

肆、公司治理報告

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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. 設郵務營業處、郵遞管理處、集郵處、儲匯處、壽險處、資產營運處、資金運用處、技術處、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13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。

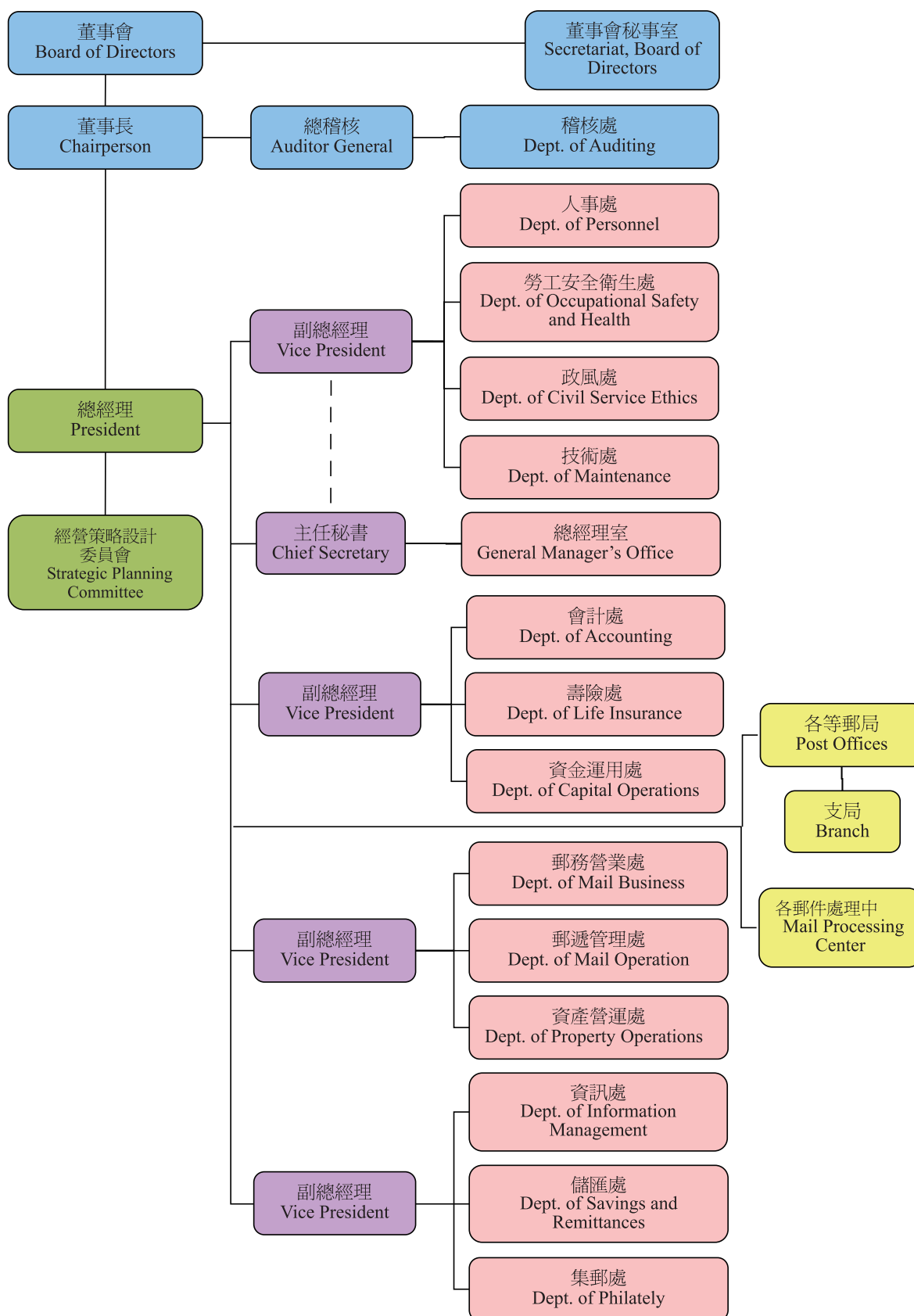
I. Organization

(I) Organization

The organizational structure of Taiwan 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 13 departments: the Department of Mail Business, the Department of Mail 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 Maintenance, 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，最近2年其設置與調整情形如下：

(III) Postal Establishments and Changes in Their Numbers:

Currently, the postal establishments include administrative facilities as well as post offices and contracted agencies. The postal establishments and changes they have undergone in the last two years are shown in the following chart.

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		94年2005	95年2006	增減%
管理機構 Administration Establishments	總公司 Headquarters	1	1	
	各等郵局 Post Offices	23	23	
	共 計 Total	24	24	
自辦機構 Post Offices	郵件處理中心 Mail Processing Centers	5	5	
	各級郵局 Branch Offices	1,315	1,314	-0.08
	臨時任務性局所 Temporary Post Offices	7	7	
	共 計 Total	1,327	1,326	-0.08
委辦機構 Contracted Agency	郵政代辦所 Agencies	1,264	627	-50.40
	郵票代售處 Stamp Sales Agencies	3,805	3,364	-11.59
	共 計 Total	5,069	3,991	-21.27
總 計 Grand total		6,420	5,341	-16.81

註：95年簡併郵政機構1處：

郵局名稱：台北仁信郵局(台北第127支局)

簡併日期：95年5月30日。

併入郵局：台北中正堂郵局

Notes: In 2006, one postal facility was merged into another

Name: Taipei Rensin Post Office (Taipei Branch 127)

Date: May 30, 2006

Merged into: Taipei Chiang Kai-shek Memorial Hall Branch

(四) 主要部門所營業務

稽核處：

郵務、儲金匯兌、壽險等業務之輔導及查核；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；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。

(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.

*** Office of the President:**

Planning, implementing and assessing the delegation of authority and duties; drafting, revising or eliminating postal regulations and reviewing any dubious interpretations; reviewing manuscripts; and

郵務營業處：

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、裁撤及變更等。

郵遞管理處：

郵件收攬、封發、運輸、投遞作業之規劃、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：

儲金匯兌經營政策、營運目標之擬訂；代售業務之收票、保管及核發；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；郵政房地及其產權之管理維護等。

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。

技術處：

機械設備及機動車輛修護業務之規劃、督導及評估；郵政業務自動化設備系統之採用及研發等。

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。

communicating with elected officials, etc.

*** Department of Mail Business:**

Planning and promoting mail business plans and marketing strategies; setting and adjusting postal rates; establishing, closing and changing the status of postal facilities, etc.

*** Department of Mail Operations:**

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; handling collection, safekeeping and review for its agential business; 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 projects, joint development projects, and postal properties utilization; as well as managing postal properties, etc.

*** 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 Maintenance:**

Planning, supervising and evaluating machinery and automobile maintenance; adopting, researching and developing automated mail processing systems, etc.

*** 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;

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；資通安全策略等。

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。

announcing financial information, etc.

*** Department of Information Management:**

Researching, analyzing and selecting new IT systems, network, software and hardware equipment; drafting and implementing office automation; drafting 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

96年5月30日

Information about Directors and Supervisors

May 30, 2007

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	何煖軒 N.H.Ho	中華大學博士 PhD from Chunghwa University	交通部國道高速公路 局局長 Director General of Taiwan Area National Freeway Bureau 台灣高速鐵路工程局 局長 Director General of the Bureau of Taiwan High Speed Rail 台灣鐵路管理局局長 Managing Director of Taiwan Railway Administration	96.03.03 03/03/07	交通部常務次長 Vice Minister, Ministry of Transportation & Communications 陽明海運股份有限公司董事 Director of the Board, Yang Ming Group 臺灣郵政股份有限公司董事長 Chairperson, Taiwan Post
董事 Director of the Board	吳民佑 M.Y. Wu	台灣大學 法律系 Law, NTU	本公司 副總經理 Vice President, Chunghwa Post (CHP)	95.05.11 05/11/06	臺灣郵政股份有限公司總經理 President, Taiwan Post 兆豐金控公司監察人 Supervisor, Mega Holdings

董事 Director of the Board	蘇天富 T.F. Su	台灣大學 法律系 Law, NTU	本公司處長 Director, Chunghwa Post (CHP)	95.08.25 08/25/06	臺灣郵政股份有限公司副總經理 Vice President, Taiwan Post
董事 Director of the Board	丁克華 K.H. Ding	政治大學財政碩士 Masters in Public Finance, Chengchi University	財政部證期會主任委員 Chairman, Securities and Futures Commission, Ministry of Finance	95.05.11 05/11/06	財團法人中華民國證券暨期貨 市場發展基金會董事長 Chairman, Securities & Futures Institute 財金資訊股份有限公司董事 Director of the Board, Financial Information Service Co., Ltd.
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 Masters in City & Regional Planning, University of Pennsylvania	經建會副處長 Deputy Director, Council for Economic Planning and Development	95.05.11 05/11/06	經建會處長 Director, Council for Economic Planning and Development 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	台灣大學經濟研究所 博士 PhD in Economics, National Taiwan University	輔仁大學經濟系副教授 Associate Professor, Department of Economics, Fugen University	95.05.11 05/11/06	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	95.05.11 05/11/06	交通部統計處副統計長 Deputy Director-general, Department of Statistics, MOTC
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 PhD in Management Science, State University of New York at Buffalo	國立台灣大學商學研 究所所長暨工商管理 學系系主任 Chairperson of Department and Graduate Institute of Business Administration, NTU	95.08.25 08/25/06	國立台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
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	95.05.11 05/11/06	財政部參事 Counselor, Ministry of Finance 中華開發金融控股公司監察人 Supervisor, China Development Financial Holding Corporation

董事 Director of the Board	謝明輝 M.H. Hsieh	海洋大學航運管理所 碩士 Masters, Institute of Shipping & Transportation Management, Taiwan Ocean University	台灣省政府交通處副 處長 Deputy Director, Department of Transportation, Taiwan Provincial Government	95.05.11 05/11/06	高雄港務局局長 Director-General, Kaohsiung Harbor Bureau 臺灣國際造船公司董事 Director of the Board, CSBC Corp., Taiwan
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 Masters, Institute of Management Science, Chiaotung University	基隆港務局資訊室主 任 Director, Information Management Office, Keelung Harbor Bureau	95.05.11 05/11/06	基隆港務局局長 Director-General, Keelung Harbor Bureau
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	台北汀州郵局經理 Manager, Taipei Dingzhou Post Office	95.05.11 05/11/06	台北漢中街郵局經理 Manager, Taipei Hanjhong St. Post Office
董事 Director of the Board	呂先趙 H.C. Lu	高雄工專 Kaohsiung Institute of Technology	前郵聯會副秘書長 Former Deputy Secretary- general, Postal Workers' Union	95.05.11 05/11/06	中華郵政工會副理事長 Vice Chairman, Chunghwa Post Workers' Union
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	95.05.11 05/11/06	中華郵政工會台北分會理事 Director, CPWU Taipei Branch 台北郵局佐理員 Clerk, Taipei Post Office
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	95.05.11 05/11/06	行政院主計處第2局副局長 Vice Director-general, Second Dept., DGBAS, Executive Yuan 臺灣高鐵公司監察人 Supervisor, Taiwan High Speed Rail
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	95.05.11 05/11/06	交通部會計處專門委員 Special Commissioner, Dept. of Accounting, MOTC
監察人 Supervisor	黃志聰 C.T. Huang	政治大學公共行政研 究所碩士 Masters, Institute of Public Administration Chengchi University	行政院第三組副組長 Deputy Director, 3rd Dept. Executive Yuan	95.05.11 05/11/06	行政院第三組組長 Director, 3rd Dept. Executive Yuan

95年1月1日~95年12月31日

Jan. 1, 2006~Dec. 31, 2006

職 稱 Title	姓 名 Name	學 歷 Education	主要經歷 Prime Experience	解任董監 事日期 Date Resigned Board of Directors	備 註 Note
董事 Director of the Board	許仁壽 J.S. Hsu	中國文化大學 企研所 MBA from Chinese Culture University	中華郵政公司董事長 Chairperson, CHP	1. 95.05.10 5/10/06 2. 95.08.06 8/6/06	1. 擔任本公司第1屆董事任期屆滿 Completed term on Chunghwa Post's first board of directors 2. 95.05.26擔任本公司第2屆董 事；95.08.06請辭 Appointed to a second term of board on May 26, 2006; submitted resignation on August 6, 2006
董事 Director of the Board	陳吉雄 C.H. Chen	台灣大學法律 系 Department of Law, National Taiwan University	中華郵政公司 副總經理 Vice President, CHP	95.07.16 07/16/06	1. 95.05.11擔任本公司第2屆董 事 Appointed to the second board of directors of Chunghwa Post on May 11, 2006 2. 95.07.16屆齡退休 Retired from post on July 16, 2006
董事 Director of the Board	吳壽山 S.S. Wu	美國佛羅里達 州立大學財 務、保險、不 動產學系博士 PhD of Finance, Insurance and Real Estate, Florida State University	交通大學管理科學系主 任 Chairman, Department of Management Science, Chiaotung University.	95.05.10 05/10/06	擔任本公司第1屆董事任期屆滿 Completed term on Chunghwa Post's first board of directors
董事 Director of the Board	劉政池 J.S. Liu			95.05.10 05/10/06	擔任本公司第1屆董事任期屆滿 Completed term on Chunghwa Post's first board of directors
董事 Director of the Board	藍明涵 M.H. Lan	世新大學報業 行政系 Shihhsin University	前郵聯會副秘書長 Former Vice Secretary- General, CPWU	95.05.10 05/10/06	擔任本公司第1屆董事任期屆滿 Completed term on Chunghwa Post's first board of directors

監察人 楊明祥 95.05.10 擔任本公司第1屆監察人任期屆滿
Supervisor M.S. Yang 05/10/06 Completed term on Chunghwa Post's first Supervisor

董事 Director of the Board	賴清祺 C.C. Lai	政治大學財政 研究所碩士 Masters in Public Finance, Chengchi University	行政院副秘書長 Deputy Secretary- General, Executive Yuan	96.03.03 03/03/07	1. 95.05.11經本公司第2屆董事 會全體董事推選擔任董事長 Was appointed to board at a full meeting of Chunghwa Post's second Board of Directors on May 11, 2006 2. 96.03.02請辭獲准 Submitted resignation on March 2, 2007
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1. 法人股東之主要股東 96年5月16日
Principal Corporate Shareholder May 16, 2007

法人股東名稱Corporate Shareholder Name	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 Taiwan Post is a 100% state-owned enterprise, this is not applicable.

2. 董事及監察人資料 96年04月30日
Information about Directors and Supervisors Apr. 30, 2007

姓名Name	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
何煥軒 N.H. Ho			V	V	V	V	V	V	
吳民佑 M.Y. Wu		V	V	V	V	V	V	V	
蘇天富 T.F. Su		V	V	V	V	V	V	V	
丁克華 K.H. Ding		V	V	V	V	V	V	V	
陳文華 W.H. Chen		V	V	V	V	V	V	V	
張桂林 K.L. Chang		V	V	V	V	V	V	V	
張炳耀 P.Y. Chang		V	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	
謝明輝 M.H. Hsieh	V	V	V	V	V	V	
蕭丁訓 D.H. Hsia	V	V	V	V	V	V	
呂先趙 H.C. Lu	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	
林信夫 S.F. Lin	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	

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 Taiwan 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 Taiwan Post's outstanding shares, nor a director, supervisor, or employee of a legal person shareholder who is a top-five shareholder of Taiwan 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.

96年5月10日 May 10, 2007



前任董事長 賴清祺（96年3月3日卸任）
Lai Ching-chyi, Former Chairperson
(Finished his term in office on March 3, 2007)



前任副總經理 陳吉雄（95年7月16日卸任，
95年3月16日—5月10日暫代董事長兼代總經理職務）
Chen Chi-hsiung, Former Vice President(Finished his term in
office on July 16, 2006, from March 16 to May 10, 2006,
he took the seat of Acting Chairperson and President.)



副總經理 蘇天富
Su Tian-fuh, Vice President



副總經理 胡雪雲
Hu Sheue-yun, Vice President



副總經理 黃書健
Huang Shu-chien, Vice President



副總經理 閻永安
Yen Yung-an, Vice President



總稽核 葉舜民
Yeh Shun-min, Auditor General



主任秘書 周武雄
Chou Wu-hsiung, Chief Secretary

(二) 總經理、副總經理、各部門及分支機構主管資料

96年5月10日

President, vice presidents, and senior management

May 10, 2007

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	吳民佑 M.Y. Wu	台灣大學 法律系 Law, NTU	本公司 副總經理 Vice President, CHP	95.05.11 05/11/06	一、行政院經濟建設委員會中 長期資金運用工作小組委員 Member of the Committee for Planning and Promoting the Utilization of Long- Term Funding of Council for Economic Planning & Development 二、交通部反貪工作會報委員 Member of the Anti- corruption Newsletter, MOTC
副總經理 Vice President	蘇天富 T.F. Su	台灣大學 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	
副總經理 Vice 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 University	本公司 總稽核 Auditor General, CHP	94.09.15 09/15/05	一、國泰世華銀行常駐監察人 Standing Supervisor, Cathay United Bank 二、交通部性別平等專案小組 委員 Member of the Sexual Equality Task Force, MOTC
副總經理 Vice President	黃書健 S.C. Huang	成功大學 建築工程系 Architecture, Chengkung University	本公司 主任秘書 Chief Secretary, CHP	95.07.17 07/17/06	中華快遞股份有限公司董事 Director, Chunghwa Express
副總經理 Vice President	閻永安 Y.A. Yen	政治大學 法律研究所碩士 Masters, Chengchi University	本公司資金運用處處 長 Director, Capital Operations Dept., CHP	95.07.17 07/17/06	
總稽核 Auditor General	葉舜民 S.M. Yeh	台灣大學 法律系 Law, NTU	本公司 副總經理 Vice President, CHP	94.09.15 9/15/05	
主任秘書 Chief Secretary	周武雄 W.H. Chou	東吳大學 法律系 Law, Soochow University	本公司儲匯處處長 Director, Savings & Remittances Dept., CHP	95.07.17 07/17/06	

集郵處 處長 Director, Philatelic Dept.	蘇達雄 D.H. Su	中興大學 公共行政系 Public Administration, Chunghsing University	本公司勞工安全衛生 處處長 Director, Occupational Safety and Health Dept., CHP	92.10.03 10/03/03	
郵務營業處 處長 Director, Mail Business 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 the Strategic Planning Com.(SPC)	95.07.19 07/19/06	中華快遞股份有限公司董事 Director, Chunghwa Express
郵遞管理處 處長 Director, Mail Operation Dept.	呂崇德 C.D. Lu	台灣大學 法律系 Law, NTU	台中郵局經理 Manager, Taichung Branch	93.11.18 11/18/04	
儲匯處 處長 Director, Savings & Remittances Dept.	鄒瑞雲 R. Y. Chou	台灣大學 政治系 Political Science, NTU	台北郵局副理 Assistant Manager, Taipei Branch	95.07.17 07/17/06	
壽險處 處長 Director, Life Insurance Dept.	陳仁傑 J.C. Chen	政治大學 法律系 Law, Chengchi University	彰化郵局經理 Manager, Changhwa Branch	94.07.16 07/16/05	
資產營運處 處長 Director, Property Operations Dept.	黃玉清 Y.C. Huang	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	前郵政總局技術處處 長 Former Director of Maintenance, DGP	92.01.01 01/01/03	
資金運用處 處長 Director, Capital Operations	陳榮三 R. S. Chen	台灣大學 財務金融研究所 碩士 Masters in Finance, NTU	本公司專門委員 Senior Executive, CHP	95.11.22 11/22/06	行政院經濟建設委員會中 長期資金運用工作小組幕 僚人員 Staff member of the Committee for Planning and Promoting the Utilization of Long-Term Funding of Council for Economic Planning & Development

技術處 處長 Director, Maintenance Dept.	(由勞工安全 衛生處處長王 幸男 兼代) H.N. Wang, Director, Occupational Safety and Health Dept., CHP				
人事處 處長 Director, Personnel Dept.	嚴永燈 Y.T. Yen	台灣大學 法律系 Law, NTU	前郵政總局人事處處 長 Former Director of Personnel, DGP	92.01.01 01/01/03	
政風處 處長 Director, Ethics Dept.	張其清 C.C. Chang	台灣大學 法律系 Law, NTU	基隆郵局經理 Manager, Keelung Branch	94.04.27 04/27/05	
會計處 處長 Director, Accounting Dept.	吳倚華 I.H. Wu	台灣大學 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監察人 Supervisor, Chunghwa Express
資訊處 處長 Director, Information Management Dept.	呂平佑 P.Y. Lu	逢甲大學 企業管理系 Business Admin., Fengchia University	本公司專門委員代理 郵遞管理處處長 Senior Executive & Acting Director, Mail Operation Dept., CHP	93.12.10 12/10/04	中華民國銀行同業公會全國聯 合會金融業務電子化委員會委 員 Member of the Banking Automation Committee, the Bankers Association of the ROC
勞工安全衛 生處處長 Director, Occupational Safety and Health Dept.	王幸男 H.N. Wang	中興大學 法律系 Law, Chunghsing University	本公司郵務營業處處 長 Director, Mail Business Dept., CHP	95.07.19 07/19/06	
台北郵局 經理 Manager, Taipei Branch	陳賜得 S.D. Chen	交通大學 管理科學碩士班 Masters in Management Science, Chiaotung University	本公司資訊處處長 Director, Information Management Dept., CHP	93.11.19 11/19/04	中華快遞股份有限公司董事 Director of the Board, Chunghwa Express
台中郵局 經理 Manager, Taichung Branch	陳淑貞 S.C. Chen	台灣大學 經濟系 Economics, NTU	台中郵局副理 Assistant Manager, Taichung Branch	93.11.18 11/18/04	

高雄郵局 經理 Manager, Kaohsiung Branch	蘇建忠 C.C. Su	中興大學 公共行政系 Public Administration, Chunghsing University	台北郵局副理 Assistant Manager, Taipei Branch	93.07.05 07/05/04
板橋郵局 經理 Manager, Panchiao Branch	陳明山 M.S. Chen	中國文化大學 勞工關係系 Labor Relations, Chinese Culture University	桃園郵局經理 Manager, Taoyuan Branch	93.01.16 01/16/04
三重郵局 經理 Manager, Sanchung Branch	沈梅燕 M.Y. Shen	政治大學 公共行政系 Public Administration, Chengchi Univ.	板橋郵局副理 Assistant Manager, Panchiao Branch	94.07.16 07/16/05
中壢郵局 經理 Manager, Chungli Branch	曾錦雄 C.H. Tseng	輔仁大學 經濟系 Economics, Fujen University	本公司郵務營業處 副處長 Deputy Director, CHP	93.07.16 07/16/04
桃園郵局 經理 Manager, Taoyuan Branch	王 昌 C. Wang	台灣大學 商學系 Commerce, NTU	本公司資產營運處 副處長 Deputy Director, CHP	94.05.01 05/01/05
基隆郵局 經理 Manager, Keelung Branch	蔡順周 S.C. Tsai	台灣大學 政治碩士班 Masters in Politics, NTU	台北郵局副理 Assistant Manager, Taipei Branch	94.04.27 04/27/05
彰化郵局 經理 Manager, Changhua Branch	洪孟里 M.L. Hung	台灣大學 法律系 Law, NTU	本公司 秘書（一） Secretary, CHP	94.07.15 07/15/05
豐原郵局 經理 Manager, Fengyuan Branch	姚長慶 C.C. Yao	輔仁大學 德國語文系 German, Fujen University	彰化郵局副理 Assistant Manager, Changhua Branch	92.02.27 02/27/03
新竹郵局 經理 Manager, Hsinchu Branch	孟雲宗 Y.C. Meng	成功大學 交通管理系 Transportation & Communication Management, Chengkung University	台中郵局科長 Section Chief, Taichung Branch	92.10.13 10/13/03

嘉義郵局 經理 Manager, Chiayi Branch	黃秀娥 S.O. Huang	成功大學 經營管理碩士班 Masters in Management, Chengkung University	新營郵局經理 Manager, Hsingying Branch	93.08.24 08/24/04	
台南郵局 經理 Manager, Tainan Branch	邱元忠 Y.C. Chiu	高雄師範學院 英語系 English, Kaohsiung Normal Institute.	台東郵局經理 Manager, Taitung Branch	93.01.16 01/16/04	
鳳山郵局 經理 Manager, Fengshan Branch	林清勇 C.Y. Lin	中國文化大學 法律系 Law, Chinese Culture University	新營郵局經理 Manager, Hsingying Branch	94.07.16 07/16/05	
宜蘭郵局 經理 Manager, Ilan Branch	何清溪 C.H. Ho	淡江大學 保險系 Insurance, Tamkang University	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 Branch	朱玉榮 Y.J. Chu	逢甲大學 國際貿易系 International Trade, Fengchia Univ.	新竹第47支局經理 Manager, 47th Branch, Hsinchu PO	92.10.17 10/17/03	
南投郵局 經理 Manager, Nantou Branch	何重謙 C.C. Ho	政治大學附設空 中行專行政科 Open Junior College	台中郵局營業管理科 科長 Business Admin. Sec. Chief, Taichung Branch	94.08.15 08/15/05	
雲林郵局 經理 Manager, Yunlin Branch	張進中 C.C. Chang	嘉義農專 園藝科 Horticulture, Chiayi Agriculture College	台中郵局科長 Section Chief, Taichung Branch	94.09.09 09/09/05	
新營郵局 經理 Manager, Hsinying Branch	楊坤海 K.H. Yang	台灣大學 政治理論系 Political Science, NTU	台南郵件處理中心主 任 Director, Tainan MPC	96.01.16 01/16/07	註：前任經理黃月霞於 96.01.16卸任 Note: Former manager Y.S. Huang resigned on 01/16/2007
屏東郵局 經理 Manager, Pingtung Branch	陳應禮 Y.L. Chen	高雄師範學院 國文系 Chinese, Kaohsiung Normal Institute	高雄郵件處理中心副 主任 Deputy Director, Kaohsiung Mail Processing Center	93.01.15 01/15/04	

花蓮郵局 經理 Manager, Hualien Branch	古兆賢 C.H. Ku	台北商專附設空 中商專國際貿易 科 International Trade, Open Junior College	本公司稽核處 稽核（一） Auditor, CHP	94.07.15 07/15/05
台東郵局 經理 Manager, Taitung Branch	沈國豪 K.H. Shen	成功大學 企業管理系 Business Administration, Chengkung University	本公司稽核處 稽核（二） Auditor, CHP	94.07.15 07/15/05
澎湖郵局 經理 Manager, Penghu Branch	杜腊生 L.S. Tu	成功大學 附設空中商專 Open Junior College	鳳山郵局科長 Section Chief, Fengshan Branch	94.07.15 07/15/05
台北郵件處 理中心主任 Director, Taipei Mail Processing Center	陳淞生 S.S. Chen	台灣大學 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	伍照光 C.K. Wu	淡江大學 英國語文系 English, Tamkang University	台北郵局科長 Section Chief, Taipei Branch	94.01.16 01/16/05
台中郵件處 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	台東郵局經理 Manager, Taitung Branch	94.07.16 07/16/05
台南郵件處 理中心主任 Director, Tainan MPC	（由台南郵局 經理邱元忠兼 代） Y.C. Chiu			
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 University	高雄郵局科長 Section Chief, Kaohsiung Branch	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報酬

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

1. 董事之報酬

95年1月1日至95年12月31日

The Remuneration of the Members of the Board

Jan. 1, 2006 –Dec. 31, 2006

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 Distribu- tion 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	許仁壽 (註1) J.S. Hsu	454,822	795,615	0	0		0
董事長 Chairperson	賴清祺 (註2) C.C. Lai	1,278,014	16,647	0	0		53,995
董事 Director of the Board	黃水成 (註2) S.C.Huang			0	0		0
董事 Director of the Board	吳民佑 (註2) M.Y. Wu			0	0		0
董事 Director of the Board	蘇天富 (註2) T.F. Su			0	0		0
董事 Director of the Board	陳吉雄 (註2) C.H. Chen			0	0		0
董事 Director of the Board	許仁壽 (註3) J.S. Hsu			20,800	0		0
董事 Director of the Board	丁克華 K.H. Ding			93,600	0		0
董事 Director of the Board	吳壽山 (註4) S.S. Wu			62,400	0		0
董事 Director of the Board	劉政池 (註4) J.S. Liu			62,400	0		0
董事 Director of the Board	陳文華 W.H.Chen			31,200	0		0
董事 Director of the Board	張桂林 K.L. Chang			91,000	0		0
董事 Director of the Board	張炳耀 P.Y. Chang			104,000	0		0
董事 Director of the Board	黃壽椿 S.C. Huang			104,000	0		0
董事 Director of the Board	傅傳訓 C.H. Fu			96,000	0		0
董事 Director of the Board	謝明輝 M.H. Hsieh			64,000	0		0
董事 Director of the Board	蕭丁訓 D.H. Hsia			88,000	0		0
董事 Director of the Board	沈英傑 (註2) Y.C. Shen			0	0		0
董事 Director of the Board	鄭光明 (註2) K.M. Cheng			0	0		0
董事 Director of the Board	藍明涵 (註2) M.H. Lan			0	0		0

董事 Director of the Board	呂先趙 (註2) H.C. Lu			0	0	0
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註1：許仁壽董事長於95.3.16日卸任；95年度擔任董事長期間無車馬費，酬勞係以月薪計。

註2：賴清祺董事長及黃水成、陳吉雄、吳民佑、蘇天富、沈英傑、鄭光明、藍明涵等董事無車馬費，酬勞係以月薪計；黃水成於95.3.16卸任；陳吉雄於95.7.16卸任；藍明涵於95.5.10卸任。

註3：許仁壽於95.5.26擔任董事，95.8.6卸任。

註4：吳壽山於95.5.10卸任；劉政池於95.5.10卸任。

註5：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。

Note 1：Chairperson J. S. Hsu finished his term in office on March 16, 2006. During his term in 2006, he received only a monthly salary and no honorarium.

Note 2：Chairperson C.C. Lai and board directors S.C. Huang, C. H. Chen, M.Y. Wu, T.F. Su, Y.C. Shen, K.M. Cheng, and M.H. Lan received only monthly salaries and no honorariums. S.C. Huang finished his term in office on March 16, 2006; C. H. Chen finished his term in office on July 16, 2006; M.H. Lan finished his term in office on May 10, 2006.

Note 3：J.S. Hsu became a board director on May 26, 2006 and finished his term on August 6, 2006.

Note 4：S.S. Wu finished his term in office on May 10, 2006; C.C. Liu finished his term in office on May 10, 2006.

Note 5：As a 100% state-owned enterprise, there is no distribution of earnings, employee bonuses, and stock options.

2. 監察人之報酬

The Remuneration of Supervisors

95年1月1日至95年12月31日

Jan. 1, 2006 – Dec. 31, 2006

職稱 Title	姓名 Name	兼職費 Part-time Job Pay	盈餘分配之 監察人酬勞 Remu- neration from Distri- bution of Net Earn- ings	前二項總額 Total	總額占稅後 純益之比例 (%) Percentage of Net Earnings	其他報酬 Other Remunera- tions
監察人 Supervisor	林信夫 S.F. Lin	96,000	0	96,000		0
監察人 Supervisor	黃志聰 C.T.Huang	96,000	0	96,000		0
監察人 Supervisor	楊明祥 M.S.Yang	24,000	0	24,000		0
監察人 Supervisor	呂秋香 C.H. Lu	53,419	0	53,419		0

註：楊明祥於95.5.10日卸任

Note：M.H. Yang finished his term in office on May 10, 2006

3. 總經理及副總經理之報酬

The Remuneration of President and Vice Presidents

95年1月1日至95年12月31日

Jan. 1, 2006 – Dec. 31, 2006

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	黃水成 (註1) S.C. Huang	396,848	707,215	1,104,063		33,698
總經理 President	吳民佑 (註2) M.Y.Wu	1,809,522	876,716	2,686,238		85,706

副總經理 Vice President	陳吉雄（註3） C.H. Chen	837,959	873,584	1,711,543		61,084
副總經理 Vice President	蘇天富 T. F. Su	1,561,572	610,653	2,172,225		42,244
副總經理 Vice President	胡雪雲 H.Y. Hu	1,553,172	610,653	2,163,825		33,458
副總經理 Vice President	黃書健 S.C. Huang	1,554,780	610,653	2,165,433		34,400
副總經理 Vice President	閻永安 Y.A. Yen	1,510,536	579,796	2,090,332		32,451

註1：黃水成於95.3.16卸任。

註2：吳民佑於95.5.11接任。

註3：陳吉雄於95.7.16卸任

註4：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。

Note 1: President S.C. Huang finished his term in office on March 16, 2006.

Note 2: M.Y. Wu took over office on May 11, 2006.

Note 3: C. H. Chen finished his term in office on July 16, 2006.

Note 4: As a 100% government-owned enterprise, there is no distribution of earnings, employee bonuses, and stock options.

三、公司治理運作情形

（一）董事會運作情形

95年度董事會開會10次，董事、監察人出席情形如下：

III. Governance and Operations

(I) Board Meetings

Attendance of Board Meetings (10 total) for 2006

職稱 Title	姓名(註1) Name	實際出席(列)席次數(B) Attendance in Person	委託出席次數 Attendance by Proxy	實際出席(列)席率(%) 【B/A】(註2) Actual Attendance Rate	備註 Notes
董事長 Chairperson	許仁壽 J. S. Hsu	4	0	100	1.95.03.16請辭卸任董事長。 2.95.05.26就任董事；95.08.06請辭卸任。 1. Relinquished his chairperson duties on March 16, 2006 2. Became a board director on May 26, 2006; resigned on August 6, 2006
董事 Director of the Board	黃水成 S.C. Huang	2	0	100	95.03.16屆齡退休卸任。 Retired from post on March 16, 2006
董事 Director of the Board	陳吉雄 C. H. Chen	6	0	100	95.07.16屆齡退休卸任。 Retired from post on July 16, 2006

董事 Director of the Board	吳壽山 S.S. Wu	4	0	100	95.05.10卸任。 Finished his term of office on May 10, 2006
董事 Director of the Board	劉政池 J.S. Liu	3	0	100	95.05.10卸任。 Finished his term of office on May 10, 2006
董事 Director of the Board	藍明涵 M.H. Lan	3	0	100	95.05.10卸任。 Finished his term of office on May 10, 2006
董事長 Chairperson	賴清祺 C. C. Lai	7	0	100	95.05.11接任第2屆董 事會董事長。 Became the second chairperson on May 11, 2006
董事 Director of the Board	吳民佑 M.Y. Wu	7	0	100	95.05.11就任。 Took office on May 11, 2006
董事 Director of the Board	蘇天富 T. F. Su	3	0	100	95.08.25就任。 Took office on August 25, 2006
董事 Director of the Board	丁克華 K. H. Ding	8	2	80	
董事 Director of the Board	陳文華 W.H. Chen	3	0	100	95.08.25就任。 Took office on August 25, 2006
董事 Director of the Board	張桂林 K.L. Chang	10	0	100	
董事 Director of the Board	張炳耀 P.Y. Chang	10	0	100	
董事 Director of the Board	黃壽椿 S.C. Huang	10	0	100	
董事 Director of the Board	傅傳訓 C.H. Fu	9	1	90	

董事 Director of the Board	謝明輝 M.H. Hsieh	6	4	60	
董事 Director of the Board	蕭丁訓 D.H. Hsiao	9	1	90	
董事 Director of the Board	沈英傑 Y.C. Shen	10	0	100	
董事 Director of the Board	鄭光明 K.M. Cheng	10	0	100	
董事 Director of the Board	呂先趙 H.C. Lu	7	0	100	95.05.11就任。 Took office on May 11, 2006
監察人 Supervisor	林信夫 S.F. Lin	10	0	100	
監察人 Supervisor	黃志聰 C.T. Huang	10	0	100	
監察人 Supervisor	楊明祥 M.H. Yang	1	請假2 2 leaves	33.3	95.05.10卸任。 Finished his term of office on May 10, 2006
監察人 Supervisor	呂秋香 C.H. Lu	4	請假2 2 leaves	66.6	95.06.23就任。 Took office on June 23, 2006

其他應記載事項：

- 1 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。
- 2 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。
- 3 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:

- I. 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.
- II. 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.
- III. 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。

註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，實際出席(列)席率(%)則以其在職期間董事會開會次數及其實際出席(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.

Note 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 (一) 公司處理股東建議或糾紛等問題之方式 (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 (三) 公司建立與關係企業風險控管機制及防火牆之方式 I. Equity Structure and Shareholder Rights (1) How the company handles shareholder suggestions and disputes (2) Company's control of the list of its major shareholders and final decision-makers (3) How the company establishes its risk-management mechanism and firewalls involving related enterprise	(一) 本公司未對外發行股票 (二) 本公司為國營公司，主要股東只有交通部 (三) 無公司法第369-1條所規範之關係企業 (1)The company has not issued stock. (2)The company is a state-run corporation with MOTC as its sole share holder. (3)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 (一) 公司設置獨立董事之情形 (二) 定期評估簽證會計師獨立性之情形 II. Organization and Responsibilities of the Board of Directors (1) Establishment of independent directors (2) Regular assessment by independent CPA	(一) 目前尚未設置獨立董事。 (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。 (1) None designated at present. (2) Company auditors are hired in accordance with the Government Procurement Law. The contract is reviewed on a yearly basis.	本公司股份為政府持有，董事皆由交通部核派。按本公司第2屆董事會置董事14人，專家代表董事2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。 The company is 100% owned by the government, and all directors are appointed by the MOTC. The second board of directors of the company consisted of 14 directors. Two 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>三、監察人之組成與職責 (一) 公司設置獨立監察人之情形 (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 (1) Establishment of independent supervisors (2) Communications between company employees and supervisors</p>	<p>(一) 目前尚未設置獨立監察人。 (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. (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。按本公司第2屆董事會置監察人3人，依據法令及本公司章程，監督財務及業務之執行。</p> <p>The company is 100% owned by the government, and all supervisors are assigned by the MOTC. The second 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 (一) 公司架設網站，揭露財務業務及本公司治理資訊之情形 (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 (1) Through company website (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) 已設臺灣郵政全球資訊網，可查閱相關資訊。 (二) 本公司訂有「臺灣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. (2) The company has issued "Guidelines for Taiwan 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>

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）

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）

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)

VIII. Other important materials that may assist others to understand the company's governance and operations (such as further education and board meeting attendance of the company's directors and supervisors, risk-management policies and evaluation, customer protection, the avoidance of conflicts of interest on the part of the board directors, company-purchased insurance for its directors and supervisors, as well as the company's social responsibilities).

1.95年度董事及監察人進修之情形：

1. Status for Further Study for Directors and Supervisors in 2006

開課公司名稱 Course Offered by	上課日期 Course Date	課程名稱 Seminar on	上課之董事或監察人 Attended by Directors or Supervisors
社團法人中華公司治理協會 National Association of Corporate Directors(NACD)	95.08.01. 2006. 08.01	公司董監事訴訟案例 Case against Directors or Supervisors	許仁壽 J. S. Hsu 張炳耀 P.Y. Chang 謝明輝 M.H. Hsieh 呂先趙 H.C. Lu 鄭光明 K.M. Cheng

2.95年度董事出席及監察人列席董事會狀況：

2. Attendance of the Board Meetings During 2006:

職稱 Title	姓名 Name	應出（列）席次數 Obligatory Attendance of Meeting	出（列）席次數 Attendance of Meeting	備註 Remarks
董事長 Chairperson	許仁壽 J.S. Hsu	4	4	
董事 Director of the Board	黃水成 S.C. Huang	2	2	
董事 Director of the Board	陳吉雄 C. H. Chen	6	6	
董事 Director of the Board	吳壽山 S.S. Wu	4	4	
董事 Director of the Board	劉政池 J.S. Liu	3	3	
董事 Director of the Board	藍明涵 M.H. Lan	3	3	
董事長 Chairperson	賴清祺 C. C. Lai	7	7	
董事 Director of the Board	吳民佑 M.Y. Wu	7	7	
董事 Director of the Board	蘇天富 T. F. Su	3	3	
董事 Director of the Board	丁克華 K. H. Ding	10	8	
董事 Director of the Board	陳文華 W.H. Chen	3	3	
董事 Director of the Board	張桂林 K.L. Chang	10	10	

董事 Director of the Board	張炳耀 P.Y. Chang	10	10
董事 Director of the Board	黃壽椿 S.C. Huang	10	10
董事 Director of the Board	傅傳訓 C.H. Fu	10	9
董事 Director of the Board	謝明輝 M.H. Hsieh	10	6
董事 Director of the Board	蕭丁訓 D.H. Hsiao	10	9
董事 Director of the Board	沈英傑 Y.C. Shen	10	10
董事 Director of the Board	鄭光明 K.M. Cheng	10	10
董事 Director of the Board	呂先趙 H.C. Lu	7	7
監察人 Supervisor	林信夫 S.F. Lin	10	10
監察人 Supervisor	黃志聰 C.T. Huang	10	10
監察人 Supervisor	楊明祥 M.H. Yang	3	1
監察人 Supervisor	呂秋香 C.H. Lu	6	4

3. 依本公司章程規定，董事對利害關係議案應即迴避。

4. 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。

5. 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。

6. 本公司各階經理人、各部門皆依本公司權責劃分表運作。

7. 重視社會責任：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77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。

3. 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.

4. 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.

5. 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.

6. All senior management and departments of the company operate in accordance with the company's division of work chart.

7. The company puts great importance on its corporate social responsibility: apart from offering loans in accordance with government policies (see page 77), 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（詳本公司網站）。

(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（詳本公司網站）。

(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95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「95年度稽核計畫」對總公司14個處(室)、23個責任中心郵局、5個郵件處理中心及1,315個支局共辦理一般查核1,357次、專案查核1,705次，及對營業單位另辦理庫存現金查核2,622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。

(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 (see the company's website).

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

Disclosed in the company's website (see the company's website).

(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 the 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 2006, 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 2006 Audit Plan, the company's audit department performed 1,357 general audits on the 14 departments, 23 larger branches, 5 mail processing centers and 1,315 smaller branches as well as 2,622 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.

臺灣郵政股份有限公司 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95年1月1日至95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96年4月20日董事會通過，出席董事15人（2人委託出席）中，有0人持反對意見，餘均同意本聲明書之內容，檢附董事會會議紀錄。

臺灣郵政股份有限公司

董事長：何煥軒

總經理：吳民佑

總稽核：葉舜民

法令遵循主管：周武雄

日期：96年4月20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, 2006 to December 31, 2006 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 20, 2007. The attending directors (out of the 15 directors attended, two attended by proxy) unanimously approved this statement.

Taiwan Post Co., Ltd.

Chairperson: Ho Nuan-hsuan
President: Wu Min-yu
Auditor General: Yeh Shun-min
Chief Compliance Officer: Chou Wu-hsiung

Date: April 20, 2007

臺灣郵政股份有限公司 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95年1月1日至95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證券期貨局訂頒公開發行公司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」之規定。
- 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96年4月20日董事會通過。

謹啟

金融監督管理委員會

聲明人：



董事長：何煥軒
總經理：吳民佑
總稽核：葉舜民
法令遵循主管：周武雄

日期：96年4月20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, 2006 to December 31, 2006 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 Internal Controls for Listed Companies (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 20, 2007.

Taiwan Post Co., Ltd.

Chairperson: Ho Nuan-hsuan
President: Wu Min-yu
Auditor General: Yeh Shun-min
Chief Compliance Officer: Chou Wu-hsiung

Date: April 20, 2007

臺灣郵政股份有限公司

內部控制制度聲明書

日期：96年4月20日

本公司兼營債券自營部門民國95年1月1日至95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96年4月20日董事會通過，出席董事15人(2人委託出席)，有0人持反對意見，除均同意本聲明書之內容，併此聲明。

臺灣郵政股份有限公司

董事長：何煖軒

總經理：吳民佑



Internal Control Statement

April 20, 2007

The following statement gives the results of a self-auditing of the internal control system of the bond-operating department of Taiwan Post Co., Ltd., covering the period of Jan. 1, 2006 to Dec.31, 2006:

- 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 20, 2007. The attending directors (out of the 15 directors attending, two attended by proxy) unanimously approved this statement.

Taiwan Post Co., Ltd.

Chairperson: Ho Nuan-hsuan
President: Wu Min-yu

(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) 台北光復郵局業務佐林○○勾結不法集團拆看投標郵件並洩露資料。

(2) 高雄鼓岩郵局經理王○○涉嫌挪用公款690萬元。

2. 違反法令經主管機關處以罰鍰者：

7處支局辦理8筆100萬元以上大額通貨交易，未辦理交易申報，違反洗錢防制法，經行政院金融監督管理委員會裁處罰鍰20萬元。

3. 缺失經主管機關嚴予糾正者：

女僑胞遭不法份子詐騙鉅額存款，其中新台幣22,311,920元由其他金融機構匯（轉）入高雄、鳳山、澎湖郵局所轄支局6個存簿儲金帳戶，行政院金融監督管理委員會於95年11月21日對本公司進行專案查核，並就開戶審查作業、帳戶管理、交易監控等作業缺失提出糾正。

4. 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）或未切實依照「金融機構安全維護注意要點」之規定致發生安全事故等，其各年度個別或合計實際損失逾5000千元者，應揭露其性質及損失金額：無

5. 其他經金管會指定應予揭露之事項：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。

(七) 董事會之重要決議

最近年度及截至年報刊印日止，董事會重要決議：

1. 第1屆董事會第19次會議：

(1) 全體出席董事決議通過96年度施政方針及營業政策、營運目標、購建固定資產專案計畫。

(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 Taipei Guangfu Branch opened up a closed bid and leaked the information he discovered.

(2) A manager from Kaohsiung Guyan Branch embezzled NT\$6.9 million.

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

Seven branch offices of the company failed to file eight currency transaction reports involving NT\$1 million or more and violated the Money Laundering Control Act. Taiwan Post was fined NT\$200,000 by the Financial Supervisory Commission, Executive Yuan.

3. Misconduct(s) resulting in serious disciplinary action by the competent authority:

An overseas female compatriot was swindled a large sum of money, among which a total of NT\$22,311,920 was transferred from other banks into 6 postal passbook accounts of branch offices under the jurisdiction of Kaohsiung, Fengshan and Penghu Post Offices. The Financial Supervisory Committee, Executive Yuan, on November 21, 2006, made a special investigation and took disciplinary action to this company's operation on the screening of opening an account, account management and business transaction.

4. 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

5. Other items to be disclosed under the instructions of the Financial Supervisory Commission: 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.

(VII) Major board resolutions

Major resolutions of the board of directors during the most recent fiscal year up to the printing of the annual report:

1. The 19th meeting of the first board:

(1) The board unanimously passed administration policy, business policy, operational goals, fixed assets purchase, and construction projects for 2007.

- (2) 全體出席董事決議通過96年度預算案。
- (3) 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95年度法令遵循計畫。

2.第1屆董事會第4次臨時會議

全體出席董事決議通過推選陳董事吉雄暫代董事長並兼代總經理職務案。

3.第1屆董事會第20次會議：

- (1) 全體出席董事決議通過經會計師查核簽證之94年度財務報告、壽險業務財務報告及財產目錄。
- (2) 全體出席董事決議通過94年度盈餘分配案。
- (3) 全體出席董事決議通過94年度「內部控制整體之評估表」並同意出具94年度「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。

4.第2屆董事會第1次會議：

- (1) 全體出席董事決議通過推選賴董事清祺為董事長。
- (2) 全體出席董事決議通過委任吳董事民佑為總經理。

5.第2屆董事會第5次會議：

- (1) 全體出席董事決議通過96年度稽核計畫。
- (2) 全體出席董事決議通過96年度郵政資金運用分配額度。

96年度董事會重要決議：

6.第2屆董事會第6次會議：

- (1) 全體出席董事決議通過中華郵政股份有限公司章程第一條條文修正案。
- (2) 全體出席董事決議通過中華郵政股份有限公司董事會組織規程第一條條文修正案。
- (3) 全體出席董事決議通過本公司願景、策略目標、97年度施政方針及營業政策、營運目標、購建固定資產專案計畫。
- (4) 全體出席董事決議通過97年度預算案。

- (2) The board unanimously passed the 2007 budget.
- (3) The board unanimously passed the 2006 compliance program for the company's simple life insurance operation.

2. The 4th temporary board meeting of the first board:

The board unanimously elected Chen Chi-hsiung as acting chairperson and president.

3. The 20th meeting of the first board:

- (1) The board unanimously passed the 2005 audited and certified financial report, life insurance department financial report and the catalog of assets.
- (2) The board unanimously passed the 2005 surplus allocation plan.
- (3) The board unanimously passed the 2005 Internal Control Evaluation Table and also agreed to provide internal control statements for its savings and remittances department, simple life insurance department and bond-operating department for 2005.

4. The 1st meeting of the second board:

- (1) The board unanimously elected Lai Ching-chyi as chairperson.
- (2) The board unanimously elected Wu Min-yu as president.

5. The 5th meeting of the second board:

- (1) The board unanimously passed its 2007 audit plan.
- (2) The board unanimously passed the 2007 postal capital deployment plan.

Major board resolutions in FY 2007:

6. The 6th meeting of the second board:

- (1) The board unanimously passed the revised Article 1 of the Articles of Incorporation of Chunghwa Post.
- (2) The board unanimously passed the revised Article 1 of the Board of Directors' Structure of Chunghwa Post.
- (3) The board unanimously passed the vision of the company, its strategies and goals, as well as its administration policy, business policy, operational goals, fixed assets purchase, and construction projects for 2008.
- (4) The board unanimously passed the 2008 budget.

- (5) 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96年度法令遵循計畫。

7.第2屆董事會第3次臨時會議：

- (1) 奉交通部96年3月2日交人字第0960002198號函示，賴董事清祺請辭本公司第2屆董事會董事兼董事長案，業經行政院96年3月2日院授人力字第0960060959號函核定。
- (2) 全體出席董事決議通過推選何董事煥軒為董事長。
- (3) 全體出席董事決議通過委任吳董事民佑為總經理。

8.第2屆董事會第7次會議：

- (1) 全體出席董事決議通過經會計師查核簽證之95年度財務報告、壽險業務財務報告及財產目錄。
- (2) 全體出席董事決議通過95年度盈餘分配案。
- (3) 全體出席董事決議通過經精算師簽證之95年度紅利分配報告（鴻運高照分紅保單）。
- (4) 全體出席董事決議通過捐助經濟部推動成立商業發展研究院資金新台幣500萬元案。
- (5) 全體出席董事決議通過95年度「內部控制整體之評估表」並同意出具95年度「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。

(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

- (5) The board unanimously passed the 2007 compliance program for the company's simple life insurance operation.

7. The 3rd temporary board meeting of the second board:

- (1) Document no. Jiaorenzi 0960002198 dated March 2, 2007 issued by MOTC regarding the resignation of board director and chairperson C.C. Lai noted that the Executive Yuan had approved the resignation in document no. Renlizi 0960060959 dated March 2, 2007.
- (2) The board unanimously elected Ho Nuan-hsuan as chairperson.
- (3) The board unanimously elected Wu Min-yu as president.

8. The 7th meeting of the second board:

- (1) The board unanimously passed the 2006 audited and certified financial report, life insurance department financial report and the catalog of assets.
- (2) The board unanimously passed the 2006 surplus allocation plan.
- (3) The board unanimously passed the actuary-certified 2006 profit sharing report (Hong-yun-gao-zhao participating policy).
- (4) The board unanimously passed the proposal to donate NT\$5 million to assist the Ministry of Economic Affairs for establishing the Commercial Development Research Institute.
- (5) The board unanimously passed the 2006 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 for 2006.

(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

(九) 與財務報告有關人士之辭職解任情形：

96年5月9日

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

May 9, 2007

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	許仁壽 Samuel J.S. Hsu	92.4.15 04/15/03	95.3.16 03/16/06	離職 Leave Office
總經理 President	黃水成 Huang Shui-cheng	92.1.1 01/01/03	95.3.16 03/16/06	離職 Leave Office
董事長 Chairperson	賴清祺 Lai Ching-chyi	95.5.11 05/11/06	96.3.3 03/03/07	離職 Leave Office

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。

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