

# **EVERGREEN INTERNATIONAL STORAGE & TRANSPORT CORPORATION**

## **RULES FOR PROCEDURE OF THE SHAREHOLDERS' MEETING**

(English Translation)

### **Article 1**

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

### **Article 2**

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

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

### **Article 3**

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

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

### **Article 4**

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

### **Article 5**

Chairman of the meeting shall declare the meeting open when it's time for

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

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

### **Article 6**

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

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

### **Article 7**

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

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

Unless it has been duly resolved, Chairman of the meeting shall not declare the meeting adjourned at discretion before the agenda as set forth in the preceding two paragraphs (including extraordinary motions) have been concluded. If the Chairman announce adjournment directly without resolution, then based on the

consent of more than half of the voting rights of attending shareholders one person shall be elected as the Chairman to continue the meeting.

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

### **Article 7-1**

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

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

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

### **Article 8**

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

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

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

## **Article 9**

In case two or more representatives are delegated by an institutional shareholder to attend a shareholders' meeting, only one representative is entitled to speak for one proposal.

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

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

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

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

## **Article 10**

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

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

## **Article 11**

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

## **Article 12**

When a proposal is decided by vote, it shall be passed by applause after the

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

### **Article 13**

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

### **Article 14**

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

### **Article 15**

Chairman may declare to take a break during the meeting.

### **Article 16**

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

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

### **Article 17**

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

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

### **Article 18**

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

### **Article 19**

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

### **Article 20**

The Rules are duly established on February 26, 1990;

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

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

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

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

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