

# 兆豐國際商業銀行內部稽核實施細則

Mega International Commercial Bank Co., Ltd.  
Internal Audit Procedure

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## 第一條（目的及依據）

為確保本行內部控制制度透過內部稽核作業得以持續有效實施，特依本行內部控制制度實施準則第十條規定制定本細則。

## Article 1 (Purpose and Basis)

The “Internal Audit Procedure” (hereinafter the “Procedure”) is enacted pursuant to Article 10 of “Implementation Standard of Internal Control System” (“內部控制制度實施準則”) of Mega International Commercial Bank Co., Ltd (hereinafter the “Bank”) to ensure the continuous effectiveness of internal control system is achieved through internal auditing.

## 第二條（權責單位）

本細則之權責單位為稽核處。

### Article 2 (Responsible Unit)

The responsible unit referred to in the Procedure is the Auditing Department.

## 第三條（稽核處之獨立性與定期報告）

本行設立隸屬董事會之稽核處，建立總稽核制，以獨立超然之精神，執行稽核業務，並至少每半年向董事會及監察人報告稽核業務，包括法令遵循單位辦理績效及全行法令遵循程度之評估意見。

前項所稱稽核業務分為下列兩項：

- 一、依本行組織規程職掌辦理之稽核及管理事項。
- 二、本行自行查核業務之督導及考核。

### Article 3 (The Independence of the Auditing Department and its Periodic Report)

The Bank has set up an Audit Department that is directly subordinate to the Board of Directors and established a chief auditor system to perform audit business independently and objectively as well as to report the audit business, including the opinions on the performance of Compliance Department and the level of regulatory compliance of the Bank, to the Board of Directors and Supervisors at least once semiannually.

The audit business referred to in the preceding paragraph is divided into the following two:

1. Audit and management matters performed in accordance with the Bank's Organizational Charter;
2. Supervision and evaluation of the Bank's self-inspection activities.

## 第四條（稽核處職掌範圍）

依照國際內部稽核專業實務架構及執業準則，內部稽核為獨立客觀之確認性服務及諮詢服務，用以增加價值及改善機構營運。

前項所稱「確認性服務」係指客觀檢查各項證據，以獨立評估機構之治理、風險管理及控制過程，通常包含財務、績效、遵循、系統安全及審慎性檢查等專案；「諮詢服務」係指接受客戶委任提供諮商、顧問、協助推展及訓練等服務，以增加其價值及改善機構之治理、風險管理及控制過程。

本行稽核處職掌範圍係指前項內部稽核之確認性服務，不含諮詢服務。

### Article 4 (Duties and Responsibilities of the Auditing Department)

According to the International Professional Practices Framework (IPPF) and the International Standards for the Professional Practice of Internal Auditing, internal auditing is an independent, objective assurance and consulting service designed to add value and improve an organization's operations.

Assurance services mentioned above refer to the objective examination of various evidences in order to independently evaluate the governance, risk management, and control process of the organization, which usually include projects, such as finance,

performance, compliance, system security, and due diligence.

Consulting services, on the other hand, refer to providing services requested by the clients, such as consultation, advisory, and assistance in facilitation and training, in order to increase client's value and improve the governance, risk management, and control process of its organization.

The duties and the responsibilities of the Auditing Department are confined to the above-mentioned assurance services, which exclude the consulting services.

#### 第五條（稽核人員之資格條件）

稽核處之稽核人員應具備下列條件：

- 一、具有二年以上之金融檢查經驗；或大專院校畢業、高等考試或相當於高等考試、國際內部稽核師之考試及格並具有二年以上之金融業務經驗；或具有五年以上之金融業務經驗。曾任會計師事務所查帳員、電腦程式設計師或系統分析師等專業人員二年以上，經施以三個月以上之金融業務及管理訓練，視同符合規定，惟其員額不得逾稽核人員總員額之三分之一。
- 二、最近三年內應無記過以上之不良紀錄，但其因他人違規或違法所致之連帶處分，已功過相抵者，不在此限。
- 三、內部稽核人員充任領隊時，應有三年以上之稽核或金融檢查經驗，或一年以上之稽核經驗及五年以上之金融業務經驗。

前項稽核人員於充任前均應分別參加主管機關認定機構所舉辦之下列訓練，並取得結業證書：

- 一、初任稽核人員應參加稽核人員研習班、電腦稽核研習班或票券稽核研習班六十小時以上課程，並經考試及格且取得結業證書。
- 二、領隊稽核人員應參加領隊稽核研習班十九小時以上課程。
- 三、總稽核及正副主管應參加稽核主管研習班十二小時以上課程。

派駐國外分(子)行之稽核人員，除應準用前二項之規定外，並應於赴任前參加本行海外分行業務講習班或主管機關認定機構所舉辦之海外業務訓練課程，如該指派人員已具有派駐國外分(子)行三(含)年以上經驗者，得免參加海外業務講習班或訓練課程。

#### Article 5 (Qualification Requirements for Internal Auditors)

Internal auditors in the Auditing Department shall meet the following qualification requirements:

1. Have no less than two (2) years of experience in financial examination; or have graduated from a junior college, college, or university or passed a senior civil service examination or an examination equivalent to senior civil service examination or the Certified Internal Auditor exam, and have no less than two (2) years of experience in financial operations; or have no less than five (5) years of experience in financial operations. A person is deemed as meeting such requirements if he or she has worked as a professional, such as an auditor in an accounting firm, or a computer programmer or a system analyst for no less than two (2) years, and has received no

less than three (3) months of training in financial operations and administration. However, the number of this type of auditor cannot exceed one-third of the total auditors;

2. Free of any record of demerit or more serious from employer in the last three (3) years, unless the demerit record was a result of joint and several disciplinary action on account of the violation or offense of another person, and the demerit has been offset by other merits;
3. If a lead auditor, have no less than three (3) years of experience in auditing or financial examination, or have no less than one (1) year of experience in auditing and no less than five (5) years of experience in financial business.

The aforementioned internal auditors should enroll in the following trainings held by the institutes recognized by the competent authority and obtain completion certificate from them before assuming the following post:

1. When acting as an internal auditor for the first time, the auditor should participate in the audit training course, computer audit training course or billing audit training course for no less than sixty (60) hours. The auditor should also pass the exam and obtain the completion certificate.
2. An internal auditor with leadership duty should participate in the internal auditor leader train course for no less than nineteen (19) hours.
3. The Chief Auditor and official, deputy managers should participate in audit manager training course for no less than twelve (12) hours.

In addition to the provisions of the above two Paragraphs, internal auditors appointed to overseas branches or subsidiary banks shall attend the training courses on overseas businesses held by the Bank or an institution recognized by the competent authority before assuming the posts. However, if the internal auditors already have no less than three (3) years of experience in overseas branches or subsidiary banks, the training courses may be exempted.

#### 第六條（稽核人員之在職訓練）

稽核處之稽核人員（含正副主管及總稽核）每年應參加主管機關認定機構所舉辦或兆豐金融控股股份有限公司（下稱兆豐金控）或本行自行舉辦之金融相關業務專業訓練，其最低訓練時數，正副主管及總稽核應達二十小時以上，其餘內部稽核人員應達三十小時以上。當年度取得國際內部稽核師證照者，得抵免當年度之訓練時數。

參加主管機關認定機構所舉辦之金融相關業務專業訓練時數不得低於前項應達訓練時數二分之一。

派駐國外分（子）行稽核人員每年之在職訓練時數在職訓練時數應符合當地法令規定，不適用前二項規定。但當地法令無規定者，應比照稽核處單位主管及人員每年在職訓練時數，並得以參加符合當地法令規定所設立之金融專業訓練機構之訓

練課程時數進行認定。

Article 6 (On-the-job Training for Internal Auditors)

Internal auditors of the Auditing Department, including the official, deputy managers, and the Chief Auditor, shall attend finance-related professional trainings held by an institution recognized by the competent authority, Mega Financial Holdings Company (hereinafter “Mega Holdings”), or the Bank every year. The official, deputy managers, and the Chief Auditor are required to complete a minimum of 20 hours of training per year, whereas other internal auditors are required to complete a minimum of 30 hours of training per year. Internal auditors, who has obtained the international certification of Certified Internal Auditor within the current year, may transfer the certification into training hours. The training hours in finance-related professional trainings held by an institution recognized by the competent authority shall not be less than one-half of the aforementioned required training hours. The annual on-the-job training hours for internal auditors dispatched to overseas branches or subsidiary banks **shall comply with the local laws and regulations. In other words, the preceding two provisions do not apply. However, if there are no applicable local laws and regulations, it should be determined by referring to the annual on-the-job training hours of the General Managers and personnel of the Auditing Department. In addition, training hours collected from programs organized by financial professional training institutions founded as per local laws and regulations shall be recognized as well.**

第七條（稽核人員之從業原則）

稽核人員應以超然獨立、客觀公正之立場，執行其職務，職務代理，應由內部稽核部門人員互為代理，且執行業務應本誠實信用原則，並不得有下列情事：

- 一、明知本行之營運活動、報導及相關法令規章遵循情況有直接損害利害關係人之情事，而予以隱飾或作不實、不當之揭露。
- 二、逾越稽核職權範圍以外之行為或有其他不正當情事，對於所取得之資訊，對外洩漏或為己圖利或侵害本行之利益。
- 三、因職務上之廢弛，致有損及所屬金融控股公司（含子公司）或本行或利害關係人之權益等情事。
- 四、對於以前曾服務之部門，於一年內進行稽核作業。
- 五、對於以前執行之業務或與自身有利害關係案件未予迴避，而辦理該等案件或業務之稽核工作。
- 六、直接或間接提供、承諾、要求或收受兆豐金控(含子公司)或本行從業人員或客戶不合理禮物、款待或其他任何形式之不正當利益。
- 七、未配合辦理主管機關指示查核事項或提供相關資料。
- 八、其他違反法令規章或經主管機關規定不得為之行為。

本行應隨時檢查稽核人員有無違反前項規定，如有違反規定者，應於發現之日起一個月內調整其職務。

## Article 7 (Principles of Internal Auditors' Duties)

Internal auditors shall perform their duties in a detached, independent, objective, and impartial manner. Personnel of the internal audit unit shall act as substitute for each other, perform their duties with integrity, and must not:

1. Conceal or make unreal or inappropriate disclosures of the Bank's business activities, report, or compliance with laws and regulations that they know would cause direct damage to any interested party;
2. Act beyond the scope of audit functions, engage in any improper activities, disclose information acquired for self-profit, or use the information against the Bank's interests;
3. Cause losses to Mega Holdings, including its subsidiaries, or the Bank or cause harm to the interests of the stakeholders due to negligence;
4. Conduct audit to the unit where the auditor used to work within one (1) year from the on-board date in the Auditing Department;
5. Fail to avoid performing audit on cases or business within the scope of his or her past duties or matters in which he or she has a personal interest;
6. Directly or indirectly provide, promise, demand, or accept any unreasonable gift, hospitality, or other improper benefits of any form to or from employees or customers of Mega Holdings, including its subsidiaries, or the Bank;
7. Fail to audit designated matters or provide relevant information as instructed by the competent authority;
8. Conduct any activities in violation of laws or regulations or prohibited by the competent authority.

The Bank should at all times examine whether the auditors have violated the regulations in the preceding paragraph. If the auditor was found in violation of any of the above regulations, he or she should be reassigned to another job within one (1) month from the date of discovery.

## 第八條（稽核處應辦理事項）

稽核處為辦理內部稽核工作，應辦理下列事項：

- 一、編撰內部稽核工作手冊及工作底稿，其內容應包括對內部控制制度各項規定與業務流程進行評估，以判斷現行規定、程序是否已具有適當之內部控制，管理單位與營業單位是否切實執行內部控制及執行內部控制之效益是否合理等，並應配合各項業務法令規章及內規之修訂而適時增修。
- 二、督導業務管理單位訂定自行查核內容與程序，及各單位自行查核之執行情形。
- 三、依本行「風險導向內部稽核制度實施準則」之規定，辦理全行受查單位(包括海外子銀行)之風險評估，依風險評估結果及主管機關其他個別指定事項，彙總訂定年度稽核計畫，並依子公司業務風險特性及其內部稽核執行情形，訂定對子公司之查核計畫。

## Article 8 (Duties to be Performed by the Auditing Department)

In order to conduct internal audit, the Auditing Department should perform the following duties:

1. Prepare internal audit manuals and working papers, which shall include assessment of all regulations and operating procedures in the internal control system in order to determine whether adequate internal controls already exist in the current regulations and procedures, whether each management and business unit has adequately carried out internal controls, and whether the result of implementing internal controls are reasonable. The internal audit manuals and working papers should be updated in a timely manner in line with the revision of applicable laws and regulations as well as the policies and procedures of the Bank.
2. Supervise management units to formulate the scope and procedure of self-inspections and oversee the implementation of self-inspections for each business unit.
3. Conduct risk assessment for all the auditees (including overseas subsidiary banks) of the Bank in accordance with the "Risk-Based Internal Audit Implementation Guidelines", developing an annual audit plan based on the results of risk assessment and subjects designated by the competent authority. The audit plan for each subsidiary shall be formulated according to its respective risk profile and implementation status of internal audit.

## 第九條 (稽核計畫)

稽核處應於每會計年度終了前，將次一年度稽核計畫以書面交付監察人及獨立董事表示意見，並作成紀錄。年度稽核計畫應經董事會通過；修正時，亦同。

前項提交稽核計畫內容至少應包括：計畫編列說明、年度稽核重點項目、計畫受檢單位、查核性質(一般檢查或專案檢查)、查核頻次與主管機關規定是否相符等，如查核性質屬專案檢查者，應註明專案查核範圍。

## Article 9 (Audit Plan)

Before the end of each fiscal year, the Auditing Department should deliver a hard copy annual audit plan for the following year to the Supervisors and the Independent Directors for comments, and make records of them. The annual audit plan and any revisions thereto shall be approved by the Board of Directors.

The annual audit plan mentioned in the preceding paragraph should at least include: a description of the audit plan, key audit items, auditees, audit types (regular or target audit), and whether the audit frequency complied with the regulations of the competent authority. For a target audit, the audit scope should also be specified.

## 第十條 (本行受查單位之查核頻率)

稽核處應依本行「風險導向內部稽核風險評估作業要點」規定，對全行受查單位(包括海外子銀行)辦理風險評估，並依各受查單位之最終風險評估等級決定該單

位之年度查核頻率。

對駐國外代表人辦事處之查核方式，得以表報稽核替代或彈性調整實地查核頻率。

#### Article 10 (Audit Frequency of Auditee)

The Auditing Department should conduct risk assessments for all the auditees (including overseas subsidiary banks) of the Bank in accordance with the “Directions for Risk-Based Internal Audit Risk Assessment” in order to decide the annual audit frequency of each auditee based on its corresponding risk level.

The audit of overseas representative (agency) offices may be replaced by a documentary audit, or the audit frequency of an on-site audit may be adjusted flexibly.

#### 第十一條（對子公司之查核及其內部稽核之督導管理）

除海外子銀行依前條規定辦理查核外，稽核處應每半年對子公司之財務、風險管理及法令遵循辦理一次專案業務查核。

稽核處應審核已設置內部稽核單位之子公司陳報之稽核計畫、內部稽核報告所提重大缺失事項及改善辦理情形，並督導子公司辦理改善。

總稽核應定期對子公司內部稽核作業之成效加以考核，經報告董事會考核結果後，將其結果送子公司董事會作為人事考評之依據。

子公司內部稽核作業考評相關規範，由稽核處訂定之。

#### Article 11 (Audit of Subsidiary and Supervision over its Internal Audit Function)

In addition to conducting audits of overseas subsidiary banks in compliance with Article 10, the Auditing Department shall conduct one (1) target audit of all subsidiaries, focusing on finance, risk management, and regulatory compliance every six (6) month.

The Auditing Department shall review the audit plans as well as the significant deficiencies and remedial actions raised in internal audit reports submitted by subsidiaries with internal audit units, and supervise the implementation of these remedial actions.

The Chief Auditor shall periodically evaluate the efficacy of internal audit activities of each subsidiary and, after having reported to the Board of Directors, deliver the evaluation results to the board of directors of the relevant subsidiary for their references in personnel evaluations.

The Auditing Department should be responsible for establishing relevant guidelines for internal audit evaluation of the Bank’s subsidiaries.

#### 第十二條（一般查核報告應揭露事項及其他應查核項目）

稽核處辦理一般查核，其查核報告內容應依受查單位之性質分別揭露下列項目：

一、查核範圍、綜合評述、財務狀況、資本適足性、經營績效、資產品質、股權管理、董事會議事運作之管理、法令遵循、內部控制、利害關係人交易、各項業務作業控制與內部管理、客戶資料保密管理、資訊管理、員工保密教育、消費者及投資人權益保護措施及自行查核辦理情形，並加以評估。



- 二、對各單位發生重大違法、缺失或弊端之檢查意見及對失職人員之懲處建議。
- 三、受查單位對主管機關、會計師、兆豐金控內部稽核單位、稽核處與自行查核人員所提列檢查意見或查核缺失，及內部控制制度聲明書所列應加強辦理改善事項之未改善情形。

稽核處應將營業單位辦理信託業務、財富管理及金融商品銷售業務有無不當行銷、商品內容是否充分揭露、相關風險是否充分告知、契約是否公平及其他依法令或自律規範應負之義務之執行情形，併入對營業單位之一般查核或專案查核辦理。

稽核處應將法令遵循制度之執行情形，併入對業務及管理單位之一般查核或專案查核辦理。

查核報告應於查核結束日起二個月內交付監察人及獨立董事查閱，並依主管機關規定之報送標準及格式辦理申報作業。

第一項之查核報告、工作底稿及相關資料應至少保存五年。

#### Article 12 (Items to be Disclosed in Regular Audit Report and Other Items to be Audited)

The Auditing Department should, according to the various attributes of the auditees, disclose the following items in regular audit reports:

1. Audit scope, executive summary, financial status, capital adequacy, business performance, asset quality, management of shares, board meeting management, regulatory compliance, internal controls, stakeholder transactions, the operational control and internal management of all business activities, customer-data protection management, information management, employee non-disclosure training, protective measures for the interests of consumers and investors, implementation status of self-inspection, and evaluation of the above mentioned matters.
2. Findings and observations on significant violation, deficiency, or malpractice identified in auditees, and suggestions for disciplinary actions against negligent employees.
3. Follow-ups on any audit findings and deficiencies brought up by the competent authority, independent public accountant, the internal audit unit of Mega Holdings, the Auditing Department, and self-inspectors, as well as the remediation progress of matters requiring improvement specified in the Statement on Internal Control.

The auditing department should incorporate the following items into either regular or target audits: whether each business unit promotes its trust business, wealth management, and financial product sales via improper marketing, whether the details of the products are fully disclosed, whether the relevant risks are adequately notified, whether the contract is fair, and how the business unit performs its obligations according to the applicable laws, regulations, or self-regulatory guidelines.

The Audit Office shall also incorporate the implementation of the laws and regulations compliance system into regular or target audits of both business and management units.

The audit reports must be delivered to the Supervisors and Independent Directors within two (2) months from the audit completion date, and be declared in line with the reporting standards and the prescribed format stipulated by the competent authority.

All of the audit reports, working papers, and relevant documents concerning items mentioned in the first Paragraph of this Article should be retained for no less than five (5) years.

#### 第十二條之一（強化稽核功能）

稽核處應客觀公正執行稽核職責，對稽核事項判斷不受人為干預，以發揮獨立超然功能，且對下列情事，查核報告應先提報監察人複審，不得逕陳報董事長：

- 一、稽核工作查核發現(或吹哨者檢舉)董事、監察人或職責相當於副總經理以上之高階管理階層涉有不誠信或不正當行為者。
- 二、主管機關交辦查核重大案件，並要求稽核處逕將查核結果提報監察人者。

#### Article 12-1(Strengthen the audit function)

The Auditing Department shall perform its audit duties objectively and impartially, without human intervention in the judgment of audit matters, so as to exert its independent and transcendent function. For the following situations, the audit report should be submitted to the Supervisors for review first, rather than submitted directly to the Chairman of the Board:

1. The audit has found or a whistleblower has reported that Directors, Supervisors, or senior management with duties equivalent to the executive vice president or higher are involved in dishonest or improper conduct.
2. Major audit cases assigned by the competent authority, which are required to report directly to the Supervisors.

#### 第十三條（查核作業應遵循事項）

稽核人員執行查核作業時，應遵循下列事項：

- 一、依查核性質，如須事前保密者，應予保密。
- 二、辦理實地查核時，應開具業務查核通知提交受查單位配合查核作業之進行。
- 三、辦理查核前，對受查單位之組織職掌、人員配置、業務狀況、作業流程、電腦處理方式等資料應先行瞭解，並按其業務特性擬定查核計畫、查核程序及編製工作底稿，以利稽核作業之進行。
- 四、辦理一般查核時，應就前次查核基準日後至本次查核基準日止之有關業務及第十二條第一項第三款之事項予以查核。
- 五、辦理查核時，得視需要調閱文卷、帳冊、傳票等有關資料，並得約請受查單位相關人員就特定事項提出口頭或書面說明。
- 六、應將查核內容翔實記錄於工作底稿。
- 七、如因事實上之困難致無法全面查核時，得以抽樣查核方式為之。其抽樣方式、範圍應在工作底稿或查核報告上敘明。

#### Article 13 (Instructions to be Followed in Performing Audit)

Auditors should comply with the following instructions when conducting an audit:

1. An audit shall, depending on its nature, be kept confidential prior to the

- commencement of fieldwork, if necessary.
2. For an on-site audit, an Audit Notice should be delivered to the auditee, in which it demands cooperation from the auditee in the audit process.
  3. Before conducting an audit, auditors should understand the Auditee's organizational structure, duties and responsibilities, staffing, business, operating procedures, and computer processing methods as well as, depending on various attributes of different auditees, prepare an audit plan, an audit program, and working papers for the Auditee in order to facilitate the audit process.
  4. In a regular audit, the audit scope should cover all relevant business from the previous auditing date to the current auditing date and matters stipulated in Item 3, first Paragraph of Article 12.
  5. When conducting audits, auditors may, depending on their actual needs, have access to relevant documents, records, files, or vouchers and may demand relevant personnel to elaborate certain cases in either verbal or written form.
  6. Auditors should clearly and precisely put down all observations and findings of the audit on the working papers.
  7. Auditors may conduct a sampling audit when encounter practical difficulties of conducting a census. In addition, the methodology and the pool size of the sampling should be elaborated on working papers or the audit report.

#### 第十四條（稽核人員之獎懲）

稽核人員對主管機關檢查意見覆查追蹤之缺失改善辦理情形或對查核結果有隱匿未予揭露，而肇致重大弊端時，相關人員應負失職責任，但稽核人員發現重大弊端或疏失，並使公司免於重大損失者，應予獎勵。

#### Article 14 (Rewards and Penalties for Auditors)

When an auditor conceals any audit findings or the status of the remedial actions of any deficiency identified by the competent authority, which requires review and follow-up, and therefore causes significant malpractice, the personnel involved should be held responsible for negligence in their duties. On the other hand, if an auditor discovers significant deficiency or negligence and therefore saves the Bank from consequential losses, the auditor should be rewarded.

#### 第十五條（稽核人員應通報事項）

稽核人員對內部控制重大缺失或違法違規情事所提改進建議不為管理階層採納，將肇致本行重大損失者，均應立即作成報告陳核，並通知獨立董事及監察人，同時通報主管機關。

#### Article 15 (Matters to be Reported by Auditors)

In case that auditors' advice concerning remedial actions to significant deficiencies or noncompliance issues identified in the internal control system are not accepted by the management, and thus might cause significant losses to the Bank, the auditor should immediately report and escalate relevant matters to the Independent Directors, Supervisors, and the competent authority.

#### 第十六條（稽核處應陳報事項）

稽核處應將下列事項陳報董事會：

- 一、於國內外主管機關檢查結束或收到檢查報告後，應依重大性原則，即時將重大事由密函通報董事及監察人，並將詳細內容於最近一次董事會報告，報告事項應包括檢查溝通會議內容、主要檢查缺失、遭金融主管機關調降評等、主管機關要求採行之重大缺失改善方案或可能採行之處分措施。
- 二、前款之檢查缺失改善辦理情形，應定期向董事會報告。
- 三、國內主管機關檢查報告所提缺失，應依主管機關規定提報董事會。
- 四、國外分(子)行當地主管機關檢查報告提列有缺失事項者，應提報董事會，未提列缺失者，應併於稽核工作報告提報董事會。
- 五、董事會關切且列入查核重點之重大風險事項，如查核結果有提列重大缺失事項者，應於查核結束後提報董事會，未有重大缺失或異常事項者，應將查核結果併於稽核工作報告提報董事會。

前項第一款重大性原則係指主管機關提列有評等調降、重大缺失或違反重大法令規定，致遭裁罰處分或有受重大處分之虞、或其他重大情形者。

稽核處應將下列事項通知兆豐金控：

- 一、主管機關檢查報告或其他有關資料與稽核計畫、內部稽核報告所提重大缺失事項及改善辦理情形。
- 二、稽核處依第一項第一款提報董事會之重大事由，應於會後通知兆豐金控。

#### Article 16 (Matters to be Reported by the Auditing Department)

The Auditing Department shall report the following matters to the Board of Directors:

1. Based on the Materiality Principle, the Auditing Department should report the significant findings to Directors and Supervisors by confidential letter immediately after an examination conducted by the competent authority is completed or the examination report is received, and should give a detailed report in the next Board Meeting. The detailed report shall cover communications with the competent authority regarding the examination as well as significant deficiencies, rating downgrade, and remedial actions for significant deficiencies required or the possible discipline exerted by the competent authority.
2. The remediation progress of the significant deficiencies mentioned in the preceding Item 1 should be submitted to the Board of Directors periodically.
3. The findings of audit report from the domestic competent authority should be submitted to the Board of Directors according to the requirements of the competent authority.
4. Audit reports of overseas branches (subsidiaries) with findings raised by the competent authority in the host countries shall be submitted to the Board of Directors, whereas those without findings should be incorporated in the semi-annual audit working report and submitted to the Board of Directors.
5. In conducting audits on risks that are not only concerned by the Board of Directors but also classified as Key Audit Matters, auditors shall report the audit results with

significant deficiencies to the Board of Directors once the audit is completed, and incorporate those without any significant deficiencies or irregularities in the semi-annual audit working report and submit it to the Board of Directors.

The Materiality Principle mentioned in Item one(1) in the preceding Paragraph refers to matters brought up by the competent authority regarding the followings: rating downgrade, significant deficiencies, and violation of important regulations, which has led or may lead to discipline, mandate, penalty, enforcement letter, or any other vital situation.

The Auditing Department shall report the followings to Mega Holdings:

1. Audit reports by the competent authority or other relevant documents, audit plans, and significant deficiencies along with the remedial actions raised in internal audit reports.
2. The significant findings mentioned in Item 1, first Paragraph of this Article, after reported to the Board of Directors.

#### 第十七條（查核缺失追蹤覆查及考評機制）

稽核處對主管機關、會計師、兆豐金控內部稽核單位、稽核處與內部單位自行查核所提列檢查意見或查核缺失，及內部控制制度聲明書所列應加強辦理改善事項，應持續追蹤覆查，並將其追蹤考核改善情形，以書面提報董事會及交付監察人，並列為對各單位獎懲及績效考核項目之一。

為督導及考核各單位辦理前項改善作業及自行查核業務之成效，稽核處應訂定相關考評規範。

#### Article 17 (Follow-ups on the Deficiencies Identified and Evaluation Mechanism)

The Auditing Department should track, monitor, and follow up on the audit opinions or deficiencies identified by the competent authority, independent public accountant, the internal audit unit of Mega Holdings, the Auditing Department, and the self-inspectors of each unit, as well as matters requiring further improvement listed in the Statement on Internal Control. The follow-up on such audit issues should be made into a written report by the Auditing Department and submitted to the Board of Directors and Supervisors, and should be taken into account when evaluating performance and deciding reward/discipline of each unit.

The Auditing Department should establish relevant evaluation guidelines for supervising and evaluating the performance of the above-mentioned follow-ups on remedial actions and self-Inspections.

#### 第十八條（向主管機關申報事項）

稽核處應將下列事項於規定期限內，依主管機關規定格式以網際網路資訊系統申報主管機關備查：

- 一、每會計年度終了前，申報次一年度稽核計畫。
- 二、每會計年度終了後二個月內，申報上一年度之年度稽核計畫執行情形。
- 三、每會計年度終了後五個月內，申報上一年度內部控制制度缺失與異常事項所提之查核意見及其改善情形。

四、每會計年度終了後一個月內，申報稽核人員之姓名及服務年資等資料。

辦理前項第四款申報作業時，如有發現不符合第五、六條規定者，應於二個月內改善，若逾期未予改善，應立即調整其職務。

#### Article 18 (Items to be Reported to Competent Authority)

The Auditing Department shall report the followings to the competent authority in the prescribed format via internet information system within requested timeframes:

1. An audit plan for the next year by the end of each fiscal year.
2. An implementation status report of the preceding year's annual audit plan within two (2) months from the end of each fiscal year.
3. Audit findings and the remediation progress of the significant deficiencies and irregularities identified in the internal control system within five (5) months from the end of each fiscal year.
4. Information on the names and years of service of its internal auditors within one (1) months from the end of each fiscal year.

When preparing the information of the above-mentioned Item 4 of this Article, the Auditing Department should verify whether these auditors have met the requirements stipulated in Article 5 and Article 6. If an auditor fails to meet the requirements, he or she should make improvements within two (2) months, or else the auditor should be re-assigned to another job immediately.

#### 第十九條（評估內部控制制度之有效性）

本行各單位應依據相關規定定期自行評估其內部控制及法令遵循情形，於年度終了時，由單位主管出具內部控制聲明書、法令遵循制度執行情形聲明書，依稽核處及法令遵循處之規定分別送其彙整。

總稽核、資訊安全長及法遵長檢視評估整體內部控制制度之有效性後，由董事長、總經理、總稽核、資訊安全長及法遵長聯名出具內部控制制度聲明書，並提報董事會通過，於每會計年度終了後三個月內將內部控制制度聲明書內容揭露於本行網站，並於主管機關指定網站辦理公告申報。

前項內部控制制度聲明書應依規定刊登於年報、股票公開發行說明書及公開說明書。主管機關檢查意見、各單位辦理自行查核及稽核處所發現之內部控制缺失及異常事項改善情形，應作為評估內部控制制度有效性及出具內部控制制度聲明書之依據。

#### Article 19 (Evaluation of the Effectiveness of Internal Control System)

Each unit of the Bank should periodically review the performance of its internal control system and regulatory compliance according to relevant regulations. At the end of each fiscal year, the head of each unit should submit an internal control statement and an implementation status report of regulatory compliance to the Auditing Department and the Compliance Department according to their respective regulations.

After the Chief Auditor, the Chief Information Security Officer, and the Chief

Compliance Officer review and assess the overall effectiveness of the Bank's internal controls, the Chairman of the Board of Directors, the President, the Chief Auditor, the Chief Information Security Officer, and the Chief Compliance Officer should jointly sign and issue a Statement on Internal Control and submit it to the Board of Directors for approval. The Statement on Internal Control should be published on the Bank's website within three (3) months from the end of every fiscal year and also published on the website designated by the competent authority.

The aforementioned Statement on Internal Control should be duly published in the Bank's annual report, stock issue prospectuses, and other prospectuses.

The remediation progress of the deficiencies and irregularities in the internal control system identified by the Auditing Department, the self-inspectors of each unit, and the competent authority should be taken into account when evaluating effectiveness of the internal control system and preparing the Statement on Internal Control.

#### **第二十條（委外費用之準用）**

委外辦理內部稽核作業、品質評核及聘任外部顧問時，依委任費用之總額，準用本行「設備取得或處分處理準則」之授權核定層級標準辦理。

#### **Article 20 (Approval of Fees Incurred from Outsourcing)**

**With regard to the outsourcing of internal audit functions, quality assurance, and hiring of external consultants, the approval authority level of an outsourcing engagement shall be determined according to the aggregate engagement fees as per the Bank's "Standards for Handling of Equipment Acquisition or Disposal."**

#### **第二十一條（未盡事宜）**

本細則未盡事宜，悉依相關法令及本行規定辦理。

#### **Article 21 (Matters Not Covered)**

Matters not covered in the Procedure, if any, shall be conducted in accordance with applicable laws, regulations, and internal rules of the Bank.

#### **第二十二條（核定層級）**

本細則經總稽核核定後施行，修正或廢止時亦同。

#### **Article 22 (Approval Authority)**

The Procedure shall be implemented upon approval of the Chief Auditor. The same shall apply to any amendment or revocation of the Procedure.

In case of any discrepancy arises between this English translation and the original Chinese version, the Chinese version shall prevail.