律師檢核意見表

Checklist for Counsel

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| --- | --- |
| 發行人名稱:  The Issuer : |  |
| 本債券名稱:  Name of the Bonds  to be Issued : |  |

1. 本債券是否得由發行人依其[*發行人offering programme之名稱*]（下稱「發行計劃」）募集與發行，且發行人提供貴中心依發行計劃發行本債券之基礎公開說明書（Base Prospectus或Offering Circular）已取具發行人註冊地國或發行人有價證券上市地國任何主管機關之核准或辦理申報。

□ 是，核准之主管機關名稱：

□ 否，補充說明：

1. Whether the Bonds are permitted to be issued by the Issuer under its[*name of Issuer's offering programme*] ("Issuer's Programme") and the Base Prospectus or Offering Circular under the Issuer's Programme for issuance of the Bonds submitted to the Taipei Exchange has been filed with or approved by any governmental or regulatory authority in the Issuer's home country or in any other jurisdiction in which Issuer's securities are listed?

□ Yes, Name of the governmental or regulatory authority:

□ No, Explanation:

1. 發行人提供貴中心依發行計劃發行本債券之基礎公開說明書(Base Prospectus或Offering Circular)是否已取具任何證券交易所之核准或辦理申報。

□ 是，核准之證券交易所名稱：

□ 否，補充說明：

1. Whether the Base Prospectus or Offering Circular under the Issuer's Programme for issuance of the Bonds has been filled with or approved by any stock exchange Issuer's securities are listed?

□ Yes, Name of the stock exchange:

□ No, Explanation:

1. 發行人是否曾依其發行計劃之基礎公開說明書（Base Prospectus或Offering Circular）在其他地區發行債券，且該等債券係於World Federation of Exchanges之會員交易所(含中華民國證券櫃檯買賣中心)掛牌交易。

□ 是，詳列債券資訊如下：

ISIN Code：

幣別：

金額：

發行日：

掛牌交易所名稱：

□ 否，補充說明：

1. Whether the Issuer has previously issued other notes under the Base Prospectus or Offering Circular for the same Issuer's Programme in other jurisdiction(s) and listed such notes on any member exchange(s) of World Federation of Exchanges (including the Taipei Exchange)?

□ Yes, Details of such notes are as follows:

ISIN Code:

Currency:

Issue Amount:

Issuance Date:

Listing Stock Exchange:

□ No, Explanation:

1. 發行人募集與發行本債券之基礎公開說明書（Base Prospectus或Offering Circular）及最終條款（Final Terms）或訂價補充說明書（Pricing Supplement）係依其發行計劃編製。

□ 是

□ 否，補充說明：

1. Whether the Base Prospectus or Offering Circular and the Final Terms or Pricing Supplement in relation to issuance of the Bonds are prepared under and according to the Issuer's Programme?

□ Yes

□ No, Explanation:

1. 發行人是否符合本中心外幣計價國際債券管理規則第4條之1所訂之資格條件?

□ 是，詳列符合條款及發行人之資格條件資訊如下：

□ 否，補充說明：

1. Whether the Issuer meets qualifications of the provisions of Articles 4-1 of the Taipei Exchange Rules Governing Management of Foreign Currency Denominated International Bonds?

□ Yes, Details of applicable subparagraph and qualification are as follows:

□ No, Explanation:

綜上，有關本次向財團法人中華民國證券櫃檯買賣中心提出發行人依發行計劃募集與發行本債券之基礎公開說明書（Base Prospectus或Offering Circular）及最終條款（final terms）或訂價補充說明書（pricing supplement）(以下合稱「公開說明書」)，簽署人確認如下：

(i)公開說明書已符合上述前三點條件中之任一點及第四點；或

(ii)簽署人出具之聲明書(如附件I)證明公開說明書已依金融監督管理委員會民國107年11月30日金管證發字第1070118946號令所規定之國際金融市場慣例編製。

Given the above, the undersigned confirms, with respect to the base prospectus or offering circular under the Issuer's Programme and the final terms or pricing supplement in connection with the issuance of the Bonds (collectively, the "Prospectus") submitted to the Taipei Exchange, that:

(i) one of the responses 1, 2 and 3 above and the response 4 are checked yes; or

(ii) a statement of the undersigned, which states that the Prospectus has been prepared in accordance with international financial market practice as required by the letter issued by the Financial Supervisory Commission on November 30, 2018 (Ref No. Financial-Supervisory-Securities-Corporate-1070118946) is attached hereto as Annex I.

此致

財團法人中華民國證券櫃檯買賣中心

To: Taipei Exchange

法律事務所名稱:

律師簽章:

Name of Law Firm:

Name of Attorney at Law: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

(signature)

中華民國 年　月　日

Date:

註： 本檢核表如係由外國律師出具，得以英文出具。

Note : If this checklist is provided by foreign counsel, the checklist may be submitted in English only.