Content

Title：	Regulations Governing the Declaration of Acquisition of Shares in Accordance with Article 43-1, Paragraph 1 of the Securities and Exchange Act Ch
Date：	2024.01.30
Legislative：	1. Full text of 9 articles adopted and issued per 7 October 2019 Order No. Financial-Supervisory-Securities-Trading-1080360357 of the Financial Supervisory Commission; for enforcement from the date of issuance 2. Full text of 12 articles adopted and issued per 30 January 2024 Order No. Financial-Supervisory-Securities-Trading-1130380209 of the Financial Supervisory Commission; for enforcement from 10 May 2024
Content：	

Article 1
These Regulations are adopted under Article 43-1, Paragraph 1 of the Securities and Exchange Act (the "SEA").

Article 2
When a person acquires, either individually or jointly with another person or persons, more than 5 percent of the total issued shares of a public company, the person who individually acquires or, as the case may be, the persons who jointly acquire such shares (individually an "acquirer" and collectively "acquirers") shall file a declaration with the Competent Authority and make a public disclosure in accordance with these Regulations. The same applies when there is any change in the information declared. However, if other laws or regulations provide otherwise, the provisions thereof shall prevail.

Article 3
For the purposes of these Regulations, the issued shares of a public company acquired by a person include those held by the person's spouse, minor child, and held under the name of any other person.

Article 4
For the purposes of these Regulations, acquisition of shares by a person jointly with another person or persons means acquiring issued shares of a public company by means of contract, agreement, or any other form of mutual consent between that person and such other person or persons.
If there is written mutual consent between or among the acquirers, a copy of the written mutual consent shall be included in the declaration filed with the Competent Authority.

Article 5
For the purposes of these Regulations, transfer of ownership is not a prerequisite for an acquisition of shares.

Article 6
When acquiring more than 5 percent of the total issued shares of a public company (the "date of acquisition"), unless otherwise provided in these Regulations, the acquirer or acquirers shall, within 10 days from the date of acquisition, file a declaration with the Competent Authority covering the following information and make a public disclosure in accordance with paragraph 2:
1. Identity, name (individual or entity), uniform ID number (national ID card number, business administration number, or otherwise), and address (domicile or location) of the acquirer; if the acquirer is a company, also indicate the name (individual or entity), uniform ID number (national ID

card number, business administration number, or otherwise), and address (domicile or location) of any shareholder holding 5 percent or more of the shares, or any person who directly or indirectly controls any shareholder holding 5 percent or more of the shares, of the company.
2. Total number of shares acquired at the time of filing the declaration and its percentage on the total issued shares. If the acquirer is a financial holding company and the company whose shares are acquired ("acquiree company") is a financial institution, also indicate the shareholdings of the acquirer's subsidiaries and affiliated enterprises in the acquiree company.
3. Method and date of acquisition.
4. Purpose of acquisition of shares.
5. Details of sources of funds.
6. Details of transactions during the 6 months prior to the date of acquisition.
7. Number of shares expected to be further acquired within 1 year.
8. Whether the acquirer has a plan to exercise any of the following share rights, and if so, specify details of the plan:
A. Plan to propose and facilitate, either individually or jointly with another person or persons, the holding of a special shareholders meeting.
B. Plan to run for, or to support another person to run for, director or supervisor.
C. Plan to dispose of assets, or to change the financial or operational condition, of the acquiree company.
An acquirer that is a public company shall transmit the information required to be declared under the preceding paragraph to the Market Observation Post System (MOPS) within 10 days from the date of acquisition, whereupon the acquirer is deemed to have completed the declaration and public disclosure. An acquirer that is not a public company shall deliver the declaration information required to be declared under the preceding paragraph to the acquiree company within 8 days from the date of acquisition, and the acquiree company shall then transmit the information to the MOPS on behalf of the acquirer within 2 days from the day of receiving the information.

Article 7
If there is any change in the following declared information, unless otherwise provided in these Regulations, an acquirer shall, within 2 days from the date of occurrence of such change, file a declaration with the Competent Authority covering the following information and make a public disclosure in accordance with paragraph 3:
1. An increase or decrease in shareholding reaching 1 percent of the total number of issued shares of the acquiree company, where the increase or decrease in shareholding percentage also reaches 1 percent; the declaration and public disclosure obligations for such information shall continue until the shares individually or jointly acquired are 5 percent or less of the total issued shares of the acquiree company;
2. If the acquirer is a company, any shareholder holding 5 percent or more of its shares, or any person who directly or indirectly controls any shareholder holding 5 percent or more of its shares.
3. Purpose of acquisition of shares.
4. Sources of funds.
5. Number of shares expected to be further acquired within 1 year.
6. Content of any plan to exercise share rights.
The acquirer under the preceding paragraph shall include in the declaration a statement showing any change(s) between the presently and the previously declared total shareholdings.
An acquirer that is a public company shall transmit the information required to be declared under the preceding 2 paragraphs to the MOPS within 2 days from the date of occurrence of such change, whereupon the acquirer is deemed to have completed the declaration and public disclosure. An acquirer that is not a public company shall deliver the information required to be declared under the preceding 2 paragraphs to the acquiree company within 2 days from the date of occurrence of such change, and the acquiree company shall then transmit the information to the MOPS on behalf of the acquirer on the same day of receiving the information.

Article 8
If an acquirer that is a pension or insurance fund managed by the government, on the shareholding calculation base date (the "base date"), has acquired more than 5 percent of the total issued shares of any public company, it shall, within 10 days from the base date, file a declaration with the Competent Authority of the information required to be declared under Article 6, paragraph 1, subparagraphs 1 to 5, 7, and 8, and within 8 days from the base date, shall deliver the information required to be declared to the acquiree company, and the acquiree company shall then transmit the information to the MOPS on behalf of the acquirer within 2 days from the day of receiving the information, to complete the declaration and public disclosure.
"Base date" in these Regulations means 30 June and 31 December of every year.

Article 9
When filing a declaration with the Competent Authority, an acquirer shall concurrently transmit a copy of the declaration to notify the acquiree company, and also a copy to notify the Taiwan Stock Exchange Corporation (TWSE) if shares of the acquiree company are listed on the TWSE, or to the Taipei Exchange (TPEx) if listed on the TPEx.
With respect to the notifications by copy mentioned in the preceding paragraph, the notification is deemed to have been duly completed once transmission to the MOPS has been completed.

Article 10
The Competent Authority may commission the TWSE and the TPEx to handle cases of declarations and public disclosures made by acquirers in accordance with these Regulations.

Article 11
If an acquirer has acquired more than 5% but not more than 10% of the total issued shares of any public company before these Regulations enter into force and continues to hold the shares until the enforcement date, it shall, within 10 days from the enforcement date, file a declaration with the Competent Authority of the information under Article 6, paragraph 1, subparagraphs 1, 2, and 4, and carry out declaration and public disclosure in accordance with paragraph 2 of that article.

Article 12
These Regulations shall enter into force from 10 May 2024.

Files： 18Regulations Governing the Declaration of Acquisition of Shares in Accordance with Article 43-1, Paragraph 1 of the Securities and Exchange Act(113.01.30).txt

Data Source：Financial Supervisory Commission Laws and Regulations Retrieving System