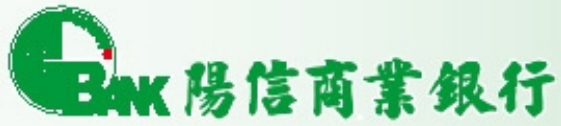


股票代號：2895
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Page		
	壹、致股東報告書 MESSAGE TO SHAREHOLDERS	1
	貳、銀行概況 BACKGROUND OF THE BANK	3
	一、銀行簡介 Profile of the Bank	3
	二、銀行組織 Organization of the Bank	4
	三、股份及股利、金融債券、特別股、海外存託憑證、員工認股權憑證及併購之辦理情形	
	Transactions of Shares and Dividends, Financial Debentures, Preferred Stock, GDR as Employee Stock Options Certifications and Acquisition	29
	參、營運概況 REVIEW OF BUSINESS OPERATION	37
	一、業務內容 Services	37
	二、從業員工概況 Employees Information	45
	三、企業責任及道德行為 Responsibilities and Moral Behavior	46
	四、資訊設備 Information Infrastructure	46
	五、勞資關係 Relationships of Labors and Employer	48
	六、重要契約 Important Contracts	49
	七、證券化商品之辦理情形 Transactions of Securitized Commodity	49
	肆、資金運用計劃執行情形 PRACTICES OF CAPITAL MANAGEMENT PLANS	49
	一、計劃內容 Capital Management Plans	49
	二、執行情形 Practices	49
	伍、財務概況 FINANCIAL DATA	50
	一、簡明資產負債表 Condensed Balance Sheet	50
	二、簡明損益表 Condensed Income Statement	51
	三、歷年簽證會計師及查核意見 Audited by CPAs for years and Auditing Opinion	51
	四、財務分析 Financial Analysis	51
	五、監察人審查報告書 Auditing Statement by Supervisors	56
	六、母公司財務報表 Financial Statements of Mother Company	57
	七、經會計師查核簽證之母子公司合併財務報表	
	Consolidated Financial Statements of Parent-subsidiary Audited by CPAs	84
	八、關係企業財務困難情形 The Financial Difficulty of Associated Business	90
	陸、財務狀況及經營結果之檢討與分析及評估風險管理事項 REVIEW OF FINANCIAL POSITION AND OPERATION RESULTS/ANALYSIS AND ASSESSMENT OF RISK MANAGEMENT	90
	一、財務狀況分析 Financial Position Analysis	90
	二、經營結果分析 Operation Results Analysis	91
	三、現金流量分析 Cash Flow Analysis	91
	四、重大資本支出之影響 Influence Imposed by Major Capital Expenditures	92
	五、轉投資政策 Reinvestment Policies	92
	六、分析及評估風險管理事項 Analysis and Assessment of Risk Management	92
	七、危機處理應變機制 Crisis Management Mechanism	98
	八、其他重要事項 Other Important Events	99
	柒、公司治理運作情形 BANK MANAGEMENT AND OPERATIONS	100
	一、銀行業公司治理實務 Bank Management Practices	100
	二、會計師資訊 Accountant Information	100
	捌、特別記載事項 SPECIAL ACCOMPANYING NOTES	102
	一、關係企業相關資料 Data of Affiliated Companies	102
	二、內部控制制度及執行狀況 Internal Control System and Status of Execution	103
	三、有不同意見之重要決議 Important Agreements on Various Opinions	106
	四、私募有價證券辦理情形 Transactions of Private Placement of Securities	107
	五、子公司持有或處分本銀行股票情形 Stock Holding or Disposal by Subsidiary Companies	107
	六、重要決議 Important Events	107
	七、最近二年度違法受處分及主要缺失與改善情形	
	Penalty for Illegality as well as Major Flaws and Rectifications in the last two years	111
	八、其他必要補充說明事項 Others	111
	玖、對股東權益或證券價格有重大影響之事項	112
	EVENTS INFLUENCING SHAREHOLDER BENEFITS AND SECURITY PRICES	112
	拾、總分支機構之地址電話 ADDRESSES OF HEAD OFFICE AND BRANCHES	113

壹、致股東報告書

九十四年因國際景氣穩定成長，我國全年對外貿易總額成長達 8.5%，其中出口成長高於進口成長，分別較去年同期增長 8.8%及 8.2%；物價方面，受能源產品及國內農產品價格上揚影響，九十四年全年消費者物價指數上漲率為 2.30%；總體而言，主計處預估九十四年經濟成長率為 3.80%。展望九十五年，預估全球經濟仍將穩定成長，我國經濟亦可維持平穩增勢，就業情形可望改善，民間消費將可穩定成長，預估我國經濟成長將優於九十四年，主計處預估經濟成長率將達 4.08%；國際主要評估機構亦預測我國經濟成長率將優於九十四年，介於 3.3%-4.3% 之間。

在金融市場方面，九十四年信用卡與現金卡持卡人還款情況惡化加上七月逾放新制的推行，使消金逾放問題浮現，衝擊銀行獲利，惟雙卡等高風險放款僅佔全體放款 5%，故卡債損失仍在整體金融業可控制範圍內。同時，各金融機構持續致力於改善資產品質，至十二月底，本國銀行之逾放比已降至 2.24%，備抵呆帳覆蓋率亦達到 49.89%，顯示本國銀行風險承擔能力已大幅提升。惟本國銀行之資產報酬率及股東權益報酬率至九十四年十二月底分別為 0.30%及 4.81%，並未能優於九十三年度。

面對國內金融市場整併風潮持續延燒及規模大型化之態勢，為掌握競爭優勢，擴大經營規模與範疇，發揮經營效率，以達業務整合強化市場競爭力，本銀行於九十四年十一月二十六日與高新商業銀行合併。分行據點由六十二家擴充至九十六家，主要分佈於台北、高雄兩大會區，未來將透過區域互補及通路整合，強化市場競爭力及市場規模，增進客戶服務及提升經營能力。

九十四年十一月一日中華信用評等公司授予本銀行長期信用評等為『twA-』，短期信用評等為『twA-2』，評等展望為穩定，顯示本銀行的營運績效及債信評價持續獲得肯定。謹就本銀行九十四年度營業情形及本(九十五)年度營業計畫概要說明如下：

一、營業計畫實施成果及預算執行情形：

在九十四年度經營成果展現上，在存放款業務方面，均有大幅度的成長。在存款方面：存款預算數為 1,661 億元，決算數為 2,087 億元，預算達成率為 125.68%，較前(九十三)年決算數增加 562 億元，年成長率為 36.84%；在放款方面：放款預算數為 1,414 億元，決算數為 1,688 億元，預算達成率為 119.41%，較前(九十三)年決算數增加 410 億元，年成長率為 32.07%；在資產品質方面：截至九十四年十二月底本銀行之逾放比為 3.09%，覆蓋率為 41.48%。

二、財務收支及獲利能力分析：

在財務收支及盈餘方面：九十四年度稅後盈餘決算數為 653,993 仟元，每股盈餘為 0.72 元。在獲利能力方面：九十四年度本銀行資產報酬率為 0.32%、股東權益報酬率為 5.64%。

三、研究發展狀況：

- (一) 與聯合信用卡中心合作推展刷卡消費分期業務。
- (二) 積極推展中小企業，本銀行九十四年度相繼推出「金雞得利」中小企業代償專案，及「批次送保」移送信保基金十成保證專案，除增加中小企業承做之可能性，另對風險控管亦有所助益。
- (三) 金融商品的推陳出新：士林高商校友認同卡、阿貴白金卡、高人一等幸福房貸專案、一八八改巢換貸房貸專案、各式各樣信貸產品（優客禮您、裝潢金、購車配備金、卡優貸、加值金、靚女貸、輕鬆償等）、B股基金等新金融商品，以滿足更多的客戶。
- (四) 本銀行財富管理業務經營政策暨作業準則於九十四年十一月二十一日獲金管會核准通過。
- (五) 發展地上權信託業務：鑒於社會上投資日趨廣泛與複雜，受託人以專業信託機構的角色協助投資人對地上權管理及運用之安全與利益考量，提供多元化的服務，有其發展重要性。為提供委託人專業的資產管理服務，透過受託銀行獨立且專業的管理，確保信託財產的安全與有效運用。
- (六) 網路 ATM 的建置：即將實體的 ATM，改以網站的型態呈現，除了無法吐鈔外，其餘實體 ATM 的功能，網路 ATM 均可以做到，可取代 SSL 非約定轉帳之業務。可搭配網路銀行（含 XML）及其他電子化設備共同拓展，預計於九十五年完成。

四、九十五年度營業計畫概要：

(一) 經營方針及政策

1. 在消費金融方面，重視產品研發，開發各主要客層之消金業務需求，並控管授信風險。
2. 在企業金融方面，加強專業服務，結合外匯業務，發展成為企業融資、避險、籌資之全方位理財顧問。
3. 在財富管理方面，持續開發本銀行客戶資源，提升專業並針對客戶之財務目標需求，妥善建議客戶資產規劃與配置，發揮『信賴從此開始』之企業精神。
4. 發揮分行通路效益，增加分行之平均營業額及生產力，並提高分行人員服務品質。

(二) 營業目標

根據九十五年經濟成長率及過去本銀行成長之趨勢、新增分行數及配合各項放款業務量之持續擴展，本銀行九十五年度存款目標成長量為新台幣 148 億元，放款目標成長量為 233 億元，稅前盈餘預估為新台幣 18.75 億元。

展望未來一年，面對金融業愈趨競爭的環境，冀望在全體股東的鞭策及全體同仁的努力下，達成各項營運目標，締造更優異的業績，以不負各位股東及社會大眾之期許，爾後尚祈各位股東繼續惠予本銀行策勵及指正。

董事長 陳勝宏

貳、銀行概況

一、銀行簡介

(一) 設立日期：中華民國八十六年九月一日

開業日期：中華民國八十六年九月一日

(二) 銀行沿革

本銀行前身為「陽明山信用合作社」，創社於民國四十六年十月二日，四十年的經營與耕耘，於民國八十六年四月二十八日獲財政部審查通過改制銀行，同年九月一日以「陽信商業銀行」股份有限公司組織正式對外營業，係為財政部八十四年十二月六日台財融第84784492號令訂定發佈「信用合作社變更組織為商業銀行之標準及辦法」後，首批獲准信合社改制為商業銀行之一。

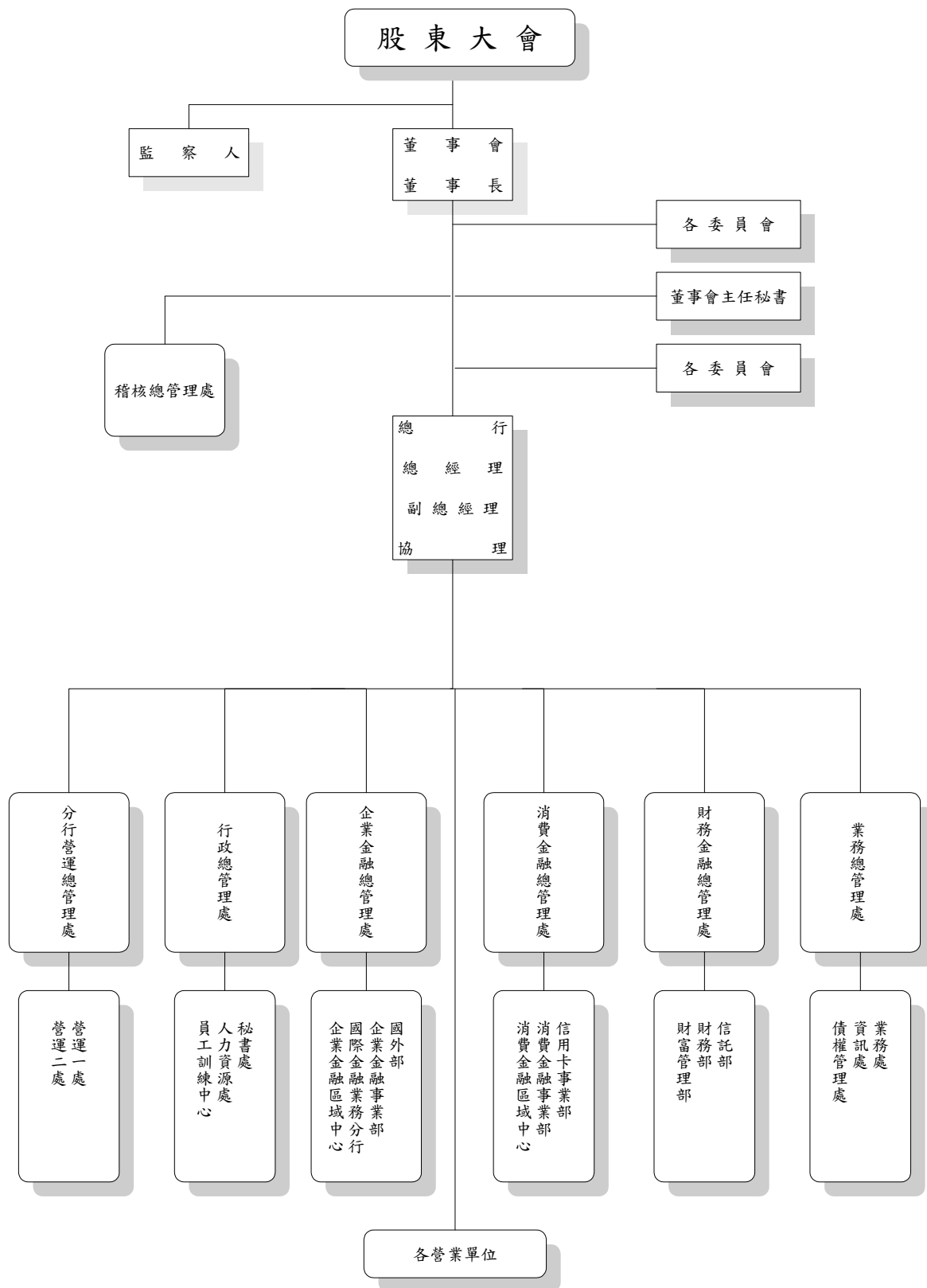
民國八十七年四月十六日本銀行通過國際品保機構 ISO-9002 資訊系統及稽核體系品質認證，成為首家通過認證之本國銀行，並於同年六月四日股東常會前，舉行認證發表會，宣示本銀行將秉持「穩健、前瞻、專業、熱忱」之品質政策永續經營。開業以來，不斷力求精進，並戮力充實經營項目及增設營業據點以服務社會大眾。為配合政府政策，處理經營不善之金融機構，本銀行分別於民國九十年九月十五日概括承受彰化縣員林信用合作社及屏東市第二信用合作社，民國九十一年八月二十四日概括承受台南市第五信用合作社，營業據點共增加二十一處，並於九十三年七月二十日申請奉准擴大業務區域成為全國性銀行。

為因應金融情勢快速變遷，本銀行於九十二年進行組織調整，以服務功能或性質區分財務金融、企業金融、消費金融、分行營運、業務、行政、稽核等七大系統推動組織改造，加速作業合理化進程，提高服務品質及效率，並積極結合其他金融領域，轉投資陽信證券(股)公司、銀聯人身保險代理人(股)公司、銀聯財產保險經紀人(股)公司等公司，代理提供各項保險商品及辦理上市、櫃股票經紀、買賣及交割業務。冀望在既有之人脈、地緣基礎上，擴大服務層面，開發多元化業務，以提供客戶全方位的理財服務。

面對國內金融市場整併風潮持續延燒及規模大型化之態勢，為掌握競爭優勢，擴大經營規模與範疇，發揮經營效率，以達業務整合強化市場競爭力，本銀行於民國九十四年十一月二十六日與高新商業銀行合併，分行據點由六十二家擴充至九十六家，資本額擴充至109億元，未來將以台北、高雄為發展基礎，透過區域互補及通路整合，強化市場競爭力及市場規模，增進客戶服務及提升經營能力。本銀行董事、監察人及銀行法第二十五條第三項規定應申報股權者，請參閱P24之『股權變動情形』。

二、銀行組織

(一) 組織系統圖



本銀行總行分設業務、財務金融、消費金融、企業金融、分行營運、行政總管理處等各業務管理單位，負責規劃、督導、指揮下轄之業務單位。

前項各總管理處下轄各業務單位，其名稱及主要職掌如下：

1.業務總管理處：下轄業務處、資訊處、債權管理處。

業務處：掌理制度、組織、章程、經營計劃、年度預算、長期股權投資、會計、全行性業務之計劃、推動、績效考核管理及彙集總行各營業單位所交付之各項相關考核訊息及相關規章、辦法、流程、作業手冊等之訂定與修訂等事項。

資訊處：掌理自動化作業之推展，軟硬體資料及設備之分析、設計、連線、管制、維護、內部網路之規劃、建置、管理及相關規章、辦法、流程、作業手冊等之訂定與修訂等事項。

債權管理處：掌理全行消金、企金及信用卡業務之逾期放款電催、訪催、函催及法催之債權催收及擔保品之管理、承受、處分及相關規章、辦法、流程、作業手冊等之訂定與修訂等事項。

2.財務金融總管理處：下轄信託部、財務部、財富管理部。

信託部：掌理信託業務之計劃、產品開發、行銷、業務推展、績效考核管理及相關規章、辦法、流程、作業手冊等之訂定與修訂等事項。

財務部：掌理全行資金營運調撥、買賣投資短期有價證券、辦理票券商業務、存放款利率訂定及相關規章、辦法、流程、作業手冊等之訂定與修訂等事項。

財富管理部：掌理客戶委託金錢之保管、投資及相關業務之規劃推展。

3.消費金融總管理處：下轄信用卡事業部、消費金融事業部、消費金融區域中心。

信用卡事業部：掌理全行信用卡業務計劃、產品開發、行銷、業務推展、績效考核管理及相關規章、辦法、流程、作業手冊等之訂定與修訂等事項。

消費金融事業部：掌理全行小額信用貸款、房屋貸款及其他各項消費性放款等徵授信計劃、產品開發、行銷、業務推展、審核、績效考核管理及相關規章、辦法、流程、作業手冊等之訂定與修訂等事項。

消費金融區域中心：掌理所屬區域範圍內消費金融授信業務客戶行銷、業務推展、徵信、授信作業及管理、分行辦理案件之協助、輔導及層轉審核等相關事項。

4.企業金融總管理處：下轄企業金融事業部、國外部、國際金融業務分行、企業金融區域中心。

企業金融事業部：掌理全行企業放款徵授信計劃、產品開發、行銷、業務推展、審核、績效考核管理及相關規章、辦法、流程、作業手冊等之訂定與修訂等事項。

國外部：掌理外匯及國外業務之計劃、產品開發、行銷、業務推展、績效考核管理及相關規章、辦法、流程、作業手冊等之訂定與修訂等事項。

國際金融業務分行：掌理境外金融業務及海外各地區金融服務業務之計劃、產品開發、行銷、業務推展、績效考核管理及相關規章、辦法、流程、作業手冊等之訂定與修訂等事項。

企業金融區域中心：掌理所屬區域範圍內企業金融授信業務客戶行銷、業務推展、徵信、

授信作業及管理、分行辦理案件之協助、輔導及層轉審核等相關事項。

5.分行營運總管理處：下轄營運一處、營運二處等營運管理處。

營運一處：掌理指定區域內或編配分行之營運、日常作業之管理及輔導等相關事項。

營運二處：掌理指定區域內或編配分行之營運、日常作業之管理及輔導等相關事項。

6.行政總管理處：下轄人力資源處、員工訓練中心、秘書處。

人力資源處：掌理人力資源之規劃分析、徵募、培養、任免、陞遷、調動、福利、退休、考核、獎懲及相關規章、辦法、流程、作業手冊等之訂定與修訂等事項。

員工訓練中心：掌理員工教育訓練、訓練課程之規劃編排、講師之聘定、訓練中心之設置、使用、管理、維護等相關事項。

秘書處：掌理機要、文書、印信、股務、公共關係、法律事務、庶務、出納、物品採購、房地產購置、營繕、維護、管理及相關規章、辦法、流程、作業手冊等之訂定與修訂等事項及不屬其他業務單位之事項。

總行設立各業務單位，如有以管轄區域劃分職掌，或需另行編配、指定管轄範圍或分行者，由董事長視實際需要訂定之。

本銀行另設稽核總管理處，掌理業務、資訊、帳務、財務及各項庫存保管品之稽核等事項，其員額視實際需要酌定之。前項稽核人員應具備之資格條件及其任免，應符合主管機關之規定。稽核總管理處及稽核人員執行職務應受總稽核之指揮監督。

(二)董事、監察人、總經理、副總經理、協理、各部門及分支機構主管資料

法人股東名稱	法人股東之主要股東名稱 (股權比例達百分之十以上者)
全陽建設股份有限公司	薛 凌、陳勝宏
國志建設股份有限公司	林政毓、林振永、林彥灼
富利陽投資股份有限公司	薛 凌

1.法人股東之主要股東

2.董事及監察人

94年12月31日 單位：股，%

職稱	姓名	選(就)任日期	任期	初次選任日期	選任時持有股份		現在持有股份		配偶、未成年子女 現在持有股份		利用他人 名義持有 股份		主要經(學)歷	目前兼任本銀行及其他公司之職務	具配偶或二親等以內關係 之其他主管、董事或監察人		
					股數	持股比率	股數	持股比率	股數	持股比率	股數	持股比率			職稱	姓名	關係
董事長	陳勝宏	92.5.19.	3	86.9.1.	10,362,179	1.68	6,905,806	0.63	1,762,695	0.16	-	-	第四、五屆立法委員 第三至七屆臺北市市議員 陽明山信用合作社理事主席 陽信銀行第一、二屆董事長 大學畢業	全陽建設(股)公司董事 全銘廣告(股)公司董事長(下次不能有) 全民衛星傳播(股)公司董事長(同上) 財團法人陽信文教基金會董事長	董事	陳進家	弟
常務董事	吳錫輝	92.5.19.	3	86.9.1.	1,875,404	0.30	2,345,282	0.21	404	0.00	-	-	陽信銀行第一、二屆常務董事 陽明山瓦斯(股)公司董事長 陽明山信用合作社理事主席 成發電影事業(股)公司董事長 國小畢業	成發電影事業(股)公司董事長 陽明山瓦斯(股)公司董事長	-	-	-
常務董事	劉振陞	92.5.19.	3	86.9.1.	5,168,670	0.84	4,774,766	0.44	906,600	0.08	-	-	日健企業(股)公司董事長 陽明山信用合作社理監事 陽信銀行第一屆董事、第二屆 常務董事 石牌自強綜合市場(股)公司 董事長 高商畢業	石牌自強綜合市場(股)公司董事長	經理人 經理人	劉明杰 陳耀文	子 婿
常務董事	國志建設(股)公司 代表人:林振和	92.5.19.	3	92.5.19. 86.9.1.	2,871,361 -	0.47 -	3,697,947 3,200,063	0.34 0.29	- 3,268,051	- 0.30	- -	- -	- 陽明山信用合作社理事 陽信銀行第一、二屆常務董事 高中畢業	- 金井化學工業(股)公司董事 國志建設(股)公司監察人 秋鴻建設(股)公司董事	- -	- -	- -
董事	全陽建設(股)公司 代表人:薛宗賢	92.5.19.	3	92.5.19. 94.12.1.	36,561,977 (1/2) -	5.93 - -	39,512,566 (1/2) 44,606	3.62 0.00	- -	- -	- -	- -	- 專科畢業	- 全陽建設(股)公司董事長	- 董事長	- 陳勝宏	- 妻弟

職稱	姓名	選(就)任日期	任期	初次選任日期	選任時持有股份		現在持有股份		配偶、未成年子女現在持有股份		利用他人名義持有股份		主要經(學)歷	目前兼任本銀行及其他公司之職務	具配偶或二親等以內關係之其他主管、董事或監察人		
					股數	持股份率	股數	持股份率	股數	持股份率	股數	持股份率			職稱	姓名	關係
董事	全陽建設(股)公司 代表人：陳泳濤	92.5.19.	3	92.5.19. 86.9.1.	36,561,977 (1/2) -	5.93 -	39,512,566 (1/2) 1,493,581	3.62 0.14	- 45,820	- 0.00	- -	- -	- 伸管工業(股)公司董事長 陽明山信用合作社理事 陽信銀行第一、二屆董事 高商畢業	- 五易實業(股)公司董事 伸管工業(股)公司董事長	- -	- -	- -
董事	富利陽投資(股)公司 代表人：林金隆	92.5.19.	3	92.5.19. 89.6.12.	2,134,140 -	0.35 -	41,313,082 710,743	3.78 0.07	- 553,946	- 0.05	- -	- -	- 台北企銀信託部經理 台北企銀營業部經理 陽信銀行副總經理、總經理 陽信銀行第二屆董事 大學畢業	- 陽信銀行駐行顧問	- -	- -	- -
董事	張武平	92.5.19.	3	86.9.1.	4,617,286	0.75	5,946,478	0.54	1,141,340	0.10	-	-	陽明山信用合作社理事 陽信銀行第一、二屆董事 高商畢業	平安建設(股)公司董事長	-	-	-
董事	何順正	92.5.19.	3	86.9.1.	3,202,906	0.52	4,280,833	0.39	5,740,576	0.53	-	-	元順銀樓公司負責人 陽明山信用合作社理事 陽信銀行第一、二屆董事 高中畢業	-	-	-	-
董事	郭文聰	92.5.19.	3	86.9.1.	8,639,549	1.40	11,046,644	1.01	4,065,062	0.37	-	-	偉信有限公司執行董事 陽明山信用合作社理事 陽信銀行第一、二屆董事 高工畢業	陽明山瓦斯(股)公司監察人	-	-	-
董事	鄒枝和	92.5.19.	3	86.9.1.	5,863,943	0.95	7,552,014	0.69	835,881	0.08	-	-	陽明山信用合作社理事 陽信銀行第一、二屆董事 高中畢業	大誠營造(股)公司董事 鼎泰環保科技(股)公司董事 日光營造(股)公司董事	-	-	-

職稱	姓名	選(就)任日期	任期	初次選任日期	選任時持有股份		現在持有股份		配偶、未成年子女 現在持有股份		利用他人 名義持有 股份		主要經(學)歷	目前兼任本銀行及其他公司之職務	具配偶或二親等以內關係 之其他主管、董事或監察人		
					股數	持股比率	股數	持股比率	股數	持股比率	股數	持股比率			職稱	姓名	關係
董事	林吉雄	92.5.19.	3	89.6.12.	140,052	0.02	257,504	0.02	620	0.00	-	-	陽信銀行董事會主任秘書 台北市政府財政局第三科科长 陽信銀行第二屆董事 大學畢業	-	-	-	
董事	陳進家	92.5.19.	3	89.6.12.	2,135,194	0.35	3,711,097	0.34	6,125,311	0.56	-	-	珀韻企業(股)公司董事 福爾摩莎線上(股)公司董事 陽信銀行第二屆董事 大學畢業	福爾摩莎線上(股)公司董事 珀韻企業(股)公司董事	董事長	陳勝宏	兄
董事	陳金鎰	92.5.19.	3	86.9.1.	6,276,966	1.02	8,485,015	0.78	-	-	-	-	大學畢業	金佳科技(股)公司監察人 銀聯人身保險代理人(股)公司董事長 銀聯財產保險經紀人(股)公司董事長	-	-	-
常務 監察人	許博雄	92.5.19.	3	86.9.1.	3,021,600	0.49	3,743,869	0.34	2,276,369	0.21	-	-	東正陶瓷(股)公司負責人 陽明山信用合作社監事主席 陽信銀行第一、二屆常務監察人 高中畢業	東正陶瓷(股)公司董事長	-	-	-
監察人	陳森榮	92.5.19.	3	86.9.1.	572,196	0.09	736,915	0.07	790,940	0.07	-	-	陽明山信用合作社經理 陽信銀行第一、二屆監察人 中學畢業	-	-	-	
監察人	高明志	92.5.19.	3	89.6.12.	548,842	0.09	733,550	0.07	1,497,939	0.14	-	-	陽明山信用合作社社員代表 陽信銀行第二屆監察人 中國古代陶器有限公司董事 民安建材工業(股)公司 大學畢業	中國古代陶器有限公司董事 耶魯環保科技(股)公司監察人	-	-	-
監察人	蔡文雄	92.5.19.	3	86.9.1.	4,311,586	0.70	5,762,633	0.53	312,991	0.03	-	-	長誌聯合事務所會計師 陽明山信用合作社監事 瑞翔投資有限公司董事 陽信銀行第一、二屆監察人 研究所畢業	瑞翔投資有限公司董事	-	-	-

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十以上或持股前十名之自然人股東	非為前二類之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	非與銀行有財務、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
陳勝宏	✓	✓		✓		✓	✓		
吳錫輝	✓	✓	✓	✓		✓	✓		
劉振陞		✓	✓	✓		✓	✓		
國志建設股份有限公司 代表人:林振和	-	-	-	-	-	-	-	-	
全陽建設股份有限公司 代表人:薛宗賢	-	-	-	-	-	-	-	-	
全陽建設股份有限公司 代表人:陳泳濬	-	-	-	-	-	-	-	-	
富利陽投資股份有限公司 代表人:林金隆	-	-	-	-	-	-	-	-	
張武平		✓		✓		✓	✓		
何順正		✓		✓		✓	✓		
郭文聰		✓		✓		✓	✓		
鄒枝和		✓		✓		✓	✓		
林吉雄	✓		✓	✓		✓	✓		
陳進家		✓		✓		✓	✓		
陳金鎰		✓		✓		✓	✓		
許博雄		✓		✓		✓	✓		
陳森榮	✓	✓	✓	✓		✓	✓		

高明志		▼	▼	▼		▼	▼	
蔡文雄	▼	▼		▼		▼	▼	

註：“—”表不適用。

3.主要經理人

94年12月31日 單位：股，%

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經理人		
			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	張繼鳴	92.05.19.	292,860	0.03	55,960	0.01	-	-	政治大學財稅系畢 陽信銀行財務部、信託部協理	-	-	-	-
總經理	張義郁	92.05.19.	260,106	0.02	-	-	-	-	德州大學企研所畢 陽信銀行副總經理	-	-	-	-
總經理	張浚河	92.05.19.	115,204	0.01	-	-	-	-	早稻田商學研究所畢 陽信銀行副總經理	-	-	-	-
總經理	胡決陽	92.05.19.	71,913	0.01	1,323	0	-	-	政大財政研究所畢 陽信銀行副總經理	-	-	-	-
總經理	周三和	92.05.19.	198,928	0.02	-	-	-	-	政治大學經濟系畢 陽信銀行協理	-	-	-	-
總經理	鍾武湖	94.11.26.	-	-	-	-	-	-	台灣大學經濟系畢 原高新銀行總經理	-	-	-	-
總經理	葉清宗	94.12.01.	-	-	-	-	-	-	文化大學經濟系畢 彰化銀行北門分行經理	-	-	-	-
總稽核	曾耀德	92.01.02.	338,326	0.03	42,436	0	-	-	崇右商專會統科畢 陽信銀行稽核處經理	-	-	-	-
副總經理	蔡鎰吉	94.11.26.	243,588	0.02	21,269	0	-	-	復華中學商科畢 原高新銀行總稽核	-	-	-	-
副總經理	胡鐸清	94.11.26.	-	-	-	-	-	-	布倫斯堡大學企研所畢 原高新銀行副總經理 兼台北分行經理	-	-	-	-
協理	張志弘	89.09.01.	97,862	0.01	82,329	0.01	-	-	輔仁大學經濟系畢 陽信銀行成功分行協理	-	-	-	-
協理	林志亮	92.06.01.	388,821	0.04	-	-	-	-	逢甲大學會計系畢 陽信銀行財務部經理	-	-	-	-
協理	王擘焄	90.08.15.	397,993	0.04	1,423	0	-	-	淡水商專會統科畢 陽信銀行南區消金中心協理	-	-	-	-

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經理人		
			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	郭志鴻	90.08.15.	159,694	0.01	1,365	0	-	-	淡水商專企管科畢 陽信銀行企劃室協理	-	-	-	-
協理	林志宏	94.11.26.	1,967,398	0.18	90,332	0.01	-	-	逢甲大學企管系畢 原高新銀行協理兼資訊室主任	-	-	-	-
協理	謝逸東	94.11.26.	58,823	0.01	1,199,728	0.11	-	-	空專會計科畢 原高新銀行協理兼營業部經理	-	-	-	-
經理	王聰明	79.04.20.	153,075	0.01	11,920	0	-	-	東海高商商科畢 陽信銀行北投分行經理	-	-	-	-
經理	許文榮	90.04.13.	152,713	0.01	45,363	0	-	-	開南高商商科畢 陽信銀行永和分行經理	-	-	-	-
經理	陳世彰	81.06.22.	284,717	0.03	425,307	0.04	-	-	十信高商商科畢 陽信銀行社子分行經理	-	-	-	-
經理	郭煌龍	92.11.01.	132,459	0.01	-	-	-	-	臺北空專企管科畢 陽信銀行成功分行副理	-	-	-	-
經理	陳榮貴	83.12.28.	326,061	0.03	93,785	0.01	-	-	開南高商商科畢 陽信銀行龍江分行經理	-	-	-	-
經理	郭敬賢	86.07.23.	332,731	0.03	208,330	0.02	-	-	泰北高商會統科畢 陽信銀行大屯分行經理	-	-	-	-
經理	楊明芬	93.11.23.	29,143	0	-	-	-	-	臺北商專會統科畢 陽信銀行天母分行副理	-	-	-	-
經理	高志利	92.03.01.	231,913	0.02	6,272	0	-	-	淡江大學電算系肄 陽信銀行天母分行經理	-	-	-	-
經理	何榮芳	92.10.01.	294,752	0.03	107,848	0.01	-	-	省立高商商科畢 陽信銀行社中分行經理	-	-	-	-
經理	賀秉誠	92.03.01.	199,114	0.02	-	-	-	-	文化大學資訊系畢 陽信銀行吉林簡易型分行經理	-	-	-	-
經理	葉進弘	92.10.01.	9,361	0	-	-	-	-	延平高中商科補校畢 陽信銀行劍潭分行副理	-	-	-	-

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經理	簡致信	91.07.01.	85,755	0.01	25,464	0	-	-	淡江大學經濟系畢 陽信銀行延吉分行經理	-	-	-	-
經理	余施瑤	91.07.01.	64,439	0.01	564	0	-	-	十信高商商科畢 陽信銀行審查室經理	-	-	-	-
經理	陳耀文	91.07.01.	55,753	0.01	212,741	0.02	-	-	中正大學資訊研究所畢 陽信銀行蘭雅分行副理	-	經理人	劉明杰	妻舅
經理	劉晏興	92.12.24.	62,534	0.01	51,339	0	-	-	崇右企專會統科畢 陽信銀行南京分行經理	-	-	-	-
經理	王元宏	91.07.01.	131,992	0.01	83,401	0.01	-	-	輔仁大學統計系畢 陽信銀行景美分行經理	-	-	-	-
經理	甘武正	92.06.01.	61,496	0.01	-	-	-	-	東吳大學國貿系畢 陽信銀行中興分行經理	-	-	-	-
經理	藍玉琳	91.08.08.	62,029	0.01	-	-	-	-	臺北商專銀保科畢 陽信銀行債管處經理	-	-	-	-
經理	吳錫鑫	92.10.20.	61,499	0.01	-	-	-	-	美國東北大學資管所畢 陽信銀行 OBU 經理	-	-	-	-
經理	李慶成	92.09.01.	50,668	0	-	-	-	-	輔仁大學企管系畢 陽信銀行信託部副理	-	-	-	-
經理	陳奇川	92.10.16.	413,910	0.04	-	-	-	-	銘傳大學財金系畢 陽信銀行永和消金中心副理	-	-	-	-
經理	林國宏	92.07.07.	103,396	0.01	6,863	0	-	-	逢甲大學企管系畢 陽信銀行三重分行副理	-	-	-	-
經理	莊永富	91.07.01.	74,058	0.01	-	-	-	-	逢甲大學會計系畢 陽信銀行板橋分行副理	-	-	-	-
經理	蔣東昇	91.07.01.	126,432	0.01	-	-	-	-	德明技院企管系畢 陽信銀行大業分行襄理	-	-	-	-
經理	林繼剛	92.04.14.	339,409	0.03	27,642	0	-	-	開南高商商科畢 陽信銀行龍江分行副理	-	-	-	-

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經理	邱全茂	91.07.01.	120,241	0.01	-	-	-	-	臺北商專財稅科畢 陽信銀行溪洲分行副理	-	-	-	-
經理	林政平	91.05.01.	280,033	0.03	161,855	0.01	-	-	南澳大學 MBA 畢 陽信銀行蘭雅分行副理	-	-	-	-
經理	高金木	89.07.20.	232,976	0.02	68,677	0.01	-	-	光武工專電工科畢 陽信銀行中和分行經理	-	-	-	-
經理	鄭培楠	93.05.01.	100,452	0.01	76,751	0.01	-	-	淡江大學企管系畢 陽信銀行龍江分行副理	-	-	-	-
經理	陳志孟	90.04.09.	343,943	0.03	20,249	0	-	-	致理商專企管科畢 陽信銀行北投分行副理	-	-	-	-
經理	林天賜	90.12.01.	198,313	0.02	20,986	0	-	-	省立高商商科畢 陽信銀行復興分行經理	-	-	-	-
經理	洪榮達	90.05.04.	31,159	0	275,306	0.03	-	-	臺北商專電算科畢 陽信銀行桃園分行經理	-	-	-	-
經理	陳明文	92.05.02.	207,434	0.02	3,131	0	-	-	珠海高商商科畢 陽信銀行北投分行副理	-	-	-	-
經理	劉明杰	92.02.01.	323,984	0.03	222,615	0.02	-	-	北商技院應用商學系畢 陽信銀行復興分行經理	-	經理人	陳耀文	姐夫
經理	胡從宜	90.12.01.	290,722	0.03	25,723	0	-	-	空中商專企管科畢 陽信銀行溪洲分行經理	-	-	-	-
經理	郭景豐	85.12.26.	78,217	0.01	13,499	0	-	-	十信高商綜商科畢 陽信銀行石牌消金中心經理	-	-	-	-
經理	岳文章	90.04.13.	77,229	0.01	5,127	0	-	-	臺北商專企管科畢 陽信銀行板橋分行經理	-	-	-	-
經理	林科勇	92.04.21.	61,559	0.01	-	-	-	-	輔仁大學企管系畢 陽信銀行南區企金中心經理	-	-	-	-
經理	羅曉生	93.04.16.	22,004	0	-	-	-	-	東吳大學企管系畢 台北銀行資深經理	-	-	-	-

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經理	魏士勳	92.06.01.	698,919	0.06	233,870	0.02	-	-	德明商專銀管科畢 陽信銀行社中分行副理	-	-	-	-
經理	陳國全	92.09.01.	199,114	0.02	-	-	-	-	中興大學會計系畢 陽信銀行蘆洲分行副理	-	-	-	-
經理	王勝榮	92.01.01.	292,486	0.03	1,278	0	-	-	空中商專國貿科畢 陽信銀行木柵分行經理	-	-	-	-
經理	陳仲富	92.03.03.	61,728	0.01	-	-	-	-	政治大學財稅系畢 陽信銀行南區企金中心經理	-	-	-	-
經理	郭江海	92.03.01.	63,332	0.01	26,207	0	-	-	台中商專附設空專 陽信銀行華成分行高級專員	-	-	-	-
經理	張慶斌	92.05.08.	63,332	0.01	-	-	-	-	國立空大商學系畢 陽信銀行華成分行高級專員	-	-	-	-
經理	陳國鴻	92.01.01.	70,298	0.01	2,487	0	-	-	育達高商綜商科畢 陽信銀行屏東分行經理	-	-	-	-
經理	蔡坤地	92.01.01.	133,045	0.01	65,800	0.01	-	-	永達技院國貿系畢 陽信銀行自由分行經理	-	-	-	-
經理	陳健村	92.02.01.	232,061	0.02	59,927	0.01	-	-	市立高商綜商科畢 陽信銀行士林分行副理	-	-	-	-
經理	尤光陸	93.05.17.	11,164	0	-	-	-	-	淡江大學國貿系畢 花蓮企銀經理	-	-	-	-
經理	曹峻榮	84.12.27.	307,813	0.03	234,883	0.02	-	-	十信高商綜商科畢 陽信銀行台南分行經理	-	-	-	-
經理	吳家成	93.03.01.	222,587	0.02	4,001	0	-	-	淡江高中普通科畢 陽信銀行健康分行經理	-	-	-	-
經理	楊三泰	91.08.08.	284,269	0.03	-	-	-	-	逢甲大學銀保系畢 陽信銀行蘭雅分行經理	-	-	-	-
經理	蘇建宗	93.03.01.	110,267	0.01	-	-	-	-	逢甲大學國貿系畢 陽信銀行永和分行副理	-	-	-	-

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經理	曾建佳	93.03.01.	110,153	0.01	9,527	0	-	-	文化大學經濟系畢 陽信銀行西華分行經理	-	-	-	-
經理	李昱陞	93.03.01.	100,823	0.01	-	-	-	-	文化大學經濟系畢 陽信銀行精武分行經理	-	-	-	-
經理	呂翰昆	93.01.01.	238,783	0.02	114,256	0.01	-	-	文化大學財金系畢 陽信銀行左營分行經理	-	-	-	-
經理	唐英貴	92.04.28.	93,817	0.01	23,792	0	-	-	龍華工專化工科畢 陽信銀行苓雅分行經理	-	-	-	-
經理	李文輝	92.01.01.	120,879	0.01	-	-	-	-	淡江大學合經系畢 陽信銀行台中分行經理	-	-	-	-
經理	張文松	92.01.01.	107,928	0.01	-	-	-	-	淡江大學企管系畢 陽信銀行社頭分行經理	-	-	-	-
經理	張順涵	93.04.16.	32,844	0	-	-	-	-	東吳大學德文系畢 台北銀行經理	-	-	-	-
經理	潘光莒	93.11.04.	38,992	0	21,996	0	-	-	淡江大學銀行系畢 陽信銀行成功分行副理	-	-	-	-
經理	林敬峰	93.11.23.	69,078	0.01	-	-	-	-	崇右企專會統科畢 陽信銀行景美分行副理	-	-	-	-
經理	陳易煥	90.04.13.	399,377	0.04	46,195	0	-	-	珠海高商綜商科畢 陽信銀行蘆洲分行經理	-	-	-	-
經理	宋愛萍	93.04.16.	54,524	0	-	-	-	-	中興大學經濟學系畢 台北銀行資深經理	-	-	-	-
經理	黃彥俊	86.12.19.	305,832	0.03	20,469	0	-	-	淡江大學銀行系畢 陽信銀行資訊處經理	-	-	-	-
經理	呂沛霖	91.10.17.	61,573	0.01	-	-	-	-	文化大學植物系畢 陽信銀行業務部經理	-	-	-	-
經理	江顯彰	90.12.12.	96,361	0.01	-	-	-	-	中興大學合經系畢 陽信銀行企業金融作業中心	-	-	-	-

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									經理				
經理	陳正豐	91.09.01.	175,034	0.02	-	-	-	-	致理商專國貿科畢 陽信銀行秘書室、人事室經理	-	-	-	-
經理	呂正堂	94.03.14.	67,285	0.01	-	-	-	-	逢甲大學會計系畢 陽信銀行業務處副理	-	-	-	-
經理	曾介昌	94.07.18.	55,998	0.01	-	-	-	-	台北空專銀保科畢 陽信銀行嘉義、三重、復興分行副理	-	-	-	-
經理	陳正義	94.03.18.	47,798	0	-	-	-	-	高雄海專輪機科畢 陽信銀行消費金融事業部副理	-	-	-	-
經理	吳政豪	94.03.14.	63,699	0.01	16,708	0	-	-	輔仁大學企管系畢 陽信銀行南區消金中心副理	-	-	-	-
經理	陳定溢	94.07.01.	46,148	0	-	-	-	-	逢甲大學國貿系畢 陽信銀行新竹分行副理	-	-	-	-
經理	蔡建利	94.07.18.	65,358	0.01	-	-	-	-	東海大學工程系畢 陽信銀行中和分行副理	-	-	-	-
經理	林啟煌	94.11.26.	27,400	0	65,799	0.01	-	-	高雄高商綜合商業科畢 原高新銀行青年分行經理	-	-	-	-
經理	黃延發	94.10.11.	55,105	0.01	35,326	0	-	-	德明商專財稅科畢 陽信銀行大屯分行、北三區消金中心副理	-	-	-	-
經理	黃國振	94.11.26.	-	-	-	-	-	-	台南二中高級部畢 原高新銀行旗山催收中心經理	-	-	-	-
經理	莊秉宏	94.11.26.	-	-	-	-	-	-	國際商專企管科畢 原高新銀行林園分行經理	-	-	-	-
經理	吳國和	94.11.26.	-	-	-	-	-	-	淡江大學保險系畢 原高新銀行岡山分行經理	-	-	-	-
經理	戴信德	94.11.26.	-	-	-	-	-	-	輔仁大學應用數學系畢 原高新銀行屏東分行經理	-	-	-	-

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經理	劉志政	94.11.26.	-	-	-	-	-	-	旗美高中普通科畢 原高新銀行里港分行經理	-	-	-	-
經理	姚鴻深	94.11.26.	31,374	0	9,935	0	-	-	大榮工商機工科畢 原高新銀行東港分行經理	-	-	-	-
經理	黃永章	94.11.26.	21,694	0	70,949	0.01	-	-	國際商專銀保科畢 原高新銀行潮州分行經理	-	-	-	-
經理	黃登財	94.11.26.	69,076	0.01	871	0	-	-	政治大學經濟系畢 原高新銀行佳里分行經理	-	-	-	-
經理	涂盤銘	94.11.26.	-	-	-	-	-	-	淡水工商商業文書科畢 原高新銀行永康分行經理	-	-	-	-
經理	楊富民	94.11.26.	18,911	0	53,162	0	-	-	逢甲大學會計系畢 原高新銀行台南分行經理	-	-	-	-
經理	曾晉謙	94.11.26.	-	-	-	-	-	-	大同商專統計科畢 原高新銀行仁德分行經理	-	-	-	-
經理	林明陽	94.11.26.	-	-	-	-	-	-	大同商專財稅科畢 原高新銀行嘉義分行經理	-	-	-	-
經理	洪東燦	94.11.28.	63,925	0.01	-	-	-	-	義守大學財金系畢 原高新銀行三民分行經理	-	-	-	-
經理	許正坤	94.11.26.	-	-	-	-	-	-	高雄應用科大企管科畢 原高新銀行苓雅分行經理	-	-	-	-
經理	潘政仁	94.11.26.	174,345	0.02	233,756	0.02	-	-	正修科大國貿科畢 原高新銀行大公分行經理	-	-	-	-
經理	趙建全	94.11.26.	22,310	0	617,440	0.06	-	-	和春技院財金科畢 原高新銀行大順分行經理	-	-	-	-
經理	劉敏祥	94.11.26.	28,411	0	86,658	0.01	-	-	和春技院銀保科畢 原高新銀行左營分行經理	-	-	-	-
經理	黃敏龍	94.11.28.	60,175	0.01	61,005	0.01	-	-	高雄商職綜合商業科畢 原高新銀行前鎮分行經理	-	-	-	-
經理	呂英碩	94.11.26.	77,055	0.01	87,151	0.01	-	-	中華技院財金系畢	-	-	-	-

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經理人		
			股數	持股比率	股數	持股比率	股數	持股比率			職稱	姓名	關係
									原高新銀行平等分行經理				
經理	徐震遠	94.11.26.	-	-	-	-	-	-	逢甲大學經濟系畢 原高新銀行小港分行經理	-	-	-	-
經理	趙昱欽	94.11.26.	749,107	0.07	-	-	-	-	喬治華盛頓大學會研所畢 原高新銀行審查部經理	-	-	-	-
經理	崔靜芷	94.11.26.	-	-	-	-	-	-	文化大學新聞學系畢 原高新銀行右昌分行經理	-	-	-	-
經理	王耀宏	94.11.26.	-	-	-	-	-	-	淡江大學合經系畢 原高新銀行建國分行經理	-	-	-	-
經理	王豐享	94.11.26.	-	-	-	-	-	-	逢甲大學國貿系畢 原高新銀行五甲分行經理	-	-	-	-
經理	陳國雄	94.11.26.	-	-	-	-	-	-	復華中學商科畢 原高新銀行鼎力分行經理	-	-	-	-
經理	吳春輝	94.11.26.	130,727	0.01	22,659	0	-	-	復華中學商科畢 原高新銀行楠梓分行經理	-	-	-	-
經理	薛志誠	94.11.26.	92,903	0.01	144,932	0.01	-	-	中興大學經濟系畢 原高新銀行六龜分行經理	-	-	-	-
經理	林瑞美	94.11.26.	130,727	0.01	-	-	-	-	高雄商職 原高新銀行美濃分行經理	-	-	-	-

4.董事之酬金

94年12月31日 單位：新台幣仟元

職稱	姓名	車馬費	報酬	盈餘分配之董事酬勞(註一)	盈餘分配之員工紅利金額(註三)			前四項總額	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	
					現金股利	股票股利						
						股數	市價					金額
董事長	陳勝宏										董事長 公務車 成本 \$3,222	
常務董事	吳錫輝											
常務董事	國志建設(股)公司 代表人：林振和											
常務董事	劉振陞											
董事	全陽建設(股)公司 代表人：薛凌 薛宗賢(註二)											
董事	富利陽投資(股)公司 代表人：林金隆	-	\$18,040	\$17,059	-	-	-	-	\$35,099	5.37		-
董事	林吉雄											
董事	陳進家											
董事	全陽建設(股)公司 代表人：陳泳濤											
董事	陳金鎰											
董事	鄒枝和											
董事	張武平											
董事	何順正											
董事	郭文聰											

給付本銀行各個董事酬金級距	董事人數	
	94年度	
	本銀行	
低於2,000,000元	1	
2,000,000元(含)~5,000,000元	13	
5,000,000元(含)~10,000,000元	1	

10,000,000 元 (含) ~ 50,000,000 元	-
50,000,000 元以上	-
總計	15

註一：盈餘分配日為九十四年九月二十一日。

註二：薛常務董事凌於九十四年十一月三十日卸任，由薛董事宗賢接任。

註三：本銀行董事並未兼任員工。

註四：合併報表內所有公司並未支付本銀行董事任何酬金。

5. 監察人之酬金

94 年 12 月 31 日 單位：新台幣仟元

職稱	姓名	車馬費	報酬	盈餘分配之 監察人酬勞 (註一)	前三項 總額	總額占稅 後純益之 比例(%)	其他 報酬
常務監察人	許博雄	-	\$3,600	\$4,924	\$8,524	1.30	-
監察人	高明志						
監察人	曹英哲						
監察人	蔡文雄						
監察人	陳森榮						

給付本銀行各個監察人酬金級距	監察人人數
	94 年度
	本銀行
低於 2,000,000 元	1
2,000,000 元 (含) ~ 5,000,000 元	4
5,000,000 元 (含) ~ 10,000,000 元	-
10,000,000 元 (含) ~ 50,000,000 元	-
50,000,000 元以上	-
總計	5

註一：盈餘分配日為九十四年九月二十一日。

註二：合併報表內所有公司並未支付本銀行監察人任何酬金。

6. 總經理及副總經理之酬金

94年12月31日

單位：除每股市價為新台幣元外餘係仟元，股

職稱	姓名	薪資	獎金及特支費	盈餘分配之員工紅利金額 (註三)			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
				現金 股利	股票股利					
					股數	市價 (註四)					金額
總稽核	曾耀德									
總經理	張浚河 (註一)									
總經理	胡決陽									
總經理	張義郁									
總經理	周三和									
給付本銀行各個總經理及副總經理酬金級距							總經理及副總經理人數			
							94年度			
							本銀行			
低於 2,000,000 元							5			
2,000,000 元 (含) ~ 5,000,000 元							5			
5,000,000 元 (含) ~ 10,000,000 元							-			
10,000,000 元 (含) ~ 50,000,000 元							-			
50,000,000 元以上							-			
總計							10			

註一：張總經理浚河於九十四年十二月三十一日離職，由葉總經理清宗於九十四年十二月一日起接任。

註二：於九十四年十一月二十六日上任。

註三：盈餘分配基準日為九十四年九月二十一日。

註四：為本銀行九十三年度分配後每股淨值。

註五：合併報表內所有公司並未支付本銀行總經理及副總經理任何酬金。

7.配發員工紅利之經理人姓名及配發情形

職稱	姓名	股票紅利			現金紅利	總計	總額占93年度稅後純益之比率(%)
		股數	市價	金額	金額		
協理	張志弘	註	註	註	-	註	註
協理	林志亮						
協理	王枏焄						
協理	郭志鴻						
經理	王聰明						
經理	許文榮						
經理	陳世彰						
經理	郭煌龍						
經理	陳榮貴						
經理	郭敬賢						
經理	何榮芳						
經理	葉進弘						
經理	余施塔						
經理	甘武正						
經理	李慶成						
經理	林政平						
經理	高金木						
經理	鄭培楠						
經理	林天賜						
經理	劉明杰						
經理	胡從宜						
經理	郭景豐						
經理	陳益源						
經理	岳文章						

職稱	姓名	股票紅利			現金紅利	總計	總額占93年度稅後純益之比率(%)
		股數	市價	金額	金額		
經理	林科勇						
經理	魏士勳						
經理	陳國全						
經理	王勝榮						
經理	陳仲富						
經理	陳國鴻						
經理	陳健村						
經理	曹峻榮						
經理	蘇建宗						
經理	曾建佳						
經理	李昱陞						
經理	呂翰昆						
經理	唐英貴						
經理	李文輝						
經理	張文松						
經理	陳易煥						
經理	黃彥俊						
經理	呂沛霖						
經理	江顯彰						
經理	陳正豐						
經理	郭興基						
經理	楊明芬						
經理	高志利						
經理	賀秉誠						
經理	簡致信						
經理	陳耀文	註	註	註	-	註	註
經理	劉晏興						

職稱	姓名	股票紅利			現金紅利	總計	總額占93年度稅後純益之比率(%)
		股數	市價	金額	金額		
經理	王元宏						
經理	藍玉琳						
經理	吳錫鑫						
經理	陳奇川						
經理	林國宏						
經理	莊永富						
經理	蔣東昇						
經理	林繼剛						
經理	邱全茂						
經理	陳志孟						
經理	洪榮達						
經理	陳明文						
經理	陳弘鈞						
經理	郭江海						
經理	張慶斌						
經理	蔡坤地						
經理	吳家成						
經理	楊三泰						
經理	潘光莒						
經理	林敬峰						

註：總股數為 504,490 股，市價為九十三年度每股淨值新台幣 12.50 元，故總額為 6,306 仟元佔九十三年度稅後純益 0.60%。

8. 董事、監察人、總經理及副總經理之酬金分析

- (1) 本銀行章程規定，本銀行董事、監察人報酬依同業給付標準由股東會授權董事會議決之。其分派比率請參照 P33，「(八)員工分紅及董事、監察人酬勞」。
- (2) 總經理及副總經理之酬金係採月薪計，包含月薪、津貼(職務加給、午餐津貼及其他項目)等經常性給與，另加計年節獎金。薪資標準依聘任時之約定，職務加給得視其經營績效及工作表現情形酌予調升(降)。

職稱 \ 比例(%) (註一)	94 年度	93 年度
董事	5.37	2.40
監察人	1.30	0.58
總經理及副總經理	2.85	1.62

註一：此比例為各類酬金總額占當年度稅後純益之比例。

註二：合併報表內所有公司並未支付本銀行董事、監察人、總經理及副總經理任何酬金。

9. 股權變動情形

職稱	姓名	94 年度		當年度截至 2 月 28 日止	
		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	陳勝宏	535,136	0	0	0
常務董事	吳錫輝	117,162	0	0	0
常務董事	國志建設股份有限公司	286,556	0	0	0
常務董事	劉振陞	370,000	0	0	0
董事 (主要股東)	全陽建設股份有限公司	61,859	0	0	0
董事	何順正	331,725	0	0	0
董事	張武平	460,797	0	0	0
董事	林吉雄	31,918	0	0	0
董事 (主要股東)	富利陽投資股份有限公司	6,201,382	0	0	0
董事	鄒枝和	585,211	0	0	0
董事	陳金鎰	657,510	0	0	0
董事	陳進家	287,575	0	0	0
董事 (主要股東)	郭文聰	782,212	0	0	0
常務監察人	許博雄	219,082	0	0	0
監察人	陳森榮	57,104	0	0	0
監察人	蔡文雄	446,550	0	0	0

職稱	姓名	94 年度		當年度截至 2 月 28 日止	
		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
監察人	高明志	56,843	0	0	0
總稽核	曾耀德	38,175	0	0	0
總經理	胡決陽	17,531	0	0	0
總經理	周三和	27,373	0	0	0
總經理	張繼鳴	34,652	0	0	0
總經理	張義郁	32,114	0	0	0
總經理	張浚河	(71,366)	0	0	0
副總經理	蔡鎰吉	243,588	0	0	0
協理	王杼焄	38,220	0	0	0
協理	林志宏	1,967,398	0	0	0
協理	張志弘	14,963	0	0	0
協理	謝逸東	58,823	0	0	0
協理	郭志鴻	66,026	0	0	0
協理	林志亮	37,510	0	0	0
經理	林繼剛	32,943	0	0	0
經理	魏士勳	60,801	0	0	0
經理	郭敬賢	32,440	0	0	0
經理	陳志孟	33,294	0	0	0
經理	黃彥俊	32,851	0	0	0
經理	林天賜	22,009	0	0	0
經理	陳世彰	28,705	0	0	0
經理	郭景豐	12,703	0	0	0
經理	許文榮	18,475	0	0	0
經理	陳健村	24,624	0	0	0
經理	王勝榮	29,307	0	0	0
經理	曹峻榮	30,494	0	0	0
經理	洪榮達	(240,944)	0	0	0

職稱	姓名	94 年度		當年度截至 2 月 28 日止	
		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	楊三泰	28,670	0	0	0
經理	林政平	28,342	0	0	0
經理	陳明文	22,716	0	0	0
經理	高金木	23,856	0	0	0
經理	陳益源	(71,809)	0	0	0
經理	郭煌龍	16,906	0	0	0
經理	何榮芳	27,637	0	0	0
經理	陳國鴻	12,089	0	0	0
經理	胡從宜	29,170	0	0	0
經理	余施瑢	11,635	0	0	0
經理	楊濂澤	25,232	0	0	0
經理	鄭培楠	14,426	0	0	0
經理	陳正豐	23,249	0	0	0
經理	陳榮貴	31,908	0	0	0
經理	高志利	24,613	0	0	0
經理	林敬峰	11,072	0	0	0
經理	賀秉誠	22,071	0	0	0
經理	葉進弘	(231,633)	0	0	0
經理	劉明杰	13,297	0	0	0
經理	吳家成	23,890	0	0	0
經理	蔡坤地	16,951	0	0	0
經理	陳易煥	37,695	0	0	0
經理	岳文章	12,626	0	0	0
經理	邱全茂	15,959	0	0	0
經理	陳奇川	38,716	0	0	0
經理	蔣東昇	16,439	0	0	0
經理	陳國全	2,071	0	0	0

職稱	姓名	94 年度		當年度截至 2 月 28 日止	
		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	簡致信	13,287	0	0	0
經理	楊明芬	8,900	0	0	0
經理	王聰明	20,826	0	0	0
經理	陳盛章	7,710	0	0	0
經理	趙昱欽	749,107	0	0	0
經理	王元宏	16,870	0	0	0
經理	蘇建宗	15,186	0	0	0
經理	陳弘鈞	14,705	0	(10,000)	0
經理	李慶成	(30,213)	0	0	0
經理	林國宏	14,654	0	0	0
經理	呂英碩	77,055	0	0	0
經理	吳政豪	8,487	0	0	0
經理	莊永富	12,380	0	0	0
經理	李文輝	16,009	0	0	0
經理	陳耀文	(39,038)	0	0	0
經理	呂正堂	8,765	0	0	0
經理	呂翰昆	25,145	0	0	0
經理	曾建佳	15,177	0	0	0
經理	蔡建利	8,939	0	0	0
經理	張文松	15,005	0	0	0
經理	李昱陞	14,454	0	0	0
經理	唐英貴	13,912	0	0	0
經理	潘光莒	8,741	0	0	0
經理	劉晏興	11,487	0	0	0
經理	黃登財	69,076	0	0	0
經理	趙建全	22,310	0	0	0
經理	曾介昌	8,213	0	0	0

職稱	姓名	94 年度		當年度截至 2 月 28 日止	
		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	楊富民	18,911	0	0	0
經理	薛志誠	92,903	0	0	0
經理	江顯彰	25,658	0	0	0
經理	劉敏祥	28,411	0	0	0
經理	張慶斌	11,549	0	0	0
經理	郭江海	11,549	0	0	0
經理	洪東燦	63,925	0	0	0
經理	甘武正	11,407	0	0	0
經理	吳錫鑫	11,407	0	0	0
經理	陳定溢	6,343	0	0	0
經理	呂沛霖	11,413	0	0	0
經理	陳正義	7,255	0	0	0
經理	藍玉琳	11,448	0	0	0
經理	陳仲富	11,425	0	0	0
經理	林科勇	11,412	0	0	0
經理	羅曉生	1,705	0	0	0
經理	尤光陸	865	0	0	0
經理	張順涵	2,545	0	0	0
經理	宋愛萍	4,225	0	0	0
經理	林啟煌	27,400	0	0	0
經理	姚鴻深	31,374	0	0	0
經理	林瑞美	130,727	0	0	0
經理	黃敏龍	60,175	0	0	0
經理	吳春輝	130,727	0	0	0
經理	黃永章	21,694	0	0	0
經理	潘政仁	174,345	0	0	0
經理	黃延發	7,498	0	0	0

股權移轉資訊

姓名	股權移轉原因	交易日期	交易相對人	交易相對人與銀行、董事、監察人及依本法第二十五條第三項規定應申報股權者之關係	股數	交易價格
全陽建設股份有限公司	處分	94.03.17	富利陽投資股份有限公司	兩者皆為公司董事	3,000,000	10元
富利陽投資股份有限公司	取得	94.03.17	全陽建設股份有限公司	兩者皆為公司董事	3,000,000	10元

10.綜合持股比例

94年12月31日

單位：股，%

轉投資事業 (註)	本銀行投資		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
財金資訊股份有限公司	9,672,000	2.4	0	0.0	9,672,000	2.4
陽信證券股份有限公司	29,300,000	97.0	0	0.0	29,300,000	97.0
銀聯人身保險代理人股份有限公司	600,000	39.9	2	0.0	600,002	39.9
銀聯財產保險經紀人股份有限公司	121,000	20.0	0	0.0	121,000	20.0
台灣金融資產服務股份有限公司	5,000,000	2.9	0	0.0	5,000,000	2.9

台灣票券集中保管結算股份有限公司	7,000,000	3.5	0	0.0	7,000,000	3.5
台中精機廠股份有限公司	147,198	0.1	0	0.0	147,198	0.1

註：係依本法第七十四條所為之投資。

三、股份及股利、金融債券、特別股、海外存託憑證、員工認股權憑證及併購之辦理情形

(一)股本來源

95年2月28日

單位：新台幣仟元，仟股

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	其他
86.09	10元	270,000	2,700,000	270,000	2,700,000	原信合社股金	註1
87.11	13元	30,000	300,000	30,000	300,000	說明一	註2
88.11	13元	80,000	800,000	80,000	800,000	說明二	註3
90.03	13元	90,000	900,000	90,000	900,000	說明三	註4
90.10	10元	65,800	658,000	65,800	658,000	說明四	註5
91.10	10元	80,370	803,700	80,370	803,700	說明五	註6
92.10	10元	203,830	2,038,300	89,988	899,879	說明六	註7
93.12	10元	-	-	113,842	1,138,421	說明七	註8
94.09	10元	380,000	3,800,000	71,078	710,783	說明八	註9
94.11	10元	-	-	200,448	2,004,482	說明九	註10

說明一：現金增資 192,060,160 元；提撥盈餘及員工紅利轉增資 107,939,840 元。

說明二：現金增資 290,000,000 元；盈餘轉增資 210,000,000 元；資本公積撥充資本 300,000,000 元。

說明三：現金增資 216,000,000 元；盈餘轉增資 304,000,000 元；資本公積撥充資本 380,000,000 元。

說明四：盈餘轉增資 188,000,000 元；資本公積撥充資本 470,000,000 元。

說明五：盈餘轉增資 267,900,000 元；資本公積撥充資本 535,800,000 元。

說明六：現金增資 300,000,000 元；盈餘轉增資 (含員工紅利轉增資) 476,644,590 元；資本公積撥充資本 123,234,000 元。

說明七：現金增資 519,331,710 元；盈餘轉增資 (含員工紅利轉增資) 619,089,700 元。

說明八：盈餘轉增資(含員工紅利轉增資)710,782,970 元。

說明九：合併高新銀行發行新股 2,004,482,070 元。

註1：奉財政部 86.4.28. (86) 台財融第 86620211 號函核准改制。

註2：奉財政部 87.6.17. (87) 台財融第 87178088 號函及證期會 87.7.18. (87) 台財證(一)第 57355 號函核准。

註3：奉財政部 88.6.14. (88) 台財融第 88202536 號函及證期會 88.7.7. (88) 台財證(一)第 62206 號函核准。

註4：奉財政部 89.9.29.台財融(三)第 89748888 號函及證期會 89.10.11. (89) 台財證(一)第 83770 號函核

准。

註5：奉財政部90.6.6.台財融(三)第90222235號函及證期會90.7.2.(90)台財證(一)第142157號函核准。

註6：奉財政部91.7.16.台財融(三)第918011284號函及證期會91.8.7.台財證(一)字第910143731號函核准。

註7：奉財政部92.7.18.台財融(三)第928011126號函及證期會92.8.25.台財證(一)字第920138589號函核准。

註8：奉行政院金融監督管理委員會93.8.2.金管銀(三)字第0938011367號函及93.8.30.金管證(一)字第0930138039號函核准。

註9：奉行政院金融監督管理委員會94.08.26.金管證(一)字第0940134178號函核准。

註10：奉行政院金融監督管理委員會94.11.04.金管銀(三)字第0943001624號函及94.11.21.金管證(一)字第0940152434號函核准。

股 種 類	核定股本			備註
	流通在外股份(註)	未發行股份	合計	
普通股	1,091,526,504	108,473,496	1,200,000,000	-

註：本銀行非為上市櫃公司。

(二)股東結構

94年12月31日

股東結構 數量	94年12月31日					合計
	政府機構	金融機構	其他法人	個人	外國機構 及外人	
人數	2	1	147	128,941	4	129,095
持有股數(股)	1,196,477	415	181,415,570	908,911,037	3,005	1,091,526,504
持股比例(%)	0.11	0.00	16.62	83.27	0.00	100.00

(三)股權分散情形

94年12月31日

持 股 分 級	股東人數(人)	持有股數(股)	持有比例(%)
1 至 999	74,434	20,174,479	1.85
1,000 至 5,000	46,672	91,201,092	8.36
5,001 至 10,000	2,260	16,480,274	1.51

10,001 至 15,000	734	9,089,937	0.83
15,001 至 20,000	538	9,372,164	0.86
20,001 至 30,000	775	19,803,908	1.82
30,001 至 50,000	1,075	43,024,176	3.94
50,001 至 100,000	1,158	83,878,325	7.68
100,001 至 200,000	684	97,868,910	8.97
200,001 至 400,000	422	118,511,064	10.86
400,001 至 600,000	121	58,268,218	5.34
600,001 至 800,000	65	44,632,219	4.09
800,001 至 1,000,000	38	34,296,346	3.14
1,000,001 以上	119	444,925,392	40.75
合 計	129,095	1,091,526,504	100.00

註：本銀行未發行特別股。

(四)主要股東名單

94 年 12 月 31 日

股 份	持 有 股 數(股)	持 股 比 例(%)
主要股東名稱		
富利陽投資股份有限公司	41,313,082	3.78
全陽建設股份有限公司	39,512,566	3.62
第一產物保險股份有限公司	18,184,230	1.67
財團法人陽信文教基金會	11,712,509	1.07
郭文聰	11,046,644	1.01
遠雄人壽保險事業股份有限公司	9,490,420	0.87
陳金鎰	8,485,015	0.78
勝陽建設股份有限公司	8,240,492	0.75
義聯股份有限公司	8,232,980	0.75
林彥灼	7,890,905	0.72

(五)最近二年度每股市價、淨值、盈餘、股利及相關資料

單位：新台幣元，仟股

項	年		94 年	93 年	當年度截至 2 月 28 日
	度				
目					
每股市價				註一	註一
每股淨值	分 配 前			11.82	12.52
	分 配 後			11.82	12.50
每股盈餘	加權平均股數		907,782	843,473	1,091,526
	調整前		0.72	1.35	0.18
	調整後		0.72	1.24	0.18
每股股利 (前一年 度之盈餘 分配)	現金股利		-	-	-
	無 償 配 股	盈餘配股	每仟股 84 股	每仟股 85 股	每仟股 39 股 (註二)
		資本公積配股	-	-	-
	累積未付股利		-	-	-
投資報酬 分析	本益比		註一	註一	註一
	本利比		註一	註一	註一
	現金股利殖利率		註一	註一	註一

註一：本銀行非為上市櫃公司，故不適用。
註二：本次股東會擬議每

股配發股票股利 0.39 元。

(六)股利政策及執行狀況

本銀行盈餘分派由董事會視當時國內外財經情勢及本銀行未來業務計劃擬定股利發放之條件，惟本銀行正處於業務成長時期，為強化資本結構，股利原則以股票股利形式發放。本次股東

會擬議分配股東股票股利 425,695 千元，相當於原股東每股配發股票股利 0.39 元。

(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

單位：新台幣千元，惟每股股利為元

項目		年度	94 年度(預估)
年初實收資本額			\$ 8,200,000
本年度配股配 息情形	每股現金股利		-
	盈餘轉增資每股配股數(股)		0.039
	資本公積轉增資每股配股數		-
營業績效變化 情形	營業利益		817,447
	營業利益較去年同期增(減)比率		(37.09%)
	稅後純益		653,993
	稅後純益較去年同期增(減)比率		(37.43%)
	每股盈餘(元)		0.72
	每股盈餘較去年同期增(減)比率		(38.46%)
年平均投資報酬率(年平均本益比例數)			註一
擬制性每股盈 餘及本益比	若盈餘轉增資全數改 配放現金股利	擬制每股盈餘(元)	0.63
		擬制年平均投資報酬率	註一
	若未辦理資本公積轉 增資	擬制每股盈餘(元)	-
		擬制年平均投資報酬率	-
	若未辦理資本公積且 盈餘轉增資改以現金 股利發放	擬制每股盈餘(元)	-
		擬制年平均投資報酬率	-

註一：本銀行非為上市櫃公司，故不適用。

說明一：本銀行本表使用資料為：

- 1.擬制性資料中設算現金股利應負擔之利息費用所假設之利率為 3.3%，有效稅率假設為 25%。
- 2.若盈餘轉增資全數改配放現金股利之擬制性每股盈餘

$$=(\text{稅後純益}-\text{設算現金股利應負擔利息費用} \times (1-\text{稅率})) / (\text{當年年底發行股份總數}-\text{盈餘配股股數}^{**})$$

 設算現金股利應負擔利息費用 $=$ 盈餘轉增資數額 \times 一年期一般放款利率
 盈餘配股股數 ** ：係就前一年度盈餘配股所增加股份之股數

(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

本銀行章程規定，每年度決算如有盈餘，依法繳納一切稅捐外，應先彌補以往年度虧損，次就其餘額再提百分之三十為法定盈餘公積，但法定盈餘公積已達實收資本總額時，不在此限；次視需要提特別盈餘公積或酌予保留盈餘，其餘額依下列規定分派之：

- (1)董事、監察人酬勞百分之三。
- (2)員工紅利百分之三。
- (3)股東股利百分之九十四。

前項法定盈餘公積未達資本總額前，其最高現金盈餘分配，不得超過資本總額之百分之十五。

2.董事會通過之擬議配發員工分紅等資訊

本銀行九十四年度盈餘分配案業已於九十五年二月二十三日通過董事會，擬議配發員工股票紅利及董事、監察人酬勞均為 13,586 仟元，其中員工股票紅利占盈餘轉增資之比率為 3.09%，擬議配發後之設算九十四年度每股盈餘為 0.69 元。

3.上年度盈餘用以配發員工紅利及董事、監察人酬勞情形

本銀行股東常會於九十四年六月照案通過董事會擬議之九十三年度盈餘分配案及每股股利如下：

	盈餘分配案(仟元)	每股股利(元)
法定公積	\$313,553	
董監事酬勞	21,983	
員工股票紅利	21,983	
股票股利	688,800	\$ 0.84
	<u>\$1,046,319</u>	

(九)銀行買回本銀行股份情形：無。

(十)金融債券發行情形

金融債券種類	九十一年度第一期 次順位金融債券	九十一年度第二期次 順位金融債券(註一)
中央主管機關核准日期、文號	財政部 91.10.15 台財融(三) 字第 0910047150 號函	財政部 91.11.18 台財融(三) 字第 0910051306 號函
發行日期	91 年 11 月 13 日	91 年 12 月 18 日
面額	新台幣壹拾萬元、壹佰萬元、	新台幣伍萬元、壹拾萬元、伍

	壹仟萬元及伍仟萬元四種	拾萬元、壹佰萬元、伍佰萬元及壹仟萬元六種
發行地	中華民國	中華民國
幣別	新台幣	新台幣
發行價格	依債券面額十足發行	依債券面額十足發行
總額	新台幣壹拾億元整	新台幣壹拾億元整
利率	年利率 3.85% 單利計息，每半年付息一次	年利率 4.35% 單利計息，每年付息一次
期限	5 年 6 月，自 91 年 11 月 13 日起至 97 年 5 月 13 日止	10 年期，自 91 年 12 月 18 日起至 101 年 12 月 18 日止
受償順位	本債券債權(含本金及利息)之支付順位僅優於本銀行股東之剩餘財產分配權，次於本銀行一般債權。	本債券債權(含本金及利息)之支付順位僅優於本銀行股東之剩餘財產分配權，次於本銀行其他債權。
保證機構	無	無
受託人	無	無
承銷機構	無(本銀行自行銷售)	無(本銀行自行銷售)
簽證律師	薛松雨律師	林慶雲律師
簽證會計師	勤業眾信會計師事務所 郭政弘會計師	建興聯合會計師事務所 謝仁耀會計師
簽證金融機構	台新票券金融股份有限公司	高雄銀行信託部
償還方法	到期乙次還本	到期乙次還本
未償還餘額	新台幣壹拾億元整	新台幣壹拾億元整
前一年度實收資本額	8,200,000,000 元	8,200,000,000 元
前一年度決算後淨值	10,248,022,852 元	10,248,022,852 元
履約情形	無	無
贖回或提前清償之條款	無	提前買回權(註二)
轉換及交換條件	無	無
限制條款	次順位金融債券	次順位金融債券
資金運用計畫	獲取穩定中長期營運資金來源，改善本銀行資本結構。	獲取穩定中長期營運資金來源，改善本銀行資本結構。
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(%)	9.76%	19.52%
是否計入合格自有資本及類別	計入第二類資本	計入第二類資本
信用評等機構名稱、評等日期及其評等等級	中華信用評等股份有限公司 評等日期：94.11.1 評等等級：twA-(註三)	-

註一：原高新銀行發行之金融債券，本銀行於九十四年十一月二十一日經金管會核准與高新銀行合併。

註二：本銀行有權於民國九十六年十一月十八日至同年十一月三十日期間內，擇期公告將本債券依債券票面額全部提前買回，債券持有人不得拒絕，債券並自九十六年十二月十八日起，停止計息；本銀行屆時如未公告提前買回，債券利率將自九十六年十二月十八日起，依利率 4.85% 固定單利計息。

註三：此為中華信用評等公司最近一次授予本銀行之長期信用評等。

(十一)特別股發行情形：無。

(十二)海外存託憑證發行情形：無。

(十三)員工認股權憑證辦理情形：無。

(十四)併購其他金融機構情形

1.會計師對換股比率合理性之意見

- (1)換股比例：按合併基準日以高新商業銀行股份有限公司普通股 1.2048 股換發陽信商業銀行股份有限公司普通股一股。合併後存續公司陽信商業銀行股份有限公司預計之實收資本總額為新台幣 10,915,265,040 元整，分為普通股 1,091,526,504 股，每股面額為新台幣壹拾元。
- (2)計算依據：為確認換股比率之合理性，委請致遠國際財務顧問股份有限公司所出具之「企業價值評估報告」，及雙方所協商議定之換股比率予以複核其合理性。本次交易經雙方協商議定之換股比率為高新銀行每壹點貳零肆捌股轉換陽信銀行壹股(1.2048:1)，經會計師複核換股比率評估方法，結果認為在實務上廣被運用，且合併雙方協商議定之換股比率亦介於各種評估方法所計算之價值範圍內。經會計師出具合併換股比率合理性複核意見書認為陽信銀行與高新銀行所協商議定之換股比率應屬允當。

2.執行情形及對股東權益之影響

- (1)發行新股執行情形：本銀行以合併換股方式吸收合併高新商業銀行，共發行新股 200,448,207 股，業奉行政院金融監督管理委員會 94.11.21 金管證(一)字第 0940152434 號函申報生效，並以九十四年十一月二十六日為合併基準日，合併發行新股後，本銀行實收資本額提升至新台幣 10,915,265,040 元整。

(2)對股東權益之影響：本銀行與高新商業銀行透過合併換股後，以本銀行為存續公司，可藉由區域互補及通路整合，強化市場競爭力，對股東權益應有正面之影響。

3.被併購其他金融機構基本資料

單位：除每股盈餘為新台幣元外，餘係仟元

金融機構名稱	高新商業銀行股份有限公司	
金融機構地址	高雄市左營區立文路 75 號	
負責人	趙復田	
實收資本額	2,415,000	
主要營業項目	商業銀行業務	
主要產品	存放款業務	
九十三年 度 財 務 資 料	資產總額	51,146,091
	負債總額	48,515,535
	股東權益總額	2,630,556
	營業收入	1,692,878
	營業毛利	811,082
	營業損益	195,086
	本期損益(稅後)	200,753
	每股盈餘(稅後)	0.83 元

參、營運概況

一、業務內容

(一)各業務別經營之主要業務、各業務資產及(或)收入占總資產及(或)總收入之比重及成長與變化情形

1.存款業務

截至九十四年底存款總餘額為 2,087 億元，占總資產 88.32%，相較九十三年底成長 562 億元，年成長率為 36.84%，其中活期性存款占存款總餘額為 32.35%，定期性存款占存款總餘額為 67.65%。

存款業績比較表

單位：新台幣仟元，%

年 度	存 款 餘 額	
	94 年底	93 年底

	年底餘額	比 例	年底餘額	比 例
支票存款	2,558,523	1.23	1,812,848	1.19
活期存款	12,895,689	6.18	9,265,664	6.07
外匯活期存款	772,916	0.37	456,611	0.30
活期儲蓄存款	50,118,922	24.01	36,068,930	23.65
員工活儲存款	978,507	0.47	774,008	0.51
公庫存款-活期	179,760	0.09	207,097	0.14
定期存款	28,672,956	13.74	25,213,241	16.53
外匯定期存款	2,028,370	0.97	1,865,873	1.22
可轉讓定存單	9,780,200	4.69	7,924,100	5.19
郵匯局轉存款	3,539,404	1.70	4,163,192	2.73
定期儲蓄存款	94,876,816	45.45	62,350,275	40.88
公庫存款-定期	93,608	0.04	95,599	0.06
同業存款	2,238,434	1.06	2,340,000	1.53
合 計	208,734,105	100.00	152,537,438	100.00

2.放款業務

截至九十四年底授信總餘額（含放款、應收保證款項、應收信用狀款）為 1,733 億元，占總資產 73.34%，相較九十三年底增加 406 億元，年成長率為 30.62%，放款總餘額由 1,278 億元增為 1,688 億元，年成長率 32.07%。

授信業績比較表

單位：新台幣仟元，%

年度 授信別	授 信 餘 額			
	94 年底		93 年底	
	年底餘額	比 例	年底餘額	比 例
無擔保透支	182,005	0.11	199,498	0.15
擔保透支	2,085,435	1.20	1,544,955	1.16
短期放款	13,603,895	7.85	10,825,820	8.16
短期擔保放款	20,022,091	11.55	14,903,715	11.23
中期放款	24,832,047	14.33	18,723,710	14.12

中期擔保放款	17,152,646	9.90	14,840,669	11.18
長期放款	7,963,932	4.59	3,813,404	2.87
長期擔保放款	78,925,175	45.54	60,485,274	45.58
催收款項	4,012,174	2.31	2,434,322	1.84
出口押匯	35,831	0.02	52,225	0.04
放款合計	168,815,231	97.40	127,823,592	96.33
應收保證款項	3,741,687	2.16	3,757,252	2.83
應收信用狀款	768,352	0.44	1,115,425	0.84
授信總計	173,325,270	100.00	132,696,269	100.00

3.外匯業務

本銀行九十四年底外匯存款(含 OBU)餘額 85,250 仟美元,外幣放款(含 OBU)為 57,487 仟美元,分別占總資產 1.19%及 0.80%。外匯業務量部份,本年匯兌及進出口實績分別為 483,497 仟美元及 237,818 仟美元,總計 721,315 仟美元。展望未來,除於九十四年底重新修正考核辦法,激勵各營業單位強化外匯業務之推展外,並已擬定多項人員訓練計劃,藉以提昇競爭力。另與高新銀行合併,通路據點增加,為耕耘南部市場,亦將於短期內申設高雄外匯指定單位,同時於本銀行國外部成立外匯業務推展科,加強與各企業金融區域中心之聯繫、合作,並協助營業單位解決展業面對之問題,期以多項措施衝刺外匯業績。

4.信託業務

(1)金錢信託:本銀行九十四年底金錢信託餘額 80.49 億元,占總資產 3.40%,較九十三年底 48.43 億元增加 32.06 億元,茲依信託承作業務別,分述如下:

(A)指定用途信託資金投資國外有價證券:本銀行九十四年底信託餘額 51.72 億元,較九十三年底餘額 26.34 億元,增加 25.38 億元。

(B)指定用途信託資金投資國內證券投資信託基金:本銀行九十四年底信託餘額 28.15 億元,較九十三年底餘額 21.53 億元增加 6.62 億元。

(C)其他金錢信託:包含生前契約信託及特定單獨管理運用金錢信託,本銀行九十四年底信託餘額 0.62 億元,較九十三年底餘額 0.56 億元增加 0.06 億元。

(2)不動產信託:本銀行於九十二年八月經財政部核准辦理動產及不動產信託業務,九十三年度開始承作本項業務,截至九十四年底止不動產信託餘額為 3.02 億元,占總資產 0.13%。

(3)其他附屬業務:

(A)保管業務:本銀行九十四年底保管業務餘額 69.61 億元,占總資產 2.95%,較九十三年底餘額 23.47 億元增加 46.14 億元。九十四年底保管業務各業務別餘額說明如下:

(a)證券投資信託基金保管業務 67.03 億元。

(b)全權委託保管業務 2.48 億元,

(c)營業保證金保管業務 0.1 億元。

(B)簽證業務:本銀行九十四年度簽證業務承作金額 105.54 億元，占總資產 4.47%。

5、財富管理業務

為積極發展財富管理業務，增加手續費收入及擴大資產規模，本銀行於九十三年元月成立財富管理部迄今已逾二年。期間本銀行不斷推出金融產品及理財專案，協助客戶進行理財規劃。截至九十四年底止，理財商品手續費收入合計 132,423 仟元，佔營業收入 1.9%。

6.信用卡業務

(1)發卡量:本銀行九十四年底信用卡發卡量為 423,469 卡，較九十三年底信用卡發卡量 370,052 卡增加 53,417 卡。

(2)消費金額:本銀行九十四年全年信用卡消費金額為 29.84 億元，占總資產 1.26%，較九十三年全年信用卡消費金額 29.80 億元增加 0.04 億元。

(3)循環信用餘額:本銀行九十四年底循環信用餘額為 36.65 億元，占總資產 1.55%，較九十三年底循環信用餘額 37.61 億元減少 0.96 億元。

7.財務投資業務

截至九十四年底買入票券及證券餘額為 343 億元，分別為買入商業本票 100 億元、定期存單 192 億元及有價證券 51 億元(投資明細如下表)，佔總資產之比率分別為 4.23%、8.13% 及 2.16%，相較於九十三年底買入票券及證券餘額 212 億元，增加 131 億元，增加比率為 61.8%；主要是增加商業本票及可轉讓定存單的投資，其中有 2.16 億元之債券及公司債為本銀行與高新銀行合併而增加之投資。投資內容的變動則是提高商業本票及可轉讓定存單的投資比重，降低債券及受益憑證的投資比重。

投資項目比較表

單位：新台幣仟元，%

投資項目	94 年底	投資比例	93 年底	投資比例
股票	721,463	2.11	491,389	2.32
債券	3,063,249	8.94	2,610,777	12.33
受益證券	315,815	0.92	155,459	0.73
受益憑證	833,681	2.43	1,587,713	7.50
商業本票	10,001,674	29.19	5,592,028	26.40
國庫券	49,232	0.14	270,994	1.28
可轉讓定存單	19,233,263	56.13	10,450,050	49.33
承兌匯票	13,976	0.04	23,470	0.11
公司債	166,487	0.10	0	0.00
買入票券及證券總額	34,398,840	100.00	21,181,880	100.00

(二)九十五年度經營計畫

1.存款業務

展望未來經濟趨勢，利率走勢將隨景氣揚升，市場資金需求伴隨增加，為充裕本銀行營運基礎，並擴充長期穩定資金來源，將以充實本銀行資金之供給成長為努力目標。

- (1)積極吸收低利及穩定性高之存款，以充實營運基磐並降低資金成本。
- (2)持續辦理晶片金融卡之換卡作業，提供客戶安全、便利的卡片交易環境。

2.消費金融業務

- (1)房貸：房貸市場競爭、利率透明化之情況下，新案承做利率持續低檔盤旋、利差下滑，產品貢獻度不易提升；在預估今(九十五)年本國經濟穩定成長以及房地產市場仍屬熱絡之環境下，本銀行推出各種優質房貸商品，產品區分為優質低利型、高額高成數型、理財型與政府政策性房貸等，以滿足不同客層需求，並推出房貸配合壽險等新商品，以增加手續費收入等收益。
- (2)信貸：信貸產品相對可提高放款收益之特色，於微利時代吸引各金融機構爭相開拓。目前國內市場受信用類貸款逾放比升高、雙卡緊縮等衝擊，信貸市場呈緊縮狀況，惟在市場逐漸沉澱及法令規範漸趨嚴謹明朗之情況下，信貸類產品將以維護資產品質為前題，以保守經營、穩健成長為主要業務方向。

3.企業金融業務

- (1)大型企業持續穩定成長：大型企業授信雖利潤較低，惟具低風險且可平衡逾放，因此仍應推展大型企業授信。除此之外，九十五年度擬積極規劃主辦聯貸案，除可增加手續費收入外，對拓展本銀行知名度，亦大有助益。

(2)中小企業授信以高利差產品為重點：九十五年度中小企業授信推展重點，除加強原有信保案件及消金化產品之放款量外，並配合九十四年十月開辦之批次送保業務，全力推展中小企業授信。

4.外匯業務

- (1)規劃外匯網路匯款及網路開狀，為便利服務遠端客戶，透過健全網路系統，增加外匯網路匯款、開狀之作業方式，預定二至三年內完成。
- (2)加強與國外及大陸地區銀行建立通匯網。為利各項外匯業務之運作、獲得國外銀行拆借額度並為擴大本銀行國際知名度，將加強與國外銀行建立通匯網。而為使兩岸金融業務往來更有效率，國外部亦已針對大陸地區前二十大銀行尋求建立通匯往來關係。
- (3)本銀行已獲主管機關核准得對大陸台商辦理授信業務。而為加強對大陸台商信用風險的控管，初期將藉由與大陸外商銀行之緊密往來，以降低本銀行承做該類業務之風險。
- (4)積極推展境外客戶之進出口、放款業務(包含聯貸案)等業務，包括境外企業放款、大型企業之外幣聯貸，以創造更大的收益。
- (5)選擇投資信用佳之海外可轉換公司債及達一定信用評等之海外固定收益有價證券，為拓展國際金融業務分行各種收益來源。

5.信託業務

- (1)陸續增加海外系列基金上架，提供客戶多樣化選擇。
- (2)一般信託業務年度推展重點：不動產及金錢信託業務。
- (3)開發企業員工福儲信託業務。
- (4)附屬業務推展重點 - 基金資產保管：爭取保管債券型基金、私募基金保管。

6.信用卡業務

- (1)拓展刷卡分期業務，提升用卡率及手續費收益。
- (2)集中及標準化的徵信流程，確保資產品質。
- (3)完整的呆帳提存及打銷政策，真實展現信用卡業務之經營績效。
- (4)加強逾期放款的催理管理，以確保債權。
- (5)提昇客服人力及水準，以提高客戶滿意度。

7.財富管理業務

- (1)提高財富管理之資產規模。
- (2)擴展財富管理之客戶數。
- (3)擴充財富管理部門資產管理之專業人力。
- (4)擴充理財業務人員數量及專業能力之提升。
- (5)擴充理財中心據點。

8.財務投資業務

(1)為擴展票券業務之範圍，本銀行計畫於九十五年度開辦：

(A)「固定利率商業本票交易」(FRCP)之業務，以提供購票客戶及發行客戶一年期以上固定利率之商業本票，期能使本銀行有穩定的發票量，且增加票券營業收入。

(B)新臺幣利率交換交易(IRS)，除可避免持有之金融商品部位承擔過鉅之利率波動風險，亦可配合對未來利率之預期，承作以「交易性」為目的之交易，以期賺取資本利得。

(2)增加投資小組功能及運作，增加基金投資交易員及產業分析研究員。

(3)調整基金部位配置，增加投資國外之基金。

(4)增加配置固定收益債券投資。

(5)配合企業金融事業部及國外部外匯業務推展，提供客戶之外匯操作需求，如利率交換交易(IRS)、遠期利率協議(FRA)、TMU、SWAP、OPTIONS。

(三) 市場分析

1、銀行業務之經營概況

在政府持續推動金融改革政策下，國內銀行之資產品質已大幅改善，整體逾放比自民國九十一年高峰之 8.09%降至去(九十四)年底之 2.24%，備抵呆帳覆蓋率亦達到 49.89%，本國銀行風險控管能力已大幅提升。唯二次金改之另一訴求，藉由金融機構整併來達到減少金融機構數目之成效並不顯著，銀行家數仍舊過多。在激烈競爭下，銀行之主要收入仍來自放款之利息收入，手續費收入仍未見明顯提升，銀行無法自傳統放款業務獲取足夠利差故轉而積極投入利差較大之消金業務，因而導致去年下半年之雙卡債務爭議。展望九十五年，為因應 WTO 金融市場開放要求，政府仍將持續推動金融整併，各金融機構亦必須進一步提升經營效率以面對外國大型金融業者之競爭。

2、金融市場之供需狀況與成長性

(1)供給面

依據央行之統計資料，截至九十四年底金融機構(含本國一般銀行、中小企業銀行、外國銀行在台分行、信用合作社、農漁會信用部、信託投資公司、票券金融公司、中華郵政公司儲匯處)共有 367 家，分支機構 5,948 家。在金融市場全球化及自由化的潮流下，國內業者未來勢必面對來自國外大型金融機構更大的競爭壓力，各本土金融機構仍將持續整併及創新產品以擴大市場佔有率。

(2)需求面

隨著金融市場之自由化、國際化，企業籌資管道日趨多元化，除傳統之間接金融外，亦可透過發行普通股、特別股、公司債、可轉債或信託憑證等方式於國內外資本市場與貨幣市場取得所需資金，由於直接金融取得資金之成本常較傳統融資方式低廉，故直接金融之比重逐年增加，資本市場先進國家如美國，直接金融比重約五成左右，顯示國內企業對傳統融資方式之依賴將逐漸降低。反之個人金融因各種金融商品及理財工具推陳出新，個人理財及財富管理需求日漸增加，將有助於銀行業務及手續費收入的成長。

(3)成長性

為加強台灣金融業之國際競爭力，政府持續推動金融整併以達到二次金改所定之目標，雖然台灣金融機構仍處於過度飽和狀態，然在政府「業務監理從寬、財務監理從嚴」之原則與方向下，治理良好之金融機構仍可藉由跨業行銷、異業結盟及導入新式金融商品尋求成長空間，並且藉由合併或引入外資進行策略聯盟來達到組織大型化、業務多角化之目標。

3、競爭利基及發展遠景之有利、不利因素與因應對策

(1) 競爭利基

- (A)全國九十六個營業據點，並主要分佈於台北、高雄兩大大都會區。
- (B)良好的地緣關係，親切及迅速確實處理之服務模式，與客戶互動良好。
- (C)以服務功能或性質區分財務金融、企業金融、消費金融、分行營運、業務、行政、稽核等七大系統，使得本銀行管理及作業合理化，提高服務品質及效率。
- (D)全面成立企、消金區域中心，以專業分工之組織架構，提昇業務開拓績效與授信品質，而分行據點轉型為產品行銷通路，並配合作業處理中心之成立，簡化分行後勤作業處理之人力。

(2) 發展遠景之有利、不利因素

(A)有利因素

- (a)整體金融環境日趨健全，主管機關開放並鼓勵新種金融商品之研發。
- (b)投資理財觀念已深植人心，信託觀念亦逐漸成形。
- (c)經濟景氣仍緩步成長，廠商資金需求仍殷，有利銀行業務之推動。

(B)不利因素

- (a)金融市場開放步伐更為快速，國內銀行面臨國際大型金融集團挾其跨業、跨國管理經驗與金融創新、科技整合之強力競爭。
- (b)直接金融比重預期將持續上升，此將抑制傳統銀行業務的成長與獲利。
- (c)利率雖已逐步調升，但由於市場仍過度競爭，國內銀行以價格競爭作為手段，造成存放利差不斷縮小。

(3) 因應對策

- (A)持續投入資源，加強新金融商品研發，提供客戶具差異化的優質服務，杜絕惡性價格競爭。
- (B)重新規劃分行據點及開發新的行銷通路，充分發揮本銀行全國九十六個據點之通路優勢。
- (C)持續進行增資計畫，以充實本銀行營運資金。

(四) 金融商品研究與業務發展概況

1. 金融商品研究

- (1) 積極推展中小企業，本銀行九十五年度相繼推出『金雞得利』中小企業代償專案，及『批次送保』移送信保基金十成保證專案，除增加中小企業承做之可能性，另對風險控管亦有所助益。
- (2) 發展有價證券信託、不動產信託業務及地上權信託業務。
- (3) 與聯合信用卡中心合作推展刷卡消費分期業務。
- (4) 發行全國第一張會發光的櫻花白金卡、全國首張使用透明卡鞘的隨身卡、士林高商校友認同卡、阿貴白金卡。
- (5) 綜合零存整付存款與放款雙效之「標會金」專案。
- (6) 『高人一等幸福房貸專案』、『一八八改巢換貸房貸專案』、『優客禮您』、『裝潢金』、『購車配備金』、『卡優貸』、『加值金』、『靚女貸』、『輕鬆償』等貸款專案之推陳出新。

2. 研究發展計畫

- (1) 換發晶片金融卡，未來將配合財金公司建置電子錢包。
- (2) 管理資訊系統 (MIS) 的建置，將能有效提升本行管理效率及作業效率，強化本行競爭力。
- (3) 實施會計、票據作業集中制度，減輕分行日常作業的負荷，有助於分行業務的拓展。
- (4) 網路 ATM 的建置：即將實體的 ATM，改以網站的型態呈現，除了無法吐鈔外，其餘實體 ATM 的功能，網路 ATM 均可以做到，可取代 SSL 非約定轉帳之業務。可搭配網路銀行 (含 XML) 及其他電子化設備共同拓展，預計於九十五年完成。
- (5) 本銀行財富管理業務經營政策暨作業準則於九十四年十一月二十一日獲行政院金融監督管理委員會核准通過。

(五) 長、短期業務發展計畫

1. 短期發展計畫：

- (1) 建構以「客戶需求」為導向的經營策略，將分行轉型為財富管理的銷售平台，強化整合行銷深度與廣度，積極開發各式信託產品與整合性金融商品，提供財富管理優質服務；強化保險交叉行銷功能及專業顧問式行銷，提供客戶專業保險服務。
- (2) 加強外匯產品及外匯操作之教育訓練，提升行銷人員之推展技能，以增加外匯之承作量。
- (3) 成立專責之風險管理部門，強化風險管理機制。
- (4) 開發新商品，擴大客戶服務需求，增加手續費收入來源，提高手續費佔營收比例至12%。

2. 長期發展計畫：

- (1) 持續擴大消費金融市占版圖，加重手續費收入佔營收比重，深耕既有客戶往來關係及往來商品多樣化。
- (2) 依主管機關對新版巴塞爾資本協定之規範積極規劃建置信用風險、市場風險及作業風險系統，以充實風險控管。
- (3) 持續設計開發差異化產品以取代價格競爭，同時產品走向多元化，以滿足客戶全方位的需求。
- (4) 推動 E 化銀行作業環境，強化電子銀行服務機能，提供客戶全天候便捷之金融服務。

二、從業員工概況

年 度		93 年度	94 年度	當 年 度 截 至 2 月 28 日
員 工 人 數	各級主管	374	548	548
	辦事員	1,530	1,977	2,030
	事務員	65	94	94
	合 計	1,969	2,619	2,672
平 均 年 歲		32.57	33.87	33.71
平 均 服 務 年 資		5.50	6.89	6.69
學 歷 分 布 比	博 士	0%	0%	0%
	碩 士	3.30%	3.70%	3.97%
	大 專	72.98%	72.05%	73.62%
	高 中	22.80%	23.56%	21.74%
	高 中 以 下	0.92%	0.69%	0.67%

員工持有專業證照之名稱及人數

銀行內部控制	955	1,108	1,131
信託業業務人員	621	947	1,022
信託業務管理人員	274	259	256
信託業務督導人員	4	4	4
人身保險業務員	953	1,502	1,509
投資型保險商品業務員	104	323	335
財產保險業務員	215	699	705
理財規劃人員	234	363	376
初階外匯人員	145	193	196
初階授信人員	276	399	405
進階授信人員	11	18	18
期貨商業業務員	66	99	105
證券商業務員	59	167	184
證券商高級業務員	114	96	101
證券投信投顧事業業務員	24	57	58
票券商業務人員	53	48	48
金融人員風險管理	0	2	2

三、企業責任及道德行為

秉持回饋社會的一貫理念，本銀行在提升經營績效的同時，仍積極扮演「企業公民」的角色，以實質的捐助行動表達本銀行對社會應有的企業責任，為學術文化有所貢獻，倡導正當休閒活動且持續不斷推廣並贊助各項體育、文教活動，如贊助士林高商校慶活動、石牌國小運動會、『兒童福利聯盟』搶救生命棄兒不捨活動、二〇〇五年世界糖果文化節等活動，另透過陽信文教基金會舉辦之象棋、圍棋、繪畫、專題講座、暑期親子營、提供獎學金等活動，皆本著取之於社會，用之於社會的精神，為各種學術文化活動盡一份棉薄之力，進而創造持續成長的社會。

四、資訊設備

(一) 主要資訊系統軟硬體之配置與維護

1. Tandem 台外幣交易系統。
2. 電話銀行。
3. 行動銀行。
4. 網路銀行。
5. 信託系統。
6. 財富管理系統。
7. 稽核管理系統。
8. 票債券系統。
9. 經營管理系統 (MIS)。
10. 退票系統 (ACH)。
11. 股務管理系統。
12. 資金調撥系統。
13. 外匯系統。
14. 催收管理系統。
15. 報表光碟系統 (RPS)。
16. 全行印鑑連線系統。
17. 內部網站。
18. 聯徵查詢系統 (E-JCIC)。
19. 網路 ATM 系統。
20. 反垃圾郵件系統。
21. 網路入侵偵測與流量分析系統。
22. 路由器 ACS 網管系統。
23. 路由器 LMS 監控系統。
24. 防毒伺服器系統。

(二) 未來開發或購置計劃：

1. 企業網路優化之網路管理及網路電話相關建置。
2. 資訊安全 (資料備援) 暨管理自動化之強化工程。
3. 配合銀行公會持續建置 XML (金融 XML 收付款系統) 國際標準之電子金融產品。(並追加網銀之外匯及信託查詢功能)。
4. 內部網站功能建置之各階段作業。
5. 自動化設備監控中心評估。
6. E-LOAN 進件系統建置。
7. MIS 之各項維度及業務統計調整作業。
8. 全國繳稅費平臺建置。
9. 作業集中業務：匯款及提回票據業務。
10. 信託部指定用途基金應用系統轉置及債券系統建置。

(三) 緊急備援與安全防護措施：

1. 目的：當災害發生時，透過平時的備援作業及測試演練，依據復原計劃重建系統，維持本銀行業務繼續運作，期使本銀行因電腦資訊流失及作業中斷所造成的業務衝擊降至最低。

2. 災害計劃範圍：

- (1) 系統備援中心及專案小組。
- (2) 現行電腦室組織及環境評估。
- (3) 系統架構及作業系統流程整理。
- (4) 制訂災害備援計劃。
- (5) 進行必要之訓練計劃。
- (6) 彙整各類相關文件。
- (7) 遇問題即時提出修改方案。
- (8) 隨環境改變不斷地重新評估備援計劃。
- (9) 災變發生時進行技術支援完成復原行動。

3. 任務編組：

- (1) 災害指揮小組：(A) 通報各單位，並動員各災害回復小組。(B) 統一指揮，協調並監督各項災害重建工作。(C) 協調電腦公司支援必備之軟硬體及人員。(D) 督導災害測試演練成果。
- (2) 備援回復小組：(A) 負責平日之備援工作及媒體異地保管。(B) 災害發生時，負責備援媒體之運用及倒檔 (RESTORE)。(C) 負責應用系統重建工作。(D) 負責系統操作工作。(E) 負責資料安控工作。(F) 負責與各單位聯絡協調事宜。(G) 負責資料安全管制事宜。(H) 參與測試演練，

並作檢討報告。

4.備援計劃：

- (1)業務衝擊分析：(A)確定回復計劃涵蓋範圍。(B)確定回復計劃涵蓋的系統。(C)確定回復計劃涵蓋的單位，以便建立網路。
- (2)備援環境分析：(A)硬體架構：包括 CPU、MEMORY、HARD DISK 容量、TAPE DRIVER、各種控制板、終端機、印表機及其他特殊設備。(B)網路架構圖。(C)系統軟體及程式館之需要。(D)需要復原的應用系統及其優先順序。(E)各項必需之消耗品。
- (3)備援程序：(A)特殊系統軟體及應用軟體及其 COPY LIBRARY 及 BACKUP。(B)重要資料 BACKUP。(C)訂定 BACKUP 時程及指派 BACKUP 人員。

5.復原計劃：

- (1)系統軟體及作業環境設定：包括作業系統、各 LIBRARY 重建、作業環境設定、使用者 ID 設定、使用者權限設定，並訂定作業系統驗證程序。
- (2)網路連線：依據網路架構圖架設網路，並訂定網路驗證程式，測試網路連線狀態。
- (3)應用系統及資料回復：重新編譯程式，並重建 ON-LINE 環境，資料倒檔順序，並訂定應用系統驗證程序，確認應用系統重建成功。
- (4)訂定各復原動作之工作分配計劃：訂定各階段回復之時間表。

五、勞資關係

(一)現行重要勞資協議及實施情形：

1.員工福利措施

- (1)為員工投保勞保、健保及團體保險。
- (2)員工因業務需要未休完特別休假薪資給付。
- (3)免費為員工作身體健康檢查。
- (4)享「職工福利委員會」所提供之各項福利，如：結婚、喪葬、急難、災害等輔助，春節、端午、中秋節等年節慰問金、員工生日禮券發放、社團組織活動之輔助。

2.退休制度

- (1)成立勞工退休準備金監督委員會。
- (2)自九十四年七月一日以後到職或選擇適用勞退新制之員工，每月均依規定提繳退休金至退休金專戶；另選擇繼續適用勞退舊制之員工，每月仍依規定提撥退休準備金。
- (3)員工退休時，依規定給付退休金。

3.勞資間之協議與各項員工權益維護措施

- (1)工作規則：工作規則配合法令、勞資協議或管理制度變更適時予以修正，報請勞工局核備後，於各工作場所內公告揭示並印發予各員工。
- (2)職務調整措施：為貫徹「適才適所」之人力資源理念，特別開發程式，提供員工選擇工作場所、職務內容之管道。

(二)最近年度及截至年報刊印日止因勞資糾紛所受損失：截至年報刊印日止，計有一件勞資糾紛達成和解，當事人為合併前原高新銀行退休員工，將自本銀行已提列之退休金中支應。目前尚有一件勞資糾紛繫屬法院審理中，其一之當事人為合併前原高新銀行退休員工，請求本銀行給付退休金差額；其二之當事人為本銀行離職員工，請求確認僱傭關係存在及薪資，倘本銀行獲敗訴判決即須支付；前開支付將分別自本銀行已提列之退休金及薪資支出中支應。

六、重要契約

契約性質	當事人	起迄日期	主要內容	限制條款
存款保險契約	中央存款保險股份有限公司	76.9.2.訂約	本銀行對本國貨幣存款人或信託資金指定受益人無法履行支付義務時，由該公司對存款人或受益人負賠償責任。	同一存款人最高之賠償金額以新台幣 100 萬元為限。
中小企業信用保證契約	財團法人中小企業信用保證基金	86.12.1.訂約	本銀行對中小企業申請融資者，如經審核原則同意，而認定其擔保不足或無擔保時，得申請該基金就不足部分提供信用保證。	本銀行受理授信業務及與中小企業授信戶簽訂貸款契約，悉依主管機關核定之銀行對企業授信之相關規範，並按照該基金信用保證書所列條件辦理。
信用評等同意書	中華信用評等股份有限公司	88.12.23訂約	應本銀行之要求提供信用評等之服務。	本銀行須提供具完整、時效、正確及可信度之資訊。
銀行綜合保險契約	新光產物保險股份有限公司	95.1.1. | 96.1.1.	保險公司對員工不忠實行為、營業處所財產、運送中財產、票據及有價證券偽變造、偽造通貨、證券或契約之失誤及疏忽短鈔負責賠償。	受保險單位所記載一般條款、特約條款、批單所列限制條款之約束。

七、證券化商品之辦理情形：無

肆、資金運用計劃執行情形

一、計劃內容

本銀行前次發行新股計劃業經行政院金融監督管理委員會九十三年八月二日金管銀(三)字第0938011367號函核准，現金增資發行新股51,933,171股，發行價格為新台幣壹拾元，共募集資金新台幣519,331,710元。本銀行前各次現金增資或發行金融債券計畫無尚未完成及最近三年度資金運用計畫預計效益尚未顯現之情事發生。

二、執行情形

前次現金增資計畫，已於九十三年第四季募集完成，主要用以充實營運資金，以支應各類放款所需，以本銀行九十三年十二月份平均放款利率3.835%計算，預計未來每年可增加約19,916仟元的利息收入。

伍、財務概況

一、簡明資產負債表

單位：新台幣仟元

項 目	最 近 五 年 度 財 務 資 料				
	94 年	93 年	92 年	91 年	90 年
現金、存放央行及同業	\$ 16,815,172	\$ 9,855,918	\$ 9,468,556	\$ 8,965,311	\$ 8,844,468
買入票券及證券	34,398,840	21,181,880	15,634,765	18,207,025	18,175,863
應收款項	4,800,369	4,534,525	4,361,587	1,400,380	1,043,116
附賣回債券及票券投資	-	1,625,924	-	-	-
預付款項	38,899	32,432	51,342	53,815	46,226
放 款	166,654,215	126,404,592	115,982,754	99,606,011	80,830,424
長期投資	662,632	488,861	641,366	436,255	391,881
固定資產(註四)	9,662,124	7,426,864	7,114,017	6,775,788	5,908,473
其他資產	3,309,789	1,359,897	1,468,444	2,052,922	2,582,596
附買回債券及票券負債	5,774,401	4,107,736	-	-	-

央行存款		-	-	9,607	9,238	15,797
銀行同業存款		4,838,534	5,216,849	6,114,542	2,112,750	2,190,000
應付款項	分配前	3,332,613	1,689,740	2,379,545	2,202,489	1,368,494
	分配後(註一)	3,332,613	1,711,723	2,388,972	2,209,747	1,493,327
預收款項		173,540	113,182	87,826	205,043	103,812
存款及匯款		206,505,145	150,201,405	136,102,861	124,183,087	106,931,149
土地增值稅準備(註四)		344,749	145,767	145,767	145,767	198,169
其他負債(註二)		2,466,560	1,166,208	1,167,759	1,111,062	57,983
股本		10,915,265	8,200,000	7,061,579	6,161,700	5,358,000
資本公積		11,228	11,228	11,228	134,237	669,746
保留盈餘	分配前	1,980,005	2,058,778	1,642,117	1,232,134	929,897
	分配後(註一)	1,980,005	1,326,012	1,013,600	748,231	537,164
資產總額		236,342,040	172,910,893	154,722,831	137,497,507	117,823,047
負債總額	分配前	223,435,542	162,640,887	146,007,907	129,976,694	110,865,404
	分配後(註一)	223,432,542	162,662,870	146,017,334	129,983,952	110,990,237
股東權益總額	分配前	12,906,498	10,270,006	8,714,924	7,528,071	6,957,643
	分配後(註一)	12,906,498	10,248,023	8,705,497	7,520,813	6,832,810

註一：九十四年度盈餘分配案尚未經股東會決議。

註二：係包括金融債券及其他負債。

註三：上述各年度財務資料均經會計師查核簽證。

註四：本銀行於九十四年十一月二十六日與高新銀行合併，致固定資產及土地增值稅準備增加。

二、簡明損益表

單位：除每股純益為新台幣元外，餘係仟元

項 目	年 度(註三)				
	最 近	五	年	度	財 務 資 料
	94 年	93 年	92 年	91 年	90 年
營業收入	\$ 6,985,216	\$ 6,111,676	\$ 5,480,131	\$ 5,878,624	\$ 6,348,377
營業成本及費用	6,167,769	4,812,279	4,250,615	4,868,358	5,691,994
淨營業外收入(支出)	(26,454)	4,781	(55,187)	(115,296)	11,896
稅前純益	790,993	1,304,178	1,174,329	894,970	668,279
稅後純益	653,993	1,045,178	894,329	694,970	560,279
每股純益(元)(註一)	0.72	1.35	1.32	1.13	1.05
(註二)	0.72	1.24	1.10	0.86	0.69

註一：按發行在外之加權平均股數計算。

註二：按追溯調整後之股數計算；九十四年度盈餘分配案尚未經股東會決議。

註三：上述各年度之財務資料均經會計師查核簽證。

三、歷年簽證會計師及查核意見

本銀行九十至九十二年度均委任勤業眾信會計師事務所郭政弘、陳清祥會計師簽證，三年度查核意見皆出具無保留意見書。九十三年度起因勤業眾信會計師事務所內部職務調整，簽證會計師更改為郭政弘、邵志明會計師，因本銀行從事票券及債券附條件交易原以買賣斷方式處理，惟自九十三年度起，依「公開發行銀行財務報告編製準則」之規定，改以融資法處理；另本銀行於九十四年度吸收合併高新銀行及採用財務會計準則公報第三十五號「資產減損之會計處理準則」，故九十三年至九十四年度皆出具修正正式無保留意見之查核報告。

四、財務分析

(一) 母公司財務比率分析

分析項目	年度	最近五年度財務分析				
		94年	93年	92年	91年	90年
經營能力	存放比率(%)	81.75	85.10	86.05	80.96	76.20
	逾放比率(%)	3.09	2.00	2.88	3.84	3.32
	利息支出占年平均存款餘額比率(%)	1.29	1.27	1.48	2.29	3.83
	利息收入占年平均授信餘額比率(%)	3.84	4.17	3.91	5.43	6.67
	總資產週轉率(次)	0.03	0.04	0.04	0.05	0.06
	員工平均營業收入(仟元)	2,667	3,104	3,087	4,015	6,551
	員工平均獲利額(仟元)	250	531	504	475	578
獲利能力	第一類資本報酬率(%)	7.43	14.61	15.64	12.95	10.03
	資產報酬率(%)	0.32	0.64	0.61	0.54	0.52
	股東權益報酬率(%)	5.64	11.01	11.01	9.60	8.39
	純益率(%)	9.36	17.10	16.32	11.82	8.83
	每股盈餘(元)(註一)	0.72	1.24	1.10	0.86	0.69

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成長率(%)	資產成長率	36.68	11.76	12.53	16.70	19.92
	獲利成長率	(39.35)	11.06	31.21	33.92	52.89
流動準備比率(%)		13.76	9.76	9.80	15.06	16.06

資本適足性	第一類資本總額(仟元)	11,572,920	9,725,130	8,124,893	6,892,886	6,931,109
	自有資本淨額(仟元)	13,041,848	10,386,004	9,188,739	7,989,671	7,198,344
	風險性資產總額(仟元)	153,702,154	111,434,486	99,703,248	86,570,686	74,643,455
	資本適足率(%)	8.49	9.32	9.22	9.23	9.64
	第一類資本占風險性資產之比率(%)	7.53	8.73	8.15	7.96	9.29
	第二類資本占風險性資產之比率(%)	1.25	1.03	1.71	1.77	0.79
	第三類資本占風險性資產之比率(%)	0	0	0	0	0
	普通股權益占總資產比率(%)	5.46	5.94	5.63	5.48	5.91
利害關係人授信總餘額(仟元)		2,607,587	2,317,633	3,199,749	3,339,006	3,037,797
利害關係人授信總餘額占授信總餘額之比率(%)		1.51	1.76	2.63	3.23	3.61
營運規模(%)	資產市占率	0.74	0.58	0.55	0.53	0.46
	淨值市占率	0.46	0.40	0.31	0.29	0.28
	存款市占率	0.86	0.67	0.64	0.62	0.54
	放款市占率	0.98	0.80	0.81	0.73	0.58

增減比例變動說明：

1. 逾放比率增加，主要係因雙卡效應及合併高新銀行致逾期放款增加所致。
2. 總資產週轉率、第一類資本報酬率、資產報酬率、股東權益報酬率、流動準備比率、資產成長率、風險性資產總額、第二類資本占風險性資產之比率、資產市占率、存款市占率及放款市占率增加，主要係因合併高新銀行所致。
3. 員工平均獲利額減少，主要係因純益減少及員工人數增加所致。
4. 純益率及每股盈餘減少，主要係因純益減少所致。
5. 獲利成長率減少，主要係因營業利益減少且營業外費用及損失增加致純益減少所致。
6. 自有資本淨額增加，主要係因盈餘轉增資及合併高新銀行發行新股所致。

(二)合併財務比率分析

分析項目		最近五年度財務分析				
		94年	93年	92年	91年	90年
經營能力	存放比率(%)	81.75	85.10	86.05	80.96	76.20
	逾放比率(%)	3.09	2.00	2.88	3.84	3.32
	利息支出占年平均存款餘額比率(%)	1.29	1.27	1.48	2.29	3.83
	利息收入占年平均授信餘額比率(%)	3.84	4.17	3.91	5.43	6.67
	總資產週轉率(次)	0.03	0.04	0.04	0.05	0.06
	員工平均營業收入(仟元)	2,625	3,104	3,087	4,015	6,551
	員工平均獲利額(仟元)	243	531	504	475	578
獲利能力	第一類資本報酬率(%)	7.43	14.61	15.64	12.95	10.03
	資產報酬率(%)	0.32	0.64	0.61	0.54	0.52
	股東權益報酬率(%)	5.64	11.01	11.01	9.60	8.39
	純益率(%)	9.25	17.10	16.32	11.82	8.83
	每股盈餘(元)(註一)	0.72	1.24	1.10	0.86	0.69
成長率(%)	資產成長率	36.72	11.76	12.53	16.70	19.92
	獲利成長率	(39.40)	11.06	31.21	33.92	52.89
流動準備比率(%)		13.76	9.76	9.80	15.06	16.06
資本適足性	第一類資本總額(仟元)	11,579,666	9,725,130	8,124,893	6,892,886	6,931,109
	自有資本淨額(仟元)	13,253,393	10,386,004	9,188,739	7,989,671	7,198,344
	風險性資產總額(仟元)	153,967,983	111,434,486	99,703,248	86,570,686	74,643,455
	資本適足率(%)	8.61	9.32	9.22	9.23	9.64
	第一類資本占風險性資產之比率(%)	7.52	8.73	8.15	7.96	9.29
	第二類資本占風險性資產之比率(%)	1.25	1.03	1.71	1.77	0.79
	第三類資本占風險性資產之比率(%)	0.00	0.00	0.00	0.00	0.00
	普通股權益占總資產比率(%)	5.46	5.94	5.63	5.48	5.91
利害關係人授信總餘額(仟元)		2,607,587	2,317,633	3,199,749	3,339,006	3,037,797
利害關係人授信總餘額占授信總餘額之比率(%)		1.51	1.76	2.63	3.23	3.61
營運	資產市占率	0.74	0.58	0.55	0.53	0.46
	淨值市占率	0.47	0.40	0.31	0.29	0.28

規模 (%)	存款市占率	0.86	0.67	0.64	0.62	0.54
	放款市占率	0.98	0.80	0.81	0.73	0.58

增減比例變動說明：同母公司分析。

註一：按追溯調整後股數計算。

說明一：九十四年度盈餘分配案尚未經股東會決議。

說明二：上述各年度財務資料均經會計師查核簽證。

說明三：財務比率公式

1.經營能力

(1)存放比率 = 放款總額 / 存款總額

(2)逾放比率 = 逾期放款總額 / 放款總額

(3)利息支出占年平均存款餘額比率 = 利息支出總額 / 年平均存款餘額

(4)利息收入占年平均授信餘額比率 = 利息收入總額 / 年平均授信餘額

(5)總資產週轉率 = 營業收益淨額 / 資產總額

(6)員工平均營業收入 = 營業收入 / 員工總人數

(7)員工平均獲利額 = 稅後純益 / 員工總人數

2.獲利能力

(1)第一類資本報酬率 = 稅前損益 / 平均第一類資本總額

(2)資產報酬率 = 稅後損益 / 平均資產總額

(3)股東權益報酬率 = 稅後損益 / 平均股東權益淨額

(4)純益率 = 稅後損益 / 營業收益淨額

(5)每股盈餘 = (稅後淨利 - 特別股股利) / 加權平均已發行股數 (說明四)

3.成長率

(1)資產成長率 = (當年度資產總額 - 前一年度資產總額) / 前一年度資產總額

(2)獲利成長率 = (當年度稅前損益 - 前一年度稅前損益) / 前一年度稅前損益

4.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負債

5.資本適足性

(1)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

(2)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

(3)資本適足率 = 自有資本淨額 / 風險性資產總額

(4)第一類資本占風險性資產之比率 = 第一類資本 / 風險性資產總額

(5)第二類資本占風險性資產之比率 = 第二類資本 / 風險性資產總額

(6)第三類資本占風險性資產之比率 = 第三類資本 / 風險性資產總額

(7)普通股權益占總資產比率 = 普通股權益 / 總資產

6.營運規模

(1)資產市占率 = 資產總額 / 可辦理存放款業務之全體金融機構資產總額 (說明五)

(2)淨值市占率 = 淨值 / 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 / 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 / 可辦理存放款業務之全體金融機構放款總額

說明四：前項每股盈餘之計算公式，在衡量時應特別注意下列事項：

- 1.以加權平均普通股股數為準，而非以年底已發行股數為基礎。
- 2.凡有現金增資或庫藏股交易者，應考慮其流通期間，計算加權平均股數。
- 3.凡有盈餘轉增資或資本公積轉增資者，在計算以往年度及半年度之每股盈餘時，應按增資比例追溯調整，無庸考慮該增資之發行期間。
- 4.若特別股為不可轉換之累積特別股，其當年度股利(不論是否發放)應自稅後淨利減除或增加稅後淨損。
- 5.特別股若為非累積性質，在有稅後淨利之情況，特別股股利應自稅後淨利減除：如為虧損則不必調整。

說明五：可辦理存放款業務之全體金融機構包括本國銀行、外國銀行在台分行、信用合作社、農漁會信用部及信託投資公司。

其中本銀行在降低逾放比率方面採取以下措施：

(一)作業風險之控管：

- 1.在徵、授信方面為能以更嚴謹的授信審查及更獨立的不動產鑑價制度，做好事前審查工作，建立適當鑑價與價格機制為必要措施，為此本銀行設置獨立鑑價單位，藉以提昇不動產估價品質。
- 2.證照制之實施有助於人員專業化落實，目前本銀行已實施計有「鑑價人員」、「徵信人員」及「對保人員」...等證照，藉由定期及不定期之教育訓練課程增加人員專業能力。
- 3.由於國內產業生態急速變化，短暫出現的景氣復甦亦侷限於特定行業，故本銀行對各行業授信餘額佔總授信餘額比率亦予以分配限制，並視整體經濟環境適時調整之，同時為避免對同一關係企業授信過於集中，已訂定「集團企業授信風險控管辦法及作業程式」規範相關作業，透過對授信行業比重及集團企業授信額度控管，以降低本銀行對企業授信之風險。

(二)授信資產評估分類：本銀行資產評估分類係依據財政部「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」，依債權之擔保情形及逾期時間之長短予以評估分為五類，並以第二類授信資產債權餘額之百分之二、第三類授信資產債權餘額之百分之十、第四類授信資產債權餘額之百分之五十及第五類授信資產債權餘額全部之和為最低標準，提足備抵呆帳及保證責任準備，增強風險承擔能力，確保本銀行資產品質之健全。

(三)逾放催收督導小組之設置：為加強清理逾期放款、催收款及轉銷呆帳事項，本銀行特設置逾放催收督導小組，並由總經理擔任會議召集人，每月召開一次會議，督導各催理部門逾期放款、催收款及轉銷呆帳催理工作及催理績效，並研議解決方案以達到減降逾放。

(四)催收作業之管理：為加速催理作業及控管授信品質，本銀行目前實施催收集集中管理制，成立有消費金融事業部催收科及企業金融事業部催收科，分別負責催理消、企金逾期授信案件，透過集中管理方式，除能事權統一外亦可充分掌握逾期授信案件催理進度及催收績效，並藉由催收端檢討瞭解逾放原因，迅速調整產品規格及審核尺度。

(五)加速轉銷呆帳：為降低本銀行逾期放款及逾期放款比率，強化經營體質，並適用財政部所訂定「加速降低本國銀行逾期放款措施」中對於逾期放款比率低者之各項獎勵措施，積極轉銷呆帳以降低逾期放款比率為最直接、必要之作法，惟為減少對呆帳提列之成本負擔，本銀行積極處理概括承受基層金融機構不良債權（已獲得金融重建基金補貼部份），將處分其擔保品或出售債權等方式收回款項，充分運用於沖銷逾期債權，以有效降低逾期放款比率。

五、監察人審查報告書

陽信商業銀行股份有限公司監察人審查報告書

茲准本銀行 董事會造送之九十四年度營業報告書、財務報表(資產負債表、損益表、股東權益變動表、現金流量表)、財產目錄及盈餘分配案等表冊，其中資產負債表、損益表、股東權益變動表及現金流量表業經勤業眾信會計師事務所郭政弘及邵志明會計師共同查核完竣。案經本監察人等查核結果，認為尚無不符，爰依照公司法第二一九條之規定備具報告。

此 致

本銀行九十五年股東常會

常務監察人

許博雄

監 察 人

蔡文雄

監 察 人

陳森榮

監 察 人

高明志

中華民國九十五年二月二十三日

六、母公司財務報表

會計師查核報告

陽信商業銀行股份有限公司 公鑒：

陽信商業銀行股份有限公司民國九十四年及九十三年十二月三十一日之資產負債表，暨民國九十四年及九十三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。

本會計師係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，暨評估財務報表整體之表達。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及一般公認會計原則編製，足以允當表達陽信商業銀行股份有限公司民國九十四年及九十三年十二月三十一日之財務狀況，暨民國九十四及九十三年度之經營成果與現金流量。

如財務報表附註一所述，陽信商業銀行股份有限公司於民國九十四年十一月二十六日吸收合併高新商業銀行股份有限公司；又如財務報表附註三所述，自民國九十四年起採用財務會計準則公報第三十五號「資產減損之會計處理準則」；另債票券附條件交易依「公開發行銀行財務報告編製準則」之規定，自民國九十三年起，由買賣斷法改按融資法處理。

陽信商業銀行股份有限公司民國九十四年度財務報表重要會計科目明細表，主要係供補充分析之用，亦經本會計師採用第二段所述之查核程序予以查核。據本會計師之意見，該等科目明細表在所有重大方面與第一段所述財務報表相關資訊一致。

陽信商業銀行股份有限公司及其子公司民國九十四年度之合併財務報表，業經本會計師查核竣事並於民國九十五年一月二十六日出具修正式無保留意見之查核報告在案，備供參考。

勤業眾信會計師事務所

會計師 郭 政 弘

會計師 邵 志 明

財政部證券暨期貨管理委員會核准文號

財政部證券暨期貨管理委員會核准文號

台財證六字第 0920123784 號

台財證六字第 0930128050 號

中 華 民 國 九 十 五 年 一 月 二 十 六 日

陽信商業銀行股份有限公司

資 產 負 債 表

民國九十四年及九十三年十二月三十一日

單位：除每股面額為新台幣元外，餘係仟元

資 產	九十四年十二月三十一日		九十三年十二月三十一日	
	金 額	%	金 額	%
1100 現金 (附註四)	\$ 5,549,431	2	\$ 2,762,182	2
1110 存放央行及銀行同業 (附註五)	11,265,741	5	7,093,736	4
1130 買入票券及證券 (附註二、三、六及二十一)	34,398,840	15	21,181,880	12
1140 應收款項 - 淨額 (附註二及七)	4,800,369	2	4,534,525	3
1220 附賣回債券及票券投資 (附註二、三及八)	-	-	1,625,924	1
1250 預付款項	38,899	-	32,432	-
1300 放款 - 淨額 (附註二、九及二十)	166,654,215	71	126,404,592	73
長期投資 (附註二、三及十)				
144101 採權益法之長期股權投資	216,459	-	237,366	-
144102 採成本法之長期股權投資	236,173	-	251,495	-
1426 其他長期投資	<u>210,000</u>	-	<u>-</u>	-
14XX 長期投資合計	<u>662,632</u>	-	<u>488,861</u>	-
固定資產 (附註二及十一)				
成 本				
1501 土 地	6,856,984	3	5,178,993	3
1521 房屋及建築	2,833,394	1	2,246,890	1
1531 什項設備	<u>1,041,591</u>	<u>1</u>	<u>934,833</u>	<u>1</u>
15X1 成本合計	10,731,969	5	8,360,716	5
15X8 重估增值	<u>183,047</u>	-	<u>183,047</u>	-
15XY 成本及重估增值	10,915,016	5	8,543,763	5
15X2 減：累計折舊	<u>1,331,688</u>	<u>1</u>	<u>1,173,389</u>	<u>1</u>

1570	未完工程及預付設備款	9,583,328	4	7,370,374	4
		<u>78,796</u>	<u>-</u>	<u>56,490</u>	<u>-</u>
15XX	固定資產淨額	<u>9,662,124</u>	<u>4</u>	<u>7,426,864</u>	<u>4</u>
1820	什項資產(附註一、二、三、十六及二十一)	<u>3,309,789</u>	<u>1</u>	<u>1,359,897</u>	<u>1</u>
1XXX	資產總計	<u>\$ 236,342,040</u>	<u>100</u>	<u>\$ 172,910,893</u>	<u>100</u>

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負債及股東權益	九十四年十二月三十一日		九十三年十二月三十一日	
	金額	%	金額	%
負債				
2105 附買回債券及票券負債(附註二、三及六)	\$ 5,774,401	3	\$ 4,107,736	2
2120 銀行同業存款(附註十二)	4,838,534	2	5,216,849	3
2140 應付款項	3,332,613	2	1,689,740	1
2250 預收款項	173,540	-	113,182	-
2300 存款及匯款(附註十三及二十)	206,505,145	87	150,201,405	87
2370 金融債券(附註十四)	2,000,000	1	1,000,000	1
2515 土地增值稅準備(附註二)	344,749	-	145,767	-
28XX 其他負債(附註二及十九)	<u>466,560</u>	<u>-</u>	<u>166,208</u>	<u>-</u>
2XXX 負債合計	<u>223,435,542</u>	<u>95</u>	<u>162,640,887</u>	<u>94</u>
股東權益				
3101 股本-每股面額 10 元, 額定九十四年 1,200,000 仟股, 九十三年 820,000 仟股; 發行九十四年 1,091,526 仟股, 九十三年 820,000 仟股	<u>10,915,265</u>	<u>4</u>	<u>8,200,000</u>	<u>5</u>
資本公積				
3201 股票溢價	3,646	-	3,646	-
3202 處分資產溢價收入	3,081	-	3,081	-
3206 其他	<u>4,501</u>	<u>-</u>	<u>4,501</u>	<u>-</u>
3200 資本公積合計	<u>11,228</u>	<u>-</u>	<u>11,228</u>	<u>-</u>
保留盈餘				
3301 法定公積	1,323,310	1	1,009,757	-
3310 未分配盈餘	<u>656,695</u>	<u>-</u>	<u>1,049,021</u>	<u>1</u>
33XX 保留盈餘合計	<u>1,980,005</u>	<u>1</u>	<u>2,058,778</u>	<u>1</u>
3XXX 股東權益合計	<u>12,906,498</u>	<u>5</u>	<u>10,270,006</u>	<u>6</u>
負債及股東權益總計	<u>\$ 236,342,040</u>	<u>100</u>	<u>\$ 172,910,893</u>	<u>100</u>

後附之附註係本財務報表之一部分。

(請參閱勤業眾信會計師事務所民國九十五年一月二十六日查核報告)

董事長：陳勝宏

經理人：胡決陽

會計主管：郭志鴻

陽信商業銀行股份有限公司

損 益 表

民國九十四年及九十三年一月一日至十二月三十一日

單位：除每股盈餘為新台幣元外，餘係仟元

	九十四年度		九十三年度	
	金 額	%	金 額	%
營業收入				
4501 利息收入 (附註二及二十)	\$ 5,690,005	81	\$ 5,107,927	84
4516 手續費收入 (附註二)	664,209	10	642,471	11
4531 買賣票券及證券淨益	350,993	5	260,514	4
4532 處分長期股權投資淨益	183,966	3	74,193	1
4609 其 他	<u>96,043</u>	<u>1</u>	<u>26,571</u>	<u>-</u>
4100 營業收入合計	<u>6,985,216</u>	<u>100</u>	<u>6,111,676</u>	<u>100</u>
營業成本及費用				
5501 利息費用 (附註二十)	2,300,434	33	1,817,571	30
5516 手續費支出	162,274	2	156,342	2
5532 按權益法認列之投資淨損 (附註二、三及十)	30,759	1	17,017	-
5535 各項提存	1,061,814	15	339,855	6
5800 營業費用(附註十七)	<u>2,612,488</u>	<u>37</u>	<u>2,481,494</u>	<u>41</u>
5000 營業成本及費用合計	<u>6,167,769</u>	<u>88</u>	<u>4,812,279</u>	<u>79</u>
6100 營業利益	<u>817,447</u>	<u>12</u>	<u>1,299,397</u>	<u>21</u>
營業外收入及利益				
4903 租金收入 (附註二十)	27,352	-	25,616	-
4929 其 他	<u>18,441</u>	<u>-</u>	<u>27,231</u>	<u>1</u>
4999 營業外收入及利益合計	<u>45,793</u>	<u>-</u>	<u>52,847</u>	<u>1</u>
營業外費用及損失				
5911 處分資產損失	2,247	-	48,065	1
5927 資產減損損失(附註三)	70,000	1	-	-
5929 其 他	<u>-</u>	<u>-</u>	<u>1</u>	<u>-</u>
5999 營業外費用及損失合計	<u>72,247</u>	<u>1</u>	<u>48,066</u>	<u>1</u>
6300 稅前純益	790,993	11	1,304,178	21
6400 所得稅 (附註二及十六)	<u>137,000</u>	<u>2</u>	<u>259,000</u>	<u>4</u>

6900 純 益	\$ 653,993	9	\$ 1,045,178	17
7000 每股盈餘 (附註十八)	稅 前	稅 後	稅 前	稅 後
基本每股盈餘	\$ 0.87	\$ 0.72	\$ 1.55	\$ 1.24

後附之附註係本財務報表之一部分。

(請參閱勤業眾信會計師事務所民國九十五年一月二十六日查核報告)

董事長：陳勝宏

經理人：胡泱陽

會計主管：郭志鴻

陽信商業銀行股份有限公司

股東權益變動表

民國九十四年及九十三年一月一日至十二月三十一日

單位：新台幣仟元

	發行股本		資本公積 (附註十五)				保留盈餘 (附註十五)			股東權益
	股 數 (仟 股)	金 額	股 票 溢 價	處分資產 溢價收入	其 他	合 計	法定公積	未分配 盈 餘	合 計	合 計
九十三年一月一日餘額	706,158	\$7,061,579	\$3,646	\$3,081	\$4,501	\$11,228	\$741,458	\$900,659	\$1,642,117	\$8,714,924
九十二年度盈餘分配										
法定公積	-	-	-	-	-	-	268,299	(268,299)	-	-
董監事酬勞	-	-	-	-	-	-	-	(9,427)	(9,427)	(9,427)
員工紅利	1,886	18,856	-	-	-	-	-	(18,856)	(18,856)	-
股票股利 - 8.5%	60,023	600,234	-	-	-	-	-	(600,234)	(600,234)	-

	發行股本		資本公積 (附註十五)				保留盈餘 (附註十五)			股東權益
	股數 (仟股)	金額	股票 溢價	處分資產 溢價收入	其他	合計	法定公積	未分配 盈餘	合計	合計
現金增資— 九十三年十一 月	51,933	519,331	-	-	-	-	-	-	-	519,331
九十三年度 純益	-	-	-	-	-	-	-	1,045,178	1,045,178	1,045,178
九十三年十 二月三十 日餘額	820,000	\$ 8,200,000	\$ 3,646	\$ 3,081	\$ 4,501	\$ 11,228	\$ 1,009,757	\$ 1,049,021	\$ 2,058,778	\$ 10,270,006
九十三年度 盈餘分配										
法定公積	-	-	-	-	-	-	313,553	(313,553)	-	-
董監事酬勞	-	-	-	-	-	-	-	(21,983)	(21,983)	(21,983)
員工紅利	2,198	21,983	-	-	-	-	-	(21,983)	(21,983)	-
股票股利 - 8.4%	68,880	688,800	-	-	-	-	-	(688,800)	(688,800)	-
合併發行新 股 - 九十四 年十一月	200,448	2,004,482	-	-	-	-	-	-	-	2,004,482
九十四年度 純益	-	-	-	-	-	-	-	653,993	653,993	653,993
九十四年十 二月三十 日餘額	1,091,526	\$ 10,915,265	\$ 3,646	\$ 3,081	\$ 4,501	\$ 11,228	\$ 1,323,310	\$ 656,695	\$ 1,980,005	\$ 12,906,498

後附之附註係本財務報表之一部分。
(請參閱勤業眾信會計師事務所民國九十五年一月二十六日查核報告)

陽信商業銀行股份有限公司

現金流量表

民國九十四年及九十三年一月一日至十二月三十一日

單位：新台幣仟元

	九十四年度	九十三年度
營業活動之現金流量：		
純益	\$ 653,993	\$ 1,045,178
各項提存	1,061,814	339,855
資產減損損失	70,000	-
折舊	171,862	171,890
攤銷	84,780	82,411
按權益法認列之投資淨損	30,759	17,017
處分長期股權投資淨益	(183,966)	(74,193)
處分固定資產淨損	569	2,017
處分承受擔保品損失	1,678	46,048
遞延所得稅	(116,334)	(77,734)
買入票券及證券增加	(12,617,979)	(5,443,586)
應收款項減少(增加)	269,163	(457,059)
預付款項減少	65,841	18,910
應付款項增加(減少)	1,266,672	(689,805)
預收款項增加	27,696	24,834
營業活動之淨現金流出	(9,213,452)	(4,994,217)
投資活動之現金流量：		
存放央行及銀行同業減少(增加)	5,065,469	(1,816,071)
附賣回債券及票券投資減少(增加)	1,625,924	(1,625,924)
放款增加	(9,089,657)	(10,463,211)
長期股權投資增加	(213,203)	(8,440)
購置固定資產	(119,435)	(486,789)
處分長期股權投資價款	286,418	114,592
處分固定資產價款	-	35
處分承受擔保品價款	2,649	32,748
什項資產減少(增加)	(154,880)	11,235
因合併之淨現金流入	1,342,135	-
投資活動之淨現金流出	(1,254,580)	(14,241,825)
融資活動之現金流量：		
附買回債券及票券負債增加	1,666,665	4,107,736
銀行同業存款減少	(524,180)	(907,300)
存款及匯款增加	12,243,882	14,098,544
其他負債減少	(109,103)	(1,551)
現金增資	-	519,331
董監事酬勞	(21,983)	(9,427)
融資活動之淨現金流入	13,255,281	17,807,333
現金淨增加(減少)	2,787,249	(1,428,709)

年初現金餘額	2,762,182	4,190,891
年底現金餘額	\$ 5,549,431	\$ 2,762,182
現金流量資訊之補充揭露		
支付利息	\$ 2,093,891	\$ 1,779,862
支付所得稅	\$ 448,518	\$ 256,270
不影響現金流量之投資活動		
長期股權投資轉列買入票券及證券	\$ -	\$ 103,529

後附之附註係本財務報表之一部分。

(請參閱勤業眾信會計師事務所民國九十五年一月二十六日查核報告)

董事長：陳勝宏

經理人：胡決陽

會計主管：郭志鴻

陽信商業銀行股份有限公司

財務報表附註

民國九十四及九十三年度

(除另予註明者外，金額係以新台幣千元為單位)

一、公司沿革及業務範圍

本銀行為一公開發行公司，經營之業務為：(1)銀行法所規定商業銀行得以經營之業務；(2)各種儲蓄及信託業務；(3)經中央主管機關核准辦理之其他有關業務。截至九十四年底止，全國共有九十六個營業單位。

本銀行信託部辦理銀行法規定之信託投資業務之規劃、管理及營業，暨投資國內有價證券及基金之信託業務。

本銀行九十四及九十三年底員工人數分別為 2,619 人及 1,969 人。

本銀行以九十四年十一月二十六日為合併基準日，吸收合併高新商業銀行股份有限公司(高新銀行)，以本銀行為存續公司，合併換股比例為高新銀行每 1.2048 股換發本銀行普通股 1 股。本銀行因合併而發行新股 200,448 仟股之普通股，計 2,004,482 仟元，合併發行新股之權利義務與本銀行原已發行股份相同。該合併案業經行政院金融監督管理委員會及經濟部商業司核准並完成變更登記，高新銀行權利義務合併後由本銀行概括承受。

本銀行合併高新銀行之會計處理係依照財務會計準則公報第二十五號「企業合併—購買法之會計處理」辦理，於合併基準日將高新銀行之資產負債按公平價值入帳，以合併換股比例所發行之股份金額作為收購成本，減除高新銀行可辨認淨資產公平價值，超過部分列為商譽。本次合併承受之資產負債及商譽如下：

承受之資產

現金	\$ 1,342,135
存放央行及銀行同業	9,237,474
買入票券及證券	598,981
應收款項	1,299,536
預付款項	72,308
放款	31,457,251
長期股權投資	93,779
固定資產	2,288,256
承受擔保品	867,319

其他資產	61,559
遞延所得稅資產	103,130
承受之負債	
央行及銀行同業存款	145,865
應付款項	479,331
預收款項	32,662
存款及匯款	44,059,858
金融債券	1,000,000
土地增值稅準備	198,982
其他負債	<u>409,455</u>
淨資產	1,095,575
合併發行新股	<u>2,004,482</u>
商譽	<u>\$ 908,907</u>

本銀行九十四年度之損益僅包含高新銀行九十四年十一月二十七日至十二月三十一日之經營成果。合併經營結果之擬制性資訊列示如下：

	九十四年度	九十三年度
營業收入	<u>\$8,182,162</u>	<u>\$7,804,554</u>
列計非常損益前利益(損失)	<u>(\$ 126,296)</u>	<u>\$1,343,984</u>
純益(損)	<u>(\$ 126,296)</u>	<u>\$1,343,984</u>

	稅前	稅後	稅前	稅後
基本每股盈餘(虧損)	<u>(\$0.05)</u>	<u>(\$0.12)</u>	<u>\$1.33</u>	<u>\$1.23</u>

二、重要會計政策之彙總說明

本財務報表係依照有關法令、公開發行銀行財務報告編製準則及一般公認會計原則編製。依照前述準則及原則編製財務報表時，本銀行對於備抵呆帳、固定資產折舊、保證責任準備、退休金、承受擔保品跌價損失、資產減損損失及所得稅等之提列，必須使用合理之估計金額，因估計通常係在不確定情況下作成之判斷，因此可能與將來實際結果有所差異。因銀行業之經營特性，其營業週期較難確定，故未將資產及負債科目區分為流動或非流動，惟已依其性質分類，按相對流動性之順序排列，並於附註二十三說明資產及負債之到期分析。重要會計政策彙總說明如下：

財務報表彙編原則

本財務報表包括本銀行國內總分行及國際金融業務分行之帳目。國內總分行及國際金融業務分行之聯行往來帳目於彙編財務報表時互相沖減。

買入票券及證券

買入票券及證券係按總成本與市價孰低計價。當市價低於成本時，提列備抵跌價損失；嗣後若市價回升時，則應於已提列之金額內予以沖回。

出售時，股票及受益憑證係以移動平均法計算成本；其他則以個別辨認法計算成本。

附條件交易債券及票券

附買賣條件之債券及票券交易按成本計價，其買賣間之差額分別帳列利息收入及費用。

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呆帳處理辦法」之規定，放款及其他授信款項應於清償期屆滿六個月內，連同已估列之應收利息轉列催收款項。

備抵呆帳及保證責任準備

本銀行係就放款、應收帳款、應收利息、其他應收款及催收款項，暨各項保證及應收承兌票款餘額，分別對特定債權無法收回之風險及全體債權組合之潛在風險，評估可能損失，以提列備抵呆帳及保證責任準備（帳列其他負債）。

參照財政部「銀行資產評估損失準備提列及逾期放款催收款呆帳處理辦法」之規定，本銀行按授信戶之財務狀況、過去之往來交易經驗、本息償付是否有延滯情形等，並就特定債權之擔保品評估其價值後，評估授信資產之可收回性。收回無望之授信資產，全額提列損失；收回有困難之部分，依餘額百分之五十提列損失；可望收回之部分，依餘額百分之十提列損失；應予注意部分，依餘額百分之二提列損失。

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。

長期投資

長期股權投資按權益法計價者，係以投資成本加（或減）按持股比例認列被投資公司之純益（或純損）及增加（或減少）之資本公積或保留盈餘計算。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減項。取得股權或首次採用權益法時，投資成本與所取得股權淨值間之差額（溢額或折額），按五年平均攤銷。倘以其相關可回收金額衡量，有重大減損時，就其減損部分認列損失。

長期股權投資按成本法計價者，係以成本計算。被投資公司發放現金股利時，認列投資收益。投資於上市櫃公司之股權，當其投資帳面金額超上市價時，則改按市價計算，且提列備抵跌價損失。未實現跌價損失列為股東權益之減項，若因市價已告回升，則於已提列金額內予以沖回。投資於未上市櫃公司之股權，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。

被投資公司發放股票股利時，不列為投資收益，僅註記股數增加。

其他長期投資係按成本計價。

出售長期投資時之成本，係按移動平均法計算。

長期股權投資轉列買入票券及證券時，比較當時之帳列成本與市價，若市價低於成本，則認列跌價損失，並以市價為新成本。

固定資產

固定資產係按成本（或成本加重估增值）減累計折舊計價。重大更新及改良，作為資本支出；修理維護支出，則作為當年度費用。

固定資產折舊係依直線法，按下列使用年限計提：房屋及建築，三至六十年；什項設備，三至十五年。固定資產耐用年限屆滿仍繼續使用者，依原折舊方法按估計可繼續使用年數計提。

固定資產辦理重估者，除增加重估資產之增值金額及土地增值稅準備外，淨額則貸記資本公積。其折舊係按資產重估時之剩餘耐用年數計提。

本銀行及子公司依財務會計準則公報第三十五號之規定決定固定資產及商譽所屬之現金產生單位，再就該等現金產生單位進行減損評估。倘該等資產以其相關可回收金額衡量帳面價值有重大減損時，先就該現金產生單位中之商譽減少其帳面價值，其餘減損損失再依該現金產生單位中之其他資產帳面價值等比例分攤，嗣後若相關之可回收金額增加時，將減損損失之迴轉認列為利益，惟固定資產於減損損失迴轉後之帳面價值，不得超過該項資產在未認列減損損失之情況下，減除應提列折舊後之帳面價值；商譽之減損損失則不得迴轉。

固定資產處分時，其成本、重估增值及相關之累計折舊均自帳上予以減除，因而產生之損益依其性質列為

當年度之損益。

什項資產

承受之擔保品按承受價格入帳，年底時按成本與淨變現價值孰低計價。商譽則按十五年平均攤銷。

退休金

屬確定給付之退休金，係按精算之淨退休金成本認列退休金費用，未認列過渡性淨給付資產及退休金損益按二十二年，採直線法攤銷。支付退休金時，先由退休準備金撥付，再沖減退休金負債。

屬確定提撥之退休金，係於員工提供服務之期間，將應提撥之退休基金數額認列為當年度費用。

利息收入及手續費收入之認列

放款之利息收入，係按應計基礎估列；惟放款因逾期未獲清償而轉列催收款者，自轉列之日起對內停止計息，俟收現時始認列收入。因紓困協議展期而同意記帳之利息收入，依規定自開始記帳日起，列為遞延收益(帳列其他負債)，俟收現時始認列收入。

手續費收入係收現且獲利過程大部分完成時認列。

所得稅

所得稅係作跨期間之所得稅分攤，即可減除暫時性差異及投資抵減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，認列相關備抵評價金額；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。

因購置設備或技術、研究發展及人才培訓等所產生之所得稅抵減，採當期認列法處理。

以前年度所得稅之調整，包含於當年度所得稅。

未分配盈餘加徵百分之十之所得稅，於股東會決議年度認列為費用。

或有損失

在資產負債表日很有可能資產已經受損或負債已經發生，且其損失金額得以合理估計之或有損失，認列為當年度損失；若損失金額無法合理估計或損失有可能已經發生，則於財務報表附註揭露之。

外幣交易事項之會計處理

本銀行之外幣交易事項係以原幣金額列帳。外幣損益科目，按每月底中央銀行公告之結帳匯率折算，並結轉至新台幣損益帳。非屬遠期外匯買賣合約所產生之外幣資產及負債項目，係按資產負債表日即期匯率折算為新台幣，因而產生之差額列為當年度兌換損益。

衍生性金融商品交易

以交易為目的之遠期外匯買賣合約所產生之外幣資產及負債，係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失或盈益，列為收付結清年度損益。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。買賣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。

為支應不同幣別資金需求之外匯換匯交易係以交易為目的，所產生之外幣資產及負債屬即期部位者，按訂約日之即期匯率入帳；屬遠期部位者，則以約定之遠期匯率入帳。即期與遠期匯率間之差額則於合約期間按直線法平均攤銷，列為利息收入或費用。其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。

資產交換係將可轉換公司債之股票轉換權換出，而換入另一固定加碼利率。資產交換合約係為規避可轉換公司債之利率風險，故於約定結算日及資產負債表日就結算應收取之利息，列為利息收入之調整。

科目重分類

本銀行九十三年度財務報表科目予以重分類，俾配合九十四年度財務報表表達方式。

三、會計變動之理由及其影響

本銀行自九十四年起採用財務會計準則公報第三十五號「資產減損之會計處理」，於進行資產減損評估時，係先按淨公平價值衡量，惟若有跡象顯示資產使用價值重大超過淨公平價值時，則以使用價值作為可回收金額，並以各分行為現金產生單位計算未來現金流量之折現值。評估按權益法計價之長期股權投資時，按被投資

公司資產之使用價值評估其可回收金額，並採用五年期財務預算作為現金流量之評估依據，折現率為 8.95%，營業收入係依據未來經濟趨勢及過去經驗估計，以此計算之可回收金額小於被投資公司帳面價值時，即產生減損。是項變動，使九十四年底之商譽減少 70,000 仟元(帳列減損損失)及按權益法計價之長期股權投資減少 16,000 仟元(帳列按權益法認列之投資損失)。

本銀行對於債票券以附買賣為條件之交易，原依照財政部頒佈之「短期票券業務會計處理應注意事項」規定，以買賣斷法處理，惟自九十三年起依「公開發行銀行財務報告編製準則」之規定，改採融資法處理。是項會計原則變動增加九十三年度稅後純益 5,057 仟元。

由於本銀行債票券附條件交易係屬日常資金調度之業務活動，故交易量龐大，且帳務處理系統歷經數次更新，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，故本銀行無法計算該項會計原則變動累積影響數。

四、現 金

	94 年底	93 年底
庫存現金	\$ 2,608,282	\$ 1,922,242
待交換票據	2,188,436	556,455
存放同業	<u>752,713</u>	<u>283,485</u>
合 計	<u>\$ 5,549,431</u>	<u>\$ 2,762,182</u>

五、存放央行及銀行同業

	94 年底	93 年底
存款準備金	\$ 6,838,406	\$ 5,507,117
拆放同業	2,154,961	1,366,024
存放央行	<u>2,272,374</u>	<u>220,595</u>
合 計	<u>\$ 11,265,741</u>	<u>\$ 7,093,736</u>

存款準備金係就每月各項存款之平均餘額，按法定準備率提存於中央銀行之存款準備金帳戶。截至九十四及九十三年底止，存款準備金中分別計 5,473,601 仟元及 3,917,450 仟元，依規定於每月調整存款準備金前不得動用，其餘則可隨時動用。

六、買入票券及證券

	94 年底	93 年底
可轉讓定存單	\$ 19,233,263	\$ 10,450,050
商業本票	10,001,674	5,592,028
債 券	3,229,736	2,610,777
	833,681	1,587,713
受益憑證	721,463	491,389
上市櫃公司普通股	315,815	155,459
受益證券	49,232	270,994
國庫券		
承兌匯票	<u>13,976</u>	<u>23,470</u>
合 計	<u>\$ 34,398,840</u>	<u>\$ 21,181,880</u>

本銀行九十四年及九十三年底止，已供作附買回條件交易之買入票券及證券分別為 5,774,401 仟元及 4,107,736 仟元。

七、應收款項 - 淨額

	94 年底	93 年底
應收信用卡款項	\$ 3,901,102	\$ 4,044,098
應收利息	523,027	378,716
應收承兌票款	174,352	128,582
應收退稅款	118,742	19,038
其他	<u>406,391</u>	<u>175,186</u>
	5,123,614	4,745,620
減：備抵呆帳	<u>323,245</u>	<u>211,095</u>
合 計	<u>\$ 4,800,369</u>	<u>\$ 4,534,525</u>

八、附賣回債券及票券投資

九十三年底以附賣回為條件買入之債券及票券為 1,625,924 仟元，約定於九十四年四月十二日前以 1,626,517 仟元賣回。

九、放款 - 淨額

	94 年底	93 年底
短期放款	\$ 13,785,900	\$ 11,025,318
短期擔保放款	22,107,526	16,448,670
中期放款	24,832,047	18,723,710
中期擔保放款	17,152,646	14,840,669
長期放款	7,963,932	3,813,404
長期擔保放款	78,925,175	60,485,274
催收款	4,012,174	2,434,322
出口押匯	<u>35,831</u>	<u>52,225</u>
	168,815,231	127,823,592
減：備抵呆帳	<u>2,161,016</u>	<u>1,419,000</u>
合 計	<u>\$ 166,654,215</u>	<u>\$ 126,404,592</u>

九十四及九十三年底已停止對內計息之授信餘額分別為 4,012,174 仟元及 2,434,322 仟元。九十四及九十三年度對內未計提利息收入之金額分別為 95,500 仟元及 102,291 仟元。

備抵呆帳之明細及變動情形如下：

	94 年度		
	特 定 債 權 無 法 收 回 之 風 險	全 體 債 權 組 合 之 潛 在 風 險	合 計
年初餘額	\$ 1,406,405	\$ 12,595	\$ 1,419,000
呆帳提列	154,154	143,131	297,285
合併高新銀行轉列	855,429	-	855,429
沖銷放款	(963,325)	-	(963,325)
收回已沖銷之放款	<u>552,627</u>	<u>-</u>	<u>552,627</u>
年底餘額	<u>\$ 2,005,290</u>	<u>\$ 155,726</u>	<u>\$ 2,161,016</u>

	93 年度		
	特 定 債 權 無 法 收 回 之 風 險	全 體 債 權 組 合 之 潛 在 風 險	合 計
年初餘額	\$ 569,759	\$ 564,898	\$ 1,134,657
呆帳提列 (轉回)	609,010	(552,303)	56,707
沖銷放款	(445,898)	-	(445,898)
收回已沖銷之放款	<u>673,534</u>	<u>-</u>	<u>673,534</u>
年底餘額	<u>\$ 1,406,405</u>	<u>\$ 12,595</u>	<u>\$ 1,419,000</u>

十、長期投資

	94 年底		93 年底	
	金額	持股 %	金額	持股 %
按權益法計價 - 未上市櫃公司				
陽信證券公司	\$ 204,799	97.0	\$ 236,045	97.0
銀聯人身保險代理人公司	10,102	39.9	-	-
銀聯財產保險經紀人公司	<u>1,558</u>	20.0	<u>1,321</u>	20.0
	<u>216,459</u>		<u>237,366</u>	
按成本法計價				

	94 年底		93 年底	
	金額	持股 %	金額	持股 %
上市公司				
合作金庫銀行	-	-	99,249	0.5
未上市櫃公司				
財金資訊公司	115,771	2.4	51,246	1.3
台灣票券集中保管結算公司	70,402	3.5	50,000	2.5
台灣金融資產服務公司	50,000	2.9	50,000	2.9
銀聯人身保險代理人公司	-	-	1,000	19.9
台中精機廠公司	-	0.1	-	-
	<u>236,173</u>		<u>251,495</u>	
其他長期投資				
板信特別股	110,000		-	
遠雄人壽特別股	<u>100,000</u>		<u>-</u>	
	<u>210,000</u>		<u>-</u>	
合 計	<u>\$ 662,632</u>		<u>\$ 488,861</u>	

九十四及九十三年度長期股權投資按權益法認列之投資損益係依據各被投資公司同期間經會計師查核之財務報表認列。

按成本法計價之長期股權投資相關資料如下：

	94 年底	93 年底
上市公司 - 按市價計算	\$ -	\$ 341,892
未上市櫃公司 - 按持股比例計算之淨值 (係依據被投資公司未經會計師查核之財務報表計算)	<u>269,896</u>	<u>182,216</u>
合 計	<u>\$ 269,896</u>	<u>\$ 524,108</u>

投資於板信商業銀行累積特別股 11,000 仟股，發行期間為六年，股息率為 4.5%，到期依發行價格收回；另遠雄人壽記名式附認股權可轉換特別股 10,000 仟股，發行期間為三年，股息率為 5%，自發行日起三年內得全部轉換為普通股或請求依發行價格收回。

所有子公司之帳目已併入編製九十四年度合併財務報表。

十一、固定資產

94 年底

93 年底

重估增值如下：		
土地	\$ 161,211	\$ 161,211
房屋及建築	21,836	21,836
	<u>\$ 183,047</u>	<u>\$ 183,047</u>
累積折舊如下：		
房屋及建築	\$ 589,159	\$ 535,967
什項設備	742,529	637,422
	<u>\$ 1,331,688</u>	<u>\$ 1,173,389</u>

本銀行依有關法令規定，分別於七十一、八十及八十二年度辦理土地重估價，並於七十一年辦理土地以外資產之重估價。

十二、銀行同業存款

	94 年底	93 年底
銀行同業拆放	\$ 2,600,100	\$ 2,876,849
銀行同業存款	2,238,434	2,340,000
合 計	<u>\$ 4,838,534</u>	<u>\$ 5,216,849</u>

十三、存款及匯款

	94 年底	93 年底
儲蓄存款	\$ 145,974,246	\$ 99,193,213
定期存款	44,020,931	39,166,406
活期存款	13,668,605	9,722,275
支票存款	2,558,523	1,812,848
公庫存款	273,367	302,696
匯 款	9,473	3,967
合 計	<u>\$ 206,505,145</u>	<u>\$ 150,201,405</u>

十四、金融債券

次順位金融債券票面利率為 3.85%-4.35%，每半年或每年付息，到期一次還本，發行期間分別為九十一年十一月至九十七年五月及九十一年十二月至一〇一年十二月。

十五、股東權益

依有關法令規定，因處分資產溢價收入而發生之資本公積，除填補虧損外，不得使用；但超過票面金額發行股票所得之溢額及受領贈與之所得產生之資本公積，得撥充資本，按股東原有股份之比例發給新股。以資本公積撥充股本時，每年以一定比例為限。

本銀行章程規定，每年度決算如有盈餘，依法繳納一切稅捐外，應先彌補以往年度虧損，次就其餘額再提百分之三十為法定盈餘公積，但法定盈餘公積已達實收資本總額時，不在此限；次視需要提特別盈餘公積或酌予保留盈餘，其餘額依下列規定分派之：

- (一)董事、監察人酬勞百分之三。
- (二)員工紅利百分之三。
- (三)股東股利百分之九十四。

前項法定盈餘公積未達資本總額前，其最高現金盈餘分配，不得超過資本總額之百分之十五。

有關盈餘之分配應於翌年召開股東會時予以承認通過，並於該年度入帳。

本銀行盈餘分派由董事會視當時國內外財經情勢及未來業務計劃擬定股利發放之條件，惟本銀行正處於業務成長時期，為強化資本結構，股利原則以股票股利形式發放。

本銀行九十四年度盈餘分配案截至會計師查核報告書出具日止，尚未經董事會通過，有關董事會通過擬議及股東會決議情形，請至「公開資訊觀測站」查詢。

本銀行股東會分別於九十四年六月及九十三年五月照案通過董事會擬議之九十三及九十二年度盈餘分配案及每股股利如下：

	盈 餘 分 配 案		每 股 股 利 (元)	
	九十三年度	九十二年度	九十三年度	九十二年度
法定公積	\$ 313,553	\$ 268,299		
董監事酬勞	21,983	9,427		
員工股票紅利	21,983	18,856		
股票股利	688,800	600,234	\$ 0.84	\$ 0.85
	<u>\$ 1,046,319</u>	<u>\$ 896,816</u>		

有關董監事酬勞及員工紅利若於九十三及九十二年度以費用列帳，每股盈餘之變化如下：

	九 十 三 年 度	九 十 二 年 度
(一)原稅後每股盈餘	<u>\$ 1.24</u>	<u>\$ 1.10</u>
(二)設算稅後每股盈餘	<u>\$ 1.20</u>	<u>\$ 1.08</u>

依公司法規定，法定公積應繼續提撥，至其餘額達股本總額時為止。法定公積得用以彌補虧損；且若其餘額已達實收股本百分之五十時，亦得以其半數撥充股本。

本銀行若分配屬於八十六年度(含)以前未分配盈餘時，股東將不獲配股東可扣抵稅額。若分配屬於八十七年度(含)以後未分配盈餘時，除非屬中華民國境內居住者之股東外，其餘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。

十六、所得稅

	94 年度	93 年度
應納所得稅	\$172,977	\$299,885
遞延所得稅	(116,334)	(77,734)
短期票券分離課稅稅額	57,167	36,893
未分配盈餘加徵稅額	19,696	5,414
以前年度所得稅調整	3,494	(5,458)
合 計	<u>\$ 137,000</u>	<u>\$ 259,000</u>

遞延所得稅資產(帳列什項資產)列示如下：

	94 年底	93 年底
備抵呆帳超限	\$ 223,957	\$ 112,010
其 他	17,552	13,165
合 計	<u>\$ 241,509</u>	<u>\$ 125,175</u>

本銀行用以計算遞延所得稅之稅率為 25%。

九十四及九十三年底可扣抵稅額帳戶餘額分別為 201,854 仟元及 117,118 仟元。

九十四年度預計及九十三年度實際盈餘分配之稅額扣抵比率分別為 30.74%及 33.38%。由於本銀行得分配予股東之可扣抵稅額，應以股利盈餘分配日之股東可扣抵稅額帳戶之餘額為計算基礎。因是九十四年預計盈餘分配之稅額扣抵比率可能會因本銀行依所得稅法規定預計可能產生之各項可扣抵稅額與實際不同而須調整。

九十四及九十三年底中屬八十六年度（含）以前之未分配盈餘均為 11 仟元。

本銀行截至九十一年度止之所得稅申報案件，業經稅捐稽徵機關核定。九十二及九十三年度之所得稅申報案件中，屬公債前手息之扣繳稅款計 2,536 仟元，九十四年度尚未申報之公債前手息之扣繳稅款計 1,304 仟元。

十七、用人、折舊及攤銷費用

	94 年度	93 年度
用人費用		
薪資費用	\$ 1,016,222	\$ 938,916
各項獎金	384,823	413,775
退休金費用	81,566	71,840
員工保險費	98,310	91,064
其他用人費用	<u>45,213</u>	<u>41,939</u>
	\$ 1,626,134	\$ 1,557,534
折 舊	<u>\$ 171,862</u>	<u>\$ 171,890</u>
攤 銷	<u>\$ 84,780</u>	<u>\$ 82,411</u>

十八、每股盈餘

計算基本每股盈餘之分子及分母揭露如下：

	金 額 (分 子)		仟 股 數 (分 母)	每 股 盈 餘 (元)	
	稅 前	稅 後		稅 前	稅 後
九十四年度 基本每股盈餘	<u>\$ 790,993</u>	<u>\$ 653,993</u>	<u>907,782</u>	<u>\$ 0.87</u>	<u>\$ 0.72</u>
九十三年度 基本每股盈餘	<u>\$ 1,304,178</u>	<u>\$ 1,045,178</u>	<u>843,473</u>	<u>\$ 1.55</u>	<u>\$ 1.24</u>

計算每股盈餘時，無償配股之影響已列入追溯調整。九十三年度稅前及稅後之基本每股盈餘因追溯調整，分別由 1.69 元及 1.35 元減少為 1.55 元及 1.24 元。

十九、退休金

本銀行對正式聘用職工訂有退休辦法，依該辦法規定，職工退休之支付係依據服務年資及退休前六個月之平均薪資計算。

員工之退休金每月按薪資總額 3.76% 提撥之退休準備金，交由勞工退休準備金監督委員會管理，並以該委員會名義存入中央信託局。

本銀行原依「勞動基準法」訂定之員工退休辦法，係屬確定給付退休辦法。「勞工退休金條例」自九十

四年七月一日起施行，勞工得選擇繼續適用「勞動基準法」有關之退休金規定，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。本銀行另依「勞工退休金條例」訂定之員工退休辦法，係屬確定提撥退休辦法，自九十四年七月一日起依員工薪資每月 6% 提撥至個人退休金專戶，本銀行九十四年度認列之退休金成本為 25,548 仟元。

本銀行退休金相關資訊揭露如下：

(一)淨退休金成本：

	94 年度	93 年度
服務成本	\$ 53,936	\$ 69,897
利息成本	20,051	17,015
退休基金資產之預期報酬	(17,374)	(14,642)
攤銷數	<u>(595)</u>	<u>(430)</u>
淨退休金成本	<u>\$ 56,018</u>	<u>\$ 71,840</u>

(二)退休基金提撥狀況與資產負債表列報數額之調節：

	94 年度	93 年度
給付義務		
既得給付義務	\$ 247,186	\$ 109,976
非既得給付義務	<u>499,103</u>	<u>293,196</u>
累積給付義務	746,289	403,172
未來薪資增加之影響數	<u>292,514</u>	<u>176,446</u>
預計給付義務	1,038,803	579,618
退休基金之公平市價	<u>(573,693)</u>	<u>(470,603)</u>
提撥狀況	465,110	109,015
未認列過渡性淨給付資產	67,208	72,009
未認列退休金損益	<u>(260,032)</u>	<u>(154,695)</u>
應計退休金負債 (帳列其他負債)	<u>\$ 272,286</u>	<u>\$ 26,329</u>

(三)依職工退休辦法之既得給付

\$ 313,170

\$ 141,445

(四)退休金給付義務之假設

折現率	3%	3.5%
未來薪資水準增加率	2.5%	2.5%
退休基金資產預期投資報酬率	3%	3.5%

(五)退休準備金提撥及支付情形

	94 年度	93 年度
提撥	<u>\$ 72,310</u>	<u>\$ 63,434</u>
支付	<u>\$ 41,865</u>	<u>\$ -</u>

二十、關係人交易

(一) 本銀行與關係人間之重大交易事項彙總如下：

關 係 人 名 稱	與 本 銀 行 之 關 係
陽信證券股份有限公司(陽信證券公司)	子公司
銀聯財產保險經紀人公司(銀聯產險公司)	按權益法計價之被投資公司
銀聯人身保險代理人公司(銀聯人身保險公司)	按權益法計價之被投資公司
其他關係人	本銀行董事、監察人及經理人，暨董事長及總經理二親等以內親屬

(二) 與關係人間之重大交易事項

1.放款

	94 年底			93 年底		
	餘 額	佔該科目(%)	年利率(%)	餘 額	佔該科目(%)	年利率(%)
其他關係人	<u>\$1,228,672</u>	<u>0.73</u>	1.98 ~ 11.7	<u>\$782,910</u>	<u>0.61</u>	1.7 ~ 4.03

本銀行根據銀行法第三十二條及第三十三條之規定，除消費者貸款額度內及對政府貸款外，不得為無擔保授信；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.存款

	94 年底			93 年底		
	餘 額	佔該科目(%)	年利率(%)	餘 額	佔該科目(%)	年利率(%)
其他關係人	\$ 690,126	0.33	0 ~ 9	\$ 446,324	0.3	0 ~ 9
銀 聯 人 身 保 險 公 司	10,696	0.01	0.2	27,172	0.02	0.2
陽信證券公司	4,843	-	0.2	575	-	0.2
銀聯產險公司	3,555	-	0.2	1,436	-	0.2
合 計	<u>\$709,220</u>	<u>0.34</u>		<u>\$475,507</u>	<u>0.32</u>	

3.利息收入

	94 年度		93 年度	
	金 額	佔該科目(%)	金 額	佔該科目(%)
其他關係人	<u>\$23,446</u>	<u>0.41</u>	<u>\$28,397</u>	<u>0.56</u>

4.經紀手續費(帳列買賣票券及證券淨益減項)

	94 年度		93 年度	
	金 額	佔該科目(%)	金 額	佔該科目(%)
陽信證券公司	<u>\$10,954</u>	<u>3.12</u>	<u>\$12,003</u>	<u>4.61</u>

5. 利息費用

	94 年度		93 年度	
	金 額	佔該科目(%)	金 額	佔該科目(%)
其他關係人	\$ 6,611	0.29	\$ 5,594	0.31
其 他	78	-	72	-
合 計	<u>\$6,689</u>	<u>0.29</u>	<u>\$5,666</u>	<u>0.31</u>

6. 租 賃

本銀行與陽信證券公司簽約出租營業場所，租期至九十六年底止，九十四及九十三年底之押金均為 800 仟元，租金按月收取。九十四及九十三年度之租金收入分別為 9,600 仟元及 9,688 仟元。

本銀行與關係人間之交易，除行員存放款於規定限額內給予優惠利率外，其交易條件均與非關係人條件相當。

二十一、質押之資產

本銀行已提供作為擔保之資產如下：

	94 年底	93 年底
買入票券及證券	\$ 2,116,000	\$ 2,045,000
什項資產 - 存出保證金	260,955	143,667
- 質押定存單	<u>100,000</u>	<u>100,000</u>
合 計	<u>\$ 2,476,955</u>	<u>\$ 2,288,667</u>

上述質押之資產主要係繳存法院，作為對債務人財產執行假扣押之保證金、承租各業務單位處所之押金、信用卡付款準備金、信託部賠償準備金、票券商存儲保證金、通匯系統連線擔保及為配合中央銀行同業資金調撥清算作業系統採行即時總額清算機制，因是提供買入可轉讓定存單(帳列買入票券及證券)作為日間透支之擔保，該擔保額度可隨時變更且日終未動用之額度仍可充當流動準備。

二十二、重大承諾事項及或有事項

(一) 租賃契約

本銀行承租供各業務單位營運使用之處所，其租期分別於九十九年四月前到期，支付之存出保證金共計 127,387 仟元。九十四年度租金費用 38,068 仟元。

依約未來五年度應支付之租金如下：

年 度	金 額
九 十 五	\$ 40,840
九 十 六	31,829

年 度	金 額
九十七	25,129
九十八	19,103
九十九	1,671

(二)信託資產負債及財產目錄

信託帳資產負債表
九十四年十二月三十一日

信 託 資 產		信 託 負 債	
銀行存款	\$ 54,458	信託資本 -	
短期投資 -		金錢信託	\$ 8,042,281
基金投資	5,481,936	不動產信託	<u>302,214</u>
債券投資	2,505,887		
不動產 - 土地	<u>302,214</u>		
	<u>\$ 8,344,495</u>		<u>\$ 8,344,495</u>

信託財產目錄
九十四年十二月三十一日

投 資 項 目	帳 列	金 額
銀行存款		
其他金錢信託 - 活存	\$ 8,688	
- 定存	<u>45,770</u>	\$ 54,458
短期投資 -		
基金投資 - 台幣信託	4,434,824	
- 外幣信託	1,047,112	
債券投資 - 台幣信託	285,728	
- 外幣信託	<u>2,220,159</u>	7,987,823
不動產 - 土地		<u>302,214</u>
		<u>\$ 8,344,495</u>

二十三、資產及負債之到期分析

本銀行資產及負債之到期期間，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，按約定到期日作到期分析，無約定到期日者，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，作到期分析。

	94 年 底			
	一年以內	超過一年至七年	超過七年	合 計
資 產				
現 金	\$ 5,549,431	\$ -	\$ -	\$ 5,549,431
存放央行及銀行同業	11,265,741	-	-	11,265,741
買入票券及證券	34,398,840	-	-	34,398,840
應收款項總額	5,123,614	-	-	5,123,614

	94 年 底			
	一年以內	超過一年 至七年	超過七年	合 計
放款總額	43,105,995	39,109,119	86,600,117	168,815,231
	<u>\$ 99,443,621</u>	<u>\$ 39,109,119</u>	<u>\$ 86,600,117</u>	<u>\$ 225,152,857</u>
負 債				
附買回債券及票券負債	\$ 5,774,401	\$ -	\$ -	\$ 5,774,401
銀行同業存款	4,838,534	-	-	4,838,534
應付款項	3,332,396	-	-	3,332,396
存款及匯款	198,774,052	7,731,093	-	206,505,145
金融債券	-	2,000,000	-	2,000,000
	<u>\$ 212,719,383</u>	<u>\$ 9,731,093</u>	<u>\$ -</u>	<u>\$ 222,450,476</u>

	93 年 底			
	一年以內	超過一年 至七年	超過七年	合 計
資 產				
現 金	\$ 2,762,182	\$ -	\$ -	\$ 2,762,182
存放央行及銀行同業	7,093,736	-	-	7,093,736
買入票券及證券	21,181,880	-	-	21,181,880
應收款項總額	4,745,620	-	-	4,745,620
附賣回債券及票券投資	1,625,924	-	-	1,625,924
放款總額	32,740,622	31,321,857	63,761,113	127,823,592
	<u>\$ 70,149,964</u>	<u>\$ 31,321,857</u>	<u>\$ 63,761,113</u>	<u>\$ 165,232,934</u>
負 債				
附買回債券及票券負債	\$ 4,107,736	\$ -	\$ -	\$ 4,107,736
銀行同業存款	5,216,849	-	-	5,216,849
應付款項	1,689,740	-	-	1,689,740
存款及匯款	143,600,697	6,600,708	-	150,201,405
金融債券	-	1,000,000	-	1,000,000
	<u>\$ 154,615,022</u>	<u>\$ 7,600,708</u>	<u>\$ -</u>	<u>\$ 162,215,730</u>

二十四、金融商品相關資訊

(一) 衍生性金融商品

本銀行從事外匯換匯及遠期外匯合約等衍生性金融商品交易之目的，主要係為配合客戶交易之需求並用以軋平本銀行之部位及支應不同幣別資金之需求。又本銀行因非交易目的而訂定之資產交換合約，主要係為規避外幣資產之利率風險。

茲將本銀行九十四及九十三年底未到期之衍生性金融商品交易之合約金額（名目本金）、信用風險及公平價值列示如下：

金融商品	94 年底			93 年底		
	合約金額 (名目本金)	信用風險	公平價值	合約金額 (名目本金)	信用風險	公平價值
遠期外匯合約	\$ 103,042	\$ 3,154	\$ 3,154	\$ 191,700	\$ -	(\$ 1,371)
外匯換匯合約	-	-	-	470,278	2,977	2,621

非交易目的	94 年底			93 年底		
	合約金額 (名目本金)	信用風險	公平價值	合約金額 (名目本金)	信用風險	公平價值
資產交換合約	131,440	-	(99)	-	-	-

信用風險為交易相對人到期無法按約定條件履約之風險。上述信用風險係資產負債表日公平價值為正數之合約，經考慮淨額交割總約定之互抵效果後仍為正數之合計數，代表若交易對象違約，則本銀行將產生之損失。因上述交易之相對人皆係信用卓著之金融機構，且本銀行亦與多家金融機構往來交易以分散風險，資產交換交易亦均選擇債信良好之債券為交易標的，故本銀行認為交易相對人違約之可能性甚低，預期無重大之信用風險產生。

本銀行係以路透社或彭博資訊系統顯示之各項外匯交易匯率及報價資料，就個別合約分別計算其公平價值。

本銀行從事之衍生性金融商品交易，其合約之名目本金通常係用以計算交易雙方應收付金額之基礎，因是名目本金並非實際交付之金額，亦非本銀行之現金需求。本銀行持有之部位係用以軋平各天期外匯資金之需求，故預計合約到期時均不致有重大之現金需求。

本銀行九十四及九十三年度從事衍生性金融商品交易產生之利息收入及費用列示如下：

	94 年度	93 年度
利息收入	\$ 7,431	\$ 14,706
利息費用	208	192

(二)非衍生性金融商品

非衍生性之金融商品	94 年底		93 年底	
	帳面價值	公平價值	帳面價值	公平價值
資 產				
公平價值與帳面價值相等之金融資產	\$ 188,630,711	\$ 188,630,711	\$ 142,664,626	\$ 142,664,626
買入票券及證券	34,398,840	34,494,562	21,181,880	21,262,402
長期投資	662,632	696,355	488,861	761,474
負 債				
公平價值與帳面價值相等之金融負債	220,549,568	220,549,568	161,294,567	161,294,567
金融債券	2,000,000	2,000,000	1,000,000	1,000,000

本銀行估計金融商品公平價值所使用之方法及假設如下：

- 1.短期金融商品公平市價係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或預計處分日甚近，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、存放央行及銀行同業、應收款項、附賣回債券及票券投資、質押定存單、存出保證金、附買回債券及票券負債、銀行同業存款、應付款項及存入保證金。
- 2.買入票券及證券與長期投資如有市場價格可循時，則以此市場價格為公平價值。若無市場價格可供參考時，則依帳面淨值或股權淨值估計公平價值。
- 3.放款、存款及匯款係為附息之金融資產及負債，且多以浮動利率計息；其約定利率與現行市場利率相近，並無重大差異，因是以其帳面金額為公平價值。
- 4.金融債券係以其預期現金流量之折現值估計公平價值。折現率則以本銀行所能獲得類似條件（相近之到期日）之公債利率為準。

因部分金融商品及非金融商品無須列示其公平價值，是以上表所列之公平價值總數並不代表本銀行之總價值。

(三)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，因是有大量之授信承諾，承作貸款之授信期限大部分為一年。九十四及九十三年度授信貸款利率區間為 0%至 19.3%及 0%至 18.88%，信用卡利率最高可達 19.71%及 18.25%。本銀行亦提供保證擔保客戶對第三者履行義務，上述擔保協議通常為一年期，其到期日並未集中在一特定時間。

本銀行具資產負債表外信用風險之金融商品之合約金額如下：

	94 年底	93 年底
貸款承諾	\$ 6,528,677	\$ 7,607,408
保證及開發信用狀	4,510,040	4,872,677
信用卡授信承諾	15,055,580	12,624,706

由於相關金融商品不會於到期前全部實際支付，因此該合約金額並不代表未來現金流出數，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，信用風險金額與合約金額相等，亦即此為其可能發生之最大損失。

本銀行在提供貸款承諾、保證及開發商業信用狀時，均需進行嚴格之信用評估。本銀行之策略為在撥付核准之貸款予某些特定客戶前，均要求提供適當的擔保品。九十四及九十三年底具有擔保品的貸款占貸款總金額比率分別約為 71.69%及 73.16%。授信客戶為貸款、保證及開發信用狀所要求提供之擔保品通常為不動產、定存單、具流通性的有價證券或其他財產等。當客戶違約時，本銀行會強制執行其擔保品或其他擔保之權利。

信用卡授信承諾不需擔保品，但須定期評估持卡人信用狀況，若有必要則修正其信用額度。

(四)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一人，或金融商品交易相對人雖有若干，但大多從事類似之商業活動，且具有類似之經濟特質，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，則發生信用風險顯著集中之情況。本銀行未顯著集中與單一客戶或單一交易相對人進行交易。惟佔本銀行授信餘額達 10%者，依對象分類列示信用風險顯著集中之資訊如下：

94 年底		93 年底	
金額	佔該科目%	金額	佔該科目%

	94 年底		93 年底	
	金額	佔該科目%	金額	佔該科目%
製造業	\$ 18,050,418	11	\$ 13,002,227	10

二十五、各類風險之管理政策與實務以及主要風險之曝險情形

(一)信用風險

1.放款資產品質

單位：新台幣仟元

項 目 \ 年 度	94 年底	93 年底
逾期放款 (含催收款)	\$ 5,210,284	\$ 2,558,298
催收款	4,012,174	2,434,322
逾放比率	3.09%	2.00%
應予觀察放款	-	812,808
應予觀察放款占總放款比率	-	0.64%
帳列放款及催收款損失準備	2,161,016	1,419,000
呆帳轉銷金額	963,325	445,898

2.授信風險集中情形

單位：新台幣仟元，%

項 目 \ 年 度	94 年底		93 年底	
對利害關係人授信金額	\$ 2,607,587		\$ 2,317,633	
利害關係人授信比率	1.51		1.76	
股票質押授信比率	0.98		0.84	
特定行業授信集中度 (該等行業 授信金額占總授信金額比率之前 三者)	行 業 別 比 率	行 業 別 比 率	行 業 別 比 率	行 業 別 比 率
	製造業	11	製造業	10
	批發零售業	7	批發零售業	7
	營造業	6	營造業	3

3.放款損失提列政策請參閱附註二。

4.資產、負債及資產負債表外項目之風險顯著集中資訊：請參閱附註二十四。

(二)市場風險

1.孳息資產及付息負債之平均值及當期平均利率

資 產	94 年度		93 年度	
	平均值	平均利率%	平均值	平均利率%

	94 年度		93 年度	
	平均值	平均利率%	平均值	平均利率%
現金—存放同業	\$ 805,482	0.80	\$ 428,449	0.39
存放央行及銀行同業	8,128,371	1.56	6,155,464	1.23
買入票券及證券	24,409,034	1.53	16,019,535	1.67
應收款項	4,117,173	11.82	3,359,409	12.61
附賣回債券及票券投資	1,034,762	0.97	1,525,449	0.91
放款	133,514,803	3.73	121,238,162	3.71
負 債				
附買回債券及票券負債	4,487,359	1.08	3,153,171	0.82
銀行同業存款	5,313,883	1.28	6,299,272	0.94
活期存款	9,761,507	0.25	8,405,868	0.21
活期儲蓄存款	39,198,922	0.66	34,812,102	0.66
定期存款	29,329,273	1.59	32,320,211	1.13
定期儲蓄存款	72,540,455	1.70	62,339,135	1.54
公庫存款	255,611	0.72	287,602	0.59
可轉讓定期存單	9,372,481	1.42	6,070,201	1.25
金融債券	1,097,222	3.89	1,000,000	3.85

平均值係按孳息資產與付息負債之日平均值計算。

2. 利率敏感性資訊

	94 年底	93 年底
利率敏感性資產與負債比率(%)	89.56	85.19
利率敏感性缺口與淨值比率(%)	(163.16)	(193.67)

3. 主要外幣淨部位

九 十 四 年 十 二 月 三 十 一 日			九 十 三 年 十 二 月 三 十 一 日		
原 幣	折 合 台 幣		原 幣	折 合 台 幣	
美 元	24,514	\$ 805,537	美 元	22,897	\$ 727,404
日 幣	49,031	13,660	歐 元	456	19,698
港 幣	2,383	10,101	英 鎊	140	8,560
澳 幣	343	8,236	日 幣	26,503	8,192
紐 幣	366	8,211	澳 幣	307	7,613

(三) 流動性風險

1. 獲利能力

項 目	年 度	九十四年度	九十三年度
	資產報酬率(%)		0.39	0.80
淨值報酬率(%)		6.83	13.74
純益率(%)		9.36	17.10

註：除純益率以稅後淨利計算外，餘係以稅前淨利計算。

2.資產及負債之到期分析

九十四年十二月三十一日

	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	\$ 249,861,000	\$ 57,628,000	\$ 8,047,000	\$ 9,137,000	\$ 15,686,000	\$ 159,363,000
負 債	250,228,000	37,760,000	14,596,000	40,000,000	59,386,000	98,486,000
缺 口	(367,000)	19,868,000	(6,549,000)	(30,863,000)	(43,700,000)	60,877,000
累積缺口	(367,000)	19,868,000	13,319,000	(17,544,000)	(61,244,000)	(367,000)

九十三年十二月三十一日

	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	\$170,590,000	\$ 23,438,000	\$ 8,738,000	\$ 10,666,000	\$ 10,584,000	\$ 117,164,000
負 債	170,662,000	68,797,000	9,384,000	23,198,000	41,508,000	27,775,000
缺 口	(72,000)	(45,359,000)	(646,000)	(12,532,000)	(30,924,000)	89,389,000
累積缺口	(72,000)	(45,359,000)	(46,005,000)	(58,537,000)	(89,461,000)	(72,000)

註：本表僅含總行及國內分支機構新台幣部分（不含外幣）之金額。

(四)作業風險及法律風險

特殊記載事項

九十四年十二月三十一日

	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
最近一年度違反銀行法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，其年度個別或合計實際損失逾五千萬元者	無
其 他	略

二十六、資本適足性

依銀行法及有關辦法規定，為健全銀行財務基礎，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，中央主管機關得限制其盈餘分配。

項 目	年 度	
	94 年底	93 年底
自有資本比率 (%)	8.49	9.32

負債佔淨值比率(%)	1,731.19	1,583.65
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二十七、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	年底總金額	評估有無可能 遭受損失
消費者貸款	422	\$ 69,748	-
行員購屋貸款	185	421,370	-
其他利害關係人為借 款人之授信交易	412	2,345,795	-
利害關係人為保證 人之授信交易	393	2,334,557	-
利害關係人為擔保 品提供人之授信交 易	434	2,393,475	-

二十八、附註揭露事項

除附註一及附表外，本銀行無其他應再揭露事項。

二十九、部門別財務資訊

(一)產業別資訊

本銀行經營銀行法規定商業銀行得以經營之業務，屬單一產業。

(二)地區別資訊

本銀行截至九十四年底止，尚未設立國外營運部門。

(三)外銷收入資訊

本銀行截至九十四年底止，並無外銷收入。

(四)重要客戶資訊

本銀行均未有來自單一客戶之收入超過營業收入 10%以上者。

附表

陽信商業銀行股份有限公司
具有重大影響力或控制力之被投資公司相關資訊
民國九十四年度

單位：新台幣仟元

投資公 司名稱	被投資公 司名稱	所在 地區	主要 營業 項目	原始投資金額		年底持有			被投資公司 本年度損益	本年度認列 之投資損益	備註
				年 底	年 初	股 數 (仟 股)	比 率 (%)	帳 面 金 額			

本銀行	陽信證券公司	台北市	投資證券業務	\$276,274	\$276,274	29,300	97.0	\$204,799	(\$14,087)	(\$31,246)(註)	子公司
	銀聯人身保險代理人公司	台北市	人身保險代理業務	6,000	1,000	600	39.9	10,102	6,338	250	按權益法計價之被投資公司
	銀聯財產保險經紀人公司	台北市	財產保險經紀業務	1,000	1,000	121	20.0	1,558	1,186	237	按權益法計價之被投資公司

註：包括投資損失 13,667 仟元、投資成本與股權淨值差異攤銷 1,579 仟元及依財務會計準則公報第三十五號「資產減損之會計處理準則」認列資產減損損失 16,000 仟元。

七、經會計師查核簽證之母子公司合併財務報表

會計師查核報告

陽信商業銀行股份有限公司 公鑒：

陽信商業銀行股份有限公司及其子公司民國九十四年十二月三十一日之合併資產負債表，暨民國九十四年一月一日至十二月三十一日之合併損益表、合併股東權益變動表及合併現金流量表，業經本會計師查核竣事。上開合併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合併財務報表表示意見。

本會計師係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，以合理確信合併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合併財務報表所列金額及所揭露事項之查核證據、評估管理階層編製合併財務報表所採用之會計原則及所作之重大會計估計，暨評估合併財務報表整體之表達。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，第一段所述合併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及一般公認會計原則編製，足以允當表達陽信商業銀行股份有限公司及其子公司民國九十四年十二月三十一日之合併財務狀況，暨民國九十四年度

之合併經營成果與現金流量。

如合併財務報表附註一所述，陽信商業銀行股份有限公司於民國九十四年十一月二十六日吸收合併高新商業銀行股份有限公司；又如合併財務報表附註三所述，陽信商業銀行股份有限公司及其子公司自民國九十四年起採用財務會計準則公報第三十五號「資產減損之會計處理準則」。

陽信商業銀行股份有限公司及其子公司自民國九十四年起，適用財務會計準則公報第七號「合併財務報表」修正規定，將所有子公司納入合併財務報表編製個體，並依行政院金融監督管理委員會規定，自民國九十四年起公告申報合併財務報表，於首次公開合併財務報表時，得以單期方式表達。

勤業眾信會計師事務所

會計師 郭 政 弘

會計師 邵 志 明

財政部證券暨期貨管理委員會核准文號

財政部證券暨期貨管理委員會核准文號

台財證六字第 0920123784 號

台財證六字第 0930128050 號

中 華 民 國 九 十 五 年 一 月 二 十 六 日

陽信商業銀行股份有限公司及其子公司

合 併 資 產 負 債 表

民國九十四年十二月三十一日

單位：除每股面額為新台幣元外，餘係仟元

資	產	金 額	%
1100	現金 (附註四)	\$ 5,573,087	2
1110	存放央行及銀行同業 (附註五)	11,265,741	5
1130	買入票券及證券 - 淨額 (附註二、六及二十)	34,422,467	15
1140	應收款項 - 淨額 (附註二及七)	4,810,451	2
1250	預付款項	41,507	-
1300	放款 - 淨額 (附註二、八及十九)	166,654,215	71
	長期投資 (附註二及九)		

144101	採權益法之長期股權投資	11,660	-
144102	採成本法之長期股權投資	236,173	-
1426	其他長期投資	<u>210,000</u>	<u>-</u>
14XX	長期投資合計	<u>457,833</u>	<u>-</u>
固定資產(附註二、三及十)			
成 本			
1501	土 地	6,856,984	3
1521	建築物及改良	2,862,446	1
1551	什項設備	<u>1,093,716</u>	<u>1</u>
15X1	成本合計	10,813,146	5
15X8	重估增值	<u>183,047</u>	<u>-</u>
15XY	成本及重估增值	10,996,193	5
15X2	減：累計折舊	<u>1,385,896</u>	<u>1</u>
		9,610,297	4
1570	未完工程及預付設備款	<u>78,796</u>	<u>-</u>
		<u>9,689,093</u>	<u>4</u>
1599	減：累計減損	<u>15,121</u>	<u>-</u>
15XX	固定資產淨額	<u>9,673,972</u>	<u>4</u>
1820	什項資產(附註一、二、三、十五及二十)	<u>3,492,035</u>	<u>1</u>
1XXX	資 產 總 計	<u>\$ 236,391,308</u>	<u>100</u>

(接次頁)

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負債及股東權益		金額	%
負債			
2105	附買回債券及票券負債(附註二及六)	\$ 5,774,401	3
2120	銀行同業存款(附註十一)	4,838,534	2
2140	應付款項	3,344,800	2
2250	預收款項	179,824	-
23XX	存款及匯款(附註十二及十九)	206,500,302	87
2370	金融債券(附註十三)	2,000,000	1
2515	土地增值稅準備(附註二)	344,749	-
28XX	其他負債(附註二及十八)	<u>495,454</u>	<u>-</u>
2XXX	負債合計	<u>223,478,064</u>	<u>95</u>
股東權益			
母公司股東權益			
3101	股本-每股面額 10 元, 額定 1,200,000 仟股 ; 發行 1,091,526 仟股	<u>10,915,265</u>	<u>4</u>
資本公積			
3201	股票溢價	3,646	-
3202	處分資產溢價收入	3,081	-
3206	其他	<u>4,501</u>	<u>-</u>
3200	資本公積合計	<u>11,228</u>	<u>-</u>
保留盈餘			
3301	法定公積	1,323,310	1
3310	未分配盈餘	<u>656,695</u>	<u>-</u>
33XX	保留盈餘合計	<u>1,980,005</u>	<u>1</u>
	母公司股東權益合計	<u>12,906,498</u>	<u>5</u>
3610	少數股權	<u>6,746</u>	<u>-</u>
3XXX	股東權益合計	<u>12,913,244</u>	<u>5</u>
	負債及股東權益總計	<u>\$ 236,391,308</u>	<u>100</u>

後附之附註係本合併財務報表之一部分。

(請參閱勤業眾信會計師事務所民國九十五年一月二十六日查核報告)

董事長：陳勝宏

理人：胡泐陽

會計主管：郭志鴻

陽信商業銀行股份有限公司及其子公司

合併損益表

民國九十四年一月一日至十二月三十一日

單位：除每股盈餘為新台幣元外，餘係仟元

		金額	%
營業收入			
4501	利息收入(附註二及十九)	\$ 5,690,135	81
4516	手續費收入(附註二及十九)	731,856	10
4531	買賣票券及證券淨益	363,568	5
4532	處分長期股權投資淨益	183,966	3
4609	其他(附註二及九)	<u>99,745</u>	<u>1</u>
4100	營業收入合計	<u>7,069,270</u>	<u>100</u>
營業成本及費用			
5501	利息費用(附註十九)	2,300,432	33
5516	手續費支出	167,103	2
5535	各項提存	1,061,814	15
5800	營業費用(附註十六)	<u>2,695,074</u>	<u>38</u>
5000	營業成本及費用合計	<u>6,224,423</u>	<u>88</u>
6100	營業利益	<u>844,847</u>	<u>12</u>
營業外收入及利益			
4903	租金收入	17,752	-
4929	其他	<u>22,648</u>	<u>-</u>
4999	營業外收入及利益合計	<u>40,400</u>	<u>-</u>
營業外費用及損失			
5927	資產減損損失(附註三)	86,635	1
5929	其他	<u>8,225</u>	<u>-</u>
5999	營業外費用及損失合計	<u>94,860</u>	<u>1</u>
6300	稅前利益	790,387	11
6400	所得稅(附註二及十五)	<u>136,814</u>	<u>2</u>
6900	合併總純益	<u>\$ 653,573</u>	<u>9</u>
歸屬予：			
6901	母公司股東	\$ 653,993	<u>9</u>
6902	少數股權	<u>(420)</u>	<u>-</u>
	合計	<u>\$ 653,573</u>	<u>9</u>

7000 每股盈餘 (附註十七)		稅 前	稅 後
基本每股盈餘		\$ 0.87	\$ 0.72

後附之附註係本合併財務報表之一部分。

(請參閱勤業眾信會計師事務所民國九十五年一月二十六日查核報告)

董事長：陳勝宏

經理人：胡決陽

會計主管：郭志鴻

陽信商業銀行股份有限公司及其子公司

合併股東權益變動表

民國九十四年一月一日至十二月三十一日

單位：新台幣仟元

	發行股本		資本公積 (附註十四)				保留盈餘 (附註十四)			少數股權	股東權益
	股 數 (仟 股)	金 額	股 票 溢 價	處分資產 溢價收入	其 他	合 計	法定公積	未分配 盈 餘	合 計	合 計	
九十四年一 月 一 日 餘 額	820,000	\$ 8,200,000	\$ 3,646	\$ 3,081	\$ 4,501	\$ 11,228	\$ 1,009,757	\$ 1,049,021	\$ 2,058,778	-	\$ 10,270,006
子公司首次 併入影響數	-	-	-	-	-	-	-	-	-	7,166	7,166
九十三年度 盈 餘 分 配											
法定公積	-	-	-	-	-	-	313,553	(313,553)	-	-	-
董監事酬勞	-	-	-	-	-	-	-	(21,983)	(21,983)	-	(21,983)
員工紅利	2,198	21,983	-	-	-	-	-	(21,983)	(21,983)	-	-
股票股利 -8.4%	68,880	688,800	-	-	-	-	-	(688,800)	(688,800)	-	-
合併發行新 股-九十四 年十一月	200,448	2,004,482	-	-	-	-	-	-	-	-	2,004,482
九十四年度 合併總純益	-	-	-	-	-	-	-	653,993	653,993	(420)	653,573

	發行股本		資本公積 (附註十四)				保留盈餘 (附註十四)			少數股權	股東權益
	股數 (仟股)	金額	股票 溢價	處分資產 溢價收入	其他	合計	法定公積	未分配 盈餘	合計	合計	合計
九十四年十二月三十一日餘額	1,091,526	\$10,915,265	\$ 3,646	\$ 3,081	\$ 4,501	\$ 11,228	\$ 1,323,310	\$ 656,695	\$ 1,980,005	\$ 6,746	\$ 12,913,244

後附之附註係本合併財務報表之一部分。
(請參閱勤業眾信會計師事務所民國九十五年一月二十六日查核報告)

董事長：陳勝宏

經理人：胡決陽

會計主管：郭志鴻

陽信商業銀行股份有限公司及其子公司

合併現金流量表

民國九十四年一月一日至十二月三十一日

單位：新台幣仟元

	金 額
營業活動之現金流量：	
合併總純益	\$ 653,573
調整項目	
各項提存	1,061,814
資產減損損失	86,635
折 舊	181,875
攤 銷	84,780
按權益法認列之投資淨益	(487)
處分長期股權投資淨益	(183,966)
提列違約損失準備	2,080
處分固定資產淨損	742
處分承受擔保品淨損	1,678
遞延所得稅	(116,520)
買入票券及證券增加	(12,641,606)
應收款項減少	259,081
預付款項減少	63,233
應付款項增加	1,278,861
預收款項增加	33,980
營業活動之淨現金流出	<u>(9,234,247)</u>
投資活動之現金流量：	
存放央行及銀行同業減少	5,065,469
附賣回債券及票券投資減少	1,625,924
放款增加	(9,089,657)
長期股權投資增加	(213,203)
購置固定資產	(120,941)
處分長期股權投資價款	286,418
處分承受擔保品價款	2,649
什項資產增加	(327,802)
因合併之現金流入	1,342,135
投資活動之淨現金流出	<u>(1,429,008)</u>
融資活動之現金流量：	
附買回債券及票券負債增加	1,666,665
銀行同業存款減少	(524,180)
存款及匯款增加	12,239,039
其他負債減少	(105,573)
董監事酬勞	(21,983)
融資活動之淨現金流入	<u>13,253,968</u>
子公司首次併入影響數	<u>220,192</u>

現金淨增加	2,810,905
年初現金餘額	<u>2,762,182</u>
年底現金餘額	<u>\$5,573,087</u>
現金流量資訊之補充揭露	
支付利息	<u>\$ 2,093,891</u>
支付所得稅	<u>\$ 448,834</u>

後附之附註係本合併財務報表之一部分。
(請參閱勤業眾信會計師事務所民國九十五年一月二十六日查核報告)

董事長：陳勝宏

經理人：胡決陽

會計主管：郭志鴻

八、關係企業財務困難情形：無。

陸、財務狀況及經營結果之檢討與分析及評估風險管理事項

一、財務狀況分析

單位：新台幣仟元

項 目	年 度		差 異	
	94 年	93 年	金額	%
現金、存放央行及同業	\$ 16,815,172	\$ 9,855,918	\$ 6,959,254	71
買入票券及證券	34,398,840	21,181,880	13,216,960	62
應收款項	4,800,369	4,534,525	265,844	6
附賣回債券及票券投資	-	1,625,924	(1,625,924)	(100)
預付款項	38,899	32,432	6,467	20
放 款	166,654,215	126,404,592	40,249,623	32
長期投資	662,632	488,861	173,771	36
固定資產	9,662,124	7,426,864	2,235,260	30
其他資產	3,309,789	1,359,897	1,949,892	143
資產總額	236,342,040	172,910,893	63,431,147	37
附買回債券及票券負債	5,774,401	4,107,736	1,666,665	41
銀行同業存款	4,838,534	5,216,849	(378,315)	(7)
應付款項	3,332,613	1,689,740	1,642,873	97
預收款項	173,540	113,182	60,358	53
存款及匯款	206,505,145	150,201,405	56,303,740	37
土地增值稅準備	344,749	145,767	198,982	137
其他負債	2,466,560	1,166,208	1,300,352	112

負債總額	223,435,542	162,640,887	60,794,655	37
股本	10,915,265	8,200,000	2,715,265	33
資本公積	11,228	11,228	-	-
保留盈餘	1,980,005	2,058,778	(78,773)	(4)
股東權益總額	12,906,498	10,270,006	2,636,492	26

增減比例變動說明：

- 1.現金、存放央行及同業增加，主要係存款增加致存放央行及銀行同業增加所致。
- 2.附賣回債券及票券投資減少，主要係因獲利不大故降低持有部位所致。
- 3.附買回債券及票券負債增加，主要係平均利率較銀行同業存款低，故提高承作金額所致。
- 4.長期投資增加，主要係增加特別股投資所致，
- 5.買入票券及證券、放款、固定資產、其他資產、應付款項、預收款項、存款及匯款、土地增值稅準備及其他負債增加，主要係合併高新銀行所致。
- 6.股本增加，主要係發行新股合併高新銀行所致。

二、經營結果分析

單位：新台幣仟元

項 目	年 度	94 年度	93 年度	增減變動	
				金額	%
營業收入		\$6,985,216	\$ 6,111,676	\$ 873,540	14
營業成本及費用		<u>6,167,769</u>	<u>4,812,279</u>	<u>1,355,490</u>	28
營業利益		817,447	1,299,397	(481,950)	(37)
營業外收入及利益		45,793	52,847	(7,054)	(13)
營業外費用及損失		<u>72,247</u>	<u>48,066</u>	<u>24,181</u>	50
稅前利益		790,993	1,304,178	(513,185)	(39)
所得稅		<u>137,000</u>	<u>259,000</u>	<u>(122,000)</u>	(47)
純益		<u>\$ 653,993</u>	<u>\$ 1,045,178</u>	<u>(\$ 391,185)</u>	(37)

增減比例變動分析說明：

- 1.營業成本及費用增加暨營業利益減少，主要係利息費用及各項提存增加所致。
- 2.營業外費用及損失增加，主要係資產減損損失增加所致。
- 3.稅前利益及純益減少，主要係營業利益減少且營業外費用及損失增加所致。

預期業務目標與其依據請參閱P40九十五年度經營計畫，本銀行之因應計畫如下：

- 1、持續投入資源，加強新金融商品研發，提供客戶具差異化的優質服務，杜絕惡性價格競爭。
- 2、重新規劃分行據點及開發新的行銷通路，充分發揮本銀行全國九十六個據點之通路優勢。
- 3、持續進行增資計畫，以充實本銀行營運資金。

三、現金流量分析

(一)最近年度流動性分析：

九十四年度營業活動及最近五年度淨現金流量皆為負數。

(二)未來一年現金流動性分析：

單位：新台幣仟元

年初現金 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
\$5,549,431	\$3,931,640	(\$23,009,000)	(\$13,527,929)	\$ -	\$17,994,675

1.本年度現金流量變動情形分析：

- (1)營業活動：淨現金流入主要係預計純益增加及買入票券減少所致。
- (2)投資活動：淨現金流出主要係預計放款增加所致。
- (3)融資活動：淨現金流入主要係預計存款增加所致。

2.預計現金不足額之補救措施及流動性分析：

預計放款增加產生之現金不足額將由預計增加之存款支應。

四、重大資本支出之影響

(一)重大資本支出之運用情形及資金來源及未來五年擬投資之資本支出性質：

單位：新台幣仟元

計 劃 項 目	實際或預期 之資金來源	實際或預期 完工日期	所需資金 總 額	實際或預定資金運用情形				
				92 年度	93 年度	94 年度	95 年度	96-99 年度
土地、房屋及建築	自有資金	92-95 年度	\$3,095,078	\$409,118	\$349,159	\$2,286,801	\$50,000	\$ -
其他設備	自有資金	92-95 年度	584,136	121,194	82,860	199,686	180,396	-

(二)預計可能產生效益：

預計可增加之營業收入、營業費用、營業利益如下：

單位：新台幣仟元

年 度	項 目	營業收入	營業費用	營業利益
95	新 設 分 行	\$ 30,000	\$ 33,000	(\$ 3,000)
95	資 訊 設 備	149,830	136,209	13,621
95	軟 體 採 購	13,217	12,015	1,202
95	其他遞延費用	31,831	28,938	2,893

五、轉投資政策

最近年度本銀行轉投資公司主要虧損者為陽信證券股份有限公司，分別於九十三年及九十四年認列虧損17,219仟元及31,246仟元。主要虧損原因為這二年股票市場景氣不佳，而由於陽信證券股份有限公司主要業務為證券經紀，因此影響其收益表現，未來將加強與銀行端之交叉行銷，以提升其綜效。本銀行未來一年投資計畫將配合金融環境發展，尋覓可行的投資方案。

六、分析及評估風險管理事項

(一)銀行之風險管理組織架構及政策

本銀行遵照主管機關及國際清算銀行之規範，評估本銀行之營運風險，核定各項業務可承擔之風險限額，督促管理單位採行各項必要之措施，以確保銀行經營之安全並進而增進經營績效。此外，為確保各項風險管理政策的有效推動，本銀行定期召開下列各項會議，俾利確認各項風險控管之成效與得失，進而適時動態調整各項風險控管措施。

1.設置資產負債管理委員會

為使本銀行資金有效管理，規避利率風險及流動性風險，俾求能以有限風險達利潤極大化，特設置「陽信商業銀行資產負債管理委員會」，由董事長擔任召集人，主要任務如下：本銀行資產負債管理方案與牌告利率訂價之監督、本銀行資金綜合運用與管理方針之審議、本銀行資產負債管理制度化議案之審議、其他有關本銀行資產負債管理事項之審議。藉由資產負債管理委員會召開，得使本銀行風險控管方式得到良善的管理，使本銀行流動性風險、利率風險、外匯風險等均可得到有效控管，衍生性金融商品交易亦能有良好遵循方向，使本銀行資金能更有效管理與運用。

2.設置授信暨投資審議委員會

為確立授信政策、縝密授信規則及授信案件，及審核國際金融業務分行、財務部從事資產交換、購買國內企業所發行可轉換公司債等業務，特設置「授信暨投資審議委員會」，本會由總經理擔任召集人，以每星期開會一次為原則。

3.設置逾放催收督導小組委員會

本銀行之徵、授信除已訂定相關辦法加以規範，使本銀行授信品質得以維持一定以上之水準，亦使本銀行逾期放款數字不致攀高，然而為督導各事業單位加強逾期放款、催收款之清理及呆帳之轉銷，設立逾放催收督導小組，針對逾期放款、催收款及呆帳案件處理情形之督導，並列案追蹤，確實使本銀行之逾期放款得到良好之控制。

(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

(1)信用風險：為有效掌控信用風險，本銀行於授信政策中規定(A)辦理授信注意風險分散原則，不宜集中於少數借戶，並不得分散借款集中使用或以聯保方式使風險集中。(B)避免風險過於集中，本銀行對各行業授信餘額佔總授信餘額比率予以分配限制，並因應外在環境之變遷

及授信風險控管需要，彈性調整之。(C)為避免對本銀行授信戶之關係企業授信過度集中，分散授信風險，訂定對同一人、同一集團企業別之風險承擔限額。(D)本銀行授信案件決策單位為董事會、常務董事會、總經理以及各級主管人員，並依本銀行「授信授權準則」核定之。

(2)市場風險：(A)資產負債管理委員會定期就全行資產負債提出到期分析與利率敏感性分析，並制定利率敏感性缺口佔淨值比率、資金缺口上限等管理指標。(B)本銀行投資於符合銀行法規規定之各類有價證券，均依本銀行「投資有價證券管理辦法」規定辦理。(C)為避免風險過於集中，本銀行投資政策依「行業別」、「同一人」及「集團企業別」分別皆規範投資限額。(D)依據本銀行「從事衍生性金融商品處理程序」，銀行辦理衍生性金融商品業務均依本銀行經營策略及業務性質，訂定及控管各項限額，以及對未到期的合約定期依市價評估損益、評估交易無法履約本銀行所承擔之潛在價格風險。

(3)作業風險及其他風險：為避免因作業或法規遵循失當導致風險產生，影響本銀行營運，本銀行訂有各項作業準則，並視需要或定期查詢全國法規資料庫，隨時依照主管機關之規定修正，期以建立完善內部控制管理模式。

(A)作業規定：由各業管單位訂定各項作業規範，並公告於全行內部系統，供行員隨時查詢。

並視需要定期或不定期檢視內部作業手冊及運作流程，對每一項流程以適用之機制修正/改所有潛在可能造成損失的流程點，明確訂定各層級人員之職掌範圍。

(B)內部控制：依照內控原則明定各項作業之控管點，務使每一作業至少二到三點控管點，以避免作業由一人完成。

(C)層級職掌：明確訂定各層級人員職掌範圍，並依照各職掌訂定工作內容，以明權責劃分。

(D)稽核檢查：定期辦理自行查核或由稽核單位不定期一般或專案檢查，以隨時檢視作業品質及法規遵循情形。

2.信用風險

表內項目—信用風險風險性資產額

94年 12月 31日

單位：新台幣千元，%

項目	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	0	0

組織各國中央政府或中央銀行債券為擔保之債權		
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	666
對本國銀行及其保證之債權	20	603,449
出口押匯餘額、買入匯款	20	7,166
住宅用不動產擔保放款	50	48,685,942
上列以外之債權及其他資產	100	85,019,088
合計		134,316,311

表外項目—信用風險風險性資產額

94年 12月 31日

單位：新台幣仟元

項 目	風險性資產額
一般表外交易	4,075,715
衍生性金融商品	204
票債券附買回約定負債 (RP)	14
附賣回約定票債券投資 (RS)	0
合計	4,075,933

註：本銀行無從事資產證券化情形。

3.市場風險

市場風險資本計提及風險性資產額

94年 12月 31日

單位：新台幣仟元

風險別	應計提資本	風險性資產額
利率風險	901,845	11,273,061
權益證券風險	301,203	3,765,033
外匯風險	21,745	271,815
商品風險	0	0
選擇權採簡易法處理	0	0
合計	1,224,793	15,309,909

(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

1.修正加速降低本國銀行逾期放款措施

降低本國銀行逾期放款及逾期放款比率，強化經營體質，健全金融市場，金管會於九十四年二月五日發布修正「加速降低本國銀行逾期放款措施」，除增列「銀行申請辦理非金融相關事業轉投資案件採自動核准制」之獎勵措施外，並參照本國銀行逾期放款比率改善情形，修訂相關監理指標，以落實差異化管理，並協助我國銀行業者積極強化資產品質。

依據前揭措施規定，如本國銀行符合一定條件者，金管會將會發函個別通知適用加速降低本國銀行逾期放款措施所列獎勵措施之銀行。

該措施修正發布後未久，本銀行並接獲金管會個別通知本銀行係適用第二類獎勵措施標準，適用七項獎勵措施，包括：銀行增加辦理信託業務、遷移國內分支機構、設置自動化服務設備等申請案採自動核准制等。本銀行並將持續積極強化資產品質，期由第二類提升為第一類。

2.金融七法修正案

立法院於九十四年四月二十九日三讀通過金融七法(包括銀行法、證券交易法、保險法、金融控股公司法、票券金融管理法、信託業法、信用合作社法)修正案，前揭法令並於九十四年五月十八日經總統公布施行。其中有關銀行業務相關之銀行法與信託業法修正重點如下：

- (1)為避免金融弊案之行為人移轉財產，掩飾犯罪所得，維護金融機構利益，並使犯罪人或相對人無法享受其利益，均新增在一定條件下，金融犯罪行為人所從事之財產移轉行為，金融機構得聲請法院撤銷之。另新法同時亦新增舉證責任轉換之機制，將金融機構負責人或職員與其一定親屬以外之人間之交易推定為無償行為，以減輕金融機構舉證負擔，便於金融機構行使撤銷權。
- (2)另為使金融犯罪案件之審理能符合法律正義乃社會公平之期望，均新增訂設立專業法庭或指定專人辦理之規定。
- (3)為防止金融犯罪行為人掩飾、隱匿因自己犯罪所得財物或財產上之利益，均新增若干金融犯罪為洗錢防制法第三條第一項所定之重大犯罪。
- (4)為保護消費者權益，銀行法第二十條第三項增訂非銀行不得使用易使人誤認為銀行之名稱，違反者應負刑事責任。
- (5)為有效遏止人頭帳戶之金融犯罪事件，增訂銀行法第四十五條之二第二項及第三項，銀行對於存款帳戶應負善良管理人責任，並得對疑似不法或顯屬異常交易之存款帳戶，予以暫停存入或提領、匯出款項。

因新增條文中有一部分條文屬於概括授權規定，實際作業內容仍待金管會訂定相關子法加以補充之，本銀行將配合金管會發布相關子法後，配合增訂或修改內部作業規定，惟此次修訂無非為加強打擊金融犯罪而設，對於銀行正常經營固有裨益，因此，本次銀行法及信託業法修正案，對本銀行未造成重大影響。

3 修正「銀行內部控制及稽核制度實施辦法」全文

為加強銀行建立更周全之內部控制及稽核制度，金管會於九十四年六月十四日修正發布「銀行內部控制及稽核制度實施辦法」全文，原條文計三十條，修正後條文共計四十二條。本次修正重點如下：

- (1)加強遵守法令主管制度功能。
- (2)增訂銀行應建立風險管理機制。
- (3)強化內部稽核制度。
- (4)放寬銀行相關主管應具備之稽核經驗或資歷。
- (5)加強對子公司之管理。
- (6)強化公司治理功能及市場制約力量。
- (7)增訂稽核計劃執行情形等相關之申報規定。
- (8)增訂外國銀行在台分行應依本辦法之規定辦理。

因應法令之修正，本銀行並將配合修改內部控制制度及內部稽核制度部分內容，符合主管機關之規定。

(四)科技改變及產業變化對銀行財務業務之影響及因應措施

面對金融環境日趨複雜、金融市場的自由化、國際化與電腦化的趨勢，金融相關資訊科技的應用與發展，正迅速改變銀行競爭的型態，網路運用普及化使銀行業務不再侷限於實體分行，透過友善的網頁設計將使客戶更瞭解往來銀行之服務，銀行端亦可透過網路推展各式商品，並方便服務客戶，提高客戶忠誠度。本銀行為因應此一變化，除不斷研發提升電子銀行之便利性與功能性，並持續增強本銀行網頁使用之友善度及交易安全，使本銀行客戶能有安全、方便的E化交易環境。

(五)銀行形象改變對銀行之影響及因應措施

本銀行自成立以來，即秉持著以「穩健、前瞻、專業、熱誠」的品質政策永續經營，客戶對本銀行的形象亦屬正面評價。

(六)進行併購之預期效益及可能風險

1. 預期效益

- (1)有效擴大市場佔有率，並增加客戶數。
- (2)提高市場認知，有效提高品牌價值。
- (3)提高本銀行之整體經營價值。
- (4)提高議價功能以降低成本或增加收益率。
- (5)產生經濟規模之效益。

2. 可能風險

- (1)總行功能應相對加強，以應付管理幅度之擴大，避免分行無效率營運或疏於管理。
- (2)資訊傳遞及溝通機制須有完善規劃，避免公司政策無法清楚有效地傳達。

(七)擴充營業據點之預期效益及可能風險

預期效益同前段所述，至於營業據點擴充後，雖可能提高本銀行之管理及作業風險，但本銀行專業化及人性化之管理將使該風險降至最低。

(八)業務集中所面臨之風險：無。

(九)經營權之改變對銀行之影響及風險：無。

(十)訴訟或非訟事件

- 1.催收案之訴訟或非訟事件：無。
- 2.九十四年度及截至年報刊印日止，本銀行已判決確定或尚在繫屬中之重大訴訟、非訟或行政爭訟事件，其結果可能對存款人、股東權益或證券價格有重大影響者：
 - (1)第一案：有關確認債權存在訴訟事件
 - (A)訴訟開始日期：民國九十三年四月二十六日
 - (B)主要涉訟當事人：原告 - 陳李雪卿
被告 - 本銀行、中央存款保險股份有限公司
參加人 - 黃景星、鄭美麗
 - (C)系爭事實：原告請求確認黃景星對本銀行概括承受屏東市第二信用合作社之社員股金及離職金債權及鄭美麗對其之社員股金債權存在。
 - (D)標的金額：新台幣 3,612,172 元整。
 - (E)截至年報刊印日止之處理情形：
 - (a)本案一審判決本銀行勝訴。
 - (b)原告提起上訴，繫屬臺灣高等法院審理中。
 - (2)第二案：有關確認抵押權所擔保之債權不存在及塗銷抵押權登記事件
 - (A)訴訟開始日期：民國九十三年十二月九日
 - (B)主要涉訟當事人：原告 - 賴春風、鐘玉珍
被告 - 本銀行
 - (C)系爭事實：原告等對本銀行提起確認抵押權所擔保之債權不存在及塗銷抵押權登記。
 - (D)標的金額：新台幣 1,560 萬元整。

(E)截至年報刊印日止之處理情形：

(a)本案一審判決本銀行敗訴。

(b)本銀行擬於收到判決書後提起上訴。

(3)第三案：有關確認本票債權不存在訴訟事件

(A)訴訟開始日期：民國九十四年四月六日

(B)主要涉訟當事人：原告 - 賴春風、鐘玉珍

被告 - 本銀行

(C)系爭事實：原告等主張本銀行持其所簽發之本票向法院聲請本票裁定之本票係偽造，爰對本銀行提起確認本票債權不存在之訴。

(D)標的金額：新台幣 1,000 萬元整。

(E)截至年報刊印日止之處理情形：本案現正繫屬臺灣士林地方法院簡易庭審理中，與前述第二案屬同一授信債權。

(4)第四案：有關返還存款訴訟事件

(A)訴訟開始日期：民國九十四年四月十四日

(B)主要涉訟當事人：原告 - 趙同信、王惠君

被告 - 本銀行

(C)系爭事實：原告等主張其存款因本銀行未盡善良管理人注意義務，致遭第三人冒領，爰對本銀行提起返還存款之訴。

(D)標的金額：新台幣 2,500 萬元整及自起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。

(E)截至年報刊印日止之處理情形：本案現正繫屬臺灣士林地方法院民事庭審理中。

(5)第五案：有關公司合併異議股東聲請股份收買價格裁定非訟事件

(A)非訟開始日期：民國九十五年一月二十日

(B)主要涉訟當事人：聲請人 - 林文裕等十三人

相對人 - 本銀行

(C)案件事實：聲請人等因反對公司合併並與本銀行就股份收買價格未達成協議，爰向法院聲請為價格之裁定。

(D)聲請事項：聲請法院裁定其等持有本銀行股份之收買價格為每股新台幣 12.44 元。

(E)截至年報刊印日止之處理情形：本案現正繫屬臺灣士林地方法院民事庭審理中。

(十一)其他重要風險：無。

七、危機處理應變機制

本銀行為因應危機處理，特制定「災害緊急應變對策」及「緊急資金籌措及應變程序」等辦法。

(一)災害緊急應變對策

1.目標：為建立本銀行重大災害危機管理及緊急事故應變措施模式暨加強員工對災害緊急應變之認識，提高預防措施，俾使發生重大災害時，能隨機應變，降低損害，並有效執行災害資金融通，恢復正常運作，以安定災後客戶生活暨迅速恢復社會經濟與秩序，而達到社會安寧之目的。

2.緊急應變對策：

- (1)平時預防措施：(A)舉辦防災教育訓練與演練。(B)加強設施安全維護檢查。
- (2)災變發生時作為：災害緊急應變小組應即主動至總行管理部集合，統籌辦理各相關單位應變措施處理事宜。
- (3)災情穩定後作為：(A)各受災單位緊急通報聯絡人應於災害發生當時或災情穩定後，查看各營業或管理處所，並將實情儘速通報災害緊急應變小組執行總幹事。(B)災情掌握措施之處理。(C)行員、客戶安全確認。(D)擬訂對顧客宣告事項，以避免引發客戶恐慌，影響客戶權益。(E)受損災情之確認以及資金需求評估。

(二)緊急資金籌措及應變程序

1.制定目的：依據本銀行「流動性風險管理辦法」制定緊急應變計劃，俾便於緊急時期，得以因應銀行存款大量流失，甚至於發生重大偶發事件時能順利籌措資金。

2.緊急應變程序：

- (1)由財務部主管建請董事長召開緊急資產負債管理委員會會議：(A)評估市場的影響趨向；(B)檢視現有的流動部位；(C)規劃資金的籌措來源；(D)決定應變的作為程序。
- (2)必須立即採取的行動：(A)提出所有幣別的現金流動部位；(B)處分票、債券及各項有價證券的投資部位；(C)取得固定天期的同業資金；(D)展延本銀行負債之到期日，並避免過度集中在同一到期日；(E)縮減流動性部位缺口；(F)討論是否藉由調高本銀行NCD及其他存款牌告利率，以吸收資金；(G)暫停企業戶大額放款及一般信用性放款。

3.籌資步驟：

- (1)確認本銀行可動用資金及可辦理質借的資金來源(含央行準備金甲戶、央行準備金乙戶、金資中心、存放同業、金融債券、以及各項有價證券投資標的.....等)。
- (2)拋售投資部位：(A)確認擁有的投資部位；(B)檢視可能售出的流動性資產之市場情形；(C)計算拋售後的市場價值與盈虧狀況。
- (3)拋售外匯部位：拋售本銀行所有幣別的外匯部位。

- (4)爭取銀行間拆款：(A)確認所需拆借的部位；(B)運用平日建立的關係，以獲得同業奧援；(C)爭取主管機關的道德勸說，以期獲取同業較長天期的資金援助。
- (5)擴大承作票、債券R P交易：(A)確認R P部位；(B)運用平日往來關係，勸誘客戶或同業奧援。
- (6)挽留本銀行存款戶：(A)確認本銀行主要存款來源；(B)運用平日往來關係，勸誘忠實客戶勿解約提出。
- (7)央行重貼現窗口及其融通業務：檢視可予以貼現之合格有價證券，並依「中央銀行對銀行辦理融通作業要點」辦理籌資。

八、其他重要事項：無。

柒、公司治理運作情形

一、銀行業公司治理實務守則規定揭露之項目

詳細情形請參照本銀行網址：<http://www.esunnybank.com.tw>。

二、會計師之資訊

(一)會計師公費資訊：不適用。

(二)更換會計師資訊

1、關於前任會計師者

更換日期	民國九十三年六月
更換原因及說明	勤業眾信會計師事務所內部工作調度與安排，原陳清祥會計師改由邵志明會計師繼任。

說明係委任人或會計師終止或不接受委任	當事人	會計師	委任人
	情況		
	主動終止委任	不適用	不適用
	不再接受(繼續)委任	不適用	不適用
最新兩年內簽發無保留意見以外之查核報告書意見及原因	無		
與本銀行有無不同意見	有	會計原則或實務	
		財務報告之揭露	
		查核範圍或步驟	
		其他	
	無	無	
說明	無		
其他揭露事項 (本準則第二十一條之一第二款第一目第五點及第六點應加以揭露者)	無		

2、關於繼任會計師者

事務所名稱	勤業眾信會計師事務所
會計師姓名	邵志明會計師
委任之日期	民國九十三年六月
委任前就特定交易之會計處理方法或會計原則及對財務報告可能簽發之意見	不適用

諮詢事項及結果	
繼任會計師對前任會計師不同意見事項之書面意見	不適用

3、前任會計師對本準則第二十一條之一第二款第一目及第二目第三點事項之復函：無。

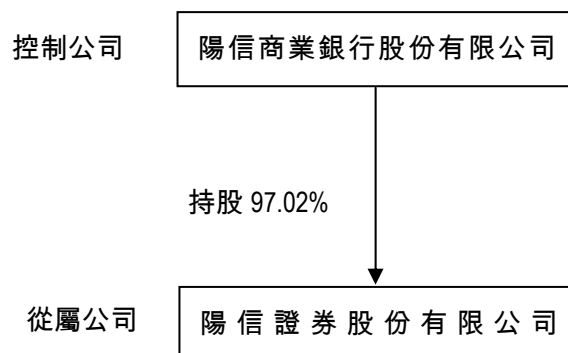
捌、特別記載事項

一、關係企業相關資料

(一)關係企業合併營業報告書

1.關係企業概況

(1)關係企業組織圖



(2)關係企業基本資料

單位：新台幣仟元

企業名稱	陽信證券股份有限公司
設立日期	87.6.9
地址	臺北市民生東路五段 167 號 B1
實收資本額	\$302,000
主要營業項目	證券業務

(3)推定為有控制與從屬關係者其相同股東資料：無

(4)關係企業董事及監察人資料

企業名稱	職稱	姓名	持有股份	
			股數(仟股)	持股比例
陽信證券股份有限公司	董事長	李敏仲	29,300	97.02%
	董事	蔡文漢	29,300	
	董事	張文政	29,300	
	董事	程廣財	29,300	
	董事	白潤吟	29,300	
	監察人	徐月舫	29,300	

2.關係企業營運概況

單位：新台幣仟元，惟每股盈餘為新台幣元

企業名稱	資本額	資產總值	負債總額	淨值	營業收入	本期損益 (稅後)	每股盈餘 (稅後)
陽信證券股份有限公司	\$302,000	\$274,832	\$48,166	\$226,666	\$86,228	(\$14,087)	(\$0.47)

二、內部控制制度及執行狀況

陽信商業銀行 內部控制制度聲明書

謹代表 陽信銀行聲明本銀行於九十四年一月一日至九十四年十二月三十一日確實遵循「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。經審慎評估，本年度各單位內部控制法規遵循情形，除附表所列事項外，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。

謹 致

金融監督管理委員會

聲明人

董事長：陳勝宏

總經理：胡決陽

總經理：張義郁

總經理：周三和

總經理：張繼鳴

總經理：葉清宗

總稽核：曾耀德

總機構遵守法令主管：郭志鴻

(一)內部控制聲明書

陽信銀行 內部控制制度應加強事項及改善計劃
(基準日：九十四年三月十六日)

應加強事項	改善措施	預定完成改善時間
<p>金融監督管理委員會於九十四年三月十六日辦理專案查核，經查 93.9 核貸汰捷科技(股)公司短期綜合額度(開發國外進口信用狀及轉融通) 35,000 仟元授信案，經查徵信、核貸作業有缺失：</p> <p>該分行自 92.9 迄檢查結束(94.3.16) 止受理借戶申請進口開狀計 12 筆，經查受益人為 Win Kingdon Holdings Limited、King Empire Grorp Limited、Mobicom Corp WJ Company 等，均非徵信報告所載主要進貨廠商，其中 King Empire Group Limited、WJ Company 地址相同，未洽詢借戶查證交易真實性，作業核欠嚴謹；另借戶 93.9 展期後，借戶旋於 93.10.6-93.11.3 密集開狀予 W.J. Company 計 4 筆，金額 994 仟美元(均全數轉列短期放款，折台幣 33,177 仟元)，幾用罄授信額度，應請加強貸放後追蹤管理，以確保債權。</p>	<p>本案客戶與本銀行往來一年多，各項外匯往來，如：開狀、贖單、還款等均屬正常。其間有開發以 WJ Company 為受益人之信用狀，所進口貨品亦為該公司營業項目，後因該公司無預警停業，現該案已轉入訴訟程序，應加強貸放後追蹤管理。</p>	<p>本案已轉入訴訟程序，請區域中心主管及經辦日後謹慎督導辦理。</p>

應加強事項	改善措施	預定完成改善時間

(二)會計師審查報告書

會計師檢查報告

陽信商業銀行股份有限公司 公鑒：

依據財政部頒佈銀行內部控制及稽核制度實施辦法第二十五條第一項之規定：「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。」

本會計師受陽信商業銀行股份有限公司委託，辦理民國九十四年度上開事項，並依同法第二十八條之規定，檢附查核範圍、查核程序及查核結果如附件。

本檢查報告僅供 陽信商業銀行股份有限公司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 郭 政 弘

中 華 民 國 九 十 五 年 二 月 二 十 四 日

三、有不同意見之重要決議

【93.6.24.第三屆第七次董事會】

案由：為辦理本公司九十三年現金增資發行新股乙案，謹提請 討論。

說明：

- (一)本公司為充實營運資金、提高自有資本、健全經營結構及提高本行B I S比率，擬依據公司法第二六六條、第二六七條及本行章程第六條之規定辦理現金增資。
 - (二)為使本行實收資本額達到 82 億元，擬現金增資新台幣 519,331,710 元正，發行記名式普通股 51,933,171 股，每股面額新台幣壹拾元，並以每股壹拾元整發行。
 - (三)依公司法第二六七條規定，保留百分之十五約 7,789,975 股由員工優先認購，其餘百分之八十五約 44,143,196 股由原股東按認股基準日持有股份每仟股認購 62.512 股，認購不足一股之畸零股份得由股東於限期內自行拼湊；如股東或員工於限期內未認購繳款者或未自行拼湊之剩餘畸零股數或股東、員工認購不足部份，由常務董事會洽特定人認購。
 - (四)本次現金增資發行新股權利義務與原發行股份相同。
 - (五)本次現金增資發行價格、發行條件、資金運用進度及有關事項如遇主管機關修正、法令變更或其他主客觀環境變動而須修正時，由董事長全權辦理。
 - (六)本次現金增資案俟呈奉主管機關核准後，由常務董事會另訂認股基準日及發行新股日期。
- 決議：八位出席董事同意通過。(另有三位出席董事表示反對)

【94.7.29.第三屆第十一次董事會】

案由：為本(陽信商業銀行股份有限)公司擬與高新商業銀行股份有限公司(下稱高新銀行)合併，爰依金融機構合併法擬具合併契約書，如說明，謹提請 討論。

說明：

- (一)為擴大經營規模與範疇，發揮經營效率，以達業務整合強化市場競爭力，本公司擬採合併換股方式吸收合併高新商業銀行股份有限公司。
- (二)合併契約主要事項摘述如後：
 - 1.擬參與合併金融機構名稱：本公司與高新商業銀行股份有限公司；合併存續金融機構名稱：陽信商業銀行股份有限公司。
 - 2.本公司因合併擬發行股份普通股 200,448,207 股，每股面額新台幣壹拾元正，按合併基準日高

新銀行股東每 1.2048 股高新銀行股份換發本公司一股之比例配發，如有不滿一股之畸零股由該公司股東自行歸併為整股者外，由本公司依發行面額按換股比例折合現金支付，並授權本公司董事長洽特定人按面額承購。

3. 合併後原屬高新銀行之權利義務由本公司概括承受，並依法公告指定三十日以上之期間聲明債權人等得於期限內以書面提出異議。對於提出異議之債權人等逕行清償、了結、成立專以清償債務為目的之信託或提供相當之擔保。
4. 合併後本公司章程無需變更，但若有實際需要時，得依法令規定辦理。
5. 合併基準日暫定九十四年十月二十九日，實際日期俟主管機關核准後，由雙方董事會視實際需要調整之。
6. 合併契約條款如依法令、主管機關核示或當時情事而有變更必要時，得由雙方董事長逕依法令、主管機關核示之內容等具體情事另行修訂之。

(三) 有關本合併案之換股比率合理性擬委請致遠會計師事務所表示意見。

決議：十位出席董事同意通過。(一位出席董事表示反對，一位出席董事表示對本案持保留意見)

【94.10.6.第三屆第十二次董事會】

案由：為辦理本公司九十四年度現金增資發行新股乙案，謹提請 討論。

說明：

- (一) 本公司為充實營運資金、提高自有資本、健全經營結構及提高本行 BIS 比率，擬依據公司法第二六六條、第二六七條及本銀行章程第六條之規定辦理現金增資。
- (二) 本行九十四年八月份 BIS 比率為 9.09%，預計九十四年十一月合併高新銀行後 BIS 比率降為 8.76%，本次現金增資預計於合併發行新股後辦理，BIS 比率將提升至 9.43%。
- (三) 本次現金增資新台幣 1,084,734,960 元正，發行記名式普通股 108,473,496 股，每股面額新台幣壹拾元，發行價格以每股壹拾元發行。
- (四) 本次現金增資發行新股權利義務與原發行股份相同。
- (五) 依公司法第二六七條規定，保留百分之十五計 16,271,024 股，由員工優先認購，其餘百分之八十五計 92,202,472 股，由原股東按認股基準日持有股份每仟股認購 84.471 股，認購不足一股之畸零股份，得由股東於限期內自行拼湊。如股東或員工於限期內未認購繳款者或未自行拼湊之剩餘畸零股數或股東、員工認購不足部份，由常務董事會洽特定人認購。
- (六) 本次現金增資案俟呈奉主管機關核准後，由常務董事會另訂認股基準日及發行新股日期。
- (七) 本次現金增資發行價格、發行條件、資金運用進度及有關事項如遇主管機關修正、法令變更或其他主客觀環境需修正時，由常務董事會全權處理。

決議：十一位出席董事同意通過。(另一位出席董事對本案說明(七)表示反對意見。)

四、 私募有價證券辦理情形：無。

五、 子公司持有或處分本銀行股票情形：無。

六、重要決議

(一)九十三年股東常會重要決議事項

1.案由：辦理本公司盈餘轉增資發行新股案，謹提請 公決。

說明：

(1)目前本公司實收資本額為 7,061,578,590 元，為加強資本結構，擬辦理盈餘轉增資 619,089,700 元，發行記名式普通股 61,908,970 股，一次發行，每股以面額新台幣壹拾元發行。

(2)增資資金來源及配股方式：

(A)自九十二年度盈餘中提撥之股東股利 600,234,180 元，即原股東每仟股無償配發 85 股，不滿一股之畸零股份，按面額折合現金發放，計至元為止，元以下不計；其畸零股份授權董事會洽特定人按面額承購。

(B)自九十二年度盈餘中提撥之員工紅利 18,855,520 元發行股票，有關員工紅利發給新股事宜，授權董事長全權處理。

(3)資金用途：健全經營結構，提高自有資本。

(4)本次增資發行新股，其權利義務與原股份相同。

(5)本次發行新股俟呈奉主管機關核准後，由董事會另訂配股基準日及發行新股日期。

戶號 6170 股東關於畸零股份由本銀行職工福利委員會全額認購之建議，經主席當場予以口頭說明。

決議：經主席徵詢全體出席股東無異議照案通過。

2.案由：為修正本公司章程部份條文案，謹提請 公決。

說明：

(1)為調整盈餘分派比例，爰修正章程第三十七條條文。

(2)增訂本次修訂日期，爰修正章程第四十三條條文。

未表示戶號戶名(會後詢明戶號 60151)股東關於盈餘分派比例、股利政策及股票上市櫃等；戶號 105029 股東關於董事會應有專責人員處理股東建議事項、盈餘分派比例及董監持股議事手冊與網站揭露資料等之建議及詢問。以上經主席當場予以口頭說明。

決議：經主席徵詢全體出席股東無異議照案通過。

(二)九十四年股東常會重要決議事項

1.案由：修正本公司章程部份條文案，謹提請 公決。

說明：

(1)配合本(九十四)年度增資計劃，修訂本公司資本總額及發行股份數，爰修正第六條條文。

(2)參酌「銀行業公司治理實務守則」第三十五條、第三十九條、第四十九條、第六十二條規定，爰增修第二十四條、第三十四條、第四十條之二之規定。

(3)增訂本次修訂日期，爰修正第四十三條條文。

決議：經主席徵詢全體出席股東無異議照案通過。

2.案由：辦理本公司盈餘轉增資發行新股案，謹提請 公決。

說明：

- (1)目前本公司實收資本額為新台幣(以下同)8,200,000,000元,為加強資本結構,擬辦理盈餘轉增資710,782,970元,發行記名式普通股71,078,297股,一次發行,每股以面額新台幣壹拾元發行。
- (2)增資資金來源及配股方式:
 - (A)自九十三年度盈餘中提撥之股東股利688,800,000元,即原股東每仟股無償配發84股,不滿一股之畸零股份,按面額折合現金發放,計至元為止,元以下不計;其畸零股份授權董事會洽特定人按面額承購。
 - (B)自九十三年度盈餘中提撥之員工紅利21,982,970元發行股票,有關員工紅利發給新股事宜,授權董事長全權處理。
- (3)資金用途:健全經營結構,提高自有資本。
- (4)本次增資發行新股,其權利義務與原股份相同。
- (5)本次發行新股俟呈奉主管機關核准後,由董事會另訂配股基準日及發行新股日期。
決議:經主席徵詢全體出席股東無異議照案通過。

(三)九十四年股東臨時會重要決議事項

- 1.案由:為本公司擬與高新商業銀行股份有限公司合併,爰依金融機構合併法訂定合併契約書,謹提請公決。
說明:
 - (1)為擴大經營規模與範疇,發揮經營效率,以達業務整合強化市場競爭力,本公司擬採合併換股方式吸收合併高新商業銀行股份有限公司。
 - (2)合併契約主要事項摘述如後:
 - (A)擬參與合併金融機構名稱:本公司與高新商業銀行股份有限公司;合併存續金融機構名稱:陽信商業銀行股份有限公司。
 - (B)本公司因合併擬發行股份普通股200,448,207股,每股面額新台幣壹拾元正,按合併基準日高新銀行股東每1.2048股高新銀行股份換發本公司一股之比率配發,如有不滿一股之畸零股由該公司股東自行歸併為整股者外,由本公司依發行面額按換股比率折合現金支付,並授權本公司董事長洽特定人按面額承購。
 - (C)合併後原屬高新銀行之權利義務由本公司概括承受,並依法公告指定三十日以上之期間聲明債權人等得於期限內以書面提出異議。對於提出異議之債權人等逕行清償、了結、成立專以清償債務為目的之信託或提供相當之擔保。
 - (D)合併後本公司章程無需變更,但若有實際需要時,得依法令規定辦理。
 - (E)合併基準日暫定九十四年十月二十九日,實際日期俟主管機關核准後,由雙方董事會視實際需要調整之。
 - (F)合併契約條款如依法令、主管機關核示或當時情事而有變更必要時,得由雙方董事長逕依法令、主管機關核示之內容等具體情事另行修訂之。
 - (3)本合併案之換股比率業經致遠會計師事務所楊文安會計師出具意見書表示應屬允當。
議事經過之要領:
戶號93190股東建議本案屬公司重大議案,為求慎重起見,宜交付表決;經主席徵詢全體出

席股東無異議裁示交付投票表決。

(主席指定監票員由股東戶號 2958 王聰明股東、股東戶號 11189 郭敬賢股東擔任；計票員由許至榮、黃明達、陳文隆、黃俐靜、楊俊明等五人擔任。)

投票結果：出席股東表決權數 511,337,313 權贊成，佔出席股東股份表決權數 511,997,358 權之 99.87%。

決議：本案通過。

(四)九十三年董事會重要決議事項

【93.6.24.第三屆第七次董事會】：請參閱 P106，「三、有不同意見之重要決議」。

(五)九十四年董事會重要決議事項

【94.7.29.第三屆第十一次董事會】：請參閱 P106，「三、有不同意見之重要決議」。

【94.10.6.第三屆第十二次董事會】

1.案由：為調整本公司與高新商業銀行股份有限公司(下稱高新銀行)合併案之合併基準日，謹提請 討論。

說明：

- (1)依本公司前與高新銀行之合併契約書第三條約定，合併基準日暫定為九十四年十月二十九日。
- (2)茲為配合主管機關審核期限及合併準備作業所需，本公司與高新銀行之合併基準日，擬調整為九十四年十一月二十六日。
- (3)嗣後倘因主管機關審核本合併案需要，或因應實際合併作業必要時，合併基準日擬由常務董事會再行調整辦理。

決議：全體出席董事同意通過。

2.案由：為本公司與高新商業銀行股份有限公司(下稱高新銀行)合併案，擬辦理合併發行新股事，謹提請 討論。

說明：

- (1)依公司法第二六六條、第二六七條及本公司與高新銀行之合併契約書辦理。
- (2)本公司章程規定資本總額為新台幣 12,000,000,000 元，分為 1,200,000,000 股，每股面額新台幣壹拾元整，均為普通股，得由董事會依法分次發行；現本公司實收資本額為 8,910,782,970 元，分為 891,078,297 股，每股面額新台幣壹拾元整，均為普通股。
- (3)本次因合併擬發行股份普通股 200,448,207 股，每股面額新台幣壹拾元正，按合併基準日高新銀行股東每 1.2048 股高新銀行股份換發本公司一股之比率配發，如有不滿一股之畸零股除由高新銀行股東自行歸併為整股者外，由本公司依發行面額按換股比率折合現金支付，並由本公司董事長洽特定人按面額承購。又為合併所增資發行之新股權利義務與本公司原有股份同。
- (4)本公司本次因合併而發行新股，依公司法第二六七條第六項規定，不保留發行之新股由員工

承購，亦不通知本公司原有股東儘先分認。

(5)為辦理本次合併發行新股事宜及配合本公司董事會召開期程，有關本次合併增資必要事項之辦理，擬由常務董事會先行議決辦理再提報董事會。

決議：全體出席董事同意通過。

3.案由：為辦理本公司九十四年度現金增資發行新股乙案，謹提請 討論。

請參閱 P107，「三、有不同意見之重要決議」。

(六)九十五年董事會重要決議事項

【95.2.23.第三屆第十三次董事會】

1.案由：為健全本銀行資本結構及配合業務需要，擬於新台幣二十億元額度範圍內發行次順位金融債券，以提高 BIS 比率，謹提請 討論。

說明：

(1)本行目前 BIS 比率為 8.30%，預估六月將降至 8.03%，已接近銀行法定比率 8% 下限，為符合規定，本行實有發行次順位金融債券增加自有資本之必要。

(2)為避免 BIS 比率低於 8%，遭致主管機關限制本行新種業務開辦及調降信用評等之不利因素，擬於額度二十億元範圍內發行次順位金融債券，發行期間為五至十年，將可有效提高 BIS 比率至 9.25%，充分改善本行資本結構，以因應未來業務發展需要。

(3)實際發行條件擬俟當時總體經濟、利率走勢、本行資金需求及法令變更等因素，由董事長核定。

決議：全體出席董事同意通過。

2.案由：為辦理本銀行九十五年度現金增資發行新股案，謹提請 討論。

說明：

(1)九十四年度現金增資案原經【94.10.6.第三屆第十二次董事會】決議通過在案，為配合合併整合作業時程，擬併於今(九十五年)辦理。

(2)為充實營運資金、提高自有資本、健全經營結構及提高本銀行 BIS 比率，擬依據公司法第二六六條、第二六七條及本銀行章程第六條之規定辦理現金增資。

(3)本次現金增資新台幣 1,084,734,960 元，發行記名式普通股 108,473,496 股，每股面額新台幣壹拾元，發行價格以每股壹拾元發行。

(4)依公司法第二六七條規定，保留百分之十五計 16,271,024 股由員工優先認購，其餘百分之八十五計 92,202,472 股，由原股東按認股基準日持有股份每仟股認購 84.471 股，認購不足一股之畸零股份，得由股東於限期內自行拼湊。如股東或員工於限期內未認購繳款者或未自行拼湊之剩餘畸零股數或股東、員工認購不足之部份，由常務董事會洽特定人認購。

(5)本次現金增資發行新股權利義務與原發行股份相同。

(6)本次現金增資案俟呈奉主管機關核准後，由常務董事會另訂認股基準日及發行新股日期。

(7)本次現金增資發行價格、發行條件、資金運用進度及有關事項如遇主管機關修正、法令變更或其他主客觀環境需修正時，由常務董事會全權處理。

(8)本銀行九十五年一月底之 BIS 比率為 8.3%，此次辦理現金增資後，預計九十五年七月底之 BIS 比率可提升至 8.63%。

決議：全體出席董事同意通過。

七、最近二年度違法受處分及主要缺失與改善情形：無。

八、其他必要補充說明事項：無。

玖、對股東權益或證券價格有重大影響之事項

一、本銀行於九十四年七月二十九日及九月六日，分別經董事會及股東臨時會決議通過合併高新銀行，以本銀行為存續公司，並按消滅公司高新銀行每 1.2048 股換發本銀行一股。

二、本銀行與高新銀行合併基準日原暫定九十四年十月二十九日，因實際作業需要由董事會決議調整為九十四年十一月二十六日。

三、合併程序係依相關法令規定辦理，而換股比例則係綜合考量高新銀行之資產、負債及營業所可能帶來之經營綜效及通路價值，強化市場競爭力及市場規模，應對本銀行之股東權益有正面提升作用。合併基準日之調整係契約內容之變更，對本銀行之股東權益並無重大影響。

拾、總分支機構之位址電話

- . 管理部：臺北市北投區石牌路一段 90 號
電話：(02)2820-8166 (代表號)
網址：www.esunnybank.com.tw
- . 營業部：臺北市士林區中正路 255 號
電話：(02)2882-2330 (代表號)
- . 石牌分行：臺北市北投區石牌路一段 90 號
電話：(02)2823-8480 (代表號)
- . 北投分行：臺北市北投區光明路 152 號
電話：(02)2891-7361 (代表號)
- . 士林分行：臺北市士林區大北路 82 號
電話：(02)2882-3660 (代表號)
- . 大屯分行：臺北市北投區中和街 304 號
電話：(02)2891-9196 (代表號)
- . 劍潭分行：臺北市士林區通河街 131 號
電話：(02)2885-4181 (代表號)
- . 社子分行：臺北市士林區延平北路五段 260 號
電話：(02)2812-1112 (代表號)
- . 蘭雅分行：臺北市士林區中山北路六段 169 號
電話：(02)2836-2072 (代表號)
- . 天母分行：臺北市士林區天母東路 15 號
電話：(02)2873-2500 (代表號)
- . 社中分行：臺北市士林區社中街 220 號
電話：(02)2815-1415 (代表號)
- . 吉林簡易：臺北市中山區吉林路 304 號
電話：(02)2561-1188 (代表號)
- . 成功分行：臺北市內湖區成功路四段 70 號
電話：(02)2792-2433 (代表號)
- . 民生分行：臺北市松山區民生東路五段 167 號
電話：(02)2760-6335 (代表號)
- . 延吉分行：臺北市松山區延吉街 11 號
電話：(02)2578-6201 (代表號)
- . 木柵分行：臺北市文山區木柵路三段 96 號
電話：(02)2234-5890 (代表號)
- . 龍江分行：臺北市中山區龍江路 356 巷 49 號
電話：(02)2516-5945 (代表號)
- . 南京分行：臺北市松山區南京東路四段 132 號
電話：(02)2579-0229 (代表號)
- . 景美分行：臺北市文山區景後街 95 號之 12
電話：(02)2930-0202 (代表號)
- . 中興分行：臺北市中山區民生東路三段 36 號
電話：(02)2516-5268 (代表號)
- . 信義分行：臺北市大安區信義路四段 188 號
電話：(02)2706-8388 (代表號)
- . 中和分行：臺北縣中和市建一路 245 號
電話：(02)2222-5199 (代表號)
- . 永和分行：臺北縣永和市中山路一段 188 號
電話：(02)2926-5899 (代表號)
- . 蘆洲分行：臺北縣蘆洲市集賢路 393 號
電話：(02)8282-2068 (代表號)
- . 板橋分行：臺北縣板橋市四川路一段 133 號
電話：(02)2955-0008 (代表號)
- . 泰山分行：臺北縣泰山鄉明志路一段 110 號
電話：(02)2297-9797 (代表號)
- . 新和簡易：臺北縣中和市華新街 89 號
電話：(02)8941-9339 (代表號)
- . 溪洲分行：臺北縣板橋市篤行路三段 89 號
電話：(02)2681-9960 (代表號)
- . 古亭分行：臺北市中正區汀州路二段 40 號
電話：(02)8369-2288 (代表號)
- . 新莊分行：臺北縣新莊市龍安路 533 號
電話：(02)8201-9069 (代表號)
- . 三重分行：臺北縣三重市自強路四段 108 號
電話：(02)8981-7171 (代表號)
- . 雙和分行：臺北縣中和市景平路 722 號
電話：(02)8242-3919 (代表號)
- . 大業簡易：桃園縣桃園市大業路一段 55 號
電話：(03) 347-8899 (代表號)
- . 復興分行：臺北市松山區復興北路 143 號
電話：(02)2719-6166 (代表號)
- . 桃園分行：桃園縣桃園市中山東路 32-20 號
電話：(03) 336-0555 (代表號)
- . 大安簡易：臺北市信義區和平東路三段 225 號
電話：(02)2733-7711 (代表號)
- . 新店簡易：臺北縣新店市中正路 263 之 5 號
電話：(02)8911-7676 (代表號)
- . 新福簡易：臺北縣新莊市幸福路 800 號
電話：(02)2998-3366 (代表號)
- . 華成分行：彰化縣員林鎮靜修路 12 號
電話：(04) 832-2171 (代表號)
- . 三民分行：彰化縣員林鎮三民街 38 號
電話：(04) 832-2160 (代表號)
- . 社頭分行：彰化縣社頭鄉員集路二段 257 號
電話：(04) 872-1017 (代表號)
- . 屏東分行：屏東市中正路 70 號
電話：(08) 732-6123 (代表號)
- . 中正分行：屏東市中正路 293 號
電話：(08) 736-0811 (代表號)
- . 自由分行：屏東市自由路西段 114 號
電話：(08) 753-9224 (代表號)
- . 新埔分行：臺北縣板橋市四維路 245 號
電話：(02)8253-7789 (代表號)

- 高雄分行：高雄市三民區九如一路 192 號
電 話：(07)384-3163 (代表號)
- 中華分行：台南市東區中華東路三段 102 號
電 話：(06)267-0751 (代表號)
- 嘉義分行：嘉義市中興路 467 號
電 話：(05)234-2023 (代表號)
- 台南分行：台南市忠義路 2 段 148 號
電 話：(06)228-2171 (代表號)
- 健康分行：台南市健康路二段 370 號
電 話：(06)261-2136 (代表號)
- 東寧分行：台南市東寧路 247 號
電 話：(06)237-5141 (代表號)
- 安順分行：台南市安和路一段 202 號
電 話：(06)256-3146 (代表號)
- 西華分行：台南市中華西路二段 359 號
電 話：(06)297-9880 (代表號)
- 新竹分行：新竹市中央路 247 號
電 話：(03)515-3608 (代表號)
- 精武分行：台中市東區精武東路 188 號
電 話：(04)2211-2368 (代表號)
- 左營分行：高雄市左營區博愛二路 102 號
電 話：(07)556-0128 (代表號)
- 苓雅分行：高雄市苓雅區復興二路 22 號
電 話：(07)331-0066 (代表號)
- 台中分行：台中市西區台中港路一段 159 號
電 話：(04)2310-9996 (代表號)
- 向上分行：台中市西區向上南路一段 166 號
電 話：(04)2472-2528 (代表號)
- 內湖分行：臺北市內湖區內湖路一段 250 號
電 話：(02)2658-6698(代表號)
- 中壢分行：桃園縣中壢市健行路 171 號
電 話：(02)428-1116(代表號)
- 五股分行：臺北縣五股鄉中興路一段 12 號
電 話：(02)8976-9000(代表號)
- 林森分行：新竹市東區林森路 196 號 1 樓
電 話：(03)610-0189(代表號)
- 新興分行：高雄市新興區中正四路 6 號
電 話：(07)288-4131(代表號)
- 青年分行：高雄市苓雅區青年一路 169 之 1 號
電 話：(07)331-8526(代表號)
- 三鳳分行：高雄市三民區中華三路 293 號
電 話：(07)231-5101(代表號)
- 四維分行：高雄市苓雅區中華四路 159 號
電 話：(07)333-3701(代表號)
- 大公分行：高雄市鹽埕區大公路 40 號
電 話：(07)531-5105(代表號)
- 大順分行：高雄市三民區大順二路 41 號
電 話：(07)386-1622(代表號)
- 海光分行：高雄市左營區左營大路 190 號
電 話：(07)582-3511(代表號)
- 前鎮分行：高雄市苓雅區三多二路 281 號
電 話：(07)711-0046(代表號)
- 平等分行：高雄市三民區自立一路 283 號
電 話：(07)321-4622(代表號)
- 民族分行：高雄市新興區中正二路 218 號
電 話：(07)224-2426(代表號)
- 小港分行：高雄市小港區康莊路 178 之 1 號
電 話：(07)806-5171(代表號)
- 立文分行：高雄市左營區立文路 75 號
電 話：(07)558-0711(代表號)
- 右昌分行：高雄市楠梓區加昌路 803 號
電 話：(07)364-6530(代表號)
- 建國分行：高雄市苓雅區武廟路 124 號
電 話：(07)715-3513(代表號)
- 五甲分行：高雄縣鳳山市五甲二路 368 號
電 話：(07)726-0801(代表號)
- 鼎力分行：高雄市三民區鼎力路 142 號
電 話：(07)346-5955(代表號)
- 楠梓分行：高雄市楠梓區楠梓路 55 號
電 話：(07)353-5513(代表號)
- 旗山分行：高雄縣旗山鎮中山路 158 號
電 話：(07)661-2081(代表號)
- 六龜分行：高雄縣六龜鄉義賣村光復路 94 號
電 話：(07)689-2741(代表號)
- 美濃分行：高雄縣美濃鎮中正路一段 25 號
電 話：(07)681-8346(代表號)
- 觀亭簡易：高雄縣內門鄉觀亭村中正路 104 號
電 話：(07)667-3081(代表號)
- 華興簡易：高雄縣旗山鎮華興街 14 號
電 話：(07)666-4328(代表號)
- 林園分行：高雄縣林園鄉林園村林園北路 372 號
電 話：(07)643-8141(代表號)
- 岡山分行：高雄縣岡山镇岡山路 339 號
電 話：(07)623-6182(代表號)
- 中山分行：屏東市中山路 187 號 1 樓
電 話：(08)733-1053(代表號)
- 里港分行：屏東縣里港鄉春林村里港路 43 號
電 話：(08)775-7735(代表號)
- 東港分行：屏東縣東港鎮中正路 166 號

- 電話:(08)832-0887(代表號)
- 潮州分行:屏東縣潮州鎮延平路 211 號
- 電話:(08)789-9665(代表號)
- 佳里分行:台南縣佳里鎮建南里新生路 277 號
- 電話:(06)721-7398(代表號)
- 永康分行:台南縣永康市中華路 625 號
- 電話:(06)203-6607(代表號)
- 金華分行:台南市南區金華路二段 153.155 號
- 電話:(06)264-7117(代表號)
- 仁德分行:台南縣仁德鄉中正路二段 273 號
- 電話:(06)270-6361(代表號)
- 光華分行:嘉義市東區光華路 119 號
- 電話:(05)228-5830(代表號)
- 台北分行:台北市民生東路一段 43 號
- 電話:(02)2563-3710(代表號)
- 信託部:臺北市民生東路三段 36 號 2 樓
- 電話:(02)2517-5608 (代表號)
- 信用卡事業部:臺北市石牌路一段 88 號 3 樓
- 電話:(02)2822-0122 (代表號)
- 國外部:臺北市松山區復興北路 143 號 2 樓
- 電話:(02)2719-1616 (代表號)
- 財務部:臺北市北投區石牌路一段 88 號 4 樓
- 電話:(02)2820-8166 (代表號)
- 國際金融業務分行:臺北市復興北路 143 號 2 樓
- 電話:(02)2719-1616 (代表號)
- 財富管理部:臺北市民生東路三段 2 號 2 樓
- 電話:(02)2516-6399(代表號)
- 貴賓理財中心:臺北市民生東路三段 2 號 2 樓
- 電話:(02)2516-6688(代表號)
- 客戶服務申訴專線:080-085-134
- 電話語音服務專線:(02)2820-9066 (32 線)
- 非營業時間金融卡掛失專線:(02)2823-6851

I. Message to Shareholders

An increase of the total amount of foreign trade reached by 8.5% in Taiwan due to the stable international economic growth in 2005. The increase rate of export is higher than that of import. Compared with the increase rates last year, export and import are at an increase of 8.8% and 8.2% respectively. Regarding commodity price, the annual CPI increases by 2.30% in 2005 due to the influenced by the uplifting prices of engery products and domestic agricultural products. Generally speaking, the economic growth rate in 2005 is 3.80% according to Directorate-General of Budget, Accounting and Statistics. It is estimated that the global economy will steadily grow in 2006. The economy in Taiwan may sustain smooth growth. The employment is anticipated to improve. A stable growth rate of civic consumers is expected. It is estimated that the economic growth rate in 2006 which varies from 3.3% ~ 4.3% will be better than that in 2005. Directorate-General of Budget, Accounting and Statistics estimates that the economic growth rate will reach 4.08%. Major international assessment organizations also indicates that the economic growth in Taiwan will be better than that shown in 2005.

In financial market, the payment situation performed by credit card and cash card holders is even worse. In addition, new regulations in connection with overdue loan began in July 2005. The above conditions induce the emergence of overdue loan regarding consuming finance. Such emergence brings impact on banks' profitability. However, credit card and cash card with high risks only account fo 5% of total overdue loan. Therefore, the debts arising from cards are within the control by the overall financial industry. Meanwhile, domestic financial institutes keep endeavoring to improve the quality of assets. By the end of December 2005, the overdue loan rate has been decreased to 2.24%. The coverage rate of debt reserve reaches 49.89%. The figures reveal that domestic banks' ability in bearing risks has dramatically increased. The ROA and ROE of domestic banks which account for 0.30% and 4.81% respectively by the end of December 2005 are unable to get better than those in 2004.

On November 26, 2005, Sunny Bank Ltd. merged with Kao Shin Commercial Bank so as to integrate business and strengthen our competitiveness in the market by obtaining better competitive advantages, expanding business scale and range and developing operation efficiency while facing the trends of merging of domestic financial market and enlarging business scales. The number of our branches increases from 62 to 96 mainly distributing in Taipei and Kaohsiung. Through district complimentary and integration of channels, we are going to strengthen our market competitiveness and

market share and enhance customer service and capability in management.

On November 1, 2005, Taiwan Rating Corporation awarded Sunny Bank Ltd. "twA-" in long-term credit and "twA-2" in short-term credit. Such rating suggests that the performance and default rating of Sunny Bank Ltd. are affirmed. The following provides a brief description in 2005 business operations and 2006 business plans.

A.Results of Business Operations and Achievement in Budgeting execution:

Regarding the business of deposit and loan, there were dramatic increases in 2005. In the aspect of deposit, the deposit estimation was 166.1 billion while the final accounting was NTD 208.7 billion with a achieving rate of 125.68%, which is at an increase of 36.84%, that is NTD 56.2 billion higher than that shown in 2004. In the aspect of loan, the loan estimation was 141.4 billion while the final accounting was 168.8 billion with a achieving rate of 119.41%, which is at an increase of 32.07%, that is NTD 41 billion higher than that shown in 2004. In asset quality, the overdue loan ratio is 3.09% by the end of December 2005 and its related cover rate is 41.48%.

B.Analysis on Financial Income and Expenditures as well as on Profitability:

In the aspect of 2005 financial income and expenditure and surplus, the final accounting of surplus after tax is NTD 653,993 thousand. The earning per share is NTD 0.72. In the aspect of profitability in 2005, the ROA accounts for 0.32% and ROE accounts for 5.64%.

C.Research and Development:

- 1.Cooperate with National Credit Card Center to promote the service of installment for charge on cards.
- 2.Positively promote "Rooster Project", an amortization plan, and "Credit Gurantee Fund Project" to small and medium business so as to help for risk management in addition to enhancing the sustainability of small and medium business in 2005.
- 3.Promote new financial commodities: Identification Card for the schoolfellows of Shih Lin Senior Commercial School, A Guei Platinum, Kao Jen Yi Deng Happy Loan Project, 188 House Loan Project, various credit commodities (preferential project, decoration fund, car purchasing reserve, preferential service of loan via cards, value-added fund, Ching Girl Loan, Easy Amortization, etc.) and Fund of B stocks as well in order to meet more customers' needs.
- 4.The financial business management policies and operation guidelines of Sunny Bank Ltd. was approved by Financial Supervisory Commission, Executive Yuan on November 21, 2005.
- 5.Credit trust services for surface rights: the investments made by the public become diversified and complicated nowadays. The trustees playing a role of professional credit trust institute should aid investors to manage and apply the surface rights by taking security and benefits into considerations. It is important for the trustees to provide multiple services like assets management. The public can make sure of the security and effective applications of their trusted assets under the independent and professional management of the trustee banks.
- 6.Setup of Online ATM: this is to put physical ATM into a pattern shown in website. Online ATM can achieve each function provided by physical ATM except bill dispensing. The Online ATM can replace the non-contract transfer service provided by SSL. Online ATM can work with E-bank (including XML) and other electronic facilities. The setup of Online ATM is expected to complete in 2006.

D.Guidelines of 2006 Operation Plans:

1. Operational Policies

- (1)Consuming financial services: put emphasis on commodity research and development. Develop consuming financial business for major levels of customers. Manage credit guaranty risks.
- (2)Corporate financial services: strengthen professional services. Combine foreign exchange services to become a comprehensive financial consultant for business loans, risk control and fund raising.
- (3)Financial management and planning services: keep exploring the customer resources for Sunny Bank Ltd. Enhance professional servicese. Properly suggest customers in regarding

to their assets planning and distribution based on customers' financial targets. Present our business spirit of "Trust starts from us".

- (4)Efficiency of Branches: increase the average sales and productivity of each branch. Improve the service quality presented by branch staff.

2. Operational Targets

Based on the economic growth rate in 2006, past growth of Sunny Bank Ltd., increased number of branches and the continuous expansion of loan services, the deposit is expected to have an increase of NTD 14.8 billion and the loan is expected at an increase of NTD 23.3 billion in 2006. The estimation for pre-tax profit is NTD 1.875 billion.

We hope to achieve the operational targets we expect and create a better result under the supervision of all shareholders and the efforts made by all staff while facing the competitive financial industry in the future year. We will do our best to meet the expectations of our shareholders and the public. Your encouragement and comments are welcomed to us in the future.

Chairman Sheng-Hong Chen

II. BACKGROUND OF THE BANK

A. Profile of the Bank

1. Date of Registration: September 1, 1997
Date of Commencing Operations: September 1, 1997

2. History of the Bank

The former organization of our bank was “Yang Ming Shan Credit Cooperative” established on October 2, 1957. After operating for forty years, it was reformed as a bank with the approval of Ministry of Finance on April 28, 1997. Therefore, Sunny Bank Ltd. formally started its operations on September 1, 1997. Sunny Bank Ltd. is one of the first group of credit cooperatives being reformed to banks according to the “Standards and Regulations for Reforming Credit Cooperatives to Commercial Banks” with a documentary number of Tai Tsai Jung No. 84784492 issued by the Ministry of Finance on December 6, 1995.

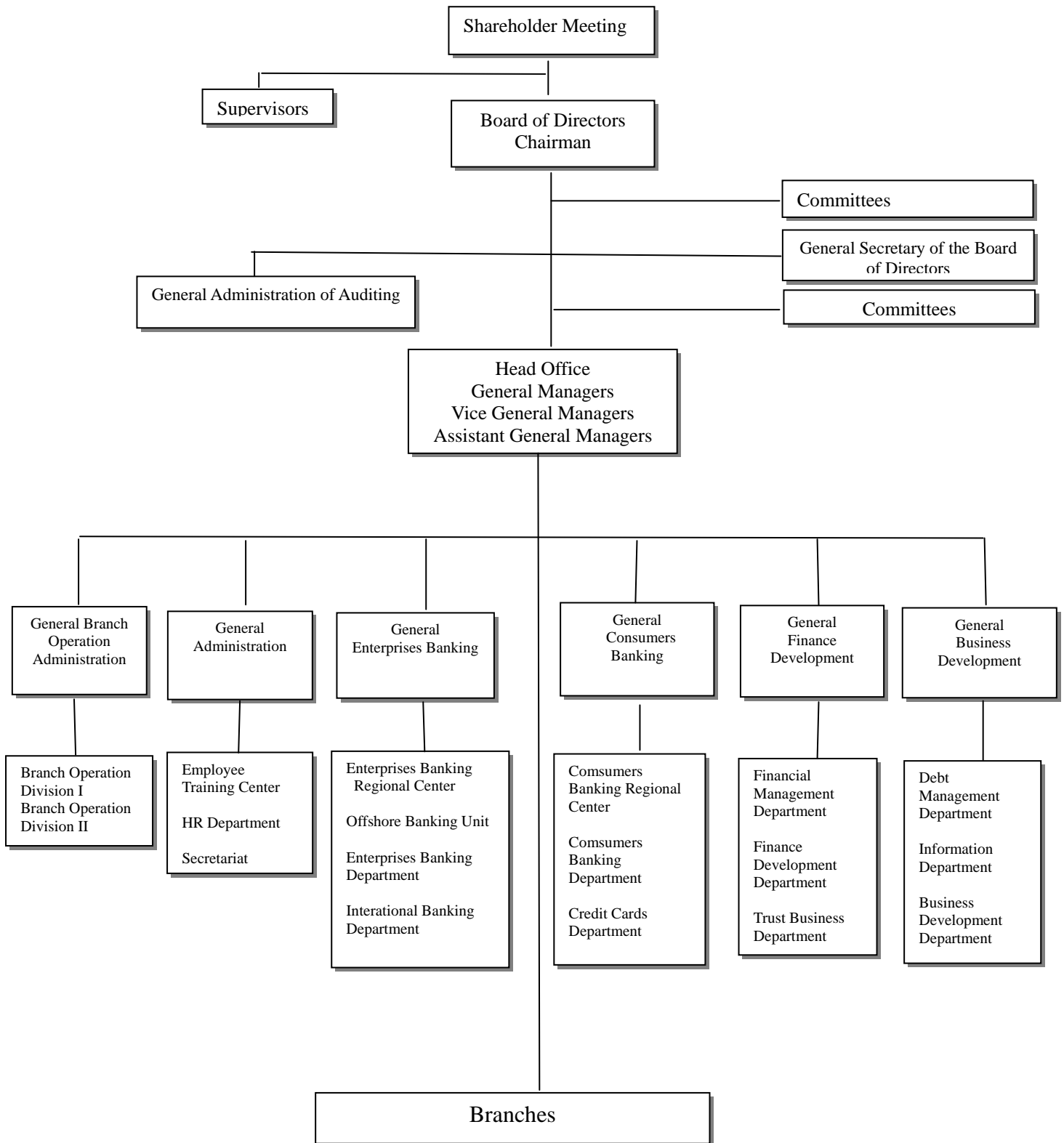
On April 16, 1998, our bank was approved of the ISO-9002 accreditation of information and quality system. We were the first bank passing through such accreditation. On June 4, 1998, we held a presentation announcing this accreditation and addressing our quality policies for sustainable operation as “Stability, Prospects, Profession and Enthusiasm”. We have been endeavoring to make improvements, expanding our services, increasing branches to provide services to the public since the commencement of our business. For cooperating with the governmental policies to deal with the financial institutions with poor management, Sunny Bank Ltd. undertook the business of Yuan Lin Credit Cooperative, Chang Hua and Ping Tung 2nd Credit Cooperative respectively on September 15, 2001. On August 24, 2002, Sunny Bank Ltd. took over the business of Tainan 5th Credit Cooperative. Our branches increase by 21. On July 20, 2004, Sunny Bank Ltd. was approved as a national bank after the completion of the above expansion.

For adapting to the rapid changes in the financial market, Sunny Bank Ltd. started to undertake a reorganization in 2003. Our organization is divided into seven systems based on functions or services: general finance, corporate finance, consuming finance, branch operations, business sales, administration and auditing. These seven systems help promoting reformation, accelerate reasoning operation and enhance service quality and efficiency. We also positively cooperate with other companies providing financial services such as reinvestment in Sunny Securities Co., Ltd., Bank Union Life Insurance Agency Corp., Ltd, Bank Union Property Insurance Agency Corp., Ltd., etc. Sunny Bank Ltd. also acts as an agent for various insurance commodities and deals with listing in the stock exchange and over-the-counter, purchase and commercial transactions, etc. It is expected that we can provide comprehensive services for customer financial planning on a basis of existing connections and locations.

On November 26, 2005, Sunny Bank Ltd. merged with Kao Shin Commercial Bank so as to integrate business and strengthen our competitiveness in the market by obtaining better competitive advantages, expanding business scale and range and developing operation efficiency while facing the trends of merging of domestic financial market and enlarging business scales. The number of our branches increases from 62 to 96 mainly distributing in Taipei and Kaohsiung. Through district complimentary and integration of channels, we are going to strengthen our market competitiveness and market share and enhance customer service and capability in management. The directors, supervisors of Sunny Bank Ltd. and those who shall declare equities in accordance with Article 25, Sec. 3 of Bank Law are suggested to refer to “Changes in Equity” on Page 138.

B. Organization of the Bank

1. Organization Chart



The Head Office is divided into the following General Administrations: Business, General Finance, Consuming Finance, Corporate Finance, Branch Operations and Administration in charge of planning, supervising and instructing the businesses of the departments under their administration.

The subdivisions of the above General Administrations and related business involved are as follows:

(1) General Business Development: Business Development Department, Information Department and Debt Management Department.

Business Development Department: in charge of systems, organization, regulations and articles, operational planning, annual budget, long-term share investment, accounting, comprehensive sales planning and promotion, performance auditing, coordination of various auditing information submitted from each unit under the administration of the Head Office as well as establishment and revision of related regulations, conditions, flows, operating manuals, etc.

Information Department: in charge of prompting automatic operations, analysis of hardware and software information and facilities, design, online connections, control, maintenance, intranet planning, setup and management as well as establishment and revision of related regulations, conditions, flows, operating manuals, etc.

Debt Management Department: in charge of collections of non-performance loans arising from consumers, corporates and credit cards through phone calls, visits, letters or legal actions. In charge of management, acceptance and disposal of guarantees. Establishment and revision of related regulations, conditions, flows, operating manuals, etc.

(2) General Finance Development: Trust Business Department, Finance Development Department and Financial Management Department.

Trust Business Department: in charge of trust services planning, product development, marketing, sales promotion, performance auditing as well as establishment and revision of related regulations, conditions, flows, operating manuals, etc.

Finance Development Department: in charge of capital management and distribution, investment on short-term securities, services for security agents, setup of interest rates for deposit and loan as well as establishment and revision of related regulations, conditions, flows, operating manuals, etc.

Financial Management Department: in charge of preservation and investment of capital commissioned by customers and related planning and promotions.

(3) General Consumers Banking: Credit Cards Department, Consumers Banking Department and Consumers Banking Regional Center.

Credit Cards Department: in charge of credit card services planning, product development, marketing, sales promotion, performance auditing as well as establishment and revision of related regulations, conditions, flows, operating manuals, etc.

Consumers Banking Department: in charge of loans in small amount, housing loans and consumer loans, credit information service, product development, marketing, sales promotion, auditing, performance auditing as well as establishment and revision of related regulations, conditions, flows, operating manual, etc.

Consumers Banking Regional Center: in charge of consuming finance credit authorization services and marketing, sales promotion, credit information services, credit authorization and management, assistance for cases from branches, counseling as well as hierarchic auditing within authorized region.

(4) General Enterprises Banking: Enterprises Banking Department, International Banking Department, Offshore Banking Unit and Enterprises Regional Center.

Enterprises Banking Department: in charge of credit information services and authorization for corporate loans and related planning, product development, marketing, sales promotion, auditing, performance auditing and management as well as establishment and revision of related regulations, conditions, flows, operating manuals, etc.

International Banking Department: in charge of foreign exchange and foreign affairs planning, product development, marketing, sales promotion, performance auditing and management as well as establishment and revision of related regulations, conditions, flows, operating manuals, etc.

Offshore Banking Unit: in charge of international financial services and planning for global financial services, product development, marketing, sales promotion, performance auditing and management as well as establishment and revision of related regulations, conditions, flows operating manuals, etc.

Enterprises Banking Regional Center: in charge of corporate finance credit authorization services and marketing, sales promotion, credit information services, credit authorization and management, assistance for cases from branches, counseling as well as hierarchy auditing within authorized region.

(5) General Branches Operation Administration: Branch operation Division I and Branch Operation Division II.

Branch Operation Division I: in charge of businesses, daily operational management and counseling of the branches within the authorized region.

Branch Operation Division II: in charge of businesses, daily operational management and counseling of the branches within the authorized region.

(6) General Administration: HR Department, Employee Training Center and Secretariat.

HR Department: in charge of human resources planning and analysis, recruitment, cultivation, employment, promotion, transfer, employee welfare, retirement, examination system, merit system as well as establishment and revision of related regulations, conditions, flows, operating manuals, etc.

Employee Training Center: in charge of employee training, planning of training courses, invitation of instructors as well as the establishment, use, management and maintenance of training center.

Secretariat: in charge of crucial affairs, documentary, seals, stock services, public relations, legal affairs, general affairs, cashier, purchase of stuff, procurement, fix, maintenance and management of real estate, establishment and revision of the regulations, conditions, flows, operating manuals, etc. as well as the affairs which are not belonged to any other departments.

Branches are set up under the administration of the Head Office. In case of re-allocation or re-assignment or distribution of services or branches, it shall be up to Chairman's decision.

General Administration of Auditing: in charge of sales, information, accounting, finance and auditing for inventories. The number of employees shall be decided depending on practical needs. The General Administration of Auditing and auditors shall be under the supervision and instruction of the General Auditor.

2. Directors, Supervisors, General Managers, Vice General Managers, Assistant General Managers, Managers of Departments and Branches

(1) Major Shareholders of Corporate Shareholders

Corporate Shareholders	Major Shareholders of Corporate Shareholders (Shareholding over 10%)
Chuan Yang Construction Co., Ltd.	Hsueh Ling, Chen Sheng Hong
Kuo Chih Construction Co., Ltd.	Lin Cheng Yu, Lin Cheng Yung, Lin Yen Shuo
Fu Li Yang Investment Co., Ltd.	Hsueh Ling

(2)Directors and Supervisors

December 31, 2005, Unit: share, %

Title	Name	Date of Election	Session	Date of First Election	Shareholdings on election		Current Shareholdings		Current Shareholdings of Spouse and Minors		Shareholdings under other titles		Educational Background & Experience	Current Positions in our Bank and other Corporates	Other managers, directors or supervisors as spouse or within 2 nd -degree relative			
					Shares	%	Shares	%	Shares	%	Shares	%			Title	Name	Relation	
Chairman	Chen Sheng Hong	92.5.19.	3	86.9.1.	10,362,179	1.68	6,905,806	0.63	1,762,695	0.16	-	-	Legislator, the 4 th & 5 th Sessions. Taipei City Councilor, 3 rd to 7 th Sessions. Chairman, Yang Ming Shan Credit Cooperative Chairman, Sunny Bank Ltd., 1 st and 2 nd sessions University	Director, Chuan Yang Construction Co., Ltd. Chairman, Chuan Ming Advertising Co., Ltd. Chairman, Chuan Min Satellite Broadcasting Co., Ltd. Chairman, Sunny Culture and Education Foundation	Director	Chen Chin Chia	Brother	
Managing Director	Wu Hsi Huei	92.5.19.	3	86.9.1.	1,875,404	0.30	2,345,282	0.21	404	0.00	-	-	Managing Director, Sunny Bank Ltd., 1 st and 2 nd Sessions Chairman of Yang Ming Shan Gas Co., Ltd. Chairman, Yang Ming Shan Credit Cooperative Chairman, Cheng Fa Film Industry Co., Ltd. Elementary School	Chairman, Cheng Fa Film Industry Co.Ltd. Chairman, Yang Ming Shan Gas Co.,Ltd.	-	-	-	
Managing Director	Liu Cheng Sheng	92.5.19.	3	86.9.1.	5,168,670	0.84	4,774,766	0.44	906,600	0.08	-	-	Chairman, Je Chien Enterprise Co.,Ltd Director and supervisor of Yang Ming Shan Credit Cooperative Managing Director, Sunny Bank Ltd., 1 st and 2 nd Sessions Chairman, Shi Pai Tze Chiang Market Co., Ltd. Senior Commercial School	Chairman, Shi Pai Tze Chiang Market Co., Ltd.	Manager	Liu Ming Chieh	Son	
Managing Director	Kuo Chih Construction Co. Ltd. Representative: Lin Cheng Ho	92.5.19.	3	92.5.19.	2,871,361	0.47	3,697,947	0.34	-	-	-	-	-	-	-	-	-	-
				86.9.1.	-	-	3,200,063	0.29	3,268,051	0.30	-	-	-	-	Director, Yang Ming Shan Credit Cooperative Managing Director, Sunny Bank Ltd., 1 st and 2 nd Sessions Senior High School	Director, Chin Ching Chemical Industry Co., Ltd. Supervisor, Kuo Chih Construction Co., Ltd. Director, Chiu Hung Construction Co., Ltd.	-	-
Director	Chuan Yang Construction Co., Ltd. Representative: Hsueh Tsung Hsien	92.5.19.	3	92.5.19.	36,561,977 (1/2)	5.93	39,512,566 (1/2)	3.62	-	-	-	-	-	-	-	-	-	-
				94.12.1.	-	-	44,606	0.00	-	-	-	-	College	Chairman, Chuan Yang Construction Co., Ltd.	Chairman	Chen Sheng Hong	Brother-in-law	

Title	Name	Date of Election	Session	Date of First Election	Shareholdings on election		Current Shareholdings		Current Shareholdings of Spouse and Minors		Shareholdings under other titles		Educational Background & Experience	Current Positions in our Bank and other Corporates	Other managers, directors or supervisors as spouse or within 2 nd -degree relative		
					Shares	%	Shares	%	Shares	%	Shares	%			Title	Name	Relation
Director	Chuan Yang Construction Co., Ltd. Representative: Chen Yung Chun	92.5.19.	3	92.5.19.	36,561,977	5.93	39,512,566	3.62	-	-	-	-	Chairman, Shen Ying Industry Co., Ltd. Director and Supervisor, Yang Ming Shan Credit Cooperative Director, Sunny Bank Ltd., 1 st and 2 nd Sessions Senior Commercial High School	Director, Wu Yi Industry Co., Ltd. Chairman, Shen Ying Industry Co., Ltd.	-	-	-
				86.9.1.	-	-	1,493,581	0.14	45,820	0.00	-	-			-	-	-
Director	Fu Li Yang Investment Co., Ltd. Representative: Lin Chin Lung	92.5.19.	3	92.5.19.	2,134,140	0.35	41,313,082	3.78	-	-	-	-	Manager, Trust Dept., Taipei Business Bank Manager, Operations Dept., Taipei Business Bank Vice G.M., G.M., Sunny Bank Ltd. Director, Sunny Bank Ltd. 2 nd Session University	Stationed Consultant, Sunny Bank Ltd.	-	-	-
				89.6.12.	-	-	710,743	0.07	553,946	0.05	-	-			-	-	
Director	Chang Wu Ping	92.5.19.	3	86.9.1.	4,617,286	0.75	5,946,478	0.54	1,141,340	0.10	-	-	Director, Yang Ming Shan Credit Cooperative Director, Sunny Bank Ltd., 1 st and 2 nd Sessions Senior Commercial High School	Chairman, Ping An Construction Co., Ltd.	-	-	-
Director	Ho Shun Cheng	92.5.19.	3	86.9.1.	3,202,906	0.52	4,280,833	0.39	5,740,576	0.53	-	-	Chairman, Yuan Shun Jewelry Co. Director, Yang Ming Shan Credit Cooperative Director, Sunny Bank Ltd., 1 st and 2 nd Sessions Senior High School	-	-	-	-
Director	Kuo Wen Tsung	92.5.19.	3	86.9.1.	8,639,549	1.40	11,046,644	1.01	4,065,062	0.37	-	-	Executive Director, Yuei Hsin Corp., Ltd. Director, Yang Ming Shan Credit Cooperative Director, Sunny Bank Ltd., 1 st and 2 nd Sessions Senior Industrial High School	Supervisor, Yang Ming Shan Gas Co., Ltd.	-	-	-

Title	Name	Date of Election	Session	Date of First Election	Shareholdings on election		Current Shareholdings		Current Shareholdings of Spouse and Minors		Shareholdings under other titles		Educational Background & Experience	Current Positions in our Bank and other Corporates	Other managers, directors or supervisors as spouse or within 2 nd -degree relative		
					Shares	%	Shares	%	Shares	%	Shares	%			Title	Name	Relation
Director	Tsou Chih Ho	92.5.19.	3	86.9.1.	5,863,943	0.95	7,552,014	0.69	835,881	0.08	-	-	Director, Yang Ming Shan Credit Cooperative Director, Sunny Bank Ltd., 1 st and 2 nd Sessions Senior High School	Director, Ta Cheng Construction Co., Ltd. Director, Tung Tai Environmental Technology Co., Ltd. Director, Je Kuang Construction Co., Ltd.	-	-	-
Director	Lin Chi Hsiung	92.5.19.	3	89.6.12.	140,052	0.02	257,504	0.02	620	0.00	-	-	Chief Secretary of Board of Directors, Sunny Bank Ltd. Division Chief, Finance Bureau, 3 rd Sec., Taipei Municipal Gov. Director, Sunny Bank Ltd., 2 nd Section University	-	-	-	-
Director	Chen Chia Chin	92.5.19.	3	89.6.12.	2,135,194	0.35	3,711,097	0.34	6,125,311	0.56	-	-	Director, Buo Yun Enterprise Co., Ltd. Director, Formosa Online Co., Ltd Director, Sunny Bank Ltd., 2 nd Session University	Director, Formosa Online Corp., Ltd. Director, Buo Yun Enterprise Co., Ltd.	Chairman	Chen Sheng Hong	Brother
Director	Chen Chin Yi	92.5.19.	3	86.9.1.	6,276,966	1.02	8,485,015	0.78	-	-	-	-	University	Supervisor, Chin Chia Technology Co., Ltd. Chairman, Bank Union Life Insurance Agency Co., Ltd. Chairman, Bank Union Property Insurance Agency Co., Ltd.	-	-	-
Managing Supervisor	Hsu Po Hsiung	92.5.19.	3	86.9.1.	3,021,600	0.49	3,743,869	0.34	2,276,369	0.21	-	-	Chairman, Tung Cheng China Co., Ltd. Chairman of Supervisor, Yang Ming Shan Credit Cooperative Managing Supervisor, Sunny Bank Ltd., 1 st and 2 nd Sessions Senior High School	Chairman, Tung Cheng China Co., Ltd.	-	-	-
Supervisor	Chen Sen Jung	92.5.19.	3	86.9.1.	572,196	0.09	736,915	0.07	790,940	0.07	-	-	Manager, Yang Ming Shan Credit Cooperative Supervisor, Sunny Bank Ltd., 1 st and 2 nd Sessions High School	-	-	-	-

Title	Name	Date of Election	Session	Date of First Election	Shareholdings on election		Current Shareholdings		Current Shareholdings of Spouse and Minors		Shareholdings under other titles		Educational Background & Experience	Current Positions in our Bank and other Corporates	Other managers, directors or supervisors as spouse or within 2 nd -degree relative		
					Shares	%	Shares	%	Shares	%	Shares	%			Title	Name	Relation
Supervisor	Kao Ming Chih	92.5.19.	3	89.6.12.	548,842	0.09	733,550	0.07	1,497,939	0.14	-	-	Representative, Yang Ming Shan Credit Cooperative Supervisor, Sunny Bank Ltd., 2 nd Sessions Chinese Ancient Ceramics Co., Ltd. Min An Construction Materials Co., Ltd. University	Director, Chinese Ancient Ceramics Co., Ltd. Supervisor, Yale Environmental Protection Technology Co., Ltd.	-	-	-
Supervisor	Tsai Wen Hsiung	92.5.19.	3	86.9.1.	4,311,586	0.70	5,762,633	0.53	312,991	0.03	-	-	Accountant, Chang Chih Associates Supervisor, Yang Ming Shan Credit Cooperative Director, Juei Hsiang Investment Co., Ltd. Supervisor, Sunny Bank Ltd., 1 st and 2 nd Sessions Graduate institute	Director, Juei Hsiang Investment Co., Ltd.	-	-	-

Requirements Name	With over 5-year working experience in commercial, legal, financial and banking affairs.	Not employed by the Bank nor as a director, supervisor or employee of other affiliated corporeate.	Directly or indirectly hold shares less than 1% of the total shares issued by the Bank or not one of the top ten natural shareholders.	Not a spouse nor within 2 nd -degree relative to the persons belonged to the two types mentioned left.	Not a director, supervisor and employee of a corporate shareholder directly or indirectly holding shares over 5% of the total shares issued by the Bank nor a director, supervisor and eemployee of any of the top five corporate shareholders.	Not a director, supervisor and manager of nor a shareholder holding 5% of the total shares issued by a corporate or organization having financial or business connections.	Not a professional, partner, director, manager and person in charge of a corporate or an organization which provides financial, commercial and legal services for the Bank and its affiliated companies within this recent year nor a spouse to any of the above.	Remark
Chen Sheng Hong	✓	✓		✓		✓	✓	
Wu Hsi Huei	✓	✓	✓	✓		✓	✓	
Liu Cheng Sheng		✓	✓	✓		✓	✓	
Kuo Chih Construction Co., Ltd. Representative: Lin Chen Ho	-	- ✓	-	- ✓	-	- ✓	- ✓	
Chuan Yang Construction Co., Ltd. Representative: Hsueh Tsung Hsien	-	- ✓	-	-	-	- ✓	- ✓	
Chuan Yang Construction Co., Ltd. Representative: Chen Yung Chun	-	- ✓	-	- ✓	-	- ✓	- ✓	
Fu Li Yang Investment Co., Ltd. Representative: Lin Chin Lung	- ✓	-	- ✓	- ✓	-	- ✓	- ✓	
Chang Wu Ping		✓		✓		✓	✓	
Ho Shun Cheng		✓		✓		✓	✓	
Kuo Wen Tsung		✓		✓		✓	✓	
Tsou Chih Ho		✓		✓		✓	✓	
Lin Chi Hsiung	✓		✓	✓		✓	✓	
Chen Chin Chia		✓		✓		✓	✓	
Chen Chin Yi		✓		✓		✓	✓	
Hsu Po Hsing		✓		✓		✓	✓	
Chen Sen Jung	✓	✓	✓	✓		✓	✓	
Kao Ming Chih		✓	✓	✓		✓	✓	
Tsai Wen Hsiung	✓	✓		✓		✓	✓	

Remark : "—" indicates not applicable.

(3)Major Managers

December 31, 2005, Unit: share, %

Title	Name	Date of Assignment	Shareholdings		Shareholdings of Spouse and Minors		Shareholdings under other titles		Educational Background & Experience	Current Positions in Other Corporates	Other managers, directors and supervisors as spouse or within 2 nd -degree relative		
			Shares	%	Shares	%	Shares	%			Title	Shares	%
General Manager	Chang Chi Ming	92.05.19.	292,860	0.03	55,960	0.01	-	-	Dept. of Finance & Taxation, National Chengchi University Assitant G.M. of Finance and Trust Departments, Sunny Bank Ltd.	-	-	-	-
General Manager	Chang Yi Yu	92.05.19.	260,106	0.02	-	-	-	-	Institute of Business Administration, Texas University Vice General Manager, Sunny Bank Ltd.	-	-	-	-
General Manager	Chang Chun Ho	92.05.19.	115,204	0.01	-	-	-	-	Institute of Commerce, Waseda University Vice General Manager, Sunny Bank Ltd.	-	-	-	-
General Manager	Hu Chueh Yang	92.05.19.	71,913	0.01	1,323	0	-	-	Institute of Finance, National Chengchi University Vice General Manager, Sunny Bank Ltd.	-	-	-	-
General Manager	Chou San Ho	92.05.19.	198,928	0.02	-	-	-	-	Dept. of Economics, National Chengchi University Assistant G.M., Sunny Bank Ltd.	-	-	-	-
General Manager	Chung Wu Hu	94.11.26.	-	-	-	-	-	-	Dept. of Economics, Taiwan University G.M., Kao Hsin Commercial Bank	-	-	-	-
General Manager	Yeh Ching Tsung	94.12.01.	-	-	-	-	-	-	Dept. of Economics, Cultural University Manager, Chang Hua Commercial Bank, Pei Men Branch	-	-	-	-
General Auditor	Tseng Yao Te	92.01.02.	338,326	0.03	42,436	0	-	-	Dept. of Accounting & Statistics, Chungyu Commercial College Manager, Auditing Department, Sunny Bank	-	-	-	-
Vice G.M.	Tsai Yi Chi	94.11.26.	243,588	0.02	21,269	0	-	-	Dept. of Commerce, Fu Hua High School General Auditor, Kao Shin Commercial Bank	-	-	-	-
Vice G.M.	Hu Tuo Ching	94.11.26.	-	-	-	-	-	-	Business Administration Institute, Fengsburg University Vice G.M.and Taipei Branch Manager, Kao Shin Commercial Bank	-	-	-	-
Asst. G.M.	Chang Chih Hung	89.09.01.	97,862	0.01	82,329	0.01	-	-	Dept. of Economics, Fu Jen Catholic University Asst. G.M., Sunny Bank Ltd., Cheng Kung Branch	-	-	-	-
Asst. G.M.	Lin Chih Liang	92.06.01.	388,821	0.04	-	-	-	-	Dept. of Accounting, Feng Chia University Manager, Finance Dept., Sunny Bank Ltd.	-	-	-	-
Asst. G.M.	Wang Ya Hsun	90.08.15.	397,993	0.04	1,423	0	-	-	Dept. of Accounting & Statistics, Tamshuei Commercial College Assistant G.M., Consuming Finance Center, South Region, Sunny Bank Ltd.	-	-	-	-
Asst. G.M.	Kuo Chih Hung	90.08.15.	159,694	0.01	1,365	0	-	-	Dept. of Bsuiness Administration, Tamshuei Commercial College Assistant G.M. Planning Office, Sunny Bank Ltd.	-	-	-	-
Asst. G.M.	Lin Chih Hung	94.11.26.	1,967,398	0.18	90,332	0.01	-	-	Dept. of Business Administration, Feng Chia University Asst. G.M. & Chief of Information Center, Kao Shin Commercial Bank	-	-	-	-
Asst. G.M.	Hsieh Yi Tung	94.11.26.	58,823	0.01	1,199,728	0.11	-	-	Dept. of Accounting, Air College Asst. G.M. & Manager of Business Dept., Kao Shin Commercial Bank	-	-	-	-
Manager	Wang Tsung Ming	79.04.20.	153,075	0.01	11,920	0	-	-	Dept. of Commerce, Tunghai Senior Commercial High School Manager, Sunny Bank Ltd., Pei Tou Branch	-	-	-	-
Manager	Hsu Wen Jung	90.04.13.	152,713	0.01	45,363	0	-	-	Dept. of Commerce, Kai Nan Senior Commercial High School Manager, Sunny Bank Ltd., Yung Ho Branch	-	-	-	-

Title	Name	Date of Assignment	Shareholdings		Shareholdings of Spouse and Minors		Shareholdings under other titles		Educational Background & Experience	Current Positions in Other Corporates	Other managers, directors and supervisors as spouse or within 2 nd -degree relative		
			Shares	%	Shares	%	Shares	%			Title	Shares	%
Manager	Chen Shih Chang	81.06.22.	284,717	0.03	425,307	0.04	-	-	Dept. of Commerce, Shih Hsin Senior Commercial High School Manager, Sunny Bank Ltd., She Tze Branch	-	-	-	-
Manager	Kuo Huang Lung	92.11.01.	132,459	0.01	-	-	-	-	Dept. of Business Administration, Taipei Air Commercial College Asst. Manager, Sunny Bank Ltd., Cheng Kung Branch	-	-	-	-
Manager	Chen Jung Kuei	83.12.28.	326,061	0.03	93,785	0.01	-	-	Dept. of Commerce, Kai Nan Senior Commercial High School Manager, Sunny Bank Ltd., Lung Chiang Branch	-	-	-	-
Manager	Kuo Ching Hsien	86.07.23.	332,731	0.03	208,330	0.02	-	-	Dept. of Accounting & Statistics, Tai Pei Senior Commercial High School Manager, Sunny Bank Ltd., Ta Tuen Branch	-	-	-	-
Manager	Yang Ming Fen	93.11.23.	29,143	0	-	-	-	-	Dept. of Accounting & Statistics, Taipei Commercial College Asst. Manager, Sunny Bank Ltd., Tien Mu Branch	-	-	-	-
Manager	Kao Chih Li	92.03.01.	231,913	0.02	6,272	0	-	-	Dept. of Computer, Tamkang University Manager, Sunny Bank Ltd., Tien Mu Branch	-	-	-	-
Manager	Ho Jung Fang	92.10.01.	294,752	0.03	107,848	0.01	-	-	Dept. of Commerce, Provincial Senior Commercial High School Manager, Sunny Bank Ltd., She Chung Branch	-	-	-	-
Manager	Ho Ping Cheng	92.03.01.	199,114	0.02	-	-	-	-	Dept. of Information, Cultural University Manager, Small Branch, Sunny Bank Ltd.	-	-	-	-
Manager	Yeh Chin Hung	92.10.01.	9,361	0	-	-	-	-	Dept. of Commerce, Supplementary School, Yen Ping Senior High School Asst. Manager, Sunny Bank Ltd, Chien Tan Branch	-	-	-	-
Manager	Chien Chih Hsin	91.07.01.	85,755	0.01	25,464	0	-	-	Dept. of Economics, Tamkang University Manager, Sunny Bank Ltd., Yen Chi Branch	-	-	-	-
Manager	Yu Shih Jung	91.07.01.	64,439	0.01	564	0	-	-	Dept. of Commerce, Shih Hsin Senior Commercial High School Manager, Sunny Bank Ltd., Auditing Office	-	-	-	-
Manager	Chen Yao Wen	91.07.01.	55,753	0.01	212,741	0.02	-	-	Institute of Information Technology, National Chung Cheng University Asst. Manager, Sunny Bank Ltd., Lanya Branch	-	Manager	Liu Ming Chieh	Wife's brother in law
Manager	Liu Yen Hsing	92.12.24.	62,534	0.01	51,339	0	-	-	Dept. of Accounting & Statistics, Chungyu Business Administration College Manager, Sunny Bank Ltd., Nanking Branch	-	-	-	-
Manager	Wang Yuan Hung	91.07.01.	131,992	0.01	83,401	0.01	-	-	Dept. of Statistics, Fu Jen University Manager, Sunny Bank Ltd., Ching Mei Branch	-	-	-	-
Manager	Kan Wu Cheng	92.06.01.	61,496	0.01	-	-	-	-	Dept. of International Trade, Szechow University Manager, Sunny Bank Ltd., Chung Hsing Branch	-	-	-	-
Manager	Lan Yu Lin	91.08.08.	62,029	0.01	-	-	-	-	Dept. of Bank Insurance, Taipei Commercial College Manager, Sunny Bank Ltd., Debt Control Administration	-	-	-	-
Manager	Wu His Hsin	92.10.20.	61,499	0.01	-	-	-	-	Information Management Institute, Northeast University, USA OBU Manager, Sunny Bank Ltd.	-	-	-	-
Manager	Lee Ching Cheng	92.09.01.	50,668	0	-	-	-	-	Dept. of Business Administration, Fu Jen University Asst. Manager, Sunny Bank Ltd., Trust Dept.	-	-	-	-

Title	Name	Date of Assignment	Shareholdings		Shareholdings of Spouse and Minors		Shareholdings under other titles		Educational Background & Experience	Current Positions in Other Corporates	Other managers, directors and supervisors as spouse or within 2 nd -degree relative		
			Shares	%	Shares	%	Shares	%			Title	Shares	%
Manager	Chen Chi Chuan	92.10.16.	413,910	0.04	-	-	-	-	Dept. of Finance, Ming Chuan University Asst. Manager, Sunny Bank Ltd., Yung Ho Consuming Finance Center	-	-	-	-
Manager	Lin Kuo Hung	92.07.07.	103,396	0.01	6,863	0	-	-	Dept. of Business Administration, Feng Chia University Asst. Manager, Sunny Bank Ltd., San Chung Branch	-	-	-	-
Manager	Chuang Yung Fu	91.07.01.	74,058	0.01	-	-	-	-	Dept. of Accounting, Feng Chia University Asst. Manager, Sunny Bank Ltd., Pan Chiao Branch	-	-	-	-
Manager	Chiang Tung Sheng	91.07.01.	126,432	0.01	-	-	-	-	Dept. of Business Administration, Ming Te Technology College Deputy Manager, Sunny Bank Ltd., Ta Yeh Branch	-	-	-	-
Manager	Lin Chi Kang	92.04.14.	339,409	0.03	27,642	0	-	-	Dept. of Commerce, Kai Nan Senior Commercial School Asst. Manager, Sunny Bank Ltd., Lung Chiang Branch	-	-	-	-
Manager	Chiu Chuan Mao	91.07.01.	120,241	0.01	-	-	-	-	Dept. of Finance and Taxation, Taipei Commercial College Asst. Manager, Sunny Bank Ltd., His Chow Branch	-	-	-	-
Manager	Lin Cheng Ping	91.05.01.	280,033	0.03	161,855	0.01	-	-	MBA, South Australia University Asst. Manager, Sunny Bank Ltd., Lanya Branch	-	-	-	-
Manager	Kao Chin Mu	89.07.20.	232,976	0.02	68,677	0.01	-	-	Dept. Electronic Engineering, Kuang Wu Industrial College Manager, Sunny Bank Ltd., Chung Ho Branch	-	-	-	-
Manager	Cheng Pei Nan	93.05.01.	100,452	0.01	76,751	0.01	-	-	Dept. of Business Administration, Tamkang University Asst. Manager, Sunny Bank Ltd., Lung Chiang Branch	-	-	-	-
Manager	Chen Chih Meng	90.04.09.	343,943	0.03	20,249	0	-	-	Dept. of Business Administration, Chih Li Commercial College Asst. Manager, Sunny Bank Ltd., Pei Tou Branch	-	-	-	-
Manager	Lin Tien Su	90.12.01.	198,313	0.02	20,986	0	-	-	Dept. of Commerce of Provincial Senior Commercial School Manager, Sunny Bank Ltd., Fu Hsing Branch	-	-	-	-
Manager	Hung Jung Ta	90.05.04.	31,159	0	275,306	0.03	-	-	Dept. of Computer Science, Taipei Commercial College Manager, Sunny Bank Ltd., Tao Yuan Branch	-	-	-	-
Manager	Chen Ming Wen	92.05.02.	207,434	0.02	3,131	0	-	-	Dept. of Commerce, Chu Hai Senior Commercial School Asst. Manager, Sunny Bank Ltd., Pei Tou Branch	-	-	-	-
Manager	Liu Ming Chieh	92.02.01.	323,984	0.03	222,615	0.02	-	-	Dept. of applied Commerce, Taipei Commerce & Technology College Manager, Sunny Bank Ltd., Fu Hsing Branch	-	Manager	Chen Yao Wen	Brother-in-law
Manager	Hu Tsung Yi	90.12.01.	290,722	0.03	25,723	0	-	-	Dept. of Business Administration, Air Commercial College Manager, Sunny Bank Ltd., His Chou Branch	-	-	-	-
Manager	Kuo ching Feng	85.12.26.	78,217	0.01	13,499	0	-	-	Dept. of Consolidated Commerce, Shih Hsin Senior Commercial School Manager, Sunny Bank Ltd., Shih Pai Consuming Finance Center	-	-	-	-
Manager	Yueh Wen Chang	90.04.13.	77,229	0.01	5,127	0	-	-	Dept. of Business Administration, Taipei Commercial College Manager, Sunny Bank Ltd., Pan Chiao Branch	-	-	-	-
Manager	Lin Ko Yung	92.04.21.	61,559	0.01	-	-	-	-	Dept. of Business Administration, Fu Jen University Manager, Sunny Bank Ltd., Corporate Finance Center, South Region	-	-	-	-
Manager	Lo Hsiao Sheng	93.04.16.	22,004	0	-	-	-	-	Dept. of Business Administration, Suchow University Senior Manager, Taipei Commercial Bank	-	-	-	-

Title	Name	Date of Assignment	Shareholdings		Shareholdings of Spouse and Minors		Shareholdings under other titles		Educational Background & Experience	Current Positions in Other Corporates	Other managers, directors and supervisors as spouse or within 2 nd -degree relative		
			Shares	%	Shares	%	Shares	%			Title	Shares	%
Manager	Wei Shih Hsuen	92.06.01.	698,919	0.06	233,870	0.02	-	-	Dept. of Bank Management, Te Ming Commercial College Asst. Manager, Sunny Bank Ltd., She Chung Branch	-	-	-	-
Manager	Chen Kuo Chuan	92.09.01.	199,114	0.02	-	-	-	-	Dept. of Accounting, Chung Hsing University Asst. Manager, Sunny Bank Ltd., Lu Chou Branch	-	-	-	-
Manager	Wang Sheng Jung	92.01.01.	292,486	0.03	1,278	0	-	-	Dept. of International Trade, Air Commerical College Manager, Sunny Bank Ltd., Mu Cha Branch	-	-	-	-
Manager	Chen Chung Fu	92.03.03.	61,728	0.01	-	-	-	-	Dept. of Finance and Taxation, Chengchih University Manager, Sunny Bank Ltd., Coporate Finance Center, South Region	-	-	-	-
Manager	Kuo Chiang Hai	92.03.01.	63,332	0.01	26,207	0	-	-	Air College affiliated to Taichung Commercial College Senior Specialist, Sunny Bank Ltd., Hua Cheng Branch	-	-	-	-
Manager	Chang Ching Pin	92.05.08.	63,332	0.01	-	-	-	-	Dept. of Commerce, National Air University Senior Specialist, Sunny Bank Ltd., Hua Cheng Branch	-	-	-	-
Manager	Chen Kuo Hung	92.01.01.	70,298	0.01	2,487	0	-	-	Dept. of Consolidated Commerce, Yu Ta Senior Commercial High School Manager, Sunny Bank Ltd., Pingtung Branch	-	-	-	-
Manager	Tsai Kun Ti	92.01.01.	133,045	0.01	65,800	0.01	-	-	Dept. of International Trade, Yung Ta Technology College Manager, Sunny Bank Ltd., Tze Yue Branch	-	-	-	-
Manager	Chen Chien Tsuen	92.02.01.	232,061	0.02	59,927	0.01	-	-	Dept. of Consolidated Commerce, Municipal Senior Commercial High School Asst. Manager, Sunny Bank Ltd., Shih Lin Branch	-	-	-	-
Manager	You Kuang Lu	93.05.17.	11,164	0	-	-	-	-	Dept. of International Trade, Tamkang University Manager, Hua Lian Business Commercial Bank	-	-	-	-
Manager	Tsao Chun Jung	84.12.27.	307,813	0.03	234,883	0.02	-	-	Dept. of Consolidated Commerce, Shih Hsin Senior Commercial High School Manager, Sunny Bank Ltd., Tainan Branch	-	-	-	-
Manager	Wu Chia Cheng	93.03.01.	222,587	0.02	4,001	0	-	-	Common Dept., Tamkang Senior High School Manager, Sunny Bank Ltd., Chien Kang Branch	-	-	-	-
Manager	Yang San Tai	91.08.08.	284,269	0.03	-	-	-	-	Dept. of Bank Insurance, Feng Chia University Manager, Sunny Bank Ltd., Lanya Branch	-	-	-	-
Manager	Su Chien Tsung	93.03.01.	110,267	0.01	-	-	-	-	Dept. of International Trade, Feng Chia University Asst. Manager, Sunny Bank Ltd., Yung Ho Branch	-	-	-	-
Manager	Tseng Chien Chia	93.03.01.	110,153	0.01	9,527	0	-	-	Dept. of Economics, Cultural University Manager, Sunny Bank Ltd., Hsi Hua Branch	-	-	-	-
Manager	Li Yi Sheng	93.03.01.	100,823	0.01	-	-	-	-	Dept. of Economics, Cultural University Manager, Sunny Bank Ltd., Ching Wu Branch	-	-	-	-
Manager	Lu Han Kuen	93.01.01.	238,783	0.02	114,256	0.01	-	-	Dept. of Finance and Commerce, Cultural University Manager, Sunny Bank Ltd., Tsuo Ying Branch	-	-	-	-
Manager	Tang Ying Kuei	92.04.28.	93,817	0.01	23,792	0	-	-	Dept. of Chemical Industry, Lung Hua Industrial College Manager, Sunny Bank Ltd., Lingya Branch	-	-	-	-
Manager	Lee Wen Huei	92.01.01.	120,879	0.01	-	-	-	-	Dept. of Cooperative Economics, Tamkang University Manager, Sunny Bank Ltd., Taichung Branch	-	-	-	-

Title	Name	Date of Assignment	Shareholdings		Shareholdings of Spouse and Minors		Shareholdings under other titles		Educational Background & Experience	Current Positions in Other Corporates	Other managers, directors and supervisors as spouse or within 2 nd -degree relative		
			Shares	%	Shares	%	Shares	%			Title	Shares	%
Manager	Chang Wen Sung	92.01.01.	107,928	0.01	-	-	-	-	Dept. of Business Administration, Tamkang University Manager, Sunny Bank Ltd., She Tou Branch	-	-	-	-
Manager	Chang shuen Han	93.04.16.	32,844	0	-	-	-	-	Dept. of German Language, Suechow University Manager, Taipei Commercial Bank	-	-	-	-
Manager	Pan Kuang Lu	93.11.04.	38,992	0	21,996	0	-	-	Dept. of Banking, Tamkang University Asst. Manager, Sunny Bank Ltd., Cheng Kung Branch	-	-	-	-
Manager	Lin Ching Feng	93.11.23.	69,078	0.01	-	-	-	-	Dept. of Accounting & Statistics, Chung Yue Business College Asst. Manager, Sunny Bank Ltd., Ching Mei Branch	-	-	-	-
Manager	Chen Yi Huan	90.04.13.	399,377	0.04	46,195	0	-	-	Dept. of Consolidated Commerce, Chu Hai Senior Commercial High School Manager, Sunny Bank Ltd., Lu Chou Branch	-	-	-	-
Manager	Sung Ai Ping	93.04.16.	54,524	0	-	-	-	-	Dept. of Economics, Chung Hsing University Senior Manager, Taipei Commercial Bank	-	-	-	-
Manager	Huang Yen Chun	86.12.19.	305,832	0.03	20,469	0	-	-	Dept. of Banking, Tamkang University Manager, Sunny Bank Ltd., Information Dept.	-	-	-	-
Manager	Lu Pei Lin	91.10.17.	61,573	0.01	-	-	-	-	Dept. of Botany, Cultural University Manager, Sunny Bank Ltd., Business Dept.	-	-	-	-
Manager	Chiang Hsien Chang	90.12.12.	96,361	0.01	-	-	-	-	Dept. of Cooperative Economics, Chung Hsing University Manager, Sunny Bank Ltd., Corporate Commercial Operation Center	-	-	-	-
Manager	Chen Cheng Feng	91.09.01.	175,034	0.02	-	-	-	-	Dept. of International Trade, Chih Li Commercial College Manager, Sunny Bank Ltd., Secretariat Room and Personnel Affairs Room	-	-	-	-
Manager	Lu Cheng Tang	94.03.14.	67,285	0.01	-	-	-	-	Dept. of Accounting, Feng Chia University Asst. Manager, Sunny Bank Ltd., Business Dept.	-	-	-	-
Manager	Tseng Chieh Chang	94.07.18.	55,998	0.01	-	-	-	-	Dept. of Bank Insurance, Taipei Air College Asst. Manager, Sunny Bank Ltd., Chia Yi, San Chung, Fu Hsing Branches	-	-	-	-
Manager	Chen Cheng Yi	94.03.18.	47,798	0	-	-	-	-	Dept. of Marine Engineering, Kaohsiung Marine College Asst. Manager, Sunny Bank Ltd., Consuming Finance Business Dept.	-	-	-	-
Manager	Wu Cheng Hao	94.03.14.	63,699	0.01	16,708	0	-	-	Dept. of Business Administration, Fu Jen University Asst. Manager, Sunny Bank Ltd., Consuming Finance Center, South Region	-	-	-	-
Manager	Chen Ting Yi	94.07.01.	46,148	0	-	-	-	-	Dept. of International Trade, Feng Chia University Asst. Manager, Sunny Bank Ltd., Hsin Chu Branch	-	-	-	-
Manager	Tsai Chien Li	94.07.18.	65,358	0.01	-	-	-	-	Dept. Engineering, Tung Hai University Asst. Manager, Sunny Bank Ltd., Chung Ho Branch	-	-	-	-
Manager	Lin Chi Huang	94.11.26.	27,400	0	65,799	0.01	-	-	Dept. of Consolidated Commerce, Kaohsiung Senior Commercial High School Manager, Kao Shin Commercial Bank, Ching Nien Branch	-	-	-	-

Title	Name	Date of Assignment	Shareholdings		Shareholdings of Spouse and Minors		Shareholdings under other titles		Educational Background & Experience	Current Positions in Other Corporates	Other managers, directors and supervisors as spouse or within 2 nd -degree relative		
			Shares	%	Shares	%	Shares	%			Title	Shares	%
Manager	Huang Yen Fa	94.10.11.	55,105	0.01	35,326	0	-	-	Dept. of Finance & Taxation, Te Ming Commercial College Asst. Manager, Sunny Bank Ltd., Ta Tuen Branch, Consuming Finance Center, North 3 rd District	-	-	-	-
Manager	Huang Kuo Cheng	94.11.26.	-	-	-	-	-	-	Senior Dept., Tainan 2 nd High School Manager, Kao Shin Commercial Bank, Chi Shan Collection Center	-	-	-	-
Manager	Chuang Ping Hung	94.11.26.	-	-	-	-	-	-	Dept. of Business Administration, International Commercial College Manager, Kao Shin CommercialBank, Lin Yuan Branch	-	-	-	-
Manager	Wu Kuo Ho	94.11.26.	-	-	-	-	-	-	Dept. of Insurance, TamkangUniversity Manager, Kao Shin Commercial Bank, Kangshan Branch	-	-	-	-
Manager	Tai Hsin Te	94.11.26.	-	-	-	-	-	-	Dept. of Applied Math, Fu Jen University Manager, Kao Shin Commercial Bank, Pingtung Branch	-	-	-	-
Manager	Liu Chih Cheng	94.11.26.	-	-	-	-	-	-	Common Dept., Chi Mei Senior High School Manager, Kao Shin Commercial Bank, Li Kang Branch	-	-	-	-
Manager	Yao Hung Shen	94.11.26.	31,374	0	9,935	0	-	-	Dept. of Mechanical Engineering, Tajung Industrial and Commercial School Manager, Kao Shin CommercialBank, TungKang Branch	-	-	-	-
Manager	Huang Yung Chang	94.11.26.	21,694	0	70,949	0.01	-	-	Dept. of Bank Insurance, International Commercial College Manager, Kao Shin CommercialBank, Chau Chou Branch	-	-	-	-
Manager	Huang Teng Tsai	94.11.26.	69,076	0.01	871	0	-	-	Dept. of Economics, Cheng Chih University Manager, Kao Shin Commercial Bank, Chia Li Branch	-	-	-	-
Manager	Tu Pan Ming	94.11.26.	-	-	-	-	-	-	Dept. of Commercial Documentary, Tam Shuei Industrial and Commercial School Manager, Kao Shin Commercial Bank, Yung Kang Branch	-	-	-	-
Manager	Yang Fu Ming	94.11.26.	18,911	0	53,162	0	-	-	Dept. of Accounting, Feng Chia University Manager, Kao Shin Commercial Bank, Tainan Branch	-	-	-	-
Manager	Tseng Ching Chien	94.11.26.	-	-	-	-	-	-	Dept. of Statistics, Tatung Commercial College Manager, Kao Shin Commercial Bank, Jen Te Branch	-	-	-	-
Manager	Lin Ming Yang	94.11.26.	-	-	-	-	-	-	Dept. of Finance & Taxation, Tatung Commercial College Manager, Kao Shin Commercial Bank, Chiayi Branch	-	-	-	-
Manager	Hung Tung Tsan	94.11.28.	63,925	0.01	-	-	-	-	Dept. of Finance & Commerce, Ishou University Manager, Kao Shin Commercial Bank, Sanmin Branch	-	-	-	-
Manager	Hsu Cheng Kun	94.11.26.	-	-	-	-	-	-	Dept. of Business Administration, Kaohsiung University of Applied Sciences Manager, Kao Shin Commercial Bank, Lingya Branch	-	-	-	-
Manager	Pan Cheng Jen	94.11.26.	174,345	0.02	233,756	0.02	-	-	Dept. of International Trade, Cheng Hsiuo Technology University Manager, Kao Shin Commercial Bank, Takung Branch	-	-	-	-

Title	Name	Date of Assignment	Shareholdings		Shareholdings of Spouse and Minors		Shareholdings under other titles		Educational Background & Experience	Current Positions in Other Corporates	Other managers, directors and supervisors as spouse or within 2 nd -degree relative		
			Shares	%	Shares	%	Shares	%			Title	Shares	%
Manager	Chao Chien Chuan	94.11.26.	22,310	0	617,440	0.06	-	-	Dept. of Finance & Commerce, Ho Chuen Technology College Manager, Kao Shin Commercial Bank, Tashun Branch	-	-	-	-
Manager	Liu Ming Yang	94.11.26.	28,411	0	86,658	0.01	-	-	Dept. of Banking Insurance, Ho Chuen Technology College Manager, Kao Shin Commercial Bank, Tsuoying Branch	-	-	-	-
Manager	Huang Ming Lung	94.11.28.	60,175	0.01	61,005	0.01	-	-	Dept. of Consolidated Commerce, Kaohsiung Commercial Occupational School Manager, Kao Shin Commercial Bank, Chien Cheng Branch	-	-	-	-
Manager	Lu Ying Shuo	94.11.26.	77,055	0.01	87,151	0.01	-	-	Dept. of Finance & Commerce, Chung Hua Technology College Manager, Kao Shin Commercial Bank, Pingtung Branch	-	-	-	-
Manager	Hsu Chen Yuan	94.11.26.	-	-	-	-	-	-	Dept. of Economics, Feng Chia University Manager, Kao Shin Commercial Bank, Hsiao Kang Branch	-	-	-	-
Manager	Chao Yu Chin	94.11.26.	749,107	0.07	-	-	-	-	Accounting Institute, George Washington University Manager, Kao Shin Commercial Bank, Auditing Dept.	-	-	-	-
Manager	Tsuei Ching Che	94.11.26.	-	-	-	-	-	-	Dept. of Journalism, Cultural University Manager, Kao Shin Commercial Bank, Yuechang Branch	-	-	-	-
Manager	Wang Yao Hung	94.11.26.	-	-	-	-	-	-	Dept. of Cooperative Economics, Tamkang University Manager, Kao Shin Commercial Bank, Chien Kuo Branch	-	-	-	-
Manager	Wang Feng Hsian	94.11.26.	-	-	-	-	-	-	Dept. of International Trade, Feng Chia University Manager, Kao Shin Commercial Bank, Wuchia Branch	-	-	-	-
Manager	Chen Kuo Hsiung	94.11.26.	-	-	-	-	-	-	Dept. of Commerce, Fu Hua Senior High School Manager, Kao Shin Commercial Bank, Tinli Branch	-	-	-	-
Manager	Wu chun Huei	94.11.26.	130,727	0.01	22,659	0	-	-	Dept. of Commerce, Fu Hua Senior High School Manager, Kao Shin Commercial Bank, Nantze Branch	-	-	-	-
Manager	Hsueh Chih Cheng	94.11.26.	92,903	0.01	144,932	0.01	-	-	Dept. of Economics, Chung Hsing University Manager, Kao Shin Commercial Bank, Liukuei Branch	-	-	-	-
Manager	Lin Ruei Mei	94.11.26.	130,727	0.01	-	-	-	-	Kaohsiung Commercial Occupational School Manager, Kao Shin Commercial Bank, Mei Nung Branch	-	-	-	-

(4) Directors' Rewards

December 31, 2005, Unit: Thousand NTD

Title	Name	Transportation Fees	Rewards	Directors' rewards from surplus distribution (Note 1)	Employee Bonus from Surplus Distribution (Note 3)			Total Amount of the Four Items listed left	Total Amount / After-tax profit (%)	Amount of employee stock option certificates obtained	Other Rewards
					Cash bonus	Share Bonus					
						Shares	Market Price					Amount
Chairman	Chen Sheng Hong										Cost of Business Vehicle for Chairman: \$3,222
Managing Director	Wu Hsi Huei										
Managing Director	Kuo CHih Construction Co., Ltd. Rep: Lin Cheng Ho										
Managing Director	Liu Cheng Sheng										
Director	Chuan Yang Construction Co., Ltd. Rep: Hsueh Ling, Hsueh Tsung Hsien (Note 2)										
Director	Fu Li Yang Investment Co., Ltd. Rep: Lin Chin Lung	-	\$18,040	\$17,059	-	-	-	\$35,099	5.37	-	
Director	Lin Chi Hsiung										
Director	Chen Chin Chia										
Director	Chuan Yang Construction Co., Ltd. Rep: Chen Yung Chun										
Director	Chen Chin Yi										
Director	Tsou Chih Ho										
Director	Chang Wu Ping										
Director	Ho Shun Cheng										
Director	Kuo Wen Tsung										

Reward Levels Paid to Directors of Sunny Bank Ltd.	No. of Directors
	2005
	Sunny Bank Ltd.
Below NTD 2,000,000	1
NTD 2,000,000 (inclusive) ~ NTD 5,000,000	13
NTD 5,000,000 (inclusive) ~ NTD 10,000,000	1
NTD 10,000,000 (inclusive) ~ NTD 50,000,000	-
Above NTD 50,000,000	-
Total	15

Note 1: the surplus distribution date was on a basis of September, 21, 2005.

Note 2: Managing Director Hsueh Ling left this position on November 30, 2005. Director Hsueh Tsung Hsien took it over accordingly.

Note 3: all directors are not employees of Sunny Bank Ltd..

Note 4: all companies do not pay the directors of Sunny Bank Ltd. any rewards according to the consolidated financial statement.

(5) Supervisors' Rewards

December 31, 2005, Unit: Thousand NTD

Title	Name	Transportation Fee	Rewards	Supervisors' Rewards from Surplus Distribution (Note 1)	Total Amount of the three items listed left	Total Amount/after-tax profit (%)	Other Rewards
Managing Supervisor	Hsu Po Hsiung	-	\$3,600	\$4,924	\$8,524	1.30	-
Supervisor	Kao Ming Chih						
Supervisor	Tsao Ying Che						
Supervisor	Tsai Wen Hsiung						
Supervisor	Chen Sen Jung						

Reward Levels Paid to Supervisors of Sunny Bank Ltd.	No. of Supervisors
	2005
	Sunny Bank Ltd.
Below NTD 2,000,000	1
NTD 2,000,000 (inclusive) ~ NTD 5,000,000	4
NTD 5,000,000 (inclusive) ~ NTD 10,000,000	-
NTD 10,000,000 (inclusive) ~ NTD 50,000,000	-
Above NTD 50,000,000	-
Total	5

Note 1: the surplus distribution date was on a basis of September 21, 2005.

Note 2: all companies do not pay the supervisors of Sunny Bank Ltd. any rewards according to the consolidated financial statement.

(6) Rewards for General Managers and Vice General Manager

December 31, 2005

Unit: Thousand NTD except the market price per share, share

Title	Name	Salary	Bonus & Special Expenditures	Employee Bonus from Surplus Distribution (Note 3)			Total Amount of the three items listed left	Total Amount/ after-tax profit (%)	Amount of employee stock option certificates obtained	Other Rewards	
				Cash Bonus	Share Bonus						
					Shares	Market Price (Note 4)					Amount
General Auditor	Tseng Yao Te										
General Manager	Chang Chun Ho (Note 1)										
General Manager	Hu Chueh Yang										
General Manager	Chang Yi Yu										
General Manager	Chou San Ho										
General Manager	Chang Ch Ming	\$17,653	-	-	77,778	12.50	972	\$18,625	2.85	-	-
General Manager	Yeh Ching Tsung (Note 1)										
General Manager	Chung Wu Hu (Note 2)										
Vice G.M.	Hu Tuo Ching (Note 2)										
Vice G.M.	Tsai Yi Chi (Note 2)										
Reward Levels Paid to G.M. and Vice G.M. of Sunny Bank Ltd.							No. of General Manager and Vice G.M.				
							2005				
							Sunny Bank Ltd.				
Below NTD 2,000,000							5				
NTD 2,000,000 (inclusive) ~ NTD 5,000,000							5				
NTD 5,000,000 元 (inclusive) ~ NTD 10,000,000							-				
NTD 10,000,000 元 (inclusive) ~ NTD 50,000,000							-				
Above NTD 50,000,000							-				
Total							10				

Note 1: General Manager Chang Chun Ho left his position on December 31, 2005. General Manager Yeh Ching Tsung took over on December 1, 2005.

Note 2: came in on November 26, 2005.

Note 3: surplus distribution date was on a basis of September 21, 2005.

Note 4: net value per share after 2004 distribution of Sunny Bank Ltd..

Note 5: all companies do not pay the general managers and vice general managers of Sunny Bank Ltd. any rewards according to the consolidated financial statement.

(7)Managers distributing employee bonus and shares distributed

September 21, 2005

Unit: Thousand NTD except market price per share, share

Title	Name	Share Bonus			Cash Bonus	Total	Total 2004 Amount/ after-tax profit (%)
		Shares	Market Price (Note)	Amount	Amount		
Asst. G.M.	Chang Chih Hung						
Asst. G.M.	Lin Chih Liang						
Asst. G.M.	Wang Ya Hsi						
Asst. G.M.	Kuo Chih Hung						
Manager	Wang Tsung Ming						
Manager	Hsu Wen Jung						
Manager	Chen Shih Chang						
Manager	Kuo Huang Lung						
Manager	Chen Jung Kuei						
Manager	Kuo Ching Hsien						
Manager	Ho Jung Fang						
Manager	Yeh Chin Hung						
Manager	Yu Shih Jung						
Manager	Kan Wu Cheng				-		
Manager	Li Ching Cheng						
Manager	Lin Cheng Ping						
Manager	Kao Chin Mu						
Manager	Cheng Pei Nan						
Manager	Lin Tien Ssu						
Manager	Liu Ming Chieh	Note	Note	Note	-	Note	Note
Manager	Hu Tsung Yi						
Manager	Kuo Ching Feng						
Manager	Chen Yi Yuan						
Manager	Yueh Wen Chang						
Manager	Lin Ko Yung						
Manager	Wei Shih Suen						
Manager	Chen Kuo Chuan						
Manager	Wang Sheng Jung						
Manager	Chen Chung Fu						
Manager	Chen Kuo Hung						
Manager	Chen Chien Tsuen						
Manager	Tsao Chun Jung						
Manager	Su Chien Tsung						
Manager	Tseng Chien Chia						
Manager	Li Yu Sheng						
Manager	Lu Han Kuen						
Manager	Tang Ying Kuei						
Manager	Li Wen Huei						

Title	Name	Share Bonus			Cash Bonus	Total	Total 2004 Amount/ after-tax profit (%)
		Shares	Market Price (Note)	Amount	Amount		
Manager	Chang Wen Sung						
Manager	Chen Yi Huan						
Manager	Huang Yen Chun						
Manager	Lu Pei Lin						
Manager	Chiang Tsien Chang						
Manager	Chen Cheng Feng						
Manager	Kuo Hsing Chi						
Manager	Yang Ming Fen						
Manager	Kao Chih Li						
Manager	Ho Ping Cheng						
Manager	Chien Chih Hsin						
Manager	Chen Yao Wen						
Manager	Liu Yen Hsing						
Manager	Wang Yuan Hung						
Manager	Lan Yu Lin						
Manager	Wu Hsi Hsing						
Manager	Chen Chi Chuan	Note	Note	Note	-	Note	Note
Manager	Lin Kuo Hung						
Manager	Chuan Yung Fu						
Manager	Chiang Tung Sheng						
Manager	Lin Chi Kang						
Manager	Chiu Chuan Mao						
Manager	Chen Chih Meng						
Manager	Hung Jung Ta						
Manager	Chen Ming Wen						
Manager	Chen Hung Chun						
Manager	Kuo Chiang Hai						
Manager	Chang Ching Pin						
Manager	Tsai Kun Ti						
Manager	Wu Chia Cheng						
Manager	Yang San Tai						
Manager	Pan Kuang Lu						
Manager	Lin Ching Feng						

Note:total 504,490 shares,market price is NTD12.50 referred to the net value after 2004 distribution,and total amount is NTD6,306 thousand, which accounts for 0.60% of after-tax profit in 2004.

(8)Reward Analysis of Directors, Supervisors, General Managers and Vice General Managers

- a.The standards of rewards paid to directors and supervisors shall be determined by the Board of Directors with the authorization of the General Meeting in accordance with the Articles of Sunny Bank Ltd. Please refer to “ 8. Bonus for Employees and Rewards for Directors and Supervisors” on page 146 for the related percentages.
- b.The rewards for general managers and vice general managers are paid on a basis of monthly payment which includes salary, allowances (for positions, lunch and other items) plus bonus. Salaries are contracted upon the invitation and employment. Allowances for positions may be adjusted higher or

lower in accordance with the performance and results.

Title	Percentage(%) (Note1)	
	2005	2004
Directors	5.37	2.40
Supervisors	1.30	0.58
General Managers & Vice General Managers	2.85	1.62

Note1: the percentages listed in the table are the ratios of the total amount of various rewards to net profit after tax in the current year.

Note2: all companies do not pay the directors, supervisors, general managers and vice general managers of Sunny Bank Ltd. Any rewards according to the consolidated financial statement.

(9) Changes in Equity

Title	Name	2005		By Feb. 28, 2006	
		Increase (decrease) of Shareholdings	Increase (decrease) of Mortgage Shareholdings	Increase (decrease) of Shareholdings	Increase (decrease) of Mortgage Shareholdings
Chairman	Chen Sheng Hong	535,136	0	0	0
Managing Director	Wu Hsi Huei	117,162	0	0	0
Managing Director	Kuo Chih Construction Co., Ltd.	286,556	0	0	0
Managing Director	Liu Chen Sheng	370,000	0	0	0
Director (Major Shareholder)	Chuan Yang Construction Co., Ltd.	61,859	0	0	0
Director	Ho Shun Cheng	331,725	0	0	0
Director	Chang Wu Ping	460,797	0	0	0
Director	Lin Chi Hsiung	31,918	0	0	0
Director (Major Shareholder)	Fu Li Yang Investment Co., Ltd.	6,201,382	0	0	0
Director	Tsou Chi Ho	585,211	0	0	0
Director	Chen Chin Yi	657,510	0	0	0
Director	Chen Chin Chia	287,575	0	0	0
Director (Major Director)	Kuo Wen Tsung	782,212	0	0	0
Managing Supervisor	Hsu Po Hsiung	219,082	0	0	0
Supervisor	Chen Sen Jung	57,104	0	0	0
Supervisor	Tsai Wen Hsiung	446,550	0	0	0
Supervisor	Kao Ming Chih	56,843	0	0	0
General Auditor	Tseng Yao Te	38,175	0	0	0
General Manager	Hu Chueh Yang	17,531	0	0	0
General Manager	Chou San Ho	27,373	0	0	0

Title	Name	2005		By Feb. 28, 2006	
		Increase (decrease) of Shareholdings	Increase (decrease) of Mortgage Shareholdings	Increase (decrease) of Shareholdings	Increase (decrease) of Mortgage Shareholdings
General Manager	Chang Chi Ming	34,652	0	0	0
General Manager	Chang Yi Yu	32,114	0	0	0
General Manager	Chang Chun Ho	(71,366)	0	0	0
Vice G.M.	Tsai Yi Chi	243,588	0	0	0
Asst. G.M.	Wang Ya Hsi	38,220	0	0	0
Asst. G.M.	Lin Chih Hung	1,967,398	0	0	0
Asst. G.M.	Chang Chih Hung	14,963	0	0	0
Asst. G.M.	Hsieh Yi Tung	58,823	0	0	0
Asst. G.M.	Kuo Chih Hung	66,026	0	0	0
Asst. G.M.	Lin Chih Liang	37,510	0	0	0
Manager	Lin Chi Kang	32,943	0	0	0
Manager	Wei Shih Hsun	60,801	0	0	0
Manager	Kuo Ching Hsien	32,440	0	0	0
Manager	Chen Chih Meng	33,294	0	0	0
Manager	Huang Chun Yen	32,851	0	0	0
Manager	Lin Tien Ssu	22,009	0	0	0
Manager	Chen Shih Chang	28,705	0	0	0
Manager	Kuo Ching Feng	12,703	0	0	0
Manager	Hsu Wen Jung	18,475	0	0	0
Manager	Chen Chien Tsuen	24,624	0	0	0
Manager	Wang Sheng Jung	29,307	0	0	0
Manager	Tsao Chun Jung	30,494	0	0	0
Manager	Hung Jung Ta	(240,944)	0	0	0
Manager	Yang San Tai	28,670	0	0	0
Manager	Lin Cheng Ping	28,342	0	0	0
Manager	Chen Ming Wen	22,716	0	0	0
Manager	Kao Chin Mu	23,856	0	0	0
Manager	Chen Yi Yuan	(71,809)	0	0	0
Manager	Kuo Huang Lung	16,906	0	0	0
Manager	Ho Jung Fang	27,637	0	0	0
Manager	Chen Kuo Hung	12,089	0	0	0
Manager	Hu Tsung Yi	29,170	0	0	0
Manager	Yu Shih Jung	11,635	0	0	0
Manager	Yang Liang Tse	25,232	0	0	0
Manager	Cheng Pei Nan	14,426	0	0	0
Manager	Chen Cheng Feng	23,249	0	0	0
Manager	Chen Jung Kuei	31,908	0	0	0

Title	Name	2005		By Feb. 28, 2006	
		Increase (decrease) of Shareholdings	Increase (decrease) of Mortgage Shareholdings	Increase (decrease) of Shareholdings	Increase (decrease) of Mortgage Shareholdings
Manager	Kao Chih Li	24,613	0	0	0
Manager	Lin Ching Feng	11,072	0	0	0
Manager	Ho Ping Cheng	22,071	0	0	0
Manager	Yeh Chin Hung	(231,633)	0	0	0
Manager	Liu Ming Chieh	13,297	0	0	0
Manager	Wu Chia Cheng	23,890	0	0	0
Manager	Tsai Kuen Ti	16,951	0	0	0
Manager	Chen Yi Huan	37,695	0	0	0
Manager	Yueh Wen Chang	12,626	0	0	0
Manager	Chiu Chuan Mao	15,959	0	0	0
Manager	Chen Chi Chuan	38,716	0	0	0
Manager	Chiang Tung Sheng	16,439	0	0	0
Manager	Chen Kuo Chuan	2,071	0	0	0
Manager	Chien Chih Hsin	13,287	0	0	0
Manager	Yang Ming Fen	8,900	0	0	0
Manager	Wang Tsung Ming	20,826	0	0	0
Manager	Chen Sheng Chang	7,710	0	0	0
Manager	Chao Yu Chin	749,107	0	0	0
Manager	Wang Yuan Hung	16,870	0	0	0
Manager	Su Chien Tsung	15,186	0	0	0
Manager	Chen Hung Chun	14,705	0	(10,000)	0
Manager	Li Ching Cheng	(30,213)	0	0	0
Manager	Lin Kuo Hung	14,654	0	0	0
Manager	Lu Ying Shuo	77,055	0	0	0
Manager	Wu Cheng Hao	8,487	0	0	0
Manager	Chuang Yung Fu	12,380	0	0	0
Manager	Li Wen Huei	16,009	0	0	0
Manager	Chen Yao Wen	(39,038)	0	0	0
Manager	Lu Cheng Tang	8,765	0	0	0
Manager	Lu Han Kun	25,145	0	0	0
Manager	Tseng Chien Chia	15,177	0	0	0
Manager	Tsai Chien Li	8,939	0	0	0
Manager	Chang Wen Sung	15,005	0	0	0
Manager	Li Yu Sheng	14,454	0	0	0
Manager	Tang Ying Kuei	13,912	0	0	0
Manager	Pan Kuang Lu	8,741	0	0	0
Manager	Liu Yen Hsing	11,487	0	0	0

Title	Name	2005		By Feb. 28, 2006	
		Increase (decrease) of Shareholdings	Increase (decrease) of Mortgage Shareholdings	Increase (decrease) of Shareholdings	Increase (decrease) of Mortgage Shareholdings
Manager	Huang Teng Tsai	69,076	0	0	0
Manager	Chao Chien Chuan	22,310	0	0	0
Manager	Tseng Chien Chang	8,213	0	0	0
Manager	Yang Fu Min	18,911	0	0	0
Manager	Hsueh Chih Cheng	92,903	0	0	0
Manager	Chiang Hsien Chang	25,658	0	0	0
Manager	Liu Min Hsiang	28,411	0	0	0
Manager	Chang Ching Pin	11,549	0	0	0
Manager	Kuo Chiang Hai	11,549	0	0	0
Manager	Hung Tung Tsan	63,925	0	0	0
Manager	Kan Wu Cheng	11,407	0	0	0
Manager	Wu Hsi Hsin	11,407	0	0	0
Manager	Chen Ting Yi	6,343	0	0	0
Manager	Lu Pei Lin	11,413	0	0	0
Manager	Chen Cheng Yi	7,255	0	0	0
Manager	Lan Yu Lin	11,448	0	0	0
Manager	Chen Chung Fu	11,425	0	0	0
Manager	Lin Ko Yung	11,412	0	0	0
Manager	Lo Hsiao Sheng	1,705	0	0	0
Manager	Yue Kuang Lu	865	0	0	0
Manager	Chang Shun Han	2,545	0	0	0
Manager	Sung Ai Ping	4,225	0	0	0
Manager	Lin Chi Huang	27,400	0	0	0
Manager	Yao Hung Shen	31,374	0	0	0
Manager	Lin Ruei Mei	130,727	0	0	0
Manager	Huang Min Lung	60,175	0	0	0
Manager	Wu Chuen Huei	130,727	0	0	0
Manager	Huang Yung Chang	21,694	0	0	0
Manager	Pan Cheng Jen	174,345	0	0	0
Manager	Huang Yen Fa	7,498	0	0	0

Equity Transfer

Name	Reason for Equity Transfer	Trade Date	Transferee	Relationships between transferee and the bank, directors, supervisors and those requested to declare according to Article 25, Sec. 3 of this Law	Shares	Trade Price
Chuan Yang Construction Co., Ltd.	Disposal	94.03.17	Fu Li Yang Investment Co., Ltd.	Both are directors of Sunny Bank Ltd.	3,000,000	10

Fu Li Yang Investment Co., Ltd.	procurement	94.03.17	Chuan Yang Construction Co., Ltd.	Both are directors of Sunny Bank Ltd.	3,000,000	10
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(10) General Shareholdings and Percentages

December 31, 2005

Unit: Share, %

Businesses Reinvested (Note)	Investments made by Sunny Bank Ltd.		Investments on controlled businesses made directly or indirectly by the Bank and its directors, supervisors, general managers, vice G.M., Asst. G.M. and managers of departments or branches.		Omnibus Investments	
	Shares	%	Shares	%	Shares	%
Financial & Commercial Information Co., Ltd.	9,672,000	2.4	0	0.0	9,672,000	2.4
Sunny Securities Co., Ltd.	29,300,000	97.0	0	0.0	29,300,000	97.0
Bank Union Life Insurance Agency Co., Ltd.	600,000	39.9	2	0.0	600,002	39.9
Bank Union Property Insurance Agency Co., Ltd.	121,000	20.0	0	0.0	121,000	20.0
Financial Information Service Co., Ltd.	5,000,000	2.9	0	0.0	5,000,000	2.9
Debt Instruments Depository and Clearing Co., Taiwan	7,000,000	3.5	0	0.0	7,000,000	3.5
Taichung Precision Machinery Co., Ltd.	147,198	0.1	0	0.0	147,198	0.1

Note: the investment is made in accordance with Article 74 of the Law.

C. Transactions of shares and dividends, financial debentures, preferred stock, GDR as employee stock options certifications and acquisition

1. Sources of Capital Stock

February 28, 2006

Unit: Thousand NTD, Thousand Shares

Y/M	Issue Value (NTD)	Authorized Capital Stock		Paid-up Capital		Remark	
		Shares	Amount	Shares	Amount	Sources of Capital Stock	Others
86.09	10	270,000	2,700,000	270,000	2,700,000	Capital Stock of the original Credit Cooperative	Note 1
87.11	13	30,000	300,000	30,000	300,000	Description 1	Note 2
88.11	13	80,000	800,000	80,000	800,000	Description 2	Note 3
90.03	13	90,000	900,000	90,000	900,000	Description 3	Note 4
90.10	10	65,800	658,000	65,800	658,000	Description 4	Note 5
91.10	10	80,370	803,700	80,370	803,700	Description 5	Note 6
92.10	10	203,830	2,038,300	89,988	899,879	Description 6	Note 7
93.12	10	-	-	113,842	1,138,421	Description 7	Note 8
94.09	10	380,000	3,800,000	71,078	710,783	Description 8	Note 9
94.11	10	-	-	200,448	2,004,482	Description 9	Note 10

Description 1: Cash increment at NTD 192,060,160 ; surplus and employee bonus recapitalization at NTD107,939,840.

Description 2: Cash increment at NTD290,000,000; surplus recapitalization at NTD210,000,000; capital surplus transferred to common stock at NTD 300,000,000.

Description 3: Cash increment at NTD 216,000,000; surplus recapitalization at NTD 304,000,000; capital

surplus transferred to common stock at NTD 380,000,000.

Description 4: Surplus recapitalization at NTD188,000,000; capital surplus transferred to common stock at NTD 470,000,000.

Description 5: Surplus recapitalization at NTD 267,900,000; capital surplus transferred to common stock at NTD 535,800,000.

Description 6: Cash increment at NTD300,000,000; surplus recapitalization (inclusive of employee bonus recapitalization) at NTD 476,644,590; capital surplus transferred to common stock at NTD 123,234,000.

Description 7: Cash increment at NTD 519,331,710; surplus recapitalization (inclusive of employee bonus recapitalization) at NTD619,089,700.

Description 8: Surplus recapitalization (inclusive of employee bonus recapitalization) at NTD 710,782,970.

Description 9: Issuance of new shares derived from the merge with Kao Shin Commercial Bank are NTD 2,004,482,070.

Note 1: It was approved of transformation according to the letter numbered 86.4.28. (86) Tai Tsai Jung 86620211 issued by the Ministry of Finance.

Note 2: It was approved according to the letter numbered 87.6.17. (87) Tai Tsai Jung 87178088 issued by the Ministry of Finance and the letter numbered 87.7.18. (87) Tai Tsai Cheng (1) 57355 issued by the Securities and Futures Institute.

Note 3: It was approved according to the letter numbered 88.6.14. (88) Tai Tsai Jung 88202536 issued by the Ministry of Finance and the letter numbered 88.7.7. (88) Tai Tsai Cheng (1) 62206 issued by the Securities and Futures Institute.

Note 4: It was approved according to the letter numbered 89.9.29. Tai Tsai Jung (3) 89748888 issued by the Ministry of Finance and the letter numbered 89.10.11 (89) Tai Tsai Cheng (1) 83770 issued by the Securities and Futures Institute.

Note 5: It was approved according to the letter numbered 90.6.6. Tai Tsai Jung (3) 90222235 issued by the Ministry of Finance and the letter numbered 90.7.2 (90) Tai Tsai Cheng (1) 142157 issued by the Securities and Futures Institute.

Note 6: It was approved according to the letter numbered 91.7.16. Tai Tsai Jung (3) 918011284 issued by the Ministry of Finance and the letter numbered 91.8.7. Tai Tsai Cheng (1) 910143731 issued by the Securities and Futures Institute.

Note 7: It was approved according to the letter numbered 92.7.18. Tai Tsai Jung (3) 928011126 issued by the Ministry of Finance and the letter numbered 92.8.25. Tai Tsai Cheng (1) 920138589 issued by the Securities and Futures Institute.

Note 8: It was approved according to the letter numbered 93.8.2. Chin Kuan Yin (3) 0938011367 and the letter numbered 93.8.30. Chin Kuan Cheng (1) 0930138039 issued by the Financial Supervisory Commission, Executive Yuan.

Note 9: It was approved according to the letter numbered 94.08.26 Chin Kuan Cheng (1) 0940134178 issued by the Financial Supervisory Commission, Executive Yuan.

Note 10: It was approved according to the letter numbered 94.11.04 Chin Kuan Yin (3) 0943001624 and the letter numbered 94.11.21 Chin Kuan Cheng (1) 0940152434 issued by Financial Supervisory Commission, Executive Yuan.

Type of shares	Authorized shares			Remark
	Issued(Note)	Not issued	Total	
Common shares	1,091,526,504	108,473,496	1,200,000,000	-

Note: Sunny bank Ltd. is not a listed company.

2. Structure of Shareholders

2005.12.31

Amount \ Structure of Shareholders	Governmental Units	Financial Institutions	Other Legal Persons	Individual	Foreign Institutions & Foreigners	Total
	Number	2	1	147	128,941	4	129,095
Shareholdings	1,196,477	415	181,415,570	908,911,037	3,005	1,091,526,504
Percentage (%)	0.11	0.00	16.62	83.27	0.00	100.00

3. Distribution of Equity

2005.12.31

Grades	No. of Shareholders	Shareholdings	Shareholding Percentage (%)
1 to 999	74,434	20,174,479	1.85
1,000 to 5,000	46,672	91,201,092	8.36
5,001 to 10,000	2,260	16,480,274	1.51
10,001 to 15,000	734	9,089,937	0.83
15,001 to 20,000	538	9,372,164	0.86
20,001 to 30,000	775	19,803,908	1.82
30,001 to 50,000	1,075	43,024,176	3.94
50,001 to 100,000	1,158	83,878,325	7.68
100,001 to 200,000	684	97,868,910	8.97
200,001 to 400,000	422	118,511,064	10.86
400,001 to 600,000	121	58,268,218	5.34
600,001 to 800,000	65	44,632,219	4.09
800,001 to 1,000,000	38	34,296,346	3.14
Above 1,000,001	119	444,925,392	40.75
Total	129,095	1,091,526,504	100.00

Note: Sunny bank Ltd. do not issue preferred stocks.

4. List of Major Shareholders

2005.12.31

Major Shareholders	Shares	Shareholdings	Percentages(%)
Fu Li Yang Investment Co., Ltd.		41,313,082	3.78
Chuan Yang Construction Co., Ltd.		39,512,566	3.62
First Property Insurance Co., Ltd.		18,184,230	1.67
Yang Hsin Culture & Education Foundation		11,712,509	1.07
Kuo Wen Tsung		11,046,644	1.01
Yuan Hsiung Life Insurance Co., Ltd.		9,490,420	0.87
Chen Chin Yi		8,485,015	0.78
Sheng Yang Construction Co., Ltd.		8,240,492	0.75
Yi Lian Co., Ltd.		8,232,980	0.75

Lin Yen Shuo

7,890,905

0.72

Item		Year	2005	2004	By Feb. 28, 2006
Market Price per Share			Note 1	Note 1	Note 1
Net Value per Share	Before distribution		11.82	12.52	12.18
	After distribution		11.82	12.50	12.18
Earning per Share	Weighted average number of shares		907,782	843,473	1,091,526
	Before adjustment		0.72	1.35	0.18
	After adjustment		0.72	1.24	0.18
Dividend per Share (Distribution of Earning from the previous year)	Cash Dividend		-	-	-
	Free Distribution	Surplus Distribution	84/1,000 shares	85/1,000 shares	39/1,000 shares (Note 2)
		Capital Surplus Distribution	-	-	-
	Unpaid Dividend		-	-	-
Analysis on Investment Returns	P/E Ratio		Note 1	Note 1	Note 1
	Dividend Yield		Note 1	Note 1	Note 1
	Yield to Maturity on Cash Dividend		Note 1	Note 1	Note 1

5. Market price per share, net value, earning, dividend and related information in recent two years.

Unit: NTD, Thousand shares

Note 1: Sunny Bank Ltd. is not a listed company, therefore it is not applicable.

Note 2: the proposed stock dividend per share at the Shareholders' Meeting is NTD 0.39.

6. Dividend Policy and Execution

The surplus distribution of Sunny Bank Ltd. is made according to the Board of Directors observing the domestic and international financial and economic situations and conditions for dividend appropriation set up by our future business planning. Our Bank is under business development at the moment. For strengthening the capital structure, the dividends will be appropriated in the form of stock dividend. The Shareholders Meeting of this session proposed to appropriate stock dividends at NTD 425,695 thousand which is equivalent to NTD 0.39 of stock dividend per share.

7. Influence of the Proposed Free Distribution on Business Performance and EPS

Unit: Thousand NTD, EPS: NTD

Item		Year	2005 (Estimation)
Paid-up Capital at the beginning of the year			\$ 8,200,000
Distribution of Shares and Interests in 2005	Cash dividend per share		-
	Stock dividend from surplus recapitalization		0.039
	Stock dividend from capital surplus transferred to common stock		-
Changes in Business Performance	Operating profit		817,447
	Increase (decrease) rate of operating profit compared with that of the same period last year		(37.09%)
	Net profit after tax		653,993
	Increase (decrease) rate of net profit after tax compared with that of the same period last year		(37.43%)
	EPS (NTD)		0.72
	Increase (decrease) rate of EPS compared with that of the same period last year		(38.46%)
	Annual average returns on investment		Note 1
Proposed EPS & P/E Ratio	In case all surplus recapitalization is changed to cash dividend distribution	Proposed EPS (NTD)	0.63
		Proposed annual average returns on investment	Note 1
	In case capital surplus transferred to common stock is not available	Proposed EPS (NTD)	-
		Proposed annual average returns on investment	-
	In case capital surplus transferred to common stock is not available and the surplus recapitalization is changed to cash dividend distribution	Proposed EPS (NTD)	-
		Proposed annual average returns on investment	-

Note 1: Sunny Bank Ltd. is not a listed company, therefore it is not applicable.

Description 1: the information adopted in this list by Sunny Bank Ltd. is as follows:

- (1) the presumed interest rate for the interest arising from the cash dividends is 3.3% and the presumed effective tax rate is 25%.
- (2) In case the surplus recapitalization is converted to cash dividends, the proposed EPS = (net profit after tax – interest* at the presumed interest rate arising from the cash dividends x (1-tax rate)) / (total number of shares issued at the end of the year – number of shares by surplus distribution**)

The interest at the presumed interest rate arising from the cash dividends* = amount of surplus recapitalization x

1-yr-period interest rate for loans

Number of shares by surplus distribution**: number of shares increased due to the surplus distribution made the previous year.

8. Employee Bonus and Rewards for Directors and Supervisors

(1) The amount or criteria of employee bonus and rewards for directors and supervisors according to the Articles of the Bank

According to the Articles of the Bank, 30% of legal reserve will be appropriated after tax and reimbursement of previous loss in case surplus is shown in annual final accounts. The above statement is not applicable when the legal reserve reaches paid-up capital. In addition, the Bank shall make special reserve whenever it is necessary. The rest surplus shall be appropriated according to the following percentages:

- a. Directors and supervisors: 3%.
- b. Employee bonus: 3%.
- c. Shareholders' dividends: 94%.

When the foresaid legal reserve does not reach paid-up capital, the maximum cash surplus distribution shall not exceed 15% of paid-up capital.

(2) Employee bonus distribution passed by the Board of Directors

The Board of Directors passed 2005 surplus distribution on February 23, 2006. The proposed employee stock bonus and rewards for directors and supervisor respectively accounts for NTD 13,586 thousand. The employee stock bonus accounts for 3.09% of the surplus recapitalization. The EPS in 2005 after such distribution shall be NTD 0.69.

(3) Surplus distribution for employee bonus and rewards for directors and supervisors last year

The Shareholders Meeting passed the proposed 2004 surplus distribution and dividend per share by the Board of Directors in June 2005. Please refer to the following:

	<u>Surplus Distribution (Thousand NTD)</u>	<u>Dividend per Share (NTD)</u>
Legal Reserve	\$313,553	
Rewards for Directors and Supervisors	21,983	
Employee Stock Bonus	21,983	
Stock Dividend	<u>688,800</u>	\$ 0.84
	<u>\$1,046,319</u>	

9. Shares of Sunny Bank Ltd. bought back by other banks: none.

10. Issuance of Financial Debentures:

Types of Financial Debentures	Subordinated debenture, 1 st Session, 2002	Subordinated debenture, 2 nd Session, 2002 (Note 1)
Date of Approval and Doc. No. by Authorized Unit	No. 91.10.15. Tai Tsai Jung (3) 0910047150 by the Ministry of Finance	No. 91.11.18 Tai Tsai Jung (3) 0910051306 by the Ministry of Finance
Date of Issue	November 13, 2002	December 18, 2002
Par Value	NTD 100,000, NTD1,000,000, NTD 10,000,000 and NTD 50,000,000.	NTD 50,000, NTD 100,000, NTD 500,000, NTD1,000,000, NTD 5,000,000 and NTD 10,000,000.
Place of Issue	ROC	ROC
Currency	New Taiwan Dollars	New Taiwan Dollars
Issuing Price	Full price of the face value of bonds	Full price of the face value of bonds
Total Amount	NTD 1 billion	NTD 1 billion

Interest Rate	Annual interest rate: 3.85%, simple interest. Interest paid every half a year.	Annual interest rate: 4.35%, simple interest. Interest paid once a year.
Period	5 years and 6 months, from Nov. 13, 2002 to May 13, 2008.	10 years, from December 18, 2002 to December 18, 2012
Priority for Compensation	The payment of the bonds (inclusive of capital and interest) is prior to remained property distribution of Shareholders and less prior to general debt.	The payment of the bonds (inclusive of capital and interest) is prior to remained property distribution of Shareholders and less prior to other debts.
Institute of Guarantee	None	None
Trustee	None	None
Sales Organization	None (sold by Sunny Bank Ltd.)	None (sold by Sunny Bank Ltd.)
Attorney for Certification	Attorney Hsueh Sung Yu	Attorney Lin Ching Yuan
Certified Public Accountant	Accountant Denny Kuo, Deloitte & Touche	Accountant Hsien Jen Hao, Chien Hsing Information Co. & CH CPAs
Institute of Certification	Tai Hsin Bills Finance Co.	Trust Dept., Kaohsiung Commercial Bank
Method of Redemption	Repay total amount on maturity	Repay total amount on maturity
Balance of Un-redemption	NTD 1 billion	NTD 1 billion
Paid-up Capital of the Previous Year	NTD 8,200,000,000	NTD 8,200,000,000
Net Value after Final Accounts of the Previous Year	NTD 10,248,022,852	NTD 10,248,022,852
Performance	None	None
Conditions for Redemption or Early Redemption	None	Advance issuer's call right (Note 2)
Requirements for Transfer and Exchange	None	None
Restrictions	Financial debenture with 2 nd priority	Financial debenture with 2 nd priority
Capital Operating Planning	Procure middle and long term steady capital sources to improve the capital structure of our bank.	Procure middle and long term steady capital sources to improve the capital structure of our bank.
Rate of registered amount of bonds for issuance plus issued bond balance to net value after final accounts made in the previous year	9.76%	19.52%
Category of Capital	Accounted in the 2 nd type of capital	Accounted in the 2 nd type of capital
Rating Institute, Date and Grade	Taiwan Rating Corporation Date of Rating: 2005.11.1 Grade of Rating: twA-(Note3)	-

Note 1: the financial debenture issued by Kao Shin Commercial Bank were merged with those issued by Sunny Bank Ltd. with the approval by Financial Supervisory Commission, Executive Yuan on November 21, 2005.

Note 2: Sunny Bank Ltd. is entitled to purchase the issued debentures back based on the par values before the maturity date

within the period from November 18, 2007 to November 30, 2007 after its formal announcement. The debenture holders shall not refuse such advance call right. Interest imposed upon the issued debentures shall be terminated starting from December 18, 2007. In the event that Sunny Bank Ltd. does not announce its advance call right for purchasing the debentures back, the interest for the issued debentures shall be calculated on a basis of simple interest rate of 4.85% starting from December 18, 2007.

Note3: this is the latest rating which Taiwan Rating Corporation awarded Sunny Bank Ltd. in long-term credit.

11. Issuance of Special Shares: none.

12. Issuance of GDR: none.

13. Employee stock option certificates: none.

14. Acquisition of other financial institutes

(1) Opinions on Reasonable Stock Exchange Ratio proposed by the Accountants

a. Stock Exchange Ratio: 1.2048 common share issued by Kao Shin Commercial Bank equals to 1 common share issued by Sunny Bank Ltd. on a basis of merge date. After the acquisition, the total paid-in capital issued by sustained Sunny Bank Ltd. is NTD 10,915,265,040 divided into 1,091,526,504 common shares with par value at NTD 10.

b. Calculation basis: for confirming if the above mentioned stock exchange ratio is reasonable, Sunny Bank Ltd. commissions Chih Yuan International Financial Consultant Corp., Ltd. to make a "Business Valuation Report" and submit the agreed stock exchange ratio to Chih Yuan for review. According to mutual agreement, the stock exchange ratio of Kao Shin Commercial Bank and Sunny Bank Ltd. is 1.2048:1. The accountants also review the valuation method of stock exchange ratio. The results are substantially applied in practices. The mutually agreed stock exchange ratio between the two banks ranges within the values calculated by any other valuation methods. Consequently, the stock exchange ratio agreed by Kao Shin Commercial Bank and Sunny Bank Ltd. is regarded as appropriate with the presentation of opinions of review on reasonable stock exchange ratio by the accountants.

(2) Execution and the Influence of Acquisition on Shareholders' Equity

a. Execution of Newly Issued Shares: Sunny Bank Ltd. acquires Kao Shin Commercial Bank through merging and stock exchange. A total of 200,448,207 new shares are issued. The new shares become effective in accordance with the document numbered 94.11.21 Chin Kuan Cheng (1) 0940152434 issued by Financial Supervisory Commission, Executive Yuan. The merge date was November 26, 2005. The paid-in capital of Sunny Bank Ltd. increases to NTD 10,915,265,040 after new shares are issued upon merging.

b. Influence of Acquisition on Shareholders' Equity: Sunny Bank Ltd. keeps sustaining after merging with Kao Shin Commercial Bank by stock exchange. There is positive influence of such acquisition on shareholders' equity through district complementary and integration of channels and strengthened market competitiveness.

(3) Basic Information of Other Financial Institutes Acquired

Unit: Thousand NTD, EPS: NTD

Title of Financial Institute	Kao Shin Commercial Bank
Address of Financial Institute	No. 75 Li Wen Rd. Tsuoying District Kaohsiung
Person In Charge	Chao Fu Tien
Paid-in Capital	2,415,000
Major Business Item	Commercial Bank Businesses

Major Products		Businesses of Deposit and Loans
2004 Financial Data	Total Assets	51,146,091
	Total Liabilities	48,515,535
	Total Shareholders' Equity	2,630,556
	Revenues	1,692,878
	Gross Profits	811,082
	Operating Balance	195,086
	Balance of Current Period(after tax)	200,753
	EPS (after tax)	0.83

III. Review of Business Operation

A. Services

- Services, assets and (or) revenues changes in ratios of assets to total assets and(or) revenues to total revenues performed in different types of services:

(1) Deposit Services:

The balance of total deposit by the end of 2005 is NTD 208.7 billion, which accounts for 88.32% of total assets. It increases by NTD 56.2 billion compared with that at the end of 2004. The annual growth rate is 36.84%. Demand deposit accounts for 32.35% of total deposit balance. Time deposit accounts for 67.65% of total deposit balance.

Comparisons of Deposits

Unit: Thousand NTD, %

Year Type of Deposit	Balance of Deposit			
	At the end of 2005		At the end of 2004	
	Balance by the end of the year	Percentage	Balance by the end of the year	Percentage
Check Deposit	2,558,523	1.23	1,812,848	1.19
Demand Deposit	12,895,689	6.18	9,265,664	6.07
Foreign Currency Demand Deposit	772,916	0.37	456,611	0.30
Demand Saving Deposit	50,118,922	24.01	36,068,930	23.65
Employee Demand Deposit	978,507	0.47	774,008	0.51
Deposit from Public Sector – Demand Deposit	179,760	0.09	207,097	0.14
Time Deposit	28,672,956	13.74	25,213,241	16.53
Foreign Currency Time Deposit	2,028,370	0.97	1,865,873	1.22
Negotiable C/D	9,780,200	4.69	7,924,100	5.19
Deposit transferred from Post Office	3,539,404	1.70	4,163,192	2.73
Time Saving Deposit	94,876,816	45.45	62,350,275	40.88

Deposit from Public Sector- Time Deposit	93,608	0.04	95,599	0.06
Deposit from other Banks	2,238,434	1.06	2,340,000	1.53
Total	208,734,105	100.00	152,537,438	100.00

(2) Loan Services

The total outstanding of credit amount by the end of 2005 (inclusive of loans, guaranteed receivables and receivables from letters of credit) is NTD 173.3 billion which accounts for 73.34% of total assets. Compared with that at the end of 2004, it increases by 40.6 billion and its annual growth rate is 30.62%. The total balance of loans increases from NTD 127.8 billion to NTD 168.8 billion at an annual growth rate of 32.07%.

Comparisons of Credit Business

Unit: Thousand NTD, %

Year Type of Credit	Balance of Credit			
	At the end of 2005		At the end of 2004	
	Year-end Balance	Percentage	Year End Balance	Percentage
Unsure Overdraft	182,005	0.11	199,498	0.15
Guarantee Overdraft	2,085,435	1.20	1,544,955	1.16
Short-term Loans	13,603,895	7.85	10,825,820	8.16
Short-term Secured Loans	20,022,091	11.55	14,903,715	11.23
Mid-term Loans	24,832,047	14.33	18,723,710	14.12
Mid-term Secured Loans	17,152,646	9.90	14,840,669	11.18
Long-term Loans	7,963,932	4.59	3,813,404	2.87
Long-term Secured Loans	78,925,175	45.54	60,485,274	45.58
Collections	4,012,174	2.31	2,434,322	1.84
Export Negotiation	35,831	0.02	52,225	0.04
Total Amount of Loans	168,815,231	97.40	127,823,592	96.33
Guaranteed Receivables	3,741,687	2.16	3,757,252	2.83
Receivables from Letters of Credit	768,352	0.44	1,115,425	0.84
Total Amount of Credit	173,325,270	100.00	132,696,269	100.00

(3) Foreign Exchange Services

The balance of foreign currency deposit (inclusive of OBU) of Sunny Bank Ltd. is USD 85,250 thousand and the amount of foreign loans (inclusive of OBU) is USD 57,487 thousand, which accounts for 1.19% and 0.08% of total assets respectively by the end of 2005. Regarding the foreign exchange sales, the exchange and import and export results are USD 483,497 thousand and USD 237,818 thousand respectively, which

achieve a total of USD 721,315 thousand. In addition to revising the performance evaluation regulations for encouraging and strengthening the promotion of foreign exchange services in each branch at the end of 2005, various personnel training programs are planned to enhance our competitiveness. Sunny Bank Ltd.'s merge with Kao Shin Commercial Bank creates more branches to provide services. For developing the market in Southern Taiwan, Sunny Bank Ltd. is going to apply for the approval of being a designated foreign exchange bank in the near future. Meanwhile Sunny Bank Ltd. is going to establish a Foreign Exchange Business Promotion Division of Foreign Dept. so as to reinforce the connection and cooperation with various corporate financial areas and help branches to solve problems in the process of foreign exchange business development. Hopefully, foreign exchange results can grow through a variety of measures.

(4) Trust Services

- a. Money Trust: the balance of money trust reaches NTD 8.049 billion by the end of 2005, which accounts for 3.40% of total assets and is at an increase of NTD 3.206 billion compared with NTD 4.843 billion in 2004. The trust services are described as follows:
 - (a) Designated use of trust fund investment on foreign securities: the balance of trust totals NTD 5.172 billion by the end of 2005 which is at an increase of NTD 2.538 billion compared with that of NTD 2.634 billion in 2004.
 - (b) Designated use of trust fund investment on domestic securities and trust fund: the balance of trust totals NTD 2.815 billion in 2005 which is at an increase of 0.662 billion compared with that of NTD 2.153 billion in 2004.
 - (c) Other money trusts: include life contract trust and specified money trust. The balance of other money trusts totals NTD 62 million in 2005 which is at an increase of NTD 6 million compared with that of NTD 56 million in 2004.
- b. Real Estate Trust: Sunny Bank Ltd. was approved of undertaking estate and real estate trust services by the Ministry of Finance in August 2003. Our Bank has started to undertake related services since 2004. By the end of 2005, the balance of real estate trust totals NTD 0.302 billion which accounts for 0.13% of total assets.
- c. Other Services:
 - (a) Depository Services: the balance of depository services by the end of 2005 totals NTD 6.961 billion which accounts for 2.95% of total assets. The balance of depository services increases by NTD 4.614 billion compared with that of NTD 2.347 billion by the end of 2004. The balances of depository services by types by the end of 2005 are as follows:
 - (i) the depository service for security investment on trust fund totals NTD 6.703 billion.
 - (ii) the fully authorized deposit service totals NTD 0.248 billion.
 - (iii) the operating guarantee fund totals NTD 10 million.
 - (b) Accreditation Services: the amount of accreditation services in 2005 undertaken by Sunny Bank Ltd. totals NTD 10.554 billion, which accounts for 4.47% of total assets.

(5) Financial Management Services

It has been over two years since the establishment of Financial Management Department of Sunny Bank Ltd. in 2004 aimed at positively developing financial management service, increasing commissions and expanding the scale of assets. During this period, Sunny Bank Ltd. has continued promoting commercial commodities and financial management projects to assist customers in their financial planning. By the end of 2005, the amount of commissions charged for financial management commodities totals NTD 132,423 thousand, which accounts for 1.9% of operating revenues.

(6) Credit Card Services

- a. Circulation: the circulation of credit cards by the end of 2005 totals 423,469 which is at an increase of 53,417 compared with that of 370,052 by the end of 2004.
- b. Amount : the amount of credit cards totals NTD 2.984 billion in 2005, which accounts for 1.26% of total assets. Compared with that of NTD 2.98 billion, the amount in 2005 is at an increase of NTD 4 million.
- c. Balance of Circulating Credit: the balance of circulating credit by the end of 2005 totals NTD 3.665 billion which accounts for 1.55% of total assets and is at a decrease of NTD 96 million compared with that of NTD 3.761 billion in 2004.

(7) Financial Operations

The balance of bills and securities bought in 2005 totals NTD 34.3 billion in which commercial paper accounts for NTD 10 billion, time C/D accounts for NTD 19.2 billion and securities account for NTD 5.1 billion, and respectively account for 4.23%, 8.13% and 2.16% of total assets. The details of investment are as follows. Compared with the balance of bills and securities of NTD 21.2 billion by the end of 2004, it increases by NTD 13.1 billion at a growth rate of 61.8%. The increase mainly derives from the investment of commercial paper and negotiable certificate deposit. Among such investment, a total amount of NTD 0.216 billion of bonds and corporate bonds comes from the merge of Sunny Bank Ltd. with Kao Shin Commercial Bank. The change of investment contents lies in an increasing ratio of commercial paper and negotiable certificate deposit and a decreasing ratio of bonds and beneficiary's certificate.

Details of Investments

Unit: Thousand NTD, %

Items of Investment	By the end of 2005	percentage	By the end of 2004	percentage
Stocks	721,463	2.11	491,389	2.32
Bonds	3,063,249	8.94	2,610,777	12.33
Beneficiary's Securities	315,815	0.92	155,459	0.73
Beneficiary's Certificate	833,681	2.43	1,587,713	7.50
Commercial Paper	10,001,674	29.19	5,592,028	26.40
Treasury Bills	49,232	0.14	270,994	1.28
Negotiable C/D	19,233,263	56.13	10,450,050	49.33
Acceptance Bills	13,976	0.04	23,470	0.11
Corporate bonds	166,487	0.10	0	0.00
Total amount of bills & securities bought	34,398,840	100.00	21,181,880	100.00

2. 2006 Annual Operating Plan

(1) Deposit Services

The interest rate will rise as the economies is booming. The demand of capital rises accordingly. For stabilizing the operating foundation of Sunny Bank Ltd. and expanding long-term sources of capital, the supply of capital by Sunny Bank Ltd. will be strengthened.

a. Positively absorb deposit with low-interest and high stability so as to strengthen the operating foundation and lower cost.

b. Keep replacing financial cards with chip cards in order to provide a safe and convenient trade environment.

(2) Consuming Finance Services

a. Housing Loans: The housing loans market is quite competitive. The interest rate for housing loans become transparent. The interest rates for new cases keep low which contributes to decreased profits. Therefore, the contribution by such products is not easy to lift. It is estimated that the economies keep growing steadily in Taiwan in 2006. The housing loans market keeps on booming. Sunny Bank Ltd. promotes various commodities in relating to housing loans. The commodities in relating to housing loans are divided into Preferential Low-Interest, High-Amount and High-Proportion, Financial Management and Governmental Policy so as to fulfill the needs of customers. Sunny Bank Ltd. also promotes housing loans accompanying with life insurance in order to increase the income of commissions.

b. Loans: commodities in relating to loans can relatively enhance the revenue of loans. It is a good tool for

financial institute to explore during low-interest period. The overdue ratio in domestic market rises which shrinks the loan market. However, when the market calms down and related laws and regulations become stricter and clearer, the commodities of loans will be operated in a manner of maintaining the quality of assets, conservatively management and steady growth.

(3)Corporate Finance Services

- a. Large-scale businesses keep growing steadily: the profits made from the authorized credit to large-scale businesses are low. However, such credit has lower risks and can balance the overdue. Therefore, Sunny Bank Ltd. still has to promote lending loans to large-scale businesses. In addition, we are positively planning union loan projects in 2006. The project is aimed at not only increasing the income made from commissions but also expanding the popularity of Sunny Bank Ltd..
- b.Emphasis on products with high profits aimed at small and medium businesses: the emphasis on promoting loans targeting at small and medium businesses in 2006 lies in lot guarantee services starting from October 2005 in addition to previous amount of loans made for credit insurance cases and consuming finance products.

(4)Foreign Exchange Services

- a.Sunny Bank Ltd. is planning for online remittance of foreign currencies and online issuing letters of credit for the convenience of remote customers. We hope to increase online foreign currency remittance and issuing of letters of credit through sound network system. The setup of the above online services is expected to complete within two to three years.
- b.Establish remittance network with foreign countries and mainland China. The remittance network is established for the purpose of strengthening the cooperation with other foreign banks so as to obtain inter-bank lending quotal, expanding the international popularity and providing convenient foreign exchange services. The Foreign Department of Sunny Bank Ltd. has already seeked for the cooperation with twenty major banks in mainland China to establish a remittance network so as to create a more efficient financial services across the strait.
- c.Sunny Bank Ltd. has already been approved by the authorities to provide loan services to Taiwanese businessmen in mainland China. Sunny Bank Ltd. initially plans to lower risks in providing such services through close connections with the foreign banks in mainland China in order to strictly control the credit risks of Taiwanese businessmen in mainland China.
- d.Positively promote import, export and loan (including union loans) services for offshore customers. The services also include offshore corporate loans and foreign currency union loans for large-scale businesses in order to create better benefits.
- e.Choose transferable foreign corporate bonds with good investment credit and foreign securities with fixed revenues and good credit rating so as to expand sources of revenues for Offshore Banking Unit.

(5)Trust Services

- a.Keep listing funds of foreign series and provide customers versatile selections.
- b.Major promotion for general trust services: real estate and money trust services.
- c.Develop welfare saving trust services for corporate employees.
- d.Subordinate services: fund assets depository services: providing the depository services of bond funds and private raising funds.

(6)Credit Card Services

- a.Expand installment services for credit card users. Increase card use rate and income derived from commissions.
- b.Establish a central and standardized credit information enquiry process to ensure asset quality.
- c.Coduct complete policies in connection with withdrawal and deposit of bad debts and offset so as to substantially present the operational results of credit card services.
- d.Strengthen the collection management for overdue loans so as to secure debt obligations.
- e.Improve manpower and standards for customer service and increase customer satisfaction.

(7)Financial Management Services

- a. Increase asset scale of financial management.
- b. Expand the number of customers requesting financial management services.
- c. Expand specialists engaged in asset management at the Financial Management Department.
- d. Increase the number of staff handling financial management services and enhance their professional capability.
- e. Expand service centers for handling financial management.

(8) Financial Operations

- a. For the purpose of expanding services regarding bills and notes, Sunny Bank Ltd. plans to provide the following services in 2006:
 - (a) FRCP service which offers buyers and issuers commercial paper with fixed rates over 1-year period so as to maintain a stable circulation of commercial paper and increase the income derived from bills and notes.
 - (b) IRS service which works well with possible future interest rates in addition to avoiding customers holding financial commodities from bearing huge risks arising from the fluctuation of interest rates. The service undertakes the transactions for the purpose of "trading" so as to earn capital gains.
- b. Increase the functions and operations of the investment team. Increase the numbers of specialists in fund investment operations and industrial analysis.
- c. Adjust fund distributions and increase the investment in foreign funds.
- d. Increase the investment in bonds with fixed revenues.
- e. For promoting the performance of Corporate Finance Department and foreign exchange services offered by Foreign Department, Sunny Bank Ltd. provides services such as IRS, FRA, TMU, SWAP, OPTIONS, etc. to fulfill the needs of customers in relating to foreign exchange operations.

3. Market Analysis

(1) Banking Industry Operations

The asset quality of domestic banks has been improved dramatically under the financial reform policy conducted by our government. The overall overdraft ratio has decreased from the peak at 8.09% in 2002 to 2.24% at the end of 2005. The reserve debt cover rate also reaches to 49.89%. The figures show that the ability of risk management of domestic banks has enormously lifted. However, the second financial reform which also aims at reducing the number of financial institutes through merge and acquisition among themselves does not achieve an obvious result. The revenues of banks mainly come from the interest imposed upon loans under very keen competitions. There is no obvious increase of the income derived from commissions. The number of banks is still high. The banks cannot obtain sufficient interest difference from traditional loan services. Therefore, they positively devote themselves into consuming finance services with larger interest differences, which leads to the argument of double card interest difference in the latter half of last year. In 2006, our government will keep promoting merge and acquisition of financial institutions for adapting the requirement of opening the financial market by WTO. Each financial institute has to further enhance its operational performance so as to face the competitions from foreign large-scale financial institutions.

(2) Supply, demand and growth of the financial market

a. Supply

According to the statistics provided by the Central Bank of China, there is a total of 367 financial institutes and 5,948 branches in Taiwan area (including domestic banks, small and medium business banks, branches of foreign banks, cooperatives, credit department of farmers' and fishermen's associations, trust and investment companies, bills companies, post offices, etc.) by the end of 2005. While meeting the trend of globalized financial market and liberization, domestic financial institutes shall have to face greater competitive pressure from foreign large-scale financial institutes. The local financial institutes will keep on merging and provide innovative products so as to expand the market share.

b. Demand

As the financial market is getting liberalized and internationalized, there are multiple channels for corporate capital financing. In addition to the application of loans from financial institutes, corporates can issue common stocks, special stocks, common corporate bonds, convertible corporate bonds or trust

certificate so as to directly obtain necessary capital in domestic and foreign market and currency market. As a result, the percentage of direct finance increases because direct finance can help to obtain the capital at a lower cost than that of traditional loans. The advanced countries like America in capitalized market has 50% of direct finance. This shows that corporates become less relying on traditional financing. Regarding personal finance, an increasing demand is shown, because of various financial planning tools to be provided. Increasing personal finance services and financial management will enhance the banking services and commission income.

c. Growth

For reinforcing the international competitiveness of the financial industry in Taiwan, our Government keeps on promoting the merge and acquisition of financial institutes so as to achieve the targets set by the 2nd financial reform. Though the financial institutes are still over saturated, a growing space may be found by trans-industrial marketing, multi-industrial alliances and introduction of new financial commodities under the governmental principles and directions of "generous business supervision and management and strict financial supervision and management". Strategic alliances by merging or introducing foreign capital can be conducted in order to achieve large-scale organizations and multiple services.

(3) Dominance, Factors Influencing Prospects and Solutions

a. Dominance

- (a) A total of 96 domestic branches mainly distribute in Taipei and Kaohsiung metropolis.
- (b) Good locations. Friendly and efficient services. Good interactions with customers.
- (c) Services divided into seven systems: general finance, corporate finance, consuming finance, branch operations, business, administration and auditing. Better quality and efficiency in management and operation are provided.
- (d) Establish corporate and consuming finance regional centers. Enhance sales performance and quality of credit authorization. Transform branches as part of marketing network. With the establishment of processing centers, the manpower of branches can be reduced.

b. Factors Influencing Prospects

(a) Advantages

- (i) The overall financial environment has become more and more sound. The authorities open and encourage the research and development of new types of financial commodities.
- (ii) The concept of investment and financial management has rooted in the mind of people. The concept of trust has also formed gradually.
- (iii) The economies are still growing at a slow speed. Suppliers have great demand in capital, which is beneficial for banks to promote related services.

(b) Disadvantages

- (i) The financial market opens more and more quickly. Domestic banks therefore face strong competition brought by international large-scale financial groups which have their preferential advantages in trans-industrial and transnational management experience and integration of financial innovation and technology.
- (ii) The percentage of direct finance keeps on rising which shall suppress the growth and profitability of traditional banking services.
- (iii) The interest rates have been gradually adjusted higher. However, the market is still over competitive, the interest difference between deposit and loan keeps shrinking when domestic banks take prices as a competitive measure.

(c) Solutions

- (i) Keep on investing resources. Strengthen the research and development of new financial commodities. Provide customers services with excellent quality and differentiation. Avoid malicious price competition.
- (ii) Replan the locations of branches and develop new marketing channels so as to show the distribution advantage of having 96 branches islandwide.
- (iii) Keep on promoting capital increase plan so as to strengthen the operating capital of Sunny Bank Ltd.

4. Study on Financial Commodities and Business Development

(1) Study on Financial Commodities:

- a. Positively promote services for small and medium businesses. Sunny Bank Ltd. has presented "Rooster Project" for lending money to small and medium businesses and "Lot Guarantee Fund Project". The projects aim at attracting small and medium businesses to do business with us and further at controlling risks.
- b. Develop security trust, real estate trust and surface right trust services.
- c. Cooperate with National Credit Card Center to promote credit card installment services.
- d. Issue Sakura Platinum, the first gleaming card with a transparent case in Taiwan, identification card for the schoolfellows of Shih Lin Senior Commercial School and A Guei Platinum.
- e. "Club Deposit" project combining both club deposit and loan.
- f. Kao Jen Yi Deng Happy Loan Project, 188 House Loan Project, Preferential Project, Decoration Fund, Car Purchasing Reserve, Preferential Service of loan via cards, value-added fund, Ching Girl Loan, Easy Amortization, etc.

(2) Development Plans

- a. Replacement of chip card so as to meet the requirement by financial corporates establishing E-purse.
- b. Establish MIS to effectively enhance our management and operations and strengthen our competitiveness.
- c. Execute concentration system for accounting and checks to reduce daily workload at branches.
- d. Setup of online ATM: that is to transform physical ATM into an online pattern. Except money dispensing, the functions a physical ATM have shall be applied to online ATM so as to replace SSL service for non-contracting transfer. The online ATM can work with E-bank (inclusive of XML) and other electronic facilities. Online ATM is expected to complete in 2006.
- e. The policies and operational guidelines for financial management services of Sunny Bank Ltd. were approved by Financial Supervisory Commission, Executive Yuan on November 21, 2005.

5. Long-term and short-term business development plans

(1) Short-term Development Plans

- a. Establish a strategy which is "customer-need oriented". Transform branches into a sales platform for financial management. Strengthen the depth and width of integrated marketing. Positively develop various trust commodities and integrated financial commodities. Provide excellent services for financial management. Reinforce the functions of insurance cross-marketing and professional consulting services in order to provide customers professional insurance services.
- b. Improve educational training in foreign exchange products and foreign exchange operations. Enhance the promotional skills of marketing staff and increase the amount of foreign exchange undertaken.
- c. Establish specialized Risk Management Department to strengthen the risk management system.
- d. Develop new commodities and expand customer needs. Expand the sources of commissions so as to achieve a ratio of commission to total revenues to 12%.

(2) Long-term Development Plans:

- a. Enlarge the market share of consuming finance. Increase the ratio of commission to total revenues. Maintain closer connections with existing customers and keep versatile commodities.
- b. Positively setup the criteria for credit risks, market risks and operational risks in accordance with the regulations manipulated by the authorities in connection with Basel II.
- c. Keep on designing and developing products with differentiations to replace price competitions. Provide multiple products to fulfill the comprehensive needs of customers.
- d. Promote E-bank operational environment. Strengthen the functions of E-bank. Provide 24-hour convenient financial services.

B. Employees Information

Year		2004	2005	By Feb. 28, 2006
No. of Employees	Chiefs	374	548	548
	Clerks	1,530	1,977	2,030
	Office workers	65	94	94
	Total	1,969	2,619	2,672
Average Age		32.57	33.87	33.71
Average service period		5.50	6.89	6.69
Education	Doctor	0%	0%	0%
	Master	3.30%	3.70%	3.97%
	College	72.98%	72.05%	73.62%
	Senior High School	22.80%	23.56%	21.74%
	Below	0.92%	0.69%	0.67%

Numbers of Employees holding
Different Types of Certificates

Internal control	955	1,108	1,131
Trust Service Personnel	621	947	1,022
Trust Service Managers	274	259	256
Trust Service Supervisors	4	4	4
Life Insurance Personnel	953	1,502	1,509
Investment-oriented Insurance Personnel	104	323	335
Property Insurance Personnel	215	699	705
Financial Planners	234	363	376

Junior Foreign Exchange Personnel	145	193	196
Junior Credit Authorization Personnel	276	399	405
Senior Credit Authorization Personnel	11	18	18
Futures Sales	66	99	105
Securities Sales	59	167	184
Senior Securities Sales	114	96	101
Securities Investment Trust Sales	24	57	58
Bills Sales	53	48	48
Risk Management of Financial Personnel	0	2	2

C. Responsibilities and Moral Behavior

For feedbacking the society, Sunny Bank Ltd. positively plays the role of "corporate civilian" apart from increasing our operational performance. We express our responsibilities to the society by donating for the academic and cultural activities. We promote good leisure and keep on sponsoring various sports activities, cultural and educational activities such as the Anniversary of Shih Lin Senior Commercial School, Sports Meet of Shih Pai Elementary School, Resuce of Abandoned Children held by Union for Child Welfare, 2005 World Candy Culture Festival, etc. Activities such as Chinese chess, "Go" chess, painting, seminars, parent-child summer camp, scholarships, etc. are held by Sunny Cultural and Educational Foundation. We endeavor to contribute ourselves to the growth and progress of the academic and cultural activities in the society.

D. Information Infrastructure

1. Distribution and Maintenance of Major Information System Infrastructure

- (1) TANDEM. NTD & foreign currency trading system.
- (2) Phone banking.
- (3) Mobile banking.
- (4) E-bank.
- (5) Trust system.
- (6) Financial management system.
- (7) Auditing management system.
- (8) Bills and Bonds system.
- (9) MIS.
- (10) ACH.
- (11) Stock Management System.
- (12) Capital Transfer System.
- (13) Foreign Exchange System.
- (14) Collection Management System.
- (15) RPS.
- (16) Online Seal System.
- (17) Intranet.
- (18) E-JCIC.
- (19) Online ATM system.
- (20) Anti-spam System.
- (21) Intrusion Detection System and Network Flow Analysis System.
- (22) Router ACS.
- (23) Router LMS.
- (24) Anti-virus Server System.

2. Future Development and Procurement

- (1) Establish optimized corporate intranet management and intranet phones.
- (2) Strengthen information security and automatic management.
- (3) Establish XML for providing electronic financial commodities with international standards required by the Association of Banks. (The functions for searching foreign exchange and trust information through E-bank will be added).
- (4) Establish intranet in several phases.
- (5) Evaluate on automatic supervision center.
- (6) Establish E-Loan application system.
- (7) Maintenance for MIS and adjustment of statistics.
- (8) Establish platforms for national tax payment.
- (9) Concentrated operations: remittance and bill withdrawal services.
- (10) Establish application system for funds with designated use and bonds system required by the Trust Department.

3. Emergency Backup and Security:

- (1) Purpose: reduce the impact as much as possible brought by information loss and interruption of operations when disasters occur through regular backup and tests so as to recover the operation of the system.
- (2) Plans for Disasters:
 - a. System backup center and project team.
 - b. Evaluation on current organization of information office and environment.
 - c. Reorganize the structure of systems and operating flows.
 - d. Make disaster backup plans.
 - e. Execute necessary trainings.
 - f. Coordinate related documents.
 - g. Propose revised plans while encountering problems.
 - h. Re-evaluate backup plans from time to time as the environment changes.
 - i. Execute technical support to complete recovery while disasters occur.
- (3) Work Distribution
 - a. Disaster Commanding Team:
 - (a) Send notices to each unit and start disaster recovery teams.
 - (b) Consolidate commands. Coordinate and supervise recovery works.
 - (c) Request computer company to support necessary hardware, software and technicians.
 - (d) Supervise the performance of disaster maneuver.
 - b. Backup Recovery Team:
 - (a) In charge of daily backup work and preservation of media at other location.
 - (b) In charge of use and restoration of backup media.
 - (c) In charge of re-establishment of systems.
 - (d) In charge of system operations.
 - (e) In charge of information security.
 - (f) In charge of contacts and coordination with each unit.
 - (g) In charge of information security and control.
 - (h) Participate in test practices and make review reports.
- (4) Backup Plan:
 - a. Business impact analysis:
 - (a) Confirm the range covered by the recovery plan.
 - (b) Confirm the systems covered by the recovery plan.
 - (c) Confirm the units covered by the recovery plan so as to setup the network.
 - b. Infrastructure Analysis:
 - (a) Hardware: including CPU, Memory, Hard Disk capacity, Tape Driver, control panels, terminals, printers and other special facilities.
 - (b) Network maps.
 - (c) System software and applications.

- (d)Application systems in need of recovery and their recovery sequences.
- (e)Necessary consumables.
- c. Sequences of Backup:
 - (a)Software and applied software for special systems and their copy library and backup.
 - (b)Backup of crucial information.
 - (c)Setup schedule for backup and assign backup personnel.
- (5) Recovery Plan:
 - a.System software and infrastructure setup: include the re-establishment of operation systems and library, infrastructure setup, user ID setup, user authorization, setup for authentication sequences of operating systems.
 - b.Internet connections: setup network according to network maps. Establish network authentication sequences and test connections.
 - c.Recovery of application system and information: re-edit applications. Re-establish online infrastructure and sequences of information restoration. Setup procedures for system authentication. Confirm if the application systems are successfully re-established.
 - d.Make plans for recovery: setup a schedule for recovery at each phase.

E. Relationships of labors and employer

1.Current agreements between labors and employer and related practices:

- (1) Employee Welfare:
 - a. Labor insurance, health insurance and group insurance.
 - b. Payment for employees not taking special leaves due to the need of work.
 - c. Free health inspection.
 - d. "Employee Welfare Committee": benefits for wedding, funeral, disaster and emergency. Bonus for Chinese New Year, Dragon Boat Festival and Moon Festival. Pension for activities.
- (2) Retirement System
 - a. Establish Retirement Reserve Supervisory Committee.
 - b.The pension is appropriated monthly in accordance with related regulations to a special pension account of each employee starting work for Sunny Bank Ltd. from July 1, 2005 or choosing the new applicable retirement pension system. As to the employees who choose the previous pension system, the pension reserve is appropriated monthly in accordance with related regulations.
 - c. Offer retirement pension when an employee retires according to the regulations.
- (3) Agreements between labors and employer and other rights
 - a.Work Manual: it is revised according to laws, agreements between labors and employer or management systems. Such revision will be submitted to the Department of Labor for approval, announced at offices and distributed to each employee.
 - b.Re-assignment of Work: for effective use of human resources, a special program has been developed for employees to choose their working place and positions.

2.Loss arising from disputes between labors and employer in recent years and by printing of the annual report:there is one dispute between labors and employer and it has reached a reconciliation. The client was an employee already retired from Kao Shin Commercial Bank before Sunny Bank Ltd.'s acquisition. The compensation will be appropriated from the pensions listed. There are two more disputes between labors and employer under legal process at the court at the moment. One of the client was an employee already retired from Kao Shin Commercial Bank before the acquisition. The client asks Sunny Bank Ltd. to pay the difference of pension occurred. The other client is an employee who has already resigned from Sunny Bank Ltd. asks to confirm the existence of employment and salary. In case Sunny Bank Ltd. loses the case, it shall pay the above said pension difference and salary from the accounts of listed pension and salary expenditures.

F. Important Contracts

Type of Contract	Client	Duration	Contents	Restrictions
Deposit Insurance policy	Central Deposit Insurance Corp.	Signed on Sept. 2, 1987	The Corp. at left is liable to domestic currency depositor or assigned trust capital beneficiary when the Bank is unable to perform its obligations.	The maximum indemnity for the same depositor is NTD 1 million.
Small & medium business credit guarantee contract	Small & Medium Business Credit Guarantee Fund	Signed on Dec. 1, 1997	For financing proposed by small and medium businesses, the Bank is able to apply for credit guarantee from this Fund to amend the insufficient part when there is no sufficient or without guarantee while such proposal is generally reviewed and accepted.	The Bank undertakes credit authorization services and signs contracts for loans with small and medium businesses according to related regulations in credit authorization approved by authorized organizations and the conditions listed in the letter of guarantee of the Fund.
Credit rating agreement	Taiwan Rating Corporation	Signed on Dec. 23, 1999	Provide rating services upon request of the Bank.	The Bank shall provide complete, effective, accurate and reliable information.
Bank comprehensive insurance policy	Shinkong Insurance Co.	95.1.1. | 96.1.1.	The Insurance company shall be liable to the dishonesty of employees, property at operating branches and offices, property in transportation, forgery of bills and securities, forgery of currency, mistakes, negligence and shortage of securities or contracts.	It is bounded by general conditions, special conditions and other restrictions listed in the letter of approval made by the Insurance company.

G. Transactions of Securitized Commodity: none.

IV. Practices of Capital Management Plans

A. Capital Management Plans

Our last plan of issuing new shares was approved by the Financial Supervisory Commission, Executive Yuan, numbered Chin Kuan Yin (3) 0938011367, on August 2, 2004. The number of newly issued shares were 51,933,171 shares at cash increment. The price was issued at NTD 10. A total of NTD 519,331,710 was raised. The plans for cash increment or issuance of financial bonds have been finished during recent three years.

B. Practices

The last cash increment was finished raising in the forth quarter of 2004. The main purpose of the increment is applied to strengthen operating capital and support loans. An estimate of NTD 19,916 thousand of annual interest revenue is calculated on a basis of the average loan interest rate at 3.835% in December 2004.

V. Financial Data

A. Condensed Balance Sheet

Unit: Thousand NTD

Item		Financial Date in the latest 5 Years				
		2005	2004	2003	2002	2001
Cash, due from Central Bank and other Banks		\$ 16,815,172	\$ 9,855,918	\$ 9,468,556	\$ 8,965,311	\$ 8,844,468
Marketable Bills and Securities		34,398,840	21,181,880	15,634,765	18,207,025	18,175,863
Accounts receivable		4,800,369	4,534,525	4,361,587	1,400,380	1,043,116
Puttable bonds and bills investment		-	1,625,924	-	-	-
Prepaid accounts		38,899	32,432	51,342	53,815	46,226
Loans		166,654,215	126,404,592	115,982,754	99,606,011	80,830,424
Long-term investment		662,632	488,861	641,366	436,255	391,881
Fixed Assets		9,662,124	7,426,864	7,114,017	6,775,788	5,908,473
Other Assets		3,309,789	1,359,897	1,468,444	2,052,922	2,582,596
Callable bonds and bills liabilities		5,774,401	4,107,736	-	-	-
Due to Central Bank		-	-	9,607	9,238	15,797
Due to other Banks		4,838,534	5,216,849	6,114,542	2,112,750	2,190,000
Accounts payable	Before distribution	3,332,613	1,689,740	2,379,545	2,202,489	1,368,494
	After distribution (Note 1)	3,332,613	1,711,723	2,388,972	2,209,747	1,493,327
Accounts advanced		173,540	113,182	87,826	205,043	103,812
Deposit and remittance		206,505,145	150,201,405	136,102,861	124,183,087	106,931,149
Accrued land value increment tax		344,749	145,767	145,767	145,767	198,169
Other liabilities (Note 2)		2,466,560	1,166,208	1,167,759	1,111,062	57,983
Capital Stock		10,915,265	8,200,000	7,061,579	6,161,700	5,358,000
Capital surplus		11,228	11,228	11,228	134,237	669,746
Retained	Before distribution	1,980,005	2,058,778	1,642,117	1,232,134	929,897

Earnings	After distribution (Note 1)	1,980,005	1,326,012	1,013,600	748,231	537,164
Total Assets		236,342,040	172,910,893	154,722,831	137,497,507	117,823,047
Total Liabilities	Before distribution	223,435,542	162,640,887	146,007,907	129,976,694	110,865,404
	After distribution (Note 1)	223,432,542	162,662,870	146,017,334	129,983,952	110,990,237
Total Shareholders' Equity	Before distribution	12,906,498	10,270,006	8,714,924	7,528,071	6,957,643
	After distribution (Note 1)	12,906,498	10,248,023	8,705,497	7,520,813	6,832,810

Note 1: The surplus distribution has not been decided by the Shareholders' Meeting in 2005.

Note 2: Include financial debentures and other liabilities.

Note 3: The above financial data shown in the latest five years have been audited and accredited by accountants.

Note 4: Sunny Bank Ltd. merged with Kao Shin Commercial Bank on November 26, 2005 so as to increase of fixed assets and accrued land value increment tax.

B. Condensed Income Statement

Unit: Thousand NTD (Net profit per share: NTD)

Item	Year (Note 3)	Financial Date in the latest 5 Years				
		2005	2004	2003	2002	2001
Operating Revenues		\$ 6,985,216	\$ 6,111,676	\$ 5,480,131	\$ 5,878,624	\$ 6,348,377
Operating Costs and Expenses		6,167,769	4,812,279	4,250,615	4,868,358	5,691,994
Non-operating net income (expenditures)		(26,454)	4,781	(55,187)	(115,296)	11,896
Net profit before tax		790,993	1,304,178	1,174,329	894,970	668,279
Net profit after tax		653,993	1,045,178	894,329	694,970	560,279
Net profit per share (Note 1)		0.72	1.35	1.32	1.13	1.05
	(Note 2)	0.72	1.24	1.10	0.86	0.69

Note 1: It is calculated on a basis of weighted average number of shares issued.

Note 2: It is calculated on a basis of the number of shares retroactively adjusted. The 2005 surplus distribution has not been decided by the Shareholders' Meeting.

Note 3: The above financial data shown in the recent five years have been audited and accredited by CPAs.

C. Audited by CPAs for Years and Auditing Opinion

Our Bank commissioned CPAs Denny Kuo and Clark C. Chen Deloitte & Touche for auditing from 2001 to 2003. During these three years, the Letters of Non-reserved Opinion were signed by the CPAs. Starting from 2004, our CPAs were changed to Denny Kuo and Eddie Shao due to the internal work re-adjustment Deloitte & Touche. Our Bank was originally engaged in conditioned transactions of bills and bonds according to the principle of forfaiting and was changed to financing principle according to the newly regulated "Principles for Making Financial Statements by Public Issuing Banks" since 2004. In addition, Sunny Bank Ltd. merged with Kao Shin Commercial Bank and started adopting No. 35 of "Accounting Principles of Assets Deduction and Losses" published on the gazette of financial accounting principles in 2005. Therefore, the CPAs have signed the letters of Modified Non-reserved Opinion for the years of 2004 and 2005.

D. Financial Analysis

1. Analysis on the Financial Ratios of Mother Company

Analytical Item	Year	Financial Analysis in the Latest 5 Years				
		2005	2004	2003	2002	2001
Operation	Ratio of Loan to Deposit (%)	81.75	85.10	86.05	80.96	76.20

Capability	Ratio of Non-performing Loan (%)	3.09	2.00	2.88	3.84	3.32
	Ratio of Interest Expenditure to Average Annual Balance of Deposit (%)	1.29	1.27	1.48	2.29	3.83
	Ratio of Interest Income to Average Annual Balance of Loan (%)	3.84	4.17	3.91	5.43	6.67
	Total Asset Turnover Rate (time)	0.03	0.04	0.04	0.05	0.06
	Average Employee Operating Revenue (thousand NTD)	2,667	3,104	3,087	4,015	6,551
	Average Employee Profit (thousand NTD)	250	531	504	475	578
Profitability	Ratio of Return on Tier I Capital (%)	7.43	14.61	15.64	12.95	10.03
	ROA (%)	0.32	0.64	0.61	0.54	0.52
	ROE (%)	5.64	11.01	11.01	9.60	8.39
	Profit Margin (%)	9.36	17.10	16.32	11.82	8.83
	EPS (NTD) (Note 1)	0.72	1.24	1.10	0.86	0.69
Growth Rate (%)	Asset Growth Rate	36.68	11.76	12.53	16.70	19.92
	Profit Growth Rate	(39.35)	11.06	31.21	33.92	52.89
Ratio of Liquidity Reserves (%)		13.76	9.76	9.80	15.06	16.06
Capital Adequacy	Total Tier I Capital Amount (thousand NTD)	11,572,920	9,725,130	8,124,893	6,892,886	6,931,109
	Net Basel Capital (thousand NTD)	13,041,848	10,386,004	9,188,739	7,989,671	7,198,344
	Total Amount of Risk Capital (thousand NTD)	153,702,154	111,434,486	99,703,248	86,570,686	74,643,455
	Bis Ratio (%)	8.49	9.32	9.22	9.23	9.64
	Tier I Capital to Weighed Risk Ratio (%)	7.53	8.73	8.15	7.96	9.29
	Tier II Capital to Weighed Risk Ratio (%)	1.25	1.03	1.71	1.77	0.79
	Tier III Capital to Weighed Risk Ratio (%)	0	0	0	0	0
	Ratio of Common Equity to Total Assets (%)	5.46	5.94	5.63	5.48	5.91
Balance of Interested Party Loans (thousand NTD)		2,607,587	2,317,633	3,199,749	3,339,006	3,037,797
Ratio of Loans to Related Parties to Total Loans (%)		1.51	1.76	2.63	3.23	3.61
Operation Scale (%)	Market Share of Asset Ratio	0.74	0.58	0.55	0.53	0.46
	Market share of Net Ratio	0.46	0.40	0.31	0.29	0.28
	Market share of Deposit Ratio	0.86	0.67	0.64	0.62	0.54
	Market Share of Loan Ratio	0.98	0.80	0.81	0.73	0.58

Descriptions of Increased and Decreased Ratios:

1. The increase of non-performing loan ratio is mainly because of the effect of credit and cash card, and increased non-performing loans derived from Sunny Bank Ltd.'s merge with Kao Shin Commercial Bank.
2. The increase of total asset turnover rate, return on Tier I Capital, ROA, ROE, ratio of liquidity reserves, asset growth ratio, total amount of risk capital, Tier II capital to weighted risk ratio, market share of asset, market share of deposit, market share of loan is mainly derived from Sunny Bank Ltd.'s merge with Kao Shin Commercial Bank.
3. The reduced average profit of employees is mainly because of the decreased net profit and increased number of employees.
4. The decrease of profit margin and EPS is mainly because of decreased net profit.
5. The decreased profit growth rate is caused by the decrease of net profit derived from the increasing non-operating expenditures

and losses.

6. The increase of net basel capital is caused by surplus recapitalization and issuance of new shares derived from the merge with Kao Shin Commercial Bank.

2. Analysis on Consolidated Financial Ratios

Analytical Item	Year	Financial Analysis in the Latest 5 Years				
		2005	2004	2003	2002	2001
Operation Capability	Ratio of Loan to Deposit(%)	81.75	85.10	86.05	80.96	76.20
	Ratio of Non-performing Loan (%)	3.09	2.00	2.88	3.84	3.32
	Ratio of Interest Expenditure to Average Annual Balance of Deposit (%)	1.29	1.27	1.48	2.29	3.83
	Ratio of Interest Income to Average Annual Balance of Loan (%)	3.84	4.17	3.91	5.43	6.67
	Total Asset Turnover Rate (time)	0.03	0.04	0.04	0.05	0.06
	Average Employee Operating Revenue (thousand NTD)	2,624	3,104	3,087	4,015	6,551
	Average Employee Profit (thousand NTD)	243	531	504	475	578
Profitability	Ratio of Return on Tier I Capital (%)	7.43	14.61	15.64	12.95	10.03
	ROA (%)	0.32	0.64	0.61	0.54	0.52
	ROE (%)	5.64	11.01	11.01	9.60	8.39
	Profit Margin (%)	9.25	17.10	16.32	11.82	8.83
	EPS (NTD) (Note 1)	0.72	1.24	1.10	0.86	0.69
Growth Rate(%)	Asset Growth Rate	36.72	11.76	12.53	16.70	19.92
	Profit Growth Rate	(39.40)	11.06	31.21	33.92	52.89
Ratio of Liquidity Reserves (%)		13.76	9.76	9.80	15.06	16.06
Capital Adequacy	Total Tier I Capital Amount(thousand NTD)	11,579,666	9,725,130	8,124,893	6,892,886	6,931,109
	Net Basel Capital (thousand NTD)	13,253,393	10,386,004	9,188,739	7,989,671	7,198,344
	Total Amount of Risk Capital (thousand NTD)	153,967,983	111,434,486	99,703,248	86,570,686	74,643,455
	BIs Ratio (%)	8.61	9.32	9.22	9.23	9.64

	Tier I Capital to Weighted Risk Ratio (%)	7.52	8.73	8.15	7.96	9.29
	Tier II Capital to Weighted Risk Ratio (%)	1.25	1.03	1.71	1.77	0.79
	Tier III Capital to Weighted Risk Ratio (%)	0.00	0.00	0.00	0.00	0.00
	Ratio of Common Equity to Total Assets (%)	5.46	5.94	5.63	5.48	5.91
	Balance of Interested Party Loans (thousand NTD)	2,607,587	2,317,633	3,199,749	3,339,006	3,037,797
	Ratio of Loans to Related Parties to Total Loans (%)	1.51	1.76	2.63	3.23	3.61
Operation Scale (%)	Market Share of Asset Ratio	0.74	0.58	0.55	0.53	0.46
	Market share of Net Value Ratio	0.47	0.40	0.31	0.29	0.28
	Market share of Deposit Ratio	0.86	0.67	0.64	0.62	0.54
	Market Share of Loan Ratio	0.98	0.80	0.81	0.73	0.58

Descriptions of Increased and Decreased Ratios: same as the analysis made for Mother Company.

Note 1: it is calculated according to the number of retroactively adjusted shares.

Description 1: The surplus distribution in 2005 has not been decided by the Shareholders' Meeting.

Description 2: The financial statements for the above mentioned years have been audited and certified by the CPAs.

Description 3: Financial ratio formulas:

(1) Operating Capability

- a. Ratio of loan to deposit = total loans / total deposits
- b. Non-performing loan ratio = (total non-performing loans) / total loans
- c. Ratio of interest expenditure to average annual balance of deposit = total interest expenditure / average annual balance of deposit
- d. Ratio of interest income to average annual balance of loan = total interest income / average annual balance of loan.
- e. Total asset turnover = net operating revenue / total assets
- f. Average employee operating revenue = operating revenue / total number of employees
- g. Average employee profit = net profit after tax / total number of employees

(2) Profitability

- a. Ratio of Return on Tier I Capital = balance before tax / average total Tier I amount.
- b. ROA = balance after tax / average total assets
- c. ROE = balance after tax / average net equity
- d. Profit margin = balance after tax / net operating revenue
- e. EPS = (net profit after tax – dividends of special shares) / average weighted shares issued (description 4)

(3) Growth Rate

- a. Asset Growth Rate = (total asset amount of current year – total asset amount last year) / total asset amount last year
- b. Profit Growth Rate = (net profit before tax of current year – net profit before tax last year) / net profit before tax last year

(4) Ratio of liquidity reserves = current assets stipulated by the Central Ban / Liabilities of current reserve

(5) Capital Adquacy

- a. Net basel capital = Tier I capital + Tier II capital + Tier III capital – capital deductions
- b. Total amount of risk capital = weighted risk assets + appropriated market-risk capital x 12.5
- c. BIS ratio = net basel capital / total risk assets
- d. Tier I capital to weighted risk ratio = Tier I capital / total risk assets
- e. Tier II capital to weighted risk ratio = Tier II capital / total risk assets
- f. Tier III capital to weighted risk ratio = Tier III capital / total risk assets
- g. Ratio of common equity to total assets = common equity / total assets

(6) Operation Scale

- a. Market share of asset ratio = total assets / total asset of all financial institutions capable of deposit and loans. (description 5)
- b. Market share of net value ratio = net value / total net value of all financial institutions capable of deposit and loans

c. Market share of deposit ratio = total deposit / total deposit of all financial institutions capable of deposit and loans

d. Market share of loan ratio = total loans / total loans of all financial institutions capable deposit and loans

Description 4: The followings should take into considerations using the formula above mentioned.

- (1) It is calculated on a basis of weighted average number of common shares instead of the number of shares issued by the end of the year.
- (2) Weighted average number of shares shall be calculated by considering the available period whenever there are cash increment and treasury shares transactions.
- (3) While calculating annual and semi-annual EPS of previous year, it should be retroactively adjusted in proportion of increment without considering the issuance period of such increment upon surplus recapitalization or capital surplus recapitalization.
- (4) In case the special shares are non-convertible accumulated special shares, the annual dividends (whether distributed or not) shall be calculated by deducting from net profit after tax or adding to net loss after tax.
- (5) In case special shares are not accumulative, the dividends of special shares shall be deducted from net profit after tax when there is net profit after tax. When there is loss after tax, it is not necessary to adjust.

Description 5: all financial institutions capable of deposit and loans include domestic banks, branches of foreign banks, credit cooperative, credit departments of fishermen's and farmers' association and trust investment companies as well.

We take the following measures to decrease non-performing loan ratio:

(1) Operating Risk Management:

- a. Provide more cautious credit review and authorization and independent real estate valuation mechanism. It is necessary for us to establish appropriate valuation and pricing mechanism. Therefore, we setup an independent valuation unit so as to enhance the quality of real estate assessment.
- b. The execution of certificate system helps to put professionalized personnel into practice. Currently, we have already held accredited training courses such as "valuation", "credit information" and "insurance" to improve the professional abilities of our staff.
- c. Rapid changes in domestic industrial structure have activated temporary economic recovery for a limited number of industries. Therefore, we set upper limits on loans towards different industries so as to control its ratio to total loans. The limits will be adjusted depending upon the overall economic environment. To avoid authorizing loans to the same business group, the "Regulations and Procedures of Risk Management on Loans Authorized to Business Groups" is set up. It is expected to reduce our risk by controlling the authorization of loans to industries and business groups.

(2) Classifications of Credit Assets Evaluation: the asset evaluation is now divided into 5 categories according to the newly modified "Regulations on Reserve for Evaluated Bank Assets Loss and Collections for Non-performing Loans" by the Ministry of Finance. The modified classification is on a basis of guarantee against debts and period of non-performing loans. The minimum standard is a total of 2% of credit assets balance in the 2nd category, 10% of credit assets balance in the 3rd category, 50% of credit assets balance in the 4th category and total of credit assets balance in 5th category. The reserve shall be made enough against bad debt and guarantee in order to reinforce the ability of undertaking risks and ensure the found asset quality.

(3) Establishment of Supervising Team for Collections of Non-performing Loans: for clearing non-performing loans, collections and bad debts, a supervising team for collections of non-performing loans is set up. The general manager plays as the convener. Monthly meeting will be held to supervise the works of dealing with non-performing loans, collections and bad debts. Solutions will also be proposed in the meeting to reduce non-performing loans.

(4) Collections Management: to accelerate collections and control credit quality, we are now executing centralized collections management. Collections Divisions are respectively set up at the Consuming

Finance Department, Corporate Finance Department and Credit Cards Department. Through centralized management, the progress and results of collections of non-performing loans can be sufficiently controlled. Through the process of collections, we can understand the reasons for non-performing loans so as to instantly adjust products and standards for credit review.

- (5) Accelerate clearing bad debts: It is necessary for us to clear bad debts to reduce the non-performing loan ratio and receive the rewards regulated by the Ministry of Finance according to the “Measures for reducing non-performing loan ratio of domestic banks”. Our Bank positively purchases and assumes non-performing loans (which have already received financial reconstruction compensation) from basic financial institutions. We will further dispose their guarantees or sell loans to collect accounts which shall be applied to offset overdue debts so as to effectively reduce non-performing loan ratio.

E. Auditing Statement by Supervisors

Auditing Statement by Supervisors
Sunny Bank Ltd.

It is hereby to approve the 2005 Annual Report, financial statements (Balance Sheet, Income Statement, Statement of Changes in Equity, and Cash Flow Statement), index of properties and surplus distribution proposals made and submitted by the Board of Directors. The Balance Sheet, Income Statement, Statement of Changes in Equity and Cash Flow Statement have been audited and certified by CPAs Denny Kuo and Eddie Shao of Deloitte & Touche. After reviewing the results by other supervisors and I, all statements are approved. Therefore, the Annual Report is thus prepared according to Article 219 of Corporate Law.

To 2006 Shareholders' Meeting

Managing Supervisor

許博雄

Supervisor

蔡文雄

Supervisor

陳森榮

Supervisor

高明志

Date: February 23, 2006

F. Financial Statements of Mother Company

Auditing Report by CPAs

To: Sunny Bank Ltd.

The Balance Sheet dated December 31, 2005 and 2004, Income Statement, Statement of Changes in Equity and Cash Flow Statement dated from Jan. 1 to Dec. 31, 2005 and 2004 submitted by Sunny Bank Ltd. have been audited and certified by us. The above financial statements are made and edited by the management of Sunny Bank Ltd.. We are in charge of stating our opinions toward the above listed financial statements based on auditing results.

The auditing process was planned and conducted according to the regulations on auditing and certification of the financial statements of the financial industry by CPAs and general auditing standards so as to ensure if there is any dishonest statements of the financial statements in a reasonable manner. The auditing process includes spot-check of the amounts listed in the financial statements and disclosure of auditing evidence. In addition, the accounting principles adopted by the financial statements and major accounting estimations made by the management as well as the overall expression of the financial statements are evaluated. It is believed that such auditing process can provide reasonable evidence for the opinions expressed.

In our opinion, in the major aspects of the financial statements listed in the first paragraph are made in accordance with the standards of financial statements of public issuing banks and generally recognized accounting principles which shall adequately state the financial conditions on Dec. 31, 2005 and 2004, and operating results and cash flow in 2005 and 2004 of Sunny Bank Ltd.

As described in Note 1 attached to the Financial Statements, Sunny Bank Ltd. merged Kao Shin Commercial Bank on November 26, 2005. As described in Note 3 attached to the Financial Statements, Sunny Bank Ltd. has started adopting No. 35 of "Accounting Principle of Assets Deduction and Losses" published on the gazette of financial accounting principles since 2005. The conditioned bonds and bills transactions should have been disposed in a financing manner changed from forfeiting manner since 2004 in accordance with "Guidelines Governing Preparation of Financial Reports by Public Banks".

The detailed accounts shown in the 2005 financial statements made by Sunny Bank Ltd. are for supplementary and analysis which have been audited by us based on the process described in the second paragraph. In our opinion, the major aspects of the detailed accounts are in consistent with the related information shown in the financial statements listed in the first paragraph.

The 2005 consolidated financial statements of Sunny Bank Ltd. and its subsidiaries was completed auditing by us and the auditing report of the modified non-reserve opinion was submitted and filed on January 26, 2006 for reference.

Deloitte & Touche

Accountant Denny Kuo 郭政弘

Approved doc. No. Tai Tsai Cheng(6)0920123784

Accountant Eddie Shao 邵志明

Approved doc. No. Tai Tsai Cheng(6)0930128050

by the Security and Futures Exchange
Committee, Ministry of Finance

by the Security and Futures Exchange
committee, Ministry of Finance

Date: January 26, 2006

Sunny Bank Ltd.

Balance Sheet

December 31, 2005 and 2004

Unit: Thousand NTD (par value: NTD)

Assets		Dec. 31, 2005		Dec. 31, 2004	
		Amount	%	Amount	%
1100	Cash (Note 4)	\$ 5,549,431	2	\$ 2,762,182	2
1110	Due from Central Bank and other banks (Note 5)	11,265,741	5	7,093,736	4
1130	Marketable bills and securities (Notes 2, 3, 6 & 21)	34,398,840	15	21,181,880	12
1140	Accounts receivable – net (Notes 2 & 7)	4,800,369	2	4,534,525	3
1220	Investment with puttable bonds and bills (Notes 2, 3 & 8)	-	-	1,625,924	1
1250	Pre-paid accounts	38,899	-	32,432	-
1300	Loans –net (Notes 2, 9, 20)	166,654,215	71	126,404,592	73
	Long-term investment (Notes 2, 3 & 10)				
144101	Long-term equity investment in equity approach	216,459	-	237,366	-
144102	Long-term equity investment in cost approach	236,173	-	251,495	-
1426	Other long-term Investment	<u>210,000</u>	<u>-</u>	<u>-</u>	<u>-</u>
14XX	Total of long-term Investment	<u>662,632</u>	<u>-</u>	<u>488,861</u>	<u>-</u>
	Fixed assets (Notes 2 & 11)				
	Cost				
1501	Land	6,856,984	3	5,178,993	3
1521	Houses and architecture	2,833,394	1	2,246,890	1
1531	Miscellaneous facilities	<u>1,041,591</u>	<u>1</u>	<u>934,833</u>	<u>1</u>
15X1	Total of costs	10,731,969	5	8,360,716	5
15X8	Re-evaluation of increment	<u>183,047</u>	<u>-</u>	<u>183,047</u>	<u>-</u>
15XY	Cost & re-evaluation of increment	10,915,016	5	8,543,763	5
15X2	Deductions: accumulative depreciation	<u>1,331,688</u>	<u>1</u>	<u>1,173,389</u>	<u>1</u>
		9,583,328	4	7,370,374	4
1570	Unfinished construction and pre-paid facilities accounts	<u>78,796</u>	<u>-</u>	<u>56,490</u>	<u>-</u>
15XX	Net fixed assets	<u>9,662,124</u>	<u>4</u>	<u>7,426,864</u>	<u>4</u>
1820	Miscellaneous assets (Notes 1, 2, 3, 16 & 21)	<u>3,309,789</u>	<u>1</u>	<u>1,359,897</u>	<u>1</u>
1XXX	Total assets	<u>\$ 236,342,040</u>	<u>100</u>	<u>\$ 172,910,893</u>	<u>100</u>

(following the next page)

(adherent to the previous page)

Liabilities and Shareholders' Equity		Dec. 31, 2005		Dec. 31, 2004	
		Amount	%	Amount	%
Liabilities					
2105	Callable bonds and securities liabilities (Notes 2, 3 & 6)	\$ 5,774,401	3	\$ 4,107,736	2
2120	Due to Central Bank and other banks (Note 12)	4,838,534	2	5,216,849	3
2140	Accounts payable	3,332,613	2	1,689,740	1
2250	Advance accounts	173,540	-	113,182	-
2300	Deposit and remittance (Notes 13 & 20)	206,505,145	87	150,201,405	87
2370	Financial debentures (Note 14)	2,000,000	1	1,000,000	1
2515	Accrued land value increment tax (Note 2)	344,749	-	145,767	-
28XX	Other liabilities (Notes 2 & 19)	<u>466,560</u>	<u>-</u>	<u>166,208</u>	<u>-</u>
2XXX	Total liabilities	<u>223,435,542</u>	<u>95</u>	<u>162,640,887</u>	<u>94</u>
Shareholders' equity					
3101	Common shares- NTD 10 face value Authorized shares: 1,200,000 thousand shares in 2005; 820,000 thousand shares in 2004. Issued shares : 1,091,526 thousand shares in 2005; 820,000 thousand shares in 2004	<u>10,915,265</u>	<u>4</u>	<u>8,200,000</u>	<u>5</u>
Capital reserve					
3201	Share premium	3,646	-	3,646	-
3202	Revenue of assets premium disposal	3,081	-	3,081	-
3206	Others	<u>4,501</u>	<u>-</u>	<u>4,501</u>	<u>-</u>
3200	Total capital reserve	<u>11,228</u>	<u>-</u>	<u>11,228</u>	<u>-</u>
Retained earnings					
3301	Legal reserve	1,323,310	1	1,009,757	-
3310	Inappropriated earnings	<u>656,695</u>	<u>-</u>	<u>1,049,021</u>	<u>1</u>
33XX	Total retained earnings	<u>1,980,005</u>	<u>1</u>	<u>2,058,778</u>	<u>1</u>
3XXX	Total shareholders' equity	<u>12,906,498</u>	<u>5</u>	<u>10,270,006</u>	<u>6</u>
Total liabilities and Shareholders' equity		<u>\$ 236,342,040</u>	<u>100</u>	<u>\$ 172,910,893</u>	<u>100</u>

Accompanying notes are an integral part of the financial statement.

(Please refer to Deloitte & Touche report dated January 26, 2006)

Chairman: 陳勝宏

Manager: 胡決陽

Chief Accountant: 郭志鴻

Sunny Bank Ltd.

Income Statement

January 1 to December 31, 2005 & 2004

Unit: Thousand NTD (EPS: NTD)

	2005		2004	
	Amount	%	Amount	%
Operating Revenues				
4501	\$ 5,690,005	81	\$ 5,107,927	84
4516	664,209	10	642,471	11
4531	350,993	5	260,514	4
4532	183,966	3	74,193	1
4609	<u>96,043</u>	<u>1</u>	<u>26,571</u>	<u>-</u>
4100	<u>6,985,216</u>	<u>100</u>	<u>6,111,676</u>	<u>100</u>
Operating costs and expenses				
5501	2,300,434	33	1,817,571	30
5516	162,274	2	156,342	2
5532	30,759	1	17,017	-
5535	1,061,814	15	339,855	6
5800	<u>2,612,488</u>	<u>37</u>	<u>2,481,494</u>	<u>41</u>
5000	<u>6,167,769</u>	<u>88</u>	<u>4,812,279</u>	<u>79</u>
6100	<u>817,447</u>	<u>12</u>	<u>1,299,397</u>	<u>21</u>
Non-operating revenues and profits				
4903	27,352	-	25,616	-
4929	<u>18,441</u>	<u>-</u>	<u>27,231</u>	<u>1</u>
4999	<u>45,793</u>	<u>-</u>	<u>52,847</u>	<u>1</u>
Non-operating expenses and losses				
5911	2,247	-	48,065	1
5927	70,000	1	-	-
5929	<u>-</u>	<u>-</u>	<u>1</u>	<u>-</u>
5999	<u>72,247</u>	<u>1</u>	<u>48,066</u>	<u>1</u>
6300	790,993	11	1,304,178	21
6400	<u>137,000</u>	<u>2</u>	<u>259,000</u>	<u>4</u>
6900	<u>\$ 653,993</u>	<u>9</u>	<u>\$ 1,045,178</u>	<u>17</u>
7000	<u>before tax</u>	<u>after tax</u>	<u>before tax</u>	<u>after tax</u>
	<u>\$0.87</u>	<u>\$ 0.72</u>	<u>\$ 1.55</u>	<u>\$ 1.24</u>

Accompanying notes are an integral part of the financial statement.
(Please refer to Deloitte & Touche dated January 26, 2006)

Chairman: 陳勝宏

Manager: 胡決陽

Chief Accountant: 郭志鴻

Sunny Bank Ltd.
Statement of Changes in Equity
Jan. 1 to Dec. 31, 2005 & 2004

Unit: Thousand NTD

	Capital stocks issued		Capital Reserve (Note 15)				Retained Earnings (Note 15)			Equity
	No. of shares (thousand)	Amount	Share premium	Revenue of assets premium disposal	Others	Total	Legal reserve	Inappropriated surplus	Total	Total
Balance on Jan. 1, 2004	706,158	\$7,061,579	\$3,646	\$3,081	\$4,501	\$11,228	\$741,458	\$900,659	\$1,642,117	\$8,714,924
2 0 0 3 Surplus distribution										
Legal reserve	-	-	-	-	-	-	268,299	(268,299)	-	-
Rewards for Directors and Supervisors	-	-	-	-	-	-	-	(9,427)	(9,427)	(9,427)
Employee bonus	1,886	18,856	-	-	-	-	-	(18,856)	(18,856)	-
Stock dividend - 8.5%	60,023	600,234	-	-	-	-	-	(600,234)	(600,234)	-
Cash recapitaliza- tion—Nov. 2004	51,933	519,331	-	-	-	-	-	-	-	519,331
2004 net P r o f i t								1,045,178	1,045,178	1,045,178
Balance on Dec. 31 2 0 0 4	<u>820,000</u>	<u>\$ 8,200,000</u>	<u>\$ 3,646</u>	<u>\$ 3,081</u>	<u>\$ 4,501</u>	<u>\$ 11,228</u>	<u>\$ 1,009,757</u>	<u>\$ 1,049,021</u>	<u>\$ 2,058,778</u>	<u>\$ 10,270,006</u>

	Capital stocks issued		Capital Reserve (Note 15)				Retained Earnings (Note 15)			Equity
	No. of Shares (thousand)	Amount	Share premium	Revenue of assets premium disposal	Others	Total	Legal reserve	Inappropriated surplus	Total	Total
2 0 0 4 S u r p l u s D i s t r i b u t i o n										
Legal Reserve	-	-	-	-	-	-	313,553	(313,553)		-
Rewards for Directors and Supervisors	-	-	-	-	-	-	-	(21,983)	(21,983)	(21,983)
Employee Bonus	2,198	21,983	-	-	-	-	-	(21,983)	(21,983)	-
Stock dividend - 8.4%	68,880	688,800	-	-	-	-	-	(688,800)	(688,800)	-
New shares issued after merge - Nov. 2005	200,448	2,004,482	-	-	-	-	-	-	-	2,004,482
2005 Net P r o f i t	-	-	-	-	-	-	-	653,993	653,993	653,993
Balance on Dec. 31 2 0 0 5	<u>1,091,526</u>	<u>\$ 10,915,265</u>	<u>\$ 3,646</u>	<u>\$ 3,081</u>	<u>\$ 4,501</u>	<u>\$ 11,228</u>	<u>\$ 1,323,310</u>	<u>\$ 656,695</u>	<u>\$ 1,980,005</u>	<u>\$ 12,906,498</u>

Accompanying notes are an integral part of the financial statement.

(Please refer to Deloitte & Touche reports dated January 26, 2006)

Chairman: 陳勝宏

Manager: 胡決陽

Chief Accountant: 郭志鴻

Sunny Bank Ltd.
Cash Flow Statement
Jan. 1 to Dec. 31, 2005 & 2004

	2005			Unit: Thousand NTD 2004		
	2	0	0	2	0	0
Cash Flows from Operating Activities:						
Net profit	\$	653,993		\$	1,045,178	
Provisions for loans losses		1,061,814			339,855	
Impairment loss of assets		70,000			-	
Depreciation		171,862			171,890	
Amortization		84,780			82,411	
Net loss of investment listed in equity approach		30,759			17,017	
Net profit of long-term equity investment disposal	(	183,966)		(	74,193)	
Net loss of fixed assets disposal		569			2,017	
Loss of assumed guarantee disposal		1,678			46,048	
Deferred income tax	(	116,334)		(	77,734)	
Increase of marketable bills and securities	(	12,617,979)		(	5,443,586)	
Decrease(increase) of accounts receivable		269,163		(	457,059)	
Decrease of pre-paid accounts		65,841			18,910	
Increase (decrease) of accounts payable		1,266,672		(	689,805)	
Increase of advance accounts		27,696			24,834	
Net Cash Used in Operating Activities	(	<u>9,213,452</u>)		(	<u>4,994,217</u>)	
Cash flows from Investing Activities :						
Decrease (increase) of due from Central Bank and other banks		5,065,469		(	1,816,071)	
Decrease (increase) of puttable bonds and bills investment		1,625,924		(	1,625,924)	
Increase of loans	(	9,089,657)		(	10,463,211)	
Increase of long-term equity investment	(	213,203)		(	8,440)	
Purchase of fixed assets	(	119,435)		(	486,789)	
Accounts for disposal of long-term equity investment		286,418			114,592	
Accounts for disposal of fixed assets		-			35	
Accounts for disposal of assumed guarantees		2,649			32,748	
Decrease (increase) of miscellaneous assets	(	154,880)			11,235	
Net cash provided by merger		1,342,135			-	
Net cash used in investing Activities	(	<u>1,254,580</u>)		(	<u>14,241,825</u>)	
Cash Flow from Financing Activities						
Increase of callable bonds and bills liabilities		1,666,665			4,107,736	
Decrease of due to Central Bank and other banks	(	524,180)		(	907,300)	
Increase of deposits and remittance		12,243,882			14,098,544	
Decrease of other liabilities	(	109,103)		(	1,551)	
Cash Increment		-			519,331	
Rewards for Directors and Supervisors	(	21,983)		(	9,427)	
Net cash provided by financing Activities		<u>13,255,281</u>			<u>17,807,333</u>	

Net increase (decrease) of cash	2,787,249	(1,428,709)
Cash balance at the beginning of the year	<u>2,762,182</u>	<u>4,190,891</u>
Cash balance at the end of the year	<u>\$ 5,549,431</u>	<u>\$ 2,762,182</u>
Supplemental disclosures of cash flow		
Payment of interest	<u>\$ 2,093,891</u>	<u>\$ 1,779,862</u>
Payment of income tax	<u>\$ 448,518</u>	<u>\$ 256,270</u>
Investments without influencing cash flow		
Long-term equity transferred to marketable bills and securities	<u>\$ -</u>	<u>\$ 103,529</u>

Accompanying notes are an integral part of the financial statement.
(Please refer to Deloitte & Touche report dated January 26, 2006)

Chairman: 陳勝宏

Manager: 胡決陽

Chief Accountant: 郭志鴻

Sunny Bank Ltd.

Notes for Financial Statements

In 2005 and 2004

(Unless otherwise specified, all amounts are in thousand NTD)

1. History and Services

We are a public issuing company covering the following services: (1) services of commercial banks approved by the Banking Law; (2) savings and trust services and (3) other related services approved by the central management institutions. There are a total of 96 operating units in Taiwan by the end of 2005.

The Trust Department of Sunny Bank Ltd. undertakes planning, management and operations of trust investment services regulated by the Banking Law and trust services in investment of domestic securities and funds.

The numbers of employees at the end of 2005 and 2004 are 2,619 and 1,969 respectively.

November 26, 2005 is regarded as the standard date on which Sunny Bank Ltd. merged Kao Shin Commercial Bank. After the merge, Sunny Bank Ltd. serves as the sustainable bank. The stock exchange ratio of Kao Shin Commercial Bank to Sunny Bank Ltd. is 1.2048:1. New common shares of 200,448 thousand which is a total of NTD 2,004,482 thousand have been issued due to the above said merge. The rights and obligations arising from the newly issued common shares after the said merge are of the same as those originally issued by Sunny Bank Ltd. The said merge case has been approved by the Financial Supervisory Commission, Executive Yuan and Commerce Dept. of Ministry of Economic Affairs. A revised registration has also been finished. The rights and obligations of Kao Shin Commercial Bank shall be undertaken comprehensively by Sunny Bank Ltd. after merge.

The accounting management of Sunny Bank Ltd. merging Kao Shin Commercial Bank is in accordance with the regulations stipulated in Financial and Accounting Principles Gazette, No. 25 "Corporate Merge – Accounting Management of Acquisition Law". The assets and liabilities of Kao Shin Commercial Bank are entered into accounts based on fair values on the standard merge date. The acquisition cost is the amount of shares issued based on the merge stock exchange ratio deducting the fair value of recognizable net assets of Kao Shin Commercial Bank. The difference derived from the above deduction is listed as goodwill. The assets, liabilities and goodwill undertaken due to the said merge are as follows:

Assets undertaken

Cash	\$ 1,342,135
Due from Central Bank and other banks	9,237,474
Marketable Bills and securities	598,981

Accounts receivable	1,299,536
Pre-paid accounts	72,308
Loans	31,457,251
Long-term equity Investment	93,779
Fixed assets	2,288,256
Guarantee undertaken	867,319
Other assets	61,559
Deferred income tax	103,130
Liabilities Undertaken	
Due to Central Bank and other banks	145,865
Accounts Payable	479,331
Advance Accounts	32,662
Deposit & Remittance	44,059,858
Financial denbentures	1,000,000
Accrued liabilities for land value increment tax	198,982
Other liabilities	<u>409,455</u>
Net assets	1,095,575
New Shares issued after merge	<u>2,004,482</u>
Goodwill	<u>\$ 908,907</u>

The 2005 net profit of Sunny Bank Ltd. includes the business results calculated from November 27, 2005 to December 31, 2005 of Kao Shin Commercial Bank. The related information of operational results after merge is listed below:

	<u>2005</u>	<u>2004</u>
Operating Revenues	<u>\$8,182,162</u>	<u>\$7,804,554</u>
Profit (loss) before extraordinary gain or loss listed	<u>(\$ 126,296)</u>	<u>\$1,343,984</u>
Net Profit (Loss)	<u>(\$ 126,296)</u>	<u>\$1,343,984</u>
	<u>Pre-tax</u> <u>After tax</u>	<u>Pre-tax</u> <u>After tax</u>
Basic EPS	<u>(\$0.05)</u> <u>(\$0.12)</u>	<u>\$1.33</u> <u>\$1.23</u>

2.Summary of significant accounting policies

The financial statements are made in accordance with related regulations, "Guidelines Governing Preparation of Financial Reports by Public Banks" and generally recognized accounting principles. While making financial statements according to the above mentioned standards and principles, it is necessary for us to adopt reasonable estimated amounts to list reserves against bad debts, fixed assets depreciation, reserve against guarantees, pension, depreciation of the guarantees undertaken, loss of asset reduction as well as income tax since estimation is usually done under uncertain circumstances. Therefore, the estimated amounts could be different from what actually gets. Having some banking

characteristics, it is difficult to regulate operation cycles. Therefore, the assets and liabilities are not divided into current and non-current accounts while they are listed in the sequences of relative current characters. In addition, the analysis on expiration of assets and liabilities is described in Note 23. The significant accounting policies are summarized as follows:

Principles for Making Financial Statements

The financial statements include the accounts of domestic head office and branches and OBU. All inter-branch account balances among the head office and the branches have been eliminated.

Marketable Bills and Securities

The marketable bills and securities are calculated on a basis of total cost or market price, whichever is lower. When market price is lower than cost, reserve against loss of depreciation is listed. When market price rebounds, the listed reserve shall be balanced.

While selling out, the cost of shares and beneficiary certificates is calculated on a basis of moving average method and the cost of others is calculated in specific identification method.

Conditioned bonds and bills transactions

Conditioned bonds and bills transactions are calculated at cost. The difference arising from buy and sell will be listed in interest revenue and expenses respectively.

Collection Accounts

In accordance with the "Regulations of Reserve for Evaluated Banking Assets Loss and Collections for non-performing Loans" by the Ministry of Finance, the overdue loans and other authorized credit accounts shall be listed within six months after their maturity as collection accounts together with estimated interest receivable.

Bad Debts Reserve and Guarantee Reserve

Sunny Bank Ltd. will list bad debts reserve and guarantee reserve (listed into the account of other liabilities) against the potential risks arising from specific debts and overall debt combinations by evaluating the possible losses derived from loans, accounts receivable, interest receivable, other accounts receivable, collection account, all guarantees and acceptance receivable.

In accordance with the "Regulations of Reserve for Evaluated Banking Assets Loss and collections for Non-performing Loans" by the Ministry of Finance, Sunny Bank Ltd. will make evaluations on the possibilities of receiving authorized credit assets of customers based on their financial positions, past transactions, deferred payment of principal and interest and the appraisal of specific debt guarantee. Full amount of loan asset without a chance to receive is listed as loss. 50% of the balance of loan asset with difficulty to receive is listed as loss. 10% of the balance of loan asset able to receive is listed as loss. 2% of the balance of the loan asset which is supposed to pay attention to is listed as loss.

Sunny Bank Ltd. will submit the debts which are confirmed for their being unable to receive to the Board of Directors and offset such debts after approval.

Long-term Investment

In equity approach, the value of long-term equity investment equals invested cost adding (or deducting) net profit (or net loss) in proportion of shareholdings of the invested company and increased (decreased) capital reserve or retained earnings. When net profit (or net loss) of the invested company occurs, it shall be listed in the accounts of investment profit (or loss). In case of distributing cash dividends, they shall be listed in investment deductions. While getting shares or first adopting equity approach, the difference between investment cost and net value of equity shall be balanced in average in five years. When a significant reduction or loss occurs based on the amount receivable, such reduction or loss will be listed as loss.

In costing approach, the value of long-term equity investment is calculated at cost. The cash dividends distributed by

the invested companies will be listed as investment revenues. Equity investment in listed companies is calculated at market price when face value is higher than market price and the reserve for depreciation loss will be listed. Unrealized depreciation loss is listed as a deduction of equity. When market price rebounds, the equity will be balanced against the listed reserve. Regarding the equity investment in unlisted companies, the face value will be adjusted and listed in the accounts of investment loss after confirming the investment is depreciated and there is little hope for rebound.

The stock dividends distributed by invested companies will not be listed in the accounts of investment revenues. Instead they will be noted as increase of shares.

The value of other long-term investments is calculated on a basis of cost.

The cost for selling out long-term investments is calculated in moving average method.

When converting long-term equity investment to marketable bills and securities, a comparison will be made between current listed cost and market price. When market price is lower than cost, the equity investment will be listed in the accounts of depreciation loss. The market price will be taken as a new cost.

Fixed Assets

Fixed assets are calculated by cost (or cost plus re-evaluated increment) deducting accumulated depreciation. Major renovation and improvement will be listed as capital expenditure. Fees for maintenance will be listed as annual expenses.

The depreciation of fixed assets are calculated by linear method. The value is calculated and listed according to the following: houses and architecture, 3 to 60 years; miscellaneous facilities, 3 to 15 years. The depreciation of fixed assets exceeding their duration still in use will be calculated by the original method based on estimated years for further use.

While re-evaluating fixed assets, net amount will be credited to capital reserve in addition to adding the increment of re-evaluated assets and accrued liabilities for land value increment tax. The depreciation is calculated based on durable years remained upon the re-evaluation.

Sunny Bank Ltd. and its subsidiaries determine the cash generating unit which fixed assets and goodwill belong to in accordance with No. 35 of the Financial & Accounting Principles Gazette. The evaluations on impairment loss will be made based on the above said cash generating unit. If there is a major impairment loss arising from such assets after evaluating the carrying value based on related amount receivable, a reduction on the carrying value shall be made from the goodwill listed in the cash generating unit first. Then, the rest impairment loss will be amortized proportionally shall be made from the carrying values of other assets listed in the cash generating unit. Afterwards, the recoverable amount of the impairment loss will be listed as profits if related amount of accounts receivable increases. However, the carrying value of fixed assets after the recovery of impairment loss shall not exceeds the carrying value of the related assets before their being listed as impairment loss with the deduction of depreciation listed. The recovery of impairment loss of goodwill shall not be allowed.

While disposing fixed assets, the related costs, increment of re-evaluation and accumulated appreciation will be deducted from the accounts. The loss and profit arising thereof will be listed as loss or profit in that year according to their account categories.

Miscellaneous Assets

The assumed guarantees are booked at assumed prices and will be calculated at cost or cash realizable value, whichever is lower, at the end of the year. Goodwill shall be averagely amortized for 15 years.

Pension

The payment of pension which has been confirmed is listed according to net pension cost under precise calculation. Unlisted temporary net payment asset and the balance of pension will be amortized in linear approach on a basis of 22 years. The payment of pension shall be made from pension reserve and then offset against pension liability.

The confirmed appropriation of pension is made during the period the related employee provides his or her services.

The amount of such pension appropriated shall be listed into the accounts of expenses of the current year.

Revenues of Interest and Commission

Interest derived from loans will be calculated on a practical basis. Non-performing loans converted to collection accounts will be added no more interest starting from the date of conversion. Such loans will be listed as income while receiving cash. The booking of interest revenue due to extension of bailout agreement will be listed as deferred income (into the accounts of other liabilities) starting from the date of booking. Such interest revenue will be listed as income upon receipt of cash.

Commission is will be listed upon paid in cash and completion of payment.

Income Tax

Income tax is amortized over periods. Such method can deduct the income tax effect arising from temporary difference and investment deductions. Such part will be listed as deferred income tax assets. Further evaluation on its realizability will be conducted so as to list reserve for related evaluated amount. The income tax effect of temporary difference arising from tax is listed as deferred income tax liability.

The deductions of income tax arising from procurement of facilities or technology, R&D and personnel training will be listed in the period those deductions occur.

The adjustment of income tax of the previous year shall be included in the income tax of this year.

The extra 10% of income tax arising from the non-distributed surplus will be listed as expenses according to the Board of Directors.

Loss Contingency

Losses of assets or liabilities might have occurred on the same date of Balance Sheet. The amount of loss can be reasonably calculated in contingent loss and will be listed in the accounts of loss of the year. When the amount of loss cannot be reasonably calculated or loss might have occurred, such condition shall be described in the notes of financial statements.

Foreign Currency Transactions

Foreign exchange is listed into the accounts in original currency transacted. Foreign currency accounts of loss and profit are converted to New Taiwan Dollars based on the exchange rates announced by the Central Bank and transferred to NTD accounts at end of every month. The foreign currency accounts of assets and liabilities which are not generated from forward exchange transaction contracts are converted to New Taiwan Dollars based on the spot exchange rates on Balance Sheet date. The difference arising from such conversion will be listed as exchange loss and profit of the current year.

Derivative Financial Instruments

Liabilities and assets arising from forward foreign exchange contracts for the purpose of transactions will be listed into accounts based on the forward exchange rates agreed in such contracts. Upon the settlement on contract expiry date, the loss or surplus arising from the difference between spot and forward exchange rates will be listed into settled accounts of the year. In case such contracts have not expired at the end of the year, liabilities and assets in foreign currency will be converted and adjusted based on the forward exchange rates over the remaining period of the contracts. The exchange difference arising thereof will be listed into accounts of loss and profit of the year. Accounts receivable and payable arising from such contracts will be balanced at the end of the year and the difference will be listed into accounts of assets or liabilities.

For meeting the capital demand where foreign exchange and transactions of different currencies occur, liabilities and assets arising from foreign change which are categorized to immediate transactions will be listed into accounts based on the spot exchange rate on contracted date while those categorized to future transactions will be listed into accounts based on the contracted forward exchange rate. The difference between spot and forward exchange rates will be amortized in linear

method over the contract period and listed into accounts of interest revenue or expenses. The accounts receivable and payment arising thereof will be balanced at the end of the year and the difference will be listed into accounts of assets or liabilities.

Assets exchange means to exchange stocks of convertible bonds with fixed raising interest rate. Assets exchange contract helps to prevent from risk of interest rate arising form convertible bonds. Therefore the interest receivable calculated based on contracted date and balance sheet date will be listed into accounts of interest revenue.

Re-Classifications of Accounts

The accounts of 2004 financial Report are reclassified in accordance with the 2005 financial Report.

3.Reasons for Changes in Accounting and Their Effects

Sunny Bank Ltd. has started adopting No. 35 "Accounting Management of Impairment Loss of Assets" of Financial & Accounting Principles Gazette since 2005. An evaluation on net fair value is made first while conducting an assessment of impairment loss of assets. However, the use value will be regarded as the callable amount when there is an indication that the use value of assets is higher than net fair value. The discounted cash value of future cash flow shall be calculated based on each branch as a cash generating unit. While evaluating long-term equity investment in equity approach, the callable amount is calculated on a basis of the use value of assets of the invested company. The calculation of cash flow is based on five-year financial budget. The discount rate is 8.95%. The operational revenue is estimated according to the future economic trend and past experience. When the callable amount based on the above mentioned calculation is smaller than the face value of the invested company, an impairment loss thus occurs. Such change makes the goodwill at the end of 2005 reduced by NTD 70,000 thousand (which is listed into the accounts of impairment loss) and the long-term equity investment calculated by equity approach reduced by NTD 16,000 thousand (which is listed into the accounts of investment loss on a basis of equity approach).

The transactions of bills with puttable or callable conditions are dealt with forfeiting method in accordance with the "Regulations of Accounting Process for Short-term Bills Services" by the Ministry of Finance. However, such transactions have been disposed by financing method in accordance with the "Guidelines Governing Preparation of Financial Reports by Public Banks" since 2004. Such change in accounting gives rise to an increase of NTD 5,057,000 of net profit after tax in 2004.

The conditioned bills transactions are our daily capital control activities at a huge amount. In addition, our accounting system has been renewed for several times which causes difficulty to trace historical transactions. The effect caused by the change in the above-mentioned accounting principle becomes practically difficult to show. Consequently, we are unable to calculate the amount of accumulated effect generated from the change in accounting principle.

4. Cash

	At the end of 2005	At the end of 2004
Cash on hand	\$ 2,608,282	\$ 1,922,242
Checks for clearing	2,188,436	556,455
Due from other banks	<u>752,713</u>	<u>283,485</u>
Total	<u>\$ 5,549,431</u>	<u>\$ 2,762,182</u>

5. Due from Central Bank and Other Banks

	At the end of 2005	At the end of 2004
Deposit Reserve	\$ 6,838,406	\$ 5,507,117
Call loans to banks	2,154,961	1,366,024
Due from Central Bank	<u>2,272,374</u>	<u>220,595</u>
Total	\$ <u>11,265,741</u>	\$ <u>7,093,736</u>

Deposit reserve is appropriated to the deposit reserve account at the Central Bank at legal reserve rate and based on the monthly average balance of deposits. At the end of 2005 and 2004, NTD 5,473,601 thousand and NTD 3,917,450 thousand are respectively shown in the deposit reserve account. Such deposit reserve cannot be used before the monthly adjustment.

6. Marketable Bills and Securities

	At the end of 2005	At the end of 2004
Negotiable C/D	\$ 19,233,263	\$ 10,450,050
Commercial paper	10,001,674	5,592,028
Bonds	3,229,736	2,610,777
Beneficiary certificate	833,681	1,587,713
Common stock of listed company	721,463	491,389
Beneficiary securities	315,815	155,459
Treasury bills	49,232	270,994
Bankers' acceptance	<u>13,976</u>	<u>23,470</u>
Total	\$ <u>34,398,840</u>	\$ <u>21,181,880</u>

The amounts of bills and securities with callable conditions of Sunny Bank Ltd. are NTD 5,774,401 thousand and NTD 4,107,736 thousand at the end of 2005 and 2004.

7. Accounts Receivable – Net

	At the end of 2005	At the end of 2004
Credit card accounts receivable	\$ 3,901,102	\$ 4,044,098
Interest receivable	523,027	378,716
Customers' liabilities under acceptances	174,352	128,582
Refundable tax	118,742	19,038
Others	<u>406,391</u>	<u>175,186</u>
	5,123,614	4,745,620
Deduct: bad debt reserve	<u>323,245</u>	<u>211,095</u>
Total	\$ <u>4,800,369</u>	\$ <u>4,534,525</u>

8. Investment with Puttable Bills and Securities Conditions

The transactions with conditions of puttable bonds and bills total NTD 1,625,924 thousand at the end of 2004 and they will be sold back at the contracted price of NTD 1,626,517 thousand by April 12, 2005.

9. Loans – Net

	At the end of 2005	At the end of 2004
Short-term Loans	\$ 13,785,900	\$ 11,025,318
Short-term Secured Loans	22,107,526	16,448,670

	At the end of 2005	At the end of 2004
Middle-term Loans	24,832,047	18,723,710
Middle-term Secured Loans	17,152,646	14,840,669
Long-term Loans	7,963,932	3,813,404
Long-term Secured Loans	78,925,175	60,485,274
Collections	4,012,174	2,434,322
Export Negotiation	<u>35,831</u>	<u>52,225</u>
	168,815,231	127,823,592
Deduct: bad debt reserve	<u>2,161,016</u>	<u>1,419,000</u>
Total	\$ 166,654,215	\$ 126,404,592

The credit balances having stopped imposing interest on the internal accounts at end of 2005 and 2004 are NTD 4,012,174 thousand and NTD 2,434,322 thousand respectively. The interest revenues not listed into the internal accounts are NTD 95,500 thousand in 2005 and NTD 102,291 thousand in 2004.

Accounts and Changes of Bad Debt Reserve are as follows:

	2005		
	Risk of Uncollectable Specific Debt	Potential Risk of Combination of all debts	Total
Beginning balance of the year	\$ 1,406,405	\$ 12,595	\$ 1,419,000
Bad debt listed	154,154	143,131	297,285
Account listed after merging with Kao Shin Commercial Bank	855,429	-	855,429
Balanced loans	(963,325)	-	(963,325)
Collection of balanced loans	<u>552,627</u>	<u>-</u>	<u>552,627</u>
Ending balance of the year	\$ <u>2,005,290</u>	\$ <u>155,726</u>	\$ <u>2,161,016</u>

	2004		
	Risk of Uncollectable Specific Debt	Potential Risk of Combination of all debts	Total
Balance at the beginning of the year	\$ 569,759	\$ 564,898	\$ 1,134,657
Bad debt listed (recoverable)	609,010	(552,303)	56,707
Balanced loans	(445,898)	-	(445,898)
Collection of balanced loans	<u>673,534</u>	<u>-</u>	<u>673,534</u>
Balance at the end of the year	\$ <u>1,406,405</u>	\$ <u>12,595</u>	\$ <u>1,419,000</u>

10. Long-term Investment

	2005		2004	
	Amount	Shares %	Amount	Shares %
Pricing in equity approach – unlisted companies				
Sunny Securities Co., Ltd.	\$ 204,799	97.0	\$ 236,045	97.0
Bank Union Life Insurance Agency Corp., Ltd.	10,102	39.9	-	-
Bank Union Property Insurance Agency Corp., Ltd.	<u>1,558</u>	20.0	<u>1,321</u>	20.0
	<u>216,459</u>		<u>237,366</u>	
Pricing in Cost Approach				
Listed companies				
Taiwan Cooperative Bank	-	-	99,249	0.5

	2005		2004	
	Amount	Shares %	Amount	Shares %
Unlisted companies				
Financial Information Service Co., Ltd.	115,771	2.4	51,246	1.3
Debt Instruments Depository and Clearing Co., Taiwan	70,402	3.5	50,000	2.5
Taiwan Financial Asset Service Co.	50,000	2.9	50,000	2.9
Bank Union Life Insurance Agency Co., Ltd.	-	-	1,000	19.9
Taichung Precision Machinery Factory Co.	<u>-</u>	0.1	<u>-</u>	-
	<u>236,173</u>		<u>251,495</u>	
Other long-term investment				
Pan Hsin Special Stock				
Yuan HSiung Life Insurance Special stock	110,000		-	
	<u>100,000</u>		<u>-</u>	
	<u>210,000</u>			
Total	<u>\$ 662,632</u>		<u>\$ 488,861</u>	

The income derived from long-term equity investment listed on a basis of equity approach in 2005 and 2004 is calculated and listed in accordance with the financial statements of each invested company audited by CPAs.

The related information of long-term equity investment in costing approach is as follows:

	At the end of 2005	At the end of 2004
Listed companies – at market prices	\$ -	\$ 341,892
Unlisted companies – net value calculated in proportion of shareholdings (calculated based on the financial statements of the invested companies without being audited by CPAs.)	<u>269,896</u>	<u>182,216</u>
Total	<u>\$ 269,896</u>	<u>\$ 524,108</u>

The accumulated special shares invested in Pan Hsin Commercial Bank total 11,000 thousand shares. The issuance period lasts for 6 years. The stock interest rate is 4.5%. The shares will be bought back at the issuing price upon maturity. There is a total of 10,000 thousand of convertible special shares with registered right of Yuan Hsiung Life Insurance. The issuance period lasts for 3 years. The stock interest rate is 5%. The above shares of Yuan Hsiung Life Insurance shall be converted to common shares or called back at issuing price within three years after the issuance.

11. Fixed Assets

	At the end of 2005	At the end of 2004
Re-evaluated Increment:		
Land	\$ 161,211	\$ 161,211
Housing & architecture	<u>21,836</u>	<u>21,836</u>
	<u>\$ 183,047</u>	<u>\$ 183,047</u>
Accumulated depreciation:		
Housing & Architecture	\$ 589,159	\$ 535,967
Miscellaneous Facilities	<u>742,529</u>	<u>637,422</u>
	<u>\$ 1,331,688</u>	<u>\$ 1,173,389</u>

Sunny Bank Ltd. conducted re-evaluation on land respectively in 1982, 1991 and 1993 in accordance with related

regulations. We also conducted a re-valuation other than land in 1982.

12. Due to Other Banks

	At the end of 2005	At the end of 2004
Call loans from banks	\$ 2,600,100	\$ 2,876,849
Due to other banks	2,238,434	2,340,000
Total	<u>\$ 4,838,534</u>	<u>\$ 5,216,849</u>

13. Deposit and Remittance

	At the end of 2005	At the end of 2004
Savings deposit	\$ 145,974,246	\$ 99,193,213
Time deposit	44,020,931	39,166,406
Demand deposit	13,668,605	9,722,275
Check deposit	2,558,523	1,812,848
Treasury deposit	273,367	302,696
Remittance	<u>9,473</u>	<u>3,967</u>
Total	<u>\$ 206,505,145</u>	<u>\$ 150,201,405</u>

14. Financial Debentures

The face value interest rate of the subordinated debentures issued is 3.85% - 4.35%. The interest is paid every six months or annually and repaid total amount on maturity date. The issuance periods are from November 2002 to May 2008 and from December 2002 to December 2012 respectively.

15. Shareholders' Equity

The capital reserve generated from the disposal of assets premium cannot be used other than reimbursing loss in accordance with related regulations. The premium derived from issuing of stocks at a price exceeding face value and the capital reserve generated from donation can be appropriated to the account of capital and such increased new shares will be distributed to shareholders in proportion of shareholdings. The capital stock appropriated from capital reserve shall be at a limited ratio every year.

According to the articles of Sunny Bank Ltd., the annual surplus after final accounts shall reimburse previous loss first in addition to tax payable in accordance with related regulations and laws. Then 30% of the remained annual surplus will be appropriated to legal reserve when legal reserve does not reach the amount of total paid-in capital. Then Sunny Bank Ltd. will make special reserve or retain surplus based on our needs. The final remained surplus will be distributed as follows:

- (1) Rewards for Directors and Supervisors: 3%
- (2) Employee bonus: 3%
- (3) Stock dividends: 94%

When the previously mentioned legal reserve does not reach the amount of total capital, the maximum cash surplus distribution shall not exceed 15% of total capital.

The distribution of surplus shall be approved at the Shareholders' Meeting convened and listed into accounts the year after.

The distribution plan of surplus of Sunny Bank Ltd. is made by considering domestic and foreign financial and economic trends and future business projects by the Board of Directors. However, Sunny Bank Ltd. is undergoing a

growing period, the dividends shall be distributed in the form of stock dividends for the purpose of strengthening the capital structure.

The 2005 surplus distribution has not been decided by the Board of Directors by the date of auditing statement by CPAs. Please visit "Public Information Service" for related approval and details.

The 2004 and 2003 surplus distribution proposed by the Board of Directors and approved at the Shareholders' Meeting of Sunny Bank Ltd. in June 2005 and in May 2004 and the dividend per share are as follows:

	S u r p l u s D i s t r i b u t i o n		D i v i d e n d p e r s h a r e (N T D)	
	2004	2003	2004	2003
Legal reserve	\$ 313,553	\$ 268,299		
Rewards for Directors and Supervisors	21,983	9,427		
Employee stock bonus	21,983	18,856		
Stock dividends	<u>688,800</u>	<u>600,234</u>	\$ 0.84	\$ 0.85
	<u>\$ 1,046,319</u>	<u>\$ 896,816</u>		

If the rewards for directors and supervisors and employee bonus in 2004 and 2003 are listed into the accounts of expenses, the changes of dividend per share are as follows:

	2004	2003
(1)Original EPS after tax	<u>\$ 1.24</u>	<u>\$ 1.10</u>
(2)Assumed EPS after tax	<u>\$ 1.20</u>	<u>\$ 1.08</u>

According to the Corporate Laws, legal reserve shall be continuously appropriated until it reaches the amount of stock capital. Legal reserve can be used to reimburse loss. Half of the legal reserve while reaching 50% of the paid-in stock capital can be appropriated to stock capital.

While making surplus distribution before 1997 (included), our shareholders shall not have any tax deductions. While making surplus distribution after 1998 (included), the tax deductions for shareholders except those who are not the residents of R.O.C. can be calculated based on the rate of tax deduction on dividend distribution date.

16. Income Tax

	2005	2004
Income tax payable	\$172,977	\$299,885
Deferred income tax	(116,334)	(77,734)
Separation tax of short-term bills	57,167	36,893
Incremental tax of un-appropriated earnings	19,696	5,414
Adjustment of income tax of past years	<u>3,494</u>	<u>(5,458)</u>
Total	<u>\$ 137,000</u>	<u>\$ 259,000</u>

Net deferred income tax assets (listed into the accounts of miscellaneous assets) are as follows:

	At the end of 2005	At the end of 2004
Bad debt exceeding upper limit	\$ 223,957	\$ 112,010
Others	<u>17,552</u>	<u>13,165</u>
Total	<u>\$ 241,509</u>	<u>\$ 125,175</u>

The rate of deferred income tax adopted by Sunny Bank Ltd. is 25%.

The balances of shareholders' Imputation Credit Account are NTD 201,854 thousand and NTD 117,118 thousand

at the end of 2005 and 2004 respectively.

The tax deductible rates for surplus distribution are 30.74% estimated in 2005 and 33.38% in 2004.

The tax imputation credit account distributed to our shareholders are calculated on a basis of Imputation Credit Account Balance on the surplus distribution date. Therefore, the 2005 estimated tax deductible rate may be different from the numbers of various tax credits calculated according to the income tax law and may need to adjust.

The unappropriated surplus before 1997 (included) separately listed in 2005 and 2004 accounts are of the same. That is NTD 11 thousand.

The income tax applications by 2002 made by Sunny Bank Ltd. have been reviewed and approved by the taxation office. In 2003 and 2004 income tax applications, tax credit derived from medium interest of bonds is NTD 2,536 thousand. The tax credit derived from medium interest of bonds which have not been declared totals NTD 1,304 thousand in 2005.

17. Expenses for Employment, Depreciation and Amortization

	2005	2004
Employment		
Salary	\$ 1,016,222	\$ 938,916
Bonuses	384,823	413,775
Pension	81,566	71,840
Employee insurance	98,310	91,064
Other expenses	45,213	41,939
	<u>\$ 1,626,134</u>	<u>\$ 1,557,534</u>
Depreciation	<u>\$ 171,862</u>	<u>\$ 171,890</u>
Amortization	<u>\$ 84,780</u>	<u>\$ 82,411</u>

18. EPS

The numerators and denominators for calculating EPS are as follows:

	Amount (numerator)		Thousand S h a r e s denominator	E P S (N T D)	
	Before tax	After tax		Before tax	After tax
<u>2005</u>					
EPS	<u>\$ 790,993</u>	<u>\$ 653,993</u>	<u>907,782</u>	<u>\$ 0.87</u>	<u>\$ 0.72</u>
<u>2004</u>					
EPS	<u>\$ 1,304,178</u>	<u>\$ 1,045,178</u>	<u>843,473</u>	<u>\$ 1.55</u>	<u>\$ 1.24</u>

The influence of free stock distribution has been listed for retroactive adjustment while calculating EPS. The EPS before tax and after tax in 2004 respectively decreases from NTD 1.69 and NTD 1.35 to NTD 1.55 and NTD 1.24 due to retroactive adjustment.

19. Pension

Regulations relating to retirement are set for formal employees. The pension for retired employees will be paid on a basis of years of employment and the average monthly salary in the lastest six months before retirement.

3.76% of monthly salary of an employee is appropriated as pension reserve. Such reserve will be handed to our Pension Reserve Supervisory Committee and deposited at Central Trust of China under the name of this Committee.

The employee retirement regulations stipulated by Sunny Bank Ltd. in accordance with "Labor Standards Law"

represent confirmed payment of pension. "Employee Pension Regulations" has been executed since July 1, 2005. Employees may continue choosing the pension regulations indicated in "Labor Standards Law" or choose the pension system indicated in "Employee Pension Regulations" and maintain the years of employment accepted by the Regulations. In addition, Sunny Bank Ltd. appropriates the amount of 6% of monthly salary of an employee into the personal pension account starting from July 1, 2005 in accordance with the pension regulations stipulated in "Employee pension Regulations", which is the confirmed appropriated pension. The pension cost listed in 2005 by Sunny Bank Ltd. is NTD 25,548 thousand.

The related information on the pension of Sunny Bank Ltd. is as follows:

(1) Net pension cost:

	2005	2004
Service cost	\$ 53,936	\$ 69,897
Interest cost	20,051	17,015
Expected return of pension assets	(17,374)	(14,642)
Amortization	<u>(595)</u>	<u>(430)</u>
Net pension cost	<u>\$ 56,018</u>	<u>\$ 71,840</u>

(2) Adjustment of Pension Appropriation and Accounts of Balance Sheet:

	2005	2004
Payment obligations		
Vested benefit obligation	\$ 247,186	\$ 109,976
Non-vested benefit obligation	<u>499,103</u>	<u>293,196</u>
Accumulative obligation	746,289	403,172
Effect of future increased salary	<u>292,514</u>	<u>176,446</u>
Expected obligation	1,038,803	579,618
Fair market price of pension	<u>(573,693)</u>	<u>(470,603)</u>
Appropriation	465,110	109,015
Unlisted temporary net payment assets	67,208	72,009
Unlisted pension balance	<u>(260,032)</u>	<u>(154,695)</u>
Pension liabilities accountable (listed into the accounts of other liabilities)	<u>\$ 272,286</u>	<u>\$ 26,329</u>

(3) Vested payment according to employee retirement regulations

	<u>\$ 313,170</u>	<u>\$ 141,445</u>
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(4) Presumption of payment of pension

Discount rate	3%	3.5%
Increase rate of future salary	2.5%	2.5%
Expected return on investment of retirement fund assets	3%	3.5%

(5) Appropriation and payment of Pension reserve

	2005	2004
Appropriation	\$ 72,310	\$ 63,434
Payment	\$ 41,865	\$ -

20. Related party transactions

(1) Summary of Significant Related Party Transactions are as follows:

Name of Person interested	Relation
Sunny Securities Co., Ltd.	Subsidiary
Bank Union Property Insurance Agency Co., Ltd.	Invested company at pricing by equity approach
Bank Union Life Insurance Agency Co., Ltd.	Invested company at pricing by equity approach
Other Parties	Directors, supervisors, managers, within 2 nd degree relatives of the Chairman and General Managers of Sunny Bank Ltd.

(2) Significant Related Party Transactions

a. Loans

	At the end of 2005			At the end of 2004		
	Balance	Percentage of the account (%)	Annual interest rate (%)	Balance	Percentage of the account (%)	Annual interest rate (%)
Other parties	<u>\$1,228,672</u>	<u>0.73</u>	1.98 ~ 11.7	<u>\$782,910</u>	<u>0.61</u>	1.7 ~ 4.03

In accordance with Articles 32 and 33 of Banking Law, all credit authorization shall be with guarantee except consumers' loans within limit quota and government loans. Guarantee shall be sufficient to obtain guarantee credit authorization.

b. Deposit

	At the end of 2005			At the end of 2004		
	Balance	Percentage of the account (%)	Annual interest rate (%)	Balance	Percentage of the account (%)	Annual interest rate (%)
Other parties	\$ 690,126	0.33	0 ~ 9	\$ 446,324	0.3	0 ~ 9
Bank Union Life Insurance Agency Co., Ltd.	10,696	0.01	0.2	27,172	0.02	0.2
Sunny Securities Co., Ltd.	4,843	-	0.2	575	-	0.2
Bank Union Property Insurance Agency Co., Ltd.	3,555	-	0.2	1,436	-	0.2
Total	<u>\$709,220</u>	<u>0.34</u>		<u>\$475,507</u>	<u>0.32</u>	

c. Interest Revenue

	2005		2004	
	Amount	Percentage of the account (%)	Amount	Percentage of the account (%)
Other parties	<u>\$23,446</u>	<u>0.41</u>	<u>\$28,397</u>	<u>0.56</u>

d. Brokerage commissions (listed into deduction of marketable bills and securities-net)

	2005		2004	
	Amount	Percentage of the account (%)	Amount	Percentage of the account (%)
Sunny Securities Co., Ltd.	<u>\$10,954</u>	<u>3.12</u>	<u>\$12,003</u>	<u>4.61</u>

e. Interest Expense

	2005		2004	
	Amount	Percentage of the account (%)	Amount	Percentage of the account (%)
Other parties	\$ 6,611	0.29	\$ 5,594	0.31
Others	78	-	72	-
Total	<u>\$6,689</u>	<u>0.29</u>	<u>\$5,666</u>	<u>0.31</u>

f. Lease

Sunny Bank Ltd. signed a lease contract with Sunny Securities Co., Ltd. to rent a place for business operations. The lease will expire at the end of 2007. The deposits for the lease are NTD 800 thousand in 2005 and 2004. The rental is paid monthly. The rental incomes are NTD 9,600 thousand in 2005 and NTD 9,688 thousand in 2004.

The conditions for transactions between our Bank and related parties are the same as others except employees' receiving preferential interest rates of loans and deposits within certain limits.

21. Mortgage Assets

The assets offered as guarantees by our Bank are as follows:

	At the end of 2005	At the end of 2004
Marketable Bills and Securities	\$ 2,116,000	\$ 2,045,000
Miscellaneous Assets -Refundable deposit	260,955	143,667
- Mortgage C/D	<u>100,000</u>	<u>100,000</u>
Total	<u>\$ 2,476,955</u>	<u>\$ 2,288,667</u>

The above-mentioned assets are offered and deposited at the court as the deposit for performing provisional seizure against obligors, deposit for lease, reserve for credit card payment, compensation reserve required by the Trust Department, savings deposit of bill providers and guarantees for interbank remittance system. In addition, negotiable C/Ds (listed into the accounts of marketable bills and securities) are also provided as guarantee against daily overdraw for interbank real-time total clearing mechanism. The quota for such guarantee is subject to change from time to time and the quota remained at the end of the day can be taken as liquidity reserves.

22. Important Promises and Contingency

- (1) Lease contract: the lease of places for each operating unit will expire by April 2010. The refundable deposit totals NTD 127,387 thousand. The rental totals NTD 38,068 thousand in 2005. The contracted rental payable in the next five years is as follows:

Year	Amount
2006	\$ 40,840
2007	31,829
2008	25,129
2009	19,103
2010	1,671

- (2) Trust Assets Liabilities and Properties Index

Trust Balance Sheet

December 31, 2005

T r u s t A s s e t s		T r u s t L i a b i l i t i e s	
Bank deposit	\$ 54,458	Trust capital –	
Short-term investment		Money Trust	\$ 8,042,281
Fund investment	5,481,936	Real Estate Trust	<u>302,214</u>
Bond investment	2,505,887		
Real estate - land	<u>302,214</u>		
	<u>\$ 8,344,495</u>		<u>\$ 8,344,495</u>

Trust Properties Index

December 31, 2005

I t e m s I n v e s t e d	A m o u n t l i s t e d	
Bank deposit		
Other money trust – demand deposit	\$ 8,688	
– time deposit	<u>45,770</u>	\$ 54,458
Short-term investment		
Fund investment – trust in NTD	4,434,824	
- trust in foreign currency	1,047,112	
Bond investment – trust in NTD	285,728	
- trust in foreign currency	<u>2,220,159</u>	7,987,823
Real estate - land		<u>302,214</u>
		<u>\$ 8,344,495</u>

23. Maturity Analysis of Assets and Liabilities

The maturity period for assets and liabilities of our Bank is on a basis of the remaining period from the balance sheet date to the expiry date. Assets and liabilities having contracted expiry dates will be analyzed on a basis of the contracted expiry date. Assets and liabilities without contracted expiry dates will be analyzed on a basis of the expected dates of asset realization or debt redemption.

	At the end of 2005			
	Within 1 year	Over 1 year to 7 years	Over 7 years	Total
Assets				
Cash	\$ 5,549,431	\$ -	\$ -	\$ 5,549,431
Due from Central Bank and other Banks	11,265,741	-	-	11,265,741
Marketable bills and securities	34,398,840	-	-	34,398,840
Total accounts receivable	5,123,614	-	-	5,123,614
Total amount of loans	<u>43,105,995</u>	<u>39,109,119</u>	<u>86,600,117</u>	<u>168,815,231</u>
	<u>\$ 99,443,621</u>	<u>\$ 39,109,119</u>	<u>\$ 86,600,117</u>	<u>\$ 225,152,857</u>
Liabilities				
Liabilities with callable bonds and bills	\$ 5,774,401	\$ -	\$ -	\$ 5,774,401
Due to other banks	4,838,534	-	-	4,838,534
Accounts payable	3,332,396	-	-	3,332,396
Deposit and remittance	198,774,052	7,731,093	-	206,505,145
Financial debentures	-	<u>2,000,000</u>	-	<u>2,000,000</u>
	<u>\$ 212,719,383</u>	<u>\$ 9,731,093</u>	<u>\$ -</u>	<u>\$ 222,450,476</u>

At the end of 2004			
Within 1 year	Over 1 year to 7 years	Over 7 years	Total

	At the end of 2004			
	Within 1 year	Over 1 year to 7 years	Over 7 years	Total
Assets				
Cash	\$ 2,762,182	\$ -	\$ -	\$ 2,762,182
Due from Central Bank and other Banks	7,093,736	-	-	7,093,736
Marketable bills and securities	21,181,880	-	-	21,181,880
Total accounts receivable	4,745,620	-	-	4,745,620
Investment with puttable	1,625,924	-	-	1,625,924
Total amount of loans	<u>32,740,622</u>	<u>31,321,857</u>	<u>63,761,113</u>	<u>127,823,592</u>
	<u>\$ 70,149,964</u>	<u>\$ 31,321,857</u>	<u>\$ 63,761,113</u>	<u>\$ 165,232,934</u>
Liabilities				
Liabilities with callable bonds and bills	\$ 4,107,736	\$ -	\$ -	\$ 4,107,736
Due to other banks	5,216,849	-	-	5,216,849
Accounts payable	1,689,740	-	-	1,689,740
Deposit and remittance	143,600,697	6,600,708	-	150,201,405
Financial debentures	-	1,000,000	-	1,000,000
	<u>\$ 154,615,022</u>	<u>\$ 7,600,708</u>	<u>\$ -</u>	<u>\$ 162,215,730</u>

24. Information on Financial Instruments

(1) Derivative Financial Instruments

Our purpose of being engaged in derivative financial instruments such as foreign exchange swaps and forward exchange contracts is to meet customers' requirements for transactions, balance the accounts of our Bank and support capital in various foreign currencies. The assets exchange contract for non-transaction purpose is to avoid risk arising from interest rate of foreign currency assets.

The contract amounts (notional principal), credit risks and fair values of derivative financial instrument expiring at the end of 2005 and 2004 are as follows:

Financial Commodities	At the end of 2005			At the end of 2004		
	Contract Amount (notional principal)	Credit Risk	Fair Value	Contract Amount (notional principal)	Credit Risk	Fair Value
Forward Exchange Contract	\$103,042	\$ 3,154	\$ 3,154	\$191,700	\$ -	(\$ 1,371)
Foreign Exchange Swap Contract	-	-	-	470,278	2,977	2,621

Purpose of non-transaction	At the end of 2005			At the end of 2004		
	Contract Amount (notional principal)	Credit Risk	Fair Value	Contract Amount (notional principal)	Credit Risk	Fair Value
Assets Exchange Contract	131,440	-	(99)	-	-	-

Credit risk denotes the risk of non-performance by the relative person engaged in transactions. The above credit risk is a plus total of fair value on balance sheet date balanced with total contracted net settlement. In case the person engaged in the transactions breaches the contract, loss will occur to us. The above listed relative persons engaged in transactions are financial institutions with good reputation and moreover we transact with many financial institutions to decentralize risk. In addition, the bonds with good credit are selected for the transactions of assets exchange therefore we presume that the possibility of non-performance of the relative persons engaged in such transactions is low. It is expected that there is no major credit risk generating.

The exchange rates and quotation for foreign exchange are shown based on the Reuters quotation system. The fair value for an individual contract is calculated based on that system.

Regarding the transactions of derivative financial instrument, the notional principal is usually adopted as the basis for calculating the accounts payable and receivable between the two parties. Therefore, the notional principal does not equal to the accounts practically paid nor does it the cash requirements by our Bank. The principal held by our Bank is used to balance the requirements of exchange capital at various lengths of periods. Therefore, no great cash requirement would occur when those contracts expire.

The interest revenues and expenses derived from derivative financial instrument in 2005 and 2004 are listed as follows:

	2005	2004
Interest revenues	\$ 7,431	\$ 14,706
Interest expenses	208	192

(2) Non-derivative financial instrument

	At the end of 2005		At the end of 2004	
	Face Value	Fair Value	Face Value	Fair Value
Assets				
Financial assets having a fair value equivalent to face value	\$ 188,630,711	\$ 188,630,711	\$ 142,664,626	\$ 142,664,626
Marketable bills and securities	34,398,840	34,494,562	21,181,880	21,262,402
Long-term investment	662,632	696,355	488,861	761,474
Liabilities				
Financial liabilities having a fair value equivalent to face value	220,549,568	220,549,568	161,294,567	161,294,567
Financial debentures	2,000,000	2,000,000	1,000,000	1,000,000

The methods and presumptions for estimating the fair values of financial products by our Bank are as follows:

- a. The fair values of short-term financial products are calculated at the face value shown on the Balance Sheet. It is because that the expiry dates and expected disposal dates of such financial products are close to each other and such face values should be a reasonable basis for calculating fair values. This method is applied to cash, due from Central Bank and other banks, accounts receivable, investment with puttable bonds and bills, mortgage C/D, refundable deposit, liabilities with callable bonds and bills, due to other banks, accounts payable as well as received deposits.
- b. In case there are market prices for marketable bills and securities and long-term investment, then such market prices shall be taken as fair values. If there is no market value for reference, then the fair value will be estimated with book value or net equity value.
- c. Loans, deposits and remittance are financial assets and liabilities with interests which are calculated at fluctuating interest rates. The contracted interest rates are not far different from current market interest rates therefore the face value will be regarded as its fair value.

d. The fair values of financial debentures are calculated at the discount value of expected cash flow. The discount rate is on a basis of a bond interest rate (with similar conditions like expiry date) which Sunny Bank Ltd. can obtain.

Since it is not necessary to list the fair values for part of our financial products and non-financial products, the above listed total fair value does not represent the total value of Sunny Bank Ltd.

(3) Financial products with credit risk other than those indicated in the Balance Sheet

A great amount of credit occurs due to the operations of loans and credit cards services. Most of the credit last for one year. The interest rate of loans ranges from 0% to 19.3% in 2005 and from 0% to 18.88% in 2004. The highest average interest rate for credit card reaches up to 19.71% and 18.25%. Sunny Bank Ltd. also offers guarantee for customer performance to the third party. The foresaid guarantee agreement usually lasts for one year. The maturity dates for the guarantee agreements vary from each other.

The contract amounts of financial products with credit risk other than those indicated in the Balance Sheet are as follows:

	At the end of 2005		At the end of 2004	
Loan commitment	\$	6,528,677	\$	7,607,408
Guarantee and L/C		4,510,040		4,872,677
Credit card commitment		15,055,580		12,624,706

The full payment for related financial products will not be made by the expiry date. Therefore, the contract amounts do not represent future cash outflow. That means, future cash requirement will be lower than contract amounts. In case the credit quota runs up or other guarantees totally lose their values, the maximum loss occurs when the credit risk amount equals to contract amounts.

Strict credit evaluation will be conducted while offering loans, guarantees and L/C by our Bank. We will request specific customers to provide proper guarantees before we appropriate the approved loans to them. The ratios of loans with guarantees to total loans are 71.69% in 2005 and 73.16% in 2004. The guaranty against loans, guarantee and master L/C usually requested could be real estate, C/D, current securities or other properties. When customers breach the agreement, our Bank will force to execute its obligations on such guaranty.

No guaranty is required for using credit cards. Periodical evaluation on the credit of card holders will be conducted. Credit quota will be adjusted if necessary.

(4) Over Centralization of Credit Risk

When the transactions of financial products concentrate on a certain person, or many persons yet engaged in similar commercial business having similar economic characteristics, or persons being similarly influenced by economic or other conditions, there are over centralized credit risks. Our Bank does not centralized our transactions on a single customer or single relative person. The information of over centralization of credit risk which accounts for at least 10% of credit balance of our Bank are as follows:

	At the end of 2005		At the end of 2004	
	Amount	%	Amount	%
Manufacturing Industry	\$ 18,050,418	11	\$ 13,002,227	10

25. Risk Management Policies and Practices and Major Risks

(1) Credit Risk

a. Loan Assets Quality

Unit: Thousand NTD

Item	Year	
	At the end of 2005	At the end of 2004
Non-performing loans (including collections)	\$ 5,210,284	\$ 2,558,298
Collection accounts	4,012,174	2,434,322
Non-performing loan ratio	3.09%	2.00%
Loans for observation	-	812,808
Ratio of loans for observation to total loans	-	0.64%
Loss reserve for listed loans and collection accounts	2,161,016	1,419,000
Loans write-offs	963,325	445,898

b. Credit Risk Centralization

Unit: Thousand NTD, %

Item	Year			
	At the end of 2005		At the end of 2004	
Loans to related parties	\$ 2,607,587		\$ 2,317,633	
Ratio of loans to related parties	1.51		1.76	
Ratio of loans secured by stocks	0.98		0.84	
Centralization of Specific Industries (credit quota accounting for the top 3 of total credit)	I n d u s t r y	R a t i o	I n d u s t r y	R a t i o
	Manufacturing	11	Manufacturing	10
	Wholesale & retail	7	Wholesale & retail	7
	Construction	6	Construction	3

c. Please refer to Note 2 for Policies of Listing Loss Arising from Loans

d. Please refer to Note 24 for the information on over credit risk centralization other than the items indicated in Balance Sheet.

(2) Market Risk

a. Average values of assets and liabilities generating interest and current average interest rates

	2005		2004	
	Average Value	Average Interest Rate%	Average Value	Average Interest Rate%
Assets				
Cash-due from other banks	\$ 805,482	0.80	\$ 428,449	0.39
Due from Central Bank and other Banks	8,128,371	1.56	6,155,464	1.23

	2005		2004	
	Average Value	Average Interest Rate%	Average Value	Average Interest Rate%
Marketable bills & securities	24,409,034	1.53	16,019,535	1.67
Accounts receivable	4,117,173	11.82	3,359,409	12.61
Investment with puttable bonds & bills	1,034,762	0.97	1,525,449	0.91
Loans	133,514,803	3.73	121,238,162	3.71
Liabilities				
Liabilities with callable bonds and bills	4,487,359	1.08	3,153,171	0.82
Due to other banks	5,313,883	1.28	6,299,272	0.94
Demand deposit	9,761,507	0.25	8,405,868	0.21
Demand saving deposit	39,198,922	0.66	34,812,102	0.66
Time deposit	29,329,273	1.59	32,320,211	1.13
Time saving deposit	72,540,455	1.70	62,339,135	1.54
Treasury deposit	255,611	0.72	287,602	0.59
Negotiable C/D	9,372,481	1.42	6,070,201	1.25
Financial debentures	1,097,222	3.89	1,000,000	3.85

The above average value is calculated on a basis of daily average values of assets and liabilities generating interests.

b. Interest Rate Sensitivity

	At the end of 2005	At the end of 2004
Interest Rate Sensitivity Assets – Liabilities Ratio(%)	89.56	85.19
Interest Rate Sensitivity Gap – Net Value Ratio (%)	(163.16)	(193.67)

c. Major Foreign Currency Net Positions

December 31, 2005			December 31, 2004		
Foreign Currency	Converted to NTD		Foreign Currency	Converted to NTD	
USD	24,514	\$ 805,537	USD	22,897	\$ 727,404
JPY	49,031	13,660	EURO	456	19,698
HKD	2,383	10,101	GBP	140	8,560
AUD	343	8,236	JPY	26,503	8,192
NZD	366	8,211	AUD	307	7,613

(3) Liquidity Risk

a. Profitability

Item	Year	2005	2004
ROA (%)		0.39	0.80
ROE (%)		6.83	13.74
Net Profit Ratio (%)		9.36	17.10

Note: the above values except net profit ratio are calculated at net profit before tax.

b. Analysis on Maturity of Assets and Liabilities

December 31, 2005

	Total	Amount in the remaining period to Maturity				
		0 - 30 days	31 - 90 days	91 - 180 days	181days - 1 year	Over 1 year
Assets	\$ 249,861,000	\$ 57,628,000	\$ 8,047,000	\$ 9,137,000	\$ 15,686,000	\$ 159,363,000
Liabilities	250,228,000	37,760,000	14,596,000	40,000,000	59,386,000	98,486,000
Gap	(367,000)	19,868,000	(6,549,000)	(30,863,000)	(43,700,000)	60,877,000
Accumulated Gap	(367,000)	19,868,000	13,319,000	(17,544,000)	(61,244,000)	(367,000)

December 31, 2004

	Total	Amount in the remaining period to Maturity				
		0 - 30 days	31 - 90 days	91 - 180 days	181days - 1 year	Over 1 year
Assets	\$170,590,000	\$23,438,000	\$ 8,738,000	\$ 10,666,000	\$ 10,584,000	\$ 117,164,000
Liabilities	170,662,000	68,797,000	9,384,000	23,198,000	41,508,000	27,775,000
Gap	(72,000)	(45,359,000)	(646,000)	(12,532,000)	(30,924,000)	89,389,000
Accumulated Gap	(72,000)	(45,359,000)	(46,005,000)	(58,537,000)	(89,461,000)	(72,000)

Note: this list only includes the amounts in NTD (exclusive of foreign currency) in the head office and domestic branches.

(4) Operating Risk and Legal Risk

Special Events

December 31, 2005

	C a s e & A m o u n t
The person in charge or employee prosecuted by a prosecutor due to violation of laws in relating to business within the recent year	non
Fined by the Ministry of Finance due to violation against Banking Law within the recent year	non
Strictly corrected by the Ministry of Finance due to defaults within the recent year	non
An annual loss exceeding NTD 50 million due to employee cheating, major accident or not following the "Precautions of Safety and Protection of Financial Institutions".	non
Others	omitted

26. Capital Adequacy

According to the Banking Law and other related regulations, the basel capital-risky assets ratio of a bank shall not be lower than 8% so as to maintain a healthy foundation of banks. The central management institutions are entitled to limit surplus distribution of a bank in case such ratio is lower than that specified.

Item	Year	At the end of 2005	At the end of 2004
	BISI Ratio (%)		8.49	9.32
Liabilities – Net Value Ratio (%)		1,731.19	1,583.65

27. Transactions made by related parties including borrowers, guarantors and guaranty provider

T y p e	N u m b e r	Total Amount at the End of the year	Evaluation on Loss
Loans for Consumers	422	\$ 69,748	-
Housing Loans for Employees	185	421,370	-
Other related parties as borrowers	412	2,345,795	-
Related parties as guarantors	393	2,334,557	-
Related parties as guaranty provider	434	2,393,475	-

28. Descriptions of Other Items

No other descriptions other than Note 1 and the Attachments.

29. Financial Information by Department

(1) Industrial Information

The business which Sunny Bank Ltd. operates belongs to single industry in accordance with the Banking Law.

(2) Regional Information

Sunny Bank Ltd. do not set foreign operation department by the end of 2005.

(3) Exporting Information

Sunny Bank Ltd. do not have exporting income by the end of 2005.

(4) Significant Customer Information

Sunny Bank Ltd. do not have revenues exceeding 10% of operating revenues from one signal customer.

ATTACHMENT

Sunny Bank Ltd.

Information of Invested Companies with Major Influence and Control

2005

Unit: Thousand NTD

Investor	Investee	Location	Business	Primitive Amount of Investment		Shareholding at the end of the year			Annual Balance of Investee	Listed Annual Balance	Remark
				End of Year	Beginning of Year	Shares (thousand)	Rate (%)	Par Value			

Sunny Bank Ltd.	Sunny Securities Co., Ltd.	Taipei	securities investment	\$276,274	\$276,274	29,300	97.0	\$204,799	(\$14,087)	(\$31,246)(Note)	subsidiary
	Bank Union Life Insurance Agency Co., Ltd.	Taipei	Life insurance agency	6,000	1,000	600	39.9	10,102	6,338	250	invested company pricing by equity approach
	Bank Union Property Insurance Agency Co., Ltd.	Taipei	Property insurance agency	1,000	1,000	121	20.0	1,558	1,186	237	invested company pricing by equity approach

Note: including investment loss at NTD 13,667 thousand, the amortization of the difference between investment cost and net equity at NTD 1,579 thousand and impairment loss of assets listed at NTD 16,000 thousand in accordance with No. 35 "Accounting Management Principles of Assets Impairment Loss" of Financial & Account Principles Gazette.

G. Consolidated financial statements of parent-subsidary companies audited by CPAs

Auditing Report by CPAs

To: Sunny Bank Ltd.

The Consolidated Balance Sheet dated December 31, 2005, Consolidated Income Statement, Consolidated Statement of Changes in Equity and Consolidated Cash Flow Statement from Jan. 1 to Dec. 31, 2005 submitted by Sunny Bank Ltd. and its subsidiaries have been audited and certified by us. The above financial statements are made and edited by the management of Sunny Bank Ltd. We are in charge of stating our opinions toward the above listed consolidated financial statements based on auditing results.

The auditing process was planned and conducted according to the regulations on auditing and certification of the financial statements of the financial industry by CPAs and general auditing standards so as to ensure if there is any dishonest statement of the consolidated financial statements in a reasonable manner. The auditing process includes spot-check of the amounts listed in the consolidated financial statements and disclosure of auditing evidence. In addition, the accounting principles adopted by the consolidated financial statements and major accounting estimations made by the management as well as the overall expression of the consolidated financial statements are evaluated. It is believed that such auditing process can provide reasonable evidence for the opinions expressed.

In our opinion, in the major aspects of the consolidated financial statements listed in the first paragraph are made in accordance with the "Guidelines Governing Preparation of Financial Reports by Public Banks" and generally recognized

accounting principles, which shall adequately state the consolidated financial conditions on Dec. 31, 2005 and the consolidated operating results and cash flow from Jan. 1 to Dec. 31, 2005 of Sunny Bank Ltd. and its subsidiaries.

As described in Note 1 of the Consolidated Financial Statement, Sunny Bank Ltd. acquired and merged Kao Shin Commercial Bank on November 26, 2005. As described in Note 3 of the Consolidated Financial Statement, Sunny Bank Ltd. and its subsidiaries have started adopting No. 35 "Accounting Managing Principles of Impairment Loss of Assets" of the Financial & Accounting Principles Gazette since 2005.

The revised regulations requesting to include the financial statements in relating to the subsidiaries specified in No. 7 "Consolidated Financial Statement" of the Financial & Accounting Principles Gazette shall be applied to the consolidated financial statement submitted by Sunny Bank Ltd. and its subsidiaries starting from 2005. In addition, the first publication of the Consolidated Financial Statement starting from 2005 may be made in the form of a single period according to the regulations specified by the Financial Supervision Commission, Executive Yuan.

Deloitte & Touche

Accountant Denny Kuo 郭政弘

Approved doc. No. Tai Tsai Cheng(6) 0920123784 by
the Security and Futures Exchange
Committee, Ministry of Finance

Date: January 26, 2006

Accountant Eddie Shao 邵志明

Approved doc. No. Tai Tsai Cheng(6) 0930128050 by
the Security and Futures Exchange
committee, Ministry of Finance

Sunny Bank Ltd. and its Subsidiaries

Consolidated Balance Sheet

December 31, 2005

Unit: Thousand NTD, (EPS: NTD)

Assets		Amount	%
1100	Cash (Note 4)	\$ 5,573,087	2
1110	Due from Central Bank and other banks (Note 5)	11,265,741	5
1130	Marketable bills and securities (Notes 2, 6 & 20)	34,422,467	15
1140	Accounts receivable – net amount (Notes 2 & 7)	4,810,451	2
1250	Advanced accounts	41,507	-
1300	Loans –net (Notes 2, 8 & 19)	166,654,215	71
	Long-term investment (Notes 2 & 9)		

144101	Long-term investment in equity approach	11,660	-
144102	Long-term investment in cost approach	236,173	-
1426	Other long-term investment	<u>210,000</u>	<u>-</u>
14XX	Total of long-term investment	<u>457,833</u>	<u>-</u>
	Fixed Assets (Notes 2 ,3& 10)		
	Cost		
1501	Land	6,856,984	3
1521	Architecture and Improvement	2,862,446	1
1551	Miscellaneous Facilities	<u>1,093,716</u>	<u>1</u>
15X1	Total of cost	10,813,146	5
15X8	Re-evaluation of increment	<u>183,047</u>	<u>-</u>
15XY	Cost & re-evaluation of increment	10,996,193	5
15X2	Deductions: accumulative depreciation	<u>1,385,896</u>	<u>1</u>
		9,610,297	4
1570	Unfinished construction and pre-paid facilities accounts	<u>78,796</u>	<u>-</u>
		<u>9,689,093</u>	<u>4</u>
1599	Deductions:accumulative impairment losses	<u>15,121</u>	
15XX	Net amount of fixed assets	<u>9,673,972</u>	
1820	Miscellaneous assets(Notes1, 2, 3, 15 & 20)	<u>3,492,035</u>	<u>1</u>
1XXX	Grand total of Assets	<u>\$ 236,391,308</u>	<u>100</u>

(following the next page)

(adherent to the previous page)

Liabilities and Shareholders' Equity		Amount	%
Liabilities			
2105	Callable bonds and securities liabilities (Notes 2 & 6)	\$ 5,774,401	3
2120	Due to Central Bank and other banks (Note 11)	4,838,534	2
2140	Accounts payable	3,344,800	2
2250	Advance accounts	179,824	-
23XX	Deposit and remittance (Notes 12 & 19)	206,500,302	87
2370	Financial bonds (Note 13)	2,000,000	1
2515	Accrued land value increment tax (Note 2)	344,749	-
28XX	Other liabilities (Notes 2 & 18)	495,454	-
2XXX	Total liabilities	<u>223,478,064</u>	<u>95</u>
Shareholders' Equity			
Shareholders' equity of Mother Company			
3101	Common Shares- NTD 10 face value		
	Registered shares: 1,200,000 thousand ;		
	Issued shares: 1,091,526 thousand	<u>10,915,265</u>	<u>4</u>
Capital Reserve			
3201	Share premium	3,646	-
3202	Revenue of assets premium disposal	3,081	-
3206	Others	4,501	-
3200	Total capital reserve	<u>11,228</u>	<u>-</u>
Retained earnings			
3301	Legal reserve	1,323,310	1
3310	In-appropriated earnings	656,695	-
33XX	Total retained earnings	<u>1,980,005</u>	<u>1</u>
	Total shareholders' equity of Mother Company	<u>12,906,498</u>	<u>5</u>
3610	Minor Equity	6,746	-
3XXX	Total of shareholders' equity	<u>12,913,244</u>	<u>5</u>
	Grand total of liabilities and shareholders' equity	<u>\$ 236,391,308</u>	<u>100</u>

Accompanying notes are an integral part of consolidated financial statement.

(Please refer to Deloitte & Touche report dated Jan. 26, 2006)

Chairman: 陳勝宏

Manager: 胡決陽

Chief Accountant: 郭志鴻

Sunny Bank Ltd. and its Subsidiaries

Consolidated Income Statement

From January 1, to December 31, 2005

Unit: Thousand NTD, EPS: NTD

		2005	
		Amount	%
Operating Revenues			
4501	Interest revenues (Notes 2 & 19)	\$ 5,690,135	81
4516	Commission revenues (Notes 2 & 19)	731,856	10
4531	Net profit of bills and securities transactions	363,568	5
4532	Net profit of disposal of long-term equity investment	183,966	3
4609	Others(Notes 2 & 9)	99,258	1
4100	Total operating revenues	<u>7,069,270</u>	<u>100</u>
Operating costs and expenses			
5501	Interest expenses (Note 19)	2,300,432	33
5516	Commission expenses	167,103	2
5535	Provisions for loans losses	1,061,814	15
5800	Operating expenses (Note 16)	2,695,074	38
5000	Total operating costs and expenses	<u>6,224,423</u>	<u>88</u>
6100	Operating profit	<u>844,847</u>	<u>12</u>
Non-operating revenues and profits			
4903	Rental revenues	17,752	-
4929	Others	22,648	-
4999	Total non-operating revenues and profits	<u>40,400</u>	<u>-</u>
Non-operating expenses and losses			
5927	Impairment Loss of Assets (Note 3)	86,635	1
5929	Others	8,225	-
5999	Total non-operating expenses and losses	<u>94,860</u>	<u>1</u>
6300	Net profit before tax	790,387	11
6400	Income tax (Notes 2 & 15)	136,814	2
6900	Total Net Consolidated Profit	<u>\$ 653,573</u>	<u>9</u>
Belongs to:			
6901	Shareholders of Mother company	\$ 653,993	9
6902	Minor Equity	(420)	-
	Total	<u>\$ 653,573</u>	<u>9</u>
7000	EPS (Note 17)	Pre-tax	After-tax
	Basic EPS	<u>\$ 0.87</u>	<u>\$ 0.72</u>

Accompanying notes are an integral part of the consolidated financial statement.

(Please refer to Deloitte & Touche report dated Jan. 26, 2006)

Chairman: 陳勝宏

Manager: 胡決陽

Chief Accountant: 郭志鴻

Sunny Bank Ltd. and its Subsidiaries
Consolidated Statement of Changes in Equity

From January 1, to December 31, 2005

Unit: Thousand NTD

	Common Capital Stock		Capital Reserve (Note 14)				Retained Earnings (Note 14)			Minor Equity	Equity
	No. of Shares (thousand)	Amount	Share premium	Revenue of assets premium disposal	Others	Total	Legal reserve	Inappropriated surplus	Total	Total	
Balance on Jan. 1, 2005	820,000	\$ 8,200,000	\$ 3,646	\$ 3,081	\$ 4,501	\$ 11,228	\$ 1,009,757	\$ 1,049,021	\$ 2,058,778	-	\$ 10,270,006
Influence of first Consolidation of subsidiaries	-	-	-	-	-	-	-	-	-	7,166	7,166
2004 surplus distribution											
Legal reserve	-	-	-	-	-	-	313,553	(313,553)	-	-	-
Rewards for Directors & Supervisors	-	-	-	-	-	-	-	(21,983)	(21,983)	-	(21,983)
Employee Bonus	2,198	21,983	-	-	-	-	-	(21,983)	(21,983)	-	-
Stock dividend-8.4 %	68,880	688,800	-	-	-	-	-	(688,800)	(688,800)	-	-
New shares issued after merge-Nov. 2005	200,448	2,004,482	-	-	-	-	-	-	-	-	2,004,482
2005 total consolidated net profit	-	-	-	-	-	-	-	653,993	653,993	(420)	653,573
Balance on Dec.31, 2005	1,091,526	\$10,915,265	\$ 3,646	\$ 3,081	\$ 4,501	\$ 11,228	\$ 1,323,310	\$ 656,695	\$ 1,980,005	\$ 6,746	\$ 12,913,244

Accompanying notes are an integral part of the consolidated financial statement.
(Please refer to Deloitte & Touche report dated Jan. 26, 2006)

Chairman: 陳勝宏

Manager: 胡决陽

Chief Accountant: 郭志鴻

Sunny Bank Ltd. and its Subsidiaries
Consolidated Cash Flow Statement
From January 1, to December 31, 2005

	Unit: Thousand NTD
	Amount
Cash Flows from Operating Activities:	
Total consolidated net profit	\$ 653,573
Adjustments	
Provisions for loans losses	1,061,814
Impairment Loss of Assets	86,635
Depreciation	181,875
Amortization	84,780
Net profit of investment listed by equity approach	(487)
Net profit by disposing long-term equity investment	(183,966)
Loss reserve for violation against contracts	2,080
Net loss by disposing fixed assets	742
Net loss by disposing undertaken guarantees	1,678
Deferred income tax	(116,520)
Increase o marketablef bills and securities	(12,641,606)
Decrease of accounts receivable	259,081
Decrease of pre-paid accounts	63,233
Increase of accounts payable	1,278,861
Increase of advance accounts	33,980
Net Cash Used in Operating Activities	<u>(9,234,247)</u>
Cash Flows from Investing Activities:	
Decrease of due from Central Bank and other banks	5,065,469
Decrease of puttable bonds and bills investment	1,625,924
Increase of loans	(9,089,657)
Increase of long-term equity investment	(213,203)
Purchase of fixed assets	(120,941)
Accounts for disposal of long-term equity investment	286,418
Accounts for disposal of undertaken guarantees	2,649
Increase of miscellaneous assets	(327,802)
Cash inflow provided by merger	1,342,135
Net Cash Used in Investing Activities	<u>(1,429,008)</u>
Cash Flows from Financiing Activities:	
Increase liabilities of callable bonds and bills	1,666,665
Decrease of due to other banks	(524,180)
Increase of deposit and remittance	12,239,039
Decrease of other liabilities	(105,573)
Rewards for directors and supervisors	(21,983)
Net Cash Provided by Financing Activities	<u>13,253,968</u>
Influence of first consolidation of subsidiaries	<u>220,192</u>
Net increase of cash	2,810,905
Cash balance at the beginning of the year	<u>2,762,182</u>
Cash balance at the end of the year	<u>\$5,573,087</u>
Supplemental disclosures of cash flow	
Payment of interest	\$ 2,093,891
Payment of income tax	\$ 448,834

Accompanying notes are an integral part of consolidated financial statement.
(Please refer to Deloitte & Touche report dated Jan. 26, 2006)

Chairman: 陳勝宏

Manager: 胡決陽

Chief Accountant: 郭志鴻

H. The Financial Difficulty of Associated Business: none.

VI. Review Of Financial Position And Operation Results/Analysis And Assessment Of Risk Management

A. Financial Position Analysis

Unit: Thousand NTD

Item	Year		Difference	
	2005	2004	Amount	%
Cash and Due from Central Bank and Other Banks	\$ 16,815,172	\$ 9,855,918	\$ 6,959,254	71
Marketable Bills and Securities	34,398,840	21,181,880	13,216,960	62
Accounts Receivable	4,800,369	4,534,525	265,844	6
Investment with Puttable Bonds & Bills	-	1,625,924	(1,625,924)	(100)
Pre-paid Accounts	38,899	32,432	6,467	20
Loans	166,654,215	126,404,592	40,249,623	32
Long-term Investment	662,632	488,861	173,771	36
Fixed Assets	9,662,124	7,426,864	2,235,260	30
Other Assets	3,309,789	1,359,897	1,949,892	143
Total Assets	236,342,040	172,910,893	63,431,147	37
Liabilities with Callable Bonds & Bills	5,774,401	4,107,736	1,666,665	41
Due to other Banks	4,838,534	5,216,849	(378,315)	(7)
Accounts payable	3,332,613	1,689,740	1,642,873	97
Advanced Accounts	173,540	113,182	60,358	53
Deposit and Remittance	206,505,145	150,201,405	56,303,740	37
Accrued Land Value Increment Tax	344,749	145,767	198,982	137
Other Liabilities	2,466,560	1,166,208	1,300,352	112
Total Liabilities	223,435,542	162,640,887	60,794,655	37
Capital Stock	10,915,265	8,200,000	2,715,265	33
Capital Reserve	11,228	11,228	-	-
Retained Earnings	1,980,005	2,058,778	(78,773)	(4)
Total Shareholders' Equity	12,906,498	10,270,006	2,636,492	26

Descriptions of Increases and Decreases:

1. The increase of cash and due from Central Bank and other banks is mainly caused by the increase of deposit so as to increase of due from Central Bank and other banks.
2. The decrease of the investment in puttable bonds and bills is mainly caused by lower profit which contributes to a lower holding part.
3. The increase of liabilities of callable bonds and bills is mainly caused by lower average interest rate than those provided by other banks, which contributes to a higher operating amount.
4. The increase of long-term investment is mainly caused by the increase of investment in preferred stocks.
5. The merge with Kao Shin Commercial Bank leads to the increase of marketable bills and securities, loans, fixed assets, other assets, account payable, advance accounts, deposit and remittance, accrued land value increment tax and other liabilities.

6. The increase of capital stock is mainly caused by the newly issued shares after the merge with Kao Shin Commercial Bank.

B. Operation Results Analysis

Unit: thousand NTD

Item	Year	2005	2004	Changes	
				Amount	%
Operating Revenues		\$6,985,216	\$ 6,111,676	\$ 873,540	14
Operating Cost and Expenses		6,167,769	4,812,279	1,355,490	28
Operating Profit		817,447	1,299,397	(481,950)	(37)
Non-operating Revenues		45,793	52,847	(7,054)	(13)
Non-operating Expenses and losses		72,247	48,066	24,181	50
Profit before Tax		790,993	1,304,178	(513,185)	(39)
Income Tax		137,000	259,000	(122,000)	(47)
Net Profit		\$ 653,993	\$ 1,045,178	(\$ 391,185)	(37)

Analysis on Changes:

1. The increase of operating cost and expenses and the decrease of operating revenues are mainly caused by the increase of interest expenses and provisions for loans losses.
2. The increase of non-operating expenses and losses is mainly caused by the increase of impairment loss of assets.
3. The decrease of profits before tax and net profit is mainly caused by the decrease of operating revenues and the increase of expenses and loss generated other than operating.

Please refer to 2006 Annual Operating Plan on Page 153 for anticipated sales targets and related basis.

The relative plans of Sunny Bank Ltd. are as follows:

1. Keep on investing resources. Strengthen the research and development of new financial commodities. Provide customers differentiated services with excellent quality. Avoid from malicious price competition.
2. Replan the locations of branches and explore new marketing channels. Fully develop the advantages of having 96 branches in Taiwan.
3. Keep on conducting capital increment plans so as to strengthen the operating capital of Sunny Bank Ltd..

C. Cash Flow Analysis

1. Analysis on liquidity in the latest years:

The 2005 operating activities and the net cash flow in recent five years show minus figures.

2. Analysis on cash flow in the future year

Unit: Thousand NTD

Balance of Annually Initial Cash	Anticipated net cash flow from operating activities	Anticipated annual cash outflow	Anticipated amount of cash surplus (insufficiency) + -	Strategies for anticipated insufficient cash amount	
				Investment Plan	Financing Plan
\$5,549,431	\$3,931,640	(\$23,009,000)	(\$13,527,929)	\$ -	\$17,994,675

(1) Analysis on changes of cash flow in 2005:

- a. Operating activities: the main cause for net cash inflow is derived from the increase of anticipated net profit and the decrease of marketable bills.
- b. Investment activities: the main cause for net cash outflow is derived from the increase of anticipated loans.
- c. Financing Activities: the main cause for net cash inflow is derived from the increase of anticipated deposit.

(2) Strategies for anticipated insufficient cash amount and analysis on liquidity:

The insufficient cash amount from the increase of loans will be balanced by the anticipated increase of deposit.

D. Influence Imposed by Major Capital Expenditures

1. Application of Major Capital Expenditures, Capital Sources and Planned Capital Expenditures in the Future 5 Years:

Unit: Thousand NTD

Item	Actual or Planned Source of Capital	Actual or Planned Completion Date	Total Capital Required	Actual or Planned Application of Capital				
				2003	2004	2005	2006	2007-2010
Land, housing & architecture	Basel capital	2003-2006	\$3,095,078	\$409,118	\$349,159	\$2,286,801	\$50,000	\$ -
Other facilities	Basel capital	2003-2006	584,136	121,194	82,860	199,686	180,396	-

2. Expected Effects:

Expected increase of operating revenue, operating expenses and operating profit:

Unit: Thousand NTD

Year	Item	Operating Revenue	Operating Expense	Operating Profit
2006	Setup new branches	\$ 30,000	\$ 33,000	(\$ 3,000)
2006	Information infrastructure	149,830	136,209	13,621
2006	Procurement of software	13,217	12,015	1,202
2006	Other deferred expenses	31,831	28,938	2,893

E. Reinvestment Policies

In the recent year, Sunny Bank Ltd. had a deficit in reinvesting Sunny Securities Co., Ltd. The deficit accounts for NTD 17,219 thousand in 2004 and NTD 31,246 thousand in 2005. Such deficit is mainly caused by the depression of stock market in recent two years and in addition, Sunny Securities Co., Ltd. is engaged in security services. Therefore, its performance is influenced. We will strengthen its cross-marketing with banks in order to enhance its performance in the future. The investment plan will closely match the development of financial environment and seek for feasible investment projects in the upcoming year.

F. Analysis and Assessment of Risk Management

1. Structure and Policies of Risk Management of Banks

We evaluate our operational risks and set acceptable risk quotas for various operations in accordance with the regulations of the central management institutions and the International Bank of Settlements so as to ensure the safety of bank operations and enhance our performance. In addition, the following meetings are convened periodically to ensure the effective promotions of risk management policies and the results of risk controls for further adjustment of risk control measures.

(1) Establishment of Assets and Liabilities Management Committee

For effectively managing our capital, avoiding interest rate risk and liquidity risk and pursuing maximum profit upon limited risk, the "Sunny Bank Ltd. Assets and Liabilities Management Committee" is

set up. The Chairman plays as the convener. The tasks of this Committee are as follows: supervising assets and liabilities management projects and prime interest rates, review of consolidated application and management policy of capital, reviewing projects of assets and liabilities management systemization as well as other review relating to assets and liabilities management. Through the meeting of this Committee, it is expected to achieve better management on risk control, liquidity risk, interest rate risk and foreign exchange risk. This Committee also helps to direct the transactions of derivative financial products to a better way. Thus our capital can be more effectively managed and used.

(2) Establishment of Credit and Investment Committee

The Credit and Investment Committee is established for setting credit policies, completing credit regulations and cases, reviewing OBU, reviewing assets exchange made by the Finance Department as well as purchasing domestic convertible bonds, etc. The General Manager plays as the convener. The meeting is held once a week.

(3) Establishment of NPL Collection Supervisory Committee

Sunny Bank Ltd. has made related regulations on credit information service and credit authorization to maintain our credit quality above a certain level and control our NPL amount. However, we still set up NPL Collection Supervisory Committee to supervise NPL, collection accounts and bad debts for further improvement. Related cases are listed for tracing so as to effectively control NPL.

2. Methods of measuring and controlling risks and related quantitative information

(1) General Disclosures

- a. Credit risk : for effectively control credit risk, our credit policies are as follows: (a) the principle of decentralization is followed so as to avoid credit concentrating on few borrowers. No diversified loans for centralized use nor alliance insurance leading centralized risk are allowed. (b) The ratios of credit balance of various industries to total credit are controlled and limited to avoid risk centralization. Such ratios are adjusted according to changes of external environment and requirements of credit risk management. (c) To avoid risk centralization, we set risk quotas by person and by business group. (d) The decisions of credit authorization are made by the Board of Directors, the Board of Managing Directors, General Managers and managers in accordance with the "Credit Authorization Standards".
- b. Market risk: (a) the Assets and Liabilities Management Committee periodically makes maturity analysis of assets and liabilities and interest rate sensitivity analysis. In addition, the Committee is in charge of setting control index such as interest rate sensitive gap – net value ratio, upper limit of capital gap, etc.. (b) Our Bank make investment on various securities approved by the Banking Law in accordance with the "Regulations of Securities Investment Management". (c) For avoiding risk centralization, the investment quotas are set by "industry", by "person" and by "business group". (d) In accordance with the "Procedures of Disposal of Derivative Financial Products", quotas in relating to derivative financial products are controlled and managed by considering operating strategies and business characteristics. Periodical evaluation on contracts before expiration will be made at market prices. Evaluations on potential pricing risk derived from non-performance imposed on our Bank will also be made periodically.
- c. Operating risk and other risks: related regulations and standards are set to avoid risks arising from operations. And those regulations and standards will be revised and modified in accordance with the

laws and acts set by the central management institutions in order to establish complete internal management pattern.

- (a) Operating regulations: the criteria and regulations for various business operations are set by each of the administrations and shall be announced through the internal system of our Bank for the employees to check from time to time. Internal operating manuals and flows will be reviewed constantly. Flows that possibly cause loss will be revised based on their suitability. The work criteria of our staff at different levels will be specified.
- (b) Internal control: each step of the operations will be checked by at least two to three control points to avoid such step's being completed by only one person.
- (c) Works at different levels: the works for staff at different levels will be specified. Authorization and responsibilities will be further regulated according to the works.
- (d) Auditing: periodical self-auditing or general and special auditing conducted by auditing department irregularly will be done to inspect operating quality and practices of related regulations.

(2) Credit Risk

In-list Items - Risky Assets of Credit 2005.12.31

Item	Risk Weight	Unit: Thousand NTD, %
		Risky Assets
Cash	0	0
Debt or debt guaranteed by of ROC central government or the central government	0	0
Debts guaranteed by cash, deposit at Sunny Bank Ltd., bonds issued by ROC central government or Central Bank, bonds issued by the central governments or central banks registered in economic cooperation and development organizations	0	0
Debt of or debt guaranteed by the governmental units other than the central government	10	666
Debt for domestic banks and their guarantee	20	603,449
Balance of export negotiation and bought-in remittance	20	7,166
Loans guaranteed by real estate for resident	50	48,685,942
Debt and other assets other than those listed above	100	85,019,088
Total		134,316,311

Items not included in the list —Risky Assets of Credit

2005.12.31

Unit: Thousand NTD

Item	Risk Assets
General transactions not in the list	4,075,715
Derivative financial products	204
Bills and Bonds with RP agreement	14
Bills and Bonds with RS agreement	0

Total	4,075,933
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Note: Sunny Bank Ltd. does not engage in securitizing assets.

(3) Market Risk

Listed Market Risk Capital and Risky Assets

2005.12.31

Unit: Thousand NTD

Type of Risk	Capital Appropriated	Risky Assets
Interest rate	901,845	11,273,061
Equity securities	301,203	3,765,033
Foreign exchange	21,745	271,815
Products	0	0
Options disposed by simplified method	0	0
Total	1,224,793	15,309,909

3. Influence of Changes in Foreign and Domestic Policies and Laws on Banking Financial Operations and Related Measures

(1) Revise the measures in relating to lowering domestic NPL

For lowering domestic NPL and NPL ratio, strengthening the structure and completing the financial market, the Financial Supervisory Commission announced on Feb. 5, 2005 the revised "Measures for Lowering Domestic NPL". In addition to the incentives for "Automatic Approval System for Banks Applying Reinvestment of Non-financial Related Business", the Commission revised related supervisory indices depending on the improvement of NPL ratio of domestic banks so as to realize differentiative management and assist domestic banks positively strengthening the asset quality.

Based on the regulations stipulated in the above said measures, the Financial Supervisory Commission would issue a notice to any bank which is qualified for getting the incentives in relating to the NPL measures.

It was not long after the announcement of the above said measures that Sunny Bank Ltd. received the notice issued by the Financial Supervisory Commission indicating that Sunny Bank Ltd. met the standards of incentives in Category 2. There are seven incentive measures applied to Sunny Bank Ltd.: automatic approvals on the applications for providing trust services, moving the locations of domestic branches, setting up automatic facilities, etc. It is expected that Sunny Bank Ltd. will be promoted from the 2nd Category into the 1st Category by keeping on strengthening the asset quality.

(2) Revision on 7 Financial Laws

The Legislative Yuan passed the revision of 7 financial laws after the 3rd reading on April 29, 2005 (including Banking Law, Securities Trade Law, Insurance Law, Financial Holding Company Law, Bills Finance Management Law, Trust Industry Law and Credit Cooperative Law). The above mentioned laws was announced by the President and conducted on May 18, 2005. The revised points of Banking Law and Trust Industry Law in relating to the banking industry are as follows:

- a. For avoiding persons who conducting financial cheating cases from transferring properties, hiding their income derived from crimes and protecting the benefits of financial institutions, the financial institutions may claim to the court to withdraw the transfer of properties applied by the financial criminals under

- newly added regulations. New responsibilities for providing evidence are added. It is regulated that the transactions between the person in charge of a financial institute or employee of a financial institution and other people other than their certain relatives are assumed as voluntary behavior so as to lessen the burden of financial institutions to provide evidence and conduct their right of withdrawal.
- b. Professional courts and designated professionals should be set up to trial financial crimes fairly so as to meet the expectations of social fairness and legal justice.
 - c. Several financial criminals are regarded felony specified in Article 3, Sec. 1 of Money Laundry Law to avoid financial criminals from hiding and concealing the benefits derived from illegal properties or finance.
 - d. For protecting the rights of consumers, an addition is made to Article 20, Sec. 3 of Banking Law that non-banking services shall not use names similar with banks which may cause confusion. Those who violate against the Article shall bear criminal responsibility.
 - e. For effectively stopping the financial crimes of stolen ID accounts, an addition of Article 45, Sec. 2 and 3 of Banking Law is made. Banks should do their best to manage the accounts of deposit in a responsible manner. Banks may suspend depositing or withdrawing or remitting of accounts which are suspicious of being illegal and abnormal.

In the addition, there are some regulations belonging to comprehensive authorization. The practical operational contents are in need of supplementary by stipulating sub-law by the Financial Supervisory Commission. Sunny Bank Ltd. will cooperate with the Financial Supervisory Commission after its announcement of related sub-laws to add or revise our internal operations. The revision this time mainly aims at combating financial crimes. It is beneficial to the normal operations of banks. Therefore, there is no major influence caused by the revision of Banking Law and Trust Industry Law to Sunny Bank Ltd..

(3) Revision of "Regulations of Internal Control and Auditing System of Banks"

For strengthening a more complete and sound internal control and auditing system for banks, the Financial Supervisory Commission revised and announced a complete version of "Regulations of Internal Control and Auditing System of Banks" on June 14, 2005. There were a total of 30 articles previously and 42 articles after revision. The key points of revision are as follows:

- a. Strengthen the function of Chief complying with regulations.
- b. Banks should establish risk management system.
- c. Reinforce internal auditing system.
- d. Open up the auditing experience and qualifications possessed by related managers of banks.
- e. Strengthen the management on subsidiaries.
- f. Strengthen the management functions and market balancing power.
- g. Additionally regulate conditions for registration in relating to the execution of auditing plans.
- h. Additionally regulate conditions for foreign banks applying for setting up branches in Taiwan.

Facing the revision of the above mentioned regulations, Sunny Bank Ltd. will cooperate to revise part of the contents in connection with internal control system and auditing system so as to meet the standards set by the central management institutions.

4. Influence of Changes in Technology and Industries on Banking Financial Operations and Related Measures

The financial environment is getting more complicated. The liberalization, internationalization and computerization of financial market and the applications and development of financial related information technology are rapidly changing the patterns of competitions among banks. The application of online network enables the services provided by banks no longer limited within physical branches. Through friendly webpage design, customers get to know the services of banks more. The banks can also promote a variety of commodities through the internet for creating a more convenient environment for customers and increase the loyalty of customers. For adapting to such change, Sunny Bank Ltd. continues making research and development so as to increase the convenience and functions of E-bank. Sunny Bank Ltd. keeps on strengthening a user-friendly environment and security for transactions for customers.

5. Influence of Change in Image on Sunny Bank Ltd. and Relative Measures

Sunny Bank Ltd. has been holding quality policies of "stability, prospects, professionalism and enthusiasm" to achieve sustainable operations since its establishment. The assessment on the image of Sunny Bank Ltd. from customers is positive.

6. Expected effects and possible risks for merging:

(1) Anticipated Effects

- a. Effectively enlarge market share and increase the number of customers.
- b. Enhance market recognition and effectively raise brand value.
- c. Lift the overall operation value of Sunny Bank Ltd..
- d. Raise the function of price negotiation to lower cost or increase revenue.
- e. Generate the effects of economic scale.

(2) Possible Risks

- a. The functions of Headquarters should be reinforced accordingly so as to handle the expansion of management and avoid branches from ineffective operations and negligent management.
- b. There should be a complete plan for information transmission and communication system so as to effectively transmit company policies.

7. Expected effects and possible risks of expansion of branches

The anticipated effectiveness is the same as that described in the previous paragraph. The risks arising from management and operations of Sunny Bank Ltd. may be increased after the expansion of branches, such risks will be lowered as much as possible through the professional and humane management.

8. Risks arising from centralized business: none.

9. Influence and Risk of Changes in Operational Rights: none.

10. Lawsuit or non-suit events

(1) Lawsuit or non-suit events arising from collection cases: none.

(2) In 2005 and by the date of printing this annual report, major lawsuits, non-suits or administrative litigation which have been verdicted or in proceedings may result in great influence on depositors, shareholders' equity or security prices:

a. 1st Case: lawsuit in connection with the confirmation of the existence of debt.

(a) Lawsuit commencing from: April 26, 2004.

(b) Major parties: Plaintiff – Chen Li Hsueh Chin

Defendant: Sunny Bank Ltd. and Central Deposit Insurance Co., Ltd.

Participants: Huang Ching Hsing and Cheng Mei Li.

(c) Dispute: the plaintiff requested to confirm the debt obligation of Huang Ching Hsing of employee capital stock of Pingtung 2nd Credit Cooperative and severance pay and the debt obligation of Cheng Mei Li for employee capital stock.

(d) Target Amount: NTD 3,612,172.

(e) Result by the date of printing this annual report:

(i) Sunny Bank Ltd. won the case in the 1st verdict.

(ii) The plaintiff appeals against the 1st verdict. The case is still in proceedings at Taiwan High Court.

b. 2nd Case: Request to confirm the inexistence of the debt on mortgage and discharge of mortgage registration

(a) Lawsuit commencing from: December 9, 2004

(b) Major Parties: Plaintiff – Lai Chun Feng and Chung Yu Chen

Defendant – Sunny Bank Ltd.

(c) Dispute: the plaintiff request against Sunny Bank Ltd. to confirm the inexistence of debt on mortgage and discharge of mortgage registration

(d) Target Amount: NTD 15,600,000.

(e) Result by the date of printing this annual report:

(i) Sunny Bank Ltd. lost the case in the 1st verdict.

(ii) Sunny Bank Ltd. plans to appeal against the 1st verdict after receipt of the verdict.

c. 3rd Case: a lawsuit in relating to confirm the inexistence of the debt arising from promissory notes.

(a) Lawsuit commencing from: April 6, 2005

(b) Major parties: Plaintiff – Lai Chun Feng and Chung Yu Chen

Defendant: Sunny Bank Ltd.

(c) Dispute: the plaintiffs claim against Sunny Bank Ltd. for the confirmation of the inexistence of the debt arising from the related promissory notes since Sunny Bank Ltd. claims to the court for determining that the promissory notes are fabricated.

(d) Target Amount: NTD 10,000,000.

- (e) Result by the date of printing this annual report: the case is in proceedings at Shih Lin District Court, Small Claims Court. The debt mentioned in the 3rd case is the same as the 2nd case.
- d. 4th Case: lawsuit in connection with return of deposit
- (a) Lawsuit commencing from: April 14, 2005
- (b) Major parties: Plaintiffs – Chao Tung Hsin and Wang Huei Chun
Defendant: Sunny Bank Ltd.
- (c) Dispute: the plaintiffs claim that Sunny Bank Ltd. does not fulfill its obligations in management in a careful manner which leads to their deposit withdrawn illegally by the third party. Therefore, a lawsuit is made against Sunny Bank Ltd. for the return of their deposit.
- (d) Target Amount: NTD 25,000,000 plus interest at an annual rate of 5% commencing from the next day after the copy of pleading arrives at the court till the date of redemption.
- (e) Result by the date of printing this annual report: the case is still in proceedings at Shih Lin District Court, Taiwan.
- e. 5th Case: non-suit event in regarding to the procuring price of the merge with Kao Shih Commercial Bank made by dissentient shareholders.
- (a) Non-suit commencing from: January 20, 2006
- (b) Major parties: plaintiffs: Lin Wen Yu and the rest in a total of 13 persons.
- (c) Dispute: the plaintiffs object the merge case and claim to the court to make a verdict on the price which Sunny Bank Ltd. acquires Kao Shin Commercial Bank.
- (d) Requirement: the plaintiffs holding the shares of Sunny Bank Ltd. request the court to make a verdict on the procuring price per share as NTD 12.44.
- (e) Result by the date of printing this annual report: the case is still in proceedings at Civil Court, Shih Lin District Court, Taiwan.

11. Other important risks: none.

G. Crisis Management Mechanism

“Disaster Contingency Policies” and “Emergent Financing and Related Procedures” are set to deal with crisis.

1. Disaster Contingency Policies

- (1) Targets: establish major crisis management and contingency procedures, improve the understanding of employees for disaster contingency policies and strengthen precautions in order to reduce damage, effectively raise financing on disaster, restore normal operations, stabilize customers' lives after disaster, recover social and economic orders as well as achieve a peaceful society.
- (2) Contingency Policies:
- a. Precautions : (a) hold educational trainings and practices. (b) strengthen protection and inspection for facilities.
- b. Actions: the contingency team shall actively gather at the Management Department of the Head Office and coordinate each unit to deal with such emergency.

- c. Actions after stabilizing disaster: (a) the emergency contact person of each suffered unit shall check each branch or administrative office upon disaster or after disaster being stabilized and report the facts to the chief executive director of the contingency team. (b) measures for controlling the consequences caused by disasters. (c) confirmation on the safety of employees and customers. (d) make announcements to customers to avoid customer panic and negative influence on customers' rights. (e) confirmation of loss and evaluation on capital requirements.

2. Emergent Financing and Related Procedures

(1) Purpose: the contingency plans are made in accordance with the "Regulations of Liquidity Risk Management" so as to tackle the great loss of deposit in the emergent period and further to make capital financing upon major accidents.

(2) Related Contingency Procedures:

- a. The chief of the Financial Department shall suggest Chairman to call for an emergent Assets and Liabilities Management Committee Meeting to : (a) evaluate market influence and trend; (b) examine current liquid positions; (c) plan sources of capital financing and (d) decide the procedures against the disaster.
- b. Actions immediately taken: (a) list cash liquid position of all currencies; (b) dispose the investment positions of bills, bonds and securities; (c) obtain interbank capital in fixed period; (d) Extend the expiry dates for liabilities of Sunny Bank Ltd. and avoid centralized expiry dates; (e) Reduce liquid position gap; (f) discuss if it is necessary to raise NCD and other interest rates for deposits for financing capital and (g) temporarily cease large amount of corporate loans and general credit loans.

(3) Steps of Financing:

- a. Confirm the capital able to be used at Sunny Bank Ltd. and capital financing sources (including Type A of reserve at the Central Bank , Type B of reserve at the Central Bank , Capital center, due to other banks, financial debentures, securities, etc.)
- b. Dumping of investment positions: (a) confirm the investment positions owned; (b) review the market for liquid assets ready to sell out and (c) calculate market prices and profit or loss after dumping.
- c. Dumping of foreign exchange positions: dump foreign positions in all currencies.
- d. Obtain call loans from banks: (a) confirm loans required; (b) take the advantage of the relationships established to obtain interbank support and (c) obtain long-term interbank financial support under the persuasion by central management institutions.
- e. Expand bills and bonds with RP conditions: (a) confirm RP position; (b) take the advantage of the relationships established to persuade customers or interbank support.
- f. Keep depositors of Sunny Bank Ltd.: (a) confirm sources of deposits; (b) take the advantage of relationships established to keep our customers from disengagement.
- g. Rediscount and financing services by the Central Bank of China: review qualified securities for rediscount and make financing in accordance with the "Regulations of Financing Banks by the Central Bank of China".

H. Other important events: none.

VII. Bank Management and Operations

A. Bank Management Practices

Please refer to the following website for details: <http://www.esunnybank.com.tw>

B. Accountants Information

1. Information on public charges of accountants: not applicable.

2. Information on the Replacement of Accountants

(1) Information about former accountants

Date of Replacement	June 2004		
Reason of Replacement and Description	The replacement of accountants is due to the internal work adjustment and arrangements Deloitte & Touche. The former accountant Clark C. Chen was replaced by accountant Eddie Shao.		
Description of terminating or unaccepting the commission of designator or accountant	Person interested	Accountant	Designator
	Condition		
	Automatic termination of commission	Not applicable	Not applicable
	Unacceptation of Commission	Not applicable	Not applicable
Auditing Report other than non-reserved opinions issued within the latest two years and reasons	none		
Opinions different from those presented by Sunny Bank Ltd.	Yes		Accounting Principles or Practices
			Disclosure of financial statements
			Auditing range or steps
			Others
	No	V	
Description	none		

Disclosure of other contents (Article 21, I, Sec. 2, Clause 1, Items 5 and 6 of the Practices which should be disclosed)	none
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(2) Information on the Successor Accountant

Name of Company	Deloitte & Touche
Name of Accountant	Eddie Shao
Date of Commissioning	June 2004
Possible opinions, inquiries and results issued towards specific accounting approaches or principles and financial statements before commissioning	Not applicable
Written opinions raised by successor accountant to those made by former accountant	Not applicable

(3) Reply made by the former accountant regarding Article 21, I, Sec. 2, Clause 1 & Clause 2, Item 3: none.

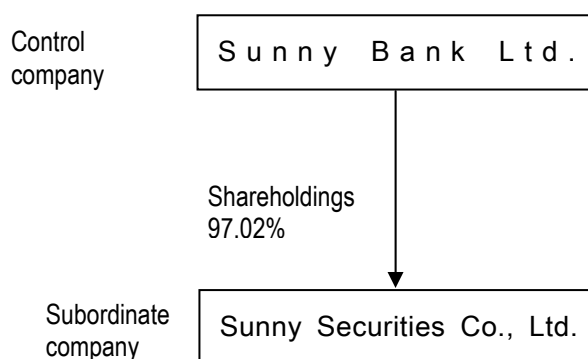
VIII. Special Accompanying Notes

A. Data of Affiliated Companies

1. Consolidated Operational Statements of Affiliated Companies

(1) Profile of Affiliated Companies

a. Organization Chart of Affiliated Companies



b. Basic Data of Affiliated Companies

Unit: Thousand NTD

Name	Sunny Securities Co., Ltd.
Dated of Establishment	1998.6.9
Address	No. 167, B1, Min Sheng East Road, Sec. 5, Taipei
Paid-in Capital	\$302,000
Type of Business	Securities services

c. Hold the data of the same shareholders of affiliated companies: non.

d. Directors and Supervisors of Affiliated Companies

Name of Company	Title	Name	Shareholdings	
			Shares (thousand)	Percentage
Sunny Securities Co., Ltd.	Chairman	Li Min Chung	29,300	97.02%
	Director	Tsai Wen Han	29,300	
	Director	Chang Wen Cheng	29,300	
	Director	Cheng Kuang Tsai	29,300	
	Director	Pai Ruen Yin	29,300	
	Supervisor	Hsu Yueh Fang	29,300	

(2) Operations of Affiliated Companies

Unit: Thousand NTD (EPS: NTD)

Name of Company	Capital	Total Assets	Total Liabilities	Net Value	Operating Revenue	Net profit (after tax)	EPS (after tax)
Sunny Securities Co., Ltd.	\$302,000	\$274,832	\$48,166	\$226,666	\$86,228	(\$14,087)	(\$0.47)

B. Internal Control System and Status of Execution

1. Statement of Internal Control

Sunny Bank Ltd.

Statement of Internal Control System

Date: February 23, 2006

It is to represent Sunny Bank Ltd. to state that Sunny Bank Ltd. substantially complies with the "Regulations of Internal Control and Auditing System of Banks" from January 1, 2005 to December 31, 2005 to establish its internal control system and execute risk management. In addition, auditing is performed by an independent auditing department which reports to the Board of Directors and Supervisors regularly. After prudential evaluation, all units comply with and substantially perform the said regulations except the items listed in the attachment during 2005. The Statement is made public and to become a major part of the Annual Report and public descriptions of Sunny Bank Ltd.. Sunny Bank Ltd. would be involved and liable to the legal responsibilities in Articles 20, 32, 171 and 174 of Securities Trade Law if the above mentioned contents are false and concealed.

To: Financial Supervisory Commission

Declarer

Chairman : 陳勝宏

General Manager : 胡決陽

General Manager : 張義郁

General Manager : 周三和

General Manager : 張繼鳴

General Manager : 葉清宗

General Auditor : 曾耀德

Chief of HQ complying with the regulations: 郭志鴻

Sunny Bank Ltd.
Reinforced Items and Improvement Plans for Internal Control System

(Based on: March 16, 2005)

Reinforced Items	Measures for Improvement	Expected Completion Time
<p>The Financial Supervisory Commission conducted a project auditing on March 16, 2005. A defect was found on the loan case approved for Tai Chieh Technology Co., Ltd. in September 2004. A defect was found on the loan case with the short-term consolidated quota (developing foreign import letters of credit and refinancing) of NTD 35,000 thousand approved for Tai Chieh Technology Corp., Ltd. in September 2004:</p> <p>The branch accepted a total of 12 applications for issuing letters of credit for import from September 2003 to March 16, 2005. After the investigation, the beneficiaries are Win Kingdon Holdings Limited, King Empire Grorp Limited, Mobicom Corp WJ Company, etc. which are not the major customers indicated in the credit information report. In addition, King Empire Group Limited and WJ Company are located at the same address. The authorization for providing loans is not strictly operated by neglecting the authenticity of the transactions made by the borrower. The borrower intensively requested issuing a total of 4 letters of credit to W.J. Company, which totals USD 994 thousand(all are listed as short-term loans which equals to NTD 33,177 thousand) from October 6, 2004 to November 3, 2004. The quota approved is almost used up. Therefore, the tracking management after providing loans should be reinforced so as to secure the debt.</p>	<p>The connection of the client with Sunny Bank Ltd. has lasted for over a year. During this period, the transactions in relating to foreign exchange such as issuing letters of credit, redemption list, payment, etc. are normal. During this period, letters of credit were issued to the beneficiary WJ Company. The products imported meet the registered itmes run by the company. Later, the company suspended its operations without any warning. The case has turned into the legal proceedings. The tracking management after providing loans should be reinforced.</p>	<p>The case has turned into the legal proceedings. The chief of regional center and personnel undertaking the affairs are requested to supervise such cases with more care.</p>

2. Auditing Report by CPAs

Auditing Report by CPAs

Date: February 24, 2006

To: Sunny Bank Ltd.

According to the regulations of Article 25, Sec. 1 of Banking Internal Control and Auditing Systems announced by the Ministry of Finance: "the internal control system shall also be audited by CPAs while they are auditing annual financial statements of banks. CPAs shall express their opinions on the accuracy of statements, practices of internal control system and management of achieving goals set by the related regulations and laws as well as the appropriateness of policies of listing bad debt reserve."

Being commissioned by Sunny Bank Ltd., we undertake the above-mentioned matter in 2005. In accordance with the Article 28 of the same regulations, enclosed please find a copy of the attachment stating the auditing criteria, auditing procedures and auditing results.

This auditing report serves only for reference of Sunny Bank Ltd. and authoritative financial units and shall not be served as other uses or distributed to others.

Deloitte & Touche

Accountant Denny Kuo 郭政弘

Accountant Eddie Shao 邵志明

C. Important Agreements on Various Opinions

【2004.6.24.: 3rd Session, 7th Board of Directors】

Theme: Discuss the proposal of 2004 cash increment and issuance of new stocks.

Descriptions:

1. For strengthening operating capital, raise basel capital, complete operating structure as well as increase BIS ratio, we propose a cash increment in accordance with the the Corporate Act, Articles 266 and 267 and Article 6 of Sunny Bank Ltd.'s Articles.
2. For making paid-in capital reaching a total of NTD 8.2 billion, it is proposed to make a cash increment at NTD 519,331,710. Common stocks at 51,933,171 shares will be issued. The par value per share is NTD 10 and it will be issued at NTD 10 per share.
3. According to Article 267 of Corporate Act, 15% of newly issued shares equivalent to about 7,789,975 shares will be retained for employees for preferred purchase. The rest 85% equivalent to 44,143,196 shares will be purchased by original shareholders at a rate of 62.512/1000 based on their shareholdings on purchase date. As to the part less than one share, shareholders can collect to reach complete shares within expected date. Regarding the part without being purchased by original shareholders or employees, the Board of Managing Directors can negotiate with certain people for purchase.
4. The rights and obligations on the newly issued shares upon this cash increment are of the same with the original ones.
5. In case the issuing price, issuing conditions, capital application progress and related matters of this cash increment are in need of adjustment due to revision, modification of laws or other subjective and objective changes in environment, the Chairman shall make the decision on his own.
6. The purchase date and issuing date for the cash increment will be made by the Board of Managing Directors after such cash increment proposal is approved by the authoritative units.

Conclusion: 8 directors attending the meeting agreed. (The other three directors attending the meeting disagreed.)

【2005.7.29.: 3rd Session, 11th Board of Directors】

Theme: request for discussion of merge agreement in accordance with the Merging Law of Financial Institutes due to the merge occurring between Sunny Bank Ltd. and Kao Shin Commercial Bank.

Descriptions:

1. Sunny Bank Ltd. plans to adopt the method of exchange of shares to absorb and merge Kao Shin Commercial Bank for expanding operational scales and range and developing efficiency so as to integrate and strengthen market competitiveness.
2. Major articles of Merge Agreement:
 - (1) Name of financial institutions participating the merge: Sunny Bank Ltd. and Kao Shin Commercial Bank.
The name of sustainable financial institute: Sunny Bank Ltd.
 - (2) Sunny Bank Ltd. is planning to issue 200,448,207 common shares at par value per share of NTD 10 due to the merge. The exchange rate of each share originally owned by Kao Shin Commercial Bank to that own by Sunny Bank Ltd. is 1.2048:1 on the standard date. The part less than one share shall be added

into an integer and the payment for such part will be made by cash in accordance with the exchange rate of shares. The Chairman of Sunny Bank Ltd. is authorized to contact with specific persons to purchase such part at par value.

- (3) The rights and obligations previously belonged to Kao Shin Commercial Bank shall be comprehensively undertaken by Sunny Bank Ltd. after merging. Sunny Bank Ltd. shall make a statement indicating that creditors may propose objections in a written form within a 30-day period of the announcement of such statement according to the law. Sunny Bank Ltd. may directly reimburse and close the objections raised by creditors or establish a trust aiming at clearing off the debts or provide certain guarantee.
- (4) No change or modification is made to Sunny Bank Ltd. Articles after merging. Any change or modification shall be made in accordance with regulations and laws if necessary.
- (5) The standard date of merging is temporarily set on October 29, 2005. The actual date shall be adjusted depending on practical needs by both Boards of Directors after the approval of the central management institutions.
- (6) The provisions of Merge Agreement may be changed and revised in accordance with laws, instructions of the central management institutions or related events under the instructions of Chairmen of both banks based on related laws and contents instructed by the central management institutions.

2. Sunny Bank Ltd. is planning to invite Chih Yuan Accountant & Associates to express opinions on the share exchange rate of the merging case.

Conclusion: ten directors attending the meeting passed the above case. (one director attending the meeting objected the determination and one director attending the meeting reserved the opinion on this case.)

【2005.10.6.: 3rd Session, 12th Board of Directors】

Theme: request for discussion on the issuance of new shares due to 2005 cash increment of Sunny Bank Ltd.

Descriptions:

1. For expanding the operational capital, increasing basel capital, completing business structure and raising BIS ratio, Sunny Bank Ltd. plans to conduct cash increment in accordance with Articles 266 and 267 of Corporate Act and Article 6 of Sunny Bank Ltd.'s Articles.
2. The BIS ratio in August 2005 is 9.09%. It is estimated that the BIS ratio decreases to 8.76% after merging Kao Shin Commercial Bank in November 2005. The BIS ratio will increase to 9.43% after the issuance of new shares due to the cash increment.
3. The cash increment is at NTD 1,084,734,960. A total of 108,473,496 registered common shares are issued. The par value per share is NTD10 and it will be issued at NTD10 per share.
4. The rights and obligations of the newly issued shares due to the cash increment are the same as the original ones.
5. According to the Article 267 of Corporate Act, 15% of shares, equaling to 16,271,024 shares shall be purchased by employees at a prior position. The rest 85% of shares, equaling to 92,202,472 shares, shall be purchased by original shareholders at the rate of 84.471/1,000 times the number of shares held on the standard date of such purchase. The fractions may be integrated by shareholders within a certain period. The fractions which are not purchased by employees or shareholders within a certain period of time or not integrated by the shareholders may be dealt by the Board of Standing Directors by contacting with specific persons to purchase.

6.The Board of Managing Directors will further set the standard date for purchasing the shares and issuance date after the case of cash increment is approved by the central management institutions.

7.The Board of Managing Directors shall be entitled to deal with the revision or change on the issuance price, issuance conditions, capital application progress and related matters arising from the cash increment due to the changes or revisions of related laws and regulations or other objective and subjective factors.

Conclusion: 11 directors attending the meeting passed the above case. (one director attending the meeting objected against Description 7.)

D. Transactions of Private Placement of Securities: none.

E. Stock Holding or Disposal by Subsidiary Companies: none.

F. Important Events

1. Important Decisions at 2004 Shareholders' Meeting

(1) Discussion: proposal of surplus recapitalization and issuance of new shares.

Descriptions:

a.The current paid-in capital is NTD7,061,578,590. For strengthening capital structure, it is proposed to make surplus recapitalization in a total of NTD 619,089,700 equivalent to 61,908,970 shares at ordinary stocks. All new shares will be issued at one time. The par value per share is issued at NTD 10.

b. Sources of Increment Capital and Stock Distribution:

(a)A total of NTD 600,234,180 of stock dividends will be appropriated from 2003 surplus. That is, existing shareholders will be distributed at 85 shares per 1000 shares without payment. The part less than one share will be converted to cash and distributed accordingly. The part less than one dollar will not be counted. The rest part less than one share will be collected and the Board of Directors will be authorized to negotiate with specific person for purchase.

(b)A total of NTD 18,855,520 of employee bonus will be appropriated from 2003 surplus. The Chairman is authorized to make a decision on his own regarding issuing new shares as employee bonus.

c. Purpose of capital: complete operating structure and increase basel capital.

d. The rights and obligations on newly issued shares are the same with the original ones.

e.The purchase date and issuing date for the new shares issued will be made by the Board of Directors after such proposal is approved by the authoritative units.

Regarding the sporadic shares, Shareholder No. 6170 suggests the purchase made by our Eemployee Welfare Committee. The Chairman made an oral explanation for this suggestion at the meeting.

Conclusion: there is no objection of all attending shareholders after being enquired by the Chairman and therefore the proposal passed as proposed.

(2) Discussion: proposal of revision of partial regulations of Sunny Bank Ltd.'s Articles.

Descriptions:

a. The content of Article 37 is revised for adjusting surplus distribution rate.

b. For revising the date of the above mentioned revision, Article 43 is modified.

The shareholder who did not indicate his account number (later enquiry shown as No. 60151) was

concerned about surplus distribution rate, dividends policies and listing of stocks; the Shareholder No. 105029 mentioned that there should be persons of the Board of Directors in charge of suggestions made by shareholders, responding to questions such as surplus distribution rate and shareholding manual and web information, etc. The above suggestions are orally explained by the Chairman at the meeting.

Conclusion: there is no objection of all attending shareholders after being enquired by the Chairman and therefore the proposal passed as proposed.

2. Important Decisions at 2005 Shareholders' Meetings

(1) Discussion: request for public determinations for the revision of partial Sunny Bank Ltd.'s Articles.

Descriptions:

a. For meeting the requirements of 2005 annual capital increment plan, Sunny Bank Ltd. revises its total amount of capital and number of shares issued which are indicated in Article 6.

b. By referring to the Articles 35, 39, 49 and 62 of "Management Practices of Banking Industry", Sunny Bank Ltd. makes an addition and revision on the regulations specified in Articles 24, 34 and 40, Sec. 2.

c. For revising the date upon which the revision is made, the contents in Article 43 are modified.

Conclusion: All shareholders attending the meeting passed the above said contents without any objection.

(2) Discussion: request for public determination on the issuance of new shares due to surplus recapitalization.

Description:

a. The current paid-in capital of Sunny Bank Ltd. totals NTD 8,200,000,000. For strengthening capital structure, Sunny Bank Ltd. plans to apply for surplus recapitalization at NTD 710,782,970. A total of 71,078,297 registered shares are issued at one time. The par value per share is at NTD 10.

b. Sources of Capital Increment and Distribution Method:

(a) A total of NTD 688,800,000 of shareholders' stock dividend is appropriated from the 2004 surplus. That is, the original shareholders are offered 84/1,000 shares under free distribution. The fractions less than one share will be distributed by converting to cash at par value. The unit less than one NTD will be omitted. The Board of Directors is authorized to contact with specific persons to purchase the fractions of shares at par value.

(b) A total of NTD 21,982,970 of employee bonus is appropriated from the 2004 surplus for issuing new shares. The Chairman is entitled to deal with the affairs in relating to the distribution of employee bonus.

c. Purpose of Capital: strengthen business structure and increase basel capital.

d. The rights and obligations of the newly issued shares are the same as those formerly issued.

e. The Board of Directors will further set the standard date of stock distribution and the date of issuance of new shares.

Conclusion: all shareholders attending the meeting passed the above case without any objection.

3. Important Decisions at 2005 Temporary Shareholders' Meetings

(1) Discussion: request for public determination on signing the merging agreement arising from the merging case between Sunny Bank Ltd. and Kao Shin Commercial Bank in accordance with the Merging Law of Financial Institutions.

Descriptions:

a. Sunny Bank Ltd. plans to adopt the method of exchange of shares to absorb and merge Kao Shin Commercial Bank for expanding operational scales and range and developing efficiency so as to integrate and strengthen market competitiveness.

b. Major articles of Merge Agreement:

(a) Name of financial institutions participating the merge: Sunny Bank Ltd. and Kao Shin Commercial Bank. The name of sustainable financial institutions: Sunny Bank Ltd..

(b) Sunny Bank Ltd. is planning to issue 200,448,207 common shares at par value per share of NTD 10 due to the merging. The exchange rate of each share originally owned by Kao Shin Commercial Bank to that own by Sunny Bank Ltd. is 1.2048:1 on the standard date. The part less than one share shall be added into an integer and the payment for such part will be made by cash in accordance with the exchange rate of shares. The Chairman of Sunny Bank Ltd. is authorized to contact with specific persons to purchase such part in accordance with the par value.

(c) The rights and obligations previously belonged to Kao Shin Commercial Bank shall be comprehensively undertaken by Sunny Bank Ltd. after merging. Sunny Bank Ltd. shall make a statement indicating that creditors may propose objections in a written form within a 30-day period of the announcement of such statement according to the law. Sunny Bank Ltd. may directly reimburse and close the objections raised by creditors or establish a trust aiming at clearing off the debts or provide certain guarantee.

(d) No change or modification is made to Sunny Bank Ltd.'s Articles after merging. Any change or modification shall be made in accordance with regulations and laws if necessary.

(e) The standard date of merging is temporarily set on October 29, 2005. The actual date shall be adjusted depending on practical needs by both Boards of Directors after the approval of the central management institutions.

(f) The provisions of Merge Agreement may be changed and revised in accordance with laws, instructions of the central management institutions or related events under the instructions of Chairmen of both banks based on related laws and contents instructed by the institutions.

c. The stock exchange rate of the merging case has been give the opinions by the accountant Yang Wen An of Chih Yuan Accountants & Associates indicating its appropriateness.

Shareholder No. 93190 suggests that the merging case should belong to one of the major cases. For being prudential, it is more suitable to present for determinations. All shareholders attending the meeting pass the suggestion without any objection after the Chairman's enquiry. Thus the case is handed for voting.

(The Chairman designates Shareholder No. 2958, Wang Tsung Ming and Shareholder No. 11189, Kuo Ching Hsien to supervise the voting. Hsu Chih Jung, Huang Ming Ta, Chen Wen Lung, Huang Li Ching and Yang Chun Ming are in charge of counting the votes.

Results of voting: shareholders attending the meeting carrying a total of 511,337,313 voting shares approve which accounts for 99.87% of 511,997,358 voting shares carried by total shareholders attending the meeting.

Final Result: the case passes.

4. Important Decisions at 2004 Board of Directors

【2004.6.24.: 3rd Session, 7th Board of Directors’】: please refer to P. 223, C. Important Agreements on Various Opinions.

5. Important Decisions at 2005 Board of Directors

【2005.7.29.: 3rd Session, 11th Board of Directors’】: please refer to P. 223, “C. Important Agreements on Various Opinions.

【2005.10.6.: 3rd Session, 12th Board of Directors’】

(1) Discussion: request for discussion on the adjustment of standard date of merging between Sunny Bank Ltd. and Kao Shin Commercial Bank.

Description;

- a. The standard date of merging is temporarily set on October 29, 2005 in accordance with the Article 3 of the Merging Agreement signed by Sunny Bank Ltd. and Kao Shin Commercial Bank.
- b. The standard date of merging is adjusted to November 26, 2005 for meeting the requirements made by the central management institutions and practical needs in the process of merging.
- c. The Board of Managing Directors shall be responsible for further adjusting the standard date of merging for fulfilling the requirements made by the central management institutions and the preparation works made for merging, or meeting the practical needs in the process of merging.

Conclusion: All directors attending the meeting approve the above case.

(2) Discussion: request for discussion on the issuance of new shares arising from the merging case between Sunny Bank Ltd. and Kao Shin Commercial Bank.

- a. The issuance shall be made in accordance with Articles 266 & 267 of Corporate Act, and the Merging Agreement signed by Sunny Bank Ltd. and Kao Shin Commercial Bank.
- b. The total amount of capital specified in Sunny Bank Ltd.’s Articles is NTD 12,000,000,000 which is divided into 1,200,000,000 shares. The par value per share is at NTD 10. All shares issued are common shares. The Board of Directors may issue the said shares for several times in accordance with related regulation. The current paid-in capital of Sunny Bank Ltd. is NTD 8,910,782,970 which is divided into 891,078,297 shares. The par value per share is at NTD 10. All shares are common shares.
- c. The number of common shares issued due to merging totals 200,448,207 shares. The par value per share is at NTD 10. The shares are distributed based on the stock exchange rate of each share owned by Kao Shin Commercial Bank to that owned by Sunny Bank Ltd. at 1.2048:1. The fractions of shares shall be integrated into integers by the shareholders of Kao Shin Commercial Bank. In addition, if there are still fractions after integration, Sunny Bank Ltd. shall make the payment by converting such fractions into cash at par value based on the stock exchange rate. The Chairman of Sunny Bank Ltd. will contact with specific persons to purchase such fractions at par value. The rights and obligations of newly issued shares due to the capital increment arising from the merging are the

same as those of formerly issued shares.

- d. No newly issued shares shall be reserved for employees to purchase nor for the original shareholders to purchase in advance because such issuance is arising from merging in accordance with Article 267, Sec. 6 of Corporate Act.
- e. The Board of Managing Directors shall make a determination on the affairs in relating to the merging and capital increment before the case is submitted to the Board of Directors so as to deal with the merging and issuance of new shares and meet the schedule set for the Board of Directors of Sunny Bank Ltd..

Conclusion: all directors attending the meeting pass the case.

(3) Discussion: request for discussion on the issuance of new shares due to 2005 cash increment.

Please refer to P. 224, "C. Important Agreements on Various Opinions".

6. Important Decisions at 2006 Board of Directors

【2006.2.23.: 3rd Session, 13th Board of Directors】

- (1) Discussion: it is planned to issue subordinate financial debentures within the quota of NTD 2 billion to increase BIS ratio for strengthening the capital structure and meeting the requirement of business of Sunny Bank Ltd..

Description:

- a. The current BIS ratio of Sunny Bank Ltd. is 8.30%. It is anticipated that the ratio will decrease to 8.03% in June, which is close to the lower legal limit of 8% specified by Banking Law. For meeting such regulation, there is indeed a necessity for Sunny Bank Ltd. to issue the subordinate financial debentures so as to increase basel capital.
- b. For avoiding BIS ratio from being lower than 8% which may lead to a limitation placed by the central management institutions on providing new services and lowering credit rating, Sunny Bank Ltd. plans to issue the subordinate financial bonds within the quota of NTD 2 billion. The issuing period lasts for 5 to 10 years. Such issuance will effectively increase BIS ratio to 9.25% so as to sufficiently improve the capital structure of Sunny Bank Ltd. and fulfill the needs for future development.
- c. The conditions of issuance shall depend on the macroeconomic situations, trend of interest rates, capital demand, revision of laws, etc. The conditions shall be determined by the Chairmen.

Conclusion: all directors attending the meeting pass the case.

- (2) Discussion: request for discussion on the issuance of new shares arising from the 2006 cash increment of Sunny Bank Ltd.

Description:

- a. The case of 2005 cash increment was passed at **【2005.10.6.: 3rd Session, 12th Board of Directors】**. For matching the schedule of merging operations, the case is planned to execute in 2006.
- b. For strengthening the operational capital, increasing basel capital, reinforcing the business structure and raising BIS ratio of Sunny Bank Ltd., it is planned to execute cash increment in accordance with Articles 266 & 267 of Corporate Act and Article 6 of Sunny Bank Ltd.'s Articles.
- c. The cash increment for the said case is at NTD 1,084,734,960. A total of 108,473,496 registered

common shares are issued. The par value per share is at NTD 10. The issuing price is at NTD 10.

- d. According to Article 267 of Corporate Act, 15% of newly issued shares at a total of 16,271,024 shares will be reserved for employees to purchase with priority. The rest 85% of newly issued share at a total of 92,202,472 shares will be purchased by original shareholders at the rate of 84.471/1,000 shares times the total number of shares held by each shareholder on a basis of the date set for the purchase. The shareholders may integrate the fractions within the specified period. If the shareholders or employees do not purchase the above said shares or they do not integrate the fractions or there are shares remained after the purchase made by shareholders or employees within the specified period, then the Board of Standing Directors may contact with specific persons for selling the shares.
- e. The rights and obligations of the newly issued shares arising from the said cash increment are the same as the formerly issued shares.
- f. The Board of Managing Directors will further set up the standard date for purchase of shares and the issuing date of new shares after the case of cash increment is approved by the central management institutions.
- g. The Board of Managing Directors is entitled to deal with the revision on the issuing price, issuing conditions, capital application progress and related affairs arising from the cash increment upon the modification and change of related regulations by the central management institutions or changes of objective environment.
- h. The BIS ratio was 8.3% by the end of January 2006. After conducting the said cash increment, the BIS ratio is expected to increase to 8.63% by the end of July 2006.

Conclusion: all directors attending the meeting pass the case.

G. Penalty for Illegality as well as Major Flaws and Rectifications in the last two years: none.

H. Other Complementary Descriptions: none.

IX. Events Influencing Shareholder Equity and Security Prices

- A. The determinations of merging Kao Shin Commercial Bank have been passed by the Board of Directors and Temporary Shareholders' Meeting of Sunny Bank Ltd. respectively on July 29, 2005 and September 6, 2005. Sunny Bank Ltd. acts as the sustainable bank and Kao Shin Commercial Bank thus extinguishes. The exchange rate of each share held by Kao Shin to Sunny is 1.2048:1.
- B. The standard date of merging between Sunny Bank Ltd. and Kao Shin Commercial Bank was temporarily set on October 29, 2005. The Board of Directors decided to adjust to November 26, 2005 based on operational practices.
- C. The procedures of merging are in accordance with related laws and regulations. The assets, liabilities, effects and marketing values brought by the operations of Kao Shin Commercial Bank have been taken into considerations for determining the exchange rate of shares. Such merging may strengthen the market competitiveness and scale which is beneficial to shareholders' equity. The adjustment of the standard date of merging due to the change of contents of the Agreement creates no major influence on the shareholders' equity of Sunny Bank Ltd..

陽信商業銀行股份有限公司



董事長 陳勝宏



