Chairman, Evergreen International Corp. Director: EVA Airways Corp., Evergreen International Storage & Transport Corp., Taiwan High Speed Rail Corp., Evergreen Steel Corp., Evergreen Security Corp., Shun An Enterprise Corp., Charng Yang Development Corp., Evergreen Marine (Singapore) Pte Ltd. Director & Management: Evergreen International S.A., Greencompass Marine S.A., Gaining Enterprise S.A. Supervisor: Evergreen Marine Corporation (Taiwan) Ltd., Ever Reward Logistics Corp., Evergreen Air Cargo Services Corp., Evergreen Airline Services Corp., Evergreen Aviation Technologies Corp., Evergreen Aviation Precision Corp., Hsin Yung Enterprise Corp.	373,130,301

Item	A/C Number	Name	Major Education	Major Past Work Experience	Concurrent Positions	Shares
Director	840	Evergreen International S.A. Representative : Lee, Mong-Jye	Bachelor of Business Administration of SooChow University	Chairman, Unigreen Marine, S.A.	Director & President, Evergreen Marine Corporation (Taiwan) Ltd. Director, PT. Evergreen Shipping Agency Indonesia Director & Management: Greencompass Marine S.A., Gaining Enterprise S.A.	373,130,301
Director	10710	Evergreen Steel Corp. Representative : Hsieh, Huey-Chuan	Bachelor of Transportation Engineering and Management of National Chiao Tung University	Vice Chairman, Italia Marittima S.p.A.	Director & Executive Vice President of Project Div., Evergreen Marine Corporation (Taiwan) Ltd.	30,075,742
Independent Director	A1023*****	Yu, Fang-Lai	MBA of Institute of Management Science of National Chiao Tung University Bachelor of Transportation & Communication Management Science of National Cheng Kung University	Director, China Aviation Development Foundation Chairman, Chunghwa Post Co., Ltd. Political Deputy Minister, Ministry of Transportation & Communications Administrative Deputy Minister, Ministry of Transportation & Communications	Independent Director, Evergreen International Storage & Transport Corp.	0

Item	A/C Number	Name	Major Education	Major Past Work Experience	Concurrent Positions	Shares
Independent Director	A1202*****	Chang, Chia-Chee	Master degree: School of Law of National Taiwan University, College of Medicine Institute of Molecular Medicine of National Taiwan University Bachelor degree: School of Medicine of National Taiwan University, College of Law of National Taiwan University, Business Administration of National Taiwan University	Same as Concurrent Positions	Independent Director, Evergreen Marine Corporation (Taiwan) Ltd. Tai-Yang Life Science Business Law Office Attorney-in-Charge	0
Independent Director	H1211*****	Li, Chang-Chou	Master of Accounting, University of Illinois at Urbana-Champaign	Partner, PricewaterhouseCoopers, Taiwan	Partner, CPA, Zhi Cheng CPAs & Co. Independent Director: Kuenling machinery refrigerating Co., LTD. (Taiwan), Axcen Photonics Corp.	0

EVERGREEN MARINE CORPORATION (TAIWAN) LTD.

Articles of Incorporation

Chapter 1 General Provisions

Article 1

This Company is incorporated pursuant to the provisions governing a company limited by Shares of the Company Act of Republic of China with the name of 長榮海運股份有限公司 in Chinese and EVERGREEN MARINE CORPORATION (TAIWAN) LTD. in English.

Article 2

The Company may engage in the following activities:

1. G301011 Ship Transportation;
2. G401011 Shipping Agency Services;
3. G404011 Container Distributing Center Business;
4. I701011 Occupation Services;
5. ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval.

Article 3

The office of the Company is located at Taipei, Taiwan, where necessary, the Company may have branches or offices established within or outside the Republic of China as decided by resolution adopted by the Board of Directors.

Article 4

The total amount of investment by the Company shall not be subject to the restriction of 40 percent of the paid-up capital of the Company pursuant to Article 13 of the Company Act.

The Company may render external guarantees.

Chapter 2 Shares

Article 5

The total authorized capital of the Company shall be NT$36,000,000,000 divided into 3,600,000,000 shares at NT$10 each. The Board of Directors is hereby authorized to issue the unissued shares in installments.

Article 6

The shares issued by the Company shall be registered in the Securities Central Depositary Business Institution.

Article 7

Registration of share transfer, within sixty (60) days before the date of Annual General Meeting of the Shareholders, thirty (30) days before the date of Extraordinary Meeting of Shareholders, or five (5) days before the date fixed by the Company for distribution of dividends, bonus or other benefits, shall not be conducted.

Chapter 3 Shareholders' Meeting

Article 8

The Shareholders' Meeting of the Company consists of two categories; the Annual General and Extraordinary Meetings;

1. The Annual General Meeting shall be duly held within six (6) months after the end of each fiscal year of the Company;
2. The Extraordinary Meeting of the Company may be duly held if necessary.

Article 9

Notices to convene the Annual General Meeting shall be given to each shareholder thirty (30) days in advance, and the one to convene the Extraordinary Meeting shall be given fifteen (15) days in advance. Notices of the Shareholders' Meeting shall specify the time and place of the meeting and the particulars of the business to be transacted, and shall be given to all the Shareholders.

Article 10

The shareholders of the Company shall have one voting right for each share, except the shares which set forth in Article 179 of the Company Act are no voting right.

Article 11

A shareholder who is unable to attend a Shareholders' Meeting may duly authorize another person as his proxy to attend and vote on his behalf pursuant to a power of attorney printed and distributed by the Company duly issued by the Shareholder stating the ambit of the proxy's authority.

Article 12

Unless otherwise provided under the Company Act and related regulations, the quorum for a Shareholders' Meeting shall be duly adopted by a majority in the meeting attended by Shareholders who represent a majority of the total issued shares.

Article 13

When Shareholders' Meeting is convened by the Board of Director, its chairman shall be processed in accordance with the provision in Article 208 of the Company Act. When the meeting is convened by other party with right of summons other than the Board of Directors, the Chairman shall be undertaken by that party with right of summons. When there are two and more parties with right of summons, one party will be elected among these parties.

Article 14

The resolutions adopted by the Shareholders' Meeting shall be reported in the minutes. The content, distribution and other essentials of the minutes shall be made in accordance with the provision of Article 183 of the Company Act.

Chapter 4 Directors, Supervisors And Managers

Article 15

The Company shall have seven to nine (7~9) Directors and two (2) Supervisors.

The election of the Directors and Supervisors shall adopt the candidate nomination system provided in the Article 192-1 of the Company Act. The shareholders shall elect the Directors and Supervisors from the list of candidates announced by the Company. The following matters shall be processed according to the relevant regulations.

The total number of shares that should be held by all preceding Directors and Supervisors shall be subject to the provision established by the Securities Management Institution.

Article 15-1

The number of the Directors set forth in the preceding article shall include two (2) to three (3) Independent Directors.

The independent and non- independent directors shall be elected at the same time, but the number of votes shall be calculated separately.

The professional qualifications, restrictions on shareholdings and concurrent positions held, assessment of independence, method of nomination and election, and other matters for compliance with respect to Independent Directors shall be subject to the Securities and Exchange Act and other relevant regulations.

Article 16

The Directors and the Supervisors shall be elected at the Shareholders' Meeting and they are selected due to their competence and disposing capacity. They shall each have a three-year term of office and are eligible for re-election. The Directors or Supervisors may, according to Article 199 and Article 227 of the Company Act, be discharged at any time by a resolution passed at a Shareholders' Meeting.

Article 17

When the dismissal of Director(s) results in the number of directors less than five(5), the Company shall hold supplementary election for Director at the next following Shareholders' Meeting. When the number of vacancies of Directors reaches one-third of the total number of Directors, or when the Supervisors are all dismissed, the Board of Directors shall convene a Shareholders' Meeting for supplementary election within 60 days from the date on which the situation arose. Its term of office shall only be limited to full replenishment of the original term of office.

When the dismissal of Independent Directors(s) result in the number of Independent Directors less than the number providing in the paragraph 1 of the Article 15-1, the Company shall hold supplementary election for Independent Director(s) at the next following Shareholders' Meeting. When all Independent Directors have been dismissed, the Board of Directors shall convene a Shareholders' Meeting for electing Independent Directors within 60 days from the date on which the situation arose.

Article 18

The Directors shall constitute the Board. The Chairman shall be elected at a meeting attended by at least two-thirds (2/3) of the Directors and by a simple majority vote of the Directors present at the meeting and may also elect a Vice Chairman in the same manner. The Chairman of the Board of Directors shall internally preside at the Meetings of Shareholders and Board Meetings, and shall externally represent the Company. When the Chairman is on leave of absence or cannot exercise its job for any cause, agency of his/her job shall be handled in accordance with Article 208 of the

Company Act.

Article 19

For execution of business of the Company, apart from items that are separately specified in related laws or the Articles of Incorporation to be resolved at the Shareholders' Meeting, all items shall be resolved by the Board of Directors.

Article 20

Notices of the Board Meeting shall be dispatched to each of the Directors and supervisors seven (7) days prior to convening such meeting. Nevertheless, in case of emergency, the said meeting may be convened anytime.

The notice set forth in the preceding paragraph may be conducted in the form of writing or by way of e-mail or fax.

Where a Director is unable to attend a Board Meeting, he may authorize another Director to attend on his behalf by issuing a power of attorney in the latter's favor specifying the business to be conducted thereat and the scope of the authority to be granted.

Article 21

Unless otherwise provided under related regulations or the Articles of Incorporation, resolutions of the Board Meeting shall be adopted by a majority of the Directors at a meeting attended by a majority of the Directors.

Article 22

The Supervisors shall execute his duty in accordance with the Company Act and related regulations.

Article 23

The remuneration of the Directors and Supervisors (the "remuneration") to be resolved by the Board of the Directors authorized herein will be based on the level of each one's participation in and the value of individual's contribution to the Company's operation as well as the ordinary standard of the competitors' remuneration.

In order to cover the loss causing from liabilities of the Directors and Supervisors and to raise awareness of corporate governance, the Company may take out liability insurance for all Directors, Supervisors, and the representatives who are designated by the Company to its investing companies to act as Director or Supervisor during their terms of offices.

Article 24

The company may have managers. Its appointment, discharge and remuneration shall be handled in accordance with the provision of Article 29 of the Company Act.

Chapter 5 Accounting

Article 25

After the end of each fiscal year of the Company, the Board of Directors shall prepare the following reports which shall be delivered to the Supervisors thirty (30) days in advance of the Annual General Meeting of the Shareholders for the auditing and preparation of reports thereof, which shall be approved by the shareholders at the Annual General Meeting:

1. Business report.
2. Financial statements.
3. Proposal for allocation of surplus profit or making up loss.

Article 26

If the Company makes profit in a fiscal year, employees' compensation, no less than 0.5% of the profit, and remuneration of directors and supervisors, no more than 5% of the profit, shall be set aside. However, in case the Company has accumulated losses, the Company shall reserve an amount to offset accumulated losses beforehand. The employees' compensation and the remuneration of directors and supervisors shall be set aside afterwards according to the principles mentioned above.

The employees' compensation shall be distributed in the form of stock or cash; while the remuneration of directors and supervisors shall be distributed only in the form of cash.

The profit in item 1 refers to profit before tax without deducting employees' compensation and remuneration of directors and supervisors.

The amount of employees' compensation and remuneration of directors and supervisors as well as the payment method of employees' compensation shall be determined by a resolution adopted by a majority vote at a board of directors' meeting attended by two-thirds or more of the directors and be reported at a shareholder's meeting.

Article 26-1

If the Company reports a surplus at the year end, after clearing taxes, the Company shall first offset losses from previous years (if any), then set aside 10% of the balance as the statutory surplus reserve, and set aside or reverse special surplus reserve per the provisions. After that, the Board of Directors shall propose a surplus distribution plan of the balance plus the retained earnings accrued from prior years, submit the distribution plan to the shareholders' meeting for approval, and then distribute it.

The dividends shall be distributed in the combination of cash and stocks, provided that cash dividends shall not be less than 10% of the total amount of dividends.

Chapter 6 Miscellaneous

Article 27

The rules and regulations of the Company and various operation procedures shall be separately stipulated by the Board of Directors.

Article 28

Any matter not provided for by these Articles shall be subject to the Company Act and related regulations.

Article 29

These Articles where originally established on September 3, 1968;

The 1st amendment was made on November 12, 1970;

The 2nd amendment was made on July 27, 1974;

The 3rd amendment was made on December 6, 1974;

The 4th amendment was made on July 15, 1975;

The 5th amendment was made on September 2, 1976;

The 6th amendment was made on September 9, 1978;

The 7th amendment was made on December 8, 1978;

The 8th amendment was made on August 11, 1979;

The 9th amendment was made on November 15, 1980;

The 10th amendment was made on May 23, 1981;

The 11th amendment was made on April 20, 1982;

The 12th amendment was made on June 11, 1983;

The 13th amendment was made on September 10, 1983;

The 14th amendment was made on December 1, 1983;

The 15th amendment was made on April 27, 1984;

The 16th amendment was made on December 27, 1984;

The 17th amendment was made on March 30, 1985;

The 18th amendment was made on April 26, 1986;

The 19th amendment was made on August 21, 1986;

The 20th amendment was made on March 16, 1987;

The 21st amendment was made on April 14, 1987;

The 22nd amendment was made on March 25, 1988;

The 23rd amendment was made on April 17, 1989;

The 24th amendment was made on May 11, 1991;

The 25th amendment was made on May 9, 1992;

The 26th amendment was made on May 8, 1993;

The 27th amendment was made on April 20, 1996;

The 28th amendment was made on May 16, 1998;

The 29th amendment was made on June 22, 1999;

The 30th amendment was made on 20 June, 2000;

The 31st amendment was made on June 20, 2001;

The 32nd amendment was made on June 21, 2002;

The 33rd amendment was made on June 20, 2003;

The 34th amendment was made on June 24, 2004;

The 35th amendment was made on June 23, 2005;

The 36th amendment was made on June 23, 2006;

The 37th amendment was made on June 27, 2007;

The 38th amendment was made on June 19, 2009;

The 39th amendment was made on June 24, 2011, but the article 15-1 and the paragraph 2 of the article 17 will not effective until the Shareholders' Meeting of the Company elects Independent Directors;

The 40th amendment was made on June 15, 2012;

The 41st amendment was made on June 14, 2013;

The 42nd amendment was made on June 22, 2016.

EVERGREEN MARINE CORPORATION (TAIWAN) LTD.

Chairman Chang, Cheng-Yung

EVERGREEN MARINE CORPORATION (TAIWAN) LTD.

Rules and Procedures of Shareholders' Meeting

Article 1

Shareholders' Meeting of the Company (the "Meeting") shall be conducted in accordance with these Rules and Procedures. Any matter not provided in these Rules and Procedures shall be handled in accordance with the Company Act and other relevant laws and regulations.

Article 2

Shareholders in these Rules refer to shareholders themselves or their designated proxies attending the Meeting.

Any legal entity designated as proxy by shareholders to be present at the Meeting may appoint only one representative to attend the Meeting.

Article 3

Shareholders attending the Meeting shall bring an attendance card, and submit it for the purpose of signing in. The number of shares represented by shareholders attending the Meeting shall be calculated in accordance with the attendance cards submitted by the shareholders.

The attendance of the Meeting shall be calculated based on shares.

Article 4

The Meeting shall be held at the head office of the Company or at any other appropriate place that is convenient for the shareholders to attend. The time to start the Meeting shall not be earlier than 9:00 a.m. or later than 3:00 p.m.

Article 5

Chairman shall call the Meeting to order at the time scheduled for the Meeting. If the number of shares represented by the shareholders present at the Meeting has not yet constituted the majority at the time scheduled for the Meeting, the chairman may postpone the Meeting. The postponements shall be limited to two times at the most and Meeting shall not be postponed for longer than one hour in the aggregate. If after two postponements no quorum can yet be constituted but the shareholders present at the Meeting represent more than one - third of the total outstanding shares, tentative resolutions may be made in accordance with Section 1 of Article 175 of the Company Act.

If before the end of the Meeting the number of outstanding shares represented by the shareholders present becomes sufficient to constitute the quorum, the chairman shall submit the tentative resolutions to the Meeting for approval in accordance with Article 174 of the Company Act.

Article 6

The Chairman of the Board of Directors shall be the chairman presiding at the Meeting in the case that the Meeting is convened by the Board of Directors.

If the Meeting is convened by any other person entitled to convene the Meeting, such person shall be the chairman to preside at the Meeting. If there are more than two persons convening the Meeting, they should select one person to be the chairman.

Article 7

The agenda of the Meeting shall be set by the Board of Directors if the Meeting is convened by the Board of Directors. Unless otherwise resolved at the Meeting, the Meeting shall proceed in accordance with the agenda.

The above provision applies mutatis mutandis to cases where the Meeting is convened by any person, other than the Board of Directors, entitled to convene such Meeting.

Unless otherwise resolved at the Meeting, the chairman cannot announce adjournment of the Meeting before all the items (including special motions) listed in the agenda are resolved. In the event that the Chairman adjourns the Meeting in violation of these Rules and Procedures, the shareholders may designate, by a majority of votes represented by shareholders attending the Meeting, one person as chairman to continue the Meeting.

The shareholders cannot designate any other person as chairman and continue the Meeting in the same or other place after the Meeting is adjourned.

Article 7-1

In accordance with Article 172-1 of the Company Act, the shareholders who hold one percent (1%) or more of the total number of outstanding shares of the Company may submit proposal in written form for discussion at the annual general meeting of shareholders.

The proposals submitted by shareholders violating Article 172-1 of the Company Act shall not be included in the agenda of the Meeting and the minute of the Meeting, but the cause of exclusion of such proposals shall be listed in the appendix of the handbook for shareholders' meeting proceedings of the Company.

The shareholders' proposals complying with the Article 172-1 of the Company Act, which are classified into the same category of the proposal submitted by the Board of Directors, shall be deemed as the amendment of the proposal submitted by the Board of Directors, and the Chairman may combine them into one proposal to deal with.

Article 8

When a shareholder attending the Meeting wishes to speak, a Speech Note should be filled out with summary of the speech, the shareholder's number (or the number of the Attendance Card) and the name of the shareholder. The sequence of speeches by shareholders should be decided by the chairman.

If any shareholder presenting at the Meeting submits a Speech Note but does not speak, no speech should be deemed to have been made by such shareholder. In case the contents of the speech of a shareholder are inconsistent with the contents of the Speech Note, the contents of actual speech shall prevail.

Unless otherwise permitted by the chairman and the shareholder in speaking, no shareholder shall interrupt the speeches of the other shareholders; otherwise the chairman shall stop such interruption.

Article 9

If a corporate shareholder designates two or more representatives to attend the Meeting, only one representative is entitled to speak for each discussion item.

When reporting the topic, speech for each shareholder is limited to once, and the speech shall not exceed five minutes for all reporting items.

Unless otherwise permitted by the chairman, each shareholder shall not speak more than two times concerning each motion and each preposition shall not exceed 5 minutes with regard to each proposal listed in ratification and discussion items listed on the agenda, proposals collected during special motion procedure.

When a shareholder speaks with regard to non-proposal matters and expresses other opinions during the special motion session, the provisions in the preceding paragraph regarding speaking time and number of speaking times shall be applied.

In case the speech of any shareholder violates the proceeding four provisions, exceeds the scope of the discussion item, or disturbs the order of the meeting, the chairman is entitled to stop the speech of such shareholder.

Article 10

The Company may ask its lawyer, certified public accountant or related person to attend the Meeting. After a shareholder speaks, chairman may answer the question personally or designate the related person to answer the question.

Article 11

Unless otherwise required by the Company Act or the Articles of Incorporation, a resolution of a shareholders' meeting shall be adopted by a majority of the votes represented by the Shareholders present at the Meeting.

Article 12

The resolution shall be deemed adopted and shall have the same effect as if it was voted by casting ballots if no objection is voiced after solicitation by the chairman and the resolution is passed by applause. If there is objection, the resolution should be voted by casting ballots.

Article 13

If there is an amendment to or a substitute for a proposal of a discussion topic, the chairman shall decide the sequence of voting for the amendment or the substitute, together with the original proposal. If any one of them has been adopted, the others shall be deemed vetoed and no further voting is necessary.

Article 14

Where the chairman believes that the proposal discussed may be resolved, he/she may announce the ending of the discussion and propose that votes be made.

Article 15

During the Meeting, the chairman may, at his/her discretion, set time for intermission.

Article 16

The personnel supervising and calculating the votes for the proposals shall be designated by the chairman, but the supervising personnel shall be a shareholder.

The result of the votes shall be announced on the spot and recorded.

Article 17

The process of the meeting shall be fully recorded via audio or video recording, and retained for at least one (1) year.

Logistics staff and disciplinary officers (including security guards) assisting the Meeting shall wear badge or armband for identification purpose.

Article 18

The chairman may command the disciplinary personnel (or security guards) to help safeguard the order of the meeting site.

Article 19

These Rules and Procedures shall be effective from the date it is approved by the Shareholders' Meeting. The same applies in case of revision.

Article 20

These Regulations were enacted on March 16, 1987.

The 1st amendment was made on April 20, 1996.

The 2nd amendment was made on May 16, 1998.

The 3rd amendment was made on June 21, 2002.

The 4th amendment was made on June 23, 2006.

The 5th amendment was made on June 19, 2009.

The 6th amendment was made on June 15, 2012.

EVERGREEN MARINE CORPORATION (TAIWAN) LTD.

REGULATIONS FOR ELECTING DIRECTORS AND SUPERVISORS

Article 1

The election of the Directors and Supervisors of the Company shall be handled in accordance with the Regulations.

Article 2

The election of the Directors and Supervisors shall adopt the candidate nomination system provided in the Article 192-1 of the Company Act. The shareholders shall elect the Directors and Supervisors from the list of candidates announced by the Company. The following matters shall be processed according to the relevant regulations.

Article 2-1

The election of the Directors and Supervisors of the Company shall be executed by adopting the method of accumulative voting by open vote. Each share held by a shareholder shall be entitled to the number of right-to-vote equal to the number of Directors or Supervisors to be elected. A shareholder may concentrate all the number of right-to-vote for one candidate or distribute the number of right-to-vote to several candidates. Shareholder account number or Attendance Certificate number printed on the vote may be used to represent the voter instead of the name of the voter.

The independent and non- independent directors shall be elected at the same time, but the number of votes shall be calculated separately.

Article 3

Before the votes are opened, the Chairman of the Shareholders' Meeting shall designate appropriate number of vote examiner who should be the Shareholder of the Company, vote counting personnel and related personnel for performing the relevant duty assigned to them.

Article 4

The required number of Directors, Independent Directors and Supervisors shall be elected in accordance with the Articles of Incorporation, and the candidates who obtain more votes than others from the election will be deemed elected in turn. When the number of votes obtained by two or more than two candidates is the same but that exceed the required number of Directors and/or Supervisors to be elected, the case shall be determined by drawing lots, and the Chairman of the Shareholders' Meeting shall draw the lots for any candidate who is involved in the case but fails to attend the meeting.

Article 5

The vote shall be prepared by the Board of Directors, and shall note shareholder account number, Attendance Certificate number and number of voting right on the vote.

Article 6

If the elected person possesses shareholder status, in the "election candidate" column on the vote the voter shall fill in the name of the election candidate and shareholder account number. If the elected person does not possess shareholder status, the voter shall fill in the name and identity card number of the election candidate.

Article 7

Any vote that is in any of the following conditions shall be deemed ineffective:

1. Vote not specified in Article 5 of this regulation.
2. Blank vote.
3. Writing is blurred and cannot be identified.
4. If the filled in election candidate possesses shareholder status, when its account name, shareholder account number do not match the shareholder register; if the filled in election candidate does not possess shareholder status, his/her name and identity card number does not match.
5. Write other word apart from the name of the election candidate, shareholder account number, identity card number or the number of voting rights.
6. Two or more elected candidates are filled in the same vote.

Article 8

After the votes are completed, the votes shall be opened on the spot, and the results of the votes shall be announced by the Chairman of the shareholders' meeting.

Article 9

The Regulations shall come into force after the approval of the shareholders' meeting, and the same shall apply after amendment.

Article 10

The Regulations were duly established on March 16, 1987;
The 1st amendment was made on June 20, 2001;
The 2nd amendment was made on June 21, 2002;
The 3rd amendment was made on June 24, 2011;
The 4th amendment was made on June 15, 2012.

EVERGREEN MARINE CORPORATION (TAIWAN) LTD.

PROCEDURES FOR ACQUIRING AND DISPOSING OF ASSETS

Chapter 1: General

Article 1

These Procedures shall apply whenever the Company acquires or disposes of assets.

Article 2

The term "assets" as used herein shall apply to:

1. Investments in stocks, government bonds, corporate bonds, bank debentures, securities representing interest in a fund, depository receipts, call (put) warrants, beneficial securities, asset-based securities, etc.;
2. Real estates (including land, houses and buildings, investment property, rights to use land, and inventory of a construction company) and equipment;
3. Membership cards;
4. Intangible assets, such as patents, copyrights, trademarks, franchises, etc.;
5. Obligatory rights of financial institutions (including the receivables, discounts on exchange, loans, and dishonored receivables);
6. Derivative products;
7. Assets to be acquired or disposed of by mergers, splits, acquisitions or stock transfer according to the laws; and
8. Other important assets.

Article 3

The following expressions shall be respectively defined as below:

1. Derivative products: Any forward contracts, option contracts, futures contracts, leverage contracts, swap contracts, and the combination thereof with a worth derived from relevant assets, interest rates, exchange rates, indexes, or other interests.

   The term "forward contracts" as used herein shall not include insurance contracts, performance contracts, after-sales service contracts, long-term lease contracts and long-term purchase (sales) contracts.
2. Assets to be acquired or disposed of by mergers, splits, acquisition or stock transfer

according to the laws: Any assets acquired or disposed of by mergers, splits or acquisitions according to the Enterprises' Acquisition and Merger Law, the Financial Holding Company Act, the Law Governing Merger of Financial Institutions, or other applicable laws; or the stocks of another company acquired by the issuance of new shares in accordance with the provision of Item 8, Article 156 of the Company Act (hereinafter referred as the "stock transfer".)

3. Related party and Subsidiary: As specified in the Regulations Governing the Preparation of Financial Reports by Securities Issuers.
4. Professional appraiser: Real estate appraiser or any other one who may be engaged by law in the business of appraising real estates and equipment.
5. Occurrence date: Being the date of contract, date of payment, date of transaction, date of transfer, date of resolution by the Board of Directors, or other date sufficiently confirming the counterpart and trading amount, whichever is earlier. However, if it is an investment requiring the approval by the competent authority, then the occurrence date will be one of the aforesaid dates or the date of such approval, whichever is earlier.
6. Investments in Mainland China: Those investments made in Mainland China according to the provisions set forth in the "Approval Guidelines for Engagement in Investments or Technological Cooperation in Mainland China" as promulgated by the Investment Commission, Ministry of Economic Affairs.

Article 4

As for any appraisal report, or any written opinion issued and made available by certified public accountant ("CPA"), lawyer or securities underwriter to the Company, such professional appraiser and its appraisal personnel, CPA, lawyer or securities underwriter shall not be of a related party with the trading parties.

Article 5

When the Company intends to acquire or dispose of any asset, a report to the effect shall be made and submitted by the department in charge to the department of general affairs, department of finance, and other relevant departments for risk & economic efficiency evaluation or value appraisal. Then, evaluation or appraisal report shall, together with relevant data, be submitted to the Board of Directors or other competent authority for resolution in accordance with the contents of the "Table of Authority Limit of Acquiring and Disposing of Assets & other Financial Matters" approved by the Board of Directors before proceeding with the transaction concerned.

Price of the aforesaid asset shall be determined by either market price, net value per share, price enquiry, price competition, price negotiation, or public bid. In the case of real estate, then declared value, assessed value, and actual transaction price of adjacent area real estates shall also be used as the reference of price determination.

Chapter 2: Procedures

Section 1:

Acquiring or Disposing of Assets and Engaging in Transactions of Derivative Products

Article 6

The Company may purchase real estates for non-business use, but the accumulated acquisition amount indisposed shall not exceed 50% of equity as stated in the latest parent company only financial statement of the Company. As for any of its subsidiaries, it shall not exceed 50% of equity as stated in the latest parent company only financial statement of the Company less the total amount of real estates purchased by the Company and other subsidiaries for non-business use.

Total amount of investment made by the Company in valuable securities shall not exceed the total of equity and non-current liabilities as stated in the latest parent company only financial statement of the Company. As for any of its subsidiaries, it shall not exceed the total of equity and non-current liabilities as stated in the latest parent company only financial statement of the Company less the total amount of investment made by the Company and other subsidiaries in valuable securities.

Total amount of investment made by the Company in any individual valuable security shall not exceed 50% of equity as stated in the latest parent company only financial statement of the Company. As for any of its subsidiaries, it shall not exceed 50% of equity as stated in the latest parent company only financial statement of the Company less the total amount of investment made by the Company and that subsidiary in such an individual valuable security.

Article 7

Upon acquiring or disposing of any real estates or equipment, unless in the case of dealing with a government agency, commissioning others to make construction on self-owned or leased land, acquiring or disposing of the equipment for business use, if the transaction amount thereof is equal to or more than 20% of the Company's paid-in capital or NT$300,000,000, it must obtain an appraisal report issued by a professional appraiser before the date of occurrence, and the following requirements shall be additionally met:

1. If a limited price, specified price or special price is taken as the reference of trading price due to any special reasons, the transaction concerned shall be first submitted to the Board of Directors for resolution. When the terms and conditions of this transaction are changed in the future, the aforesaid procedures shall apply.
2. If the transaction amount is NT$1,000,000,000 or more, at least two professional appraisers shall be retained to conduct the appraisal.
3. When the appraisal made by the professional appraiser results in any of the following circumstances, except that the appraisal amount of acquiring assets are more than the transaction amount or the appraisal amount of disposing assets are less than the transaction amount, a CPA shall be retained to give specific opinion on the cause of difference and whether the transaction price is justified in accordance with the Statement of Auditing Standards No. 20 as published by the Accounting Research and Development Foundation (ARDF):

   (1)The appraisal amount differs from the transaction amount by 20% or more of the latter.

   (2)The appraisal amount of one professional appraiser differs from that of another by 10% or more of the transaction amount.
4. The date of a professional appraisal report shall not exceed three (3) months from the date of contract. However, in case the declared value of same period shall apply, and the appraisal has been made for no more than six (6) months, then the original professional appraiser may issue a written opinion.

Article 8

Before the occurrence date of acquiring or disposing of valuable securities, the Company shall first review the latest audited financial statement of the targeted company as the reference of evaluating transaction price, and if the transaction amount is equal to or more than 20% of the Company's paid-in capital or NT$300,000,000, a CPA shall be retained to issue the opinion on the trading price before the date of occurrence except under the circumstance that there is a public quoted price on that securities in an active market, or where otherwise provided by regulations of the Financial Supervisory Commission (FSC). For a CPA who adopts the professional reports shall conduct in accordance with the Statement of Auditing Standards No. 20 as published by the ARDF.

Article 9

Before the occurrence date of acquiring or disposing of any member cards or intangible assets with an amount being equal or more than 20% of the Company's paid-in capital or NT$300,000,000, except in transacting with a government agency, a CPA shall be retained to issue the opinion on the trading price in accordance with the Statement of Auditing Standards No. 20 as published by the ARDF.

Article 9-1

The transaction amount referred in the preceding three articles shall be computed in accordance with Paragraph 2 of Article 25 except under the circumstance that it has obtained appraisal reports issued by a professional appraiser or CPA's opinions in accordance with these regulations. And the term "within the period of one (1) year" shall mean the period of one (1) year retroactive from the occurrence date of trading concerned.

Article 10

For any assets acquired or disposed of by the Company through the auction by court, certificate issued by the court to the effect can be used to substitute for the appraisal report or CPA's written opinion.

Article 11

Any transaction of derivative products to be made by the Company shall be subject to the "Procedures for Transaction of Derivative Products" as set forth by the Company.

Section 2:

Related Party Transactions

Article 12

If the Company acquires or disposes of assets with a related party, the relevant resolutions and trading terms evaluation, etc. shall be made. Besides, the transaction amount thereof is equal to or more than 10% of the Company's total assets, it must obtain an appraisal report issued by a professional appraiser or CPA's opinions in accordance with the preceding section.

The transaction amount referred in the preceding paragraph shall be computed in accordance with Paragraph 1 of Article 9-1.

In judging whether the trading counter party is a related party, the substantial relationship shall be taken into account, in addition to the legal relationship.

Article 13

The Company acquiring or disposing of real estate with a related party, or acquiring or disposing of other assets, except in trading of governments bonds or bonds with a call or put option, or subscription or redemption of domestic money market funds, which transaction amount is equal to or more than 20% of the Company's paid-in capital, 10% of the Company's total assets or NT$300,000,000 with a related party may sign the contract and make payment only if the following data and information have been submitted for resolution passed by the Board of Directors and ratified by the supervisor:

1. Purpose, necessity and expected economic efficiency of acquiring or disposing of assets.
2. Reason of choosing the related party as the trading counter party.
3. The relevant data and information to be used for evaluating the trading terms as provided for in Articles 14 and 15 hereof when acquiring any real estate from a related party.
4. Acquisition date, acquisition price, and trading counter party of the related party, and the relationship of such counter party with the Company and the related party.
5. Monthly forecast of cash income & expenditure for a period of 12 months commencing from the month of expected contract signing, and evaluation in regard to the necessity of the transaction and justification of funds utilization.
6. Obtain an appraisal report issued by a professional appraiser or CPA's opinions in accordance with the provisions of the preceding Article.
7. Restrictions and other important matters agreed upon in the transaction.

The transaction amount referred in the preceding paragraph shall be computed in accordance with the provisions of Paragraph 2 of Article 25 except under the circumstance that has been submitted for resolution passed by the Board of Directors and ratified by the supervisor in accordance with these regulations. And the term "within the period of one (1) year" shall mean the period of one (1) year retroactive from the occurrence date of trading concerned.

Acquiring or disposing of business equipment between the Company and its parent company or subsidiaries, may be approved by Chairman of the Board of Directors, where empowered by the Board of Directors to acquire or dispose of assets within a specific limit, for subsequent submission to and ratification by the next Board Meeting.

When a matter is submitted for discussion by the Board of Directors pursuant to the paragraph 1, the Board of Directors shall take into full consideration each independent director's opinions. If an independent director objects to or expresses reservations about any matter, it shall be recorded in the minutes.

Article 14

Acquiring a real estate from the related party, the Company shall evaluate whether the transaction cost is justified pursuant to one of the following methods:

1. By the transaction price of the related party plus the necessary capital interest cost, and the cost to be borne by the buyer in law. The "necessary capital interest cost" shall be computed at the weighted average interest rate prevailing in the year that the Company borrowed money for buying the real estate concerned, but such an interest rate shall not be higher than the ceiling of loan interest rate for non-banking institutions as published by the Ministry of Finance.
2. By the total assessed value for loan made by a banking institution if the related party has created a mortgage of the real estate to the banking institution for a loan; provided that the actual aggregate loan made by the banking institution is equal or more than 70% of the assessed value of the real estate, and the loan period has lasted for more than one (1) year. Nevertheless, if the banking institution is related with either of the trading parties, then this shall not apply.

If the land and building within the real estate are purchased at the same time, then transaction costs of land and building may be separately evaluated according to either of the aforesaid methods.

Acquiring real estate from a related party, the Company shall, in addition to evaluating the cost of real estate in accordance with the provisions set forth in the preceding paragraphs 1 and 2, retain a CPA to review such cost evaluation and express detailed opinion thereon.

Where the Company acquires real estate from a related party under any of the following circumstances, it shall be subject to Article 13 hereof, and the preceding three paragraphs shall not apply:

1. The real estate has been acquired by the related party due to inheritance or donation.
2. The time when the related party signed to acquire the real estate has been more than

five (5) years away from the date of contract for this transaction.

3. The real estate is acquired as the result of a joint construction contract, between the Company and the related party, or through commissioning a related party to build real estate, either on the self-owned land or on leased land.

Article 15

After evaluations made by the Company as per the paragraphs 1 and 2 of the preceding Article, if the respective results thereof are less than the transaction price, Article 16 shall apply provided that the objective evidence as well as opinions issued by professional real estate appraiser and CPA to support the same shall have been obtained under any of the following circumstances:

1. The related party is acquiring or leasing a piece of undeveloped land for construction, and has made available proofs to meet any of the following requirements:
   (1) With the undeveloped land price being evaluated according to the methods referred to in the preceding article, and building price computed on basis of the construction cost of the related party plus reasonable construction profit, total amount thereof is higher than the actual transaction price. The "reasonable construction profit" referred to above shall be subject to the average gross profit rate posted by the construction department of the related party for the past 3 years or the latest gross profit rate for construction industry as published by the Ministry of Finance, whichever is lower.
   (2) Considering the transactions made by other non-related parties for other floors with the similar area on the same real estate or in the adjacent area within the period of one (1) year, the trading terms are deemed comparable after reasonable evaluation about the price difference between floors or locations in accordance with real estate transaction practices.
   (3) Considering the leases made by other non-related parties for other floors on the same real estate within the period of one (1) year, the trading terms are deemed comparable after reasonable evaluation about the price difference between floors in accordance with real estate lease practices.
2. The Company has proved that the trading terms for purchasing real estate from the related party are comparable to those of other transactions of similar area made by other non-related parties in the adjacent area within the period of one (1) year.

The transactions in the adjacent area referred to above shall, in general, mean those transactions of real estates located at the same or nearby street with a distance of less than 500 meters from the real estate concerned, or with approximate declared values. The term "the similar area" shall, in principle, mean the area of transaction less than 50% of the area made by any non-related party for the real estate concerned. The term "within the period of one (1) year" shall mean the period of one (1) year retroactive from the occurrence date of acquiring the real estate concerned.

Article 16

For any real estate acquired from the related party, if the respective results of evaluations made by the Company as per Articles 14 and 15 hereof are less than the transaction price, then:

1. The difference between transaction price and evaluated price of the real estate concerned shall be set aside as special reserve according to paragraph 1, Article 41 of the Securities and Exchange Act, and shall not be distributed as cash or stock dividends. If the investor who evaluates its investment in the Company by equity method is a public company, it shall also set aside as a special reserve in proportion to its shareholding in the Company as provided for in paragraph 1, Article 41 of the Securities and Exchange Act.
2. Supervisor of the Company shall perform the duties pursuant to the provisions set forth in Article 218 of the Company Act.
3. The actions taken as required in Clasues 1 and 2 hereof shall be reported to the shareholders' meeting, and details of the transaction concerned shall be disclosed in the annual report and prospectus, respectively.

As to the special reserve set aside under the provisions set forth in the preceding paragraph, it shall not be used until the devaluation loss on the asset purchased at high price has been set aside, or a disposal been made, or proper compensation been given, or a restoration to the original status been completed, or there are other evidences proving it is justified, and the FSC has approved the use of such reserve.

In case there are other evidences showing the transaction of acquiring real estate by the Company from the related party is abnormal, the provisions set for in the preceding two paragraphs shall apply.

Section 3:

Mergers, Splits, Acquisitions and Stock Transfer Companies

Article 17

Upon carrying out any merger, split, acquisition, or stock transfer, the Company shall, before convening the Board Meeting, retain a CPA, lawyer or securities underwriter to express their opinions about the ratio of share-for-share exchange, tender offer price, or the cash or other properties to be allocated to the shareholders. Then, the report to the effect shall be made to the Board of Directors for resolution.

Article 18

Upon participating in any merger, split or acquisition, unless otherwise stipulated in other laws that it may not convene the shareholders' meeting, the Company shall prepare an open letter addressed to the shareholders specifying key points and other matters relating to the merger, split or acquisition before the shareholders' meeting, and such open letter shall be, together with the experts' opinions referred to in paragraph 1 of the proceeding Article hereof and the notice of shareholders' meeting, sent to the shareholders as the reference of voting for or against the same.

Among the companies participating in the merger, split, or acquisition, if any of them can't convene its shareholders' meeting for resolution due to insufficient quorum or voting shares, or other legal restrictions, or the resolution relating to such merger, split, or acquisition is rejected in the shareholders' meeting, then those participating companies shall promptly make a public announcement stating the reasons thereof, the follow-up measures to be taken, and the date expected to convene their respective shareholders' meetings.

Article 19

Unless otherwise provided for in other laws or a prior approval has been obtained from the FSC due to special reasons, the companies participating in the merger, split, or acquisition shall convene their respective Board Meetings and shareholders' meeting at the same day to resolve on the matters of such merger, split, or acquisition.

Unless otherwise provided for in other laws or a prior approval has been obtained from the FSC due to special reasons, the companies participating in the stock transfer shall convene their respective Board Meetings at the same day.

When participating in a merger, split, acquisition, or stock transfer, a company that is listed on an exchange or has its shares traded on an OTC market shall prepare a full written record of the following information and retain it for five years for reference:

1. Basic identification data for personnel: Including the occupational titles, names, and national ID numbers (or passport numbers in case foreign nationals) of all persons involved in the planning or implementation of any merger, split, acquisition, or stock

transfer prior to disclosure of the information.

2. Dates of material events: Including the signing of any letter of intent or memorandum of understanding, the hiring of a financial or legal advisor, the execution of a contract, and the convening of the Board Meeting.
3. Important documents and minutes: Including merger, split, acquisition, and stock transfer plans, any letter of intent or memorandum, material contracts, and minutes of Board Meetings.

When participating in a merger, split, acquisition, or stock transfer, a company that is listed on an exchange or has its shares traded on an OTC market shall, within two (2) days of passage of a resolution by the Board of Directors, report (in the prescribed format and via the Internet-based information system) the information set out in subparagraphs 1 and 2 of the preceding paragraph to the FSC for recordation.

Where any of the companies participating in a merger, split, acquisition, or stock transfer is neither listed on an exchange nor has its shares traded on an OTC market, the company(s) so listed or traded shall sign an agreement with such company whereby the letter is required to abide by the provisions of paragraphs 3 and 4.

Article 20

Anyone, who has participated in or been made known about the companies' merger, split, acquisition or stock transfer plan, shall sign a written non-disclosure agreement undertaking that he/she will not divulge any content of such plan externally before public disclosure of relevant information, nor will he/she buy or sell in his/her own or another one's name any shares or other valuable securities with equity nature of any company in relation with such merger, split, acquisition or stock transfer.

Article 21

When the Company participates in any merger, split, acquisition or stock transfer, the ratio of share-for-share exchange or tender offer price shall not be arbitrarily changed, and conditions of change shall be prescribed in the contract of merger, split, acquisition or stock transfer, except for any of the following circumstances:

1. Capital increase by cash, issuance of convertible bonds, stock dividend distribution, issuance of bonds with warrants, preferred shares with warrants, subscription warrants, and other valuable equity securities.
2. Any acts significantly affecting the company's finance situation and business operations, such as disposal of major assets.

3. There occurs any major disaster, major technical change, etc. that would significantly affect the shareholders' interest or securities price of the company.
4. Adjustments in treasury stocks legally repurchased by any of the companies that have participate in the merger, split, acquisition or stock transfer.
5. Changes in the companies participating in the merger, split, acquisition or stock transfer, or increase/decrease in the number of the participants.
6. Other conditions under which a change may be made as stipulated in the contract concerned and publicly disclosed.

Article 22

When the Company participates in any merger, split, acquisition or stock transfer, the contract thereof shall specify the rights and obligations of any participating companies. Also, the following matters shall be specified in that contract:

1. Measures to deal a default.
2. Measures to deal the treasury stocks or the valuable equity securities issued by the extinguished or split company prior to the merger.
3. Number of treasury stocks that any participating company may repurchase in accordance with laws after the based date for computing the ratio of share-for-share exchange, and measures to deal with the same.
4. Measures to deal with the changes in the companies participating in the merger, split, acquisition or stock transfer, or increase/decrease in the number of the participants.
5. Expected progress schedule and expected completion date.
6. Expected date for convening a shareholders' meeting according to the law, and other related procedures in case it fails to complete as scheduled.

Article 23

After the information about merger, split, acquisition or stock transfer have been disclosed, if any of the participating companies intends to carry out a further merger, split, acquisition or stock transfer with a third party company, then the procedures or legal acts already completed by all original participating companies shall be redone, unless their respective shareholders' meeting has previously passed a resolution authorizing the Board of Directors to make such changes without another resolution passed in the shareholders' meeting.

Article 24

If there is a non-public company among the companies participating in the merger, split, acquisition or stock transfer, the Company shall sign an agreement with it and proceed pursuant to the provisions set forth in Articles 19, 20 and 23 hereof.

Chapter 3: Disclosure of Information

Article 25

If the asset acquired or disposed of by the Company falls within one of the following circumstances, relevant information shall be publicly announced and reported, in the specified form by its nature, on the website designated by the FSC within two (2) days from the occurrence date:

1. Acquiring or disposing of real estate with a related party, or acquiring or disposing of other assets with a related party which transaction amount is equal to or more than 20% of the Company's paid-in capital, 10% of the Company's total assets or NT$300,000,000; provided, this shall not apply to trading of government bonds or bonds with a call or put option, subscription or redemption of domestic money market funds.
2. Merger, Split, acquisition or stock transfer.
3. Loss on the transaction of derivative products has reached the ceiling for any individual or all contracts as stipulated in the procedures governing the transactions thereof.
4. For other assets transactions than those referred to in the preceding three subparagraphs, the disposal of obligatory rights by the financial institution or investments in China, the transaction amount is equal to or more than 20% of the Company's paid-in capital or NT$300,000,000, with the exceptions as follows:
   (1) Purchase and sale of government bonds.
   (2) Valuable securities trading in the securities exchanges or at the business places of securities firms at domestic or abroad as a professional investment firm.
   (3) Purchase and sale of bonds with a call or put option, subscription or redemption of domestic money market funds.
   (4) Assets acquired or disposed of are the equipment for business purpose, for which the seller or buyer is not a related party, and the transaction amount is less than NT$500,000,000.

(5) Real estates acquired or disposed of for construction purpose due to the fact that the Company engages in construction business, for which the seller or buyer is not the related party, and the transaction amount is less than NT$500,000,000.

(6) Real estates acquired by construction on self-owned or leased land, sharing under joint construction, sharing profits under joint construction, or selling separately under joint construction, for which the expected transaction amount of the Company is less than NT$500,000,000.

Transaction amount referred in preceding paragraph shall be computed as follows:

1. Amount of each transaction.
2. Accumulated amount of transactions with same trading counter party for acquiring or disposing of subject matters of same kind within one (1) year.
3. Accumulated amount in regard to acquisitions or disposal of real estates under the same development project within one (1) year (acquisitions and disposals to be accumulated separately.)
4. Accumulated amount in regard to acquisitions or disposal of the same securities within one (1) year (acquisitions and disposals to be accumulated separately.)

The term "within one (1) year" as referred to in preceding paragraph shall mean the period of one (1) year computed retroactively from the occurrence date of the transaction concerned; and any portion already publicly announced according to these Procedures may not be re-counted in.

On or before the tenth day of each month the Company shall, in the specified form, input the information of transactions for derivative products made by it and its subsidiaries of non-domestic public company as of the end of previous month to the information reporting website designated by the FSC.

For the particulars to be publicly announced as required, if there are any errors or omissions needing to be corrected upon public announcement, all these particulars shall be publicly announced and reported again.

As for any assets acquired or disposed of by the Company, the relevant contracts, minutes of proceedings, filing books, appraisal reports, written opinions of CPA, lawyer or securities underwriter shall be kept in the Company. Unless otherwise provided for in other laws, these documents shall be kept for at least five (5) years.

Article 26

After any transaction has been publicly announced and reported pursuant the provisions set forth in the preceding article, if there is any of the following circumstances, relevant information shall be publicly announced and reported in the website designated by the FSC within two (2) days from the occurrence date thereof:

1. Contract relating to the transaction has been changed, terminated or canceled.
2. Failure to complete the merger, split, acquisition or stock transfer on the expected date as shown in the contract concerned.
3. The contents originally presented in public disclosure have been changed.

Chapter 4: Miscellaneousness

Article 27

Procedures for the Company to control the acquisitions or disposals of assets by its subsidiaries are as follows:

1. To procure its subsidiary to set up its own "Procedures for Acquiring and Disposing of Assets" in accordance with relevant guidelines, and carry out auditing in compliance with such relevant guidelines.
2. To procure its subsidiary shall follow the Procedures set up by itself when acquiring or disposing of any assets.
3. Internal auditors of the Company shall review the auditing report made by the subsidiary.
4. If the assets acquired or disposed of by a subsidiary that is not a domestic public company have reached the standards of public announcement and report, the Company shall do so for its subsidiary. The aforementioned subsidiary applies to the term "equal to 20% of the company's paid-in capital or 10% of the Company's total assets" as referred in the standards of public announcement and report in accordance with the provisions of Paragraph 1 of Article 25 based on the paid-in capital or total assets of the Company.

Article 27-1

For the calculation of 10% of total assets under these Procedures, the total assets stated in the latest parent company only financial report prepared under the Regulations Governing the Preparation of Financial Reports by Securities Issuers shall be used.

Article 28

Where anyone in the Company has committed in violation of these Procedures, then the Personnel Dept. will take a discipline action against him/her according to the severity of circumstance.

Article 29

Upon a resolution passed by the Board of Directors, these Procedures shall be given to each supervisor and shall become effective after ratification by the shareholders' meeting. The same shall apply in case of any amendments thereof. If any director took an objection, and a record or written statement to the effect has been made, then the Company shall submit the data about the objection of the director to each supervisor.

When the procedures for the acquisition and disposal of assets are submitted for discussion by the Board of Directors pursuant to the preceding paragraph, the Board of Directors shall take into full consideration each independent director's opinions. If an independent director objects to or expresses reservations about any matter, it shall be recorded in the minutes.

Article 30

When any acquisition or disposal of assets by the Company shall be approved by the Board of Directors according to these Procedures or other laws, if any director took an objection, and a record or written statement to the effect has been made, then the Company shall submit the data about the objection of the director to each supervisor.

When a transaction involving the acquisition or disposal of assets is submitted for discussion by the Board of directors pursuant to the preceding paragraph, the Board of Directors shall take into full consideration each independent director's opinions. If an independent director objects to or expresses reservations about any matter, it shall be recorded in the minutes.

The History of "PROCEDURES FOR ACQUIRING AND DISPOSING OF ASSETS"

1. These Procedures shall become effective on June 20, 2003.
2. The 1st amendment was made on June 27, 2007.
3. The 2nd amendment was made on June 15, 2012.
4. The 3rd amendment was made on June 14, 2013.
5. The 4th amendment was made on June 18, 2014.

EVERGREEN MARINE CORPORATION (TAIWAN) LTD.

Procedures for Transaction of Derivative Products

Article 1

The Procedures is set forth in accordance with Article 11 of the "Procedures for Acquiring and Disposing of Assets" as prescribed by the Company.

Article 2

Any transaction of derivative products to be made by the Company shall be subject to these Procedures.

Article 3

The term "derivative products" as used herein shall mean any forward contracts, option contracts, futures contracts, leveraged margin trading contracts, swap contracts, and the combination thereof with a worth derived from relevant assets, interest rates, exchange rates, indexes, or other interests. The term "forward contracts" as used herein shall not include insurance contracts, performance contracts, after-sales service contracts, long-term lease contracts and long-term purchase (sales) contracts.

Article 4

Types of derivative product transactions that may be engaged in by the Company are forward currency transactions, currency swaps, margin trading, non-delivery forwards, interest rate swaps, oil swaps, options, assets swaps, futures, and other relevant financial products derived from the assets, indexes or other interests.

Article 5

Hedge trading of derivative products that may be taken by the Company should be avoided market risks as the main purpose. The trading products should be chosen mostly for avoiding the risks of interest rates, exchange rates and fluctuation of oil price that result from the company's operation. The trading subjects, in principle, should be chosen the excellent credit financial institutions and companies.

Article 6

Gross contract amount for the derivative product transactions made by the Company shall be limited to the existing position, and the ceiling of stop loss thereof shall be as follows:

1. Hedging Operation: If the amount of loss evaluated in the end of month for all contracts or any individual contract exceeds 5% of paid-in capital of the Company for two successive months, it shall be proposed to the board of directors of the company to resolve whether the company shall execute the stop loss.
2. Trading Operation: Gross allowable loss for all contracts shall be limited to 3% of paid-in capital of the Company, and to 15% of contract value for any individual contract.

Article 7

Division functions in regard to the derivative product transactions made by the Company shall be as follows:

1. High-level personnel duly authorized by the board of directors shall always pay attention to supervising and controlling risks for derivative production transactions.
2. Internal auditors shall examine for the adequacy of internal control over the transactions of derivative products on a regular basis.
3. Trading persons shall always be alert to the market information, analyze the changing situations of various products from basic and technical aspects, and report the latest information to the department head concerned. Trading person shall also know exactly about the provisions specified in these Procedures and report the gain or loss to the executive concerned periodically.
4. Delivery persons must confirm the fund availability of the Company, make sure the currency, amount, and delivery date of each transaction, and perform the delivery smoothly.

Article 8

Key points for performing evaluation by the Company of the derivative product transactions shall be as follows:

1. Accuracy of the evaluation about product trends;
2. Adequacy for the position control;
3. Fair value and changes in the gain/loss;
4. To what extent the risk is covered in case of a hedge transaction, or the possible result if no such transaction is made.

Article 9

Operating procedures for derivative product transactions by the Company shall be as follows:

1. As approved by the head of Financial Department, trading persons initiate the transaction within the authorized limit.
2. Trading persons shall place orders through the financial institutes nominated by the Company beforehand.
3. After a transaction is done, trading persons shall submit the trading data to the head of Financial Department.
4. The financial institution concerned shall send a trading confirmation note to the head of Financial Department after the transaction.
5. The head of Financial Department and delivery persons shall re-examine those trading data. After the data are verified to be correct, the delivery persons shall perform the delivery.
6. Trading persons shall send the trading confirmation note duly approved back to the financial institution concerned, and submit the trading voucher to the Accounting Section.
7. After verifying the validity and rationality of trading data from external sources, the Accounting Section submits the trading voucher for approval of book entry.

Article 10

Risk control measures taken by the Company for derivative product transactions shall be as follows:

1. Upon engaging in a transaction, its risk control shall be ready to cover those risks relating to the credit, market price, liquidity, cash flow, operation, laws and rules.
2. To set up guidelines in writing for trading persons to engage in the transactions within the authorized amount, ceiling of stop loss, and tradable types of products.
3. Any trading person shall not act as a delivery person simultaneously, and vice versa.
4. Persons in charge of risk measurement, supervision, and control shall belong to the departments different from the ones for those persons referred to above, and shall report to the board of directors, or to the senior executives who are not responsible for making the policy on the transaction or position of derivative products.
5. The position held in the transactions of derivative products shall be evaluated at least once a week. In case of a hedging transaction for business necessity, however, it

shall be evaluated at least twice a month. The evaluation reports concerned shall be submitted to the senior executive duly authorized by the board of directors.

6. The board of directors shall do monitoring and control on the following principles:
   (1) Assign senior executives to supervise on the monitoring and control of derivative product transactions from time to time.
   (2) Evaluate whether the performance of derivative product transactions complies with the business operation policy and whether the risks to be taken are within the allowable scope.
7. Senior executives duly authorized by the board of directors shall control the transactions of derivative products on the following principles:
   (1) Evaluate periodically whether the prevailing risk control measures are proper and whether they are complying with these Procedures.
   (2) Monitor the status of transactions and gain/loss periodically. In case any abnormality is found, necessary actions must be taken to deal with promptly, and a report thereof be made to the board of directors. And the independent directors shall be invited to present at the Board Meeting to express their opinions.
8. When the Company has duly authorized the persons concerned to engage in the transactions of derivative products, a report to the effect shall be made to the Board at the soonest meeting afterwards.

Article 11

Internal auditors shall examine for the adequacy of internal control over the transactions of derivative products on a regular basis, and audit whether the trading departments are acting in compliance with the Procedures monthly, for which an auditing report shall be produced. If any severe violations are found, a written notice shall be submitted to the supervisors.

Article 12

For the transactions of derivative products being engaged in by the Company, a filing book shall be produced, therein the entries about types and amounts of respective derivative product transactions, as well as the dates of resolutions passed by the board of directors. Also, those particulars that shall be under deliberate evaluation according to sub-paragraphs 5, 6.2 and 7.1 of paragraph 1 of Article 10 will be noted down in the evaluation report in detail for filing purpose.

Article 12-1

The Company shall procure its subsidiary to set up its own "Procedures for Transaction of Derivative Products" in accordance with relevant guidelines, and to follow the Procedures when transacting the derivative products.

Article 13

Upon a resolution passed by the board of directors, the Procedures shall be given to each supervisor and shall become effective after ratification by the shareholders' meeting for ratification. The same shall apply in case of any amendments thereof. If any director took an objection, and a record or written statement to the effect has been left, then the Company shall submit the data about the objection of the director to each supervisor.

The History of "Procedures for Transaction of Derivative Products"

1. The Procedures was made on June 20, 2003.
2. The 1st amendment was made on June 23, 2005.
3. The 2nd amendment was made on June 23, 2006.
4. The 3rd amendment was made on June 18, 2014.

EVERGREEN MARINE CORPORATION (TAIWAN) LTD.

Procedures for Fund Lending, Endorsement and Guarantee

Chapter 1 General

Article 1

All fund lending, endorsement and guarantee of the Company shall be processed in accordance with the provisions of this procedure.

Article 2

Except the following circumstances, the fund of the Company shall not be lent to stockholder or any other party:

1. There is business relationship between the Company and other firms.
2. There is necessity of short-term fund financing between the Company and other firms. The financing amount shall not be more than 40% of the net worth of the Company.

The above short-term means one year. However, when the operating cycle of the Company is more than one year, it shall base on such operating cycle.

The above financing amount in Subparagraph 2 of Paragraph 1 means the accumulated balance amount of the short-term fund financing of the Company.

Fund lending between the foreign companies that the Company is directly and indirectly holding 100% of voting shares shall not be restricted by the preceding Subparagraph 2 of Paragraph 1, but the total lending amount and the duration shall be processed in accordance with the provisions of the procedures for fund lending of respective subsidiaries.

Article 3

Endorsement and/or guarantee hereof mean the following matters:

1. Financing endorsement and/or guarantee, including:
   (1) Cash discount financing for the Clients checks.
   (2) Endorsement or guarantee provided for the purpose of financing for other company.
   (3) Issue note separately to non-finance institution as guarantee for the purpose of

financing for the Company.

2. Tariff endorsement and/or guarantee refers to the endorsement and/or guarantee to the Custom House against import duties of the Company or other company.
3. Other endorsement and/or guarantee refer to the endorsement or guarantee that cannot be categorized in the above two clauses.

When the Company is providing chattel or real estate to set pledge or mortgage as collateral of the loan for other party, it shall also be processed in accordance with the provisions of this procedure.

Article 4

The Company may provide endorsement and/or guarantee to the following company:

1. Firms that have business relationship with the Company.
2. A company which is held more than 50% of the total number of voting shares directly and indirectly by the Company.(hereinafter referred as the subsidiary which the Company holds more than 50% of voting shares).
3. A company which holds more than 50% of voting shares of the Company directly and indirectly.

Endorsement and/or guarantee may be provided between the subsidiaries that the Company is directly and indirectly holding 90% of voting shares, and the amount shall be restricted to 10% of the net worth in the latest financial statement of the Company, unless endorsement and/or guarantee is provided between the subsidiaries that the Company is directly and indirectly holding 100% of voting shares.

Provided that mutual guarantee based on the provision of the contract between peer companies or co-founders for undertaking construction project, or due to all subscribed stockholders of joint venture to provide endorsement and/or guarantee on the invested company based on its stockholding percentage, which shall not be restricted by the preceding two paragraphs then endorsement and/or guarantee may be provided.

The above subscribed share means an investment made by the Company directly or through any company that the Company is holding 100% of voting shares.

Article 5

The so-called subsidiary and parent company herein mean those Companies stipulated on the provision in the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

Where the financial reports of the Company or its subsidiaries are prepared according to the International Financial Reporting Standards, "net worth" in these procedures means the balance sheet equity attributable to the owners of the parent company under the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

“Date of occurrence” in these procedures means the date of contract signing, payment, Board of Directors resolutions, or other date that can confirm the counterparty and monetary amount of the transaction, whichever date is earlier.

Chapter 2 procedures

Section 1

Lending fund to other party

Article 6

When the fund of the Company is to be lent to other party, the evaluation standard shall be as follows:

1. When the fund is being lent due to business relationship, the lending amount shall not be more than the total transaction amount between both parties for the latest one year. The so-called 「transaction amount」 refers to the amount of purchasing or selling between both parties, whichever is higher.
2. When there is necessity for a short-term loan, it shall be restricted to the following conditions:
   (1) Other party has necessity for purchasing material or working capital requirement.
   (2) Other fund lending approved by the Board of Directors of the Company.

Article 7

The ceilings of the total amount of and the amount for single party of fund lending of the Company shall be as follows:

1. The total lending amount of the Company shall not be more than 40% of the net worth in the latest financial statement of the Company.
2. For company or firm that has business relationship with the Company, its individual lending amount shall not be more than the total transaction amount between both parties for the latest one year.
3. For company or firm with necessity of short-term loan, its individual lending amount shall not be more than 20% of the net worth in the latest financial statement of the Company.

Article 8

The term of fund lending of the Company and the criteria of interest shall be as follows:

1. Lending term: The longest term of each lending shall be one year.
2. Interest criteria: Refers to the bank interest rate on lending date and the interest rate shall be mutually agreed by both the borrower and lender within a reasonable range and interest shall be payable monthly.

Article 9

The procedure of handling fund lending of the Company shall be as follows:

1. The borrower shall submit the loan application to the Company and the finance department of the Company shall consider its necessity and reasonability. In addition, the department shall conduct credit and risk review and further evaluate the operation risk, financial condition of the Company and the effect on the rights and interests of stockholder, then draft the terms and condition of such proposed loan. If necessary, the Company will request the applicant to provide equivalent amount of guarantee note, guarantor or collateral to register pledge or mortgage.
2. After examination, the finance department shall submit the lending proposal to the Board of Directors for resolution and any other party cannot be authorized to make decision. The Board of Directors shall take into full consideration each independent director's opinions. If an independent director objects to or expresses reservations about any matter, it shall be recorded in the minutes.
3. For loan proposal that is approved or the lending amount is reduced by resolution at the Board Meeting, the finance department of the Company shall notify the borrower the resolution.
4. The finance department shall transfer the fund after confirming the loan contract is executed and related collateral filing are completed and no error.
5. The related information including contract, collateral supporting documents and record shall be filed in good order by the finance department after transferring fund.

Article 9-1

Before lending the fund between the Company and parent companies, the Company and subsidiaries, or between subsidiaries, the loan proposal shall be presented to the Board Meeting for resolution according to the preceding article. The Chairman may be authorized to lend the aggregate amount specified by the Board of Directors to one enterprise, and the amount can be drawn down separately or revolvingly in the time period of one year.

The authorized amount mentioned in paragraph 1, except the fund lending is made under paragraph 4 of article 2, shall not exceed 10% of the net worth in the latest financial statement of the Company or subsidiaries when the Company or subsidiaries lend fund to a single enterprise.

Article 10

The subsequent control measures of the loan amount outstanding and the handling procedure for the overdue loan shall be as follows:

1. After the fund is transferred, the Company shall frequently pay attention to the finance, business and related credit condition, etc. of the borrower and the guarantor. If there is any collateral, attention shall be paid to whether there is any change in the worth of the collateral. If there is major change, which shall report the general manager forthwith and conduct appropriate measurement as instructed.
2. When the loan is expired or the loan is prepaid before expiration, the interest thereof shall be calculated firstly. After interest together with the principal fully paid then the guarantee note shall be cancelled and returned to the borrower and pledge or mortgage on the collateral shall be discharged.
3. When the loan expires, the borrower shall repay the principal and interest forthwith. If the borrower defaults, the Company shall directly dispose the collateral or pursue for repayment against the guarantor according to laws.

Article 11

The internal control of the fund lending of the Company shall be as follows:

1. When conducting fund lending, the Company shall establish a notebook which shall record in details regarding the borrower, lending amount, resolution date made by the Board Meeting, funding date and other evaluation items, etc.
2. The internal audit personnel of the Company shall at least conduct auditing once a quarter the procedure of the fund lending to other party and its performance condition and a written record shall be made. If major violation is discovered, which shall notify every supervisor in writing forthwith.
3. When there is circumstance change in the Company resulting that the fund lending party becomes unqualified the provisions of this procedure or the balance amount of the loan exceeds the ceiling, the improvement plan shall be made and sent to every supervisor. Meanwhile, the improvement shall be made within the planned schedule

so as to enhance the internal control of the Company.

Section 2

Endorsement and Guarantee for other party

Article 12

For conducting endorsement and/or guarantee by the Company due to business relationship, the endorsement and/or guarantee amount to single party shall not exceed the total amount of transactions dealing between both parties for the latest one year. The definition of the so-called 「transaction amount」 shall be the same as Article 6.

Article 13

Total amount of endorsement and/or guarantee by the Company shall be restricted to 250% of the net worth in the latest financial statement.

By the Company to a single enterprise, the ceiling of endorsement and/or guarantee amount shall not be more than 50% of the net worth in the latest financial statement. However, the endorsement and/or guarantee amount provided to the subsidiary which the Company holds more than 50% of voting shares shall not be restricted by the above percentage. Nevertheless, the maximum shall not be more than 200% of the net worth in the latest financial statement.

Total amount of endorsement and/or guarantee by the Company and subsidiaries shall be restricted to 250% of the net worth in the latest financial statement of the Company.

By the Company and subsidiaries to a single enterprise, the ceiling of endorsement and/or guarantee amount shall not be more than 50% of the net worth in the latest financial statement of the Company. However, total endorsement and/or guarantee amount provided to the subsidiary, which the Company holds more than 50% of voting shares, shall not be restricted by the above percentage. Nevertheless, the maximum shall not be more than 200% of the net worth in the latest financial statement of the Company.

Article 14

The procedure of handling the endorsement and/or guarantee by the Company shall be as follows:

1. The party requesting for endorsement and/or guarantee shall submit application to the Company and the finance department of the Company shall consider its necessity

and reasonability. In addition, the department shall conduct credit and risk review and further evaluate the operation risk, financial condition of the Company and the effect on the rights and interests of stockholder, then draft the terms and condition of such proposed endorsement and/or guarantee. If necessary, the Company will request the applicant to provide equivalent amount of guarantee note, guarantor or collateral to register pledge or mortgage.

2. After examination, the finance department will submit the examination opinion together with related information to the Board of Directors (or the Chairman) for resolution (or approval).
3. For endorsement and/or guarantee that is approved by the Board of Directors (or the Chairman), the finance department shall fill in the stamped application with the endorsement and/or guarantee information and the document approved by the Board of Directors (or the Chairman) that will all be submitted to the seal custodian for sealing. If the endorsement and/or guarantee is disapproved, the finance department shall prepare document explaining the reason of not granting the endorsement and/or guarantee that will be sent to the applicant together with related information.
4. After the endorsement and/or guarantee and guarantee procedure have been processed properly, the finance department shall keep related information as reference and will register this in the 「Endorsement and/or guarantee and cancellation reference book」 in order to control the amount of the endorsement and/or guarantee.

Article 15

The exclusive seal for processing of endorsement and/or guarantee of the Company is the Company seal which has been filed with the Ministry of Economic Affairs. That seal shall be kept by specified person consented by the Board of Directors and any change shall also be approved by the Board of Directors. In addition, the seal can only be applied as per the procedure stipulated in Article 14.

When conducting endorsement and/or guarantee to overseas company, the letter of guarantee issued by the Company shall be executed by the person authorized by the Board of Directors and shall not need to be sealed by the above-mentioned exclusive seal.

Article 16

Any endorsement and/or guarantee processed by the Company shall be conducted upon resolution by the Board of Directors. However, any guarantee amount to a single enterprise is within 25% of the net worth of the Company in the latest financial statement, the Chairman may first decide for its execution and afterwards it shall be submitted to the Board of Directors for pursuing recognition.

The Board of Directors shall take into full consideration each independent director's opinions. If an independent director objects to or expresses reservations about any matter, it shall be recorded in the minutes.

If the subsidiary that the Company holds 90% of voting shares intends to provide any endorsement and/or guarantee based on the provision of Paragraph 2 of Article 4, it has to be presented to the Board Meeting of the Company for approval in advance, unless endorsement and/or guarantee is provided between the subsidiaries that the Company is directly and indirectly holding 100% of voting shares.

Article 17

The internal control on endorsement and/or guarantee by the Company shall be as follows:

1. When conducting endorsement and/or guarantee items, the Company shall establish a notebook that shall record in detail including the endorsement and/or guarantee party, amount, date of passing by the Board of Directors or decision for execution by the Chairman, endorsement and/or guarantee date and items that shall be cautiously evaluated based on the provision of Subparagraph 1, Paragraph 1 of Article 14.
2. The internal audit personnel of the Company shall at least once a quarter conduct auditing on the procedure of endorsement and/or guarantee and its ongoing development and a written record shall be prepared. If major violation is discovered, which shall be notified every supervisor in writing immediately.
3. When there is circumstance changed in the Company resulting that the endorsed and/or guaranteed party becomes unqualified the provisions of this procedure or the endorsement/guarantee amount exceeds the ceiling, an improvement plan shall be made and sent to every supervisor. Meanwhile, the improvement shall be made within the planned schedule so as to enhance the internal control of the Company.

Article 18

When the Company is processing endorsement and/or guarantee and due to business requirement, it is necessary to exceed the ceiling stipulated by this procedure and it conforms to the terms and conditions stipulated by this procedure, it shall be resolved by the Board of Directors and the majority directors shall provide joint guarantee on the loss that may be occurred from overflow guarantee to the Company. In addition, this procedure shall be amended accordingly and shall be submitted to shareholders' meeting for approval afterwards. If the shareholders' meeting shall not approve, a plan shall be prepared to withdraw overflow guarantee within a certain period.

When a matter is submitted for discussion by the Board of Directors pursuant to the preceding paragraph, the Board of Directors shall take into full consideration each independent director's opinions. If an independent director objects to or expresses reservations about any matter, it shall be recorded in the minutes.

Chapter 3 Disclosure of Information

Article 19

Before the 10th day of every month the Company shall publicly announce the balance amount of fund lending, endorsement and/or guarantee of the Company and its subsidiaries for the previous month.

Article 20

When the fund lending of the Company has reached one of the following standards, it shall be reported and publicly announced within two days commencing immediately from the day of occurrence:

1. When the outstanding balance amount of fund lending of the Company and its subsidiary to other party has reached more than 20% of the net worth of the Company in the latest financial statement.
2. When the outstanding balance amount of fund lending of the Company and its subsidiary to a single enterprise has reached more than 10% of the net worth of the Company in the latest financial statement.
3. When the aggregate amount of newly increased fund lending of the Company or its subsidiary has reached more than NTD10,000,000 and reached more than 2% of the net worth of the Company in the latest financial statement.

Article 21

When the endorsements and/or guarantees of the Company has reached one of the following standards, it shall be reported and publicly announced within two days commencing immediately from the day of occurrence:

1. When the outstanding balance amount of endorsement and/or guarantee of the Company and its subsidiary has reached more than 50% of the net worth of the Company in the latest financial statement.

2. When the outstanding balance amount of endorsement and/or guarantee of the Company and its subsidiary for a single enterprise has reached more than 20% of the net worth of the Company in the latest financial statement.
3. When the outstanding balance amount of endorsement and/or guarantee of the Company and its subsidiary on a single enterprise has reached more than NTD10,000,000, and the outstanding balance amount of total amount of its endorsement and/or guarantee, long-term nature investment and fund lending has reached more than 30% of the net worth of the Company in the latest financial statement.
4. When the aggregate amount of newly increased endorsement and/or guarantee of the Company or its subsidiary has reached more than NTD30,000,000 and reached more than 5% of the net worth of the Company in the latest financial statement.

Article 22

The Company shall evaluate the fund lending and shall make sufficient allowance for doubtful accounts. In addition, the Company shall evaluate or appropriate the contingent loss of endorsement and/or guarantee adequately disclosed in the financial statement and the Company shall provide related information to the CPA for necessary audit procedure.

Chapter 4 Miscellaneous

Article 23

If any subsidiary of the Company intends to lend funds to or make endorsement and/or guarantee for other party, the control procedures adopted by the Company shall be as follows:

1. To order its subsidiary to set up its own "Procedures for Fund Lending, Endorsement and Guarantee" in accordance with relevant guidelines, and carry out auditing in compliance with such relevant guidelines.
2. To order its subsidiary shall follow the Procedures set up by itself when lending funds and making endorsement and/or guarantee.
3. Internal auditors of the Company shall review the auditing report made by the subsidiary.
4. If the fund lending, endorsement and/or guarantee of a subsidiary that is not a domestic public company have reached the standards of public announcement and report, the Company shall do so for its subsidiary.

Article 24

Where anyone in the Company shall have committed in violation of these Procedures, then the Personnel Dept. shall take a discipline action against him/her according to the severity of circumstance.

Article 25

The Company intends to endorse and/or guarantee the subsidiary whose net worth is lower than 50% amount of the total paid-in capital, the Company shall require the subsidiary to submit the means to improve its net worth. And if the net worth of the subsidiary is lower than 50% amount of the total paid-in capital in two successive years, the Company shall submit this circumstance to the Board of Directors for discussion.

In the case of a subsidiary with shares having no par value or a par value other than NT$10, for the paid-in capital in the calculation under the preceding paragraph, the sum of the share capital plus paid-in capital in excess of par shall be substituted.

Article 26

Upon a resolution passed by the Board of Directors, these Procedures shall be submitted to each supervisor and shall become effective after ratification by the shareholders' meeting. If any director took an objection, and a record or written statement to the effect has to be made, then the Company shall submit the data about the objection of the director to each supervisor and shareholders' meeting for discussion. The same shall apply in case of any amendments thereof.

When these Procedures are submitted for discussion by the Board of Directors pursuant to the preceding paragraph, the Board of Directors shall take into full consideration each independent director's opinions. If an independent director objects to or expresses reservations about any matter, it shall be recorded in the minutes.

The History of "Procedures for Fund Lending, Endorsement and Guarantee"

1. These Procedures were originally adopted on June 20, 2003.
2. The 1st amendment was made on June 23, 2006.
3. The 2nd amendment was made on June 27, 2007.
4. The 3rd amendment was made on June 19, 2009.
5. The 4th amendment was made on June 18, 2010.
6. The 5th amendment was made on June 24, 2011.
7. The 6th amendment was made on June 14, 2013.
8. The 7th amendment was made on June 18, 2014.

EVERGREEN MARINE CORPORATION (TAIWAN) LTD.

Shareholdings of Directors and Supervisors

<table>
<tr><th>Title</th><th>Name</th><th>Shares held</th></tr>
<tr><td>Chairman</td><td>Evergreen Airline Services Corp.
Representative : Chang, Cheng-Yung</td><td rowspan="2">450,855</td></tr>
<tr><td>Director</td><td>Evergreen Airline Services Corp.
Representative : Hsieh, Huey-Chuan</td></tr>
<tr><td>Director</td><td>Evergreen International S.A.
Representative : Chang, Kuo-Hwa</td><td rowspan="2">373,130,301</td></tr>
<tr><td>Director</td><td>Evergreen International S.A.
Representative : Hu, Daw-Ming</td></tr>
<tr><td>Director</td><td>Chang Yung-Fa Charity Foundation
Representative : Lee, Mong-Jye</td><td>28,940,403</td></tr>
<tr><td>Independent Director</td><td>Wu, Chin-Shun</td><td rowspan="3">0</td></tr>
<tr><td>Independent Director</td><td>Chang, Chia-Chee</td></tr>
<tr><td>Independent Director</td><td>Chen, Ching-Kuhn</td></tr>
<tr><td colspan="2">Total</td><td>402,521,559</td></tr>
<tr><td>Supervisor</td><td>Evergreen Steel Corp.
Representative : Ko, Lee-Ching</td><td rowspan="2">30,075,742</td></tr>
<tr><td>Supervisor</td><td>Evergreen Steel Corp.
Representative : Ku Lai, Mei-Hsueh</td></tr>
<tr><td colspan="2">Total</td><td>30,075,742</td></tr>
</table>

Notes:

1. As of April 24, 2017, the stock stop transferring date for the Company's shareholders' meeting, the total number of shares already issued is 3,512,355,986 shares.
2. All directors' minimum shareholding number is 84,296,544 shares.
3. All supervisors' minimum shareholding number is 8,429,655 shares.