[Translation]

Attorney's Legal Opinion Form

The foreign issuer \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ (please fill in the name of the company, or names of the foreign financial institution and its branch) is submitting the present filing to the Financial Supervisory Commission ("FSC") with respect to the offering and issuance of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ (please fill in the type, quantity, par value, and total monetary amount of the securities). After having performed the necessary review procedures, this Attorney issues this Attorney's Legal Opinion Form pursuant to the Regulations Governing the Offering and Issuance of Securities by Foreign Securities Issuers (the "Regulations").

　In the opinion of this Attorney, the items specified on the present Legal Issue Review Checklist that the foreign issuer \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ (please fill in the name of the company, or fill in the names of the foreign financial institution and its branch) is submitting to the Financial Supervisory Commission do not violate any laws or regulations such as would affect the offering and issuance of securities.

　　This Opinion is issued to:

　　\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_Co., Ltd.

　　　　　　　　　　　　　　　　　Law Firm: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Attorney at Law: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ (signature or seal)

Date: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_Co., Ltd. Legal Issue Review Checklist

Guidelines for Filling Out the Checklist:

1. The attorney that fills out the checklist and issues the legal opinion shall not in the past year have been disciplined by the Ministry of Justice Lawyer Discipline Committee, and may not have any of the following relationships with the issuer, the certifying CPA, or the securities underwriter:

(1) A related party as defined in the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

(2) Any other party that, by law or regulation or as proven by factual evidence, directly or indirectly controls the handling of the other party's personnel, finances, or business operations.

2. The checklist shall be filled out based on the nature of the case filed. Check the applicable boxes, where provided, and explain item-by-item the reasons for your response (such as the legal basis, supporting documents and materials, interview with relevant persons) and the review findings in the space for opinions. If there is not enough space, please continue the explanation in a separate, cross-referenced attachment.

3. The attorney shall conduct the review and produce the legal opinion with professional due care, and shall verify all facts. The attorney shall check written materials for conformity with the original copies, and produce an appropriate legal opinion with respect to the review findings, following the reference format. In the event a company refuses to provide information, or any irregularity or any violation of law or regulation is found, the attorney shall specify the same item-by-item in an additional middle section in the legal opinion form, and shall explicitly state in the final section whether such irregularity or violation affects the offering and issuance of securities.

4. Please thoroughly and accurately review and fill out the checklist and produce the legal opinion. If there is any error, omission, misrepresentation, or nondisclosure, the FSC shall handle the matter in accordance with relevant acts and regulations.

5. For a registration filing case for an unsponsored issuance of Taiwan Depositary Receipts ("TDR"), please fill out the latter portion of paragraph 6, paragraphs 12 through 14, paragraph 16, and paragraph 30. 1. The foreign issuer (or foreign financial institution and its branch) is organized and incorporated pursuant to the laws of the country in which it is registered (please specify the name of the country of incorporation/registration), and is still in effective existence. If it is a secondary TWSE (or TPEx) listed company, its stocks, or securities representing those stocks, are listed and traded on an overseas exchange approved by the competent authority.

□Yes□No□Not applicable

Opinion:

2. The present registration filing case by the foreign issuer (or foreign financial institution and its branch) has been duly approved by a resolution of its (head office’s) shareholders meeting or board meeting, and such resolution is still in effective existence.

□Yes□No□Not applicable

Opinion:

3. The foreign issuer (or foreign financial institution branch) has obtained all approvals for the present offering and issuance of securities required by the foreign issuer's (and foreign financial institution head office's) country of registration and country of listing, or has completed all required filings.

□Yes□No□Not applicable

Opinion:

4. The foreign issuer (including the key operating locations and subsidiaries) with respect to the present offering and issuance of securities has NOT, as of the day this legal opinion form is issued, violated the articles of incorporation, or any internal regulation, shareholders meeting or board meeting resolution, or law or regulation of the country of registration, the country of listing, or the Republic of China, such as would affect the present offering and issuance of securities. [The above requirement of including the key operating locations and subsidiaries does not apply to a filing for the offering and issuance of straight corporate bonds by a secondary TSWE (or TPEx) listed company or by an issuer that is a financial institution branch unit or by an issuer that is a company controlled by another company.]

□Yes□No□Not applicable

Opinion:

5. If the foreign issuer has used a power of attorney to authorize an attorney-in-fact to sign any document in connection with the present offering and issuance of securities, the power of attorney has been issued by a person with the power and authority to do so. And, if the applicable law stipulated by the power of attorney is other than the law of the Republic of China, it is consistent with law and valid.

□Yes□No□Not applicable

Opinion:

6. It is a fact that the foreign issuer has NOT violated or failed to perform any commitment made when applying for TWSE listing, TPEx listing, or Emerging Stock registration, and that in any filing matter it has not violated any law or regulation or made any misrepresentation.

□Yes□No□Not applicable

Opinion:

7. It is a fact that the following circumstances do NOT exist with respect to the foreign issuer:

(1) Any material content of the plan for the current offering and issuance of securities (e.g. issuance rules, fund sources, plan items) failed to be duly placed on the agenda, raised at a board meeting or shareholders meeting for discussion, and passed by resolution.

□Yes□No□Not applicable

(2) In the most recent three years a court judgment has found the foreign issuer or its incumbent board chairman, general manager, or de facto responsible person guilty of a crime punishable by a fixed prison term, or a sentence of greater severity, due to violation of any law governing business and industry or due to commission of a crime contravening good faith such as corruption, malfeasance, fraud, breach of trust, or embezzlement, or such person was liable for an obligation to pay damages due to a violation of applicable securities laws and regulations, and such obligation has not yet been duly performed. [This requirement does not apply to a filing for the offering and issuance of straight corporate bonds by a secondary TSWE (or TPEx) listed company or by an issuer that is a financial institution branch unit or a company controlled by another company.]

□Yes□No□Not applicable

Opinion:

8. It is a fact that the following matters have NOT occurred with respect to the foreign issuer (including the key operating locations and subsidiaries) in the most recent fiscal year or the current fiscal year up to the time of filing. [This requirement does not apply to a filing for the offering and issuance of straight corporate bonds by a secondary TSWE (or TPEx) listed company or by an issuer that is a financial institution branch unit or a company controlled by another company.]

(1) Violation of any law with respect to labor or environmental protection and pollution control of the country of registration, the country of listing, or a country of its principal business operations.

□Yes□No□Not applicable

Opinion:

(2) Occurrence of any labor dispute or employee strike.

□Yes□No□Not applicable

Opinion:

(3) Occurrence of any material violation involving tax payment in arrears, administrative tax remedy, litigious or non-litigious matter, administrative disposition, administrative dispute, injunctive proceeding, compulsory execution matter, or arbitration case.

□Yes□No□Not applicable

Opinion:

(4) Investigation by a judicial agency or competent authority for the securities industry in the place or country of registration, place or country of listing, or the main country of business.

□Yes□No□Not applicable

Opinion:

(5) Breach of any material contract, dishonor of a negotiable instrument due to insufficient funds, blacklisting by a financial institution, or other loss of creditworthiness.

□Yes□No□Not applicable

Opinion:

(6) Occurrence of any litigious or non-litigious matter or administrative dispute involving a director, supervisor, general manager, de facto responsible person, shareholder with a shareholding ratio of no less than 10 percent, or controlled company, the result of which may have a material effect on the shareholder equity or the price of securities.

□Yes□No□Not applicable

Opinion:

(7) Serious reduction in production, or suspension of operations in whole or in part, at the principal place of business.

□Yes□No□Not applicable

Opinion:

(8) Leasing out of a plant or principal facilities at the principal place of business, or a pledge of all or a principal part of its assets.

□Yes□No□Not applicable

Opinion:

(9) Entering into, amendment, or termination of a contract for leasing of its entire business, or for outsourcing of management, or for regular joint operations with another party.

□Yes□No□Not applicable

Opinion:

(10) Transfer of all or a principal part of its business or assets.

□Yes□No□Not applicable

Opinion:

(11) Receiving transfer of all or a principal part of the business or assets of another party, with a material effect on the company’s operations.

□Yes□No□Not applicable

Opinion:

(12) Any of the following with a material effect on company finances or business: any signing, amendment, termination, or rescission of an important memorandum of understanding, a plan for a strategic alliance or other business cooperation, or an important contract, change in any material respect of a business plan, completion of development of a new product, or successful development and formal entry into the full-scale production stage of an experimental product, acquiring or transferring of patent rights, exclusive-use trademark rights, copyrights, or other intellectual property right transaction.

□Yes□No□Not applicable

Opinion:

(13) Any merger or acquisition.

□Yes□No□Not applicable

Opinion:

(14) Any change of board chairperson, general manager, or one-third or more of its directors.

□Yes□No□Not applicable

Opinion:

(15) Any change of attesting CPA, provided that any such change due to an internal adjustment by the accounting firm is not included.

□Yes□No□Not applicable

Opinion:

(16) Existence of any issued shares that have not been paid for in full.

□Yes□No□Not applicable

Opinion:

(17) Any other material event sufficient to affect the company’s ongoing operations.

□Yes□No□Not applicable

Opinion:

9. In the most recent fiscal year and the current fiscal year up to the time of filing, the foreign issuer (including the key operating locations and subsidiaries) is a party to any material contract that is still in valid existence and/or otherwise been entered into: (such as any supply/sales contract, leasing contract, technical cooperation contract, engineering/construction contract, or other material contract affecting the company’s operations). [This requirement does not apply to a filing for the offering and issuance of straight corporate bonds by a secondary TSWE (or TPEx) listed company or by an issuer that is a financial institution branch unit or a company controlled by another company.]

□Yes□No

Opinion:

If yes, specify whether the contract content…:

(1) is consistent with law.

□Yes□No

Opinion:

(2) contains any stipulation adverse to the company.

□Yes□No

Opinion:

(3) is disclosed in the prospectus in accordance with requirements.

□Yes□No

Opinion:

10. The foreign issuer uploaded the electronic file of the annual report to the information reporting network designated by the FSC before the date on which the regular shareholders meeting was convened in the most recent fiscal year.

□Yes□No□Not applicable

Opinion:

11. The shareholders or the employees shall have a preemptive subscription right to securities of the present offering and issuance by the foreign issuer.

□Yes□No□Not applicable

Opinion:

12. The prospectus prepared for the present offering and issuance of securities by the foreign issuer discloses information in accordance with the applicable provisions of the Regulations.

□Yes□No□Not applicable

Opinion:

13. Any written stipulations between the foreign issuer and any securities underwriter are consistent with law.

□Yes□No□Not applicable

Opinion:

14. Any written stipulations between the foreign issuer and any specialized institution it has hired to conduct foreign exchange settlement, payment of dividends, payment of taxes, and disclosure of information are consistent with law.

□Yes□No□Not applicable

Opinion:

15. If there were any material discrepancies between the provisions of the articles of incorporation of a primary TWSE (or TPEx) listed company or emerging stock company and the Company Act of the Republic of China with respect to shareholder rights and interests, with a likelihood that the rights and interests of the shareholders in the Republic of China would be injured, such discrepancies have been corrected.

　　　　　　　　　　　　　　　　　　　　　　　　　　□Yes□No□Not applicable

Opinion:

16. Any of the matters set out in Article 26 of the Regulations Governing Securities Firms exists between a securities underwriter and the foreign issuer, such that the underwriter may not serve as the lead underwriter for the issuance of securities by the issuer.

□Yes□No□Not applicable

Opinion:

17. The foreign issuer is in compliance with the applicable provisions of the Act Governing Relations Between Peoples of the Taiwan Area and the Mainland Area:

(1) Investments in the Mainland area by the foreign issuer and its directors, supervisors, managerial officers, and shareholders holding more than 10 percent of the total shares who have ROC citizenship, and by any business entity controlled by the foreign issuer that is a domestic juristic person, comply with the Act Governing Relations Between Peoples of the Taiwan Area and the Mainland Area, and the Regulations Governing the Approval of Investment or Technical Cooperation in the Mainland Area.

□Yes□No

(2) The direct or indirect holding of shares of the company by shareholders of the foreign issuer who are investors as defined in the Regulations Governing Investment in Taiwan by People from the Mainland Area does not exceed 30 percent, and those shareholders do not have control over the company. (Not applicable to secondary TWSE (or TPEx) listed companies)

□Yes□No

(3) If individuals, juristic persons, groups, or other institutions from the Mainland Area have direct or indirect shareholding or capital contribution exceeding 30 percent in, or effective control over, a foreign issuer, the foreign issuer has filed a completed application accompanied by the relevant documents with the TWSE or TPEx, which shall review it and forward it to the FSC for special-case permission. (Not applicable to secondary TWSE (or TPEx) listed companies)

□Yes□No

　Opinion:

18. The foreign issuer has privately placed securities within the Republic of China. If yes, please describe the circumstances under which the private placement occurred.

□Yes□No

Opinion:

If the foreign issuer has privately placed securities, all its private placements were done in compliance with the requirements specified in the 16 August 2006 Order No. Financial-Supervisory-Securities-I-0950003874.

□Yes□No

Opinion:

19. With respect to related party transactions of the foreign issuer (including key operating locations and subsidiaries) in the most recent fiscal year and the current fiscal year up to the time of filing (for the definition of "related party", please refer to the Regulations Governing the Preparation of Financial Reports by Securities Issuers ")【This requirement does not apply to a filing for the offering and issuance of straight corporate bonds by a secondary TSWE (or TPEx) listed company or by an issuer that is a financial institution branch unit or a company controlled by another company.】:

　(1) Transaction procedures were carried out in accordance with the Regulations Governing the Acquisition and Disposal of Assets by Public Companies.

□Yes□No□Not applicable

(2) The transaction agreement or stipulated matters are consistent with law.

□Yes□No□Not applicable

(3) There are no stipulations adverse to the company

□Yes□No□Not applicable

Opinion:

20. In the most recent fiscal year and the current fiscal year up to the time of filing, the procedures, voting methods, and content of resolutions at the foreign issuer's board of directors and shareholders meetings had no resolution matters materially adverse to the company or the interests of Taiwan shareholders, and such matters were also in compliance with the laws and regulations of the country in which the company is registered and the country in which it is listed, as well as the company's internal rules and bylaws. [This requirement does not apply to a filing for the offering and issuance of straight corporate bonds by a secondary TSWE (or TPEx) listed company or by an issuer that is a financial institution branch unit or a company controlled by another company.] 

□Yes□No□Not applicable

Opinion:

21. In the most recent fiscal year and the current fiscal year up to the time of filing, the primary TWSE (or TPEx) listed company or emerging stock company has been in compliance with the following provisions:

(1) Rules of procedure for board of directors meetings have been adopted.

□Yes□No□Not applicable

(2) None of the rules of procedure for board of directors meetings violate the Regulations Governing Procedure for Board of Directors Meetings of Public Companies.

□Yes□No□Not applicable

(3) No procedures for the convening of board of directors meetings violate the rules for procedure for board of directors meetings.

□Yes□No□Not applicable

(4) Matters required to be submitted for discussion by the board of directors are in conformance with Article 7, and Article 3, paragraph 4, of the Regulations Governing Procedure for Board of Directors Meetings of Public Companies.

□Yes□No□Not applicable

(5) The matters required to be recorded in the board of directors meeting minutes are in conformance with Article 17 of the Regulations Governing Procedure for Board of Directors Meetings of Public Companies.

□Yes□No□Not applicable

Opinion:

22. At the time a primary TWSE (or TPEx) listed company files for registration, it is in conformance with the following provisions:

(1) The number of director members of the board of directors is not less than five persons, and at least two independent directors have been appointed, one of whom has established a household registration in the Republic of China.

□Yes□No□Not applicable

(2) It has established an audit committee or supervisors. The audit committee comprises all of the independent directors, the number of whom may not be less than three persons, one of whom is the convener. The number of supervisors may not be less than three persons.

□Yes□No□Not applicable

(3) The independent directors meet the criteria set forth in the Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies.

□Yes□No□Not applicable

(4) If a government or juristic person is a shareholder of a public company, its representative is not concurrently selected or serving, as a director or supervisor of the company, unless approved by the competent authority.

□Yes□No□Not applicable

(5) A familial relationship, as a spouse or within the second degree of kinship, may not exist among more than half of the company's directors.

□Yes□No□Not applicable

(6) Among the supervisors as a group, and among all supervisors and directors as a group, at least one seat is filled by a person that may not have any familial relationship, either as a spouse or within the second degree of kinship, within the group.

□Yes□No□Not applicable

Opinion:

　(7) The establishment and exercise of powers of the Remuneration Committee comply with the Regulations Governing the Establishment and Exercise of Powers of Remuneration Committees of Companies Whose Stock is Listed on the TWSE or Traded on the TPEx.

□Yes□No□Not applicable

　((8) The Articles of Incorporation specify the dividend policy pursuant to the 3 January 2000 Letter No. (89) Taiwan-Finance-Securities-(I)-100116, and the 1 February 2000 Letter No. 00371.

□Yes□No□Not applicable

Opinion:

(Applicable to a filing to register a domestic offering and issuance of stocks)

23. An emerging stock company that conducts a cash capital increase through a new share issue and allocates 10 percent of the total amount of new shares issued for public issuance to outside parties is in compliance with Article 13, paragraph 2, subparagraphs 1 and 2 of the Regulations, provided that if a higher allocation percentage is passed in a separate shareholders meeting resolution, that percentage is complied with.

□Yes□No□Not applicable

Opinion:

24. The particulars of the stock issuance plan are handled in accordance with Article 15 of the Regulations.

□Yes□No□Not applicable

Opinion:

25. The foreign issuer's shareholder service matters are conducted on its behalf by a shareholder services agent, and the agent shall prepare and keep custody of the shareholders register.

□Yes□No□Not applicable

　Opinion:

26. The rights and obligations of stocks that a secondary TWSE (or TPEx) listed company registers to offer and issue are the same as those of stocks of the same class that it has issued on other securities markets.

□Yes□No□Not applicable

Opinion:

27. A secondary TWSE (or TPEx) listed company does not restrict stockholders from selling stocks in which they have invested on overseas securities markets.

□Yes□No□Not applicable

Opinion:

28. The present issuance of new shares due to the acquisition of shares of another company, or the merger, acquisition, or demerger of another company was passed by a resolution consistent with law.

□Yes□No□Not applicable

Opinion:

29. The content of the present merger contract, demerger plan, plan for the acquisition of the shares of another company, or exchange contract is consistent with law.

□Yes□No□Not applicable

Opinion:

30. For the present case, any merger with or acquisition of a domestic company, or any demerger of a domestic company, is in compliance with Article 21 of the Business Mergers and Acquisitions Act.

□Yes□No□Not applicable

Opinion:

31. If any act with respect to the conduct of the present reverse split, acquisition, split, or transfer of shares of another company requires the permission of the fair trade commission of the country of registration, country of listing, or a country in which the company operates, such permission has already been obtained.

□Yes□No□Not applicable

Opinion:

32. If any act with respect to the conduct of the present merger, acquisition, demerger, or transfer of a domestic company requires the permission of the Investment Commission, MOEA, such permission has already been obtained.

□Yes□No□Not applicable

Opinion:

33. When holders of stocks of a secondary TPEx (or TPEx) listed company subsequently sell such stocks, whether any approval must be obtained, or filing made, in the foreign issuer's country of listing. If the answer is yes, indicate whether the approval has been obtained or the filing made.

□Yes□No□Not applicable

Opinion:

〔Applicable to a registration for the sponsored or unsponsored issuance of Taiwan Depositary Receipts (including sponsored shelf registrations and updates)〕

23. Unless circumstances set forth in Article 29, paragraph 1, subparagraphs 1 and 2 of the Regulations exist, if after the issuance of Taiwan Depositary Receipts ("TDRs") there is any additional issuance of TDRs, the additional issuance is registered with the FSC and has become effective.

□Yes□No□Not applicable

Opinion:

24. If an additional issuance of a corresponding amount of TDRs is conducted pursuant to Article 29, paragraph 1, subparagraph 1 of the Regulations, the depositary institution delivered TDRs to the respective holders within 30 days from the date on which the legal provisions of the foreign issuer's country of registration permitted stock issuance, and a public announcement was made prior to delivery.

□Yes□No□Not applicable

Opinion:

25. The particulars of the TDR issuance plan are recorded in accordance with Article 30 of the Regulations.

□Yes□No□Not applicable

Opinion:

26. The particulars of the depositary agreement are recorded in accordance with Article 31 of the Regulations.

□Yes□No□Not applicable

Opinion:

27. If there is any change of depositary institution, it has no material impact on the rights of TDR holders.

□Yes□No□Not applicable

Opinion:

28. The particulars of the custody contract or other custody documents are recorded in accordance with Article 32 of the Regulations.

□Yes□No□Not applicable

Opinion:

29. The depositary institution compiles and keeps in custody the register of TDR holders, and does not concurrently conduct underwriting business for the same issue of TDRs.

□Yes□No□Not applicable

Opinion:

30. A secondary TWSE (or TPEx) listed company whose shareholders, using their holdings of the company's issued shares, retain a depositary institution to conduct the domestic issuance of TDRs, are in conformance with the following:

(1) Before filing the registration, the TDRs sponsored for issuance by the secondary TWSE (or TPEx) listed company are already exchange listed or traded on an over-the-counter market.

□Yes□No□Not applicable

(2) The company has already retained, on a firm commitment basis, a securities underwriter that delivers prospectuses on its behalf.

□Yes□No□Not applicable

(3) The depositary institution and custodian institution that have been retained are the same as those retained by the secondary TWSE (or TPEx) listed company to sponsor the issuance of the TDRs.

□Yes□No□Not applicable

(4) The rights and obligations of the stocks represented by the TDRs are identical to those of the stocks represented by the TDRs that the secondary TWSE (or TPEx) listed company sponsored for issuance.

□Yes□No□Not applicable

Opinion:

31. The shelf registration of a secondary TWSE (or TPEx) listed company sponsoring an issuance of TDRs is in conformance with the following requirements:

(1) The projected issuance period, beginning from the date on which the registration becomes effective, is not longer than one year.

□Yes□No□Not applicable

(2) A securities underwriter is retained to sell the full amount on a firm commitment basis and to deliver a simplified prospectus to subscribers in advance, and submit the shelf registration update for the TDR issuance, recording all required particulars, together with the required documents to the FSC for recordation on the next business day after the sale proceeds are collected in full.

□Yes□No□Not applicable

(3) If during the projected issuance period the certified public accountant or lead underwriter that was retained is changed, the subsequently retained certified public accountant or lead underwriter is in conformance with Article 39, paragraph 1, subparagraphs 6 or 7 of the Regulations.

□Yes□No□Not applicable

(4) No violation of Article 7, paragraph 1, subparagraphs 1 or 8, Article 8, paragraph 1, subparagraphs 4 or 12, or Article 39, paragraph 1 of the Regulations has occurred.

□Yes□No□Not applicable

(5) After the filing for effective registration of TDRs issued via shelf registration becomes effective, none of the circumstances set forth in Article 41, paragraph 1, subparagraphs 1 through 3 of the Regulations exist.

□Yes□No□Not applicable

Opinion:

32. When a TDR holder subsequently redeems the TDRs or sells the securities the TDRs represent, or when the holder of securities [redeemed from TDRs] subsequently sells them, they are required to obtain any approval or make any filing in the country where the foreign issuer is listed. If the answer is yes, indicate whether the approval has been obtained or the filing made.

□Yes□No□Not applicable

Opinion:

(Applicable to a filing for a domestic offering and issuance of bonds)

23. Pursuant to the latter part of subparagraph 1 of Article 3, and the exclusion clause of paragraph 2 of Article 49 of the Regulations, if a financial institution is using its branch as the issuer for an offering and issuance of straight corporate bonds, it is in compliance with the following:

(1) The stock of the foreign financial institution is already listed and traded on an approved foreign securities market.

□Yes□No□Not applicable

Opinion:

(2) The offering and issuance of the present bonds is permitted under the laws and regulations of the country(ies) where the branch institution and its head office are registered.

□Yes□No□Not applicable

Opinion:

(3) For the bonds to be issued in the present instance, a statement has been obtained from the head office undertaking unconditionally that it will bear full liability for the actions of its branch, and for performance of the branch’s obligations, in connection with the present issuance of bonds, and that it will perform subsequent information disclosure obligations.

□Yes□No□Not applicable

Opinion:

24. Pursuant to the exclusion clause of paragraph 2 of Article 49 of the Regulations, if a controlled company of another company is being used as the issuer, it is in compliance with the following requirements:

(1) The issuer is a controlled company of another company and is duly included in the other company’s consolidated financial statement for the most recent period, and it actually operates, and is not a paper company established for tax purposes or other special purposes, and it issues straight corporate bonds denominated in foreign currency.

□Yes□No□Not applicable

Opinion:

(2) The stock of the other company is already listed and traded on an approved foreign securities market.

□Yes□No□Not applicable

Opinion:

(3) The debt rating of the present issuing entity or issued instruments complies with requirements. If a rating report for the issuing entity is attached, the issuer undertakes that it will obtain a rating report for the issued instruments prior to issuance and will file it with the FSC for recordation on the next business day following issuance.

□Yes□No□Not applicable

Opinion:

(4) The issuer has issued a statement undertaking that in the event there is any circumstance, with respect to the issuer itself or the other company, for which information disclosure is required under the rules of the FSC or the TPEx, it shall carry out public announcement and filing procedures for the information required to be disclosed.

□Yes□No□Not applicable

Opinion:

25. This issue of foreign bonds by the foreign issuer satisfies the requirements of the laws and regulations of the foreign issuer's country of registration, Articles 249 and 250 of the Company Act, and Article 28-4 of the Securities and Exchange Act.

□Yes□No

Opinion: (please show the calculations supporting the opinion)

26. The following documents have been provided for this issue of corporate bonds:

(1) Trust agreement certified by a lawyer.

□Yes□No□Not applicable

Opinion:

(2) Letter of creation of security or provision of guarantee, certified by a lawyer. (Not applicable if the bond issue is unsecured.)

□Yes□No□Not applicable

Opinion:

(3) Supporting documents for the security, or guaranty agreement signed by the trustee bank and the guarantor bank and certified by a lawyer. (Not applicable if the bond issue is unsecured.)

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□Yes□No□Not applicable

Opinion:

27. The trust agreement has any stipulation that materially limits the company or is adverse to the corporate bond creditors.

□Yes□No□Not applicable

Opinion:

28. The corporate bonds for issuance under the present filing are secured.

(1) If the corporate bonds are secured, the type, name, and supporting documents of the security:

1. Type:

2. Name:

3. Supporting documents:

(2) If the corporate bonds have an issuance guarantor, the name and supporting documents of the guarantor:

1. Name:

2. Supporting documents:

(3) The guaranty agreement has any stipulation that is adverse to the corporate bond creditors.

□Yes□No□Not applicable

Opinion:

29. If the present filing is for the issuance of convertible corporate bonds (or corporate bonds with warrants), the matters specified in the rules for issuance and conversion (or share subscription) are consistent with law.

□Yes□No□Not applicable

Opinion:

30. A foreign issuer has designated a bond issuance agent, payment (interest and redemption) agent, and a conversion or subscription agent within the territory of the Republic of China to conduct relevant matters.

□Yes□No□Not applicable

Opinion:

31. Particulars are recorded in the issuance plan in accordance with Article 49, paragraph 1 of the Regulations.

□Yes□No□Not applicable

Opinion:

32. Except for a party that conforms to the requirements set by the FSC, or an emerging stock company that is permitted to file to offer and issue straight corporate bonds denominated in New Taiwan Dollars, a company that files to offer and issue domestic straight corporate bonds, convertible corporate bonds, or corporate bonds with warrants is a primary or secondary TWSE (or TPEx) listed company.

□Yes□No□Not applicable

Opinion:

33. If the governing law of the contract for bonds offered and issued by a foreign issuer is other than ROC law, the issuer meets the following requirements:

(1) The issuer is a TWSE or TPEx primary listed company that has been domestically listed or traded on the TPEx for a combined total of a full three years, or is a TWSE or TPEx secondary listed company whose stocks, or securities representing those stocks, have been listed and traded on an overseas exchange approved by the competent authority for a full three years. This restriction shall not apply under the following circumstances:

1. The issuer files to issue straight corporate bonds as a controlled company of another company, and the bonds have been fully guaranteed by that other company, while in addition, the other company's stocks have been listed and traded on an overseas exchange approved by the competent authority for a full three years.

2. The issuer is an overseas financial institution that has received FSC approval to establish a domestic branch, while in addition, the stocks of the parent company that holds the shares of the financial institution have been listed and traded on an overseas exchange approved by the competent authority for a full three years.

□Yes□No□Not applicable

(2) The issuer's net worth, as stated in the most recent CPA audited and attested financial report, is not less than 500 million New Taiwan Dollars.

□Yes□No□Not applicable

(3) There is no current, ongoing instance of a material breach of contract or a delay in payment of principal and interest by the issuer with respect to previously issued bonds or other debt, or a full three years has passed since the date of settlement of any past instance of such material breach or delay in payment.

□Yes□No□Not applicable

Opinion:

34. If the issuer uses shelf registration to issue straight corporate bonds, the issuer meets the following requirements:

(1) The issuer is a TWSE or TPEx primary listed company that has been domestically listed or traded on the TPEx for a combined total of a full three years, or is a TWSE or TPEx secondary listed company whose stocks, or securities representing those stocks, have been listed and traded on an overseas exchange approved by the competent authority for a full three years. This restriction shall not apply under the following circumstances:

1. The issuer files to issue straight corporate bonds as a controlled company of another company, and the bonds have been fully guaranteed by that other company, while in addition, the other company's stocks have been listed and traded on an overseas exchange approved by the competent authority for a full three years.

2. The issuer is an overseas financial institution that has received FSC approval to establish a domestic branch, while in addition, the stocks of the parent company that holds shares of the financial institution have been listed and traded on an overseas exchange approved by the competent authority for a full three years.

□Yes□No□Not applicable

(2) The issuer's net worth, as stated in the most recent CPA audited and attested financial report, is not less than 500 million New Taiwan Dollars.

□Yes□No□Not applicable

(3) There is no current, ongoing instance of a material breach of contract or a delay in payment of principle and interest by the issuer with respect to previously issued bonds or other debt, or a full three years has passed since the date of settlement of any past instance of such material breach or delay in payment.

□Yes□No□Not applicable

(4) The issuer has received no sanction from the FSC or the competent authority of the country of the overseas market within the past 3 years for violation of information disclosure requirements.

□Yes□No□Not applicable

(5) Any plan for a cash capital increase or bond issue effective upon filing with the FSC or the competent authority of the country of the overseas market within the past 3 years has been executed according to schedule and with no material change in plan.

□Yes□No□Not applicable

(6) The CPA retained by the issuer has received no warning or any more serious sanction within the past 3 years for work in relation to the offering and issuance of securities.

□Yes□No□Not applicable

(7) The lead underwriter retained by the issuer has received no order in accordance with law and regulation requiring it to dismiss a director, supervisor, or managerial officer, nor any more serious sanction within the past 3 years for its work in relation to the offering and issuance of securities.

□Yes□No□Not applicable

(8) The scheduled issuance period does not exceed 2 years, calculated from the date on which registration becomes effective.

□Yes□No□Not applicable

35. The shelf registration for issuance of straight corporate bonds by a foreign issuer meets the following requirements [Applicable to the shelf registration updates of foreign issuers issuing straight corporate bonds]:

(1) This issue of straight corporate bonds was issued during the projected issuance period.

□Yes□No□Not applicable

(2) The shelf registration update for the issuance of straight corporate bonds by a foreign issuer containing the required information was filed with the FSC for recordation, together with the required documents, on the business day immediately following the collection of the proceeds in full.

□Yes□No□Not applicable

(3) During the projected issuance period, there has been no violation of Article 7, paragraph 1, subparagraphs 1 and 8, Article 8, paragraph 1, subparagraphs 4 and 12, or Article 45 of the Regulations.

□Yes□No□Not applicable

(4) There has been no occurrence of the circumstances of Article 47, paragraph 1, subparagraphs 1 through 3 since the filing for the shelf registration became effective.

□Yes□No□Not applicable

　Opinion:

36. The foreign issuer issuing Renminbi-denominated bonds has provided a declaration stating that "it undertakes that the Renminbi-denominated funds that it obtains from the offering will only be used by its overseas operating entities, and will not in any way be converted back into New Taiwan Dollars for use"; and it is feasible to remit the Renminbi-denominated funds that it obtains from the offering into the Mainland Area for use. (Please explain in the "opinion" field the method for remittance of the funds into the Mainland Area.)

□Yes□No□Not applicable

Opinion:

37. The foreign issuer issuing Renminbi-denominated bonds has provided a reasonable fundraising plan for redemption at maturity. (Please give a concise description of the plan in the Opinion field.)

□Yes□No□Not applicable

Opinion:

〔Applicable to Filings for the Offering and Issuance

of Overseas Securities〕(Newly added)

23. The recording of the particulars of the issuance plan or issuance rules for overseas stock, overseas depositary receipts, or overseas corporate bonds have been done under the mutatis mutandis application of, respectively, Article 32, 15, 23, or 24 of the Regulations Governing the Offering and Issuance of Overseas Securities by Issuers.

□Yes□No□Not applicable

Opinion:

24. When a primary TWSE (or TPEx) listed company files to sponsor the issuance of overseas depositary receipts via a capital increase through a new share issue, it has given explanations of the basis, reasonableness, and effect on shareholder equity of the pricing, and has had them passed by a resolution of the shareholders meeting.

□Yes□No□Not applicable

Opinion:

25. The foreign issuer issuing Renminbi-denominated bonds has provided a declaration stating that "it undertakes that the Renminbi-denominated funds that it obtains from the offering will only be used by its overseas operating entities, and will not in any way be remitted back to Taiwan for use;" and it is feasible to remit the Renminbi-denominated funds that it obtains from the offering into the Mainland Area for use. (Please explain in the Opinion field the method for remittance of the funds into the Mainland Area.)

□Yes□No□Not applicable

Opinion:

26. The foreign issuer issuing Renminbi-denominated bonds has provided a reasonable fundraising plan for redemption at maturity. (Please give a concise description of the plan in the Opinion field.)

□Yes□No□Not applicable

Opinion:

[Applicable to filings for an Initial Public Offering of Stock] (Newly added)

23. There are no instances of a violation of laws, regulations, or company articles of incorporation of a serious nature.

□Yes□No□Not applicable

　Opinion:

24. If any employee stock warrants or securities with equity characteristics have been issued pursuant to the laws and regulations of the country of registration, their public offering has been handled together with that of the stock, and there are no material irregularities in the terms and conditions of issuance that would harm the interests of shareholders.

□Yes□No□Not applicable

Opinion: