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| Title : | Financial-Supervisory-Securities-Corporate-10200293696  |
| Date : | 2013.08.27 |
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| Content : | <p>Order of the Financial Supervisory Commission Issue date: 27 August 2013 Issue no.: Financial-Supervisory-Securities-Corporate-10200293696</p> <p>1.The "other securities" approved by the competent authority under Article 22, paragraph 1 of the Securities and Exchange Act include foreign currency denominated straight corporate bonds publicly offered and issued within the ROC by foreign issuers for sale only to qualified institutional investors. The aforesaid foreign issuers, while still required to comply with the laws and regulations of their country of registration, are exempted from the following requirements:</p> <p>(1) The requirement to carry out effective registration of the public offering and issuance of the securities with the competent authority under Article 22, paragraph 1 of the Securities and Exchange Act.</p> <p>(2) The information disclosure requirements relating to public announcement and filing for registration of the annual and quarterly financial reports under Article 36 of the Securities and Exchange Act.</p> <p>(3) The requirements of the Regulations Governing Information to be Published in Public Offering and Issuance Prospectuses or Regulations Governing Information to be Published in Financial Institution Prospectuses for Offering and Issuance of Securities</p> <p>2."Foreign issuer" means foreign issuers as defined in Article 3, subparagraph 1 of the Regulations Governing the Offering and Issuance of Securities by Foreign Issuers; "qualified institutional investor" means qualified institutional investors as defined in Article 4, paragraph 2 of the Financial Consumer Protection Act</p> <p>3.A foreign issuer issuing an aforesaid corporate bond shall comply with the following requirements:</p> <p>(1) The interest shall be calculated by a fixed rate or a direct floating rate. The funds raised shall be retained as foreign currency, and may not be converted into NT dollars for use.</p> <p>(2) The prospectus shall be prepared in accordance with established conventions in international financial markets.</p> <p>(3) The issuer shall file for recordation in advance with the Foreign Exchange Department of the Central Bank, with a copy to the GreTai Securities Market, attaching information including the predetermined issuance rules, basic information of the issuer, and the intended use of the funds. If there is any change in the fund utilization plan, it shall also be filed for recordation in advance with the Foreign Exchange Department of the Central Bank.</p> <p>(4) Within 15 days after the issue, the issuer shall report information</p> |

related to the issue on the FSC-designated information reporting website (e.g. if a credit rating has been obtained for the bond, the credit rating shall be disclosed). And by the 10th day of each month after the issue, the issuer shall update the information relating to the balance of bonds issued and outstanding on the FSC-designated information reporting website. If a foreign issuer is a TWSE primary listed company or a GTSM primary listed company, it shall additionally, within 10 days after the end of each quarter, enter the quarterly statement of fund utilization status into the FSC-designated information reporting website, and on a quarterly basis shall contact the original lead underwriter or the attesting CPA to issue an evaluation opinion on the reasonableness of the progress made in utilization of the funds and the handling of unused funds and on whether any change to the plan is involved; it shall do the same whenever there is any change to the fund plan.

(5) The issuer shall apply with the GTSM for registration for GTSM trading. The offerees of the bonds, and the trading counterparties to whom any buyers resell the bonds, shall be limited to qualified institutional investors.

4. This Order shall take effect from this day forward.

Originals: To be posted on the public notice boards of the Financial Supervisory Commission (FSC) and the Securities and Futures Bureau of the FSC

Copies: Legal Affairs Committee, Executive Yuan; Department of Foreign Exchange, Central Bank; FSC (Department of Legal Affairs and Department of Information Management); FSC Financial Examination Bureau; FSC Banking Bureau; FSC Insurance Bureau; Taiwan Stock Exchange Corporation; GreTai Securities Market; Securities and Futures Institute; Taiwan Depository & Clearing Corporation; Accounting Research and Development Foundation; Taiwan Securities Association; National Federation of Certified Public Accountant Associations of the Republic of China; Lex Data Information Inc.; Winkler Partners, Attorneys at Law