

Ta Chong Bank

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大眾銀行 

台北市信義路五段2號12樓
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大眾銀行 T C B A N K
九十三年度年報
A N N U A L R E P O R T 2 0 0 4



大眾銀行
中華民國九十三年度年報
2004 ANNUAL REPORT

大眾商業銀行股份有限公司



董事長：陳田錨



● 發言人：

邱正光

02-8786-9888

Speaker:

James Chiou

02-8786-9888

● 股票過戶機構

群益證券股份有限公司股務代理處
台北市南京東路二段 125 號 B1
02-2502-7755

Institute of Share Transfer:

Capital Securities Corp.
B1., No. 125, Nanjing E Rd, Sec. 2, Taipei
02-2502-7755

● 最近年度財務報告簽證事務所

勤業眾信會師事務所
陳政弘、邱慧吟
台北市民生東路三段 156 號 12 樓
02-2545-9988/07-2514311

Recent Financial Report issued by:

Deloitte & Touche
Charles H. Chen and Eliza Chiou
12/F1, No, 156, Min-sheng E. Road, Sec. 3, Taipei
02-2545-9988/07-2514311

● 信用評等機構

中華信用評等股份有限公司
台北市羅斯福路二段 100 號 23 樓
02-23688277

Institute of Credit Evaluation:

Taiwan Ratings Co., Ltd,
23/ F1., No. 100, Roosevelt Road, Sec. 2, Taipei
02-23688277

2004

ANNUAL REPORT

中華民國九十三年年度年報

大眾銀行 

Ta Chong Bank Ltd. Annual Report

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總公司、分公司之地址及電話

總分支機構	電話	住址
台北總管理處	(02)8786-9888	台北市信義路五段2號3、4、11、12、13、14樓
高雄稽核室等	(07)224-2220	高雄市中正二路58號11樓
資訊室	高雄 (07)224-2220	高雄市中正二路58號4樓
	台北 (02)8797-8088	台北市內湖區瑞光路583巷21號7樓
電子銀行服務中心	(02)8797-8088	台北市內湖區瑞光路583巷21號7樓
董事會辦公室	台北 (02)8786-9888	台北市信義路五段2號14樓
	高雄 (07)336-0808	高雄市中山二路二號28樓
信用卡部	台北 (02)8786-9888	台北市信義路五段2號3樓
	高雄 (07)225-7770	高雄市中正二路58號6、8樓
消費金融處	(02)8786-9888	台北市信義路五段2號3樓
電話行銷中心	(02)2727-7500	台北市信義區忠孝東路五段552號5樓
企業金融處	(02)8786-9888	台北市信義路五段2號11樓
台北催收中心	(02)2351-7311	台北市中正區仁愛路二段47號2樓
中小企業北縣服務中心	(02)2999-8998	台北縣三重市重新路五段609巷14號2樓之1、之5
中小企業桃園服務中心	(03) 332-7799	桃園市成功路一段32號12樓
中小企業台中服務中心	(04)2292-5889	台中市西屯區文心路三段241號5樓之6
中小企業台南服務中心	(06) 311-6677	台南縣永康市中華路1之53號10樓
中小企業高雄服務中心	(07) 537-7099	高雄市前鎮區中山二路2號5樓之1
電子商務部	(02)8797-8088	台北市內湖區瑞光路583巷21號7樓
北一區貸款業務中心	(02)2391-2626	台北市忠孝東路二段88號(新生分行1樓)
北一區授信作業中心	(02)2391-2626	台北市忠孝東路二段88號(新生分行地下1樓)
北二區貸款業務中心	(02)8953-9788	台北縣板橋市中山路二段443號2樓(板橋分行2樓)
北二區授信作業中心	(02)8953-9788	台北縣板橋市中山路二段443號4樓(板橋分行4樓)
中南一區貸款業務中心	(06)241-2888	台南市西區金華路三段230號2樓(西台南分行2樓)
中南一區授信作業中心	(06)241-2666	台南市西區金華路三段230號2樓(西台南分行2樓)
南二區貸款業務中心	(07)313-9900	高雄市博愛一路218號2樓(博愛分行2樓)
南二區授信作業中心	(07)225-8218	高雄市中正二路58號10樓
營業部	(07)223-5550	高雄市中正二路58號
敦化分行	(02)2545-5569	台北市敦化北路201號1樓前棟
屏東分行	(08)722-6060	屏東縣屏東市廣東路115號
高雄分行	(07)336-2020	高雄市中正二路2號
鳳山分行	(07)740-3699	高雄縣鳳山市中山西路342號
台南分行	(06)226-6120	台南市北區西門路三段157號
嘉義分行	(05)229-0666	嘉義市西區新榮路198號
台北分行	(02)2577-1015	台北市光復北路112號
新莊分行	(02)2203-7676	台北縣新莊市四維路107號
中壢分行	(03)494-3000	中壢市中央西路二段152號
台中分行	(04)2293-8998	台中市文心路三段239號1樓
大昌分行	(07)381-4488	高雄市大昌二路111之1號
信託部	(02)8786-9886	台北市信義路五段2號13樓
國外部	(02)2718-9819	台北市內湖區瑞光路583巷21號7樓
新生分行	(02)2321-6600	台北市忠孝東路二段88號1樓
板橋分行	(02)2955-9966	台北縣板橋市中山路二段443號

Address of Headquarters and Branches

Headquarters and Branches	Telephone	Address
Taipei Head Office	(02)8786-9888	3, 4, 11, 12, 13, 14F, No. 2, Sec 5, Sinyi Road, Sinyi District, Taipei City
Kaohsiung Auditing Office	(07)224-2220	11F, No. 58, Jhongjheng 2nd Road, Kaohsiung City
IT Dept.	Kaohsiung (07)224-2220	4F, No. 58, Jhongjheng 2nd Road, Lingya District, Kaohsiung City
	Taipei (02)8797-8088	7F, No. 21, Lane 583, Rueiguang Road, Neihu District, Taipei City
E-Banking Service Center	(02)8797-8088	7F, No. 21, Lane 583, Rueiguang Road, Neihu District, Taipei City
Office of Board of Directors	Taipei (02)8786-9888	14F, No. 2, Sec 5, Sinyi Road, Sinyi District, Taipei City
	Kaohsiung (07)336-0808	28F, No. 2, Jhongshan 2nd Road, Chianchen District, Kaohsiung City
Credit Cards Department	Taipei (02)8786-9888	3F, No. 2, Sec 5, Sinyi Road, Sinyi District, Taipei City
	Kaohsiung (07)225-7770	6, 8F, No. 58, Jhongjheng 2nd Road, Lingya District, Kaohsiung City
Consumer Banking Division	(02)8786-9888	3F, No. 2, Sec 5, Sinyi Road, Sinyi District, Taipei City
Telephone Marketing Center	(02)2727-7500	5F, No. 552, Sec 5, Jhongsiao E. Road, Sinyi District, Taipei City
Corporate Banking Division	(02)8786-9888	11F, No. 2, Sec 5, Sinyi Road, Taipei City
Taipei Loans Collection Center	(02)2351-7311	2F, No. 47, Sec 2, Renai Road, Jhongjheng District, Taipei City
Small & Medium Enterprise Credit Center (Taipei County)	(02)2999-8998	2F, No. 14-1, 14-5, Lane 609, Sec 5, Chongsin Road, Sanzhong City, Taipei County
Small & Medium Enterprise Credit Center (Taoyuan)	(03) 332-7799	12F, No. 32, Sec 1, Chenggong Road, Taoyuan City, Taoyuan County
Small & Medium Enterprise Credit Center (Taichung)	(04)2292-5889	5F, No. 241-6, Sec 3, Wunsin Road, Situn District, Taichung City
Small & Medium Enterprise Credit Center (Tainan)	(06) 311-6677	10F, No. 1-53, Jhonghua Road, Yongkang City, Tainan County
Small & Medium Enterprise Credit Center (Kaohsiung)	(07) 537-7099	5F-1, No. 2, Jhongshan 2nd Road, Chianchen District, Kaohsiung City
E-Commerce Department	(02)8797-8088	7F, No. 21, Lane 583, Rueiguang Road, Neihu District, Taipei City
Northern 1st Credit Operation Center	(02)2391-2626	No. 88, Sec 2, Jhongsiao E. Road, Taipei City (1F of Hsinsheng Branch)
Northern 1st Credit Evaluation Center	(02)2391-2626	B1, No. 88, Sec 2, Jhongsiao E. Road, Taipei City (B1 of Hsinsheng Branch)
Northern 2nd Credit Operation Center	(02)8953-9788	2F, No. 443, Sec 2, Jhongshan Road, Banchiao City, Taipei County (2F of Banchiao Branch)
Northern 2nd Credit Evaluation Center	(02)8953-9788	3F, No. 443, Sec 2, Jhongshan Road, Banchiao City, Taipei County (3F of Banchiao Branch)
Central & Southern 1st Credit Operation Center	(06)241-2888	2F, No. 230, Sec 3, Jinhua Road, West District, Tainan City (2F of West Tainan Branch)
Central & Southern 1st Credit Evaluation Center	(06)241-2666	2F, No. 230, Sec 3, Jinhua Road, West District, Tainan City (2F of West Tainan Branch)
Southern 2nd Credit Operation Center	(07)313-9900	2F, No. 218, Boai 1st Road, Kaohsiung City (2F of Boai Branch)
Southern 2nd Credit Evaluation Center	(07)225-8218	10 F, No. 58, Jhongjheng 2nd Road, Kaohsiung City
Business Department	(07)223-5550	No. 58, Jhongjheng 2nd Road, Kaohsiung City
Dunhua Branch	(02)2545-5569	1F, No. 201, Dunhua N. Road, Songshan District, Taipei City
Pingtung Branch	(08)722-6060	No. 115, Guangdong Road, Pingtung City, Pingtung County
Kaohsiung Branch	(07)336-2020	No. 2, Jhongshan 2nd Road, Kaohsiung City
Fongshan Branch	(07)740-3699	No. 342, Jhongshan W. Road, Fongshan City, Kaohsiung County
Tainan Branch	(06)226-6120	No. 157, Sec 3, Si-men Road, North District, Tainan City
Chiayi Branch	(05)229-0666	No. 198, Sinrong Road, West District, Chiayi City
Taipei Branch	(02)2577-1015	No. 112, Guangfu No. Road, Songshan District, Taipei City
Sinhuang Branch	(02)2203-7676	No. 107, Sihwei Road, Sinhuang City, Taipei County
Jhongli Branch	(03)494-3000	No. 152, Sec 2, Jhongyang W. Road, Jhongli City, Taoyuan County
Taichung Branch	(04)2293-8998	No. 239, Sec 3, Wunsin Road, Situn District, Taichung City
Dachang Branch	(07)381-4488	No. 111-1, Dachang 2nd Road, Sanmin District, Kaohsiung City
Trust Department	(02)8786-9886	13F, No. 2, Sec 5, Sinyi Road, Sinyi District, Taipei City
International Business Department	(02)2718-9819	7F, No. 21, Lane 583, Rueiguang Road, Neihu District, Taipei City
Hsinsheng Branch	(02)2321-6600	1F, No. 88, Sec 2, Jhongsiao E. Road, Taipei City
Banchiao Branch	(02)2955-9966	No. 443, Sec 2, Jhongshan Road, Banchiao City, Taipei County

總分支機構	電話	住址
沙鹿簡易型分行	(04)2662-1999	台中縣沙鹿鎮中山路428號
博愛分行	(07)316-0699	高雄市博愛一路218號
國際金融業務分行	(02)8712-1655	台北市內湖區瑞光路583巷21號7樓
大同分行	(02)2593-2256	台北市民族西路210號
三重簡易型分行	(02)2970-2899	台北縣三重市重新路三段92號
桃園分行	(03)337-8588	桃園市成功路一段32號11樓
永康分行	(06)312-8666	台南縣永康市中華路21號
右昌分行	(07)364-9911	高雄市後昌路803之1號
前金簡易型分行	(07)272-2766	高雄市中華三路217號
五甲簡易型分行	(07)831-9900	高雄縣鳳山市五甲二路490號
文山簡易型分行	(02)2935-1715	台北市文山區景興路203號1、2樓
中和分行	(02)2240-5100	台北縣中和市連城路87號
新營分行	(06)633-3300	台南縣新營市中山路117號1樓
復興分行	(02)2700-5678	台北市復興南路二段155號
西台南分行	(06)223-0006	台南市西區金華路三段230號
內湖分行	(02)2627-1000	台北市內湖區瑞光路583巷21號1樓
灣裡簡易型分行	(06)262-3260	南市灣裡路211巷88弄12之6號
安和分行	(06)355-9083	台南市安南區安和路五段189號
二重分行	(02)2278-3388	台北縣三重市重新路五段609巷14-7、14-8、14-9號1樓
長庚分行	(03)397-5678	桃園縣龜山鄉復興街五號1樓及地下1樓
東台南分行	(06)335-3688	台南市東區崇學路81號1-3樓
信義分行	(02)8786-9788	台北市信義路五段2號地下1樓、1、2樓
新竹分行	(03)564-3500	新竹市光復路一段322號1樓及地下1樓
汐止分行	(02)2641-7266	台北縣汐止市忠孝東路285號1、2樓
天母分行	(02)2838-5959	台北市士林區忠誠路一段27、29號
仁愛簡易型分行	(02)2341-8822	台北市中正區仁愛路二段47號1樓
澄清簡易型分行	(07)732-6501	高雄縣鳥松鄉大埤路123號1樓
南屯簡易型分行	(04)2471-6066	台中市南屯區五權西路二段230號1樓及地下1樓
永和簡易型分行	(02)8921-9218	台北縣永和市中山路一段145號1、2樓
前鎮簡易型分行	(07)813-4700	高雄市前鎮區漁港中一路2號
北新竹簡易型分行	(03)656-3500	新竹縣竹北市博愛街515號
北桃園分行	(03)326-1234	桃園市經國路447號
永春簡易型分行	(02)2723-0688	台北市忠孝東路五段478號1、2樓
圓山簡易型分行	(02)2598-6598	台北市中山區中山北路三段47號1樓
豐原簡易型分行	(04)2515-6777	豐原市三豐路36號1樓
彰化簡易型分行	(04)729-1688	彰化市中興路140、142號1、2樓
北高雄簡易型分行	(07)556-0566	高雄市左營區裕誠路291號1、2樓
大雅簡易型分行	(04)2565-3588	台中縣大雅鄉民興街69號
北台中簡易型分行	(04)2232-8800	台中市崇德路二段57號1、2樓
中屏簡易型分行	(08)765-5959	屏東市民生路290號1、2、3樓

Headquarters and Branches	Telephone	Address
Shalu Simple Branch	(04)2662-1999	No. 428, Zhongshan Road, Shalu Township, Taichung County
Boai Branch	(07)316-0699	No. 218, Boai 1st Road, Kaohsiung City
OBU	(02)8712-1655	7F, No. 21, Lane 583, Rueiguang Road, Neihu District, Taipei City
Datong Branch	(02)2593-2256	. 210, Minzu W. Road, Taipei City
Sanchong Simple Branch	(02)2970-2899	No. 92, Sec 3, Chongsin Road, Sanchong City, Taipei County
Taoyuan Branch	(03)337-8588	11F, No. 32, Sec 1, Chenggong Road, Taoyuan City
Yongkang Branch	(06)312-8666	No. 21, Jhonghua Road, Yongkang City, Tainan County
Youchang Branch	(07)364-9911	No. 803-1, Houchang Road, Nanzih District, Kaohsiung City
Cianjin Simple Branch	(07)272-2766	No. 217, Jhonghua 3rd Road, Cianjin District, Kaohsiung City
Wujia Simple Branch	(07)831-9900	No. 490, Wujia 2nd Road, Fongshan City, Kaohsiung County
Wenshan Simple Branch	(02)2935-1715	1, 2F, Jinsin Road, Wenshan District, Taipei City
Jhonghe Branch	(02)2240-5100	No. 87, Liancheng Road, Zhonghe City, Taipei County
Sinying Branch	(06)633-3300	1F, No. 117, Zhongshan Road, Sinying City, Tainan County
Fushing Branch	(02)2700-5678	No. 155, Sec 2, Fushing S. Road, Taipei City
Western Tainan Branch	(06)223-0006	No. 230, Sec 3, Jinhua Road, West District, Tainan City
Neihu Branch	(02)2627-1000	1F, No. 21, Lane 583, Rueiguang Road, Neihu District, Taipei City
Wanli Mini Branch	(06)262-3260	No. 12-6, Alley 88, Lane 211, Wanli Road, Tainan City
Anhe Branch	(06)355-9083	No. 189, Sec 5, Anhe Road, Annan District, Tainan City
Erchung Branch	(02)2278-3388	1F, No. 14-7, 14-8, 14-9, Lane 609, Sec 5, Chongsin Road, Sanchong City, Taipei County
Changung Branch	(03)397-5678	1, B1F, No. 5, Fusing Street, Gueishan Township, Taoyuan County
East Tainan Branch	(06)335-3688	1, 2, 3F, No. 81, Chongsyue Road, East District, Tainan City
Sinyi Branch	(02)8786-9788	1,2,B1F, No. 2, Sec 5, Sinyi Road, Taipei City
Hsinchu Branch	(03)564-3500	1, B1F, No. 322, Sec 1, Guangfu Road, Hsinchu City
Sijhih Branch	(02)2641-7266	1, 2F, No. 285, Jhongsiao E. Road, Sijhih City, Taipei County
Tianmu Branch	(02)2838-5959	No. 27 & 29, Sec 1, Zhongcheng Road, Shihlin District, Taipei City
Renai Simple Branch	(02)2341-8822	1F, No. 47, Sec 2, Ren-ai Road, Zhongjheng District, Taipei City
Chengcing Simple Branch	(07)732-6501	1F, No. 123, Dapi Road, Niasong Township, Kaohsiung County
Nantun Simple Branch	(04)2471-6066	1, B1F, No. 230, Sec 2, Wucyuan W. Road, Nantun District, Taichung City
Yonghe Simple Branch	(02)8921-9218	1, 2F, No. 145, Sec 1, Zhongshan Road, Yonghe City, Taipei County
Chianchen Simple Branch	(07)813-4700	No. 2, Yu-kang-chung 1st Road, Chianchen District, Kaohsiung City
Northern Hsinchu Simple Branch	(03)656-3500	No. 515, Bo-ai Street, Jhupei City, Hsinchu County
Northern Taoyuan Simple Branch	(03)326-1234	No. 447, Jingguo Road, Taoyuan City, Taoyuan County
Yongchun Simple Branch	(02)2723-0688	1, 2F, No. 478, Sec. 5, Jhongsiao E. Road, Taipei City
Yuanshan Simple Branch	(02)2598-6598	1F, No. 47, Sec 3, Zhongshan N. Road, Zhongshan District, Taipei City
Fongyuan Simple Branch	(04)2515-6777	1F, No. 36, Sanfong Road, Fongyuan City, Taichung County
Changhua Simple Branch	(04)729-1688	1, 2F, No. 140 & 142, Zhongsing Road, Changhua City, Changhua County
Northern Kaohsiung Simple Branch	(07)556-0566	1, 2F, No. 291, Yucheng Road, Zuoying District, Kaohsiung City
Daya Simple Branch	(04)2565-3588	No. 69, Minhsing Street, Daya Township, Taichung County
Northern Taichung Simple Branch	(04)2232-8800	1,2F, No. 57, Sec 2 Chongde Road, Taichung City
Central Pingtung Simple Branch	(08)765-5959	1, 2, 3F, No. 290, Minsheng Road, Pintung City, Pintung County

壹 致股東報告書

Message To Our Shareholders



董事長 陳田錨
Chairman Tien Mao Chen

93年度隨著全球景氣逐漸復甦以及政府政策性利多之帶動下，國內經濟於上半年達到成長高峰。隨後因國際原油價格飆漲，各國央行調升利率抑制通膨，導致全球景氣擴張力道轉趨溫和，下半年國內經濟表現雖較為舒緩，總計台灣經濟成長率提升至5.7%，係自87年亞洲金融危機爆發之後，經濟表現最好的一年。這一年來，政府對金融業的改革步調與重整工程仍持續進行，諸如鼓勵金融併購，加速處理NPL，規範市場紀律，放寬OBU授信業務限制及銀行財務顧問業務範圍等。中華信評與標準普爾並於93年度下半年將台灣整體銀行體系的信用評等展望由「負向」調整為「穩定」。

93年12月底存款餘額新台幣2,163億元，較上年度成長9.8%；放款餘額新台幣1,999億元，較上年度成長15.55%。

93年度本行之重大事項為：

1. 本行之長期信用評等由twBBB 提升為twA-，短期信用評等由twA-3 提升為twA-2，這是本行信評以來最佳之評等。
2. 外資截至93年底持有本行股票168,286張，約為本行普通股已發行股數之11%。這是本行自成立以來最高之外資持股比例，同時也為非金控之新銀行中外資持股最高之比例；本行股價亦從92年底9.9元上升至93年底12.1元。
3. 組織改造，成立財務處、營運處及中小企業暨企金產品處，將作業集中，並聘請世界知名的顧問公司A.T.Kearney公司進行新核心系統之評估與遴選。
4. 聘請惠悅企管顧問公司(Watson Wyatt Worldwide)進行「人才加值」專案。
5. 93年7月開始，每月均按實際業務需求應提存之金額提存壞帳，以符合穩健經營原則，並嚴格控管授信品質。
6. 成功發行金融債券新台幣50億元。
7. 獲行政院金融監督管理委員會批准及政期局核准取得企業「財務顧問」執照。
8. 93年12月現金增資案獲銀行局及證期局核准，已於94年4月8日正式掛牌上市。

94年度業務重點

1. 企業金融

(1) 產品線的增強

加強新金融商品的開發，提升交叉銷售的績效，加強資金管理(Cash Management)業務，提升企金客戶收、付款及兩岸三地的貿易融資服務。並持續推展聯貸、Structured Finance、金融資產證券化、資本市場籌資規劃、承銷與併購等財務顧問(Financial Advisory)業務。

(2) 客戶群的擴充

深耕舊有客戶，增加新客戶，並加強經理人/RM的Wallet Content、Wallet Size、Share of Wallet、Share of Mind、New Net Revenue之概念，並由現有客戶中遴選出Key account，以加強往來深度與廣度，成為該業務客戶之主力銀行。

(3) 資產品質的控管

除持續加強資產品質之控管外，94年度將加強逾放管理，尤其是對金額較大之逾放，擬定執行策略，提高催收績效，以降低逾期放款金額。



執行長 陳建平
CEO Chien Ping Chen

2.消費金融

(1) 財富管理

以往本行之財富管理產品偏向於連結債券，今年度將加強海外基金和 Structured Deposit 的產品線，並考慮推展指定用途信託基金和共同集合帳戶等新種業務，提升信託部之產品開發能力，並成立理財旗艦店，設立專職區經理，加強業務督導與教育訓練。

(2) 信用卡

增加策略性投資，除了推出“分期卡”，也會尋求新的聯名卡及其他的業務推展計劃；並透過行銷活動刺激消費，增加活卡數及應收帳款餘額。

(3) 信用貸款

注重資產品質及獲利能力，目前進行中的專案有現金增資公司員工貸款、本行中小企業主貸款及美語中心學員學費貸款。

(4) 逾放管理

加強逾放管理是本行94年度重點措施之一，在消金方面亦不例外，將朝降低逾期放款金額及提高呆帳回收金額方面著手。

3.財務睇

(1) 擴增 TMU 的編制和加強產品線，以提供企金客戶利率、匯率風險管理 (Exposure Management) 和企業投資理財的 Total Solution。

(2) 加強債券 / 票券 / FX / 股票操作之專業能力。

本行全體同仁於94年度定更加努力，在繼續提升資產品質之同時，持續提高各事業處獲利能力，運用集團資源，並建立異業策略聯盟，強化多元行銷。希望各位股東能繼續支持，並期待大眾銀行成為大家「Much」的好夥伴。

With the gradual recovery of the global economy and the government's stimulative policies in 2004, Taiwan's domestic economic reached a peak of growth in the first half of the year. Later on, with the international price of oil soaring, the central banks of different countries hiked interest rates in order to keep inflation down and this led to a moderation of the force for global expansion. Although domestic economic performance slowed down in the last half of the year, Taiwan's overall economic growth rose to 5.7%--the best performance since the outbreak of the Asian financial crisis in 1998. The government carried on with financial reform and re-engineering during this year with such measures as the encouragement of financial mergers and acquisitions, acceleration of the disposition of non-performing loans, and regulation of market discipline, along with the relaxation of restrictions on OBU loan business and expansion of the scope of banks' financial consulting business. In the second half of the year, Taiwan Ratings and Standard & Poor's changed the credit rating of Taiwan's overall banking system from "negative" to "stable."



Total deposits in the Bank at the end of December 2004 amounted to NT\$216.3 billion, up 9.8% from a year earlier; and outstanding loans totaled NT\$199.9 billion, an increase of 15.55% from the end of 2003.

Major Ta Chong Bank Happenings in 2004:

1. The Bank's long-term credit rating was raised from twBBB to twA- and its short-term rating was upgraded from twA-3 to twA-2. These are the best ratings the Bank has ever received.
2. Foreign investors held 168,286 Ta Chong Bank shares at the end of 2004, accounting for approximately 11% of the Bank's issued common shares; this was the highest ratio since the Bank's establishment, and was also the highest ratio of foreign shareholding among all new non-financial holding company banks in Taiwan. The price of these shares rose from NT\$9.9 at the end of 2003 to NT\$12.1 at the end of 2004.

3. The Bank's organizational structure was re-engineered to centralize operations, and a Treasury Division, Operations Division, and Corporate Payment & Cash Management Division were added. In addition, the globally known A.T. Kearney company was hired to carry out evaluation and selection of core systems.
4. The Taipei Branch of Watson Wyatt Taipei was engaged to carry out the Value-Added Personnel program.
5. Beginning in July 2004, reserves against bad debts were allocated in the required amount on a monthly basis in line with the principle of solid operation, and strict control of loan quality was implemented.
6. NT\$5 billion worth of financial debentures were issued.
7. A corporate financial consultant's license, approved by the Financial Supervisory Commission, was received.
8. The Bank's cash-injection capital increase project was approved by the Bureau of Monetary Affairs and submitted to the Securities and Futures Bureau in December. The SFB gave its approval in January 2005, and a capital increase of NT\$4 billion, plus market listing, is projected for mid-April 2005.

Key Business Developments for 2005

1. Corporate Banking

(1) Strengthening of Product Line

The development of new products will be strengthened, the effectiveness of cross-marketing will be enhanced, the cash management business will be reinforced, and collections and payments for corporate clients, as well as cross-straits trade financing services, will be upgraded. In addition, the Bank will continue promoting its syndicated loan, structured finance, financial assets securitization, planning for fund-raising on the capital market, consignment, and M&A businesses.

(2) Expansion of Customer Base

Old customers will be nurtured and new ones added, and the Wallet Content, Wallet Size, Share of Wallet, Share of Mind, and New Net Revenue concepts will be strengthened among managers. Key accounts will also be selected from among existing

customers and the depth and breadth of their business relations with the Bank will be enhanced so as to make the Ta Chong Bank their prime bank in the relevant areas of business.

(3) Control of Asset Quality

Besides continuing to strengthen control of asset quality, in 2005 the Bank will also strengthen NPL management, with special attention given to the mapping out of strategies for dealing with NPLs of large amounts, and enhance the effectiveness of debt collection in order to reduce the amount of NPLs.

2. Consumer Banking

(1) Wealth Management

The Bank's wealth management products have focused on structured bonds in the past, but this year the overseas fund and structured deposit product lines will be strengthened. The Bank will also consider developing new businesses such as non-discretionary trust funds and collected account management to enhance the product-development capability of the Trust Department, and will establish a financial planning flagship branch and install regional managers to strengthen business supervision and training.

(2) Credit Cards

Strategic investment will be strengthened; an installment card will be introduced and new co-branded card and other businesses will be developed, and marketing activities will be used to stimulate consumption, increase the number of cards issued by the Bank, and boost the amount of receivables.

(3) Loans

Emphasis will be placed on asset quality and profitability. Programs currently being implemented include Employee Loans for Capital Increase, Small and Medium Enterprise Loans, and English Language School Student Loans.

(4) Non-Performing-Loan Management

The strengthening of NPL management-not excluding those under consumer banking--will be one of the Bank's key tasks in 2005, with efforts being directed to lowering the amount of NPLs and improving the amount of bad-debt collection.

3. Treasury Division

(1) The organization of the Treasury Marketing Unit will be enlarged and the product line strengthened so as to provide corporate clients with interest and exchange rate exposure management and to offer total solutions in corporate investment.

(2) Professionalism in bonds/bills/FX/stock operations will be strengthened.

We and all of our colleagues at the Ta Chong Bank will work harder than ever in 2005 to continue enhancing asset quality, while at the same time heightening the profitability of our different business units, utilizing group resources, establishing cross-industry strategic alliances, and reinforcing multi-faceted marketing. We hope that all of you, our shareholders, will continue favoring us with your support, and that Ta Chong Bank will become your "Much" favored partner.



貳 銀行概況

Profile of the Bank

一、銀行簡介

大眾銀行於81年1月16日籌組設立，81年4月2日開業，董事長為前高雄市議會議長陳田錨先生。主要股東有和聯投資（股）公司、清園投資（股）公司、清田投資（股）公司、光陽工業（股）公司、東南水泥（股）公司、台灣開得科技、豐國造船、安南投資（股）公司等法人。截至93年底止營業據點合計為56處，包含營業部、信託部、OBU、國外部及52家分行。

本行以現有之銀行體系，結合租賃、證券等關係企業，形成廣大綿密之服務網，以提供客戶全方位之金融服務，推展金融百貨化為目標。除了上述之關係企業之外，本行更計劃以企業聯盟之方式，與其他非金融相關企業的合作。大眾銀行之中期目標是成為國內的主要金融集團之一；增加市場競爭力，提供客戶全方位的理財服務，成為形象佳、獲利高、客戶終身信賴的銀行，逐漸實現大中華經濟圈最優秀的金融集團為遠景。



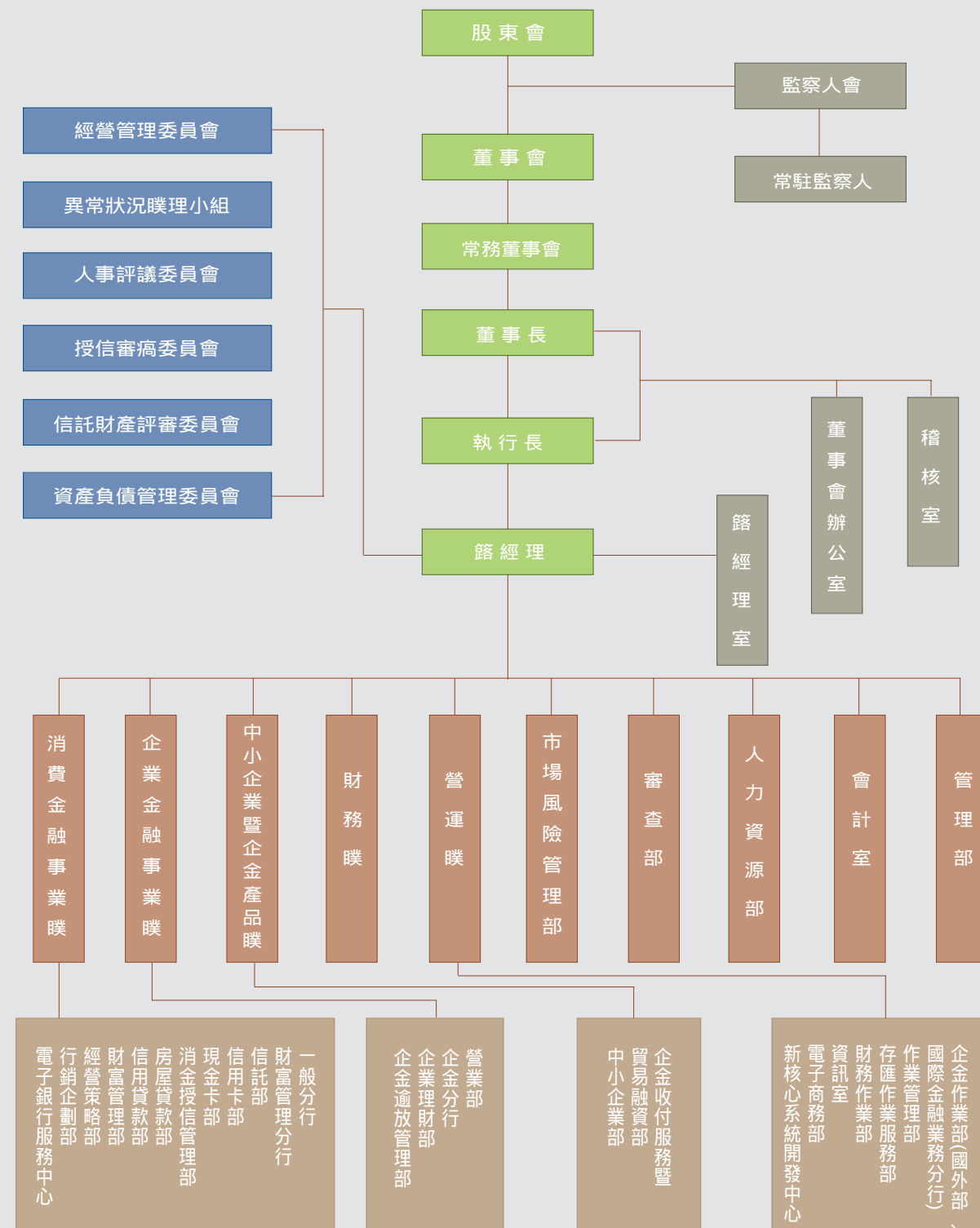
Introduction to the Bank

The Ta Chong Bank was established on Jan. 16, 1992 and opened for business on Apr. 2 that same year. Mr. Chen Tian-miao, former speaker of the Kaohsiung City Council, was appointed chairman. Major shareholders include the Ho-lian Investment Co., Ltd, Ching-yuan Investment Co., Ltd, Ching-tian Investment Co., Ltd., Kymco Industrial Co.; Southeast Cement Co.; Taiwan Kai-de Technology; Feng Guo Shipmaking; and Annam Investment, along with other juridical. At the end of 2004 the Bank had 56 business units: the Business Operations Department, Trust Department, OBU, Overseas Department, and 52 branches.

The Bank's existing banking system, together with related leasing and securities enterprises, constitutes a large and intensive service network that provides customers with a full spectrum of financial services and is developing into a financial department store. In addition to the related enterprises mentioned above, the Bank plans to cooperate with non-financial enterprises through the formation of corporate alliances. The Bank's medium-term goals are to develop into one of Taiwan's major financial groups, and to strengthen market competitiveness and provide customers with a full spectrum of financial planning services so as to become a bank with an outstanding image and high profitability, and one that holds the lifetime confidence of its customers. Our vision is to build the Ta Chong Bank into one of the finest financial groups in the Greater China area.

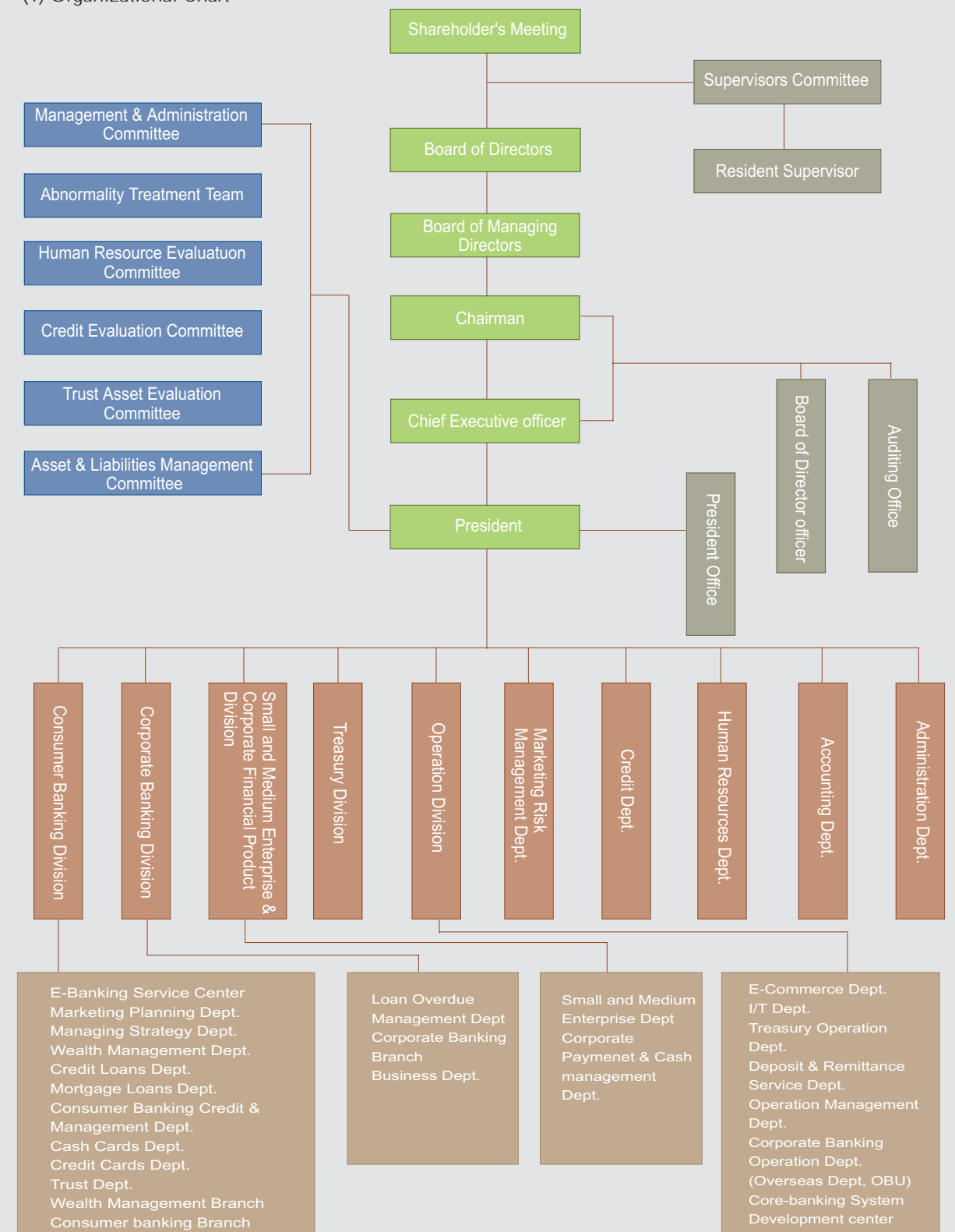
二、銀行組織：

(一) 組織圖



2. Organization

(1) Organizational Chart



(二) 董事、監察人、總經理、副總經理及主要主管資料

董、監事

姓名	條件	具有五年以上商務、法律、財務或銀行業務所須之工作經驗。	非為銀行之受僱人或其關係企業之董事、監察人或受僱人。	非直接或間接持有銀行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。	非為前二類人之配偶或其二親等以內直系親屬。	非直接或間接持有銀行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。	非銜銀行有財務、業務往來之特定公司或機構之董事、監察人、經理人或持股百分之五以上股東。	非為最近一年內提供銀行或關係企業財務、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。	備註
陳田鏞	✓	大眾商業銀行(股)董事長 大眾國際租賃(股)董事長 英屬維京群島大眾國際租賃(股)董事	✓	陳黃淑惠夫妻 陳建東父子 陳建平父子	✓	持股前五名之法人股東之董事	✓	✓	
柯弘明	✓		✓	柯王淑媛夫妻 柯勝峰父子	✓	持股前五名之法人股東之董事	✓	✓	
陳建東	✓	大眾國際租賃(股)董事 大豪小客車租賃(股)董事 大眾綜合證券(股)董事	✓	陳田鏞父子 陳黃淑惠母子 陳建平兄弟	✓	持股前五名之法人股東之董事	✓	✓	
黃春仁	✓		✓	劉麗如為其媳婦	✓		✓	✓	
陳建平	✓	大眾商業銀行(股)執行長 普羅米斯顧問(股)董事	✓	陳田鏞父子 陳黃淑惠母子 陳建東兄弟	✓	持股前五名之法人股東之董事	✓	✓	
陳敏斷	✓		✓		✓		✓	✓	
陳黃淑惠	✓		✓	陳田鏞夫妻 陳建東母子 陳建平母子	✓	持股前五名之法人股東之董事	✓	✓	
柯王淑媛	✓		✓	柯弘明夫妻 柯勝峰母子	✓		✓	✓	
盧永仁	✓		✓		✓		✓	✓	
柯勝峰	✓		✓	柯弘明父子 柯王淑媛母子	✓		✓	✓	
張德生	✓		✓		✓		✓	✓	
劉麗如	✓		✓	黃春仁之媳婦	✓		✓	✓	
陳亮丞	✓	大眾商業銀行(股)總經理	✓		✓	持股前五名之法人股東之董事	✓	✓	
施麗賢	✓		✓		✓	持股前五名之法人股東之董事	✓	✓	
何豐彥	✓	大眾國際租賃(股)總經理 大眾綜合證券(股)董事 大豪小客車租賃(股)董事長 兼總經理	✓		✓	持股前五名之法人股東之董事	✓	✓	
蔡定邦	✓	大眾綜合證券(股)董事	✓		✓		✓	✓	
王耀欽	✓		✓		✓	持股前五名之法人股東之董事	✓	✓	

(2) List of director and supervisor, president, vice president and main Manager information

1. Director and Supervisor

Name	Condition	Over 5 years business, legal, finance or banking experience	Not employee of bank or director, supervisor or employee of related enterprise	Indirectly holding more than 1% of the issued stock or top ten shareholders	Not spouse or 2nd class relative of the above stated 2 categories	Director, supervisor or employee of corporation holding more than 5% of the issued stock or top 5 corporate shareholder	Director, supervisor, manager of specific corporation that does not have finance or business relationship with the bank or shareholder holding more than 5% shares	Owner, partner, director, supervisor, manager and spouse of such of institution which did not offering finance, legal or counsel service within a year	note
Chen Tian-mao	✓	Chairman, Ta Chong Bank Ltd. Chairman, Ta Chong International Leasing and Finance Co., Ltd. Director, BVI Ta Chong International Leasing and Finance Co., Ltd.	✓		Spouse Chen-Huang Shu-hui Son Chen Chien-ton Son Chen Chien-ping	Director of top 5 corporate shareholder			
Ke Hong-min	✓		✓		Spouse Ke Wang Shu-yuan Son Ke Sheng-feng	Director of top 5 corporate shareholder	Director of corporate shareholder holding more than 5% stock which has loan relationship		
Chen Chien-tong	✓	Director, Ta Chong International Leasing and Finance Co., Ltd. Director, Ta How Leasing Co., Ltd. Director, Ta Chong Securities Co., Ltd.	✓		Father Chen Tian-mao Mother Chen-Huang Shu-hui Brother Chen Chien-pin	Director of top 5 corporate shareholder			
Huang Chun-jen	✓		✓		Daughter in law Li ru				
Chen Chien-ping	✓	CEO, Ta Chong Bank Ltd. Director, Promise consulting Co., Ltd.	✓		Father Chen Tian-mao Mother Chen-Huang Shu-hui Brother Chen Chien-tong	Director of top 5 corporate shareholder			
Chen Min-tuan	✓		✓						
Chen-Huang Shu-hui	✓		✓		Spouse Chen Tien-mao Son Chen Chien-tong Son Chen Chien-ping	Director of top 5 corporate shareholder			
Ke Wang Shu-Yuan	✓		✓		Spouse Ke Hong-min Son Ke Sheng-feng				
Lu Yung-jen	✓		✓						
Ke Sheng-Feng	✓		✓		Father Ke Hong-min Mother Ke Wang Shu-Yuan				
Chang Ter-sheng	✓		✓						
Li ru	✓		✓		Father in law Huang Chuan-Jen				
Chen Jerry	✓	President, Ta Chong Bank Ltd.	✓			Director of top 5 corporate shareholder			
Shi Shih-Shien	✓		✓			Director of top 5 corporate shareholder			
Ho Feng-yen	✓	President, Ta Chong International Leasing and Finance Co., Ltd. Director, Ta Chong Securities Co., Ltd. Chairman and general manager, Ta How Leasing Co., Ltd.	✓			Director of top 5 corporate shareholder			
Tsai Ting-pang	✓	Director, Ta Chong Securities Co., Ltd.	✓						
Wang Yao-chin	✓		✓			Director of top 5 corporate shareholder			

法人股東名稱	法人股東之主要股東
清園投資 股 公司	和馨建設 股 公司、和聯投資 股 公司、清田投資 股 公司、陳建東、陳建平
光陽工業 股 公司	信勝投資 股 公司、光洲投資 股 公司、大明投資 股 公司、光星實業 股 公司、弘光投資有限公司、慶洋投資 股 公司、光陽工業 股 公司、柯孝雄、昱巖投資 股 公司、柯弘明、柯王淑媛
和聯投資 股 公司	陳建平、陳建東、莊雯苑、陳黃淑惠、陳田錨
安南投資 股 公司	黃春仁、黃英哲、黃培鑫、劉麗如、黃吳貴美、黃淳
豐國水產 股 公司	豐偉水產 股 公司、豐實水產 股 公司、信勝投資 股 公司、協信投資開發 股 公司、協展投資開發 股 公司、泓瀛投資 股 公司、蔡乾昇、蔡崇智、蔡崇仁、蔡崇欽
台灣開得投資 股 公司	盧林翠華、盧盛源、盧永仁、盧紫櫻
百福投資 股 公司	陳敏斷、黃美玉、陳冠華、陳怡文、陳怡靜、千祥投資 股 公司、東樹投資 股 公司
明峰投資 股 公司	柯王淑媛、柯勝峰、柯宇峰、柯弘明
弘光投資 股 公司	柯王淑媛、柯勝峰、柯宇峰、柯弘明、柯光峰
日振投資 股 公司	張德生、張惠生、張家澤、張哲生

Corporate shareholder	Major shareholder
Chingyuan Investment Company	Ho Hsin Construction Company, Holiem Investment Company, Chin Tien Investment, Chen Chien-tong, Chen Chien Ping
KYMCO Company	Hsin Sheng Investment Co., Ltd., Kuan Chou Investment Co., Ltd., Ta Ming Investment Co., Ltd., Kuan Hsin Ent., Hong Kuan Investment Co., Ltd., Chin Yang Investment Co., Ltd., KYMCO Company Ke H. H., Yi Gear Investment Co., Ltd., Ke Hong-min, Ke Wang Shu-Yuan, Ke shiao Hsiung
Holiem Investment Company	Chen Chien Ping, Chen Chien-tong, Chung Wen-yuan, Chen Huang Shu-hui, Chen Tien Mao
Annan Investment Company	Huang Chun-jen, Huang Ying-che, Huang Pei-hsin, Liu Liju, Huang Wu Kuei Mei, Huang Chun
FengKuo Aquiculture	FengWei Aquiculture Company, FengBao Aquiculture Company, Hsin Sheng Investment Co., Ltd., Shei Shing Investment & Company Development Co., Ltd., Shei Cheng Investment & Development Co., Ltd., Hong Ying Investment Co., Ltd., Tsai Chan-sheng, Tsai Chun-zhen, Tsai Chun-zen, Tsai Chun-chin
Taiwan Kaite Investment Company	Lu Lin Chuea-hua, Lu Shen-yuan, Lu Yung-jen, Lu Chi-ing
Paifun Investment Company	Chen Min-tuan, Huang Mei-yu, Chen Gwan-hwa, Chen Yi-wen, Chen Yi-gen, Chien Shien Investment Co., Ltd., Tong Su Investment Co., Ltd.
Min Feng Investment Co., Ltd.	Ke Wang Shu-Yuan, Ke Sheng-Feng, Ke Yu-Feng, Ke Hong-min
Hungkuang Investment Company	Ke Wang Shu-Yuan, Ke Sheng-Feng, Ke Yu-Feng, Ke Hong-min, Ke Kon-Feng
Jihchen Investment Company	Chang Ter-sheng, Chang Hui-sheng, Chang Gia-er, Chang Che-sheng

總經理、副總經理及主要主管

單位：股；%
93年12月31日

職稱	姓名	選(就)任日期	持有股份		配偶、未成年子女持有股份		利用他人名義持有股份		主要經(學)歷	目前兼任其他公司之職務	具配偶或二親等以內關係之總經理、副總經理或協理		
			股數	持股比率	股數	持股比率	股數	持股比率			職稱	姓名	關係
總經理	陳亮丞	93.7.1	2,316,000	0.16	配偶 300,000	0.02	---	---	交通大學管理科學研究所 民國六十七年加入花旗銀行 歷任審查、專案融資、本國企業處及中小企業金融處業務主管。 前任金融同業處暨環球金融交易服務處處長；並為花旗銀行資深授信主管逾25年以上。	無	---	---	---
總稽核	高聰明	91.7.25	502,716	0.04	配偶 59,995	0.00	---	---	USA 東田納西州鎮大學會研所。 合庫、台企、中國信託 17年、大眾銀行 13 餘年。	無	---	---	---
副總經理 任消費金融事業處	周瑞青	93.9.1	---	---	配偶 40,000	0.00	---	---	美國加州大學洛杉磯分校企管所 花旗、匯豐銀行 20 餘年。	無	---	---	---
副總經理 任企業金融事業處	張懷恩	93.9.1	---	---	---	---	---	---	Eastern Michigan University 商業經營管理所荷蘭、台新銀行 22 餘年。	無	---	---	---
副總經理 任財務處	莊美雪	93.8.16	---	---	配偶 25,000 未成年子女 22,000	0.00	---	---	銘傳大學 國貿系。 大陸、荷蘭、渣打台北國際等銀行 26 餘年。	無	---	---	---
協理任總經理室主任兼發言人	邱正光	93.9.1	107,000	0.01	---	---	---	---	政治大學財稅系。 華南銀行 3 餘年、華僑信託 3 餘年、美國銀行 26 餘年、大眾銀行 3 餘年。	無	---	---	---
營運處 協理	楊真理	93.9.15	---	---	---	---	---	---	喬治華盛頓大學企研所。 花旗銀行 16 年。	無	---	---	---
協理兼 台北分行 經理	郭建興	91.9.18	339,535	0.02	---	---	---	---	美國密西根韋恩州鎮大學 財務管理碩士。 交通銀行、富邦銀行、花旗銀行、台新銀行等 20 餘年、大眾銀行 2 餘年。	無	---	---	---

2. President, vice president and main manager

Unit : Share, %
Dec.31, 2004

Position	Name	Term	Stock Share		Stock Share in the name of husband (wife) and children		Stock Share in the name of other people		Education	Experience	Manager in the second range of relationship		
			Amount	Ratio	Amount	Ratio	Amount	Ratio			Position	Name	Relative
President	Chen, Jerry	93.7.1	2,316,000	0.16	Spouse 300,000	0.02	---	---	The Graduate Institute of Management Science of the National Chiao Tung University. In 1978, he entered into the TC Bank. His positions as Directors of the Research, Project Financing, Business Operation Department. He is now the director of the Department International Financial Exchange Business, the senior director in the Citibank. His working experience lasts totally more than 25 years.	---	---	---	
Chief Auditor	Tsung Ming Kao	91.7.25	502,716	0.04	Spouse 59,995	0.00	---	---	The Graduate Institute of Accountancy of the State University of Eastern Tennessee. Worked 17 years for the TCB-Bank, in the TBB, in the China Trust, and more than 13 years in the TC Bank.USA.	N/A	---	---	---
SEVP of consumer banking division	Zhou, Celia	93.9.1	---	---	Spouse 40,000	0.00	---	---	The Graduate Institute of Business Management of California University Los Anglos. Worked more than 20 years in the HSBC.	---	---	---	
SEVP of corporate banking division	Chang, H.E.	93.9.1	---	---	---	---	---	---	The Graduate Institute of Business Management of Eastern Michigan University Worked in Holland & Taiwan Taishin Bank more than 22 years.	N/A	---	---	---
SEVP of treasury division	Zhuang, Lupe	93.8.16	---	---	Spouse 25,000 Children 22,000	0.00	---	---	The Department of International Business Of Ming-Chuan University . Worked more than 26 years in China, in Holland, and in Taipei.	N/A	---	---	---
Executive vice president & speaker	Chiou, James	93.9.1	107,000	0.01	---	---	---	---	The Department of Finance of the National Chengchi University . Worked 3 years for the Hwanan Bank, 3 years in the Chinese Trust, 26 years in the Bank of America, and three years in the TC Bank.	N/A	---	---	---
Executive vice president of operation division	Yang, Zhenli	93.9.15	---	---	---	---	---	---	George Washington U.M.B. Worked more than 8 years in the Citibank.	---	---	---	
Executive vice president	Kuo, Chienhsing	91.9.18	339,535	0.02	---	---	---	---	Master of Instituted of Finance Management of Wayne State University in Michigan. Worked for Chiao Tung bank, Fubon bank, and Citibank more than 20 years. Worked in Tcbank more than 2 years.	N/A	---	---	---

單位：股；%
93年12月31日

職稱	姓名	選(就)任日期	持有股份		配偶、未成年子女持有股份		利用他人名義持有股份		主要經(學)歷	目前兼任其他公司之職務	具配偶或二親等以內關係之總經理、副總經理或協理		
			股數	持股比率	股數	持股比率	股數	持股比率			職稱	姓名	關係
協理兼信義分行經理	許文欽	93.1.16	149,500	0.01	---	---	---	---	政治大學會計研究所。 英國建利銀行、法國里昂銀行、法國巴黎銀行17餘年、大眾銀行4餘年、台新銀行2餘年	無	---	---	---
協理兼敦化分行經理	許世芳	93.1.16	239,000	0.02	---	---	---	---	文化大學觀光系 慶豐、中興等15年、大眾銀行5餘年。	無	---	---	---
消金逾期放款管理鑑 協理	龔金山	90.6.4	345,232	0.02	配偶 11,398	0.00	---	---	大同商專銀保科。 台企15年、大眾銀行13餘年。	無	---	---	---
審查鑑協理	蔡明修	91.7.31	普 147,286 乙特 15,786	0.04 0.01	---	---	---	---	國鑛中興大學企管研究所。 大眾銀行12餘年。	無	---	---	---
信用卡鑑協理	柳文龍	93.11.10	---	---	---	---	---	---	中興大學經濟所。 第一信託、花旗、中華等銀行11年。	無	---	---	---
管理鑑經理	王偉偉	90.7.2	普 1,131 乙特 13,442	0.00	---	---	---	---	中師專國教科。 一銀、高雄銀行13年、大眾銀行12餘年。	無	---	---	---
會計室經理	田富彰	92.7.1	77,000	0.01	---	---	---	---	成功大學會計研究所 勤業會計師事務所5餘年、 大眾銀行5餘年	無	---	---	---
國外鑑兼OBU經理	高約拿	93.8.10	普 52,000	0.00	---	---	---	---	政治大學國貿系。 美國銀行達23年、大眾銀行3餘年。	無	---	---	---
人力資源鑑經理	林翠蘭	93.9.1	8,000	0.00	---	---	---	---	馬尼拉大學公行碩士 公行碩士 美國、荷蘭、花旗及大眾銀行 共達22餘年。	無	---	---	---
董事會辦公室主任	薛介雄	91.10.17	普 698 乙特 224,953	0.09	配偶 5,744	0.00	---	---	日本駒澤大學經營研究所。 台灣汽水廠、台灣水泥公司27 餘年、大眾銀行2餘年	無	---	---	---

Unit : Share, %
Dec.31. 2004

Position	Name	Term	Stock Share		Stock Share in the name of husband (wife) and children		Stock Share in the name of other people		Education	Experience	Manager in the second range of relationship		
			Amount	Ratio	Amount	Ratio	Amount	Ratio			Position	Name	Relative
Executive vice president of sinyi branch	Hsu, Wenchin	93.1.16	149,500	0.01	---	---	---	---	The Institute of Accounting of NCCU. Worked in Grindlays bank, Lyonnais bank, and BNP Paribas Taiwan more than 17 years. Worked in Tcbank more than 4 years. Worked in Taiwan Taishin Bank more than 2 years.	N/A	---	---	---
Executive vice president of dunhua branch	Hsu, Shihfang	93.1.16	239,000	0.02	---	---	---	---	Department of Tourism Management of Chinese Culture University. Worked in Chinfon bank, Chungshin bank more than 15 years. Worked in Tcbank more than 5 years.	N/A	---	---	---
Executive vice president of consumer loan overdue management dept.	Gong, Jingshang	90.6.4	345,232	0.02	Spouse 11,398	0.00	---	---	The Department of Banking and Insurance of Tatung University. Worked 15 years in the TBB, 13 years in the TC Bank.	N/A	---	---	---
Executive vice president of credit dept.	Zai, Mingshu	91.7.31	Common stock 147,286 Preference stock B 15,786	0.04 0.01	---	---	---	---	The Graduate Institute of Business Administration of the National Chungxsing University. Worked more than 12 years in the TC Bank.	N/A	---	---	---
Executive vice president of credit card dept.	Liu, Wenlong	93.11.10	---	---	---	---	---	---	The Graduate Institute of International Policies of the National Chungxsing University. Worked 11 years in the First Trust, the Citibank, the Chunghwa Bank.	N/A	---	---	---
Manager of the administration department	Wang, Liaoxing	90.7.2	Common stock 1,131 Preference stock B 13,442	0.00	---	---	---	---	The National Taichung Teachers College. Worked 13 years in the First Bank, the Kaochung Bank, more than 12 years in the TC Bank.	N/A	---	---	---
Manager of the accounting department	Tian, Fuzhang	92.7.1	77,000	0.01	---	---	---	---	The Graduate Institute of Accountancy of Cheng-Kung University. 5 Year-experience in the accounting agency. Worked more than five years in the TC Bank.	N/A	---	---	---
Manager of the International business and OBU department	Kao, Yuena	93.8.10	Common stock 52,000	0.00	---	---	---	---	The Department of International Business of the National Chengchi University. Worked 23 years in the American Bank and 3 years in the TC Bank	N/A	---	---	---
Manager of the human resource department	Lin, Zuelang	93.9.1	8,000	0.00	---	---	---	---	Master of the Manila University, Major Public Administration. Worked at more than 22 years in the Bank of America, the Bank of Netherlander, in the Citibank, in the TC Bank.	N/A	---	---	---
Supervisor of the board office	Xue, Jiexiong	91.10.17	Common stock 698 Preference stock B 224,953	0.09	Spouse 5,744	0.00	---	---	The Graduate Institute of Business Management in Japan. Worked in a soda factory, more than 27 years in the TCC, worked more than 2 years in the TC Bank.	N/A	---	---	---

(3) 最近年度支付董事、監察人、總經理及副總經理之報酬。

董事之報酬

職稱	姓名	車馬費及報酬	盈餘分配之董事酬勞	盈餘分配之員工紅利金額			前三項總額	總額占稅後純益之比例(%)	取得員工認股權憑證數額	其他報酬	備註
				現金股利	股票股利	金額					
董事長	清園投資股份有限公司 代表人：陳田錨		-	-	-	-			551,004		任職日： 93/01/01至93/12/31
常務董事	光陽工業股份有限公司 代表人：柯弘明		-	-	-	-					任職日： 93/01/01至93/12/31
常務董事	清園投資股份有限公司 代表人：陳建東		-	-	-	-					任職日： 93/01/01至93/12/31
常務董事	和聯投資股份有限公司 代表人：陳建平		-	-	-	-					任職日： 93/01/01至93/12/31
常務董事	安南投資股份有限公司 代表人：黃春仁		-	-	-	-					任職日： 93/01/01至93/12/31
董事	百福投資股份有限公司 代表人：陳敏斷		-	-	-	-					任職日： 93/01/01至93/12/31
董事	和聯投資股份有限公司 代表人：陳黃淑惠		-	-	-	-					任職日： 93/01/01至93/12/31
董事	弘光投資有限公司 代表人：柯王淑媛	11,899,333	-	-	-	-	11,899,333	7%			任職日： 93/01/01至93/12/31
董事	日振投資有限公司 代表人：張德生		-	-	-	-					任職日： 93/01/01至93/12/31
董事	柯勝峰		-	-	-	-					任職日： 93/01/01至93/12/31
董事	台灣開得投資股份有限公司 代表人：盧永仁		-	-	-	-					任職日： 93/01/01至93/12/31
董事	安南投資股份有限公司 代表人：劉麗如		-	-	-	-					任職日： 93/01/01至93/12/31
董事	清園投資股份有限公司 代表人：何豐彥		-	-	-	-					任職日： 93/01/01至93/12/31
董事	和聯投資股份有限公司 陳亮丞		-	-	-	-					任職日： 93/07/01至93/12/31
董事	和聯投資股份有限公司 代表人：施麗賢		-	-	-	-					任職日： 93/11/01至93/12/31
董事 (註)	豐國水產股份有限公司 代表人：蔡定邦		-	-	-	-					(註)任職日： 93/01/01至93/05/10

(3) The remuneration for director, supervisor, president, vice president

Remuneration to director

Title	Name	Remuneration and traffic expense	Director's apportionment of surplus	Employee bonus from apportionment of surplus			Total of the three	Total to profit after taxation(%)	Stock option amount	Other remuneration	Note
				Cash dividend	Number of shares	Market value					
Chairman	Chingyuan Trust Company Representative : Cheng, Tienmao		-	-	-	-			551,004		Tenure : 93/01/01至93/12/31
Managing Director	KYMCO company Representative : Ko, Hungming		-	-	-	-					Tenure : 93/01/01至93/12/31
Managing Director	Chingyuan Trust Company Representative : Cheng, Chientung		-	-	-	-					Tenure : 93/01/01至93/12/31
Managing Director	Holien Trust Company Representative : Cheng, Chienping		-	-	-	-					Tenure : 93/01/01至93/12/31
Managing Director	Annan Trust Company Representative : Huang, Chunjen		-	-	-	-					Tenure : 93/01/01至93/12/31
Director	Paifun Trust Company Representative : Cheng, Mingtuan		-	-	-	-					Tenure : 93/01/01至93/12/31
Director	Holien Trust Company Representative : Cheng, Huang, Shuhui		-	-	-	-					Tenure : 93/01/01至93/12/31
Director	Hungkuang Trust Company Representative : Ko, Wang, Shuyuan	11,899,333	-	-	-	-	11,899,333	7%			Tenure : 93/01/01至93/12/31
Director	Jihchen trust Company Representative : Chang, Tesheng		-	-	-	-					Tenure : 93/01/01至93/12/31
Director	Ko, Shengfeng		-	-	-	-					Tenure : 93/01/01至93/12/31
Director	Taiwan Kaite Trust Company Representative : Lu, Yungjen		-	-	-	-					Tenure : 93/01/01至93/12/31
Director	Annan Trust Company Representative : Liu, Liju		-	-	-	-					Tenure : 93/01/01至93/12/31
Director	Chingyuan Trust Company Representative : Ho, Fengyen		-	-	-	-					Tenure : 93/01/01至93/12/31
Director	Holien Trust Company Chen, Jerry		-	-	-	-					Tenure : 93/07/01至93/12/31
Director	Holien Trust Company Representative : Shih, Hsihsien		-	-	-	-					Tenure : 93/11/01至93/12/31
Director (Remarks)	FengKuo Aquiculture Company Representative : Tsai, Tingpang		-	-	-	-					(註)任職日： 93/01/01至93/05/10

監察人之報酬

職稱	姓名	車馬費及報酬	盈餘分配之董事酬勞	盈餘分配之員工紅利金額			前三項總額	總額占稅後純益之比例(%)	取得員工認股權憑證數額	其他報酬	備註
				現金股利	股票股利						
					股數	市價					
常駐監察人	豐國水產股份有限公司 代表人：蔡定邦	626,000	-	-	-	-	626,000				任職日： 93/05/11 迄 93/12
監察人	王耀欽		-	-	-	-					

(註)豐國水產(股)公司於93/5/11改選為常駐監察人

總經理及副總經理之報酬

職稱	姓名	車馬費及報酬	盈餘分配之董事酬勞	盈餘分配之員工紅利金額			前三項總額	總額占稅後純益之比例(%)	取得員工認股權憑證數額	其他報酬	備註
				現金股利	股票股利						
					股數	市價					
執行長	陳建平	15,709,211	2,568,300	-	-	-	18,277,511	11%	24,894,764		任職日： 93/01 迄 93/12
總經理	陳亮丞			-	-	-					任職日： 93/07 迄 93/12
總稽核	高聰明			-	-	-					任職日： 93/01 迄 93/12
副總經理	莊美雪			-	-	-					任職日： 93/08 迄 93/12
副總經理	周瑞青			-	-	-					任職日： 93/09 迄 93/12
副總經理	張懷恩			-	-	-					任職日： 93/09 迄 93/12

Remuneration to supervisors

Title	Name	Remuneration and traffic expense	Director's apportion of surplus	Employee bonus from apportion of surplus			Total of the three	Total to profit after taxation(%)	Stock option amount	Other remuneration	Note
				Cash dividend	Stock dividend						
					Number of shares	Market value					
Permanent supervisor	Feng-Kuo Aquatic Product Co., Ltd Tsai Ting-pang	626,000	-	-	-	626,000					Term in office: 2004/05/11 - 2004/12
Supervisor	Wang Yao-chin		-	-	-						Term in office: 2004/01 - 2004/12

(Remarks) Feng-Kuo Aquatic Product Co., Ltd become permanent supervisor on 2004.5.11

Remuneration to the president and vice president

Title	Name	Remuneration and traffic expense	Director's apportion of surplus	Employee bonus from apportion of surplus			Total of the three	Total to profit after taxation(%)	Stock option amount	Other remuneration	Note
				Cash dividend	Stock dividend						
					Number of shares	Market value					
CEO	Chen Chien Ping	15,709,211	2,568,300	-	-	-	18,277,511	11%	26,994,764		Term in office: 2004/01 - 2004/12
President	Chen Jerry			-	-	-					Term in office: 2005/07 - 2005/12
Chief auditor	Tsung Ming Kao			-	-	-					Term in office: 2005/07 - 2005/12
SEVP	Chuang Lupe			-	-	-					Term in office: 2005/08 - 2005/12
SEVP	Chou Celia			-	-	-					Term in office: 2005/09 - 2005/12
SEVP	Chang H.E.			-	-	-					Term in office: 2005/09 - 2005/12

(三) 最近年度及截至年報刊印日止除董事、監察人、經理人股權移轉及股權質押變動情形

董事、監察人股權變動情形

職稱	姓名	92年		93年12月31日			
		持有股數增(減)數	質押股數增(減)數	持有股數增(減)數	質押股數增(減)數		
董事長	清園投資股份有限公司 代表人陳田鏞	普	0	0	普	0	0
		甲特	0	0	甲特	0	0
		乙特	3,000,000	0	乙特	0	0
常務董事	光陽工業股份有限公司 代表人柯弘明	普	0	0	普	0	0
		甲特	0	0	甲特	0	0
		乙特	0	0	乙特	0	0
常務董事	清園投資股份有限公司 代表人陳建東	普	0	0	普	0	0
		甲特	0	0	甲特	0	0
		乙特	3,000,000	0	乙特	0	0
常務董事	和聯投資股份有限公司 代表人陳建平	普	0	(12,600,000)	普	0	0
		甲特	0	0	甲特	0	0
		乙特	0	0	乙特	0	0
常務董事	安南投資股份有限公司 代表人黃春仁	普	0	0	普	0	0
		甲特	0	0	甲特	0	0
		乙特	0	0	乙特	0	0
董事	百福投資股份有限公司 代表人陳敏斷	普	0	0	普	0	(1,500,000)
		甲特	0	0	甲特	0	0
		乙特	0	0	乙特	0	0
董事	和聯投資股份有限公司 代表人陳黃淑惠	普	0	(12,600,000)	普	0	0
		甲特	0	0	甲特	0	0
		乙特	0	0	乙特	0	0
董事	弘光投資有限公司 代表人柯王淑媛	普	0	0	普	0	0
		甲特	0	0	甲特	0	0
		乙特	0	0	乙特	0	0
董事	日振投資有限公司 代表人張德生	普	0	0	普	0	0
		甲特	0	0	甲特	0	0
		乙特	0	0	乙特	0	0
董事	柯勝峰	普	0	0	普	0	0
		甲特	0	0	甲特	0	0
		乙特	0	0	乙特	0	0

(III) Increase (decrease), transfer of stocks or pledged stocks of director, supervisor and manager of the most recent year and until the printing date of annual report

Increase or decrease # of holding stocks of director and supervisor:

Title	Name	2003		Dec. 31, 2004			
		Increase (decrease) # of holding stocks	Increase (decrease) # of pledged stocks	Increase (decrease) # of holding stocks	Increase (decrease) # of pledged stocks		
Chairman	Ching Yuan Investment Co., Ltd. Representative: Chen Tian-mao	Common Stock	0	0	Common Stock	0	0
		Preferred Stock A	0	0	Preferred Stock A	0	0
		Preferred Stock B	3,000,000	0	Preferred Stock B	0	0
Managing director	Kymco Industrial Co., Ltd. Representative: Ke Hong-min	Common Stock	0	0	Common Stock	0	0
		Preferred Stock A	0	0	Preferred Stock A	0	0
		Preferred Stock B	0	0	Preferred Stock B	0	0
Managing director	Ching Yuan Investment Co., Ltd. Representative: Chen Chien-tong	Common Stock	0	0	Common Stock	0	0
		Preferred Stock A	0	0	Preferred Stock A	0	0
		Preferred Stock B	3,000,000	0	Preferred Stock B	0	0
Managing director	Her Lian Investment Co., Ltd. Representative: Chen Chien-Ping	Common Stock	0	(12,600,000)	Common Stock	0	0
		Preferred Stock A	0	0	Preferred Stock A	0	0
		Preferred Stock B	0	0	Preferred Stock B	0	0
Managing director	An Nan Investment Co., Ltd. Representative: Huang Chun-jen	Common Stock	0	0	Common Stock	0	0
		Preferred Stock A	0	0	Preferred Stock A	0	0
		Preferred Stock B	0	0	Preferred Stock B	0	0
Director	Pei Fu Investment Co., Ltd. Representative: Chen Min-tuan	Common Stock	0	0	Common Stock	0	(1,500,000)
		Preferred Stock A	0	0	Preferred Stock A	0	0
		Preferred Stock B	0	0	Preferred Stock B	0	0
Director	Her Lian Investment Co., Ltd. Representative: Chen-Huan Shu-hui	Common Stock	0	(12,600,000)	Common Stock	0	0
		Preferred Stock A	0	0	Preferred Stock A	0	0
		Preferred Stock B	0	0	Preferred Stock B	0	0
Director	Hong Kuang Investment Co., Ltd. Representative: Ke Wang Shu-Yuan	Common Stock	0	0	Common Stock	0	0
		Preferred Stock A	0	0	Preferred Stock A	0	0
		Preferred Stock B	0	0	Preferred Stock B	0	0
Director	Ri Chen Investment Co., Ltd. Representative: Chang Ter-sheng	Common Stock	0	0	Common Stock	0	0
		Preferred Stock A	0	0	Preferred Stock A	0	0
		Preferred Stock B	0	0	Preferred Stock B	0	0
Director	Ke Sheng-Feng	Common Stock	0	0	Common Stock	0	0
		Preferred Stock A	0	0	Preferred Stock A	0	0
		Preferred Stock B	0	0	Preferred Stock B	0	0

職稱	姓名	92年		93年12月31日			
		持有股數增(減)數	質押股數增(減)數	持有股數增(減)數	質押股數增(減)數		
董事	台灣開得投資股份有限公司 代表人盧永仁	普	0	0	普	1,000,000	0
		甲特	0	0	甲特	(1,000,000)	0
		乙特	0	0	乙特	0	0
董事	安南投資股份有限公司 代表人劉麗如	普	0	0	普	0	0
		甲特	0	0	甲特	0	0
		乙特	0	0	乙特	0	0
董事	和聯投資股份有限公司 代表人陳亮丞	普	0	(12,600,000)	普	0	0
		甲特	0	0	甲特	0	0
		乙特	0	0	乙特	0	0
董事	清園投資股份有限公司 代表人何豐彥	普	0	0	普	0	0
		甲特	0	0	甲特	0	0
		乙特	3,000,000	0	乙特	0	0
董事	和聯投資股份有限公司 代表人施麗賢	普	0	(12,600,000)	普	0	0
		甲特	0	0	甲特	0	0
		乙特	0	0	乙特	0	0
常駐 監察人	豐國水產股份有限公司 代表人蔡定邦	普	(9,000)	0	普	200,000	0
		甲特	0	0	甲特	0	0
		乙特	0	0	乙特	0	0
監察人	和聯投資股份有限公司 代表人王耀欽	普	0	(12,600,000)	普	0	0
		甲特	0	0	甲特	0	0
		乙特	0	0	乙特	0	0
常務董事 (註)	林嘉財	普	(500,000)	0	普	0	0
		甲特	0	0	甲特	0	0
		乙特	0	0	乙特	0	0
董事 (註陸)	明峰投資股份有限公司 代表人黃秀華	普	0	0	普	0	0
		甲特	0	0	甲特	0	0
		乙特	0	0	乙特	0	0
常駐 監察人 (註陸)	明峰投資股份有限公司 代表人謝初枝	普	0	0	普	0	0
		甲特	0	0	甲特	0	0
		乙特	0	0	乙特	0	0

註：已解任

Title	Name	2003		Dec. 31, 2004			
		Increase (decrease) # of holding stocks	Increase (decrease) # of pledged stocks	Increase (decrease) # of holding stocks	Increase (decrease) # of pledged stocks		
Director	Taiwan Kai Der Investment Co., Ltd. Representative: Lu Yung-Jen	Common Stock	0	0	Common Stock	1,000,000	0
		Preferred Stock A	0	0	Preferred Stock A	(1,000,000)	0
		Preferred Stock B	0	0	Preferred Stock B	0	0
Director	An Nan Investment Co., Ltd. Representative: Li ru	Common Stock	0	0	Common Stock	0	0
		Preferred Stock A	0	0	Preferred Stock A	0	0
		Preferred Stock B	0	0	Preferred Stock B	0	0
Director	Her Lian Investment Co., Ltd. Representative: Chen Jerry	Common Stock	0	(12,600,000)	Common Stock	0	0
		Preferred Stock A	0	0	Preferred Stock A	0	0
		Preferred Stock B	0	0	Preferred Stock B	0	0
Director	Taiwan Kai Der Investment Co., Ltd. He Feng-Yian	Common Stock	0	0	Common Stock	0	0
		Preferred Stock A	0	0	Preferred Stock A	0	0
		Preferred Stock B	3,000,000	0	Preferred Stock B	0	0
Director	Her Lian Investment Co., Ltd. Representative: Shih Shieh-shiang	Common Stock	0	(12,600,000)	Common Stock	0	0
		Preferred Stock A	0	0	Preferred Stock A	0	0
		Preferred Stock B	0	0	Preferred Stock B	0	0
Permanent Supervisor	Feng-Kuo Aquatic Products Co., Ltd. Representative: Tsai Ting-pang	Common Stock	(9,000)	0	Common Stock	200,000	0
		Preferred Stock A	0	0	Preferred Stock A	0	0
		Preferred Stock B	0	0	Preferred Stock B	0	0
Supervisor	Feng-Kuo Aquatic Products Co., Ltd. Representative: Want Yao-chin	Common Stock	0	(12,600,000)	Common Stock	0	0
		Preferred Stock A	0	0	Preferred Stock A	0	0
		Preferred Stock B	0	0	Preferred Stock B	0	0
Managing Director (Footnote)	Lin Chin-Tzai	Common Stock	(500,000)	0	Common Stock	0	0
		Preferred Stock A	0	0	Preferred Stock A	0	0
		Preferred Stock B	0	0	Preferred Stock B	0	0
Director (Footnote)	Min Feng Investment Co., Ltd. Representative: Huang Brenda	Common Stock	0	0	Common Stock	0	0
		Preferred Stock A	0	0	Preferred Stock A	0	0
		Preferred Stock B	0	0	Preferred Stock B	0	0
Permanent Supervisor (Footnote)	Min Feng Investment Co., Ltd. Representative: Hsieh Chu-chih	Common Stock	0	0	Common Stock	0	0
		Preferred Stock A	0	0	Preferred Stock A	0	0
		Preferred Stock B	0	0	Preferred Stock B	0	0

Footnote: Left office

經理人股權變動情形

職稱	姓名	92年		93年12月31日	
		持有股數增(減)數	質押股數增(減)數	持有股數增(減)數	質押股數增(減)數
執行長	陳建平	普	589,000	普	333,000
		甲	0	甲	(13,000)
		乙特	0	乙特	0
總經理	陳亮丞	普	0	普	2,316,000
		乙特	0	乙特	0
總稽核	高聰明	普	67,000	普	172,000
		甲	(30,000)	甲	(81,000)
		乙特	0	乙特	0
副總經理	周瑞青	普	0	普	0
		甲	0	甲	0
		乙特	0	乙特	0
副總經理	張懷恩	普	0	普	0
		甲	0	甲	0
		乙特	0	乙特	0
副總經理	莊美雪	普	0	普	0
		甲	0	甲	0
		乙特	0	乙特	0
協理	邱正光	普	61,000	普	107,000
		甲	(118,000)	甲	0
		乙特	0	乙特	0
協理	柳文龍	普	0	普	0
		甲	0	甲	0
		乙特	0	乙特	0
協理	蔡明修	普	28,000	普	109,000
		甲	0	甲	(60,000)
		乙特	0	乙特	(2,000)
協理	龔金山	普	21,000	普	36,000
		乙特	0	乙特	(162,000)
協理	楊真理	普	0	普	0
		甲	0	甲	0
		乙特	0	乙特	0
協理	許文欽	普	60,000	普	149,000
		甲	0	甲	(61,000)
		乙特	0	乙特	(50,000)
協理	郭建興	普	70,000	普	99,000
		甲	0	甲	0
		乙特	0	乙特	0
協理	許世芳	普	33,000	普	101,000
		甲	0	甲	(30,000)
		乙特	0	乙特	0
經理	魏秀芳	普	0	普	93,000
		甲	0	甲	0
		乙特	0	乙特	0
經理	陳儺文	普	0	普	31,198
		甲	0	甲	0
		乙特	0	乙特	2,265
經理	黃英哲	普	21,000	普	64,000
		甲	0	甲	0
		乙特	0	乙特	0
經理	王偉偉	普	8,000	普	27,000
		甲	(8,000)	甲	(45,000)
		乙特	0	乙特	(75,000)
經理	林翠蘭	普	0	普	0
		甲	0	甲	0
		乙特	0	乙特	0
主任	薛介雄	普	0	普	698
		甲	0	甲	0
		乙特	0	乙特	224,935

Increase or decrease of holding stocks of manager

Title	Name	2003		Dec. 31, 2004		
		Increase (decrease) # of holding stocks	Increase (decrease) # of pledged stocks	Increase (decrease) # of holding stocks	Increase (decrease) # of pledged stocks	
CEO	Chen Chien-Ping	Common Stock	589,000	0	Common Stock	333,000
		Preferred Stock A	0	0	Preferred Stock A	(13,000)
		Preferred Stock B	0	0	Preferred Stock B	0
President	Chen Jerry	Common Stock	0	0	Common Stock	2,316,000
		Preferred Stock B	0	0	Preferred Stock B	0
Chief Auditor	Kao Chung-min	Common Stock	67,000	0	Common Stock	172,000
		Preferred Stock A	(30,000)	0	Preferred Stock A	(81,000)
		Preferred Stock B	0	0	Preferred Stock B	0
Senior Executive Vice President	Chou Celia	Common Stock	0	0	Common Stock	0
		Preferred Stock A	0	0	Preferred Stock A	0
		Preferred Stock B	0	0	Preferred Stock B	0
Senior Executive Vice President	Chang H.E.	Common Stock	0	0	Common Stock	0
		Preferred Stock A	0	0	Preferred Stock A	0
		Preferred Stock B	0	0	Preferred Stock B	0
Senior Executive Vice President	Chung Lupe	Common Stock	0	0	Common Stock	0
		Preferred Stock A	0	0	Preferred Stock A	0
		Preferred Stock B	0	0	Preferred Stock B	0
Senior Executive Vice President	Chiou James	Common Stock	61,000	0	Common Stock	107,000
		Preferred Stock A	(118,000)	0	Preferred Stock A	0
		Preferred Stock B	0	0	Preferred Stock B	0
Executive Vice President	Liu Wen-lung	Common Stock	0	0	Common Stock	0
		Preferred Stock A	0	0	Preferred Stock A	0
		Preferred Stock B	0	0	Preferred Stock B	0
Executive Vice President	Tsai Ming-shio	Common Stock	28,000	0	Common Stock	109,000
		Preferred Stock A	0	0	Preferred Stock A	(60,000)
		Preferred Stock B	0	0	Preferred Stock B	(2,000)
Executive Vice President	Gong Jin-shan	Common Stock	21,000	0	Common Stock	36,000
		Preferred Stock A	0	0	Preferred Stock A	(162,000)
		Preferred Stock B	0	0	Preferred Stock B	0
Executive Vice President	Yang Chen-li	Common Stock	0	0	Common Stock	0
		Preferred Stock A	0	0	Preferred Stock A	0
		Preferred Stock B	0	0	Preferred Stock B	0
Executive Vice President	Hsu Wen-chin	Common Stock	60,000	0	Common Stock	149,000
		Preferred Stock A	0	0	Preferred Stock A	(61,000)
		Preferred Stock B	0	0	Preferred Stock B	(50,000)
Executive Vice President	Kuo Chien-hsing	Common Stock	70,000	0	Common Stock	99,000
		Preferred Stock A	0	0	Preferred Stock A	0
		Preferred Stock B	0	0	Preferred Stock B	0
Executive Vice President	Hsu Shih-fang	Common Stock	33,000	0	Common Stock	101,000
		Preferred Stock A	0	0	Preferred Stock A	(30,000)
		Preferred Stock B	0	0	Preferred Stock B	0
Manager	Wei Shoi-fang	Common Stock	0	0	Common Stock	93,000
		Preferred Stock A	0	0	Preferred Stock A	0
		Preferred Stock B	0	0	Preferred Stock B	0
Manager	Chen Li-wen	Common Stock	0	0	Common Stock	31,198
		Preferred Stock A	0	0	Preferred Stock A	0
		Preferred Stock B	0	0	Preferred Stock B	2,265
Manager	Huang Ying-che	Common Stock	21,000	0	Common Stock	64,000
		Preferred Stock A	0	0	Preferred Stock A	0
		Preferred Stock B	0	0	Preferred Stock B	0
Manager	Wang Liao-huang	Common Stock	8,000	0	Common Stock	27,000
		Preferred Stock A	(8,000)	0	Preferred Stock A	(45,000)
		Preferred Stock B	0	0	Preferred Stock B	(75,000)
Manager	Lin Chuea-lan	Common Stock	0	0	Common Stock	0
		Preferred Stock A	0	0	Preferred Stock A	0
		Preferred Stock B	0	0	Preferred Stock B	0
Executive Manager	Xuea Chei-shung	Common Stock	0	0	Common Stock	698
		Preferred Stock A	0	0	Preferred Stock A	0
		Preferred Stock B	0	0	Preferred Stock B	224,935

職稱	姓名	92年		93年12月31日	
		持有股數增(減)數	質押股數增(減)數	持有股數增(減)數	質押股數增(減)數
經理 莊雅評	普	0	0	普	0
	甲	0	0	甲	0
	乙特	0	0	乙特	0
經理 田富彰	普	19,000	0	普	63,000
	甲	(5,000)	0	甲	(8,000)
	乙特	0	0	乙特	(20,000)
經理 方曉嵐	普	(18,000)	0	普	41,000
	甲	16,000	0	甲	0
	乙特	0	0	乙特	0
經理 蔡協龍	普	0	0	普	0
	甲	0	0	甲	0
	乙特	0	0	乙特	0
經理 楊淑敏	普	(9,000)	0	普	64,000
	甲	31,000	0	甲	0
	乙特	0	0	乙特	0
經理 孫承梅	普	0	0	普	10,000
	甲	0	0	甲	0
	乙特	0	0	乙特	0
經理 王玉美	普	0	0	普	0
	甲	0	0	甲	0
	乙特	0	0	乙特	0
經理 傅嚴箴	普	0	0	普	0
	甲	0	0	甲	0
	乙特	0	0	乙特	0
經理 林安鎮	普	(9,000)	0	普	45,000
	甲	13,000	0	甲	(36,000)
	乙特	0	0	乙特	(45,000)
經理 鍾三沈	普	0	0	普	0
	甲	0	0	甲	0
	乙特	0	0	乙特	0
經理 單應翔	普	0	0	普	0
	甲	0	0	甲	0
	乙特	0	0	乙特	0
經理 郭雨民	普	0	0	普	0
	甲	0	0	甲	0
	乙特	0	0	乙特	0
經理 蔡村盛	普	0	0	普	43,000
	甲	0	0	甲	0
	乙特	0	0	乙特	0
經理 蔡明正	普	0	0	普	20,000
	甲	0	0	甲	(20,000)
	乙特	0	0	乙特	0
經理 邱奕峰	普	0	0	普	0
	甲	0	0	甲	0
	乙特	0	0	乙特	0
經理 劉佳霖	普	0	0	普	52,000
	甲	0	0	甲	(30,000)
	乙特	0	0	乙特	(52,000)
經理 詹永龍	普	0	0	普	20,000
	甲	0	0	甲	(20,000)
	乙特	0	0	乙特	0
經理 陳志昇	普	0	0	普	2,000
	甲	0	0	甲	(5,000)
	乙特	0	0	乙特	0
經理 萬怡君	普	0	0	普	5,000
	甲	0	0	甲	(5,000)
	乙特	0	0	乙特	0

Title	Name	2003		Dec. 31, 2004	
		Increase (decrease) # of holding stocks	Increase (decrease) # of pledged stocks	Increase (decrease) # of holding stocks	Increase (decrease) # of pledged stocks
Manager Chung Ya-pin	Common Stock	0	0	Common Stock	0
	Preferred Stock A	0	0	Preferred Stock A	0
	Preferred Stock B	0	0	Preferred Stock B	0
Manager Tien Fu-chang	Common Stock	19,000	0	Common Stock	63,000
	Preferred Stock A	(5,000)	0	Preferred Stock A	(8,000)
	Preferred Stock B	0	0	Preferred Stock B	(20,000)
Manager Fang Xiao-lan	Common Stock	(18,000)	0	Common Stock	41,000
	Preferred Stock A	16,000	0	Preferred Stock A	0
	Preferred Stock B	0	0	Preferred Stock B	0
Manager Tsai Shei-lung	Common Stock	0	0	Common Stock	0
	Preferred Stock A	0	0	Preferred Stock A	0
	Preferred Stock B	0	0	Preferred Stock B	0
Manager Yang Shu-min	Common Stock	(9,000)	0	Common Stock	64,000
	Preferred Stock A	31,000	0	Preferred Stock A	0
	Preferred Stock B	0	0	Preferred Stock B	0
Manager Shun Chen-mei	Common Stock	0	0	Common Stock	10,000
	Preferred Stock A	0	0	Preferred Stock A	0
	Preferred Stock B	0	0	Preferred Stock B	0
Manager Wang Yu-mei	Common Stock	0	0	Common Stock	0
	Preferred Stock A	0	0	Preferred Stock A	0
	Preferred Stock B	0	0	Preferred Stock B	0
Manager Fu Yang-jen	Common Stock	0	0	Common Stock	0
	Preferred Stock A	0	0	Preferred Stock A	0
	Preferred Stock B	0	0	Preferred Stock B	0
Manager Lin An-cheng	Common Stock	(9,000)	0	Common Stock	45,000
	Preferred Stock A	13,000	0	Preferred Stock A	(36,000)
	Preferred Stock B	0	0	Preferred Stock B	(45,000)
Manager Chun San-cheng	Common Stock	0	0	Common Stock	0
	Preferred Stock A	0	0	Preferred Stock A	0
	Preferred Stock B	0	0	Preferred Stock B	0
Manager Shang Yin-xiang	Common Stock	0	0	Common Stock	0
	Preferred Stock A	0	0	Preferred Stock A	0
	Preferred Stock B	0	0	Preferred Stock B	0
Manager Kuo Yu-min	Common Stock	0	0	Common Stock	0
	Preferred Stock A	0	0	Preferred Stock A	0
	Preferred Stock B	0	0	Preferred Stock B	0
Manager Tsai Tsun-sheng	Common Stock	0	0	Common Stock	43,000
	Preferred Stock A	0	0	Preferred Stock A	0
	Preferred Stock B	0	0	Preferred Stock B	0
Manager Tsai Min-cheng	Common Stock	0	0	Common Stock	20,000
	Preferred Stock A	0	0	Preferred Stock A	(20,000)
	Preferred Stock B	0	0	Preferred Stock B	0
Manager Chiu Yi-feng	Common Stock	0	0	Common Stock	0
	Preferred Stock A	0	0	Preferred Stock A	0
	Preferred Stock B	0	0	Preferred Stock B	0
Manager Liu Chia-lin	Common Stock	0	0	Common Stock	52,000
	Preferred Stock A	0	0	Preferred Stock A	(30,000)
	Preferred Stock B	0	0	Preferred Stock B	(52,000)
Manager Zan Yung-lung	Common Stock	0	0	Common Stock	20,000
	Preferred Stock A	0	0	Preferred Stock A	(20,000)
	Preferred Stock B	0	0	Preferred Stock B	0
Manager Chen Chih-sheng	Common Stock	0	0	Common Stock	2,000
	Preferred Stock A	0	0	Preferred Stock A	(5,000)
	Preferred Stock B	0	0	Preferred Stock B	0
Manager Wan Yi-chun	Common Stock	0	0	Common Stock	5,000
	Preferred Stock A	0	0	Preferred Stock A	(5,000)
	Preferred Stock B	0	0	Preferred Stock B	0

職稱	姓名	92年		93年12月31日			
		持有股數增(減)數	質押股數增(減)數	持有股數增(減)數	質押股數增(減)數		
經理	廖鳳笙	普	0	0	普	30,000	0
		甲	0	0	甲	(10,000)	0
		乙特	0	0	乙特	(30,000)	0
經理	陳昱孚	普	0	0	普	0	0
		甲	0	0	甲	0	0
		乙特	0	0	乙特	0	0
經理	范揚鴻	普	6,000	0	普	30,000	0
		甲	(18,000)	0	甲	(18,000)	0
		乙特	0	0	乙特	(30,000)	0
經理	洪振義	普	24,000	0	普	107,000	0
		甲	0	0	甲	(2,000)	0
		乙特	(100,000)	0	乙特	0	0
經理	黃國訓	普	12,000	0	普	80,000	0
		甲	0	0	甲	(15,000)	0
		乙特	0	0	乙特	(66,000)	0
經理	陳幸華	普	0	0	普	25,000	0
		甲	0	0	甲	(25,000)	0
		乙特	0	0	乙特	0	0
經理	楊啟男	普	15,000	0	普	1,000	0
		甲	(72,000)	0	甲	(18,000)	0
		乙特	0	0	乙特	(1,000)	0
經理	宮玉明	普	16,000	0	普	0	0
		甲	0	0	甲	0	0
		乙特	0	0	乙特	0	0
經理	許東盛	普	(27,000)	0	普	38,000	0
		甲	11,000	0	甲	(38,000)	0
		乙特	0	0	乙特	0	0
經理	高約拿	普	18,000	0	普	0	0
		甲	0	0	甲	0	0
		乙特	0	0	乙特	0	0
經理	周定強	普	8,000	0	普	80,000	0
		甲	0	0	甲	(63,000)	0
		乙特	0	0	乙特	(80,000)	0
經理	陳賜龍	普	9,000	0	普	0	0
		甲	0	0	甲	0	0
		乙特	0	0	乙特	0	0
經理	鄭昭娣	普	(31,000)	0	普	0	0
		甲	3,000	0	甲	0	0
		乙特	0	0	乙特	0	0
經理	朱姿蓉	普	0	0	普	0	0
		甲	0	0	甲	0	0
		乙特	0	0	乙特	0	0
經理	李秀美	普	4,000	0	普	40,000	0
		甲	0	0	甲	(40,000)	0
		乙特	0	0	乙特	0	0
經理	蔡芷玲	普	0	0	普	0	0
		甲	0	0	甲	0	0
		乙特	0	0	乙特	0	0
經理	卓昕平	普	(34,000)	0	普	0	0
		甲	5,000	0	甲	0	0
		乙特	0	0	乙特	0	0
經理	吳妙玲	普	22,924	0	普	21,000	0
		甲	0	0	甲	(9,000)	0
		乙特	0	0	乙特	(21,000)	0
經理	林豐棋	普	4,495	0	普	10,000	0
		甲	0	0	甲	(10,000)	0
		乙特	0	0	乙特	0	0

Title	Name	2003		Dec. 31, 2004		
		Increase (decrease) # of holding stocks	Increase (decrease) # of pledged stocks	Increase (decrease) # of holding stocks	Increase (decrease) # of pledged stocks	
Manager	Liao Feng-jen	Common Stock	0	0	Common Stock	30,000
		Preferred Stock A	0	0	Preferred Stock A	(10,000)
		Preferred Stock B	0	0	Preferred Stock B	(30,000)
Manager	Chen Ee-fu	Common Stock	0	0	Common Stock	0
		Preferred Stock A	0	0	Preferred Stock A	0
		Preferred Stock B	0	0	Preferred Stock B	0
Manager	Fang Yang-hung	Common Stock	6,000	0	Common Stock	30,000
		Preferred Stock A	(18,000)	0	Preferred Stock A	(18,000)
		Preferred Stock B	0	0	Preferred Stock B	(30,000)
Manager	Hung Cheng-yi	Common Stock	24,000	0	Common Stock	107,000
		Preferred Stock A	0	0	Preferred Stock A	(2,000)
		Preferred Stock B	(100,000)	0	Preferred Stock B	0
Manager	Huang Kuo-shun	Common Stock	12,000	0	Common Stock	80,000
		Preferred Stock A	0	0	Preferred Stock A	(15,000)
		Preferred Stock B	0	0	Preferred Stock B	(66,000)
Manager	Chen shin-hwa	Common Stock	0	0	Common Stock	25,000
		Preferred Stock A	0	0	Preferred Stock A	(25,000)
		Preferred Stock B	0	0	Preferred Stock B	0
Manager	Yang Chih-nan	Common Stock	15,000	0	Common Stock	1,000
		Preferred Stock A	(72,000)	0	Preferred Stock A	(18,000)
		Preferred Stock B	0	0	Preferred Stock B	(1,000)
Manager	Kung Yu-min	Common Stock	16,000	0	Common Stock	0
		Preferred Stock A	0	0	Preferred Stock A	0
		Preferred Stock B	0	0	Preferred Stock B	0
Manager	Hsu Tong-sheng	Common Stock	(27,000)	0	Common Stock	38,000
		Preferred Stock A	11,000	0	Preferred Stock A	(38,000)
		Preferred Stock B	0	0	Preferred Stock B	0
Manager	Kao Yua-nah	Common Stock	18,000	0	Common Stock	0
		Preferred Stock A	0	0	Preferred Stock A	0
		Preferred Stock B	0	0	Preferred Stock B	0
Manager	Chiu Ting-chang	Common Stock	8,000	0	Common Stock	80,000
		Preferred Stock A	0	0	Preferred Stock A	(63,000)
		Preferred Stock B	0	0	Preferred Stock B	(80,000)
Manager	Chen Tze-lung	Common Stock	9,000	0	Common Stock	0
		Preferred Stock A	0	0	Preferred Stock A	0
		Preferred Stock B	0	0	Preferred Stock B	0
Manager	Cheng Chao-ti	Common Stock	(31,000)	0	Common Stock	0
		Preferred Stock A	3,000	0	Preferred Stock A	0
		Preferred Stock B	0	0	Preferred Stock B	0
Manager	Chiu Ze-ron	Common Stock	0	0	Common Stock	0
		Preferred Stock A	0	0	Preferred Stock A	0
		Preferred Stock B	0	0	Preferred Stock B	0
Manager	Li Shiu-mei	Common Stock	4,000	0	Common Stock	40,000
		Preferred Stock A	0	0	Preferred Stock A	(40,000)
		Preferred Stock B	0	0	Preferred Stock B	0
Manager	Tsai Chi-lin	Common Stock	0	0	Common Stock	0
		Preferred Stock A	0	0	Preferred Stock A	0
		Preferred Stock B	0	0	Preferred Stock B	0
Manager	Chao Ee-pin	Common Stock	(34,000)	0	Common Stock	0
		Preferred Stock A	5,000	0	Preferred Stock A	0
		Preferred Stock B	0	0	Preferred Stock B	0
Manager	Wu Miao-lin	Common Stock	22,924	0	Common Stock	21,000
		Preferred Stock A	0	0	Preferred Stock A	(9,000)
		Preferred Stock B	0	0	Preferred Stock B	(21,000)
Manager	Lin Feng-chi	Common Stock	4,495	0	Common Stock	10,000
		Preferred Stock A	0	0	Preferred Stock A	(10,000)
		Preferred Stock B	0	0	Preferred Stock B	0

職稱	姓名	92年		93年12月31日	
		持有股數增(減)數	質押股數增(減)數	持有股數增(減)數	質押股數增(減)數
經理	賴文森	普	(30,000)	普	10,000
		甲	14,000	甲	(28,000)
		乙特	0	乙特	(30,000)
經理	周高賢	普	6,000	普	21,000
		甲	0	甲	(30,000)
		乙特	0	乙特	0
經理	吳志潮	普	19,000	普	(125,000)
		甲	0	甲	0
		乙特	0	乙特	0
經理	王中原	普	(18,000)	普	5,000
		甲	7,000	甲	(5,000)
		乙特	0	乙特	0
經理	陳驥池	普	(18,000)	普	31,000
		甲	25,000	甲	(36,000)
		乙特	0	乙特	(40,000)
經理	張志偉	普	4,000	普	0
		甲	0	甲	0
		乙特	0	乙特	0
經理	蔡曉芬	普	(80,000)	普	25,000
		甲	4,000	甲	(10,000)
		乙特	0	乙特	(25,000)
經理	林育德	普	(18,000)	普	20,000
		甲	4,000	甲	(2,000)
		乙特	0	乙特	(20,000)
經理	紀賢青	普	(23,000)	普	20,000
		甲	4,000	甲	(24,000)
		乙特	0	乙特	(20,000)
經理	洪榮忠	普	7,000	普	50,000
		甲	0	甲	(50,000)
		乙特	0	乙特	0
經理	黃志榮	普	5,000	普	29,000
		甲	0	甲	(29,000)
		乙特	0	乙特	0
經理	徐萬輝	普	4,000	普	0
		甲	0	甲	0
		乙特	0	乙特	0
經理	沈達晃	普	6,000	普	33,000
		甲	0	甲	(33,000)
		乙特	0	乙特	0
經理	廖添彬	普	5,000	普	24,000
		甲	0	甲	(5,000)
		乙特	0	乙特	0
經理	盧宏志	普	(8,000)	普	(16,000)
		甲	4,000	甲	(28,000)
		乙特	0	乙特	0
經理	陳仕錡	普	14,000	普	5,000
		甲	0	甲	(9,000)
		乙特	0	乙特	0
經理	呂勝男	普	7,000	普	1,000
		甲	0	甲	(54,000)
		乙特	0	乙特	(1,000)
經理	吳振華	普	4,000	普	40,000
		甲	0	甲	(40,000)
		乙特	0	乙特	0

Title	Name	2003		Dec. 31, 2004		
		Increase (decrease) # of holding stocks	Increase (decrease) # of pledged stocks	Increase (decrease) # of holding stocks	Increase (decrease) # of pledged stocks	
Manager	Lai Wen-xen	Common Stock	(30,000)	0	Common Stock	10,000
		Preferred Stock A	14,000	0	Preferred Stock A	(28,000)
		Preferred Stock B	0	0	Preferred Stock B	(30,000)
Manager	Chiu Kao-shien	Common Stock	6,000	0	Common Stock	21,000
		Preferred Stock A	0	0	Preferred Stock A	(30,000)
		Preferred Stock B	0	0	Preferred Stock B	0
Manager	Wu Chih-chao	Common Stock	19,000	0	Common Stock	(125,000)
		Preferred Stock A	0	0	Preferred Stock A	0
		Preferred Stock B	0	0	Preferred Stock B	0
Manager	Wang Chun-yuan	Common Stock	(18,000)	0	Common Stock	5,000
		Preferred Stock A	7,000	0	Preferred Stock A	(5,000)
		Preferred Stock B	0	0	Preferred Stock B	0
Manager	Chen Ching-chi	Common Stock	(18,000)	0	Common Stock	31,000
		Preferred Stock A	25,000	0	Preferred Stock A	(36,000)
		Preferred Stock B	0	0	Preferred Stock B	(40,000)
Manager	Chang Chih-wei	Common Stock	4,000	0	Common Stock	0
		Preferred Stock A	0	0	Preferred Stock A	0
		Preferred Stock B	0	0	Preferred Stock B	0
Manager	Tsai Xiao-feng	Common Stock	(80,000)	0	Common Stock	25,000
		Preferred Stock A	4,000	0	Preferred Stock A	(10,000)
		Preferred Stock B	0	0	Preferred Stock B	(25,000)
Manager	Lin Yu-teh	Common Stock	(18,000)	0	Common Stock	20,000
		Preferred Stock A	4,000	0	Preferred Stock A	(2,000)
		Preferred Stock B	0	0	Preferred Stock B	(20,000)
Manager	Chi Shan-chin	Common Stock	(23,000)	0	Common Stock	20,000
		Preferred Stock A	4,000	0	Preferred Stock A	(24,000)
		Preferred Stock B	0	0	Preferred Stock B	(20,000)
Manager	Hung Ron-chung	Common Stock	7,000	0	Common Stock	50,000
		Preferred Stock A	0	0	Preferred Stock A	(50,000)
		Preferred Stock B	0	0	Preferred Stock B	0
Manager	Huang Chih-ron	Common Stock	5,000	0	Common Stock	29,000
		Preferred Stock A	0	0	Preferred Stock A	(29,000)
		Preferred Stock B	0	0	Preferred Stock B	0
Manager	Hsu Wan-hui	Common Stock	4,000	0	Common Stock	0
		Preferred Stock A	0	0	Preferred Stock A	0
		Preferred Stock B	0	0	Preferred Stock B	0
Manager	Sheng Da-huang	Common Stock	6,000	0	Common Stock	33,000
		Preferred Stock A	0	0	Preferred Stock A	(33,000)
		Preferred Stock B	0	0	Preferred Stock B	0
Manager	Liao Tien-bin	Common Stock	5,000	0	Common Stock	24,000
		Preferred Stock A	0	0	Preferred Stock A	(5,000)
		Preferred Stock B	0	0	Preferred Stock B	0
Manager	Lu Hung-chih	Common Stock	(8,000)	0	Common Stock	(16,000)
		Preferred Stock A	4,000	0	Preferred Stock A	(28,000)
		Preferred Stock B	0	0	Preferred Stock B	0
Manager	Chen Shih-chi	Common Stock	14,000	0	Common Stock	5,000
		Preferred Stock A	0	0	Preferred Stock A	(9,000)
		Preferred Stock B	0	0	Preferred Stock B	0
Manager	Liu Sheng-nan	Common Stock	7,000	0	Common Stock	1,000
		Preferred Stock A	0	0	Preferred Stock A	(54,000)
		Preferred Stock B	0	0	Preferred Stock B	(1,000)
Manager	Wu Cheng-hwa	Common Stock	4,000	0	Common Stock	40,000
		Preferred Stock A	0	0	Preferred Stock A	(40,000)
		Preferred Stock B	0	0	Preferred Stock B	0

職稱	姓名	92年		93年12月31日			
		持有股數增(減)數	質押股數增(減)數	持有股數增(減)數	質押股數增(減)數		
經理	黃政旺	普	11,000	0	普	60,000	0
		甲	0	0	甲	(60,000)	0
		乙特	0	0	乙特	0	0
經理	梁則修	普	14,000	0	普	0	0
		甲	0	0	甲	0	0
		乙特	0	0	乙特	0	0
經理	曾惠珍	普	(27,000)	0	普	(18,000)	0
		甲	6,000	0	甲	(30,000)	0
		乙特	0	0	乙特	0	0
經理	劉乃彰	普	5,000	0	普	26,000	0
		甲	0	0	甲	(26,000)	0
		乙特	(600,000)	0	乙特	0	0
經理	陳寶清	普	6,000	0	普	30,000	0
		甲	(9,000)	0	甲	(9,000)	0
		乙特	0	0	乙特	(30,000)	0
經理	黃培類	普	9,000	0	普	80,000	0
		甲	0	0	甲	(80,000)	0
		乙特	0	0	乙特	0	0
經理	郭正民	普	15,000	0	普	37,000	0
		甲	0	0	甲	(37,000)	0
		乙特	0	0	乙特	0	0
經理	賴麗晴	普	9,000	0	普	1,000	0
		甲	0	0	甲	(1,000)	0
		乙特	0	0	乙特	0	0
經理	譚肇貴	普	16,000	0	普	0	0
		甲	0	0	甲	0	0
		乙特	0	0	乙特	0	0
經理	楊賢蕙	普	22,000	0	普	10,000	0
		甲	(36,000)	0	甲	(10,000)	0
		乙特	0	0	乙特	0	0
經理	王文波	普	11,000	0	普	80,000	0
		甲	0	0	甲	(9,000)	0
		乙特	0	0	乙特	(80,000)	0
經理	盧雲亮	普	4,000	0	普	(18,000)	0
		甲	0	0	甲	0	0
		乙特	0	0	乙特	0	0
經理	楊永輝	普	5,000	0	普	10,000	0
		甲	(30,000)	0	甲	(10,000)	0
		乙特	10,000	0	乙特	(10,000)	0
經理	陳建安	普	12,000	0	普	30,000	0
		甲	(5,000)	0	甲	(9,000)	0
		乙特	0	0	乙特	(30,000)	0
經理	高柳榮	普	22,000	0	普	10,000	0
		甲	0	0	甲	(10,000)	0
		乙特	0	0	乙特	0	0
經理	王清益	普	0	0	普	80,897	0
		甲	0	0	甲	(80,000)	0
		乙特	0	0	乙特	0	0
經理	蘇勝男	普	(17,000)	0	普	80,000	0
		甲	6,000	0	甲	(31,000)	0
		乙特	0	0	乙特	(80,000)	0
經理	白慧莉	普	(9,000)	0	普	1,000	0
		甲	5,000	0	甲	(1,000)	0
		乙特	0	0	乙特	0	0

Title	Name	2003		Dec. 31, 2004			
		Increase (decrease) # of holding stocks	Increase (decrease) # of pledged stocks	Increase (decrease) # of holding stocks	Increase (decrease) # of pledged stocks		
Manager	Huang Cheng-wan	Common Stock	11,000	0	Common Stock	60,000	0
		Preferred Stock A	0	0	Preferred Stock A	(60,000)	0
		Preferred Stock B	0	0	Preferred Stock B	0	0
Manager	Liang Zeh-sho	Common Stock	14,000	0	Common Stock	0	0
		Preferred Stock A	0	0	Preferred Stock A	0	0
		Preferred Stock B	0	0	Preferred Stock B	0	0
Manager	Zen Hui-jen	Common Stock	(27,000)	0	Common Stock	(18,000)	0
		Preferred Stock A	6,000	0	Preferred Stock A	(30,000)	0
		Preferred Stock B	0	0	Preferred Stock B	0	0
Manager	Liu Nai-chang	Common Stock	5,000	0	Common Stock	26,000	0
		Preferred Stock A	0	0	Preferred Stock A	(26,000)	0
		Preferred Stock B	(600,000)	0	Preferred Stock B	0	0
Manager	Chen Bao-chin	Common Stock	6,000	0	Common Stock	30,000	0
		Preferred Stock A	(9,000)	0	Preferred Stock A	(9,000)	0
		Preferred Stock B	0	0	Preferred Stock B	(30,000)	0
Manager	Huang Pei-hsin	Common Stock	9,000	0	Common Stock	80,000	0
		Preferred Stock A	0	0	Preferred Stock A	(80,000)	0
		Preferred Stock B	0	0	Preferred Stock B	0	0
Manager	Kuo Cheng-min	Common Stock	15,000	0	Common Stock	37,000	0
		Preferred Stock A	0	0	Preferred Stock A	(37,000)	0
		Preferred Stock B	0	0	Preferred Stock B	0	0
Manager	Lai Li-jin	Common Stock	9,000	0	Common Stock	1,000	0
		Preferred Stock A	0	0	Preferred Stock A	(1,000)	0
		Preferred Stock B	0	0	Preferred Stock B	0	0
Manager	Teng Zao-kuei	Common Stock	16,000	0	Common Stock	0	0
		Preferred Stock A	0	0	Preferred Stock A	0	0
		Preferred Stock B	0	0	Preferred Stock B	0	0
Manager	Yang Zua-lan	Common Stock	22,000	0	Common Stock	10,000	0
		Preferred Stock A	(36,000)	0	Preferred Stock A	(10,000)	0
		Preferred Stock B	0	0	Preferred Stock B	0	0
Manager	Wang Wen-puo	Common Stock	11,000	0	Common Stock	80,000	0
		Preferred Stock A	0	0	Preferred Stock A	(9,000)	0
		Preferred Stock B	0	0	Preferred Stock B	(80,000)	0
Manager	Lu Yun-liang	Common Stock	4,000	0	Common Stock	(18,000)	0
		Preferred Stock A	0	0	Preferred Stock A	0	0
		Preferred Stock B	0	0	Preferred Stock B	0	0
Manager	Yang Yun-hui	Common Stock	5,000	0	Common Stock	10,000	0
		Preferred Stock A	(30,000)	0	Preferred Stock A	(10,000)	0
		Preferred Stock B	10,000	0	Preferred Stock B	(10,000)	0
Manager	Chen Chien-an	Common Stock	12,000	0	Common Stock	30,000	0
		Preferred Stock A	(5,000)	0	Preferred Stock A	(9,000)	0
		Preferred Stock B	0	0	Preferred Stock B	(30,000)	0
Manager	Kao Liu-ron	Common Stock	22,000	0	Common Stock	10,000	0
		Preferred Stock A	0	0	Preferred Stock A	(10,000)	0
		Preferred Stock B	0	0	Preferred Stock B	0	0
Manager	Wang Chin-yi	Common Stock	0	0	Common Stock	80,897	0
		Preferred Stock A	0	0	Preferred Stock A	(80,000)	0
		Preferred Stock B	0	0	Preferred Stock B	0	0
Manager	Shu Shien-nan	Common Stock	(17,000)	0	Common Stock	80,000	0
		Preferred Stock A	6,000	0	Preferred Stock A	(31,000)	0
		Preferred Stock B	0	0	Preferred Stock B	(80,000)	0
Manager	Bai Hui-li	Common Stock	(9,000)	0	Common Stock	1,000	0
		Preferred Stock A	5,000	0	Preferred Stock A	(1,000)	0
		Preferred Stock B	0	0	Preferred Stock B	0	0

(四) 銀行、銀行之董事、監察人、總經理、副總經理、協理、各鑑門及分支機構主管及銀行直接或間接控制之事業對同一轉投資事業之持股數及綜合持股比例：

單位：股；%

轉投資事業 (註)	本行投資		董事、監察人、總經理、副總經理、 協理、各部門及分支機構主管及 銀行直接或間接控制事業之投資		綜合投資	
	股數	持股比例	股數	持股比例	股數	持股比例
台北外匯經紀股份有限公司	80,000	0.40%	0	0	80,000	0.40%
環華證券金融股份有限公司	24,968,909	3.33%	0	0	24,968,909	3.33%
台灣農畜產業股份有限公司	2,109,439	4.91%	0	0	2,109,439	4.91%
大眾國際租賃股份有限公司	49,850,000	99.70%	0	0	49,850,000	99.70%
大眾證券投資信託股份有限公司	1,602,300	4.86%	1,429,000	4.33%	3,031,300	9.19%
台灣期貨交易所股份有限公司	1,025,000	0.51%	0	0	1,025,000	0.51%
大眾綜合證券股份有限公司	94,984,382	47.14%	40,375	0.02%	95,024,757	47.16%
華敬創業投資股份有限公司	3,180,000	4.24%	63,600	0.08%	3,243,600	4.32%
承揚創業投資股份有限公司	5,000,000	5.00%	750,000	0.75%	5,750,000	5.75%
中太創業投資股份有限公司	1,350,000	4.84%	0	0	1,350,000	4.84%
合作金庫銀行	101,592	0.004%	0	0	101,592	0.004%
財金資訊股份有限公司	4,550,000	1.14%	0	0	4,550,000	1.14%
亞太固網寬頻股份有限公司	20,000,000	0.31%	114,000	0%	20,114,000	0.31%
聯實創業投資股份有限公司	1,000,000	4.98%	0	0	1,000,000	4.98%
眾銀人身保險代理人股份有限公司	200,000	100.00%	0	0	200,000	100.00%
眾銀財產保險代理人股份有限公司	200,000	100.00%	0	0	200,000	100.00%
普羅米斯顧問股份有限公司	7,500,000	30.00%	0	0	7,500,000	30.00%
台灣水泥股份有限公司	11,444,216	0.40%	92,696	0%	11,536,912	0.40%
中龍鋼鐵股份有限公司	11,432,000	3.20%	0	0	11,432,000	3.20%

註：係依本法第七十四條所為之投資。

(IV) Number of stocks and total shares % of business directly or indirectly controlled by the bank, director, supervisor, president, vice president, executive vice president, or head of department:

單位：股；%

Investment Business (Footnote)	Investment		Investment of business directly or indirectly controlled by the bank, director, supervisor, president, vice president, executive vice president, or head of department		General Investment	
	Shares	Share%	Shares	Share%	Shares	Share%
Taipei Forex	80,000	0.40%	0	0	80,000	0.40%
Global Securities Finance Co., Ltd.	24,968,909	3.33%	0	0	24,968,909	3.33%
Taiwan Farm Industry Co., Ltd.	2,109,439	4.91%	0	0	2,109,439	4.91%
Ta Chong International Finance and Investment Co., Ltd.	49,850,000	99.70%	0	0	49,850,000	99.70%
Ta Chong Securities Investment Trust	1,602,300	4.86%	1,429,000	4.33%	3,031,300	9.19%
Taiwan Futures Exchange	1,025,000	0.51%	0	0	1,025,000	0.51%
Ta Chong Securities Co., Ltd.	94,984,382	47.14%	40,375	0.02%	95,024,757	47.16%
Star Capital Group Co., Ltd.	3,180,000	4.24%	63,600	0.08%	3,243,600	4.32%
Cheng Yang Venture Capital Co., Ltd.	5,000,000	5.00%	750,000	0.75%	5,750,000	5.75%
Interpacific Venture Group	1,350,000	4.84%	0	0	1,350,000	4.84%
Taiwan Cooperative Bank	101,592	0.004%	0	0	101,592	0.004%
Financial Information Services	4,550,000	1.14%	0	0	4,550,000	1.14%
Asia Pacific Broadband Telecom Co., Ltd.	20,000,000	0.31%	114,000	0%	20,114,000	0.31%
Land Port Capital Investment Co., Ltd.	1,000,000	4.98%	0	0	1,000,000	4.98%
Ta Chong Life Insurance Agency Co. Ltd.	200,000	100.00%	0	0	200,000	100.00%
Ta Chong General Agency Co., Ltd.	200,000	100.00%	0	0	200,000	100.00%
Promise Consulting Co., Ltd.	7,500,000	30.00%	0	0	7,500,000	30.00%
Taiwan Cement Co., Ltd.	11,444,216	0.40%	92,696	0%	11,536,912	0.40%
Dragon Steel Co., Ltd.	11,432,000	3.20%	0	0	11,432,000	3.20%

Footnote: Investments according to Banking Law Article 74

三、股份及股利

(一)股本來源：

年月	發行價格	核定股本		實收股本		備註			
		股數	金額	股數	金額	股本來源	以現金以外之財產抵充股款者	其他	核准日期及文號
81年 3月	10	1,050,000,000	10,500,000,000	1,050,000,000	10,500,000,000	設鑄募集			
86年 3月	10	1,097,250,000	10,972,500,000	1,097,250,000	10,972,500,000	盈餘轉增資	無	無	(86)台財證(一)第53033號
87年 7月	10	1,159,553,620	11,595,536,200	1,159,553,620	11,595,536,200	盈餘轉增資	無	無	(87)台財證(一)第73297號
88年10月	10	1,206,278,071	12,062,780,710	1,206,278,071	12,062,780,710	盈餘轉增資	無	無	(88)台財證(一)第85308號
88年10月	10	1,356,278,071	13,562,780,710	(特)150,000,000 (普)1,206,278,071	13,562,780,710	增資	無	無	(88)台財證(一)第85308號
90年 5月	10	1,619,254,879	16,192,548,790	(特)412,976,808 (普)1,206,278,071	16,192,548,790	合併	無	無	(90)台財證(一)第129664號
93年 7月	10	2,619,254,879	26,192,548,790	(特)410,169,006 (普)1,214,085,873	16,192,548,790	第一季特別股轉換	無	無	(93)經授商字第9301115930號
93年 8月	10	2,619,254,879	26,192,548,790	(特)312,045,790 (普)1,309,329,996	16,213,757,860	第二季特別股、CB轉換	無	無	(93)經授商字第9301150120號
93年11月	10	2,619,254,879	26,192,548,790	(特)295,028,159 (普)1,326,347,627	16,213,757,860	第三季特別股、CB轉換	無	無	(93)經授商字第09301219940號
93年12月	10	2,619,254,879	26,192,548,790	(特)242,803,175 (普)1,429,502,300	16,723,054,750	第四季特別股、CB轉換	無	無	(93)經授商字第09401045830號

94年 1月

股份種類	核定股本			備註
	流通在外股份	未發行股份	合計	
普通股	1,429,502,300			
甲種特別股	0	946,949,404	2,619,254,879	
乙種特別股	242,803,175			

III. Stocks and Dividends

1. Sources

Date	Issuing price	Approved number of shares		Actual number of capital stock		Note			
		Number of shares	Price	Number of shares	Price	Sources	Paid by means other than cash	Other	Approval date and document number
March, 1992	10	1,050,000,000	10,500,000,000	1,050,000,000	10,500,000,000	Fund raising			
March, 1997	10	1,097,250,000	10,972,500,000	1,097,250,000	10,972,500,000	Surplus transfer to increase capital	N/A	N/A	(1997) Taiwan Financial (I) #53033
July, 1998	10	1,159,553,620	11,595,536,200	1,159,553,620	11,595,536,200	Surplus transfer to increase capital	N/A	N/A	(1998) Taiwan Financial (I) #73297
October, 1999	10	1,206,278,071	12,062,780,710	1,206,278,071	12,062,780,710	Surplus transfer to increase capital	N/A	N/A	(1999) Taiwan Financial (I) #85308
October, 1999	10	1,356,278,071	13,562,780,710	(preferred stock) 150,000,000 (Common stock) 1,206,278,071	13,562,780,710	Raising capital	N/A	N/A	(1999) Taiwan Financial (I) #85308
May, 2001	10	1,619,254,879	16,192,548,790	(preferred stock) 412,976,808 (Common stock) 1,206,278,071	16,192,548,790	Merger	N/A	N/A	(2001) Taiwan Financial (I) #129664
July, 2004	10	2,619,254,879	26,192,548,790	(preferred stock) 410,169,006 (Common stock) 1,214,085,873	16,192,548,790	1Q convert of preferred stock	N/A	N/A	(2004) Economic approved #9301115930
August, 2004	10	2,619,254,879	26,192,548,790	(preferred stock) 312,045,790 (Common stock) 1,309,329,996	16,213,757,860	2Q convert of preferred stock, CB	N/A	N/A	(2004) Economic approved #9301150120
November, 2004	10	2,619,254,879	26,192,548,790	(preferred stock) 295,028,159 (Common stock) 1,326,347,627	16,213,757,860	3Q convert of preferred stock, CB	N/A	N/A	(2004) Economic approved #09301219940
December, 2004	10	2,619,254,879	26,192,548,790	(preferred stock) 242,803,175 (Common stock) 1,429,502,300	16,723,054,750	4Q convert of preferred stock, CB	N/A	N/A	(2004) Economic approved #9401045830

Jan, 2005

Stock Category	Approved number of shares			Note
	Amount in circulation	Amount not yet issued	Total	
Common Stock	1,429,502,300			
Preferred Stock A	0	946,949,404	2,619,254,879	
Preferred Stock B	242,803,175			

(二)股東結構：

93年12月31日

股東結構數量	政府機構	金融機構	其他法人	個人	外國機構及外人	合計
人數	0	0	128	48,941	41	49,110
持有股數	0	0	385,939,673	955,062,142	88,500,485	1,429,502,300
持股比例	0	0	27.00	66.81	6.19	100.00

(三)股權分散情形：

94年1月

持股分級	股東人數	持有股數	持股比例
1 至 999	13,979	3,142,501	0.22
1,000 至 5,000	16,426	40,821,059	2.86
5,001 至 10,000	6,424	52,465,425	3.67
10,001 至 15,000	6,006	70,148,579	4.91
15,001 至 20,000	1,692	32,410,130	2.27
20,001 至 30,000	1,530	38,934,580	2.72
30,001 至 50,000	1,186	49,140,496	3.44
50,001 至 100,000	959	70,044,804	4.9
100,001 至 200,000	463	64,859,339	4.54
200,001 至 400,000	220	60,944,956	4.26
400,001 至 600,000	67	33,486,761	2.34
600,001 至 800,000	28	19,360,047	1.35
800,001 至 1,000,000	12	10,778,496	0.75
1,000,001 以上自行視實際情況分級	118	882,965,127	61.77
合計	49,110	1,429,502,300	100.00

(II) Shareholder structure

Dec. 31, 2004

Amount of shareholder structure	Government Institution	Financial institution	Other legal entity	Individual	Foreign institution and foreign individual	Total
Number of people	0	0	128	48,941	41	49,110
Number of stock holding	0	0	385,939,673	955,062,142	88,500,485	1,429,502,300
Stock holding %	0	0	27.00	66.81	6.19	100.00

(III) Stock disperse

Jan, 2005

Level of shareholding	Number of shareholder	Number of shareholding	Shareholding %
1 to 999	13,979	3,142,501	0.22
1,000 to 5,000	16,426	40,821,059	2.86
5,001 to 10,000	6,424	52,465,425	3.67
10,001 to 15,000	6,006	70,148,579	4.91
15,001 to 20,000	1,692	32,410,130	2.27
20,001 to 30,000	1,530	38,934,580	2.72
30,001 to 50,000	1,186	49,140,496	3.44
50,001 to 100,000	959	70,044,804	4.9
100,001 to 200,000	463	64,859,339	4.54
200,001 to 400,000	220	60,944,956	4.26
400,001 to 600,000	67	33,486,761	2.34
600,001 to 800,000	28	19,360,047	1.35
800,001 to 1,000,000	12	10,778,496	0.75
Above 1,000,001 classified by situation	118	882,965,127	61.77
Total	49,110	1,429,502,300	100.00

(四)主要股東名單：

93.12.31

主要股東名稱	持有股數	持股比例
光陽工業股份有限公司	67,000,282	4.69
和聯投資股份有限公司	34,976,225	2.45
清園投資股份有限公司	34,151,010	2.39
清田投資股份有限公司	28,489,641	1.99
匯豐銀行託管摩根士丹利國際有限公司	20,997,000	1.47
安南投資股份有限公司	14,932,764	1.04
匯豐銀行託管高盛國際公司	12,620,000	0.88
第一銀行受託保管怡中小基金專戶	11,883,000	0.83
匯豐銀行託管CS第一波士頓香港有限公司	11,183,000	0.78
新光人壽保險股份有限公司	10,608,000	0.74

(五)最近二年度每股市價、淨值、盈餘、股利及相關資料

年度		九十三年	九十二年
項目			
每股市價	最高	15.5	11.05
	最低	9.4	5.95
	平均	11.66	8.92
每股淨值	分配前	10.79	10.66
	分配後	-	10.26
每股盈餘	加權平均股數	1,287,566	1,202,006
	每股盈餘	0.01	2.29
每股股利	現金股利	-	-
	無償 盈餘配股	-	-
	配股 資本公積配股	-	-
	累積未付股利	-	-
投資報酬分析	本益比	1,166	3.90
	本利比	-	-
	現金股利殖利率	-	-

(IV) List of Major Shareholders

Dec. 31, 2004

Name of major shareholder	Number of shareholding	Shareholding %
Kwang Yang Industrial Co., Ltd.	67,000,282	4.69
Her Lian Investment Co., Ltd.	34,976,225	2.45
Ching Yuan Investment Co., Ltd.	34,151,010	2.39
Ching Tien Investment Co., Ltd.	28,489,641	1.99
HSBC entrust Morgan Stanley Co., Ltd.	20,997,000	1.47
An Nan Investment Co., Ltd.	14,932,764	1.04
HSBC entrust Goldman Saks Co., Ltd.	12,620,000	0.88
First Bank Small and Medium Mutual Fund entrust account	11,883,000	0.83
HSBC entrust CS First Boston HK Co., Ltd.	11,183,000	0.78
Shinkong life insurance Co., Ltd	10,608,000	0.74

(V) Net value, earnings, dividend and market price of each share in recent two years

Year		2004	2003
Item			
Market Price	Maximum	15.5	11.05
	Minimum	9.4	5.95
	Average	11.66	8.92
Net Value	Before appropriation	10.79	10.66
	After appropriation	-	10.26
Earning Per Share	Retained earning average shares	1,287,566	1,202,006
	Earning per share	0.01	2.29
Stock earning	Cash earning	-	-
	Gratuitous shares - surplus	-	-
	Gratuitous shares - Capital surplus	-	-
	Accumulated unpaid shares	-	-
Investment remuneration %	Capital profit ratio	1,166	3.90
	Capital profit ratio	-	-
	Cash dividend interest rate	-	-

(六) 股利政策及執行狀況：

本銀行每一年度之純益於彌補虧損後應分派如下：

提撥百分之三十為法定公積金直至其餘額等於股本時為止。視業務需要提存特別盈餘公積或酌予保留盈餘。餘額提撥百分之八十七為股東股利百分之五為董事、監察人酬勞及百分之八為員工紅利。

本行股利政策係以擴大經濟規模、提升經營效率、維持充足營運資金及適當自有資本適足率為考量在資本額未達3百億元（含以前分配成數中現金股利發放以不超過三成為限；在資本額達3百億元以上則現金股利之分配成數以不超過五成為限。現金盈餘分配最高不得超過本銀行實收資本總額百分之十五。

上述法定公積金得以彌補虧損當法定公積已達實收股本百分之五十時得以撥充股本惟以其半數為限。另依銀行法規定法定公積未達股本總額前其現金盈餘分配最高不得超過股本總額之百分之十五。

上述盈餘分配由董事會擬具方案於次年度之股東常會決議並表達於該年度財務報表。

(七) 本次股東會擬議之無償配股對銀行營業績效及每股盈餘之影響：不適用

(八) 員工分紅及董事、監察人酬勞：

(1) 銀行章程所載員工分紅及董事、監察人酬勞之成數或範圍。

在資本額未達參佰億元（含以前分配成數中現金股利發放以不超過三成為限；現金盈餘分配（指以現金分派之股東股利、董事監察人酬勞及員工紅利總額）最高不得超過本銀行實收資本總額百分之十五。但法定盈餘公積已達本銀行實收資本總額時不在此限。上述員工分配股票紅利時其對象得包括一定條件之從屬公司員工前項「一定條件之從屬公司員工」授權董事會決議之。

(2) 董事會通過之擬議配發員工分紅等資訊：無

(3) 上年度盈餘用以配發員工紅利及董事、監察人酬勞情形：無

(XI) Stock dividend policy and outcome

Net profit after offset losses, should be apportion as follows:

Provisioning 30% for legal surplus until the balance equals to capital stock. Provision special surplus or retained earnings if needed. Provisioning 87% of the balance for shareholder dividend, 5% for remuneration of directors and supervisors and 8% for employee bonus.

The bank stipulates the stock dividend policies to expand business scale, elevate operation efficiency, and maintain sufficient working capital and BIS ratio. If the capital does not exceed NTD 30 billion (30 billion included), the percentage of cash dividends distributed shall not exceed 30%; if the capital reaches more than NTD 30 billion, the percentage of cash dividends distributed shall not exceed 50%. Distribution of cash surplus shall not exceed 15% of actual capital obtained.

The above stated legal surplus may be used to offset losses, when legal surplus reached 50% of actual capital obtained, it may be used to supply capital but the supplement shall not exceed 50%. According to Banking Law, legal surplus does not reach actual capital obtained; the cash surplus may not exceed 15% of actual capital obtained.

The above stated distribution of surplus shall be planned by board of directors and proposed in the shareholder's meeting of next year, and stated in the financial report.

(VII) Resolution of shareholder meeting that effects corporate business achievements and EPS:

N/A

(VIII) Employee bonus and remuneration of directors and supervisors:

(1) Percentage of employee bonus and remuneration of directors and supervisors according to articles of association

Before the capital reach NTD 30 billion (30 billion included), the percentage of cash dividends distributed shall not exceed 30%; distribution of cash surplus (total distribution of cash for shareholder dividend, remuneration of directors and supervisors and employee bonus) may not exceed 15% of actual capital obtained. However, if legal surplus reaches actual capital obtained, the above restrictions do not apply. The above stated employee bonus, the subject employee includes employee of subsidiaries which fit a certain conditions. The "employee of subsidiaries which fit a certain conditions" will be defined by resolution of board of directors.

(2) Information regarding employee bonus distribution passed by board of directors: N/A

(3) Surplus of last year used for distribution of employee bonus or remuneration of directors and supervisors: N/A

(九) 銀行買回本行股份情形：

93年12月31日

買回期次	第一次(期)	第二次(期)	第三次(期)	第四次(期)
買回目的	獎勵、轉讓員工	獎勵、轉讓員工	獎勵、轉讓員工	獎勵、轉讓員工
買回期間	89.10.12~89.11.02	89.11.03~89.11.17	89.11.24~89.12.18	90.07.02~90.08.28
買回區間價格	5.0~8.0	4.8~7.05	3.7~7.35	5.0~7.5
已買回股份種類及數量	普通股 1,000 萬股	普通股 2,000 萬股	普通股 1,000 萬股	普通股 7,438 仟股
已買回股份金額	52,867,004 元	96,328,957 元	46,635,294 元	34,143,869 元
買回本行股份前之資本適足率	NA	NA	NA	NA
買回本行股份後之資本適足率	NA	NA	NA	NA
已辦理銷除及轉讓之股份數量	已轉讓 1,000 萬股	已轉讓 2,000 萬股	已轉讓 1,000 萬股	已轉讓 7,438 仟股
累積持有本行股份數量	0	0	0	0
累積持有本行股份數量占已發行股份總數比率(%)	0	0	0	0
買回股份轉讓員工之執行進度	執行完畢	執行完畢	執行完畢	執行完畢
未於買回三年內轉讓完畢致本會採取限制形措施之情	無	無	無	無

(IX) Treasury stocks:

Dec. 31, 2004

Buyback term	1st	2nd	3rd	4th
Purpose	Reward; Transfer to employee	Reward; Transfer to employee	Reward; Transfer to employee	Reward; Transfer to employee
Term	Oct. 12, 2000 - Nov. 2, 2000	Nov. 3, 2000 - Nov. 17, 2000	Nov. 24, 2000 - Dec. 18, 2000	July 2, 2001 - Aug. 28, 2001
Price	5.0~8.0	4.8~7.05	3.7~7.35	5.0~7.5
Type and amount	Common stock 10,000,000 shares	Common stock s 20,000,000 share	Common stock 10,000,000 shares	Common stock 7,438 shares
Total price	52,867,004 元	96,328,957 元	46,635,294 元	34,143,869 元
Capital adequacy ratio before buyback	NA	NA	NA	NA
Capital adequacy ratio after buyback	NA	NA	NA	NA
Offset and transferred amount	Transferred 10,000,000 shares	Transferred 20,000,000 shares	Transferred 10,000,000 shares	Transferred 7,438,000 shares
Accumulated number of stockholding	0	0	0	0
Accumulated number of stockholding to total issued number of shares (%)	0	0	0	0
Progress of buyback shares transfer to employee	Completed	Completed	Completed	Completed
Restrict situation due to uncompleted transfer within 3 years after buyback	N/A	N/A	N/A	N/A

四、金融債券發行情形

金融債券種類	91年度第1期 次順位金融債券	91年度第1期 次順位金融債券	91年度第1期 次順位金融債券	91年度第1期 次順位金融債券	91年度第1期 次順位金融債券	91年度第1期 次順位金融債券
中央主管機關 核准日期、文號	91.7.10台財融 第0910029198號	91.7.10台財融 第0910029198號	91.7.10台財融 第0910029198號	91.7.10台財融 第0910029198號	91.7.10台財融 第0910029198號	91.7.10台財融 第0910029198號
發行日期	91.7.18	91.7.22	91.7.18	91.7.24	91.7.24	91.7.31
肩額	1,000萬元、 5,000萬元	1,000萬元	1,000萬元、 5,000萬元	10,000萬元	1,000萬元、 5,000萬元	1,000萬元
發行地	中華民國	中華民國	中華民國	中華民國	中華民國	中華民國
幣別	新台幣	新台幣	新台幣	新台幣	新台幣	新台幣
發行價格	按肩額	按肩額	按肩額	按肩額	按肩額	按肩額
總額	17億	10億	4.5億	15億	3億	0.5億
利率	4.25%	4.25%	Telerate page 6165 90 days fixings+1.25%	Telerate page 6165 90 days fixings+1.75%	Telerate page 6165 90 days fixings+1.25%	Telerate page 6165 90 days fixings+1.25%
期限	5 年期 到期日：96.7.18	5 年期 到期日：96.7.22	5 年期 到期日：96.7.18	5 年期 到期日：96.7.24	5 年期 到期日：96.7.24	5 年期 到期日：96.7.31
保證機構	無	無	無	無	無	無
受託人	無	無	無	無	無	無
承銷機構	國際票券	國際票券	國際票券	國際票券	國際票券	國際票券
簽證律師	無	無	無	無	無	無
簽證會計師	無	無	無	無	無	無
簽證金融機構	國際票券	國際票券	國際票券	國際票券	國際票券	國際票券
償還方法	到期一次還本	到期一次還本	到期一次還本	到期一次還本	到期一次還本	到期一次還本
未償還餘額	17億	10億	4.5億	15億	3億	0.5億
有無違約或 延遲支付本息情事	無	無	無	無	無	無
贖回或提前清償之條款	無	無	無	無	無	無
限制條款	次順位	次順位	次順位	次順位	次順位	次順位
資金運用計畫	改善財務結構 提高資本適足率	改善財務結構 提高資本適足率	改善財務結構 提高資本適足率	改善財務結構 提高資本適足率	改善財務結構 提高資本適足率	改善財務結構 提高資本適足率
信用評等機構名稱、 評等日期及其評等等 級	中華信評 91.10.31 twBB+	中華信評 91.10.31 twBB+	中華信評 91.10.31 twBB+	中華信評 91.10.31 twBB+	中華信評 91.10.31 twBB+	中華信評 91.10.31 twBB+

IV. Issuance of Bank Debentures

Type of bank debenture	2002 1st subordinated bank debenture	2002 1st subordinated bank debenture	2002 1st subordinated bank debenture	2002 1st subordinated bank debenture	2002 1st subordinated bank debenture	2002 1st subordinated bank debenture
Supervise institution approval date and document number	July 10, 2002 MoF #0910029198	July 10, 2002 MoF #0910029198	July 10, 2002 MoF #0910029198	July 10, 2002 MoF #0910029198	July 10, 2002 MoF #0910029198	July 10, 2002 MoF #0910029198
Date of issuance	July 18, 2002	July 22, 2002	July 18, 2002	July 24, 2002	July 24, 2002	July 31, 2002
Face value	10,000,000; 50,000,000	10,000,000	10,000,000; 50,000,000	10,000,000	10,000,000; 50,000,000	10,000,000
Place of Issuance	ROC	ROC	ROC	ROC	ROC	ROC
Currency	NTD	NTD	NTD	NTD	NTD	NTD
Issuing price	Par	Par	Par	Par	Par	Par
Total amount	17 hundred million	10 hundred million	4.5 hundred million	15 hundred million	3 hundred million	0.5 hundred million
Interest rate	4.25%	4.25%	Telerate page 6165 90 days fixings + 1.25%	Telerate page 6165 90 days fixings + 1.75%	Telerate page 6165 90 days fixings + 1.25%	Telerate page 6165 90 days fixings + 1.25%
Term	5 years Due date: July 18, 2007	5 years Due date: July 22, 2007	5 years Due date: July 18, 2007	5 years Due date: July 24, 2007	5 years Due date: July 24, 2007	5 years Due date: July 31, 2007
Guarantee institution	None	None	None	None	None	None
Trustee	None	None	None	None	None	None
Broker	IBFC	IBFC	IBFC	IBFC	IBFC	IBFC
Attorney	None	None	None	None	None	None
Auditor	None	None	None	None	None	None
Certifying Institution	IBFC	IBFC	IBFC	IBFC	IBFC	IBFC
Reimburse method	One time reimburse principal on due date	One time reimburse principal on due date	One time reimburse principal on due date	One time reimburse principal on due date	One time reimburse principal on due date	One time reimburse principal on due date
Outstanding	17 hundred million	10 hundred million	4.5 hundred million	15 hundred million	3 hundred million	0.5 hundred million
Default or delay of payment	None	None	None	None	None	None
Redeem or rprepay clause	None	None	None	None	None	None
Restriction clause	Subordinate	Subordinate	Subordinate	Subordinate	Subordinate	Subordinate
Fund using plan	Improving financial structure and raise capital adequacy ratio	Improving financial structure and raise capital adequacy ratio	Improving financial structure and raise capital adequacy ratio	Improving financial structure and raise capital adequacy ratio	Improving financial structure and raise capital adequacy ratio	Improving financial structure and raise capital adequacy ratio
Rating agency, date and rating	Taiwan Ratings Oct. 31, 2002 twBB+	Taiwan Ratings Oct. 31, 2002 twBB+	Taiwan Ratings Oct. 31, 2002 twBB+	Taiwan Ratings Oct. 31, 2002 twBB+	Taiwan Ratings Oct. 31, 2002 twBB+	Taiwan Ratings Oct. 31, 2002 twBB+

金融債券種類	第1次 可轉換金融債券	93年度第1期 金融債券	93年度第1期 次順位金融債券	93年度第2期 次順位金融債券	93年度第3期 次順位金融債券	93年度第4期 次順位金融債券
中央主管機關 核准日期、文號	92.11.3台財融(二陸 字第0920047338號	93.4.23台財融(二陸 字第0930012855號	93.4.23台財融(二陸 字第0930012855號	93.4.23台財融(二陸 字第0930012855號	93.4.23台財融(二陸 字第0930012855號	93.4.23台財融(二陸 字第0930012855號
發行日期	92.12.18	93.7.13	93.7.16	93.10.15	93.11.15	93.12.15
肩額	10萬元	1,000萬元	100萬元、500萬元 1,000萬元、5,000萬元	A券: 5,000萬元 B券: 10,000萬元	5,000萬元	700萬元、 1,000萬元
發行地	中華民國	中華民國	中華民國	中華民國	中華民國	中華民國
幣別	新台幣	新台幣	新台幣	新台幣	新台幣	新台幣
發行價格	按肩額	按肩額	按肩額	按肩額	按肩額	按肩額
總額	40億元	18億元	11.43億元	10.5億元	6億元	4.07億元
利率	0%	2.83%	I券2.55% J券2.65% K券2.75%	A券3.5% B券CP+1%	3.50%	3.50%
期限	5年期 到期日: 97.12.17	5年期 到期日: 98.7.13	5年期 到期日: 98.7.16	5年5個月 到期日: 99.3.15	5年6個月 到期日: 99.5.15	5年6個月 到期日: 99.6.15
保證機構	無	無	無	無	無	無
受託人	中國國際商業 銀行信託處	無	無	無	無	無
承銷機構	中信證券	中信證券	無	無	中信證券	中信證券
簽證律師	無	無	無	無	無	無
簽證會計師	無	無	無	無	無	無
簽證金融機構	無	富邦票券	富邦票券	富邦票券	富邦票券	富邦票券
償還方法	到期一次還本	到期一次還本	到期一次還本	到期一次還本	到期一次還本	到期一次還本
未償還餘額	39.786億元	18億元	11.43億元	10.5億元	6億元	4.07億元
有無違約或 延遲支付本息情事	無	無	無	無	無	無
贖回或提前清償之條款	有	無	無	無	無	無
限制條款	無	無	次順位	次順位	次順位	次順位
資金運用計劃	改善財務結構 提高資本適足率	充實營運資金並鎖定 中長期資金成本	充實營運資金並鎖定 中長期資金成本	充實營運資金並鎖定 中長期資金成本	充實營運資金並鎖定 中長期資金成本	充實營運資金並鎖定 中長期資金成本
信用評等機構名稱、 評等日期及其評等等 級	無	中華信評 93.8.11 twBBB	中華信評 93.8.11 twBBB-	無	無	無

Type of bank debenture	1st convertible bank debenture	2004 1st Financial debenture	2004 1st subordinated bank debenture	2004 2nd subordinated bank debenture	2004 3rd subordinated bankdebenture	2004 4th subordinated bank debenture
Supervise institution approval date and document number	Nov. 3, 2003 MoF #920047338	April 23, 2004 MoF #0930012855	April 23, 2004 MoF #0930012855	April 23, 2004 MoF #0930012855	April 23, 2004 MoF #0930012855	April 23, 2004 MoF #0930012855
Date of issuance	Dec. 18, 2003	July 13, 2004	July 16, 2004	Oct. 15, 2004	Nov. 15, 2004	Dec. 15, 2004
Face value	100,000	10,000,000	1,000,000; 5,000,000; 10,000,000; 50,000,000	A: 50,000,000 B: 100,000,000	50,000,000	7,000,000 10,000,000
Place of issuance	ROC	ROC	ROC	ROC	ROC	ROC
Currency	NTD	NTD	NTD	NTD	NTD	NTD
Issuing price	Par	Par	Par	Par	Par	Par
Total amount	40 hundred million	18 hundred million	11.43 hundred million	10.5 hundred million	6 hundred million	4.07 hundred million
Interest rate	0%	2.83%	I: 2.55% J: 2.65% K: 2.75%	A: 3.5% B: CP + 1%	3.50%	3.50%
Term	5 years Due date: Dec 17, 2008	5 years Due date: July 13, 2009	5 years Due date: July 16, 2009	5 years and 5 months Due date: March 15, 2010	5 years and 6 months Due date: May 15, 2010	5 years and 6 months Due date: June 15, 2010
Guarantee institution	None	None	None	None	None	None
Trustee institution	Trust department, ICBC	None	None	None	None	None
Broker	KGI	KGI	None	None	KGI	KGI
Attorney	None	None	None	None	None	None
Auditor	None	None	None	None	None	None
Certifying institution	None	Fubon Bills	Fubon Bills	Fubon Bills	Fubon Bills	Fubon Bills
Reimburse method	One time reimburse principal on due date	One time reimburse principal on due date	One time reimburse principal on due date	One time reimburse principal on due date	One time reimburse principal on due date	One time reimburse principal on due date
Outstanding	39.786 hundred million	18 hundred million	11.43 hundred million	10.5 hundred million	6 hundred million	4.07 hundred million
Default or delay of payment	None	None	None	None	None	None
Redeen or prepay clause	Yes	None	None	None	None	None
Restriction clause	None	None	Subordinate	Subordinate	Subordinate	Subordinate
Fund using plan	Improving financial structure and raise capital adequacy ratio	maintain sufficient working capital and fix mid / long term capital cost	maintain sufficient working capital and fix mid / long term capital cost	maintain sufficient working capital and fix mid / long term capital cost	maintain sufficient working capital and fix mid / long term capital cost	maintain sufficient working capital and fix mid / long term capital cost
Rating agency, date and rating	N/A	Taiwan Ratings Aug.11, 2004 twBBB	Taiwan Ratings Aug.11, 2004 twBBB -	N/A	N/A	N/A

五、特別股發行情形

93年12月31日

項目	發行日期		
	88年11月25日	90年5月29日	
眉 額	10	10	
發行價格	10	10	
股 數	150,000,000股	262,976,808股	
總 額	1,500,000,000元	2,629,768,080元	
權利義務事項	股息及紅利之分派 剩餘財產之分派 表決權之行使 其他 按發行價格之年息5.9%計 有(優先於普通股) 無 詳甲種特別股發行條件	詳乙種特別股發行條件 有(優先於普通股) 無 詳乙種特別股發行條件	
流通在外特別股	未收回餘額 收回餘額 收回條款	0元 67,610,000元 到期時除得全數轉換為相同股數之普通股或依發行價格以盈餘或發行新股所得之股款收回。	
每股市價 (註陸)	90年	最高	-
		最低	-
	91年	最高	-
		最低	-
	92年	最高	11.8
最低		11.4	
93年度截至12月31日	最高	15	
附轉換權利	已轉換股份金額 (截至93年12月31日) 發行及轉換辦法	1,432,390,000元 詳甲種特別股發行條件	201,736,330元 詳乙種特別股發行條件
發行條件對特別股股東權益影響、股權可能稀釋情形及對現有股東之影響	發行條件對特別股股東權益影響：無 股權可能稀釋情形：無 現有股東之影響：無	發行條件對特別股股東權益影響：無； 股權可能稀釋情形：乙種特別股已於92年10月23日上市交易除股東有轉換成普通股之權力或直接於市場買賣之選擇除對本行股權並無負影響 現有股東之影響：可增加市場流通及股東投資管道除對股東應有正影響	
贖回特別股對自有資本風險性資產比率之影響	甲特已於93年11月24日到期除到期時公司贖回之金額為67,610,000元除對於本行自有資本風險性資產比率無重大影響	不適用	

V、Issuance of preferred stock

93年12月31日

Item	Date of Issuance		
	Nov. 25, 1999	May 29, 2001	
Face Value	10	10	
Issuing price	10	10	
# of shares	150,000,000 shares	262,976,808 shares	
Total amount	1,500,000,000 dollars	2,629,768,080 dollars	
Rights and liabilities	Appropriation of dividends Appropriation of asset surplus Exercise voting right others	Calculated according to 5.9% of issuing price Yes (prior than common stock) N/A Please see details in preferred stock A issuing conditions	
Preferred stock in circulation	Unretrieved balance Retrieved balance Retrieving Clause	0 dollars 67,610,000 dollars Upon due, may convert all to same amount common stock or according to surplus of issuing price or amount obtained by issuing new stocks	
Market price per share (Footnote)	2001	Maximum	-
		Minimum	-
	2002	Maximum	-
		Minimum	-
	2003	Maximum	11.80
Minimum		11.00	
Until Dec. 31, 2004	Maximum	14.7	
Convertible right attached	Amount converted (Until Dec. 31, 2004) Issuance and converting procedure	Maximum	15
		Minimum	10.1
	Average	12.04	
		1,432,390,000	201,736,330
		Please see details in preferred stock A issuing conditions	Please see details in preferred stock B issuing conditions
The impact of issuing criteria to special shareholders equity, the impact of probable dilution of shareholding to the existing shareholders	The impact of issuing criteria to special shareholders equity: Nil. State of probable dilution of shareholding: Nil. Impact to the existing shareholders: Nil.	The impact of issuing criteria to special shareholders equity: Nil. State of probable dilution to shareholding: Special B shares have been launched for open trading as of October 23, 2003, and bank shareholders have the option to convert them into common shares or the option to trade in the market directly, hence it poses no negative impact to bank shareholdings. Impact to the existing shareholders: as it is deemed to improve market circulation and shareholder investment venue, this presents a positive yield to the shareholders.	
The impact of redeemed special shares to private capital and the ratio of risky assets	The special A shares have matured on Nov. 24, 2004, at which time the sum of the company's redemption is at \$67,610,000, which poses no major impact to the bank's private capital or its ratio of risky assets.	Not applicable	

甲種特別股發行條件：

1. 本銀行年度決算有盈餘時除依法繳納稅捐外應先彌補以往年度虧損後除章程規定提列法定公積金優先發放特別股股利後再發放普通股股利、董事監察人酬勞、員工紅利。
2. 特別股股利按發行價格之五釐九%計算每年以現金一次發放於每年股東會承認決算書表後由董事會另訂基準日支付上一年度應發放之股利。發行年度現金股利按當年度實際發行日數計算發放之除發行日定義為增資基準日。惟轉換成普通股之當年度就轉換之甲種特別股不得參酌分派轉換當年度甲種特別股現金股利且就前各年度累積未分配之甲種特別股現金股利將不予以分派但得參酌轉換當年度之普通股盈餘及資本公積之分派。
3. 若某一年度無盈餘或盈餘不足分派特別股股利時除上述特別股股利應累積於以後有盈餘年度優先補足。但在特別股發行期滿時得全數轉換為相同股數之普通股或依發行價格以盈餘或發行新股所得之股款收回其累積積欠之特別股股利應於發行期滿時一次補派。
4. 本次特別股於普通股配發之每股股利超過特別股每股股利時則超過部分歸特別股得普通股依持股比例分派。
5. 本銀行以普通股現金增資溢價之資本公積轉作股本時特別股股東不得參酌分派。但該次特別股溢價發行之資本公積撥充資本時特別股股東得普通股股東共同依持股比例分派之。
6. 本銀行以現金發行新股時特別股股東得按其持有股份佔本銀行發行在外股份總數之比例認購之。
7. 特別股分派公司剩餘財產之順序優先於普通股但以不超過發行金額為限。
8. 特別股股東於股東會無表決權亦無選舉董事、監察人之權利；但得選舉為董事、監察人。
9. 特別股發行期間若某一年度普通股無償配股每股高於 二股（不含陸時需經特別股股份總數過半數以上股東出席之特別股股東會並經出席股東表決權超過三分之二之決議通過。
10. 甲種特別股自發行日起滿五年到期除並得分別於民國八十八年至九十二年之十二月一日起至十二月十五日止以及九十三年度股東常會召開日之次一營業日起至九十三年十一月十四日止除依法停止過戶期間停止轉換或其他依法令規定暫停轉換期間外除得至原交易券商填具領回甲種特別股及帳簿劃撥轉換之相關申請書件由交易券商向集保公司提出申請集保公司於接受申請後送交本公司股務代理機構於送達時即生轉換之效力；或由甲種特別股股東直接備妥蓋有原留印鑑之「轉換請求書」檢同甲種特別股票向本公司股務代理機構提出辦理轉換為相同股數之普通股若甲種特別股未於前述期間內行使權利者本公司得於到期時依發行價格以盈餘或發行新股所得之股款收回。特別股轉換成普通股後之權利義務普通股相同。
11. 特別股溢價發行之資本公積轉作股本時除非經特別股股份總數過半數以上股東出席之特別股股東會並經出席股東表決權超過三分之二之決議通過或全數特別股轉換成普通股時不得轉作股本。

Preferred Stock A share's issuing criteria:

1. Earnings, if any, derived from company yearly audit, except for remitting taxes as required by law, shall first redeem previous fiscal deficits, and allocate a legal reserve as per company articles of incorporation, and priority release of the special stock dividends, before releasing common share dividends, director and auditor remunerations, employee bonuses.
2. Special share dividends are computed at 5.9% of the issuing price, and are released in cash once every year; following the audited financial statements are recognized at the yearly shareholder's meeting, the management board would determine a cutoff date at which to release the previous year's stock dividends. The cash dividends for the issuing year are to be released by computing the actual days since issuance. The issuing date is defined as the reinvestment cutoff date. However, in a year that Preferred Stock A shares converted into common shares, the shares will not be eligible to participate that year's Preferred Stock A share dividends, and that all cumulative undistributed Preferred Stock A share cash dividends will no longer be distributed, but may partake the distribution of common share earnings reserve and capital reserve of the year that the conversion is made.
3. Suppose a certain year be reported of no earnings or earnings insufficient for distributing special share dividends, the foresaid special share dividends shall be accumulated for priority retroactive issuance in subsequent year where earnings are reported, except where upon the expiry of the special shares the entire shares may be converted to the identical number of common shares or be recalled using share payments derived from earnings taken against new issue price or income derived from new share issues, in which the cumulative overdue special share dividends shall be supplanted in full upon the issuance expiry.
4. In the event where the dividends per share of the current special share be exceeding the dividends per share of common shares, the portion in excess may be proportionally distributed according to the shareholdings of special shares and common shares.
5. Of the bank's converting capital reserve derived from premium of cash reinvestment of common shares into capitalization, shareholders of special shares are not eligible to partake the distribution; however, when the capital reserve derived from premium of special shares is converted into capitalization, shareholders of special shares may partake the distribution alongside shareholders of common shares according to proportional shareholdings.
6. At the time the bank issues new shares with cash, the shareholders of special shares may pledge the new shares as per the proportion of their respective shareholding to the bank's total outstanding shares currently in circulation.
7. The order of priority in special share distribution against company residual assets shall take precedence than that for common shares, but limited to not exceeding the total issuing sum.
8. Shareholders of special shares are not given voting rights at shareholders meetings, nor the right to elect directors and auditors; however, they may be appointed as directors and auditors.
9. During a special share issuing period, suppose each share of a certain year's common share non-compensated share be exceeding 0.2 share (exclusive), the motion needs to be heard through a special share shareholders meeting attended by a quorum of at least half the number of shareholders holding the total outstanding special shares currently in circulation, and be voted in favor by a quorum of at least two-thirds of the shareholders with voting rights present and represented.
10. Preferred Stock A shares mature in five years from the date of issuance, and may, during 1999 and between Dec. 1 to Dec. 25 of 2003, and effective from the next business day from 2004 general shareholder meeting day to November 14, 2004, except where conversions are temporarily suspended as required by law or during interim suspended conversion period as per other relevant laws, contact the initial trading brokerage to fill out relevant petition documents for collecting Preferred Stock A shares and account wire conversion, whereby the trading brokerage is to file a petition with the centralized depository. Upon lodging in the petition, the centralized depository shall forward the petitions to the company's shareholder services company, where the conversion is to take effect upon satisfactory delivery; or shareholders of Preferred Stock A shares may file directly the conversion request form, endorsed with the initially retained endorsement specimen, alongside Preferred Stock A share stocks to exchange an even number of common shares with the company's shareholder services company. Of Preferred Stock A shares that have not had their entitlement rights exercised during the foresaid periods, the company may recall the shares upon expiry using earnings derived from the issuing price or share payments derived from new share issues.
11. When converting capital reserve derived from premium in special share issuance into capitalization, the capitalization conversion may not be conducted unless it has been duly motioned by a special share shareholders meeting attended by a quorum of over one-half of the special share shareholders, and voted in favor by a quorum of at least two-thirds of the shareholders present and represented, or when the entire special shares have been converted into common shares.

乙種特別股發行條件：

1. 本銀行年度決算有盈餘時除依法繳納稅捐外應先彌補以往年度虧損後依章程規定提列法定公積金優先發放特別股股利（包括甲種特別股及乙種特別股）後再發放普通股股利、董事監察人酬勞、員工紅利。
2. 乙種特別股股息第一年度（自發行日起至民國九十年十二月三十一日）為年率百分之十點八四（10.84%）；其後各年度年率為百分之五點七（5.7%）。乙種特別股依相同順位及比例分派股息，依發行價格計算，每年以現金一次發放。於每年股東會承認決算書表後，由董事會另訂基準日，支付前一年度應發放之股息。各年度（含發行年度及期滿年度）股息按當年度實際發行日數計算發放之除發行日定義為增資基準日。惟轉換成普通股之當年度就轉換之乙種特別股不得參酌分派轉換當年度乙種特別股股息，且前各年度累積未分配之乙種特別股股息將不予以分派，但得參酌普通股盈餘及資本公積之分派。
3. 若某一年度無盈餘或盈餘不足分派特別股（包括甲種特別股及乙種特別股）全額股息時，特別股股息差額應累積於以後有盈餘年度優先補足。但在乙種特別股發行期滿時，其累積積欠之乙種特別股股息應於發行期滿時一次補派。
4. 於普通股配發之每股股利超過特別股（包括甲種特別股及乙種特別股）每股股利或股息時，則超過部分歸特別股（包括甲種特別股及乙種特別股）所得，應以現金分派。
5. 乙種特別股股東不得參酌以普通股現金增資溢價之資本公積轉作股本之分派。
6. 以現金增資發行新股時，特別股（包括甲種特別股及乙種特別股）股東得按其持有股份比例認購之。
7. 乙種特別股分派剩餘財產之順序，應與甲種特別股相同，並優先於普通股，但以不超過發行金額為限。
8. 乙種特別股股東於普通股股東會無表決權，亦無選舉董事、監察人之權利；但得選為董事、監察人。
9. 乙種記名式特別股自發行日起滿五年到期，除依法暫停過戶期間及自本公司召開董事會決定無償配股停止過戶除權公告日、現金股息停止過戶除息公告日或現金增資認股停止過戶除權公告日前三個營業日起，至權利分派基準日止之期間外，乙種記名式特別股股東自乙種特別股上市交易之日起或自九十三年一月一日起（兩者較早者），得隨時分批申請將其持有乙種特別股依壹股乙種特別股轉換為壹股普通股之比例轉換。若乙種特別股未於前述期間內行使權利者，則於到期時以發行原額收回。
10. 乙種特別股依前項約定轉換成普通股後之權利義務，應與普通股相同。

Preferred Stock B share's issuing criteria:

1. Earnings, if any, derived from company yearly audit, except for remitting taxes as required by law, shall first redeem previous fiscal deficits, and allocate a legal reserve as per company articles of incorporation, and priority release of the special share dividends (including Preferred Stock A shares and special B shares), before releasing common share dividends, director and auditor remunerations, employee bonuses.
2. Special B share dividends have the first year (from the issuing date to Dec. 31, 2001) annual interest rate set at 10.84%, and all years thereafter at 5.7%, which are distributed in proportion alongside the same sequence of priority as Preferred Stock A shares, and computed at the issuing price for annual release in cash. Following the audited financial statements are recognized at the yearly shareholder's meeting, the management board would determine a cutoff date at which to release the previous year's stock dividends. The dividends for all years (including the issuing year and the expiry year) are to be computed by the actual days in a year and released accordingly. The issuing date is defined as the reinvestment cutoff date. However, in a year that Preferred Stock B shares converted into common shares, the shares will not be eligible to participate that year's Preferred Stock B share dividends, and that all cumulative undistributed Preferred Stock B share cash dividends will no longer be distributed, but may partake the distribution of common share earnings reserve and capital reserve of the year that the conversion is made.
3. Suppose a certain year be reported of no earnings or earnings insufficient for distributing special share dividends (including Preferred Stock A shares and Preferred Stock B shares), the foresaid special share dividends shall be accumulated for priority retroactive issuance in subsequent year where earnings are reported. However, upon the issuance expiry of Preferred Stock B shares,
4. When dividends per share of common shares should exceed the dividends per share or stock dividends of special shares (including Preferred Stock A shares and Preferred Stock B shares), of the portion in excess, special shares (including Preferred Stock A shares and Preferred Stock B shares) may partake cash distribution alongside common shares as per proportional shareholdings.
5. Shareholders of Preferred Stock B shares are not eligible to partake the distribution of capital reserve derived from premium of cash reinvestment of common shares into capitalization.
6. When new shares are issued through cash reinvestment, shareholders of special shares (including Preferred Stock A shares and Preferred Stock B shares) may pledge for new shares according to whose proportional shareholdings.
7. The sequence of priority for Preferred Stock B shares' residual asset distribution is identical to that specified for Preferred Stock A shares, and shall take precedence than common shares, provided that it be kept not exceeding the sum of the issuance.
8. The sequence of priority in the distribution of Preferred Stock B share residual assets is identical to that described for Preferred Stock A shares, and shall take precedence than common shares, provided that it be kept to not more than the total issuing sum.
9. Shareholders of Preferred Stock B shares are not given voting rights at general shareholders' meeting, not are they given the rights to vote for directors or auditors; however, they may be appointed as director and auditor.
10. Within the five-year period from the issuing date to the expiry of nominal Preferred Stock B shares except the legally designated transfer interim suspension period, and the publicly announced transfer buyback suspension date when the company holds a board meeting to determine non-compensated share allocation, publicly announced date of suspended transfer or interest redemption for cash dividend distribution, or within three days prior to a public announced suspended share buyback date following the pledging of cash reinvestment, and the period of a cutoff date for entitlement distribution, shareholders of nominal Preferred Stock B shares at, at any time, petition to have whose Preferred Stock B shares converted by batch at the conversion ratio of one Preferred Stock B share for one common share from the launching trading date of Preferred Stock B shares or from January 1, 2004 (whichever the earliest); however, Preferred Stock B shares that have not had the entitlement rights exercised during the foresaid period will be recalled upon expiry at the issuing par value.

六、海外存託憑證發行情形: 無

七、員工認股權憑證辦理情形: 無

八、併購或受讓其他金融機構: 無

(一) 最近一年辦理併購或受讓其他金融機構: 無

(二) 最近五年度曾經辦理併購或受讓其他金融機構之情形。

本行於90年4月20日奉財政部金融局台財融(二)第90735097號函同意合併大眾票券金融(股)公司,並於90年5月29日完成合併,發行乙種特別股,以1:1比例買回大眾票券股份。該次合併承銷商為金鼎綜合證券股份有限公司。

承銷商評估意見

大眾商業銀行股份有限公司本次為辦理合併增資發行乙種特別股262,976,808股,每股面額新台幣10元,總金額為新台幣2,629,768,080元,整案依法向財政部證券暨期貨管理委員會提出申報。業經本承銷商採用必要之輔導及評估程序,包括實地了解大眾商業銀行股份有限公司(存續公司)(以下簡稱大眾銀行)及大眾票券金融股份有限公司(消滅公司)(以下簡稱大眾票券)之營運狀況,與該公司之董事、經理人及其他相關人員,進行會談或舉行會議,蒐集、整理、查證及比較分析相關資料,予以審慎評估。特依「發行人募集發行有價證券處理準則」及中華民國證券商同業公會「發行人募集發行有價證券承銷商評估報告應行記載事項要點」及「證券承銷商受託辦理發行人募集發行有價證券承銷商評估報告之評估查核程序」規定,出具本承銷商總結意見。

依據本承銷商之意見,大眾商業銀行股份有限公司本次合併增資發行有價證券符合「發行人募集發行有價證券處理準則」及相關法令之規定,其計劃確具可行性及必要性,其合併預計虧度、換股比率及合併後預計可能產生效益亦具合理性。

(三) 最近一季併購或受讓其他金融機構股份發行新股之執行情形及對股東權益之影響: 不適用

(四) 最近年度及截至年報刊印日止,經董事會決議通過併購或受讓其他金融機構股份發行新股者: 無

XI: Issuance of ADR: N/A

XII: Certificate of stock options: N/A

XIII: Merger or acquisition with other financial institution:

(I) Merger or acquisition with other financial institution within a year: N/A

(II) Merger or acquisition with other financial institution within last 5 years:

According to Bureau of Monetary Affairs Taiwan financial (II) # 90735097 letter, approved merger with Ta Chong Securities Co., Ltd.. And the merger accomplished on May 29, 2001 and issued preferred stock B. Ta Chong Bank Ltd. bought back stock of Ta Chong Securities at a 1:1 ratio. Underwriter of the merger was Taiwan International Securities Co., Ltd.

Underwriter evaluation opinion

Ta Chong Bank Ltd. issued 262,976,808 shares of preferred stock B for the merger. Face value of each share is 10 dollars. Total amount is 2,629,768,080 dollars. Reported the issuance of stock to Securities and Futures Bureau according to the law. After necessary evaluation and guidance procedure, including on site reviewing the operation of Ta Chong Bank Ltd. (the succeed company, herein after Ta Chong Bank) and Ta Chong Securities Co., Ltd. (the dissolved company, herein after Ta Chong Securities), interviewing directors, managers and other related personnel or held meetings, collecting, coordinating, investigating and analyzing related data, proposed the underwriter evaluation opinion according to "standards for issuer issuing and raising funds for securities" and "procedure of underwriter proposing evaluation and audit of issuance or fund raising for securities".

According to the underwriter evaluation opinion, Ta Chong Bank Ltd. issuing securities complied with "standards for issuer issuing and raising funds for securities" and other regulations; the plan does have its feasibility and necessity, the schedule for merger, stock exchange ratio and advantage after merger is reasonable.

(III) Merger or acquisition of other financial institution new issued stock and effect to shareholders right of the last quarter: N/A

(IV) The most recent year until annual report printing date, merger or acquisition with other financial institution approved by resolution of board of directors: N/A

一、業務內容：

(一) 各業務別經營之主要業務：

1、消費金融

(1) 財富管理業務

在財富管理業務方面，本行於93年將財富管理科提升為財富管理部，以強化在財富管理業務之推動與發展。財富管理業務主要涵蓋了存匯業務、信託、及保險商品三大類。

◆ 存匯業務

至93年12月底止，台幣存款量為119,937佰萬元，較去年增加了8,943佰萬元，成長率為8%。外幣存款量則為3,288佰萬元，增加729.5佰萬元，成長了28.5%。

◆ 信託商品

信託商品手續費收入為442.7佰萬元，較上年度增加了75.5佰萬元，成長率為21%，佔營業收入之7%。

◆ 保險產品

保險手續費收入則為225.7佰萬元，相較於92年底，成長了73.8%。

(2) 貸款業務

在房屋貸款業務方面，至93年12月底之放款餘額為76,126佰萬元，較92年底增加了7,140佰萬元，成長率為10.3%。

(3) 現金卡業務

大眾MUCH現金卡於競爭嚴峻之環境中仍維持每月成長之勢，至93年12月底止，放款餘額已達153億元，較去年增加42億，放款餘額成長了37.80%。發卡量及放款餘額持續成長，市場佔有率亦保持在前五名，對於本行之獲利有正面貢獻。

(4) 信用卡業務

截至93年12月底，信用卡有效卡數達406,891卡，較去年底增加3,877張，年成長率為



1. Content of Business

(1) Business Categories

a. Consumer Banking Division

(a) Wealth Management

In the wealth management business, the Bank upgraded its Wealth Management Section to the Wealth Management Department in 2004 in order to reinforce the development of this business. The wealth management business is encompassed primarily in three categories: deposits, trusts, and insurance

◆ Deposits

At the end of December 2004, NT dollar deposits in the bank stood at NT\$119,937 million; this was NT\$8,943 million more than the end of 2003, an increase of 8%. Foreign-currency deposits stood at NT\$3,288 million, up NT\$729.5 million over a year earlier with a growth of 28.5%.

◆ Trust Products

Commissions earned on trust products amounted to NT\$442.7 million, an increase of NT\$75.5 million over the year before with a growth of 21%. Commissions made up 7% of overall operating revenue.

◆ Insurance Products

Fee income on insurance products reached NT\$225.7 million, with a growth of 73.8% compared with 2003.

(b) Loans

Outstanding housing loans totaled NT\$76,126 million at the end of December 2004, for an increase of NT\$7,140 million and a growth of 10.3% over the end of 2003.

(c) Cash Cards

The Ta Chong Much Card managed to maintain a monthly growth despite the intensely competitive environment. At the end of December 2004 outstanding balance on these cards amounted to NT\$15.3 billion, up NT\$4.2 billion over a year earlier with a growth of 37.8%. Card issuance and outstanding balance continued to grow, maintaining a market share within the top five and making a significant contribution to the Bank's profit.

(d) Credit Cards

At the end of December 2004, the number of valid card issued stood at 406,891, an increase of

1%。應收帳款餘額為7,373.5佰萬元，較去年成長1.78%。利息收入為832.8佰萬元，較去年底增加了167.3佰萬元，成長率為25.1%。手續費收入為514佰萬元，增加51.3佰萬元，成長了11%。

(5) 電子金融業務

本行之電子金融業務主要以提供客戶便利性及迅速之服務為目標。目前的電子金融服務類別有：網路銀行、電話銀行、及設立於分行內及行外之自動櫃員機。

2、企業金融

企業金融處主要營業項目，除傳統授信業務如一般放款（信用放款、擔保放款）、各項保證業務（如開狀、本票保證、合約保證）外，為因應近年來市場變化，提供企業更完整之服務，積極發展各項新型企業授信、理財業務，包括：

- (1) 各項衍生性金融商品，在利匯率波動時提供企業外匯避險操作工具；
- (2) 可轉換公司債之連結授信、保證、資產交換，以配合企業戶於資本市場直接籌資；
- (3) 應收帳款承購、融資，配合企業出貨後產生之應收帳款，憑出貨發票迅速融資；
- (4) 現金管理服務，提供客戶整合性之企金收付管理作業平台服務；
- (5) 企業網路銀行業務，藉由本行e-Payment平台，提供企業貨款匯出、供應商融資等金流服務；
- (6) 聯貸授信主辦業務：配合中大型企業中長期資金規劃及其產業特性，規劃符合該公司之中長期聯貸授信案。
- (7) 企業理財業務包括：企業與政府機構之專案融資顧問、私募、合併與併購顧問、財務結構規劃、企業重整、資產處分、財務工程、公營事業民營化等顧問服務。

為求資產最佳運用，93年度企業金融處致力發展各項高收益產品，至12月底，其收益比例已超越過去本行傳統授信收益之比例。

3、中小企業

為配合政府政策積極輔導中小企業，協助其取得資金融通，以提昇經營績效，本行中小企業部主要營業項目為中小企業一般貸款業務及小額簡便貸款。在微型企業貸款市場本行之佔有率排名前三名，並連續二年獲中小企業信保基金遴選為年度績優金融機構。整體而言，本行中小企業放款業務快速成長，且風險之控管良好。

3,877 cards or 1% over a year earlier. Accounts receivable on these cards amounted to NT\$7,373.5 million, up 1.78% over a year earlier. Interest income totaled NT\$832.8 million for the year, an increase of NT\$167.3 million, a growth of 25.1% over the year before. Fee income amounted to NT\$514 million, up NT\$51.3 million or 11% over 2003.

(e) E-banking

The primary goal of the Bank's e-banking business is to provide customers rapid and convenient services. Current e-banking service include Internet banking, telephone banking, and the automatic teller machines installed in branches and off-branch premises.

b. Corporate Banking Division

In addition to traditional loans such as general loans (credit loans, secured loans) and guarantees (letters of credit, guaranteeing of promissory notes, and contract guarantees), the Bank is also vigorously developing the following types of corporate financing:

- (a) Various kinds of derivative products to provide clients with foreign-exchange risk-hedging tools in times of fluctuating interest and foreign-exchange rates.
- (b) Convertible bond structure loans, guarantees, and asset swaps to assist corporate clients in raising funds directly on the capital market.
- (c) Factoring of accounts receivable to provide rapid financing, based on shipping invoices, for receivables deriving from the shipment of goods.
- (d) Cash management service, provide corporate customer total solution platform for cash payment operation.
- (e) In the Internet banking business, the Bank's e-Payment platform provides such services as company remittance and supplier financing.
- (f) In the syndicated loan business, the Bank coordinates with the medium- and long-term financing needs of small and medium-size companies by acting as lead bank and organizing such loans.
- (g) The Bank's corporate financial planning services include consultancy services for corporate and government project financing, private placement, mergers and acquisitions, structured finance, corporate reorganization, disposition of assets, financial engineering, and the privatization of government enterprises.

To optimize the use of assets, strenuous efforts were devoted to the development of high-profit products in 2004, and by the end of December the profit on such products had outpaced the ratio of profit on traditional loans.

c. Small and Medium Enterprises Department

In line with the government's policy of providing vigorous assistance to small and medium enterprises by helping them to obtain the capital they need to enhance their operating performance, the Bank's Small and Medium Enterprises Department provides small and medium enterprises with general loans as well as small loans. In the market for micro-corporate loans the Bank is among the top three banks in terms of market share, and has been chosen by the Small and Medium Business Loan Guarantee Fund for outstanding performance for two years in a row. The Bank's small and medium business loan business is growing rapidly, and its risk control is very well executed.

4、隴務曠

財務處對於企業行銷業務(TMU)以提供多元化商品如企業匯率、利率避險及資產管理為主要訴求，現有產品以FX/Currency Swap/Currency Option/IRS & Quanto Swap為主。除提供客戶雙率避險之需求外，另計劃增加利率結構產品及短天期資產管理產品..等，另針對金字塔頂端客戶群則以量身訂作之 structured product 為主。

(二) 本年度經營計畫：

1、消費金融曠

(1) 財富管理業務

本行在93年中導入了財富管理系統，除了可依據客戶之投資屬性與風險承受度規劃其資產配置外，更提供理財專員完備的客戶管理工具，進而提升本行對客戶之服務品質。而在信託產品策略方面，涵蓋了基金、連結債、以及組合式存款等商品；保險產品則以年金型及投資型保險等人身保險商品為主，且以協助客戶達到資產配置最佳化為目標。

在營運目標方面，則以增加手續費收入及新客戶數為要。而為了達成積極的業務目標，業務執行之重點為：

- ◆ 規劃品牌識別標誌，以提升知名度與能見度。
- ◆ 設置旗艦分行為示範分行，以將新的財富管理中心之品牌概念，傳達至各分行通路。
- ◆ 將所有分行依據地區屬性及分行密度，區分為「一般分行」及「財富管理分行」，俾使本行之財富管理業務更上一層樓。
- ◆ 加強人才訓練與運用，以提升專業度與人力資源效率。
- ◆ 修訂獎金制度，以有效達成業務目標及業務方針。



(2) 房屋貸款業務

房貸業務以開發新客源、維持現有客戶之貸款餘額及專攻勞貸轉貸市場為主。93年度，本行更經勞委會評定為五家勞貸轉貸指定銀行之一，此更加深了消費者對於本行之勞貸為訴求之品牌印象。此外，亦增加房貸業務人數及修訂獎金制度，以更有效激勵房貸業務人員之表現。

d. Treasury Division

The Treasury Division offers corporations a wide diversity of products, through the Treasury Marketing Unit, to meet their need to hedge against foreign exchange and interest rate risks as well as fulfill their asset management requirements. Current products consist mainly of FX/currency swaps/currency options/IRS and quanto swaps. Besides providing customers with double exchange rate risk hedging, plans are being made to add interest rate structured products and short-term asset management products, among others. The Division also provides customized structured products for customers at the top of the pyramid.

(2) Operating Plans for the Fiscal Year 2005

a. Consumer Banking Division

(a) Wealth Management

The Bank brought in a wealth management system in mid-2004 to plan asset allocation for customers in accordance with their investment preference and the extent of risk-taking, and to provide customer management tools with financial planning specialists so as to upgrade the quality of the Bank's customer services. The Bank's trust product strategy encompasses trust funds, structured bonds, and structured products, while the insurance business focus primarily on life insurance products such as annuity and investment-type insurance that allows customers optimize the deployment of their assets.

The business goals are to increase fee income and the number of new customers. The business efforts designed to achieve these goals include the following:

- ◆ Launch a wealth management logo to raise business image and awareness.
- ◆ Set up flagship branch to serve as a model branch to propagate the wealth management brand concept to other branches.
- ◆ Segment branches, in accordance to their regional attributes and branch density, into "Full function branches" and "wealth management branches" to elevate the Bank's wealth management business to a higher plane.
- ◆ Strengthen employee training and utilization to enhance specialization and the efficiency of human resources.
- ◆ Revise a bonus scheme to facilitate the achievement of targets and business directions.

(b) Mortgage Loans

In the mortgage loan business, the Bank focuses primarily on developing new customers, maintaining the amount of loans outstanding of existing customers, and refinance of labor loans to the Bank. In 2004 the Council of Labor Affairs named the Ta Chong Bank as one of the five designated banks for the refinance of labor loans, which deepened the Bank's brand attraction for this business. In addition, home-loan sales were increased and the bonus system was revised with the aim of stimulating home-loan sales performance.

(3) 信用貸款業務

信用貸款部門甫於93年11月成立，不但將信貸業務人員專職化，更將增加業務人員人數，並同時運用委外行銷通路與電話行銷通路。在產品部分則以新產品開發為主，並以申請簡便、快速為訴求。

(4) 現金卡業務

由於各銀行現金卡之行銷策略已逐步走向價格競爭，將壓縮未來推廣新卡之利潤空間。因此，本行現金卡重點除了增加發卡數外，更強調放款利息收入之成長，並藉由各式行銷活動，有效提昇動用率及持卡人平均貢獻度，維持穩定餘額成長並增加利息及手續費收入；另一方面，將以MIS分析為基礎，以針對不同市場區隔客戶之不同需求，開發新產品，強化分眾行銷管理以提高業務發展之效率，並將持續強化產品面及通路面之開發以拓展新商機。

(5) 信用卡業務

在過去兩年，本行信用卡業務偏重於以各類貸款（代償／無息隨意金）為主，一般刷卡消費為輔，94年度將致力於提升活卡率，進而提高每卡刷卡金額。另外，尋找策略聯盟夥伴及加

強與本行客戶之交叉行銷亦為業務之重點。而在通路部分，則修訂行員推薦流程強化分行通路，並建立自行通路及強化電話行銷。在組織部分，則採扁平化策略，並強化業務與行銷人員之配置。此外，將進行信用卡主機升級，以加強產品及服務之競爭力。

(6) 電子金融業務

本行電子金融業務，著重於鼓勵客戶使用電話銀行與網路銀行，以降低交易成本及增加方便性。



2、企業金融

除傳統授信業務如一般放款、各項保證業務，以及獲利來源穩定之應收帳款業務外，為因應近年來市場變化，提供企業更完整之服務，本年度仍將延續93年度所積極發展之各項業務，業務內容說明如下：

(1) 企業理財顧問：有別於以往單純與企業戶往來授信業務，本處配合往來企業之資金流向，提供理財諮詢服務/產品，包括財務顧問服務(包括企業與政府機構之專案融資顧問、私募、合

(c) Personal loans

The personal loan department was set up in November 2004 to bring greater professionalism to personal loan personnel and increase their sell force, The business concentrates on the development of new products and offering a simple and rapid approval process.

(d) Cash Cards

The cash-card market has been moving steadily toward price competition, and this will squeeze the room for profits in the future promotion of new cards. In addition to increase the number of cards issued, the Bank will place more emphasis on the growth of income from loan interest and will deploy various marketing activities to boost card usage and the average contribution of cardholders so as to maintain a stable growth in outstanding amount, interest income and fee income. In addition, the Bank will use MIS analysis as a base for new products development to satisfy customers needs in different market segments, reinforce segment marketing so as to heighten the efficiency of business development, and continue strengthening the development of channel so as to create new business opportunities.

(e) Credit Cards

The Bank focus primarily on loan products (Balance Transfer product and Interest-free loans) over the past two years, with secondary emphasis on card spending. In 2005 the Bank will strive to increase the number of active cards to increase spending per card. In addition, the Bank will seek out strategic alliance partners and increase product cross sell to its customers. In the area of marketing channels, the staff referral process will be revised to reinforce branch channel, the Bank will establish its own sales channels, and telephone marketing will be strengthened. In the area of organization, a delayering strategy will be adopted and the deployment of sales and marketing staff will be reinforced. In addition, the upgrading of credit card host system will be carried out so as to strengthen the competitiveness of the Bank's products and services.

(f) E-banking

In its e-banking business the Bank emphasizes on encouraging customers to use telephone and Internet banking so as to reduce transaction costs and increase convenience.

b. Corporate Banking Division

In addition to traditional loan businesses such as general loans, guarantees, and factoring with its stable source of income, the Bank will respond to market changes and offer companies a comprehensive range of services in 2005 by continuing with 2004's vigorous development of various items of business, as follows:

(a) Corporate Financial Planning Consultancy

Unlike the purely lending business which this Division carried out with corporate customers in the past, it will now coordinate with corporate customers' flow of capital to provide financial planning

併與併購顧問、財務結構規劃、企業重整以及資產處分、財務工程、公營事業民營化等顧問服務)。

- (2) 聯貸案/特殊結構商品：自88年開始擔任聯貸主辦行角色至今，已順利完成十多案主辦案件(含共同主辦)。本主辦行所主辦之案件有別於以往聯貸案多以機械設備為擔保品，本行多以應收帳款為本行副擔保，提供企業更靈活之融資管道。本處仍將持續推行該項業務，以增加本行收益。
- (3) 資本市場產品：自92年度起本行承作多家企業客戶之CB、ECB資產交換、保證、授信及投資業務，本處亦於93年度順應客戶需要而跨入該資本市場產品，並與本集團之大眾證券密切合作，以提供本行客戶適切的服務。
- (4) 企業網路銀行：配合網際網路的普及，本行於89年12月底已陸續成功推出e-Payment、e-Check、e-Cash及e-Finance等資金管理產品，並獲得仁寶電腦、光陽工業等大企業的採用。本項產品已由傳統的付款服務擴充為收款服務，且於去年與台塑集團合作全力推展[台塑網電子商務交易平台]，提供其供應商線上融資，預計增加存款績效、放款收益且因還款

來源明確，降低供應商融資風險。本年度將持續與各企業合作，以滿足客戶資金管理需求，進而提昇本行獲利能力。

(5) 現金管理服務：發展電子金融服務平台，

建構完整的企金收付服務，特別是針對B2B(企業對企業)與B2C(企業對消費者)之收款金流作業平台。例如：虛擬帳號(Virtual Account)收款、超商通路收款、ACH收款、全國性繳費作業平台、網路ATM等服務，期使本行成為客戶之金流服務管理銀行，提高非授信產品之收益。



services and products, including financial consultancy such as consultancy services for project financing for corporations and government agencies, private placements, mergers and acquisitions, structured financial planning, corporate reorganization and disposition of assets, financial engineering, and privatization of government enterprises).

(b) Syndicated Loan/Special Structured Products

Ever since the Bank began acting as lead bank for syndicated loans in 1999, it has served in this capacity for more than 10 cases (including those handled jointly). Unlike past syndicated loans, which mostly used machinery and equipment as collateral, the Bank uses mainly accounts receivable as secondary collateral, thus providing enterprises with a more flexible financing channel. The Bank will continue pursuing this business so as to increase its income.

(c) Capital Market Products

Beginning in 2003 the Bank has carried out CB and ECB asset exchange, guarantee, loan, and investment operations for numerous corporate customers. In 2004 the Division responded to client needs by stepping into such capital market products, cooperating fully with Ta Chong Securities Co., to provide the Bank's customers with the appropriate services.

(d) Internet Banking

In line with the popularization of the Internet, the Bank introduced e-Payment, e-Check, e-Cash, and e-Finance money management products at the end of December 2000. These services have been adopted by Compal Computer, Kwang Yang Motor, and other large enterprises. This business has been expanded from the traditional payment services to include collection services, and last year the Formosa Plastics e-Commerce Transaction Platform was developed in cooperation with the Formosa Plastics Group to provide online financing for the Group's suppliers. This expansion is expected to improve deposit performance and loan income; and, because it provides a clear indication of payment sources, it will lower the suppliers' financing risk. During this year the Bank will continue cooperating with corporate customers to satisfy their capital management needs and enhance the Bank's profitability.

(e) Cash Management Service

Money management services: Establishment of an e-banking service platform and building up of comprehensive corporate collections and payments services, especially B2B (business to business) and B2C (business to consumer) funds-flow operating platforms for collections--for example: virtual account collection, supermarket collection, ACH collection, national fee payment operations platform, Internet ATM, and other services--with the aim of developing the Ta Chong Bank into the customers' bank of choice for the management of funds-flow services and of increasing income from non-loan products.

3、中小企業部

為維持獲利水準及業務發展，除現行區隔市場之訂價及行銷策略外，以開拓新客源及利基市場為主，搶攻店商舖及微型企業，並以小額放款、審核機制，及配合信保基金之保證，有效控管授信風險。因此，本年度之經營重點如下：

- ◆ 持續強化現有產品設計，以聚焦目標客戶：修正目前活力貸系列產品評分表及相關辦法，強化市場性與競爭性，開拓新客源及特定市場。
- ◆ 針對舊戶設計專案產品以維繫舊戶，提高客戶滿意度、忠誠度，並降低客戶流失率：除落實專案之推廣，並將成立活力貸家族，擬訂MGM回饋專案，以服務舊戶，增加向心力。
- ◆ 開發多元化產品，以擴增市場佔有率：為因應同業削價競爭，將投入代償市場，擴增市場佔有率。此外，將配合市場需求，開發多元化之授信商品，延伸營運之觸角。
- ◆ 人員整編，提昇業務績效：除持續教育訓練，提昇專業能力外，加強業務人員之整編及篩選，並修訂獎金制度，擬訂業績競賽辦法，以有效激勵人員之表現。
- ◆ 提高活力貸產品之知名度：除加強本行網頁產品廣告外，將透過一系列平面廣告，及企劃活動之設計，加深活力貸產品之品牌知名度。
- ◆ 簡化作業流程，提高服務品質：作業面將導入E-Loan系統，簡化作業程序，提高效率及服務品質。



4、隴務睭:

鑑於美國從93年6月起，連續五次聯邦準備理事會例會皆調高利率一碼，及94年2月份也相繼提高一碼至 2.5%，展望今年美國升息腳步依然不變的情況，客戶負債面隨利率上升，資金成本相對提高的情形明顯增加，廠商對於負債面利率避險之需求迫切度亦相對提高，本行也積極提供廠商利率避險產品之需求。

c. Small and Medium Enterprise Department

To maintain profit at a proper level and keep up business development, in addition to the existing market segment pricing and marketing strategy, which is aimed primarily at developing new customer sources and niche markets, the Bank focuses on stores and micro-enterprises and uses small loans, the approval process, and coordination with guarantees from the loan guarantee fund to control loan risk. This year, therefore, operating focus will be on the following tasks:

- ◆ Continued reinforcement of existing product design so as to bring in target customers: The existing product scoring record for the "dynamic loan" series and related measures will be revised to reinforce market orientation and competitiveness, and develop new customer sources and designated markets.
- ◆ Consolidation of old customers by designing products specifically for them, thereby heightening customer satisfaction and loyalty while reducing the rate of customer loss: In addition to carrying out special programs, the Bank will establish a "dynamic loan family" and formulate an MGM payback scheme to serve old customers and strengthen their loyalty.
- ◆ Development of diversified products to expand market share: To counter price-cutting competition in the industry, the Bank will involve itself in the agency payment market as a means of increasing market share. In addition, the Bank will develop a diversified range of loan products in line with market needs so as to expand the reach of its operations.
- ◆ Reorganization of personnel to upgrade business performance: In addition to carrying on with education and training aimed at enhancing professional abilities, the Bank will strengthen the reorganization and screening of sales personnel; at the same time, the bonus system will be revised and performance competitions devised to stimulate staff performance.
- ◆ Heightening of the awareness of "dynamic loan" products: Besides strengthening the Bank's web product advertising, a series of printed advertisements and planning activities will be designed to deepen the brand awareness of "dynamic loan" products.
- ◆ Simplification of operating processes and enhancement of service quality: The e-Loan system will be introduced to simplify operating procedures and enhance efficiency and service quality.

d. Treasury Division

With the United States Federal Reserve Bank raising interest rates by 25 basis points five times in succession in the last seven months of 2004, and continuing with another 25-basis-point increase in February this year to 2.5%, and with the likelihood that there will be no change in the pace of the American interest-rate hikes this year, the capital costs of the Bank's customers will rise along with the interest rates. This will be accompanied by a corresponding increase in the urgency of the corporate need for interest-rate hedging, and the Bank will work vigorously to provide interest-rate hedging products to meet that need.

(三) 市場分析：

1、消費金融

近年來在銀行業者強力清理逾期放款的努力下，多數銀行的財務狀況已經隨著整體經濟面安定度的升高而趨於穩定。然而，由於銀行業本身的結構性問題以及市場激烈競爭，致使獲利率仍然偏低。另外，放款利率仍處於低檔，也使銀行業在處理潛在問題資產方面的空間有限。台灣銀行業必須進一步提升風險管理能力，以便因應更趨多元之營運環境。



目前台灣信用卡市場整體流通卡數約為44億萬張，93年1-12月份刷卡消費金額為新台幣12,544億元，預借現金金額為新台幣2,058億元，合計全年總刷卡金額為新台幣14,602億元；在循環信用餘額方面，金額則持續成長，93年12月整體總循環信用餘額新台幣4,579億元，比92年12月底新台幣3,998億元增加約15%。

台灣信用卡市場已進入成熟階段，信用卡發卡量已不易有明顯之成長空間，各銀行多轉向開發餘額代償及分期卡市場，以爭取利息收入之成長。

◆ 有利因素

- (1) 透明度提高：主管機關引進與國際規範相近的揭露標準，準備採用較為嚴格的逾期放款定義，並提高放款損失準備的提列標準，這些規定將於民國94年7月起生效。
- (2) 主管機關主導的接管及合併啟動：主管機關的目標是在短期內加速對面臨經營困境的銀行採取接管的行動。
- (3) 金管會通過「銀行辦理財富管理業務應注意事項」：金管會已通過「銀行辦理財富管理業務應注意事項」。且將財富管理業務列為「區域金融服務中心推動方案」之重要推動措施。此作法對於健全我國財富管理業務之發展有所助益。

◆ 不利因素

- (1) 過度倚賴利息收入：台灣多數銀行業者均高度仰賴利息收入。非利息收入雖在逐步增加當中，但在各銀行總營收中所佔的比重依舊不大。
- (2) 備抵呆帳準備提列不足：雖然台灣銀行業92年底的平均備抵呆帳覆蓋率已由90年的14%，提高至23%，但與預估為50%的不良資產損失率相較，整體銀行業的備抵呆帳覆蓋率依舊不足。

(3) Market Analysis

a. Consumer Banking Division

With the strenuous efforts that all banks have devoted to the clearing up of non-performing loans in recent years, financial conditions for most banks have become more stable along with the increase in the stability of the overall economy. The structural problems of the banking industry itself, however, together with the intense competition in the market, have kept profit margins at a low level. Furthermore, interest rates on loans remain at a low level, and this limits the room available to banks in taking care of potential problem assets. Taiwan's banking industry must further enhance its risk management capability to cope with the increasingly diversified operating environment.

The total number of credit cards circulating in Taiwan at present time is approximately 44 million, and the amount of card spending in 2004 was NT\$1,254.4 billion. Cash advance amounted to another NT\$205.8 billion, bringing total card spending in 2004 to NT\$1,460.2 billion. The amount of revolving balance in the market continued to grow, reaching NT\$457.9 billion in December; compared with the NT\$399.8 billion outstanding in December 2003, this was an increase of about 15%.

Taiwan's credit card market has reached the stage of maturity, and it is no longer easy to find room for a substantial increase in card issuance. In their ongoing pursuit of interest income growth, the banks have responded to this situation by developing the balance transfer and installment card markets.

◆ Favorable Factors

- (a) High degree of transparency: The authorities have brought in disclosure standards that are close to international norms, and are preparing to adopt a more stringent definition of non-performing loans as well as to increase the appropriation of reserves for losses on loans. The new rules will take effect in July 2005.
- (b) Government-guided takeovers and mergers: The goal of the authorities is to accelerate the takeover of banks that face operating difficulties within a short time.
- (c) Passing of the Matters of Note for Banks Undertaking the Wealth Management Business by the Financial Supervisory Commissions: The FSC has already passed these Matters of Note, and has listed the wealth management business as a key item in the Regional Financial Service Center Promotion Program. This will help strengthen the development of Taiwan's wealth management business.

◆ Unfavorable Factors

- (a) Excessive dependence on interest income: The majority of Taiwan banks have a heavy reliance on interest income. While non-interest income is increasing step by step, such income remains a small part of total operating income.
- (b) Inadequate allocation of reserves against bad debts: Although the average coverage against bad debts in Taiwan's banking industry rose from 14% at the end of 2001 to 23% at the end of 2003, compared with the projected 50% loss rate from bad assets, the rate of coverage in the banking industry as a whole remains inadequate.

- (3) 風險管理仍待加強：雖然有少數國內銀行已開發出相當精進的風險管理系統，但國內整體銀行業的風險管理能力仍舊處於發展階段。儘管國內銀行業的營運環境更趨多元，但部分銀行業者仍相當仰賴主管機關的規定，作為其風險管理的準則。

2、企業金融

在近年大環境不景氣，國內廠商投資、擴廠腳步減緩，市場競爭者過多以致價格條件不佳等因素影響下，整體金融環境經營困難，且本行現無設置海外分行或辦事處，惟本行企金部門近年不斷推出新金融產品因應市場，並持續進行組織、制度之改革，且加強風險管理、提高作業效率，使企金部門能夠面臨嚴峻的環境挑戰。

本行之企金營業目標為：

- (1) 發展低風險之業務，以服務品質而非承擔風險增加手續費收入比重。
- (2) 授信方向揚棄以資產為評估基礎，轉向以交易為基礎，具自償性之融資。
- (3) 提供產業供應鏈金融服務，並發展與企業內系統相結合之服務系統。
- (4) 大力推展無實體、網路化之B2B、B2C服務。
- (5) 運用有線、無線網路科技，提升服務效率，降低作業成本。

◆ 有利因素：

- (1) 組織改造、專業分工：

將傳統上分行同時承作企業金融、消費金融模式，改為企業金融集中化，企金業務人員訓練、管理更具效率，並獨立審查部門、催收部門，以收徵信獨立之效果及保障本行債權。

- (2) 產品多元化、增加市場競爭力：

為因應近年來市場變化，提供企業更完整之服務，積極發展各項新型企業授信、理財業務，如應收帳款業務、衍生性金融商品、網路銀行業務、聯貸授信主辦業務以及理財顧問業務等。



- (c) Needed strengthening of risk management: Although a few domestic banks have developed fairly sophisticated risk management systems, the risk management capability of the island's banking industry as a whole is still in the developing stage. While the operating environment for the domestic banking industry is becoming more diversified, some banks still rely to a considerable extent on government regulations as their risk management criteria.

b. Corporate Banking Division

With the larger environment being weak in recent years, domestic companies have slackened their pace of investment and factory expansion; and, with too many competitors in the market leading to poor pricing conditions, operations in the overall financial environment have been difficult. The Ta Chong Bank currently has no overseas branches or offices, but in recent years the Corporate Banking Division has constantly introduced new products to meet market needs and has continuously carried out organizational and systemic reform, strengthened risk management, and enhanced operating efficiency to enable it to meet the challenges of the difficult environment.

The goals of the Bank's corporate banking operation are as follows:

- (a) Development of risk-free businesses and increasing of fee income with service quality instead of undertaking risk.
- (b) Abandonment of assets as the basis for loan evaluation and switching to self-compensating loans with transactions as their basis.
- (c) Provision of funds-flow services for supply chains, and development of service systems linked to internal corporate systems.
- (d) All-out promotion of Internet B2B and B2C services.
- (e) Utilization of cable and wireless Internet technology to enhance service efficiency and reduce operating costs.

◆ Favorable Factors

- (a) Organizational re-engineering and professional division of labor: The traditional branch model, with branches handling both corporate and consumer banking, will be changed to centralized corporate banking with training for corporate banking sales personnel and more efficient management, along with independent examination and collection units designed to achieve the effect of independence in credit investigation and more effective assurance of the Bank's creditor rights.
- (b) Product diversification and strengthened market competitiveness: To cope with the changes that have taken place in the market in recent years, corporate customers are provided with a more comprehensive range of services and new corporate loan and financial planning businesses, such as factoring, derivative products, Internet banking, the organizing of syndicated loans, and financial planning consultancy, have been developed.

(3) 服務差異化、創造利潤：

免除市場殺價競爭，藉由提高授信人員素質、推出新種金融商品，提供優質服務，創造利潤。

◆ 不利因素：

(1) 多家銀行競相爭食國內企業金融市場，以低價搶辦授信案件情形仍時有所聞。而金融控股公司成立，挾其資源整合與交叉銷售能力，削價競爭之情況仍難以改變。

(2) 企業戶以直接金融取得資金比重增加，並償還銀行貸款，增加銀行放款壓力與價格益形惡化。

3、中小企業部

近年經濟景氣低迷，金融同業為控制授信風險，降低逾放比率，大企業放款趨於保守，相對於配合信保基金之中小企業放款，反而成為同業必爭之地，競爭激烈。

◆ 有利因素

(1) 目標市場區隔之選定明確。

(2) 採行銷管理之業務推廣模式。

(3) 建立MIS、業務人員績效管理制度。

(4) 產品訂價具彈性及市場性。

(5) 採專家式銷售方式。

(6) 風險管理能力佳。

(7) 質與量兼顧之經營策略

(8) 直轄銷售部隊之組織型態，業務推展性及適應性佳。

◆ 不利因素

(1) 同業競相投入、削價競爭、惡性挖角。

(2) 採固定利率報價，資金風險較高。

(3) 後線作業平台較缺乏彈性。



(c) Service differentiation and creation of profit: The Bank avoids price-slashing competition and creates profit and offers different kinds of services by enhancing the quality of loan personnel and introducing new financial products.

◆ Unfavorable Factors

(a) A large number of banks compete with each other to control the domestic corporate banking market, and the use of low prices to win loan cases still happens occasionally. The establishment of financial holding companies, with their resource integration and cross-marketing capabilities, makes it difficult to bring about change in the price-cutting competition.

(b) The ratio of direct financing to obtain corporate capital has increased, and corporations are using this method to pay off bank loans. This increases the loan pressure on banks and causes a constant deterioration of prices.

c. Small and Medium Enterprise Department

With economic activity being at a low level and the banks striving to control loan risk and lower their NPL ratios in recent years, the banks have become conservative in their lending to large enterprise and have begun contesting the field of loans made to small and medium enterprises in coordination with the loan guarantee fund. Competition in this field has become intense.

◆ Favorable Factors

(a) A clear choice of target market segment.

(b) Adoption of the marketing management model of sales promotion.

(c) Establishment of MIS and salesperson performance management systems.

(d) Flexibility and market-orientation of product pricing.

(e) Adoption of the expert type of sales system.

(f) Good risk management ability.

(g) An operating strategy with equal emphasis on quality and quantity.

(h) A form of organization in which the sales team reports directly, providing good sales promotion and adaptability.

◆ Unfavorable Factors

(a) Banks competing to enter the business, price-slashing competition, vicious pirating of employees.

(b) Use of fixed interest rates when quoting prices, leading to higher capital risk.

(c) Lack of flexibility in rear-line operating platforms

4、隴務曠

本國銀行業的服務性產品市場就像消費性包裝產品或大眾服務業一樣，已漸趨成熟。根據麥肯錫公司研究，企業與個人都十分期待創新的銀行產品與服務，企業需要的是像風險管理產品，以及資產與現金流量為基準的貸款；一般消費者則需要支票與貨幣市場帳戶、更先進的投資產品，以及新的服務管道，如電話銀行、家庭銀行、網路銀行等。

根據麥肯錫公司市場調查，如遠期外匯契約、衍生/風險管理產品、資產融資等，在台灣市場上尚未充分開發，相當有發展的潛力。大企業戶尤其需要多元化的資金管理工具，如歐洲可轉換債券、全球存託憑證等，也是很好的發展機會。

目前整個銀行金融市場的發展，傾向複雜性更高的產品及服務，不同區隔市場的客戶，不論是在經濟規模、購買因素或產品需求上，都有極大的差異。銀行應該為自己定好區隔，針對顧客需求設計實用的產品、服務，並培養專業的技能，以贏得目標客戶的惠顧。

企業或個人客戶對金融服務已逐漸由單一產品或服務的選購，轉變成套餐型(package)服務的需求，故有能力可以自行提供或整合

其他金融機構，同時提供存放款、支付證券和保險等配套的理財服務的銀行，才能贏得產業價值鏈中更長的一段。



(四) 金融商品研究醞業務發展概況：

1、最近二年內主闢金融商品及增設之業務部門

(1) 資本市場產品：

有鑑於國內上市櫃企業採用「可轉換公司債」於資本市場籌措資金，本行企金處於93年第一季積極與證券業合作以跨足該市場，以提供客戶完整的服務。截至93年底，本業務收益約損益兩平。

(2) 企業理財產品：

93年12月成立「企業理財部」並取得主管機關之營業核可，提供財務顧問服務(包括企業與政府機構之專案融資顧問、私募、合併與併購顧問、財務結構規劃、企業重整以及資產處分、財務工程、公營事業民營化等顧問服務)與聯貸業務。由於本部門成立不久，尚無獲利資料。

d. Treasury Division

Taiwan's market for service-type banking products, like that for consumer package products and public services, is reaching maturity. A McKinsey study shows that companies and individuals alike want innovative banking products and services; companies need risk management products and loans based on assets and cash flow, while the general consumer needs checking and money market accounts, more advanced investment products, and new service channels such as telephone banking, home banking, and Internet banking.

According to the McKinsey market study, forward forex contracts, derivative/risk management products, and asset financing have not been fully developed in the Taiwan market and still have substantial potential for further development. Large corporate customers especially need diversified capital management tools such as European convertible bonds and global depository receipts, offering lucrative opportunities for development.

At the present time the banking market is moving toward products and services of greater complexity as well as customers in different market segments which feature huge differences in terms of economic scale, purchasing factors, and product demand. Banks should pinpoint their market segments and design practical products and services that meet customers' needs, and they should nurture professional skills that will win the patronage of their target customers.

In their choice of financial services, both corporate and personal customers are switching from the purchase of single products or services to package services. Only those banks that are able to provide financial planning services that encompass loans, securities payments, insurance, and other auxiliary products on their own, or in cooperation with other financial institutions, will be able to win control of longer sections of industrial value chains.

(4) Financial Product Development and Business Development

a. Major Financial Products and Business Units Added in the Most Recent Two Years

(a) Capital market products: In view of the use of convertible bonds by domestic listed companies to raise funds in the capital market, the Ta Chong Bank's Corporate Banking Department entered that market in cooperation with securities companies in the first quarter of 2004. By the end of the year, this business had achieved a balance.

(b) Corporate financial planning products: In December 2004 the Bank set up a Corporate Financial Planning Department to provide financial consultancy services including project financing for corporations and government agencies, private placement, mergers and acquisitions, structured finance, corporate reorganization and the disposition of assets, financial engineering, and consultancy for the privatization of government enterprises. Since this unit has been operating only a short time, it has no profit data.

- (3) 於93年12月將「財富管理科」擴大為「財富管理部」，並於93年11月成立「信用貸款部」，此2個部門成立時間尚短，無獲利資料。
- (4) 93年成立衍生性金融商品開發及設計小組，全力創新新金融產品，並順利取得12張新產品執照，以因應變化多端的金融領域與全球化市場，並針對個人財富管理，推出組合式存款，以提供客戶更多元化、全球化的理財產品，落實大眾化之金融服務。

2、列明最近二年度研究發展支出及其成果請並略述未來研究發展計畫。

(1) 徵審系統及催收系統

信用卡於93年開始進行工研院OCR徵審系統第二期工程已完成上線。94年度仍將持續投資進行第三期系統升級計劃，屆時將再全面提昇審核作業品質、加速作業流程及更具處理彈性。採用工研院研發之催收系統，積極提昇催抵效率及催收資源有效配置，目前延滯比率及呆帳比率均低於同業平均值以下，在落實風險管理、提昇資產品質部份，已見成效。



(2) 客戶金融服務

整合現金卡作業中心及電子銀行服務中心之電話/語音資訊，以提升客服品質；新增台幣組合存款並同步強化外幣組存到期本金轉換商品機制及加值型產品可扣權利金之作業及質借、中途解約等功能；綜合理財對帳單增加語音轉帳資料、組存資料及多利專案投資等資料，讓客戶獲取更豐富與完整的訊息；建置長庚養生村繳款作業，開發臨櫃繳款、票據繳款、匯款繳款與自動櫃員機之繳款及其銷帳機制，提供更多元的繳款管道；現金卡系統增設期中管理額度調整功能，另對本行現金卡優良客戶推出之「現金卡優良客戶信用貸款」專案，及「現金

- (c) The Wealth Management Section was expanded into the Wealth Management Department in December 2004, and the Personal Loan Department was established in November 2004. Since these two units have been operating only a short time, they have no profit data.
- (d) In 2004 the Bank set up a Financial Derivative Product Research and Development Team to develop innovative new financial products, and the team quickly obtained 12 new product licenses to meet the needs of the rapidly changing financial arena and of market globalization. To serve the needs of personal wealth management, structure deposits were introduced to give customers diversified and globalized financial planning products, and to carry through with the popularization financial services.

b. Research and Development Spending for the Most Recent Two Years, Results of R&D, and Future R&D Plans

(a) Credit Investigation System and Debt Collection System

The second-stage OCR credit investigation system for credit cards, developed by the Industrial Technology Research Institute (ITRI), has been completed and on line, and the Bank will continue its investment in the third-stage upgrading plan in 2005. This system will bring about an overall upgrading of the quality of credit checking and speed up the work process, while providing added flexibility as well. The Bank has also adopted the collections system developed by ITRI to upgrade the efficiency of debt collection and improve the efficiency of debt collection resources. The Bank's delinquent and bad-debt ratios are lower than the industry average, indicating that these new systems are proving effective in carrying out risk management and upgrading asset quality.

(b) Customer Financial Services

The telephone /voice services of the cash card and phone banking centers were integrated to upgrade the quality of customer service. The Bank offered NT dollar structure deposits and, at the same time, reinforced the functions of the mechanism for the automatic conversion of principle from matured foreign-currency deposits into structured products, the process for the deduction of royalty fees from value-added products, and the extension of collateralized loans and the annulling of contracts. In the consolidated banking statement, transaction record of phone remittance, structure deposits and in-house designed investment product, bringing customers a richer and more comprehensive range of information. A payment system for the Chang Gong health care village was installed, and a system of payment via teller, check, remittance, and ATM was developed to provide more channels for payment. A mid-term credit line readjustment function was added to the cash-card system; and, for preferred cash-card customers, a Preferred Cash Card Customer Personal Loan program and Preferred Cash Card Customer Preferential Loan program were introduced to reward cash card customers. The installment card program offers consumers a "Most Convenient and True

卡優良客戶優惠貸款」專案，以回饋現金卡客戶；信用卡分期卡專案係提供消費者「最方便且真正0利率0手續費的分期付款信用卡」，不限金額,不限通路,刷卡即可享0利率0手續費。

(3) 內部營運效能管理

網路頻寬作業提升，北高集線中心各以FTTB(5MB/sec)光纖專線連接至Hi-Link，且北高骨幹亦同步提高為E1專線(2048K/sec)，以強化交易處理效能；建立現金卡客戶資料及其往來實績專屬資料庫，以為相關功能查詢及分析客戶資料使用；建立電子謄本系統連結地政機關資料庫,自動申領,不須花費大量時間及成本逐筆委外或上網申請下載；完成外匯指定分行利息提列自動化，提供外幣放款應收利息提列作業功能；建置國際應收帳款系統，取代人工作業。

(4) 加強風險管理

配合主管機關辦理完成新版「授信餘額月報檔」等相關授信資料之提供，於每筆放款徵信時，可經由聯合徵信中心查詢客戶在各銀行之借款資料，掌握客戶風險；強化e-JCIC功能，自動化查詢客戶信用狀況，確實掌控客戶信用風險；完成晶片金融卡系統建置，以杜防金融卡偽造案件日異猖獗，確保客戶權益；票券(無實體)結算交割保管清算系統係為建立一高效率、安全可靠之電子化集中保管結算交割機制，達到減少交割風險、提高交割效率、便利資金運用與管理等長遠目標。

(5) 目前陸續建置

消費性房貸自動化徵審系統暨不動產鑑估系統，將消費性房貸徵審流程電腦化並整合網路電子謄本、聯徵系統、鑑價作業表單與流程電子化，以提昇整體作業及風險控管效能並降低作業成本；現金卡作業之提升包括：現金卡專屬催收系統、現金卡信用評分系統、現金卡「好事成雙專案」作業、ATM畫面新增「現金卡服務」專區選項；建置晶片信用卡，以保障客戶權益，以收防偽之效；研製消費金融及企業金融營運分析報表，提供績效評估及業務推廣資訊；建置新分行系統、分行作業中心及印鑑影像管理系統、以及新核心系統。



Zero-Interest, Zero-fee Installment Payment Card" by which cardholders can enjoy zero-interest, zero-fee usage on the credit card with no limits on amount or channels.

(c) Internal Operating Efficiency Controls

Bandwidth operations were upgraded, with Taipei and Kaoshiung centers each using FTTB (5MB/sec) dedicated optical fiber cable to connect with Hi-Link, and both the Taipei and Kaoshiung trunk networks were simultaneously upgraded to E1 dedicated lines (2048K/sec) to reinforce handling efficiency. A special databank for cash card customer data and their record of transactions was established to use for enquiries of related functions and the analysis of customer data. An electronic registration form system was established and linked to the databanks of land administration agencies, providing for automatic retrieval so that large amounts of time and money need not be used to outsource case by case or to go online and apply for downloading. The automation of forex branch interest allocation was completed, providing for the allocation of interest receivable on foreign-currency loans. An international accounts receivable system was set up to replace manual operations.

(d) Strengthened Risk Management

With the government's completion of the new edition of the Loan Amount Monthly Reporting File and the provision of other relevant loan information, credit investigation for each loan can be carried out by inquiring through the Joint Credit Investigation Center about customers' borrowings from different banks, so as to gain a grasp of the customers' risk. The function of e-JCIC was reinforced to provide for the automated inquiry of customers' credit conditions and assure an understanding of their credit risk. An IC bank card system was established to bring a stop to the increasingly rampant counterfeiting of bank cards and protect customer interests. A bills (book entry) settlement and custodial system was set up to provide a highly efficient, secure, and reliable electronic centralized custodial and settlement mechanism and achieve the goals of reducing settlement risk, enhancing settlement efficiency, and facilitating funds utilization and management.

(e) Ongoing Installations

The automated credit investigation and real estate assessment system for personal housing loans computerizes the consumer housing loan investigation process and integrates and computerizes Internet registration copies, the joint investigation system, and value assessment forms and procedures so as to elevate overall operating and risk control performance and lower operating costs. The upgrading of cash card operations encompasses a dedicated cash card collection system, a cash card credit rating system, operation of the Good Things in Pairs cash card program, addition of a "cash card service" area to ATM display panels, and inauguration of IC credit cards to protect the interests of customers and prevent fraud. An analytical reporting form for personal banking and corporate banking is being formulated to provide information for performance evaluation and business promotion. A new branch system is being established, along with a branch operations center, chop image management system, and a new core system.

(五) 長、短期業務發展計畫。

1、消費金融

整體而言，本行之短期業務目標在於達到高獲利的成長，長期目標在於增加整體的市場佔有率、建立品牌知名度並達成獲利高成長之目標。

各主要業務之發展計畫分述如下：

(1) 財富管理業務

- ◆ 持續深耕資產配置規劃之概念，強調客戶導向之服務。
- ◆ 提供具有多元化、區隔化、以及創新特色之商品。
- ◆ 持續推行證照制度，確保理財專員之專業水準。
- ◆ 在96年達到信託管理資產排名前十名（不含外商與信託公司）之目標。
- ◆ 在96年達到新契約保險手續費收益排名前十名之目標。

(2) 房屋貸款業務

- ◆ 開發新客源及新產品。
- ◆ 深耕現有客戶，提升現有客戶之貸款餘額水準。
- ◆ 在96年達到房貸餘額1,000億之目標。

(3) 信用貸款業務

- ◆ 結合集團資源，積極拓展通路。
- ◆ 針對不同市場區隔之消費者，積極研發客製化產品。
- ◆ 簡化信用貸款作業流程，提昇服務品質。
- ◆ 在96年達到信貸餘額100億之目標。

(4) 現金卡業務

- ◆ 持續大量運用媒體廣告，以鞏固現有品牌根基及知名度。
- ◆ 持續擴編銷售人數，增加業務之廣度。
- ◆ 引進ALM/ATM等自動化機器設備，增加客戶服務之方便性。
- ◆ 持續定期舉辦教育訓練，強化作業規範，以有效控管作業風險。
- ◆ 在96年達到市場佔有率第三名之目標。

(5) 信用卡業務

- ◆ 重新包裝產品，增強客戶與產品之連結度，以強化客戶忠誠度。
- ◆ 升級信用卡系統，以較具彈性之系統，加速新產品／服務的推出與提供更優質的服務。

(5) Long- and Sort-Term Business Development Plans

a. Consumer Banking Division

In general, the Bank's short-term business is targeted at the achievement of high earnings growth while the long-term goal is focused on increasing overall market share, establishing brand awareness, and achieving a high growth of profits.

Development plans in major areas of business are listed below:

(a) Wealth Management

- ◆ Continued cultivation of the concept of asset allocation planning and emphasis on customer-oriented services.
- ◆ Provision of products that feature diversity, differentiation, and innovation.
- ◆ Continued promotion of the personal qualification to assure the professional standards of financial planning specialists.
- ◆ Enter into the list of top 10 banks (excluding foreign banks and trust companies) in terms of trust assets under management in 2007.
- ◆ Enter into the top-10 list in terms of fee income on new insurance policies in 2007.

(b) Mortgage

- ◆ Development of new customer sources and new products.
- ◆ Cultivation of existing customers to raise the amount of loans outstanding to them.
- ◆ Achievement of NT\$100 billion in outstanding home loans in 2007.

(c) Personal Loans

- ◆ Combining of Group resources in the vigorous development of marketing channels.
- ◆ Vigorous development of customized products for different market segments.
- ◆ Simplification of loan procedures and upgrading of service quality.
- ◆ Achievement of NT\$10 billion in personal loans in 2007.

(d) Cash Cards

- ◆ Continued use of large amounts of media advertising to consolidate the Bank's existing brand foundation and public awareness.
- ◆ Continued expansion of the number of sales personnel to increase the business breadth.
- ◆ Introduction of ALM/ATM and other automated equipment to increase the convenience of customer services.
- ◆ Continued holding of training courses on a scheduled basis and reinforcement of working standards in order to control operating risk effectively.
- ◆ Achievement of the goal of having the third-largest market share in 2007.

(e) Credit Cards

- ◆ Repackaging of products and strengthening of their linkage with customers so as to reinforce customer loyalty.
- ◆ Upgrading of the credit card Host system and use of a more flexible system to speed up the introduction of new products and services while providing excellent services.

- ◆ 異業策略聯盟，強化產品與服務內容，達快速拓展卡量之目標。
- ◆ 加強人員在職訓練，積極提高人員的工作能力與服務品質。
- ◆ 在96年達到應收帳款餘額100億之目標。

(6) 電子金融業務

- ◆ 推展客戶使用電話銀行與網路銀行，以降低交易之成本。
- ◆ 增強網路銀行提供之服務內容，以提升方便性及簡易性為目標。

2、企業金融

(1) 聯貸主辦案件：

視市場環境變化而設定目標，本行94年度之預算為主辦案件總金額台幣200億元為目標。

(2) 應收帳款：

93年度應收帳款發票量達新台幣1,400億元，較92年成長79%，表現優異。94年度之成長目標超過27%。

(3) 資金管理服務：

為了掌握企業授信戶還款來源及因應國內製造業外移大陸的趨勢，本行將持續以"網路銀行服務"針對產業上下游供應鏈，提供兩岸三地台商彈性的融資及資金管理諮詢服務。94年度以簽下150家中心、全年度匯款金流達新台幣1,500億元為目標。

(4) 企業理財業務：

衡諸我國當前產業結構的轉變、企業發展的階段及資本市場的蓬勃發展，完善穩健的財務規劃，不但可以提昇企業的競爭力，更可以壯大企業於國際舞台發展的實力，而企業併購三法的通過，亦提供我國企業透過併購方式，加速企業成長的一個完整的法令環境。此外政府不斷釋出民間參與投資公共建設計畫之商機、以及企業成長所面臨的財務結構調整需求、甚至於部份企業由於經營不善造成營運發生困境而導致信用危機或已處於進行紓困或重整之程序，均需要由財務顧問協助其進行相關財務規劃工作。本行提供之企業理財業務包括，企業與政府機構之專案融資顧問、私募、合併與併購顧問、財務結構規劃、企業重整、資產處分、財務工程、公營事業民營化等顧問服務以及聯貸業務。

- ◆ Establishment of cross-industry strategic alliances and reinforcement of product and service content so as to expand the number of cards issued rapidly.
- ◆ Strengthening of on-the-job training to enhance the work capabilities and service quality of Bank personnel.
- ◆ Achievement of the goal of NT\$10 billion in receivables outstanding by 2007.

(f) E-Banking

- ◆ Promotion of the use of telephone and Internet banking so as to reduce the cost of transactions.
- ◆ Strengthening of the service content provided by Internet banking so as to upgrade convenience and simplicity.

b. Corporate Banking Division

(a) Lead Bank for Syndicated Loans

Setting of targets in accordance with changes in the market environment. The Bank's 2005 budget target is NT\$20 billion in total syndicated loans with the Ta Chong Bank serving as lead.

(b) Accounts Receivable

The Bank's accounts receivable performance in 2004 was outstanding, with a total invoice amount of NT\$140.0 billion issued. This was an increase of 79% over the previous year. The growth target for 2005 is 27%.

(c) Funds Management Services

To gain an understanding of sources of repayment for corporate borrowers and in response to the outward migration of domestic manufacturers to mainland China, the Bank will continuously provide flexible cross-straits financing and funds management consultation, through Internet banking services, for up- and downstream supply chains. The targets for 2005 are the signing of 150 central plants and a total of NT\$150 billion in remittances.

(d) Corporate Financial Planning

In light of the changes that are taking place in Taiwan's industrial structure, its stage of corporate development, and the booming development of its capital market, comprehensive and steady financial planning can not only upgrade the competitiveness of enterprises but also expand their force for development on the international stage. The passage of the three laws related to corporate mergers provides a comprehensive legal environment for Taiwan's enterprises to speed up their growth through mergers. The government is also constantly offering opportunities under the program for private investment in infrastructure projects; in addition, companies needing financial reorganization as they grow, and those that are facing credit crises or are in the process of relief or reorganization brought on by problems deriving from failing operations, all require financial consulting to help with the related financial planning work. The corporate financial planning services offered by the Bank include project financing consulting and syndicated loan services for enterprises and government agencies, private placement, M&A, structured finance, corporate reorganization, assets disposition, financial engineering, and the privatization of government enterprises.

3、中小企業部

短期業務發展以維持高獲利高成長，選定目標市場加以區隔，創新產品以營造利基。鎖定目標客戶為小型企業、微型客戶，且營運佳、財務調度及議價能力差、資訊透明度不足之企業戶，並以微型企業貸款市佔率第一為短期目標。此外，簡化作業流程，提昇服務品質，加強教育訓練，提升人力素質，並透過人員之整編，強化組織之作戰能力。

長期業務目標為利用組織之優勢，以擴大市場佔有率；配合市場需求，設計多元化授信產品，並強化風險管控能力，以保持核心競爭力，成為中小企業之首選銀行。

4、隴務曠

除了延續創新，並將延攬市場菁英，持續推出新金融產品及財務操作工具，以因應金融市場之波動及滿足客戶資產負債管理之需求。此外，本行將完成外匯暨衍生性金融商品交易平台，以使外匯暨衍生性商品交易量持續成長、個人財富管理業務更具效率。

二、最近二年度及截至年報刊印日止從業員工人數、平均服務年資、平均年齡、學歷分布比率、員工持有之專業證照及罅修訓練情形。

		93年 12月 31日		
年度		91年度	92年度	當年度截至 93年 12月 31日 (註)
員工人數	合 計	1,849	2,234	2,701
	平均年歲	31.97	31.96	31.9
	平 均 服務年資	3.94	3.81	3.68
學 歷 分 布 比 率	博 士	0.06 %	0.05%	0.05 %
	碩 士	5.83 %	5.59%	5.59%
	大 專	78.43 %	76.39%	76.39%
	高 中	15.46 %	17.78%	17.78%
	高中以下	0.22 %	0.19%	0.19%
員工 持有 專業 證照 之 名 稱 及 人 數	銀行內部控制基本測驗證書			1080
	信託業務專業測驗證書			750
	理財規劃人員專業能力測驗證書			170
	人身保險業務員測驗證書			350
	投資型保險商品業務員測驗證書			80
	外匯人員專業能力測驗證書			70
	授信人員專業能力測驗證書			150

c. Small and Medium Enterprise Department

The goal of short-term business development is to maintain a high rate of high-profit growth through the selection and segmenting of target markets and the development of innovative products so as to build niches. Target clients are small enterprises and micro-customers with outstanding operations but weak financial deployment and price negotiation capabilities as well as inadequate transparency of information. The short-term target is to achieve No. 1 in market share for micro-enterprise loans. In addition, the combat capability of the organization will be reinforced through the simplification of working processes, the enhancement of service quality, the strengthening of education and training, the improvement of manpower quality, and the reorganization of the personnel system.

The long-term business targets are to use organizational advantages to expand market share, to design a diversified range of loan products, and to reinforce risk control capability so as to maintain core competitiveness and develop into the first choice of a bank for small and medium enterprises.

d. Treasury Division

In addition to continuing on with innovation, in 2005 the Bank will recruit elite personnel in the market and constantly introduce new financial products and operating tools to cope with the fluctuations in the financial market and satisfy the needs of customers for assets and liabilities management. In addition, the Bank will complete the development of a foreign exchange and derivative products transaction platform to provide for continuous growth in the trading volume of such products and bring greater efficiency to the personal wealth management business.

2. Number, Average Seniority, Average Age, Education, Professional Licenses Held, and Advanced Training of Employees for Most Recent Two Years and at Date of Publication of Annual Report

		Dec. 31, 2004		
year		2002	2003	Dec. 31, 2004 Total Number of Personnel
Item	Total Number of Personnel	1,849	2,234	2,701
	Average Age	31.97	31.96	31.9
	Average Seniority (years)	3.94	3.81	3.68
Educational Level	Ph.D.	0.06 %	0.05%	0.05 %
	Master's	5.83 %	5.59%	5.59%
	University or College	78.43 %	76.39%	76.39%
	Senior High	15.46 %	17.78%	17.78%
	Under Senior High	0.22 %	0.19%	0.19%
Professional Licenses Held	Banking Internal Control Basic Certificate			1080
	Trust Business Professional Certificate			750
	Financial Planning Professional Certificate			170
	Insurance Agent Certificate			350
	Investment-type Insurance Agent Certificate			80
	Foreign Exchange Professional Certificate			70
	Loan agent Professional Certificate			150

三、企業責任及道德行為：

本行對社會公益、學術文化及環境保護制度皆積極參與，希望能取之社會、用之社會，為員工創造一個優良的工作環境並為股東創造利潤。93年度本行為協助南亞地震災區災民，發起公司同仁樂捐活動，以發揮人道精神。總計捐款新台幣2,620,000元整。

本行近年來積極推動建教合作風氣，最重要的是發揮產業與學術界交流之功能，讓理論與實務結合；自去年起在學校課程安排方面，除配合學校水準安排，另按需要做部份規劃；此外根據大專院校系所之需求，提供講師參與校方講座，亦提供企業參觀與短期實習之機會，此舉可協助同學體認職場與課業的實務差異性、並藉由此機會，讓同學提早為未來作準備。

在部分學校系所主管與教授們的支持下，本行並提供相關畢業後就職機會，以創造學術與企業雙贏局面。大眾銀行，一步一腳印，並預期未來公司發展狀況再提供更多機會予學術機構，以善盡社會責任。

四、資訊設備

- (1) 主要資訊系統硬體、軟體之配置: 核心系統、外匯系統、信託系統、信用卡系統、分行系統、票債系統、央行通信系統、網路銀行系統、Notes 應用系統、現金卡系統、催收系統、其他應用系統。
- (2) 主要資訊設備之維護與緊急備援
本行資訊系統之軟硬體係採自行開發或委外維護，而硬體設備之緊急備援機制除採叢集、熱機及另一部備援機等方式備援外，針對重要系統的資訊設備另與IBM公司簽訂「資訊系統災害備援服務」合約，租用其備援中心與設備作定期演練，以強化災變時之異地備援防護措施，另訂定各種相關備援程序，以為回復作業之依詢，縮短設備復原時間。
- (3) 資訊設備之安全防護措施
 - ◆ 電腦中心設有門禁監視、環境監控及消防系統，IBM主機採用專屬安控軟體，多台防火牆管理連外網路防範外部入侵，且全行安裝防毒軟體，以確保資訊系統之安全。
 - ◆ 網路銀行之交易，除遵循「金融機構辦理電子銀行業務安全控管作業基準」依交易類別採用電子憑證或SSL加密機制外，並增設使用者代號，以提昇網路交易之安全。

3. Corporate Responsibility and Ethical Behavior

The Bank participates actively in public benefit, academic, cultural, and environmental protection systems with the aim of using for society what has been gained from society and creating a superior working environment for employees while generating profits for shareholders. A donation drive for victims of the South Asia tsunami in 2004 was mounted among Bank staff, and a total of NT\$2,620,000 was collected.

The Bank has been active in recent years in promoting industrial-academic cooperation, the most important aim of which is to provide for exchange between industrial and academic circles and bring theory and practice together. Besides arranging courses in accordance with school standards, beginning last year the Bank also plans some courses to meet its own needs. In addition, the Bank provides personnel to give lectures at colleges and universities, and offers opportunities for company visits and short-term internship training that help students gain an understanding of the practical differences between the classroom and the job market so that they can make early planning for their future careers. With the support of the heads and teachers of academic departments, the Bank provides job opportunities for students following graduation in order to create a win-win situation for academe and industry. Ta Chong Bank anticipates that as it develops, it will be able to provide more opportunities to academic institutions in the future, thereby fulfilling its social responsibility.

4. Information Equipment

- (1) Hardware and software for major information systems: Core system, forex system, trust system, credit card system, branch system, bills and bonds system, Central Bank communication system, Internet banking system, Notes application system, cash card system, collections system, and other application systems.
- (2) Maintenance and emergency backup for major information equipment: The Bank either carries out itself, or outsources, the development of software for its information systems. Backup for hardware is provided by a crowd collection, hot machine, and backup computers. To protect information equipment for important systems, a contract has been signed with IBM for information systems disaster backup services and regular drills are carried out with its backup center and facilities so as to reinforce remote backup preventive measures. Backup procedures of all kinds have also been established to provide a basis for resuming operations and shortening the time of recovery.
- (3) Information equipment security:
 - ◆ The computer center has gate monitoring, environmental control, and fire prevention systems. The IBM server uses proprietary safety software and there is multiple firewall management to prevent penetration from outside, and anti-virus software is installed bank-wide so as to securely protect the security of the Bank's information systems.
 - ◆ For Internet banking, in addition to using electronic verification or the SSL added security mechanism (depending on type of transaction) in accordance with the Operating Standards for Security Control by Financial Institutions Engaging in Electronic Banking the Bank has added user codes to boost the safety of Internet transactions.

五、勞資關係：

(1) 福利措施與退休制度

福利措施：

- 本行依據職工福利金條例設置職工福利委員會，辦理福利事項，由職工福利委員會負責辦理。
- 員工自受僱日起一律參加勞工保險及全民健康保險，另為員工投保團體保險、提供各種急難救助病辦理互助事宜。為防止職業災害，保障員工健康，依勞工安全衛生相關法令規定，辦理安全衛生工作，並為員工舉辦健康檢查。

退休制度：

- 設置職工退休基金監督委員會，委任經理人退休金之給予，由勞工退休基金監督委員會之退休金專戶給付，其相關辦法由委員會訂定之及辦理相關退休基金事宜。
- 另設置勞工退休基金監督委員會，員工退休金之給予，由本行所提撥至中信局之退休金中給予，其相關辦法由委員會訂定之及辦理相關退休基金事宜。

(2) 因勞資糾紛所遭受之損失，及目前與未來可能發生之估計金額及因應措施。

- 92年4月離職之員工李錦秀於領取績效獎金之前3日離職，請求公司給予績效獎金24萬380元及自訴狀繕本送達翌日起至清償日止按年息百分之五計算之利息，暨公司普通股股票13仟股，經二次調解不成立，已進入訴訟程序，此一勞資糾紛僅係個案事件，並非大規模之勞資爭議，對公司之營運並無重大影響。
- 92年3月離職之員工許慶玲請求本行給付保障獎金，所涉金額為新台幣柒拾萬元整及自93年4月28日起至清償日止，按年息百分之五計算之利息，截至94年2月2日止，本案仍在台灣高等法院民事庭二審審理中，如經判決敗訴確定，則大眾銀行所需支付金額僅為前述所涉金額及訴訟費用，對大眾銀行之營運並無重大之影響。

六、重要契約：

契約性質	當事人	契約起訖日期	主要內容	限制條款
行舍租賃契約單筆金額達新台幣壹億元(含)以上者	1. 和馨建設股份有限公司 2. 光和建設開發股份有限公司 3. 大眾國際租賃股份有限公司 4. 震旦國際股份有限公司、金儀股份有限公司、互盛股份有限公司	1.92.08.01~95.07.31 2.92.10.01~95.09.30 3.90.10.12~95.10.11 4.92.07.01~97.06.30	1. 總行(中正二路) 2. 高雄分行 3. 北區資訊中心 4. 信義分行、信託部及台北管理處	無 無 無 無
行舍工程契約單筆金額達新台幣伍仟萬元(含)以上者		無		
委外契約、技術合作契約、工程契約、向外借款長期契約及其他足以影響存款人或股東權益		無		

七、最近年度依金融資產證券化條例或不動產證券化條例申請核准辦理之證券化商品類型及相關資訊：無

5. Labor-Ownership Relations

(1) Employee Welfare Measures and the Retirement System

Employee Welfare Measure:

- a. The Bank has established an Employee Welfare Committee in accordance with the provisions of the Statute for Employee Welfare Funds to handle welfare matters.
- b. Every employee participates in the labor insurance and national health insurance programs beginning with the date of hiring, and, on behalf of employees, the Bank has taken out group insurance to provide help for emergency, relief, and health problems. To prevent occupational hazards and protect the health of employees, the Bank also carries out safety and health work, and provides health examinations for employees, in accordance with the stipulations of occupational and health laws and regulations.

The retirement system:

- a. An Employee Retirement Fund Supervisory Committee has been established to handle the payment of retirement funds to managers through a special Worker Retirement Fund Supervisory Committee bank account. The Committee establishes related regulations and handles matters related to the retirement fund.
- b. In addition, a Labor Retirement Fund Supervisory Committee has been established, and the payment of retirement pay to workers is carried out through a retirement fund deposited by the Bank in the Central Trust of China. The Committee sets up related regulations and handles matters related to the retirement fund.

(2) Losses Caused by Labor-Ownership Disputes, and Current and Future Projected Amounts and Countermeasures

- a. In April of 2003 former Ta Chong Bank employee Li Chin-hsiu, who left the job three days prior to receiving the performance bonus, asked for a performance bonus of NT\$240,380 and for interest to be paid on that amount at the rate of 5% per annum beginning on the day following delivery of the complaint, plus 13,000 Ta Chong Bank common shares. Two mediation sessions brought no result, and the case has entered the litigation process. This labor-ownership dispute is an isolated case and is in no way a large dispute, and it has no major impact on the company's operations.
- b. In March 2003, a departed employee Hsu Ching-ling has sought with the bank for the payout of protection award, which involves the sum of NT\$700,000, and 5% annual interest rate from April 28, 2004 until the repayment date; as of Feb. 2, 2005, the case is still pending second trial at the Taiwan High Court, and if a defeat judgment is concluded, the sum that Da Chong Bank is required to pay would only involve the foresaid sums and litigation charges, which pose no major impact to Da Chong Bank's business operations.

6. Major Contracts

Nature of Contract	Parties to Contract	Period of Effect	Major Content	Limiting Conditions
Bank Premises Leases with a Value of NT\$100 Million or More Each	1. Ho Hsin Construction Co., Ltd. 2. Kuang Ho Construction Co., Ltd. 3. Ta Chong International Finance and Investment Co., Ltd. 4. Aurora International, Aurora Office Automation Corp., Aurora System Corp.	1. Aug. 1, 2003-July 31, 2006 2. Oct. 1, 2003-Sep. 30, 2006 3. Oct. 12, 2001-Oct. 11, 2006 4. July 1, 2003-June 30, 2008	1. Hq. Premises (Jhongheng 2nd Rd.) 2. Kaohsiung Branch 3. Northern Region Information Center 4. Sinyi Branch, Trust Dept., Taipei Head Office	1. None 2. None 3. None 4. None
Bank Premises Construction Contracts with a Value of NT\$50 Million or More Each		None		
Outsourcing Contracts, Technical Cooperation Contracts, Construction Contracts, Long-term External Loan Contracts, and Other Contracts with an Impact on the Interests of Depositors and Shareholders		None		

7. Types of and Related Information on Securitized Products Approved Within the Most Recent Fiscal Year Under the Statute for Securitization of Financial Assets and the Statute for Securitization of Real Estate : None

肆 資金運用計畫執行情形

Implementation of Capital Utilization Plan

一、計畫內容：

本行於93年12月辦理現金增資預計發行普通股400,000千股，發行價格每股10.1元，募集總金額共4,040,000千元，已於93年12月29日獲銀行局核准、94年1月10日經證期局申報生效，已於94年4月8日正式上市。

二、執行情形：

1、本計畫所需資金總額：新台幣4,040,000仟元。

2、資金來源：辦理現金增資發行普通股400,000仟股，每股面額10元，發行價格訂為每股10.1元，募集總金額新台幣4,040,000仟元。

3、計畫內容、運用進度：

單位：新台幣仟元

計畫項目	預計完成日期	所需資金總額	預定資金運用進度 94年度 4月
充實本行營運資金 以支應各項放款所需	94年4月	4,040,000	4,040,000
合計		4,040,000	4,040,000

4、預計可能產生效益：充實本公司營運資金以支應各類放款所需，每年約可增加利息收入新台幣132,500仟元。

1. Contents of Plan

The Bank issued 400,000,000 shares of common stock in December 2004 for the purpose of carrying out a capital increase. The issuing price was NT\$10.1 per share, and the total amount of funds raised was NT\$4,040,000,000. Permission from the Bureau of Monetary Affairs was received on Dec. 29, 2004; the capital increase was reported to the Securities and Futures Bureau, and became effective on Jan. 10, 2005. The raising of funds is completed, and the Bank listed on the stock market, in 8-April 2005.

2. Status of Implementation

- (1) Total amount of capital needed for this project: NT\$4,040,000,000.
- (2) Source of funds: Issuance of 400,000,000 shares of common stock, each with a par value of NT\$10 and an issuing price of NT\$10.1.
- (3) Content of the project, and progress of implementation:

Unit: NT\$ thousand

Plan	Projection Completion Date	Total Amount of Funds Needed	Projected Progress of Utilization April 2005
Augmentation of the Bank's Operating Capital to Meet Loan Needs	April 2005	4,040,000	4,040,000
Total		4,040,000	4,040,000

- (4) Projected effect: Augmentation of the Bank's operating capital to meet lending needs, thereby increasing annual interest income by approximately NT\$132,500,000.

伍 財務概況

Financial Statements

一、最近五年度簡明資產負債表及損益表

一 遠明資產負債表

單位：新台幣千元

項目	年度	最近五年度財務資料(註1)				
		九十三年底	九十二年底	九十一年底	九十年底	八十九年底
現金及約當現金、存放央行及銀行同業		33,326,290	32,636,942	25,449,475	18,368,360	13,242,280
買入票券及證券		25,784,601	7,240,671	8,638,076	9,666,606	17,539,925
買匯、貼現及放款		194,551,042	172,981,805	156,672,030	150,530,295	146,801,986
應收款項		21,974,999	29,040,185	12,305,585	12,816,198	5,321,862
長期投資		3,834,899	2,445,296	2,204,906	2,281,722	3,587,157
固定資產(註1陸)		3,248,432	3,305,083	3,365,810	3,401,765	3,179,388
其他資產(註4陸)		3,490,461	2,833,265	2,632,828	2,993,769	3,026,080
央行及銀行同業存款		15,979,633	11,668,654	9,557,175	2,011,379	7,578,875
存款及匯款		213,919,953	197,030,990	176,803,561	174,119,797	164,145,941
央行及同業融資、應付金融債券		19,837,862	24,285,704	10,446,047	5,362,311	5,697,499
其他負債		19,245,487	559,911	601,550	643,747	538,995
股本(註3陸)		16,723,055	16,192,549	16,192,549	16,192,549	13,625,565
資本公積		5,046	1,174	173,769	231,160	195
保留盈餘(累積虧損)	分配前	611,800	919,327	(2,242,260)	1,879,129	1,490,836
	分配後(註2陸)	611,800	451,441	(2,068,491)	1,621,151	1,402,336
股東權益其他項目		(112,112)	(175,062)	(263,681)	(381,357)	(379,228)
資產總額		286,210,724	250,483,247	211,268,710	200,058,715	192,698,678
負債總額	分配前	268,982,935	233,545,259	197,408,333	182,137,234	177,961,310
	分配後(註2陸)	268,982,935	234,013,145	197,408,333	182,395,212	178,049,810
股東權益總額	分配前	17,227,789	16,937,988	13,860,377	17,921,481	14,737,368
	分配後(註2陸)	17,227,789	16,470,102	13,860,377	17,663,503	14,648,868

註1：最近五年度財務報表均由會計師查核簽證。

最近五年度均未曾辦理資產重估。

註2：九十四年度股東常會尚未召開除九十三年底分配後金額暫以分配前金額列示。

註3：含預收股本。

註4：含其他資產、無形資產、預付款項及其他金融資產—非流動。

Financial Prospect for the Last Five Years

1. Asset Balance Sheet

In 1000 NT-Dollars

Position	Years	Financial Data for the Last Five Years(NOTE1)				
		End of 2004	End of 2003	End of 2002	End of 2001	End of 2000
Cash and real money, Deposits in the Central Bank or another economic institutes		33,326,290	32,636,942	25,449,475	18,368,360	13,242,280
Acquired bonds and securities		25,784,601	7,240,671	8,638,076	9,666,606	17,539,925
Foreign exchange, discounts and loan commitment		194,551,042	172,981,805	156,672,030	150,530,295	146,801,986
Accounts collectable		21,974,999	29,040,185	12,305,585	12,816,198	5,321,862
Long-term investment		3,834,899	2,445,296	2,204,906	2,281,722	3,587,157
Fixed asset (NOTE 1)		3,248,432	3,305,083	3,365,810	3,401,765	3,179,388
Other assets (NOTE)		3,490,461	2,833,265	2,632,828	2,993,769	3,026,080
Deposits in the Central Bank or another economic institutes		15,979,633	11,668,654	9,557,175	2,011,379	7,578,875
Deposit and remittance		213,919,953	197,030,990	176,803,561	174,119,797	164,145,941
Financing capital, payable financial bond		19,837,862	24,285,704	10,446,047	5,362,311	5,697,499
Other debts		19,245,487	559,911	601,550	643,747	538,995
Capital (NOTE 3)		16,723,055	16,192,549	16,192,549	16,192,549	13,625,565
Capital reserves		5,046	1,174	173,769	231,160	195
Reserve deposits	before divided	611,800	919,327	(2,242,260)	1,879,129	1,490,836
(accumulative losses)	after divided (NOTE2)	611,800	451,441	(2,068,491)	1,621,151	1,402,336
Owner's equity and another positions		(112,112)	(175,062)	(263,681)	(381,357)	(379,228)
Assets (total)		286,210,724	250,483,247	211,268,710	200,058,715	192,698,678
Debts (total)	before divided	268,982,935	233,545,259	197,408,333	182,137,234	177,961,310
	after divided (NOTE2)	268,982,935	234,013,145	197,408,333	182,395,212	178,049,810
Owner's equity(total)	before divided	17,227,789	16,937,988	13,860,377	17,921,481	14,737,368
	after divided (NOTE2)	17,227,789	16,470,102	13,860,377	17,663,503	14,648,868

Note1:Audition by the accountant for the last five years. Without asset valuation for the same period.

Note2:The stockholder's meeting is not open in the 94-year, therefore the after-divided amounts are replaced by before amounts at the end of 93-Year

Note 3: Including prepayment capital stock.

Note 4: Including other assets, incorporeal assets, prepayment, and other financial assets - non-current assets.

二 透明損益表資料

單位：新台幣千元

項目	年度	最近五年度財務資料 (註)				
		九十三年度	九十二年度	九十一年度	九十年度	八十九年度
營業收入		\$ 12,343,096	\$ 10,476,986	\$ 10,804,570	\$ 13,732,197	\$ 12,611,915
營業成本及費用		11,745,550	7,647,271	10,948,571	12,846,047	12,191,698
營業利益 (損失)		597,546	2,829,715	(144,001)	886,150	420,217
營業外損失		374,794	241,782	3,820,682	262,822	35,632
稅前利益 (損失)		222,752	2,587,933	(3,964,683)	623,328	384,585
稅後利益 (損失)		160,359	2,987,818	(3,863,606)	476,793	284,433
每股盈餘 (純損) (元)		0.01	2.29	(3.44)	0.19	0.16

註：最近五年度財務報表均由會計師查核簽證。

最近五年度均未曾辦理資產重估。

最近五年度均無利息資本化。

三 最近五年度簽證會計師姓名及其查核意見

年度	事務所名稱	會計師姓名	查核意見
89	勤業會計師事務所	龔俊吉、陳政弘	無保留意見
90	勤業會計師事務所	顏俊吉、陳政弘	無保留意見
91	勤業會計師事務所	顏俊吉、邱慧吟	無保留意見
92	勤業眾信會計師事務所	顏俊吉、邱慧吟	無保留意見
93	勤業眾信會計師事務所	邱慧吟、陳政弘	無保留意見

(II) Summary of Statement of Income

Unit: NTD thousand dollars

Item	Year	The financial data in the last five years (footnote 陸)				
		2004	2003	2002	2001	2000
Operating income		\$ 12,343,096	\$ 10,476,986	\$ 10,804,570	\$ 13,732,197	\$ 12,611,915
Operating Cost and Expenses		11,745,550	7,647,271	10,948,571	12,846,047	12,191,698
Operational profit (loss)		597,546	2,829,715	(144,001)	886,150	420,217
Non-operational income		374,794	241,782	3,820,682	262,822	35,632
Income (loss) before taxation		222,752	2,587,933	(3,964,683)	623,328	384,585
Income (loss) after taxation		160,359	2,987,818	(3,863,606)	476,793	284,433
EPS (net loss) (NTD)		0.01	2.29	(3.44)	0.19	0.16

Footnote: The financial statement of the last five years had been audited by accountant.

No asset reevaluation in the last 5 years.

No interest capitalization in the last 5 years.

(III) Certified accountant and auditing opinion in the last 5 years

Year	Name of Accounting Firm	Name of certified accountants	Auditing opinion
2000	TN Soong & Co.	Charles H. Chen, Kung Chun-Chi	No reserved opinion
2001	TN Soong & Co.	Charles H. Chen, Kung Chun-Chi	No reserved opinion
2002	TN Soong & Co.	Eliza Chiu, Kung Chun-Chi	No reserved opinion
2003	Deloitte & Touche	Kung Chun-chi, Eliza Chiu	No reserved opinion
2004	Deloitte & Touche	Eliza Chiu, Charles H. Chen	No reserved opinion

二、最近五年度財務分析

II. Financial analysis of the last 5 years

分析項目 (註3)	年度 (註1)	最近五年度財務分析				
		九十三年度	九十二年度	九十一年度	九十年度	八十九年度
財務結構						
負債占資產比率		93.93	93.19	93.38	90.99	92.30
存款占淨值比率		1,241.71	1,162.97	1,275.30	971.57	1,113.81
固定資產比率占淨值比率		18.86	19.51	24.28	18.98	21.57
償債能力						
流動準備比率		14.48	13.66	12.65	12.33	8.56
經營能力						
存放比率		89.19	85.28	86.10	82.00	83.76
逾放比率		3.32	3.75	4.65	5.48	4.43
總資產週轉率 (次/年)		0.04	0.04	0.05	0.07	0.07
員工平均營業收入		4,869	5,074	6,310	8,577	9,179
員工平均獲利額		63	1,447	(2,258)	298	207
獲利能力						
資產報酬率 (% 陸)		0.06	1.29	(1.88)	0.24	0.15
股東權益報酬率 (% 陸)		0.94	19.40	(23.66)	2.92	1.93
純益率 (% 陸)		1.30	28.52	(35.78)	3.47	2.26
每股盈餘 (元陸)		0.01	2.29	(3.44)	0.19	0.16
現金流量						
現金流量比率 (% 陸)		9.35	(5.76)	16.97	45.58	13.96
現金流量允當比率 (% 陸)		224.44	263.07	312.16	264.95	185.36
現金再投資比率 (% 陸)		5.04	(3.07)	5.75	8.17	5.71
自有資本占風險性資產比率						
資本適足率		9.46	8.77	8.25	9.50	8.30
自有資本淨額 (仟元陸)		19,229,298	16,315,730	13,026,222	15,277,597	11,713,017
風險性資產總額 (仟元陸)		203,259,035	186,089,084	157,979,324	160,852,511	141,120,959
第一類資本占風險加權風險性資產之比率		7.27	6.87	6.14	8.75	9.36
第一類資本及第二類資本占風險加權風險性資產之比率		10.41	9.63	9.21	10.45	10.44
槓桿比率		5.51	5.54	4.72	7.17	7.10
普通股權益占總資產比率		5.17	4.93	4.61	6.76	6.82
利害關係人擔保授信總額 (仟元)		2,361,166	3,558,867	3,839,271	3,235,915	4,361,108
利害關係人擔保授信總額占授信總額之比率		1.07	1.82	2.22	1.85	2.54
營運規模						
資產市占率		1.24	1.12	1.01	0.93	0.93
淨值市占率		1.06	1.18	0.99	1.14	0.92
存款市占率		1.09	1.06	1.01	1.00	1.00
放款市占率		1.26	1.21	1.15	1.07	1.01

Analysis items (footnote3)	Year(footnote1)	Financial analysis of the last 5 years				
		2004	2003	2002	2001	2000
Financial structure (%)						
Liabilities to assets		93.93	93.19	93.38	90.99	92.30
Deposit to net value		1,241.71	1,162.97	1,275.30	971.57	1,113.81
Fixed assets to net value		18.86	19.51	24.28	18.98	21.57
Solvency (%)						
Current preparation ratio		14.48	13.66	12.65	12.33	8.56
Operating Ability						
Operational ability		89.19	85.28	86.10	82.00	83.76
loan to deposit ratio						
Overdue to deposit		3.32	3.75	4.65	5.48	4.43
Total assets turnover (times)		0.04	0.04	0.05	0.07	0.07
Average revenue of employees (NTD 1000)		4,869	5,074	6,310	8,577	9,179
Average earnings of employee (NTD 1000)		63	1,447	(2,258)	298	207
Profitability						
Return on assets (%)		0.06	1.29	(1.88)	0.24	0.15
Return on shareholders' equity(%)		0.94	19.40	(23.66)	2.92	1.93
Net income rate(%)		1.30	28.52	(35.78)	3.47	2.26
EPS (dollars)		0.01	2.29	(3.44)	0.19	0.16
Cash flow						
Cash flow ratio(%)		9.35	(5.76)	16.97	45.58	13.96
Cash flow adequacy ratio(%)		224.44	263.07	312.16	264.95	185.36
Cash reinvestment ratio(%)		5.04	(3.07)	5.75	8.17	5.71
Bank owned capital to risk capital ratio						
BIS ratio		9.46	8.77	8.25	9.50	8.30
Net bank owned capital (thousand dollars)		19,229,298	16,315,730	13,026,222	15,277,597	11,713,017
Total amount of risk capital (thousand dollars)		203,259,035	186,089,084	157,979,324	160,852,511	141,120,959
1 st category capital to weighted risk ratio		7.27	6.87	6.14	8.75	9.36
1 st category and 2 nd category capital to weighted risk ratio		10.41	9.63	9.21	10.45	10.44
Leverage ratio		5.51	5.54	4.72	7.17	7.10
Common stock to total asset ratio		5.17	4.93	4.61	6.76	6.82
Balance of interested party guaranteed loan (thousand dollars)						
Balance of interested party guaranteed loan to total loan ratio		1.07	1.82	2.22	1.85	2.54
Operational scale						
Market share of capital ratio		1.24	1.12	1.01	0.93	0.93
Market share of net value ratio		1.06	1.18	0.99	1.14	0.92
Market share of deposit ratio		1.09	1.06	1.01	1.00	1.00
Market share of loan ratio		1.26	1.21	1.15	1.07	1.01

註1：最近五年度財務報表均由會計師查核簽證。
 註2：上市或股票已在證券商營業處所買賣之銀行並應將截至年報刊印日之前一季止之當年度財務資料併入分析。
 註3：年報表末端應列示如下之計算公式：
 1. 財務結構
 (1)負債占資產比率 = 負債總額 / 註4 雙資產總額。
 (2)存款占淨值比率 = 存款淨值 / 淨值。
 (3)固定資產占淨值比率 = 固定資產淨額 / 雙股東權益淨額。
 2. 償債能力
 流動準備比率 = 中央銀行規定流動資產應提流動準備之各項存款 / 總資產。
 3. 經營能力
 (1)存放比率 = 放款總額 / 存款總額。
 (2)逾放比率 = (逾期放款 + 催收款項) / 放款總額 (含催收款項)。
 (3)總資產週轉率 = 營業收益淨額 / 雙資產總額。
 (4)員工平均營業收入 = 營業收入 / 員工總人數。
 (5)員工平均獲利額 = 稅後純益 / 員工總人數。
 4. 獲利能力
 (1)資產報酬率 = 稅後損益 / 平均資產總額。
 (2)股東權益報酬率 = 稅後損益 / 平均股東權益淨額。
 (3)純益率 = 稅後損益 / 營業收益淨額。
 (4)每股盈餘 = (稅後淨利 - 特別股利) / 雙加權平均已發行股數。(註5陸)

5. 現金流量 (註6陸)
 (1)現金流量比率 = 營業活動淨現金流量 / 雙流動負債。
 (2)淨現金流量允當比率 = 最近五年度營業活動淨現金流量 / 最近五年度 (資本支出 + 現金股利)。
 (3)現金再投資比率 = (營業活動淨現金流量 - 現金股利) / 雙 (固定資產毛額 + 長期投資 + 其他資產 + 營運資金)。
 6. 自有資本占風險性資產比率
 (1)資本適足率 = 自有資本淨額 / 雙風險性資產總額。
 (2)自有資本淨額 = 第一類資本 + 第二類資本 + 第三類資本 - 資本減除項目。
 (3)風險性資產總額 = 信用風險加權風險性資產 + 市場風險之資本計提 × 12.5。
 (4)第一類資本占風險加權風險性資產之比率 = 第一類資本 / 雙 (平均資產扣除第一類資本「商譽」項目)。
 (5)第一類資本及第二類資本占風險加權風險性資產之比率 = (第一類資本 + 第二類資本) / 雙 (平均資產扣除第一類資本「商譽」項目)。
 (6)槓桿比率 = 第一類資本 / 雙 (平均資產扣除第一類資本「商譽」項目)。
 (7)普通股權益占總資產比率 = 普通股權益 / 雙總資產。
 7. 營運規模
 (1)資產市占率 = 資產總額 / 雙可辦理存放款業務之全體金融機構資產總額 (註7陸)。
 (2)淨值市占率 = 淨值 / 雙可辦理存放款業務之全體金融機構淨值總額。
 (3)存款市占率 = 存款總額 / 雙可辦理存放款業務之全體金融機構存款總額。
 (4)放款市占率 = 放款總額 / 雙可辦理存放款業務之全體金融機構放款總額。

Footnote:
 I. The most recent five years' financial statements have all been audited by the certified public accountant.
 II. Banks that have their shares publicly traded or traded at securities brokerages shall merge the previous quarter's financial data with the current year's financial data, up to the yearly printing date, for analysis.
 III. The following computation equations are to be disclosed at the end of the yearly financial statement's main table.
 1. Financial structure
 (1) Liability/asset ratio = total liabilities (note 4) / total assets
 (2) Deposits/net valuation ratio = deposits / net valuation
 (3) Permanent asset to net valuation ratio = net valuation of permanent assets / net amount of shareholders equity
 2. Liability repayment capability
 Liquidity reserve ratio = central bank designated liquid assets / net amount of shareholders equity
 3. Management capability
 (1) Savings/loan ratio = total amount of all loans / total amount of all savings
 (2) Overdue loan ratio = (overdue loans + dunning amount) / total amount of all loans (including dunning amount)
 (3) Total asset turnover ratio = net amount of operating gain / total amount of all assets
 (4) Employee average operating income = operating income / total number of employees
 (5) Employee average profit earnings = after-tax net gain / total number of employees
 4. Profitability capability
 (1) Asset return ratio = after-tax loss/gain / total amount of average assets
 (2) Shareholders' equity return ratio = after-tax loss/gain / net amount of average shareholders equity
 (3) Net gain ratio = after-tax loss/gain / net amount of operating gain
 (4) Earnings per share = (after-tax net profit - special share dividends) / weighted average total number of outstanding shares (note 5)

5. Cash flow (note 6)
 (1) Cash flow ratio = net cash flow derived from business activities / liquid liabilities
 (2) Cash flow adequacy ratio = net cash flow derived from the most recent five years' business activities / most recent five years' (capital expenditure + cash dividends)
 (3) Cash reinvestment ratio = (net cash flow derived from business activities - cash dividends) / (gross permanent assets + long-term investment + other assets + operating capital)
 6. Ratio of private capital to risky assets
 (1) Capital adequacy ratio = net amount of private capital / total amount of risky assets
 (2) Net valuation of private capital = type 1 capital + type 2 capital + type 3 capital - capital debit categories
 (3) Total valuation of risky assets = credit risks plus weighed risky assets + market risks capital allocation × 12.5
 (4) Ratio of type 1 capital to risks plus weighed risky assets = (type 1 capital + type 2 capital) / risks plus weighed risky assets
 (5) Ratio of type 1 capital and type 2 capital to risks plus weighed risky assets = (average assets deducted of type 1 assets' business reputation category)
 (6) Leverage ratio = type 1 capital / adjusted average assets (average assets deducted of type 1 capital's business reputation category)
 (7) Ratio of common share equity to total asset = common share equity / total assets
 7. Operating scale
 (1) Asset market share ratio = net amount of total assets / net amount of all assets held by all financial institutions eligible to offer savings and loan services
 (2) Net valuation market share ratio = net valuation / total net valuation of all financial institutions eligible to offer savings and loan services
 (3) Savings market share ratio = total amount of savings / total savings of all financial institutions eligible to offer savings and loan services
 (4) Loan market share ratio = total amount of loans / total savings of all financial institutions eligible to offer savings and loan services

三、最近年度財務報告之監察人審查報告

監察人審查報告

茲准 董事會彙送本行九十三年度損益表、資產負債表、股東權益變動表、現金流量表及盈餘分配之議案業經勤業眾信會計師事務所及本監察人等查核完竣認爲尚無不符爰依公司法第二一九條之規定報請 鑒察。

此 致

監察人：王耀欽



常駐監察人：蔡定邦



中 華 民 國 九 十 四 年 二 月 二 十 二 日

Supervisor Report

It is hereby approved of the management board's submittal of the bank's 2004 profit and loss report, balance sheet, changes to the shareholders' equity report, cash flow report and earning distribution proposal, which have been duly audited to completion by KPMG accounting firm and by the undersigned auditors and have been deemed without discrepancy, and have been filed in conjunction with stipulations set forth under Article 219 of the Corporate Law.

Supervisor: Wang Yao-chin

Executive Supervisor: Tsai Ding-bong

February 22, 2005



四、最近年度財務報表、含會計師查核報告、兩年對照之資產負債表、損益表、股東權益變動表、現金流量表及附註或附表。

大眾商業銀行股份有限公司 公鑒

大眾商業銀行股份有限公司（大眾銀行陸民國九十三年及九十二年十二月三十一日之資產負債表暨民國九十三年及九十二年一月一日至十二月三十一日之損益表、股東權益變動表及現金流量表業經本會計師查核竣事。上開財務報表之編製係管理階層之責任本會計師之責任則為根據查核結果對上開財務報表表示意見。

本會計師依照會計師查核簽證金融業財務報表規則及一般公認審計準則規劃並執行查核工作以合理確信財務報表有無重大不實表達。此項查核工作包括以抽查方式獲取財務報表所列金額及所揭露事項之查核證據、評估管理階層編製財務報表所採用之會計原則及所作之重大會計估計暨評估財務報表整類之表達。本會計師相信此項查核工作可對所表示之意見提供合理之依據。

依本會計師之意見第一段所述財務報表在所有重大方面係依照公開發行銀行財務報告編製準則（自民國九十三年一月一日起適用陸或證券發行人財務報告編製準則（民國九十二年適用陸及一般公認會計原則編製足以允當表達大眾銀行民國九十三年及九十二年十二月三十一日之財務狀況暨民國九十三及九十二年度之經營成果與現金流量。

勤業眾信會計師事務所

會計師 邱慧吟

邱慧吟



財政鑑證券暨期貨管理委員會核准文號
台財證六字第0920123784號

會計師 陳政弘

陳政弘



財政鑑證券暨期貨管理委員會核准文號
台財證六字第0920123784號

中 華 民 國 九 十 四 年 二 月 二 日

大眾商業銀行股份有限公司

資產負債表

民國九十三年及九十二年十二月三十一日

單位：新台幣千元
(惟每股面額為新台幣元陸)

代碼	資 產	九十二年十二月三十一日		九十三年十二月三十一日		代碼	負 債 及 股 東 權 益	九十二年十二月三十一日		九十三年十二月三十一日	
		金 額	%	金 額	%			金 額	%	金 額	%
1100	現金及約當現金(附註四)	\$ 3,831,326	1	\$ 5,674,512	2	2120	央行及銀行同業存款 (附註十二陸)	\$ 15,979,633	5	\$ 11,668,654	5
1120	存放央行及銀行同業 (附註五)	29,494,964	10	26,962,430	11	2140	應付款項	6,441,362	2	15,285,704	6
1130	買入票券及證券 (附註二、六及二十三)	25,784,601	9	7,240,671	3	2190	附買回票債券負債 (附註二及三陸)	17,547,807	6	-	-
1140	應收款項 淨額(附註二及七)	21,974,999	8	29,040,185	12	2360	存款及匯款 (附註十三及二十三陸)	213,919,953	75	197,030,990	79
1250	預付款項(附註二及十六)	205,003	-	236,259	-	2370	應付金融債券 (附註二及十四陸)	13,396,500	5	9,000,000	3
13XX	買匯、貼現及放款 淨額 (附註二、八及二十三)	194,551,042	68	172,981,805	69	28XX	其他負債(附註二及十五陸)	1,697,680	1	559,911	-
	長期投資(附註二及九)					2XXX	負債合計	268,982,935	94	233,545,259	93
144101	採權益法之長期投資	1,399,596	1	968,048	1		股東權益(附註十七)				
144102	採成本法之長期投資 - 淨額	981,030	-	930,309	-	3101	額定股本2,619,255千股 每股面額10元	13,718,116	5	12,062,781	5
1444	長期債券投資	1,454,273	1	546,939	-		普通股股本-每股面額 10元九十二年十二月 底發行1,371,812千股; 九十二年十二月底 1,206,278千股				
1440	長期投資淨額	3,834,899	2	2,445,296	1	3103	特別股股本-每股面額 10元九十二年十二月 底乙種特別股242,803千 股;九十二年十二月底 甲種特別股150,000千股 乙種特別股262,977 千股	2,428,032	1	4,129,768	2
	固定資產(附註二)					3110	預收股本	576,907	-	-	-
	成 本						資本公積				
1501	土 地	1,840,844	1	1,840,844	1	3201	股本溢價	3,241	-	-	-
1521	房屋及建築物改良	1,147,231	1	1,147,313	1	3207	庫藏股票交易(附註二)	1,805	-	1,174	-
1533	電腦設備	948,167	-	931,202	-	3200	資本公積合計	5,046	-	1,174	-
1541	交通及運輸設備	34,122	-	35,693	-		保留盈餘				
1551	什項設備	604,917	-	629,281	-	3301	法定公積	275,798	-	-	-
15X1	成本小計	4,575,281	2	4,584,333	2	3302	特別公積	164,044	-	-	-
15X2	減：累計折舊(附註十陸)	1,436,597	1	1,336,728	1	3310	未分配盈餘	171,958	-	919,327	-
		3,138,684	1	3,247,605	1	33XX	保留盈餘合計	611,800	-	919,327	-
1570	未完工程及訂購機件 (附註二十五陸)	109,748	-	57,478	-		權益調整				
15XX	固定資產淨額	3,248,432	1	3,305,083	1	3401	長期股權投資未實現 鉅價損失(附註二及九陸)	(111,823)	-	(164,044)	-
17XX	無形資產	17,932	-	23,181	-	3410	累積換算調整數(附註二陸)	(289)	-	1,346	-
	其他資產					34XX	權益調整合計	(112,112)	-	(162,698)	-
1821	存出保證金 (附註二十三及二十五陸)	834,370	-	815,039	1	3510	庫藏股票-2,531千股 (附註二陸)	-	-	(12,364)	-
1856	遞延所得稅資產 (附註二十一陸)	658,820	-	673,820	-	3XXX	股東權益淨額	17,227,789	6	16,937,988	7
1859	其他遞延費用(附註二陸)	416,759	-	288,622	-		承諾及或有負債 (附註六、二十五、 二十九及三十一)				
1838	其他(附註二及十一陸)	1,357,577	1	796,344	-		負債及股東權益總計	\$ 286,210,724	100	\$ 250,483,247	100
18XX	其他資產合計	3,267,526	1	2,573,825	1						
1XXX	資 產 總 計	\$ 286,210,724	100	\$ 250,483,247	100						

後附之附註係本財務報表之一鑑分。

負責人：



經理人：



主辦會計：



大眾商業銀行股份有限公司

損 益 表

民國九十三年及九十二年一月一日至十二月三十一日

單位：新台幣千元
(惟每股面額為新台幣元陸)

代碼	營業收入	九 十 三 年 度			九 十 二 年 度		
		金 額	%		金 額	%	
4501	利息收入(附註二、二十三及二十九陸)	\$ 9,866,819	80	\$ 8,242,338	79		
4516	手續費收入(附註二及二十三陸)	2,009,991	16	1,655,058	16		
4531	買賣票券及證券利益 淨額	18,355	-	207,104	2		
4532	按權益法認列之投資利益 淨額 (附註二及九陸)	-	-	29,305	-		
4534	兌換利益 淨額(附註二及二十九陸)	96,050	1	80,603	1		
4609	其他營業收入(附註二及二十九陸)	351,881	3	262,578	2		
4100	營業收入合計	12,343,096	100	10,476,986	100		
	營業成本及費用						
5501	利息費用(附註二、二十三及二十九陸)	3,230,546	26	3,072,342	29		
5516	手續費支出(附註二十三陸)	139,528	1	125,241	1		
5532	按權益法認列之投資損失-淨額 (附註二及九陸)	204,645	2	-	-		
5535	各項提存(附註十八陸)	2,867,051	23	472,348	5		
5800	業務及管理費用(附註十九及二十三陸)	5,303,780	43	3,977,340	38		
5100	營業成本及費用合計	11,745,550	95	7,647,271	73		
6100	營業利益	597,546	5	2,829,715	27		
4999	營業外收入及利益(附註二)	37,976	-	17,820	-		
5999	營業外費用及損失(附註二、二十、二十三 及二十五)	412,770	3	259,602	2		
6300	稅前利益	222,752	2	2,587,933	25		
6400	所得稅費用(利益)(附註二及二十一)	62,393	1	(399,885)	(4)		
6900	純 益	\$ 160,359	1	\$ 2,987,818	29		
7000	基本每股盈餘(附註二十二)						
	稅 前	\$ 0.02		\$ 1.98			
	稅 後	\$ 0.01		\$ 2.29			
	稀釋每股盈餘(附註二十二)						
	稅 前	\$ 0.02		\$ 1.60			
	稅 後	\$ 0.01		\$ 1.85			

後附之附註係本財務報表之一鑑分。

負責人：



經理人：



主辦會計：



股東權益變動表

民國九十三年及九十二年一月一日至十二月三十一日

單位：新台幣千元

	股				預收股本	資本公積		法定公積	(累積虧損) (附註十七)			長期股權投資 未實現匯價損失 (附註二及九)	累積換算調整數 (附註二)	庫藏股票 (附註二及十七)	股東權益淨額
	本					資本公積 (附註二及十七)	未分配盈餘 (待彌補虧損)		合計	特別盈餘公積	合計				
	特 普通	別 甲種	乙種	股 合計											
九十二年一月一日餘額	\$ 12,062,781	\$ 1,500,000	\$ 2,629,768	\$ 16,192,549	\$ -	\$ 173,769	\$ 1,427,635	\$ 190,964	\$ 3,860,859	\$ 2,242,260	\$ 228,209	\$ 108	\$ 35,364	\$ 13,860,377	
九十一年度彌補虧損															
資本公積	-	-	-	-	-	(173,769)	-	-	173,769	173,769	-	-	-	-	-
法定盈餘公積	-	-	-	-	-	-	(1,427,635)	-	1,427,635	-	-	-	-	-	-
特別盈餘公積	-	-	-	-	-	-	-	(190,964)	190,964	-	-	-	-	-	-
轉讓庫藏股票	-	-	-	-	-	1,174	-	-	-	-	-	-	23,000	24,174	
長期股權投資未實現匯價損失之變動	-	-	-	-	-	-	-	-	-	-	64,165	-	-	64,165	
外幣換算調整數	-	-	-	-	-	-	-	-	-	-	-	1,454	-	1,454	
九十二年度純益	-	-	-	-	-	-	-	-	2,987,818	2,987,818	-	-	-	2,987,818	
九十二年底餘額	12,062,781	1,500,000	2,629,768	16,192,549	-	1,174	-	-	919,327	919,327	(164,044)	1,346	(12,364)	16,937,988	
九十二年度盈餘分配 (附註十七)															
法定公積	-	-	-	-	-	-	275,798	-	(275,798)	-	-	-	-	-	-
特別盈餘公積	-	-	-	-	-	-	-	164,044	(164,044)	-	-	-	-	-	-
甲種特別股股息	-	-	-	-	-	-	-	-	(176,994)	(176,994)	-	-	-	(176,994)	
乙種特別股股息	-	-	-	-	-	-	-	-	(290,892)	(290,892)	-	-	-	(290,892)	
轉讓庫藏股票	-	-	-	-	-	631	-	-	-	-	-	-	12,364	12,995	
長期股權投資未實現匯價損失之變動	-	-	-	-	-	-	-	-	-	-	52,221	-	-	52,221	
特別股及金融債券轉換 (附註十四及十七)															
甲種特別股	1,432,390	(1,432,390)	-	-	-	-	-	-	-	-	-	-	-	-	-
乙種特別股	201,736	-	(201,736)	-	-	-	-	-	-	-	-	-	-	-	-
可轉換金融債券	21,209	-	-	21,209	576,907	3,241	-	-	-	-	-	-	-	601,357	
甲種特別股到期收回	-	(67,610)	-	(67,610)	-	-	-	-	-	-	-	-	-	(67,610)	
外幣換算調整數	-	-	-	-	-	-	-	-	-	-	(1,635)	-	(1,635)	(1,635)	
九十三年度純益	-	-	-	-	-	-	-	-	160,359	160,359	-	-	-	160,359	
九十三年底餘額	\$ 13,718,116	\$ -	\$ 2,428,032	\$ 16,146,148	\$ 576,907	\$ 5,046	\$ 275,798	\$ 164,044	\$ 171,958	\$ 611,800	\$ 111,823	\$ 289	\$ -	\$ 17,227,789	

後附之附註

係本財務報表之一鑑分。

負責人：



經理人：



主辦會計：



現金流量表

民國九十三年及九十二年一月一日至十二月三十一日

單位：新台幣千元

	九十三年度	九十二年度
營業活動之現金流量		
純益	\$ 160,359	\$ 2,987,818
調整項目		
呆帳	2,826,584	432,901
折舊	200,054	205,393
攤銷	98,341	83,659
出售現金卡債權損失及不良債權損失	202,964	31,066
提列承擔保品損失	71,165	44,507
出售承擔保品損失	83,127	108,866
提列保證責任準備及買賣證券損失準備	40,467	39,447
處分固定資產損失淨額	9,488	53,104
長期債券投資溢價攤銷	151	9,742
依權益法評價之長期股權投資配發之現金股利	34,578	2,582
遞延所得稅	15,000	(339,000)
權益法認列之投資損失(利益)淨額	204,645	(29,305)
以交易為目的之買入票券及證券減少	2,074,427	1,174,892
其他	822	-
	6,022,172	4,805,672
營業資產及負債之淨變動		
應收款項	6,555,041	(16,902,387)
預付款項	31,256	(76,374)
應付款項	(9,112,683)	9,839,657
其他	263,662	3,043
營業活動之淨現金流入(出)	3,759,448	(2,330,389)
投資活動之現金流量		
存放央行及銀行同業增加	(2,532,534)	(4,210,424)
買匯、貼現及放款增加	(24,138,546)	(16,594,945)
出售不良債權價款	49,906	-
以投資為目的之買入票券及證券減少(增加)	(292,285)	222,513
長期投資增加	(1,679,696)	(45,000)
處分長期股權投資價款	-	1,530
長期債券到期贖回	200,000	-
長期股權投資減資退回股款	1,500	-
出售固定資產價款	1,330	3,840
購買固定資產	(233,926)	(320,630)
什項資產增加	(131,012)	(159,664)
出售承擔保品價款	292,292	209,892
其他遞延費用增加	(143,896)	(81,935)
存出保證金減少(增加)	(19,331)	249
出售遞延資產價款	-	10
投資活動之淨現金流出	(28,626,198)	(20,974,564)
融資活動之現金流量		
存款及匯款增加	16,888,963	20,227,429
發行金融債券	4,999,400	4,000,000
央行及銀行同業存款增加	4,310,979	2,111,479
特別股到期收回	(67,610)	-
附買回票債券負債減少	(2,778,265)	-
其他負債(減少)增加	124,988	(81,086)
支付特別股股息	(467,886)	-
轉讓庫藏股	12,995	24,174
融資活動之淨現金流入	23,023,564	26,281,996
本年現金及約當現金增加(減少)金額	(1,843,186)	2,977,043
年初現金及約當現金餘額	5,674,512	2,697,469
年底現金及約當現金餘額	\$ 3,831,326	\$ 5,674,512
現金流量資訊之補充揭露		
支付利息	\$ 3,021,625	\$ 3,228,179
支付(退回)所得	(40,195)	95,210
不影響現金流量之投資及融資活動		
附買回票債券負債調整數(附註三)	\$ 20,326,072	\$ -
金融債券轉換為股本	601,357	-
以債作股取得股權	-	114,320

後附之附註係本財務報表之一鑑分。

負責人：



經理人：



主辦會計：



財務報表附註

民國九十三年及九十二年

(金額除另予註明外均係以新台幣千元為單位)

一、公司沿革(含組織昨業務)

大眾商業銀行股份有限公司(以下簡稱“本銀行”)於八十一年四月開始營業。本銀行配合政府鼓勵金融機構合併經營之政策於九十年五月二十九日吸收合併大眾票券金融公司(大眾票券)目前主要營業項目包括收受存款、辦理放款、保證及信託業務除代銷公債、公司債券、辦理自營政府債券及其他經中央主管機關核准辦理之業務。

本銀行九十三年及九十二年底之員工人數分別為2,701人及2,234人。

截至九十三年底止本銀行之營業單位包括營業處、信託處、國外處、國際金融業務分行、國內五十二個分行。

本銀行發行之普通股及乙種特別股股票及甲種特別股股票分別於八十八年二月、九十二年十月及九十三年二月奉准於台灣證券交易所證券集中交易市場上市買賣除代號分別為2847、2847B及2847A外其中甲種特別股股票已於九十三年十一月二十四日到期前轉換普通股或由本公司收回。另發行之金融債券於九十二年十二月奉准上櫃買賣除代號為28471。

本銀行於九十三年十一月五日更新並公告九十三年度財務預測有關九十三年度經營成果與九十三年度更新後財務預測之比較列示如下：

	實際金額	更新後預測金額	達成率(%)
營業收入	\$ 12,343,096	\$ 12,118,536	102
營業利益	597,546	623,932	96
稅前利益	222,752	273,606	81

二、重要會計政策彙總

本財務報表係依照公開發行銀行財務報告編製準則(自九十三年一月一日起適用)或證券發行人財務報告編製準則(九十二年適用)及一般公認會計原則編製。依照前述準則及原則管理階層對影響本銀行資產、負債、收益及費損之入帳金額必須作估計與判斷。本銀行將持續評估此等估計計包括各項授信資產之備抵呆帳、買賣票券及證券鉅價損失、固定資產折舊、退休金、信用卡紅利積點準備、保證責任準備及所得稅等之提列。本銀行對此等估計計係基於歷史經驗與合理假設實際結果因在不同之假設與條件下與此等估計計可能有所差異。另因銀行業之經營特性其營業週期較難確定是以未將資產及負債科目區分為流動或非流動項目除惟已依其性質分類按相對流動性之順序排列外並於附註二十八列示資產及負債之到期分析。茲將重要會計政策彙總說明如下：

買入票券及證券

主要包括債券、可轉讓定期存單、商業本票、可轉換公司債、受益憑證、股票、附買回票債券投資及國庫券除可轉讓定期存單外除餘係以成本與市價孰低評價外比較成本與市價孰低時除依各分類項目之總金額作比較。出售成本除附買回為條件之票債券交易及鑑分債券供提存保證金之用除按個別辨認法計算外除餘則以移動平均法計算。市價基礎：上市上櫃公司股票係會計期間最末一個月之平均收盤價；國內開放型基金受益憑證係期末基金之淨資產價值除國外基金係國外證券經紀商所提供之價格；國內債券係櫃買中心或大華證券之債券報價系統之期末參考價；國外票債券係彭博社報價系統之期末參考價；短期票券係以到期兌償金額按殖利率折現計算其資產負債表日之價值。

自九十三年度起除以附買回為條件之票債券交易除按「公開發行銀行財務報告編製準則」規定採融資法處理。九十三年度以前除則以買賣斷法處理。

催收款項

根據財政部「銀行資產評估損失準備提列及逾期放款催收款項處理辦法」之規定除放款及其他授信款項應於清償期屆滿六個月內除連同已估列之應收利息轉列催收款項。

備抵呆帳及保函責任準備

本銀行就應收款項、買匯、貼現、放款等各項保證餘額評估可收回性以提列備抵呆帳及保證責任準備。

參照上述財政部「銀行資產評估損失準備提列及逾期放款催收呆帳處理辦法」之規定本銀行按授信戶之財務狀況、過去之往來交易經驗、本息償付情形等並就特定債權之擔保品評估其價值以估計授信資產之可收回性。

特定債權無法收回之風險參照前述財政部之規定對收回無望之授信資產全額提列損失；對收回有困難之鑑分則至少按餘額提列百分之五十為損失。

本銀行對確定無法收回之債權經提報董事會核准後予以沖銷。

長期股權投資暨其貨項

持有被投資公司有表決權股份達百分之二十以上或具有重大影響力者採用權益法評價。被投資公司發生純益（或純損）時認列投資利益（或損失）；發放現金股利時則作為投資成本減項；取得股票股利時僅註記增加股數；取得股權或首次採用權益法時認列投資成本與所取得股權淨值間之溢額或折額按十年攤銷。又被投資公司長期投資產生之外幣換算調整數亦按持股比例調整之。持有被投資公司股權百分之二十以上至百分之五十間且具有重大影響力者按半年按權益法認列投資損益；惟對持股百分之五十以上者則每季按權益法認列投資損益。當本公司意圖繼續支持權益法評價之被投資公司仍按持股比例認列投資損失致致投資科目發生貸方餘額時列為負債項下。

其他長期投資則採成本法或成本與市價孰低法評價。採成本與市價孰低評價時當其投資帳面總金額超出總市價時提列備抵鉸價損失未實現鉸價損失列為股東權益之減項市價回升時則於已提列金額範圍內予以沖回。當投資之價值確已減損且回復之希望甚小時則調整其帳面價值認列投資損失。

長期債券投資

債券投資按成本評價其溢折價按債券剩餘期間平均攤銷作為利息收入之調整項目。當投資之價值確已減損且回復之希望甚小時則調整其帳面價值認列鉸價損失。到期或出售時其成本係按個別辨認法計算。

固定資產

固定資產以成本減累計折舊計價。重大之改良及增添作為資本支出；經常性之修理及維護支出則列為當期費用。

折舊依直線法按下列耐用年數提列：房屋及建築物改良五至六十年；電腦設備三至七年；交通及運輸設備三至五年；什項設備二至六年。耐用年限屆滿仍繼續使用之資產除就其殘值估計可再使用年數繼續提列折舊。

固定資產報廢及出售時其相關成本及累計折舊均自帳上減除因而產生之損益列為當期營業外損失或利益。

其他資產

因授信承受之擔保品（列入其他資產）按承受價格入帳並按成本與淨變現價值孰低評價其鉸價損失或出售損益列為營業外損失或利益。

應付金融債券

本銀行之次順位金融債券、主順位金融債券及可轉換金融債券係按面額發行每月依面額及票載利率列計利息費用；其中可轉換金融債券之投資人可於特定期間內由本銀行以面額贖回是以無須估列利息補償金；發行可轉換金融債券之直接且必要成本則列為遞延費用（列入其他遞延費用）並按發行日至賣回權屆滿日之期間攤銷之。

當可轉換金融債券持有人行使轉換為普通股權利時可轉換金融債券將面額鑑份減未攤銷發行成本後之淨額逾普通股面額鑑分轉列資本公積於發行新股基準日將面額鑑份計入普通股股本。

買賣證券損失準備

經營買賣政府債券業務若利益超過損失鑑分則按月提列百分之十作為買賣證券損失準備至其餘額達二億元止。買賣證券損失準備除彌補買賣損失額超過買賣利益額之差額外不得使用之。

退休金

退休金費用按精算結果認列其與提撥退休準備金及退休基金（附註十六）之差異列入預付款項或其他負債。未認列過渡性淨給付義務、前期服務成本、退休金損益等分二十五年攤銷。支付退休金時先自退休準備金及退休基金撥付；倘有不足則列為撥付年度之費用。

庫藏股票

庫藏股票以成本法處理列為股東權益之減項除轉讓庫藏股票時轉讓價格與帳面價值之差異列記資本公積（庫藏股票交易科目）倘有不足沖抵時則沖減保留盈餘。

利息收入及手續費收入之認列

放款之利息收入按應計基礎估列；惟放款因逾期未獲清償而轉列催收款項者自轉列之日起對內停止計息俟收現時始予認

列收入。因紓困及協議展期而同意記帳之利息收入除依財政部規定自開始記帳日起列為遞延收益俟收現時始予認列收入。

手續費收入於收現且相關勞務已提供完成時認列。

受讓管理應收帳款產生之手續費收入係按應計基礎列記。另受讓管理應收帳款均為一年期以內之應收款項其公平價值與到期值差異不大且交易量頻繁是以不按設算利率方式計算公平價值。

所得稅

所得稅作跨期間之分攤即可減除暫時性差異及未使用以前年度虧損扣抵之所得稅影響數認列為遞延所得稅資產並評估其可實現性以備抵評價；而應課稅暫時性差異之所得稅影響數則認列為遞延所得稅負債。

以前年度應付所得稅之調整列入當期所得稅。

每年度盈餘於次年度股東會決議分配後按其按稅法核算之未分配餘額按百分之十課徵所得稅於該次股東會決議後列為當年度費用。

以外幣為準之交易事項

以外幣為準之交易事項係按原幣金額列帳非屬遠期外匯買賣合約所產生之外幣資產及負債於每月月底按即期匯率換算調整產生之兌換差額列為當月損益。外幣收入及費用項目按交易日之即期匯率折算為新台幣列帳。惟國外營運機構淨投資之匯率變動鑑份則列入累積換算調整數作為股東權益之調整項目。

衍生性金融商品

遠期外匯交易

遠期外匯合約所產生之外幣資產及負債按訂約日約定之遠期匯率入帳於合約到期收付結清時因與當時即期匯率不同所產生之損益列為收付結清期間損益。買賣合約於年底尚未到期者則依合約剩餘期間之遠期匯率予以換算調整因而產生之兌換差額列為當年度損益。

外匯換匯交易

為支應不同幣別資金之需求而從事之外匯換匯合約除外幣資產及負債屬即期鑑位者按訂約日之即期匯率入帳；屬遠期鑑位者則以約定之遠期匯率入帳除即期與遠期匯率間之差額則於合約期間按直線法攤銷列為利息收入或費用。

為配合客戶交易之外匯換匯交易於承作時將即期與訂約匯率之差額記入兌換科目其損益於當月月底併同兌換科目結轉兌換損益。合約於年底尚未到期者則依合約剩餘期間匯率予以重評因而產生之兌換差額列為兌換損益。

遠期外匯買賣及外匯換匯合約所產生之應收及應付款項於年底時互為沖減其差額列為資產或負債。

資產交換合約

資產交換係將外幣可轉換公司債之固定利率及股票轉換權換出而換入浮動利率因無本金之實際移轉時僅作備忘分錄。其於約定結算日及資產負債表日就結算應收取或給付之差額作為利息收入或利息費用之調整。

選擇權合約

選擇權合約於簽約時僅依交易名目本金作備忘分錄應收或應付之權利金列為預收或預付款科目其損益於收付時將預收或預付款目轉為賣出選擇權價值或買入選擇權價值如選擇權合約於資產負債表日尚未到期者則以當日選擇權合約市價評價損益列為當年度損益。因履約而產生之損失或利益列為履約當期損益。

利率交換合約

利率交換之交易因無本金之實際移轉時僅作備忘分錄。以交易為目的之利率交換合約於約定結算日及資產負債表日就結算應收取或給付之差額列為當年度損益。

換匯換利交易

為配合客戶交易之需求及軋平本行之鑑位所從事之換匯換利合約於約定結算日及資產負債日就應收取或給付之利息差額列為其他營業收入。

重分類

九十二年度財務報表若干項目已予重分類以配合九十三年度財務報表依照公開發行銀行財務報告編製準則所規定之表達。其中包括現金及約當現金、存放央行及銀行同業、買入票券及證券、央行及銀行同業存款等科目。

三、會計變動之理由及其影響

本銀行對以附買回為條件之票債券交易原係依照財政部頒佈之短期票券業務會計處理應注意事項規定以買賣斷法處理惟自九十三年一月一日起依公開發行銀行財務報告編製準則規定改採融資法處理。是項會計原則之變動對本公司九十三年度之純益並無重大影響。

由於本銀行票債券附條件交易係屬日常資金即度之業務活動除交易量鉅大且帳務處理系統歷經數次更新除歷史交易資料追溯不易致計算上述會計原則變動對以前年度之影響數顯有實務上之困難除本銀行無法計算該項累積影響數亦無法揭露相關限制性之資訊。

四、現金及約當現金

	九十三年十二月三十一日	九十二年十二月三十一日
庫存現金	\$ 1,614,461	\$ 1,463,973
待交換票據	634,453	883,396
存放銀行同業	1,582,412	3,327,143
	<u>\$ 3,831,326</u>	<u>\$ 5,674,512</u>

五、存放央行及銀行同業

	九十三年十二月三十一日	九十二年十二月三十一日
存款準備金		
甲 戶	\$ 2,627,685	\$ 2,148,570
乙 戶	4,558,013	4,239,707
	7,185,698	6,388,277
拆放同業	4,563,321	3,399,946
央行定期戶	17,440,000	16,943,000
金資中心戶 -	305,945	231,207
跨行清算基金款	\$ 29,494,964	\$ 26,962,430

上列存款準備金係依法就每月各項存款之平均餘額按法定準備率計算提存於中央銀行或中央銀行指定之存款準備金帳戶。其中存款準備金乙戶依規定非於每月即整存款準備金時不得動用。另央行定期戶包含購買一年內到期之央行定期存單其年利率九十三年底為 1.15% 癩 1.24%；九十二年底為 1.075% 癩 2.110%。

為配合中央銀行同業資金即撥清算作業系統採行即時總額清算機制除本銀行九十三年及九十二年十二月三十一日之央行定期存單分別計有 3,200,000 千元及 6,900,000 千元已設質提供作為日間透支之擔保除該擔保額度可隨時變更。

六、買入票券及證券

	九十三年十二月三十一日	九十二年十二月三十一日
商業本票	\$ 8,031,112	\$ -
可轉讓定期存單	5,518,042	2,600,000
債 券	9,566,846	433,591
受益憑證	413,050	2,200,021
股 票	453,767	417,402
國庫券	98,903	-
可轉換公司債	1,364,745	1,589,657
附賣回票債券投資	338,136	-
	<u>\$ 25,784,601</u>	<u>\$ 7,240,671</u>

本銀行九十三年十二月三十一日買入票券及證券以供作為附買回條件交易之金額為 17,454,564 千元除分別列入債券、商業本票及可轉讓定期存單項下除另截至九十三年十二月三十一日止除上列可轉換公司債中經提出供承作賣出選擇權交易計 291,500 千元。

本銀行年底持有之鑑分債券（包括長期債券投資除已作為相關用途如下：

	九十三年十二月三十一日	九十二年十二月三十一日
提存法院作為保證金	\$ 144,200	\$ 87,900
存出信託資金準備	50,000	50,000
信用卡中心消費款準備金	34,000	34,000
提存台銀營業保證金	10,000	10,000
提存國稅局作為營所稅	-	19,000
行政救濟暫繳稅款		
提存央行保證金	50,000	60,000
提存櫃買中心結算準備金	70,000	70,000
	<u>\$ 358,200</u>	<u>\$ 330,900</u>

上列提存法院之保證金為本銀行向法院聲請對於債務人財產為假扣押所提存之擔保金；台銀營業保證金為承作證券自營商業務除依證券商管理規則所提存之營業保證金；提存央行保證金係辦理自行買賣票債券業務除依票券金融管理法所應提存之保證金；提存櫃買中心結算準備金則為參加櫃買中心債券等殖成交系統所預繳債券給付結算準備金。

七、應收款項 - 淨額

	九十三年十二月三十一日	九十二年十二月三十一日
應收帳款		
受讓管理應收帳款	\$ 10,464,019	\$ 10,918,143
信用卡款項	7,345,505	6,513,207
其 他	899,594	1,113,608
	18,709,118	18,544,958
應收利息	1,454,426	1,092,222
應收承兌票款	1,076,008	1,557,532
應收收益	1,791	194,330
應收出售遺匯款	59,257	7,105,176
應收法院分配款	15,974	531,619
其 他	977,576	631,328
	22,294,150	29,657,165
減：備抵呆帳（附註二）	(319,151)	(616,980)
	<u>\$ 21,974,999</u>	<u>\$ 29,040,185</u>

上述受讓管理應收帳款業務除係客戶以出售產品、提供勞務或其他債權關係所產生之應收帳款除由本銀行承購並承擔是項帳款之信用風險。本銀行受讓應收帳款須提供帳務管理、收款及資金融通等服務除以收取手續費收入及利息收入。

八、買匯、貼現及放款 - 淨額

	九十三年十二月三十一日	九十二年十二月三十一日
透支	\$ 22,417	\$ 27,119
擔保透支	75,941	76,553
貼現	1,042,535	513,292
短期放款	52,249,856	53,032,985
短期擔保放款	17,970,456	17,556,938
中期放款	29,223,904	16,790,941
中期擔保放款	18,581,352	17,103,563
長期放款	2,872,805	1,693,757
長期擔保放款	67,887,335	60,784,428
出口押匯	359,858	258,447
齋口押匯	398,380	143,861
買入匯款	240	118
催收款項(附註二陸)	5,222,414	6,376,656
	195,907,493	174,358,658
減：備抵呆帳(附註二陸)	(1,356,451)	(1,376,853)
	\$ 194,551,042	\$ 172,981,805

九十三及九十二年底已停止計息之放款及其他授信款項(含應收帳款陸餘額分別為6,122,008千元及7,504,216千元)其中九十三及九十二年度未計利息收入分別為450,890千元及520,817千元。

本銀行於九十三及九十二年度並無未經訴訟追即行轉銷之授信債權。

備抵呆帳(含附註七鑑份陸提列之內容如下：

	特定債權無法 收回之風險	國家風險	全體債權組合 之潛在風險	合計
九十三年度				
年初餘額	\$ 1,732,889	\$ 93,445	\$ 167,499	\$ 1,993,833
提列呆帳	2,727,445	23,283	75,856	2,826,584
沖銷放款	(3,215,982)	(55,678)	-	(3,271,660)
收回已沖銷 之放款	126,845	-	-	126,845
年底餘額	\$ 1,371,197	\$ 61,050	\$ 243,355	\$ 1,675,602
百分比(%陸)	82	4	14	100
九十二年度				
年初餘額	\$ 1,675,988	\$ 138,877	\$ 167,499	\$ 1,982,364
提列呆帳	342,875	90,026	-	432,901
沖銷放款	(372,335)	(141,800)	-	(514,135)
收回已沖銷 之放款	86,361	6,342	-	92,703
年底餘額	\$ 1,732,889	\$ 93,445	\$ 167,499	\$ 1,993,833
百分比(%陸)	87	5	8	100

九、長期投資

	九十三年十二月三十一日		九十二年十二月三十一日	
	金 額	持 股%	金 額	持 股%
股權投資				
採權益法評價				
大眾綜合證券公司	\$ 1,215,936	47.1	\$ 592,470	24.4
(大眾證券陸)				
大眾國際租賃公司	178,101	99.7	298,339	99.7
(大眾租賃陸)				
眾銀人身保險代理人公司	4,897	100.0	11,211	99.9
(眾銀人身保代陸)				
眾銀財產保險代理人公司	662	100.0	335	99.9
(眾銀財產保代陸)				
普羅米斯顧問公司	-	-	65,693	30.0
(普羅米斯陸)	1,399,596		968,048	
採成本法或成本 市價孰低法評價				
台灣水泥公司	\$ 349,383	0.4	\$ 349,383	0.4
環華證券金融公司	219,762	3.3	219,762	3.3
台灣農畜產工業公司	28,315	4.9	28,315	4.9
大眾證券投資信託公司	16,486	4.9	16,486	4.9
華敬創業投資公司	30,000	4.2	30,000	4.2
台灣期貨交易所公司	10,250	0.5	10,250	0.5
承揚創業投資公司	50,000	5.0	50,000	5.0
財金資訊公司	45,500	1.1	45,500	1.1
中太創業投資公司	13,500	4.8	15,000	4.8
合作金庫銀行公司	4,536	-	4,536	-
台北外匯經紀公司	800	0.4	800	0.4
亞太固網寬頻公司	200,001	0.3	200,001	0.3
(原為東森寬頻陸)				
聯實創業投資公司	10,000	5.0	10,000	5.0
中龍鋼鐵公司	114,320	2.6	114,320	3.2
(原名桂裕陸 - 特別股)				
中龍鋼鐵公司	-	0.5	-	-
(原名桂裕陸 - 普通股)				
	1,092,853		1,094,353	
減：備抵跌價損失	(111,823)		(164,044)	
	981,030		930,309	
小 計	2,380,626		1,898,357	
債券投資				
公司債 - 英群陸票面利率0%	1,086,458		-	
央債84-1陸年利率7.75%	-		204,448	
86交建甲九陸年利率7.1%	105,539		106,370	
央債86-4陸年利率6.8%	101,857		102,785	
央債86-1陸年利率6.9%	10,194		10,305	
86交建乙三陸年利率6.9%	120,225		123,031	
可轉換公司債 - 新企陸票面利率0%	30,000		-	
小 計	1,454,273		546,939	
	3,834,899		2,445,296	
長期投資貸項 - 普羅米斯	(100,195)	30.0	-	
	\$ 3,734,704		\$ 2,445,296	

本銀行主講採權益法評價之長期投資包括：

(一) 陸大眾證券於八十六年八月、九十三年三月及九十三年八月合計投資 1,042,011 千元，其中包括九十三年三月及九十三年八月分別向非關係人及關係人新展投資（股陸公司以每股 12.5 元（參考會計師購買價格複核意見陸購買 39,277 千股及 6,500 千股，陸使持有股權比率提高至 47.1%。

(二) 陸大眾租賃分別於八十六及八十七年六月共投資 515,545 千元。

(三) 陸眾銀人身保代及眾銀財產保代於九十三年底本銀行各投資 2,000 千元。

(四) 陸普羅米斯九十年十月及九十二年十月共投資 75,000 千元，陸主要從事個人信用貸款技術分析支援及買回不良債權等業務。

本項投資將有助於本銀行控管授信風險及降低逾放比率。

子公司大眾租賃另轉投資設立下列孫公司：

(一) 陸大眾小客車租賃公司（持股 99.8% 陸八十七年十二月投資 29,940 千元，陸所營業務為小客車租賃業務。

(二) 陸 Ta Chong International Finance & Investment (BVI) Limited（持股 100% 陸八十六年九月投資 1,700 千元（美金 50,000 元），陸所營業務為承作國際租賃業務。

本銀行於九十二年六月依中龍鋼鐵公司（原為本公司授信戶陸之重整計畫選擇以債作股方案取得其發行之特別股 114,320 千元（股息以年利率 5% 計），陸並於九十三年盈餘分配中獲配普通股 2,001 千股。

本銀行於九十三年六月一日認購新企公司發行之私募可轉換公司債計 30,000 千元，陸惟已洽特定人於九十五年十二月前全數轉讓。

九十三及九十二年度長期投資利益（損失）陸如下：

	九 十 三 年 度	九 十 二 年 度
按權益法認列之投資（損）益		
大眾證券	\$ 77,800	\$ 27,375
大眾租賃	(118,603)	1,884
眾銀投顧	-	(101)
眾銀人身保代	1,719	8,390
眾銀財產保代	327	(598)
普羅米斯	(165,888)	(7,645)
	(204,645)	29,305
現金股利收入 - 成本法評價	31,574	15,586
	(\$173,071)	\$ 44,891

上述依權益法認列之投資（損）陸益除眾銀財產保代以自結數認列損失外，陸餘均根據被投資公司同期經會計師查核之財務報表計算。

本銀行持股 50% 以上之子公司，陸因其個別總資產及營業收入均未達本銀行各該項金額之百分之十，陸且所有未合併之子公司其合計總資產或營業收入亦未達本銀行各該項金額之百分之三十，陸是以本銀行未另行編製合併財務報表。惟根據修正後之財務會計準則第七號公報，陸本銀行將自九十四年上半年度起，陸編製包括所有子公司及具實質控制之他公司之合併財務報表。

十、固定資產 - 累計折舊

	九 十 三 年 十 二 月 三 十 一 日	九 十 二 年 十 二 月 三 十 一 日
累計折舊		
房屋及建築物改良	\$ 376,393	\$ 343,901
電腦設備	594,928	535,623
交通及運輸設備	22,392	26,790
什項設備	442,884	430,414
	\$ 1,436,597	\$ 1,336,728

十一、其他資產 - 其他

	九 十 三 年 十 二 月 三 十 一 日	九 十 二 年 十 二 月 三 十 一 日
買入選擇權價值（附註二陸）	\$ 876,805	\$ -
承受擔保品 - 淨額（附註二陸）	429,804	762,692
其 他	50,968	33,652
	\$ 1,357,577	\$ 796,344

截至九十三年及九十二年底止，陸上述承受擔保品係分別減除備抵跌價損失 165,894 千元及 94,729 千元後之餘額。

十二、央行及銀行同業存款

	九 十 三 年 十 二 月 三 十 一 日	九 十 二 年 十 二 月 三 十 一 日
同業拆放	\$ 15,694,040	\$ 11,500,380
同業存款	100,010	100,020
透支同業	164,841	51,675
央行存款	20,742	16,579
	\$ 15,979,633	\$ 11,668,654

十三、存款及匯款

	九 十 三 年 十 二 月 三 十 一 日	九 十 二 年 十 二 月 三 十 一 日
儲蓄存款	\$ 115,812,824	\$ 101,985,170
定期存款	72,314,091	65,878,096
活期存款	18,454,090	22,409,547
可轉讓定存單	5,136,300	4,977,900
支票存款	2,085,943	1,732,290
匯 款	116,705	47,987
	\$ 213,919,953	\$ 197,030,990

十四、應付金融債券

	九 十 三 年 十 二 月 三 十 一 日	九 十 二 年 十 二 月 三 十 一 日
(一) 陸次順位金融債券	\$ 8,200,000	\$ 5,000,000
(二) 陸主順位金融債券	1,800,000	-
(三) 陸可轉換金融債券	3,396,500	4,000,000
	\$ 13,396,500	\$ 9,000,000

(一) 陸次順位金融債券共發行 82 億元

本項金融債券分五次發行：

- 九十年七月發行 50 億元，陸為期五年，陸每年分別按浮動利率（美聯社 PAGE6165 90 DAYS 上午 11:00 左右之 FIXINGS 陸加碼 1.25% 及 1.75% 計息，陸自發行日起每三個月重設一次，陸現行利率為 2.426% 及 2.926% 陸及固定利率（4.25% 陸計息，陸利息自發行日起每年計付一次，陸於到期日一次還本。
- 九十三年七月發行 11.43 億元，陸為期五年，陸共分為 I、J、K 三券，陸年利率分別為固定利率 2.55%、2.65% 及 2.75% 計息，陸利息自發行日起每年計付一次，陸於到期日一次還本。
- 九十三年十月發行 10.50 億元，陸為期五年五個月，陸共分為靈、霰兩券，陸靈券每年按固定利率 3.5% 計息，陸利息自發行日起每年計付一次，陸於到期日一次還本；霰券每年按浮動利率（美聯社 PAGE6165 90 DAYS 上午 11:00 左右之 FIXINGS 陸加碼 1% 計息，陸自發行日起每三個月重設一次，陸現行利率為 2.176% 陸計息，陸利息自發行日起每年計付一次，陸於到期日一次還本。
- 九十三年十一月發行 6 億元，陸為期五年六個月，陸每年按固定利率 3.5% 計息，陸利息自發行日起，陸每年計付一次，陸於到期日一次還本。

5. 九十三年十二月發行4.07億元為期五年六個月每年按固定利率3.5%計息除利息自發行日起每年計付一次於到期日一次還本。

(二) 陸主順位金融債券 18 億元

本項金融債券於九十三年七月發行為期五年每年按固定利率2.83%計息除利息自發行日起每年計付一次於到期日一次還本。

(三) 陸可轉換金融債券 40 億元

本銀行經股東臨時會於九十二年九月決議依「銀行發行金融債券辦法」募集發行無擔保可轉換金融債券40億元分為40,000張每張面額10萬元除業經相關主管機關核准並於九十二年十二月十八日募集完成於九十二年十二月二十四日上市買賣。

上項債券之發行條件主要為：

1. 以面額發行除債券票面利率為0% 除發行期限五年至九十七年十二月到期。
2. 依發行辦法規定除債券持有人得於本債券發行日起滿三個月後除至到期日前十日止除本銀行向台灣證券交易所（以下簡稱「證交所」）除洽辦無償配股停止過戶除權公告日、現金股息停止過戶除息公告日或現金增資認股停止過戶除權公告日前三個營業日起除至權利分派基準日止除及其他依法暫停過戶期間外除得隨時向本銀行請求依轉換價格10.09元轉換為本銀行普通股。截至九十三年十二月底止除共計6,035張可轉換金融債券申請轉換成普通股共計轉換普通股59,812千股除其中計入九十三年年底股本為2,121千股除其餘57,691千股列於預收股本項下除發行新股基準日為九十四年一月二十五日。
3. 債券持有人得於發行滿二年、三年、四年以面額之100%賣回除賣回收益為0% 除滿五年到期時除由發行公司以面額之100%贖回除到期收益為0%。
4. 於下列情況下除本銀行得以債券面額贖回：
 - a. 發行滿一年之翌日起至到期前四十日止除其尚未轉換之債券總金額低於發行總額之10%時。
 - b. 發行滿一年之翌日起至到期前四十日止除本銀行之普通股於集中市場之收盤價連續三十個營業日超過當時轉換價格達50%（含陸以上時）。

十五、其他負債

	九十三年十二月三十一日	九十二年十二月三十一日
賣出選擇權價值（附註二陸）	\$ 872,119	\$ -
預收款項	247,157	220,953
保證責任準備（附註二陸）	110,322	110,383
長期投資貸項（附註九陸）	100,195	-
存入保證金	67,765	45,510
買賣證券損失準備（附註二陸）	40,528	-
其他	259,594	183,065
	<u>\$ 1,697,680</u>	<u>\$ 559,911</u>

十六、員工退休辦法

本銀行訂有職工退休、撫卹及資遣辦法除係屬確定給付退休辦法除適用所有正式任用員工。依該辦法規定除員工退休金之支付係根據服務年資及退休前六個月平均經常性薪資計付。

本銀行遵照法令規定按月依薪資總額2%提撥員工退休準備金交由勞工退休準備金監督委員會管理除並以其名義存入中央信託局專戶儲存除另按月依薪資總額6%提撥退休基金除並以職工退休基金管理委員會名義專戶儲存。退休準備金與退休基金合併之變動如下：

	九十三年度	九十二年度
年初餘額	\$ 624,482	\$ 553,978
本年提撥	20,020	64,554
利息收入	6,784	9,340
退休基金之應收利息及預付稅款	1,416	1,383
本年支付	(1,402)	(4,773)
年底餘額	<u>\$ 651,300</u>	<u>\$ 624,482</u>

政府新頒布「勞工退休金條例」將自九十四年七月一日起施行除係屬確定提撥退休辦法。屆時勞工得選擇繼續適用「勞動基準法」有關之退休金規定除或適用該條例之退休金制度並保留適用該條例前之工作年資。依該條例規定除雇主每月負擔之勞工退休金提撥率除不得低於勞工每月工資百分之六。

退休金精算結果相關資訊揭露如下：

(一) 陸淨退休金成本為：

	九十三年度	九十二年度
服務成本	\$ 73,918	\$ 64,099
利息成本	14,893	14,324
退休基金資產預期報酬	(21,341)	(24,030)
淨攤銷數額	(208)	(1,169)
淨退休金成本	<u>\$ 67,262</u>	<u>\$ 53,224</u>

(二) 陸退休基金提撥狀況與預付退休金之節餘如下：

	九十三年十二月三十一日	九十二年十二月三十一日
既得給付義務	\$ 9,878	\$ 8,852
非既得給付義務	370,408	316,507
累積給付義務	380,286	325,359
未來薪資增加之影響數	152,213	133,629
預計給付義務	532,499	458,988
退休基金資產公平價值	(651,300)	(624,482)
提撥狀況	(118,801)	(165,494)
未認列過渡性淨給付義務	(33,850)	(35,965)
未認列退休金利益	37,729	36,972
未認列前期服務成本	41,813	44,136
年底預付退休金（列入預付款項陸）	<u>(\$73,109)</u>	<u>(\$120,351)</u>
(三) 陸既得給付	<u>\$ 10,085</u>	<u>\$ 9,123</u>

(四) 陸退休金給付義務及計算淨退休金成本之精算假設為：

退休金給付義務之折現率	3%
未來薪資水準增加率	2%
退休基金資產預期投資報酬率	3%

十七、股東權益

普通股

本銀行董事會於九十三年十二月二十一日決議辦理現金增資40億元除每股面額10元除預定每股發行價格為10.1元除該增資案經行政院金融監督管理委員會函示自九十四年一月十日申報生效除本銀行預定於九十四年四月將完成募集是項增資計劃。

甲種特別股

此項特別股已於九十三年十一月到期逾期前未轉換為普通股鑑份尚有67,610千股除本銀行已依規定依面額收回銷除另將於九十四年股東常會分配到期前之股息3,586千元。

乙種特別股之權利義務

- (一) 陸依章程規定年度決算有盈餘時除於彌補虧損及提列法定公積後應按發行金額優先發放特別股股息除股息年率九十年五月二十九日至九十年十二月底為10.84%除其後各年度為5.7%除其發放順位相同；轉換普通股當年度不得享受特別股現金股息除但得參與轉換當年度之普通股盈餘及資本公積之配股。
- (二) 陸若某一年度無盈餘或盈餘不足分派特別股股息時除上述特別股股息應累積於以後有盈餘年度優先發給；但於特別股發行期滿時得全數以相同股數之普通股或依發行價格以盈餘或發行新股所得之股款收回除其累積積欠之特別股股利應於發行期滿時一次發給。截至九十三年十二月三十一日除本銀行並無積欠乙種特別股股息。
- (三) 陸特別股於普通股配發之每股股利超過特別股每股股息時除其超過鑑分除特別股得與普通股依持股比例分派。
- (四) 陸特別股不得參加普通股股東資本公積轉作股本之分配。
- (五) 陸本銀行以現金發行新股時除特別股股東有認購權。
- (六) 陸特別股分派公司剩餘財產之順序優先於普通股除但以不超過發行金額為限。
- (七) 陸特別股股東於股東會無表決權、無選舉權除但有被選舉為董事或監察人之權利。
- (八) 陸本銀行於甲種特別股發行期間除若某一年度普通股無償配股每股高於0.2股（不含陸時除需經特別股股東會具有代表股權半數以上出席除並經出席特別股股東表決權三分之二之決議。
- (九) 陸乙種特別股於發行日起滿五年到期除其轉換為普通股或收回之方式如下：

1. 於下列約定期間內分次或一次轉換成相同股數之普通股

乙種記名式特別股股東自乙種特別股上市交易之日（乙種特別股已於九十二年十月掛牌上市買賣除起得隨時分批申請將持有乙種特別股依1：1轉換為普通股。轉換成普通股之當年度除就轉換之乙種特別股不得參與分派轉換當年度乙種特別股股息除且就前各年度累積未分配之乙種特別股股息將不予以分派除但得參與普通股盈餘及資本公積之分派。截至九十三年十二月底止除上述乙種特別股計20,174千股已申請轉換為普通股除其中8,910千股已辦妥變更登記除；流通在外乙種特別股為242,803千股除金額為2,428,032千元。

2. 到期轉換或收回

乙種特別股將於九十五年五月二十八日到期逾期時以發行面額收回除其累積未付股利一併付清。

3. 上述特別股轉換成普通股後之權利義務與普通股相同。

資本公積

本銀行之資本公積包括可轉換金融債券行使轉換權及庫藏股票交易產生。依有關法令規定此等資本公積得用以彌補虧損或撥充股本除惟撥充股本每年以一定比例為限。

盈餘分配及股利政策

依本銀行章程規定除年度純益於彌補虧損後除應分派如下：

- (一) 陸提撥百分之三十為法定公積除直至其餘額等於股本時為止。
- (二) 陸視業務需要提存特別盈餘公積或酌予保留盈餘。
- (三) 陸除額提撥百分之八十七為股東股利除百分之五為董事、監察人酬勞及百分之八為員工紅利。
- (四) 陸前項股東股利之發放以擴大經濟規模、提升經營效率、維持充足營運資金及適當自有資本適足率為考量除在資本額未達3百億元（含陸以前除前分配成數中現金股利發放以不超過三成為限；在資本額達3百億元以上除則現金股利之分配成數以不超過五成為限。現金盈餘分配除最高不得超過本銀行實收資本總額百分之十五。

上述法定公積得用以彌補虧損除當法定公積已達實收股本百分之五十時除得用以撥充股本除惟以其半數為限。另依銀行法規定除法定公積未達股本總額前除其現金盈餘分配最高不得超過股本總額之百分之十五。

上述盈餘分配由董事會擬具方案於次年度之股東常會決議除並表達於該年度財務報表。

本公司九十三年度盈餘分配議案除截至會計師查核報告日止除尚未經董事會擬議除有關董事會擬議及股東會決議盈餘分派情形除本公司將於台灣證券交易所之「公開資訊觀測站」公告之。

本銀行九十二及九十一年度盈餘分配並未分配員工紅利及董監酬勞除是以毋須揭露相關資訊。

截至九十三年十二月三十一日止提列特別盈餘公積164,044千元除係本銀行依規定就九十二年之股東權益減項提列之特別盈餘公積。本銀行得俟未來年度股東權益減項金額有迴轉時除將原提列之特別盈餘公積轉回盈餘除可供分配。

股東可扣抵稅額資訊

依所得稅法規定除自八十七年度（含陸起實施兩稅合一除本銀行分配屬於八十七年度（含陸以後未分配盈餘時除股東可按股

利分配日之稅額扣抵比率計算可獲配之股東可扣抵稅額。截至九十三年十二月三十一日止股東可扣抵稅額餘額為17,354千元。九十三及九十二年度盈餘之預計及實際稅額扣抵比率分別為10.09%及5.87%。

庫藏股票（普通股）

本銀行基於照顧員工福利除於九十年六至八月及八十九年十至十二月間陸續買回本銀行股票除並依本銀行之員工認股計畫除將買回股份陸續申報轉讓予員工除九十三及九十二年度因轉讓股份所收取款項分別為12,995千元及24,174千元除其超過買回成本之溢額分別為631千元及1,174千元除列為資本公積。兩期庫藏股票之變動如下：

	九 十 三 年 度		九 十 二 年 度	
	股數（千股陸）	金 額	股數（千股陸）	金 額
期初餘額	2,531	\$ 12,364	7,239	\$ 35,364
本期減少	(2,531)	(12,364)	(4,708)	(23,000)
期末餘額	-	\$ -	2,531	\$ 12,364

本銀行買回自有股份之交易除符合證券交易法之規定。

十八、各項提存

	九 十 三 年 度	九 十 二 年 度
提列備抵呆帳（附註二陸）	\$ 2,826,584	\$ 432,901
提列買賣證券損失準備	40,528	39,468
（附註二陸）		
迴轉保證責任準備	(61)	(21)
	\$ 2,867,051	\$ 472,348

十九、用人費用、折舊及攤銷

	九 十 三 年 度	九 十 二 年 度
用人費用		
薪 資	\$ 2,025,687	\$ 1,509,396
勞 健 保	117,271	96,841
退 休 金	67,262	53,224
其 他	102,146	85,288
	\$ 2,312,366	\$ 1,744,749
折舊費用	\$ 200,054	\$ 205,393
攤銷費用	98,341	83,659

上列費用均列於損益表中之業務及管理費用項下。

二十、營業外費用及損失

	九 十 三 年 度	九 十 二 年 度
承受擔保品損失	\$ 154,292	\$ 153,373
處分現金卡債權損失	142,746	31,066
出售不良債權損失	60,218	-
訴訟賠償損失（附註二十五陸）	24,000	-
資產報廢損失	8,792	32,143
處分固定資產損失	123	2,245
其 他	22,599	40,775
	\$ 412,770	\$ 259,602

廿一、所得稅

(一) 陸所得稅計算如下：

	九 十 三 年 度	九 十 二 年 度
稅前利益按法定稅率 (25%)	\$ 55,688	\$ 646,983
計算之稅額		
調節項目之稅額影響數		
永久性差異		
短期票券利息收入	(6,031)	(18,016)
國際金融業務分行利益	(71,271)	(84,911)
提列買賣證券損失	10,132	9,867
出售證券損失免稅	7,489	47,061
依權益法認列投資損 (益) 陸	51,161	(7,327)
其 他	6,618	(81,889)
	(1,902)	(135,215)
暫時性差異		
未實現兌換損失 (利益) 陸	45,532	(1,625)
迴轉備抵有價證券鉸價損失	-	(7,770)
備抵呆帳申報追認數	(61,206)	(43,229)
收回已沖銷之放款	31,681	21,590
其 他	30,162	26,556
	46,169	(4,478)
當年度所得稅費用	99,955	507,290
虧損扣抵	(99,955)	(507,290)
短期票券分離課稅款	4,825	14,412
遞延所得稅變動	15,000	(339,000)
以前年度所得稅調整	29,860	29,249
債券前手息稅款調整數	12,708	(104,546)
所得稅費用 (利益)	\$ 62,393	(\$399,885)

(二) 陸遞延所得稅資產內容如下：

	九 十 三 年 十 二 月 三 十 一 日	九 十 二 年 十 二 月 三 十 一 日
虧損扣抵	\$ 329,288	\$ 495,626
呆帳遞延數	108,199	103,766
類因協議展期之掛帳息	42,884	36,039
長期投資減資損失	74,775	-
未實現兌換減資損失	45,533	-
其 他	58,141	38,389
	\$ 658,820	\$ 673,820

依稅法規定陸本銀行九十一年度尚未使用之核定虧損 1,317,150 千元陸得於未來五年內 (最後年度即為九十六年陸) 用以扣抵課稅所得額。

本銀行吸收合併之大眾票券陸其合併消滅前之所得稅結算申報案均經稅捐稽徵機關核定陸其中八十四至九十年之債券前手息稅款陸經與國稅局達成協議以 60% 核退；本銀行截至九十一年度止之所得稅結算申報案件陸業經稅捐稽徵機關核定陸其中對八十五、八十六及八十八年度申報債券前手息之扣繳稅款陸經與國稅局以 65% 協議核認陸本銀行對是項協議之稅額影響數陸已分別於九十三及九十二年度陸整所得稅費用。

廿二、每股盈餘

九十三及九十二年每股盈餘之表達陸經對可轉換特別股或金融債券予以測試後具稀釋作用陸是以分別計算其基本及稀釋每股盈餘。

	九 十 三 年 度		九 十 二 年 度	
	稅 前	稅 後	稅 前	稅 後
基本每股盈餘	\$ 0.02	\$ 0.01	\$ 1.98	\$ 2.29
稀釋每股盈餘	0.02	0.01	1.6	1.85

計算每股盈餘之分子及分母揭露如下：

(一) 陸分子—純益

	九 十 三 年 度		九 十 二 年 度	
	稅 前	稅 後	稅 前	稅 後
當年度	\$ 222,752	\$ 160,359	\$ 2,587,933	\$ 2,987,818
減：特別股股息	197,227	141,984	206,490	238,397
基本每股盈餘				
屬於普通股股東之純益	25,525	18,375	2,381,443	2,749,421
具稀釋作用之潛在普通股之影響				
累積轉換特別股股息	-	-	206,490	238,397
稀釋每股盈餘				
屬於普通股股東之純益加	\$ 25,525	\$ 18,375	\$ 2,587,933	\$ 2,987,818
潛在普通股之影響				

(二) 陸分母—股數 (千股) 陸

	九 十 三 年 度	九 十 二 年 度
普通股已發行加權平均股數	1,288,596	1,206,278
減：庫藏股加權平均股數	1,030	4,272
	1,287,566	1,202,006
具稀釋作用之普通股股數	385,529	412,977
	1,673,095	1,614,983

廿三、關係人交易

(一) 陸重要關係人之名稱及關係

關係人名稱	與本公司之關係
大眾證券	採權益法評價之被投資公司
普羅米斯	採權益法評價之被投資公司
大眾租賃	子公司 - 99.7%
眾銀人身保代	子公司 - 100%
眾銀財產保代	子公司 - 100%
和馨建設公司	鑑分董事相同
大豪小客車	孫公司
Ta Chong International Finance & Investment (BVI) Limited	孫公司
群益證券股份有限公司 (群益證券陸新展投資公司)	董事長係本公司董事長之二等親 與和馨建設公司董事長相同 (但民國九十三年十二月董事長改選後陸即非本銀行關係人陸)
光陽工業股份有限公司 (光陽工業陸)	為本公司之董事
其他關係人	本公司之董事、監察人、經理人及董事、監察人、經理人之配偶暨董事長及總經理二等親以內親屬

(二) 陸重大關係人交易

除附註九所述外本銀行與關係人間之重大交易事項彙總如下：

1. 放款及貼現、存款、保證及承兌

	年底餘額	佔各該科目 百分比(%)	利率(%)	相關收入 (費用)	佔各該科目 百分比(%)
九十三年度					
放款及貼現					
二十九位關係人合計 (每戶均未超過放 款及貼現總額 10% 陸)	\$ 916,675	0.5	1.7 厘 18.25	\$ 25,001	0.3
存款					
一百三十九位關係人 合計(每戶均未超 過存款總額 10% 陸)	1,678,168	0.8	0 厘 11	(18,217)	0.6
保證及承兌					
光陽工業(未超過保 證及承兌總額 10% 陸)	-	-	-	310	0.3
九十二年度					
放款及貼現					
三十八位關係人合計 (每戶均未超過放 款及貼現總額 10% 陸)	\$ 1,211,963	0.7	1.7 厘 18.25	\$ 31,809	0.4
存款					
一百三十九位關係人 合計(每戶均未超 過存款總額 10% 陸)	1,740,630	0.9	0 厘 11	(26,591)	0.9
保證及承兌					
光陽工業(未超過保 證及承兌總額 10% 陸)	500,000	0.3	-	720	0.5

根據銀行法規定本銀行除消費貸款額度內及對政府貸款外不得對關係人為無擔保授信；為擔保授信時應有十足擔保且其條件不得優於其他同類授信對象。

2. 本銀行與下列關係人除除 1. 所述存放款交易外尚有如下交易：

	向關係人買入 票券及債券	出售票券及 債券予關係人	出售予關係人 附買回條件之 票券及債券	向關係人承作 附賣回條件之 票券及債券
九十三年度				
大眾證券	\$ 855,886	\$ 580,392	\$ -	\$ 440,000
群益證券	951,467	547,620	-	-
	\$ 1,807,353	\$ 1,128,012	\$ -	\$ 440,000
九十二年度				
大眾證券	\$ 11,887,431	\$ 11,810,623	\$ 200,008	\$ -

以上關係人交易價格、收付款之條件(除行員存款利率為 11% 外陸與一般非關係人相當。

3. 營業租賃

本銀行為營業之需要向關係人承租房屋作為營業處所及租用小客車為公務車及經理人座車輪茲將承租情形列示如下：

出租之關係人	承租作為營業 場所所在地	押金 (列入存出保證金項下)		租金	
		九十二年 十二月三十一日	九十三年 十二月三十一日	九十二年 十二月三十一日	九十三年 十二月三十一日
和善建設公司	營業鑑、博愛分行	\$ 250,000	\$ 250,000	\$ 973	\$ 972
大眾證券	大昌分行、台南分行 及高雄分行之鑑分 營業處所	-	-	19,952	16,691
大眾小客車	九十三及九十二年度 分別承租公務車六 十一鑑及四十七鑑	1,132	1,793	17,621	14,488
大眾租賃	北區資訊室(租金收 益率 9.3% 陸)	100,000	100,000	13,213	13,150

(依劃撥戶存款平均餘額計數陸)
(與其他非關係人無類似交易可資比較陸)

4. 保險代理費收入

本銀行與子公司眾銀人身保代及眾銀財產保代簽訂保險代理合約陸委託本銀行提供保單銷售之相關服務陸九十三及九十二年度分別收取代理費收入(列入手續費收入項下陸)217,200 千元及 110,291 千元。

5. 管理手續費支出及出售債權損失

本銀行與被投資公司普羅米斯於九十一年十一月簽訂信用分析支援暨債權收買契約陸委託該公司提供本銀行信用分析支援及現金卡債權收買服務陸本銀行依約每月應按平均現金卡貸款餘額之固定比率(含營業稅陸)計算管理手續費陸九十三及九十二年度管理手續費(列入業務及管理費用項下陸)分別為 896,424 千元及 481,800 千元。另依約由普羅米斯於建議承作額度範圍內陸承擔收買債權之責任陸其收買債權雖包含本金以外之任何利息、延滯利息、違約金、手續費及其他費用陸但其付款金額僅以本金為主。九十三及九十二年度本銀行共出售債權分別為 1,770,057 千元及 567,045 千元陸截至九十三年底尚有應收帳款 251,773 千元陸因普羅米斯收買金額僅限債權本金陸致本項債權產生出售損失分別為 142,746 千元及 31,066 千元陸列入營業外費用及損失項下。本銀行與其他非關係人並無上述類似交易。

6. 手續費支出

九十三及九十二年度本銀行向大眾證券下單買賣股票之手續費支出及折讓列示如下：

	九 十 三 年 度	九 十 二 年 度
手續費支出	\$ 10,027	\$ 10,594
減：手續費折讓	6,014	5,824
	\$ 4,013	\$ 4,770

廿四、質押資產

質押之資產請參閱附註六。

廿五、截至九十三年年底重大承諾事項及或有負債

除附註二十九及三十一所述外隴本銀行之重大承諾事項及或有負債如下：

(一) 陸依據「信託業法施行細則」第十七條規定隴本銀行信託帳之資產負債及信託財產目錄如下：

1. 信託帳資產負債表 - 九十三年十二月三十一日

信託資產	金額	信託負債	金額
短期投資	\$ 36,313,586	信託資本	\$ 36,313,586

2. 信託財產目錄 - 九十三年十二月三十一日

投資項目	金額
短期投資	\$ 16,494
普通股	36,297,092
基金	\$ 36,313,586

(二) 陸本銀行以營業租賃方式承租鑑分行舍、停車位、公務車及自動櫃員機座落地點隴租期為一至十年隴鑑分租約僅支付押金共596,195千元(列入存出保證金項下隴另鑑分租約除支付押金共148,021千元外隴尚按年、按月或半年支付租金。

茲將未來五年之應付租金列示如下：

年度	金額
九十四	\$ 198,498
九十五	174,952
九十六	149,364
九十七	62,953
九十八	7,940
	\$ 593,707

(三) 陸重要採購合約係採購電腦設備、軟體、網路系統及裝潢工程等隴總價款約239,865千元隴已付價款約109,748千元(列入未完工程及訂購機件項下隴

(四) 陸截至九十三年十二月三十一日止隴本銀行目前尚在齋行之重要未決訴訟案如下：

1. 本銀行於八十七年三月二十日概括承受第十信用合作社之一切營業、資產及負債等。嗣因第十信用合作社於概括承受日前任意轉出款項達37,204千元隴本銀行自併購價金中予以扣除。其後隴第十信用合作社於九十一年十一月五日提起訴訟請求本銀行返還前揭款項。高等法院二審已判決本銀行應給付第十信用合作社37,204千元隴因兩造均不服該判決隴目前均上訴中。本銀行依委任律師意見已估列損失24,000千元(含應計利息6,000千元隴列入營業外費用及損失項下。
2. 光正工業公司承攬高雄雄酸銻公司(高錕公司陞)彰濱含有機質複合肥料廠建廠工程,隴須提供履約保證金5,198萬元予高錕公司隴光正公司向本銀行借入上開金額轉入定期存款後將其設質予高錕公司作為履約保證金隴就高錕公司已估驗計價之工程保留款7,240餘萬元轉讓予本銀行。光正工業公司於工程完成達97.81%時因財務困難未能完成施工隴高錕公司乃於九十三年四月二十六日提起訴訟主張解除承攬契約並沒入履約保證金。本銀行主張高錕公司至多僅得終止契約而不能解除契約隴並得以該工程保留款債權抵銷定期存款債權。本案本銀行最大損失約5,403萬元及自九十一年十月十八日起至清償日止按年利率百分之五計算之利息(計算至九十三年十二月三十一日為5,958千元隴

廿六、自有資本昨風險性資產比率

依銀行法及有關法令規定隴為健全銀行財務基礎隴銀行自有資本與風險性資產之比率不得低於8%；凡實際比率低於規定標準者隴中央主管機關得限制其盈餘分配。

本銀行九十三及九十二年底之自有資產與風險性資產比率分別為9.46%及8.77%。

廿七、孳息資產昨付息負債之平均值及當年平均利率

平均值係按孳息資產與付息負債之日平均值計算。

資 產	九十三年十二月三十一日		九十二年十二月三十一日	
	平均 值	平 均 利率 %	平均 值	平 均 利率 %
現金及約當現金	\$ 971,022	0.68	\$ 1,615,182	0.20
存放央行及銀行同業	27,318,244	1.19	25,906,801	1.37
買入票券及證券				
債 券	11,616,706	3.44	2,934,239	4.45
附買回票債券投資	1,434,445	0.85	-	-
商業本票	5,867,255	1.09	300,967	1.92
國庫券	226,383	0.3	21,149	0.89
可轉讓定期存單	6,010,942	1.48	2,303,051	2.56
買匯、貼現及放款	183,248,247	4.33	153,820,978	4.66
負 債				
央行及銀行同業存款	\$ 14,677,340	1.27	\$ 10,266,874	1.10
附買回票債券負債	16,532,012	0.82	-	-
活期存款	16,963,812	0.37	11,432,204	0.38
活期儲蓄存款	40,493,978	0.95	32,515,350	0.79
定期存款	76,466,643	1.27	67,675,535	1.47
定期儲蓄存款	71,806,831	1.52	69,165,098	2.17
應付金融債券	10,683,815	2.06	5,153,425	3.44

廿八、資產及負債之到期分析

本銀行資產及負債之到期期間隴按資產負債表日至到期日之剩餘期間認定。資產及負債有約定到期日者隴按約定到期日作到期分析隴無約定到期日者隴則以該資產預期變現或該負債預期償還之日期為其假設之到期日隴作到期分析。

九十年十二月三十一日	超 過 一 年			合 計
	一 年 以 內	至 七 年	超 過 七 年	
資 產				
現金及約當現金	\$ 3,831,326	\$ -	\$ -	\$3,831,326
存放央行及銀行同業	29,494,964	-	-	29,494,964
買入票券及證券	25,784,601	-	-	25,784,601
應收款項	22,294,150	-	-	22,294,150
買匯、貼現及放款	79,618,857	47,756,659	68,531,977	195,907,493
長期債券投資	13,500	1,320,548	120,225	1,454,273
	\$ 161,037,398	\$ 49,077,207	\$ 68,652,202	\$ 278,766,807
百分比(% 陸	58	17	25	100
負 債				
央行銀行同業存款	\$ 15,979,633	\$ -	\$ -	\$15,979,633
應付款項	6,441,362	-	-	6,441,362
附買回票債券負債	17,547,807	-	-	17,547,807
存款及匯款	196,397,657	17,522,296	-	213,919,953
應付金融債券	-	13,396,500	-	13,396,500
其他負債	1,546,830	150,850	-	1,697,680
	\$ 237,913,289	\$ 31,069,646	\$ -	\$ 268,982,935
百分比(% 陸	88	12	-	100

	超 過 一 年		合 計
	一 年 以 內	至 七 年	
九十二年十二月三十一日			
資 產			
現金及約當現金	\$ 5,674,512	\$ -	\$ 5,674,512
存放央行及銀行同業	26,962,430	-	26,962,430
買入票券及證券	7,240,671	-	7,240,671
應收款項	29,657,165	-	29,657,165
買匯、貼現及放款	78,416,614	35,528,001	113,944,615
長期債券投資	-	317,538	317,538
	<u>\$ 147,951,392</u>	<u>\$ 35,845,539</u>	<u>\$ 183,796,931</u>
百分比(%)	<u>60</u>	<u>15</u>	<u>100</u>
負 債			
央行及銀行同業存款	\$ 11,668,654	\$ -	\$ 11,668,654
應付款項	15,285,704	-	15,285,704
存款及匯款	187,316,514	9,714,476	197,030,990
應付金融債券	-	9,000,000	9,000,000
其他負債	449,528	110,383	559,911
	<u>\$ 214,720,400</u>	<u>\$ 18,824,859</u>	<u>\$ 233,545,259</u>
百分比(%)	<u>92</u>	<u>8</u>	<u>100</u>

廿九、衍生性金融商品交易

本銀行從事外匯衍生性金融商品交易目的係為配合客戶交易之需求並用以軋平本銀行之匯位。又本銀行因非以交易為目的而訂定之遠期外匯合約係為規避外幣淨資產、淨負債及外幣承諾因匯率變動產生之風險。本銀行之避險策略係以能夠規避大鑑分市場價格風險為目的。本銀行以與被避險項目公平價值變動呈高度負相關之衍生性金融商品作為避險工具並作定期評估。

信用風險係指若交易對象違約則本銀行將產生之損失。惟本銀行與客戶交易前須經徵信及授信程序並授與信用額度後方可於額度內交易並視客戶信用情形收取適當之保證金或徵提適足之擔保品而與銀行間之交易則依該行之世界排名及信用評等授與外匯交易額度並於該額度內承作。

茲將本銀行截至九十三及九十二年底承作之未到期衍生性金融商品交易之合約金額及其信用風險與公平價值列示如下：

	九十二年十二月三十一日		九十三年十二月三十一日	
	合約金額	信用風險	合約金額	信用風險
配合客戶交易目的				
遠期外匯合約	\$ 10,189,806	\$ 51,689	\$ 10,189,806	\$ 51,689
買入選擇權合約	40,169,249	932,075	40,169,249	932,075
賣出選擇權合約	40,366,249	-	40,366,249	-
外匯換匯合約	3,120,249	19,849	3,120,249	19,849
支應不同幣別資金需求交易目的				
外匯換匯合約	20,753,881	292,648	20,753,881	292,648
換匯換利合約	199,200	2,299	199,200	2,299
交易為目的				
資產交換合約	3,380,852	224,275	3,380,852	224,275
遠期外匯合約	1,128,751	19,509	1,128,751	19,509
利率交換合約	25,438,000	219,712	25,438,000	219,712
換匯換利合約	7,363,539	201,485	7,363,539	201,485

	九十二年十二月三十一日		九十三年十二月三十一日	
	合約金額	信用風險	合約金額	信用風險
配合客戶交易目的				
遠期外匯合約	12,995,666	84,587	12,995,666	84,587
買入選擇權合約	38,780,312	856,704	38,780,312	856,704
賣出選擇權合約	38,780,312	165,685	38,780,312	165,685
外匯換匯合約	20,603,934	155,322	20,603,934	155,322
支應不同幣別資金需求交易目的				
外匯換匯合約	8,549,216	14,162	8,549,216	14,162
換匯換利合約	2,964,120	35,910	2,964,120	35,910
交易為目的				
資產交換合約	3,336,079	6,555	3,336,079	6,555
遠期外匯合約	644,369	1,340	644,369	1,340
買入選擇權合約	146,500	-	146,500	-
利率交換合約	1,665,760	4,584	1,665,760	4,584
賣出選擇權合約	241,400	2,115	241,400	2,115

本銀行主係以路透社報價系統所顯示之外匯交易匯率除就個別外匯合約到期日之交易匯率分別計算個別合約之公平價值。該公平價值係指倘本銀行依約在資產負債表日終止合約預計所能取得或必須支付之金額。

本銀行從事衍生性金融商品交易除其合約之名目本金通常係用以計算雙方應收、付金額之基礎外因是名目本金並非實際收付之金額亦非本銀行之現金需求。本銀行所發行或持有之衍生性金融商品除管理階層認為在市場上均得以合理價格出售是以預計合約到期時不致有重大之現金需求。

本銀行從事衍生性金融商品交易之(損益)列示如下：

	九 十 三 年 度	九 十 二 年 度
遠期外匯合約(列入兌換損益)	\$ 188,493	\$ 5,900
選擇權合約(列入其他營業收入)	206,515	184,421
利率交換合約(列入其他營業收入)	112,524	(7,127)
換匯換利合約(列入其他營業收入)	1,269	802
外匯換匯合約(列入利息收入)	21,100	9,406
外匯換匯合約(列入利息費用)	(107,178)	(104,264)
	<u>\$ 422,723</u>	<u>\$ 89,138</u>

三十、非衍生性金融商品之資訊

金融商品	九十二年十二月三十一日		九十三年十二月三十一日	
	帳面價值	公平價值	帳面價值	公平價值
現金及約當現金	\$ 3,831,326	\$ 3,831,326	\$ 3,831,326	\$ 3,831,326
存放央行及銀行同業	29,494,964	29,494,964	29,494,964	29,494,964
買入票券及證券	25,784,601	25,813,326	25,784,601	25,813,326
應收款項	21,974,999	21,974,999	21,974,999	21,974,999
買匯、貼現及放款	194,551,042	194,551,042	194,551,042	194,551,042
長期投資	3,834,899	4,031,123	3,834,899	4,031,123
存出保證金	834,370	834,370	834,370	834,370
央行及銀行同業存款	15,979,633	15,979,633	15,979,633	15,979,633
應付款項	6,441,362	6,441,362	6,441,362	6,441,362
附買回票債券負債	17,547,807	17,547,807	-	-
存款及匯款	213,919,953	213,919,953	213,919,953	213,919,953
應付金融債券	13,396,500	14,126,748	13,396,500	14,126,748
其他負債				
保證責任準備	110,322	110,322	110,322	110,322
存入保證金	67,765	67,765	67,765	67,765
長期投資貸項	100,195	100,195	-	-

本銀行估計金融商品公平價值所使用之方法及假設如下：

- (一) 陸金融商品以其在資產負債表上之帳面價值估計其公平價值。因為此類商品到期日甚近或未來收付價格與帳面價值相近，其帳面價值應屬估計公平價值之合理基礎。此方法應用於現金及約當現金、存放央行及銀行同業、應收款項、央行及銀行同業存款、應付款項、保證責任準備及附買回票債券負債。
- (二) 陸買入票券及證券暨長期投資（包括長期投資貸項陸如有市場價格或股權淨值則以此市場價格或股權淨值為公平價值。若無市場價格或股權淨值可供參考時則依帳面價值作為估計之公平價值。
- (三) 陸買匯、貼現及放款、存款及匯款因願為附息之金融資產與負債則因其帳面價值即為目前之公平價值。
- (四) 陸應付金融債券除附息之次順位金融債券其帳面價值即公平市價外，陸可轉換金融債券以其市價估算公平價值。
- (五) 陸存出（入）陸保證金係以現金存出（收付陸或金融債券抵繳陸因無確定之收付期間陸乃以帳面金額為公平價值。

三一、具有資產負債表外信用風險之金融商品

本銀行由於承作貸款及發行信用卡陸致有大量的授信承諾。其中大鑑分承作之貸款授信期限為一至二十年陸九十三及九十二年度授信貸款利率區間為1.15%至18.9%及1%至19.4%。陸信用卡循環利率均為19.71%。本銀行亦提供融資保證與開發商業信用狀擔保客戶對第三者履行義務陸通常為期一年陸其到期日並未集中在一特定期間。

本銀行具資產負債表外信用風險之金融商品其合約金額如下：

	九十三年十二月三十一日	九十二年十二月三十一日
不可撤銷之放款承諾	\$ 7,304,910	\$ 4,559,956
信用卡授信承諾	46,968,558	42,792,397
現金卡授信承諾	7,901,924	4,399,003
保證及信用狀款項	22,986,944	19,756,123

上述金融商品並非於到期前全鑑支付陸因此該合約金額並不代表未來現金流出數陸亦即未來現金需求金額低於合約金額。假設授信額度已用罄且擔保品或其他擔保完全失去其價值時陸信用風險金額與合約金額相等陸則合約金額將為可能發生之最大損失。

本銀行在提供不可撤銷之放款承諾、保證和開發商業信用狀時陸均作嚴格的信用評估。本銀行之策略為在撥付核准之貸款予某些特定客戶前陸均要求提供適當的擔保品。截至九十三及九十二年底具有擔保品的貸款占貸款總額分別約為55%及57%；保證和開發商業信用狀持有之擔保品分別約19%及25%。有關貸款、保證和開發商業信用狀所要求提供之擔保品通常為不動產、現金、存貨、具流通性之有價證券或其他財產等。當客戶違約時陸本銀行將強制執行對擔保品或其他擔保之權利。

信用卡及現金卡授信承諾不需擔保品陸但須定期評估持卡人信用狀況陸若有必要則即整其信用額度。

三二、信用風險顯著集中之資訊

當金融商品交易相對人顯著集中於某一對象陸或金融商品交易相對人雖有若干陸但大多從事類似之商業活動陸且具有類似之經濟特質陸使其履行合約之能力受到經濟或其他狀況之影響亦相類似時陸則將發生信用風險顯著集中之情況。本銀行並未顯著集中與單一客戶或單一交易相對人進行交易陸但有類似之產業型態。本銀行信用風險顯著集中之放款金額如下：

	放 款	承 兌 及 保 證	合 計	%
九十三年十二月三十一日				
個人	\$ 105,322,164	\$ -	\$ 105,322,164	48
製造業	35,621,856	11,335,265	46,957,121	21
金融、保險、不動產及租賃業	28,468,148	4,196,433	32,664,581	15
營造業	4,728,439	4,601,447	9,329,886	4
	<u>\$ 174,140,607</u>	<u>\$ 20,133,145</u>	<u>\$ 194,273,752</u>	<u>88</u>
九十二年十二月三十一日				
個人	\$ 91,466,749	\$ -	\$ 91,466,749	47
製造業	34,036,670	9,507,530	43,544,200	22
金融、保險、不動產及租賃業	27,271,749	5,217,090	32,488,839	17
營造業	3,392,744	3,386,529	6,779,273	3
	<u>\$ 156,167,912</u>	<u>\$ 18,111,149</u>	<u>\$ 174,279,061</u>	<u>89</u>

截至九十三及九十二年底在外匯交易並無重大外幣淨鑑位。

三三、對於信用風險、市場風險、流動性風險、作業風險及法律風險等

各類風險之管理政策與實務，以及主譏風險之曝險情形

(一) 陸信用風險

1. 放款資產品質

	九十三年十二月三十一日	九十二年十二月三十一日
逾期放款	\$ 6,500,738	\$ 6,544,238
催 收 款	5,222,414	6,376,656
逾放比率（%陸	3.32	3.75
應予觀察放款	2,213,000	2,669,000
應予觀察放款占總放款比率（%陸	1.13	1.53
放款及催收款損失準備	1,356,451	1,376,853
年度呆帳轉銷金額	3,271,660	514,135

逾期放款

依財政鑑83.2.16臺財融第八三二二九二八三四號函及86.12.1臺財融第八六六五六四號函規定逾期放款之定義陸認列逾期放款之金額。

逾放比率

逾期放款（含催收款陸 ÷（放款總額 + 催收款陸

應予觀察放款

中長期分期償還放款逾三個月但未滿六個月、其他放款本金未逾期三個月而利息未按期繳納逾三個月但未滿六個月、已達列報逾放而准免列報者（包括協議分期償還放款、已獲信保基金理賠及有足額存單或存款備償放款、九二一震災經合意展延者、擔保品已拍定待分配款及其他經專案准免列報者陸

呆帳轉銷金額

係當年度沖銷備低呆帳金額。

2. 授信風險集中情形

項 目	年 度	
	九十三年十二月三十一日	九十二年十二月三十一日
對利害關係人授信金額	\$2,592,333	\$3,643,804
利害關係人授信比率（%陸	1.16	1.97
股票質押授信比率（%陸	4.07	4.20
特定行業授信行業集中度（該等行業授信金額占總授信金額比率之前三者陸	行業別 比率	行業別 比率
	製造業 17.09	製造業 17.38
	金融保險及不動產 11.71	金融保險及不動產 13.63
	批發、零售及餐飲業 4.67	批發、零售及餐飲業 4.07

(1) 授信總額包括買匯、放款及貼現（含齋出口押匯陸 應收承兌票款及應收保證款項。

(2) 利害關係人授信比率 = 對利害關係人授信金額 ÷ 授信總額。

(3) 股票質押授信比率 = 承作以股票為擔保品之授信金額 ÷ 授信總額。

3. 放款、催收款及備抵投資損失提列政策：請參閱財務報表附註二。

4. 資產、負債及資產負債表外項目之風險顯著集中資訊：請參閱附註三十一及三十二。

(二) 陸市場風險

1. 孳息資產與付息負債之平均值及當期平均利率：請參閱附註二十七。
2. 利率敏感性資訊

	九十三年十二月三十一日	九十二年十二月三十一日
利率敏感性資產與負債比率(%)	91.07	87.97
利率敏感性缺口與淨值比率(%)	(104.41)	(126.80)

- (1) 利率敏感性資產及負債係指其收益或成本受利率變動影響之生利資產及付息負債。
- (2) 利率敏感性資產與負債比率 = 利率敏感性資產 ÷ 利率敏感性負債 (指一年內新臺幣利率敏感性資產與利率敏感性負債)
- (3) 利率敏感性缺口 = 利率敏感性資產 - 利率敏感性負債。

3. 主要外幣淨鑑位

九十三年十二月三十一日		九十二年十二月三十一日	
原幣(千位)	折合台幣	原幣(千位)	折合台幣
USD 13,507	\$ 428,995	USD 3,333	\$ 113,280
JPY 301,320	93,228	JPY 331,817	105,451
EUR 952	41,171	NZD 858	19,134
IDR 2,000,000	6,800	IDR 2,200,000	8,000
SWKR 673	3,231	THB 6,031	5,187

- (1) 主要外幣係折算為同一幣別後淨鑑位金額較高之前五位者。
- (2) 主要外幣淨鑑位係各幣別淨鑑位之絕對值。

(三) 陸流動性風險

1. 獲利能力(%)

項目	九十三年度	九十二年度
資產報酬率	0.08	1.12
淨值報酬率	1.30	16.81
純益率	1.30	28.52

- (1) 資產報酬率 = 稅前損益 ÷ 平均資產。
- (2) 淨值報酬率 = 稅前損益 ÷ 平均淨值。
- (3) 純益率 = 稅後損益 ÷ 營業收入。
- (4) 稅前 (後) 陸損益係指當年一月累計至該季損益金額。

2. 九十三年十二月三十一日資產及負債之到期分析

合 計	距到期日剩餘期間金額					
	0至30天	31天至90天	91天至180天	181天至一年	一年以上	
資 產	\$269,571,000	\$59,730,000	\$38,457,000	\$15,272,000	\$13,542,000	\$142,570,000
負 債	276,005,000	57,369,000	29,615,000	80,682,000	50,904,000	57,435,000
缺 口	(6,434,000)	2,361,000	8,842,000	(65,410,000)	(37,362,000)	85,135,000
累積缺口	(6,434,000)	2,361,000	11,203,000	(54,207,000)	(91,569,000)	(6,434,000)

本表僅含總行及國內分支機構新臺幣鑑分 (不含外幣陸之金額)。

(四) 陸九十三年度特殊記載事項

	案由及金額
最近一年度負責人或職員因業務上違反法令經檢察官起訴者	無
最近一年度違反法令經財政部處以罰鍰者	無
最近一年度缺失經財政部嚴予糾正者	無
最近一年度因人員舞弊、重大偶發案件或未切實依「金融機構安全維護注意要點」之規定致發生安全事故除其年度個別或合計損失逾五千萬元者	無
其 他	無

最近一年度係指自揭露當季往前推算一年。

三四、資本適足性(%)

年 度	九十三年十二月三十一日	九十二年十二月三十一日
自有資本比率(%)	9.46	8.77
負債占淨值比率(%)	1,561.33	1,378.83

自有資本比率 = 自有資本 ÷ 風險性資產除該項比率係依銀行法第四十四條及財政部 90.10.16 臺財融(一)第 九 三四五一六號函「銀行資本適足性管理辦法」所計算之比率除於每年六月底及十二月底各計算一次。

三五、九十三年利害關係人為借款人、保證人、擔保品提供人之交易資訊

類別	戶數	期末總金額	評估有無可能遭受損失
消費者貸款(註一)	323	\$ 95,096	\$ -
行員購屋貸款	308	795,853	-
其他利害關係人為借款人之授信交易(註二)	65	1,559,873	-
利害關係人為保證人之授信交易	253	1,133,007	-
利害關係人為擔保品提供人之授信交易	5	264,007	-

說明：本表所稱利害關係人係指銀行法第三十三條之一規定之有利害關係者。

註一：係指銀行法第三十二條規範之消費者貸款。

註二：係指除消費者貸款及行員購屋貸款以外之其他利害關係人為借款人之授信交易。

三六、附註揭露事項

除附表一至附表五外並無其他重大交易事項、轉投資事業及大陸投資資訊應揭露事項：

- (一) 陸為他人背書保證者：參閱附表一。
- (二) 陸期末持有有價證券情形：參閱附表二。
- (三) 陸累積買入或賣出同一有價證券之金額達新台幣三億元或實收資本額百分之十以上者：參閱附表三。
- (四) 陸從事衍生性金融商品交易：參閱附註二十九。
- (五) 陸轉投資公司相關資訊：參閱附表四。
- (六) 陸與關係人交易之手續費折讓合計達五百萬元以上：參閱附表五。

三七、部門別財務資訊

本公司屬於單一金融業鑑門目前尚無國外營運機構及單一客戶之收入占收入總額達 10% 以上者。

大眾商業銀行股份有限公司及其從屬公司
背書保證明細表
民國九十三年度

附表一

單位：新台幣千元

編號	背書保證者 公司名稱	被背書保證 公司名稱	關係	對象對單一企業背書 保證限額(註一)	本年最高背書 保證餘額	年底背書 保證餘額	以財產擔保之 背書保證金額	累計背書保證金額佔最近 財務報表淨值之比率(%)	背書保證最高 限額(註二)
1	大眾國際 租賃公司	Ta Chong International Finance & Investment (BVI) Limited	子公司	\$1,722,100	\$635,200 (美金20,000千元陸)	\$635,200 (美金20,000千元陸)	-	369	\$1,722,100

註一：依大眾國際租賃公司「背書保證處理辦法」論對單一企業背書保證金額不逾該公司最近期經會計師查核簽證報表淨值之十倍。

註二：依大眾國際租賃公司「背書保證處理辦法」論背書保證之總額以不逾該公司最近期經會計師查核簽證報表淨值之十倍。

大眾商業銀行股份有限公司及其從屬公司
期末持有有價證券情形
民國九十三年十二月三十一日

附表二

單位：新台幣千元

持有之公司	有價證券 種類及名稱	與有價證券 發行人之關係	帳列科目	股數 / 單位數	期末 帳面金額	持股比例(%)	市價或股權淨值	備註
本銀行	股票							
	大眾綜合證券公司	採權益法評價之被投資公司	長期投資	94,984,382	\$1,215,936	47.1	\$1,221,109	
	大眾國際租賃公司	子公司	長期投資	49,850,000	178,101	99.7	171,693	
	眾銀人身保險代理人公司	子公司	長期投資	200,000	4,897	100.0	4,897	
	眾銀財產保險代理人公司	子公司	長期投資	200,000	662	100.0	662	註二
	台灣水泥公司		長期投資	11,444,216	349,383	0.4	239,027	
	環華證券金融公司		長期投資	24,968,909	219,762	3.3	287,204	註二
	台灣農畜產工業公司		長期投資	2,109,439	28,315	4.9	18,701	註二
	大眾證券投資信託公司		長期投資	1,602,300	16,486	4.9	21,416	註二
	華敬創業投資公司		長期投資	3,180,000	30,000	4.2	31,992	註二
	台灣期貨交易所公司		長期投資	1,025,000	10,250	0.5	23,680	註二
	承揚創業投資公司		長期投資	5,000,000	50,000	5.0	49,680	註二
	財金資訊公司		長期投資	4,550,000	45,500	1.1	66,329	註二
	中太創業投資公司		長期投資	1,350,000	13,500	4.8	10,261	註二
	合作金庫銀行公司		長期投資	88,341	4,536	-	2,638	
	台北外匯經紀公司		長期投資	80,000	800	0.4	1,313	註二
	亞太固網寬頻公司		長期投資	20,000,000	200,001	0.3	189,699	註二
	聯實創業投資公司		長期投資	1,000,000	10,000	5.0	8,993	註二
	中龍鋼鐵公司 - 特別股		長期投資	11,432,000	114,320	2.6	158,408	以價作股 方式取得 (註一陸)
	中龍鋼鐵公司 - 普通股		長期投資	2,000,600	-	0.5	28,026	註一
	普羅米斯顧問公司		長期投資貸項	7,500,000	(\$100,195)	30.0	(\$100,195)	
	債券(註三陸)							
	公司債 - 英群公司		長期債券投資		1,086,458		1,086,458	
	86交建甲九		長期債券投資		105,539		128,530	
	央債86-4		長期債券投資		101,857		110,107	
	央債86-1		長期債券投資		10,194		10,911	
	86交建乙三		長期債券投資		120,225		129,389	
	可轉換公司債 - 新企工程公司		長期債券投資		30,000		30,000	
					1454,273		1,495,395	
大眾綜合 證券公司	股票							
	台灣期貨交易所公司		長期投資	720,000	\$7,200	0.4	\$16,634	
大眾國際 租賃公司	股票							
	中央租賃公司		長期投資	15,916,134	-	9.6	(3,531)	註四
	大世界百貨開發公司		長期投資	2,500,000	25,000	2.2	19,266	註五
	翔和飛機租賃公司		長期投資	639,285	5,865	2.9	11,171	註五
	Ta Chong International Finance & Investment (BVI) Limited	子公司	長期投資	50,000	26,195	100.0	26,195	每股美金1元
	大眾小客車租賃公司	子公司	長期投資	2,994,000	34,090	99.8	34,090	

註一：市價或股權淨值係採用九十三年十二月底被投資公司之查核數。

註二：市價或股權淨值係採用被投資公司同期自結報表。

註三：鑑分長期債券投資已提存為保證金除參閱財務報表附註六。

註四：市價或股權淨值係採用九十三年九月底被投資公司自結報表。

註五：市價或股權淨值係採用九十三年十一月底被投資公司自結報表。

大眾商業銀行股份有限公司及其從屬公司
重大累積買賣或賣出同一有價證券明細表

附表三

民國九十三年度

單位：新台幣千元

買、賣之公司	有價證券種類及名稱	帳列科目	交易對象	關係	期初股數	買入金額	賣出股數	期末		售價	帳面成本	處分(損)益	股數	金額
								金額	股數					
本銀行	股票	長期投資	註一	註一	49,207,500	\$592,470	45,776,882	\$623,466	-	\$-	\$-	\$-	94,984,382	\$1,215,936
	大眾綜合證券公司							(註二)						

註一：向大眾證券原股東亮動企業有限公司及亮動投資有限公司及關係人新展投資(股陸)公司等購入。

註二：包括投資金額572,211千元、本期認列之投資收益74,481千元、投資成本與股權淨值差額3,319千元及現金股利26,545千元。

大眾商業銀行股份有限公司及其從屬公司

轉投資公司相關資訊

附表四

民國九十三年度

單位：新台幣千元

投資公司名稱	被投資公司名稱	所在地區	主營業項目	原始投資金額		期末持有		被投資公司帳面金額	被投資公司本期(損)益	本期認列之投資(損)益(註)	備註
				本期期末	上期期末	股數	比率				
本銀行	大眾綜合證券公司	高雄市	證券經紀、自營、承銷、有價證券買賣融資融券及期貨經紀業務等	\$1,042,011	\$469,800	94,984,382	47.1	\$1,215,936	\$191,786	\$77,800	
	大眾國際租賃公司	高雄市	一般租賃相關業務及附條件買賣業務等	515,545	515,545	49,850,000	99.7	178,101	(117,118)	(118,603)	子公司
	眾銀人身保險代理人公司	臺北市	人身保險代理人	2,000	2,000	200,000	100.0	4,897	1,716	1,719	子公司
	眾銀財產保險代理人公司	臺北市	財產保險代理人	2,000	2,000	200,000	100.0	662	327	327	子公司
	普羅米斯顧問公司	臺北市	個人信用貸款技術分析支援及買回不良債權等業務	75,000	75,000	7,500,000	30.0	(100,195) \$1,299,401	(534,577)	(165,888) (\$204,645)	
大眾國際租賃公司	大豪小客車租賃公司	高雄市	小客車租賃業務	\$29,940	\$29,940	2,994,000	99.8	\$34,090	\$2,672	\$2,667	孫公司
	Ta Chong International Finance & Investment (BVI) Limited	British Virgin Islands	國際租賃業務	1,588 (USD50,000)	1,700 (USD50,000)	50,000	100.0	26,195	8,020	8,020	孫公司

註：包括按持股比例認列之投資損益及投資成本與股權淨值差異攤銷數等。

大眾商業銀行股份有限公司及其從屬公司
與關係人交易之手續費折讓合計達新台幣五百萬元以上

民國九十三年度

附表五

單位：新台幣千元

帳列手續費折讓之公司	關係	科目	金額	備註
大眾綜合證券股份有限公司	採權益法評價之被投資公司	買賣票券利益	\$6,014	

五、最近年度經會計師查核簽證之母子公司合併財務報表題無

六、銀行及其關係企業有發生財務難轉困難情事集其對本行財務狀況之影響題無

INDEPENDENT AUDITORS' REPORT

The Board of Directors and Stockholders

Ta Chong Bank Ltd.

We have audited the accompanying balance sheets of Ta Chong Bank Ltd. (the Bank) as of December 31, 2004 and 2003, and the related statements of income, changes in stockholders' equity and cash flows for the years then ended, all expressed in New Taiwan dollars. These financial statements are the responsibility of the Bank's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the Rules Governing the Audit of Financial Statements by Certified Public Accountants and auditing standards generally accepted in the Republic of China. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Bank as of December 31, 2004 and 2003, and the results of its operations and its cash flows for the years then ended, in conformity with accounting principles generally accepted in the Republic of China.

February 2, 2005

Notice to Readers

The accompanying financial statements are intended only to present the financial position, results of operations and cash flows in accordance with accounting principles and practices generally accepted in the Republic of China and not those of any other jurisdictions. The standards, procedures and practices to audit such financial statements are those generally accepted and applied in the Republic of China.

For the convenience of readers, the auditors' report and the accompanying financial statements have been translated into English from the original Chinese version prepared and used in the Republic of China. If there is any conflict between the English version and the original Chinese version or any difference in the interpretation of the two versions, the Chinese-language auditors' report and financial statements shall prevail. Also, as stated in Note 2 to the financial statements, the additional footnote disclosures that are not required under generally accepted accounting principles were not translated into English.

BALANCE SHEETS

DECEMBER 31, 2004 AND 2003

(In Thousand New Taiwan Dollars,
Except Par Value)

	2004		2003			2004		2003	
	Amount	%	Amount	趨		Amount	趨	Amount	趨
ASSETS					LIABILITIES AND STOCKHOLDERS' EQUITY				
1100 CASH AND CASH EQUIVALENTS (Note 4)	\$ 3,831,326	1	\$ 5,674,512	2	LIABILITIES				
1120 DUE FROM CENTRAL BANK OF CHINA AND BANKS (Note 5)	29,494,964	10	26,962,430	11	2120 Due to Central Bank of China and banks (Note 12)	\$ 15,979,633	5	\$ 11,668,654	5
1130 SECURITIES PURCHASED, NET (Notes 2, 6 and 23)	25,784,601	9	7,240,671	3	2140 Payables	6,441,362	2	15,285,704	6
1140 RECEIVABLES, NET (Notes 2 and 7)	21,974,999	8	29,040,185	12	2190 Securities sold under agreements to repurchase (Notes 2 and 3)	17,547,807	6	-	-
1250 PREPAYMENTS (Notes 2 and 16)	205,003	-	236,259	-	2360 Deposits and remittances (Notes 13 and 23)	213,919,953	75	197,030,990	79
13XX BILLS PURCHASED, DISCOUNTS AND LOANS, NET (Notes 2, 8 and 23)	194,551,042	68	172,981,805	69	2370 Financial debentures (Notes 2 and 14)	13,396,500	5	9,000,000	3
LONG-TERM INVESTMENTS (Notes 2 and 9)					28XX Other (Notes 2 and 15)	1,697,680	1	559,911	-
144101 Long-term stock investments under equity method	1,399,596	1	968,048	1	2XXX Total liabilities	268,982,935	94	233,545,259	93
144102 Long-term stock investments under cost, or the lower of cost or market method, net	981,030	-	930,309	-	STOCKHOLDERS' EQUITY (Note 17)				
1444 Long-term bond investments	1,454,273	1	546,939	-	Common stock, \$10 par value				
1440 Long-term investments, net	3,834,899	2	2,445,296	1	3101 Authorized - 2,619,255 thousand shares; issued - 1,371,812 and 1,206,278 thousand shares as of December 31, 2004 and 2003	13,718,116	5	12,062,781	5
PROPERTIES (Note 2)					Preferred stock, \$10 par value				
1501 Land	1,840,844	1	1,840,844	1	3103 Issued - Rank A, 150,000 thousand shares as of December 31, 2003; Rank B 242,803 and 262,977 thousand shares as of December 31, 2004 and 2003	2,428,032	1	4,129,768	2
1521 Buildings and improvements	1,147,231	1	1,147,313	1	3110 Capital collected in advance	576,907	-	-	-
1533 Computers	948,167	-	931,202	-	Capital surplus				
1541 Transportation equipment	34,122	-	35,693	-	3201 Additional paid-in capital	3,241	-	-	-
1551 Other equipment	604,917	-	629,281	-	3207 Treasury stock (Note 2)	1,805	-	1,174	-
15X1 Total cost	4,575,281	2	4,584,333	2	3200 Total capital surplus	5,046	-	1,174	-
15X2 Accumulated depreciation (Note 10)	1,436,597	1	1,336,728	1	Retained earnings				
	3,138,684	1	3,247,605	1	3301 Legal reserve	275,798	-	-	-
1570 Construction in progress and prepayments (Note 25)	109,748	-	57,478	-	3302 Special reserve	164,044	-	-	-
15XX Net properties	3,248,432	1	3,305,083	1	3310 Unappropriated retained earnings	171,958	-	919,327	-
17XX INTANGIBLE ASSETS	17,932	-	23,181	-	33XX Total retained earning	611,800	-	919,327	-
OTHER ASSETS					Equity adjustments				
1821 Refundable deposits (notes 23 and 25)	834,370	-	815,039	1	3401 Unrealized loss on decline in market value of long-term investment (Notes 2 and 9)	(111,823)	-	(164,044)	-
1856 Deferred income tax assets - noncurrent (note 21)	658,820	-	673,820	-	3410 Cumulative translation adjustments (Note 2)	(289)	-	1,346	-
1859 Other deferred expense (note 2)	416,759	-	288,622	-	34XX Total equity adjustments	(112,112)	-	(162,698)	-
1838 Miscellaneous assets (notes 2 and 11)	1,357,577	1	796,344	-	3510 Treasury stock - 2,531 thousand shares (Note 2)	-	-	(12,364)	-
18XX	3,267,526	1	2,573,825	1	3XXX Total stockholders' equity	17,227,789	6	16,937,988	7
1XXX TOTAL	\$ 286,210,724	100	\$ 250,483,247	100	CONTINGENCIES AND COMMITMENTS (Notes 6, 25, 29 and 31)				
					TOTAL	\$ 286,210,724	100	\$ 250,483,247	100

The accompanying notes are an integral part of the financial statements.

STATEMENTS OF INCOME

YEARS ENDED DECEMBER 31, 2004 AND 2003

(In Thousand New Taiwan Dollars,
Except Earnings Per Share)

	2004		2003	
	Amount	趨	Amount	趨
OPERATING REVENUES				
4501 Interest (Notes 2, 23 and 29)	\$ 9,866,819	80	\$ 8,242,338	79
4516 Service fees (Notes 2 and 23)	2,009,991	16	1,655,058	16
4531 Gain on sales of securities purchased, net	18,355	-	207,104	2
4532 Investment income under equity method, net (Notes 2 and 9)	-	-	29,305	-
4534 Foreign exchange gain, net (Notes 2 and 29)	96,050	1	80,603	1
4609 Other (Notes 2 and 29)	351,881	3	262,578	2
4100 Total operating revenues	12,343,096	100	10,476,986	100
OPERATING COSTS AND EXPENSES				
5501 Interest (Notes 2, 23 and 29)	3,230,546	26	3,072,342	29
5516 Service charges (Note 23)	139,528	1	125,241	1
5532 Investment loss under equity method, net (Notes 2 and 9)	204,645	2	-	-
5535 Provisions (Note 18)	2,867,051	23	472,348	5
5800 Operating expenses (Notes 19 and 23)	5,303,780	43	3,977,340	38
5100 Total operating costs and expenses	11,745,550	95	7,647,271	73
6100 OPERATING INCOME	597,546	5	2,829,715	27
4999 NON-OPERATING INCOME AND GAINS (Note 2)	37,976	-	17,820	-
5999 NON-OPERATING EXPENSES AND LOSSES (Notes 2, 20, 23 and 25)	412,770	3	259,602	2
6300 INCOME BEFORE INCOME TAX	222,752	2	2,587,933	25
6400 INCOME TAX BENEFITS (EXPENSES) (Notes 2 and 21)	(62,393)	(1)	399,885	4
6900 NET INCOME	\$ 160,359	1	\$ 2,987,818	29
7000 BASIC EARNINGS PER SHARE (Note 22)				
Earnings per share before income tax	\$ 0.02		\$ 1.98	
Earnings per share after income tax	0.01		2.29	
DILUTED EARNINGS PER SHARE (Note 22)				
Earnings per share before income tax	0.02		1.60	
Earnings per share after income tax	0.01		1.85	

The accompanying notes are an integral part of the financial statements.

STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY

YEARS ENDED DECEMBER 31, 2004 AND 2003

(In Thousand New Taiwan Dollars,
Except Par Value)

	Issued Capital Stock (\$10 Par Value)				Capital Collected in Advance	Capital Surplus (Notes 2 and 17)	Retained	Earnings (Deficit) (Note 17)			Unrealized Loss on Long-term Stock Investment (Notes 2 and 9)	Cumulative Translation Adjustments (Notes 2)	Treasury Stock (Notes 2 and 17)	Total Stockholders' Equity
	Common Stock	Rank A Preferred	Rank B Preferred	Total			Legal Reserve	Special Reserve	Unappropriated	Total				
BALANCE, JANUARY 1, 2003	\$ 12,062,781	\$ 1,500,000	\$ 2,629,768	\$ 16,192,549	\$ -	\$ 173,769	\$ 1,427,635	\$ 190,964	(\$3,860,859)	(\$2,242,260)	(\$228,209)	(\$108)	(\$35,364)	\$ 13,860,377
Offset of deficit from														
Capital surplus	-	-	-	-	-	(173,769)	-	-	173,769	173,769	-	-	-	-
Legal reserve	-	-	-	-	-	-	(1,427,635)	-	1,427,635	-	-	-	-	-
Special reserve	-	-	-	-	-	-	-	(190,964)	190,964	-	-	-	-	-
Treasury stock reissued	-	-	-	-	-	1,174	-	-	-	-	-	-	23,000	24,174
Change in unrealized loss on long-term stock investments	-	-	-	-	-	-	-	-	-	-	64,165	-	-	64,165
Change in translation adjustments on long-term equity investment	-	-	-	-	-	-	-	-	-	-	-	1,454	-	1,454
Net income in 2003	-	-	-	-	-	-	-	-	2,987,818	2,987,818	-	-	-	2,987,818
BALANCE, DECEMBER 31, 2003	12,062,781	1,500,000	2,629,768	16,192,549	-	1,174	-	-	919,327	919,327	(164,044)	1,346	(12,364)	16,937,988
Distribution of 2003 earnings (Note 17)														
Legal reserve	-	-	-	-	-	-	275,798	-	(275,798)	-	-	-	-	-
Special reserve	-	-	-	-	-	-	-	164,044	(164,044)	-	-	-	-	-
Rank A preferred stock dividends	-	-	-	-	-	-	-	-	(176,994)	(176,994)	-	-	(176,994)	(176,994)
Rank B preferred stock dividends	-	-	-	-	-	-	-	-	(290,892)	(290,892)	-	-	(290,892)	(290,892)
Treasury stock reissued	-	-	-	-	-	631	-	-	-	-	-	-	12,364	12,995
Change in translation adjustments on long-term equity investment	-	-	-	-	-	-	-	-	-	-	52,221	-	-	52,221
Common shares converted from:(Notes 14 and 17)														
Rank A preferred stock	1,432,390	(1,432,390)	-	-	-	-	-	-	-	-	-	-	-	-
Rank B preferred stock	201,736	-	(201,736)	-	-	-	-	-	-	-	-	-	-	-
Convertible financial debentures	21,209	-	-	21,209	576,907	3,241	-	-	-	-	-	-	-	601,357
Redemption of rank A preferred stock	-	(67,610)	-	(67,610)	-	-	-	-	-	-	-	-	(67,610)	(67,610)
Change in translation adjustments on long-term equity investment	-	-	-	-	-	-	-	-	-	-	(1,635)	-	(1,635)	(1,635)
Net income in 2004	-	-	-	-	-	-	-	-	160,359	160,359	-	-	-	160,359
BALANCE, DECEMBER 31, 2004	\$ 13,718,116	\$ -	\$ 2,428,032	\$ 16,146,148	\$ 576,907	\$ 5,046	\$ 275,798	\$ 164,044	\$ 171,958	\$ 611,800	(\$111,823)	(\$289)	\$ -	\$ 17,227,789

The accompanying notes are an integral part of the financial statements.

STATEMENTS OF CASH FLOWS

YEARS ENDED DECEMBER 31, 2004 AND 2003

(In Thousand New Taiwan Dollars)

	2004	2003
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income	\$ 160,359	\$ 2,987,818
Adjustments		
Provision for doubtful accounts	2,826,584	432,901
Depreciation	200,054	205,393
Amortization	98,341	83,659
Losses on disposal of cash card and non-performing loans	202,964	31,066
Provision for losses on collaterals assumed	71,165	44,507
Loss on sales of collaterals assumed	83,127	108,866
Provision for losses on guarantees and trading bonds	40,467	39,447
Loss on disposal of properties, net	9,488	53,104
Amortization for premium on long-term bonds investments	151	9,742
Cash dividends received from long-term stock investments under equity method	34,578	2,582
Deferred income tax	15,000	(339,000)
Investment loss (income) under equity method	204,645	(29,305)
Decrease in securities purchased - for trading purposes	2,074,427	1,174,892
Others	822	-
	6,022,172	4,805,672
Changes in operating assets and liabilities		
Receivables	6,555,041	(16,902,387)
Prepayments	31,256	(76,374)
Payables	(9,112,683)	9,839,657
Others	263,662	3,043
Net cash provided by (used in) operating activities	3,759,448	(2,330,389)
CASH FLOWS FROM INVESTING ACTIVITIES		
Increase in due from Central Bank of China and banks	(2,532,534)	(4,210,424)
Increase in bills purchased, discounts and loans	(24,138,546)	(16,594,945)
Proceeds from disposal of non-performing loans	49,906	-
Decrease (increase) in securities purchased - for investing purposes	(292,285)	222,513
Increase in long-term investments	(1,679,696)	(45,000)
Proceeds from disposal of long-term investments	-	1,530
Proceeds from redemption of long-term bonds upon maturity	200,000	-
Proceeds from capital deduction of investee	1,500	-
Proceeds from disposal of properties	1,330	3,840
Acquisitions of properties	(233,926)	(320,630)
Decrease in miscellaneous assets	(131,012)	(159,664)
Proceeds from disposal of collaterals assumed	292,292	209,892
Increase in deferred assets	(143,896)	(81,935)
Decrease (increase) in refundable deposits	(19,331)	249
Proceeds from disposal of deferred assets	-	10
Net cash used in investing activities	(28,626,198)	(20,974,564)
CASH FLOWS FROM FINANCING ACTIVITIES		
Increase in deposits and remittances	16,888,963	20,227,429
Issuance of financial debentures	4,999,400	4,000,000
Increase in due to banks and Central Bank of China	4,310,979	2,111,479
Redemption of rank A preferred stocks	(67,610)	-
Decrease in repurchase notes and bonds	(2,778,265)	-
Increase (decrease) in other liabilities	124,988	(81,086)
Payment of preferred stock dividends	(467,886)	-
Reissuance of treasury stock	12,995	24,174
Net cash provided by financing activities	23,023,564	26,281,996
INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	(1,843,186)	2,977,043
CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR	5,674,512	2,697,469
CASH AND CASH EQUIVALENTS, END OF YEAR	\$ 3,831,326	\$ 5,674,512
SUPPLEMENTAL INFORMATION		
Interest paid	\$ 3,021,625	\$ 3,228,179
Income tax paid (received)	(40,195)	95,210
INVESTING ACTIVITIES NOT AFFECTING CASH		
Adjustments of securities sold under agreements to repurchase (Note 3)	\$ 20,326,072	\$ -
Financial debentures converted into common stocks	601,357	-
Acquisition of long-term investment through settlement of loans receivables	-	114,320

The accompanying notes are an integral part of the financial statements.

NOTES TO FINANCIAL STATEMENTS

YEAR ENDED DECEMBER 31, 2004 AND 2003

(Amounts in Thousand New Taiwan Dollars, Unless Stated Otherwise)

1. ORGANIZATION AND OPERATIONS

The Bank commenced its operations on April 2, 1992. To coincide with the government's policy for consolidating the monetary industry, the Bank have acquired and merged with Polyvest Bills Finance Ltd. (PBFL) on May 29, 2001. The Bank is now engaged in savings, loans, guarantee, trust operations, sales of government bonds, corporate bonds, and other business as approved by the government.

As of December 31, 2004 and 2003, the Bank's number of employees aggregated 2,701 and 2,234, respectively.

As of December 31, 2004, the Bank's operating units include banking, trust, international division of the head office, offshore banking unit and 52 domestic branches.

The Bank's common stock, rank B and rank A preferred stock shares have been traded in the Taiwan Stock Exchange since February 1999, October 2003 and February 2004 with code 2847, 2847B and 2847A, respectively. As of November 24, 2004, rank A preferred stock has been converted into common stock or redeemed upon maturity. Furthermore, the Bank's convertible financial debentures have been traded in the Gretai Securities Market since December 2003 with code 28471.

On November 5, 2004, the Bank published its updated financial forecast for 2004. The comparison of the actual operation results and forecast is as follows:

	Amounts		Achievement (%)
	Actual	Forecast (Updated)	
Operating revenues	\$ 12,343,096	\$ 12,118,536	102
Operating income	597,546	623,932	96
Income before income tax	222,752	273,606	81

2. SIGNIFICANT ACCOUNTING POLICIES

The Bank's financial statements were prepared in conformity with accounting principles generally accepted in the Republic of China (ROC). These principles require the Bank to make certain estimates and assumption that could affect the recorded amounts of assets, liabilities, revenues and expenses of the Bank. The Bank continually evaluates these estimates, including those related to provision for doubtful accounts, losses on purchased bills and securities, depreciation on properties, pension cost, credit card bonus accumulated, provision for losses on guarantees and income tax. The Bank bases its estimates on historical experience and assumptions, which it believes to be reasonable under the circumstances. Actual results may differ from these estimates under different assumptions and conditions. The Bank's assets and liabilities were not classified into current and non-current in the balance sheets, as the nature of banking industry involves uncertain business operating cycles. However, the assets and liabilities were presented according to their liquidity. Please refer to Note 28 for maturity analysis of assets and liabilities.

For the convenience of readers, the accompanying financial statements have been translated into English from the original Chinese version prepared and used in the Republic of China. If there is any conflict between the English version and the original Chinese version or any difference in the interpretation of the two versions, the Chinese-language financial statements shall prevail. However, the accompanying financial statements do not include English translation of the additional footnote disclosure that are not required under generally accepted accounting principles but are required by the Securities and Futures Bureau (SFB) for their oversight purposes.

The Bank's significant accounting policies are summarized below:

Securities Purchased

Securities purchased include bonds, negotiable certificates of deposit, commercial papers, convertible bonds, beneficiary certificates, stocks, securities purchased under agreements to resell and treasury bills.

Securities purchased are stated at the lower of cost or market except for negotiable certificates of deposit. Cost of securities sold is determined using the moving-average method, except that securities purchased under agreements to resell and bonds for guarantee deposits, are determined using the specific identification method. Market prices are determined as follows: (a) listed and over-the-counter stocks - average daily closing prices for the last month of the accounting period; (b) beneficiary certificates (open-end fund), net asset values at the balance sheet date; (c) bonds - period-end reference prices published by the Gretai Securities Market or bond information system of Grand Cathay Securities Corp.; (d) overseas securities - prices provided by the overseas brokers or Bloomberg Quotation System; and (e) short-term bills - discounted value of maturity value using yield rate.

Pursuant to the directive issued by the Ministry of Finance (the "MOF"), sales and purchases of bonds and short-term bills under agreements to repurchase or to resell were treated as outright sales or purchases. However, effective January 1, 2004, in accordance with Guidelines Governing the Preparation of Financial Reports by Banks, the sales and purchases of securities under agreements to repurchase/resell are treated as financing.

Non-Performing Loans

The balance of overdue loans and other credits extended by the Bank including the accrued interest are classified as non-performing loans when they are overdue by six months, pursuant to guidelines issued by the MOF.

Allowances for Doubtful Accounts and Reserve for Losses on Guarantees

In determining the allowance for credit losses and provision for losses on guarantees, the Bank evaluates the collectibility of the balances of receivables, loans, overdrafts and bills purchased, as well as guarantees and acceptances as of the balance sheet dates.

With reference to "The Rules for Bank Asset Evaluation, Loss Reserve Provision, and Disposal of Overdue Loans and Bad Debts." (the "Rules") issued by the MOF, the Bank evaluate the level of collectibility of loans, based on the customer's financial situation, the past record of repayment and the value of collateral provided.

Upon the evaluation of the collectibility of particular loans, the Bank provides 100% of credit losses for those unrecoverable credits and minimum 50% for those doubtful credits.

Under the MOF guidelines, the write-offs of uncollectible loans, upon approval by the board of directors, are offset against the recorded allowance accounts.

Long-Term Stock Investments and Credit Item

Investments representing 20% or more of the voting shares of each investee or for which the Bank has significant influence on the investee's operations are accounted for by equity method. Under this method, each investment is carried at cost plus (or less) the proportionate share in the net income (or loss) of the investee and recognize the investment income or loss. Cash dividends received from investees are recorded as a deduction in the investment carrying value. Stock dividends received are accounted for only as increases in number of shares held. When the equity method is initially applied or when a stock is acquired, the difference between the carrying value of an investment and the proportionate equity in the net assets of the investee is amortized over ten years. Translation adjustments on long-term investments of investees are recognized proportionately based on the Bank's shareholdings. Investment gains or losses for which the Bank owns 50% or more of the voting shares of the investee are recognized quarterly; otherwise, investment gains or losses are recognized semi-annually. If the Bank is committed to support investee financially which is accounted for by equity method, the bank would keep recognizing the investment losses and classify the investment account as liability when it is reduced to credit balance.

Other investments are valued at cost for unlisted stocks or the lower of cost or market for listed stocks. Allowance is made for decline in market value of listed stocks or for decline in value of unlisted stocks which is considered irrecoverable; the provision are shown as deduction to stockholders' equity or charged to current income, respectively. If the market prices of investees decline significantly and not temporarily, the investment loss should be recognized as realized.

Long-Term Bond Investments

Bond investments are stated at cost. The difference between purchasing cost and par value is amortized over remaining period and is recorded as adjustment of interest revenue. Allowance is made for decline in value of bond investments which is considered irrecoverable and the provisions are charged to current income. Costs of bond investments sold or matured are determined by specific identification method.

Properties

Properties are stated at cost less accumulated depreciation. Major renewals, betterments and additions are capitalized, while repairs and maintenance are expensed as incurred.

Depreciation is provided by straight-line method over estimated service lives which range as follows: buildings and improvements, 5 to 60 years; computers, 3 to 7 years; transportation equipment, 3 to 5 years; other equipment, 2 to 6 years. The residual value of a property which has reached its original estimated useful life but is still in use is further depreciated over its reestimated remaining useful life.

Upon sale or disposal of properties, their cost and related accumulated depreciation are removed from the respective accounts. Any resulting gain or loss is recognized as current non-operating income or expense.

Other Assets

Collaterals assumed (included in other assets) are recorded at the lower of cost or net realizable value at balance sheet dates. Any resulting loss on decline in value is recognized as current non-operating expense.

Financial Debentures

The Bank's subordinated, dominant and convertible financial debentures are issued at par with interest paid monthly. The Bank shall redeem the convertible financial debentures (the Debentures) at par value during the stipulated period, accordingly, no interest is accrued. Direct issuance costs are recognized as deferred charge and amortized over the period from issuance date to the date of redemption.

When the Debentures holders exercise the right to convert to common stock, the excess of face value of the Debentures over the par value of common stock is credited to capital surplus, while unamortized issuance cost is deducted from capital surplus.

Reserve for Trading Loss on Bonds

Relevant regulations require the Bank to provide for trading loss on bonds at 10% of the excess of gain over loss until the accumulated

reserves reach \$200,000. This reserve may be used only to offset actual loss over actual gain from securities trading.

Pensions

Pension costs are accrued based on actuarial calculations (Note 16). Unrecognized net transitional obligation, prior service cost and net pension gain or loss are being amortized over 25 years. Pension paid in excess of the fund and the reserves are charged to expense.

Treasury Stock

The Bank purchased its capital stock and carried at cost as treasury stock under stockholders' equity. When the treasury stocks are sold at a price in excess of the acquisition cost, the excess is credited to capital surplus, while if the price is less than the acquisition cost, the deficiency is treated as reduction of capital surplus, and if the balance in such capital surplus is insufficient, the insufficiency is recorded as a reduction of retained earnings.

Recognition of Interest Income and Service Fees

Interest income on loans and service fees are recorded on accrual basis. No interest income is recognized on loans and other credits extended by the Bank that are classified as non-performing loans. The interest income on those loans is recognized upon collection.

Pursuant to the regulations of the MOF, the interest income on overdue credits with signed agreements is recognized upon collection.

Service fees are recorded as income upon receipt and substantial completion of activities involved in the earnings process.

Service fees on factoring are recorded on accrual basis. While the related receivable is due within one year, because the difference between its fair value and receivable amount is immaterial and such transactions are frequent, the fair values of related receivables are not calculated using the discounted imputed interest rate.

Income Tax

Income tax is provided based on interperiod tax allocation. Deferred income taxes are recognized for tax effects of deductible and taxable temporary differences and unused operating loss carryforwards. Valuation allowance is provided for deferred tax assets that are not certain to be realized.

Adjustments of prior years' income tax liabilities are added to or deducted from the current year's tax provision.

Annual earnings shall be appropriated by the Bank stockholders' resolution in the following year. The undistributed earnings, as determined by the tax regulations, shall be subject to 10% income taxes. Such taxes are recorded as expenses after the stockholders resolve that the earnings shall be retained.

Foreign Currency Transactions

The Bank records foreign-currency transactions (except forward contracts) in the respective currencies in which these are denominated. Foreign-currency assets and liabilities are translated into New Taiwan dollars at month-end spot rates; foreign-currency denominated income and expenses are translated into New Taiwan dollars at the rates prevailing on the date of each transaction. Exchange gains or losses are credited or charged to income or expense, but those attributable to foreign investments are presented as cumulative translation adjustments under stockholders' equity.

Derivative Financial Instruments

a. Forward exchange contracts

The assets and liabilities of forward exchange contracts are recorded at contracted forward rates. The amount arising from the differences between the contracted forward rates and spot rates at trading date are credited or charged to income in the period of settlement. For contracts outstanding as of the balance sheet dates, the gains or losses arising from the differences between the contracted forward rates and the forward rates available for the remaining maturities of the contracts are credited or charged to current income.

b. Foreign currency swap contracts

For foreign currency swap contracts conducted for currency needs, spot assets and liabilities, and forward assets and liabilities are recorded at the spot rate on the contract date and contracted forward rate, respectively. The amount arising from the difference between the spot rate and the forward rate is amortized over the contract period.

For foreign currency swap contracts conducted for customers' needs, the amount arising from the differences between the contract forward rates and spot rates at trading date are accounted for under exchange account. At end of month, the gains or losses of contract are transferred with above exchange account to exchange gains or losses. At end of year, the outstanding contracts are translated at the forward rates available for the remaining maturities of the contracts, and the resulting differences of exchange account are credited or charged to exchange gains or losses. At end of year, receivables arising from forward exchange and currency swap contracts are offset against related payables as of the balance sheet dates.

c. Assets swaps

Asset swap contracts are entered to exchange fixed interest rate of foreign currency convertible bonds and convertible options with the floating interest rate. Memorandum accounts are recorded on the contract date because no principal was paid or received on such transaction.

The interest received or paid at each settlement or balance sheet date is recognized as interest income or expense.

d. Options

Memorandum accounts are recorded on the contract date of option contracts and premiums are recorded as prepaid account or receipts in advance. When the premiums are paid or received, the prepaid account or receipts in advance is credited or debited to option value purchased or sold account. Contracts outstanding as of the balance sheet dates are marked to market, the resulting gains or losses are credited or charged to income.

e. Interest rate swaps

Interest rate swaps, which do not involve exchange of the notional principals, are recognized as memorandum account on the contract dates. The interest received or paid at each settlement or balance sheet date is recognized as interest income or expense.

f. Cross-currency swaps

Under the cross-currency swap contracts, which are for the purposes of accommodating customers' needs or managing the Bank's exposures, the interest received or paid at each settlement date or balance sheet date is recognized as interest income or expense, which is credited or charged to other operating income.

Reclassification

Certain accounts for 2003 have been reclassified to conform to the classification in 2004, as required under the Guidelines Governing the Preparation of Financial Reports by Banks, which was effective in 2004.

3. ACCOUNTING CHANGES

Under a directive issued by the MOF, sales and purchases of bonds and short-term bills under agreements to repurchase or to resell were treated as outright sales or purchases. However, effective January 1, 2004, the repurchase/resell transactions are treated as financing. There is no significant effect on 2004 net income pertaining to this accounting change.

Since the repurchase/resell transactions of the Bank are daily cash management activities with large trading volume, and the accounting systems for such transactions had been revised for several times, it is difficult to trace the historical data to calculate the cumulative effect of the change in accounting principles. As such, the Bank cannot calculate the cumulative effect of the accounting changes, and no disclosure is made for the pro forma information.

4. CASH AND CASH EQUIVALENTS

	2004	2003
Cash on hand	\$ 1,614,461	\$ 1,463,973
Checks for clearing	634,453	883,396
Due from banks	1,582,412	3,327,143
	<u>\$ 3,831,326</u>	<u>\$ 5,674,512</u>

5. DUE FROM CENTRAL BANK OF CHINA AND BANKS

	2004	2003
Deposit reserve accounts		
Account A	\$ 2,627,685	\$ 2,148,570
Account B	4,558,013	4,239,707
	7,185,698	6,388,277
Call loans to banks	4,563,321	3,399,946
Time deposits	17,440,000	16,943,000
Interbank clearing accounts	305,945	231,207
	<u>\$ 29,494,964</u>	<u>\$ 26,962,430</u>

The reserve accounts are calculated monthly based on the average balances of various deposits at prescribed ratios. The balance of reserve account - B is restricted for use. Time deposits are due within one year, interest at 1.15%- 1.24% and 1.075%-2.110% for 2004 and 2003, respectively.

In order to apply the on-line inter-bank clearing system, the Bank provided its time deposits of \$3,200,000 and \$6,900,000 as of December 31, 2004 and 2003, respectively, as collaterals for the daily overdraft credit lines with the Central Bank of China.

6. SECURITIES PURCHASED

	2004	2003
Commercial papers	\$ 8,031,112	\$ -
Negotiable certificates of deposits	5,518,042	2,600,000
Bonds	9,566,846	433,591
Beneficiary certificates	413,050	2,200,021
Common stock	453,767	417,402
Treasury bonds	98,903	-
Convertible bonds	1,364,745	1,589,657
Resell note and bond	338,136	-
Securities purchased under agreement to resell	<u>\$ 25,784,601</u>	<u>\$ 7,240,671</u>

As of December 31, 2004, the Bank's purchased securities under resale agreements aggregated \$17,454,564 which is included in the account of bonds, commercial papers and negotiable certificates of deposits. As of December 31, 2004, the above-mentioned convertible bonds of \$291,500 were provided as underlying assets for option transactions.

Parts of bonds (including long-term bond investment) are used by the Bank for the following purposes:

	2004	2003
Guarantee deposits with the court	\$ 144,200	\$ 87,900
Deposits for reserve of trust fund	50,000	50,000
Deposits for expenditures in credit card center	34,000	34,000
Deposits for securities dealer	10,000	10,000
Deposits with tax authority	-	19,000
Deposits for guarantees in Central Bank of China	50,000	60,000
Deposits for clearing reserve in the Gretai Securities Market	70,000	70,000
	<u>\$ 358,200</u>	<u>\$ 330,900</u>

The above-mentioned guarantee deposits with the courts are used as collaterals for the court to seize debtor's properties; the deposits for securities dealer are placed with the Bank of Taiwan in accordance with relevant regulations. The deposits for guarantees in Central Bank of China are paid in accordance with relevant regulations for the business of sales and purchases of bonds and bills. The deposits for clearing reserve in Gretai Securities Market are for the purpose of using Gretai Government Bonds System.

7. RECEIVABLES, NET

	2004	2003
Receivables from		
Factoring	\$ 10,464,019	\$ 10,918,143
Credit card payments	7,345,505	6,513,207
Others	899,594	1,113,608
	18,709,118	18,544,958
Interest receivables	1,454,426	1,092,222
Acceptances notes receivables	1,076,008	1,557,532
Accrued revenues	1,791	194,330
Forward exchange receivables	59,257	7,105,176
Court auction receivables	15,974	531,619
Other	977,576	631,328
	22,294,150	29,657,165
Allowance for doubtful accounts (Note 2)	(319,151)	(616,980)
	<u>\$ 21,974,999</u>	<u>\$ 29,040,185</u>

The factoring receivables represent such indebtedness purchased from the Bank's customers and through such business, the Bank provides the credit information, accounts collections and financings services to the customers.

8. BILLS PURCHASED, DISCOUNTS AND LOANS, NET

	2004	2003
Overdrafts		
Unsecured	\$ 22,417	\$ 27,119
Secured	75,941	76,553
Discount	1,042,535	513,292
Loans		
Unsecured short-term	52,249,856	53,032,985
Secured short-term	17,970,456	17,556,938
Unsecured medium-term	29,223,904	16,790,941
Secured medium-term	18,581,352	17,103,563
Unsecured long-term	2,872,805	1,693,757
Secured long-term	67,887,335	60,784,428
Outward documentary bills	359,858	258,447
Inward documentary bills	398,380	143,861
Bills purchased	240	118
Non-performing loans (Note 2)	5,222,414	6,376,656
	195,907,493	174,358,658
Allowance for doubtful accounts (Note 2)	(1,356,451)	(1,376,853)
	\$ 194,551,042	\$ 172,981,805

As of December 31, 2004 and 2003, the balances of non-accrual loans were \$6,122,008 and \$7,504,216, respectively. The unrecognized interest revenue on non-accrual loans amounted to \$450,890 and \$520,817 for the years ended December 31, 2004 and 2003, respectively.

In 2004 and 2003, the Bank did not write off credits and loans receivable for which legal proceedings had not been initiated.

The movement in allowance for credit losses of receivables (Note 7), loans, overdrafts and bill purchased for the years ended December 31, 2004 and 2003, as analyzed by risk factors, are summarized below:

	Risks Pertaining to			Total
	Particular Loans	Particular Nations	Overall Loan Portfolio	
2004				
Balance, January 1	\$ 1,732,889	\$ 93,445	\$ 167,499	\$ 1,993,833
Provisions	2,727,445	23,283	75,856	2,826,584
Write-off	(3,215,982)	(55,678)	-	(3,271,660)
Recovery of written-off credits	126,845	-	-	126,845
Balance, December 31	\$ 1,371,197	\$ 61,050	\$ 243,355	\$ 1,675,602
% of total	82	4	14	100
2003				
Balance, January 1	\$ 1,675,988	\$ 138,877	\$ 167,499	\$ 1,982,364
Provisions	342,875	90,026	-	432,901
Write-off	(372,335)	(141,800)	-	(514,135)
Recovery of written-off credits	86,361	6,342	-	92,703
Balance, December 31	\$ 1,732,889	\$ 93,445	\$ 167,499	\$ 1,993,833
% of total	87	5	8	100

9. LONG-TERM INVESTMENTS

	2004		2003	
	Carrying Value	% of Shareholdings	Carrying Value	% of Shareholdings
Equity investment				
Under equity method				
Ta Chong Securities	\$ 1,215,936	47.1	\$ 592,470	24.4
Ta Chong International Finance & Investment	178,101	99.7	298,339	99.7
Promise Consulting	-	-	65,693	30.0
Others	5,559		11,546	
	1,399,596		968,048	
Under cost, or the lower of cost or market method				
Taiwan Cement	\$ 349,383	0.4	\$ 349,383	0.4
Global Securities Finance	219,762	3.3	219,762	3.3
Asia Pacific Broadband Telecom	200,001	0.3	200,001	0.3
Dragon Steel Corporation				
Preferred Stock	114,320	2.6	114,320	3.2
Common Stock	-	0.5	-	-
Others	209,387		210,887	
	1,092,853		1,094,353	
Allowance for decline in value	(111,823)		(164,044)	
	981,030		930,309	
	2,380,626		1,898,357	
Bonds investments	1,454,273		546,939	
Credit balance of long-term investment	(100,195)	30.0	-	
Promise Consulting				
	\$ 3,734,704		\$ 2,445,296	

The long-term investments under equity method consist of:

- Ta Chong Securities was invested in August 1997, with total cost of \$1,042,011 as of December 31, 2004, representing the stockholding of 47.1%.
- Ta Chong International Finance & Investment was invested in June 1997 with total cost of \$515,545.
- Promise Consulting was invested with total cost of \$75,000. Promise Consulting is engaged in technical analysis support of personal loan and purchase of non-performing loans. Promise Consulting is assisting the Bank in managing credit risk and decreasing non-performing ratio.

Ta Chong International Finance & Investment has two subsidiaries:

- Ta-Hao Vehicle Leasing (shareholdings - 99.8%): Engaged in automobile leasing with investment cost of \$29,940.
- Ta Chong International Finance & Investment (BVI) Limited (shareholdings - 100%): Engaged in international leasing with investment cost of \$1,700 (US\$50,000).

The Bank acquired the preferred stock of Dragon Steel Corporation (formerly named Kuei Yi, the Bank's creditor) amounting to \$114,320 (with 5% dividend) pursuant to Dragon Steel's debt restructuring plans.

On June 1, 2004, the Bank acquired \$30,000 convertible corporate bonds issued by the New Electronic Engineering Corporation. However, such bonds had been arranged to be transferred to specific persons by December, 2006.

Investment income (loss) as presented in the statements of income is as follows:

	2004	2003
Under equity method (based on the investees' audited financial statements)		
Ta Chong Securities	\$ 77,800	\$ 27,375
Ta Chong International Finance & Investment	(118,603)	1,884
Promise Consulting	(165,888)	(7,645)
Other	2,046	7,691
	(204,645)	29,305
Under cost method - cash dividends	31,574	15,586
	(\$173,071)	\$ 44,891

The respective assets and operating revenue of each subsidiary that the Bank has shareholdings of more than 50%, are less than 10% of the related amounts of the Bank, and the total assets or operating revenue of all such subsidiaries are less than 30% of the related amounts of the Bank. Accordingly, the Bank is not required to prepare its consolidated financial statements. However, according to newly revised Statement of Financial Accounting Standards No.7, starting from June 30, 2005, the Bank is required to prepare its consolidated financial statements which comprise of all subsidiaries and entities over which the Bank can exercise control.

10. PROPERTIES – ACCUMULATED DEPRECIATION

	2004	2003
Buildings and improvements	\$ 376,393	\$ 343,901
Computers	594,928	535,623
Transportation equipment	22,392	26,790
Other equipment	442,884	430,414
	<u>\$ 1,436,597</u>	<u>\$ 1,336,728</u>

11. OTHER ASSETS - MISCELLANEOUS

	2004	2003
Option value of purchased (Note 2)	\$ 876,805	\$ -
Collaterals assumed, net (Note 2)	429,804	762,692
Other	50,968	33,652
	<u>\$ 1,357,577</u>	<u>\$ 796,344</u>

As of December 31, 2004 and 2003, the above-mentioned collaterals assumed were net of allowance for decline in market value of \$165,894 and \$94,729 respectively.

12. DUE TO CENTRAL BANK OF CHINA AND BANKS

	2004	2003
Call loans from banks	\$ 15,694,040	\$ 11,500,380
Due to banks	100,010	100,020
Bank overdrafts	164,841	51,675
Deposit in Central Bank of China	20,742	16,579
	<u>\$ 15,979,633</u>	<u>\$ 11,668,654</u>

13. DEPOSITS AND REMITTANCES

	2004	2003
Deposits:		
Savings	\$ 115,812,824	\$ 101,985,170
Time	72,314,091	65,878,096
Demand	18,454,090	22,409,547
Negotiable certificates of deposit	5,136,300	4,977,900
Checking	2,085,943	1,732,290
Remittances	<u>116,705</u>	<u>47,987</u>
	<u>\$ 213,919,953</u>	<u>\$ 197,030,990</u>

14. FINANCIAL DEBENTURES

	2004	2003
Subordinated financial debentures	\$ 8,200,000	\$ 5,000,000
Dominant financial debentures	1,800,000	-
Convertible financial debentures	3,396,500	4,000,000
	<u>\$ 13,396,500</u>	<u>\$ 9,000,000</u>

a. Subordinated financial debentures

These financial debentures are issued in five groups:

- 1) In July 2002, the Bank issued 5-year subordinated financial debentures, with total face amount of \$5,000,000. This instrument bears floating interest rate (2.426% and 2.926% on December 31, 2004) and fixed interest rate of 4.25% payable annually in July.
- 2) In July 2004, the Bank issued 5-year subordinated financial debentures, with total amount of \$1.143 billion in three batches at fixed interest rates of 2.55%, 2.65% and 2.75%, respectively, payable annually.
- 3) In July 2004, the Bank issued 5-year and five-month subordinated financial debentures, consisting of coupon A and B, with total amount of \$1.05 billion. Coupon A bears fixed interest rate of 3.5% payable annually. Coupon B bears floating interest rate (2.176% on December 31, 2004).
- 4) In November 2004, the Bank issued 5.5-year subordinated financial debentures, with total amount of \$0.6 billion at fixed interest rate of 3.5%. The interest is payable annually.
- 5) In December 2004, the Bank issued 5.5-year subordinated financial debentures, with the total amount of \$0.407 billion at fixed interest rate of 3.5%. The interest is payable annually.

b. Dominant financial debentures

The Bank issued 5-year debentures in July 2004. This instrument bears fixed interest rate of 2.83% payable annually.

c. Convertible financial debentures

In September 2003, the Bank shareholders' meeting resolved to issue the unsecured convertible financial debentures (the Debentures) of \$4 billion, divided into 400,000 units.

The issuance of this Debenture was approved by the government on December 18, 2003 and had been listed and traded in Greta Securities Market since December 24, 2003.

The issuance terms of the Debentures are as follows:

- 1) Issued at par with 0% coupon rate; repayable in December 2008.
- 2) The bondholders are entitled to convert the Debentures into common shares of the Bank based on the conversion price of \$10.09 per share at any trading days. As of December 31, 2004, 6,035 units were converted into 59,812 thousand common shares, of which 2,121 thousand shares were registered as capital by the year end of 2004, and the remaining shares were recorded as capital collected in advance.
- 3) The bondholders may resell the Debentures at 100% face value with 0% yield rate in the 2nd, 3rd and 4th year. The Bank shall redeem at 100% face value with 0% yield rate upon maturity.
- 4) The Bank may redeem the Debentures during the period after one year and 40 days before maturity in the events of:
 - a) The remaining unconverted debentures are less than 10% of aggregate issue.
 - b) The Bank's common stock daily closing price exceeds 50% of conversion price for more than 30 business days.

15. OTHER LIABILITIES

	2004	2003
Option value sold (Note 2)	\$ 872,119	\$ -
Advance receipts	247,157	220,953
Reserve for losses on guarantees (Note 2)	110,322	110,383
Long-term investment credit balance (Note 9)	100,195	-
Guarantees deposits received	67,765	45,510
Reserve for trading loss on bonds (Note 2)	40,528	-
Miscellaneous	259,594	183,065
	<u>\$ 1,697,680</u>	<u>\$ 559,911</u>

16. PENSION PLAN

The Bank has a defined benefit pension and severance plans covering its regular employees. Benefits (including death and disability while in service) are based on length of service and average salaries of the last six months before retirement.

In accordance with the relevant regulations, the Bank contributes an amount equal to 2% of monthly salaries to a retirement fund, which is deposited in the Central Trust of China in the name of, and is administered by the employees' pension monitoring committee. The Bank contributes an amount equal to 6% of monthly salaries to a pension fund which is also deposited in the name of the employees' pension plan committee. The changes in the two funds are summarized as follows:

	2004	2003
Balance, January 1	\$ 624,482	\$ 553,978
Contributions	20,020	64,554
Interest income	6,784	9,340
Interest receivables and prepaid taxes of pension fund	1,416	1,383
Benefits paid	(1,402)	(4,773)
Balance, December 31	\$ 651,300	\$ 624,482

The government enacted the Labor Pension Law which will become effective on July 1, 2005, and provide a defined contribution pension plan. The Bank's employees may choose to sustain the defined benefit pension plan under the Labor Standards Law or shift to the new Law's defined contribution pension plan with original seniority. In addition, the Bank's contribution to the Labor Pension Fund shall not be less than 6% of the employee's monthly wages.

Certain pension information based on actuarial calculations of the plan are disclosed as follows:

a. Net pension cost

	2004	2003
Service cost	\$ 73,918	\$ 64,099
Interest cost	14,893	14,324
Expected return on plan assets	(21,341)	(24,030)
Amortization	(208)	(1,169)
Net pension cost	\$ 67,262	\$ 53,224

b. Reconciliation of the funded status of the plan and prepaid pension

	2004	2003
Benefit obligation		
Vested benefit obligation	\$ 9,878	\$ 8,852
Nonvested benefit obligation	370,408	316,507
Accumulated benefit obligation	380,286	325,359
Additional benefits based on future salaries	152,213	133,629
Projected benefits obligation	532,499	458,988
Fair value of plan assets	(651,300)	(624,482)
Funded status	(118,801)	(165,494)
Unrecognized net transitional obligation	(33,850)	(35,965)
Unrecognized net pension gain	37,729	36,972
Unrecognized prior service cost	41,813	44,136
Prepaid pension (included in prepaid expenses account)	(\$73,109)	(\$120,351)

c. Vested benefits

	\$ 10,085	\$ 9,123
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d. Actuarial assumptions

Discount rate used in determining present values	3%
Future salary increase rate	2%
Expected rate of return on plan assets	3%

17. STOCKHOLDERS' EQUITY

Common Stock

On December 21, 2004, the Board of Directors resolved to issue 400 million shares with par value \$10 per share at the subscribed price of \$10.1 per share. This capital increase plan had been approved by the Financial Supervisory Commission, Executive Yuan. The Bank expects to effect this capital increase in April 2005.

Preferred Stock

Rank A preferred stock

Rank A preferred stock matured in November 2004, and the Bank redeemed 67,610 thousand shares of rank A preferred stock which were not converted into common stock prior to maturity date. The 2004 dividend aggregated amount of \$3,586 will be appropriated in the 2005 general stockholders' meeting.

Rank B preferred stock

a. Preference to dividends from annual net income (less deficit, if any) after the appropriation of legal reserve, at the dividend yield of 10.84% from May 29, 2001 to December 31, 2001, and 5.7% thereafter. No preferred dividends are payable to holders of preferred stock in the year that preferred stock is converted into common stock, but are eligible to participate with the stockholders of common stock for the distribution of stock dividends.

b. Dividends in arrear shall be accumulated and shall be paid in the year when earnings are sufficient for distribution. In the year of conversion into common stock or redemption, dividends in arrear shall be fully paid. As of the end of 2004, there is no unpaid preferred dividend for rank B preferred stock.

c. Preferred stockholders are entitled to participate in the earnings distribution with stockholders of common stock if the dividends paid for common stock share is more than that of preferred stock share.

d. Preferred stockholders can not participate in the stock dividend from capitalization of capital surplus arising from the issuance of common stock at premium.

e. Preferred stockholders are entitled to subscribe capital stock in cash.

f. Preferred stockholders have the priority in claim on properties of the Bank upon the liquidation of the Bank, but limited to the par value.

g. Preferred stockholders have no right to vote in the stockholders' meeting, but are eligible to be elected as directors or supervisors.

h. If stock dividends distributed to the common stockholders exceed \$2 per share, a meeting of rank A preferred stockholders shall be convened, in which preferred stockholders with at least half of shareholdings should be present with the resolution made by more than two-thirds shareholdings for such distribution.

i. Rank B preferred stock will be due after five years from the issuance date.

Conversion:

Rank B preferred stockholders may exchange their preferred shares for common stock at ratio of 1:1 on tradable day (rank B preferred stocks have been listed and traded in Taiwan Stock Exchange (TSE) in September 2003.) Upon converting into common shares, the Bank is waived to pay preferred stock dividend in arrear, while the converted Rank B preferred stock holders are entitled to participate in distributing dividends of common stock and capital surplus at the year of shares conversion. As of December 31, 2004, there were 20,174 thousand shares converted into common shares including 8,910 thousand shares that had been registered as common shares capital; there were 242,803 thousand shares of Rank B preferred stock amounting to \$2,428,032 outstanding.

After conversion into common stock, the stockholders will have the same rights and obligations as common stockholders.

Redemption:

At the maturity date, May 28, 2006, Rank B preferred stocks may be redeemed at the issuance price, and their dividend in arrears shall be paid.

Capital Surplus

Capital surplus resulting from the conversion of convertible financial debentures and treasury stock transactions can be used to offset a deficit, or be transferred to capital but subject to a specified limit and once a year.

Earnings Distribution and Dividend Policy

The Bank's Articles of Incorporation provide that the Bank shall appropriate its annual earnings, after offsetting the deficit as follows:

a. 30% thereof as legal reserve until the reserve equals the paid-in capital.

b. Special reserve required for operational purposes, or the earnings to be retained.

c. The remainder: Dividends to stockholders - 87%; compensation to directors and supervisors - 5%; and bonus to employees - 8%.

d. In consideration of the Bank's expanding operational scale, improving business efficiency, maintaining sufficient operating capital and adequate capital adequacy ratio, cash dividends may be made within 30% of dividend distribution when the capital is less than \$30,000,000; otherwise, cash dividends shall not exceed 50% of dividend distribution when the capital is more than \$30,000,000. The total cash earnings distribution shall not exceed 15% of paid-in capital.

The aforementioned legal reserve can only be used to offset a deficit or, when it reaches 50% of the paid-in capital, up to 50% thereof can be transferred to capital. In accordance with the Banking Law, the cash dividends shall not exceed 15% of paid-in capital until the legal reserve equals the paid-in capital.

The appropriations shall be resolved by the stockholders in the following year and given effect to in the financial statements of such year.

Up to the date of the auditors' report, the Board of Directors has not proposed the appropriation of the 2004 earnings. The relevant information will be available on the "Market Observation Post System" of Taiwan Stock Exchange.

No distribution of bonus to employees and compensation to the directors and supervisors was made in 2003 and 2002.

As of December 31, 2004, the retained earnings of \$164,044 have been appropriated as special reserve. This special reserve may be reversed to retained earnings for appropriation of dividends up to the amount that the debit balance in the stockholders' equity is reduced.

Imputation Tax Credit Account

Effective on January 1, 1998, resident stockholders are allowed a tax credit for the income tax paid or payable by the Bank on earnings generated in 1998 and onwards. An Imputation Tax Credit Account (ICA) is maintained by the Bank for such income tax and the tax credit allocated to each stockholder. The maximum credit available for allocation to stockholders cannot exceed the balance shown in the ICA on the date of distribution of dividends.

As of December 31, 2004, the balance of the ICA aggregated \$17,354. The expected and actual ratio of tax credits allocated to stockholders for distributed earnings is 10.09% for 2004 and 5.87% for 2003, respectively.

Treasury Stocks

During the periods from June to August, 2001, and October to December, 2000, the Bank purchased its share stocks in connection with the Bank's implementation of the employees' welfare plan. The treasury stocks were sold at the price of \$12,995 for 2004 and \$24,174 for 2003. The excesses of the reselling prices over the acquisition costs amounted to \$631 and \$1,174, respectively were recorded as capital surplus. The changes of treasury stocks are summarized below:

	2004		2003	
	Shares (Thousand)	Amount	Shares (Thousand)	Amount
Balance, beginning of year	2,531	\$ 12,364	7,239	\$ 35,364
Sold to employees	(2,531)	(12,364)	(4,708)	(23,000)
Balance, end of year	-	\$ -	2,531	\$ 12,364

Transactions that the Bank acquires treasury stocks are in accordance with Securities an Exchange Law.

18. PROVISIONS

	2004	2003
Doubtful accounts (Note 2)	\$ 2,826,584	\$ 432,901
Provision for trading loss on securities (Note 2)	40,528	39,468
Reversal of allowance for losses on guarantees	(61)	(21)
	\$ 2,867,051	\$ 472,348

19. PERSONNEL EXPENDITURE, DEPRECIATION AND AMORTIZATION

	2004	2003
Personnel expenditure		
Salaries	\$ 2,025,687	\$ 1,509,396
Employee benefits and insurance	117,271	96,841
Pension cost	67,262	53,224
Others	102,146	85,288
	\$ 2,312,366	\$ 1,744,749
Depreciation	\$ 200,054	\$ 205,393
Amortization	98,341	83,659

The above items are included in the operating expenses in the statements of income.

20. NON-OPERATING EXPENSES AND LOSSES

	2004	2003
Losses on collaterals assumed	\$ 154,292	\$ 153,373
Losses on disposal of cash card receivables	142,746	31,066
Losses on disposal of non-performing loans	60,218	-
Indemnity losses (Note 25)	24,000	-
Losses on scrap of assets	8,792	32,143
Losses on disposal of properties	123	2,245
Others	22,599	40,775
	\$ 412,770	\$ 259,602

21. INCOME TAX

a. Income tax expense

	2004	2003
Tax on pretax income at statutory rate (25%)	\$ 55,688	\$ 646,983
Add (deduct) tax effects of:		
Permanent difference		
Income from short-term bills	(6,031)	(18,016)
Income from OBU	(71,271)	(84,911)
Provision for trading loss for bonds	10,132	9,867
Capital loss from sale of securities	7,489	47,061
Investment loss (income) under equity method	51,161	(7,327)
Others	6,618	(81,889)
	(1,902)	(135,215)
Temporary difference		
Unrealized exchange loss (gain)	45,532	(1,625)
Reversal of allowance for decline in value of securities purchased	-	(7,770)
Recognized doubtful accounts	(61,206)	(43,229)
Income from the collection of written-off loans	31,681	21,590
Others	30,162	26,556
	46,169	(4,478)
Tax payable	99,955	507,290
Loss carryforwards	(99,955)	(507,290)
Separate taxes on short-term bills interest income	4,825	14,412
Change in deferred income taxes	15,000	(339,000)
Prior year's adjustment	29,860	29,249
Adjustment of withholding tax on bonds interest income	12,708	(104,546)
	\$ 62,393	(\$399,885)

b. Deferred income tax assets - net are as follows:

	2004	2003
Unused loss carryforwards	\$ 329,288	\$ 495,626
Allowance for doubtful accounts	108,199	103,766
Interest revenue on non-accrual loans	42,884	36,039
Unrealized investment loss	74,775	-
Unrealized exchange loss	45,533	-
Others	58,141	38,389
	\$ 658,820	\$ 673,820

The loss of \$1,317,150 in 2002 can be used to reduce taxable income within five years.

Income tax returns of PBFL, which was acquired and merged by the Bank, have been examined through 2001 by the tax authority. As results of the examinations for the income tax returns from 1995 to 2001, the tax authorities allowed 60% refunds of the 10% withholding taxes on bonds' interest income that were attributable to the preceding bondholders.

Income tax returns of the Bank have been examined through 2002 by the tax authority. As result of the examinations for the income tax returns of 1996, 1997 and 1999, the tax authorities allowed 65% refunds of the 10% withholding taxes on bonds' interest income.

The Bank recorded the above-mentioned refundable withholding tax as adjustments of tax expense for 2004 and 2003.

22. EARNINGS PER SHARE

The convertible preferred stocks or convertible financial debentures issued by the Bank are considered to be common stock equivalents both in 2004 and 2003. Therefore, the Bank discloses basic and diluted earnings per share respectively:

	2004		2003	
	Pre-tax	After-tax	Pre-tax	After-tax
Basic earnings per share	\$ 0.02	\$ 0.01	\$ 1.98	\$ 2.29
Diluted earnings per share	0.02	0.01	1.6	1.85

The numerators and denominators used in calculating earnings per share are summarized as follows:

a. Numerators (amount)

	2004		2003	
	Pre-tax	After-tax	Pre-tax	After-tax
Net income	\$ 222,752	\$ 160,359	\$ 2,587,933	\$ 2,987,818
Less: Preferred stock dividends	197,227	141,984	206,490	238,397
Net Income applicable to stockholders of common stock	25,525	18,375	2,381,443	2,749,421
Add: Effect of potentially dilutive convertible preferred stock-preferred stock dividend	-	-	206,490	238,397
Adjusted net income	\$ 25,525	\$ 18,375	\$ 2,587,933	\$ 2,987,818

b. Denominators (shares in thousands)

	2004	2003
Weighted average number of common stocks outstanding	1,288,596	1,206,278
Less: Weighted average number of treasury stocks	1,030	4,272
	1,287,566	1,202,006
Add: Equivalent common shares for conversion of preferred stocks or financial debentures	385,529	412,977
	1,673,095	1,614,983

23. RELATED PARTY TRANSACTIONS

a. Related party

Related Party	Relationship with the Company
Ta Chong Securities	An investee under equity method
Promise Consulting (Promise)	An investee under equity method
Ta Chong Life Insurance Agency	Subsidiary
Ta Chong General Insurance Agency	Subsidiary
Ho-Hsin Construction	Part of directors are the directors of the Bank
Kuan-Ho Construction	Director (No more related party after director reelection in September 2003)
Ta-Hao Vehicle Leasing	Grand-subsiary
Ta Chong International Finance & Investment (BVI) Limited	Grand-subsiary

Capital Securities Corporation	Chairman of the board of directors have blood relations with the Bank's chairman.
Hsin Chan Investment Corporation	Chairman of the board of directors is the same as Ho-Hsin Construction's (No more related party after director reelection in December, 2004)
Kymco Industrial Corporation	Director
Others	The Bank's directors, supervisors, managers and their spouses; chairman of the board of directors, general manager and their relatives within two generations.

b. Significant related party transactions

Loans and discount, deposits, acceptance and guarantees

In addition to Note 9, significant transactions with related parties in 2004 and 2003, are as follows:

	Amount	% of Total	Revenue (Expense)		
			Interest Rate (%)	Amount	% of Total
2004					
Loans and discounts	\$ 916,675	0.5	1.7 癩18.25	\$ 25,001	0.3
Deposits	1,678,168	0.8	0 癩11	(18,217)	0.6
Guarantees and acceptances	-	-	-	310	0.3
2003					
Loans and discounts	\$ 1,211,963	0.7	1.7 癩18.25	\$ 31,809	0.4
Deposits	1,740,630	0.9	0 癩11	(26,591)	0.9
Guarantees and acceptances	500,000	0.3	-	720	0.5

None of the related party transactions individually accounts for 10% or more of the respective account balances.

In accordance with the Banking Law, credits extended by the Bank to any related party should be fully secured, except for customer loans. The terms of credits extended to related parties should be similar to those extended to non-related parties.

c. Except those presented above, the transactions with affiliates consist of:

	Purchase of Short-term Bills and Bonds	Sale of Short-term Bills and Bonds	Short-term Bills and Bonds Sold Under Repurchase Agreements	Short-term Bills and Bonds Purchased Under resale Agreements
2004				
Ta Chong Securities	\$ 855,886	\$ 580,392	\$ -	\$ 440,000
Capital Securities Corporation	951,467	547,620	-	-
	\$ 1,807,353	\$ 1,128,012	\$ -	\$ 440,000
2003				
Ta Chong Securities	\$ 11,887,431	\$ 11,810,623	\$ 200,008	\$ -

The terms of the transactions with related parties are similar to those with non-related parties except for the interest rates for deposits by employees, which is about 11%.

d. Operating leases

The Bank leases some office suites and automobiles from its related parties. Guarantee deposits paid to those leases amounted to \$351,132 and \$351,793 in 2004 and 2003, respectively. The actual rental paid in 2004 and 2003 amounted to \$51,759 and \$45,301, respectively.

e. Insurance agency

The Bank entered into insurance agency agreements with its subsidiaries, Ta Chong Life Insurance Agency and Ta Chong General Insurance Agency. The Bank provides such services for sales of insurance policy. The income from such services (included in service fees) approximated \$217,200 and \$110,291 for 2004 and 2003, respectively.

f. Service charges and losses on disposal of loans

The Bank signed a contract with Promise, that Promise provides the Bank with services about credit analysis support and purchase of the nonperforming cash card loans. The Bank shall pay service charge monthly at the amount calculated by average balance of cash card loans multiplied by the fixed ratio (business tax included). Total of service charges amounted to \$896,424 (included in operating costs and expenses) and \$481,800 for 2004 and 2003, respectively. In accordance with the contract, Promise has the obligation to purchase the nonperforming cash card loans from the Bank for the principal amount, excluding the interest arrears, penalties and service charges. Such cash card loans sold to Promise by the Bank approximated \$1,770,057 and \$567,045 for 2004 and 2003, respectively, and receivable amounting \$251,773 as of December 31, 2004; resulting in the loss of \$142,746 and \$31,066 (under non-operating expenses and losses), respectively. The Bank has no such transaction with other non-related parties.

g. Service charges of transacting stocks

Service charges that the Bank paid to Ta Chong Securities to purchase and sell securities in the open market in 2004 and 2003 are as follows:

	2004	2003
Service charges	\$ 10,027	\$ 10,594
Less: rebates	6,014	5,824
	<u>\$ 4,013</u>	<u>\$ 4,770</u>

24. MORTGAGE ASSETS

Please see Note 6.

25. CONTINGENCIES AND COMMITMENTS AS OF DECEMBER 31, 2004

In addition to Note 29 and 31, contingencies and commitments of the Bank are summarized as follows:

a. Under the Trust Business Law, the Bank's trust assets, liabilities and detail of trust assets of the Trust Accounts as of December 31, 2004 are as follows:

Trust Assets	
Short-term investment	\$ 36,313,586
Trust Liabilities	
Trust capital	<u>36,313,586</u>
Detail of Trust Assets	
Short-term investment	
Common stock shares	\$ 16,494
Mutual funds	<u>36,297,092</u>
	<u>\$ 36,313,586</u>

b. The Bank leases premises, parking lots, automobiles for officers and automated teller machine under operating lease agreements covering periods from one to ten years. Under certain agreements, the Bank paid deposits of \$596,195 (included in Refundable deposits) without paying rentals. Under the other agreements, in addition to the paid deposits of \$148,021, the Bank shall pay rentals monthly, quarterly or semi-annually.

Approximate rental payments for the next five years

Year	Amount
2005	\$ 198,498
2006	174,952
2007	149,364
2008	62,953
2009	<u>7,940</u>
	<u>\$ 593,707</u>

c. Purchase contracts for electrical processing equipment and software, network and decoration, amounted to about \$239,865, of which about \$109,748 was paid through December 31, 2004 (included in construction in progress and prepayments).

d. As of December 31, 2004, the Bank's major outstanding lawsuits are as follows:

1) On March 20, 1998, the Bank acquired generally all business, assets and debts of the Tenth Credit Cooperative in Tainan. Prior to the transfer, the Tenth Credit Cooperative moved its assets of \$37,204 without the Bank's permission, the Bank paid the acquisition

price without aforementioned amount (the amount). The Tenth Credit cooperative filed a lawsuit to request the Bank to pay the amount. The High Court judged that the Bank should pay \$37,204 to the Tenth Credit Cooperative. Both parties did not accept the judgment and filed the appeal. Based on the authorized lawyer's opinion, the Bank has estimated and recorded the amount of losses of \$24,000 (including \$6,000 interest) which is included in non-operating expenses and losses.

2) Guang Zheng Industrial Company (GZ) signed a plant construction contract (the contract) with Kaohsiung Ammonium Sulfate Co. (KAS) which required the GZ pay guarantee deposit of \$51,980 to the KAS. GZ borrowed the aforementioned amount from the Bank that was converted into time deposit and pledged as a security for the aforementioned deposit. GZ transferred the retention of \$72,400 from the KAS to the Bank. However, GZ failed to complete the construction contract due to financial difficulty. In April 2004, KAS filed a lawsuit and claimed for rescinding the contract and confiscating the guarantee deposit. The Bank claimed that KAS could terminate the contract, but not rescind it, and offset the guarantee deposit with the retention money. In the case, the maximum loss to the Bank is \$54,030 and the interest at 5% from October 18, 2002 to the settlement date. (As of December 31, 2004, total interest amounted to \$5,958.)

26. CAPITAL ADEQUACY RATIO

The Banking Law and related regulations require that the Bank maintain a capital adequacy ratio of at least 8%. If the Bank's capital adequacy ratio falls below 8%, the government may impose certain restrictions on the cash dividends that the Bank can declare or, in certain condition prohibit the Bank from declaring cash dividends.

As of December 31, 2004 and 2003, the Bank's capital adequacy ratios were 9.46% and 8.77%, respectively.

27. AVERAGE AMOUNT AND AVERAGE INTEREST RATE OF INTEREST-EARNING ASSETS AND INTEREST-BEARING LIABILITIES

The average balances are calculated based on the daily average balances of interest-earning assets and interest-bearing liabilities.

	2004		2003	
	Amount	Average Rate (%)	Amount	Average Rate (%)
Interest-earning assets				
Cash and cash equivalents	\$ 971,022	0.68	\$ 1,615,182	0.20
Due from Central Bank of China and banks	27,318,244	1.19	25,906,801	1.37
Securities purchased				
Bonds	11,616,706	3.44	2,934,239	4.45
Securities purchased under agreement to resell	1,434,445	0.85	-	-
Commercial papers	5,867,255	0.15	300,967	1.92
Treasury bills	226,383	0.3	21,149	0.89
Negotiable certificate deposits	6,010,942	1.48	2,303,051	2.56
Bills purchased, discounts and loans	183,248,247	4.33	153,820,978	4.66
Interest-bearing liabilities				
Due to Central Bank of China and banks	14,677,340	1.27	10,266,874	1.10
Securities sold under agreement to repurchase	16,532,012	0.82	-	-
Deposits				
Demand	16,963,812	0.37	11,432,204	0.38
Savings - demand	40,493,978	0.95	32,515,350	0.79
Time	76,466,643	1.27	67,675,535	1.47
Savings - time	71,806,831	1.52	69,165,098	2.17
Financial debentures	10,683,815	2.06	5,153,425	3.44

28. MATURITY ANALYSIS OF ASSETS AND LIABILITIES

The maturity of assets and liabilities of the Bank is based on the remaining period from the balance sheet dates. The maturity dates are those as specified under agreements, and, in cases where there are no specified maturity dates, based on expected dates of collection or payment.

	Due in One Year	Due Between One Year and Seven Years	Due After Seven Years	Total
2004				
Assets				
Cash and cash equivalents	\$ 3,831,326	\$ -	\$ -	\$3,831,326
Due from Central Bank of China and banks	29,494,964	-	-	29,494,964
Securities purchased	25,784,601	-	-	25,784,601
Receivables	22,294,150	-	-	22,294,150
Bill purchased, discounts and loans	79,618,857	47,756,659	68,531,977	195,907,493
Long-term bond investments	13,500	1,320,548	120,225	1,454,273
	<u>\$ 161,037,398</u>	<u>\$ 49,077,207</u>	<u>\$ 68,652,202</u>	<u>\$ 278,766,807</u>
% of total	<u>58</u>	<u>17</u>	<u>25</u>	<u>100</u>
Liabilities				
Due to Central Bank of China and banks	\$ 15,979,633	\$ -	\$ -	\$15,979,633
Payables	6,441,362	-	-	6,441,362
Securities sold under agreement to repurchase	17,547,807	-	-	17,547,807
Deposits and remittances	196,397,657	17,522,296	-	213,919,953
Financial debentures	-	13,396,500	-	13,396,500
Other	1,546,830	150,850	-	1,697,680
	<u>\$ 237,913,289</u>	<u>\$ 31,069,646</u>	<u>\$ -</u>	<u>\$ 268,982,935</u>
% of total	<u>88</u>	<u>12</u>	<u>-</u>	<u>100</u>
2003				
Assets				
Cash and cash equivalents	\$ 5,674,512	\$ -	\$ -	\$ 5,674,512
Due from Central Bank of China and banks	26,962,430	-	-	26,962,430
Securities purchased	7,240,671	-	-	7,240,671
Receivables	29,657,165	-	-	29,657,165
Bill purchased, discounts and loans	78,416,614	35,528,001	60,414,043	174,358,658
Long-term bond investments	-	317,538	229,401	546,939
	<u>\$ 147,951,392</u>	<u>\$ 35,845,539</u>	<u>\$ 60,643,444</u>	<u>\$ 244,440,375</u>
% of total	<u>60</u>	<u>15</u>	<u>25</u>	<u>100</u>
Liabilities				
Due to Central Bank of China and banks	\$ 11,668,654	\$ -	\$ -	\$ 11,668,654
Payables	15,285,704	-	-	15,285,704
Deposits and remittances	187,316,514	9,714,476	-	197,030,990
Financial debentures	-	9,000,000	-	9,000,000
Other	449,528	110,383	-	559,911
	<u>\$ 214,720,400</u>	<u>\$ 18,824,859</u>	<u>\$ -</u>	<u>\$ 233,545,259</u>
% of total	<u>92</u>	<u>8</u>	<u>-</u>	<u>100</u>

29. DERIVATIVE FINANCIAL INSTRUMENTS

The Bank enters into foreign exchange and interest rate contracts for trading purposes to meet customers' needs and to manage its exposure positions. The Bank also enters into forward exchange contracts to hedge the effects of foreign exchange fluctuations on its foreign-currency net assets. The Bank's strategy is to hedge most of its market risk using hedging instruments whose changes in market value have a highly negative correlation with the changes in the market of the exposures being hedged; the Bank also assess hedge effectiveness of the instruments periodically.

The Bank is exposed to credit risk in the event of nonperformance of the counterparties to the contracts. The Bank enters into contracts with customers that have satisfied the credit approval process and have provided the necessary collaterals or guarantee deposits if necessary. Transactions with other banks are made within the trading limit set for each bank based on the Bank's credit rating and its worldwide ranking.

As of December 31, 2004 and 2003, contract or notional amounts, credit risks and fair values of outstanding derivative financial instruments were as follows:

	December 31, 2004			December 31, 2003		
	Contract or Notional Amounts	Credit Risk	Fair Value	Contract or Notional Amounts	Credit Risk	Fair Value
For accommodating customers' needs						
Forward exchange contracts	\$ 10,189,806	\$ 51,689	\$ (194,993)	\$ 12,995,666	\$ 84,587	\$ 15,324
Options - as buyer	40,169,249	932,075	932,075	38,780,312	856,704	718,124
Options - as writer	40,366,249	-	(1,055,321)	38,780,312	165,685	(663,785)
Foreign currency swap contracts	3,120,249	19,849	(19,871)	20,603,934	155,322	89,317
For meeting various foreign currency needs						
Foreign currency swap contracts	20,753,881	292,648	254,940	8,549,216	14,162	4,313
Cross-currency swap	199,200	2,299	2,299	2,964,120	35,910	4,827
For trading purpose						
Assets swap	3,380,852	224,275	224,275	3,336,079	6,555	6,555
Forward exchange contracts	1,128,751	19,509	12,637	644,369	1,340	(159)
Options - as buyer	-	-	-	146,500	-	-
Interest rate swap contracts	25,438,000	219,712	34,161	1,665,760	4,584	1,317
Options - as writer	-	-	-	241,400	2,115	2,115
Cross-currency swap	7,363,539	201,485	1,045	-	-	-

Fair value of each forward exchange contract is calculated on the basis of the forward rate available for the remaining maturity of the contract quoted by Reuters Information System primarily.

The Bank has entered into certain derivative financial contracts in which the notional amounts are used solely as a basis for calculating the amounts receivable and payable under the contracts. Thus, the notional amounts do not represent the actual cash inflows or outflows. The Bank's management believes that derivative financial instruments held or issued by the Bank can be sold at reasonable price; accordingly, no significant cash demand is expected.

The net gains or losses on derivative transactions are as follows:

	2004	2003
Forward exchange contracts - exchange losses	\$ 188,493	\$ 5,900
Options - other revenues	206,515	184,421
Interest rate swap - other revenues (expenses)	112,524	(7,127)
Cross-currency swap - other revenues	1,269	802
Foreign currency swap contracts - interest revenues	21,100	9,406
Foreign currency swap contracts - interest expenses	(107,178)	(104,264)
	<u>\$ 422,723</u>	<u>\$ 89,138</u>

30. FAIR VALUES OF NON-DERIVATIVE FINANCIAL INSTRUMENTS

	December 31, 2004		December 31, 2003	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Assets				
Cash and cash equivalents	\$ 3,831,326	\$ 3,831,326	\$ 5,674,512	\$ 5,674,512
Due from Central Bank of China and banks	29,494,964	29,494,964	26,962,430	26,962,430
Securities purchased	25,784,601	25,813,326	7,240,671	7,339,875
Receivables	21,974,999	21,974,999	29,040,185	29,040,185
Bills purchased, discounts and loans	194,551,042	194,551,042	172,981,805	172,981,805
Long-term investments	3,834,899	4,031,123	2,445,296	2,613,847
Refundable deposits	834,370	834,370	815,039	815,039
Liabilities				
Due to Central Bank of China and banks	15,979,633	15,979,633	11,668,654	11,668,654
Payables	6,441,362	6,441,362	15,285,704	15,285,704
Securities sold under agreement to repurchase	17,547,807	17,547,807	-	-
Deposits and remittances	213,919,953	213,919,953	197,030,990	197,030,990
Financial debentures	13,396,500	14,126,748	9,000,000	9,380,000
Other liabilities				
Reserve for losses on guarantees	110,322	110,322	110,383	110,383
Guarantees deposits received	67,765	67,765	45,510	45,510
Credit balance of long-term investment	100,195	100,195	-	-

The methods and assumptions applied in estimating fair values are as follows:

- The carrying values of cash and cash equivalents, due from Central Bank of China and banks, receivables, due to Central Bank of China and banks, payables, reserve for losses on guarantees and securities sold under agreement to repurchase approximate fair values because of the short maturity of these instruments. The carrying values of other assets and other liabilities also approximate the expected cash inflows or outflows at settlements dates, and accordingly, their carrying values also approximate fair values.
- The fair values of securities purchased and long-term investments (including credit balance) are based upon the market prices or investee's net asset value. If those are unavailable, then the fair values will be the book values.
- The carrying values of bills purchased, discounts and loans, deposits and remittances, which are financial assets and liabilities bearing interest, represent current fair values.
- The fair value for dominant and subordinated financial debentures is book value; while the fair value for convertible financial debentures is market value.
- The fair value for refundable deposits and guarantees deposits received is the book value.

31. FINANCIAL INSTRUMENTS WITH OFF-BALANCE-SHEET CREDIT RISKS

Commitments to extend credit under loan and credit card agreements are agreements to lend to a customer as long as there is no violation of any condition established in the agreements and the credit period is one to twenty years. For the year ended December 31, 2004 and 2003, the Bank charges interest at the rate of 1.15% to 18.9% and 1% to 19.4%, respectively, and the credit cards are charged based on actual drawings from the facilities and the revolving interests are both 19.71%

The contracts with off-balance-sheet credit risks as of December 31, 2004 and 2003 are as follows:

	2004	2003
Loan commitments	\$ 7,304,910	\$ 4,559,956
Credit commitments for credit cards	46,968,558	42,792,397
Credit commitments for cash cards	7,901,924	4,399,003
Guarantee and letter of credit	22,986,944	19,756,123

Since most of the commitments are expected to expire without being drawn upon, the total commitment amounts do not necessarily represent future cash demands. The Bank's maximum credit risk relative to these commitments is the amount of the commitment assuming that the customer uses the full amount of the commitment and the related collateral or other security turn out to be worthless.

The Bank makes credit commitments and issues financial guarantees and standby letters of credit only after careful evaluation of customers' credit standing. Based on the result of the credit evaluation, the Bank may require collateral before drawings are made against the credit facilities. As of December 31, 2004 and 2003, secured loans amounted to about 55% and 57% of the total loans and secured credit amounted to about 19% and 25% of total guarantee and letter of credit issued. Collaterals held vary but may include real estate, cash, inventories, marketable securities, and other properties. When the customers default, the Bank will, as required by circumstances foreclose the collateral or execute other rights arising out of the guarantees given.

For credit card and cash card facilities, however, no collateral is required but the credit status of each credit card holder is closely monitored. Appropriate measures are adopted depending on the results of the credit status monitoring, such as amending the credit limit and, if necessary, cancellation of the facility.

32. INFORMATION ON CONCENTRATIONS OF CREDIT RISK

Concentrations of credit risk exist when the counterparty of financial instruments involves individuals, or groups who are engaged in similar activities, or activities in the same region, that would cause their ability to meet contractual obligations to be similarly affected by changes in economic or other conditions. The Bank does not have concentrations of credit risk on an individual counterparty, region or industry.

The Bank's loans as of December 31, 2004 and 2003, are summarized by customers as follows:

	Loans	Acceptance and Guarantees	Total	%
As of December 31, 2004				
Individuals	\$ 105,322,164	\$ -	\$ 105,322,164	48
Manufacturing companies	35,621,856	11,335,265	46,957,121	21
Financial Institution (including insurance, real estate, and leasing)	28,468,148	4,196,433	32,664,581	15
Construction industry	4,728,439	4,601,447	9,329,886	4
	<u>\$ 174,140,607</u>	<u>\$ 20,133,145</u>	<u>\$ 194,273,752</u>	<u>88</u>
As of December 31, 2003				
Individuals	\$ 91,466,749	\$ -	\$ 91,466,749	47
Manufacturing companies	34,036,670	9,507,530	43,544,200	22
Financial Institution (including insurance, real estate, and leasing)	27,271,749	5,217,090	32,488,839	17
Construction industry	3,392,744	3,386,529	6,779,273	3
	<u>\$ 156,167,912</u>	<u>\$ 18,111,149</u>	<u>\$ 174,279,061</u>	<u>89</u>

The net positions on foreign-currency transactions as of December 31, 2004 and 2003 are insignificant.

33. SEGMENT INFORMATION

The Bank is engaged solely in banking activities as prescribed by the Banking Law and is operating entirely in the Republic of China. No single customer accounts for 10% or more of the Bank's operating revenues.

陸 財務狀況及經營結果之檢討分析與風險管理事項

Analysis of Financial Statements and Operating Results, and Risk Management

一、財務狀況：

單位：新台幣千元

項目	年度	九十三年度	九十二年度	差異	
				金額	%
資產總額		\$ 286,210,724	\$ 250,483,247	\$ 35,727,477	14
負債總額		268,982,935	233,545,259	35,437,676	15
股東權益總額		17,227,789	16,937,988	289,801	2

說明：變動達20%且10,000千元者列報無重大類動。

二、經營結果：

單位：新台幣千元

項目	年度	九十三年度	九十二年度	增(減)金額	變動比率 (%)
營業成本及費用	11,745,550	7,647,271	4,098,279	54	
營業利益	597,546	2,829,715	(2,232,169)	(79)	
營業外收入及利益	37,976	17,820	20,156	113	
營業外費用及損失	412,770	259,602	153,168	59	
稅前淨利	222,752	2,587,933	(2,365,181)	(91)	
所得稅費用(利益)	62,393	399,885	462,278	116	
稅後淨利	\$ 160,359	\$ 2,987,818	(\$ 2,827,459)	(95)	

增減類動分析：

營業成本及費用增加4,098,279千元係九十三年度為配合九十四年七月適用之「銀行資產評估損失準備提列及逾期放款催收呆帳處理辦法」而大幅提列備抵呆帳23.9億元所致。

營業外收入及利益增加20,156千元係本期處理若干懸掛已久之帳款並將之轉列其他收入所致。

營業外費用及損失增加153,168千元係現金卡債權損失增加所致。

所得稅費用增加462,278千元係遞延所得稅資產減少所致。

1. Financial Information

Unit: NTS1000

Item	Year	2004	2003	YoY change	
				Amount	%
Total assets		\$ 286,210,724	\$ 250,483,247	\$ 35,727,477	14
Total liabilities		268,982,935	233,545,259	35,437,676	15
Total shareholders' equity		17,227,789	16,937,988	289,801	2

Note (YoY reaches 20% and amount reaches \$10,000(000)): No apparent change.

2. Operating Results

Unit: NTS1000

Item	Year	2004	2003	Amount	YoY change (%)
Operating cost	11,745,550	7,647,271	4,098,279	54	
Operating profit	597,546	2,829,715	(2,232,169)	(79)	
Non-operating income	37,976	17,820	20,156	113	
Non-operating expense	412,770	259,602	153,168	59	
Net income before tax	222,752	2,587,933	(2,365,181)	(91)	
Income tax (profit)	62,393	399,885	462,278	116	
Net income	\$ 160,359	\$ 2,987,818	(\$ 2,827,459)	(95)	

Analysis of increasing or decreasing:

Operation cost and expenses increased 4,098,279,000 dollars. The main reason is to coordinate with supervisor institution announced and effective in July 2005 "Evaluation for capital, provisional loss reserves and demanding for overdue loan and bad debt process measures", the bank provisioned 23.9 hundred millions for bad debt reserves.

Income other than operational income and profit increased 20,156,00 dollars. The main reason is that the bank dealt huge amount of receivables. Converted more than 2 years overdue receivables to other income.

Expense other than operational expense and loss increased 154,168,000 dollars. The main reason is that the cash card creditor's right loss increased.

Income taxation increased 462,278,000 dollars. Due to loss.

三、現金流量：

單位：新台幣千元

項目	年度	九十三年度 癸%)	九十二年 癸%)	增減(減) 癸%)
現金流量比率		9.35	(5.76)	262
現金流量允當比率		224.44	263.07	(15)
現金再投資比率		5.04	(3.07)	264

增減比例變動分析說明：

現金流量比率及現金再投資比率較去年增加係因九十二年度承作應收承購帳款增加等之淨變動使營業活動現金流出增加所致。

未來一年現金流動性分析

單位：新台幣千元

期初現金餘額	預計全年來自 營業活動 淨現金流量	預計全年現金 流出量	預計現金剩餘 (不足)數額 +/-	預計現金不足額之補救措施	
				投資計劃	融資計劃
\$3,831,326	\$1,098,435	\$459,280	\$4,470,481	\$ -	\$ -

九十四年度現金流量變動情形分析
 營業活動：主要係營業利益、應收款項、呆帳提列等之變動。
 投資活動：主係買匯、貼現及放款之增加。
 融資活動：主係存款業務增加及現金增資。
 預計現金不足額之補救措施：不適用。

四、最近年度重大資本支出對財務業務之影響：無

五、最近年度投資政策、其獲利或虧損之主要原因、改善計畫及未來一年投資計畫

本行的投資政策係參照政府相關法令規章、整體經濟環境、投資機會、本行營運目標經營策略並衡量風險報酬、現金流量、市場利率資金成本等因素後制定。

本行投資計畫的制定除應符合投資政策規範外尚須考量獲利性、安全性、流動性、風險性以及對社會是否有幫助等條件俾選擇適當的長短期投資標的。投資計畫須提請本行資產負債管理委員會評估、審議後呈報董事會核定再交經理鑑門執行。

3. Cash Flow

Unit: NT\$1000

Item	Year	2004 (%)	2003 (%)	Change (%)
Cast flow ratio		9.35	(5.76)	262
Cash flow adequacy ratio		224.44	263.07	(15)
Cash reinvestment ratio		5.04	(3.07)	264

Note: Cash flow ratio and cash reinvestment ratio higher than in 2003 was because the cash flow from operating activities increased due to the increase of the account receivable in 2004

2005 Cash Flow Analysis

Unit: NT\$1000

Cash balance beginning of the year	Net cash inflows from operations	Total cash outflows	Cash balance end of the year +-	Source of funding for negative cash balance	
				Cash inflows from investing	Cash inflows from financing
\$3,831,326	\$1,098,435	\$459,280	\$4,470,481	\$ -	\$ -

2005 Cash Flow Analysis:
 Operating activities: Net cash inflows due to the change in operating revenues, account receivable and bad debt reduction.
 Investment activities: Net cash inflows due to the increase of foreign exchange, cash discount, and increased borrowings.
 Financing activities: Net cash inflows due to the increase of deposits and Capital Increase.
 Sourcing of funding for negative cash balance: cash inflows increased by additiona

4. Influence of Major Capital Expenditures on the Bank ' s Finances During Past Year: None

5. Reinvestment Policy for the Past Year, Major Causes of Profits or Losses, Plans for Improvement, and Investment Plans for the Coming Year

The investment policy of the Ta Chong Bank is formulated with reference to related government laws and regulations, the macroeconomic environment, investment opportunities, and the Bank's own operating targets and strategies, and is established after weighing such factors as risks and returns, cash flow, market interest rates, and capital costs.

In addition to conforming to the Bank's investment policy planning, investment plans must also, in the choice of appropriate short- and long-term investment targets, weigh such factors as profitability, safety, liquidity, risk, and whether they are beneficial to the public. Investment plans must be submitted to the Bank's Assets and Liabilities Management Committee for evaluation and review, and then to the Board of Directors for approval before being turned over to administrative units for implementation.

本行93年度依權益法認列之投資損失淨額為204,645千元，主要為認列投資大眾租賃損失118,603千元及普羅米斯顧問(股)公司損失165,888千元。大眾租賃損失之主要原因為全額認列轉投資之中央租賃之投資損失。大眾租賃自92年起積極推展國際應收帳款受讓、債權買賣等新種業務，業績表現已逐漸回穩。展望來年，以租賃邊之業務配合本行拓展廣泛之金融通路，績效必然可期。而普羅米斯之損失原因為打消不良呆帳、以健全該公司資產品質。未來年度普羅米斯可能藉其他銀行合作，且對於不良債權之回收也漸有成績，營運可望轉佳。



六、風險管理：

(一) 銀行之風險管理組織架構及政策

由董事會針對營運環境因素釐全行整體風險現況，訂定風險管理政策及各項風險容許限額，以維持合適之資本適足率，健全經營體質。

總行設有審查鑑、財務作業鑑及營運處等單位，分別負責信用、市場、操作風險之管理；以上單位獨立於業務部門，直接向總經理報告負責，以求客觀辨識、衡量、揭露並控制風險。

(二) 衡量與控管各風險之方法及暴險量化資訊

1、一般定性揭露：銀行須對每一個別風險領域（包括信用風險、市場風險、作業風險及其他風險等）描述其風險管理目標和政策，包括下列事項：

(1) 策略及流程：

依風險管理範疇之劃分，總行設有審查鑑、財務作業鑑(風險控管主管)及營運處，為各自獨立之風險管理單位，分別監管各風險源。各風險管理單位依其核定風險政策目標，分別建置風險管理機制及指標，執行監控並呈報高階管理階層，以評估風險之曝險程度、趨勢及對資本水準之影響，並適時降低或調整本行風險地位。

(2) 相關風險管理系統之組織架構：

信用風險：審查鑑為本行信用風險管理執行單位，項下設有審查科、控管科及債管科，負責風險管理機制之建置及控管，並審查集團戶及中大型企金案件，監管資產品質及不良資產地位之管理。

The Bank's net losses on investment in 2004, as calculated by the equity method, amounted to NT\$204,645,000, due primarily to a loss of NT\$118,603,000 on investment in the Ta Chong International Finance and Investment Co., Ltd. and a loss of NT\$165,888,000 on investment in the Promise Consulting Co., Ltd. The main reason for the losses of the Ta Chong International Investment and Finance Co. was a loss of the full amount of that company's reinvestment in the Central Leasing Corp. Business performance in the international factoring, bond dealing, and other new businesses that Ta Chong International began developing in 2003 is steadily stabilizing. Future prospects are expected to be promising for peripheral leasing businesses, especially in view of the Bank's vigorous promotion of broad-based financial channels. For Promise Consulting, the losses were caused by write-offs of bad debt undertaken to enhance the company's asset quality. In the coming fiscal year Promise Consulting may cooperate with other banks, and its efforts to recover bad debt are beginning to show results. Improvements can be expected, therefore, in its operations.

6. Risk Management

(1) Risk Management Organizational Framework and Policy

The Board of Directors sets risk management policy and the limits of tolerance for different types of risk in accordance with factors in the operating environment and with the status of overall risk bank-wide so as to maintain an appropriate level of capital adequacy and strengthen the Bank's operating structure.

The Head Office Credit Department, Financial Operations Department, and Operations Division are responsible, respectively, for managing credit, market, and operating risk. These units are independent of the Bank's business departments and report directly to the president, thereby assuring objectivity in the identification, measurement, divulgence, and control of risk.

(2) Measurement and Control of Risk Methods, and Quantitative Information on Disclosure

a. General Qualitative Disclosure

The Bank must describe its risk management goals and policies for each category of risk (including credit risk, market risk, operating risk, and other risk), including the following items:

(a) Strategies and Procedures

The Bank has established, in accordance with the delineation of risk management category, a Credit Department, Financial Operations Department (the unit in charge of risk control), and Operations Division, each of which is an independent risk management unit that monitors sources of risk in its own field. Each of these risk management units establishes a risk management mechanism and indexes in accordance with its approved risk policy goals, carries out monitoring, and reports to higher management to facilitate the assessment of the extent of risk exposure, trends, and impact on capital levels, and for the lowering or adjustment of the Bank's risk positions whenever necessary.

(b) Organization and Framework of Risk Management Systems

Credit risk: The Credit Department is the unit of the Bank that carries out management of credit risk. The Credit Processing Section, Control Processing Section, and Non-Performing Credit Processing Section operate under the Credit Department and are responsible for the establishment and control of risk management mechanisms, for the examination of business conglomerate as well as medium- and large-size corporate banking cases, for the monitoring of asset quality, and for the management of bad-assets positions.

市場風險：財務作業鑑(風險控管主管)為本行市場風險管理執行單位訂定各項市場風險管理指標包括額度限額、損失限額及評價模型之建鑿以有效監控市場風險之曝險鑑位適時呈報總經理並提供訊息予信用風險管理單位以利風險值之彙整釐清避險工作施行。

作業風險：營運處為本行掌管作業風險單位藉由作業流程的改善及資訊系統的提升以降低作業風險發生之機率。

(3) 風險報告及衡量系統之範圍特點：

信用風險：審查鑑分別依各事業單位及產品/商品別監控各交易額度使用情形、曝險鑑位之分散性、異常交易情況有無超出監控限額暨採取相關改正措施並分別彙整分析以書面資料呈報高階主管。

市場風險：

控管項目	控管內容	採用系統
鑑位及名目本金	外匯鑑位之控管、股票投資限額、票債券投資限額之控管、拆款額度控管	Kondor+、ABS Bloomberg、
敏感度	1.利率、股價敏感度 2.利率、股價波動率敏感度	
損失限額	利率鑑位損失限額、外匯鑑位損失限額、股票及基金投資損失限額、客戶交易信用風險及損失限額	

(4) 避險政策及監測避險持續有效性之策略流程：

各種交易依其分層授權方式以有效降低風險並依交易商品風險性之大小、交易對手之信用風險或鑑位評價損失情形徵提適當之保證金/擔保品以控管本行之曝險鑑位。授信案件亦依據客戶信用評等等級定期辦理覆審工作落實授信後管理工作以監控授信戶之風險變化以適時調整曝險值將鑑份或全鑑之風險鑑位移轉予第三者。



Market risk: The Financial Operations Department (the unit in charge of risk control) is the Bank's executive unit for the management of market risk, and it sets the different market risk management indexes including quota limits and loss limits as well as the establishment of evaluation models so as to control market risk exposure positions, make timely reports to the president, and provide information to risk management units, thereby facilitating the collation of risk values and the implementation of hedging work.

Operating risk: The Operations Division is the Bank's unit in charge of controlling operating risk. It reduces the incidence of operating risk through the improvement of operating procedures and the enhancement of information systems.

(c) Scope and Features of Risk Reporting and Measurement Systems

Credit risk: The Credit Department monitors the utilization of the different trading quotas, the distribution of exposure positions, and abnormal trading activities in accordance with the respective business units and product categories involved, to see if control limits have been exceeded and to adopt corrective measures if necessary, and to collate and analyze cases and present written reports to higher managerial levels.

Market risk:

Item of Control	Content of Control	Systems Used
Position and Nominal Principal	Controls on foreign exchange positions, stock investment quotas, bonds and bills investment quotas, and call loan quotas	Kondor+, ABS, Bloomberg
Sensitivity	1. Interest rate, forex rate, stock price sensitivity 2. Interest rate, forex rate, stock price fluctuation sensitivity	
Loss Limit	Interest-rate position loss limits, forex position loss limits, stock and fund investment loss limits, limits on client trading credit risk and loss	

(4) Risk-hedging Policy and Monitoring of Continuing Risk-hedging Policies and Procedures

Appropriate guarantee bonds or collateral are demanded for different types of trading according to their method layered delegation of authority, and in accordance with the size of risk for the commodity being traded, the credit risk of the trading partner, or position valuation loss, in order to lower risk and control the Bank's exposure positions. Re-evaluation of loan cases is carried out on a scheduled basis in accordance with the clients' credit rating so as to carry out post-loan management and monitor changes in the risk of loan customers, and thereby to provide for the timely readjustment of exposure values and transfer of the risk position, in part or in whole, to a third party.

2、信用風險：

(1) 表內項目

表內項目-信用風險風險性資產額

93年12月31日 單位：台幣千元		
項目(註2)	適用之風險權數	風險性資產額
現金	0%	0
對本國中央政府及中央銀行之債權或經其保證之債權	0%	0
以現金、在本銀行之存款本國中央政府或中央銀行債券、 經濟合作發展組織各國中央政府或中央銀行債券為擔保之債權	0%	0
對本國中央政府以外各級政府之債權或經其保證之債權	10%	4,037
對設於經濟合作發展組織各國之銀行及該銀行保證之債權	20%	653,358
對設於經濟合作發展組織以外之各國銀行到期日在一年以內 之債權或經其保證之債權	20%	3,034
經本國銀行及其保證之債權	20%	579,302
出口押匯餘額、買入匯款	20%	72,020
經本國政府核准設於之信用保證機關保證之債權等	20%	881,443
經中央政府附條件保證之債權	20%	361,212
住宅用不動產擔保放款	50%	40,845,621
上列以外之債權及其他資產	100%	130,564,825
減：不包括於「備抵呆帳」(第二類資本)之「針對特定損失所提列者」		(1,785,924)
合計		172,178,928

(2) 表外項目

表外項目-信用風險風險性資產額

93年12月31日(註1陸) 單位：台幣千元	
項目	風險性資產額
一般表外交易	20,955,655
衍生性金融商品	1,337,399
票債券附買回約定負債(RP陸)	727
附買回約定票債券投資(RS陸)	1
合計	22,293,782

(3) 截至年報刊印日前一季止擔任創始機構或其信託或讓與之資產所發行之證券券別、發行總額、流通餘額及自行購回餘額：無

b. Credit Risk

(a) Book Items

Book items - Amount of credit risk risk assets

Dec. 31, 2004 Unit: NT\$ 1000		
Item	Risk Weighting Used	Amount of Risk Assets
Cash	0%	0
Claims on Taiwan's central government and central bank, and claims guaranteed by them	0%	0
Claims secured by cash or by Taiwan central government or central bank bonds or OECD member country central government or central bank bonds deposited in the Bank	0%	0
Claims on Taiwan governments outside the central government, and claims guaranteed by them	10%	4,037
Claims on banks from OECD member countries, and claims guaranteed by those banks	20%	653,358
Claims due within one year on banks from non-OECD member countries, and claims guaranteed by those banks	20%	3,034
Claims through Taiwan banks, and claims guaranteed by them	20%	579,302
Export loans outstanding, and bulls purchased	20%	72,020
Claims guaranteed by credit guarantee agencies established with approval of the Taiwan government	20%	881,443
Claims with qualified guarantees through the central government	20%	361,212
Secured real estate loans for residential use	50%	40,845,621
Claims and other assets not listed above	100%	130,564,825
Deduct: Allocations for designated losses not included in "reserves for bad debts" (Tier II capital)		(1,785,924)
Total		172,178,928

(b) Off-book Items

Off-book items - Amount of credit risk risk assets

Dec. 31, 2004 Unit: NT\$1000	
Item	Amount of Risk Assets
General Off-book Transactions	20,955,655
Derivative Products	1,337,399
Repurchase (RP) Debt	727
Resale (RS) Bond Investment	1
Total	22,293,782

(c) Classes of Securities Issued, Total Amount Issued, Amount in Circulation, and Repurchase of Assets Entrusted or Transferred by the Originators up to Quarter Prior to Publication of the Annual Report: None

市場風險資本計提及風險性資產額（使用標準法陸

93年12月31日
單位：台幣千元

風險別	應計提資本	風險性資產額(註2)
利率風險	492,484	6,156,050
權益證券風險	175,982	2,199,775
外匯風險	34,440	430,500
商品風險	0	0
選擇權採簡易法處理	0	0
合計	702,906	8,786,325

4、流動性風險包括資產負債之到期分析並說明對於資產流動性資金缺口流動性之管理方法。

資產及負債之到期分析-台幣（一陸

93年12月31日
單位：新台幣百萬元

	合計	距到期日剩餘期間金額				
		0至30天	31天至90天	91天至180天	181天至一年	一年以上
資產	269,571	59,730	38,457	15,272	13,542	142,570
負債	276,005	57,369	29,615	80,682	50,904	57,435
缺口	(6,434)	(2,361)	8,842	(65,410)	(37,362)	85,135
累積缺口	(6,434)	(2,361)	(11,203)	(54,207)	(91,569)	(6,434)

註：本表僅含總行及國內外分支機構新台幣總分（不含外幣陸之金額。

資產及負債之到期分析-外幣（二陸

93年12月31日
單位：美金仟元

	合計	距到期日剩餘期間金額				
		0至30天	31天至90天	91天至180天	181天至一年	一年以上
資產	2,170,751.23	1,125,358.29	562,205.45	221,842.14	21,775.34	239,570.01
負債	(2,169,204.47)	(1,547,977.42)	(406,819.50)	(90,015.23)	(102,057.33)	(22,335.00)
缺口	1,546.76	(422,619.13)	155,385.95	131,826.91	(80,281.99)	217,235.01
累積缺口	(422,619.13)	(267,233.18)	(135,406.27)	(215,688.25)		1,546.76

註：本表僅含總行及國內外分支機構外幣總分（均折合美金陸之金額。

Market Risk Capital Accrual and Amount of Risk Assets (Standard Method)

Dec. 31, 2004
Unit: NT\$1000

Type of Risk	Accrual Capital	Amount of Risk Assets
Interest Rate Risk	492,484,000	6,156,050,000
Equity Share Risk	175,982,000	2,199,775,000
Foreign Exchange Risk	34,440,000	430,500,000
Commodity Risk	0	0
Options Handled by Simple Method	0	0
Total	702,906,000	8,786,325,000

d. Liquidity Risk Including Maturity Analysis of Assets and Liabilities, and Explanation of Asset Liquidity and Capital Gap Liquidity Management Methods

Maturity Analysis of Assets and Liabilities - NT Dollar (1)

Dec. 31, 2004
Unit: NT\$ million

	Total	Amount Outstanding by Remaining Time to Maturity				
		0-30 Days	31-90 Days	91-180 Days	181 Days-1 Year	Over 1 Year
Assets	269,571	59,730	38,457	15,272	13,542	142,570
Liabilities	276,005	57,369	29,615	80,682	50,904	57,435
Gap	(6,434)	(2,361)	8,842	(65,410)	(37,362)	85,135
Accumulated Gap	(6,434)	(2,361)	(11,203)	(54,207)	(91,569)	(6,434)

Note: This table contains only NT dollar (not foreign currency) amounts for the Bank's headquarters and its domestic and overseas branches.

Maturity Analysis of Assets and Liabilities - Foreign Currency (2)

Dec. 31, 2004
Unit: NT\$ million

	Total	Amount Outstanding by Remaining Time to Maturity				
		0-30 Days	31-90 Days	91-180 Days	181 Days-1 Year	Over 1 Year
Assets	2,170,751.23	1,125,358.29	562,205.45	221,842.14	21,775.34	239,570.01
Liabilities	(2,169,204.47)	(1,547,977.42)	(406,819.50)	(90,015.23)	(102,057.33)	(22,335.00)
Gap	1,546.76	(422,619.13)	155,385.95	131,826.91	(80,281.99)	217,235.01
Accumulated Gap	(422,619.13)	(267,233.18)	(135,406.27)	(215,688.25)		1,546.76

Note: This table contains only foreign-currency (in equivalent US dollars) amounts for the Bank's headquarters and its domestic and foreign branches.

(三) 國內外重要政策及法律變動對銀行財務業務之影響及因應措施

近年來金融產業最大的變化莫過於金融控股公司的設鑲、銀行間合併的趨勢以及銀行退場機制。其中尤以金融控股公司之設鑲對於銀行業務之影響最大。在金融控股公司的架構下銀行、證券、保險、投信等金融相關業種得以共同搭配開發客戶商機；除了在產品面得以提供更廣泛的各類金融商品外以對客戶提供金融商品之 total solution 外銀行得以提高單一客戶之貢獻度而對於

產品開發、人員招募等產生良性循環。

此外金融業間之併購趨勢也愈趨明顯而主管機關的鼓勵態度亦是促成此一趨勢的主要動力而因



此銀行朝向大型化的發展方向而行併購整合。本行目前雖非金融控股公司之一員而面對金控的競爭而我們的因應策略在：

- (1) 在銀行本身建鑲更完善的產品線以提供客戶完整的金融商品選擇。
- (2) 藉大眾金融集團中之大眾證券以及大眾投信合作以協銷的方式整合銀行端、證券端及資產管理端之資源以藉金控行競爭。
- (3) 短期內發展為小而美的銀行而中長期亦不排除以併購的方式增加市場佔有率。

(四) 科技改竊及產業病化對銀行財務業務之影響及因應措施

科技改變對銀行財務業務之影響而主要來自於新種科技的導入將會影響到客戶交易行為模式的改變而是否能夠因應此一改變提供客戶所需的銀行商品服務而成為影響銀行財務業務的重要因素。

近年來科技的發展以網際網路及行動通訊為主軸重心。網際網路已使得資訊的取得而利用更加透明化而行動通訊的發展則突破了地域而時間限制而隨時可取得所需的訊息內容。而結合此兩項科技的成果而銀行客戶的交易方式將不再侷限於傳統的分行櫃檯而能達到"空中分行"的營運模式而除了現金存款外的所有交易均能在"空中分行"完成。

(3) Influence of Changes in Major Domestic and Overseas Policies and Laws on the Bank's Financial Operations, and Countermeasures

There have been no greater changes in the finance industry in recent years than the establishment of financial holding companies, the trend toward bank mergers, and the mechanism for banks to withdraw from the market. The establishment of financial holding companies, especially, has had a huge impact on the banking industry. With the establishment of financial holding companies, banks, securities houses, insurance firms, investment trust companies, and other types of financial enterprises are able to work with each other in developing business opportunities among their clients; besides offering a broader range of financial products and providing customers with total solutions in terms of financial products, banks are able, in this way, to heighten the contribution of individual clients and generate beneficial circles in the development of products and the recruitment of personnel.

In addition, encouragement by the authorities is the main motive force behind the growing strength of the trend toward mergers and acquisitions among financial enterprises, and for this reason banks are moving in the direction of combination and enlargement. Since the Ta Chong Bank is not currently a constituent of a financial holding company, we are adopting the following strategies to cope with competition from such companies:

- a. The Bank is developing its own more comprehensive product line so as to offer clients a complete range of choice of financial products.
- b. The Bank will cooperate with the Ta Chong Securities Co. and To Chong Investment Trust Corp., which are also members of the Ta Chong Financial Group, to integrate banking, securities, and asset management resources for assisted marketing in order to compete with financial holding companies.
- c. In the short term Ta Chong will develop into a "small but excellent" bank; in the medium and long term, it may use M&A to increase its market share.

(4) Influence of Technological and Industrial Change on the Bank's Financial Operations, and Countermeasures

The influence of technological change on the Bank's financial operations derives mainly from the changes that the impact of the introduction of new technologies will have on customers' model of transaction behavior, and whether the Bank can respond to these changes by providing the banking products and services that customers need is a major factor affecting the Bank's financial operations.

The Internet and mobile communications have formed the core of technological development in recent years. The Internet has made the acquisition and use of information more transparent, and the development of mobile communications has broken through the limitations of time and space, allowing people to obtain the information they need at any time. With the combination of these two technologies, transactions between banks and their customers are no longer restricted to the traditional dealing through tellers at bank branches; the "branch of the air" operating model has been achieved, and all transactions with the exception of deposits can now be completed through this "branch of the air."

The progress of technology has also changed modes of banking operations, the most obvious examples of which are Internet banking, mobile banking, and unmanned banking (ATMs). Internet banking and

科技的齋步也改變了銀行的經營模式最明顯的例子即為網路銀行、行動銀行及無人銀行(ATM)。網路銀行及行動銀行為客戶帶來時間及空間的便利而減少實體分行通路的使用量；而無人銀行更開啟了客戶自助式服務之先鋒。另外後端作業的營運系統經營也隨著科技的齋步而提供更有效率及多樣化的服務商品例如後台作業自動化、客戶關係管理(CRM, Customer Relationship Management)及CTI(Computer Telephony Integration)等系統更加深了對客戶銷售的深度及提高了服務的水準。

因應措施：

- (1) 網路銀行必須提供客戶以個人電腦處理銀行業務的正確誘因以及隨時掌握市場脈動發展創新商品以維持競爭優勢契機。
- (2) 將資訊科技由傳統視為支援交易處理的層次而提升至支援及策略規劃層次而善用資訊科技而加速系統的開發而運用資訊科技來掌握金流以符合愈來愈快速的金融發展。例如而開發新核心系統(銀行主機陸續更換前作業系統、及印鑑系統以加速產品開發及提升服務水準。
- (3) 運用科技而導入CRM以充分掌握及分析客戶資料而分析其需求以規劃更多貼心的商品及服務而達到為戶量身訂做的目的而提供客戶專屬、高附加價值、及時、迅速的投資理財服務而塑造客戶的忠誠度。

(五) 銀行形象改稿對銀行之影響及因應措施。

對銀行業而言而形象在金融市場的競爭中顯得更為重要。因為銀行產品和服務同質性高而因此而可替代性高而在此情況下而銀行信譽、服務品質等形象就愈顯重要。目前而各銀行也體認到整體形象之重要性而紛紛區隔出銀行品牌及產品特色而透過公關、活動、通路等而拉近而消費者之間的距離而使用對銀行產生認同感而信任感。對此形象改變之因應措施為：

- (1) 整合銀行形象、產品宣傳而服務而塑造整體且一致之印象。以往而銀行業多重視商品宣傳而輕忽了形象宣傳而各宣傳之間缺乏整體性而一致性而致使綜效無法產生。
- (2) 透過分行設計而傳達經營理念而建築企業形象。分行裝潢是體驗銀行形象和服務環境的重要硬體而更是塑造銀行形象最



mobile banking have brought customer convenience in terms of time and place, and have reduced the use of physical branches, while unmanned banking is the vanguard of DIY service. Back-office operations and system operations have also progressed with the times to offer more efficient, more diversified products and services such as back-office automation, customer relationship management (CRM) systems, and computer telephony integration (CTI) systems, thus increasing the depth of customer sales and upgrading the level of services.

Countermeasures:

- a. Internet banking must offer customers appropriate inducements to carry out their banking business using computers and must develop innovative new products in tune with the pulse of the market, thereby maintaining competitive advantage and business opportunities.
- b. The role of information technology (IT) has been upgraded from the traditional level of providing support for the handling of transactions to the level of support and strategic planning, so that IT is now used to accelerate the development of systems and maintain a grasp of the flow of funds in conformity with the ever-faster development of finance-for example, with the development of new core systems (bank servers) and the changing of front-office systems and chop verification systems, thus accelerating product development and upgrading service standards.
- c. Technology is used to introduce CRM as a means of grasping and analyzing customer data fully, and further of analyzing new needs so as to be able to plan more products and services, thereby reaching the goal of providing customers with customized, exclusive, high-value-added, timely, and rapid investment and financial planning services, thereby strengthening customer loyalty.

(5) Influence on the Bank of Changes in the Bank's Image, and Countermeasures

For a bank, image is a vital factor in the financial market. Due to the high degree of similarity among bank products and services, substitutability is also high and a bank's reputation, service quality, and other components of image are particularly important. All banks now recognize the importance of their overall image and are working hard to differentiate their brand image and product features, and are using public relations, activities, and service channels to shorten the distance between them and their customers and to generate a sense of consensus with and trust in the bank. The Bank is using the following measures to strengthen its image:

- a. Integration of the Bank's image, product promotion, and services so as to mold an integrated and consistent impression. In the past, banks generally emphasized product promotion while ignoring image promotion, and there was a lack of integrity and consistency in promotion that made it impossible to achieve a symbiotic effect.
- b. Expression of operating principles and establishment of the corporate image through branch design. Branch decoration is an important design concept for expressing a bank's image and service environment; it is, in fact the most direct means of molding a bank's image. The redecoration of

直接的手段。因此隲藉由重新裝修分行隲引入新的軟硬體設計概念隲提供客戶更人性化、舒適的分行環境隲以及更具功能性的服務。

整合運用各種傳播工具隲方式隲強化單一的整體形象隲亦即隲所有的溝通訊息均呈現一致的模樣隲個性隲透過更人性化及客戶導向的訴求隲以建鑲強而有力的整體形象。

(六) 絃行併購之預期效益及可能風險。

不適用

(七) 擴充營業據點之預期效益及可能風險。

根據消費者研究顯示隲分行地點的便利性依舊是亞洲人士選擇銀行的關鍵因素隲分行仍是客戶隲銀行互動的主要地點隲尤其台灣隲交易有半數是在分行齋行隲另外隲根據麥肯隲估計8成個金商品銷售和4成的成本都是直接在分行產生。雖然目前各銀行都在推動電子化服務隲自動櫃員機也都普遍設置隲不過消費者習慣仍未有顯著之改變隲仍舊是以鄰近住家或辦公點為優先考量隲另外隲分行據點較多的金融機構方便性較高隲且增加營業據點隲廣增行銷網路隲可達到財務規模經濟隲齋而加速業務之拓展。

然而隲分行據點的設置隲因有租金、裝修、人事成本及軟體設備建置等費用隲致使平均每筆交易成本為各通路之最隲加上台灣之每平方公里銀行密度高於亞洲其他國家隲使得銀行間的競爭加劇隲造成獲利速度慢或不如預期。因此隲各銀行在設鑲新分行時隲對於區域環境的評估應更加審慎。

(八) 業務集中所面臨之風險

本行為降低作業衍生之相關成本及產品業務分散辦理之不一性隲配合銀行組織架構整隲將房貸、信貸、現金卡及信用卡等產品業務以集中辦理之方式隲以收事權統一暨提升產品盈餘之效。

業務集中辦理相對層面隲亦面臨若干風險隲茲分列三方面敘述如下：

(1) 人員集中之風險

業務集中後隲將原分散各營業單位之業務人員隲按地區別予以集中隲業務人員拜訪客戶後隲蒐集之資料若未經有效分類管理隲有可能產生大量資料遺失或外留隲或因人為舞弊因素導致銀行信用風險提高。

branch premises and the introduction of new hardware and software design concepts can provide customers with a more human and comfortable environment, and with more functional services.

The integration and utilization of all kinds of publicity tools and methods to reinforce a single integrated image-that is, the expression of a consistent style and character through all communication channels-and the use of a more human and customer-oriented appeal can establish a solid and powerful overall image.

(6) Projected Benefits and Possible Risks of Mergers and Acquisitions

Not applicable.

(7) Projected Benefits and Possible Risks of Business Unit Expansion

Consumer surveys show that convenience of location remains the key factor in the choice of a bank in Asia and that branches are the main places where customers interact with banks. This is especially true in Taiwan, where half of all transactions take place in branches. In addition, McKinsey estimates that 80% of all product sales and 40% of all costs are generated directly by branches. Although banks in Taiwan are all promoting electronic services these days, and despite the fact that ATMs abound everywhere, there has been no substantial change in the consumer behavior of giving prime consideration to proximity to home or office. Furthermore, convenience is greater for financial institutions with larger numbers of business locations, and the addition of more locations and the expansion of marketing channels can achieve an economic scale of financial operations and speed up business growth.

But opening a branch entails such costs as rental, renovation, personnel, and the installation of software equipment, and these costs give branches the highest per-transaction cost of all service channels. In addition, Taiwan has the highest density of banks per square kilometer in Asia, adding to the intensity of competition among banks and leading to slow or disappointing profitability. When they set up new branches, therefore, banks are extremely careful with their assessment of location.

(8) Risks Faced by Concentration of Business

To reduce operations-related costs and the lack of uniformity caused by the dispersal of product businesses, the Bank moved in line with the readjustment of its organizational framework to concentrate its home loan, personal loan, cash card, and credit card businesses so as to achieve unification of authority and enhancement of product earnings. The concentration of businesses, however, also entails certain risks, three types of which are described below:

a. Risk of Personnel Concentration

With business concentration, personnel who were originally dispersed among different business units are concentrated by area and if the materials that they collect during business visits to customers is not properly categorized and managed, it could be lost in large amounts or, because of intentional fraud, lead to a heightening of the Bank's credit risk.

(2) 系統故障之風險

業務集中後各業務中心端末系統僅集中一地處理倘發生系統當機或無法作業情況則產生該項業務無法順利行之風險倘輕則影響客戶申辦案件進度嚴重則造成客戶帳務錯亂。

(3) 作業服務之風險

業務集中後一般營業單位由於不直接受理該項業務之申請倘如有相關產品面客戶申訴問題將全鑑集中至業務中心倘業務中心如未設專人予以隨時回答客戶問題則有服務品質下降之虞。

就上述三項風險問題本行除透過各項教育訓練培養業務主管面對風險發生時之應變能力外亦制訂各項管理辦法嚴加控管例如明確規範業務人員帳務人員之區別電腦系統之稽核異地備援之模擬專任客戶服務人員等故業務集中對本行而言風險屬低。

(九) 經營權之改竄對銀行之影響及風險

無

(十) 訴訟或非訟事件

無

(十一) 其他重要風險

無

七、危機處理應高機制

本行設有異常狀況處理小組以維護本行企業形象加強社會各界之溝通並迅速處理本行重大異常事務。凡有天災人為事故或其他重大突發事件以致影響本行業務、生命財產及形象時小組即召開會議迅速妥善處理以渡經營危機。



八、其他重要事項

無

b. Risk of System Breakdown

With business concentration, the terminal systems of different business centers will be concentrated in one place. Should there be a system breakdown, or if operation becomes impossible, then the affected areas of business will face the risk of being unable to carry on. Less serious problems will influence the speed at which customer cases are handled, and more serious ones will lead to chaos in customer accounts.

c. Risk to Business Services

With business concentration, general business units will not take applications in their areas of business directly and complaints from customers will all be concentrated in the business center. If the business center does not have dedicated personnel who are ready at all times to answer questions from customers, then the quality of service will likely deteriorate.

To address the three risk issues discussed above the Bank uses training programs of various kinds to cultivate the heads of business units in risk response capability, and establishes management rules to effect strict controls. These include a clear differentiation between salespeople and account personnel, the inspection of computer systems, remote backup simulation, and designated customer service agents. For the Ta Chong Bank, therefore, the risk of business concentration is relatively low.

(9) Influence on and Risk to the Bank of Changes in Operating Rights

None

(10) Court Cases Pending

None

(11) Other Major Risks

None

7. Crisis Response Mechanism

The Bank maintains an Abnormality Treatment Team to maintain its corporate image, strengthen communication with the different sectors of society, and rapidly handle the disposition of major abnormal occurrences. Whenever the Bank's business, the lives of its people, its property, or its image is affected by a natural disaster, man-made accident, or other major unexpected event, the team convenes a meeting to weather the crisis by taking care of the matter properly and expeditiously.

8. Other Major Items

None

柒 公司治理運作情形

Corporate Governance

本行支持並倡導營運透明化且注重所有股東之權益，相信健全及有效率之董事會是成功的公司治理之核心。有關董事監察人姓名及所具專業知識及獨鑠性之情形，董事監察人之酬勞及公司治理運作情形，鞦揭露於本行網址：<http://www.tcbank.com.tw> 上

大眾商業銀行公司治理運作情形及其釐銀行業公司治理實務守則差異情形

項目	運作情形	與銀行業公司治理實務守則差異情形
一、銀行股權結構及股東權益 (一) 陞銀行處理股東建議或爭議等事項之方式 (二) 陞銀行掌握實際控制銀行之主要股東及主要股東之最終控制者名單之情形 (三) 陞銀行釐關係企業風險控管機制及防火牆情形	(一) 陞設置股務室專責處理股東對本行行務上之各項建議、疑義及糾紛事項。 (二) 陞本公司隨時掌握實際控制公司之主要股東名單，並由股務代理機構-群益證券協助辦理。 (三) 陞釐關係企業間之人員資產及財務之管理權責；鞦有明確劃分，彼此往來或交易鞦依據法令規定辦理。	(一) 陞無差異 (二) 陞無差異
二、董事會之組成及職責 (一) 陞銀行設置獨鑠董事之情形 (二) 陞定期評估簽證會計師獨鑠性之情形	(一) 未設置獨鑠董事。 (二) 否。	(一) 陞未來將衡酌本行營運狀況及實際需求設置獨鑠董事一職。 (二) 陞審慎評估中。
三、監察人之組成及職責 (一) 陞銀行設置獨鑠監察人之情形 (二) 陞監察人釐銀行之員工及股東溝通之情形	(一) 未設置獨鑠監察人。 (二) 監察人釐本行員工及股東溝通情況良好。	(一) 陞未來將衡酌本行營運狀況及實際需求設置獨鑠監察人一職。 (二) 陞無差異
四、釐釐利益關係人溝通管道之情形	一、釐利益關係人隨時保持聯繫，如電話、傳真或親自拜訪	無差異
五、資訊公開 銀行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、上市上櫃銀行法人說明會過程放置網站等陞)	一、本行對公開資訊之網路財務資訊申報作業系統管理均有指定專人負責相關資訊之蒐集及揭露工作，以確保可能影響股東及利益相關者決策之資訊能夠即時允當揭露。 二、本公司設有專責發言人及代理發言人。 三、本公司設有公司網站。資訊內容詳實豐富，其網站為 http://www.tcbank.com.tw	無差異
六、銀行設置審計委員會等功委員會之運作情形	本行之審計單位鞦會計室負責會計制度之執行及預算編製控管等。且本行有關取得或處分資產等重大財務業務行為均須由董事會審議通過，另本行稽核室則針對內控及潛存之各種風險鞦行檢查、評估，鞦已有效發揮審計委員會之主要功能。	本行目前之組織架構已符合需求，鞦未來將參酌實際狀況需要鞦行規劃。
七、其他有助於瞭解公司治理運作情形之重要資訊 (如董事及監察人釐修之情形、董事出席及監察人列席董事會狀況、董事對利害關係議案迴避之執行情形、銀行 (公司) 陞為獨鑠董事及獨鑠監察人釐保險業訂鑠責任保險契約之情形、風險管理政策及執行情形、消費者保護之執行情形、經理人之職責等陞)	(一) 董事出席及監察人列席董事會依公司法規定出席。 (二) 董事對利害關係議案迴避之執行情形：依法執行迴避關係議案。 (三) 風險管理政策及執行情形：本行訂定有授信投資政策及作業風險管理相關規範，並落實執行。 (四) 消費者保護：本行就客戶資料之蒐集、運用，鞦完全依法辦理，鞦保障客戶隱私權不受侵犯，鞦並訂定隱私權聲明。 (五) 本公司依公司組織規程設置經理人，鞦並訂定分層負責明細表，鞦以明確其職責。	無差異

註：董事及監察人釐修之情形，鞦參考臺灣證券交易所股份有限公司發佈之「上市上櫃公司董事、監察人釐修推行要點參考範例」之規定。

The Ta Chong Bank supports and advocates operational transparency and emphasizes the interests of all shareholders, believing that a strong and effective Shareholders' Meeting is the core of successful corporate governance. The names, professional knowledge, and independence of directors and supervisors; the compensation of directors and supervisors; and the operation of corporate governance are disclosed on the Bank's website: <http://www.tcbank.com.tw>.

The Ta Chong Bank's Corporate Governance, and Discrepancy with Corporate Governance Regulations for the Banking Industry

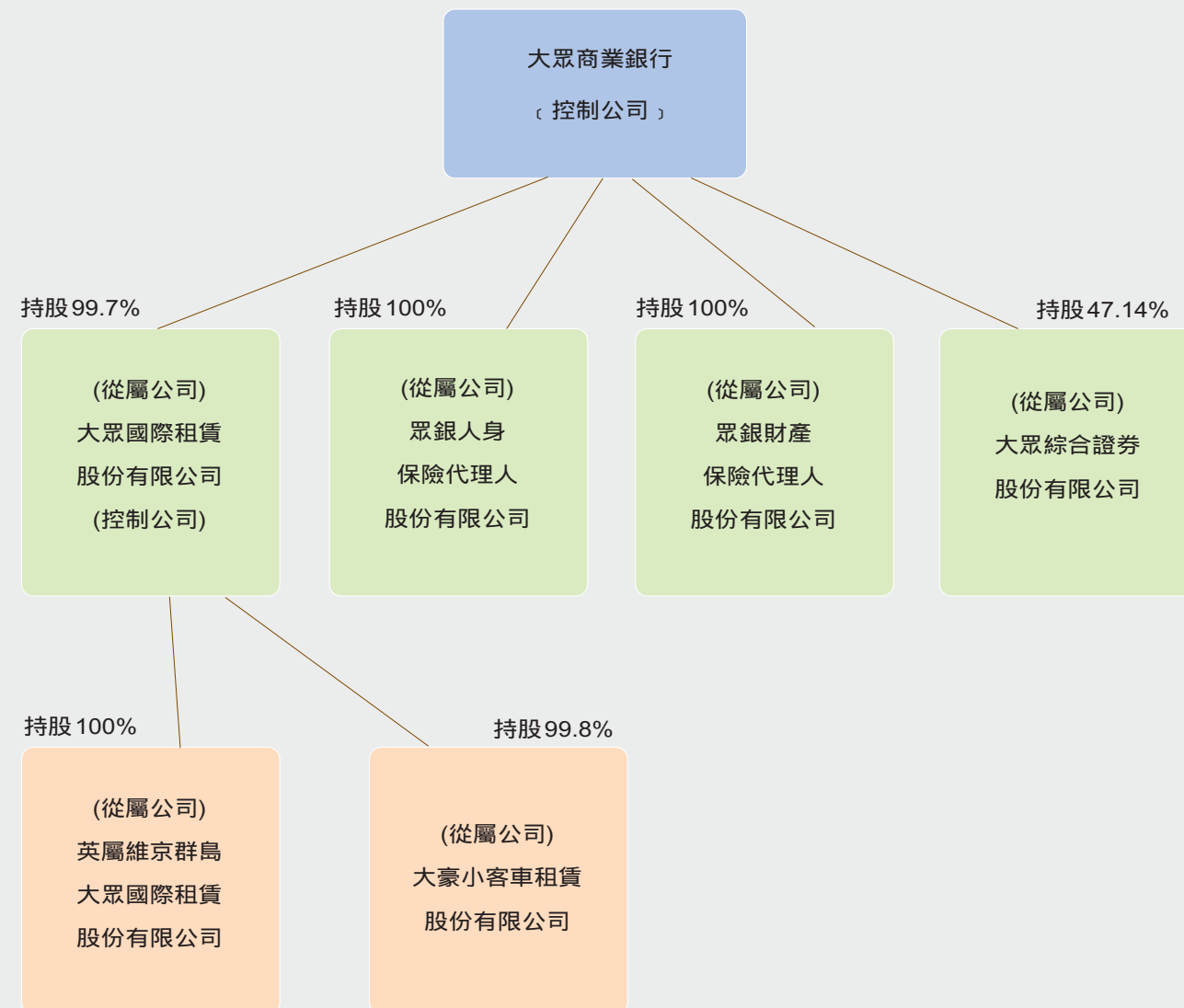
Item	Status of Operation	Discrepancy with Corporate Governance Regulations for the Banking Industry
1. Equity Structure and Shareholder Interests (1) Method of Handling Shareholder Suggestions and Disputes (2) Actual and final control of the main shareholder (3) Establishment of Risk Control with Related Enterprises, and Fire Wall	(1) A Shareholder Office has been set up to handle shareholder suggestions, questions, and disputes. (2) The bank can fully control the list of main shareholder and cooperate with the institute of shareholder affair -Capital securities Corp. (3) Administrative authority between the Bank and related enterprises is clearly delineated in respect of human assets and finances, and all relations and transactions are carried out in accordance with laws and regulations.	(1) No discrepancy (2) No discrepancy (3) No discrepancy
2. Organization and Responsibilities of the Board of Directors (1) Establishment of Independent Directors (2) Regular Evaluation of the Independence of CPAs	(1) No independent directors have been established. (2) Negative.	(1) Independent directors will be established in the future in consideration of the Bank's operating conditions and actual needs. (2) Under careful evaluation
3. Organization and Responsibilities of Supervisors (1) Establishment of Independent Supervisors (2) Communication Between Supervisors and Bank Employees and Shareholders	(1) No independent supervisors have been established. (2) Communication between supervisors and Bank employees and shareholders is excellent.	(1) Independent supervisors will be established in the future in consideration of the Bank's operating conditions and actual needs. (2) No discrepancy
4. Establishment of communication with related party	(1) Communicat with the related party by using the phone, fax and visit.	No discrepancy
5. Openness of Information The Bank adopts other methods of information disclosure (such as establishment of an English website, the designation of specific personnel responsible for the collection and disclosure of information, implementation of the spokesperson system, and placing on the website of the process of seminars on the stock market listing of banks)	1. Designated personnel are responsible for the collection and disclosure of public information on the Bank's financial reports to assure the timely and proper disclosure of information with a possible impact on decision-making by shareholders and interested parties. 2. The Bank has a designated spokesperson and deputy spokesperson. 3. The Bank has established a website which contains an abundance of detailed information: http://tcbank.com.tw	No discrepancy
6. Operation of Auditing and other Functional Committees Established by the Bank	Among the Bank's auditing units, the Accounting Department is responsible for implementation of the accounting system and for budget compilation and control. Major financial actions such as the acquisition or disposal of assets must be approved by the Shareholders' Meeting. The Auditing Department is responsible for investigating and evaluating internal controls and various types of risk, thereby performing the main functions of the Auditing Committee.	The Bank's current organizational framework conforms to its needs. Future planning will be carried out in accordance with actual conditions and needs.
7. Other important information to facilitate an understanding of the operation of the Bank's corporate governance (such as advanced education by directors and supervisors, attendance of directors and supervisors at Shareholders' Meetings, withdrawal of directors from issues in which they are materially interested, procurement of liability insurance for independent directors and supervisors, risk management policy and implementation, implementation of consumer protection, duties and responsibilities of managers, etc.)	1. Directors and supervisors attend Shareholders' Meetings in accordance with company regulations. 2. Directors withdraw from issues in which they are materially interested in accordance with regulations. 3. The Bank has established, and carries out, loan and investment policies and operating risk control rules. 4. In the area of consumer protection, the Bank's collection and utilization of customer information is carried out in full compliance with the law so as to assure that customers' privacy rights are not infringed. The Bank has also formulated a Statement of Privacy Rights. 5. The Bank appoints managers in accordance with its organizational charter, and has compiled a layered responsibility chart to clearly define their responsibilities.	No discrepancy

捌 特別記載事項

Special Notes

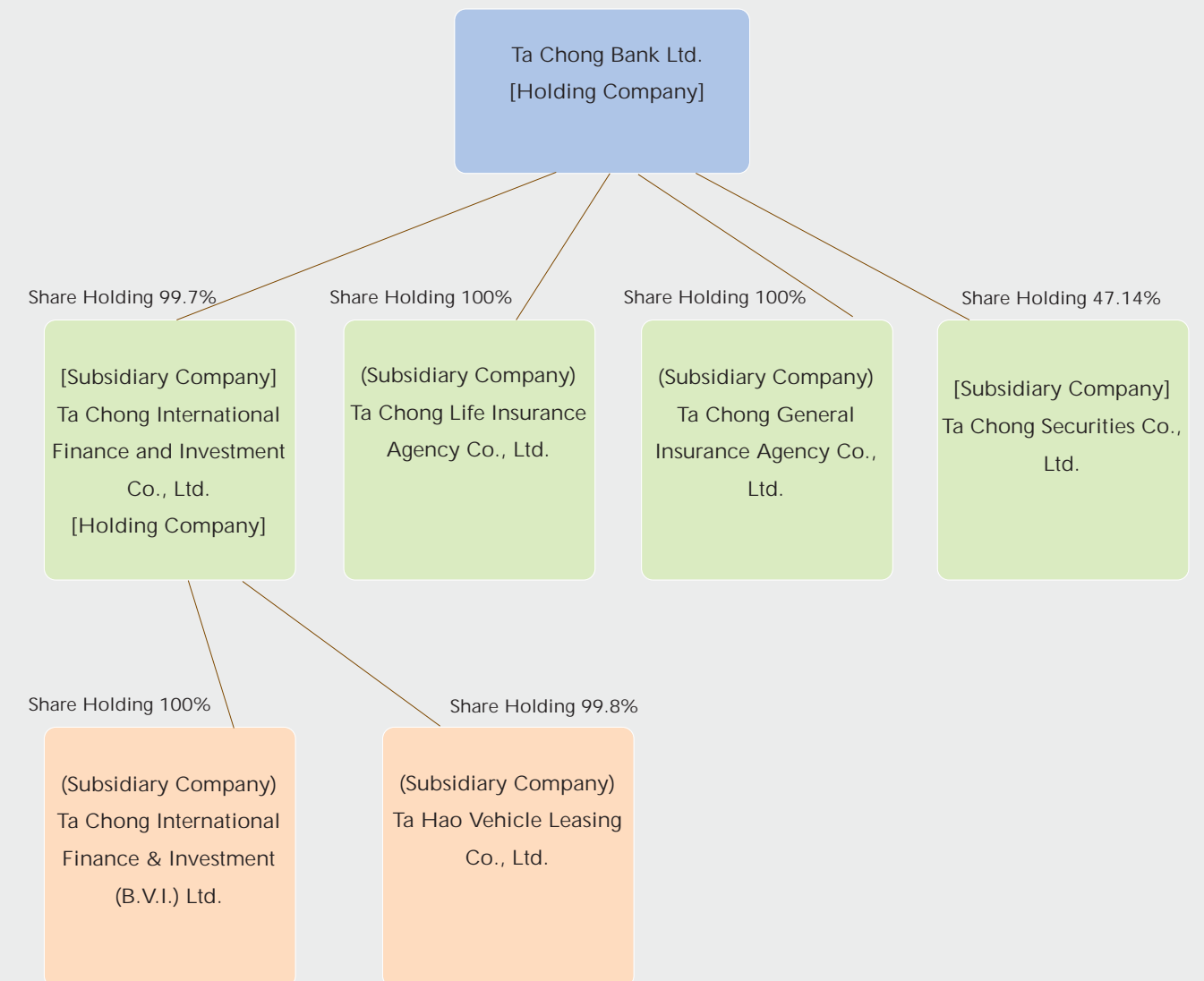
一、關係企業相關資料

(一)大眾商業銀行關係企業組織圖



1. Relative Enterprises Informations

(1) Relative Enterprise Organization Chart



(二)各關係企業之名稱、設立日期、地址、實收資本額及主要營業項目

單位：除另外註明外餘為新台幣仟元

企業名稱	設立日期	地址	實收資本額	主要營業項目
大眾商業銀行	81.03.18	高雄市中正二路58號	16,146,148	銀行業務
大眾綜合證券股份有限公司	86.09.02	高雄市三民區壽昌路93號	2,014,750	證券經紀自營商承銷融資融券
大眾國際租賃股份有限公司	86.04.10	高雄市前鎮區中山二路2號7樓之6	500,000	租賃業務
英屬維京群島大眾國際租賃股份有限公司	86.09.04	Akara Bldg., 24 De Castro Street, Wickhams Cay I, Road Town, Tortola, British Virgin Islands	50,000(註)	租賃業務
大豪小客車租賃股份有限公司	87.12.10	高雄市前鎮區中山二路2號7樓之6	30,000	租賃業務
眾銀人身代理人保險股份有限公司	90.01.16	台北市信義路五段2號3樓	2,000	保險代理
眾銀財產代理人保險股份有限公司	90.01.10	台北市信義路五段2號3樓	2,000	保險代理

註：英屬維京群島大眾國際租賃股份有限公司實收資本額以美元為單位（年底匯率31.76陸）

(2) The Title, Establishing Date, Address, Capital and Primary Operation Item of Relative Enterprises

Unit: Unless otherwise specified, NTD thousand dollars

Corporate name	Establishing Date	Address	Paid-up Capital	Primary Operation Business
Ta Chong Bank Co., Ltd.	March 18, 1992	58 Chung Cheng 2nd Rd., Kaohsiung	16,146,148	Banking business
Ta Chong Securities Co., Ltd	September 2, 1997	93 Shou Chang Rd., San Min District, Kaohsiung	2,014,750	Proprietary brokerage engaged in margin trading
Ta Chong International Finance and Investment Co., Ltd.	April 10, 1997	Fl. 7-6, 2 Chung Shan 2nd Rd., Chiang Chen District, Kaohsiung	500,000	Leasing business
Ta Chong International Finance & Investment (BVI) Co., Ltd.	September 4, 1997	Akara Bldg., 24 De Castro St., Wickhams Cay I, Road Town, Tortola, BVI	50,000 (USD)	Leasing business
Ta Hao Vehicle Leasing Co., Ltd.	December 10, 1998	Fl. 7-6, 2 Chung Shan 2nd Rd., Chiang Chen District, Kaohsiung	30,000	Leasing business
Ta Chong Life Insurance Agency Co., Ltd.	January 16, 2001	3rd Fl., 2 Sec.5 Sin-yi Rd., Taipei	2,000	Insurance Brokerage
Ta Chong General Insurance Agency Co., Ltd.	January 10, 2001	3rd Fl., 2 Sec.5 Sin-yi Rd., Taipei	2,000	Insurance Brokerage

(三)營業概況

單位：除另予註明外餘餘為新台幣千元

企業名稱	資本額	資產總額	負債總額	淨值	營業收入	營業利益 (損失)	本期(損)益 稅後)	每股盈餘 (純損)(元)
大眾商業銀行	16,146,148	286,210,724	268,982,935	17,227,789	12,343,096	597,546	160,359	0.01
大眾綜合證券 (股陞公司)	2,014,750	5,796,734	3,206,591	2,590,143	669,556	225,421	191,786	0.95
大眾國際租賃 (股陞公司)	500,000	1,891,857	1,719,647	172,210	879,988	32,730	(117,119)	(2.34)
英屬維京群島 大眾國際租賃 (股陞公司(註))	1,588	189,028	162,792	26,236	15,618	15,460	8,020	160
大豪小客車租賃 (股陞公司)	30,000	35,899	1,741	34,158	18,618	3,221	2,672	0.89
眾銀人身代理人 保險股份有限公司	2,000	48,850	43,953	4,897	230,565	2,256	1,716	8.6
眾銀財產代理人 保險股份有限公司	2,000	2,194	1,532	662	5,648	321	327	1.6

(註) 該外國公司之資產負債表上之數字以報告日之匯率@31.76換算為新台幣除損益科目以平均匯率33.42換算為新台幣

(四) 整自關係企業經營業務所涵蓋之行業

- A. 銀行業：大眾商業銀行
- B. 證券業：大眾綜合證券股份有限公司
- C. 租賃業：大眾國際租賃股份有限公司、英屬維京群島大眾國際租賃股份有限公司、大豪小客車租賃股份有限公司
- D. 保代業：眾銀財產保險代理人股份有限公司、眾銀人身保險代理人股份有限公司

各關係企業間所經營業務互有關聯者除其往來分工情形：有

Unit: Unless otherwise specified, NTD thousand dollars

Corporate name	Capital	Total Assets	Total Assets	Net Value	Operational Income	Operational Income(Loss)	Profit/ Loss of the year (After taxation)	Earning per share (net loss) (dollars)
Ta Chong Bank Ltd.	16,146,148	286,210,724	268,982,935	17,227,789	12,343,096	597,546	160,359	0.01
Ta Chong Securities Co., Ltd.	2,014,750	5,796,734	3,206,591	2,590,143	669,556	225,421	191,786	0.95
Ta Chong International Finance and Investment Co., Ltd.	500,000	1,891,857	1,719,647	172,210	879,988	32,730	(117,119)	(2.34)
Ta Chong International Finance and Investment (BVI)Co., Ltd.	1,588	189,028	162,792	26,236	15,618	15,460	8,020	160
Ta Hao Vehicle Leasing Co., Ltd.	30,000	35,899	1,741	34,158	18,618	3,221	2,672	0.89
Ta Chong Life Insurance Agency Co., Ltd.	2,000	48,850	43,953	4,897	230,565	2,256	1,716	8.6
Ta Chong General Insurance Agency Co., Ltd.	2,000	2,194	1,532	662	5,648	321	327	1.6

Footnote: Capital of the foreign corporation is converted to NTD @ exchange rate of report's date 31.76.

((IV) The business contained in the entire related enterprises

- A. Banking business: Ta Chong Bank Ltd.
- B. Security business: Ta Chong Securities Co., Ltd.
- C. Leasing business: Ta Chong International Finance and Investment Co., Ltd.; Ta Chong International Finance and Investment (BVI) Co., Ltd.; Ta Hao Vehicle Leasing Co., Ltd.
- D. Insurance brokerage: Ta Chong General Insurance Agency Co., Ltd.; Ta Chong Life Insurance Agency Co., Ltd.

The cooperative situations between relevant enterprises : Yes

(五)各關係企業董事、監察人及總經理之姓名及其對該企業之持股或出資情形

單位：新台幣千元；股；%

企業名稱	職稱	姓名或代表人	目前持有股數		
			股數	持股比例	
大眾國際租賃股份有限公司	董事長	大眾商業銀行股份有限公司代表人陳田錨	49,850,000	99.70%	
	董事	大眾商業銀行股份有限公司代表人張榮	49,850,000	99.70%	
	董事	大眾商業銀行股份有限公司代表人陳田民	49,850,000	99.70%	
	董事	大眾商業銀行股份有限公司代表人莊月清	49,850,000	99.70%	
	董事	大眾商業銀行股份有限公司代表人閻初	49,850,000	99.70%	
	董事	大眾商業銀行股份有限公司代表人陳建東	49,850,000	99.70%	
	監察人	大眾商業銀行股份有限公司代表人王敦正	49,850,000	99.70%	
	總經理	大眾商業銀行股份有限公司代表人何豐彥	49,850,000	99.70%	
大眾小客車租賃股份有限公司	董事長兼總經理	大眾國際租賃股份有限公司代表人何豐彥	2,994,000	99.80%	
	董事	大眾國際租賃股份有限公司代表人張榮	2,994,000	99.80%	
	董事	大眾國際租賃股份有限公司代表人陳田民	2,994,000	99.80%	
	董事	大眾國際租賃股份有限公司代表人莊月清	2,994,000	99.80%	
	董事	大眾國際租賃股份有限公司代表人閻初	2,994,000	99.80%	
	董事	大眾國際租賃股份有限公司代表人陳建東	2,994,000	99.80%	
	監察人	大眾國際租賃股份有限公司代表人王敦正	2,994,000	99.80%	
英屬維京群島大眾國際租賃公司	董事	大眾國際租賃股份有限公司代表人陳田錨	50,000	100%	
大眾綜合證券股份有限公司	董事長	大眾商業銀行股份有限公司代表人陳田稻	94,984,382	47.14	
	董事	大眾商業銀行股份有限公司代表人黃麟塘、蔡定邦、陳建東、何豐彥	94,984,382	47.14	
	董事	王登鎮	155,899	0.08	
	董事	鄭丸投資興業股份有限公司代表人吳貞漪	3,376,221	1.68	
	董事	南榮投資有限公司代表人蔡金花	4,830,265	2.40	
	董事	劉邦政	1,143,351	0.57	
	獨董董事	王依依	0	0	
	獨董董事	陳耀奇	0	0	
	監察人	清田投資股份有限公司代表人莊道順	1,215,000	0.60	
	監察人	萬豪投資有限公司代表人蔡淑貞	4,588,819	2.28	
	獨董監察人	亮動投資有限公司代表人黃海南	0	0	
	眾銀人身保險代理人股份有限公司	董事長	大眾商業銀行(股)公司法人代表: 周瑞青	200,000	100.00
		董事	大眾商業銀行(股)公司法人代表: 邱正光	200,000	100.00
董事		大眾商業銀行(股)公司法人代表: 鞏逸忠	200,000	100.00	
監察人		大眾商業銀行(股)公司法人代表: 楊淑敏	200,000	100.00	
眾銀財產保險代理人股份有限公司	董事長	大眾商業銀行(股)公司法人代表: 周瑞青	200,000	100.00	
	董事	大眾商業銀行(股)公司法人代表: 邱正光	200,000	100.00	
	董事	大眾商業銀行(股)公司法人代表: 鞏逸忠	200,000	100.00	
	監察人	大眾商業銀行(股)公司法人代表: 楊淑敏	200,000	100.00	

(V) Name, stock holding and investment of relative enterprises' director, supervisor and president:

單位：新台幣千元；股；%

Corporate name	Title	Name or Representative	of stock holding			
			of shares	Stock holding %		
Ta Chong International Finance and investment Co., Ltd.	Chairman	Representative of Ta Chong Bank Ltd.	Chen Tien-mao	49,850,000	99.70%	
	Director	Representative of Ta Chong Bank Ltd.	Chang Jung	49,850,000	99.70%	
	Director	Representative of Ta Chong Bank Ltd.	Chen Tian-min	49,850,000	99.70%	
	Director	Representative of Ta Chong Bank Ltd.	Chuang Yue-Ching	49,850,000	99.70%	
	Director	Representative of Ta Chong Bank Ltd.	Yen Chu	49,850,000	99.70%	
	Director	Representative of Ta Chong Bank Ltd.	Chen Chien-Tung	49,850,000	99.70%	
	Supervisor	Representative of Ta Chong Bank Ltd.	Wang Tun-Cheng	49,850,000	99.70%	
	President	Representative of Ta Chong Bank Ltd.	Ho Feng-Yan	49,850,000	99.70%	
Ta Hao Vehicle Leasing Co., Ltd. President and General	Chairman & President	Representative of Ta Chong International Finance and Investment Co., Ltd.	Ho Feng-Yan	2,994,000	99.80%	
	Director	Representative of Ta Chong International Finance and Investment Co., Ltd.	Chang Jung	2,994,000	99.80%	
	Director	Representative of Ta Chong International Finance and Investment Co., Ltd.	Chen Tian-min	2,994,000	99.80%	
	Director	Representative of Ta Chong International Finance and Investment Co., Ltd.	Chuang Yue-Ching	2,994,000	99.80%	
	Director	Representative of Ta Chong International Finance and Investment Co., Ltd.	Yen Chu	2,994,000	99.80%	
	Director	Representative of Ta Chong International Finance and Investment Co., Ltd.	Chen Chien-Tung	2,994,000	99.80%	
	Supervisor	Representative of Ta Chong International Finance and Investment Co., Ltd.	Wang Tun-Cheng	2,994,000	99.80%	
	Supervisor	Representative of Ta Chong International Finance and Investment Co., Ltd.	Wang Tun-Cheng	2,994,000	99.80%	
Ta Chong International Finance and Investment (BVI) Co., Ltd.	Director	Representative of Ta Chong International Finance and Investment Co., Ltd.	Chen Tian-mao	50,000	100%	
Ta Chong Securities Co., Ltd.	Chairman	Representative of Ta Chong Bank Ltd.	Chen Tian-Dao	94,984,382	47.14	
	Director	Representative of Ta Chong Bank Ltd.	Huang Ching-tang; Tsai Ting-pang; Chen Chien-Tung; Ho Feng-Yen	94,984,382	47.14	
	Director	Wang Den-Li		155,899	0.08	
	Director	Representative of Ding wan Investment Co., Ltd.	Wu Jen-Yi	3,376,221	1.68	
	Director	Representative of Nan Jung Investment Co., Ltd.	Tsai Chin-Hua	4,830,265	2.40	
	Director	Liu Ban-Cheng		1,143,351	0.57	
	Independent Director	Wang Ee-Sheng		0	0	
	Independent Director	Chen Yao-Chi		0	0	
	Supervisor	Representative of Chin Tian Investment Co., Ltd.	Chung Tao-Shuen	1,215,000	0.60	
	Supervisor	Representative of Wan Hao Investment Co., Ltd.	Tsai Shu-Jen	4,588,819	2.28	
	Independent Supervisor	Representative of Liang Sheng Investment Co., Ltd.	Huang Hai-Nan	0	0	
	Ta Chong Life Insurance Agency Co., Ltd.	Chairman	Representative of Ta Chong Bank Ltd.	Chou Celia	200,000	100.00
		Director	Representative of Ta Chong Bank Ltd.	Chiou James	200,000	100.00
Director		Representative of Ta Chong Bank Ltd.	Kung Ee-Chung	200,000	100.00	
Supervisor		Representative of Ta Chong Bank Ltd.	Yang Shu-min	200,000	100.00	
Ta Chong General Insurance Agency Co., Ltd.	Chairman	Representative of Ta Chong Bank Ltd.	Chou Celia	200,000	100.00	
	Director	Representative of Ta Chong Bank Ltd.	Chiou James	200,000	100.00	
	Director	Representative of Ta Chong Bank Ltd.	Kung Ee-Chung	200,000	100.00	
	Supervisor	Representative of Ta Chong Bank Ltd.	Yang Shu-min	200,000	100.00	

二、內部控制制度執行狀況應揭露下列事項：

(一) 內部控制聲明書

公開發行公司內鑑控制制度聲明書
表示設計及執行均有效
(本聲明書於遵循法令鑑分採全鑑法令均聲明時適用)

大眾商業銀行股份有限公司
內部控制制度聲明書

日期：94年2月24日

本公司民國93年1月1日至93年12月31日之內鑑控制制度係依據自行檢查的結果謹聲明如下：

- 一、本公司確知建鑲、實施和維護內鑑控制制度係本公司董事會及經理人之責任。本公司業已建鑲此一制度。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、內鑑控制制度有其先天限制。不論設計如何完善。有效之內鑑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。內鑑控制制度之有效性可能隨之改變。惟本公司之內鑑控制制度設有自我監督之機制。倘有缺失。一經辨認。本公司即採取更正之行動。
- 三、本公司係依據財政部證券暨期貨管理委員會訂頒「公開發行公司建鑲內鑑控制制度處理準則」(以下簡稱「處理準則」)規定之內鑑控制制度有效性之判斷項目。判斷內鑑控制制度之設計及執行是否有效。該「處理準則」所採用之內鑑控制制度判斷項目。係為依管理控制之過程。將內鑑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、本公司業已採用上述內鑑控制制度判斷項目。檢查內鑑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。認為本公司上開期間之內鑑控制制度(含對子公司之監理)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鑑控制制度等之設計及執行。係屬有效。且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及公開說明書之主要內容。並對外公開。上述公開之內容如有虛偽、隱匿等不法情事。將涉及證券交易法第二十條、第三十二條、第一百七十一條及第一百七十四條等之法律責任。
- 七、本聲明書業經本公司民國94年2月22日董事會通過。出席董事14人中。有0人持反對意見。餘均同意本聲明書之內容。併此聲明。

大眾商業銀行股份有限公司

董事長：陳田錨



簽章



總經理：陳亮丞



簽章



2. Implementation of the Internal Controls System

(1) Statement of Internal Controls

Ta Chong Bank Ltd.
Statement of Internal Controls
Feb. 24, 2005

The internal control system of the Ta Chong Bank Ltd. during the period of Jan. 1, 2004 through Dec. 31, 2004 was subjected to self-evaluation, and the results were as follows:

1. The Ta Chong Bank is fully aware that the establishment, implementation, and maintenance of a system of internal controls are the responsibility of its Board of Directors and managerial staff, and the Ta Chong Bank has in fact established such a system. The objective of this system is provide reasonable assurance of the results and efficiency of operations (including profitability, performance, and guaranteed security of assets), reliability of financial statements, and observance of related laws and regulations.
2. Any system of internal controls has its innate limitations; however comprehensive its design may be, an effective internal control system will only be able to provide reasonable assurance of the achievement of the three goals mentioned above. Furthermore, the effectiveness of an internal control system may change along with environmental and situational changes. The Ta Chong Bank's internal control system includes a self-monitoring mechanism, however, and corrective action is taken as soon as a deficiency is identified.
3. The Ta Chong Bank judges whether its internal control system is effective or not by using the judgment criteria for internal control system effectiveness as stipulated in the "Implementation Guidelines for Internal Control Systems Established by Publicly Listed Companies" (hereinafter referred to as the "Implementation Guidelines") promulgated by the Securities and Futures Bureau of the Ministry of Finance. The judgment criteria adopted by these Implementation Guidelines divide controls into five constituent elements in accordance with the management control process: (1) control environment, (2) risk assessment, (3) control operations, (4) information and communication, and (5) monitoring. Each of these constituent elements further contains several items. For details on these items, please refer to the provisions of the Implementation Guidelines.
4. The Ta Chong Bank has already adopted the internal control judgment criteria described above to evaluate the effectiveness of the design and implementation of its internal control system.
5. Based on the results of evaluation as mentioned above, the Ta Chong Bank feels that during the period of time given above the design and implementation of its internal control system (including the monitoring of subsidiary companies), including knowledge of the extent to which results and efficiency goals have been achieved, the reliability of financial statements, and the observance of relevant laws and regulations, was effective and was able to provide reasonable assurance of the achievement of the goals described above.
6. This Statement will become a major part of the content of the Ta Chong Bank's Annual Report and public explanatory documents, and will be made public. Any falsehood, omission, or other illegality included in the public content described above will entail legal responsibility under Article 20, Article 32, Article 171, and Article 174 of the Securities Transaction Law.
7. This Statement was passed by the Ta Chong Bank Board of Directors on Feb. 22, 2005, with 14 directors in attendance and none expressing objections. The contents of the Statement were thus approved unanimously.

Ta Chong Bank Ltd.



Chairman Tien Mao Chen



President Jerry Chen



(二) 委託會計師專案審查內部控制制度者，應揭露會計師審查報告。

會計師檢查大眾商業銀行股份有限公司報告

大眾商業銀行股份有限公司 公鑒：

依據財政部頒布銀行內部控制及稽核制度實施辦法第二十六條第一項之規定：「銀行年度財務報表由會計師辦理查核簽證時，應委託會計師辦理銀行內部控制制度之查核，並對銀行申報主管機關表報資料正確性、內部控制制度及遵守法令主管制度執行情形、備抵呆帳提列政策之妥適性表示意見。」

本會計師受大眾商業銀行股份有限公司委託，辦理上開事項，並依同法第二十九條之規定，檢附查核範圍、查核程序、查核結果與發現，暨建議及管理階層意見如附件。

本檢查報告僅供 貴銀行及金融主管機關作為監理之參考，不可作為其他用途或分送其他人士。

勤業眾信會計師事務所

會計師 邱 慧 吟



中 華 民 國 九 十 四 年 三 月 二 十 八 日

II. Entrust independent accountant to audit internal control system, the audit report should be disclosed:

Accountant auditing Ta Chong Bank Ltd. Report

To Ta Chong Bank Ltd.

According to Ministry of finance promulgated Regulation of constituting bank internal control and audit system article 26 sub-section (i) "While annual financial report audited by accountant, accountant should be entrusted to conduct the audit of bank's internal control system and provide opinion on the correctness, internal control system and legal compliance, propriety of provisioning for bad debt policy of information that bank provided to supervisory institution".

Our accountant was entrusted by Ta Chong Bank Ltd. Conducting the above stated matters, according to article 29 of the same regulation, attached auditing scope, auditing procedure, auditing result and findings and management opinion.

This report is only for reference of your bank and financial supervisory institution; it is not for any other use and should not be given to other personnel.

Deloitte and Touche

Accountant: Eliza Chiu

March 28, 2005



三、最近年度及截至年報刊印日止痼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

四、最近年度及截至年報刊印日止痼私募有價證券辦理情形: 無

五、最近年度及截至年報刊印日止痼子公司持有或處分本行股票情形:

單位: 新臺幣千元; 股; %

子公司名稱(註1)	實收資本額	資金來源	本行持股比例	取得或處分日期	取得股數及金額(註2)	處分股數及金額(註2)	投資損益	截至年報刊印日止持有股數及金額(註3)	設定質權情形	本行為子公司背書保證金額	本行貸與子公司金額
大眾綜合證券(股)公司	2,014,750		47.14%	93年12月31日止	2,645,000股 28,288千元	7,081,277股 78,592千元	2,015千元	100,000股 金額1,201千元	無	無	無
				93年12月31日止	3,836,000股 41,887千元						甲種特別股

(註)甲種特別股全數轉換為普通股。

六、最近年度及截至年報刊印日止痼股東會及董事會之重要決議。

(一) 董事會決議召開93年股東會及甲種特別股股東會

1. 董事會決議日期: 93/02/24
2. 股東會召開日期: 93/05/11
3. 股東會召開地點: 高雄市五福三路145號國軍英雄館2樓中正廳
4. 召集事由:
 - 一、報告事項
 1. 九十三年度營業概況報告。
 2. 監察人審查九十二年度決算表冊報告。
 3. 庫藏股執行情形。
 - 二、承認事項
 1. 九十二年度決算表冊。
 2. 九十二年盈餘分派案。
 - 三、討論事項
 1. 修訂公司章程案。
 - 四、選舉案: 全面改選第五屆董事、監察人
 1. 停止過戶起迄日期: 93/03/13~93/05/11
 2. 其他應敘明事項: 無

III. Until annual report printing date, director or supervisor held different opinion with major board resolution in record or in writing statement: N/A

IV. Until annual report printing date, result of raising negotiable securities: N/A

V. Until annual report printing date, subsidiary holding or selling the bank's stock: N/A

Unit: NTD thousand dollars; share: %

Subsidiary name	Paid in capital	Source of capital	Ratio of bank share-holding	Date acquired or disposed	Shares and amount acquired	Shares and amount disposed	Investment gain or loss	Shares and amount held to date	State of title designate	Amount guaranteed by the bank	Amount loan to the subsidiary
Ta Chong Securities Co., Ltd.	2,014,750		47.1%	As of Dec. 31, 2004 of common shares	2,645,000 shares \$28,288	7,081,277 shares \$78,592	\$2,015,000	100,000 shares \$1,201	N/A	N/A	N/A
				As of Dec. 31, 2004 Special A shares	3,836,000 shares \$41,887						

VI. Until annual report printing date, major resolution of shareholder meeting and board of directors meeting:

(I) Board resolution held 2004 shareholder meeting and preferred stock A shareholder meeting

1. Date of board resolution: 2004/02/24
2. Date of shareholder meeting: 2004/05/11
3. Location of shareholder meeting: 245 We fu 3rd Rd., Kaohsiung
4. Origin of holding shareholder meeting:
 - I. Reported items:
 1. 2004 annual business overview
 2. Report of supervisors auditing 2003 final accounting of revenue and expenditure.
 3. Implementation of treasure stock
 - II. Approved items
 1. 2003 final accounting of revenue and expenditure.
 2. 2003 distribution of surplus
 - III. Discussed items
 1. Amending article of the bank.
 - IV. Election:
 1. Term of cease of transferring stocks: 2004/03/13 - 2004/05/11
 2. Other issues should be disclosed: N/A

(二) 93年股東常會重要議決

1.股東會日期:93/05/11

2.重要決議事項:

一、承認事項:

(1)承認九十二年度營業概況報告及決算表冊案

(2)承認九十二年盈餘分派案--甲種特別股每股配發現金股利 1.18 元

乙種特別股每股配發現金股利 1.14 元。

二、討論事項:(1)決議通過修改公司章程。

三、選舉事項:

第五屆當選董事、監察人當選名單:

清園投資股份有限公司代表人: 陳田錨

光陽工業股份有限公司代表人: 柯弘明

清園投資股份有限公司代表人: 陳建東

和聯投資股份有限公司代表人: 陳建平

安南投資股份有限公司代表人: 黃春仁

百福投資股份有限公司代表人: 陳敏斷

和聯投資股份有限公司代表人: 陳黃淑惠

弘光投資有限公司代表人: 柯王淑媛

日振投資股份有限公司代表人: 張德生

柯勝峰

台灣開得投資股份有限公司代表人: 盧永仁

安南投資股份有限公司代表人: 劉麗如

和聯投資股份有限公司代表人: 黃請璿

和聯投資股份有限公司代表人: 黃秀華

清園投資股份有限公司代表人: 何豐彥

豐國水產股份有限公司代表人: 蔡定邦

和聯投資股份有限公司代表人: 王耀欽

3.年度財務報表之承認

4.其他應敘明事項:本年度不配發普通股現金股息及股票股利

(三) 93年股東會改選董事、監察人案

1.發生變動日期:93/05/11

2.舊任者姓名及簡歷:

董事-清園投資股份有限公司代表人: 陳田錨

董事-光陽工業股份有限公司代表人: 柯弘明

董事-清園投資股份有限公司代表人: 陳建東

董事-安南投資股份有限公司代表人: 黃春仁

董事-和聯投資股份有限公司代表人: 陳建平

董事-百福投資股份有限公司代表人: 陳敏斷

董事-和聯投資股份有限公司代表人: 陳黃淑惠

董事-弘光投資有限公司代表人: 柯王淑媛

II. Major resolution of 2005 regular shareholder meeting

1. Date: 2004/05/11

2. Resolution:

I. Approved items:

(1) Recognize 2003 final accounting of revenue and expenditure

(2) Recognize 2003 surplus distribution - preferred stock A distribute 1.18 dollars per share; preferred stock B distribute 1.14 dollars per share

II. Discussed items:

(1) Approve amendment of article of bank

III. Election matters

List of 5th term of directors and supervisors:

Ching Yuan Investment Co., Ltd. Representative:Chen Tien-mao

Kymco Industrial Co., Ltd. Representative:Ke Hong-min

Ching Yuan Investment Co., Ltd. Representative:Chen Chien-tong

Her Lian Investment Co., Ltd. Representative:Chen Chien-ping

An Nan Investment Co., Ltd. Representative:Huang Chun-jen

Pei Fu Investment Co., Ltd. Representative:Chen Min-tuan

Her Lian Investment Co., Ltd. Representative:Chen-Huan Shu-hui

Hong Kuang Investment Co., Ltd. Representative:Ke Wang Shu-Yuan

Ri Chen Investment Co., Ltd. Representative:Chang Ter-sheng

Ke Sheng-Feng

Taiwan Kai Der Investment Co., Ltd. Representative:Lu Yung-Jen

An nan Investment Co., Ltd. Representative:Liu Li Ru

Her Lian Investment Co., Ltd. Representative:Huang Jin-tang

Her Lian Investment Co., Ltd. Representative:Huang Shiu-hwa

Taiwan Kai Der Investment Co., Ltd.:Ho Feng-Yian

Feng-Kuo Aquatic Products Co., Ltd. Representative:Tsai Ting-pang

Feng-Kuo Aquatic Products Co., Ltd. Representative: Wang Yao-chin

3. Recognition of annual financial statement (yes or no): yes

4. Other events should be disclosed: No dividend will be paid this year.

III. Reelection of director and supervisor:

1. Effective date: 2004/05/11

2. Former supervisor and title

Ching Yuan Investment Co., Ltd. Representative:Chen Tien-mao

Kymco Industrial Co., Ltd. Representative:Ke Hong-min

Ching Yuan Investment Co., Ltd. Representative:Chen Chien-tong

An Nan Investment Co., Ltd. Representative:Huang Chun-jen

Her Lian Investment Co., Ltd. Representative:Chen Chien-ping

Pei Fu Investment Co., Ltd. Representative:Chen Min-tuan

Her Lian Investment Co., Ltd. Representative:Chen-Huan Shu-hui

Hong Kuang Investment Co., Ltd. Representative:Ke Wang Shu-Yuan

董事-豐國水產股份有限公司代表人：蔡定邦
 董事-台灣開得投資股份有限公司代表人：盧永仁
 董事-柯勝峰
 董事-日振投資股份有限公司代表人：張德生
 董事-安南投資股份有限公司代表人：劉麗如
 董事-和聯投資股份有限公司代表人：黃麟塘
 董事-明峰投資股份有限公司代表人：黃秀華
 董事-台灣開得投資股份有限公司代表人：何豐彥
 監察人-明峰投資股份有限公司代表人：鷓初枝
 監察人-豐國水產股份有限公司代表人：王耀欽

3. 新任者姓名及簡歷:

董事-清園投資股份有限公司代表人：陳田錨
 董事-光陽工業股份有限公司代表人：柯弘明
 董事-清園投資股份有限公司代表人：陳建東
 董事-和聯投資股份有限公司代表人：陳建平
 董事-安南投資股份有限公司代表人：黃春仁
 董事-百福投資股份有限公司代表人：陳敏斷
 董事-和聯投資股份有限公司代表人：陳黃淑惠
 董事-弘光投資有限公司代表人：柯王淑媛
 董事-日振投資股份有限公司代表人：張德生
 董事-柯勝峰
 董事-台灣開得投資股份有限公司代表人：盧永仁
 董事-安南投資股份有限公司代表人：劉麗如
 董事-和聯投資股份有限公司代表人：黃麟塘
 董事-和聯投資股份有限公司代表人：黃秀華
 董事-清園投資股份有限公司代表人：何豐彥
 監察人-豐國水產股份有限公司代表人：蔡定邦
 監察人-和聯投資股份有限公司代表人：王耀欽

4. 異動原因:全面改選董事、監察人

5. 新任董監事選任時持股數

董監事	持有股數
清園投資股份有限公司	34,151,010股
光陽工業股份有限公司代表人：柯弘明	67,000,282股
和聯投資股份有限公司代表人：陳建平	34,996,225股
安南投資股份有限公司代表人：黃春仁	14,932,764股
百福投資股份有限公司代表人：陳敏斷	6,043,136股
弘光投資有限公司代表人：柯王淑媛	5,565,000股
日振投資股份有限公司代表人：張德生	4,925,575股
柯勝峰	3,000,000股
台灣開得投資股份有限公司代表人：盧永仁	6,611,452股
豐國水產股份有限公司代表人：蔡定邦	5,574,000股
和聯投資股份有限公司代表人：王耀欽	34,996,225股

Feng-Kuo Aquatic Products Co., Ltd. Representative: Tsai Ting-pang
 Taiwan Kai Der Investment Co., Ltd. Representative: Lu Yung-Jen
 Ke Sheng-Feng
 Ri Chen Investment Co., Ltd. Representative: Chang Ter-sheng
 An nan Investment Co., Ltd. Representative: Li Ru
 Her Lian Investment Co., Ltd. Representative: Huang Jin-tang
 Her Lian Investment Co., Ltd. Representative: Huang Shiu-hwa
 Taiwan Kai Der Investment Co., Ltd.: Ho Feng-Yian
 Min Feng Investment Co., Ltd. Representative: Hshieh Chiu-chi
 Feng-Kuo Aquatic Products Co., Ltd. Representative: Wang Yao-chin

3. New directors and supervisors:

Ching Yuan Investment Co., Ltd. Representative: Chen Tien-mao
 Kymco Industrial Co., Ltd. Representative: Ke Hong-min
 Ching Yuan Investment Co., Ltd. Representative: Chen Chien-tong
 Her Lian Investment Co., Ltd. Representative: Chen Chien-ping
 An Nan Investment Co., Ltd. Representative: Huang Chun-jen
 Pei Fu Investment Co., Ltd. Representative: Chen Min-tuan
 Her Lian Investment Co., Ltd. Representative: Chen-Huan Shu-hui
 Hong Kuang Investment Co., Ltd. Representative: Ke Wang Shu-Yuan
 Ri Chen Investment Co., Ltd. Representative: Chang Ter-sheng
 Ke Sheng-Feng
 Taiwan Kai Der Investment Co., Ltd. Representative: Lu Yung-Jen
 An nan Investment Co., Ltd. Representative: Li Ru
 Her Lian Investment Co., Ltd. Representative: Huang Jin-tang
 Her Lian Investment Co., Ltd. Representative: Huang Shiu-hwa
 Taiwan Kai Der Investment Co., Ltd.: Ho Feng-Yian
 Feng-Kuo Aquatic Products Co., Ltd. Representative: Tsai Ting-pang
 Feng-Kuo Aquatic Products Co., Ltd. Representative: Wang Yao-chin

4. Reason of change: reelection

5. No of stock holding while being elected:

	of stock holding
Ching Yuan Investment Co., Ltd.	34,151,010
Kymco Industrial Co., Ltd. Representative: Ke Hong-min	67,000,282
Her Lian Investment Co., Ltd. Representative: Chen Chien-ping	34,996,225
An Nan Investment Co., Ltd. Representative: Huang Chun-jen	14,932,764
Pei Fu Investment Co., Ltd Representative: Chen Min-tuan	6,043,136
Hong Kuang Investment Co., Ltd. Representative: Ke Wang Shu-Yuan	5,565,000
Ri Chen Investment Co., Ltd. Representative: Chang Ter-sheng	4,925,575
Ke Sheng-Feng	3,000,000
Taiwan Kai Der Investment Co., Ltd. Representative: Lu Yung-Jen	611,4526
Feng-Kuo Aquatic Products Co., Ltd. Representative: Tsai Ting-pang	5,574,000
Her Lian Investment Co., Ltd. Representative: Wang Yao-chin	34,996,225

- 6.原任期:90/06/28~93/06/27
- 7.新任生效日期:93/05/11
- 8.同任期董事、監察人變動比率:5/18
- 9.其他應敘明事項:無

(四) 董事會決議發放現金股利之除息基準日

- 1.董事會決議日期:93/05/11
- 2.發放股利種類及金額:
甲種特別股(91、92年度)按除息基準日實際流通在外股數每股配發 1.18 元
現金股利乙種特別股(91、92年度)按除息基準日實際流通在外股數每股配發 1.14 元現金股利
- 3.其他應敘明事項:
(1)除息基準日：93/06/05
(2)最後過戶日：93/05/31
(3)停止過戶期間：93/06/01~93/06/05
(4)現金股利發放日：93/06/30

(五) 93年甲種特別股股東會重要議決

- 1.股東會日期:93/05/11
- 2.重要決議事項:
一、討論事項：
(1)決議通過修改公司章程。
- 3.年度財務報表之承認
- 4.其他應敘明事項:本年度配發甲、乙特(91、92年度)現金股利
甲特每股配發 1.18 元乙特每股配發 1.14 元

(六) 董事會決議辦理現金增資

- 符合條款 第二條 第 11 款 事實發生日 93/12/21
1. 董事會決議日期:93/12/21
 2. 增資資金來源:公開發行募集
 3. 發行股數:400,000,000 股
 4. 每股面額:10 元
 5. 發行總金額:4,000,000,000 元
 6. 發行價格:暫訂 10 元,實際發行價格俟證期局核准後,視市場行情由董事會依相關規定訂價。
 7. 員工認購或配發股數:60,000,000 股
 8. 公開銷售股數:40,000,000 股
 9. 原股東認購或無償配發比例:300,000,000 股
 10. 畸零股及逾期未認購股份之處理方式:授權董事長洽特定人認購
 11. 本次發行新股之權利義務:業已發行之股份相同
 12. 本次增資資金用途:改善財務結構,充實營運資金
 13. 其他應敘明事項:無
- 董事或監察人對董事會通過重要決議之意見：無

6. Original term: 2001/06/28 - 2004/06/27
7. Effective date of new term: 2004/05/11
8. Change ratio: 5/18
9. Other information should be disclosed: N/A

(IV) Base date of distributing cash dividend

1. Board resolution date: 2004/05/11
2. Type and amount of dividend:
Preferred stock A (2002, 2003) according to base date actual circulating shares, each share distribute 1.18 dollars, cash dividend preferred stock B (2002, 2003) according to base date actual circulating shares, each share distribute 1.14 dollars.
3. Other information should be disclosed:
(1) Base date: 2004/06/15
(2) Last transfer date: 2004/05/31
(3) Cease transferring term: 2004/06/01 - 2004/06/05
(4) Cash dividend distribution date: 2004/06/30

(V) Resolution of 2004 preferred stock A shareholder meeting

1. Date of shareholder meeting: 2004/05/11
2. Resolution
Discussed items:
(1) Resolution approved amendments of article of the bank
3. Recognition of the financial statement (yes or no): yes
4. Other information should be disclosed: Distribution and preferred stock A, B (2002, 2003) cash dividend, distribute 1.18 dollars per share for preferred stock A and 1.14 dollars pre share for preferred stock B.

(VI) Board resolution approved raising capital

- According to article 2, sub-section 11 Fact date:2004/12/21
1. Board resolution date: 2004/12/21
 2. Capital raising source: public offering
 3. Shares issued: 400,000,000 shares
 4. Face value per share: 10 dollars
 5. Total amount of issuance: 4,000,000,000 dollars
 6. Issuing price: temporarily 10 dollars, actual issuing price will be determine by board of directors according to related regulations depending on market after approval of securities and futures commission.
 7. Employee stock options: 60,000,000 shares
 8. Public offering shares: 40,000,000 shares
 9. Original shareholder acquiring or gratuitous distribute: 300,000,000 shares.
 10. Fragment shares and not acquired shares: authorized to the chairman to decide
 11. Rights and liabilities: same as issued stock
 12. Usage of funds: improving financial structure, suffice operating capital
 13. Other information should be disclosed: N/A
- Opinion of directors or supervisors to the resolution: N/A

(七) 最近二年度違法受處分及主要缺失鑑改善情形應揭露下列事項：

1. 負責人或職員因業務上犯罪經檢察官起訴者: 無
2. 違反法令經本會處以罰鍰者: 無
3. 缺失經本會嚴予糾正者: 無
4. 經本會依本法第六十一條之一規定處分事項: 無
5. 因人員舞弊、重大偶發案件: 無
6. 其他應揭露之事項: 無

(八) 其他必要補充說明事項：無

() **Punishment, major defaults and improvements in two years, should be explored the following items :**

1. The person in charge or staff is against law in business and indicted by the attorney: No
2. The person who is against law and punished by the association: No
3. The person who has the default and corrected by the association strictly: No
4. Punishment from the association according to Article 61-1: No
5. Dirty trick done by staffs, important occasional case: No
6. Other item should be explored: No

() **Others : No**