Foreign Issuer’s Application for Primary TPEx Listing of Stock

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(The Chinese language version shall govern)

To: Taipei Exchange (TPEx)

Subject: We issue stocks described below and hereby apply to TPEx with the Foreign Issuer’s Primary TPEx Listing Contract for primary TPEx listing of the stock in accordance with the *TPEx Rules Governing Review of TPEx Trading of Foreign Securities* and applicable rules and regulations.

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| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| Company name (Chinese) |  | | Country ( area ) of registration |  | | Date of incorporation |  | |
| Company name (English) |  | |
| Type of stock | Face value per share  (NT$)(Note) | Number of shares issued  (shares) | | | Total amount issued  (NT$) | | |
| Common stock |  |  | | |  | | |
| Employee stock option |  |  | | |  | | |
| Other equity-type securities |  |  | | |  | | |
| Total |  |  | | |  | | |
| Date of application | (year)　　　　　　　(month)　　　　　　(day) | | | | | | |
| Attachments | 1. A photocopy of document notarized by an overseas representative office of ROC Ministry of Foreign Affairs, evidencing that the applicant is a company limited by shares duly organized, registered and validly existing under the laws of the country (area) of registration.  2. A signed statement from the applicant undertaking the following:  (1) The applicant is in compliance with *the Act Governing Relations Between The People of The Taiwan Area and The Mainland Area:*  a. The applicant is not a company incorporated and registered under the laws of Mainland Area;  b. The applicant, its ROC directors, ~~supervisors,~~ managerial officers, shareholders holding more than 10% of issued shares and foreign issuer’s main operations investing in the Mainland area, organized and registered under ROC law are in compliance with *the Act Governing Relations Between The People of The Taiwan Area and The Mainland Area* and *the Regulations Governing Investment or Technological Cooperation in The Mainland Are;*  c. No applicant’s shareholders as the investors of *the Regulations Governing The People of The Mainland Area Investment in The Taiwan Area* hold directly or indirectly more than thirty percent of the applicant’s equity interest and have control ability.  d. Others.  (2) Under the condition that the laws of the country (area) of registration are not violated, the applicant will hold a shareholders’ meeting inside the Republic of China after completing the primary listing.  (3) If the laws of the country (area) of registration bar the holding of shareholders’ meeting abroad, the applicant has a proxy voting or vote-by-mail system in place, which describes the actual procedure, voting restrictions according to the laws of the country (area) of registration, protection of shareholder rights for ROC shareholders, and other important matters.  (4) The application complies with Subparagraph 2, Paragraph 1 of Article 4 and Article 8 of *TPEx Rules Governing Review of TPEx Trading of Foreign Securities*.  (5) Information provided in this application and attachments thereto are free of false representation or concealment.  3. A photocopy of assessment opinion issued by the Ministry of Economic Affairs, Council of Agriculture, Executive Yuan or a TPEx-designated professional institution, indicating that the foreign issuer is a technology or cultural and creative enterprise and has ~~successfully developed products, technology or culture and creativeness with~~ marketability.  4. A photocopy of the applicant’s board of directors meeting minutes, approving the application for primary TPEx listing of stock.  5. Five copies of foreign issuer’s primary TPEx listing contract.  6. A copy of registration certificate for share issuance in dematerialized form (this restriction shall not apply if the laws or regulations of the country (area) of registration provide otherwise.).  7. A photocopy of advisory contract for TPEx listing signed by the applicant and the recommending securities firm.  8. A photocopy of contract signed by the applicant and the lead recommending securities firm according to which the applicant continues to enlist the service of the lead recommending securities firm to assist it in complying with the securities laws and regulations of the ROC, the TPEx rules and announcements, and foreign issuer’s primary TPEx listing contract in the year of TPEx listing and three ~~two~~ fiscal years thereafter ~~(where the applicant applies for primary TPEx listing as a technology enterprise, the term of the aforesaid contract shall be the year of TPEx listing and three fiscal years thereafter)~~.  9. A copy of TPEx Stock Listing Review Form.  10. ~~Two copies~~ A copy of applicant’s CPA-audited consolidated financial report for the past two years; ~~if 75 days after the first half of year have elapsed at the time of application, the applicant should submit in addition two copies of CPA-review consolidated financial report for the first half of the year;~~ if 45 days after the end of the ~~first quarter or the third~~ quarter ~~of the year~~ have elapsed at the time of application, the applicant should submit in addition ~~two copies~~ a copy of review quarterly financial report for the past quarter (the financial reports shall be stated in units of New Taiwan Dollars and the Chinese language version shall govern),~~three copies~~ a copy of the audit report with unqualified opinion on internal control issued by CPA of the foreign issuer on a special project basis, a statement declaring that the content of the consolidated financial report is free of false representation or concealment. CPA’s working papers, permanent files, a copy of the” CPA Auditing Procedure Checklist” and a copy of the “Checklist for auditing on the applicant’s internal control” prepared by the CPA would have to be submitted as well.  11. A shareholder distribution form; if the shareholder distribution standards are not met, a letter of commitment promising that the applicant will meet those standards prior to listing.  12. A photocopy of document evidencing the appointment of a custodian for centralized custody of stocks or a letter of undertaking.  13. A written recommendation from each of at least two advising/recommending securities firms (must indicate whether the signer is the lead recommending firm or a co-recommending firm) and the working papers for their evaluation report.  14. A statement issued by each advising/recommending securities firm concerning the following matters:  (1) The securities firm is in compliance with the provisions in Article 8 of *TPEx Rules Governing Review of TPEx Trading of Foreign Securities*.  (2) The evaluation report and information provided by the securities firm are free of false representation, concealment, or omission of material financial or business information of the foreign issuer.  15. A copy of basic information of the litigious and non-litigious agent and a photocopy of document evidencing that the agent is “an individual with domicile or residence in the territory of the ROC.”  16. A photocopy of power of attorney signed by the applicant and the appointed litigious and non-litigious agent. (The power of attorney shall at least contain the wording that “the applicant appoints the agent as its responsible person in the ROC as provided in the Securities and Exchange Act.”)  17. A signed letter of undertaking from the applicant for the following matters:  (1) Compliance with the provisions set forth in Subparagraph 13, Paragraph 1, Article 4 of *the TPEx Securities Market Rules Governing Review of TPEx Trading of Foreign Securities .;*  (2) If there are changes to important matters relating to shareholder rights protection set out in TPEx’ “Checklist of Shareholder Rights Protection by Foreign Issuers in Country (area) of Registration” after the applicant has been listed on TPEx , the applicant will propose an amendment to its articles of incorporation in the upcoming shareholders’ meeting, provided such practice does not contradict the laws of the country (area) of registration;  (3) If the applicant revises its “important matters in connection with protection of shareholder rights” set out in its articles of incorporation, the applicant will submit a draft amendment of its articles of incorporation and the attorney’s assessment opinion to the TPEx ~~beforehand~~ 10 days before the resolution date of the board of directors meeting; and  (4) If the applicant makes a new share issue within the country (area) of registration for the purpose of cash capital increase, the applicant shall notify TPEx in writing.  18. The Recommending Securities Firm’s Evaluation Report, Form for Review of the Circumstances Under the Subparagraphs of Article 9, Paragraph 1 of the Foreign Security Review Rules, Investment Holding Company Qualification Review Form prepared by the lead recommending securities firm, work assignment sheet for the evaluation report, a list of persons who drafted the evaluation report and any relevant penalty records.  19. A photocopy of certificates, within one year before the date of application, showing that the applicant’s responsible person, directors~~, supervisors~~ and shareholders holding more than 10 percent of issued shares have attended securities regulations classes (including certificates showing the directors ~~and supervisors~~ have attended classes of corporate governance for at least three hours).  20. A photocopy of certificates showing that the advisory personnel of the recommending securities firm have taken corporate governance related classes.  21. A photocopy of professional shareholder services contract; a document issued by Taiwan Depository and Clearing Corporation certifying the qualification of the shareholder services agent. ~~(Subject to TPEx’ requirement case-by-case)~~  22. Twelve copies of preliminary prospectus (including recommending securities firm’s evaluation report) and a document evidencing that the electronic files of the required financial reports and prospectus has been uploaded onto a TPEx-designated Internet reporting system.  23. If the applicant’s directors, ~~supervisors,~~ shareholders holding more than 10% of issued shares and shareholders who provide shares for subscription by the advising/recommending securities firms have entered a share sale agreement with others that contains share buyback clauses and such agreement is still valid on the date of application, such agreement and relevant information.  24. A statement explaining the basis and method for setting the underwriting price of stock jointly by the applicant and the recommending securities firms.  25. The “Checklist of Shareholder Rights Protection by Foreign Issuers in Country (area) of Registration” and “Legal Issues Review Form” prepared by an attorney, the working papers and a signed statement from the applicant that “There are no situations specified in “Points to Note” section of the aforementioned review form between the applicant and the attorney.”  26. An internal control system recommendation issued by a CPA in the past three years (if available).  27. A copy of corporate governance self-assessment report prepared by the applicant or a corporate governance assessment report prepared by an external.  28. A list of directors’ household registration and contact information.  29. A document evidencing the construction of a Chinese website.  30. A copy of standard questions prepared by the recommending securities firm, the CPA and the attorney respectively.  31. ~~Three copies of the simple “Financial or Operational Material Event Checklist” and three copies of the detailed “Financial or Operational Material Event Checklist” submitted before six months as applying to TPEx for primary TPEx listing of the stock. (for the issuer is registered for TPEx trading of~~ | | | | | | | |
|  | ~~emerging stock ); Three copies of the~~ The “Advisory Checklist” and ~~three copies of~~ the detailed “Financial or Operational Material Event Checklist” for at least the last two months submitted before six months as applying to TPEx for primary TPEx listing of the stock. (for the issuer is not registered for TPEx trading of emerging stock)  32. Statements of credibility issued by the applicant, the securities underwriter, the attorney, and the CPA respectively.  33. If the face value of the applicant’s stock is other than NTD10, a promotional plan prior to listing should be submitted by the recommending securities firm.  34. A financial forecast for the current and the next quarter.  35. An assessment of the ability of preparing financial reporting ~~assessment or proposal to enhance financial reporting,~~ from the applicant, and the opinions and suggestions from the CPA.  36. A document evidencing the applicant had purchased the ~~Directors & Officers (including Supervisors, if applicable) Liability Insurance~~ liability insurance for all directors.  37. Supplementary documents prepared by applicant company and intermediary organization, except for supplementary documents 4 and 7”in Attachment 10, review report, of Taipei Exchange Procedures for Review of TPEx Trading of Foreign Securities.  38. Other necessary support documents or information. | | | | | | | |
| Applicant (full name):  Statutory agent:  Address:  Telephone:  Fax: | | | | | | | | |
| Litigious and non-litigious agent:  Representative:  Address:  Telephone:  Fax: | | | | | | | | |

Note：If the stock has no par value, the applicant shall fill out “none”.

1. Please submit two copies of the application form (one original and one duplicate).

2. The application form and attachments thereto should be printed on A4-size paper and bound in volume. The cover page should note the wording “Application Form and Documents” and issuer’s name, address and telephone. After all the documents are bound in volume, there should be a table of contents and page number should be marked at the bottom of each page.

3. Please make sure all the required documentation is ready before making the application.

4. Documents in foreign language should be attached with a Chinese translation.