



附表：董監事97年受訓紀錄 Training record of directors and supervisors in 2008

期間 Period	職稱 Title	姓名 Name	現任職務 Serves	參訓紀錄 Training Record		
				課程名稱 Class Name	時數 Hours	研習機構 Unit in Charge
第1季 Q1	董事長 Chairman	周武雄 Wu-Shiung Chou	無 None	第39號會計公報對財報的影響 Effect produced by the financial statement by Statement of Financial Accounting Standards No. 39	3	中華民國證券商業同業公會 Taiwan Securities Association
	常務董事 Managing Director	陳月霞 Yueh. H. Chen	國立中山大學學務長 Dean, National San Yat-Sen University	企業從事「電子商務」相關法律責任暨衍生犯罪偵查實務 Legal liability to be borne by enterprises engaged in e-commerce and derivative crime investigation practice	3	中華民國會計研究發展基金會 Accounting Research and Development Foundation in Taiwan
	董事 Director	鍾武湖 Wu-Hu Chung	高雄銀行副總經理代理總經理 Exec. Vice President and Acting President, Bank of Kaohsiung	證券市場「炒作股價」之法律責任與檢調單位查緝實務案例解析 The legal liability for "manipulation of stock price" in the securities market, and interpretation about practical cases investigated by the investigation and prosecuting entities.	3	中華民國會計研究發展基金會 Accounting Research and Development Foundation in Taiwan
				董監事與經理人之權責與分工 Job Divisions of Directors/ Supervisors and Managers	3	中華民國證券暨期貨市場發展基金會 Securities & Futures Information Center
第2季 Q2	董事長 Chairman	周武雄 Wu-Shiung Chou	無 None	兩岸金融市場發展新展望與新衝擊 New prospect and impact of cross-strait financial market development	3	台灣綜合研究院 TAIWAN RESEARCH INSTITUTE
	常務董事 Managing Director	陳月霞 Yueh. H. Chen	國立中山大學學務長 Dean, National San Yat-Sen University	公司治理理論、實務及未來展望 Corporate governance theory, practice and prospect.	3	中華民國證券商業同業公會 Taiwan Securities Association
	董事 Director	蕭明福 Ming-Fu Shaw	國立政治大學經濟系專任助理教授 Full-time assistant professor, National Chengchi University, Department of Economics	公司治理理論、實務及未來展望 Corporate governance theory, practice and prospect.	3	中華民國證券商業同業公會 Taiwan Securities Association
第3季 Q3	獨立董事 Independent Director	李文智 Wen-Chih Lee	國立高雄應用科技大學教授 Professor, National Kaohsiung University of Applied Sciences	洗錢防治法與案例探討 Study on Money Laundering Control Act and guiding cases	3	中華民國證券商業同業公會 Taiwan Securities Association
				共同打造亞太金融中心之願景與策略高峰論壇 Co-building of View and Strategy Summit Forum for Asia Pacific Financial Center	6	財團法人台灣金融研訓院及中華民國證券暨期貨市場發展基金會 Taiwan Academy of Banking and Financing, Securities & Futures Information Center

期間 Period	職稱 Title	姓名 Name	現任職務 Serves	參訓紀錄 Training Record		
				課程名稱 Class Name	時數 Hours	研習機構 Unit in Charge
第3季 Q3	董事長 Chairman	周武雄 Wu-Shiung Chou	無 None	股東行動主義 Shareholder Activism	3	財團法人台灣金融研訓院及中華公司治理協會 Taiwan Academy of Banking and Financing, Corporate Governance Association in Taiwan.
				當前經濟發展困境與挑戰 Current difficulties and challenges in economic development	3	台灣綜合研究院 TAIWAN RESEARCH INSTITUTE
				共同打造亞太金融中心之願景與策略高峰論壇 Co-building of View and Strategy Summit Forum for Asia Pacific Financial Center	6	財團法人台灣金融研訓院及中華民國證券暨期貨市場發展基金會 Taiwan Academy of Banking and Financing, Securities & Futures Information Center
	董事 Director	郝建生 Chien-Sheng Hao	高雄市政府秘書長 Secretary General, Kaohsiung City Government	股東行動主義 Shareholder Activism	3	財團法人台灣金融研訓院及中華公司治理協會 Taiwan Academy of Banking and Financing, Corporate Governance Association in Taiwan
	獨立董事 Independent Director	何美玥 Mei-Yue Ho	高雄銀行獨立董事 Independent Director, Bank of Kaohsiung	第10號存貨之會計處理準則對財報閱讀的影響 Effect to financial statement by Statement of Financial Accounting Standards No. 10 on "Accounting Principles for Inventory"	3	中華民國證券商業同業公會 Taiwan Securities Association
	董事 Director	王再福 Tsai -Fu Wang	高雄市漁輪商業同業公會理事長 Chairman, Kaohsiung Fishingboat Commercial Guild	共同打造亞太金融中心之願景與策略高峰論壇 Co-building of View and Strategy Summit Forum for Asia Pacific Financial Center	6	財團法人台灣金融研訓院及中華民國證券暨期貨市場發展基金會 Taiwan Academy of Banking and Financing, Securities & Futures Information Center
	監察人 Supervisor	張識興 Shih-Shin Chang	高雄銀行監察人 Supervisor, Bank of Kaohsiung	董事與監察人（含獨立）實務研習班 Directors and supervisors (including independent directors and supervisors) practices workshop	6	中華民國證券暨期貨市場發展基金會 Securities & Futures Information Center
第4季 Q4	常務董事兼獨立董事 Independent Director and Managing Director	林文淵 Wen-Yuan Lin	高雄銀行常務董事兼獨立董事 Independent Director and Managing Director Bank of Kaohsiung	公司治理兼內線交易防治 Corporate governance and inside connection transaction prevention	3	臺灣證券交易所 Taiwan Stock Exchang
	獨立董事 Independent Director	何美玥 Mei-Yue Ho	高雄銀行獨立董事 Independent Director, Bank of Kaohsiung	洗錢防制法與案例探討 Study on Money Laundering Control Act and guiding cases	3	中華民國證券商業同業公會 Taiwan Securities Association
				第五屆台北公司治理論壇 The 5th Taipei Governance Forum	7	行政院金融監督管理委員會 Financial Supervisory Commission, Executive Yuan
	獨立董事 Independent Director	李文智 Wen-Chih Lee	國立高雄應用科技大學教授 Professor, National Kaohsiung University of Applied Sciences	由重大證券金融案件談公司治理 Corporate governance in terms of material securities financial cases	3	中華民國證券商業同業公會 Taiwan Securities Association



期間 Period	職稱 Title	姓名 Name	現任職務 Serves	參訓紀錄 Training Record		
				課程名稱 Class Name	時數 Hours	研習機構 Unit in Charge
第4季 Q4	董事 Director	陳瑞芳 Jueifang P. Chen	高雄銀行人力資源處專員 Senior Staff Officer, Bank of Kaohsiung	由重大證券金融案件談公司治理 Corporate governance in terms of material securities financial cases	3	中華民國證券商業同業公會 Taiwan Securities Association
	董事 Director	周元培 Yuan- Pei Chou	高雄律師公會理事兼秘書長 President, and Secretary General, Kaohsiung BAR Association	由重大證券金融案件談公司治理 Corporate governance in terms of material securities financial cases	3	中華民國證券商業同業公會 Taiwan Securities Association
	監察人 Supervisor	張山輝 Shan Hui Chang	誠品聯合會計師事務所高雄所所長 Chairman, WETEC INTERNATIONAL CPAS.	由重大證券金融案件談公司治理 Corporate governance in terms of material securities financial cases	3	中華民國證券商業同業公會 Taiwan Securities Association
				董監事如何宏觀解析公司財務資訊 How directors and supervisors interpret the company's financial information in a macroscopic manner	3	中華民國工商協進會 Chinese National Association of Industry and Commerce
				財務資訊透明發展之趨勢 Financial information transparency development trend.	3	中華民國工商協進會 Chinese National Association of Industry and Commerce
	監察人 Supervisor	張識興 Shih-Shin Chang	高雄銀行監察人 Supervisor, Bank of Kaohsiung	董監事如何宏觀解析公司財務資訊 How directors and supervisors interpret the company's financial information in a macroscopic manner	3	中華民國工商協進會 Chinese National Association of Industry and Commerce
財務資訊透明發展之趨勢 Financial information transparency development trend.				3	中華民國工商協進會 Chinese National Association of Industry and Commerce	
監察人 Supervisor	蘇裕惠 Yu-Hui Su	東吳大學會計系教授 Professor, Accounting Department of Soochow University	企業常見財報問題解析研討會 Seminar for common problem of statement of financial of an enterprise.	3	財團法人財經研究教育基金會 Finance and Economic Research and Education Foundation	

(五) 內部控制制度執行狀況
1. 內部控制聲明書

Implementation Status of the Internal Control System
Declaration on the Enforcement of the Internal Control System

高雄銀行內部控制制度聲明書
Bank of Kaohsiung

Declaration Enforcement of the Internal Control System

Feb. 26, 2009

Attn: Financial Supervisory Commission, Executive Yuan

謹代表高雄銀行聲明本銀行於97年1月1日至97年12月31日確實遵循「銀行內部控制及稽核制度實施辦法」，建立內部控制制度，實施風險管理，並由超然獨立之稽核部門執行查核，定期陳報董事會及監察人，兼營證券業務部分，並依據金融監督管理委員會證券期貨局訂頒「證券暨期貨市場各服務事業建立內部控制制度處理準則」規定之內部控制制度有效性之判斷項目，判斷內部控制制度之設計及執行是否有效。經審慎評估，本年度各單位內部控制及法規遵循情形，均能確實有效執行；本聲明書將成為本銀行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。

We, the Undersigned, hereby on behalf of Bank of Kaohsiung declared that during the period beginning Jan. 1, 2008 until Dec. 31, 2008, we did faithfully build the internal control systems and enforce risk control in accordance with the "Enforcement Regulations for Bank Internal Audit Control System". Further through detached and independent Audit Department, we conducted audit with audit reports duly submitted to the board of directors and supervisors on a periodic basis. We evaluated the effectiveness of its Internal Control System in accordance with the Guidelines for the Establishment of the Internal Control System by Public Companies (the Guidelines) set forth by the Securities and Futures Commission of the Financial Supervisory Commission. Through prudent assessment, all units of the Bank did faithfully enforce the internal control and legal compliance. The Statement of the Internal Control System will be a prominent feature of our annual report and prospectus, and will be released to the public. Should any statement herein involve forgery, concealment or any other illegality, Articles 20, 32, 171 and 174 of the "Security and Exchange Act" shall apply.

謹 致

金融監督管理委員會

聲明人 Declarants			(簽章)
董事長 Chairman			(簽章)
總經理 President			(簽章)
總稽核 Chief Auditor			(簽章)
總機構遵守法令主管 The Head Office's Legal Compliance Head			(簽章)

中華民國98年2月26日

(本刊內容與聲明書原本一致)

(The content of the report is in conformity with the original Declaration)

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

建興聯合會計師事務所
HORWATH CHIEN HSING
Certified Public Accountants
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會計師檢查高雄銀行(股)公司報告

Bank of Kaohsiung Co., Ltd.

Independent Auditor's Report

Apr. 8, 2009

高雄銀行(股)公司董事會公鑑：

貴銀行民國97年度之財務報表，業經本會計師依照一般公認審計準則查核竣事，本會計師亦檢查 貴銀行民國97年度之主要經營業務內部控制之設計與執行、遵守法令主管制度執行情形、備抵呆帳提列政策之妥適性及申報主管機關表報資料正確性。董事會之責任在於監督管理階層建立並維持適當之內部控制制度。本會計師之責任在於依檢查之結果，對銀行是否依銀行主管機關之規定建立並維持有效的內部控制制度提出建議意見並出具檢查報告。



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

除本檢查報告所列發現事實之建議事項外，依本會計師之意見， 貴銀行自民國97年1月1日至民國97年12月31日之主要經營業務之內部控制制度及遵守法令主管制度執行情形、備抵呆帳提列政策之妥適性、以及申報主管機關表報資料正確性等已建立適當之控制機制，並維持其設計及執行之有效性。



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

建興聯合會計師事務所

會計師：謝仁耀

會計師：蔡淑滿

民國98年4月8日

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

We have audited the accompanying financial statements of Bank of Kaohsiung Co., Ltd. As of December 31, 2008 subject to generally accepted auditing standards. We have also examined the internal audit design and execution for business operation in FY 2008, the compliance with regulatory system, the appropriateness of allowance for credit loss, and the accuracy of statements and data filed with the competent authority. It is the responsibility of the Board of Directors to supervise the management in establishing and maintaining a proper Internal Control System, while our responsibility is to express opinions and issue a report on the Internal Control System based on our audits.

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

Except for the potential improvements recommended for the findings in the report, in our opinion, based on our audits, the Internal Control System, the execution of regulatory requirements, the appropriateness of allowance for credit loss, and the accuracy of statements and data filed with the competent authority of the Bank of Kaohsiung are with a proper control mechanism installed and with an effective design and execution maintained as of December 31, 2008.

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

HORWATH CHIEN HSING

Certified Public Accountants
A member of Horwath International

CPA : Jen-Yao Hsieh



CPA : Shu-Man Tsai



(本刊內容與審查報告原本一致)

(The content of the report is in conformity with the audit report)

(六) 最近2年度違法受處分及主要缺失與改善情形

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

1. 負責人或職員因業務上犯罪經檢察官起訴者：

Indictment by Prosecutors Against the Responsible Person or Staff Members because of a Crime Committed on Duty：

(1) 案由

本行前四維分行經理、副理及職員等4人，於84年8月間，因共同辦理萬里鄉餐廳授信案，涉嫌高估擔保品，核貸900萬元，肇致逾期放款，案經高雄地檢署檢察官偵查終結，於90年4月25日提起公訴，歷經多年訴訟，終以台灣高等法院高雄分院96年度上更(二)字第19號刑事判決有罪確定。前經理處有期徒刑1年，副理及職員等3人各處有期徒刑6個月並緩刑2年。

(1) Case

Former manager, deputy general manager and employees of the Bank's Ssu Wei Branch, totaling 4 persons, were suspected of overestimating the collateral in the credit extension to Wan Li Hsiang Restaurant in Aug. 1995 and granted the loan of NT\$9 million and thereby caused NPL. The investigation on the case has been concluded by Kaohsiung District Prosecutors Office, and the prosecutor brought indictment against the case on Apr. 25, 2001. The case was convicted upon the criminal judgment rendered by Taiwan High Court, Kaohsiung Branch under 96-Shang-Keng (2) Tze No. 19, and the former manager was sentenced to imprisonment of one year, and deputy general manager and employees were sentenced to imprisonment of 6 months, and granted two years' probation.

(2) 主要缺失

A. 該分行由前副理、徵信及授信經辦等3人組成不動產鑑價小組，在經理主導下，決議將擔保物之土地以每坪29萬元鑑沽，與法院確定判決認定之價格，有所落差。

(2) Major defects

A. The former deputy general manager and persons-in-charge of credit investigation and credit extension formed the real estate appraisal team. Under the manager's guidance, the land provided as collateral was resolved to be appraised as NT\$290 thousand per ping, which was greatly different from that determined by the court's irrevocable judgment.

B. 前四維分行經理對經權授信案件准駁及擔保品鑑價有最後核定權，惟未能審慎督辦授信業務，造成逾期放款，授信核貸及鑑價程序有欠嚴謹。

B. The former manager had the ultimate authority to approve or reject the credit extension and appraisal on the collateral. However, he failed to supervise the credit extension with due diligence and thereby caused it to be NPL. Apparently, he failed to handle the credit extension and appraisal procedure with care.

(3) 本行改善情形

A. 本行於89年4月20日成立擔保品鑑價中心，並隨時依不動產市況及法令變動情形，覈實修訂本行「不動產鑑價及放款值核估標準」，以建公正客觀之鑑價標準，並落實控管不動產授信風險。

(3) The Bank's corrective action

A. The Bank established the collateral appraisal center on Apr. 20, 2000, and also amended its "Standards Governing Real Estate Appraisal and Granted Loans" in accordance with the condition of real estate market and changes in laws, in order to establish objective appraisal standards and fulfill the control over real estate credit extension risk.

B. 本行四維分行於89年12月26日遷址更名爲大發分行，針對本案，本行董事會稽核處於90年7月17日對大發分行就「不動產鑑價作業」進行專案覆查，查核結果，缺失事項業已改善，且經查嗣後亦未有類似情事發生。

B. The Bank's Ssu Wei Branch was relocated and renamed as "Da Fa Branch" on December 26, 2000. The audit department of the Bank's board of directors was dedicated to a project on Jul. 17, 2001 to reconsider the "real estate appraisal operation". The audit result showed that the defects have been corrected and no similar cases took place thereafter.

2. 違反法令經行政院金融監督管理委員會處以罰鍰者：無。

Penalty Fine Imposed because of Violation of Acts：none.

3. 缺失經行政院金融監督管理委員會嚴予糾正者：無。

Stiff Rectification Imposed by the Financial Supervisory Commission, Executive Yuan because of Defects in Business Operation：none.

4. 經行政院金融監督管理委員會依銀行法第61條之1規定處分事項：無。

Penalty Fine Imposed because of Violation of the Banking Act of the Republic of China Article 61-1：none.

5. 因人員舞弊、重大偶發案件(詐欺、偷竊、挪用及盜取資產、虛偽交易、偽造憑證及有價證券、收取回扣、天然災害損失、因外力造成之損失、駭客攻擊與竊取資料及洩露業務機密及客戶資料等重大事件)或未切執行安全維護工作致發生安全事故等，其各年度個別或合計實際損失逾5千萬元者，應揭露其性質及損失金額：無。

The Major Occasional Frauds, Contingencies (Fraud, Theft, Embezzlement, and Robbery, False Transaction, Forged Document and Marketable Securities, Kick Back, Natural Disaster Loss, Loss from External Factors, Hacker Attack, Data Theft, and Disclosure of Confidential Information and Customer Data and Such Major Incidents) or Security Accidents Resulting from the Failure to Practice Security Works, or the Incidents Which Resulted in Loss Over NT\$50 Million Over the Past Two Years：none.

6. 其他經行政院金融監督管理委員會指定應予揭露之事項：無。

Disclosure of Other Events as Required by the Financial Supervisory Commission, Executive Yuan：none.



7.其他：Others：

- (1)行政院公平交易委員會96年3月2日公壹字第0960001800號函，對於本行借貸契約不當約定加速條款，涉及違反公平交易法乙案，處新台幣100萬元罰鍰。本行收到該處分後，立即停止該不當約定條款之適用，並修訂相關契據之條款約定，違反事項已改善完竣。

The Bank was held violating Fair Trade Act for the unfair acceleration clauses agreed in its loan contracts and, therefore, fined NT\$1million, according to the written decision of Fair Trade Commission, Executive Yuan under Kung-Yi-Tze No. 0960001800 dated Mar. 2, 2007. Upon receipt of the written decision, the Bank immediately ceased applying the unfair clauses and also amended the clauses in the relevant indentures and contracts. Therefore, the violation has been rectified.

- (2)本行南高雄分行前經理洪淑梅在84年8月間於前四維分行副理任內辦理萬里香餐廳核貸短期擔保放款900萬元，因高估鑑價金額於96年6月間經臺灣高等法院高雄分院依背信罪判處有期徒刑6月，得易科罰金，緩刑2年，判決確定，本行依「銀行負責人應具備資格條件準則」第13條規定已於96年6月25日當然解任經理職務。

The former manager of Nan Kaohsiung Branch, Shu-Mei Hung, granted the secured short-term loans in the amount of \$9 million to Wan Li Hsiang Restaurant when assuming an deputy general manager in the former Ssu Wei Branch in August 1995. She was sentenced to imprisonment of 6 months for breach of trust due to overestimated assessment by Taiwan High Court, Kaohsiung Branch in Jun. 2007, which may be commuted to a fine, and the court granted that she may be put under two years' probation. The judgment has become final and irrevocable, and the Bank discharged her on June 25, 2007 according to Article 13 of the "Regulations Governing Qualification Requirements for Responsible Persons of Banks".

(七) 97年及截至98年3月止，股東會、董事會及臨時會之重要決議

Major Decisions Resolved in the Regular Shareholders' Meeting, Regular Board of Director's Meeting & Special Meeting as in FY 2008 and up to March 2009

1.97年股東會重要決議及其執行情形：

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

決議內容 The Resolutions	執行情形 The execution of the resolutions
1.96年度盈餘分配。 Discuss the distribution of earnings of FY 2007.	96年度盈餘業依決議分配完妥。 The earnings for FY 2007 have been distributed subject to the resolution.
2.修訂本行「公司章程」部分條文。 Discuss the amendment of "Articles of Incorporation".	本行「公司章程」修正案，業獲經濟部97.6.26函准變更登記。 The amendment of "Articles of Incorporation" has been approved by the competent authority on Jun. 26, 2008.
3.為強化財務結構，擬辦理盈餘（含員工紅利）轉增資新台幣223,743,910元，轉作資本增加發行新股22,374,391股。 The Bank will make capital increase (including employees' bonus) NT\$223,743,910, issue 22,374,391 stocks for strengthening financial structure.	本案業於97.8.26完成除權配股作業。 The ex-right and stock allocation operations have been completed on Aug. 26, 2008.

2.董事會重要決議 Major Resolutions in the Regular Board of Director's Meeting & Extraordinary Meeting

會議日期 Date	決議內容 The Resolutions
97.03.27	1.建興聯合會計師事務所查核簽證本行96年度財務報告及本行與子公司合併財務報告。 1.Horwath Chien Hsing audited and certified the Bank's financial statement for FY 2007 and the consolidated financial statements of the Bank and its affiliate.
	2.96年度盈餘分配案。 2.Discuss distribution of retained earnings of FY 2007.
	3.為強化財務結構，擬辦理盈餘（含員工紅利）轉增資新台幣223,743,910元，轉作資本增加發行新股22,374,391股。 3.The Bank will make capital increase (including employees' bonus) NT\$223,743,910, issue 22,374,391 stocks for strengthening financial structure.
97.04.24	修正本行「公司章程」部分條文。 The amendment of "Articles of Incorporation".
97.06.19	本行獨立董事每人每月支領報酬新台幣160,000元。 Remuneration to the Bank's independent directors is NT\$160 thousand per person and per month.
97.10.30	為提高本行自有資本適足率、改善財務結構及配合授信業務繼續成長，向金管會銀行局申請發行次順位金融債券，金額新台幣30億元整。 In order to increase the adequacy ratio of the Bank's own fund, improve the Bank's financial structure and deal with the continuous growth of credit extension business, the Bank applies for the offering of subordinated bonds with Banking Bureau of Financial Supervisory Commission, in the amount of NT\$3 billion.
97.12.23	1.98年度財務報表簽證及稅務簽證申報事宜，繼續委任建興聯合會計師事務所辦理。 1.Horwath Chien Hsing was appointed continuously to handle the certification of FY 2009 financial statements and tax return.
	2.97年度內部控制制度查核簽證事宜，繼續委任建興聯合會計師事務所辦理。 2.Horwath Chien Hsing was appointed continuously to handle the audit and certification of FY 2008 internal control system.
	3.推舉黃董事望修為常務董事。 3.Director W. H. Huang was elected as the managing director.

98.03.26	1.建興聯合會計師事務所查核簽證本行97年度財務報告及本行與子公司合併財務報告。	1.Horwath Chien Hsing audited and certified the Bank's financial statement for FY 2008 and the consolidated financial statements of the Bank and its affiliate.
	2.97年度虧損撥補案。	2.Draft for covering loss of FY 2008.

(八) 97年度及截至98年3月止，董事或監察人對董事會通過重要決議有不同意見且有記錄或書面聲明者，其主要內容：

The Documented Disagreement or Written Statement of the Directors or Supervisors Against the Important Resolutions Reached by the Board of Directors in FY 2008 and up to Mar. 2009：

會議日期 Date	董事會通過重要決議概要 The Important Resolutions	董事或監察人不同意見概要 The Summary of Objection
97.4.24	訂定「高雄銀行因罷工營運不中斷作業準則。」 Define "Guideline for Kaohsiung Bank Non-interrupted Operation in the Case of Strike"	陳董事瑞芳基於目前勞資合諧，無須訂定該準則，持保留意見。 Director Jueifang P. Chen had qualified opinion.
97.6.19	配合獨立董事設置，酌定每人月薪160,000元。 Deal with the installation of independent directors, monthly salary, NT\$160 thousand, will be paid to each independent director.	陳董事瑞芳保留意見。 Director Jueifang P. Chen had qualified opinion.

(九) 97年度及截至98年3月止，與財務報告有關人士（包括董事、監察人、總經理、會計主管及內部稽核主管等）辭解任情形之彙總：

Summarization of resignation and dismissal of parties (including Chairman of the Board, President, accounting supervisor and internal audit supervisor) related to the financial statement in 2008 and until Mar. 2009：

職稱 Position	姓名 Name	到任日期 Date of Employment	解任日期 Date of Dismissal	辭職或解任原因 Reason for Resignation or Dismissal
董事長 Chairman	周武雄 Wu-Shiung Chou	2007.07.06	2008.10.01	高雄市政府改派代表人 Kaohsiung City Government re-designated its representative.
常務董事 Managing Director	陳月霞 Yueh. H. Chen	2007.07.06	2008.06.19	高雄市政府改派代表人 Kaohsiung City Government re-designated its representative.
董事 Director	吳義隆 Yei-Long Wu	2006.05.23	2008.06.19	高雄市政府改派代表人 Kaohsiung City Government re-designated its representative.
董事 Director	洪銀樹 Yin-Su Hong	2007.07.06	2008.06.19	高雄市政府改派代表人 Kaohsiung City Government re-designated its representative.
董事 Director	蕭明福 Ming-Fu Shaw	2007.07.06	2008.06.19	高雄市政府改派代表人 Kaohsiung City Government re-designated its representative.
董事 Director	賴光二 Kuang-Erh Lai	2005.06.23	2008.06.19	高雄市政府改派代表人 Kaohsiung City Government re-designated its representative.
董事 Director	張識興 Shih-Shin Chang	2002.06.20	2008.06.19	97.06.19轉任監察人 Elected as Supervisor on Jun. 19, 2008.
監察人 Supervisor	許立明 Li-Ming Hsu	2007.07.06	2008.06.19	高雄市政府改派代表人 Kaohsiung City Government re-designated its representative.
監察人 Supervisor	郝建生 Chien-Sheng Hao	2001.03.28	2008.06.19	97.06.19轉任董事 Elected as Director on Jun. 19, 2008.
董事 Director	張來川 Lai-Chuan Chang	2007.07.06	2008.09.15	辭職 Resignation.
董事 Director	張永義 Yung-Yi Chang	2007.07.06	2008.09.30	辭職 Resignation.