



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

2017 Annual General Shareholders' Meeting

Meeting Minutes

June 28, 2017

THIS IS A TRANSLATION OF THE MINUTES FOR THE 2017 ANNUAL SHAREHOLDERS' MEETING (THE "MINUTES") OF EVERGREEN INTERNATIONAL STORAGE & TRANSPORT CORPORATION (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 MINUTES SHALL GOVERN ANY AND ALL MATTERS RELATED TO THE INTERPRETATION OF THE SUBJECT MATTER STATED HEREIN.

EVERGREEN INTERNATIONAL STORAGE & TRANSPORT CORPORATION

Minutes of 2017 Annual General Shareholders' Meeting

Meeting Time: June 28 (Wednesday), 2017 9:00 a.m.

Meeting Location: Conference Hall (the 6th floor)

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

Attendance: There are 1,067,141,094 shares issued by the Company, the number of shareholder representatives attending (including electronic voting or by proxy) make up 675,524,323 shares, reaching 63.3 % of the total issued shares.

Chairman: Mr. Hung, Ping-Kun, the Chairman of the Board

Secretary: Ms. Chen, Jui-Ling

Attendants as guest: Mr. Yu, Fang-Lai, Independent Director / Mr. Chang, Ching-Ho, Independent Director / Mr. Szu, Wen-Chang, Independent Director / Ms. Ko, Lee-Ching, Director/ Mr. Tai, Jiin-Chyuan, Director / Mr. Wey, Maw-Jiunn, Director / Mr. Wu, Kuang-Hui, Supervisor / Mr. Yeh, Jia-Chyuan, Supervisor

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

II. Chairman's Address: Omitted.

III. Report Items:

- A. Business Report of the year 2016 (Handbook pages 7-9).
- B. Supervisors' report for the year ended December 31, 2016 (Handbook page 38).
- C. 2016 Employees' Compensation, Remuneration of Directors and Supervisors Report: The Board of Directors appropriated NT\$15,000,000 as employees' compensation in cash and NT\$6,000,000 as remuneration of Directors and Supervisors pursuant to the Articles of Incorporation.

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 7-36) 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: Approved after voting. The voting results are as follows:

Voting Results	Electronic Votes	Aggregated Votes (Including Electronic Votes)	% of the total Votes at the time of voting
Approval	571,276,571	668,957,040	98.24
Disapproval	548,035	548,035	0.08
Invalidation	0	0	0
Abstention/Unvote	6,018,248	11,380,248	1.67
Total	577,842,854	680,885,323	100

Proposed by the Board of Directors

Proposal 2 : Ratification of 2016 earnings distribution. (Handbook page 37) Please ratify.

Description:

1. The Company is planning to distribute cash dividend NT\$0.35 per share. The total of cash dividends shall be NT\$373,499,383. The cash dividend distribution will be calculated to the nearest NT dollar, the remainder will be recognized as “Other Non-Operating Income” of the Company.

2. If the number of total shares outstanding, prior to the ex-dividend date for the distribution, has changed due to the repurchasing of shares by the Company, the transfer, conversion, cancellation of treasury shares, or the conversion of shares from convertible bonds, etc., such that the ratio of the cash dividends is affected, the chairman of the Board of Directors is authorized to deal relative matters.
3. Subject to the approval of the annual general shareholders' meeting, the ex-dividend date and payment date for the cash dividend distributions would be decided by the Board of Directors.

Resolution: Approved after voting. The voting results are as follows:

Voting Results	Electronic Votes	Aggregated Votes (Including Electronic Votes)	% of the total Votes at the time of voting
Approval	571,277,571	668,958,040	98.24
Disapproval	548,035	548,035	0.08
Invalidation	0	0	0
Abstention/Unvote	6,017,248	11,379,248	1.67
Total	577,842,854	680,885,323	100

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 (page 39-45). Please discuss.

Description: Highlights of the amendments are as below:

1. 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%.

2. 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: Approved after voting. The voting results are as follows:

Voting Results	Electronic Votes	Aggregated Votes (Including Electronic Votes)	% of the total Votes at the time of voting
Approval	571,275,379	668,955,848	98.24
Disapproval	550,227	550,227	0.08
Invalidation	0	0	0
Abstention/Unvote	6,017,248	11,379,248	1.67
Total	577,842,854	680,885,323	100

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 (page 46-49). 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: Approved after voting. The voting results are as follows:

Voting Results	Electronic Votes	Aggregated Votes (Including Electronic Votes)	% of the total Votes at the time of voting
Approval	560,493,545	658,174,014	96.66
Disapproval	545,061	545,061	0.08
Invalidation	0	0	0
Abstention/Unvote	16,804,248	22,166,248	3.25
Total	577,842,854	680,885,323	100

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 (page 50-68). 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: Approved after voting. The voting results are as follows:

Voting Results	Electronic Votes	Aggregated Votes (Including Electronic Votes)	% of the total Votes at the time of voting
Approval	571,274,545	668,955,014	98.24
Disapproval	550,061	550,061	0.08
Invalidation	0	0	0
Abstention/Unvote	6,018,248	11,380,248	1.67
Total	577,842,854	680,885,323	100

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 (page 69-72). 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: Approved after voting. The voting results are as follows:

Voting Results	Electronic Votes	Aggregated Votes (Including Electronic Votes)	% of the total Votes at the time of voting
Approval	571,259,423	668,939,892	98.24
Disapproval	574,183	574,183	0.08
Invalidation	0	0	0
Abstention/Unvote	6,009,248	11,371,248	1.67
Total	577,842,854	680,885,323	100

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 (page 73-85). 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: Approved after voting. The voting results are as follows:

Voting Results	Electronic Votes	Aggregated Votes (Including Electronic Votes)	% of the total Votes at the time of voting
Approval	571,272,545	668,953,014	98.24
Disapproval	561,061	561,061	0.08
Invalidation	0	0	0
Abstention/Unvote	6,009,248	11,371,248	1.67
Total	577,842,854	680,885,323	100

V. Election Item:

Proposed 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 had expired on June 11, 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 28, 2017 to June 27, 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 9, 2017. The information of the Director Candidates are as Handbook Pages 86-90.

Election Results: The newly elected directors are as follows:

A/C Number	Name	Shareholding	Votes Received
17	Evergreen Marine Corp. (Taiwan) Ltd. Representative : Hung, Ping-Kun	424,061,830	787,399,949
17	Evergreen Marine Corp. (Taiwan) Ltd. Representative : Chang, Kuo-Hua	424,061,830	688,686,607
591	Evergreen International Corp. Representative : Chang, Kuo- Cheng	90,220,968	672,128,647
102249	Chang Yung-Fa Charity Foundation Representative : Ko, Lee-Ching	100,000	647,730,057
591	Evergreen International Corp. Representative : Tai, Jiin-Chyuan	90,220,968	631,869,015
102249	Chang Yung-Fa Charity Foundation Representative : Wey, Maw-Jiunn	100,000	627,062,019
A1226*****	Chang, Ching-Ho (Independent Director)	0	622,311,292
A1104*****	Szu, Wen-Chang (Independent Director)	0	619,271,036
S1024*****	Tseng, Yu-Chin (Independent Director)	0	617,336,775

VI. Other Item:

Proposed 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 are as shown in the following table. Therefore, the release of restriction of competitive activities of Director is proposed to the Shareholders' Meeting for approval. (Exhaustive list of Concurrent Positions in Other Companies as Handbook Pages 86-90.)

Director	Concurrent Positions in Other Companies	The Business which is similar to the Company's
Evergreen Marine Corp. (Taiwan) Ltd. Representative : Hung, Ping-Kun	Director of United Stevedoring Corporation	Harbor Cargoes Forwarding Services
	Director of Taiwan Terminal Services Corporation Ltd.	
Evergreen Marine Corp. (Taiwan) Ltd. Representative : Chang, Kao-Hua	Director of Evergreen Marine Corp. (Taiwan) Ltd.	Ship Transportation & Container Distributing Center Business
	Director and Manager of Evergreen International S.A.	Ship Transportation
	Director of Evergreen Marine (Hong Kong) Ltd.	
	Director and Manager of Colon Container Terminal S.A.	Container Distributing Center Business
Evergreen International Corp. Representative : Chang, Kuo-Cheng	Director of Qingdao Evergreen Container Storage & Transportation Co., Ltd.	Container Distributing Center Business
	Director of South Asia Gateway Terminals (Pvt) Ltd.	
Chang Yung-Fa Charity Foundation Representative : Ko, Lee-Ching	Director and Manager of Evergreen International S.A.	Ship Transportation
	Director and Manager of Greencompass Marine S.A.	
	Director and Manager of Gaining Enterprise S.A.	
	Director of Evergreen Marine (Singapore) Pte. Ltd.	
Evergreen International Corp. Representative : Tai, Jiin-Chyuan	Director of Evergreen Container Terminal (Thailand) Ltd.	Container Distributing Center Business
	Director of Taipei Port Container Terminal Corp.	Container Distributing Center Business & Harbor Cargoes Forwarding Services

It is proposed to release the restriction of competitive activities of Directors mentioned above and the juristic persons who present.

Resolution: Approved after voting. The voting results are as follows:

Voting Results	Electronic Votes	Aggregated Votes (Including Electronic Votes)	% of the total Votes at the time of voting
Approval	560,165,751	657,846,220	96.61
Disapproval	436,856	436,856	0.06
Invalidation	0	0	0
Abstention/Unvote	17,240,247	22,602,247	3.31
Total	577,842,854	680,885,323	100

VII. Extraordinary Motions: None.

VIII. Meeting Adjournment

Notes 1: The meeting minutes was recorded in accordance with the provision of paragraph 4 of Article 183 of the Company Law. The meeting audio recording still prevails regarding the meeting content, proceedings and shareholders' statements.

Notes 2: Because the percentage of approval votes, disapproval votes, invalid votes, abstention votes and no votes held by total votes is calculated rounded down to the second decimal place, the total percentage will not be exactly equal to 100.00%.

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

Assets	Notes	December 31, 2016		December 31, 2015	
		AMOUNT	%	AMOUNT	%
Current assets					
Cash and cash equivalents	6(1)	\$ 2,885,889	8	\$ 2,892,709	8
Available-for-sale financial assets - current	6(2)	862,593	3	1,079,861	3
Notes receivable, net		17,241	-	11,990	-
Accounts receivable, net	6(4)	214,087	1	188,619	1
Accounts receivable, net - related parties	6(4) and 7	814,929	2	536,967	2
Other receivables		18,394	-	30,130	-
Inventories		33,712	-	35,294	-
Prepayments		28,023	-	31,697	-
Other current assets		8,814	-	24,456	-
Total Current Assets		4,883,682	14	4,831,723	14
Non-current assets					
Available-for-sale financial assets - non-current	6(2)	1,238,413	4	1,065,870	3
Financial assets carried at cost - non-current	6(3)	3,299	-	3,674	-
Investments accounted for using equity method	6(5)	1,020,304	3	1,074,774	3
Property, plant and equipment, net	6(6) and 7	25,425,140	75	25,936,258	76
Investment property, net	6(7)	720,048	2	723,236	2
Intangible assets		3,291	-	4,045	-
Deferred income tax assets	6(22)	179,842	1	201,163	1
Other non-current assets	8	326,723	1	241,358	1
Total Non-current Assets		28,917,060	86	29,250,378	86
TOTAL ASSETS		\$ 33,800,742	100	\$ 34,082,101	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, 2016		December 31, 2015	
		AMOUNT	%	AMOUNT	%
Current liabilities					
Notes payable		\$ 12,650	-	\$ 25,318	-
Accounts payable		349,408	1	305,817	1
Accounts payable - related parties	7	28,151	-	27,660	-
Other payables	6(8)	195,448	1	256,253	1
Other payables - related parties	6(8) and 7	359,766	1	21,321	-
Current income tax liabilities	6(22)	78,064	-	77,390	-
Long-term liabilities, current portion	6(9)	1,296,155	4	1,156,847	4
Other current liabilities, others		60,666	-	41,218	-
Total Current Liabilities		<u>2,380,308</u>	<u>7</u>	<u>1,911,824</u>	<u>6</u>
Non-current liabilities					
Long-term borrowings	6(9)	6,016,587	18	6,981,080	20
Deferred income tax liabilities	6(22)	2,111,187	6	2,032,327	6
Other non-current liabilities	6(10)(11)	1,464,980	4	1,641,081	5
Total Non-current Liabilities		<u>9,592,754</u>	<u>28</u>	<u>10,654,488</u>	<u>31</u>
TOTAL LIABILITIES		<u>11,973,062</u>	<u>35</u>	<u>12,566,312</u>	<u>37</u>
Equity attributable to owners of the parent					
Capital stock	6(12)				
Common stock		10,671,411	31	10,671,411	31
Capital surplus	6(13)				
Capital surplus		4,264,590	13	4,264,163	13
Retained earnings	6(14)				
Legal reserve		1,951,837	6	1,867,463	5
Unappropriated retained earnings		3,703,763	11	3,294,491	10
Other equity interest	6(15)				
Other equity interest		1,094,590	3	1,274,497	4
Equity attributable to owners of the parent		<u>21,686,191</u>	<u>64</u>	<u>21,372,025</u>	<u>63</u>
Non-controlling interest		<u>141,489</u>	<u>1</u>	<u>143,764</u>	<u>-</u>
Total equity		<u>21,827,680</u>	<u>65</u>	<u>21,515,789</u>	<u>63</u>
Significant contingent liabilities and unrecognized contract commitments	9				
Significant events after the balance sheet date	11				
TOTAL LIABILITIES AND EQUITY		<u>\$ 33,800,742</u>	<u>100</u>	<u>\$ 34,082,101</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			
		2016		2015	
		AMOUNT	%	AMOUNT	%
Operating revenue	6(16) and 7	\$ 7,472,097	100	\$ 7,348,665	100
Operating costs	6(20) and 7	(6,201,145)	(83)	(6,104,974)	(83)
Gross profit		1,270,952	17	1,243,691	17
Operating expenses	6(20) and 7	(254,935)	(3)	(282,257)	(4)
Operating profit		1,016,017	14	961,434	13
Non-operating income and expenses					
Other income	6(17)	167,628	2	165,244	2
Other gains and losses	6(18)	(40,478)	-	17,746	-
Finance costs	6(19)	(160,011)	(2)	(122,918)	(1)
Share of profit of associates and joint ventures accounted for using equity method	6(5)	29,483	-	18,180	-
Total non-operating income and expenses		(3,378)	-	78,252	1
Profit before income tax		1,012,639	14	1,039,686	14
Income tax expense	6(22)	(203,624)	(3)	(196,399)	(3)
Profit for the year		\$ 809,015	11	\$ 843,287	11
Other comprehensive income, net	6(15)				
Items that will not be reclassified to profit or loss					
Remeasurement of defined benefit plan		\$ 67,787	1	(\$ 34,441)	-
Share of other comprehensive loss of associates and joint ventures accounted for using equity method, items that will not be reclassified to profit or loss		(2)	-	(43)	-
Income tax relating to the components of other comprehensive profit	6(22)	(11,524)	-	5,855	-
Items that will be reclassified to profit or loss					
Exchange differences arising on translation of foreign operations		(190,801)	(3)	369,867	5
Unrealized gain (loss) on valuation of available-for-sale financial assets		15,546	-	(455,895)	(6)
Income tax relating to the components of other comprehensive profit	6(22)	(4,353)	-	15,337	-
Total other comprehensive loss for the year, net		(\$ 123,347)	(2)	(\$ 99,320)	(1)
Total comprehensive income for the year		\$ 685,668	9	\$ 743,967	10
Profit (loss) attributable to:					
Owners of the parent		\$ 810,884	11	\$ 843,743	11
Non-controlling interest		(1,869)	-	(456)	-
		\$ 809,015	11	\$ 843,287	11
Comprehensive income (loss) attributable to:					
Owners of the parent		\$ 687,238	9	\$ 744,446	10
Non-controlling interest		(1,570)	-	(479)	-
		\$ 685,668	9	\$ 743,967	10
Earnings per share	6(23)				
Basic earnings per share (in dollars)		\$ 0.76		\$ 0.79	
Diluted earnings per share (in dollars)		\$ 0.76		\$ 0.79	

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)

	Notes	Equity attributable to owners of the parent							Non-controlling interest	Total	Total equity
		Retained Earnings			Other equity interest						
		Common stock	Capital surplus	Legal reserve	Unappropriated retained earnings	Exchange differences arising on translation of foreign operations	Unrealized (loss) gain on valuation of available-for-sale financial assets				
<u>2015</u>											
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 (loss) 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>\$ 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>	
<u>2016</u>											
Balance at January 1, 2016		\$ 10,671,411	\$ 4,264,163	\$ 1,867,463	\$ 3,294,491	\$ 789,057	\$ 485,440	\$ 21,372,025	\$ 143,764	\$ 21,515,789	
Appropriation of 2015 earnings											
Legal reserve		-	-	84,374	(84,374)	-	-	-	-	-	-
Cash dividends		-	-	-	(373,499)	-	-	(373,499)	(705)	(374,204)	
Changes in equity of associates and joint ventures accounted for using equity method		-	427	-	-	-	-	427	-	427	
Profit (loss) for the year		-	-	-	810,884	-	-	810,884	(1,869)	809,015	
Other comprehensive income (loss) for the year	6(15)	-	-	-	56,261	(191,100)	11,193	(123,646)	299	(123,347)	
Balance at December 31, 2016		<u>\$ 10,671,411</u>	<u>\$ 4,264,590</u>	<u>\$ 1,951,837</u>	<u>\$ 3,703,763</u>	<u>\$ 597,957</u>	<u>\$ 496,633</u>	<u>\$ 21,686,191</u>	<u>\$ 141,489</u>	<u>\$ 21,827,680</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	2016	2015
CASH FLOWS FROM OPERATING ACTIVITIES			
Profit before tax		\$ 1,012,639	\$ 1,039,686
Adjustments			
Adjustments to reconcile profit (loss)			
Depreciation	6(20)	1,827,674	1,661,536
Amortisation	6(20)	2,290	2,240
Bad debt expense	6(4)	22	-
Interest expense	6(19)	159,792	122,631
Interest income	6(17)	(25,908)	(20,706)
Dividend income	6(17)	(106,711)	(99,096)
Share of profit of associates and joint ventures accounted for using equity method	6(5)	(29,483)	(18,180)
Loss on disposal of property, plant and equipment	6(18)	12,068	17,182
Gain on disposal of investments	6(18)	(600)	(1,747)
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		(5,251)	(1,208)
Accounts receivable, net		(25,490)	1,629
Accounts receivable, net - related parties		(277,962)	(170,381)
Other receivables		13,155	(23,017)
Inventories		1,582	1,425
Prepayments		3,674	8,457
Other current assets		15,642	(26,106)
Changes in operating liabilities			
Notes payable		(12,668)	26,769
Accounts payable		43,591	4,184
Accounts payable - related parties		491	1,037
Other payables		40,370	863
Other payables - related parties		(8,578)	3,131
Other current liabilities, others		19,448	(27,032)
Other non-current liabilities		(106,963)	(51,701)
Cash inflow generated from operations		2,552,824	2,438,207
Interest received		24,490	21,138
Interest paid		(153,608)	(115,263)
Income tax paid		(118,734)	(138,070)
Net cash flows from operating activities		2,304,972	2,206,012

(Continued)

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	
		2016	2015
<u>CASH FLOWS FROM INVESTING ACTIVITIES</u>			
Acquisition of available-for-sale financial assets		(\$ 1,100,000)	(\$ 820,000)
Proceeds from disposal of available-for-sale financial assets		1,158,600	863,747
Capital stock reduction of financial assets carried at cost		375	-
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)
Capital stock reduction of investment accounted for using equity method		36,950	-
Acquisition of property, plant and equipment (including prepayments for equipment)	6(24)	(1,459,883)	(3,603,776)
Proceeds from disposal of property, plant and equipment		14,047	9,777
Increase in refundable deposits		(100)	-
Acquisition of intangible assets		(1,536)	(3,027)
Increase in other non-current assets - other financial assets		-	(1,180)
Decrease in other non-current assets - other financial assets		485	-
Dividends received		143,137	134,453
Net cash flows used in investing activities		(1,207,925)	(3,386,282)
<u>CASH FLOWS FROM FINANCING ACTIVITIES</u>			
Increase in long-term borrowings		493,808	1,753,069
Repayment of long-term borrowings		(1,177,019)	(520,331)
Increase in guarantee deposits received		-	1,374
Decrease in guarantee deposits received		(1,351)	-
Dividends paid	6(14)	(374,204)	(379,391)
Net cash flows (used in) from financing activities		(1,058,766)	854,721
Effect of exchange rate changes		(45,101)	111,424
Net decrease in cash and cash equivalents		(6,820)	(214,125)
Cash and cash equivalents at beginning of year		2,892,709	3,106,834
Cash and cash equivalents at end of year		<u>\$ 2,885,889</u>	<u>\$ 2,892,709</u>

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

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

Assets	Notes	December 31, 2016		December 31, 2015	
		AMOUNT	%	AMOUNT	%
Current assets					
Cash and cash equivalents	6(1)	\$ 225,779	1	\$ 431,891	2
Available-for-sale financial assets - current	6(2)	862,593	4	1,079,861	4
Notes receivable, net		17,241	-	11,990	-
Accounts receivable, net	6(4)	214,087	1	188,619	1
Accounts receivable, net - related parties	6(4) and 7	346,626	1	202,224	1
Other receivables		3,885	-	1,802	-
Inventories		33,712	-	35,294	-
Prepayments		10,806	-	14,141	-
Other current assets		8,814	-	7,125	-
Total Current Assets		1,723,543	7	1,972,947	8
Non-current assets					
Available-for-sale financial assets - non-current	6(2)	1,109,643	4	936,232	4
Financial assets carried at cost - non-current	6(3)	3,299	-	3,674	-
Investments accounted for using equity method	6(5)	11,418,503	45	11,144,212	44
Property, plant and equipment, net	6(6) and 7	9,961,045	39	9,998,108	39
Investment property, net	6(7)	720,048	3	723,236	3
Intangible assets		3,291	-	4,045	-
Deferred income tax assets	6(21)	179,842	1	201,163	1
Other non-current assets	8	326,723	1	241,358	1
Total Non-current Assets		23,722,394	93	23,252,028	92
TOTAL ASSETS		\$ 25,445,937	100	\$ 25,224,975	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, 2016		December 31, 2015	
		AMOUNT	%	AMOUNT	%
Current liabilities					
Notes payable		\$ 12,650	-	\$ 25,318	-
Accounts payable		248,392	1	210,284	1
Accounts payable - related parties	7	25,353	-	25,281	-
Other payables	6(8)	187,176	1	248,866	1
Other payables - related parties	6(8) and 7	24,793	-	21,321	-
Current income tax liabilities	6(21)	78,064	1	77,346	-
Other current liabilities		42,078	-	41,218	-
Total Current Liabilities		<u>618,506</u>	<u>3</u>	<u>649,634</u>	<u>2</u>
Non-current liabilities					
Deferred income tax liabilities	6(21)	2,111,187	8	2,032,327	8
Other non-current liabilities	6(9)(10)	1,030,053	4	1,170,989	5
Total Non-current Liabilities		<u>3,141,240</u>	<u>12</u>	<u>3,203,316</u>	<u>13</u>
TOTAL LIABILITIES		<u>3,759,746</u>	<u>15</u>	<u>3,852,950</u>	<u>15</u>
Equity					
Capital stock	6(11)				
Common stock		10,671,411	42	10,671,411	42
Capital surplus	6(12)				
Capital surplus		4,264,590	17	4,264,163	17
Retained earnings	6(13)				
Legal reserve		1,951,837	8	1,867,463	8
Unappropriated retained earnings		3,703,763	14	3,294,491	13
Other equity interest	6(14)				
Other equity interest		1,094,590	4	1,274,497	5
Total equity		<u>21,686,191</u>	<u>85</u>	<u>21,372,025</u>	<u>85</u>
Significant contingent liabilities and unrecognized contract commitments	9				
Significant events after the balance sheet date	11				
TOTAL LIABILITIES AND EQUITY		<u>\$ 25,445,937</u>	<u>100</u>	<u>\$ 25,224,975</u>	<u>100</u>

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			
		2016		2015	
		AMOUNT	%	AMOUNT	%
Operating revenue	6(15) and 7	\$ 4,414,903	100	\$ 4,433,405	100
Operating costs	6(19) and 7	(3,709,748)	(84)	(3,712,835)	(84)
Gross profit		705,155	16	720,570	16
Operating expenses	6(19) and 7	(202,348)	(5)	(222,154)	(5)
Operating profit		502,807	11	498,416	11
Non-operating income and expenses					
Other income	6(16)	62,764	2	93,027	2
Other gains and losses	6(17)	(9,067)	-	14,261	-
Finance costs	6(18)	(526)	-	(567)	-
Share of profit of subsidiaries, associates and joint ventures accounted for using equity method	6(5)	458,461	10	433,330	10
Total non-operating income and expenses		511,632	12	540,051	12
Profit before income tax		1,014,439	23	1,038,467	23
Income tax expense	6(21)	(203,555)	(4)	(194,724)	(4)
Profit for the year		\$ 810,884	19	\$ 843,743	19
Other comprehensive income, net	6(14)				
Items that will not be reclassified to profit or loss					
Remeasurement of defined benefit plan		\$ 55,476	1	(\$ 16,686)	-
Share of other comprehensive income (loss) of subsidiaries, associates and joint ventures accounted for using equity method, items that will not be reclassified to profit or loss		12,309	-	(17,798)	(1)
Income tax relating to the components of other comprehensive profit	6(21)	(11,524)	-	5,855	-
Items that will be reclassified to profit or loss					
Exchange differences arising on translation of foreign operations		(179,677)	(4)	363,890	8
Unrealized gain (loss) on valuation of available-for-sale financial assets		14,143	-	(458,632)	(10)
Share of other comprehensive income (loss) of subsidiaries, associates and joint ventures accounted for using equity method, items that will be reclassified to profit or loss		(10,020)	-	8,737	-
Income tax relating to the components of other comprehensive profit	6(21)	(4,353)	-	15,337	1
Total other comprehensive loss for the year, net		(\$ 123,646)	(3)	(\$ 99,297)	(2)
Total comprehensive income for the year		\$ 687,238	16	\$ 744,446	17
Earnings per share	6(22)				
Basic earnings per share (in dollars)		\$ 0.76		\$ 0.79	
Diluted earnings per share (in dollars)		\$ 0.76		\$ 0.79	

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	Unappropriated retained earnings	Exchange differences arising on translation of foreign operations	Unrealized (loss) gain on valuation of available-for-sale financial assets	
<u>2015</u>								
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		-	-	-	843,743	-	-	843,743
Balance at December 31, 2015	6(14)	\$ 10,671,411	\$ 4,264,163	\$ 1,867,463	\$ 3,294,491	\$ 369,890	(440,558)	\$ 21,372,025
<u>2016</u>								
Balance at January 1, 2016		\$ 10,671,411	\$ 4,264,163	\$ 1,867,463	\$ 3,294,491	\$ 789,057	\$ 485,440	\$ 21,372,025
Appropriation of 2015 earnings	6(13)							
Legal reserve		-	-	84,374	(84,374)	-	-	-
Cash dividends		-	-	-	(373,499)	-	-	(373,499)
Changes in equity of subsidiaries, associates and joint ventures accounted for using equity method								
Profit for the year		-	427	-	-	-	-	427
Other comprehensive income (loss) for the year		-	-	-	810,884	-	-	810,884
Balance at December 31, 2016	6(14)	\$ 10,671,411	\$ 4,264,590	\$ 1,951,837	\$ 3,703,763	\$ 191,100	11,193	\$ 21,686,191

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	2016	2015
CASH FLOWS FROM OPERATING ACTIVITIES			
Profit before tax		\$ 1,014,439	\$ 1,038,467
Adjustments			
Adjustments to reconcile profit (loss)			
Depreciation	6(19)	263,228	246,727
Amortization	6(19)	2,290	2,240
Bad debt expense	6(4)	22	-
Interest expense	6(18)	307	280
Interest income	6(16)	(3,529)	(7,371)
Dividend income	6(16)	(48,326)	(75,693)
Share of profit of subsidiaries, associates and joint ventures accounted for using equity method	6(5)	(458,461)	(433,330)
Gain on disposal of property, plant and equipment	6(17)	(9,532)	(9,701)
Gain on disposal of investments	6(17)	(600)	(1,747)
Gain on disposal of investments 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		(5,251)	(734)
Account receivable, net		(25,490)	7,913
Accounts receivable, net - related parties		(144,402)	(2,220)
Other receivables		(2,210)	1,997
Inventories		1,582	1,907
Prepayments		3,335	3,232
Other current assets		(1,689)	(6,261)
Changes in operating liabilities			
Notes payable		(12,668)	25,127
Accounts payable		38,108	(9,418)
Accounts payable - related parties		72	677
Other payables		40,603	363
Other payables - related parties		(8,578)	3,131
Other current liabilities		860	(8,710)
Other non-current liabilities		(84,109)	(39,834)
Cash inflow generated from operations		560,001	733,433
Interest received		3,656	7,618
Interest paid		(307)	(280)
Income tax paid		(118,620)	(135,894)
Net cash flows from operating activities		444,730	604,877

(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	
		2016	2015
<u>CASH FLOWS FROM INVESTING ACTIVITIES</u>			
Acquisition of available-for-sale financial assets		(\$ 1,100,000)	(\$ 820,000)
Proceeds from disposal of available-for-sale financial assets		1,158,600	863,747
Capital stock reduction of financial assets carried at cost	6(3)	375	-
Disposal of investments accounted for using equity method		-	22,716
Acquisition of property, plant and equipment (including prepayments for equipment)	6(23)	(403,485)	(617,321)
Proceeds from disposal of property, plant and equipment		14,047	9,777
Increase in refundable deposits		(100)	-
Acquisition of intangible assets		(1,536)	(3,027)
Increase in other non-current assets - other financial assets		-	(1,180)
Decrease in other non-current assets - other financial assets		485	-
Dividends received		55,622	86,415
Net cash flows used in investing activities		(275,992)	(458,873)
<u>CASH FLOWS FROM FINANCING ACTIVITIES</u>			
Increase in guarantee deposits received		-	1,374
Decrease in guarantee deposits received		(1,351)	-
Dividends paid	6(13)	(373,499)	(373,499)
Net cash flows used in financing activities		(374,850)	(372,125)
Net decrease in cash and cash equivalents		(206,112)	(226,121)
Cash and cash equivalents at beginning of year		431,891	658,012
Cash and cash equivalents at end of year		<u>\$ 225,779</u>	<u>\$ 431,891</u>

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

**EVERGREEN INTERNATIONAL STORAGE & TRANSPORT
CORPORATION**

2016 PROFIT ALLOCATION PROPOSAL

	Unit: NT\$
Unappropriated Retained Earnings of Previous Years	\$2,836,617,262
Plus:	
Adjustments for Retained Earnings of Year 2016	56,261,379
Adjusted Unappropriated Retained Earnings	2,892,878,641
Plus:	
Profit of 2016	810,883,855
Less:	
Legal Reserve	(81,088,386)
Retained Earnings in 2016 Available for Distribution	3,622,674,110
Distribution Item:	
Shareholders' Dividends (Cash Dividends : NT\$0.35 per share)	373,499,383
Unappropriated Retained Earnings	\$3,249,174,727

(Note) : The surplus of year 2016 is allocated by priority

EVERGREEN INTERNATIONAL STORAGE & TRANSPORT CORPORATION

Comparison Table for the Article of Incorporation Before and After Amendments

After Amendments	Before Amendments	Reason for Amendment
CHAPTER 4 DIRECTORS AND MANAGERS	CHAPTER 4 DIRECTORS, <u>SUPERVISORS</u> 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 <u>seven</u> 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 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.	Article 15 The Company shall have <u>five</u> to nine (5~9) Directors <u>and three (3) Supervisors</u>. The election of the Directors <u>and Supervisors</u> shall adopt the candidate nomination system provided in the Article 192-1 of the Company Act. The shareholders shall elect the Directors <u>and Supervisors</u> 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 <u>and Supervisors</u> shall be subject to the provision established by the Securities Management Institution.	1. To modify the number of directors for the actual demands. 2. To cope that the Company establishes the Audit Committee to replace the Supervisors, the concerning term "supervisor" shall be removed from the Article.
Article 15-1 The number of the Directors set forth in the preceding article shall include three(3)	Article 15-1 The number of the Directors set forth in the preceding article shall include <u>two(2)</u> to	To cope that the Company establishes the Audit Committee, thus, the number of the

After Amendments	Before Amendments	Reason for Amendment
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.	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.	Independent Directors is amended according to the Article 14-4 of the Securities and Exchange Act.
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.

After Amendments	Before Amendments	Reason for Amendment
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 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 Director(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	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 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 Director(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	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
Directors within 60 days from the date on which the situation arose.	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 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 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. 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.	To cope that the Company establishes the Audit Committee to replace the Supervisors, the concerning term "supervisor" shall be removed from the Article.
Article 22 <u>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</u>	Article 22 <u>The Supervisors shall execute his duty in accordance with the Company Act and related regulations.</u>	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

After Amendments	Before Amendments	Reason for Amendment
<u>accordance with the Securities and Exchange Act and the relevant laws and regulations.</u>		and regulations.
Article 23 The Compensation of the 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.	Article 23 The Compensation of the 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.	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 25 After the end of each fiscal year of the Company, the Board of Directors shall prepare <u>and submit</u> the	Article 25 After the end of each fiscal year of the Company, the Board of Directors shall prepare the following reports	To cope that the Company establishes the Audit Committee to replace the Supervisors, the concerning term "supervisor" shall be

After Amendments	Before Amendments	Reason for Amendment
following reports to the Annual General Meeting of the Shareholders for approval according to legal procedures: 1. Business report. 2. Financial statements. 3. Proposal for allocation of surplus profit or making up loss.	<u>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:</u> 1. Business report. 2. Financial statements. 3. Proposal for allocation of surplus profit or making up loss.	removed from the Article and some words shall be modified.
Article 26 Minimum 1% of profit of the current year distributable as employees' compensation and not exceed 2% of profit of the current year distributable as <u>directors'</u> remuneration shall be distributed when the Company have profit. However, the Company's accumulated losses shall have been covered before distributing employees' compensation and <u>directors'</u> remuneration by the aforementioned principles. Employees' compensation may be distributed in the	Article 26 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 <u>Directors and Supervisors</u> 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 <u>Directors and Supervisors</u> by the aforementioned principles. Employees' compensation may be distributed in the form	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
form of shares or in cash; <u>directors'</u> Remuneration shall be distributed in the form of cash only. 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 <u>directors'</u> remuneration. The amount of payment of the employees' compensation and the <u>Directors'</u> remuneration 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.	of shares or in cash; Remuneration <u>of Directors and Supervisors</u> shall be distributed in the form of cash only. 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 <u>of Directors and Supervisors</u>. The amount of payment of the employees' compensation and the remuneration of <u>Directors and Supervisors</u> 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.	
Article 29 Add "The 43rd amendment is made on June 28, 2017" according to the original article.	Article 29 Omitted.	Add the amended date.

EVERGREEN INTERNATIONAL STORAGE & TRANSPORT CORPORATION

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 <u>AND SUPERVISORS</u>	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 <u>and Supervisors</u> 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 Law. 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 <u>and Supervisors</u> shall adopt the candidate nomination system provided in the Article 192-1 of the Company Law. The shareholders shall elect the Directors <u>and Supervisors</u> 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	Article 2-1 The election of the Directors <u>and Supervisors</u>	The word “Supervisors” is deleted and phrases are modified so as to go in

After Amendments	Before Amendments	Reason for Amendment
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 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.	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 <u>or Supervisors</u> 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.	line with the replacement of the supervisors with the Audit Committee.
Article 4 The required number of Directors <u>and</u> Independent Directors shall be elected in accordance with the Articles of Incorporation, and the candidates who	Article 4 The required number of Directors, Independent Directors <u>and Supervisors</u> shall be elected in accordance with the Articles of Incorporation, and the candidates who	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
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 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.	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 <u>and/or Supervisors</u> 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. <u>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 Law, the voting papers shall be kept until</u>	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
<u>the end of the litigation.</u>		
(Deleted)	Article 10 The Regulations were duly established on January 20, 1990; The 1st amendment was made on May 11, 2001; The 2nd amendment was made on June 27, 2002; The 3rd amendment was made on June 15, 2011; The 4th amendment is made on June 19, 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 INTERNATIONAL STORAGE & TRANSPORT CORPORATION

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</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

After Amendments	Before Amendments	Reason for Amendment
<u>Committee for approval and then</u> 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	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	the transactions 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
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.	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 equal or more than 20%	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%	Based on the amendment of Article 11 of the “Regulations”, the Chinese wording “government agency” of paragraph 1 is amended while the English

After Amendments	Before Amendments	Reason for Amendment
of the Company's paid-in capital or NT\$300,000,000, except in transacting with a <u>government agency</u> , 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.	of the Company's paid-in capital or NT\$300,000,000, except in transacting with a <u>government agency</u> , 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.	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 <u>issued by domestic securities investment trust enterprises</u>, 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	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 <u>domestic</u> 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	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: (1) Based on Paragraph

After Amendments	Before Amendments	Reason for Amendment
information have been submitted <u>first to the Audit Committee and then to the Board of Directors</u> for resolution: 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	<u>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. 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.	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 4 of Article 30.

After Amendments	Before Amendments	Reason for Amendment
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 <u>approved by the Audit Committee and then</u> 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	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 <u>and ratified by the supervisor</u> 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,	

After Amendments	Before Amendments	Reason for Amendment
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 <u>Audit Committee meeting and Board Meeting.</u>	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. <u>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.</u>	
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	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	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
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. <u>The Independent Directors of the Audit Committee</u> shall perform the duties pursuant to the provisions set forth in Article 218 of the Company Law <u>in which Paragraph 4 of Article 14-4 of Securities and Exchange Act is mutatis mutandis.</u> 3. The actions taken as required in Subparagraph 1 and 2 hereof shall be reported to the shareholders'	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. <u>Supervisor of the Company</u> shall perform the duties pursuant to the provisions set forth in Article 218 of the Company Law. 3. The actions taken as required in Subparagraph 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
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.	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.	
<u>Article 17</u> Upon carrying out any merger, split, acquisition, or stock transfer, the Company shall, before <u>the</u>	<u>Article 17</u> Upon carrying out any merger, split, acquisition, or stock transfer, the Company shall, before	1. To be in line with the establishment of the Audit Committee and in compliance with Article 6 of Business

After Amendments	Before Amendments	Reason for Amendment
<u>deliberation of the acquisition or/and merger by the Audit Committee and the Board of Directors</u>, retain a CPA, lawyer, securities underwriter, <u>or other independent experts</u> 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 <u>opinions</u> shall be <u>submitted to the Audit Committee for approval and the Board of Directors for resolution</u>. However, for the <u>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</u>, the <u>aforementioned rational opinions provided by the experts may be exempted</u>.	<u>convening the Board Meeting</u>, retain a CPA, lawyer <u>or</u> 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. <u>Then, the report to the effect shall be made to the Board of Directors for resolution</u>.	Mergers And Acquisitions Act, the 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.

After Amendments	Before Amendments	Reason for Amendment
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, <u>and including the experts' opinions and the resolution of the Audit Committee provided in Paragraph 1 of the proceeding Article</u> 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	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 <u>the experts' opinions referred to in Paragraph 1 of the proceeding Article hereof</u> <u>and</u> 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	To be in line with the establishment of the Audit Committee and in 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
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.	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 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	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	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

After Amendments	Before Amendments	Reason for Amendment
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 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. 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 equal to or more than NT\$1,000,000,000.</u> <u>5. Real estates acquired or disposed of for construction purpose due to the fact that the Company engages in</u>	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 <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. Where an asset transaction except any of 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:</u> (1) Purchase and sale	Subparagraph 4 of Paragraph 1 of Article 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

After Amendments	Before Amendments	Reason for Amendment
construction business, for which the seller or buyer is not the related party, and the transaction amount is <u>equal to or more than</u> 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 <u>equal to or more than</u> NT\$500,000,000. 7. Where an asset transaction except any of those referred to in the preceding <u>six</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 more than NT\$300,000,000, with the exceptions as follows: (1)Purchase and sale of	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 <u>domestic</u> 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 <u>less than</u> 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	regular business and 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

After Amendments	Before Amendments	Reason for Amendment
government bonds. (2)Securities trading by investment professionals on foreign or domestic securities exchanges or over-the-counter markets,_____or <u>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.</u> (3)Purchase and sale of bonds with a call or put option, subscription or redemption of money market funds <u>issued by domestic securities investment trust enterprises.</u> Transaction amount referred in preceding paragraph shall be computed as follows: 1. Amount of each transaction. 2. Accumulated amount of transactions with same	party, and the transaction amount is <u>less</u> 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 <u>less</u> 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	Paragraph 1 pursuant 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
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 10th day of each month the	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 10th 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	

After Amendments	Before Amendments	Reason for Amendment
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 <u>within two (2) days of its acknowledgement</u>. 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.	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
Article 29 Upon <u>the adoption or amendment of these Procedures</u>, it shall be <u>approved first by the Audit Committee and then be resolved by the Board of Directors</u>; then, these Procedures shall <u>enter into effectiveness after ratification of the shareholders' meeting</u>.	Article 29 Upon <u>a resolution passed by the Board of Directors</u>, these Procedures <u>shall be given to each supervisor and shall become effective</u> after ratification by the shareholders' meeting. <u>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.</u> <u>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.</u>	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.
Article 30 <u>Based on the regulation of this procedure, all matters</u>	Article 30 <u>When any acquisition or disposal of assets by the</u>	1. To be in line with the replacement of the supervisors with the Audit Committee,

After Amendments	Before Amendments	Reason for Amendment
<u>that shall obtain the approval of the Audit Committee shall be approved by at least one-half of the members of the Audit Committee.</u> <u>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.</u> <u>The members of the Audit Committee and all Directors mentioned in the preceding paragraphs refer to the members in office.</u> When a <u>matter</u> 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.	<u>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.</u> When a <u>transaction involving the acquisition or disposal of assets</u> is submitted for discussion by the Board of directors pursuant to the <u>preceding paragraph</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.	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.

EVERGREEN INTERNATIONAL STORAGE & TRANSPORT CORPORATION

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 of the Company to resolve whether the Company shall execute the stop loss. 2. Trading Operation: Gross allowable loss	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-095000571 8 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

After Amendments	Before Amendments	Reason for Amendment
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.		the transactions 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, 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 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 <u>Audit Committee</u>.	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 <u>supervisors</u>.	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.

After Amendments	Before Amendments	Reason for Amendment
Article 13 Upon <u>the adoption or amendment of these Procedures</u>, it shall be <u>approved first by the Audit Committee and then be resolved</u> by the Board of Directors; then, these Procedures shall <u>enter into effectiveness</u> after ratification <u>of</u> the shareholders' meeting.	Article 13 Upon <u>a resolution passed</u> by the Board of Directors, <u>the 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 left, then the Company shall submit the data about the objection of the director to each supervisor.</u>	1. To be in line with the establishment of the Audit Committee in replacement of the supervisors in the Company, and 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		1. <u>Newly added.</u> 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'

After Amendments	Before Amendments	Reason for Amendment
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 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.		approval, and Paragraph 4 explicitly states the objection or the reservation of the Directors to be recorded in the Board's Meeting minutes.

EVERGREEN INTERNATIONAL STORAGE & TRANSPORT CORPORATION

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 pledge or mortgage.	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
2. After examination, the finance department shall submit the lending proposal to the <u>Audit Committee for approval and then to the Board of Directors for resolution.</u> <u>No other party 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 and <u>any other party cannot</u> be authorized to make decision. <u>The Board of Directors shall take into full consideration each independent director's opinions.</u> <u>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 contract, collateral supporting documents and record	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
	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 Company or subsidiaries when the Company or subsidiaries lend fund to a single enterprise.	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 subsidiaries lend fund to a single enterprise.	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. No.

After Amendments	Before Amendments	Reason for Amendment
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 <u>the Audit Committee</u> in writing forthwith. 3. When there is circumstance change in the Company resulting that the fund lending party becomes unqualified under the provisions of this procedure or the balance	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 <u>every supervisor</u> in writing forthwith. 3. When there is circumstance change in the Company resulting that the fund lending party becomes unqualified under the provisions of this procedure or the balance	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
amount of the loan exceeds the ceiling, the improvement plan shall be made and sent to <u>the Audit Committee</u>. Meanwhile, the improvement shall be made within the planned schedule so as to enhance the internal control of the Company.	amount of the loan exceeds the ceiling, the improvement plan shall be made and sent to <u>every supervisor</u>. 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 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	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	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 submitting it to the Board of Directors for resolution.

After Amendments	Before Amendments	Reason for Amendment
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	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	

After Amendments	Before Amendments	Reason for Amendment
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. <u>In accordance with the 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.</u>	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 16 Any endorsement and/or guarantee processed by the Company shall be conducted upon <u>approval of the Audit Committee</u>	Article 16 Any endorsement and/or guarantee processed by the Company shall be conducted upon resolution <u>by the Board of Directors.</u>	1. To be in line with the establishment of the Audit Committee in the Company, and according to Article 14-5 of Securities and

After Amendments	Before Amendments	Reason for Amendment
<u>and resolution of the Board of Directors. However, any guarantee amount to a single enterprise is within 5% 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 <u>Audit Committee and the Board of Directors for pursuing recognition.</u></u> If the subsidiary in which 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 <u>to the Audit Committee for approval and then</u> to the Board of Directors of the Company for <u>resolution</u>, unless endorsement and/or guarantee is provided between the subsidiaries in which the Company is directly and indirectly holding 100% of voting shares.	However, any guarantee amount to a single enterprise is within 5% 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. <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> If the subsidiary <u>that</u> 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 of Directors of the Company for <u>approval in advance</u>, unless endorsement and/or guarantee is provided between the subsidiaries <u>that</u> the Company is directly and indirectly holding 100% of voting shares.	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
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 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 prepared. If major violation is discovered, <u>it shall be immediately</u>	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 <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 prepared. If major violation is	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
<u>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 improvement plan shall be made and sent to <u>the Audit Committee</u>. Meanwhile, the improvement shall be made within the planned schedule so as to enhance the internal control of the Company.	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 <u>every supervisor</u>. 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 <u>first approved by the Audit Committee and then</u> resolved by the Board of Directors and the majority	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	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

After Amendments	Before Amendments	Reason for Amendment
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 withdraw overflow guarantee within a certain period.	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. <u>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.</u>	of this Article is moved to Paragraph 4 of Article 27.
Article 26 <u>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</u> after	Article 26 <u>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</u>	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

After Amendments	Before Amendments	Reason for Amendment
ratification <u>of</u> 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.	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 <u>each supervisor and</u> shareholders' meeting for discussion. <u>The same shall apply in case of any amendments thereof.</u> <u>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.</u>	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 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		1. <u>Newly added .</u> 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.

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