## 三、公司治理運作情形

### （一）第10屆董事會運作情形

99年度董事會開會9次，董事出席情形如下：

## Corporate Governance Practices

### Practices of Board of Directors

9 meetings were held by the Board of Directors in 2010 and attendances of directors are shown as below.

| 職　稱 Title | 姓　名 Name | 實際出席次數 Frequency of actual attendance | 委託出席次數 Frequency of proxy attendance | 實際出席率（%） Actual attendance ratio | 備　註 Remarks |
|---|---|---|---|---|---|
| 常務董事代理董事長 Managing Director and Acting Chairman | 雷仲達 Chung-Dar Lei （高雄市政府代表） (Representative of Kaohsiung City Government) | 9 | 0 | 100.00 | 99.08.03代理董事長 Acting Chairman on Aug. 3, 2010 |
| 常務董事兼獨立董事 Independent Director and Managing Director | 林文淵 Wen-Yuan Lin | 9 | 0 | 100.00 | |
| 常務董事 Managing Director | 郝建生 Chien-Sheng Hao （高雄市政府代表） (Representative of Kaohsiung City Government) | 7 | 2 | 77.77 | |
| 董事兼總經理 Director and President | 鍾武湖 Charles W. Chung （高雄市政府代表） (Representative of Kaohsiung City Government) | 5 | 0 | 55.55 | |
| 獨立董事 Independent Director | 何美玥 Mei-Yueh Ho | 9 | 0 | 100.00 | |
| 獨立董事 Independent Director | 林向愷 Kenneth S. Lin | 4 | 0 | 80.00 | 99.6.23新任，應出席5次 Elected on Jun. 23, 2010, 5 times of should be attendance |
| 董事 Director | 陳瑞芳 Jueifang P. Chen （高雄市政府代表） (Representative of Kaohsiung City Government) | 9 | 0 | 100.00 | |
| 董事 Director | 王再福 Tsai -Fu Wang （高雄市政府代表） (Representative of Kaohsiung City Government) | 9 | 0 | 100.00 | |
| 董事 Director | 周元培 Yuan- Pei Chou （高雄市政府代表） (Representative of Kaohsiung City Government) | 8 | 0 | 88.88 | |
| 董事 Director | 許立明 Li- Ming Hsu （高雄市政府代表） (Representative of Kaohsiung City Government) | 5 | 3 | 55.55 | |
| 董事 Director | 趙健在 Chien-Tsai Chao （高雄市政府代表） (Representative of Kaohsiung City Government) | 5 | 1 | 55.55 | |
| 董事長 Chairman | 黃望修 W. H. Huang （高雄市政府代表） (Representative of Kaohsiung City Government) | 6 | 0 | 100.00 | 99.08.03辭職解任，應出席6次 Resigned on Aug. 3, 2010, 6 times of should be attendance |

其他事項：

1.董事對利害關係議案迴避之執行情形：無。

2.99年度加強董事會職能之目標，與執行情形評估：

本公司董事會成員皆忠實執行業務及盡善良管理人之注意義務，並按照相關法令及公司章程審慎執行職務，以維護公司及股東權益。修訂「高雄銀行董事會規程」，俾提升董事會之功能及運作效力，並於99年股東常會補選獨立董事1席，以加強董事會之職能。

Others :

1. The effort of directors in preventing a “conflict of interest”: None.
2. Progress assessment of the 2010 agenda - empowerment of the Board of Directors:
   All members of the Bank’s Board of Directors execute business with care and loyalty, and perform their duty according to the relevant laws and the Bank’s articles of incorporation to protect the Bank’s and shareholders’ interests and rights. The Bank also amended the “Rules for Board Meetings of the Bank of Kaohsiung”, in order to upgrade the functions and operations of the Board of Directors. The Bank also Elected 1 seats of independent directors in the general shareholders’ meeting in 2010, in order to enhance the functions of the Board of Directors.

(二) 第10屆監察人參與董事會運作情形

99年度董事會開會9次，監察人列席情形如下：

Supervisor Attend Practices of Board of Directors

9 meetings were held by the Board of Directors in 2010 and attendance of supervisors are shown as below.

| 職稱 Title | 姓名 Name | 實際列席次數 Frequency of actual attendance | 實際列席率(%) Actual attendance ratio | 備註 Remarks |
|---|---|---|---|---|
| 監察人 Supervisor | 張識興 Shih-Shin Chang | 9 | 100.00 | — |
| 監察人 Supervisor | 蘇裕惠 Yu-Hui Su | 6 | 66.66 | — |
| 監察人 Supervisor | 張山輝 Shan-Hui Chang | 9 | 100.00 | — |

其他應記載事項：

一、監察人之組成及職責：

(一) 監察人與銀行員工及股東之溝通情形

監察人經常與本行董事會稽核處、董事會秘書處或業務管理處等透過書面報告或會議方式聯繫並了解業務執行情形。

(二) 監察人與內部稽核主管及會計師之溝通情形

監察人經常與本行董事會稽核處、業務管理處及會計師透過書面資料或會議方式事前溝通銀行財務、業務狀況，溝通結果有利本行董事會議案之執行。99年度共召開監察人會議3次。

二、監察人列席董事會陳述意見之情形：

Others :

I.Organization and Responsibilities of Supervisors:

(I)Communication between Supervisors and Bank Employees and Shareholders

Supervisors will contact the Auditing Dept. of the Board of Directors, Secretary's Dept. of the Board of Directors and Business Management Dept. from time to time, and review the condition of the Bank.

(II)Communication between Supervisors and internal auditing and CPA.

Supervisors often communicate with the Auditing Dept. of the Board of Directors, Business Management Dept., and the independent CPA for this Bank's finance and business via written materials or meetings. This communication is helpful for the execution of the motions proposed in the board of directors' meetings. 3 sessions of supervisors meeting were held in 2010.

II.Opinion statement of supervisors in the board of directors' meeting :

| 董事會 Board of Directors | | | | |
|---|---|---|---|---|
| 會議日期 Date | 期別 term | 議案內容 content | 會議決議 The Resolutions | 對監察人意見之處理 The execution of the resolutions |
| 99.04.15 | 第10屆第11次董事會 | 檢具建興聯合會計師事務所查核簽證之本行98年度（98年1月1日至12月31日）內部控制制度查核報告。<br>蘇監察人裕惠發言：<br>請稽核單位按季依單位別統計內部控制缺失事項。 | 請經理部門遵照辦理。 | 依據蘇監察人意見辦理。 |
| | 11st board of directors' meeting of 10th term | Independent auditor's report on Internal control system is issued by Crowe Horwath$_{TM}$ certified public accountants a member of Crowe Horwath international in FY 2009.<br>Supervisor Yu-Hui Su remarks:<br>The Auditing Dept. shall compile all internal control issues found on a quarterly basis, categorized by unit functions. | The manager departments were required to obey it. | Supervisor Su's comments shall be adopted. |
| 99.10.28 | 第10屆第14次董事會 | 本行「國際會計準則」(以下簡稱IFRS)轉換計畫執行情形暨34號及41號公報辦理情形。<br>蘇監察人裕惠發言：透過本次IFRS執行進度報告，對IFRS轉換計畫執行進度愈加明朗，對執行時程規劃及已認定之會計政策等提醒注意事項。 | 全體出席董事洽悉。 | 依據蘇監察人意見辦理。 |
| | 14th board of directors' meeting of 10th term | Plans and progress updates relating to the adoption of "International Financial Reporting Standards" (IFRS), and Statements of Financial Accounting Standards No.34 and No.41.<br>Supervisor Yu-Hui Su remarks:<br>The current IFRS adoption report provided better insights to the Bank's progress on IFRS adoption. The Bank has raised some reminders and notices regarding the scheduled progress and the impact on accounting policies etc. | Acknowledged by all of the present directors | Supervisor Su's comments shall be adopted. |

(三) 依「銀行業公司治理實務守則」規定應揭露項目：請瀏覽本行網頁www.bok.com.tw「公開揭露事項—公司治理運作情形」。

For the Disclosures Required by the "Guidelines for Bank Corporate Governance" : Please refer to www.bok.com.tw.

(四) 本行公司治理運作情形與「銀行業公司治理實務守則」之差異情形及原因：

The Differences between the Corporate Governance Practice of the Bank and the "Guidelines for Bank Corporate Governance":

| 項目<br>Item | 本行運作情形<br>Operation | 與「銀行業公司治理實務守則」之差異情形及原因<br>The Difference from Coporate Governace Best Practice Principles for Banking Industry and Reason |
|---|---|---|
| 一、銀行股權結構及股東權益 Equity Structure and Shareholder Rights | | |
| (一)銀行處理股東建議或糾紛等問題之方式。<br>Method of Handling Shareholder Suggestions and Disputes | (一)本行設有專線電話及電子信箱供股東建議及解決問題。<br>The Bank has installed hot lines and e-mail boxes exclusively for Shareholders' suggestions and resolutions. | (一)符合「銀行業公司治理實務守則」第19條第1項規範。<br>In accordance with the "Guidelines for Bank Corporate Governance" article 19. |
| (二)銀行掌握實際控制銀行之主要股東及主要股東之最終控制者名單之情形。<br>Name List of Shareholders with Controlling Interest, and Ultimate Controllers of Major Shareholders | (二)本行之主要控制股東為高雄市政府，持有本公司股份46.07%，其代表人並依高雄市政府投資本公司股權管理辦法執行職務。<br>The major shareholder of the Bank is Kaohsiung City Government, holding 46.07% of the Bank's shares. Its representative also performs his duty pursuant to the rules governing investment by Kaohsiung City Government in the Bank. | (二)符合「銀行業公司治理實務守則」第20、27條規範。<br>In accordance with the "Guidelines for Bank Corporate Governance" article 20 & 27. |
| (三)銀行建立與關係企業風險控管機制及防火牆情形。<br>Mechanism for Controlling Risk with Related Companies, and Firewall Method | (三)本行對於關係企業，均依據本公司對子公司監理準則控管。<br>The Bank controls its affiliated enterprises in accordance with the guidelines governing the Bank's supervision of subsidiaries. | (三)符合「銀行業公司治理實務守則」第21條規範。<br>In accordance with the "Guidelines for Bank Corporate Governance" article 21. |
| 二、董事會之組成及職責 Organization and Responsibilities of the Board of Directors | | |
| (一)銀行設置獨立董事之情形。<br>Does The Bank Set Seats for Independent Directors? | (一)本行97年股東常會業已選舉三席獨立董事。李文智先生98年6月26日請辭本行獨立董事，於99年6月23日補選獨立董事林向愷先生。<br>The Bank has elected 3 seats of independent directors in the general shareholders' meeting in 2008. After independent directors Wen-Chih Lee, resigned on Jun. 26, 2009, Kenneth S. Lin elected as Independent Director on Jun. 23, 2010. | (一)符合「銀行業公司治理實務守則」第31條規範。<br>In accordance with the "Guidelines for Bank Corporate Governance" article 31. |

| 項目<br>Item | 本行運作情形<br>Operation | 與「銀行業公司治理實務守則」之差異情形及原因<br>The Difference from Coporate Governace Best Practice Principles for Banking Industry and Reason |
|---|---|---|
| (二)定期評估簽證會計師獨立性之情形。<br>Regular Assessment of Independence of CPA | (二)1.評估作業：<br>針對簽證會計師之獨立性予以審查，不得為本行之董事、監察人或受僱人，亦不得為直接或間接持有本行已發行股份總額1%以上或持股前十名之自然人股東。並由簽證會計師事務所出具超然獨立聲明書函。<br>2.評估頻率：<br>每年一次提案董事會報告評估獨立性情形。<br>1.Assessments:<br>Auditors were assessed for their independence. They must not act as a director, supervisor, or employee of the Bank; nor can they own, directly or indirectly, more than 1% of the Bank's outstanding share capital or become one of the Bank's top ten natural person shareholders. The auditor's firm must issue a declaration of independence.<br>2.Frequency of assessment:<br>The assessment of independence is reported to the Board of Directors once a year. | (二)符合「銀行業公司治理實務守則」第38條規範。<br>In accordance with the "Guidelines for Bank Corporate Governance" article 38. |
| 三、建立與利害關係人溝通管道之情形 Establishment of Communication Channels with Materially Related Parties | | |
| 本行與利害關係人之溝通管道<br>The Communication Channels of the Bank and the Related Parties | (一) 依銀行法規定，於利害關係人任職時，立即請其填報利害關係人資料表，並提供利害關係人有關銀行法及主管機關規定之授信限制，俾利遵循。<br>According to the Banking Act, the Bank will ask any materially related party to complete the materially related party's information form immediately after he / she is hired, and also provide the materially related party with the credit extension restrictions provided by the Banking Act and the competent authorities.<br>(二) 定期將利害關係人鍵檔資料交利害關係人核對確認及更新，溝通情形順暢無礙。<br>Have the materially related party's information as documented checked, verified and updated by the materially related party periodically. The Bank's communication with the materially related party is free from any interruption. | 符合「銀行業公司治理實務守則」第22、23條規範。<br>In accordance with the "Guidelines for Bank Corporate Governance" article 22 & 23. |

| 項目<br>Item | 本行運作情形<br>Operation | 與「銀行業公司治理實務守則」之差異情形及原因<br>The Difference from Coporate Governace Best Practice Principles for Banking Industry and Reason |
|---|---|---|
| | (三)本公司設發言人、免付費專線電話及電子信箱，供本行客戶、股東建議及釋疑；另不定期辦理社區理財講座及提供內部人公司治理研討之訊息，並充分揭露資訊於公開資訊觀測站。<br>The Bank has appointed a spokesperson, installed toll-free hot line and email box to provide suggestion and explanation about questions to the Bank's customers and shareholders. Meanwhile, the Bank also holds the community wealth management symposiums and provides the in-house staff with the information about the corporate governance irregularly, and discloses the financial information in MOPS. | |
| 四、資訊公開 Disclosure of Information | | |
| (一)銀行架設網站，揭露財務業務及本行公司治理資訊之情形。<br>Establishment of a Website where Information on Financial Operations and Corporate Governance is Disclosed | (一)本公司架設有網站(網址www.bok.com.tw)揭露財務業務及公司治理資訊。<br>The Bank has established a Website (www.bok.com.tw) where information on financial operations and corporate governance of the Bank is disclosed. | (一)符合「銀行業公司治理實務守則」第69條規範。<br>In accordance with the "Guidelines for Bank Corporate Governance" article 69. |
| (二)銀行採行其他資訊揭露之方式。<br>Use of Other Methods for Information Disclosure | (二)上述網址可點選進入本行英文網站；本公司發言人為徐主任秘書翠梅；並指定專人負責公開資訊之蒐集與揭露。<br>The Bank's english website may be accessed from the said website. The spokesperson of the Bank is Chief Secretary Tsui-Mei Hsu. The Bank also appoints specialized personnel to collect and disclose the public information. | (二)符合「銀行業公司治理實務守則」第67、68條規範。<br>In accordance with the "Guidelines for Bank Corporate Governance" article 67 & 68. |
| 五、銀行設置提名、薪酬或其他各類功能性委員會之運作情形。<br>Operations of Functional Commissions such as the Nomination or Compesation Committees Established by the Bank | 截至100年3月止，本行未設置功能委員會。<br>The Bank has not established any functional commissions such as the nomination Compesation Committees before Mar. 2011. | 依「銀行業公司治理實務守則」第35條，董事會得考量其規模及獨立董事人數，設置各類功能性之專門委員會。本行尚未規劃設置功能委員會。<br>According to Article 35 of the "Guidelines for Bank Corporate Governance", the Board of Directors may establish the various functional commissions in terms of its scale and number of independent directors. The Bank has not yet established any functional commissions. |
| 六、本行公司治理運作情形及其與「銀行業公司治理實務守則」之差異情形及原因：<br>(一)設置獨立監察人之情形<br>依證券交易法第14-4條規定，發行公司應擇一設置審計委員會或監察人，本行目前由監察人獨立行使職權。<br>(二)設置審計委員會等功能委員會之情形：無。 | The Differences between the Corporate Governance Practice of the Bank and the "Guidelines for Bank Corporate Governance" Reasons for the Difference:<br>(I)Does the Bank Set Independent Supervisors?<br>Article 14-4 of the "Securities and Exchange Act" expressly provides that a company shall install either of the audit committee or supervisor. For the time being, the Bank is having supervisors exercise their functions independently.<br>(II)Is there a Auditing Committee : None. | |

| 項目<br>Item | 本行運作情形<br>Operation | 與「銀行業公司治理實務守則」之差異情形及原因<br>The Difference from Coporate Governace Best Practice Principles for Banking Industry and Reason |
|---|---|---|
| 七、其他有助於瞭解公司治理運作情形之重要資訊：<br>(一)投資者關係：本行之主要控制股東為高雄市政府，持有本公司股份46.07%，其代表人並依高雄市政府投資本公司股權管理辦法執行職務。<br>(二)員工權益：請參閱第78頁「五、勞資關係（一）、4.員工權益維護措施」。<br>(三)利害關係人之權利：請參閱第40頁，「建立與利害關係人溝通管道之情形」。<br>(四)董監事99年受訓紀錄：請參閱第47頁附表一「董監事99年受訓紀錄」。<br>(五)風險管理政策及風險衡量標準之執行情形：請參閱第124頁「本行各項風險管理制度」。<br>(六)客戶政策之執行情形：為加強客戶之服務與溝通，本行設有消費者申訴專線、以及授信、衍生性金融商品、消費金融案件債務協商機制等專屬服務窗口。<br>(七)銀行為董事及監察人購買責任保險之情形：99年6月2日本行已向美亞產物保險股份有限公司完成投保「董監事及經理人責任保險」。 | Important Information of Corporate Governance Practice of the Bank :<br>(I) With Investor Related : The major shareholder of the Bank is Kaohsiung City Government, holding 46.07% of the Bank's shares. Its representative also performs his duty pursuant to the rules governing investment by Kaohsiung City Government in the Bank.<br>(II)Employee Rights : Please refer to page 78 "Fulfillment of employee rights".<br>(III) Right of Related Parties: Please refer to page 40" Establishment of Communication Channels with Materially Related Parties".<br>(IV)Training Record of Directors and Supervisors in 2010 : Please refer to page 47, appendix I "Training record of directors and supervisors in 2010".<br>(V) Execution of Risk Management Policies and Risk Measuring Standards : Please refer to page 124 "This Bank's risk management systems".<br>(VI)Execution of Customers' Policies : In order to improve the services provided to customers and communication with customers, The Bank has a toll free hot line, and customer service window setup exclusively for credit, financial derivatives and negotiation mechanisms for consumers' financial debt.<br>(VII)Purchase of Liability Insurance by the Bank for Directors and Supervisors : The Bank has purchased "Directors, Supervisors & Officers Liability Insurance" from Chartis Taiwan Insurance Co., Ltd. on Jun. 2, 2010. | |
| 八、公司治理自評報告或委託其他專業機構之公司治理評鑑報告結果、主要缺失（或建議）事項及改善情形：<br>截至100年3月止，本行尚未辦理公司治理自評報告。 | Corporate Governance Self-Assessment Report or Result of Assessment Report Made by Other Professional Organization on a Consignment Basis, Major Defects (or Suggestions) and Improvement Thereof :<br>The Bank did not make the corporate governance self-assessment report before Mar. 2011. | |

(五)本行履行社會責任情形　　The Bank Towards its Social Responsibility

| 項目<br>Item | 運作情形<br>Operation | 與「上市上櫃公司企業社會責任實務守則」差異情形及原因<br>Deviations from "Corporate Social Responsibility Best Practice Principles for TWSE/GTSM Listed Companies" and reasons |
|---|---|---|
| 一、落實推動公司治理<br>(一)銀行訂定企業社會責任政策或制度，以及檢討實施成效之情形。<br>Actualizing the Promotion of Corporate Governance Policies<br>Condition Where the Bank Sets Forth Corporate Social Responsibility (CSR) Policies or Regulations and Examines Performance Results From the Implementation. | 截至100年3月止，本行尚未制定「企業社會責任實務守則」<br>The Bank has not set forth "Corporate Social Responsibility (CSR) Practice Principles" before Mar. 2011. | 截至100年3月止，本行尚未制定「企業社會責任實務守則」<br>The Bank has not set forth "Corporate Social Responsibility (CSR) Practice Principles" before Mar. 2011. |
| (二) 銀行設置推動企業社會責任專（兼）職單位之運作情形。<br>Condition Where the Bank Sets Up Full (Part) Time Departments to Promote the Operation of Corporate Social Responsibility. | 截至100年3月止，本行尚未設置推動企業社會責任之專責單位。<br>The Bank has not set up full (part) time departments to promote the operation of corporate social responsibility before Mar. 2011. | 截至100年3月止，本行尚未設置推動企業社會責任之專責單位。<br>The Bank has not set up full (part) time departments to promote the operation of corporate social responsibility before Mar. 2011. |

| 項目<br>Item | 運作情形<br>Operation | 與「上市上櫃公司企業社會責任實務守則」差異情形及原因<br>Deviations from "Corporate Social Responsibility Best Practice Principles for TWSE/GTSM Listed Companies" and reasons |
|---|---|---|
| (三) 銀行定期舉辦董事、監察人與員工之企業倫理教育訓練及宣導事項，並將其與員工績效考核系統結合，設立明確有效之獎勵及懲戒制度之情形。<br>Condition Where the Bank Regularly Holds Business Ethics Educational Training and Advocacy Events for Members of the Board, Supervisors and Staff. The Bank Also Integrates the Events With Staff Performance Evaluation System to Establish a Clear and Effective Reward and Penalty Program. | 1.為落實企業倫理及宣導事項，每年定期舉辦相關課程(如業務規範及職業道德操守研習班並不定期遴派董事、監察人與員工參加相關專業訓練機構舉辦之相關專業課程。<br>2.員工之品德操守已列入年度服務成績考核項目中考評。<br>3.本行為落實企業倫理，訂有「從業人員服務規則」供員工遵循，如有檢舉、協助破獲違法案件或違反規定情事者，將視情節依「從業人員獎懲辦法」予以獎勵或議處。<br>1.In order to implement corporate ethics and promotional matters, relevant courses are held annually (such as business rules and professional ethics seminars) and directors, supervisors and employees are sent irregularly to participate in relevant professional courses held by professional training institutions.<br>2.Employee ethics are included into annual performance review items.<br>3.In order to implement enterprise ethics, "Employee Service Rules" are established for employees' compliance. In case of any report or assistance with any discovery of an illegal case or violation of rules, rewards or sanctions shall be granted or imposed considering the actual situation in accordance with the "Rules for Rewards and Sanctions for Employees". | 符合「上市上櫃公司企業社會責任實務守則」第11條規範。<br>In accordance with the "Corporate Social Responsibility Best Practice Principles for TWSE/GTSM Listed Companies" article 11. |
| 二、發展永續環境<br>(一)銀行致力於提升各項資源之利用效率，並使用對環境負荷衝擊低之再生物料之情形。<br>Develop Sustainable Environment<br>Condition Where the Bank is Devoted to Enhancing the Effective Use of All Resources and Making Use of Recycled Materials That Pose the Least Impact to the Environment. | 無<br>None. | 截至100年3月止，本行尚無致力於提升各項資源之利用情事。<br>The Bank has not devoted to enhancing the effective use of all resources before Mar. 2011. |
| (二)銀行依其產業特性建立合適之環境管理制度之情形。<br>Condition Where the Bank Establishes Appropriate Environment Management System According to Industry Characteristics. | 無<br>None. | 截至100年3月止，本行尚未建立環境管理制度。<br>The Bank did not establishes appropriate environment management system before Mar. 2011. |
| (三)設立環境管理專責單位或人員，以維護環境之情形。<br>Condition of Setting Up Exclusive Environment Management Department or Personnel to Protect The Environment. | 由各單位自行招商負責維護環境工作，並指定專人指導管理。<br>Each division shall seek suppliers to be responsible for environmental maintenance work and designate dedicated personnel for guidance and management. | 符合「上市上櫃公司企業社會責任實務守則」第15條規範。<br>In accordance with the "Corporate Social Responsibility Best Practice Principles for TWSE/GTSM Listed Companies" article 15. |

| 項目<br>Item | 運作情形<br>Operation | 與「上市上櫃公司企業社會責任實務守則」差異情形及原因<br>Deviations from "Corporate Social Responsibility Best Practice Principles for TWSE/GTSM Listed Companies" and reasons |
|---|---|---|
| (四)銀行注意氣候變遷對營運活動之影響，制定銀行節能減碳及溫室氣體減量策略之情形。<br>Condition Where the Bank Watches Out for Impact that Weather Changes Have on Operational Activities and Sets Forth Strategies In Regards to the Bank's Energy Saving, Carbon Reduction and Greenhouse Gas Volume Reduction. | 1.老舊燈具逐步汰換為T5省電燈具及燈管。<br>2.在設置環境許可下適當採用變頻式空調設備。<br>1.Old lighting fixtures shall be replaced by T5 energy-saving lighting fixtures and light tubes.<br>2.Adopt inverter air conditioning equipment as permitted under installation environment. | 符合「上市上櫃公司企業社會責任實務守則」第18條規範。<br>In accordance with the "Corporate Social Responsibility Best Practice Principles for TWSE/GTSM Listed Companies" article 18. |
| 三、維護社會公益<br>(一)銀行遵守相關勞動法規，保障員工之合法權益，建立適當之管理方法與程序之情形。<br>Protection Of Social Wellness<br>Condition Where the Bank Follows Related Labor Regulations, Protects Employees' Legal Rights and Establishes Appropriate Management Method and Procedure. | 本行相關人事規章及制度均以相關勞動法令為基準而訂定，以明確規範員工權利與義務，並為落實保障員工之權益，自91年起與本行產業工會簽訂「團體協約」(3年一約)，團體協約所約定之內容大多優於現行相關勞動法令之規定。<br>The relevant human resource rules and systems of the Bank are established based on relevant labor laws and regulations to specify employee rights and obligations. Further, to implement the protection of employee interest, starting from 2002, the Bank has been signing "group contracts" with the union (every three years). Most of the provisions under the group contracts are more favorable compared to provisions under existing relevant labor laws and regulations. | 符合「上市上櫃公司企業社會責任實務守則」第19條規範。<br>In accordance with the "Corporate Social Responsibility Best Practice Principles for TWSE/GTSM Listed Companies" article 19. |
| (二)銀行提供員工安全與健康之工作環境，並對員工定期實施安全與健康教育之情形。<br>Condition Where the Bank Provides Its Employees a Safe and Healthy Working Environment, As Well As Implements Safe and Healthy Education Regularly for The Employees. | 1.本行依「勞工安全衛生法」相關規定提供員工安全與健康之工作環境，並依「勞工健康保護規則」之規定自91年起辦理員工公費健康檢查，檢查項目及期限均優於「勞工健康保護規則」之規定。<br>2.本行依「勞工安全衛生教育訓練規則」辦理「急救人員在職訓練班」及「勞工安全衛生業務主管在職訓練班」，另為增進員工之身體健康，每年均遴聘安全與健康之專業人士(如中西醫、營養師、大學教授・・・等)蒞行講授「健康講座」。<br>1.The Bank provides a working environment with employee safety and health in accordance with the "Labor Safety and Health Act". Also, in accordance with the "Regulations for Labor Health Protection", starting from 2002, the Bank pays for employee health examinations. The examination items and terms are both more favorable than the provisions under the "Labor Health Protection Regulation". | 符合「上市上櫃公司企業社會責任實務守則」第21條規範。<br>In accordance with the "Corporate Social Responsibility Best Practice Principles for TWSE/GTSM Listed Companies" article 21. |

| 項目<br>Item | 運作情形<br>Operation | 與「上市上櫃公司企業社會責任實務守則」差異情形及原因<br>Deviations from "Corporate Social Responsibility Best Practice Principles for TWSE/GTSM Listed Companies" and reasons |
|---|---|---|
| | 2.The Bank holds "First Aide Staff On-the-Job Training" and "On-the-Job Training for Executive of Labor Safety and Health" in accordance with the "Regulations for Labor Safety and Health Education and Training". Further, in order to improve employee health, safety and health professionals (such as chinese and western medicine physicians, nutritionists and university professors, etc.) are invited to give "Health Seminars" every year. | |
| (三)銀行制定並公開其消費者權益政策，以及對其產品與服務提供透明且有效之消費者申訴程序之情形。<br>Condition Where the Bank Sets Forth and Makes Public Announcements of Consumer Rights Policies, Also Provides Transparent and Effective Consumer Complaint Procedure for Its Products and Service. | 為加強客戶之服務與溝通，本行設有消費者申訴專線、以及授信、衍生性金融商品、消費金融案件債務協商機制等專屬服務窗口。<br>Execution of customers' policies : In order to improve the services provided to customers and communication with customers, we have a toll free hot line, and customer service window setup exclusively for credit, financial derivatives and negotiation mechanisms for consumers' financial debt. | 符合「上市上櫃公司企業社會責任實務守則」第24條規範。<br>In accordance with the "Corporate Social Responsibility Best Practice Principles for TWSE/GTSM Listed Companies" article 24. |
| (四)銀行與供應商合作，共同致力提升企業社會責任之情形。<br>Condition Where the Bank and Supplier Cooperate for the Enhancement of Business' Social Responsibilities. | 與電腦設備維護廠商合作將本行報廢後之個人電腦設備整理選出堪用部分，調校後，會同捐贈予弱勢團體。<br>Cooperate with computer equipment maintenance supplier to select the usable portion of personal computer equipment abandoned by the Bank, make adjustments thereto and then donate them to disadvantaged groups. | 符合「上市上櫃公司企業社會責任實務守則」第27條規範。<br>In accordance with the "Corporate Social Responsibility Best Practice Principles for TWSE/GTSM Listed Companies" article 27. |
| (五)銀行藉由商業活動、實物捐贈、企業志工服務或其他免費專業服務，參與社區發展及慈善公益團體相關活動之情形。<br>Condition Where the Bank Participates In Community Development and Related Events Hosted by Charitable Organizations Through Business Activities, Goods Donation, Volunteer Service or Other Free Professional Service. | 歷年來均對政府及民間團體所舉辦之各項公益性活動，酌予經費上的贊助支持等；另成立「財團法人高雄銀行社會福利慈善基金會」，善盡企業社會責任及積極照顧弱勢團體，以克盡本行之社會責任。<br>The Bank has always prepared of public welfare activities in the past, and financially sponsored the various public welfare activities held by the government and private groups, and the various public welfare activities. Additionally, the Bank incorporated the "Bank of Kaohsiung Charity Foundation" to take part in the event together by adhering to the philosophy on "what is taken from the society is used in the interests of the society". The Bank also cares and feedbacks to society in a timely manner to fulfill the Bank's social duty. | 符合「上市上櫃公司企業社會責任實務守則」第28條規範。<br>In accordance with the "Corporate Social Responsibility Best Practice Principles for TWSE/GTSM Listed Companies" article 28. |
| 四、加強資訊揭露<br>(一)銀行揭露具攸關性及可靠性之企業社會責任相關資訊之方式。<br>Reinforce Information Revelation Method Where the Bank Reveals Information Related to Corporate Social Responsibility With Relevance and Accountability. | 於年報中揭露企業社會責任相關資訊。<br>Disclose information related to enterprise social responsibility in the annual report. | 符合「上市上櫃公司企業社會責任實務守則」第29條規範。<br>In accordance with the "Corporate Social Responsibility Best Practice Principles for TWSE/GTSM Listed Companies" article 29. |

| 項目<br>Item | 運作情形<br>Operation | 與「上市上櫃公司企業社會責任實務守則」差異情形及原因<br>Deviations from "Corporate Social Responsibility Best Practice Principles for TWSE/GTSM Listed Companies" and reasons |
|---|---|---|
| (二)銀行編製企業社會責任報告書，揭露推動企業社會責任之情形。<br>Condition Where the Bank Edits Reports in Regards to Corporate Social Responsibility As Well As Reveals and Promotes Corporate Social Responsibility. | 無<br>None | 截至100年3月止，本行尚未制定企業社會責任報告書。<br>The Bank has not set forth reports in regards to corporate social responsibility before Mar. 2011. |
| 五、銀行如依據「上市上櫃公司企業社會責任實務守則」訂有本身之企業社會責任守則者，請敘明其運作與所訂守則之差異情形：截至100年3月止，本行尚未制定「企業社會責任實務守則」。 | A Bank that Has Set Forth its Own Corporate Social Responsibility In Accordance to "Corporate Social Responsibility Practice Principles for Listed (O.T.C) Company", Please Describe any Difference between Real Execution and Principles that Have been Set Forth: The Bank has not set forth "Corporate Social Responsibility Practice Principles" before Mar. 2011. | |
| 六、其他有助於瞭解企業社會責任運作情形之重要資訊（如銀行對環保、社區參與、社會貢獻、社會服務、社會公益、消費者權益、人權、安全衛生與其他社會責任活動所採行之制度與措施及履行情形）：<br>請參閱第76頁「企業責任及道德行為」。 | Other Important Information Beneficial for Understanding the Operation of Business' Social Responsibility (e.g., the Bank's Execution in Regards to Environment Conservation, Participation in Community Activities, Contribution to Society, Societal Service, Social Welfare, Consumer Rights, Human Rights, Sanitation Safety and Other Social Responsibility Activities): Please refer to page 76 "social responsibility and moral behavior of the Bank". | |
| 七、銀行產品或企業社會責任報告書如有通過相關驗證機構之查證標準，應加以敘明：無。 | If the Bank's Products or Reports on Corporate Social Responsibility have Passed the Verification Standard Set by Related Certification Organization, Further Clarification Shall be Provided: None. | |

## 附表一：董監事99年受訓紀錄

Training record of directors and supervisors in 2010

| 期間 Period | 職稱 Title | 姓名 Name | 現任職務 Serves | 參訓紀錄 Training Record | | |
|---|---|---|---|---|---|---|
| | | | | 課程名稱 Class Name | 時數 Hours | 研習機構 Unit in Charge |
| 第1季 Q1 | 董事長 Chairman | 黃望修 W. H. Huang | 無 None | 公司治理與企業社會責任 Corporate governance and social responsibilities | 3 | 中華民國證券商業同業公會 Taiwan Securities Association |
| | 董事 Director | 鍾武湖 Charles W. Chung | 高雄銀行總經理 President, Bank of Kaohsiung | 第102期信託業督導人員（含在職）研習班 The 102nd trust supervisors' workshop (includes officers on acting duty). | 3 | 財團法人台灣金融研訓院 Taiwan Academy of Banking and Finance |
| | 董事 Director | 王再福 Tsai- Fu Wang | 高雄市漁輪商業同業公會理事長 Chairman, Kaohsiung Fishingboat Commercial Guild | 公司治理與企業社會責任 Corporate governance and social responsibilities | 3 | 中華民國證券商業同業公會 Taiwan Securities Association |
| | | | | 企業如何因應危機管理策略 Corporate crisis management | 3 | 中華民國工商協進會 Chinese National Association of Industry and Commerce |
| | | | | 董事會及股東會應注意事項 Remarks on the Board of Directors and Shareholders. | 3 | 中華民國工商協進會 Chinese National Association of Industry and Commerce |
| | 董事 Director | 周元培 Yuan-Pei Chou | 高雄律師公會理事兼秘書長 President, and Secretary General, Kaohsiung BAR Association | 公司治理與企業社會責任 Corporate governance and social responsibilities | 3 | 中華民國證券商業同業公會 Taiwan Securities Association |
| | 董事 Director | 陳瑞芳 Jueifang P. Chen | 高雄銀行人力資源處專員 Senior Staff Officer, Bank of Kaohsiung | 公司治理與企業社會責任 Corporate governance and social responsibilities | 3 | 中華民國證券商業同業公會 Taiwan Securities Association |
| | 監察人 Supervisor | 蘇裕惠 Yu-Hui Su | 東吳大學會計系教授 Professor, Accounting Department of Soochow University | 第99期信託業督導人員（含在職）研習班 The 99th trust supervisors' workshop (includes officers on acting duty). | 3 | 財團法人台灣金融研訓院 Taiwan Academy of Banking and Finance |
| | | | | 第104期信託業督導人員（含在職）研習班 The 104th trust supervisors' workshop (includes officers on acting duty). | 3 | 財團法人台灣金融研訓院 Taiwan Academy of Banking and Finance |
| 第2季 Q2 | 監察人 Supervisor | 蘇裕惠 Yu-Hui Su | 東吳大學會計系教授 Professor, Accounting Department of Soochow University | 權證概論及操作實務 Warrants in theory and practice | 3 | 中華民國證券商業同業公會 Taiwan Securities Association |
| | | | | 從全球化談集團財務管理模式 Impacts of globalization on group financial management | 3 | 中華民國工商協進會 Chinese National Association of Industry and Commerce |

| 期間 Period | 職稱 Title | 姓名 Name | 現任職務 Serves | 參訓紀錄 Training Record | | |
|---|---|---|---|---|---|---|
| | | | | 課程名稱 Class Name | 時數 Hours | 研習機構 Unit in Charge |
| 第3季 Q3 | 代理董事長 Acting Chairman | 雷仲達 Chung-Dar Lei | 高雄銀行代理董事長 Acting Chairman, Bank of Kaohsiung | 董監事如何宏觀解析公司財務資訊 How directors and supervisors interpret the company's financial information in a macroscopic manner | 3 | 中華民國證券暨期貨市場發展基金會 SECURITIES & FUTURES INSTITUTE |
| | 董事 Director | 鍾武湖 Charles W. Chung | 高雄銀行總經理 President, Bank of Kaohsiung | 第133期信託業督導人員（含在職）研習班 The 133rd trust supervisors' workshop (includes officers on acting duty). | 3 | 財團法人台灣金融研訓院 Taiwan Academy of Banking and Finance |
| | 獨立董事 Independent Director | 何美玥 Mei-Yueh Ho | 高雄銀行獨立董事 Independent Director, Bank of Kaohsiung | 99年度上市公司負責人座談會 2010 Seminar for representatives of publicly listed companies | 3 | 台灣證券交易所 Taiwan Stock Exchang |
| | 監察人 Supervisor | 張識興 Shih-Shin Chang | 無 None | 99年度上市公司負責人座談會 2010 Seminar for representatives of publicly listed companies | 3 | 台灣證券交易所 Taiwan Stock Exchang |
| | 監察人 Supervisor | 蘇裕惠 Yu-Hui Su | 東吳大學會計系教授 Professor, Accounting Department of Soochow University | 企業如何選擇會計政策及其對稅務、IT系統及組織架構之影響講座 How corporations select accounting policies, and impacts to their taxation, IT systems, and organizational structures | 3 | 中華公司治理協會 TAIWAN CORPORATE GOVERNANCE ASSOCIATION |
| 第4季 Q4 | 董事 Director | 王再福 Tsai- Fu Wang | 高雄市漁輪商業同業公會理事長 Chairman, Kaohsiung Fishingboat Commercial Guild | 公司治理與企業競爭優勢 Corporate governance and competitive advantage | 3 | 中華民國證券商業同業公會 Taiwan Securities Association |
| | 監察人 Supervisor | 張識興 Shih-Shin Chang | 無 None | 銀行遵守法令主管研習班 Banking compliance officers workshop | 6 | 高雄銀行 Bank of Kaohsiung |
| | 監察人 Supervisor | 蘇裕惠 Yu-Hui Su | 東吳大學會計系教授 Professor, Accounting Department of Soochow University | 衍生性金融商品交易暨會計處理實務 Derivatives trading and accounting treatments in practice | 3 | 中華公司治理協會 TAIWAN CORPORATE GOVERNANCE ASSOCIATION |

## （六）內部控制制度執行狀況　Implementation Status of the Internal Control System

### 1.內部控制聲明書　Declaration Enforcement of the Internal Control System

### 高雄銀行股份有限公司內部控制制度聲明書

Bank of Kaohsiung
Declaration Enforcement of the Internal Control System
Attn：Financial Supervisory Commission, Executive Yuan　Apr. 21, 2011

謹代表高雄銀行股份有限公司聲明本公司於99年1月1日至99年12月31日確實遵循「金融控股公司及銀行業內部控制及稽核制度實施辦法」，建立內部控制制度，實施風險管理，並由超然獨立之稽核部門執行查核，定期陳報董事會及監察人，兼營證券業務部分，並依據金融監督管理委員會證券期貨局訂頒「證券暨期貨市場各服務事業建立內部控制制度處理準則」規定之內部控制制度有效性之判斷項目，判斷內部控制制度之設計及執行是否有效。經審慎評估，本年度各單位內部控制及法規遵循情形，除附表所列事項外，均能確實有效執行；本聲明書將成為本公司年報及公開說明書之主要內容，並對外公開。上述公開之內容如有虛偽、隱匿等不法情事，將涉及證券交易法第二十條、第三十二條、第一百七十一條及第一百七十四條等之法律責任。

謹　致

We, the Undersigned, hereby on behalf of Bank of Kaohsiung Co., Ltd. declared that during the period beginning Jan. 1, 2010 until Dec. 31, 2010, we did faithfully build the internal control systems and enforce risk control in accordance with "Implementation Rules of Internal Audit and Internal Control System of Financial Holding Companies and Banking Industries". Further through detached and independent Audit Department, we conducted audit with audit reports duly submitted to the board of directors and supervisors on a periodic basis. We evaluated the effectiveness of its Internal Control System in accordance with the Guidelines for the Establishment of the Internal Control System by Public Companies (the Guidelines) set forth by the Securities and Futures Commission of the Financial Supervisory Commission. Through prudent assessment, all units of the Bank did faithfully enforce the internal control and legal compliance excepte those events list on attached table. The Statement of the Internal Control System will be a prominent feature of our annual report and prospectus, and will be released to the public. Should any statement herein involve forgery, concealment or any other illegality, Articles 20, 32, 171 and 174 of the "Security and Exchange Act" shall apply.

行政院金融監督管理委員會

聲明人
Declarants

代理董事長：
Acting Chairman　(簽章)

總經理：
President　(簽章)

總稽核：
Chief Auditor　(簽章)

總機構法令遵循主管：
The Head Office's Legal Compliance Head　(簽章)

中　華　民　國　100　年　4　月　21　日

(本刊內容與聲明書原本一致)
（The content of the report is in conformity with the original declaration）

附表：高雄銀行股份有限公司內部控制制度應加強事項及改善計畫

（基準日：99年12 月31日）

Improving Plan and Strengthening Item for Internal Control System of Bank of Kaohsiung Co., Ltd.

Base on Dec. 31, 2010

| 應加強事項<br>Strengthening Item | 改善措施<br>Improvement Measures | 預定完成改善時間<br>Time Scheduled to Complete the Improvement. |
|---|---|---|
| 1. 本行董事會議事錄之記載及錄音作業，有下列應加強事項：<br>(1)本行第10屆第8次董事會第2案討論案，相關議事錄未就部分董事及監察人發言摘要、反對或保留意見等詳實記載，核有違反「公開發行公司董事會議事辦法」第17條第1項第7款規定（據此，金管會於99年12月20日對本行為行為之前負責人黃望修，核處罰鍰新臺幣24萬元）。<br>(2)本行第10屆董事會及常董會開會過程，間有未錄音或錄音不完整者，核與前揭辦法第18條第1項及第19條規定不符。 | 1. 有關本行董事會議事錄記載有欠完善乙節，目前除已確實檢討改善，詳實記載外，另為持續檢視遵法情形，已自99年第4季起將相關應遵循事項，列入法令遵循自評檢核項目，按季辦理檢核。<br>2. 為確保董事會及常董會開會過程錄音品質之完善，目前本行除以錄音筆全程辦理錄音存檔外，另請廠商於原有錄音設備中，建置麥克風自動收音系統，以強化收音效果。<br>3. 目前已未再發生類似情事。 | 1.已完成改善。<br>2.列入日後內部稽核之查核重點，加強審視查察。 |
| 1.The following should be improved with regard to the minutes-taking and recording of board meetings of the Bank:<br>(1)Regarding proposal no.2 during the 8th meeting of the 10th term of board of directors of the Bank, relevant minutes did not summarize the statements, objections or reservations made by certain directors and supervisors, which is in violation of Subsection 7, Section 1, Article 17 of the “Rules for Board Meetings of Publicly Listed Companies”. Due to this, on Dec. 20, 2010, the Financial Supervisory Commission imposed a fine of NT$240 thousand on the former Chairman W. H. Huang of the Bank.<br>(2)The meetings of the 10th term of board of directors and managing directors were not fully recorded, which is in violation of Section 1, Article 18 and Article 19 of the above-mentioned rules. | 1.Regarding the failure to correctly record minutes of board meetings of the Bank, the situation has been remedied. In order to continuously verify compliance, starting from the 4th quarter of 2010, relevant to compliance matters shall be included into the list of self-review items under legislative compliance, and inspection shall be performed on quarterly basis.<br>2.In order to ensure the meetings of the board of directors and managing directors are fully recorded, in addition to the Bank’s current practice of recording pen, requests have been made to suppliers to install an automatic microphone recording system within the existing recording equipment in order to improve the quality of recording.<br>3.No similar event has occurred as of today. | 1.Improvement has been completed.<br>2.Include into the list of focus points under internal audit and reinforce inspection. |
| 2.對達一定金額(50萬元)以上之通貨交易，有漏未向法務部調查局申報之情形，核與「洗錢防制法」第7條及「金融機構對達一定金額以上通貨交易及疑似洗錢交易申報辦法」第4條規定不符。 | 1.本行業以99年12月16日高銀業管字第0990008753號通函重申相關應注意事項，並請各營業單位確實注意辦理。<br>2.為督促行員確實了解法令之立法原意，已加強辦理洗錢防制相關法令之宣導及實務訓練，並列入自行查核之重點項目。<br>3.為加強申報作業之控管並減少人為疏失，除現行由營業單位每日日終依電腦印製之「大額通貨交易資料表」，逐筆檢核「大額通貨交易媒體申報登記表」之正確性外；另已開發程式，由本行資訊系統按日擷取應申報而未申報之交易，印製「大額通貨交易通報異常明細表」，供營業單位及總行業務管理處再次檢視確認有無遺漏申報情形，藉由加強控管措施，以防範類似缺失再發生。 | 1.已加強改善辦理，建立再次檢視確認程序並強化申報流程之控管。<br>2.列入日後內部稽核之查核重點，加強審視查察。 |
| 2.Certain cash transactions exceeding a certain amount (500,000) were not reported to the Investigation Bureau of the Ministry of Justice, which is in violation of Article 7 of the “Money Laundering Control Act” and Article 4 of the “Governing Cash Transactions Reports and Suspicious Transaction Reports by Financial Institutions”. | 1.On Dec.16, 2010, the Bank issued the letter Gao-Ying-Guan-Zhi No. 0990008753, requiring each business division to implement and exercise due care.<br>2.In order to encourage bank staff to understand the legislative intent, relevant legal and practical training about money-laundering prevention has been reinforced and included into the list of focus items of self inspection.<br>3.In order to reinforce reporting control and reduce human error, in addition to the “Large Amount Transaction Information Form” printed by computer at the end of each day by business divisions and item-by-item inspection of the correctness of the “Large Amount Transaction media Reporting Registration Form”, a program has been developed for the information system of the Bank to retrieve transactions that should have been reported but were not reported on daily basis and “Large Amount Transaction Report Anomalous Details Form” is printed for business division and Business Management Dept. of the headquarters to further review and confirm whether any reporting has been missed. The purpose is to reinforce control measures and prevent the re-occurrence of similar deficiencies. | 1.Improvement has been made such as establishing the review/confirmation procedure and reinforcing the control of reporting process.<br>2.Include into the list of focus points under internal audit and reinforce review and inspection. |

## 2.會計師專案審查內部控制制度之審查報告　Independent Auditor's Report on Internal Control System

建興聯合會計師事務所
Crowe Horwath$_{TM}$
Certified Public Accountants
A member of Crowe Horwath International

高雄市林森二路21號12樓
12F, 21 Linshen 2nd Road,
Kaohsiung, Taiwan R.O.C.
TEL:(07)3312133 代表號
FAX:(07)3331710

### 會計師檢查高雄銀行(股)公司報告

高雄銀行(股)公司董事會公鑑：

貴銀行民國99年度之財務報表，業經本會計師依照一般公認審計準則查核峻事，本會計師亦檢查　貴銀行民國99年度之主要經營業務內部控制之設計與執行、遵守法令主管制度執行情形、備抵呆帳提列政策之妥適性及申報主管機關表報資料正確性。董事會之責任在於監督管理階層建立並維持適當之內部控制制度。本會計師之責任在於依檢查之結果，對銀行是否依銀行主管機關之規定建立並維持有效的內部控制制度提出建議意見並出具檢查報告。

本會計師之檢查，係依據行政院金融監督管理委員會頒佈「金融控股公司及銀行業內部控制及稽核制度實施辦法」之規定，運用必要之檢查程序，包括評估　貴銀行之控制環境、主要經營業務風險、會計及其他管理紀錄之性質與內部控制制度之設計，並以適當之抽樣方式針對紀錄及控制進行測試、檢查、觀察、查詢與函證，以獲取足夠及適切之證據，俾對貴銀行內部控制制度之設計及執行之有效性表示意見。本會計師認為所採用之檢查程序足以為本會計師之意見提供合理之依據。

除本檢查報告所列發現事實之建議事項外，依本會計師之意見，　貴銀行自民國99年1月1日至民國99年12月31日之主要經營業務之內部控制制度及遵守法令主管制度執行情形、備抵呆帳提列政策之妥適性、以及申報主管機關表報資料正確性等已建立適當之控制機制，並維持其設計及執行之有效性。

本檢查報告出具之目的係供銀行董事會監督管理階層作為督導銀行內部控制改進之依據及銀行主管機關作為例外管理之參考。

建興聯合會計師事務所
會計師：謝　仁　耀
會計師：黃　鈴　雯
民國100年2月22日

Bank of Kaohsiung Co., Ltd.

**Independent Auditor's Report**

Feb. 22, 2011

To: The Board of Directors of the Bank of Kaohsiung Co., Ltd.

We have audited the accompanying financial statements of Bank of Kaohsiung Co., Ltd. As of Dec. 31, 2010 subject to generally accepted auditing standards. We have also examined the internal audit design and execution for business operation in FY 2010, the compliance with regulatory system, the appropriateness of allowance for credit loss, and the accuracy of statements and data filed with the competent authority. It is the responsibility of the Board of Directors to supervise the management in establishing and maintaining a proper Internal Control System, while our responsibility is to express opinions and issue a report on the Internal Control System based on our audits.

We conduct our audits subject to the "Implementation Rules of Internal Audit and Internal Control System of Financial Holding Companies and Banking Industries". that is published by the Financial Supervisory Commission. The Measures require that we exercise the necessary inspection procedure including evaluating the controlled environment of the bank, major business risk, the nature of accounting and managing records and the design of Internal Control System; also, plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. We believe that our audits provide a reasonable basis for our opinion on the effectiveness of the Internal Control System.

Except for the potential improvements recommended for the findings in the report, in our opinion, based on our audits, the Internal Control System, the execution of regulatory requirements, the appropriateness of allowance for credit loss, and the accuracy of statements and data filed with the competent authority of the Bank of Kaohsiung are with a proper control mechanism installed and with an effective design and execution maintained as of Dec. 31, 2010.

The audit report is issued to help the Board of Directors supervise the management of the Bank in improving internal control and for the reference of the bank component authority in extraordinary management.

**Crowe Horwath$_{TM}$**

**CPA：Jen-Yao Hsieh**

**CPA：Ling-Wen Huang**

(本刊內容與審查報告原本一致)
(The content of the report is in conformity with the audit report)

(七)最近2年度違法受處分及主要缺失與改善情形

1. 負責人或職員因業務上犯罪經檢察官起訴者：無
2. 違反法令經行政院金融監督管理委員會處以罰鍰者：請參閱第50頁附表「高雄銀行股份有限公司內部控制制度應加強事項及改善計畫」。
3. 缺失經行政院金融監督管理委員會嚴予糾正者：無。
4. 經行政院金融監督管理委員會依銀行法第61條之1規定處分事項：無。
5. 因人員舞弊、重大偶發案件（詐欺、偷竊、挪用及盜取資產、虛偽交易、偽造憑證及有價證券、收取回扣、天然災害損失、因外力造成之損失、駭客攻擊與竊取資料及洩露業務機密及客戶資料等重大事件）或未切執行安全維護工作致發生安全事故等，其各年度個別或合計實際損失逾5千萬元者，應揭露其性質及損失金額：無。
6. 其他經行政院金融監督管理委員會指定應予揭露之事項：無。
7. 其他：無

Penalty Received for Unlawful Practices Over the Past Two Years, and Corrective Action Taken Against Major Defects

1. Indictment by Prosecutors Against the Responsible Person or Staff Members because of a Crime Committed on Duty : None.
2. Penalty Fine Imposed because of Violation of Acts : Please refer to page 50 for "Improving Plan and Strengthening Item for Internal Control System of Bank Of Kaohsiung Co., Ltd.".
3. Stiff Rectification Imposed by the Financial Supervisory Commission, Executive Yuan because of Defects in Business Operation : None.
4. Penalty Fine Imposed because of Violation of the Banking Law of the Republic of China Article 61-1 : None.
5. The Major Occasional Frauds, Contingencies ( Fraud, Theft, Embezzlement, and Robbery, False Transaction, Forged Document and Marketable Securities, Kick Back, Natural Disaster Loss, Loss from External Factors, Hacker Attack, Data Theft, and Disclosure of Confidential Information and Customer Data and Such Major Incidents) or Security Accidents Resulting from the Failure to Practice Security Works, or the Incidents Which Resulted in Loss Over NT$50 Million Over the Past Two Years : None.
6. Disclosure of Other Events as Required by the Financial Supervisory Commission, Executive Yuan : None.
7. Others : None.

(八)99年及截至100年3月止，股東會、董事會及臨時會之重要決議

1. 99年股東會重要決議及其執行情形：

Improtant Decisions Resolved in the Regular Shareholders' Meeting, Regular Board of Director's Meeting and Special Meeting as in FY 2010 and up to March 2011

Improtant Resolutions in the Regular Shareholders' Meeting and the Execution of the Resolutions Reached :

| 決議內容<br>The Resolutions | 執行情形<br>The Execution of the Resolutions |
|---|---|
| 1.98年度盈餘分配案。<br>Discuss the distribution of earnings of FY 2009. | 98年度虧損撥補，業依決議辦理。<br>The earnings for FY 2009 have been completed subject to the resolution. |
| 2.補選第十屆獨立董事乙席。<br>The Bank elected 1 seats of independent directors of 10th term. | 由林向愷先生當選。<br>Kenneth S. Lin elected as Independent Director. |

2.董事會重要決議：

Improtant Resolutions in the Regular Board of Director's Meeting and Extraordinary Meeting

| 會議日期 Date | 決議內容 The Resolutions | |
|---|---|---|
| 99.04.15 | 1.建興聯合會計師事務所查核簽證本行98年度財務報告及本行與子公司合併財務報告。 | 1. Crowe Horwath$_{TM}$ audited and certified the Bank's financial statement for FY 2009 and the consolidated financial statements of the Bank and its affiliate. |
| | 2.98年度盈餘分配案。 | 2. Discuss the distribution of earnings of FY 2009. |
| 99.12.28 | 1.100年度財務報表簽證及稅務簽證申報事宜，繼續委任建興聯合會計師事務所辦理。 | 1. Crowe Horwath$_{TM}$ was appointed continuously to handle the certification of FY 2011 financial statements and tax return. |
| | 2. 99年度內部控制制度查核簽證事宜，繼續委任建興聯合會計師事務所辦理。 | 2. Crowe Horwath$_{TM}$ was appointed continuously to handle the audit and certification of FY 2010 internal control system. |
| 100.3.24 | 1.召開100年股東常會。 | 1. The Regular Shareholders' Meeting will be convened in FY 2011. |
| | 2.建興聯合會計師事務所查核簽證本行99年度財務報告及本行與子公司合併財務報告。 | 2. Crowe Horwath$_{TM}$ audited and certified the Bank's financial statement for FY 2010 and the consolidated financial statements of the Bank and its affiliate. |
| | 3.為應業務需要，修正本行「公司章程」部分條文。 | 3. To comply with business requirements, the Bank's amended parts of "Articles of Incorporation". |
| | 4.為健全本行財務結構，通過本行現金增資發行3億股案，預計可募得30億元至36億元。 | 4. In order to strengthen financial structure, the Bank will raise capital in cash about NT$3 ~ $3.6 billion. (issue of 300 million shares) |

(九)99年度及截至100年3月止，董事或監察人對董事會通過重要決議有不同意見且有記錄或書面聲明者，其主要內容：

The Documented Disagreement or Written Statement of the Directors or Supervisors Against the Important Resolutions Reached by the Board of Directors in FY 2010 and up to Mar. 2011 :

| 會議日期 Date | 董事會通過重要決議概要 The Important Resolutions | 董事或監察人不同意見概要 The Summary of Objection |
|---|---|---|
| 100.2.24 | 連續任職同一單位最長以六年為原則，惟如因業務需要，新竹及台中分行所屬人員得延長六年，其餘單位人員得延長三年。<br>Employees' continuous services within the same unit shall be capped at 6 years; however, depending on the actual business requirements, employees of the Hsin Chu and Tai Chung Branches may extend for another 6 years while employees of other units may extend for another 3 years. | 獨立董事林向愷反對，表示假如在同一單位工作6年內有職務升遷，則不得再延長。<br>Independent Director Kenneth S. Lin objected that no extension of services within the same unit can be allowed if an employee is granted a promotion during the initial 6-year period. |

(十)99年度及截至100年3月止，與財務報告有關人士（包括董事、監察人、總經理、會計主管及內部稽核主管等）辭解任情形之彙總：

Summarization of Resignation and Dismissal of Parties (Including Directors, Supervisors, President, Accounting Supervisor and Internal Audit Supervisor) Related to the Financial Statement in 2010 and up to Mar. 2011 :

| 職稱 Position | 姓名 Name | 到任日期 Date of Employment | 解任日期 Date of Dismissal | 辭職或解任原因 Reason for Resignation or Dismissal |
|---|---|---|---|---|
| 董事長 Chairman | 黃望修 W. H. Huang | 2008.12.23 | 2010.08.03 | 辭職 Resigned. |
| 總稽核 Chief Auditor | 劉興地 Shing-Dieh Liu | 2000.03.01 | 2010.10.01 | 退休 Retired |