

公司治理運作情形

Governance and Operation

一、依銀行業公司治理實務守則規定揭露之項目揭露於本行網站：（詳本行網站）
 二、公司治理運作情形及其與銀行業公司治理實務守則差異情形及原因：

I. Revealed in the Chunghwa Post Website in Line with Revealed Items in the Banking Industry Corporate Governance Best-Practice Principles: (For details, see the Chunghwa Post website at <http://post.gov.tw>)

II. Company Status of Governance and Operation, Status of and Reasons for Differences with the Governance and Operation Regulations for Business of Other Banking Industry Companies:

項目 Item	運作情形 Status of Operation	與銀行業公司治理實務守則差異情形及原因 Divergence from Corporate Governance Best-Practice Principles for Banks and Reasons
一、公司股權結構及股東權益 1. Equity Structure and Shareholder Rights (一) 公司處理股東建議或糾紛等問題之方式 Method of handling shareholder suggestion and disputes (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 Status of the Company's control of lists of influential major shareholders and final decision-makers (三) 公司建立與關係企業風險控管 機制及防火牆之方式 Method by which the Company established risk-management strategies and firewalls involving related enterprise	(一) 本公司未對外發行股票。 The company has not issued stock. (二) 本公司為國營公司，主要股東只有交通部。 The company is a state-run corporation with MOTC as its sole share holder. (三) 無公司法第 369-1 條所規範之關係企業。 The company has no affiliated enterprises as prescribed in Article 369-1 of the Company Act.	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。 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.
二、董事會之組成與職責 2. Organization and Responsibilities of the Board of Directors (一) 公司設置獨立董事之情形 Establishment of independent Directors (二) 定期評估簽證會計師獨立性之情形 Regular assessment of independent CPA	(一) 目前尚未設置獨立董事。 None designated at present. (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。 Company auditors acquire their position in accordance with the stipulations of the Government Procurement Law, and follow regulations set forth by the auditing firm for annual evaluations regarding contract termination.	本公司股份為政府持有，董事皆由交通部核派。 Company shares are government-owned, and all Directors are assigned by the Ministry of Transportation and Communications.
三、監察人之組成與職責 3. Organization and Responsibilities of the Panel of Supervisors (一) 公司設置獨立監察人之情形 Establishment of the independent supervisors (二) 監察人與公司員工溝通之情形 Communications between Company employees and Supervisors	(一) 目前尚未設置獨立監察人。 None designated at present. (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。 Corporate supervisors should be invited to attend each board meeting in order to supervise important issues in a timely manner; corporate supervisors may investigate the company's business and financial status at any given time, as well as audit the company's accounts and paperwork.	本公司股份為政府持有，監察人皆由交通部核派。 Company shares are government-owned, and all Supervisors assigned by the Ministry of Transportation and Communications.

<p>四、建立與利害關係人溝通管道之情形 4. Communications channels with related parties</p>	<p>本公司於網站設有首長信箱、顧客中訴、E-Mail信箱及免付費顧客中訴專線電話，並由服務中心人員處理客戶、利害關係人等之建議或糾紛等事宜。 Feedback facilities on the Chunghwa Post website include the Director mailbox, customer satisfaction survey, client feedback, email box and free customer feedback telephone hotline; special personnel also handle all client and related party suggestions and disputes.</p>	
<p>五、資訊公開 5. Disclosure of information (一) 公司架設網站，揭露財務業務及本公司治理資訊之情形 The Company has set up a global website for the disclosure of financial operation and corporate governance information (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、落實發言人制度放置公司網站等） Use of other method of disclosure (such as the establishment of an English website, appointing of special personnel for the collection and disclosure of Company information, solidify spokesperson system on the website)</p>	<p>(一) 已設中華郵政全球資訊網可查閱相關資訊。 The Company has set up a global website for the Company information. (二) 本公司93年6月通令「中華郵政公司暨各等郵局新聞發佈注意事項」做為對外發言統一準則。 In June 2004, the company 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 6. Status of operations for the Company's Establishment of the Audit Committee and other functional committees</p>	<p>目前尚未設置審計委員會等功能委員會。 No Audit Committee or other functional panels established at the present time.</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） 7. Please Detail the Company Corporation's Status of Governance and Operation, and the Differences and Reasons for Deviations from the "Banking Industry Corporate Governance Best-Practice Principles": (See above charts) 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、董事對利害關係議案迴避之執行情形、公司為董事及監察人購買責任保險之情形及社會責任等） 8. Other Important Materials to Aid in the Understanding of Company Management and Operations Status (such as the status of further study for Directors and Supervisors, attendance at Board of Directors meetings by Directors and Supervisors, implementation of risk-management policies and evaluation standards, consumer and client protection policy implementation, the non-involvement by Directors in related party bills, and Company-purchased insurance for Directors and Supervisors, as well as social responsibilities)</p>		

(一) 94年度董事及監察人進修之情形：(I) Status for Further Study for Directors and Supervisors in 2005

開課公司名稱 Course Offered by	上課日期 Date	課程名稱 Seminar on	上課人數 Participants
中華民國證券商業同業公會 Taiwan Securities Association	94.01.25	公司治理之推動及落實 Governance and Operation	2
中華民國證券商業同業公會 Taiwan Securities Association	94.02.25 2005.02.25	股東權益與公司治理 Shareholder's Right, Governance and Operation	1
中華民國證券商業同業公會 Taiwan Securities Association	94.03.22 2005.03.22	企業之風險管理之概論與效益 Risk Management	3
財團法人中華民國證券及期貨市場發展基金會 Taiwan Securities & Futures Institute	94.04.20 2005.04.20	財務報告常見問題及法律責任 Financial Report and Legal Liability	2
財團法人中華民國證券及期貨市場發展基金會 Taiwan Securities & Futures Institute	94.04.28 2005.04.28	企業領導與經營策略 Enterprise Leadership and Management Strategy	2
社團法人中華公司治理協會 National Association of Corporate Directors(NACD)	94.05.13. 2005.05.13	機構投資者與公司治理之發展 Investment, Governance and Operation	4
社團法人中華公司治理協會 National Association of Corporate Directors(NACD)	94.11.10 2005.11.10	公司治理與企業核心價值之創造 Governance and Operation, Creation of Core Value	2

(二) 94 年度董事出席及監察人列席董事會狀況：

(II) Status of Attendance at the Board of Directors meeting by Directors and Supervisors in 2005

職稱 Title	姓名 Name	出(列)席次數 Attendance of Meeting	請假期 Leave
董事長 Chairperson	許仁壽 J.S. Hsu	6	
董事 Director of the Board	黃水成 S.C.Huang	6	1
董事 Director of the Board	陳吉雄 C.H. Chen	6	1
董事 Director of the Board	丁克華 K.H. Ting	6	1
董事 Director of the Board	吳壽山 S.S. Wu	6	
董事 Director of the Board	劉政池 J.S. Liu	6	
董事 Director of the Board	張桂林 K.L. Chang	6	
董事 Director of the Board	張炳耀 P.Y. Chang	6	1
董事 Director of the Board	黃壽椿 S.C. Huang	6	
董事 Director of the Board	傅傳訓 C.H. Fu	5	
董事 Director of the Board	謝明輝 M.H. Hsieh	6	1
董事 Director of the Board	蕭丁訓 D.H. Hsia	4	2
董事 Director of the Board	沈英傑 Y.C. Shen	6	
董事 Director of the Board	鄭光明 K.M. Cheng	6	
董事 Director of the Board	藍明涵 M.H. Lan	6	
監察人 Supervisor	林信夫 S.F. Lin	6	
監察人 Supervisor	黃志聰 C.T. Huang	6	1
監察人 Supervisor	楊明祥 M.S. Yang	6	1

- (三) 依本公司章程規定 董事對利害關係議案應即迴避。
- (四) 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，以減少不實廣告及定型化契約衍生之消費爭議。
- (五) 本公司已於93年5月12日成立總經理室風險管理科，專責建立整合性風險管理系統，有效控制風險；並自成立之日起每月召開1次風險管理會議。
- (六) 本公司各階經理人、各部門皆依本公司權責劃分表運作。
- (七) 配合政府政策，推展各項政策性貸款（詳第50頁資金運用情形）；本行一向重視社會責任，除響應慈善捐款活動，並積極參與公益慈善活動，鼓勵各支局主動參與地區性公益活動，並實施環保措施，以實際行動回饋社會大眾。

三、公司如有訂定公司治理守則及相關規章者，應揭露其查詢方式：本公司依法推動公司治理原則。

四、其他重要資訊：本公司依規定期限內於本公司網站揭露重要資訊。

- (III) The Chunghwa Articles of Incorporation stipulates that in case of related-parties bills, Directors must not be involved.
- (IV) Contracts between the Chunghwa Post and clients have all been revised and implemented in accordance with the regulations of the Consumer Protection Law in an effort to decrease false advertising and disputes resulting from fixed contracts.
- (V) The Chunghwa Post Risk Management Center was established on May 12, 2004, responsible for the building of a fully integrated risk management system, for the purpose of effectively managing risk. The Center began operation from the establishment date, and holds one meeting monthly.
- (VI) Manager responsibilities are handled in accordance with the Articles of the Company.
- (VII) In addition to the promoting policy-related loans in accordance with government policies (see page 50, Funds Utilization Plans), the Chunghwa Post has always taken its social responsibilities seriously with its response to charity donation activities and avid participation in public benefit charity event; also encouraging the subsidiaries to be proactive in joining local benefits, and implementing environmental protection measures, to actively give back to the people.

III. Company With Established Management Guidelines Must Make Clear Their Search Methods: The Company has already promoted related guidance principles in accordance with the Corporate Governance Regulations for the Banking Industry.

IV. Other Important Information: The Company relies on disclosing vital information at fixed periods on the Company website.