

CHINESE MARITIME TRANSPORT LTD.

Financial Statements

December 31, 2009 and 2008

(With Auditors' Report Thereon)

Independent Auditors' Report

The Board of Directors
Chinese Maritime Transport Ltd.:

We have audited the accompanying balance sheets of Chinese Maritime Transport Ltd. as of December 31, 2009 and 2008, and the related statements of income, changes in stockholders' equity, and cash flows for the years then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits. The long-term equity investments in the financial statements accounted for using the equity method amounting to NT\$4,044,155,000 and NT\$6,247,260,000, constituting 28.16% and 44.13% of the total assets, as of December 31, 2009 and 2008, respectively, and related investment income of NT\$524,127,000 and NT\$1,162,427,000, constituting 16.75% and 26.91% of the income before tax, respectively, for the years then ended were recognized based on the investees' financial statements, which were audited by other auditors.

We conducted our audits in accordance with Republic of China generally accepted auditing standards and the "Regulations Governing Auditing and Certification of Financial Statements by Certified Public Accountants". Those standards and regulations require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits and the reports of the other auditors provide a reasonable basis for our opinion.

In our opinion, based on our audits and the aforementioned reports of other auditors, the financial statements referred to above present fairly, in all material respects, the financial position of Chinese Maritime Transport Ltd. as of December 31, 2009 and 2008, and the results of its operations and its cash flows for the years then ended, in conformity with the Guidelines Governing the Preparation of Financial Reports by Securities Issuers, the related financial accounting standards of the Business Entity Accounting Act and of the Regulation on Business Entity Accounting Handling, and accounting principles generally accepted in the Republic of China.

As stated in note 3 to the financial statements, Chinese Maritime Transport Ltd. adopted Republic of China Statement of Financial Accounting Standards No. 39 "Share-based Payment" effective January 1, 2008, and the Interpretation issued by the Accounting Research and Development Foundation. Accordingly, Chinese Maritime Transport Ltd. and Subsidiaries recognized the amount of employees' bonuses and directors' and supervisors' remuneration for the year ended December 31, 2008, and the net income and basic earnings per share were decreased by NT\$117,210,000 and NT\$0.46, respectively.

Taipei, Taiwan (Republic of China)
January 29, 2010

The accompanying financial statements are not intended to present the financial position and results of operations and cash flows in accordance with accounting principles and practices generally accepted in countries and jurisdictions other than the Republic of China. The standards, procedures and practices to audit such financial statements are those generally accepted and applied in the Republic of China.

The auditors' report and the accompanying financial statements are the English translation of the Chinese version prepared and used in the Republic of China. If there is any conflict between, or any difference in the interpretation of, the English and Chinese language auditors' report and financial statements, the Chinese version shall prevail.

CHINESE MARITIME TRANSPORT LTD.

Statements of Income

For the years ended December 31, 2009 and 2008
 (expressed in thousands of New Taiwan dollars, except earnings per share,
 which are expressed in New Taiwan dollars)

	2009		2008	
	Amount	%	Amount	%
Operating revenue (note 17):				
Freight revenue – container hauling, net	\$ 1,369,473	97	1,832,185	96
Freight revenue – airline agent and others	<u>49,329</u>	<u>3</u>	<u>83,002</u>	<u>4</u>
	1,418,802	100	1,915,187	100
Operating cost (notes 17 and 20)	<u>1,192,671</u>	<u>84</u>	<u>1,518,382</u>	<u>79</u>
Gross profit	226,131	16	396,805	21
Operating expenses (notes 17 and 20)	<u>220,311</u>	<u>16</u>	<u>318,034</u>	<u>17</u>
Operating income	<u>5,820</u>	<u>-</u>	<u>78,771</u>	<u>4</u>
Non-operating income and gains:				
Interest income (note 17)	15,021	1	40,809	2
Investment income under equity method, net (note 7)	3,202,350	226	4,363,497	228
Foreign exchange gain, net	3,797	-	40,975	2
Rental income (note 8)	4,911	-	7,687	1
Gain on valuation of financial assets (note 5)	11,877	1	-	-
Others	<u>4,049</u>	<u>-</u>	<u>15,616</u>	<u>1</u>
	<u>3,242,005</u>	<u>228</u>	<u>4,468,584</u>	<u>234</u>
Non-operating expenses and losses:				
Interest expense	113,465	8	130,750	7
Impairment loss (note 7)	-	-	38,619	2
Loss on valuation of financial assets (note 5)	-	-	57,339	3
Others	<u>5,795</u>	<u>-</u>	<u>349</u>	<u>-</u>
	<u>119,260</u>	<u>8</u>	<u>227,057</u>	<u>12</u>
Income before tax	3,128,565	220	4,320,298	226
Income tax expense (note 14)	<u>256,709</u>	<u>18</u>	<u>71,969</u>	<u>4</u>
Net income	<u>\$ 2,871,856</u>	<u>202</u>	<u>4,248,329</u>	<u>222</u>
	Before	After	Before	After
	income tax	income tax	income tax	income tax
Basic earnings per share (note 15)	<u>\$ 12.20</u>	<u>11.20</u>	<u>16.84</u>	<u>16.56</u>
Diluted earnings per share (note 15)	<u>\$ 12.17</u>	<u>11.17</u>	<u>16.74</u>	<u>16.46</u>

See accompanying notes to financial statements.

CHINESE MARITIME TRANSPORT LTD.

Statements of Cash Flows

For the years ended December 31, 2009 and 2008
(expressed in thousands of New Taiwan dollars)

	2009	2008
Cash flows from operating activities:		
Net income	\$ 2,871,856	4,248,329
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	30,174	27,992
Impairment loss	-	38,619
Decrease (increase) in financial assets at fair value through profit or loss – current	17,820	(24,877)
Investment income under the equity method, net	(3,202,350)	(4,363,497)
Cash dividends from investee companies accounted for under the equity method	1,584,961	602,741
Decrease (increase) in notes and accounts receivable	(55,821)	75,172
Decrease in other current financial assets	11,780	8,489
Increase (decrease) in notes and accounts payable	32,220	(28,675)
Increase in accrued expenses and other current liabilities	207,728	61,472
Decrease in prepaid pension and deferred pension cost	4,746	9,306
Decrease in deferred income tax liabilities	(49,419)	-
Others	(1,507)	(7,884)
Net cash provided by operating activities	<u>1,452,188</u>	<u>647,187</u>
Cash flows from investing activities:		
Capital refund from investee companies	563,142	575,243
Increase in long-term equity investments	-	(651,395)
Proceeds from sale of long-term equity investments	2,202	134,861
Additions to property and equipment and rental assets	(13,365)	(50,985)
Additions to intangible assets	-	(3,205)
Proceeds from sale of property and equipment	3,359	1,512
Decrease in other receivables – related parties	99,500	556,500
Decrease in refundable deposits	6,698	540,755
Net cash provided by investing activities	<u>661,536</u>	<u>1,103,286</u>
Cash flows from financing activities:		
Decrease in short-term loans	(400,000)	(139,064)
Increase in long-term loans	-	870,000
Repayment of long-term loans	(2,426,773)	(984,500)
Increase in bonds payable	2,000,000	1,000,000
Cash dividends	(1,744,019)	(1,538,841)
Employees' bonuses and directors' and supervisors' remuneration	-	(62,608)
Others	93	(447)
Net cash used in financing activities	<u>(2,570,699)</u>	<u>(855,460)</u>
Net increase (decrease) in cash and cash equivalents	(456,975)	895,013
Cash and cash equivalents at beginning of year	1,199,789	304,776
Cash and cash equivalents at end of year	<u>\$ 742,814</u>	<u>1,199,789</u>
Supplemental disclosures of cash flow information:		
Cash paid during the year for:		
Interest	\$ <u>95,339</u>	<u>126,199</u>
Income tax	\$ <u>152,299</u>	<u>89,335</u>
Investing and financing activities not affecting current cash flows:		
Current portion of long-term loans	\$ <u>758,000</u>	<u>1,708,466</u>
Current portion of long-term receivables – related parties	\$ <u>3,000</u>	<u>48,500</u>

See accompanying notes to financial statements.

CHINESE MARITIME TRANSPORT LTD.

Notes to Financial Statements

December 31, 2009 and 2008

(expressed in thousands of New Taiwan dollars unless otherwise specified)

(1) Organization

Chinese Maritime Transport Ltd. (the Company), previously named Associated Transport Inc., was incorporated as a company limited by shares on January 31, 1978, in the Republic of China. The Company's common shares were listed on the Taiwan Stock Exchange (TSE). The main activities of the Company are bulk-carrier transportation through its 100%-owned overseas subsidiaries and domestic container hauling, vessel transportation, warehousing, and related business, and acting as the general sales agent for Saudi Arabian Airlines. The Company also owns investment companies to engage in the business of investment.

As of December 31, 2009 and 2008, the number of employees hired by the Company was approximately 114 and 126, respectively.

(2) Summary of Significant Accounting Policies

The financial statements are the English translation of the Chinese version prepared and used in the Republic of China. If there is any conflict between, or any difference in the interpretation of, the English and Chinese language financial statements, the Chinese version shall prevail.

The financial statements are prepared in accordance with the Guidelines Governing the Preparation of Financial Reports by Securities Issuers, the Business Entity Accounting Act, the Regulation on Business Entity Accounting Handling, and accounting principles and practices generally accepted in the Republic of China. The significant accounting policies and measurement bases adopted in preparing the accompanying financial statements are summarized as follows:

(a) Foreign currency transactions and translation

The Company's reporting currency is the New Taiwan dollar. Non-derivative foreign currency transactions are recorded at the exchange rates prevailing at the transaction date. At the balance sheet date, monetary assets and liabilities denominated in foreign currencies are translated using the exchange rates on that date. The resulting unrealized exchange gain (loss) from such translations is reflected in the accompanying consolidated statements of income. Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are translated at foreign exchange rates ruling at the dates the fair value was determined. If the non-monetary assets or liabilities are measured at fair value through profit or loss, the resulting unrealized exchange gain (loss) from such translations is reflected in the accompanying statements of income. If the non-monetary assets or liabilities are measured at fair value through stockholders' equity, the resulting unrealized exchange gain (loss) from such translations is recorded as a separate component of stockholders' equity.

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CHINESE MARITIME TRANSPORT LTD.**Notes to Financial Statements**

For long-term equity investments in foreign subsidiaries and investees, which are accounted for by the equity method, their foreign currency financial statements have to be translated into the Company's reporting currency. Translation adjustments resulting from the translation of foreign currency financial statements into the Company's reporting currency are accounted for as translation adjustment, which is a separate component of stockholders' equity. The assets and liabilities accounts of foreign subsidiaries reported in foreign currencies are translated into New Taiwan dollars at the exchange rates prevailing on the balance sheet date. Shareholders' equity is translated at historical rates, with the exception of the beginning balance of retained earnings which is carried over from the previous year. Dividends are translated at the rate prevailing on the date of declaration. Revenues, costs and expenses are translated at the weighted-average exchange rates during the reporting period.

(b) Accounting estimates

The preparation of the accompanying financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting periods. Actual results could differ from these estimates.

(c) Distinction between current and non-current assets and liabilities

Cash or cash equivalents, and assets that will be held primarily for the purpose of being traded or are expected to be realized within 12 months after the balance sheet date are classified as current assets; all other assets shall be classified as non-current.

Liabilities that will be held primarily for the purpose of being traded or are expected to be settled within 12 months after the balance sheet date are classified as current liabilities; all other liabilities shall be classified as non-current.

(d) Impairment of assets

The Company assesses at each balance sheet date whether there is any indication that an asset (individual asset or cash-generating unit) other than goodwill may have been impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. The Company recognizes impairment loss for an asset whose carrying value is higher than the recoverable amount. The Company reverses an impairment loss recognized in prior periods for assets other than goodwill if there is any indication that the impairment loss recognized no longer exists or has decreased. The carrying value after the reversal should not exceed the recoverable amount or the depreciated or amortized balance of the assets assuming no impairment loss was recognized in prior periods.

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CHINESE MARITIME TRANSPORT LTD.**Notes to Financial Statements****(e) Cash equivalents**

Cash equivalents represent commercial paper with a maturity of three months or less from the date of investment.

(f) Financial assets

The Company adopts transaction-date accounting for financial instrument transactions. At the initial recognition, financial instruments are measured at fair value. Except for the trading-purpose financial instruments, the original cost of financial instruments should include the cost of acquisition or issuance.

The financial instruments the Company held or issued are classified as financial assets measured at fair value through profit or loss. The main purposes of the financial instruments are selling or repurchasing in the short term.

(g) Allowance for doubtful accounts

Allowance for doubtful accounts is provided according to the collectibility of each account. The amount is determined by considering the past collection experience, customers' credit, an aging analysis, and the Company's credit policy.

(h) Long-term investments under equity method

Long-term investments are accounted for under the equity method when the percentage of ownership held by the Company and its subsidiaries equals or exceeds 20% or if the Company owns less than 20% of the investee's common stock ownership but has significant influence on the investee's operations.

The difference between the cost of the investment and the amount of underlying equity in net assets of an investee attributed to depreciable or amortizable assets is amortized over the estimated remaining economic years. The difference attributed to the carrying amount in excess of or lower than the fair value of assets is written off entirely when the difference disappears. The cost of investment in excess of the fair value of identifiable net assets is recognized as goodwill and is not amortized. The difference attributed to the fair value of identifiable net assets in excess of the cost of investment causes a proportional decrease in the carrying amount of non-current assets. When the carrying amount of non-current assets is decreased to zero, the remaining difference is recognized as extraordinary gain or loss.

Unrealized inter-company profits or losses resulting from transactions between the Company and its subsidiaries and investees accounted for under the equity method are deferred until realized, or are amortized based on the useful lives of the assets that give rise to such unrealized profits or losses.

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CHINESE MARITIME TRANSPORT LTD.**Notes to Financial Statements**

When the equity adjustment accounts of investee companies accounted under the equity method, including revaluation increments, cumulative translation adjustments and unrealized gain or loss on financial instruments, are changed, the change is reflected in those accounts and long-term equity investment under the equity method based on the percentage of ownership.

Investees which the Company has the power to control are included in the Company's consolidated financial statements. The Company prepares consolidated financial statements by quarter.

(i) Property and equipment, rental assets and depreciation

Property and equipment are stated at cost and can be revalued at government-declared values or indexes. Repairs and maintenance are charged to expenses as incurred; major renewals and improvements are capitalized and depreciated accordingly.

Excluding land, depreciation of property and equipment is provided using the straight-line method over the estimated useful lives of the respective assets. When the property and equipment have reached the end of their estimated useful lives but are still in use, the remaining cost is depreciated using the same method over the estimated remaining useful lives of the assets. The useful lives of respective assets are summarized as follows:

- Buildings: 24~55 years.
- Building improvements: 3~25 years.
- Transportation equipment: 4~6 years.
- Furniture, fixtures and other equipment: 3~6 years.

Property and equipment leased to other parties under operating leases are classified as rental assets. The rental income is recorded as non-operating income after the related depreciation is accounted for as a deducted item.

Real estate investments are recognized at cost and are depreciated over their useful lives using the straight-line method. The Company will recognize loss if there is any indication that impairment has occurred and is unlikely to be recovered.

(j) Intangible assets

Other than an intangible asset acquired by way of a government grant, which should be measured at its fair value, an intangible asset shall be measured initially at cost. After initial recognition, an intangible asset shall be measured at its cost plus revaluation increment revalued in accordance with the regulations, less any accumulated amortization and any accumulated impairment losses.

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CHINESE MARITIME TRANSPORT LTD.**Notes to Financial Statements**

The amortizable amounts of intangible assets are determined after deducting residual values from their original costs. Amortization is made on a straight-line basis over the estimated useful lives of intangible assets from the date that they are available for use. An intangible asset with an indefinite useful life shall not be amortized. The estimated useful lives for the computer software are 3 years.

The residual value, the amortization period, and the amortization method for an intangible asset with a definite useful life shall be reviewed at least at each financial year-end. The useful life of an intangible asset that is not being amortized shall be reviewed each period to determine whether events and circumstances continue to support an indefinite useful life assessment for that asset. Any changes shall be accounted for as changes in accounting estimates.

(k) Employee retirement plan

The Company has established an employee noncontributory defined benefit retirement plan covering all regular employees under the Labor Standards Law. According to this plan, employees are eligible for retirement or are required to retire after meeting certain age or service requirements. The retirement benefits are lump-sum payments and are based on the years of service and the average salary for the six months before the employee's retirement. Each employee will earn two months of salary for each of the first 15 years of service and one month of salary for each service year from the sixteenth year on. The maximum amount is 45 months of salary. To meet the above obligation, the Company makes a monthly cash contribution of 9% of salaries and wages to a pension fund maintained with Bank of Taiwan (original named "Central Trust of China"). Payment of employee retirement benefits will be paid by the pension fund first and then by the Company if the fund is insufficient.

For the above defined benefit pension plan the Company has its pension plan actuarially valued on the balance sheet date and recognizes the net periodic pension costs. As a result, the excess of the accumulated benefit obligation over the fair value of plan assets is recognized as pension obligation, and the excess of plan assets over net periodic pension cost is recognized as prepaid pension on the balance sheet. The net periodic pension costs include the service costs and amortization of net unrecognized transition obligations over 15 years.

Under the Labor Pension Act, a defined contribution pension plan should be implemented for all new employees and for any employees employed before the enforcement date (July 1, 2005) of that Act and who choose the new plan. For the employees who are covered under the defined contribution pension plan, the Company has made a monthly cash contribution of 6% of salaries and wages to employees' individual pension fund accounts at the Bureau of Labor Insurance based on the Labor Pension Act, and the contribution was recorded as pension expenses in the accompanying statements of income.

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CHINESE MARITIME TRANSPORT LTD.**Notes to Financial Statements****(l) Revenue and cost recognition**

Freight revenue is recognized after providing transportation service. Operating cost is recognized as incurred.

(m) Employees' bonuses and directors' and supervisors' remuneration

Employees' bonuses and directors' and supervisors' remuneration based on the ROC Company Act and the Company's articles of incorporation and appropriated after January 1, 2008, are accounted for by Interpretation (96) 052 issued by the ARDF. The Company and its domestic subsidiaries estimate the amount of employees' bonuses and directors' and supervisors' remuneration according to the Interpretation and recognize it as expenses. Differences between the amount approved in the shareholders' meeting and recognized in the financial statements, if any, are accounted for as changes in accounting estimates and recognized as profit or loss in the year of earnings distribution.

(n) Income tax

The Company's income tax is calculated based on accounting income. The amount of deferred tax liabilities or assets is calculated by applying the provisions of enacted tax law to determine the amount of tax payable or refundable, currently or in future years. The tax effects of taxable temporary differences are recorded as deferred tax liabilities. The tax effects of deductible temporary differences are recognized as deferred tax assets. An allowance is provided for deferred tax assets that may not be realized in the future.

Deferred tax assets or liabilities are classified as current or noncurrent based on the classification of the asset or liability that resulted in the deferred item or, on certain transactions not directly related to an asset or liability, on the timing of the expected reversal date.

The 10% surtax on undistributed earnings is recorded as current income tax expense after the resolution to appropriate retained earnings is approved in a stockholders' meeting.

(o) Earnings per share

Earnings per share of common stock are computed based on the weighted-average number of common shares outstanding during the period. Earnings per share for the prior period are retroactively adjusted to reflect the effects of new shares issued by transferring capital surplus, retained earnings, and employees' bonuses approved in the annual stockholders' meetings held before and in 2008.

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CHINESE MARITIME TRANSPORT LTD.

Notes to Financial Statements

Employee stock bonuses which have not yet been approved by the stockholders' meeting are potential common shares. Only basic earnings per share are disclosed if there is no dilution effect. Otherwise, both basic and diluted earnings per share are disclosed. For the purpose of calculating diluted net income per share, the potential common shares are deemed to have been converted into common stock at the beginning of the period, and the effect on net income of the additional common shares outstanding is considered accordingly.

(3) Changes in Accounting Policy

Effective from January 1, 2008, the Company adopted Statement of Financial Accounting Standards No. 39 (SFAS No. 39) and Interpretation (96) 052 issued by the ARDF. In accordance with SFAS No. 39 and the above Interpretation, the Company classified, measured, recognized and disclosed the share-based payment transactions, employees' bonuses, and directors' and supervisors' remuneration. Accordingly, net income for 2008 decreased by \$117,210 (including \$361 for domestic subsidiaries) and earnings per share by 0.46 New Taiwan dollar. In accordance with the Interpretation issued by the ARDF, the new shares issued as employees' bonuses in 2008 and later years are no longer retroactively adjusted when calculating basic earnings per share and diluted earnings per share. If the employees' bonuses that may be distributed in the form of stock have a dilution effect, they should be considered in the current year when calculating diluted earnings per share.

(4) Cash and Cash Equivalents

	December 31, 2009	December 31, 2008
Petty cash, checking accounts and demand deposits	\$ 480,962	199,465
Time deposits	181,952	711,833
Cash equivalent – commercial paper	<u>79,900</u>	<u>288,491</u>
	\$ <u>742,814</u>	<u>1,199,789</u>

(5) Financial Instruments

The Company did not invest in any derivative financial instruments during 2009 and 2008. The non-derivative financial instruments held by the Company as of December 31, 2009 and 2008, were as follows:

	December 31, 2009	December 31, 2008
Financial assets measured at fair value through profit or loss:		
Financial assets held for trading:		
Listed stocks	\$ <u>7,057</u>	<u>24,877</u>

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CHINESE MARITIME TRANSPORT LTD.

Notes to Financial Statements

As of December 31, 2009 and 2008, the unrealized gain on financial assets measured at fair value through profit or loss from changes in fair value amounted to \$809 and \$6,513, respectively.

(6) Notes and Accounts Receivable – Third Parties

	December 31, 2009	December 31, 2008
Notes receivable	\$ 9,510	7,030
Accounts receivable	66,094	69,185
Less: allowance for doubtful accounts	<u>(1,790)</u>	<u>(1,790)</u>
	<u>\$ 73,814</u>	<u>74,425</u>

(7) Long-term Equity Investments under Equity Method

	December 31, 2009		December 31, 2008	
	%	Amount	%	Amount
Chinese Maritime Transport (Hong Kong) Limited (CMT HK)	100.00	\$ 6,349,361	100.00	6,368,682
Chinese Maritime Transport (S) Pte. Ltd. (CMTS)	100.00	1,100,606	100.00	1,085,505
Hope Investment Ltd. (HIL)	100.00	1,240,368	100.00	1,091,775
Taiwan Navigation Co., Ltd. (Taiwan Navigation)	5.445	790,427	5.450	842,117
CMT Logistics Co., Ltd. (CMTL)	100.00	652,386	100.00	654,180
AGM Investment Ltd. (AGM)	100.00	1,146,159	100.00	640,231
Mo Hsin Investment Ltd. (MHI)	100.00	806,476	100.00	624,097
Associated Transport Inc. (ATI)	100.00	211,265	100.00	211,828
Others		<u>2,597</u>		<u>15,054</u>
		<u>\$ 12,299,645</u>		<u>11,533,469</u>

- (a) In order to engage in bulk-carrier transportation, the Company invested in CMTS in Singapore in March 1994 (with current paid-in capital amounting to US\$20,150,000) and CMT HK in Hong Kong in June 2004 (with current paid-in capital amounting to US\$15,000,000). CMTS and CMT HK invested in their respective subsidiaries to engage in the business of bulk-carrier transportation. Those subsidiaries own and operate 6 cape-sized bulk carriers with 980 thousand DWT in total.

CMT HK's subsidiary, China Pride Shipping Ltd. (CPD), assessed its latest cape-sized bulk-carrier as having a recoverable amount lower than its carrying value, and recognized an impairment loss of \$1,009,447 (US\$31,555,000) in 2009.

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CHINESE MARITIME TRANSPORT LTD.

Notes to Financial Statements

- (b) In order to extend bulk-carrier transportation, the Company invested in Taiwan Navigation by itself and through its subsidiaries AGM, MHI, HIL, Fortune Marine Investment Ltd. (FMI), and Fortune King Investment Ltd. (FKI) during 2006 to 2008. As of December 31, 2009 and 2008, the percentage of ownership held by the Company and its subsidiaries was 23.000% and 40.498%, respectively. Total market price of the shares based on the closing price of December 31, 2009 and 2008, amounted to \$4,472,562 and \$6,818,914, respectively. As of December 31, 2009 and 2008, the long-term equity investment in Taiwan Navigation was as follows:

Company	December 31, 2009		December 31, 2008	
	Carrying value	%	Carrying value	%
The Company	\$ 790,427	5.445	842,117	5.452
HIL	2,109,692	17.141	2,235,107	17.149
MHI	-	-	1,048,496	7.897
AGM	40,832	0.414	1,025,587	9.990
FMI	-	-	849	0.005
FKI	-	-	849	0.005
	\$ <u>2,940,951</u>	<u>23.000</u>	<u>5,153,005</u>	<u>40.498</u>

For the year ended December 31, 2009, the Company and its subsidiaries disposed of stock of Taiwan Navigation for \$3,729,724, and the related gain was \$1,726,955. As of December 31, 2009, the above receivable had been collected.

- (c) In order to integrate business resources, in November 2008, the Company adjusted the investment framework and sold the shares of Chang Shun Transport Co., Ltd. (CST), Huang Yuen Transport Co., Ltd. (HYT), Mao Hua Transport Co., Ltd. (MHT) and AG Prosperity Transport Co., Ltd. (APT) to ATI. The transfer price was \$134,861, and the total price has been collected. The book value of \$140,169 in excess of the transfer price of \$134,861 amounting to \$5,308 is presumed to be increasing investment in ATI by the Company.
- (d) Due to the excess of working capital, CMTS decreased its capital and refunded \$575,243 (US\$20,150,000) to the shareholders in 2008. Due to the excess of working capital, MHI and AGM decreased their capital and refunded \$300,000 and \$250,000, respectively, to the shareholders in 2009, and Kimmen Development Corp. refunded \$6,300 to the shareholders after capital reduction for making up cumulative deficits. Hua Li Investment Co., Ltd. (HLI), FMI and FKI liquidated in the fourth quarter of 2009. The Company received a refund of \$6,842 in cash in accordance with the percentage of ownership. The total refund from the capital decrease and liquidation for the years 2009 and 2008 was \$563,142 and \$575,243, respectively. As of December 31, 2009, the above receivable was collected.
- (e) Net investment income on long-term equity investments accounted for under the equity method for the years ended December 31, 2009 and 2008, amounted to \$3,202,350 and \$4,363,497, respectively, and was recognized based on the investees' audited financial statements.

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CHINESE MARITIME TRANSPORT LTD.

Notes to Financial Statements

- (f) The Company received cash dividends in 2009 and 2008 amounting to \$1,584,961 and \$602,741, respectively, stated as deduction from long-term equity investments.
- (g) Because of the operating change of CMTL, the Company assessed that the recoverable amount of CMTL was lower than its carrying value, and recognized an impairment loss of \$38,619 in 2008.

(8) Property and Equipment / Rental Assets

- (a) The Company's land was revalued in July 1993 according to the government-declared land values. The revaluation was as follows:

	December 31, 2009	December 31, 2008
Revaluation:		
Property and equipment	\$ 211,473	211,473
Rental assets	<u>18,312</u>	<u>18,312</u>
Revaluation increment, gross	229,785	229,785
Less: provision for land value increment tax	<u>(69,000)</u>	<u>(69,000)</u>
Revaluation increment, net	<u>\$ 160,785</u>	<u>160,785</u>

- (b) The rental assets are summarized as follows:

	December 31, 2009	December 31, 2008
Land	\$ 46,479	46,479
Buildings and improvements	15,275	15,375
Revaluation increment – land	<u>18,312</u>	<u>18,312</u>
Cost and revaluation increment	80,066	80,166
Less: accumulated depreciation	<u>(5,701)</u>	<u>(5,236)</u>
Rental assets, net	<u>\$ 74,365</u>	<u>74,930</u>

Rental income was received in accordance with the rental contracts, which were renewed periodically. The rental income (net of the depreciation expense) in 2009 and 2008 amounted to \$4,911 and \$7,687, respectively. According to the existing rental contracts, the expected rental income to be received in future years is as follows:

Period	Amount
2010.01.01~2010.12.31	\$ 5,194
2011.01.01~2011.12.31	4,201
2012.01.01~2012.12.31	2,966
2013.01.01~2013.12.31	2,966
2014.01.01~2014.12.31	<u>2,966</u>
	<u>\$ 18,293</u>

(Continued)

CHINESE MARITIME TRANSPORT LTD.

Notes to Financial Statements

(c) The pledge information is summarized in note 18.

(9) Short-term Loans and Commercial Paper Payable

	December 31, 2009	December 31, 2008
Unsecured loans	\$ <u>-</u>	<u>400,000</u>
Unused credit lines	\$ <u>1,500,000</u>	<u>730,000</u>
Range of interest rates during the year	<u>1.2%~2.85%</u>	<u>2.66%~2.85%</u>

The Company did not provide any pledged asset for the above-mentioned loans as of December 31, 2008.

(10) Long-term Loans

Bank	Usage and redemption period	December 31, 2009	December 31, 2008
China Development Industrial Bank and seven other participating banks	Working capital (nine installments, quarterly, 2008.9~2010.9)(note)	\$ -	445,000
China Development Industrial Bank and seven other participating banks	Working capital (seven installments, quarterly, 2009.3~2010.9)(note)	-	650,000
China Development Industrial Bank and seven other participating banks	Working capital (repay principal in full in 2010.9)(note)	-	349,736
China Development Industrial Bank	Working capital (repay principal in full in 2010.5)	300,000	300,000
China Development Industrial Bank	Working capital (repay principal in full in 2009.8)	-	200,000
Mega International Commercial Bank	Working capital (five installments, quarterly, 2009.11~2010.11)(note)	240,000	320,000
Mega International Commercial Bank	Working capital (five installments, quarterly, 2010.8~2011.11)	400,000	400,000
Standard Chartered Bank (formerly Hsinchu International Bank)	Working capital (repay principal in full in 2009.5)	-	150,000
Standard Chartered Bank (formerly Hsinchu International Bank)	Working capital (ten installments, quarterly, 2007.9~2009.12)	-	60,000
Industrial Bank of Taiwan	Working capital (seven installments, semi-annually, 2008.11~2011.11)(note)	60,500	93,500
Industrial Bank of Taiwan	Working capital (seven installments, semi-annually, 2007.8~2010.8)	25,000	55,000
Industrial Bank of Taiwan	Working capital (seven installments, semi-annually, 2006.11~2009.11)	-	30,000
Shin Kong Bank	Working capital (repay principal in full in 2009.6)	-	199,223

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Notes to Financial Statements

Bank	Usage and redemption period	December 31, 2009	December 31, 2008
Far Eastern International Bank	Working capital (four installments, quarterly, 2009.4~2010.1) (note)	-	199,814
		<u>1,025,500</u>	<u>3,452,273</u>
Less: current portion		<u>(758,000)</u>	<u>(1,708,466)</u>
		<u>\$ 267,500</u>	<u>1,743,807</u>
Range of interest rates during the year		<u>1.19%~2.73%</u>	<u>2.58%~3.13%</u>

Note: The Company repaid certain loans in advance due to operating capital management in 2009 and 2008.

(a) The assets pledged in 2009 and 2008 to secure long-term loans were land and buildings, as summarized in note 18.

(b) As of December 31, 2009, the repayment schedule for the long-term loans was as follows:

Period	Amount
2010.1.1~2010.12.31	\$ 758,000
2011.1.1~2011.12.31	<u>267,500</u>
	<u>\$ 1,025,500</u>

(11) Bonds Payable

The Company issued secured bonds at face value. The interest is calculated and paid annually from the date of issuance. The bonds payable on December 31, 2009 and 2008, were as follows:

	Guarantee bank	Interest rate	Issuance date	Duration	December 31, 2009	December 31, 2008
The first secured bonds payable	Shanghai Commercial Bank	2.90%	September 2008	Redeemable five years after date of issuance	\$ 1,000,000	1,000,000
The second secured bonds payable	Maga International Commercial Bank	2.21%	May 2009	Redeemable five and a half years after date of issuance	1,000,000	-
"	Cathay United Bank	2.21%	May 2009	Redeemable five and a half years after date of issuance	500,000	-
"	Shanghai Commercial Bank	2.21%	May 2009	Redeemable five and a half years after date of issuance	500,000	-
					<u>\$ 3,000,000</u>	<u>1,000,000</u>

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CHINESE MARITIME TRANSPORT LTD.

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The interest expenses for the above bonds payable was \$58,789 and \$8,250 for 2009 and 2008, respectively.

(12) Pension

- (a) The Company made an actuarial valuation of its pension plan using December 31, 2009 and 2008, as the measurement dates. According to the actuarial reports, the reconciliation of the funded status and prepaid pension was as follows:

	December 31, 2009	December 31, 2008
Benefit obligations:		
Vested benefit obligation	\$ (78,711)	(80,829)
Non-vested benefit obligation	<u>(13,501)</u>	<u>(23,092)</u>
Accumulated benefit obligation	(92,212)	(103,921)
Additional benefits based on future salary increase	<u>(12,771)</u>	<u>(35,310)</u>
Projected benefit obligation	(104,983)	(139,231)
Fair value of plan assets	<u>96,963</u>	<u>109,016</u>
Funded status	(8,020)	(30,215)
Unrecognized pension loss	15,015	37,224
Net unrecognized transition obligation	<u>4,728</u>	<u>9,460</u>
Prepaid pension cost	<u>\$ 11,723</u>	<u>16,469</u>

- (b) The net periodic pension costs were as follows:

	2009	2008
Service cost	\$ 5,246	4,902
Interest cost	3,400	4,426
Actual return on plan assets	(666)	(4,795)
Amortization and deferral	<u>2,969</u>	<u>8,740</u>
Net pension costs of defined benefit pension plan	<u>\$ 10,949</u>	<u>13,273</u>
Pension costs of defined contribution pension plan	<u>\$ 1,713</u>	<u>2,777</u>

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CHINESE MARITIME TRANSPORT LTD.

Notes to Financial Statements

(c) Actuarial assumptions were as follows:

	2009	2008
Discount rate	2.25%	2.50%
Future salary increase rate	For 2010 0%	
	After 2010 3.00%	3.00%
Expected long-term rate of return on plan assets	2.25%	2.50%

(d) As of December 31, 2009 and 2008, the vested benefit amounted to \$107,194 and \$115,481, respectively.

(13) Stockholders' Equity

(a) Common stock

As of December 31, 2009 and 2008, the authorized capital was \$3,600,000, at par value of \$10 (New Taiwan dollars) per share.

(b) Reserve and appropriation of retained earnings

(i) Capital surplus

Pursuant to the ROC Company Act, capital surplus can only be used to offset a deficit or to increase common stock. Cash dividends cannot be declared out of capital surplus. According to the Regulations Governing the Offering and Issuance of Securities by Securities Issuers, capital increases by transferring paid-in capital in excess of par value should not exceed 10% of total common stock outstanding. In addition, capital increases by transferring paid-in capital in excess of par value can only commence in the following year.

As of December 31, 2009 and 2008, the Company had recognized an increase in its capital surplus to reflect the change in percentage of ownership of investees amounting to \$42,503. The capital surplus mentioned above, which is not that mentioned in Article 241 of the ROC Company Act, cannot be used to increase common stock.

(ii) Appropriation of retained earnings and dividend policy

According to the Company's articles of incorporation amended on May 27, 2009, 10% of annual net income (less payment of corporate income tax and losses of prior years, if any) shall be appropriated as legal reserve, and when there is a reduction in stockholders' equity at the end of the year, the Company should appropriate the same amount as special reserve from retained earnings. The remaining balance, if any, should be distributed as follows:

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CHINESE MARITIME TRANSPORT LTD.**Notes to Financial Statements**

- 0.5% ~2% as employee bonuses.
- Remuneration to directors and supervisors not exceeding 2%.
- The remainder and the accumulated unappropriated earnings of prior years are distributable as dividends to stockholders. The distribution rate is based on the proposal of the Company's board of directors and approved in the stockholders' meeting.

According to the Company's articles of incorporation before the amendment made on May 27, 2009, 10% of annual net income (less payment of corporate income tax and losses of prior years, if any) shall be appropriated as legal reserve, and when there is a reduction in stockholders' equity at the end of the year, the Company should appropriate the same amount as special reserve from retained earnings. Not less than 30% of the remaining balance and the accumulated unappropriated earnings of prior years, if any, should be distributed as follows:

- 2% as employee bonuses.
- Remuneration to directors and supervisors not exceeding 2%.
- The remainder as dividends and bonuses for stockholders.

Dividends are paid in cash or stock from retained earnings, and the amount of cash dividends should not be less than 10% of total dividends. However, if the cash dividend per share is less than \$0.1 (New Taiwan dollars), a stock dividend will be paid instead.

Pursuant to the ROC Company Act, legal reserve may only be used to offset a deficit and cannot be used to pay cash dividends, except that one-half of the legal reserve can be capitalized when it equals at least 50% of the contributed capital.

According to SFB regulations, when the Company has a net debit balance of the stockholders' equity account, there must be an equal special reserve set aside from current net income or unappropriated earnings of prior years. When the debit balance of the stockholders' equity account is reversed, the reversal of the amount of special reserve for distribution is permitted in the following year.

The Company estimates the amount of employees' bonuses and directors' and supervisors' remuneration according to the ROC Company Act and the Company's articles of incorporation in preparing the financial statements. In 2009, the appropriated percentages of employees' bonuses and directors' and supervisors' remuneration were 0.5% and 1%, respectively, of net income after deducting the legal reserve. In 2008, the appropriated percentages of employees' bonuses and directors' and supervisors' remuneration were 2% and 1%, respectively, of net income after deducting the legal reserve. The Company recognized employees' bonuses and directors' and supervisors' remuneration in total amounting to \$38,770 and \$118,835 for the years ended December 31, 2009 and 2008, respectively. If shares of stock are to be distributed as employees' bonuses, the number of shares will be based on the closing price of the day before the shareholders' meeting and

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CHINESE MARITIME TRANSPORT LTD.

Notes to Financial Statements

considering the ex-rights and ex-dividend effects. Differences between the amount approved in the shareholders' meeting and recognized in the financial statements, if any, are accounted for as changes in accounting estimates and recognized as profit or loss in the following year.

- (iii) Based on a resolution of the stockholders' meetings held in 2009 and 2008, the earnings distribution for fiscal years 2008 and 2007 was as follows:

	2008	2007
Employees' bonuses – cash	\$ 76,541	41,608
Directors' and supervisors' remuneration	<u>42,294</u>	<u>21,000</u>
	\$ <u>118,835</u>	<u>62,608</u>

The above earnings distribution had no difference from the resolution by the meeting of the board of directors. The related information about earnings distribution for 2009 can be queried in the Market Observation Post System after the stockholders' meetings.

(14) Income Tax

- (a) The Company was certified to meet the definition of "Business Operation Headquarters" as defined by the "Statute for Upgrading Industries". According to the statute, the Company can obtain an income tax exemption on dividends declared by the stockholders' meeting of the investee. For years 2009 and 2008, the certification has been obtained.
- (b) The income tax rate of the Company is 25%. The Company is also subject to the "Income Basic Tax Act" and has to compute basic income tax. According to the amended Income Tax Act announced on May 27, 2009, the income tax rate of the Company will be reduced to 20% beginning 2010. The Company's income tax expenses for 2009 and 2008 were as follows:

	2009	2008
Current income tax expense	\$ 98,180	21,207
10% surtax on unappropriated earnings	207,948	47,893
Deferred tax expense (benefit):		
Decrease in reserve for loss on outward investment	(19,525)	(5,014)
Deferred tax effect resulting from change in income tax rate	(25,389)	-
Other	<u>(4,505)</u>	<u>7,883</u>
Income tax expense	\$ <u>256,709</u>	<u>71,969</u>

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- (c) The differences between “expected” income tax computed by applying the statutory income tax rates and income tax expense are summarized as follows:

	2009	2008
“Expected” income tax	\$ 782,131	1,080,065
10% surtax on unappropriated earnings	207,948	47,893
The amount of basic income tax in excess of the regular income tax	99,289	6,470
Tax effect of tax exemption for long-term investment income under the equity method	(800,588)	(1,090,874)
Tax effect resulting from change in income tax rate	(25,389)	-
Non-deductible (taxable) securities trading loss (securities trading gain)	(2,980)	20,024
Unrealized loss (gain) on financial instruments and other	<u>(3,702)</u>	<u>8,391</u>
Income tax expense	<u>\$ 256,709</u>	<u>71,969</u>

- (d) As of December 31, 2009 and 2008, deferred income tax assets (liabilities) were as follows:

	December 31, 2009	December 31, 2008
Deferred tax assets:		
Unrealized freight discounts	\$ <u>1,533</u>	<u>-</u>
Deferred tax liabilities:		
Reserve for overseas investment losses	-	(19,525)
Foreign currency translation adjustments	(5,461)	(64,174)
Prepaid pension and deferred pension cost and other	<u>(2,544)</u>	<u>(5,713)</u>
	<u>(8,005)</u>	<u>(89,412)</u>
Deferred income tax liabilities – net	<u>\$ (6,472)</u>	<u>(89,412)</u>

The deferred tax assets (liabilities) stated above were classified as follows:

	December 31, 2009	December 31, 2008
Deferred tax assets – current	\$ 1,533	-
Deferred tax liabilities – noncurrent	<u>(8,005)</u>	<u>(89,412)</u>
Deferred tax liabilities – net	<u>\$ (6,472)</u>	<u>(89,412)</u>

- (e) The Company’s income tax returns have been examined by the tax authorities through 2007.

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CHINESE MARITIME TRANSPORT LTD.

Notes to Financial Statements

(f) Information on imputation credit account (ICA)

	December 31, 2009	December 31, 2008
Unappropriated earnings retained after January 1, 1998	\$ <u>6,050,739</u>	<u>5,347,735</u>
ICA balance	\$ <u>144,177</u>	<u>102,972</u>
	2009	2008
Creditable ratio for earnings distribution to resident shareholders in the ROC	<u>7.35%</u> (estimated)	<u>4.05%</u> (actual)

(15) Earnings per Share

	2009		2008	
	Before income tax	After income tax	Before income tax	After income tax
Basic earnings per share:				
Net income	\$ <u>3,128,565</u>	<u>2,871,856</u>	<u>4,320,298</u>	<u>4,248,329</u>
Weighted-average number of shares outstanding (thousands)	<u>256,474</u>	<u>256,474</u>	<u>256,474</u>	<u>256,474</u>
Basic earnings per share (New Taiwan dollars)	\$ <u>12.20</u>	<u>11.20</u>	<u>16.84</u>	<u>16.56</u>
Diluted earnings per share:				
Net income	\$ <u>3,128,565</u>	<u>2,871,856</u>	<u>4,320,298</u>	<u>4,248,329</u>
Weighted-average number of shares outstanding (thousands)	256,474	256,474	256,474	256,474
Effect of dilutive potential common stock: Employees bonuses	<u>529</u>	<u>529</u>	<u>1,566</u>	<u>1,566</u>
	<u>257,003</u>	<u>257,003</u>	<u>258,040</u>	<u>258,040</u>
Diluted earnings per share (New Taiwan dollars)	\$ <u>12.17</u>	<u>11.17</u>	<u>16.74</u>	<u>16.46</u>

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CHINESE MARITIME TRANSPORT LTD.

Notes to Financial Statements

(16) Information about Financial Instruments

- (a) The Company did not invest in derivative financial instruments during 2009 and 2008. The book values of non-derivative financial instruments with a short maturity approximate their fair values. As of December 31, 2009 and 2008, the fair values of other non-derivative financial instruments were as follows:

Non-derivative financial instruments	December 31, 2009		December 31, 2008	
	Carrying amount	Fair value	Carrying amount	Fair value
Financial assets:				
Financial assets measured at fair value through profit or loss – current	\$ 7,057	7,057	24,877	24,877
Other non-current financial assets	530,000	530,000	584,000	584,000
Financial liabilities:				
Long-term loans	1,025,500	1,025,500	3,452,273	3,452,273
Bonds payable	3,000,000	3,000,000	1,000,000	999,916
Off-balance-sheet financial instruments:				
Guarantee for bank loans	-	1,347,279	-	1,775,498

- (b) The following methods and assumptions were used in estimating fair values:
- (i) The book value of short-term financial instruments is considered to be the fair value because of the short-term nature of these instruments, and the book value method is considered to be a reasonable basis to assess the fair value. Such method is applicable to cash and cash equivalents, notes and accounts receivable or payable, other current financial assets, short-term loans, accrued expenses and other payable.
 - (ii) If public quoting of financial assets and liabilities is available, then the quoted price will be the fair value. If market value is not available, an assessment method will be used. The assumptions used by the financial market traders for similar financial instruments when quoting their prices are used as a reference. The terms of similarity include the credit rating of the debt, the method of computing interest expense for the remaining period of contracts, the remaining period for payment of principal, and the currency.
 - (iii) The fair values of other non-current financial assets and the long-term loans were based on the present value of future cash flow, and the discount rates were the interest rate of similar loan agreements which the Company could obtain. The fair values approximate their book values on the balance sheet date.
 - (iv) The fair values of bonds payable are based on quoted market prices or assessment method. However, the fair values are not expected to equal future cash outflow.

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Notes to Financial Statements

- (v) The fair values of bank loan guarantees are based on the loan contracts.
- (c) The fair value of the financial instruments evaluated by the Company under public quoting or an assessment method is summarized as follows:

	December 31, 2009		December 31, 2008	
	Public quote value	Assessment value	Public quote value	Assessment value
Financial assets:				
Cash and cash equivalents	\$ 742,814	-	1,199,789	-
Financial assets measured at fair value through profit or loss – current	7,057	-	24,877	-
Notes and accounts receivable (including related parties)	-	194,451	-	138,630
Other current financial assets	-	5,478	-	62,758
Other financial assets – non-current	-	530,000	-	584,000
Financial liabilities:				
Short-term loans and commercial paper payable	-	-	-	400,000
Notes and accounts payable (including related parties)	-	171,663	-	139,443
Accrued expenses and other payable	-	438,845	-	231,117
Long-term loans	-	1,025,500	-	3,452,273
Bonds payable	-	3,000,000	999,916	-

For the years ended December 31, 2009 and 2008, the net gain or loss resulting from change in fair values determined by public quoting or an assessment method amounted to a gain of \$11,877 and a loss of \$57,339, respectively.

- (d) Information about significant financial risk

- (i) Market risk

The equity securities held by the Company, other than those accounted for under equity method, are classified as financial assets measured at fair value through gain or loss. As these assets are measured at fair value, the Company has risk exposure related to changes in fair value in an equity securities market.

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CHINESE MARITIME TRANSPORT LTD.**Notes to Financial Statements****(ii) Credit risk**

The primary potential credit risk is from financial instruments like cash, cash equivalents, equity securities accounted for other than equity method, and accounts receivable. The Company's cash deposits are maintained with different financial institutions. Cash equivalents represent investments in commercial paper with a maturity of three months or less from the date of investment. Equity securities accounted for other than equity method were funds and listed stock issued by companies with good credit ratings. The Company manages credit risk exposure related to each financial institution and believes that there is no significant concentration of credit risk of cash and cash equivalents. The aggregation of sales to the Company's major customers exceeding 10% of the Company's total sales accounted for 70% and 89% of the total net sales for the years ended December 31, 2009 and 2008, respectively. In order to reduce credit risk, the Company assesses the financial status of the customers and the possibility of collection of receivables in order to estimate an adequate allowance for doubtful accounts on a regular basis. The customers have had a good credit and profit record. The Company has never suffered a significant credit loss.

(iii) Liquidity risk

As the capital and working capital of the Company are sufficient to fulfill all contract obligations, there is no liquidity risk related to unfulfilled contract obligations. The securities investments by the Company have quoted prices and could be publicly sold at the approximate market price.

(iv) Cash flow risk from changes in interest rates

The bonds payable are fixed-rate debts. Changes in market interest rates have no effect on future cash flow.

The Company's long-term loans are based on floating interest rates. Changes in the prevailing market rate will affect the interest on long-term loans and cause future cash flows to fluctuate. The Company will increase its cash outflow by \$2,564 in the following year for every 0.25% increase in the market rate.

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Notes to Financial Statements

(17) Related-party Transactions

(a) Names of related parties and their relationship with the Company

Related Party	Relationship
CMTS and its subsidiaries	Subsidiary company
CMT HK and its subsidiaries	"
HIL	"
MHI	"
Associated Transport Inc. (ATI)	"
Chang Shun Transport Co., Ltd. (CST)	Subsidiary company of ATI (subsidiary company of the Company before November 12, 2008)
Huang Yuen Transport Co., Ltd. (HYT)	"
Mao Hua Transport Ltd. (MHT)	"
AG Prosperity Transport Ltd. (APT)	"
China Peace Shipping Ltd. (CPE)	Subsidiary company of CMT HK
China Pioneer Shipping Ltd. (CPN)	"
China Pride Shipping Ltd. (CPD)	"
Orient Overseas Container Line (Taiwan) Limited (OTWL)	Related party in essence
Orient Overseas Container Line Logistics (Taiwan) Ltd. (OLTWL)	"
Associated International Inc. (AII)	AII's chairman of the board of directors is the same as the Company's, and AII also is a director of the Company
CMT Land Development Inc. (CMD)	Subsidiary company of AII
The directors, supervisors, chief executive officer, and executive vice president	The Company's main management

(b) Summary of significant transactions with related parties

(i) Freight revenue

	2009		2008	
	Amount	% of freight revenue	Amount	% of freight revenue
OTWL	\$ 653,946	46	818,689	43
OLTWL	121,805	9	-	-
Other	205	-	92	-
	<u>\$ 775,956</u>	<u>55</u>	<u>818,781</u>	<u>43</u>

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CHINESE MARITIME TRANSPORT LTD.

Notes to Financial Statements

The collection periods for related parties are similar to those for ordinary customers: within 30 to 45 days. There are different terms and conditions in the service contracts with different parties. If the contracts have similar terms and conditions, the selling prices for related parties and ordinary customers are not significantly different.

Accounts receivable resulting from the above transactions were as follows:

	December 31, 2009		December 31, 2008	
	Amount	%	Amount	%
OTWL	\$ 67,653	35	64,201	46
OLTWL	52,960	27	-	-
Other	24	-	4	-
	<u>\$ 120,637</u>	<u>62</u>	<u>64,205</u>	<u>46</u>

(ii) Freight expense

	2009		2008	
	Amount	% of freight expense	Amount	% of freight expense
ATI	\$ 880,684	85	107,005	11
HYT	-	-	105,920	10
CST	-	-	94,958	9
APT	-	-	70,627	7
MHT	-	-	69,649	7
	<u>\$ 880,684</u>	<u>85</u>	<u>448,159</u>	<u>44</u>

The Company engaged related parties to handle container hauling transport. The prices were similar to market prices, and the service charges were paid depending on the cash and operational fund demands of the subsidiaries.

Accounts payable resulting from the above transactions were as follows:

	December 31, 2009		December 31, 2008	
	Amount	%	Amount	%
ATI	\$ 100,927	59	8,429	6
HYT	-	-	8,201	6
CST	-	-	12,888	9
APT	-	-	7,549	5
MHT	-	-	4,802	4
	<u>\$ 100,927</u>	<u>59</u>	<u>41,869</u>	<u>30</u>

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(iii) Ship management, temporary debits and temporary credits

The Company charged CMTS and its subsidiaries and CMT HK and its subsidiaries a ship management fee (US\$10,000 per vessel per month) and recorded it as operating revenue. The Company charged a 1.25% commission on the rental revenue of the ships that CMTS and its subsidiaries and CMT HK and its subsidiaries chartered to their clients. The ship management fee and commission income earned in 2009 and 2008 were as follows:

	2009	2008
Ship management fee:		
CMTS and its subsidiaries	\$ 7,927	7,730
CMT HK and its subsidiaries	<u>13,513</u>	<u>11,643</u>
	\$ <u>21,440</u>	<u>19,373</u>
Commission income:		
CMT HK and its subsidiaries	\$ <u>20,250</u>	<u>35,888</u>

The Company received temporary credits to pay various expenses in the ROC on behalf of CMTS and CMT HK. The advance receipts recorded as other current liabilities are summarized as follows:

	December 31, 2009	December 31, 2008
CMTS and its subsidiaries	\$ 2,820	3,053
CMT HK and its subsidiaries	<u>7,847</u>	<u>15,511</u>
	\$ <u>10,667</u>	<u>18,564</u>

(iv) Operating expenses

The Company's rental payment to related parties for parking space is summarized below:

	2009		2008	
	Amount	% of operating expenses	Amount	% of operating expenses
CMD	\$ 4,375	2	4,123	1
AII	<u>3,724</u>	<u>2</u>	<u>3,724</u>	<u>1</u>
	\$ <u>8,099</u>	<u>4</u>	<u>7,847</u>	<u>2</u>

The Company entered into rental agreements with related parties from November 2008 to December 2014. The prices were similar to market prices and paid monthly.

(Continued)

CHINESE MARITIME TRANSPORT LTD.

Notes to Financial Statements

(v) Property transaction

The Company purchased land and buildings for business use from CMD. The purchase price was \$3,534, based on the appraisal report issued by China Credit Information Service Ltd. and negotiation by the two parties. The ownership was transferred in January 2008, and the total price has been paid.

(vi) Stock transaction

In order to integrate business resources, on November 12, 2008, the Company adjusted the investment framework and sold the shares of CST, HYT, MHT and APT to ATI for \$44,642, \$28,932, \$30,568 and \$30,719, respectively. The total price has been collected. The book value of \$140,169 in excess of the transfer price of \$134,861 amounting to \$5,308 is presumed to be an increase in investment in ATI by the Company.

(vii) Financing

The Company's loans to related parties were as follows:

			2009		
	Maximum balance	Ending balance	Interest rate	Interest income	Interest receivable
HIL	\$ 530,000	530,000	1.512%~2.7%	10,819	-
MHI	80,000	-	1.865%~2.7%	639	-
ATI	30,000	-	2.7%	274	-
APT	21,000	3,000	2.7%	377	-
MHT	7,500	-	2.7%	67	-
HYT	4,000	-	2.7%	27	-
		\$ <u>533,000</u>		<u>12,203</u>	<u>-</u>
			2008		
	Maximum balance	Ending balance	Interest rate	Interest income	Interest receivable
HIL	\$ 900,000	490,000	2.7%	19,977	-
MHI	260,000	80,000	2.7%	3,644	-
ATI	38,000	30,000	2.7%	775	-
APT	27,500	21,000	2.7%	375	-
MHT	16,750	7,500	2.7%	276	-
HYT	20,000	4,000	2.7%	349	-
		\$ <u>632,500</u>		<u>25,396</u>	<u>-</u>

(Continued)

CHINESE MARITIME TRANSPORT LTD.

Notes to Financial Statements

The interest charged on the loans has been agreed with subsidiaries. As of December 31, 2009 and 2008, the long-term loans due within one year amounting to \$3,000 and \$48,500, respectively, were recorded as other current financial assets, with the remaining balance amounting to \$530,000 and \$584,000, respectively, recorded as other non-current financial assets.

For operating needs, the Company received interest-free financing from CMT HK in 2009 amounting to \$479,850 (US\$15,000,000). The financing had been fully repaid as of December 31, 2009. The Company received interest-free financing from CMT HK and CPE in 2008, amounting to \$479,850 (US\$15,000,000) and \$319,900 (US\$10,000,000), respectively. The financing had been fully repaid as of December 31, 2008.

(viii) Guarantees

The Company provided the following guarantees for related parties:

Guarantee	Subject	December 31, 2009	December 31, 2008
CPD	Guarantee for payment of bulk-carrier construction	\$ -	688,800
CPE	Bank loans	483,549	561,898
CPN	Guarantee for payment of bulk-carrier construction	<u>863,730</u>	<u>524,800</u>
		\$ <u>1,347,279</u>	<u>1,775,498</u>

(ix) Salaries and remuneration of main management

The Company paid salaries and remuneration to the directors, supervisors, chief executive officer, and executive vice president in 2009 and 2008 as follows:

	2009	2008
Salaries	\$ 35,348	49,224
Incentives	10,710	979
Transportation allowance	122	130
Employees' bonus	2,545	7,922

Note: The employees' bonus for 2009 was an estimate. Please see note 13.

(Continued)

CHINESE MARITIME TRANSPORT LTD.

Notes to Financial Statements

(18) Pledged Assets

Assets	Subject	December 31, 2009	December 31, 2008
Refundable deposits	Guarantee for letters of credit and others	\$ 9,861	16,559
Property and equipment – land and buildings	Short-term and long-term loans	254,424	252,651
Rental assets – land and buildings	Short-term and long-term loans	<u>2,875</u>	<u>5,451</u>
		\$ <u>267,160</u>	<u>274,661</u>

(19) Commitments and Contingent Liabilities

- (a) See note 17(b)(viii) for guarantees provided for related parties.
- (b) In order to extend business scale, subsidiaries of CMT HK took over two bulk-carrier construction contracts from third parties on September 28, 2007, and May 8, 2008. The related information as of December 31, 2009, was as follows:

Purchaser	Date of contract	Total price	Date of delivery	Price paid
CPN	September 28, 2007	2,559,200 (US\$80,000,000)	June 2011 (estimated)	415,134 (US\$12,977,000)
CPD	May 8, 2008	3,358,950 (US\$105,000,000)	August 2009	3,358,950 (US\$105,000,000)

In order to use the group's operating capital more efficiently, CMT HK, CPN, CPD and the third party reached an agreement to transfer bulk-carrier construction contract payment amounting to US\$19,000,000 from CPN to CPD during the third quarter of 2009.

- (c) The Company had issued guarantee promissory notes amounting to \$3,102,100 as of December 31, 2009, for bonds payable.
- (d) As of December 31, 2009, the Company still had several long-term leases of its ships with customers in effect. The ending periods of the contracts are from May 2010 to July 2014.

(Continued)

CHINESE MARITIME TRANSPORT LTD.

Notes to Financial Statements

(20) Others

(a) Reserve for loss on outward investment

The Company has provided a reserve for loss on outward investment, in accordance with the “Statute for Upgrading Industries”. The amount was computed at 20% of the total amount of outward investment, which is the limit stipulated by the “Statute for Upgrading Industries”. The statute also stipulates that if there are no actual losses in the five years after the initial provision for the reserve, the loss reserve should be reversed and recognized as income in the fifth year. However, as provision of such reserve is not in accordance with generally accepted accounting principles, the loss reserve is reversed during the preparation of the financial statements, but in accordance with tax regulations, the Company does not adjust the books. Accordingly, the net income and retained earnings on the Company’s books are increased (decreased) by the following amounts:

		2009	2008
Increase in net income	\$	78,100	20,058
Decrease in retained earnings		-	(78,100)

(b) Employee expenses, depreciation expenses, and amortization expenses for the years ended December 31, 2009 and 2008, were as follows:

	2009		
	Operating cost	Operating expenses	Total
Employee expenses			
Salaries and wages	\$ 678	122,005	122,683
Labor and health insurance	90	6,365	6,455
Pension expense	53	12,609	12,662
Other	67	3,433	3,500
Depreciation expenses (note)	17,820	10,236	28,056
Amortization expenses	-	1,577	1,577
	2008		
	Operating cost	Operating expenses	Total
Employee expenses			
Salaries and wages	\$ 1,556	203,218	204,774
Labor and health insurance	120	6,289	6,409
Pension expense	123	15,927	16,050
Other	203	4,076	4,279
Depreciation expenses (note)	15,662	9,262	24,924
Amortization expenses	-	1,625	1,625

(Continued)

CHINESE MARITIME TRANSPORT LTD.**Notes to Financial Statements**

Note: Excluding the amount treated as a reduction from rental income of \$541 in 2009 and \$1,443 in 2008.

(c) Status of lawsuits with Taiwan Navigation

In order to defend the Company's rights regarding the investee company Taiwan Navigation, the Company initiated lawsuits related to Taiwan Navigation, and the status of the lawsuits was as follows:

Lawsuit	The Status of the Lawsuit
(i) Resolution of Taiwan Navigation's directors' meeting about exchanging shares with Yang Ming Marine Transport Corp.	Taiwan Navigation withdrew the application to exchange shares with Yang Ming Marine Transport Corp. from the Securities and Futures Bureau on December 12, 2007. Therefore, the Company canceled its appeal regarding the exchange of shares resolution approved by Taiwan Navigation's board meeting on December 20, 2007. During January 2008, the Company withdrew the provisional injunction against Taiwan Navigation's directors, and also applied for the returning of a negotiable time deposit of \$543,700 as a guarantee for provisional injunction. The refundable deposit was received on October 2, 2008.
(ii) Civil action regarding Taiwan Navigation's 2007 stockholders' meeting resolution	The Company had initiated a civil action on December 13, 2007, demanding that the resolution of Taiwan Navigation's stockholders' meeting in 2007 be declared null and void. The Company withdrew the action on August 4, 2008, as conditions had changed.

(21) Segment Information**(a) Industrial information**

The Company's major segment revenues, segment income, and identifiable assets are over 90% of the total revenues, income, and assets, respectively; thus, no industrial information is provided.

(b) Regional information

The Company has no overseas operating units.

(c) Export information

All revenue of the Company arises from domestic operations.

(Continued)

CHINESE MARITIME TRANSPORT LTD.

Notes to Financial Statements

(d) Major customers

Freight revenue from individual customers representing over 10% of the total revenue in the income statements is summarized as follows:

		2009		2008	
		Amount	%	Amount	%
A Company	Container transportation	\$ 653,946	46	818,689	43
B Company	Container transportation	342,239	24	396,777	21
C Company	Container transportation	<u>109,722</u>	<u>8</u>	<u>474,057</u>	<u>25</u>
		\$ <u>1,105,907</u>	<u>78</u>	<u>1,689,523</u>	<u>89</u>

CHINESE MARITIME TRANSPORT LTD.

Balance Sheets

December 31, 2009 and 2008
(expressed in thousands of New Taiwan dollars)

Assets	2009 Amount	%	2008 Amount	%	Liabilities and Stockholders' Equity	2009 Amount	%	2008 Amount	%
Current assets:					Current liabilities:				
Cash and cash equivalents (note 4)	\$ 742,814	5	1,199,789	8	Short-term loans and commercial paper payable (note 9)	\$ -	-	400,000	3
Financial assets measured at fair value through profit or loss – current (note 5)	7,057	-	24,877	-	Notes and accounts payable	70,736	1	97,574	1
Notes and accounts receivable (note 6)	73,814	1	74,425	1	Accounts payable – related parties (note 17)	100,927	1	41,869	-
Accounts receivable – related parties (note 17)	120,637	1	64,205	-	Accrued expenses and other current liabilities (note 17)	438,845	3	231,117	1
Other current financial assets (note 17)	5,478	-	62,758	-	Current portion of long-term loans (note 10)	758,000	5	1,708,466	12
Other current assets (note 14)	8,922	-	2,561	-		<u>1,368,508</u>	<u>10</u>	<u>2,479,026</u>	<u>17</u>
	<u>958,722</u>	<u>7</u>	<u>1,428,615</u>	<u>9</u>	Long-term liabilities:				
Investments:					Bonds payable (note 11)	3,000,000	21	1,000,000	7
Long-term investments under equity method (note 7)	12,299,645	85	11,533,469	82	Long-term loans (note 10)	267,500	2	1,743,807	13
Other non-current financial assets (note 17)	530,000	4	584,000	4	Provision for land value increment tax (note 8)	69,000	-	69,000	-
	<u>12,829,645</u>	<u>89</u>	<u>12,117,469</u>	<u>86</u>		<u>3,336,500</u>	<u>23</u>	<u>2,812,807</u>	<u>20</u>
Property and equipment (notes 8, 17 and 18):					Other liabilities:				
Land	154,837	1	154,837	1	Deferred income tax liabilities and others (notes 12 and 14)	8,577	-	89,891	1
Buildings	70,372	-	75,830	1	Total liabilities	<u>4,713,585</u>	<u>33</u>	<u>5,381,724</u>	<u>38</u>
Transportation equipment	123,841	1	144,329	1	Common stock (note 13)	<u>2,564,736</u>	<u>18</u>	<u>2,564,736</u>	<u>18</u>
Furniture, fixtures and other equipment	109,331	1	113,726	1	Capital surplus	<u>42,503</u>	<u>-</u>	<u>42,503</u>	<u>-</u>
Land revaluation increment	211,473	1	211,473	1	Retained earnings (note 13):				
	669,854	4	700,195	5	Legal reserve	905,260	6	480,427	3
Less: Accumulated depreciation	(195,020)	(1)	(203,069)	(1)	Unappropriated earnings	6,050,739	42	5,347,735	38
	<u>474,834</u>	<u>3</u>	<u>497,126</u>	<u>4</u>		<u>6,955,999</u>	<u>48</u>	<u>5,828,162</u>	<u>41</u>
Intangible assets:					Equity adjustments:				
Computer software	3,585	-	5,248	-	Cumulative translation adjustments	(31,874)	-	219,376	2
Other assets:					Unrealized gains on financial instruments	16,295	-	18,424	-
Rental assets (notes 8 and 18)	74,365	1	74,930	1	Unrealized land revaluation increment (note 8)	101,491	1	101,491	1
Refundable deposits (note 18)	9,861	-	16,559	-		<u>85,912</u>	<u>1</u>	<u>339,291</u>	<u>3</u>
Prepaid pension (note 12)	11,723	-	16,469	-	Total stockholders' equity	9,649,150	67	8,774,692	62
	<u>95,949</u>	<u>1</u>	<u>107,958</u>	<u>1</u>	Commitments and contingencies (note 19)				
Total assets	\$ <u>14,362,735</u>	<u>100</u>	<u>14,156,416</u>	<u>100</u>	Total liabilities and stockholders' equity	\$ <u>14,362,735</u>	<u>100</u>	<u>14,156,416</u>	<u>100</u>

See accompanying notes to financial statements.

CHINESE MARITIME TRANSPORT LTD.

Statements of Changes in Stockholders' Equity

For the years ended December 31, 2009 and 2008
(expressed in thousands of New Taiwan dollars)

	Common stock	Capital surplus	Retained earnings Legal reserve	Unappropriated earnings	Cumulative translation adjustments	Net loss not recognized as pension cost	Unrealized gains on financial instruments	Unrealized land revaluation increment	Total
Balance as of December 31, 2007	\$ 2,564,736	42,503	249,274	2,932,008	92,666	(11,583)	44,241	101,491	6,015,336
Appropriations:									
Legal reserve	-	-	231,153	(231,153)	-	-	-	-	-
Employees' bonuses and directors' and supervisors' remuneration	-	-	-	(62,608)	-	-	-	-	(62,608)
Cash dividends	-	-	-	(1,538,841)	-	-	-	-	(1,538,841)
Net income for 2008	-	-	-	4,248,329	-	-	-	-	4,248,329
Unrealized loss on financial instruments – long-term investment under equity method	-	-	-	-	-	-	(25,817)	-	(25,817)
Reversal of net loss not recognized as pension cost	-	-	-	-	-	11,583	-	-	11,583
Foreign currency financial statement translation adjustments	-	-	-	-	126,710	-	-	-	126,710
Balance as of December 31, 2008	\$ 2,564,736	42,503	480,427	5,347,735	219,376	-	18,424	101,491	8,774,692
Appropriations:									
Legal reserve	-	-	424,833	(424,833)	-	-	-	-	-
Cash dividends	-	-	-	(1,744,019)	-	-	-	-	(1,744,019)
Net income for 2009	-	-	-	2,871,856	-	-	-	-	2,871,856
Unrealized loss on financial instruments – long-term investment under equity method	-	-	-	-	-	-	(2,129)	-	(2,129)
Foreign currency financial statement translation adjustments	-	-	-	-	(251,250)	-	-	-	(251,250)
Balance as of December 31, 2009	\$ <u>2,564,736</u>	<u>42,503</u>	<u>905,260</u>	<u>6,050,739</u>	<u>(31,874)</u>	<u>-</u>	<u>16,295</u>	<u>101,491</u>	<u>9,649,150</u>

See accompanying notes to financial statements.