承銷商總結意見

Securities Underwriter Confirmation Opinion

（在臺發行債券委託證券承銷商對外公開銷售**僅銷售予專業投資人適用**）

(This confirmation opinion is required for foreign issuer to issue bonds in Taiwan and engage an underwriter to sell the bonds exclusively to professional investors.)

 外國發行人 （請填政府機關、超國家機構、公司名稱，或填外國金融機構及其分支機構之名稱） 本次在臺募集與發行 （請填有價證券之種類、數量、面額及總金額）並委託本承銷商對外公開銷售，向財團法人中華民國證券櫃檯買賣中心申請櫃檯買賣。本承銷商依「證券商管理規則」及「財團法人中華民國證券櫃檯買賣中心外幣計價國際債券管理規則」規定，經檢視本發行案之櫃檯買賣申請書件及律師對本發行案之公開說明書檢核意見表後，確認櫃檯買賣申請書件已備齊且律師檢核意見表無異常意見，並未發現有違反國內法令致影響有價證券募集與發行之情事。

 The foreign issuer \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ (please fill in the name of the foreign government, the supranational entity, the company, or names of the foreign financial institution and its branch) is engaging us as an underwriter to conduct underwriting to the public, and submitting application documents to the Taipei Exchange ("TPEx") with respect to the offering and issuance of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ (please fill in the type, quantity, par value, and total monetary amount of the securities) ("Bonds") in Taiwan to apply for listing and trading of the Bonds on the TPEx. After having reviewed the listing application documents and checklist from the foreign issuer's programme counsel ("Checklist"), we, as the underwriter of the Bonds, hereby issue this confirmation opinion pursuant to the Regulations Governing Securities Firms and the Taipei Exchange Rules Governing Management of Foreign Currency Denominated International Bonds to confirm that all the documents required for listing application are complete and there are no irregularities in the Checklist. We also has not identified any violation of the Taiwan laws or regulations, which violation would affect the offering and issuance of the Bonds.

此致

 財團法人中華民國證券櫃檯買賣中心

To: Taipei Exchange

證券股份有限公司（蓋章）

 負責人（簽名或蓋章）

 承銷部門主管（簽名或蓋章）

 中華民國 年 月 日

Name of Securities Underwriter: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_(seal)

Name of Legal Representative: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_(signature or seal)

Name of Chief Underwriting Officer: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_(signature or seal)

Date: