<附件一> 新台幣計價之外國債券櫃檯買賣申請書

(外國發行人發行僅銷售予專業投資人而經主管機關核定免依證券交易法第二十二條第一項辦理募集與發行有價證券之申報生效之外國普通債券適用)

受文者：財團法人中華民國證券櫃檯買賣中心

主　旨：本發行人發行下列債券，擬在貴中心櫃檯買賣，茲依證券商營業處所買賣有價證券管理辦法及貴中心有關章則之規定，檢具相關文件，敬請查核辦理。

|  |  |  |  |
| --- | --- | --- | --- |
| 發行人名稱 |  | 國籍及總公司所在地 |  |
| 設立日期 |  | 發行募集方式 |  |
| 債券名稱 |  | 股票掛牌地點及交易所名稱 |  |
| 發行總額 |  | 信用評等(須註明評等公司與評等日期 | 擔保人(請加註擔保人名稱) | (請註明是否為聯保，聯保請填寫主辦行評等。擔保人為我國金融機構者免填信評欄位) |
| 債 券 |  |
| 發行人 |  |
| 發行面額 |  | 還本付息代理機構 |  |
| CFI編碼 |  | 前已發行之公司債或其他債務，有無違約或遲延支付本息之事實或現況 |  |
| 票面利率及計付息方式 |  | 如有未償還之債券，其數額 |  |
| 債券發行期限及還本方式 |  | 受託機構 |  |
| 準據法 |  | 債券登錄機構 |  |
| 資訊揭露代理人 |  | 如債券於國外登錄者，其國際編碼 |  |
| 如有擔保者，其保證機構名稱或擔保內容 |  | 承銷商、承銷金額、費率及審查費用 | (須依券別列示承銷商名稱、承銷金額、費率及審查費用。若家數較多，請依本中心指定格式提供明細表) |
| 附件檢送方式（附註一） | □網路掛牌作業□紙本作業 | 本債券掛牌交易所 |  |
| 取具永續發展債券資格認可種類 | □無 □綠色債券 □社會責任債券 □可持續發展債券  |
| 預定櫃檯買賣日期 |  | 申請日期 |  |
| 　　附　　件 | 一、本申請書暨附件所載事項無虛偽、隱匿之聲明。二、發行人、保證機構或債券之信用評等證明文件。(無者免付) 三、募集完成證明文件。（採包銷方式承銷公司債者，得以經律師簽證之承銷商包銷契約或於櫃檯買賣日前一營業日前以證券商業同業公會出具之承銷契約備查函替代，且事後至遲應於櫃檯買賣日將債款募集完成證明送達櫃買中心）四、公開說明書於主管機關指定之資訊申報網站完成上傳證明文件。五、債券登錄於國內外證券保管事業之證明文件。六、發行人委託代理機構辦理發行及付款之代理契約書。(無者免附)七、新台幣計價外國債券櫃檯買賣契約五份。（如已簽訂新台幣計價外國債券櫃檯買賣契約者免付）八、債券發行辦法及債券利息對照表。九、債券基本資料已於櫃買中心指定之網際網路資訊申報系統申報之文件。十、發行人本次募集與發行有價證券之董事會或股東會議事錄；發行人為政府機關者則應檢附授權發行之政府或立法機關之法律規章及授權書、同意書或命令等文件。十一、發行人依其註冊地國、上市地國有關本次募集與發行有價證券所有必需之核准或業已辦理所有必需之申報證明文件影本。(發行人未於證券市場掛牌交易者，上市地國之相關申報證明文件免附)十二、經律師簽證之設定擔保或保證書及擔保品證明文件或發行人與保證銀行簽署之保證契約（無擔保債券者免附）。十三、經律師簽證之受託契約書。十四、證券承銷商出具之總結意見。十五、律師檢核意見表。十六、發行公司已於本中心指定之網際網路資訊申報系統辦理債券核准上櫃公告之證明文件。（至遲應於櫃檯買賣日前一個營業日送達本中心）十七、本中心永續發展債券資格認可文件及本中心函復永續發展債券資格認可申請書影本。(非申請永續發展債券櫃檯買賣者免附)十八、本中心函復新台幣計價外國債券上櫃同意函申請書影本。十九、其他必要證明文件或資料。 |
| 　　　　　　　　 　 發行人：本公司債櫃檯買賣申報書業經財團法人中華民國證券櫃檯買賣中心　　　年　　　月　　　日(　 )證櫃債字第　　　　　　　　號函核備在案　　　　　　　　　　　　　　　 代表人：　　　　　　　　　　　　　　（簽章） 公司地址： 公司電話：　　　　　　　　　　　　　 　 發行代理人：　　　　　　　　　　　　　　 　 代表人：　　　　　　　　　　　 （簽章） 公司地址： 公司電話： 聯絡人： 公司電話： 分機： 公司Email： |

附註：

一、採網路掛牌送件者，本申請書併同其他附件上傳至債券網路掛牌系統。

二、本申請書應檢送一式三份，經財團法人中華民國證券櫃檯買賣中心同意後，作為新台幣計價外國債券櫃檯買賣契約之一部份。

三、附件資料得以英文及符合國際慣例格式檢具

<APPENDIX 1>

Application for TPEx Trading of New Taiwan Dollar Denominated Foreign Bonds

(This application form is to be used for foreign straight bonds that are issued by a foreign issuer and sold only to professional investors and that have been approved by the competent authority as being exempt from the requirement of effective registration for public offering and issuance of securities under Article 22, paragraph 1 of the Securities and Exchange Act.)

To: Taipei Exchange (TPEx)

Subject: The issuer hereby submits this application, along with the required attachments, to the TPEx for TPEx trading of the following bond issued by the issuer, in accordance with the Regulations Governing Securities Trading on the Taipei Exchange and the applicable provisions of TPEx rules and regulations.

|  |  |  |  |
| --- | --- | --- | --- |
| Name of applicant |  | Nationality and location of company headquarters |  |
| Date of establishment  |  | Method of issuance and public offering |  |
| Name of bond to be listed on TPEx |  | Place where stock is listed and name of exchange |  |
| Amount of issuance |  | Credit ratings (also indicate name of credit rating agencies and rating dates) | Guarantor(s) (indicate name[s] of guarantor[s]) | (Indicate whether the guarantee is a joint guarantee, and if so, the rating of the lead bank. This credit rating column is not required if the guarantor is a Taiwan financial institution.) |
| Bond |  |
| Issuer |  |
| Par value |  | Agent for payment of principal and interest |  |
| CFI code |  | Any default or delay in principal/interest payment for, or current status of, previously issued corporate bonds or other debts |  |
| Coupon rate and payment schedule |  | Amount of outstanding bonds (if any) |  |
| Term to maturity and principal repayment method |  | Bond trustee |  |
| Governing law |  | Bond registration institution |  |
| Agent for information disclosure |  | Bond ISIN code, if registered overseas |  |
| If a guarantee is provided, name of guarantor or content of guarantee |  | Underwriter(s), underwriting commitment, commission (%), and examination fee respectively | (List the names of underwriters and their respective underwriting commitments, commissions, and examination fees according to type of bond. If numerous underwriters are involved, separately provide a detailed list following the format prescribed by the TPEx.) |
| Type of sustainable bond accreditation | □N/A □Green Bond □Social Bond □Sustainability Bond  |
| Method of submitting attachments(Note 1) | □Online□Paper | Listing exchange(s) |  |
| Planned TPEx trading date |  | Date of application |  |
|  Attachments  | 1. Written declaration that the contents of this application form and its attachments contain no misrepresentation or concealment.
2. Document confirming the credit rating of the issuer, guarantor, or bond (if any).
3. Document confirming the completion of public offering. (In the case of corporate bonds underwritten on a firm commitment basis, an underwriter's firm commitment contract verified by legal counsel or, no later than the business day before the TPEx trading date, a letter of recordation for the underwriting contract issued by the Taiwan Securities Association, may be submitted instead and subsequently, no later than the TPEx trading date, a certificate of completion of public offering of the bond and full receipt of funds raised through the offering shall be submitted to the TPEx.)
4. Document verifying that the prospectus has been uploaded to the information reporting website (MOPS) designated by the competent authority.
5. Document confirming bond registration with a domestic or overseas securities custody enterprise.
6. Agency contract signed between the issuer and the appointed agent for the provision of issuance and payment services (if applicable).
7. Five copies of the Contract for the Trading of New Taiwan Dollar Denominated Foreign Bonds on the TPEx (not required if the applicant has already signed a Contract for the Trading of New Taiwan Dollar Denominated Foreign Bonds on the TPEx).
8. Copy of bond issuance rules and bond interest schedule.
9. Document verifying the reporting of basic bond information on the Internet information reporting system designated by the TPEx.
10. Meeting minutes from the issuer's board of directors' or shareholders' meeting authorizing the current public offering and issuance of securities. If the issuer is a government agency, it shall submit copies of relevant laws or regulations of the government or legislature and relevant authorizations, approvals, orders, or other documents authorizing the current issuance of securities.
11. Photocopies of documents confirming that the issuer has obtained all necessary approvals and/or submitted all necessary filings for the current public offering and issuance of securities in accordance with the requirements of the country of registration and country of listing (documents confirming submission of filings in the country of listing are not required if the issuer is not listed for trading on any securities market).
12. Letter of creation of security or provision of guarantee and document confirming the provision of collateral, or guarantee contract signed between the issuer and the guarantor bank, as verified by legal counsel (not required for unsecured bonds).
13. Trustee contract verified by legal counsel.
14. Securities Underwriter Confirmation Opinion.
15. Checklist for Counsel.
16. Document confirming that the issuer has publicly announced the approval for TPEx listing of the bond on the Internet information reporting system designated by the TPEx (to be submitted to the TPEx no later than the business day before the TPEx trading date).
17. Photocopies of the TPEx sustainable bond accreditation certificate and the TPEx reply letter to the Sustainable Bond Accreditation Application Form. (Not necessary for applicants not applying for TPEx trading of sustainable bonds.)
18. Photocopy of the TPEx reply letter to the Application for Letter of Approval for TPEx Listing of New Taiwan Dollar Denominated Foreign Bonds.
19. Other necessary supporting documents or information.
 |
| 　 Issuer: The registration statement for TPEx trading of the present corporate bond has been approved for recordation per [Day/Month/Year] Letter No. ( ) Securities-TPEx-Bond-[Ref. No.] of the Taipei Exchange. Legal representative: (Signature/Seal) Address: Tel.: 　 Issuance agent:  Legal representative: (Signature/Seal) Address: Tel.:Contact person: Tel.: Ext.: Email: |

Notes

1. For an online listing application, this application form and all other attachments must be uploaded to the online bond listing application system.

2. This application form shall be submitted in triplicate, and, upon approval by the TPEx, be incorporated into the Contract for the Trading of New Taiwan Dollar Denominated Foreign Bonds on the TPEx.

3. The attachments may be prepared and submitted in English and in a format conforming to international practice.

<附件二> 新台幣計價之外國債券櫃檯買賣申請書

 (外國發行人募集與發行之外國普通債券不限銷售對象者適用)

受文者：財團法人中華民國證券櫃檯買賣中心

主　旨：本發行人發行下列債券，擬在貴中心櫃檯買賣，茲依證券商營業處所買賣有價證券管理辦法及貴中心有關章則之規定，檢具相關文件，敬請查核辦理。

|  |  |  |  |
| --- | --- | --- | --- |
| 發行人名稱 |  | 國籍及總公司所在地 |  |
| 設立日期 |  |
| 債券名稱 |  | 股票掛牌地點及交易所名稱 |  |
| 發行總額 |  | 本債券評等機構名稱及其評等等級 |  |
| 票面利率及計付息方式 |  | 還本付息代理機構 |  |
| 債券發行期限及還本方式 |  | 受託機構 |  |
| 如有擔保者，其保證機構名稱或擔保內容 |  | 承銷商、承銷金額、費率及審查費用 |  |
| 取具永續發展債券資格認可種類 | □無 □綠色債券 □社會責任債券 □可持續發展債券  |
| 附件檢送方式（附註一） | □網路掛牌作業□紙本作業 | 申請日期 |  |
| 預定櫃檯買賣日期 |  |
| 　　附　　件 | 一、債券發行經申報生效之證明文件影本。二、發行人、保證機構或債券之信用評等證明文件。(無者免付) 三、募集完成證明文件。（採包銷方式承銷公司債者，得以經律師簽證之承銷商包銷契約或於櫃檯買賣日前一營業日前以證券商業同業公會出具之承銷契約備查函替代，且事後至遲應於櫃檯買賣日將債款募集完成證明送達櫃買中心）四、公開說明書於主管機關指定之資訊申報網站完成上傳證明文件。(同時檢送公司債申報生效案件者，至遲得於櫃檯買賣日之前一營業日送達本中心)五、無實體發行債券之證明文件（至遲應於櫃檯買賣日送達櫃買中心）。六、發行人委託代理機構辦理發行及付款之代理契約書。七、新台幣計價外國債券櫃檯買賣契約五份。（如已簽訂新台幣計價外國債券櫃檯買賣契約者免付）八、債券發行辦法及債券利息對照表。九、經律師簽證之設定擔保或保證書及擔保品證明文件或發行人與保證銀行簽署之保證契約（無擔保債券者免附）。十、經律師簽證之受託契約書。十一、發行公司已於本中心指定之網際網路資訊申報系統辦理債券核准上櫃公告之證明文件。（至遲應於櫃檯買賣日前一個營業日送達本中心）十二、本中心永續發展債券資格認可文件及本中心函復永續發展債券資格認可申請書影本。(非申請永續發展債券櫃檯買賣者免附)十三、其他必要證明文件或資料。 |
| 　　　　　　　　 　 發行人：本公司債櫃檯買賣申報書業經財團法人中華民國證券櫃檯買賣中心　　　年　　　月　　　日(　 )證櫃債字第　　　　　　　　號函核備在案　　　　　　　　　　　　　　　 代表人：　　　　　　　　　　　　　　（簽章） 公司地址： 公司電話：　　　　　　　　　　　　　 　 發行代理人：　　　　　　　　　　　　　　 　 代表人：　　　　　　　　　　　 （簽章） 公司地址： 公司電話： 聯絡人： 公司電話： 分機： 公司Email： |

附註：

一、採網路掛牌送件者，本申請書併同其他附件上傳至債券網路掛牌系統。

二、本申請書應檢送一式三份，經財團法人中華民國證券櫃檯買賣中心同意後，作為新台幣計價外國債券櫃檯買賣契約之一部份。

三、申請櫃檯買賣公司債，如同時檢送公司債申報生效案件者，得免附附件一、附件二與公司債發行申報書所檢附相同之信用評等證明文件資料及附件六。

<APPENDIX 2>

Application for TPEx Trading of New Taiwan Dollar Denominated Foreign Bonds

(This application form is to be used for foreign straight bonds that are publicly offered and issued by a foreign issuer and are not restricted to certain purchasers.)

To: Taipei Exchange (TPEx)

Subject: The issuer hereby submits this application, along with the required attachments, to the TPEx for TPEx trading of the following bond issued by the issuer, in accordance with the Regulations Governing Securities Trading on the Taipei Exchange and the applicable provisions of TPEx rules and regulations.

|  |  |  |  |
| --- | --- | --- | --- |
| Name of applicant |  | Nationality and location of company headquarters |  |
| Date of establishment  |  |
| Name of bond to be listed on TPEx |  | Place where stock is listed and name of exchange |  |
| Amount of issuance |  | Name of credit rating agency and assigned rating for the bond |  |
| Coupon rate and payment schedule |  | Agent for payment of principal and interest |  |
| Term to maturity and principal repayment method |  | Bond trustee |  |
| If a guarantee is provided, name of guarantor or content of guarantee |  | Underwriter(s), underwriting commitment, commission (%), and examination fee respectively |  |
| Type of sustainable bond accreditation | □N/A □Green Bond □Social Bond □Sustainability Bond  |
| Method of submitting attachments(Note 1) | □Online□Paper | Date of application |  |
| Planned TPEx trading date |  |
|  Attachments  | 1. Photocopy of document confirming the effective registration for issuance of the bond.
2. Document confirming the credit rating of the issuer, guarantor, or bond (if any).
3. Document confirming the completion of public offering. (In the case of corporate bonds underwritten on a firm commitment basis, an underwriter's firm commitment contract verified by legal counsel or, no later than the business day before the TPEx trading date, a letter of recordation for the underwriting contract issued by the Taiwan Securities Association, may be submitted instead and subsequently, no later than the TPEx trading date, a certificate of completion of public offering of the bond and full receipt of funds raised through the offering shall be submitted to the TPEx.)
4. Document verifying that the prospectus has been uploaded to the information reporting website (MOPS) designated by the competent authority. (If an effective registration is also filed for the corporate bond, the relevant documentation may be submitted to the TPEx no later than the business day before the TPEx trading date.)
5. Document confirming the issuance of the bond in dematerialized form (to be submitted to the TPEx no later than the TPEx trading date).
6. Agency contract signed between the issuer and the appointed agent for the provision of issuance and payment services.
7. Five copies of the Contract for the Trading of New Taiwan Dollar Denominated Foreign Bonds on the TPEx (not required if the applicant has already signed a Contract for the Trading of New Taiwan Dollar Denominated Foreign Bonds on the TPEx).
8. Copy of bond issuance rules and bond interest schedule.
9. Letter of creation of security or provision of guarantee and document confirming the provision of collateral, or guarantee contract signed between the issuer and the guarantor bank, as verified by legal counsel (not required for unsecured bonds).
10. Trustee contract verified by legal counsel.
11. Document confirming that the issuer has publicly announced the approval for TPEx listing of the bond on the Internet information reporting system designated by the TPEx (to be submitted to the TPEx no later than the business day before the TPEx trading date).
12. Photocopies of the TPEx sustainable bond accreditation certificate and the TPEx reply letter to the Sustainable Bond Accreditation Application Form. (Not necessary for applicants not applying for TPEx trading of sustainable bonds).
13. Other necessary supporting documents or information.
 |
| 　 Issuer: The registration statement for TPEx trading of the present corporate bond has been approved for recordation per [Day/Month/Year] Letter No. ( ) Securities-TPEx-Bond-[Ref. No.] of the Taipei Exchange. Legal representative: (Signature/Seal) Address: Tel.: 　 Issuance agent:  Legal representative: (Signature/Seal) Address: Tel.:Contact person: Tel.: Ext.: Email: |

Notes

1. For an online listing application, this application form and all other attachments must be uploaded to the online bond listing application system.

2. This application form shall be submitted in triplicate, and, upon approval by the TPEx, be incorporated into the Contract for the Trading of New Taiwan Dollar Denominated Foreign Bonds on the TPEx.

3. When applying for TPEx trading of a corporate bond, if a filing for effective registration of the corporate bond is being submitted at the same time, the applicant is not required to submit Attachments 1, 2 (if the document confirming credit rating is the same as that submitted along with the registration statement for issuance of the corporate bond), and 6.

<附件三> 新台幣計價之外國債券櫃檯買賣申請書

 (外國轉換公司債適用)

受文者：財團法人中華民國證券櫃檯買賣中心

主　旨：本發行人發行下列債券，擬在 貴中心櫃檯買賣，茲依證券商營業處所買賣有價證券管理辦法及 貴中心有關章則之規定，檢具相關文件，敬請　查核辦理。

|  |  |  |  |
| --- | --- | --- | --- |
| 發行人名稱 |  | 國籍及總公司所在地 |  |
| 設立日期 |  |
| 債券名稱 |  | 股票掛牌地點及交易所名稱 |  |
| 發行總額 |  | 轉換或認購標的之簡稱及證券代碼 |  □第一上櫃(市) □第二上櫃(市) |
| 發行價格(百元價格) |  | 核准發行日期及文號 |  |
| 票面利率及計付息方式 |  | 轉換價格 |  |
| 債券發行期限及還本方式 |  | 還本付息代理機構 |  |
| 如有擔保者，其保證機構名稱或擔保內容 |  | 受託機構 |  |
| 本債券評等機構名稱及其評等等級(無者免附) |  | 承銷商 |  |
| 附件檢送方式（附註一） | □網路掛牌作業□紙本作業 | 過戶機構 |  |
| 預定櫃檯買賣日期 |  | 轉換或認股代理機構 |  |
| 申 請 日 期 |  | 有無未償還之轉換標的之公司債及其餘額 |  |
| 　　附　　件 | 一、債券發行經申報生效之證明文件影本。二、募集完成證明文件。（櫃檯買賣日前得以經律師簽證之承銷商包銷契約或於櫃檯買賣日前一營業日前以證券商業同業公會出具之承銷契約備查函替代，且事後至遲應於櫃檯買賣日後二個營業日內將債款募集完成證明送達櫃買中心）三、公開說明書於主管機關指定之資訊申報網站完成上傳證明文件。四、無實體發行債券之證明文件（至遲應於櫃檯買賣日送達櫃買中心）。五、發行人委託代理機構辦理發行、付款及轉換等事務之代理契約書。六、新台幣計價外國債券櫃檯買賣契約五份。（如已簽訂新台幣計價外國債券櫃檯買賣契約者免付）七、轉換公司債發行辦法、債券利息對照表(固定票面利率為0者免附)、債券基本資料及發行時轉換價格建檔之證明文件。八、經律師簽證之設定擔保或保證書擔保品證明文件或發行人與保證銀行簽署之保證契約（無擔保債券者免附）。九、經律師簽證之受託契約書。十、發行轉換公司債已於本中心指定之網際網路資訊申報系統申報「依公司法第252及273條暨有價證券交付或發放股利前辦理之公告」之證明文件（採詢價圈購或包銷方式者，至遲應於櫃檯買賣日前一個營業日送達本中心）。十一、其他必要證明文件或資料。 |
| 　　　　　　　　 　 發行人：本公司債櫃檯買賣申報書業經財團法人中華民國證券櫃檯買賣中心　　　年　　　月　　　日(　 )證櫃債字第　　　　　　　　號函核備在案　　　　　　　　　　　　　　　 代表人：　　　　　　　　　　　　 （簽章） 公司地址： 公司電話：　　　　　　　　　　　　　 　 發行代理人：　　　　　　　　　　　　　　 　 代表人：　　　　　　　　　　　　　（簽章）聯絡人： 公司地址： 公司電話：聯絡人電話： 聯絡人傳真： 聯絡人Email： |

附註：

一、採網路掛牌送件者，本申請書併同其他附件上傳至債券網路掛牌系統。

二、本申請書應檢送一式三份，經財團法人中華民國證券櫃檯買賣中心同意後，作為新台幣計價外國債券櫃檯買賣契約之一部份。

三、申請櫃檯買賣時應一併洽定櫃檯買賣日期（如擬申請櫃檯買賣開始日為發行日，發行人需於發行日之五個營業日前將本申請書及其附件送達本中心）。

<APPENDIX 3>

Application for TPEx Trading of New Taiwan Dollar Denominated Foreign Bonds

 (This application form is to be used for foreign convertible corporate bonds.)

To: Taipei Exchange (TPEx)

Subject: The issuer hereby submits this application, along with the required attachments, to the TPEx for TPEx trading of the following bond issued by the issuer, in accordance with the Regulations Governing Securities Trading on the Taipei Exchange and the applicable provisions of TPEx rules and regulations.

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| Name of applicant |  | Nationality and location of company headquarters |  |  |
| Date of establishment |  |  |
| Name of bond to be listed on TPEx |  | Place where stock is listed and name of exchange |  |  |
| Amount of issuance |  | Short name and code of securities obtainable through conversion | □TPEx (or TWSE) primary listed□TPEx (or TWSE) secondary listed |
| Issue price(price per hundred) |  | Date and reference number of approval for issuance |  |
| Coupon rate and payment schedule |  | Conversion or subscription price |  |
| Term to maturity and principal repayment method |  | Agent for payment of principal and interest |  |
| If a guarantee is provided, name of guarantor or content of guarantee |  | Bond trustee |  |
| Name of credit rating agency and assigned rating for the bond(if any) |  | Underwriter(s) |  |
| Method of submitting attachments(Note 1) | □Online□Paper | Transfer agent |  |
| Planned TPEx trading date |  | Conversion agent |  |
| Date of application |  | Amount of outstanding convertible corporate bonds with the same underlying securities (if any) |  |
| Attachments  | 1. Photocopy of document confirming the effective registration for issuance of the bond.
2. Document confirming the completion of public offering. (Before the TPEx trading date, an underwriter's firm commitment contract verified by legal counsel or, no later than the business day before the TPEx trading date, a letter of recordation for the underwriting contract issued by the Taiwan Securities Association, may be submitted instead and subsequently, no later than 2 business days after the TPEx trading date, a certificate of completion of public offering of the bond and full receipt of funds raised through the offering shall be submitted to the TPEx).
3. Document verifying that the prospectus has been uploaded to the information reporting website (MOPS) designated by the competent authority.
4. Document confirming the issuance of the bond in dematerialized form (to be submitted to the TPEx no later than the TPEx trading date).
5. Agency contract signed between the issuer and the appointed agent for the provision of issuance, payment, and conversion services.
6. Five copies of the Contract for the Trading of New Taiwan Dollar Denominated Foreign Bonds on the TPEx (not required if the applicant has already signed a Contract for the Trading of New Taiwan Dollar Denominated Foreign Bonds on the TPEx).
7. Copy of bond issuance rules, bond interest schedule (not required if the fixed coupon rate is 0), basic bond information, and document confirming creation of file for the conversion price at issuance, with respect to the convertible corporate bond.
8. Letter of creation of security or provision of guarantee and document confirming the provision of collateral, or guarantee contract signed between the issuer and the guarantor bank, as verified by legal counsel (not required for unsecured bonds).
9. Trustee contract verified by legal counsel.
10. Document confirming that the issuer has filed "Public announcements as required by Article 252 and 273 of the Company Act or made before delivery of securities or distribution of dividends" on the Internet information reporting system designated by the TPEx, with respect to issuance of the convertible corporate bond. (If the book building or firm commitment method is used, the relevant documentation shall be submitted to the TPEx no later than the business day before the TPEx trading date.)
11. Other necessary supporting documents or information.
 |
| 　 Issuer: The registration statement for TPEx trading of the present corporate bond has been approved for recordation per [Day/Month/Year] Letter No. ( ) Securities-TPEx-Bond-[Ref. No.] of the Taipei Exchange. Legal representative: (Signature/Seal) Address: Tel.: 　 Issuance agent:  Legal representative: (Signature/Seal) Address: Tel.:Contact person: Tel.: Ext.: Email: |

Notes

1. For an online listing application, this application form and all other attachments must be uploaded to the online bond listing application system.

2. This application form shall be submitted in triplicate, and, upon approval by the TPEx, be incorporated into the Contract for the Trading of New Taiwan Dollar Denominated Foreign Bonds on the TPEx.

3. The issuer shall fix a TPEx trading date when submitting the application. (If the intended date of commencement of TPEx trading is the issue date, the issuer must submit this application form and all its attachments to the TPEx no later than 5 business days before the issue date.)

<附件四> 新台幣計價之外國債券櫃檯買賣申請書

 (外國附認股權公司債適用)

受文者：財團法人中華民國證券櫃檯買賣中心

主　旨：本發行人發行下列債券，擬在貴中心櫃檯買賣，茲依證券商營業處所買賣有價證券管理辦法及貴中心有關章則之規定，檢具相關文件，敬請查核辦理。

|  |  |
| --- | --- |
| 櫃檯買賣種類 | □非分離型附認股權公司債□分離型附認股權公司債分離後之公司債(股票上市公司適用)□分離型附認股權公司債分離後之公司債及認股權憑證(股票上櫃公司適用) |
| 發行人名稱 |  | 國籍及總公司所在地 |  |
| 設立日期 |  | 股票掛牌地點及交易所名稱 |  |
| 申請櫃檯買賣附認股權公司債名稱 |  | 認股標的簡稱及股票代碼 |  □第一上櫃(市) □第二上櫃(市) |
| 發行總金額（元） | 公司債：  | 核准發行日期及文號 |  |
| 認股權憑證：（本欄非分離型不適用） |
| 每交易單位發行面額（元） | 公司債：  | 每張公司債給予之認股權單位數 | （本欄分離型不適用） |
| 認股權憑證：（本欄非分離型不適用） |
| 發行價格 | 公司債： | 認股權憑證之認股價格 |  |
| 認股權憑證：（本欄非分離型不適用） |
| 發行期限（起迄日期） | 公司債： | 股款繳納方式 | （本欄分離型不適用） |
| 認股權憑證：（本欄非分離型不適用） |
| 總發行交易單位數 | 公司債：  | 還本方式 |  |
| 認股權憑證：（本欄非分離型不適用） |
| 每交易單位可認購之股數 |  | 認股權憑證得行使認股權之起迄日期 |  |
| 票面利率（%） |  | 擔保或保證情形 |  |
| 計付息方式 |  | 本公司債之信用評等級 |  |
| 還本付息代理機構 |  | 過戶機構 |  |
| 受託機構 |  | 附屬認股權失效之公司債是否繼續櫃檯買賣 | □是　　　□否（本欄分離型不適用） |
| 附件檢送方式（附註一） | □網路掛牌作業□紙本作業 | 認股代理機構商 |  |
| 預定櫃檯買賣日期 |  | 承銷商 |  |
| 申 請 日 期 |  | 有無未償還之轉換或同認購標的之公司債及其餘額 |  |
| 　　附　　件 | 一、債券發行經申報生效之證明文件影本。二、募集完成證明文件。（櫃檯買賣日前得以經律師簽證之承銷商包銷契約或於櫃檯買賣日前一營業日前以證券商業同業公會出具之承銷契約備查函替代，且事後至遲應於櫃檯買賣日後二個營業日內將債款募集完成證明送達櫃買中心）三、公開說明書於主管機關指定之資訊申報網站完成上傳證明文件。四、無實體發行債券之證明文件（至遲應於櫃檯買賣日送達櫃買中心）。五、發行人委託代理機構辦理發行、付款及轉換或認股等事務之代理契約書。六、新台幣計價外國債券櫃檯買賣契約五份。（如已簽訂新台幣計價外國債券櫃檯買賣契約者免付）七、附認股權公司債發行辦法、債券利息對照表(固定票面利率為0者免附)、債券基本資料及發行時認股價格建檔之證明文件。八、經律師簽證之設定擔保或保證書擔保品證明文件或發行人與保證銀行簽署之保證契約（無擔保債券者免附）。九、經律師簽證之受託契約書。十、發行附認股權公司債已於本中心指定之網際網路資訊申報系統申報「依公司法第252及273條暨有價證券交付或發放股利前辦理之公告」之證明文件（採詢價圈購或包銷方式者，至遲應於櫃檯買賣日前一個營業日送達本中心）。十一、發行人本次發行認股權憑證之總單位數及分散標準符合本中心「外國有價證券審查準則」第30條第5項規定之聲明書一份。（非分離型及僅分離後公司債掛牌者免附）十二、發行人就本申請書及其附件所載事項無虛偽、隱匿之聲明書一份。十三、其他必要證明文件或資料。 |
| 　　　　　　　　 　 發行人：本公司債櫃檯買賣申報書業經財團法人中華民國證券櫃檯買賣中心　　　年　　　月　　　日(　 )證櫃債字第　　　　　　　　號函核備在案　　　　　　　　　　　　　　　 代表人：　　　　　　　　　　　　 （簽章） 公司地址： 公司電話：　　　　　　　　　　　　　 　 發行代理人：　　　　　　　　　　　　　　 　 代表人：　　　　　　　　　　　　　（簽章）聯絡人： 公司地址： 公司電話：聯絡人電話： 聯絡人傳真： 聯絡人Email： |

附註：

一、採網路掛牌送件者，本申請書併同其他附件上傳至債券網路掛牌系統。

二、本申請書應檢送一式三份，經財團法人中華民國證券櫃檯買賣中心同意後，作為新台幣計價外國債券櫃檯買賣契約之一部份。

三、申請櫃檯買賣時應一併洽定櫃檯買賣日期（如擬申請櫃檯買賣開始日為發行日，發行人需於發行日之五個營業日前將本申請書及其附件送達本中心）。

<APPENDIX 4>

Application for TPEx Trading of New Taiwan Dollar Denominated Foreign Bonds

 (This application form is to be used for foreign corporate bonds with warrants.)

To: Taipei Exchange (TPEx)

Subject: The issuer hereby submits this application, along with the required attachments, to the TPEx for TPEx trading of the following bond issued by the issuer, in accordance with the Regulations Governing Securities Trading on the Taipei Exchange and the applicable provisions of TPEx rules and regulations.

|  |  |
| --- | --- |
| Type for TPEx trading | □Corporate bonds with non-detachable warrants□Corporate bonds ex detachable warrants (after detachment of corporate bonds with detachable warrants) (applicable to companies with TWSE listed stock)□Detached corporate bonds and warrants (after detachment of corporate bonds with detachable warrants) (applicable to companies with TPEx listed stock) |
| Name of applicant |  | Nationality and location of company headquarters |  |
| Date of establishment |  | Place where stock is listed and name of exchange |  |
| Name of corporate bonds with warrants to be traded on the TPEx |  | Short name and code of underlying stock obtainable through exercise |  □TPEx (or TWSE) primary listed□TPEx (or TWSE) secondary listed |
| Total amount to be issued (NTD) | Corporate bonds:  | Date and reference number of approval for issuance |  |
| Warrants: (This field not applicable to non-detachable warrants)  |
| Par value per trading unit (NTD) | Corporate bonds:  | Number of warrant units per corporate bond  | (This field not applicable to detachable warrants) |
| Warrants: (This field not applicable to non-detachable warrants) |
| Issue price | Corporate bonds: | Warrant exercise price |  |
| Warrants: (This field not applicable to non-detachable warrants) |
| Term to maturity (start and end dates) | Corporate bonds: | Method of payment for shares | (This field not applicable to detachable warrants) |
| Warrants: (This field not applicable to non-detachable warrants) |
| Total number of trading units to be issued | Corporate bonds:  | Method of bond principal repayment |  |
| Warrants: ((This field not applicable to non-detachable warrants) |
| Number of shares exercisable per trading unit |  | Earliest date warrants may be exercised  |  |
| Coupon (%) |  | Description of any security or guarantee |  |
| Coupon payment schedule |  | Credit rating of the corporate bonds  |  |
| Agent for payment of principal and interest |  | Transfer agent |  |
| Trustee |  | If the warrants of the corporate bonds become void, will TPEx trading continue? | □Yes □No(This field not applicable to detachable warrants) |
| Method of submitting attachments(Note 1) | □Online□Paper | Exercise agent |  |
| Planned TPEx trading date |  | Underwriter(s) |  |
| Date of application |  | Amount of outstanding convertible corporate bonds or corporate bonds with the same underlying securities (if any) |  |
|  Attachments  | 1. Photocopy of document confirming the effective registration for issuance of the bonds.
2. Document confirming the completion of public offering. (Before the TPEx trading date, an underwriter's firm commitment contract verified by legal counsel or, no later than the business day before the TPEx trading date, a letter of recordation for the underwriting contract issued by the Taiwan Securities Association, may be submitted instead and subsequently, no later than 2 business days after the TPEx trading date, a certificate of completion of public offering of the bonds and full receipt of funds raised through the offering shall be submitted to the TPEx).
3. Document verifying that the prospectus has been uploaded to the information reporting website (MOPS) designated by the competent authority.
4. Document confirming the issuance of the bonds in dematerialized form (to be submitted to the TPEx no later than the TPEx trading date).
5. Agency contract signed between the issuer and the appointed agent for the provision of issuance, payment, and conversion or exercise services.
6. Five copies of the Contract for the Trading of New Taiwan Dollar Denominated Foreign Bonds on the TPEx (not required if the applicant has already signed a Contract for the Trading of New Taiwan Dollar Denominated Foreign Bonds on the TPEx).
7. Copy of the bond issuance rules for the corporate bonds with warrants, the bond interest schedule (not required if the fixed coupon rate is 0), basic bond information, and document confirming creation of file for the exercise price at issuance, with respect to the corporate bonds with warrants.
8. Letter of creation of security or provision of guarantee and document confirming the provision of collateral, or guarantee contract signed between the issuer and the guarantor bank, as verified by legal counsel (not required for unsecured bonds).
9. Trustee contract verified by legal counsel.
10. Document confirming that the issuer has filed "Public announcements as required by Article 252 and 273 of the Company Act or made before delivery of securities or distribution of dividends" on the Internet information reporting system designated by the TPEx, with respect to issuance of the corporate bonds with warrants. (If the book building or firm commitment method is used, the relevant documentation shall be submitted to the TPEx no later than the business day before the TPEx trading date.)
11. Written statement by the issuer that the total number of warrant units and the shareholding dispersion standards for the current issue comply with Article 30, paragraph 5 of the Taipei Exchange Rules Governing the Review of Foreign Securities for Trading on the TPEx (not required for an application for TPEx trading of corporate bonds with non-detachable warrants or solely of ex-warrant corporate bonds).
12. Written statement by the issuer that the contents of this application form and its attachments contain no misrepresentation or concealment.
13. Other necessary supporting documents or information.
 |
| 　 Issuer: The registration statement for TPEx trading of the present corporate bond has been approved for recordation per [Day/Month/Year] Letter No. ( ) Securities-TPEx-Bond-[Ref. No.] of the Taipei Exchange. Legal representative: (Signature/Seal) Address: Tel.: 　 Issuance agent:  Legal representative: (Signature/Seal) Address: Tel.:Contact person: Tel.: Ext.: Email: |

Notes

1. For an online listing application, this application form and all other attachments must be uploaded to the online bond listing application system.

2. This application form shall be submitted in triplicate, and, upon approval by the TPEx, be incorporated into the Contract for the Trading of New Taiwan Dollar Denominated Foreign Bonds on the TPEx.

3. The issuer shall fix a TPEx trading date when submitting the application. (If the intended date of commencement of TPEx trading is the issue date, the issuer must submit this application form and all its attachments to the TPEx no later than 5 business days before the issue date.)