

## 一、股份及股利

## (一)股本來源

## 1.股本

## Stocks &amp; Dividends

## Source of Capital

## Capital

單位：新台幣元；Unit：NT\$

年月日 Year / Month / Date	發行價格 Issue Price	核定股本 Authorized Capital		實收股本 Paid-in Capital		備註 Remark	
		股數 Shares	金額 Amount	股數 Shares	金額 Amount	股本來源 Source	其他 Others
2011.05.31	—	1,500,000,000	15,000,000,000	525,798,195	5,257,981,950	原始資本及歷年現金增資、資本公積、特別公積及盈餘轉增資。 Initial capital and capital increase by cash, by capital reserve, by special reserve, and by earnings in the past years.	—

## 2.歷年增資生效(核准)日期與文號

## Capital Increase Information

單位：新台幣元；Unit：NT\$

會計年度 FY	核定資本額 Authorized Capital		備註 Remark	主管機關核准文號 Authorized by the Competent Authority
	實收資本額 Paid-in Capital			
1983	—	450,000,000	原始資本 Initial capital	財政部70.07.08台財融18127號函 MOF, Tai-Tsai-Rong-No.18127 (Jul. 8, 1981)
1988	—	650,000,000	現金增資2億元 Capital increase NT\$200 million by cash	財政部77.02.26台財融770059046號函 MOF, Tai-Tsai-Rong-No.770059046 (Feb. 26, 1988)
1989	—	850,000,000	現金增資2億元 Capital increase NT\$200 million by cash	財政部77.11.23台財融770430291號函 MOF, Tai-Tsai-Rong-No.770430291 (Nov. 23, 1988)
1990	—	1,050,000,000	現金增資2億元 Capital increase NT\$200 million by cash	財政部80.03.02台財融800078016號函 MOF, Tai-Tsai-Rong-No.800078016 (Mar. 2, 1991)
1994	—	1,534,740,000	1.特別公積轉增資19,000萬元。 Capital increase NT\$190 million by special reserve 2.現金增資29,474萬元。 Capital increase NT\$294 million and 740 thousand by cash	財政部84.03.27台財融84707685號函 MOF, Tai-Tsai-Rong-No.84707685 (Mar. 27, 1995)
1996	—	2,153,079,500	現金增資61,833.95萬元。 Capital increase NT\$618 million and 339.5 thousand by cash	財政部84.09.06台財融84377510號函 MOF, Tai-Tsai-Rong-No.84377510 (Sep. 6, 1995)
1997 (1997.06.04)	—	2,367,968,260	現金增資21,488.876萬元。 Capital increase NT\$214 million and 888.76 thousand by cash	財政部86.03.11台財融86056443號函 MOF, Tai-Tsai-Rong-No.86056443 (Mar. 11, 1997)
1998 (1997.10.09)	—	3,867,968,260	現金增資150,000萬元(公開募股)。 Capital increase NT\$1.5 billion by cash (Public solicit)	財政部86.06.10台財融86164514號函 MOF, Tai-Tsai-Rong-No.86164514 (Jun. 10, 1997)
1999 (1999.03.01)	—	4,486,843,180	特別公積轉增資61,887.492萬元。 Capital increase NT\$618 million and 874.92 thousand by special reserve	財政部87.12.30台財融87419912號函 MOF, Tai-Tsai-Rong-No.87419912 (Dec. 30, 1998)
2002 (2002.08.19)	—	4,576,580,040	盈餘轉增資8,973.686萬元。 Capital increase NT\$89 million and 736.86 thousand by earnings	財政部91.07.10台財融0910030462號函 MOF, Tai-Tsai-Rong-No-0910030462 (Jul. 10, 2002)
2004 (2004.08.16)	—	5,034,238,040	資本公積轉增資45,765.80萬元。 Capital increase NT\$457 million and 658 thousand by capital reserve	財政部93.06.28台財融(二)字第0930020109號函 MOF, Tai-Tsai-Rong-(2)-No.0930020109 (Jun. 28, 2004)
2005 (2005.06.23)	15,000,000,000	5,034,238,040	增訂額定資本額。 Register authorized capital	行政院金融監督管理委員會94.07.27金管銀(二)字第0948010949號函 FSC, Jin-Kuan-Yin-(2)-No.0948010949(Jul. 27, 2005)
2008 (2008.8.26)	15,000,000,000	5,257,981,950	盈餘轉增資22,374.39萬元 Capital increase NT\$223 million and 743.9 thousand by earnings	行政院金融監督管理委員會97年7月9日金管證(一)字第0970032868號函 FSC, Jin-Kuan-Cheng-(1)-No.0970032868(Jul. 9, 2008)

### 3. 核定股本內容

### Authorized Capital

2011.05.31

股份種類 Definition of Capital	核定股本 Authorized Capital			備註 Remark
	流通在外股份 Outstanding Stocks	未發行股份 Non-issued Stocks	合計 Total	
普通股 Common Stocks	525,798,195	974,201,805	1,500,000,000	上市 Listed on the TSE

註：本行未申請核准以總括申報制度募集發行有價證券。

Note: The Bank never applies for offering and issuing securities by the shelf registration system.

### (二) 股東結構

### Shareholders Structure

2011.04.17

股東結構 Structure 數量 Amount	政府機構 Governments	金融機構 Financial Institutions	其他法人 Juridicial Person	個人 Private Investors	外國機構及 外國人 Foreign Institutions & Foreigners	合計 Total
人數 Members	2	2	46	22,665	63	22,778
持有股數 Shares	242,237,528	9,541,480	8,182,606	206,568,298	59,268,283	525,798,195
持股比例 Shareholding (%)	46.07	1.81	1.56	39.29	11.27	100.00

### (三) 股權分散情形 (每股面額10元)

### Diversification of Shares (Par Value in NT\$10)

#### 1. 普通股

#### Common stock

2011.04.17

持股分級 Shares	股東人數 Numbers	持有股數 Total Shares held	持股比例 Shareholdings (%)
1 — 999	7,988	1,656,576	0.32
1,000 — 5,000	9,314	25,536,883	4.86
5,001 — 10,000	2,349	17,424,023	3.31
10,001 — 15,000	1,046	12,289,295	2.34
15,001 — 20,000	494	9,113,888	1.73
20,001 — 30,000	567	13,774,339	2.62
30,001 — 50,000	411	16,183,173	3.08
50,001 — 100,000	320	22,427,367	4.27
100,001 — 200,000	159	22,281,250	4.24
200,001 — 400,000	65	18,815,575	3.58
400,001 — 600,000	26	13,085,669	2.49
600,001 — 800,000	10	6,663,755	1.27
800,001 — 1,000,000	5	4,513,976	0.86
1,000,001以上 over 1,000,001	24	342,032,426	65.03
合計 Total	22,778	525,798,195	100.00

#### 2. 特別股：無。

Preferred stocks : None

## (四)主要股東名單

## Major Shareholders

2010.04.17

主要股東名稱 Major Shareholders's name	股份 Stocks	持有股數 Shares	持股比例 Shareholdings (%)
高雄市政府 Kaohsiung City Government		242,236,966	46.07
施純津 Chun-Chin Shih		16,600,598	3.16
大通託管先進懷合先進國際探索基金投資專戶 JPMorgan Chase Bank was commissioned to manage the investor account of Developed International Explore Fund		16,143,000	3.07
余美園 Mei-Yuan Yu		13,741,296	2.61
渣打託管寰美寶源國際小型資本 Standard Chartered Bank was commissioned to manage the investor account of Huan Mei and SCHRODERS International Small Cap Fund		6,486,000	1.23
幸福人壽保險股份有限公司 Singfor Life Insurance Co., Ltd.		5,122,280	0.97
中國人壽股份有限公司 CHINA LIFE INSURANCE COMPANY, LTD.		4,419,200	0.84
花旗(台灣)商業銀行受託保管次元新興市場評估基金投資專戶 CitiBank Taiwan was commissioned and management investor account of Dimension emerging market estimate fund		4,351,926	0.83
匯豐銀行託管盧森堡SEB資本精選基金戶 HSBC was commissioned to manage the investor account of Luxembourg SEB Capital Focus Fund.		3,870,000	0.74
花旗(台灣)商業銀行受託保管華亞證券(亞洲)有限公司客戶華亞國際代理有限公司投資專戶 PRIMASIA INT'L NOMINEES LTD.		3,354,000	0.64

註：主要股東係指持有本行股份總額超過1%或占前10名之股東。

Note : Major shareholder means who owns more than 1% of the Bank's outstanding shares or is one of the top ten shareholders.

## (五)最近2年度每股市價、淨值、盈餘、股利及相關資料

## Market Price, Equity, Earnings, Dividends Per Share &amp; Relatives for the Past Two Years

單位：新台幣元；Unit：NT\$

項目 Item	年度 FY	2009	2010	2011.03.31	
每股市價(註1) Market Price Per Share	最高 Highest	11.95	16.40	15.33	
	最低 Lowest	5.77	12.95	12.95	
	平均 Average	9.12	14.69	14.01	
每股淨值 (註2) Equity Per Share	分配前 Before Distribution	17.94	18.18	16.84	
	分配後 After Distribution	17.94	—	—	
每股盈餘 Earnings Per Share	加權平均股數 Weighted Average Shares	525,798,195	525,798,195	525,798,195	
	每股盈餘(調整前) Earnings Per Share (Before Adjustment)	0.15	0.24	(1.41)	
	每股盈餘(調整後) Earnings Per Share (After Adjustment)	0.15	—	—	
每股股利 Dividends Per Share	現金股利 Cash Dividend	0.00	0.02	—	
	無償配股 Stock Dividends	盈餘配股 Stock Dividends Appropriated from Retained Earnings	0.00	0.15	—
		資本公積配股 Stock Dividends Appropriated from Capital Reserve	0.00	1.00	—
	累積未付股利 Accumulated Unappropriated Dividends	0.00	0.00	—	
投資報酬分析 Investment Return Analyses	本益比(註3) P/E Ratio	60.80	61.21	—	
	本利比(註4) Price-Dividend Ratio	0.00	734.50	—	
	現金股利殖利率(註5) Cash Dividend Yield (%)	0.00	0.14	—	

註：1.各年度最高及最低市價，及按各年度成交值與成交量計算之各年度平均市價。  
2.以年底已發行之股數為準並依據次年度股東會決議分配之情形填列。  
3.本益比=當年度每股平均收盤價/每股盈餘。  
4.本利比=當年度每股平均收盤價/每股現金股利。  
5.現金股利殖利率=每股現金股利/當年度每股平均收盤價。

Note : 1.The highest and lowest market prices each year. The average market price each year is computed with trading value and volume of the corresponding year.  
2.The computation is based on the total shares outstanding at the end of the year and approved appropriation in the subsequent Shareholders' Meeting.  
3.Price-earnings ratio = Average closing price of the current year / Earnings per share.  
4.Price-dividend ratio = Average closing price of the current year / Cash dividends per share.  
5.Cash dividend yield = Cash dividend per share / Average closing price per share of the current year.



(六)股利政策及執行狀況

1. 本行股利政策：請參閱第105頁，本公司「財務報表附註21.盈餘分配」。
2. 100年度股東會擬議之股利分配情形：99年度股東股利，每股預計分配現金股利0.02元，股票股利1.15元，合計每股分配1.17元，董監事酬勞以現金分配，員工紅利為充實本行資本，全部以股票分配。

(七) 100年股東會擬議之無償配股對營業績效及每股盈餘之影響：

本次股東會擬議辦理盈餘分配股票股利6億467萬元，配股率為11.5%(即每仟股配發115股)。本行99年度之基本每股盈餘為0.24元，經考慮擬議之盈餘及資本公積轉增資配股後設算每股盈餘為0.22元，對本行每股盈餘影響不大，且對營業績效尚無影響。

(八) 員工分紅及董事、監察人酬勞

1. 本行章程所載員工分紅及董事、監察人酬勞之成數或範圍：請參閱第105頁，本公司「財務報表附註21.盈餘分配」。
2. (1) 本期估列員工紅利及董事監察人酬勞金額之估列基礎：  
本公司依據公司章程規定及參考以前年度股東會決議員工分紅及董監事酬勞之平均分配比例來估計員工分紅及董監事酬勞。  
(2) 配發股票紅利之股數計算基礎及實際配發金額若有差異時之會計處理：  
如有差異，視為估計變動，於股東會決議年度調整入帳，列為當期損益。
3. 董事會通過之擬議配發99年員工分紅之資訊：
  - (1) 配發員工現金紅利、股票紅利及董監事酬勞金額：
 

員工現金紅利	0元。
員工股票股利	7,945,394元。
董監事酬勞	1,986,348元。
  - (2) 99年擬議配發員工紅利金額及其占本期稅後純益及員工紅利總額合計數之比例，分別為7,945,394及5.88%。
  - (3) 99年考慮擬議配發員工紅利及董監事酬勞後設算每股盈餘：每股盈餘0.24元。
4. 98年度盈餘用以配發員工紅利及董事、監察人酬勞情形，與原董事會通過之擬議分配情形相符。
  - (1) 98年度盈餘配發員工紅利：無
  - (2) 98年度盈餘配發董事及監察人酬勞：無。

(九) 本行買回本行股份情形：無。

Dividend Policy and Execution Status

1. Dividend policy: Please refer to page 105 for “Notes to Financial Statements 21. RETAINED EARNINGS”.
2. The FY 2011 shareholders’ meeting has resolved to distribute dividends in the following order: The Bank’s expect to distribute a cash dividend of NT\$0.02, a stock dividend of NT\$1.15, total of NT\$1.17 per share to shareholders for FY 2010. Remuneration to directors and supervisors shall be distributed by way of cash, employees’ bonus shall be distributed by way of stock for raising the Bank’s capital.

The Impact of Stock Dividend Distribution Resolved by the 2011 Shareholders’ Meeting on the Bank’s Operating Performance and Earnings Per Share (EPS) :

The 2011 shareholders’ meeting will resolve to distribute stock dividends total of NT\$ 646.7 million, which means that the stock dividend ratio is 11.5% (115 new shares to 1,000 existing shares). The EPS after stock dividend distribution will be NT\$ 0.22. Compared with the basic EPS (NT\$0.24), there will be no significant impact on the EPS. Stock dividend distribution has no impact on the Bank’s operating performance yet.

Employees’ Bonus & Remunerations to Directors & Supervisors

1. The percentages or coverage of employee’s bonus, and remunerations to directors & supervisors stated in Articles of Incorporation please refer to page 105 for “Notes to Financial Statements 21. RETAINED EARNINGS”.
  2. (1) The basis of estimating the amount of employees’ bonus and remuneration of directors/supervisors for the current period:  
This Bank’s management estimated employee bonus and remuneration to directors/supervisors pursuant to the Articles of Incorporation and the resolutions for distribution of employee bonus and remuneration to directors/supervisors of shareholders’ meeting of the previous years.  
(2) The accounting treatment of the discrepancy, if any, between the actual distributed amount of employees’ stock bonus and estimated figure thereof:  
The difference shall be identified as accounting change. The accounts will be adjusted in the same with resolution of shareholders’ meeting and stated as income for the current period.
  3. The information about the Board of Directors’ meeting has resolved to distribute employees’ bonus for FY 2010.
    - (1) The amount distributed employees’ cash bonus, employees’ stock bonus and remunerations to directors and supervisors :  
Employees’ cash bonus : NT\$ 0.  
Employees’ stock bonus : NT\$ 7,945,394.  
Remunerations to directors and supervisors: NT\$ 1,986,348.
    - (2) The amount distributed employees’ stock bonus, and the percentage to after-tax net income plus total employees’ bonus for FY 2010 is NT\$7,945,394 and 5.88% respectively.
    - (3) Earnings per share after the distribution of employees’ bonus and remuneration to directors and supervisors for FY 2010 : EPS NT\$0.24.
  4. Earnings distribution to employees’ bonus & remunerations to directors and supervisors for FY 2009 corresponded with the decision of the Board of Director.
    - (1) Earnings distribution for employees’ bonus for FY 2009: None.
    - (2) Remuneration to directors and supervisors appropriated from retained earnings for FY 2009: none.
- Execution of Treasury Stock of the Bank : None.

## 二、金融債券、特別股、海外存託憑證、員工認股權憑證及併購（包括合併、收購及分割）之辦理情形

### （一）金融債券發行情形

## Financial Bonds, Preferred Stocks, Overseas Depository Receipts, Employees Share Options Receipts, Merger and Acquisitions

### Financial Bonds

單位：新台幣元；Unit：NT\$

金融債券種類 Item	次順位金融債券（1） Subordinate debt
中央主管機關核准日期、文號 Date & No Approved by the Central Competent Authority	行政院金融監督管理委員會2007.05.08金管銀（二）字第09600178130號 FSC, Jin-Kuan-Yin-(2)-No.09600178130 (May 08, 2007)
發行日期 Date of Issuance	2007.06.12 Jun. 12, 2007
面額 Par	1,000萬元 10 million
發行及交易地點 Place of Issuance and Trade	中華民國 Republic of China
幣別 Currency	新台幣 New Taiwan Dollars
發行價格 Price of Issuance	按面額十足發售 100%
總額 Total Amount	10億元 1 billion
利率 Interest	指標利率（註）+0.40% 浮動計息 Indicator rate (Note) +0.40% floating interest rate
期限 Tenor	7年期，到期日：2014.06.12 7 years, maturity date : Jun. 12, 2014
受償順位 Senior / Subordinate debt	次順位 Subordinate debt
保證機構 Guarantor	無 None
受託人 Trustee	無 None
承銷機構 Underwriter	英商渣打銀行台北分行 Standard Chartered Bank, Taipei Branch
簽證律師 Certified Lawyers	無 None
簽證會計師 Certified Public Accountants	無 None
簽證金融機構 Certification Institution	無 None
償還方法 Repayment	到期一次還本 Repayment in lump sum upon maturity
未償還餘額 Outstanding Balance	10億元 1 billion
發行前一年度實收資本額 Year 2006 Paid-in Capital	50億3,423萬8,040元 5 billion 34.23 million 8 thousand and forty
發行前一年度決算後淨值 Year 2006 Total Stockholders' Equity	106億841萬2,624元 10.6 billion 8.41 million 2 thousand 6 hundred and twenty four
履約情形 Performance	正常 Normal
贖回或提前清償之條款 Redemption or Early Exercise Term	無 None
轉換及交換條件 Convertible & Swap Term	無 None
限制條款 Restricted Clause	無 None
資金運用計畫 Fund Utilization Plans	配合中長期一般放款 corporate with medium and long term loans
申報發行金額加計前已發行流通在外之餘額占發行前一年度決算後淨值之比率 Ratio of the Registered Value of Issue plus Outstanding Balance against the Net Value after Settlement of the Year previous to the Year of Issue (%)	13.20%
是否計入合格自有資本及其類別 Whether Include Qualified Capital and the Corresponding Category	第二類資本 Tier 2
信用評等機構名稱、評等日期及其評等等級 Credit Rating Agency, Date and Rating	無 None

註：指標利率係指自發行日起每次起息日前2個台北營業日上午11時路透社6165頁之新台幣90天商業本票次級市場均價利率（Fixing Rate），每3個月重設一次。

Note: The indicator rate means 90-day NTD secondary commercial paper rate that appears on Reuters page 6165 for the fixing at 11:00 am Taipei time, 2 Taipei business days prior to the start of the relevant interest period, which shall be reset per three months.





單位：新台幣元；Unit：NT\$

金融債券種類 Item	次順位金融債券(2) Subordinate debt
中央主管機關核准日期、文號 Date & No Approved by the Central Competent Authority	行政院金融監督管理委員會2008.12.22金管銀(二)字第09700499970號 FSC, Jin-Kuan-Yin-(2)-No.09700499970 (Dec. 22, 2008)
發行日期 Date of Issuance	2009.01.20 Jan. 20, 2009
面額 Par	1,000萬元 10 million
發行及交易地點 Place of Issuance and Trade	中華民國 Republic of China
幣別 Currency	新台幣 New Taiwan Dollars
發行價格 Price of Issuance	按面額十足發售 100%
總額 Total Amount	30億元 3 billion
利率 Interest	固定年利率3.40% Fixed rate 3.40%
期限 Tenor	7年期，到期日：2016.01.20 7 years, maturity date : Jan. 20, 2016
受償順位 Senior / Subordinate debt	次順位 Subordinate debt
保證機構 Guarantor	無 None
受託人 Trustee	無 None
承銷機構 Underwriter	大華證券、兆豐證券、元大證券、日盛證券 GRAND CATHAY securities, Mega securities, Yuanta securities, JIHSUN securities
簽證律師 Certified Lawyers	無 None
簽證會計師 Certified Public Accountants	無 None
簽證金融機構 Certification Institution	無 None
償還方法 Repayment	到期一次還本 Repayment in lump sum upon maturity
未償還餘額 Outstanding Balance	30億元 3 billion
發行前一年度實收資本額 Year 2008 Paid-in Capital	52億5,798萬1,950元 5.2 billion 57.98million 1 thousand 9 hundred and fifty
發行前一年度決算後淨值 Year 2008 Total Stockholders' Equity	93億5,529萬3,389元 9.3 billion 55.29 million 3 thousand 3 hundred and eighty nine.
履約情形 Performance	正常 Normal
贖回或提前清償之條款 Redemption or Early Exercise Term	無 None
轉換及交換條件 Convertible and Swap Term	無 None
限制條款 Restricted Clause	無 None
資金運用計畫 Fund Utilization Plans	配合中長期一般放款 corporate with medium and long term loans
申報發行金額加計前已發行流通在外之餘額占發行前一年度決算後淨值之比率 Ratio of the Registered Value of Issue plus Outstanding Balance against the Net Value after Settlement of the Year previous to the Year of Issue (%)	42.76%
是否計入合格自有資本及其類別 Whether Include Qualified Capital and the Corresponding Category	第二類資本 Tier 2
信用評等機構名稱、評等日期及其評等等級 Credit Rating Agency, Date and Rating	中華信用評等(股)公司2009.1.13 twA- Taiwan Ratings Corp. Ratings : tw A-, Jan. 13, 2009

(二)特別股、海外存託憑證、員工認股權  
憑證及併購之辦理情形：無

Preferred Stocks, Overseas Depository Receipts, Employees  
Share Options Receipts, Merger and Acquisitions : None.

### 三、資金運用計劃執行情形

#### (一) 計劃內容

截至100年第1季止，前各次發行或  
私募有價證券及金融債券尚未完成  
或最近3年內已完成且計畫效益尚  
未顯現者：無。

#### (二) 執行情形：無。

### Fund Utilization Plans

#### Plans

Up to Q1 of 2011, with respect to each uncompleted public issue or private placement of securities and financial debentures, and to such issues and placements that were completed in the most recent three years but have not yet fully yielded the planned benefits : None.

Results : None.