



長榮國際儲運股份有限公司
EVERGREEN INTERNATIONAL STORAGE & TRANSPORT CORP.

Stock Code : 2607

EVERGREEN INTERNATIONAL STORAGE & TRANSPORT CORPORATION

2016 Annual General Meeting of Shareholders

Agenda Handbook

June 15, 2016

(This translated document is prepared in accordance with the Chinese version and is for reference only. In the event of any inconsistency between the English version and the Chinese version, the Chinese version shall prevail.)

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EVERGREEN INTERNATIONAL STORAGE & TRANSPORT CORPORATION

2016 Annual General Meeting of Shareholders

Date & Time: 9:00 a.m., June 15, 2016 (Wednesday)

Venue: Conference Hall (the 6th floor)

EVERGREEN INTERNATIONAL STORAGE & TRANSPORT
CORPORATION

No. 100, Sec. 2, Hsin-Nan Road, Luchu Dist., Taoyuan City, Taiwan.
(R.O.C)

Shareholders present: Shareholders present by themselves or by proxy at the meeting represent _____ shares and account for ____% of the total issued shares of the Company which amount to 1,067,141,094 shares.

Chairman: Mr. Hung, Ping-Kun

A. Report of Shareholders Presented and Call Meeting to Order.

B. Chairman's Address.

C. Matters for Discussion:

Submitted by the Board of Directors

Proposal: It is proposed to amend the "Articles of Incorporation" referring to the contrast table attached. (as the attached Page 5-6)

Explanation:

1. According to the amended Article 235 and 240 and new added Article 235-1 of the Company Law publicized by the Presidential Order No. Hua-Zong-I-Yi-10400058161 on May 20, 2015 and Ref. No. Ching-Shang-Tze-10402413890 promulgated by Ministry of Economic Affairs, it is proposed to amend the "Articles of Incorporation" of the Company as follows:

(1) It is proposed to provide in Article 26 that minimum 1% of profit of the current year distributable as employees'

compensation and not exceed 5% of profit of the current year distributable as the remuneration of Directors and Supervisors shall be distributed when the Company have profit, and the amount of payment of the employees' compensation and the remuneration of Directors and Supervisors along with the distribution manner of the employees' compensation shall be adopted by a majority vote at a meeting of the Board of Directors attended by two-third of the total number of directors and then to be reported to the shareholders meeting.

(2) It is proposed to shift original Article 26 to Article 26-1, and amend paragraph 1 of the Article 26-1 to delete the provision of employee's bonus and remuneration of Directors and Supervisors.

2. To amend wordings of others.

Resolution:

D. Matters for Report:

- I. Business Report of the year 2015. (as the attached Page 7-8)
- II. Supervisors' Report of the year 2015. (as the attached Page 26)
- III. The state of Employees' compensation and Remuneration of Directors and Supervisors of the year 2015: The profit of 2015 is NT\$ 1,059,466,546. According to the amended "Articles of Incorporation", the Board of Directors resolved that the Employees' compensation in cash is NT\$ 15,000,000. (1.42% of the profit of 2015.) and the Remuneration of Directors and Supervisors is NT\$ 6,000,000. (0.57% of the profit of 2015.)

E. Matters for Acknowledgement and Discussion:

Submitted by the Board of Directors

Proposal I: It is proposed to acknowledge the Business Report and Financial Statements of the year 2015. (as the attached Page 7-24)

Explanation: The Financial Statements of the Company of the year 2015 which had been audited and certified by the CPA firm of PricewaterhouseCoopers, Taiwan, and the Business Report of the

year 2015 were audited and acknowledged by the supervisors. The supervisors also submitted the report of audit as attached.

Resolution:

Submitted by the Board of Directors

Proposal II: It is proposed to acknowledge the profit allocation proposal of the year 2015 as the Statement of Earnings Appropriation. (as the attached Page 25)

Explanation:

1. The proposed profit allocation is as follows:
The Cash dividends amounts to NT\$373,499,383, each share shall be distributed NT\$0.35. The fractional amount less than NT\$1 will be set aside as Company's non-operating revenue in distribution of cash dividends.
2. In the event that the total amount of shares outstanding of the Company is affected by the buyback of the Company's shares, transfer, conversion, cancellation of treasury shares or equity conversion in connection with issuance of convertible corporate bonds, necessitating adjustments in the cash distribution ratio, it is proposed that the Chairman of the Board be authorized to manage the change in the cash distribution ratio.
3. The Board of Directors will decide the record date and the payment date for distribution of cash dividends.

Resolution:

Submitted by the Board of Directors

Proposal III: It is proposed to lift the restriction of "non-competition" for the director.

Explanation:

1. In accordance with Article 209 of the Company Law, a director who does business that is within the scope of the Company's business for himself/herself or on behalf of another person, shall explain to the shareholders the essential contents of such act and

secure the shareholders' approval.

2.The competition situation of the director is as follows:

Name of Director	Concurrent Positions in Other Companies	Items of Business within the Scope of the Company's Business
Evergreen Marine Corp. (Taiwan) Ltd. Representative : Chang, Kao-Hua	The director of Evergreen Marine Corp. (Taiwan) Ltd.	Ship Transportation, Container Distributing Center Business
	The director of Evergreen International S.A.	Ship Transportation
	The director of Evergreen Marine Hong Kong Ltd.	
	The director and manager of Colon Container Terminal, S.A.	Container Distributing Center Business

3.It is proposed to approve this proposal because the aforesaid conduct of the director will not damage to the Company's benefit.

Resolution:

F. Matters for Extraordinary Motion.

G. Dismiss the Meeting.

EVERGREEN INTERNATIONAL STORAGE & TRANSPORT CORPORATION

THE CONTRAST TABLE OF THE AMENDED ARTICLES OF INCORPORATION

After amendment	Before amendment	Reason for amendment
3. The office of the Company is located at Taoyuan <u>City</u> , 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.	3. The office of the Company is located at Taoyuan <u>County</u> , 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.	To amend wording in accordance with Taoyuan County has been changed to Taoyuan City.
26. <u>Minimum 1% of profit of the current year distributable as employees' compensation and not exceed 5% of profit of the current year distributable as remuneration of Directors and Supervisors shall be distributed when the Company have profit. However, the Company's accumulated losses shall have been covered before distributing employees' compensation and remuneration of Directors and Supervisors by the aforementioned principles.</u> <u>Employees' compensation may be distributed in the form of shares or in cash; Remuneration of Directors and Supervisors shall be distributed in the form of cash only.</u> <u>The profit set out in the first Paragraph is meaning thereto income before income tax of the current year including the profit of employees' compensation and remuneration of Directors and Supervisors.</u>	26. <u>Any profit made by the Company for each fiscal year shall, after deduction of tax, be applied first towards making up any losses incurred by the Company in previous years, secondly 10% of the balance thereof shall be retained as the legal reserve, and set aside or reverse the special reserve in compliance with regulations, together with the accumulated unallocated profit of the previous period, shall be allocated pursuant to the proposal made by the Board of Directors and adopted by the Shareholders at their meeting, provided that the employees shall be entitled to a bonus of a minimum of 1% thereof and the remuneration of the Directors and the Supervisors shall not exceed five percent thereof to be appropriated from the allocated amount.</u> <u>Stockholders' dividends shall be distributed in cash dividends and stock dividends, with the cash dividend at least 10% of the total</u>	In accordance with the Article 235-1 of Company Law and Ref. No. Ching-Shang-Tze-10402413890 promulgated by the Ministry of Economic Affairs, it is proposed to amend Article 26 as follow: 1.In the first Paragraph, it is proposed to express the ratio of profit of the current year distributable as employees' compensation and remuneration of Directors and Supervisors. 2.In the second paragraph, it is proposed to express the distribution manner of employees' compensation and remuneration of Directors and Supervisors. 3.In accordance with the legislative cause of Article 235-1 of Company Law, it is to define the profit meaning in the third paragraph. 4.In the fourth paragraph, it is proposed to express the distribution amount of employees' compensation and

After amendment	Before amendment	Reason for amendment
<u>The amount of payment of the employees' compensation and the remuneration of Directors and Supervisors and with the distribution manner of the employees' compensation shall be adopted by a majority vote at a meeting of the Board of Directors attended by two-third of the total number of directors and then to be reported to the shareholders meeting.</u>	<u>amount of distribution.</u>	remuneration of Directors and Supervisors and the distribution manner of employees' compensation shall be adopted by a majority vote at a meeting of the Board of Directors attended by two-third of the total number of directors and then to be reported to the shareholders meeting.
26-1. Any profit made by the Company for each fiscal year shall, after deduction of tax, be applied first towards making up any losses incurred by the Company in previous years, secondly 10% of the balance thereof shall be retained as the legal reserve, and set aside or reverse the special reserve in compliance with regulations, together with the accumulated unallocated profit of the previous period, shall be allocated <u>surplus profit</u> pursuant to the proposal made by the Board of Directors and adopted by the Shareholders at their meeting. Stockholders' dividends shall be distributed in cash dividends and stock dividends, with the cash dividend at least 10% of the total amount of distribution.		1. It is proposed to shift original Article 26 to Article 26-1. 2. Because Article 235 of Company Law is amended to delete the provision of employee bonus, the first paragraph of this article is amended to delete the provision as below: "provided that the employees shall be entitled to a bonus of a minimum of 1% thereof and the remuneration of the Directors and the Supervisors shall not exceed five percent thereof to be appropriated from the allocated amount". 3. Because the right of distribution of surplus profit belong to shareholders, not belong to employees and Directors and Supervisors, it is to define the proposal by the Board of Directors is allocated surplus profit in the first paragraph.
29. Based on the original articles and 「<u>The 42nd amendment is made on June 15, 2016.</u>」	29. Omitted.	To add revision date.

EVERGREEN INTERNATIONAL STORAGE & TRANSPORT CORPORATION

BUSINESS REPORT OF THE YEAR 2015

1. Business Fulfilment in 2015

The company's consolidated revenue of 2015 was NT\$7.349 billion, 98.16% of target. The net income after tax was NT\$843 million, an increase of NT\$168 million or 24.97% over the same period the previous year. Earnings per share was NT\$0.79.

Looking back on the year 2015, we see that oversupply still characterized the market situation, which affected the world's three biggest economies. Europe suffered serious decline; the Chinese GDP continued to slow down; and the recovery of the US economy was still slow. The environment was full of uncertainties, which had a grave impact on global import and export volumes. Despite the severe decline of the market and the demand for price reduction from upstream industries, the company took a positive attitude toward its operations, actively expanding its business. At the same time, to maintain high operational efficiency and offer optimal service to its clients, the company continued investing in rejuvenation efforts. Thanks to the lowering of international oil prices in late 2014, the company's appropriate adjustment of costs, and enhanced computerization, which helped improve performance and labor efficiency, we achieved our revenue target. An overview of the company's business areas follows:

(1) Land Transportation Service

Continuing development of CY haulage service and expansion of inter-city and tour coach services.

(2) Container Depot Service

Strengthening the development of container freight station (CFS) service, bonded warehouse service and container consolidation service. Active promotion of forwarding services for export/import containers of near-sea shipping companies. Raising of the outdated rates for some services. Effective improvement of container depot performance, container freight station (CFS) services, and reintroducing the machine usage fee to improve business performance.

(3) International Marine Service

Investing in the container leasing business in response to market demand

and to improve the company's profit.

2. Business Targets and Performance Overview

The company's forecasted comprehensive revenue for 2015 was NT\$7.486 billion; the actual revenue was NT\$7.349 billion. The achievement rate was 98.16%. The forecasted EBT was NT\$988 million. Actual EBT was NT\$1.04 billion. The achievement rate was 105.25%.

3. Financial Revenue and Profit Analysis

(1) Financial Revenue

The company's comprehensive revenue for 2015 was NT\$7.349 billion, a year on year increase of 9.19%. Operation cost was NT\$6.105 billion, a year on year increase of 5.92%. Other net income was NT\$78 million, a year on year decrease of NT\$114 million. EAT was NT\$843 million, a year on year increase of NT\$168 million.

(2) Profit Analysis

2015's return on assets was 2.86%; return on equity was 3.95%; net profit margin was 11.48%; and earnings per share was NT\$0.79.

4. Research and Development

(1) Environmentally-Friendly Fleet

In the area of freight transport, the company continues the rejuvenation of its fleet by phasing out old tractors and purchasing new vehicles with Euro 5 rated engines to help improve air quality and save fuel. In terms of coach services, our buses are fitted with Euro 5 rated engines for environmental protection. Depending on actual operation, we adjust highway bus service timetables and increase the number of shuttle buses to improve the performance of national highway bus services while lowering CO2 emissions.

(2) Planning of Taichung Port Container Yard

Execution of the renewal of ERTG (electric rubber-tired gantry crane) tracks and RT (rail-mounted transtainer) tracks, the renovation of floors and structures, the re-planning of container yard, and the improvement of operational efficiency.

(3) Alteration of the TOSPRO System at Taichung Port Container Terminal

Research on and improvement of the computerized management system in order to take the greatest advantage of the limited space of the container yard.

EVERGREEN INTERNATIONAL STORAGE AND TRANSPORT CORPORATION AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(Expressed in thousands of New Taiwan dollars)

Assets	Notes	December 31, 2015		December 31, 2014	
		AMOUNT	%	AMOUNT	%
Current assets					
Cash and cash equivalents	6(1)	\$ 2,892,709	8	\$ 3,106,834	10
Available-for-sale financial assets - current	6(2)	1,079,861	3	1,401,835	4
Notes receivable, net		11,990	-	14,759	-
Accounts receivable, net	6(4)	188,619	1	202,690	1
Accounts receivable, net - related parties	6(4) and 7	536,967	2	380,183	1
Other receivables		30,130	-	15,605	-
Inventories		35,294	-	40,605	-
Prepayments		31,697	-	40,975	-
Other current assets		24,456	-	997	-
Total Current Assets		4,831,723	14	5,204,483	16
Non-current assets					
Available-for-sale financial assets - non-current	6(2)	1,065,870	3	1,232,256	4
Financial assets carried at cost - non-current	6(3)	3,674	-	5,357	-
Investments accounted for using equity method	6(5)	1,074,774	3	1,097,400	3
Property, plant and equipment, net	6(6) and 7	25,936,258	76	23,465,908	73
Investment property, net	6(7)	723,236	2	726,435	2
Intangible assets		4,045	-	3,258	-
Deferred income tax assets	6(22)	201,163	1	204,197	1
Other non-current assets	8	241,358	1	163,223	1
Total Non-current Assets		29,250,378	86	26,898,034	84
TOTAL ASSETS		\$ 34,082,101	100	\$ 32,102,517	100

(Continued)

EVERGREEN INTERNATIONAL STORAGE AND TRANSPORT CORPORATION AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(Expressed in thousands of New Taiwan dollars)

Liabilities and Equity	Notes	December 31, 2015		December 31, 2014	
		AMOUNT	%	AMOUNT	%
Current liabilities					
Notes payable		\$ 25,318	-	\$ 191	-
Accounts payable		305,817	1	306,380	1
Accounts payable - related parties	7	27,660	-	27,202	-
Other payables	6(8)	256,253	1	185,016	1
Other payables - related parties	6(8) and 7	21,321	-	20,084	-
Current income tax liabilities	6(22)	77,390	-	103,502	-
Long-term liabilities, current portion	6(9)	1,156,847	4	463,040	2
Other current liabilities, others		41,218	-	70,619	-
Total Current Liabilities		<u>1,911,824</u>	<u>6</u>	<u>1,176,034</u>	<u>4</u>
Non-current liabilities					
Long-term borrowings	6(9)	6,981,080	20	6,119,731	19
Deferred income tax liabilities	6(22)	2,032,327	6	1,973,008	6
Other non-current liabilities	6(10)(11)	1,641,081	5	1,657,918	5
Total Non-current Liabilities		<u>10,654,488</u>	<u>31</u>	<u>9,750,657</u>	<u>30</u>
TOTAL LIABILITIES		<u>12,566,312</u>	<u>37</u>	<u>10,926,691</u>	<u>34</u>
Equity attributable to owners of the parent					
Capital stock	6(12)				
Common stock		10,671,411	31	10,671,411	33
Capital surplus	6(13)				
Capital surplus		4,264,163	13	4,263,504	13
Retained earnings	6(14)				
Legal reserve		1,867,463	5	1,800,628	6
Unappropriated retained earnings		3,294,491	10	2,919,711	9
Other equity interest	6(15)				
Other equity interest		1,274,497	4	1,345,165	4
Equity attributable to owners of the parent		<u>21,372,025</u>	<u>63</u>	<u>21,000,419</u>	<u>65</u>
Non-controlling interest		<u>143,764</u>	<u>-</u>	<u>175,407</u>	<u>1</u>
Total equity		<u>21,515,789</u>	<u>63</u>	<u>21,175,826</u>	<u>66</u>
Significant contingent liabilities and unrecognized contract commitments	9				
Significant events after the balance sheet date	11				
TOTAL LIABILITIES AND EQUITY		<u>\$ 34,082,101</u>	<u>100</u>	<u>\$ 32,102,517</u>	<u>100</u>

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

EVERGREEN INTERNATIONAL STORAGE AND TRANSPORT CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(Expressed in thousands of New Taiwan dollars, except for earnings per share amounts)

Items	Notes	Years ended December 31			
		2015		2014	
		AMOUNT	%	AMOUNT	%
Operating revenue	6(16) and 7	\$ 7,348,665	100	\$ 6,730,457	100
Operating costs	6(20) and 7	(6,104,974)	(83)	(5,763,556)	(86)
Gross profit		1,243,691	17	966,901	14
Operating expenses	6(20) and 7	(282,257)	(4)	(280,338)	(4)
Operating profit		961,434	13	686,563	10
Non-operating income and expenses					
Other income	6(17)	165,244	2	134,544	2
Other gains and losses	6(18)	17,746	-	49,221	1
Finance costs	6(19)	(122,918)	(1)	(32,656)	(1)
Share of profit of associates and joint ventures accounted for using equity method	6(5)	18,180	-	40,837	1
Total non-operating income and expenses		78,252	1	191,946	3
Profit before income tax		1,039,686	14	878,509	13
Income tax expense	6(22)	(196,399)	(3)	(203,711)	(3)
Profit for the year		\$ 843,287	11	\$ 674,798	10
Other comprehensive income, net	6(15)				
Items that will not be reclassified to profit or loss					
Remeasurement of defined benefit plan		(\$ 34,441)	-	\$ 81,164	1
Share of other comprehensive (loss) income of associates and joint ventures accounted for using equity method, items that will not be reclassified to profit or loss		(43)	-	-	-
Income tax benefit (expense) related to items that will not be reclassified to profit or loss	6(22)	5,855	-	(13,798)	-
Items that will be reclassified to profit or loss					
Exchange differences arising on translation of foreign operations		369,867	5	539,969	8
Unrealized (loss) gain on valuation of available-for-sale financial assets		(455,895)	(6)	430,423	6
Income tax benefit (expense) related to items that will be reclassified to profit or loss	6(22)	15,337	-	(11,790)	-
Total other comprehensive (loss) income for the year, net		(\$ 99,320)	(1)	\$ 1,025,968	15
Total comprehensive income for the year		\$ 743,967	10	\$ 1,700,766	25
Profit (Loss) attributable to:					
Owners of the parent		\$ 843,743	11	\$ 668,344	10
Non-controlling interest		(456)	-	6,454	-
		\$ 843,287	11	\$ 674,798	10
Comprehensive income (loss) attributable to:					
Owners of the parent		\$ 744,446	10	\$ 1,694,205	25
Non-controlling interest		(479)	-	6,561	-
		\$ 743,967	10	\$ 1,700,766	25
Earnings per share	6(23)				
Basic earnings per share (in dollars)		\$ 0.79		\$ 0.63	
Diluted earnings per share (in dollars)		\$ 0.79		\$ 0.63	

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

EVERGREEN INTERNATIONAL STORAGE AND TRANSPORT CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
(Expressed in thousands of New Taiwan dollars)

	Equity attributable to owners of the parent										
	Notes	Common stock	Capital surplus	Legal reserve	Special reserve	Unappropriated retained earnings	Other equity interest				
							Exchange differences arising on translation of foreign operations	Unrealized (loss) gain on valuation of available-for-sale financial assets			
2014											
Balance at January 1, 2014		\$ 10,671,411	\$ 4,262,917	\$ 1,742,563	\$ 785,326	\$ 1,776,913	(\$ 120,726)	\$ 507,365	\$ 19,625,769	\$ 170,712	\$ 19,796,481
Appropriation of 2013 earnings											
Legal reserve		-	-	58,065	-	(58,065)	-	-	-	-	-
Special reserve		-	-	-	(785,326)	785,326	-	-	-	-	-
Cash dividends		-	-	-	-	(320,142)	-	-	(320,142)	(4,667)	(324,809)
Changes in equity of associates and joint ventures accounted for using equity method		-	-	-	-	-	-	-	-	-	-
Profit for the year		-	587	-	-	-	-	-	587	-	587
Other comprehensive income for the year	6(15)	-	-	-	-	668,344	-	-	668,344	6,454	674,798
Changes in non-controlling interests		-	-	-	-	67,335	539,893	418,633	1,025,861	107	1,025,968
Balance at December 31, 2014		<u>\$ 10,671,411</u>	<u>\$ 4,263,504</u>	<u>\$ 1,800,628</u>	<u>\$ -</u>	<u>\$ 2,919,711</u>	<u>\$ 419,167</u>	<u>\$ 925,998</u>	<u>\$ 21,000,419</u>	<u>\$ 175,407</u>	<u>\$ 21,175,826</u>
2015											
Balance at January 1, 2015		\$ 10,671,411	\$ 4,263,504	\$ 1,800,628	\$ -	\$ 2,919,711	\$ 419,167	\$ 925,998	\$ 21,000,419	\$ 175,407	\$ 21,175,826
Appropriation of 2014 earnings											
Legal reserve		-	-	66,835	-	(66,835)	-	-	-	-	-
Cash dividends		-	-	-	-	(373,499)	-	-	(373,499)	(5,892)	(379,391)
Changes in equity of associates and joint ventures accounted for using equity method		-	659	-	-	-	-	-	659	-	659
Profit for the year		-	-	-	-	843,743	-	-	843,743	(456)	843,287
Other comprehensive (loss) income for the year	6(15)	-	-	-	-	(28,629)	369,890	(440,558)	(99,297)	(23)	(99,320)
Changes in non-controlling interests		-	-	-	-	-	-	-	-	(25,272)	(25,272)
Balance at December 31, 2015		<u>\$ 10,671,411</u>	<u>\$ 4,264,163</u>	<u>\$ 1,867,463</u>	<u>\$ -</u>	<u>\$ 3,294,491</u>	<u>\$ 789,057</u>	<u>\$ 485,440</u>	<u>\$ 21,372,025</u>	<u>\$ 143,764</u>	<u>\$ 21,515,789</u>

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

EVERGREEN INTERNATIONAL STORAGE AND TRANSPORT CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Expressed in thousands of New Taiwan dollars)

		Years ended December 31	
	Notes	2015	2014
CASH FLOWS FROM OPERATING ACTIVITIES			
Profit before tax		\$ 1,039,686	\$ 878,509
Adjustments			
Adjustments to reconcile profit (loss)			
Depreciation	6(20)	1,661,536	1,098,392
Amortisation	6(20)	2,240	1,782
Bad debt expense	6(4)	-	7
Interest expense	6(19)	122,631	32,438
Interest income	6(17)	(20,706)	(36,413)
Dividend income	6(17)	(99,096)	(88,342)
Share of profit of associates and joint ventures accounted for using equity method	6(5)	(18,180)	(40,837)
Loss (Gain) on disposal of property, plant and equipment	6(18)	17,182	(13,450)
Gain on disposal of investments	6(18)	(1,747)	(1,017)
Gain on disposal of investments accounted for using equity method		(17,366)	-
Impairment loss of financial assets		3,977	-
Changes in operating assets and liabilities			
Changes in operating assets			
Notes receivable, net		(1,208)	747
Accounts receivable, net		1,629	(5,618)
Accounts receivable, net - related parties		(170,381)	(165,417)
Other receivables		(23,017)	2,493
Inventories		1,425	2,590
Prepayments		8,457	(2,292)
Other current assets		(26,106)	(162)
Changes in operating liabilities			
Notes payable		26,769	(2,219)
Accounts payable		4,184	4,650
Accounts payable - related parties		1,037	1,331
Other payables		863	(22,847)
Other payables - related parties		3,131	1,959
Other current liabilities, others		(27,032)	38,671
Other non-current liabilities		(51,701)	(45,395)
Cash inflow generated from operations		2,438,207	1,639,560
Interest received		21,138	37,775
Interest paid		(115,263)	(25,186)
Income tax paid		(138,070)	(46,689)
Net cash flows from operating activities		2,206,012	1,605,460

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EVERGREEN INTERNATIONAL STORAGE AND TRANSPORT CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Expressed in thousands of New Taiwan dollars)

	Notes	Years ended December 31	
		2015	2014
CASH FLOWS FROM INVESTING ACTIVITIES			
Acquisition of available-for-sale financial assets		(\$ 820,000)	(\$ 460,000)
Proceeds from disposal of available-for-sale financial assets		863,747	481,017
Disposal of investments accounted for using equity method		44,618	-
Disposal of a subsidiary		22,716	-
Disposal of a subsidiary, net of cash transferred out		(33,610)	-
Acquisition of property, plant and equipment (including prepayments for equipment and land)	6(24)	(3,603,776)	(8,766,677)
Proceeds from disposal of property, plant and equipment		9,777	13,684
Decrease in refundable deposits		-	240
Acquisition of intangible assets		(3,027)	(3,074)
Increase in other non-current assets - other financial assets		(1,180)	(1,000)
Decrease in other non-current assets - other financial assets		-	1,200
Dividends received		134,453	127,640
Net cash flows used in investing activities		(3,386,282)	(8,606,970)
CASH FLOWS FROM FINANCING ACTIVITIES			
Increase in long-term borrowings		1,753,069	6,306,261
Repayment of long-term borrowings		(520,331)	-
Increase in guarantee deposits received		1,374	2,465
Dividends paid	6(14)	(379,391)	(324,809)
Net change in non-controlling interest		-	2,801
Net cash flows from financing activities		854,721	5,986,718
Effect of exchange rate changes		111,424	233,030
Net decrease in cash and cash equivalents		(214,125)	(781,762)
Cash and cash equivalents at beginning of year		3,106,834	3,888,596
Cash and cash equivalents at end of year		\$ 2,892,709	\$ 3,106,834

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

REPORT OF INDEPENDENT ACCOUNTANTS TRANSLATED FROM CHINESE

To the Board of Directors and Shareholders of
Evergreen International Storage and Transport Corporation

We have audited the accompanying consolidated balance sheets of Evergreen International Storage and Transport Corporation and its subsidiaries as of December 31, 2015 and 2014, and the related consolidated statements of comprehensive income, of changes in equity and of cash flows for the years then ended. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

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. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the consolidated financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall consolidated financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to in the first paragraph present fairly, in all material respects, the consolidated financial position of Evergreen International Storage and Transport Corporation and its subsidiaries as of December 31, 2015 and 2014, and their consolidated financial performance and cash flows for the years then ended in conformity with the "Rules Governing the Preparation of Financial Statements by Securities Issuers" and the International Financial Reporting Standards, International Accounting Standards, IFRIC Interpretations, and SIC Interpretations as endorsed by the Financial Supervisory Commission.

We have also audited the parent company only financial statements of Evergreen International Storage and Transport Corporation (not presented herein) as of and for the years ended December 31, 2015 and 2014, on which we have expressed an unqualified opinion.

PricewaterhouseCoopers, Taiwan

March 25, 2016

Taipei, Taiwan

Republic of China

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 INTERNATIONAL STORAGE AND TRANSPORT CORPORATION
PARENT COMPANY ONLY BALANCE SHEETS
(Expressed in thousands of New Taiwan dollars)

Assets	Notes	December 31, 2015		December 31, 2014	
		AMOUNT	%	AMOUNT	%
Current assets					
Cash and cash equivalents	6(1)	\$ 431,891	2	\$ 658,012	2
Available-for-sale financial assets - current	6(2)	1,079,861	4	1,401,835	6
Notes receivable, net		11,990	-	11,256	-
Accounts receivable, net	6(4)	188,619	1	196,532	1
Accounts receivable, net - related parties	6(4) and 7	202,224	1	200,004	1
Other receivables		1,802	-	4,046	-
Inventories		35,294	-	37,201	-
Prepayments		14,141	-	17,373	-
Other current assets		7,125	-	864	-
Total Current Assets		1,972,947	8	2,527,123	10
Non-current assets					
Available-for-sale financial assets - non-current	6(2)	936,232	4	1,117,184	4
Financial assets carried at cost - non-current	6(3)	3,674	-	5,357	-
Investments accounted for using equity method	6(5)	11,144,212	44	10,381,111	42
Property, plant and equipment, net	6(6) and 7	9,998,108	39	9,637,778	39
Investment property, net	6(7)	723,236	3	726,435	3
Intangible assets		4,045	-	3,258	-
Deferred income tax assets	6(21)	201,163	1	203,942	1
Other non-current assets	8	241,358	1	159,182	1
Total Non-current Assets		23,252,028	92	22,234,247	90
TOTAL ASSETS		\$ 25,224,975	100	\$ 24,761,370	100

(Continued)

EVERGREEN INTERNATIONAL STORAGE AND TRANSPORT CORPORATION
PARENT COMPANY ONLY BALANCE SHEETS
(Expressed in thousands of New Taiwan dollars)

Liabilities and Equity	Notes	December 31, 2015		December 31, 2014	
		AMOUNT	%	AMOUNT	%
Current liabilities					
Notes payable		\$ 25,318	-	\$ 191	-
Accounts payable		210,284	1	219,702	1
Accounts payable - related parties	7	25,281	-	24,604	-
Other payables	6(8)	248,866	1	179,004	1
Other payables - related parties	6(8) and 7	21,321	-	20,080	-
Current income tax liabilities	6(21)	77,346	-	101,811	-
Other current liabilities		41,218	-	49,928	-
Total Current Liabilities		649,634	2	595,320	2
Non-current liabilities					
Deferred income tax liabilities	6(21)	2,032,327	8	1,972,868	8
Other non-current liabilities	6(9)(10)	1,170,989	5	1,192,763	5
Total Non-current Liabilities		3,203,316	13	3,165,631	13
TOTAL LIABILITIES		3,852,950	15	3,760,951	15
Equity					
Capital stock	6(11)				
Common stock		10,671,411	42	10,671,411	43
Capital surplus	6(12)				
Capital surplus		4,264,163	17	4,263,504	17
Retained earnings	6(13)				
Legal reserve		1,867,463	8	1,800,628	7
Unappropriated retained earnings		3,294,491	13	2,919,711	12
Other equity interest	6(14)				
Other equity interest		1,274,497	5	1,345,165	6
Total equity		21,372,025	85	21,000,419	85
Significant contingent liabilities and unrecognized contract commitments	9				
Significant events after the balance sheet date	11				
TOTAL LIABILITIES AND EQUITY		\$ 25,224,975	100	\$ 24,761,370	100

The accompanying notes are an integral part of these parent company only financial statements.

EVERGREEN INTERNATIONAL STORAGE AND TRANSPORT CORPORATION
PARENT COMPANY ONLY STATEMENTS OF COMPREHENSIVE INCOME
(Expressed in thousands of New Taiwan dollars, except for earnings per share amounts)

Items	Notes	Years ended December 31			
		2015		2014	
		AMOUNT	%	AMOUNT	%
Operating revenue	6(15) and 7	\$ 4,433,405	100	\$ 4,604,468	100
Operating costs	6(19) and 7	(3,712,835)	(84)	(3,967,762)	(86)
Gross profit		720,570	16	636,706	14
Operating expenses	6(19) and 7	(222,154)	(5)	(216,703)	(5)
Operating profit		498,416	11	420,003	9
Non-operating income and expenses					
Other income	6(16)	93,027	2	97,169	2
Other gains and losses	6(17)	14,261	-	17,124	1
Finance costs	6(18)	(567)	-	(589)	-
Share of profit of subsidiaries, associates and joint ventures accounted for using equity method	6(5)				
		433,330	10	335,349	7
Total non-operating income and expenses		540,051	12	449,053	10
Profit before income tax		1,038,467	23	869,056	19
Income tax expense	6(21)	(194,724)	(4)	(200,712)	(4)
Profit for the year		\$ 843,743	19	\$ 668,344	15
Other comprehensive income	6(14)				
Items that will not be reclassified to profit or loss					
Remeasurement of defined benefit plan		(\$ 16,686)	-	\$ 29,650	-
Share of other comprehensive (loss) income of subsidiaries, associates and joint ventures accounted for using equity method, items that will not be reclassified to profit or loss		(17,798)	(1)	51,468	1
Income tax benefit (expense) related to items that will not be reclassified to profit or loss	6(21)	5,855	-	(13,783)	-
Items that will be reclassified to profit or loss					
Exchange differences arising on translation of foreign operations		363,890	8	536,700	12
Unrealized (loss) gain on valuation of available-for-sale financial assets		(458,632)	(10)	428,715	9
Share of other comprehensive income of subsidiaries, associates and joint ventures accounted for using equity method, items that will be reclassified to profit or loss		8,737	-	4,900	-
Income tax benefit (expense) related to items that will be reclassified to profit or loss	6(21)	15,337	1	(11,789)	-
Total other comprehensive (loss) income for the year, net		(\$ 99,297)	(2)	\$ 1,025,861	22
Total comprehensive income for the year		\$ 744,446	17	\$ 1,694,205	37
Earnings per share	6(22)				
Basic earnings per share (in dollars)		\$ 0.79		\$ 0.63	
Diluted earnings per share (in dollars)		\$ 0.79		\$ 0.63	

The accompanying notes are an integral part of these parent company only financial statements.

EVERGREEN INTERNATIONAL STORAGE AND TRANSPORT CORPORATION
PARENT COMPANY ONLY STATEMENTS OF CHANGES IN EQUITY
(Expressed in thousands of New Taiwan dollars)

	Notes	Common stock	Capital surplus	Retained earnings			Other equity interest			Total equity
				Legal reserve	Special reserve	Unappropriated retained earnings	Exchange differences arising on translation of foreign operations	Unrealized (loss) gain on valuation of available-for-sale financial assets		
2014										
Balance at January 1, 2014		\$ 10,671,411	\$ 4,262,917	\$ 1,742,563	\$ 785,326	\$ 1,776,913	(\$ 120,726)	\$ 507,365	\$	19,625,769
Appropriation of 2013 earnings	6(13)	-	-	-	-	-	-	-	-	-
Legal reserve		-	-	58,065	-	(58,065)	-	-	-	-
Special reserve		-	-	-	(785,326)	785,326	-	-	-	-
Cash dividends		-	-	-	-	(320,142)	-	-	-	(320,142)
Changes in equity of subsidiaries, associates and joint ventures accounted for using equity method		-	-	-	-	-	-	-	-	-
Profit for the year		-	587	-	-	-	-	-	-	587
Other comprehensive income for the year	6(14)	-	-	-	-	668,344	-	-	-	668,344
Balance at December 31, 2014		\$ 10,671,411	\$ 4,263,504	\$ 1,800,628	\$ -	\$ 2,919,711	\$ 539,893	\$ 418,633	\$	1,025,861
2015										
Balance at January 1, 2015		\$ 10,671,411	\$ 4,263,504	\$ 1,800,628	\$ -	\$ 2,919,711	\$ 419,167	\$ 925,998	\$	21,000,419
Appropriation of 2014 earnings	6(13)	-	-	-	-	-	-	-	-	-
Legal reserve		-	-	66,835	-	(66,835)	-	-	-	-
Cash dividends		-	-	-	-	(373,499)	-	-	-	(373,499)
Changes in equity of subsidiaries, associates and joint ventures accounted for using equity method		-	-	-	-	-	-	-	-	-
Profit for the year		-	659	-	-	-	-	-	-	659
Other comprehensive (loss) income for the year	6(14)	-	-	-	-	843,743	-	-	-	843,743
Balance at December 31, 2015		\$ 10,671,411	\$ 4,264,163	\$ 1,867,463	\$ -	(28,629)	\$ 369,890	(440,558)	(99,297)	\$ 21,372,025

The accompanying notes are an integral part of these parent company only financial statements.

EVERGREEN INTERNATIONAL STORAGE AND TRANSPORT CORPORATION
PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS
(Expressed in thousands of New Taiwan dollars)

		Years ended December 31	
	Notes	2015	2014
CASH FLOWS FROM OPERATING ACTIVITIES			
Profit before tax		\$ 1,038,467	\$ 869,056
Adjustments			
Adjustments to reconcile profit (loss)			
Depreciation	6(19)	246,727	237,070
Amortisation	6(19)	2,240	1,782
Bad debt expense	6(4)	-	7
Interest expense	6(18)	280	371
Interest income	6(16)	(7,371)	(6,620)
Dividend income	6(16)	(75,693)	(80,763)
Share of profit of subsidiaries, associates and joint ventures accounted for using equity method	6(5)	(433,330)	(335,349)
Gain on disposal of property, plant and equipment	6(17)	(9,701)	(13,080)
Gain on disposal of investments	6(17)	(1,747)	(1,017)
Gain on disposal of investment accounted for using equity method		(7,586)	-
Impairment loss of financial assets		3,977	-
Changes in operating assets and liabilities			
Changes in operating assets			
Notes receivable, net		(734)	805
Accounts receivable, net		7,913	(5,465)
Accounts receivable, net - related parties		(2,220)	(6,159)
Other receivables		1,997	2,957
Inventories		1,907	4,939
Prepayments		3,232	(399)
Other current assets		(6,261)	(129)
Changes in operating liabilities			
Notes payable		25,127	(2,219)
Accounts payable		(9,418)	(1,569)
Accounts payable - related parties		677	1,676
Other payables		363	(41,234)
Other payables - related parties		3,131	20,080
Other current liabilities		(8,710)	27,383
Other non-current liabilities		(39,834)	(45,124)
Cash inflow generated from operations		733,433	626,999
Interest received		7,618	6,509
Interest paid		(280)	(371)
Income tax paid		(135,894)	(43,834)
Net cash flows from operating activities		604,877	589,303

(Continued)

EVERGREEN INTERNATIONAL STORAGE AND TRANSPORT CORPORATION
PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS
(Expressed in thousands of New Taiwan dollars)

	Notes	Years ended December 31	
		2015	2014
<u>CASH FLOWS FROM INVESTING ACTIVITIES</u>			
Acquisition of available-for-sale financial assets		(\$ 820,000)	(\$ 460,000)
Proceeds from disposal of available-for-sale financial assets		863,747	481,017
Disposal of investments accounted for using equity method		22,716	-
Acquisition of property, plant and equipment (including prepayments for equipment and land)	6(23)	(617,321)	(244,765)
Proceeds from disposal of property, plant and equipment		9,777	13,434
Decrease in refundable deposits		-	240
Acquisition of intangible assets		(3,027)	(3,074)
Increase in other non-current assets - other financial assets		(1,180)	(1,000)
Decrease in other non-current assets - other financial assets		-	1,200
Dividends received		86,415	105,870
Net cash flows used in investing activities		(458,873)	(107,078)
<u>CASH FLOWS FROM FINANCING ACTIVITIES</u>			
Increase in guarantee deposits received		1,374	2,465
Dividends paid	6(13)	(373,499)	(320,142)
Net cash flows used in financing activities		(372,125)	(317,677)
Net (decrease) increase in cash and cash equivalents		(226,121)	164,548
Cash and cash equivalents at beginning of year		658,012	493,464
Cash and cash equivalents at end of year		<u>\$ 431,891</u>	<u>\$ 658,012</u>

The accompanying notes are an integral part of these parent company only financial statements.

REPORT OF INDEPENDENT ACCOUNTANTS TRANSLATED FROM CHINESE

To the Board of Directors and Shareholders of
Evergreen International Storage and Transport Corporation

We have audited the accompanying parent company only balance sheets of Evergreen International Storage and Transport Corporation as of December 31, 2015 and 2014, and the related parent company only statements of comprehensive income, of changes in equity and of cash flows for the years then ended. These parent company only financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

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. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the parent company only financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the parent company only financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall parent company only financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the parent company only financial statements referred to in the first paragraph present fairly, in all material respects, the financial position of Evergreen International Storage and Transport Corporation as of December 31, 2015 and 2014, and its financial performance and cash flows for the years then ended in conformity with the “Rules Governing the Preparation of Financial Statements by Securities Issuers”.

PricewaterhouseCoopers, Taiwan

March 25, 2016

Taipei, Taiwan

Republic of China

The accompanying parent company only 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 parent company only 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 INTERNATIONAL STORAGE & TRANSPORT
CORPORATION
2015 PROFIT ALLOCATION PROPOSAL

	Unit: NT\$
Unappropriated Retained Earnings of Previous Years	\$2,479,376,632
Plus:	
Adjustments for Retained Earnings of Year 2015	(28,628,687)
Adjusted Unappropriated Retained Earnings	2,450,747,945
Plus:	
Profit of 2015	843,743,000
Less:	
Legal Reserve	(84,374,300)
Retained Earnings in 2015 Available for Distribution	3,210,116,645
Distribution Item:	
Shareholders' Dividends (Cash Dividends : NT\$0.35 per share)	373,499,383
Unappropriated Retained Earnings	\$2,836,617,262

(Note) : The surplus of year 2015 is allocated by priority.

SUPERVISORS' REPORT

To: 2016 Annual General Meeting

EVERGREEN INTERNATIONAL STORAGE & TRANSPORT
CORPORATION (EITC)

The Board of Directors has prepared and submitted to the supervisors the Company's 2015 Business Report, Financial Statements, and Profit Allocation Proposal of the year ended December 31, 2015. The CPA firm of PricewaterhouseCoopers, Taiwan, was retained to audit EITC's Financial Statements and has issued an Independent Auditors' Report relating to the Financial Statements. In accordance with Article 219 of the Company Law, the undersigned hereby certifies the Business Report, Financial Statements, and Profit Allocation Proposal of the year ended December 31, 2015 have been examined and approved by the undersigned.

Supervisor : Wu, Kuang-Hui

Yeh, Jia-Chyuan

Date : March 28, 2016

EVERGREEN INTERNATIONAL STORAGE & TRANSPORT CORPORATION 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 Law of Republic of China with the name of 長榮國際儲運股份有限公司 in Chinese and EVERGREEN INTERNATIONAL STORAGE & TRANSPORT CORPORATION in English.

Article 2

The Company may engage in the following activities:

1. F212011 Gasoline Stations;
2. G101011 Highway Bus Transportation;
3. G101021 Urban Automobile Transportation;
4. G101041 Passenger Car Rental and Leasing;
5. G101051 Sightseeing Bus Transportation;
6. G101061 Truck Freight Transportation;
7. G101081 Automobile Container Transport;
8. G301011 Ship Transportation;
9. G401011 Shipping Agency Services;
- 10.G404011 Container Distributing Center Business;
- 11.G406061 Harbor Cargoes Forwarding Services;
- 12.G603011 Airfreight Distributing;
- 13.J901011 International and General Tourist Hotels;
- 14.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 Taoyuan County, 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 Law.

The Company may render external guarantees.

CHAPTER 2 SHARES

Article 5

The total authorized capital of the Company shall be NT\$11,000,000,000 divided into 1,100,000,000 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 Depository 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 Law 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 Law 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 Law. 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 Law.

CHAPTER 4 DIRECTORS, SUPERVISORS AND MANAGERS

Article 15

The Company shall have five to nine (5~9) 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 Law. 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 Law, 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 Law.

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 Law and related regulations.

Article 23

The compensation of the Directors and Supervisors (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 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 Law.

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

Any profit made by the Company for each fiscal year shall, after deduction of tax, be applied first towards making up any losses incurred by the Company in previous years, secondly 10% of the balance thereof shall be retained as the legal reserve, and set aside or reverse the special reserve in compliance with regulations, together with

the accumulated unallocated profit of the previous period, shall be allocated pursuant to the proposal made by the Board of Directors and adopted by the Shareholders at their meeting, provided that the employees shall be entitled to a bonus of a minimum of 1% thereof and the remuneration of the Directors and the Supervisors shall not exceed five percent thereof to be appropriated from the allocated amount.

Stockholders' dividends shall be distributed in cash dividends and stock dividends, with the cash dividend at least 10% of the total amount of distribution.

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 Law and related regulations.

Article 29

These Articles were originally established on September 1, 1973;
The 1st amendment was made on September 17, 1973;
The 2nd amendment was made on December 6, 1974;
The 3rd amendment was made on May 10, 1975;
The 4th amendment was made on May 5, 1978;
The 5th amendment was made on July 12, 1979;
The 6th amendment was made on October 7, 1980;
The 7th amendment was made on December 1, 1980;
The 8th amendment was made on May 23, 1981;
The 9th amendment was made on May 25, 1981;
The 10th amendment was made on January 22, 1983;
The 11th amendment was made on May 20, 1983;
The 12th amendment was made on August 1, 1983;

The 13th amendment was made on April 23, 1984;
The 14th amendment was made on May 12, 1984;
The 15th amendment was made on August 20, 1984;
The 16th amendment was made on December 7, 1984;
The 17th amendment was made on May 20, 1985;
The 18th amendment was made on October 20, 1986;
The 19th amendment was made on May 25, 1987;
The 20th amendment was made on September 5, 1988;
The 21st amendment was made on December 31, 1988;
The 22nd amendment was made on October 27, 1989;
The 23rd amendment was made on November 20, 1989;
The 24th amendment was made on February 26, 1990;
The 25th amendment was made on April 10, 1991;
The 26th amendment was made on May 12, 1992;
The 27th amendment was made on April 17, 1993;
The 28th amendment was made on May 4, 1994;
The 29th amendment was made on May 11, 1996;
The 30th amendment was made on June 15, 1998;
The 31st amendment was made on June 16, 1999;
The 32nd amendment was made on May 17, 2000;
The 33rd amendment was made on September 11, 2001;
The 34th amendment was made on June 27, 2002;
The 35th amendment was made on June 17, 2005;
The 36th amendment was made on June 12, 2007;
The 37th amendment was made on June 19, 2008;
The 38th amendment was made on June 10, 2009;
The 39th amendment was made on June 15, 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 19, 2012;
The 41st amendment was made on June 19, 2013.

EVERGREEN INTERNATIONAL STORAGE & TRANSPORT CORPORATION

RULES FOR PROCEDURE OF THE SHAREHOLDERS' MEETING

Article 1

The procedure of all shareholders' meetings shall conform to the present Rules. Any matter which is not specified herein shall be handled pursuant to Company Law and other applicable laws and regulations of the Republic of China.

Article 2

Shareholders as stated in the Rules shall be the shareholder himself/herself or the proxy who is delegated by the shareholder to attend the meeting.

Where an institutional shareholder is delegated to attend the shareholders' meeting, such institutional shareholder shall only appoint one (1) representative to attend such meeting.

Article 3

The shareholder present shall wear the attendance certificate, checking in by delivering the check-in card. The number of shares for attending the meeting shall be counted according to the delivered check-in card.

Quorum of shareholders' meeting shall be counted on the basis of shares.

Article 4

Shareholders' meeting shall be held at the principal office of the Corporation or any other venue where should be convenient for attendance and suitable for meeting. The meeting shall commence not earlier than 09:00 A.M. or not later than 03:00 P.M.

Article 5

Chairman of the meeting shall declare the meeting open when it's time for meeting. However, chairman of the meeting may declare to postpone the meeting provided that

the shareholders present represent not more than half of total number of issued shares, but such postponement is limited to twice only. Total postponement time shall not be more than one (1) hour. If the shareholders present cannot still constitute the quorum, but those present represent over one-third of the total number of issued shares, a tentative resolution may be passed by a majority of those present pursuant to the paragraph 1 of the Article 175 of the Company Law.

If the shareholders present have been up to more than half of total number of issued shares before the conclusion of that meeting, chairman may make the proposition to decide such tentative resolution by vote pursuant to Article 174 of the Company Law.

Article 6

Where a shareholders' meeting is convened by the Board of Directors, appointment of chairman of the meeting shall be handled in accordance with Article 208 of the Company Law.

Where a shareholders' meeting is called by a convener who is entitled to call such meeting other than the Board of Directors, such convener shall act as chairman of the meeting. When number of person with right of convener is more than two, then one person shall be elected among these persons.

Article 7

Where a shareholders' meeting is convened by the Board of Directors, its agenda shall be arranged or programmed by the Board of Directors. Moreover, the meeting shall proceed on the basis of fixed agenda which cannot be changed without the resolution at the shareholders' meeting.

Where a shareholders' meeting is called by a convener who is entitled to call such meeting other than Board of Directors, the preceding paragraph shall be mutatis mutandis applicable.

Unless it has been duly resolved, Chairman of the meeting shall not declare the meeting adjourned at discretion before the agenda as set forth in the preceding two paragraphs (including extraordinary motions) have been concluded. If the Chairman announce adjournment directly without resolution, then based on the consent of more than half of the voting rights of attending shareholders one person shall be elected as the Chairman to continue the meeting.

In addition, after the meeting is over, the shareholders shall not continue the meeting to be presided over by the other chairman at the same place or other place.

Article 7-1

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

The proposals submitted by shareholders violating the Article 172-1 of the Company Law 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 manual for shareholders' meeting proceedings of the Company.

The shareholders proposals complying with the Article 172-1 of the Company Law 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

Any shareholder shall, before speaking at the meeting, present a speaking memo stating summary, shareholder A/C number (or attendance certificate number) and A/C name. Speaking shall be effected as the sequence as arranged by chairman of the meeting.

In the event that a shareholder only presents a speaking memo, but he/she doesn't speak at the meeting, it shall be deemed that he/she speaks nothing at the meeting. If the speaking contents are not same as those indicated on the speaking memo, only the former shall be considered.

When a shareholder is speaking, no any other shareholder shall interfere by speaking. Unless his/her act is consented by chairman or the shareholder who is speaking, chairman shall stop him/her from speaking any longer.

Article 9

In case two or more representatives are delegated by an institutional shareholder to

attend a shareholders' meeting, only one representative is entitled to speak for one proposal.

When conducting reporting items, speech by shareholder is limited to once and shall not exceed five minutes for all reporting items.

When a shareholder speaks with regard to the matters for recognition and discussion listed on the agenda, and to the proposals made in the extraordinary motion session, each shareholder shall speak no more than twice concerning each motion and each proposition shall not exceed five minutes without previous consent by the chairman.

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

Where a shareholder speaks in violation of the preceding four paragraphs, out of the scope of the proposal or affecting meeting order, the chairman is entitled to stop him/her speaking any longer.

Article 10

The Corporation may ask its lawyer, certified public accountant or related person to attend the meeting.

After a shareholder speaks, chairman may personally or ask the related person to answer the question.

Article 11

Except otherwise specified in related laws and the Articles of Incorporation, it shall be based on consent and passing by more than half of voting rights of attending shareholders.

Article 12

When a proposal is decided by vote, it shall be passed by applause after the chairman finds there is no objection; its effect shall be the same as the voting resolution. When a shareholder expresses objection, the resolution shall be decided by voting.

Article 13

When there is an amended or substituted proposal relating to one proposal, chairman shall decide the sequence for decision by vote. In one of them has passed, the other proposal shall be deemed as rejection and its voting becomes unnecessary.

Article 14

When the chairman considers that a proposal which is being debated can be decided by vote, he/she may declare to stop debate and ask to decide by vote.

Article 15

Chairman may declare to take a break during the meeting.

Article 16

Chairman shall appoint somebody to supervise and to calculate the votes, but such supervisor shall be a shareholder of the Company.

The voting results shall be announced on the spot and duly recorded.

Article 17

The process of the meeting shall be fully recorded in recording or video tape, which shall be kept at least one (1) year.

The staff relating to the affairs of the meeting and pickets (including security staff) shall wear identification tags or badges.

Article 18

Chairman is entitled to ask the pickets (including security staff) to maintain the order of the site.

Article 19

The Rules shall be effective after they will have been approved at the shareholders' meeting. This provision shall be applicable to their amendments.

Article 20

The Rules are duly established on February 26, 1990;

The 1st amendment was made on June 15, 1998;

The 2nd amendment was made on June 27, 2002;

The 3rd amendment was made on June 12, 2006;

The 4th amendment was made on June 10, 2009;

The 5th amendment was made on June 19, 2012;

EVERGREEN INTERNATIONAL STORAGE & TRANSPORT CORPORATION

The Shares-holding Table of Directors & Supervisors

April 17, 2016

Title	Name	Shares
Chairman	Evergreen Marine Corp. (Taiwan) Ltd. Representative : Hung, Ping-Kun	424,061,830
Director	Chang Yung-Fa Charity Foundation Representative : Ko, Lee-Ching	100,000
Director	Chang Yung-Fa Charity Foundation Representative : Hsieh, Chih-Chien	
Director	Chang Yung-Fa Charity Foundation Representative : Wey, Maw-Jiunn	
Director	Evergreen Marine Corp. (Taiwan) Ltd. Representative : Chang, Kao-Hua	424,061,830
Director	Evergreen Marine Corp. (Taiwan) Ltd. Representative : Tai, Jiin-Chyuan	
Independent Director	Yu, Fang-Lai	0
Independent Director	Chang, Ching-Ho	
Independent Director	Szu, Wen-Chang	
Total		424,161,830
the minimum of shares held by Directors according to law		32,000,000
Supervisor	Evergreen International Corp. Representative : Wu, Kuang-Hui	90,220,968
Supervisor	Evergreen International Corp. Representative : Yeh, Jia-Chyuan	
Total		90,220,968
the minimum of shares held by Supervisors according to law		3,200,000