<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 | |  |
| 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、本中心綠色債券或可持續發展債券資格認可文件及本中心函復綠色債券或可持續發展債券資格認可申請書影本。(非申請綠色債券或可持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.) | |
| 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 green bond or sustainability bond accreditation certificate and the TPEx reply letter to the Green Bond or Sustainability Bond Accreditation Application (not required for applicants not applying for TPEx trading of green bonds or sustainability 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 |  |
| 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、本中心綠色債券或可持續發展債券資格認可文件及本中心函復綠色債券或可持續發展債券資格認可申請書影本。(非申請綠色債券或可持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 |  | |
| 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 green bond or sustainability bond accreditation certificate and the TPEx reply letter to the Green Bond or Sustainability Bond Accreditation Application (not required for applicants not applying for TPEx trading of green bonds or sustainability 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.