新 台 幣 計 價 外 國 債 券 上櫃同意函申請書(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：本發行人擬向貴中心申請上櫃同意函，茲依貴中心有關章則之規定，檢具相關文件，敬請查核辦理。

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| --- | --- | --- | --- |
| 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 |  | 受託機構 |  |
| 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 |  | 如有擔保者，其保證機構名稱或擔保內容 |  |
| 本債券評等機構名稱及其評等等級 |  | 承銷商 |  |
| 預定櫃檯買賣日期 |  | 申 請 日 期 |  |
| 　　附　　件 | 一、發行人基本資料。二、發行人依註冊地國法律組織登記法人之證明文件。（以金融機構分支機構為發行人者，應加送金融機構依註冊地國法律組織登記法人之證明文件）三、發行人、保證機構或債券之信用評等證明文件。(無者免付)四、債券預定發行辦法。五、發行人與承銷商簽訂之承銷契約稿本。六、律師意見書或其他證明文件。(檢核事項：1.發行人資格條件是否符合法令規定，2.債券所募集之資金用途是否符合外國人投資條例所規範之投資範圍，3.債券所募集之資金是否全數使用於我國境內重大公共建設、離岸風電建設及其他綠能產業建設等限定範圍內，並應針對在臺實際營運主體之資金運用是否符合法定規定進行檢視)。七、發行人承諾於債券發行後將依規定按時申報最終資金運用情形之聲明書。(發行人應承諾將依規定按時申報該在臺實際營運主體之資金運用情形)八、經濟部、其授權之所屬機關或其委託之其他機關、機構核准之證明文件。九、其他必要證明文件或資料。 |
|  發行人：　 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： |

Application for Letter of Approval for TPEx Listing 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 a Letter of Approval for TPEx listing, in accordance with the applicable provisions of TPEx rules and regulations.

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| --- | --- | --- | --- |
| Name of applicant |  | Nationality and location of company headquarters |  |
| Date of establishment  |  |
| Name of bond |  | Place where stock is listed and name of exchange |  |
| Amount of issuance |  | Bond trustee |  |
| Coupon rate and payment schedule |  | Agent for payment of principal and interest |  |
| Term to maturity and principal repayment method |  | If a guarantee is provided, name of guarantor or content of guarantee |  |
| Name of credit rating agency and assigned rating for the bond |  | Underwriter(s) |  |
| Anticipated TPEx trading date |  | Date of application |  |
|  Attachments | 1. Basic information of the issuer.
2. Document confirming that the issuer is a juristic person organized and incorporated under the laws of the country of registration. (If the issuer is a branch of a financial institution, a document confirming that the financial institution is a juristic person organized and incorporated under the laws of the country of registration should additionally be submitted.)
3. Document confirming the credit rating of the issuer, guarantor, or bond (if any).
4. Copy of the planned issuance rules of the bond.
5. Draft of the underwriting contract to be signed between the issuer and an underwriter.
6. Opinion of counsel or other supporting documentation. (Check items: 1. Whether the qualifications of the issuer comply with legal and regulatory requirements; 2. Whether the funds to be raised through the offering of the bond will be used within the scope of investment allowed under the Statute For Investment By Foreign Nationals; and 3. Whether the funds to be raised through the offering of the bond will be used completely within the restricted scope of major public infrastructure projects, offshore wind electricity projects, and other green energy industry projects, and examination should furthermore be given to whether the use of the funds by the actual operating entity in Taiwan complies with statutory requirements.
7. Undertaking by the issuer that after the issuance of the bonds it will timely file a statement of the ultimate use of the funds in accordance with regulations. (The issuer shall undertake that it will timely file the status of the use of the funds by the actual operating entity in Taiwan in accordance with regulations.)
8. Document confirming approval from the Ministry of Economic Affairs or a subordinate agency authorized thereby or other agency or institution delegated thereby.
9. Other necessary supporting documents or information.
 |
|  Issuer:  Legal representative: (Signature/Seal) Address: Tel.:  Issuance agent:  Legal representative: (Signature/Seal) Address: Tel.: Contact person: Tel.: Ext.: Email: |

新 台 幣 計 價 外 國 債 券 上櫃同意函申請書(外國發行人募集與發行之外國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：本發行人擬向貴中心申請上櫃同意函，茲依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 |  | 受託機構 |  |
| 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 |  | 轉換或認購標的之簡稱及證券代碼(無者免填) |  □第一上櫃(市) □第二上櫃(市) |
| 如有擔保者，其保證機構名稱或擔保內容 |  | 轉換或認購價格(普通債券免填) |  |
| 本債券評等機構名稱及其評等等級 |  | 承銷商 |  |
| 預定櫃檯買賣日期 |  | 申 請 日 期 |  |
| 　　附　　件 | 一、債券預定發行辦法。二、中央銀行同意函影本。三、發行人、保證機構或債券之信用評等證明文件。(無者免付)四、發行人依註冊地國法律組織登記法人之證明文件及已在經核定之其他國證券市場掛牌交易之證明文件(第一上市(櫃)公司及興櫃公司免附)。（以分支機構為發行人者，應加送總公司依註冊地國法律組織登記法人之證明文件及已在經核定之其他國證券市場掛牌交易之證明文件；以他公司之從屬公司為發行人者，應加送他公司之股票已在經核定之國外證券市場掛牌交易之證明文件）五、公開說明書稿本。六、其他必要證明文件或資料。 |
|  發行人：　 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： |

Application for Letter of Approval for TPEx Listing 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 a Letter of Approval for TPEx listing, in accordance with the applicable provisions of TPEx rules and regulations.

|  |  |  |  |
| --- | --- | --- | --- |
| Name of applicant |  | Nationality and location of company headquarters |  |
| Date of establishment  |  |
| Name of bond |  | Place where stock is listed and name of exchange |  |
| Amount of issuance |  | Bond trustee |  |
| Coupon rate and payment schedule |  | Agent for payment of principal and interest |  |
| Term to maturity and principal repayment method |  | Short name and code of securities obtainable through conversion or subscription (if any)  | □TPEx (or TWSE) primary listed□TPEx (or TWSE) secondary listed |
| If a guarantee is provided, name of guarantor or content of guarantee |  | Conversion or subscription price (if straight bonds, leave blank) |  |
| Name of credit rating agency and assigned rating for the bond |  | Underwriter(s) |  |
| Anticipated TPEx trading date |  | Date of application |  |
|  Attachments | 1. Copy of the planned issuance rules of the bond.
2. Photocopy of letter of approval from the Central Bank.
3. Document confirming the credit rating of the issuer, guarantor, or bond (if any).
4. Document confirming that the issuer is a juristic person organized and incorporated under the laws of the country of registration and document confirming that its stock is already listed for trading on an approved securities market of another country (not required if the issuer is a TWSE or TPEx primary listed company or Emerging Stock company). (If the issuer is a branch of a financial institution, a document confirming that the financial institution is a juristic person organized and incorporated under the laws of the country of registration, and a document confirming that its stock is already listed for trading on an approved securities market of another country, should additionally be submitted; if the issuer is a subsidiary of another company, a document confirming that the other company's stock is already listed for trading on an approved overseas securities market.)
5. Draft prospectus.
6. Other necessary supporting documents or information.
 |
|  Issuer:  Legal representative: (Signature/Seal) Address: Tel.:  Issuance agent:  Legal representative: (Signature/Seal) Address: Tel.: Contact person: Tel.: Ext.: Email: |