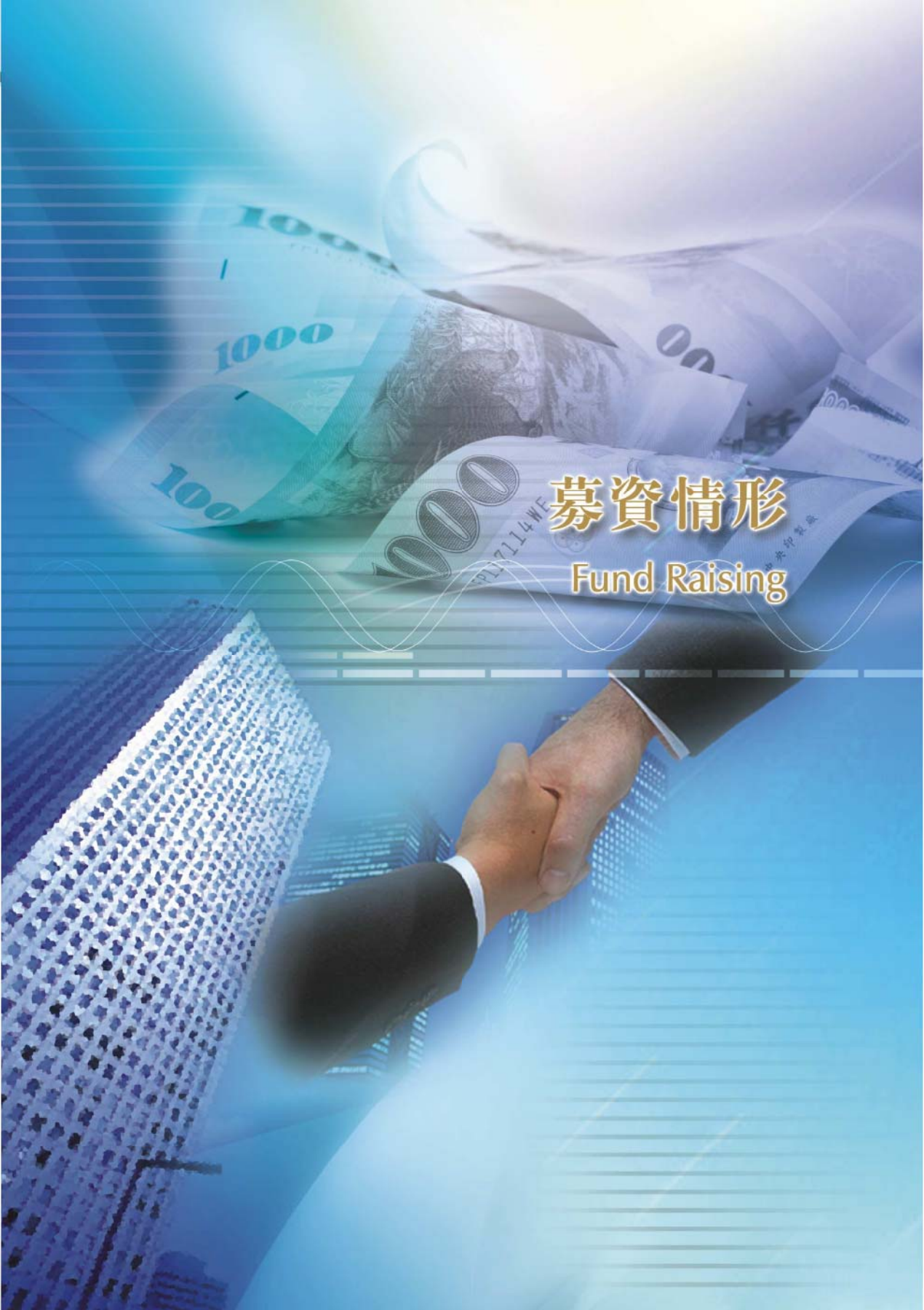

募資情形

Fund Raising

一、股份及股利 Stocks & Dividends

（一）股本來源 Source of Capital

1.股本 Capital

單位：新台幣元；Unit：NT$

年月日 Year / Month /Date	發行價格 Issue Price	核定股本 Authorized Capital		實收股本 Paid-in Capital		備註 Remark	
		股數 Shares	金額 Amount	股數 Shares	金額 Amount	股本來源 Source	其他 Others
2010.05.31	–	1,500,000,000	15,000,000,000	525,798,195	5,257,981,950	原始資本及歷年現金增資、資本公積、特別公積轉增資及盈餘轉增資。Initial capital and capital increase by cash, by capital reserve, special reserve, and by earnings in the past years.	–

2.歷年增資生效（核准）日期與文號 Capital Increase Information

單位：新台幣元；Unit：NT$

會計年度 FY	核定資本額 Authorized Capital / 實收資本額 Paid-in Capital	備註 Remark	主管機關核准文號 Authorized by the Competent Authority
1983	– 450,000,000	原始資本 Initial capital	財政部 70.07.08 台財融 18127 號函 MOF,Tai-Tsai-Rong-No.18127（Jul.8,1981）
1988	– 650,000,000	現金增資 2 億元 Capital increase NT$200 million by cash	財政部 77.02.26 台財融 770059046 號函 MOF,Tai-Tsai-Rong-No.770059046（Feb.26,1988）
1989	– 850,000,000	現金增資 2 億元 Capital increase NT$200 million by cash	財政部 77.11.23 台財融 770430291 號函 MOF,Tai-Tsai-Rong-No.770430291（Nov.23,1988）
1990	– 1,050,000,000	現金增資 2 億元 Capital increase NT$200 million by cash	財政部 80.03.02 台財融 800078016 號函 MOF,Tai-Tsai-Rong-No.800078016（Mar.2,1991）
1994	– 1,534,740,000	1.特別公積轉增資 19,000 萬元。 Capital increase NT$190 million by special reserve 2.現金增資 29,474 萬元。 Capital increase NT$294 million and 740 thousand by cash	財政部 84.03.27 台財融 84707685 號函 MOF,Tai-Tsai-Rong-No.84707685（Mar.27,1995）
1996	– 2,153,079,500	現金增資 61,833.95 萬元。 Capital increase NT$618 million and 339.5 thousand by cash	財政部 84.09.06 台財融 84377510 號函 MOF,Tai-Tsai-Rong-No.84377510（Sep.6,1995）
1997 (1997.06.04)	– 2,367,968,260	現金增資 21,488.876 萬元。 Capital increase NT$214 million and 888.76 thousand by cash	財政部 86.03.11 台財融 86056443 號函 MOF,Tai-Tsai-Rong-No.86056443（Mar.11,1997）
1998 (1997.10.09)	– 3,867,968,260	現金增資 150,000 萬元(公開募股)。 Capital increase NT$1.5 billion by cash (Public solicit)	財政部 86.06.10 台財融 86164514 號函 MOF,Tai-Tsai-Rong-No.86164514（Jun.10,1997）
1999 (1999.03.01)	– 4,486,843,180	特別公積轉增資 61,887.492 萬元。 Capital increase NT$618 million and 874.92 thousand by special reserve	財政部 87.12.30 台財融 87419912 號函 MOF,Tai-Tsai-Rong-No.87419912（Dec.30,1998）
2002 (2002.08.19)	– 4,576,580,040	盈餘轉增資 8,973.686 萬元。 Capital increase NT$89 million and 736.86 thousand by earnings	財政部 91.07.10 台財融 0910030462 號函 MOF,Tai-Tsai-Rong-No-0910030462（Jul.10,2002）
2004 (2004.08.16)	– 5,034,238,040	資本公積轉增資 45,765.80 萬元。 Capital increase NT$457 million and 658 thousand by capital reserve	財政部 93.06.28 台財融(二)字第 0930020109 號函 MOF, Tai-Tsai-Rong-(2)-No.0930020109 （Jun.28,2004）
2005 (2005.06.23)	15,000,000,000 5,034,238,040	增訂額定資本額。 Register authorized capital	行政院金融監督管理委員會 94.07.27 金管銀(二)字第 0948010949 號函 FSC, Jin-Kuan-Yin-(2)-No.0948010949(Jul.27,2005)
2008 （2008.8.26）	15,000,000,000 5,257,981,950	盈餘轉增資 22,374.39 萬元 Capital increase NT$223 million and 743.9 thousand by earnings	行政院金融監督管理委員會 97 年 7 月 9 日金管證(一)字第 0970032868 號函 FSC, Jin-Kuan-Cheng-(1)-No.0970032868 (Jul 9, 2008)

3.核定股本內容 Authorized Capital

2010.05.31

股份種類 Definition of Capital	核定股本 Authorized Capital			備註 Remark
	流通在外股份 Outstanding Stocks	未發行股份 Non-issued Stocks	合計 Total	
普通股 Common Stocks	525,798,195	974,201,805	1,500,000,000	上市 Listed on the TSE

註：本行未申請核准以總括申報制度募集發行有價證券。
The Bank never applies for offering and issuing securities by the shelf registration system

（二）股東結構 Shareholders Structure

2010.04.27

股東結構 Structure / 數量 Amount	政府機構 Governments	金融機構 Financial Institutions	其他法人 Juridicial Person	個人 Private Investors	外國機構及外國人 Foreign Institutions & Foreigners	合計 Total
人數 Members	3	2	40	22,368	56	22,469
持有股數 Shares	243,205,768	9,758,720	9,183,494	224,765,101	38,885,112	525,798,195
持股比例 Shareholding（%）	46.25	1.86	1.75	42.74	7.40	100.00

（三）股權分散情形（每股面額10元） Diversification of Shares (Par Value in NT$10)

1.普通股 Common stock

2010.04.27

持股分級 Shares	股東人數 Mumbers	持有股數 Total Shares held	持股比例 Shareholdings（%）
1－ 999	8,336	1,735, 762	0.33
1,000－ 5,000	8,709	23,831,881	4.54
5,001－ 10,000	2,221	15,653,558	2.98
10,001－ 15,000	1,091	12,559,361	2.39
15,001－ 20,000	401	7,206,702	1.37
20,001－ 30,000	598	14,211,366	2.70
30,001－ 50,000	429	16,617,715	3.16
50,001－ 100,000	352	24,612,658	4.68
100,001－ 200,000	202	28,148,767	5.35
200,001－ 400,000	69	19,305,660	3.67
400,001－ 600,000	24	11,317,800	2.15
600,001－ 800,000	13	8,782,995	1.67
800,001－1,000,000	2	1,848,240	0.35
1,000,001 以上 over 1,000,001	22	339,965,730	64.66
合 計 Total	22,469	525,798,195	100.00

2.特別股：無。

Preferred stocks：none。

（四）主要股東名單 Major Shareholders

2010.04.27

主要股東名稱 Major Shareholders's name ＼ 股份 Stocks	持有股數 Shares	持股比例 Shareholdings（%）
高雄市政府 Kaohsiung City Government	242,236,966	46.07
施純津 Chun-Chin Shih	20,218,598	3.85
余美園 Mei-Yuan Yu	13,741,296	2.61
中國人壽股份有限公司 CHINA LIFE INSURANCE COMPANY, LTD.	9,751,040	1.85
匯豐銀行託管廣通中國基金有限公司投資戶 HSBC was commissioned and management investor account of Kuang-Tung Chinese fund Limited co.,	8,490,000	1.61
匯豐銀行託管 WTA 中華有限公司-瑞士銀 HSBC was commissioned and management WTA Chung Hwa Limited Co., –UBS AG.	5,964,000	1.13
幸福人壽保險股份有限公司 Singfor Life Insurance Co., Ltd.	5,922,280	1.13
花旗(台灣)商業銀行受託保管次元新興市場評估基金投資專戶 CitiBank Taiwan was commissioned and management investor account of Dimension emerging market estimate fund	4,018,926	0.76
匯豐銀行託管馬丁居里中國避險基金 LP 戶 HSBC was commissioned and management Martin Currie China hedged fund, Limited Pertnership	3,881,000	0.74
花旗(台灣)商業銀行受託保管彘亞證券（亞洲）有限公司客戶彘亞國際代理有限公司投資專戶 PRIMASIA INT'L NOMINEES LTD.	3,354,000	0.64

註：主要股東係指持有本行股份總額超過1%或占前10名之股東。
Major shareholder means who owns more than 1% of the Bank's outstanding shares or is one of the top ten shareholders.

（五）最近2年度每股市價、淨值、盈餘、股利及相關資料

Market Price, Equity, Earnings, Dividends Per Share and Relatives for the Past Two Years

單位：新台幣元；Unit：NT$

項目 Item ＼ 年度 FY			2008	2009	2010.03.31
每股市價（註 1）Market Price Per Share	最高	Highest	20.60	11.95	11.40
	最低	Lowest	5.70	5.77	10.40
	平均	Average	12.88	9.12	10.85
每股淨值（註 2）Equity Per Share	分配前	Before Distribution	17.79	17.94	18.12
	分配後	After Distribution	17.79	–	–
每股盈餘 Earnings Per Share	加權平均股數	Weighted Average Shares	525,798,195	525,798,195	525,798,195
	每股盈餘（調整前）	Earnings Per Share (Before Adjustment)	(1.86)	0.15	0.14
	每股盈餘（調整後）	Earnings Per Share (After Adjustment)	(1.86)	–	–
每股股利 Dividends Per Share	現金股利	Cash Dividend	0.00	0.00	–
	無償配股 Stock Dividends	盈餘配股 Stock Dividends Appropriated from Retained Earnings	0.00	0.00	–
		資本公積配股 Stock Dividends Appropriated from Capital Reserve	0.00	0.00	–
	累積未付股利 Accumulated Unappropriated Dividends		0.00	0.00	–
投資報酬分析 Investment Return Analyses	本益比（註 3）P/E Ratio		(6.92)	60.80	–
	本利比（註 4）Price-Dividend Ratio		0.00	0.00	–
	現金股利殖利率（註 5）Cash Dividend Yield（%）		0.00	0.00	–

註 1：各年度最高及最低市價，及按各年度成交值與成交量計算之各年度平均市價。
The highest and lowest market prices each year. The average market price each year is computed with trading value and volume of the corresponding year.

註 2：以年底已發行之股數爲準並依據次年度股東會決議分配之情形填列。
The computation is based on the total shares outstanding at the end of the year and approved appropriation in the subsequent Shareholders' Meeting.

註 3：本益比＝當年度每股平均收盤價／每股盈餘。
Price-earnings ratio = Average closing price of the current year / Earnings per share.

註 4：本利比＝當年度每股平均收盤價／每股現金股利。
Price-dividend ratio = Average closing price of the current year / Cash dividends per share.

註 5：現金股利殖利率＝每股現金股利／當年度每股平均收盤價。
Cash dividend yield = Cash dividend per share / Average closing price per share of the current year.

（六）股利政策及執行狀況 Dividend Policy and Execution Status

1.本行股利政策：請參閱第107頁，本公司「財務報表附註22.盈餘分配」。

Our dividend policy：Please refer to page 107 for "Notes to Financial Statements 22.RETAINED EARNINGS".

2.99年度股東會擬議之股利分配情形：98年度不分配股利。

The FY 2010 shareholders' meeting has resolved to distribute dividends in the following order：The distribution of earnings in 2009 is nil.

（七）99年股東會擬議之無償配股對營業績效及每股盈餘之影響：無。

The Impact of Dividend Distributions and the Issuance of Bonus Shares Resolved by the FY 2009 Shareholders' Meeting on Our Operating Performance and Earnings Per Share：none.

（八）員工分紅及董事、監察人酬勞 Employees' Bonus & Remunerations to Directors & Supervisors

1.本行章程所載員工分紅及董事、監察人酬勞之成數或範圍：請參閱第107頁，本公司「財務報表附註22.盈餘分配」。

The percentages or coverage of employee's bonus, and remunerations to directors & supervisors stated in Articles of Incorporation please refer to page 107 for "Notes to Financial Statements 22.RETAINED EARNINGS".

2.董事會通過之擬議配發98年員工分紅之資訊：

The information about the Board of Directors' meeting has resolved to distribute employees' bonus for FY 2009.

（1）配發員工現金紅利、股票紅利及董監事酬勞金額：

The amount distributed employees' cash bonus, employees' stock bonus and remunerations to directors and supervisors

員工現金紅利	0元。	Employees' cash bonus：NT$ 0.
員工股票股利	0元。	Employees' stock bonus：NT$ 0.
董監事酬勞	0元。	Remunerations to directors and supervisors：NT$ 0.

（2）98年擬議配發員工紅利股數及其占盈餘轉增資之比例：無。

The amount distributed employees' stock bonus, and it's percentage to capital increase by earnings for FY 2009：none.

（3）98年考慮擬議配發員工紅利及董監事酬勞後設算每股盈餘：無。

Earnings per share after the distribution of employees' bonus and remuneration to directors and supervisors for FY 2009：none

3.97年度盈餘用以配發員工紅利及董事、監察人酬勞情形，與原董事會通過之擬議分配情形相符。

Earnings distribution to employees' bonus & remunerations to directors and supervisors for FY 2008 corresponded with the decision of the Board of Director.

（1）97年度盈餘配發員工紅利：無。

Earnings distribution for employee bonus for FY 2008: none.

（2）97年度盈餘配發董事及監察人酬勞：無。

Remuneration to directors and supervisiors appropriated from retained earnings for FY 2008: none.

（九）本行買回本行股份情形：無。

Execution of Treasury Stock of the Bank：none.

二、金融債券、特別股、海外存託憑證、員工認股權憑證及併購（包括合併、收購及分割）之辦理情形

Financial Bonds, Preferred Stocks, Overseas Depository Receipts, Employees Share Options Receipts, Merger & Acquisitions

（一）金融債券發行情形 Financial Bonds

單位：新台幣元；Unit：NT$

金融債券種類 Item	次順位金融債券（1） Subordinate debt
中央主管機關核准日期、文號 Date & No Approved by the Central Competent Authority	行政院金融監督管理委員會 2007.05.08 金管銀（二）字第09600178130 號 FSC, Jin-Kuan-Yin-(2)-No.09600178130 (May 08, 2007)
發行日期 Date of Issuance	2007.06.12 Jun. 12, 2007
面額 Par	1,000 萬元 10 million
發行及交易地點 Place of Issuance and Trade	中華民國 Republic of China
幣別 Currency	新台幣 New Taiwan Dollars
發行價格 Price of Issuance	按面額十足發售 100%
總額 Total Amount	10 億元 1 billion
利率 Interest	指標利率（註）＋0.40% 浮動計息 Indicator rate (Note) +0.40% floating interest rate
期限 Tenor	7 年期，到期日：2014.06.12 7 years, maturity date：Jun. 12, 2014
受償順位 Senior / Subordinate debt	次順位 Subordinate debt
保證機構 Guarantor	無 none
受託人 Trustee	無 none
承銷機構 Underwriter	英商渣打銀行台北分行 Standard Chartered Bank, Taipei Branch
簽證律師 Certified Lawyers	無 none
簽證會計師 Certified Public Accountants	無 none
簽證金融機構 Certification Institution	無 none
償還方法 Repayment	到期一次還本 Repayment in lump sum upon maturity
未償還餘額 Outstanding Balance	10 億元 1 billion
發行前一年度實收資本額 Year 2006 Paid-in Capital	50 億 3,423 萬 8,040 元 5 billion 34.23 million 8 thousand and forty
發行前一年度決算後淨值 Year 2006 Total Stockholders' Equity	106 億 841 萬 2,624 元 10.6 billion 8.41 million 2 thousand 6 hundred and twenty four
履約情形 Performance	正常 normal
贖回或提前清償之條款 Redemption or Early Exercise Term	無 none
轉換及交換條件 Convertible & Swap Term	無 none
限制條款 Restricted Clause	無 none
資金運用計畫 Fund Utilization Plans	配合中長期一般放款 corporate with medium and long term loans
申報發行金額加計前已發行流通在外之餘額占發行前一年度決算後淨值之比率 Ratio of the Registered Value of Issue plus Outstanding Balance against the Net Value after Settlement of the Year previous to the Year of Issue（%）	13.20%
是否計入合格自有資本及其類別 Whether Include Qualified Capital and the Corresponding Category	第二類資本 tier 2
信用評等機構名稱、評等日期及其評等等級 Credit Rating Agency, Date and Rating	無 none

註：指標利率係指自發行日起每次起息日前2個台北營業日上午11時路透社6165頁之新台幣90天商業本票次級市場均價利率（Fixing Rate），每3個月重設一次。

Note: The indicator rate means the Fixing Rate of 90-day commercial promissory note in NTD referred to in Reuters (Page 6165) at 11:00 am, two business days in Taipei prior to the date of accruing interest as of the issue date, which shall be re-set per three months.

單位：新台幣元；Unit：NT$

金融債券種類 Item	次順位金融債券（2） Subordinate debt
中央主管機關核准日期、文號 Date & No Approved by the Central Competent Authority	行政院金融監督管理委員會 2008.12.22 金管銀（二）字第 09700499970 號 FSC, Jin-Kuan-Yin-(2)-No.09700499970 (Dec. 22, 2008)
發行日期 Date of Issuance	2009.01.20 Jan. 20, 2009
面額 Par	1,000 萬元 10 million
發行及交易地點 Place of Issuance and Trade	中華民國 Republic of China
幣別 Currency	新台幣 New Taiwan Dollars
發行價格 Price of Issuance	按面額十足發售 100%
總額 Total Amount	30 億元 3 billion
利率 Interest	固定年利率 3.40% Fixed rate 3.40%
期限 Tenor	7 年期，到期日：2016.01.20 7 years, maturity date：Jan. 20, 2016
受償順位 Senior / Subordinate debt	次順位 Subordinate debt
保證機構 Guarantor	無 none
受託人 Trustee	無 none
承銷機構 Underwriter	大華證券、兆豐證券、元大證券、日盛證券 GRAND CATHAY securities, Mega securities, Yuanta securities, JIHSUN securities
簽證律師 Certified Lawyers	無 none
簽證會計師 Certified Public Accountants	無 none
簽證金融機構 Certification Institution	無 none
償還方法 Repayment	到期一次還本 Repayment in lump sum upon maturity
未償還餘額 Outstanding Balance	30 億元 3 billion
發行前一年度實收資本額 Year 2008 Paid-in Capital	52 億 5,798 萬 1,950 元 5.2 billion 57.98million 1 thousand 9 hundred and fifty
發行前一年度決算後淨值 Year 2008 Total Stockholders' Equity	93 億 5,529 萬元 3,389 元 9.3 billion 55.29 million 3 thousand 3 hundred and eighty nine.
履約情形 Performance	正常 normal
贖回或提前清償之條款 Redemption or Early Exercise Term	無 none
轉換及交換條件 Convertible and Swap Term	無 none
限制條款 Restricted Clause	無 none
資金運用計畫 Fund Utilization Plans	配合中長期一般放款 corporate with medium and long term loans.
申報發行金額加計前已發行流通在外之餘額占發行前一年度決算後淨值之比率 Ratio of the Registered Value of Issue plus Outstanding Balance against the Net Value after Settlement of the Year previous to the Year of Issue（%）	42.76%
是否計入合格自有資本及其類別 Whether Include Qualified Capital and the Corresponding Category	第二類資本 tier 2
信用評等機構名稱、評等日期及其評等等級 Credit Rating Agency, Date and Rating	中華信用評等（股）公司 2009.1.13 twA– Taiwan Ratings Corp. Ratings：tw A–, Jan. 13, 2009

（二）特別股、海外存託憑證、員工認股權憑證及併購之辦理情形：無

Preferred Stocks、Overseas Depository Receipts、Employees Share Options Receipts、Merger & Acquisitions：none.

三、資金運用計劃執行情形 Fund Utilization Plans

（一）計劃內容 Plans

截至99年第1季止，前各次發行或私募有價證券及金融債券尚未完成或最近3年內已完成且計畫效益尚未顯現者：無。

Up to Q1 of 2010, with respect to each uncompleted public issue or private placement of securities and financial debentures, and to such issues and placements that were completed in the most recent three years but have not yet fully yielded the planned benefits：none.

（二）執行情形：無。

Results：none.