

# 肆、公司治理報告

## IV. Corporate Governance Report

16	一、組織系統	16	I. Organization
20	二、董事、監察人、總經理、副總經理、各部門及分支機構主管資料	20	II. Information about Directors, Supervisors, President, Vice Presidents and Managers
36	三、公司治理運作情形	36	III. Governance and Operations
36	(一) 董事會運作情形	36	(I) Board Meetings
38	(二) 公司治理運作情形及其與上市上櫃公司治理實務守則差異情形及原因	38	(II) Governance and Operation of the Company As Well As Its Divergence from Corporate Governance Best-Practice Principles for TSEC/GTSM Listed Companies and Reasons
42	(三) 揭露公司治理守則及相關規章之查詢方式	42	(III) Disclosure of Corporate Governance Best-Practice Principles and How to Locate Relevant Regulations
42	(四) 揭露其他足以增進對公司治理運作情形瞭解之重要資訊	42	(IV) Disclosure of Important Information about the Governance and Operations of the Company
43	(五) 內部控制制度執行狀況	43	(V) Implementation of Internal Control System
50	(六) 違法受處罰及主要缺失與改善情形	50	(VI) Law Violations Resulting in Punishment, Misconduct, and Improvement
51	(七) 董事會之重要決議	51	(VII) Major Board Resolutions
54	(八) 董事或監察人對董事會通過重要決議有不同意見且有紀錄或書面聲明者	54	(VIII) Directors or Supervisors Who Were on Record or Had Submitted Written Declaration for Holding a Different Opinion of Major Resolutions Passed by the Board of Directors
54	(九) 與財務報告有關人士辭職解任情形	54	(IX) Resignation of Person Related to the Company's Financial Reports

## 一、組織系統

### (一) 組織結構

本公司隸屬交通部，其組織如下：

1. 置董事11至15人，組織董事會，依據法令及公司章程，為業務執行之決策單位，並設董事會秘書室綜理會務。
2. 置監察人3人，依據法令及公司章程，監督財務及業務之執行。
3. 置總經理1人，依據法令與章程及秉承董事會之決議事項，綜理公司業務並監督所屬人員及單位；總經理下置副總經理4人及主任秘書1人，襄助之。設總經理室，置室主任1人，並視業務需要分科辦事。
4. 置總稽核1人，由董事會遴任，並設稽核處直隸董事會，掌理公司稽核業務，並定期向董事會及監察人報告。
5. 設經營策略設計委員會，置主任委員1人，得由總經理兼任，置副主任委員5人，其中1人為專任，另置委員若干人。
6. 設郵務處、集郵處、儲匯處、壽險處、資產營運處、資金運用處、人事處、政風處、會計處、資訊處及勞工安全衛生處（兼總務處）等單位。
7. 為應業務需要，依營業規模設23個責任中心局，為行政督導單位，帶領所轄支局組成經營團隊。
8. 為應郵件處理業務需要，設5處郵件處理中心，整合郵件作業流程、郵運網路及收攬路線，運用高性能自動化處理系統處理郵件。

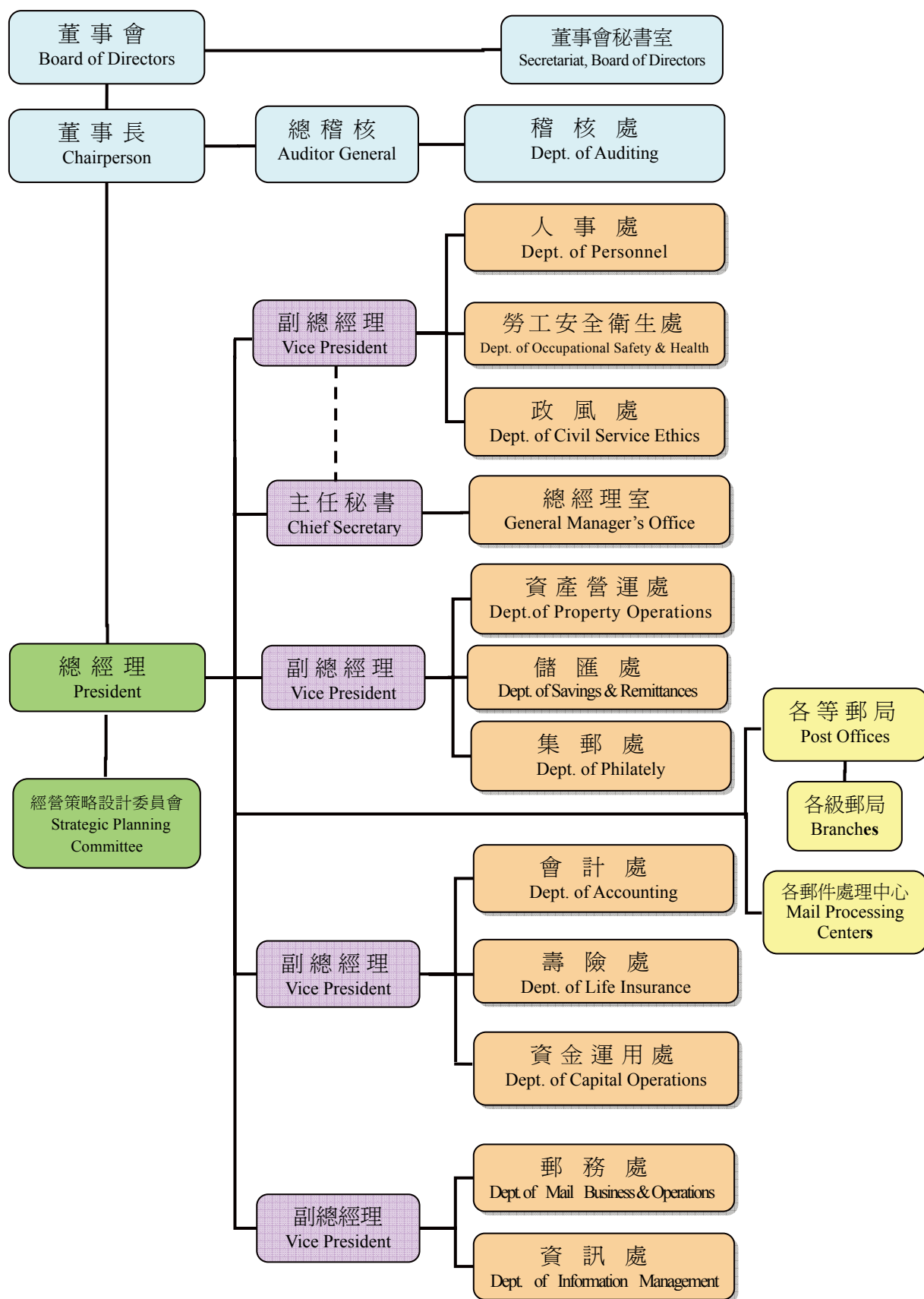
## I. Organization System

### (I) Organization Structure

The organizational structure of Chunghwa Post includes the following:

- (1) The board of directors. The board is composed of 11 to 15 directors. According to law and the company's own Articles of Incorporation, this is the company's decision-making body. In addition, there is a board secretariat responsible for all administrative affairs of the board.
- (2) Three supervisors. According to law and the company's own Articles of Incorporation, the supervisors are charged with supervising the company's financial and business operations.
- (3) A president. According to law and the company's own Articles of Incorporation, the president is responsible for carrying out board decisions, overseeing corporate operations, as well as supervising all staff and departments of the company. The president shall be assisted by four vice presidents and one chief secretary. In addition, there is an office of the president, headed by a director.
- (4) An auditor general (elected by the board of directors) and an auditing department directly under the board. The auditor general and the auditing department are responsible for conducting audits of the company and making regular reports to the board and corporate supervisors.
- (5) A Strategic Planning Committee. The committee shall have a chairman, who can also be company president. The committee shall include one full-time and four part-time vice chairmen as well as several committee members.
- (6) The company has following departments: the Department of Mail Business and Operations, the Department of Philately, the Department of Savings and Remittances, the Department of Life Insurance, the Department of Property Operations, the Department of Capital Operations, the Department of Personnel, the Department of Civil Service Ethics, the Department of Accounting, the Department of Information Management, and the Department of Occupational Safety and Health/General Affairs.
- (7) There are 23 larger branches designated as administrative and supervisory post offices, each administering a group of smaller branches.
- (8) Five mail processing centers. These centers utilize high performance automated systems to process mail, as well as integrating mailing procedures, transport networks and collection routes.

## (二) 組織系統圖 Organization Chart





**(三) 機構設置與調整：**

郵政組織分為管理機構及業務機構2項，業務機構再分為自辦機構及委辦機構2種。至97年底止，郵政管理及業務機構共2,570處，較上年度減少2,253處，減少率46.71%；主要原因係配合整體用郵環境改變，調整委辦機構工作項目中兼辦郵件投遞工作改為外包方式，以及郵票代售處加盟24小時營業之便利商店，併入該公司分店所致，惟仍繼續提供出售郵政票品之服務工作。其中委辦機構內郵政代辦所減少72處、郵票代售處減少2,181處，因僅調整委辦機構據點，並不影響顧客用郵便利性。最近2年，其設置與調整情形如下：

**(III) Establishment and adjustment of units:**

The postal organization is divided into administrative and business establishments. Business establishments are in turn divided into post offices and contracted agencies. At the end of 2008, there were totally 2,570 administrative and business establishments, a decrease of 2,253 units as compared to the previous year with a reduction rate of 46.71%. The reduction was mainly due to the change of the entire postal service pattern which resulted from the outsourcing of mail delivery work by the contracting agencies and the inclusion of stamp sales agencies into the convenience store franchise as branch stores (still provide postage stamps sales service, however). The number of agencies was reduced by 72 while that of the stamp sales agencies by 2,181. The customers' access to postal service was not affected as only the contracted agencies were adjusted. The establishment and adjustment of the units for the last 2 years are as follows:

**郵政機構設置比較表**  
Comparative Chart of Postal Establishments

單位：處  
Unit: Office

機構類別 Types of Postal Establishments		96年2007	97年2008	增減%Growth	
管理機構 Administrative Establishments		總公司 Headquarters	1	1	
		各等郵局 Post Offices	23	23	
		共 計 Total	24	24	
業務機構 Business Establishments	自辦機構 Post Offices	郵件處理中心 Mail Processing Centers	5	5	
		各級郵局 Branch Offices	1,321	1,321	
		臨時任務性局所 Temporary Post Offices	0	0	
		共 計 Total	1,326	1,326	
	委辦機構 Contracted Agency	郵政代辦所 Agencies	483	411	-14.91
		郵票代售處 Stamp Sales Agencies	2,990	809	-72.94
		共 計 Total	3,473	1,220	-64.87
總 計 Grand total		4,823	2,570	-46.71	

**(四) 主要部門所營業務****稽核處：**

郵務、儲金匯兌、壽險等業務之查核；壽險不動產貸款徵信業務之查核等。

**經營策略設計委員會：**

公司重大業務計畫與投資計畫之審議；組織變革政策之設計等。

**總經理室：**

權責劃分及分層負責制度之規劃、實施及評估；

**(IV) The Operations of Major Departments****\* Department of Auditing:**

Providing guidance and performing audits on mail, banking and life insurance operations; and performing audits on the credit analysis of the life insurance business's real estate mortgage loans, etc.

**\* Strategic Planning Committee:**

Reviewing the company's major business and investment plans as well as devising the company's reorganization policies, etc.

**\* General Manager's Office:**

Planning, implementing and assessing the delegation of authority and duties; drafting, revising

郵政法規及公司管理規章擬訂、修正、廢止及疑義之審核；判行文稿之核閱；國會關係與民意機關之聯繫等。

#### 郵務處：

郵件業務計畫、行銷策略之規劃、推展；郵件資費之擬訂及調整；郵局之設立、裁撤及變更；代售業務之規劃及管理；郵件收攬、封發、運輸、投遞作業之規劃及督導；郵件作業安全維護等。

#### 集郵處：

集郵業務之開發、規劃、推展及評估；集郵商品之開發、設計、製作及發售等。

#### 儲匯處：

郵政儲金匯兌經營政策、營運目標之擬訂；儲匯業務計畫、行銷策略之規劃、督導、推展及評估；司法及稅捐稽徵機關查證案件之處理等。

#### 壽險處：

簡易人壽保險業務發展計畫及經營目標之擬訂及督導；不動產抵押借款業務之規劃、督導及評估等。

#### 資產營運處：

投資開發案、合建案及郵政房地利用案之檢討、評估及規劃；郵政房地之規劃設計、監造及其產權之管理維護；機械設備之評估、規劃、設計及規格之釐訂；郵政業務自動化設備系統之規劃及推行等。

#### 資金運用處：

郵政資金之管理及運用；外匯買賣及國外投資；衍生性金融商品交易；國內股票、基金受益憑證之買賣、管理等。

#### 人事處：

人力資源之規劃、執行及評估；人事規章之研擬及改進；員工之考試、甄選及分發、任免、遷調、升資、退休、撫卹及資遣事項。

#### 政風處：

員工貪瀆不法之預防、發掘及檢舉之處理；採購案件之監辦；公務機密之維護；危害或破壞之預防等。

#### 會計處：

預算、決算之研析及編審；資金營運之會核、分析及編報；財產帳目、折舊攤提及價值重估之處

or eliminating postal regulations and reviewing any dubious interpretations; reviewing manuscripts; and communicating with elected officials, etc.

#### \* Department of Mail Business and Operations:

Planning and promoting mail business plans and marketing strategies; setting and adjusting postal rates; establishing, closing and changing the status of postal facilities; planning and managing agential business; planning and supervising the collection, dispatch, transport and delivery of mails; ensuring the safety of mail operations, etc.

#### \* Department of Philately:

Developing, planning, promoting and assessing the philately business; developing, designing, manufacturing and selling philately products, etc.

#### \* Department of Savings and Remittances:

Drafting operational policy and goals; planning, supervising, promoting and assessing for remittances business and marketing strategies; dealing with investigations of judicial and tax collection agencies, etc.

#### \* Department of Life Insurance:

Drafting and overseeing the development plans and operational goals of the company's simple life insurance business; as well as planning, supervising and evaluating its real estate mortgage loan business, etc.

#### \* Department of Property Operations:

Reviewing, assessing and planning for investment in development project, and postal properties utilization; as well as managing postal properties; assessment, planning and designing as well as making arrangements for specifications of machinery; management and maintenance of postal estates and properties; planning and implementation of postal business automation system.

#### \* Department of Capital Operations:

Managing postal capital; managing foreign exchange and overseas investments; trading and managing derivatives, domestic stocks, beneficiary certificates, and so forth.

#### \* Department of Personnel:

Planning, executing and evaluating human resources; drafting and revising regulations governing personnel; managing affairs regarding staff, including examinations, selection, assignment, appointment, discharge, promotion, relocation, upgrading of rank, retirement, pension and severance, etc.

#### \* Department of Civil Service Ethics:

Uncovering and fighting staff corruption and handling tips given by informants; overseeing procurement; protecting official confidential information; preventing sabotage and vandalism, etc.

#### \* Department of Accounting:

Analyzing, preparing and auditing the budget and the final account; analyzing, preparing and reporting capital utilization; managing asset accounts and calculating depreciation, amortization and reevaluation; preparing and filing corporate tax and enterprise income tax; announcing financial information, etc.

理；公司營業稅及營利事業所得稅之會計事務處理及申報；財務資訊公告等。

#### 資訊處：

資訊系統、網路及軟硬體設備新技術之研究、分析及選擇應用；辦公室自動化作業之研擬及推行；資通安全策略之研訂、維護及管理。

#### 勞工安全衛生處：

意外事故及職業災害之調查處理及督導；勞工安全衛生管理；文書處理；經費收支、現金出納、有價證券及帳冊保管；辦公大樓安全防護；物料之採購、倉儲、驗收及供應；勞務採購等。

#### \* Department of Information Management:

Researching, analyzing and selecting new IT systems, network, software and hardware equipment; drafting, maintaining and managing of information security strategies, and so forth.

#### \* Department of Occupational Safety and Health:

Conducting investigations into accidents and occupational injuries; managing staff health issues; handling related paperwork; managing bookkeeping and safekeeping of securities and account books; providing office building security; procuring materials, providing warehousing, receiving orders and supplies; procuring services, etc.

## 二、董事、監察人、總經理、副總經理、各部門及分支機構主管資料

## II. Information about Directors, Supervisors, President, Vice Presidents and Managers

### (一) 董事及監察人資料

98年6月1日

#### Information about Directors and Supervisors

June 1, 2009

職 稱 Title	姓 名 Name	學 歷 Education	主要經歷 Prime Experience	選(就) 任董監 事日期 Date Elected	目前兼職情形 Other current position(s)
董事 Director of the Board	游芳來 F.L. Yu	交通大學 管理科學研究所碩士 Master in Management Science, Chiaotung University	交通部政務次長 Political Deputy Minister, MOTC 交通部常務次長 Administrative Deputy Minister, MOTC	98.05.11 05/11/09	中華郵政股份有限公司董事長 Chairperson, Chunghwa Post
董事 Director of the Board	胡雪雲 S.Y. Hu	美國奧勒岡州立大學 企業管理研究所碩士 MBA, Oregon State University	本公司 副總經理 Vice President, Chunghwa Post	98.05.11 05/11/09	中華郵政股份有限公司總經理 President, Chunghwa Post
董事 Director of the Board	蘇天富 T.F. Su	臺灣大學 法律系 Law, NTU	本公司處長 Director, Chunghwa Post	98.05.11 05/11/09	1. 中華郵政股份有限公司副總經理 Vice President, Chunghwa Post 2. 臺灣人壽保險公司監察人 Supervisor, Taiwan Life Insurance Co., Ltd.
董事 Director of the Board	陳文華 W.H. Chen	紐約州立大學水牛城 分校管理科學博士 Ph.D. in Management Science, State University of New York at Buffalo	國立臺灣大學商學研 究所所長暨工商管理 學系系主任 Chairperson of Department and Graduate Institute of Business Administration, NTU	98.05.11 05/11/09	1. 國立臺灣大學商學研究所暨工 商管理學系教授 Professor in Department and Graduate Institute of Business Administration, NTU 2. 宏碁科技公司獨立董事 Independent Director, Terawins, Inc.

董事 Director of the Board	劉政池 J.S. Liu	中興大學社會學系 Department of sociology, National Chunghsin University	財團法人觀光事業發 展基金會董事長 Chairperson, Corporate Body of Tourism Business Development Foundation	98.05.11 05/11/09	
董事 Director of the Board	馮正民 C.M. Feng	美國伊利諾州西北大 學土木所都市及區域 計劃博士 Ph.D. in City and Regionl Planning, Northwest University, IL, USA	SOLE-CPL物流專業 人士國際證照培訓 班」班主任 Director, SOLE-CPL Logistics Professional International Certification Class 交通大學交通運輸研 究所所長 Director, Institute of Traffic and Transportation, NCTU	98.05.11 05/11/09	1.交通大學交通運輸研究所教授 Professor, Institute of Traffic and Transportation, NCTU 2.財團法人車輛安全審驗中心董 事 Director of the Board, Vehicle Safety Certification Center
董事 Director of the Board	張桂林 K.L. Chang	美國賓州大學都市及 區域規劃碩士 Master in City & Regional Planning, University of Pennsylvania	經建會副處長 Deputy Director, Council for Economic Planning and Development	98.05.11 05/11/09	1.經建會處長 Director, Council for Economic Planning and Development 2.中華顧問工程司董事 Director of the Board, China Engineering Consultants, Inc.
董事 Director of the Board	張炳耀 P.Y. Chang	臺灣大學經濟研究所 博士 Ph.D. in Economics, National Taiwan University	輔仁大學經濟系副教 授 Associate Professor, Department of Economics, Fujen University	98.05.11 05/11/09	中央銀行經濟研究處研究員 Assistant Director General, Central Bank of the Republic of China (Taiwan)
董事 Director of the Board	黃壽椿 S.C. Huang	淡江文理學院會統系 Department of Accounting & Statistics, Tamkang University	行政院主計處專門委 員 Special Commissioner, DGBAS, Executive Yuan	98.05.11 05/11/09	交通部統計處副統計長 Deputy Director-General, Department of Statistics, MOTC
董事 Director of the Board	傅傳訓 C.H. Fu	美國奧斯汀德州大學 經濟學博士班進修 Doctoral studies in Economics, University of Texas at Austin	財政部稅制委員會副 執行秘書 Deputy Executive Secretary, Taxation and Tariff Committee, Ministry of Finance	98.05.11 05/11/09	財政部參事 Counselor, Ministry of Finance

董事 Director of the Board	蕭丁訓 D.H. Hsiao	交通大學管理科學研究所碩士 Master, Institute of Management Science, Chiaotung University	基隆港務局資訊室主任 Director, Information Management Office, Keelung Harbor Bureau	98.05.11 05/11/09	基隆港務局局長 Director-General, Keelung Harbor Bureau
董事 Director of the Board	黃國英 K.Y. Huang	交通大學交通運輸研究所碩士 Master, Institute of Traffic and Transportation, NCTU	省政府交通處主任 Director, Department of Transportation, Taiwan Province	98.05.11 05/11/09	1. 高雄港務局副局長 Deputy Director-General, Kaohsiung Harbor Bureau 2. 財團法人船舶聯合設計發展中心董事 Director, United Ship Design and Development Center
董事 Director of the Board	沈英傑 Y.C. Shen	中興大學公共行政系 Department of Public Admin., Chunghsing University	臺北漢中街郵局經理 Manager, Taipei Hanjhong St. Post Office	98.05.11 05/11/09	士林蘭雅郵局經理 Manager, Taipei Shihlin Lanya Post Office
董事 Director of the Board	鄭光明 K.M. Cheng	空軍通信電子專科學校 Air Force Institute of Technology	前北區郵務工會理事長 Former Chairman, Chunghwa Postal Union	98.05.11 05/11/09	臺北郵局第二投遞科包投股專員 Junior Executive Officer, Parcel Delivery Subsection, Second Delivery Section, Taipei Post Office
董事 Director of the Board	藍明涵 M.H. Lan	世新大學行政管理學系 Department of Public Policy and Management, Shih Hsin University	中華郵政公司專員 Junior Executive Officer, Chunghwa Post	98.05.11 05/11/09	中華郵政工會秘書長 Secretary-General, Chunghwa Post Workers' Union
監察人 Supervisor	呂秋香 C.H. Lu	美國康克狄亞大學企業管理碩士 MBA, Concordia University Wisconsin	考選部會計主任 Director of Accounting, Ministry of Examination	98.05.11 05/11/09	行政院主計處第二局副局長 Vice Director-General, Second Dept., DGBAS, Executive Yuan
監察人 Supervisor	黃志聰 C.T. Huang	政治大學公共行政研究所碩士 Master, Institute of Public Administration, Chengchi University	行政院第三組副組長 Deputy Director, 3rd Dept., Executive Yuan	98.05.11 05/11/09	行政院第三組組長 Director, 3rd Dept., Executive Yuan
監察人 Supervisor	黃秀英 H.Y. Huang	輔仁大學會計系會計組 Accounting Section, Department of Accounting and Statistics, Fugen Univ.	交通部觀光局代理會計主任 Acting Director of Accounting, Tourism Bureau, MOTC	98.05.11 05/11/09	交通部會計處專門委員 Special Commissioner, Dept. of Accounting, MOTC



97年1月1日~98年6月1日

Jan. 1, 2008~June 1, 2009

職 稱 Title	姓 名 Name	學 歷 Education	主要經歷 Prime Experience	解任日期 Date Resigned	備 註 Note
董事 Director of the Board	何煥軒 N.H. Ho	中華大學博士 Ph.D. from Chunghwa University	交通部常務次長 Administrative Deputy Minister, MOTC	97.06.11 06/11/08	1. 96.03.03本公司第2屆董事會 第3次臨時會議全體董事推選 擔任董事長 Was appointed to board at the 3rd temporary board meeting of the 2nd board on Mar. 3, 2007 2. 自97.06.11起免兼董事暨董事 長 Discharged his concurrent positions as director and Chairperson on June 11, 2008
監察人 Supervisor	林信夫 S.F. Lin	逢甲大學國際 貿易系 Department of International Trade, Fengchia University	行政院主計處科長 Section Chief., DGBAS, Executive Yuan	97.01.09 01/09/08	1. 95.05.11擔任本公司第2屆監 察人 Was appointed to supervisor on May 11, 2006 2. 97.01.09免兼監察人 Discharged his concurrent position as supervisor on Jan. 9, 2008
董事 Director of the Board	劉憶如 Y.R.Liu	美國芝加哥大 學經濟學博士 Ph.D., University of Chicago	中華民國第5、6屆立法 委員 Legislator, 5th and 6th terms	97.04.24 04/24/08	1. 97.02.21擔任本公司第2屆董 事 Was appointed to board of the second board on Feb. 21, 2008 2. 97.04.24免兼董事 Discharged her concurrent position as board on April 24, 2008
監察人 Supervisor	呂巫祥 W.H.Lu	淡水工商管理 專科學校三年 制會計統計科 Department of Accounting and Statistics, Tamsui Institute of Business Administration	交通部會計處專門委員 Special Commissioner, Dept. of Accounting, MOTC	97.09.19 09/19/08	1. 97.01.09擔任本公司第2屆監 察人 Was appointed to be supervisor on January 9, 2008 2. 97.09.19免兼監察人 Discharged his concurrent position as supervisor on Sept. 19, 2008
董事 Director of the Board	周行一 S.Y. Chou	美國印地安那 大學商學博士 Ph.D. in Business, University of Indiana, USA	國立政治大學教授兼商 學院院長 Professor and Dean, College of Commerce, National Chengchi University	97.10.06 10/06/08	1. 97.07.25擔任本公司第2屆董 事 Was appointed to board of the second Board on July 25, 2008 2. 97.10.06免兼董事 Discharged his concurrent position as board on Oct. 6, 2008

董事 Director of the Board	謝明輝 M.H. Hsieh	海洋大學航運 管理所碩士 Master, Institute of Shipping & Transportation Management, Taiwan Ocean University	高雄港務局局長 Director-General, Kaohsiung Harbor Bureau	97.12.10 12/10/08	1.95.05.11擔任本公司第2屆董事 Was appointed to board of the second Board on May 11, 2006 2.97.12.10免兼董事 Discharged his concurrent position as director on Dec.10, 2008
董事 Director of the Board	吳民佑 M.Y. Wu	臺灣大學 法律系 Law, NTU	中華郵政股份有限公司 總經理 President, Chunghwa Post	98.05.11 05/11/09	1.97.06.11本公司第2屆董事會第 7次臨時會議全體董事推選擔 任董事長 Was appointed to board at the 7rd temporary board full meeting of the 2nd board on Jun. 11, 2008 2.自98.05.11起免兼董事暨董事 長 Discharged his concurrent position as director and chairperson on May 11, 2009
董事 Director of the Board	呂先趙 H.C. Lu	高雄工專 Kaohsiung Institute of Technology	中華郵政工會副理事長 Vice Chairman, Chunghwa Post Workers' Union	98.05.11 05/11/09	1.95.05.11擔任本公司第2屆勞工 董事 Was appointed to labor board on May 11, 2006 2.98.05.11免兼勞工董事 Discharged his concurrent position as labor director on May 11, 2009

## 1. 法人股東之主要股東

## Principal Corporate Shareholder

法人股東名稱 Name of Corporate Shareholder	法人股東之主要股東 Principal Corporate Shareholder
交通部 Ministry of Transportation and Communications	本公司為百分之百國營事業，不適用本項規定 Since Chunghwa Post is a 100% state-owned enterprise, this is not applicable.

## 2. 董事及監察人資料

## Information about Directors and Supervisors

98年6月1日

June 1, 2009

條件 Qualification	具有五年以上商務、法律、財務或銀行業務所 須之工作經驗 5 years experience in the field of business, law, finance, or banking	1	2	3	4	5	6	備註 Notes
姓名Name								
游芳來 F.L. Yu	V	V	V	V	V	V	V	
胡雪雲 S.Y. Hu	V	V	V	V	V	V	V	

蘇天富 T.F. Su	V	V	V	V	V	V	
陳文華 W.H.Chen	V	V	V	V	V	V	
馮正民 C.M.Feng	V	V	V	V	V	V	
劉政池 J.S. Liu	V	V	V	V	V	V	
張桂林 K.L. Chang	V	V	V	V	V	V	
張炳耀 P.Y. Chang	V	V	V	V	V	V	
黃壽椿 S.C. Huang	V	V	V	V	V	V	
傅傳訓 C.H. Fu	V	V	V	V	V	V	
黃國英 K.I.Huang	V	V	V	V	V	V	
蕭丁訓 D.H. Hsia	V	V	V	V	V	V	
藍明涵 M.H.Lan	V	V	V	V	V	V	
沈英傑 Y.C. Shen	V	V	V	V	V	V	
鄭光明 K.M. Cheng	V	V	V	V	V	V	
黃志聰 C.T. Huang	V	V	V	V	V	V	
呂秋香 C.H. Lu	V	V	V	V	V	V	
黃秀英 H.Y.Huang	V	V	V	V	V	V	

註：

1. 非為公司之受僱人或其關係企業之董事、監察人或受僱人。
2. 非直接或間接持有公司已發行股份總額百分之一以上或持股前十名之自然人股東。
3. 非為前二類之人之配偶或其二親等以內直系親屬。
4. 非直接或間接持有公司已發行股份總額百分之五以上法人股東之董事、監察人、受僱人或持股前五名法人股東之董事、監察人、受僱人。
5. 非與公司有財務、業務往來之特定公司或機構之董事、監察人或經理人或持股百分之五以上股東。
6. 非為最近一年內提供公司或關係企業財務、商務、法律等服務、諮詢之專業人士、獨資、合夥、公司或機構團體之企業主、合夥人、董事（理事）、監察人（監事）、經理人及其配偶。

Note:

1. Neither an employee of the company, nor a director, supervisor, or employee of an affiliated enterprise.
2. Neither directly or indirectly, owns more than 1% of Chunghwa Post's outstanding shares, nor a top-ten individual shareholder.
3. Neither the spouse nor an immediate relative of a person specified in Notes (1) and (2).
4. Neither a director, supervisor, or employee of a legal person shareholder who, directly or indirectly, owns more than 5% of Chunghwa Post's outstanding shares, nor a director, supervisor, or employee of a legal person shareholder who is a top-five shareholder of Chunghwa Post.
5. Neither a director, supervisor, or manager of a company or institution doing business or having a financial relationship with the company, nor a shareholder holding 5% or more of the company's outstanding shares.
6. Neither a professional nor an owner, partner, board director, supervisor, manager, or a spouse of any of the above-mentioned of a company or institution that had provided financial, business, or legal services to the company in the most recent fiscal year.



前任董事長 吳民佑（98年5月11日卸任）  
Wu Min-yu, Former Chairperson  
(Finished his term in office on May 11, 2009)



副總經理 蘇天富  
Su Tian-fuh, Vice President



副總經理 閻永安  
Yen Yung-an, Vice President



副總經理 陳賜得  
Chen Tzu-de, Vice President



副總經理 陳淑貞  
Chen Shu-chen, Vice President



總稽核 嚴永燈  
Yen Yung-teng, Auditor General



主任秘書 蘇達雄  
Su Da-hsiung, Chief Secretary



## (二) 總經理、副總經理、各部門及分支機構主管資料

98年7月29日

President, vice presidents, and senior management

July 29, 2009

職 稱 Title	姓 名 Name	學 歷 Education	主要經歷 Prime Experience	任現職 日期 Date Elected	目前兼職情形 Other Current Position(s)
總經理 President	胡雪雲 S.Y. Hu	美國奧勒岡州立 大學企業管理研 究所碩士 MBA, Oregon State Univ.	本公司副總經理 Vice President, Chunghwa Post (CHP)	97.06.11 06/11/08	註：原總經理吳民佑97.06.11 卸任 Note: M.Y.Wu, former President, was discharged on June 11, 2008
副總經理 Vice President	蘇天富 T.F. Su	臺灣大學法律系 Law, NTU	本公司郵務營業處處 長 Director, Mail Business Dept., CHP	92.08.13 08/13/03	臺灣人壽保險公司監察人 Supervisor, Taiwan Life Insurance Co., Ltd.
副總經理 Vice President	閻永安 Y.A. Yen	政治大學法律研 究所碩士 Master, Chengchi Univ.	本公司資金運用處處 長 Director, Capital Operations Dept., CHP	95.07.17 07/17/06	中華電信股份有限公司監察人 Supervisor, Chunghwa Telecom Co., Ltd. 財團法人商業發展研究院董事 Director, Corporate Body of the Academy of Business Development
副總經理 Vice President	陳賜得 T.D. Chen	交通大學管理科 學研究所碩士 Master in Management Science, Chiaotung Univ.	本公司主任秘書 Chief Secretary, CHP	97.08.01 08/01/08	中華快遞股份有限公司董事 Director, Chunghwa Express 財團法人臺灣郵政協會監察人 Supervisor, Corporate Body of Taiwan Postal Association 註：原副總經理胡雪雲 97.06.11卸任 Note: S.Y.Hu, former Vice President, was discharged on June 11, 2008
副總經理 Vice President	陳淑貞 S.C. Chen	臺灣大學經濟系 Economics, NTU	臺中郵局經理 Manager, Taichung PO	98.07.16 07/16/09	註：原副總經理黃書健 98.07.16卸任 Note: S.C.Huang, former Vice President, was discharged on July 16, 2009
總稽核 Auditor General	嚴永燈 Y.T. Yen	臺灣大學法律系 Law, NTU	本公司人事處處長 Director, Personnel Dept., CHP	96.07.31 07/31/07	
主任秘書 Chief Secretary	蘇達雄 D.H. Su	中興大學公共行 政系 Public Administration, Chunghsing Univ.	本公司集郵處處長 Director, Philatelic Dept., CHP	97.08.08 08/08/08	國泰世華銀行監察人 Supervisor, Cathay United Bank 註：原主任秘書陳賜得 97.08.01卸任 Note: T.D.Chen, former Chief Secretary, was discharged on August 1, 2008

郵務處 處長 Director, Mail Business & Operations Dept.	曾錦雄 C.H. Tseng	輔仁大學經濟系 Economics, Fujen Univ.	中壢郵局經理 Manager, Chungli PO	97.03.18 03/18/08	中華快遞股份有限公司董事 Director, Chunghwa Express 財團法人台灣郵政協會董事 Director, Corporate Body of Taiwan Postal Association 註：原處長張金木97.03.18卸 任 Note: J. M. Chang, former Director, was discharged on March 18, 2008
集郵處 處長 Director, Philatelic Dept.	陳仁傑 J.C. Chen	政治大學法律系 Law, Chengchi Univ.	本公司壽險處處長 Director, Life Insurance Dept., CHP	97.08.08 08/08/08	註：原處長蘇達雄97.08.08卸 任 Note: D.H.Su, former Director, was discharged on August 8, 2008
儲匯處 處長 Director, Savings & Remittances Dept.	鄒瑞雲 R. Y. Chou	臺灣大學政治系 Political Science, NTU	臺北郵局副理 Vice Manager, Taipei PO	95.07.17 07/17/06	
壽險處 處長 Director, Life Insurance Dept.	洪光義 G.Y. Hong	臺灣大學法律系 Law, NTU	臺北郵局副理 Vice Manager, Taipei PO	97.08.08 08/08/08	財團法人臺灣郵政協會監察人 Supervisor, Corporate Body of Taiwan Postal Association 註：原處長陳仁傑97.08.08卸 任 Note: J.C.Chen, former Director, was discharged on August 8, 2008
資產營運處 處長 Director, Property Operations Dept.	陳伯勳 B.S. Chen	泰國亞洲理工學 院土木工程研究 所碩士 Master of Civil Engineering, Thailand Asian Institute of Technology	本公司主任工程司 Chief Engineer, CHP	96.07.30 07/30/07	財團法人台灣郵政協會董事 Director, Corporate Body of Taiwan Postal Association
資金運用處 處長 Director, Capital Operations Dept.	王 昌 C. Wang	臺灣大學 商學系 Commerce, NTU	桃園郵局經理 Manager, Taoyuan PO	98.03.09 03/09/09	註：原處長陳榮三98.03.02卸 任 Note: R.S.Chen, former Director, was discharged on March 2, 2009
人事處 處長 Director, Personnel Dept.	鄭玉雲 R.Y. Cheng	臺灣大學法律系 Law, NTU	本公司專門委員兼董 事會秘書室主任 Senior Executive & Chief of Secretariat of the Board ,CHP	96.07.31 07/31/07	財團法人台灣郵政協會董事 Director, Corporate Body of Taiwan Postal Association

政風處 處長 Director, Ethics Dept.	張其清 C.C. Chang	臺灣大學法律系 Law, NTU	基隆郵局經理 Manager, Keelung PO	94.04.27 04/27/05	
會計處 處長 Director, Accounting Dept.	吳倚華 I.H. Wu	臺灣大學商學系 Commerce, NTU	本公司專門委員兼會計處副處長 Senior Executive & Deputy Director, Accounting Dept., CHP	93.09.07 09/07/04	中華快遞股份有限公司董事 Director, Chunghwa Express 財團法人台灣郵政協會董事 Director, Corporate Body of Taiwan Postal Association
資訊處 處長 Director, Information Management Dept.	葉仲嫻 J.Y. Yeh	中興大學法律系 Law, Chunghsing Univ.	本公司專門委員兼資訊處副處長 Senior Executive & Deputy Director, Information Management Dept., CHP	98.02.27 02/27/09	註：原處長呂平佑97.01.16卸任，由葉仲嫻代理處長，98.02.27真除。 Note: P.Y. Lu, former Director, was discharged on Jan. 16, 2008, and was temperally succeeded by J.Y. Yeh, who charged the position on Feb. 27, 2009
勞工安全衛生處處長 Director, Occupational Safety and Health Dept.	張金木 J.M. Chang	政治大學法律系 Law, Chengchi University	本公司經營策略設計委員會委員 Member of Strategic Planning Committee, CHP	97.10.31 10/31/08	財團法人台灣郵政協會董事 Director, Corporate Body of Taiwan Postal Association 註：原處長王幸男97.10.31卸任 Note: H.N. Wang, former Director, was discharged on Oct. 31, 2008
臺北郵局 經理 Manager, Taipei PO	蘇建忠 C.C. Su	中興大學公共行政系 Public Administration, Chunghsing Univ.	高雄郵局經理 Manager, Kaohsiung PO	97.01.16 01/16/08	中華快遞股份有限公司董事 Director of the Board, Chunghwa Express 註：原經理陳賜得97.01.16卸任 Note: T.D. Chen, former manager, was discharged on Jan. 16, 2008
臺中郵局 經理 Manager, Taichung PO	孟雲宗 Y.C. Meng	成功大學交通管理系 Transportation & Communication Management, Chengkung Univ.	新竹郵局經理 Manager, Hsinchu PO	98.08 08/ /09	註：原經理陳淑貞98.07.16卸任 Note: S.C. Chen, former manager, was discharged on July 16, 2009
高雄郵局 經理 Manager, Kaohsiung PO	陳憲着 S. J. Chen	中興大學中國文學系 Chinese Literature, Chunghsing Univ.	彰化郵局經理 Manager, Changhwa PO		註：原經理呂平佑98.08. 卸任 Note: P.Y. Lu, former manager, was discharged on Aug. , 2009

板橋郵局 經理 Manager, Panchiao PO	呂平佑 P.Y. Lu	逢甲大學 企業管理系 Business Admin., Fengchia Univ.	高雄郵局經理 Manager, Kaohsiung PO	98.08. 08/ /09	註：原經理陳明山98.07.16卸 任 Note: M.S. Chen, former manager, was discharged on July 16, 2009
三重郵局 經理 Manager, Sanchung PO	陳麗瓊 L.C. Chen	政治大學 企業管理系 Business Administration, Chengchi Univ.	本公司專門委員兼董 事會秘書室主任 Senior Executive & Chief of Secretariat of the Board ,CHP	98.04.08 04/08/09	註：原經理沈梅燕98.04.08卸 任 Note: M.Y. Shen, former manager, was discharged on April 8, 2009
中壢郵局 經理 Manager, Chungli PO	楊功澤 G.T. Yang	東海大學政治系 Politics, Tunghai Univ.	臺中郵局副理 Vice Manager, Taichung PO	97.03.18 03/18/08	註：原經理曾錦雄97.03.18卸 任 Note: C.H. Tseng, former manager, was discharged on March 18, 2008
桃園郵局 經理 Manager, Taoyuan PO	陳裳華 C. H. Chen	臺灣大學 法律系 Law, NTU	臺北郵局副理 Vice Manager, Taipei PO	98.03.09 03/09/09	註：原經理王昌98.03.09卸任 Note: C. Wang , former Manager, was discharged on March 9, 2009
基隆郵局 經理 Manager, Keelung PO	蔡順周 S.C. Tsai	臺灣大學政治系 碩士 Master in Politics, NTU	臺北郵局副理 Vice Manager, Taipei PO	94.04.27 04/27/05	
彰化郵局 經理 Manager, Changhwa PO	張進中 C.C. Chang	嘉義農專園藝科 Horticulture, Chiayi Agriculture College	雲林郵局經理 Manager, Yunlin PO	98.08. 08/ /09	註：原經理陳憲着98.08. 卸 任 Note:S. J. Chen, former Manager, was discharged on Aug. , 2009
豐原郵局 經理 Manager, Fengyuan PO	周瑞祺 R.C. Chou	文化大學新聞系 Journalism, Culture Univ.	臺中郵局副理 Vice Manager, Taichung PO	98.08. 08/ /09	註：原經理姚長慶98.07.16卸 任 Note: C.C. Yao, former manager, was discharged on July 16, 2009
新竹郵局 經理 Manager, Hsinchu PO	孫群亞 C.Y. Suen	世新大學 Shih Hsin Univ.	中壢郵局副理 Vice Manager, Chungli PO	98.08. 08/ /09	註：原經理孟雲宗98.08. 卸 任 Note:Y.C. Meng, former Manager, was discharged on Aug. , 2009
嘉義郵局 經理 Manager, Chiayi PO	黃秀娥 S.O. Huang	成功大學經營管 理碩士 Master in Management, Chengkung Univ.	新營郵局經理 Manager, Hsingying PO	93.08.24 08/24/04	



臺南郵局 經理 Manager, Tainan PO	邱元忠 Y.C. Chiu	高雄師範學院英 語系 English, Kaohsiung Normal Institute.	臺東郵局經理 Manager, Taitung PO	93.01.16 01/16/04	
鳳山郵局 經理 Manager, Fengshan PO	林清勇 C.Y. Lin	中國文化大學法 律系 Law, Chinese Culture Univ.	新營郵局經理 Manager, Hsingying PO	94.07.16 07/16/05	
宜蘭郵局 經理 Manager, Ilan PO	何清溪 C.H. Ho	淡江大學保險系 Insurance, Tamkang Univ.	宜蘭第25支局經理 Manager, Ilan Branch 25	94.07.16 07/16/05	
苗栗郵局 經理 Manager, Miaoli PO	吳俊祥 J.S. Wu	空中大學社會科 學系 Social Sciences, Open Junior College	臺北郵件處理中心副 主任 Vice Director, Taipei Mail Processing Center(MPC)	98.08. 08/ /09	註：原經理朱玉榮98.08. 卸 任 Note: Y.J. Chu, former Manager, was discharged on Aug. , 2009
南投郵局 經理 Manager, Nantou PO	劉寶順 B.S. Liou	空中大學商學系 Commerce, Open Junior College	臺中郵局科長 Section Chief, Taichung PO	98.08. 08/ /09	註：原經理何重謙98.08. 卸 任 Note: C.C. Ho, former Manager, was discharged on Aug. , 2009
雲林郵局 經理 Manager, Yunlin PO	蔡崇德 C.D. Tsai	東吳大學企業管 理系 Business Administration, Soochow Univ.	臺南郵局副理 Vice Manager, Tainan PO	98.08. 08/ /09	註：原經理張進中98.08. 卸 任 Note: C.C. Chang, former Manager, was discharged on Aug. , 2009
新營郵局 經理 Manager, Hsinying PO	方文楨 W.J. Fang	中國文化大學市 政系 Urban Affairs, Chinese Culture Univ.	本公司稽核處 稽核（一） Auditor, CHP	97.08.08 08/08/08	註：原經理楊坤海97.08.08卸 任 Note: K.H. Yang, former Manager, was discharged on August 8, 2008.
屏東郵局 經理 Manager, Pintung PO	沈國豪 K.H. Shen	成功大學企業管 理系 Business Administration, Chengkung Univ.	臺東郵局經理 Manager, Taitung PO	97.08.12 08/12/08	註：原經理陳應禮97.08.12卸 任 Note: Y. L. Chen, former Manager, was discharged on August 12, 2008.
花蓮郵局 經理 Manager, Hualien PO	吳煥國 H.G. Wu	輔仁大學法律系 Law, FuJen Univ.	本公司稽核處稽核 （一） Auditor, CHP	97.08.13 08/13/08	註：原經理古兆賢97.03.18卸 任 Note: J.S. Gu, former Manager, was discharged on March 18, 2008.

臺東郵局 經理 Manager, Taitung PO	蔡哲旭 T. S. Tsai	逢甲大學企業管 理系 Business Administration, Fengchia Univ.	高雄郵局科長 Section Chief, Kaohsiung PO	97.08.12 08/12/08	註：原經理沈國豪97.08.12卸 任 Note: G.h. Shen, former Manager, was discharged on August 12, 2008.
澎湖郵局 經理 Manager, Penghu PO	陳武雄 W.H. Chen	成大附設空中商 專會計統計科 Accounting & Statistics Department, Open Junior College of Commerce, C.G. U.	本公司稽核處稽核 (三) Auditor, CHP	97.08.14 08/14/08	註：原經理杜腊生97.08.14卸 任 Note: L.S. Du, former Manager, was discharged on August 14, 2008.
臺北郵件處 理中心主任 Director, Taipei Mail Processing Center (MPC)	陳淞生 S.S. Chen	臺灣大學法律系 Law, NTU	本公司稽核處 稽核(一) Auditor, CHP	92.02.24 02/24/03	
桃園郵件處 理中心主任 Director, Taoyuan MPC	蕭秀鳳 S.F. Hsiao	交通大學管理科 學研究所碩士 Master in Management Science, Chiaotung Univ.	本公司勞工安全衛生 處副處長 Deputy Director, Occupational Safety and Health Dept., CHP	97.08/21 08/21/08	註：原主任伍照光97.07.16卸 任 Note: J.G. Wu, former Director, was discharged on July 16, 2008.
臺中郵件處 理中心主任 Director, Taichung MPC	顏清壇 C.T. Yen	空中大學公共行 政系 Public Administration, Open Junior College	臺東郵局經理 Manager, Taitung PO	94.07.16 07/16/05	
臺南郵件處 理中心主任 Director, Tainan MPC	(由台南郵局 經理邱元忠兼 代) (Acted by Y. C. Chiu ; Manager, Tainan PO)				
高雄郵件處 理中心主任 Director, Kaohsiung MPC	陳肇光 C.K. Chen	中國文化大學市 政系 Urban Affairs, Chinese Culture Univ.	高雄郵局科長 Section Chief, Kaohsiung PO	92.02.21 02/21/03	

## (三) 最近年度支付董事、監察人、總經理及副總經理之酬金

## (III) The remuneration of the members of the board, supervisors, president and vice presidents in the last fiscal year

## 1. 董事之酬金

97年1月1日至97年12月31日

## The Remuneration of the Members of the Board

Jan. 1, 2008 – Dec. 31, 2008

職稱 Title	姓名 Name	薪資 Salary	獎金 Bonus	兼職費 Part-time Job Pay	盈餘分配之 董事酬勞 Distribution of Net Earnings	總額占稅後 純益之比例 (%) Percent of Net Earnings	其他 報酬 Others
董事長 Chairperson	何煖軒 (註1) N.H. Ho (Note 1)	2,114,075	758,172	845,859	-	-	195,300
董事長 Chairperson	吳民佑 (註1) M.Y. Wu (Note 1)						
董事 Director of the Board	胡雪雲 (註1) S.Y. Hu (Note 1)						
董事 Director of the Board	蘇天富 (註1) T.F. Su (Note 1)						
董事 Director of the Board	劉政池 (註2) J.S. Liu (Note 2)						
董事 Director of the Board	劉憶如 (註3) Y.R. Liu (Note 3)						
董事 Director of the Board	周行一 (註4) S.Y. Chou (Note 4)						
董事 Director of the Board	馮正民 (註4) C.M. Feng (Note 4)						
董事 Director of the Board	陳文華 W.H. Chen						
董事 Director of the Board	張桂林 K.L. Chang						
董事 Director of the Board	張炳耀 P.Y. Chang						
董事 Director of the Board	黃壽椿 S.C. Huang						
董事 Director of the Board	傅傳訓 C.H. Fu						
董事 Director of the Board	謝明輝 (註5) M.H. Hsieh (Note 5)						
董事 Director of the Board	黃國英 (註5) K.I. Huang (Note 5)						
董事 Director of the Board	蕭丁訓 D.H. Hsia						
董事 Director of the Board	沈英傑 (註1) Y.C. Shen (Note 1)						
董事 Director of the Board	鄭光明 (註1) K.M. Cheng (Note 1)						
董事 Director of the Board	呂先趙 (註1) H.C. Lu (Note 1)						

給付本公司各個董事酬金級距 The Remuneration Gaps Among the Members of the Board	董事姓名 Name of Directors
低於2,000,000元 below NT\$2,000,000	何煥軒、胡雪雲、蘇天富、劉憶如、周行一、劉政池、陳文華、馮正民、張桂林、張炳耀、黃壽椿、傅傳訓、謝明輝、黃國英、蕭丁訓、沈英傑、鄭光明、呂先趙。 N.H. Ho、S.Y. Hu、T.F. Su、C.Y. Liu、S.Y. Chou、J.S. Liu、W.H. Chen、C.M. Feng、K.L. Chang、P.Y. Chang、S.C. Huang、C.H. Fu、M.H. Hsieh、K.I. Huang、D.H. Hsia、Y.C. Shen、K.M. Cheng、H.C. Lu。
2,000,000元（含）～5,000,000元 NT\$2,000,000 (including) ～NT\$5,000,000	吳民佑 M.Y. Wu
總計 Total	19

註1：何煥軒、吳民佑董事長及胡雪雲、蘇天富、沈英傑、鄭光明、呂先趙等董事無兼職費，酬勞係以月薪計；何煥軒董事係兼代董事長，本職為交通部次長，僅支領薪資差額，於97.6.11卸任。吳民佑董事兼任總經理，自97.6.11起兼任董事長；胡雪雲董事自97.6.11兼任總經理；蘇天富董事兼任副總經理。

2：劉政池董事於96.6.23就任；97.3.19卸任；97.7.25就任。

3：劉憶如董事於97.2.21就任；97.4.24卸任。

4：周行一董事於97.7.25就任；97.10.6卸任；馮正民董事於97.10.6接任。

5：謝明輝董事於95.5.11就任；97.12.10卸任；黃國英董事於97.12.10接任。

6：本公司係國營事業，由政府(交通部)持股100%，故無盈餘分配及員工紅利金額、取得員工認股權憑證數額等。

7：獎金係暫估數。

Note 1：Chairpersons N. H. Ho and M. Y. Wu and board directors, S.Y. Hu, T.F. Su, Y.C. Shen, K.M. Cheng, and H. C. Lu received only monthly salaries and no honorariums. Acting Chairperson N. H. Ho, whose current job is Vice Minister, MOTC, received only difference of salary and finished his term on June 11, 2008. Board director M. Y. Wu with concurrent position as President took the seat of Chairperson on June 11, 2008. Board director S.H. Hu took the seat of President on June 11, 2008. Board director T.F. Su took the seat of Vice President.

2：Board director C.C. Liu took his seat on June 23, 2007 and discharged his seat on March 19, 2008 and took his seat on July 25, 2008.

3：Board director Y.R. Liu took her seat on Feb. 21, 2008 and discharged her seat on April 24, 2008.

4：Board director S.Y. Chou took his seat on July 25, 2008 and discharged his seat on October. 6, 2008; he was succeeded by board director C.M. Feng on Oct. 6, 2008.

5：Board director M.H. Hsieh took his seat on May 11, 2006 and discharged his seat on Dec. 10, 2008; he was succeeded by K.I. Huang on Dec. 10, 2008.

6：As a government-operated enterprise and with the government holding 100% of the shares, the company dose not distribute earnings, employee bonuses and stock options.

7：Bonuses are temporary estimates.

## 2. 監察人之酬金

### The Remuneration of Supervisors

97年1月1日至97年12月31日

Jan. 1, 2008 – Dec. 31, 2008

職稱 Title	姓名 Name	兼職費 Part-time Job Pay	盈餘分配之 監察人酬勞 Remuneration from Distribution of Net Earnings	前二項總額 Total	總額占稅後 純益之比例 (%) Percentage of Net Earnings	其他報酬 Others
監察人 Supervisor	林信夫（註1） S.F. Lin (Note 1)	281,703	-	281,703	-	-
監察人 Supervisor	黃志聰 C.T. Huang					
監察人 Supervisor	呂秋香 C.H. Lu					



監察人 Supervisor	呂巫祥 (註2) W.H.Lu (Note 2)					
監察人 Supervisor	黃秀英 (註3) H.Y.Huang (Note 3)					

給付本公司各個監察人酬金級距 The Remuneration Gaps Among Supervisors	監察人姓名 Name of Supervisors
低於2,000,000元 below NT\$2,000,000	林信夫、黃志聰、呂秋香、呂巫祥、黃秀英 S.F. Lin、C.T.Huang、C.H. Lu、W.H.Lu、H.Y.Huang
2,000,000元 (含) ~ 5,000,000元 NT\$2,000,000 (including) ~ NT\$5,000,000	-
總計 Total	5

註1：林信夫監察人於97.1.8卸任。

2：呂巫祥監察人於97.1.9就任；97.9.19卸任。

3：黃秀英監察人於97.10.13就任。

Note 1：Supervisor S. F. Lin was discharged on Jan. 8, 2008.

2：Supervisor W. H. Lu took his seat on Jan. 9, 2008 and was discharged on Sept. 19, 2008.

3：Supervisor H. Y. Huang took her seat on Oct. 13, 2008.

### 3. 總經理及副總經理之酬金

#### The Remuneration of President and Vice Presidents

97年1月1日至97年12月31日

Jan. 1, 2008 – Dec. 31, 2008

職稱 Title	姓名 Name	薪資 Salary	獎金 Bonus	前二項總額 Total	總額占稅後純益之比例(%) Percentage of Net Earning	其他報酬 Others
總經理 President	胡雪雲 (註1) S.Y. Hu (Note 1)	8,093,282	3,102,425	11,195,707	-	1,186,493
副總經理 Vice President	蘇天富 T. F. Su					
副總經理 Vice President	黃書健 S.C. Huang					
副總經理 Vice President	閻永安 Y.A. Yen					
副總經理 Vice President	陳賜得 (註1) T.D. Chen (Note 1)					

給付本公司總經理及各個副總經理酬金級距 The Remuneration Gaps Among President and Vice Presidents	總經理及副總經理姓名 Name of President and Vice Presidents
低於2,000,000元 below NT\$2,000,000	-
2,000,000元 (含) ~ 4,999,999元 NT\$2,000,000 (including) ~ NT\$4,999,999	胡雪雲、蘇天富、黃書健、閻永安、陳賜得 S.Y. Hu、T. F. Su、S.C. Huang、Y.A. Yen、T.D. Chen
5,000,000元 (含) ~ 10,000,000元 NT\$5,000,000 (including) ~ NT\$10,000,000	-
總計 Total	5

註1：胡雪雲總經理於97.06.11就任；陳賜得副總經理於97.08.01就任。

2：本公司係公營事業，由政府(交通部)持股100%，故無盈餘分配及員工紅利金額、取得員工認股權憑證數額等。

3：獎金係暫估數。

Note 1: President S.Y. Hu took her seat on June 11, 2008. Vice President T.D. Chen took his seat on Aug. 1, 2008.

2: As a government-operated enterprise, with the government as the 100% stockholder, no Distribution of Earnings and the Certificate of Stock Option for Earnings.

3: Bonuses are temporary estimates.

### 三、公司治理運作情形

#### (一) 董事會運作情形

97年度董事會開會7次，董事、監察人出席情形如下：

### III. Governance and Operations

#### (I) Board Meetings

Attendance of Board Meetings (7 total) for 2008：

職稱 Title	姓名(註 1) Name (Note 1)	實際出(列) 席次數(B) Attendance in Person	委託出席次數 Attendance by Proxy	實際出(列)席率(%) 【B/A】(註2) Actual Attendance Rate (Note 2)	備註 Notes
董事長 Chairperson	何煥軒 N.H. Ho	3	0	100	97.6.11免兼 Discharged his concurrent position on June 11, 2008
董事長 Chairperson	吳民佑 M.Y. Wu	6	1	86	97.6.11就任 Took his seat on June 11, 2008
董事 Director of the Board	胡雪雲 S.Y. Hu	5	0	100	97.6.11就任 Took her seat on June 11, 2008
董事 Director of the Board	蘇天富 T.F. Su	7	0	100	
董事 Director of the Board	劉憶如 Y.R. Liu	1	0	100	1.97.2.21就任 Took her seat on Feb. 21, 2008 2.97.4.24請辭 Resigned on Apr. 24 2008
董事 Director of the Board	周行一 S.Y. Chou	1	0	100	1.97.7.25就任 Took his seat on July 25, 2008 2.97.10.6請辭 Resigned on Oct. 6 2008
董事 Director of the Board	馮正民 C.M. Feng	1	1	50	97.10.6就任 Took his seat on Oct. 6, 2008

董事 Director of the Board	陳文華 W.H. Chen	7	0	100	
董事 Director of the Board	劉政池 J.S. Liu	4	0	100	1.97.03.19免兼 Discharged his concurrent job on March 19, 2008 2.97.7.25就任 Took his seat on July 25, 2008
董事 Director of the Board	傅傳訓 C.H. Fu	7	0	100	
董事 Director of the Board	張桂林 K.L. Chang	6	1	86	
董事 Director of the Board	張炳耀 P.Y. Chang	7	0	100	
董事 Director of the Board	黃壽椿 S.C. Huang	7	0	100	
董事 Director of the Board	謝明輝 M.H. Hsieh	5	1	83	97.12.10免兼 Discharged his concurrent position on Dec. 10, 2008
董事 Director of the Board	黃國英 K.I. Huang	1	0	100	97.12.10就任 Took his seat on Dec. 10, 2008
董事 Director of the Board	蕭丁訓 D.H. Hsiao	6	1	83	
董事 Director of the Board	沈英傑 Y.C. Shen	7	0	100	
董事 Director of the Board	鄭光明 K.M. Cheng	7	0	100	
董事 Director of the Board	呂先趙 H.C. Lu	7	0	100	
監察人 Supervisor	黃志聰 C.T. Huang	7	0	100	

監察人 Supervisor	呂秋香 C.H. Lu	7	0	100	
監察人 Supervisor	林信夫 S.F. Lin	0	0	0	97.01.09免兼 Discharged his concurrent job on Jan. 9, 2008
監察人 Supervisor	呂巫祥 W.H. Lu	5	0	100	97.9.19免兼 Discharged his concurrent job on Sept. 19, 2008
監察人 Supervisor	黃秀英 H.Y. Huang	2	0	100	97.10.13就任 Took her seat on Oct. 13, 2008

其他應記載事項：

- 證交法第14條之3所列事項暨其他經獨立董事反對或保留意見且有紀錄或書面聲明之董事會議決事項，應敘明董事會日期、期別、議案內容、所有獨立董事意見及公司對獨立董事意見之處理。
- 董事對利害關係議案迴避之執行情形，應敘明董事姓名、議案內容、應利益迴避原因以及參與表決情形。
- 當年度及最近年度加強董事會職能之目標（例如設立審計委員會、提昇資訊透明度等）與執行情形評估。

Others:

- Any matter listed in Article 14-3 of Securities and Exchange Act as well as any recorded board resolution for which an independent director has a dissenting opinion or qualified opinion should be noted in the minutes, detailing its date, term, issue, all opinions of the independent director(s) and how the company handles it.
- In the event that a director has to avoid voting on a resolution because of a conflict of interest, the name of the director, the content of the resolution, reasons and the result of the vote should be noted.
- Goals (such as setting up an audit committee and raising information transparency) of the board for the year and the closest fiscal year as well as evaluation of its work.

註：1.董事、監察人屬法人者，應揭露法人股東名稱及其代表人姓名。

2.年度終了日前有董事監察人離職者，應於備註欄註明離職日期，實際出(列)席率(%)則以其在職期間董事會開會次數及其實際出(列)席次數計算之。

Note :1. When a board director or a supervisor works for a legal person, the legal person's name (company name) and the name of its responsible person should be disclosed.

2. By the end of a year, the dates of any board directors or supervisors' resignations and their actual attendance rate should be noted.

## (二) 公司治理運作情形及其與上市上櫃公司治理實務守則差異情形及原因：

## (II) Governance and operation of the company as well as its divergence from Corporate Governance Best-Practice Principles for TSEC/GTSM Listed Companies and reasons.

項目 Item	運作情形 Status of Operation	與上市（櫃）公司治理實務守則差異情形及原因 Divergence from Corporate Governance Best-Practice Principles for TSEC/GTSM Listed Companies and reasons
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<p>一、公司股權結構及股東權益</p> <p>(一) 公司處理股東建議或糾紛等問題之方式</p> <p>(二) 公司掌握實際控制公司之主要股東及主要股東之最終控制者名單之情形</p> <p>(三) 公司建立與關係企業風險控管機制及防火牆之方式</p> <p>I. Equity Structure and Shareholder Rights</p> <p>(1) How the company handles shareholder suggestions and disputes</p> <p>(2) Company's control of the list of its major shareholders and final decision-makers</p> <p>(3) How the company establishes its risk-management mechanism and firewalls involving related enterprise</p>	<p>(一) 本公司非上市(櫃)公司，未對外發行股票。</p> <p>(二) 本公司為國營公司，主要股東為交通部。</p> <p>(三) 本公司無公司法第369-1條所規範之關係企業。</p> <p>(1) Chunghwa Post is not a public-listed nor an OTC company. Therefore, the company has not issued stock.</p> <p>(2) The company is a state-run corporation with MOTC as its sole share holder.</p> <p>(3) The company has no affiliated enterprises as prescribed in Article 369-1 of the Company Act.</p>	<p>本公司已依財政部訂頒之「公司內部控制及稽核制度實施辦法」建立內部控制制度、總稽核制及設置董事會稽核處，並以獨立超然立場，執行稽核業務落實內部控制制度。</p> <p>The company, in accordance with the "Enforcement Regulations For Bank Internal Audit Control System" by the Ministry of Finance, has established an internal control system, a chief auditor system and an audit department under the board of directors to conduct unprejudiced auditing in order to firmly implement the internal control system.</p>
<p>二、董事會之組成與職責</p> <p>(一) 公司設置獨立董事之情形</p> <p>(二) 定期評估簽證會計師獨立性之情形</p> <p>II. Organization and Responsibilities of the Board of Directors</p> <p>(1) Establishment of independent directors</p> <p>(2) Regular assessment by independent CPA</p>	<p>(一) 目前尚未設置獨立董事。</p> <p>(二) 本公司之簽證會計師係依政府採購法之規定辦理委任，並與會計師事務所訂有每年檢討終止及解除契約等條款。</p> <p>(1) None designated at present.</p> <p>(2) Company auditors are hired in accordance with the Government Procurement Law. The contract is reviewed on a yearly basis.</p>	<p>本公司股份為政府100%持有，董事皆由交通部核派。本公司第3屆董事會置董事15人；其中專家代表董事3人，就其專長提供見解，發揮功能，確能增進董事會之專業性與獨立性，勞工董事3人，代表員工，提供事業單位興革意見，具有溝通協調及監督事業之功能。</p> <p>The company is 100% owned by the government, and all directors are appointed by the MOTC. The third board of directors of the company consisted of 15 directors. Three of the board directors had special expertise, providing professional opinions and enhancing the professionalism and independence of the board. Three board members represented the employees, bringing input from below, serving the function of communication, coordination and monitoring.</p>
<p>三、監察人之組成與職責</p> <p>(一) 公司設置獨立監察人之情形</p> <p>(二) 監察人與公司員工溝通之情形</p> <p>III. Organization and Responsibilities of the Panel of Supervisors</p> <p>(1) Establishment of independent supervisors</p> <p>(2) Communications between company employees and supervisors</p>	<p>(一) 目前尚未設置獨立監察人。</p> <p>(二) 每次董事會議均邀請監察人列席開會，故重大議題監察人均能及時發揮監督功能，另監察人得隨時調查公司業務及財務狀況，並查核公司帳冊及文件。</p> <p>(1) None designated at present.</p> <p>(2) Corporate supervisors are invited to attend all board meetings; corporate supervisors may, at any time, investigate the company's business and financial situation, and audit the company's accounts and paperwork.</p>	<p>本公司股份為政府持有，監察人皆由交通部核派。本公司第3屆董事會置監察人3人，依據法令及本公司章程，監督公司財務及業務之執行。</p> <p>The company is 100% owned by the government, and all supervisors are assigned by the MOTC. The third board of the company had three supervisors, who monitored the financial situation and the execution of the company's business in accordance with law and the company's articles of incorporation.</p>

<p>四、建立與利害關係人溝通管道之情形</p> <p>IV. Communications channels with related parties</p>	<p>本公司於網站設有首長信箱、顧客申訴E-Mail信箱及免付費顧客申訴專線電話，並由客服中心人員處理客戶、利害關係人等之建議或糾紛等事宜。</p> <p>Customers may write to the company through the email box on its website or call its toll free customer hotline for suggestions, complaints or disputes.</p>	
<p>五、資訊公開</p> <p>(一) 公司架設網站，揭露財務業務及本公司治理資訊之情形</p> <p>(二) 公司採行其他資訊揭露之方式（如架設英文網站、指定專人負責公司資訊之蒐集及揭露、落實發言人制度、法人說明會過程放置公司網站等）</p> <p>V. Disclosure of information</p> <p>(1) Through company website</p> <p>(2) Others such as an English website, personnel in charge of collecting and disclosing information, implementation of spokesman system, shareholder meeting records on company's website, etc.</p>	<p>(一) 已設中華郵政全球資訊網，可查閱相關資訊。</p> <p>(二) 本公司訂有「中華郵政公司暨各等郵局新聞發佈注意事項」，作為對外發言統一準則。</p> <p>(1)The company has set up a global website to disclose company information.</p> <p>(2)The company has issued "Guidelines for Chunghwa Post Press Releases."</p>	
<p>六、公司設置審計委員會等功能委員會之運作情形</p> <p>VI. Status of operations for the company's audit committee, etc</p>	<p>目前尚未設置審計委員會等功能委員會。</p> <p>None at present time</p>	<p>本公司係依交通部及財政部會銜訂頒之「郵政儲金匯兌業務內部控制及稽核制度實施辦法」建立內部控制制度、總稽核制及設置董事會稽核處，並以獨立超然立場執行稽核業務，落實內部控制制度。</p> <p>In accordance with Regulations Governing the Internal Controls and Audit System for Postal Remittances and Savings, proclaimed by the MOTC and the MOF, the company has established an internal control system, an audit system and a department of auditing under the board.</p>
<p>七、請敘明本公司治理運作情形及其與「銀行業公司治理運作守則」之差異情形及原因：（詳上述各欄）</p> <p>VII. Please detail the company's governance and operation, as well as the differences and reasons for deviations from the Corporate Governance Best-Practice Principles for Banks: (see above)</p> <p>八、其他有助於瞭解本公司治理運作情形之重要資訊（如董事及監察人進修之情形、董事出席及監察人列席董事會狀況、風險管理政策及風險衡量標準之執行情形、保護消費者或客戶政策之執行情形、董事對利害關係案迴避之執行情形、公司為董事及監察人購買責任保險之情形及社會責任等）</p> <p>VIII. Other important information that is helpful for the understanding of the governance of the company (such as training of directors and supervisors, attendance in board meetings by directors and inspectors, implementation of risk management policies and risk measurement standards, implementation of consumers or customers protection policies, directors' avoidance of conflicts of interests, company's purchase of liability insurance for the directors and supervisors and social responsibility).</p> <p>1.97年度董事及監察人進修之情形：</p> <p>1. Status for Further Study for Directors and Supervisors in 2008:</p>		

開課公司名稱 Courses given by	上課日期 Date of Training	課程名稱 Course Title	上課董事、監察人 Courses taken by
臺灣金融研訓院 Taiwan Academy of Banking and Finance	97.05.16 05/16/08	公司治理與金融整合研討會 Corporate governance and financial integration seminar	張炳耀P.Y. Chang 呂先趙H.C. Lu 鄭光明K.M. Cheng
中華民國證券商業同業公會 Taiwan Securities Association	97.07.14 07/14/08	大陸勞動合同法與董事責任概述 An overview of China's contract law and responsibilities of directors	鄭光明K.M. Cheng
中華民國證券商業同業公會 Taiwan Securities Association	97.09.09 09/09/08	公司治理與財務危機管理 Corporate governance and financial crisis management	吳民佑M.Y. Wu 謝明輝M.H. Hsieh 陳文華W.H. Chen 沈英傑Y.C. Shen 鄭光明K.M. Cheng
中華民國證券商業同業公會 Taiwan Securities Association	97.10.13 10/13/08	公司治理之推動及落實 Promotion and implementation of corporate governance	張炳耀P.Y. Chang 沈英傑Y.C. Shen 鄭光明K.M. Cheng
中華民國證券商業同業公會 Taiwan Securities Association	97.11.20 11/20/08	洗錢防制與案例探討 A study on money laundry prevention and cases	張炳耀P.Y. Chang 傅傳訓C.H. Fu
中華民國人壽保險商業同業公會 The Life Insurance Association of the Republic of China	97.11.07 11/07/08	公司治理與內部控制/公司治理與績效管理 Corporate governance and internal control/ Corporate governance and performance management	馮正民C.M. Feng 張炳耀P.Y. Chang
中華民國人壽保險商業同業公會 The Life Insurance Association of the Republic of China	97.11.11 11/11/08	壽險公司負責人連帶責任問題之探討 壽險公司財務報表解讀與常見問題 A study on joint and several liabilities of owners of insurance companies Life insurance company financial statements interpretation and common issues	張炳耀P.Y. Chang
中華民國人壽保險商業同業公會 The Life Insurance Association of the Republic of China	97.11.19 11/19/08	公司治理之法律佈局與獨立董事之選舉 董事會、股東會及監察人之運作與義務責任 Legal arrangement of corporate governance and election of independent directors Operation and obligations of board of directors, shareholders' meeting and supervisors	謝明輝M.H. Hsieh
中華民國人壽保險商業同業公會 The Life Insurance Association of the Republic of China	97.11.21 11/21/08	產險公司風險管理/產險公司清償能力與預警系統 Property insurance companies risk management/ Property insurance companies solvency ability and warning system	馮正民C.M. Feng
中華民國人壽保險商業同業公會 The Life Insurance Association of the Republic of China	97.11.26 11/26/08	公司治理之法律佈局與獨立董事之選舉 董事會、股東會及監察人之運作與義務責任 Legal arrangement of corporate governance and election of independent directors Operation and obligations of board of directors, shareholders' meeting and supervisors	鄭光明K.M. Cheng
中華民國人壽保險商業同業公會 The Life Insurance Association of the Republic of China	97.11.28 11/28/08	公司治理與內部控制/公司治理與績效管理 Corporate governance and internal control/ Corporate governance and performance management	張炳耀P.Y. Chang

中華民國人壽保險商業同業公會  
The Life Insurance Association of  
the Republic of China

97.11.29  
11/29/08

我國公司治理制度暨董事會運作相關事項探  
討/產險業經營之法律風險之控管  
Studies on corporate governance system  
and operation of board of directors/Legal risk  
control of property insurance companies

張炳耀 P.Y. Chang

2. 風險管理政策及執行情形：遵照主管機關之規範，評估本公司之營運風險，督促各業務單位採行必要措施。為確保風險管理政策有效推動，已請各業務單位按季填報風險管理工作計畫執行情形，並定期提報風險管理委員會備查。
3. 保護消費者或客戶政策之執行情形：本公司與客戶簽訂之契約均依照消費者保護法之規定修訂並實施，以減少廣告及定型化契約衍生之消費爭議。
4. 依本公司章程規定，董事對利害關係議案應即迴避。
5. 本公司各階經理人、各部門皆依本公司權責劃分表運作。
6. 社會責任：本公司一向重視社會責任，除配合政府政策，推展各項政策性貸款（詳第81頁資金運用情形）外，並積極參與公益及慈善捐款活動，鼓勵各等郵局主動參與地區性公益活動，實施環保措施，以實際行動回饋社會大眾。

2. Regarding risk management: in accordance with the regulations set by its competent authorities, the company has assessed its operational risk and urged all operational departments to take necessary measures. To ensure the effectiveness of its promotion of its risk management policies, all operational departments are required to submit a quarterly report on the execution of its risk management work, which will be submitted to the company's risk management committee periodically.
3. Regarding consumer protection and customer policy: Contracts between the company and its clients have all been revised in accordance with the regulations of the Consumer Protection Law in an effort to avoid disputes resulting from advertisements and standard contracts.
4. In accordance with the company's articles of incorporation, a member of the company's board directors should not vote in any resolution where there is a conflict of interest or duties.
5. All senior management and departments of the company operate in accordance with the company's division of work chart.
6. The company puts great importance on its corporate social responsibility: apart from offering loans in accordance with government policies (see page 81), the company has actively participated in fundraisers and activities for the public good, as well as encouraged its branches to take initiatives to partake in regional activities for the public good and implement environmental protection measures.

### （三）揭露公司治理守則及相關規章之查詢方式：

依銀行業公司治理實務守則規定揭露之項目，揭露於本公司網站。

### （四）揭露其他足以增進對公司治理運作情形瞭解之重要資訊：

已揭露於本公司網站。

### (III) Disclosure of Corporate Governance Best-Practice Principles and how to locate relevant regulations:

Make disclosures on the company's website in accordance with Corporate Governance Best-Practice Principles for Banks.

### (IV) Disclosure of important information about the governance and operations of the company:

Disclosed in the company's website.



## (五) 內部控制制度執行狀況

### 1. 內部控制制度之建立及執行情形

內部控制制度建立之目的係對營運、財務報導及法令遵循等目標之達成，提供合理之確保，本公司業已建立此一制度。內部控制制度有其先天限制，不論設計如何完善，有效之內部控制制度亦僅能對上述三項目標之達成提供合理的確保；而且，由於環境、情況之改變，內部控制制度之有效性可能隨之改變。惟本公司之內部控制制度設有自我監督機制，缺失一經辨認，本公司即採取更正之行動。

### 2. 內、外部稽核制度執行情形

內部稽核制度建立係以超然獨立、客觀公正之立場，協助董事會及經理部門檢查及覆核內部控制制度之缺失，適時提供改進建議，確保公司內部控制制度持續有效實施及作為檢討修正該制度之依據。

本公司稽核處97年度依據「郵政儲金匯兌業務內部控制及稽核制度實施辦法」、「保險業內部控制及稽核制度實施辦法」、「中華郵政股份有限公司內部稽核實施細則」及「97年度稽核計畫」，對總公司12個處（室）、23個責任中心郵局、5個郵件處理中心及1,321個支局共辦理一般查核1,361次、專案查核1,747次，及對營業單位另辦理庫存現金查核2,956次；並對行政院金融監督管理委員會、中央銀行及會計師等外部稽核單位所提檢查缺失及改進意見，依規定提報董事會核議且持續追蹤覆查。

### 3. 內部控制聲明書（詳44-49頁）

## (V) Implementation of internal control system

### 1. Establishment and implementation of internal control system

Internal control system aims to provide reasonable assurance regarding the achievement of the objectives of the company's operations, financial reporting, and compliance with applicable laws and regulations. The company has established an internal control system. An internal control system has its own limitations, and no matter how well it is designed, effective internal control systems can only provide reasonable assurance regarding the achievement of the three above-mentioned objectives. In addition, as the environment and situations of a company changes, the effectiveness of its internal control system will change with it. However, the company's internal control system is equipped with a self-monitoring mechanism, and as soon as a problem is identified, the company shall take action to correct it immediately.

### 2. Implementation of internal and external audit system

The purpose of internal audit system is to objectively assist the board of directors and the company's management team in inspecting and evaluating the performance of its internal control system and make timely suggestions to ensure its continual effectiveness.

In 2008, in accordance with Regulations Governing the Internal Controls and Audit System for Postal Remittances and Savings, Regulations Governing the Internal Controls and Audit System for Insurance, Regulations Governing the Internal Audit System of Chunghwa Post and the 2008 Audit Plan, the company's audit department performed 1,361 general audits and 1,747 case audits on the 12 departments, 23 responsibility center offices, 5 mail processing centers and 1,321 smaller branches as well as 2,956 cash audits on the operational units of the company. In addition, the department has, in accordance with regulations, submitted reports to the board of directors and continued to conduct follow-up evaluations on the suggestions and flaws found by the Financial Supervisory Commission, Central Bank of the ROC and other external audit units such as the company's CPA.

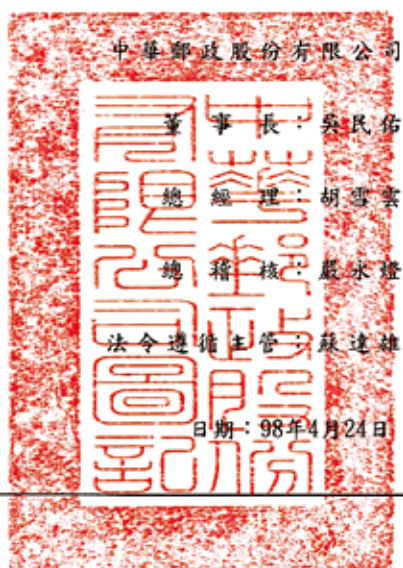
### 3. Internal Control Statement (see pages 44-49)



### 中華郵政股份有限公司 儲金、匯兌業務內部控制制度聲明書

本公司儲金、匯兌業務，民國97年1月1日至97年12月31日之內部控制制度，依據自行檢查的結果，謹聲明如下：

- 一、本公司確知建立、實施和維護內部控制制度係本公司董事會及經理人之責任，本公司業已建立此一制度。內部控制制度之目的係在對營運、財務報導及法令遵循等目標之達成，提供合理之確保。營運之目標係在追求營運之效果及效率；財務報導之目標係在追求對外之財務報導為可靠；法令遵循之目標則在追求相關法令之遵循。法令遵循制度係達成法令遵循目標內部控制制度之一部分；會計紀錄及報表係依商業會計法、郵政儲金匯兌法暨有關規定編製、編製基礎前後一致，且係財務報導內部控制制度之部分成果。
- 二、內部控制制度有其先天限制，不論設計如何完善，有效之內部控制制度亦僅能對上述三項目標之達成提供合理的確保；而且，由於環境、情況之改變，內部控制制度之有效性可能隨之改變。惟本公司之內部控制制度設有自我監督機制，缺失一經辨認，本公司即採取更正之行動。
- 三、本公司係依據交通部、財政部訂頒郵政儲金匯兌業務內部控制制度及稽核制度實施辦法及證券暨期貨市場各服務事業建立內部控制制度處理準則之規定判斷本公司內部控制制度之設計及執行是否有效。前述實施辦法及處理準則所採用之內部控制制度有效性之判斷項目，係為依管理控制之過程將內部控制制度劃分為五個組成要素：1. 控制環境，2. 風險評估，3. 控制作業，4. 資訊及溝通，及5. 監督。
- 四、本公司業已採用上述內部控制制度判斷項目，檢查內部控制制度之設計及執行之有效性。
- 五、本公司基於前項檢查結果，認為上開期間之內部控制制度（包括營運、財務報導及法令遵循）之設計及執行係屬有效，能合理確保董事會及經理人業已知悉營運目標達成之程度、財務報導及法令遵循目標業已達成；亦認為會計紀錄及報表係依商業會計法、郵政儲金匯兌法暨有關規定編製，編製基礎前後一致，其正確性係允當。
- 六、本聲明書業經本公司民國98年4月24日董事會通過，出席董事15人中，有0人持反對意見，餘均同意本聲明書之內容，檢附董事會議紀錄。



中華郵政股份有限公司

董事長：吳民佑

總經理：胡雪雲

總稽核：嚴永澄

法令遵循主管：蘇達雄

日期：98年4月24日



## Internal Control Statement Savings and Remittances

The results of internal examination of our company's internal control system regarding the business of Postal Savings and Remittances for the period from January 1, 2008 to December 31, 2008 are hereby declared as follows:

1. The company understands that establishing, implementing, and maintaining an internal control system is the responsibility of the company's board of directors and management team. The company has established such a system. The internal control system aims to provide reasonable assurance regarding the achievement of the objectives of the company's operations, financial reporting, and compliance with applicable laws and regulations. These objectives include effective and efficient operations, reliable financial reports, and compliance with applicable laws and regulations. The financial data and statements are compiled in accordance with the Business Accounting Act, Postal Remittances and Savings Act and other applicable laws and regulations.
2. The Internal control system has its own limitations, and no matter how well it is designed, an effective internal control system can only provide reasonable assurance regarding the achievement of the three above-mentioned objectives. In addition, as the environment and circumstances of the company change, the effectiveness of its internal control system will change with it. However, the company's internal control system is equipped with a self-monitoring mechanism, and as soon as a problem is identified, the company will take action to correct it immediately.
3. The company evaluates the design and effectiveness of its internal control system based on the Regulations Governing the Internal Controls and Audit System for Postal Remittances and Savings (promulgated by the MOTC and the MOF) and the Processing Guidelines for the Establishment of Internal Control System by Securities and Futures Market Business Sectors. The system consists of five components: (1) control environment (2) risk assessment (3) control activities (4) information and communication (5) monitoring.
4. The company has adopted the five above-mentioned components so as to evaluate the design and effectiveness of its internal control system.
5. Based on the results of its evaluation as mentioned above, the company believes that the design and execution of its internal control system during the aforementioned period was effective and was able to provide reasonable assurance regarding the achievement of the objectives of the company's operations, financial reporting, and compliance with applicable laws and regulations. The company also believes that the financial data and statements of the company were compiled in accordance with the Business Accounting Act, Postal Remittances and Savings Act and other applicable laws and regulations.
6. This statement was approved by the company's board of directors during its board meeting on April 24, 2009. The 15 attending directors unanimously approved this statement.

**Chunghwa Post Co., Ltd.**

Chairperson: Wu Min-yu  
President: Hu Sheue-yun  
Auditor General: Yen Yung-teng  
Chief Compliance Officer: Su Da-hsiung

Date: April 24, 2009

### 中華郵政股份有限公司 簡易人壽保險業務內部控制制度聲明書

本公司簡易人壽保險業務，民國97年1月1日至97年12月31日之內部控制制度，依據自行檢查的結果，謹聲明如下：

- 一、本公司確知建立、實施和維護簡易人壽保險業務內部控制制度係本公司董事會及管理階層之責任，本公司業已建立此一制度。內部控制制度之目的係在對營運、財務報導及法令遵循等目標之達成，提供合理之確保。營運之目標係在追求營運之效果及效率，包括獲利、績效及保障資產安全等目標；財務之報導目標係在追求對外之財務報導為可靠；法令遵循之目標則在追求相關法令之遵循。法令遵循制度係達成法令遵循目標內部控制制度之一部分；財務紀錄及報表係依保險法、簡易人壽保險法及有關規定編製、編製基礎前後一致，且係財務報導內部控制制度之部分成果。
- 二、內部控制制度有其先天限制，不論設計如何完善，有效之內部控制制度亦僅能對上述三項目標之達成提供合理的確保；而且，由於環境、情況之改變，內部控制制度之有效性可能隨之改變。惟本公司之簡易人壽保險業務內部控制制度設有自我監督機制，缺失一經辨認，本公司即採取更正之行動。
- 三、本公司係依據金融監督管理委員會訂頒保險業內部控制及稽核制度實施辦法之規定判斷本公司內部控制制度之設計及執行是否有效，上項判斷之作成亦依據金融監督管理委員會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（以下簡稱「處理準則」）規定之內部控制制度有效性之判斷項目。內部控制制度劃分為五個組成要素：1. 控制環境，2. 風險辨識與評估，3. 控制活動，4. 資訊及溝通，及5. 監督活動。每個組成要素又包括若干判斷項目，前述項目請參見「處理準則」規定。
- 四、本公司業已採用上述內部控制制度判斷項目，檢查簡易人壽保險業務內部控制制度之設計及執行之有效性。
- 五、本公司基於前項檢查結果，認為上開期間之簡易人壽保險業務內部控制制度（包括營運、財務報導及法令遵循）之設計及執行係屬有效，能合理確保董事會及經理人業已知悉營運目標達成之程度、財務報導及法令遵循目標業已達成；亦認為財務紀錄及報表係依保險法、簡易人壽保險法及有關規定編製，編製基礎前後一致，其正確性係允當。
- 六、本聲明書將成為本公司年報之主要內容，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、第一百七十四條或「保險法」暨「簡易人壽保險法」等相關規定之法律責任。
- 七、本聲明書業經本公司民國98年4月24日董事會通過。

謹致

金融監督管理委員會

聲明人：

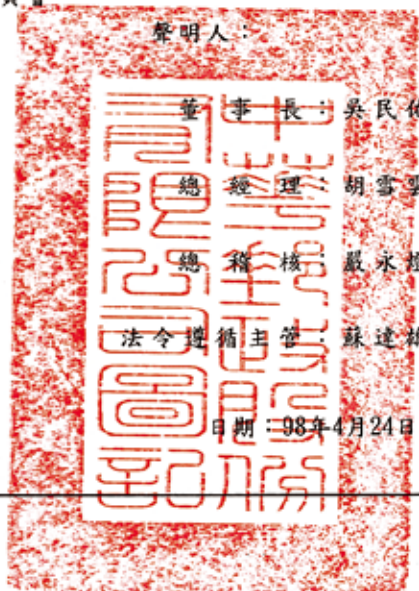
董事長：吳民佑

總經理：胡雪雲

總稽核：嚴永澄

法令遵循主管：蘇達維

日期：98年4月24日





## Internal Control Statement Simple Life Insurance

The results of internal examination of our company's internal control system regarding the business of Simple Life Insurance for the period from January 1, 2008 to December 31, 2008 is hereby declared as follows:

1. The company understands that establishing, implementing, and maintaining an internal control system are the responsibilities of the company's board of directors and management team. The company has established such a system. The internal control system aims to provide reasonable assurance regarding the achievement of the objectives of the company's operations, financial reporting, and compliance with applicable laws and regulations. The objective of the company's operation is effectiveness and efficiency, including performance and profitability goals and safeguarding of resources; the goal of financial reporting is to provide reliable published financial statements; compliance refers to complying with those laws and regulations to which the company is subject. The financial data and statements are compiled in accordance with the Insurance Act, Simple Life Insurance Act, and other applicable laws and regulations.
2. The Internal control system has its own limitation, and no matter how well it is designed, an effective internal control system can only provide reasonable assurance regarding the achievement of the three above-mentioned objectives. In addition, as the environment and circumstances of the company change, the effectiveness of its internal control system will change with it. However, the company's internal control system is equipped with a self-monitoring mechanism, and as soon as a problem is identified, the company shall take action to correct it immediately.
3. The company evaluates the design and effectiveness of its internal control system based on the Regulations Governing the Internal Controls and Audit System of an Insurance Company (promulgated by the Financial Supervisory Commission) and the Regulations Governing the Establishment of Internal Control Systems by Service Enterprises in Securities and Futures Markets (promulgated by the Securities and Futures Bureau, Financial Supervisory Commission). The system consists of five components: (1) control environment (2) risk assessment (3) control activities (4) information and communication (5) monitoring. For what factors into these components, please see the Regulations Governing the Internal Controls for Listed Companies.
4. The company has adopted the five components as mentioned above to evaluate the design and effectiveness of the internal control system for its simple life insurance business.
5. Based on the results of its evaluation as mentioned above, the company believes that the design and execution of the internal control system for its simple life insurance business during the aforementioned period was effective and was able to provide reasonable assurance regarding the achievement of the objectives of the company's operations, financial reporting, and compliance with applicable laws and regulations. The company also believes that the financial data and statements of the company were compiled in accordance with the Insurance Act, Simple Life Insurance Act and other applicable laws and regulations.
6. This statement is a major part of the company's annual report and will be made public. Under Articles 20, 32, 171 and 174 of the Securities Transaction Act, as well as Insurance Act and Simple Life Insurance Act, any fraudulent statements or intentional failure to make the necessary disclosure will incur legal responsibility.
7. This statement was approved by the company's board of directors during its board meeting on April 24, 2009.

**Chunghwa Post Co., Ltd.**

Chairperson: Wu Min-yu  
President: Hu Sheue-yun  
Auditor General: Yen Yung-teng  
Chief Compliance Officer: Su Da-hsiung

Date: April 24, 2009

## 中華郵政股份有限公司

## 內部控制制度聲明書

日期：98年4月24日

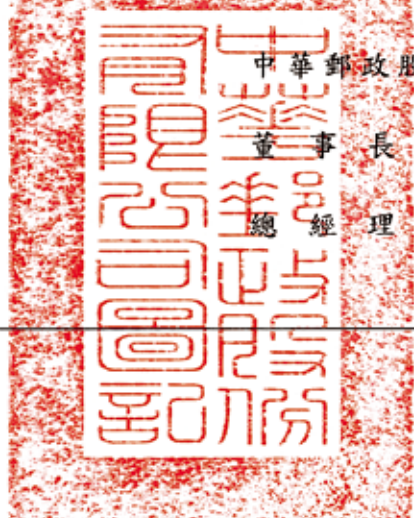
本公司兼營債券自營部門民國97年1月1日至97年12月31日之內部控制制度，依據自行檢查的結果，謹聲明如下：

- 一、本公司確知建立、實施和維護內部控制制度係本公司董事會及經理人之責任，本公司兼營債券自營部門業已建立此一制度。其目的係在對營運之效果及效率(含獲利、績效及保障資產安全等)、財務報導之可靠性及相關法令之遵循等目標的達成，提供合理的確保。
- 二、內部控制制度有其先天限制，不論設計如何完善，有效之內部控制制度亦僅能對上述三項目標之達成提供合理的確保；而且，由於環境、情況之改變，內部控制制度之有效性可能隨之改變。惟本公司兼營債券自營部門之內部控制制度設有自我監督之機制，缺失一經辨認，本公司即採取更正之行動。
- 三、本公司兼營債券自營部門係依據「證券暨期貨市場各服務事業建立內部控制制度處理準則」(以下簡稱「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。該「處理準則」所採用之內部控制制度判斷項目，係為依管理控制之過程，將內部控制制度劃分為五個組成要素：1. 控制環境，2. 風險評估，3. 控制作業，4. 資訊及溝通，及5. 監督。每個組成要素又包括若干項目。前述項目請參見「處理準則」之規定。
- 四、本公司兼營債券自營部門業已採用上述內部控制制度判斷項目，檢查內部控制制度之設計及執行的有效性。
- 五、本公司基於前項檢查結果，認為本公司兼營債券自營部門上開期間的內部控制制度，包括知悉營運之效果及效率目標達成之程度、財務報導之可靠性及相關法令之遵循有關的內部控制制度等之設計及執行係屬有效，其能合理確保上述目標之達成。
- 六、本聲明書將成為本公司年報之主要內容，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。
- 七、本聲明書業經本公司民國98年4月24日董事會通過，出席董事15人，有0人持反對意見，餘均同意本聲明書之內容，併此聲明。

中華郵政股份有限公司

董事長：吳民佑

總經理：胡雪雲





## Internal Control Statement

April 24, 2009

The following statement gives the results of a self-auditing of the internal control system of the bond-operating department of Chunghwa Post Co., Ltd., covering the period of Jan. 1, 2008 to Dec.31, 2008:

1. The company understands that establishing, implementing, and maintaining an internal control system is the responsibility of the company's board of directors and management team. The bond-operating department of the company has established such a system. The internal control system aims to provide reasonable assurance regarding the achievement of the objectives of the company's effective and efficient operations (including performance and profitability goals and safeguarding of resources), reliable financial reporting, and compliance with applicable laws and regulations.
2. The internal control system has its own limitation, and no matter how well it is designed, an effective internal control system can only provide reasonable assurance regarding the achievement of the three above-mentioned objectives. In addition, as the environment and circumstances of the company change, the effectiveness of its internal control system will change with it. However, the bond-operating department's internal control system is equipped with a self-monitoring mechanism, and as soon as a problem is identified, the company will take action to correct it immediately.
3. The bond-operating department of the company evaluates the design and effectiveness of its internal control system based on the Processing Guidelines for the Establishment of an Internal Control System by Securities and Futures Market Business Sectors (Processing Guidelines). The system consists of five components: (1) control environment (2) risk assessment (3) control activities (4) information and communication (5) monitoring. For what factors into these components, please see the Processing Guidelines.
4. The bond-operating department of the company has adopted the five components as mentioned above to evaluate the design and effectiveness of its internal control system.
5. Based on the results of its evaluation as mentioned above, the company believes that the design and execution of the internal control system for its bond-operating department during the aforementioned period was effective and was able to provide reasonable assurance regarding the achievement of the objectives of the company's operations, financial reporting, and compliance with applicable laws and regulations.
6. This statement is a major part of the company's annual report and will be made public. Under Articles 20, 32, 171 and 174 of the Securities Transaction Act, any fraudulent statements or intentional failure to make necessary disclosures will incur legal responsibility.
7. This statement was approved by the company's board of directors during its board meeting on April 24, 2009. The 15 attending directors unanimously approved this statement.

**Chunghwa Post Co., Ltd.**

**Chairperson: Wu Min-yu**  
**President: Hu Sheue-yun**

## (六) 違法受處罰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：

- (1) 斗六西平路郵局佐理員林○○，涉嫌冒領師生儲金懸帳戶存款142千元，96年11月29日經檢察官聲請簡易判決。
- (2) 桃園郵件處理中心佐理員陳○○，竊取該中心報廢之郵件捆紮機、郵票銷票機、雜誌蓋銷機及損壞郵用籃車等予以變賣牟利，97年3月23日經檢察官聲請簡易判決。
- (3) 桃園蘆竹郵局專業職（二）外勤人員林○○，侵占內裝報值現金及郵政禮券之掛號郵件共14件，金額25千元，97年6月25日經檢察官聲請簡易判決。

2. 違反法令經主管機關處以罰鍰者：

代售業務廠商之商品宣傳單違反公平交易法，本公司於96年8月31日遭行政院公平交易委員會罰鍰500千元。

3. 缺失經主管機關嚴予糾正者：無

4. 經行政院金管會依銀行法第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）或未切實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

改善情形：

除加強內部控制與稽核外，並要求單位主管平時多注意員工生活及上班情形，以防止弊端發生。

## (VI) Law violations resulting in punishment, misconduct, and improvement

1. Legal violation(s) by a senior manager or a lower-grade employee resulting in indictments:

- (1) A clerk from Douliou Siping Road Branch took NT\$142,000 illegal cash from a pending school passbook savings account. The prosecutor petitioned for summary judgement on Nov. 29, 2007.
- (2) A clerk from Taoyuan Mail Processing Center stole a mail bundler, a stamp selling machine, a magazine stamp-canceling machine and a basket cart for damaged mails, which were to-be-discarded and sold them for profits. The prosecutor petitioned for summary judgement on Mar. 23, 2008.
- (3) A postperson from Luzhu Branch, Taoyuan illegally took 14 registered mails containing cash and postal gift vouchers worth NT\$ 25,000. The prosecutor petitioned for summary judgement on Jun. 25, 2008.

2. Law violation(s) that led to fines by the competent authority:

The advertisement handouts of products from vendors were in violation of the Fair Trade Law and the company was fined NT\$ 500,000 by the Fair Trade Commission of the Executive Yuan on Aug. 31, 2007.

3. Misconduct(s) resulting in serious disciplinary action by the competent authority: None

4. Relative disciplinary measures had been stipulated by the Financial Supervisory Commission, Executive Yuan, according to the Article 61-1 of the Banking Act: None

5. Nature and amount of loss as a result of frauds, major random incidents (fraud, theft, appropriation and theft of assets, falsified transactions, document and security forgery, receiving kickbacks, natural disaster loss, loss caused by external forces, hacker attacks, theft of information, and leaking business secrets and client information, etc.) or failure to comply with the Instructions for the Maintenance of Safety by Financial Institutions that lead to security accidents, and individual or accumulated losses for the year that amounted to NT\$ 50 million or more: None

Improvement:

Apart from strengthening internal controls and audits, the company requires its management team to pay more attention to the lives and working situation of employees to prevent fraud.

## (七) 董事會之重要決議

## 1. 第2屆董事會第12次會議：

- (1) 奉交通部97年1月9日交人字第0970000280號函示，指派該部會計處呂巫祥專門委員擔任本公司第2屆監察人，另監察人林信夫先生，併予免兼。
- (2) 奉交通部97年2月21日交人字第0970001466號函示，本公司遴聘劉憶如教授為第2屆董事案，准予照辦。
- (3) 為健全財務結構及提升本公司儲匯資本適足率，96年度提列儲匯特別盈餘公積8.66億元。
- (4) 全體出席董事決議通過追認本公司98年度營運目標、購建固定資產專案計畫。
- (5) 全體出席董事決議通過本公司法令遵循主管由陳賜得主任秘書擔任。
- (6) 全體出席董事決議通過98年度預算案。
- (7) 全體出席董事決議通過本公司簡易人壽保險業務97年度法令遵循計畫。

## 2. 第2屆董事會第13次會議：

- (1) 奉交通部97年3月19日交人字第0970002306號函示，本公司董事劉政池免兼董事職務一案，同意照辦。
- (2) 奉交通部97年4月24日交人字第0970028148號函示，本公司董事劉憶如免兼董事職務一案，同意照辦。
- (3) 全體出席董事決議通過本公司96年度營業報告書。
- (4) 全體出席董事決議通過96年度財務報告、壽險業務財務報告及財產目錄。
- (5) 全體出席董事決議通過96年度盈餘分配案。
- (6) 全體出席董事決議通過96年度壽險業務「鴻運高照分紅保單」紅利分配案。
- (7) 全體出席董事決議通過96年度「內部控制整體之評估表」並同意出具「儲金、匯兌業務」、「簡易人壽保險業務」及「兼營債券自營業務」之內部控制制度聲明書。

## (VII) Major board resolutions

1. The 12<sup>th</sup> meeting of the second board:

- (1) Document Jiaorenzi 0970000280 dated Jan. 9th, 2008 issued by MOTC Nominated W.H.Lu, Senior Executive, Department of Accounting. MOTC, as the second term supervisor: S.F. Lin, Supervisor, was discharged from his concurrent position.
- (2) Document no. Jiaorenzi 0970001466 dated Feb. 21, 2008 issued by MOTC regarding the employment of Professor Y. R. Liu as board director had approved.
- (3) To reinforce the strength of financial structure and to uplift bank of international settlement ratio for postal remittances operation, the board specially made provision for the amount of NT\$866 million as special reserve for postal remittance business.
- (4) The board unanimously passed administration policy and assets purchase projects for 2009.
- (5) The board unanimously elected T.D. Chen as Chief Compliance Officer.
- (6) The board unanimously passed the 2009 budget.
- (7) The board unanimously passed the 2008 compliance program for the company's simple life insurance operation.

2. The 13<sup>th</sup> board meeting of the second board:

- (1) Document no. Jiaorenzi 0970002306 dated Mar. 19, 2008 issued by MOTC regarding the discharge of J.S. Liu of his concurrent position as board director was passed.
- (2) Document no. Jiaorenzi 0970028148 dated Apr. 24, 2008 issued by MOTC regarding the discharge of Y.R. Liu of her concurrent position as board director was passed.
- (3) The board unanimously passed 2007 report on business.
- (4) The board unanimously passed the 2007 audited and certified financial report, life insurance department financial report and catalogue of assets.
- (5) The board unanimously passed 2007 surplus allocation plan.
- (6) The board unanimously passed 2007 the actuary-certified profit sharing report (Hong-yun-gao-zhao participating policy).
- (7) The board unanimously passed the 2007 Internal Control Evaluation Table, as well as agreed to provide internal control statements for its savings and remittances department, simple life insurance department and bond-operating department.

3. The 7<sup>th</sup> temporary board meeting of the second board:

- (1) In accordance with document no. Jiaorenzi 0970005149 dated Jun. 6th, 2008 issued by MOTC,

## 3.第2屆董事會第7次臨時會議：

- (1) 交通部何次長煥軒原兼任本公司第2屆董事並代理董事長職務，奉交通部97年6月6日交人字第0970005149號函示，解除代理及免兼。另奉行政院核定，指派總經理胡雪雲兼任本公司第2屆董事，由董事會代行股東會討論，經全體出席董事決議通過，自97年6月11日生效。
- (2) 全體出席董事決議通過推選吳董事民佑為董事長。
- (3) 全體出席董事決議通過委任胡董事雪雲為總經理。

## 4.第2屆董事會第14次會議：

由董事會代行股東會討論，經全體出席董事決議承認本公司96年度營業報告書、財務報表、壽險業務財務報表及盈餘分配表。

## 5.第2屆董事會第15次會議：

- (1) 奉交通部97年7月25日交人字第0970006872號函示，本公司遴聘周行一教授及劉政池先生為第2屆董事一案，准予照辦。
- (2) 全體出席董事決議通過「臺灣郵政股份有限公司章程」名稱修正為「中華郵政股份有限公司章程」及第一條條文修正為「本公司係依郵政法、中華郵政股份有限公司設置條例（以下簡稱本公司設置條例）及公司法有關股份有限公司之規定，由交通部發起設立，定名為中華郵政股份有限公司；本公司英文名稱定為：Chunghwa Post Co.,Ltd.」
- (3) 全體出席董事決議通過「臺灣郵政股份有限公司董事會組織規程」名稱修正為「中華郵政股份有限公司董事會組織規程」及第一條條文修正為「本規程依中華郵政股份有限公司設置條例第八條第一款及中華郵政股份有限公司（以下簡稱本公司）章程第十九條規定訂定之。」
- (4) 全體出席董事決議通過陳賜得先生為本公司副總經理；蘇達雄先生為主任秘書。

## 6.第2屆董事會第16次會議：

- (1) 奉交通部97年10月6日交人字第0970009046

Ho, Nuan-hsuan, Deputy Minister of MOTC, concurrent director of the second board and acting chairperson of Chunghwa Post was discharged his concurrent and acting positions. In addition, the Executive Yuan appointed President Hu, Sheue-yun as the concurrent director of the board. The appointment was discussed by the board of directors on behalf of the shareholders' meeting and unanimously passed by the board and effective on Jun.11, 2008.

- (2) The board unanimously elected Wu, Min-yu as Chairperson.

- (3) The board unanimously elected Hu, Sheue-yun as President.

4.The 14<sup>th</sup> board meeting of the second board:

The board made the discussion on behalf of the shareholders' meeting and unanimously approved the 2007 business report, the financial report and surplus allocation table.

5.The 15<sup>th</sup> board meeting for the second board:

- (1) Document no. Jiaorenzi 0970006872 dated Jul. 25th, 2008 issued by MOTC regarding the retainment of Professor Chou, Hsing-yi and Mr. Liu, Cheng-chi as directors of the second board was approved.
- (2) The board unanimously passed revision of "Articles of Incorporation of Taiwan Post" into "Articles of Incorporation of Chunghwa Post" and the revision of the first article into "The company is established under the Postal Act, Chunghwa Post Co., Ltd. Establishment Act ("Establishment Act" hereunder) and articles of the Company Act governing companies limited by the Ministry of Transportation and Communications (MOTC) with the English name of Chunghwa Post Co.,Ltd.
- (3) The board unanimously passed revision of the title of "Board of Directors' Structure of Taiwan Post" into "Board of Directors' Structure of Chunghwa Post" and the revision of Article 1 into "The structure is established in accordance with Paragraph 1, Article 8 of Chunghwa Post Co., Ltd. Establishment Act and Article 19 of Articles of Incorporation of Chunghwa Post ("the Company" hereunder)".
- (4) The board unanimously elected T.D. Chen as Vice President and D.H. Su as Chief Secretary.

6.The 16<sup>th</sup> board meeting of the second board:

- (1) Document no. Jiaorenzi 0970009046 dated Oct. 6th, 2008 issued by MOTC regarding the resignation of Director Chou, Hsing-yi and the retainment of Professor Feng, Cheng-min as an expert to fill the vacancy was approved.
- (2) Document no. Jiaorenzi 0970009252 dated Oct. 13th, 2008 nominated Huang, Shiu-ying, Senior



號函示，本公司董事周行一教授請辭，其遺缺擬遴聘馮正民教授以專家代表身分接任一案，同意照辦。

- (2) 奉交通部97年10月13日交人字第0970009252號函示，指派會計處黃專門委員秀英擔任本公司第2屆監察人。
- (3) 全體出席董事決議通過本公司99年度施政方針及經營政策。
- (4) 全體出席董事決議通過本公司法令遵循主管由蘇達雄主任秘書擔任。

#### 7.第2屆董事會第17次會議：

- (1) 奉交通部97年12月10日交人字第0970057560號函示，高雄港務局局長謝明輝免兼本公司第2屆董事職務，其遺缺指派由該局副局長黃國英接任。
- (2) 全體出席董事決議通過本公司99年度主要營運項目營運目標、固定資產投資專案計畫及新興計畫之個案計畫。
- (3) 全體出席董事決議通過本公司99年度預算案。

#### 8.第2屆董事會第18次會議：

全體出席董事決議通過「中華郵政股份有限公司簡易人壽保險業務98年度法令遵循計畫」。

#### 9.第2屆董事會第19次會議：

- (1) 全體出席董事決議通過本公司97年度營業報告書。
- (2) 全體出席董事決議通過97年度財務報告、壽險業務財務報告及財產目錄。
- (3) 全體出席董事決議通過97年度盈餘分配案。
- (4) 全體出席董事決議通過97年度壽險業務「鴻運高照分紅保單」紅利分配案，經簽證精算人員建議不予分配紅利。
- (5) 全體出席董事決議通過97年度「內部控制整體之評估表」並同意出具「儲金、匯兌業務」、「簡易人壽保險業務」及「兼營債券自營業務」之內部控制制度聲明書。
- (6) 全體出席董事決議通過中華郵政股份有限

Executive, Department of Accounting, MOTC as the second term Supervisor.

- (3) The board unanimously passed the 2010 administration policy and business policy.
- (4) The board unanimously elected Chief Secretary Su, Da-Hsiung as Compliance Officer.

#### 7. The 17<sup>th</sup> board meeting for the second board:

- (1) Hsieh, Ming-hui, Director of Kaohsiung Harbor Bureau discharged his concurrent position of second-term director and his vacancy was filled by Deputy Director of the Kaohsiung Harbor Bureau Huang, Kuo-ying in accordance with Jiaorenzi 0970057560 dated Dec. 10, 2008.
- (2) The board unanimously passed the operation goals, fixed assets investment project and new projects for 2010.
- (3) The board unanimously passed the 2010 budget plan.

#### 8. The 18<sup>th</sup> board meeting of the second board:

The board unanimously passed the 2009 complinace program for the company's simple life insurance operation.

#### 9. The 19<sup>th</sup> board meeting of the second board:

- (1) The board unanimously passed the 2008 report on business.
- (2) The board unanimously passed the 2008 financial report, life insurance department financial report and the catalog of assets.
- (3) The board unanimously passed the 2008 surplus allocation plan.
- (4) The board unanimously passed the dividend allocation plan of Hung-yun-Goa-Zhao participating policy. The certified actuaries suggested that dividends not be allocated.
- (5) The board unanimously passed the 2008 Internal Control Evaluation Table, as well as agreed to provide internal control statements for its savings and remittances department, simple life insurance department and bond-operating department.
- (6) The board unanimously passed the financial products accounting policy of Chunghwa Post.
- (7) The board unanimously passed the revision of complinace sysem ( program execution) for the company's deposit remittance and simple life insurance operations.



公司金融商品會計政策。

- (7) 全體出席董事決議通過修正中華郵政股份有限公司儲金匯兌及簡易壽險業務法令遵循制度（執行計畫）。

#### 10.第3屆董事會第1次會議：

- (1) 奉交通部98年5月8日交人字第0980004241號函示，指派游芳來、胡雪雲、蘇天富、沈英傑、張炳耀、張桂林、陳文華、黃國英、黃壽椿、傅傳訓、馮正民、劉政池、鄭光明、蕭丁訓、藍明涵等15名董事及黃志聰、呂秋香、黃秀英等3名監察人擔任本公司第3屆公股代表。
- (2) 全體出席董事決議通過推選游董事芳來為董事長。
- (3) 全體出席董事決議通過委任胡董事雪雲為總經理。

**(八) 董事或監察人對董事會通過重要決議有不同意見且有紀錄或書面聲明者：**  
**無**

#### **(九) 與財務報告有關人士之辭職解任情形：**

Resignation of person related to the company's financial reports:

98年6月1日

June 1, 2009

職稱 Title	姓名 Name	到任日期 Date Elected	解任日期 Date Resigned	辭職或解任原因 Reasons for Resignation
董事長 Chairperson	何煖軒 N.H. Ho	96.03.03 03/03/07	97.06.11 06/11/08	免兼代 Discharged his concurrent job
總經理 President	吳民佑 M.Y. Wu	95.5.11 05/11/06	97.06.11 06/11/08	升任董事長 Took the seat of Chairperson
董事長 Chairperson	吳民佑 M.Y. Wu	97.06.11 06/11/08	98.05.11 05/11/09	屆齡退休 Retired

註：所稱與財務報告有關人士係指董事長、總經理、會計主管、內部稽核主管等。

#### 10. First meeting of the third board:

- (1) Document no. Jiaorenzi 0980004241 dated May 8, 2009 issued by MOTC, fifteen directors—Yu Fang-lai, Hu, Sheue-yun, Su, Tien-fu, Shen, Ying-chie, Chang, Ping-yao, Chang, Kuei-lin, Chen, Wen-hua, Huang, Gwo-ying, Huang, Shou-chun, Fu, Chuan-Hsun, Feng, Cheng-min, Liu, Cheng-chi, Cheng, Kuang-ming, Hsiao, Ting-hsun and Lan, Ming-han—and three supervisors—Huang, Chi-tsung, Lu, Chiu-hsiang and Huang, Hsiu-ying—were appointed as the third-term government share representatives.
- (2) The board unanimously elected Director Yu, Fang-lai as Chairperson.
- (3) The board unanimously elected Director Hu, Sheue-yun as President.

**(VIII) Directors or supervisors who were on record or had submitted written declaration for holding a different opinion of major resolutions passed by the board of directors : None**

Note: Person related to the company's financial reports refers to chairperson, president, accounting supervisor, chief audit executive, etc.