



I. Important announcements ([Chinese](#))

1. Amendment to Securities and Exchange Act Passed in Legislative Yuan

On 12 December 2011, the Legislative Yuan passed the amendment to the Securities and Exchange Act. The amendment strengthens oversight of foreign companies listed in Taiwan; advances the adoption of the IFRSs by public companies; expands the scope of regulatory coverage of public-offered securities; offers minority shareholders, of listed or emerging-stock companies, the right to examine their invested company; and changes the system under which securities are listed on, suspended from, reinstated to, and delisted from the stock exchange from a “prior approval” to a “notification” procedure. The Penal Provisions of Chapter VII of the Securities and Exchange Act were also reviewed and revised to ensure the fairness of punishments. The amendment will be enforced from the date of promulgation, with the exception of Article 36, paragraph 1, subparagraph 2, which will be enforced from the fiscal year of 2013.

2. FSC will Establish Rules for Compulsory e-Voting in Shareholders’ Meetings, Split Voting and the Issuance of Restricted Stock to Employees

On 14 December 2011, the Legislative Yuan passed the amendment to Article 177-1 of the Company Act aimed at protecting shareholders’ rights and interests. The FSC is going to request companies to include electronic voting as one of voting methods for shareholders’ meetings when the company’s scale, number and structure of shareholders, and other status meet the criteria set by the FSC. This amendment also authorizes the FSC to establish regulations regarding the criteria and scope for split voting, and its procedure. The FSC will impose rules to apply the scope of compulsory e-voting and the procedure of split voting. In addition, pursuant to amendments to Paragraphs 8-10 of Article 267 of the Company Act, the FSC has proposed to amend the “Regulations Governing the Offering and Issuance of Securities by Securities Issuers” and added new regulations governing the issuance of restricted stock to employees.

3. FSC Loosens NT\$10 Par Value Requirement for Foreign Equities Listing in Taiwan

Originally, when foreign firms apply to list on the Taiwan Stock Exchange (TWSE) (or GreTai Securities Market; GTSM) or register on the Emerging Stock Board for the first time, they must set their stock a par value of NT\$10 per share. In order to be in line with practices of international capital markets, since 1 January 2012 foreign firms applying to list on the TWSE or the GTSM or registering as emerging stocks will be permitted to set par value other than NT\$10 per share or even as “no par stocks.” This liberated measure will help reduce the funding cost of foreign firms. It will also enable such firms to have their operating entities act as listed entities, to improve their transparency as well as to increase the international competitiveness of Taiwan capital markets.

4. FSC Lowers Settlement and Clearing Fund Allocation and Securities Handling Fee

Working from the principles of maintaining the security of capital market transactions and enhancing the working capital efficiency of securities firms as well as considering that the risk control mechanisms for settlement has been improved, the FSC on 8 November 2011 reduced the size of the settlement and clearing fund to NT\$8.4 billion from its original NT\$10.8 billion. It also cut the contribution requirement of securities firms to NT\$5 billion from NT\$7.4 billion. The FSC left the contribution requirements of the TWSE and the GTSM unchanged at NT\$3 billion and NT\$0.4 billion, respectively. Accompanying measures require securities firms to calculate value-at-risk monthly and a dynamic allocation mechanism for individual securities firms.

In an effort to reduce securities firms’ operating costs and improve their services, while also taking into consideration the financial status of the TWSE and the GTSM, on 1 December 2011 the FSC lowered the TWSE’ s handling fee from 0.00572% to 0.0052% of the value of transactions and the GTSM’ s services fee from 0.0065% to 0.00585% of the value of transactions.

5. FSC Adjusts Daily Quotas on Sales of Borrowed Securities

The FSC published an order on 11 November 2011 to provide for more reasonable control of quotas on sales of borrowed securities. The adjustment of the daily quotas on the quantity of orders for sales of borrowed securities from “3% of the TWSE- or the GTSM-listed shares or beneficial interest units” to “20% of the 30-day volume moving average for the given security.” The Taiwan Stock Exchange Corporation will make these quotas public on a daily basis.

6. Futures Market Block Trading System Introduced

To simplify trading procedure and reduce the impact of block trades on market prices, the FSC has permitted the Taiwan Futures Exchange to establish a block trading system for the futures market. The new system was introduced on 19 December 2011 for TAIEX Futures, Mini-TAIEX Futures, and TAIEX Options.

7. FSC Tightens Financial Reporting Deadline for FCMs, Futures Exchanges, and

Futures Clearing Houses

In an effort to improve the timeliness of financial information, better address oversight need by way of considering the Article 36 of the Securities and Exchange Act, on 30 December 2011 the FSC announced amendments to the Regulations Governing Futures Commission Merchants, the Regulations Governing Futures Exchanges, and the Regulations Governing Futures Clearing Houses, such that the filing deadline for annual financial reports has been tightened from four months to three months after the end of the fiscal year.

8. Financial Reporting Standards Amended to Comply with IFRS 9

To address the postponement of the implementation of IFRS 9: *Financial Instruments*, the FSC on 22 December 2011 amended several articles of the Regulations Governing the Preparation of Financial Reports by Securities Issuers. On 29 December 2011, the FSC also announced amendments to the Regulations Governing the Preparation of Financial Reports by Securities Firms, the Regulations Governing the Preparation of Financial Reports by Futures Commission Merchants, the Regulations Governing the Preparation of Financial Reports by Company-Type Futures Exchanges, and the Regulations Governing the Preparation of Financial Reports by Futures Clearing Houses. Key changes include revisions to accounting categories related to assets, liabilities, equity, income, and expense to comply with the IAS 39 Financial Instruments: Recognition and Measurement; and rules pertaining to the exemption of previously recognized financial instruments by first-time adoption of the IFRSs.

9. Operations of Remuneration Committees and Adoption of IFRSs are Included in Regulations of Company Internal Control Systems

To comply with Article 12 of the Financial Consumer Protection Act regarding financial consumers protection and to implement the operation and management of Remuneration committees, the FSC on 21 December 2011 amended the “Regulations Governing the Establishment of Internal Control Systems by Service Enterprises in Securities and Futures Markets” and “Regulations Governing Establishment of Internal Control Systems by Public Companies”. Amended provisions will also ensure that the adoption of the IFRSs goes smoothly, improve the quality of financial reports, and strengthen internal controls.

10. The official work calendar for government administrative agencies for the year 2012 is available online at the Executive Yuan's Central Personnel Administration website:

Central Personnel Administration-Work Calendar

<http://web.cpa.gov.tw/ct.asp?xItem=8875&ctNode=319&mp=10>

2012 Non-weekend days that securities and futures markets closed and make-up days

Date	Day	Description
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January 18	Wednesday	Last trading day before holidays
January 19	Thursday	Markets closed
January 20	Friday	Markets closed
January 23	Monday	Lunar New Year Holiday
January 24	Tuesday	Lunar New Year Holiday
January 25	Wednesday	Lunar New Year Holiday
January 26	Thursday	Makeup holiday
January 27	Friday	Adjusts to holiday
January 30	Monday	Trading resumes
February 4	Saturday	Adjusts to work
February 27	Monday	Adjusts to holiday
February 28	Tuesday	Peace Memorial Day
March 3	Saturday	Adjusts to work
April 4	Wednesday	Tomb Sweeping Day/Children's Day
October 10	Wednesday	Founder Day of the Republic of China
December 22	Saturday	Adjusts to work
December 31	Monday	Adjusts to holiday

11.A "Summary of Indictments and Sentences for Major Securities Crimes" is available online in Chinese and English. The English information can be downloaded at : [Indicments and Sentences](http://www.sfb.gov.tw/MultiMedia_FileDownload.ashx?guid=32c99d60-9ffc-4bdc-8dc9-51acf4402376) (http://www.sfb.gov.tw/MultiMedia_FileDownload.ashx?guid=32c99d60-9ffc-4bdc-8dc9-51acf4402376)

12.Information on the competitiveness of Taiwan's financial industry is available online in English at: [Taiwan's International Financial Competitiveness](http://www.fsc.gov.tw/Layout/main_en/ArtHtml_Show.aspx?ID=594624e4-0911-4394-9ea6-1c0432f08aa6&path=2927) (http://www.fsc.gov.tw/Layout/main_en/ArtHtml_Show.aspx?ID=594624e4-0911-4394-9ea6-1c0432f08aa6&path=2927)

II. Market Wrap-up

As of the end of November 2011, 783 companies were listed on the Taiwan Stock Exchange, an increase of 4 newly listed companies compared with the previous month. The total capital issued was NT\$ 6,132.29 billion, an increase of NT\$ 24.73 billion against the preceding month, and the market capitalization was NT\$ 18,686.99 billion, a decrease of NT\$ 1,705.99 billion over the previous month.

As of the end of November 2011, 599 companies were listed on the GreTai Securities Market, an increase of 5 newly listed companies compared with the previous month. The total capital issued was NT\$ 724.29 billion, a decrease of NT\$ 3.64 billion against the preceding month, and the market capitalization was NT\$ 1,367.88 billion, a decrease of

NT\$ 185.96 billion over the previous month.

In November 2011, the trading value of shares on the Taiwan Stock Exchange was NT\$ 1,899.71 billion, an increase of NT\$ 81.22 billion over the previous month, and the trading volume was 50.73 billion shares, an increase of 6.64 billion shares compared with the previous month.

As of the end of November 2011, the accumulated net inward remittance of foreign investors was US\$ 155.796 billion, a decrease of US\$ 1.772 billion over the preceding month.

There are currently 123 securities firms, 18 futures commission merchants with exclusive futures trading business, 39 securities investment trust enterprises and 111 securities investment consulting enterprises.

III. Measures related to futures trading, please refer to the website of Taiwan Futures Exchange (http://www.taifex.com.tw/eng/eng_home.htm)

IV. Q&A

1. Assets may be freely transferred between offshore overseas Chinese or foreign nationals with different ID numbers

- (1) Asset transfers are allowed, subject to the principle that the ultimate beneficiary remains unchanged. Examples include:
 - i. For reasons of a merger or spin-off of a fund or company, or an adjustment or change to internal organization.
 - ii. As required based on a trust agreement relationship.
 - iii. For reasons of ETF in-kind creation/redemption.
 - iv. Upon obtaining a court order or judgment.
 - v. Under an umbrella fund, the transfer by a master fund to a subfund.
 - vi. Such "other" asset transfers that do not violate off-exchange transaction rules.
- (2) A foreign investor may open multiple depository accounts in Taiwan, as long as each account bears the same investor registration number. Assets may be transferred freely between such accounts, without the need for a buy-sell process.

2. Current prepaid fund issues in Taiwan

- (1) Securities firms' requirements of prepaid fund for foreign investment customers are not compulsory under laws or regulations. They are risk control methods employed by securities firms for some of their customers to avoid the possibility of having to report customer default subsequently. In addition, small-cap securities firms fear the inability to conduct settlement on behalf of their customers, and therefore make inquiries requiring funds and securities beforehand. These measures are basically proprietary judgments and

risk control measures employed by securities firms. Some foreign investors, however, view these measures as prepaid fund enforcement by law imposing on them. In addition, as the positions held by foreign investment customers are all extremely large, any report of settlement default will result in negative repercussions on their credit risk and fund allocation status. Accordingly, before they place orders, some foreign investment customers authorize or instruct the securities firm to contact the custodial institution and inquire as to whether their funds or securities positions are sufficient for settlement.

- (2) In May of 2004, Taiwan granted permission for domestic financial institutions to provide intraday credit services to help foreign investors resolve time-difference issues that previously made them unable to remit funds in a timely manner to conduct settlement.
- (3) On 4 May 2005 the Taiwan securities markets announced a settlement grace period that allows foreign investors that encounter certain circumstances such as overlapping holidays, interruption of telecommunications, or natural disasters, to file for delay settlement until 6 p.m. on the third business day after the transaction date, or to delay settlement from the deadline date on which the securities firm is required to report default to the third business day after the transaction date.
- (4) The Taiwan Stock Exchange Corporation (TWSE) also amended Article 76 of its Operating Rules on 1 August 2005, deleting the provision prohibiting investors whose settlement default case has not been resolved for at least three years from opening a trading account.
- (5) On 20 June, 13 September, and 15 November of 2006 the FSC granted permission for offshore overseas Chinese and foreign nationals to borrow funds from securities firms, securities finance enterprises, and domestic financial institutions to meet settlement needs for the purchase of exchange or OTC listed securities.
- (6) The FSC also implemented a T+2 delivery-versus-payment (DVP) settlement system on 2 February 2009.

3. Investment quotas for foreign investors

Under the Regulations Governing Investment in Securities by Overseas Chinese and Foreign Investors, foreign investors are divided into two categories: foreign institutional investors (FINIs) and foreign individual investors (FIDIs). Effective from October 20, 2008, the investment cap of offshore FIDIs was also lifted. However, in a few specific industries foreign investors are still subject to investment ceilings under relevant acts or regulations.

4. Investment scope for offshore foreign investors

The scope of investment in Taiwan securities markets open to offshore foreign investors is as follows:

- (1) Stocks, bond conversion entitlement certificates, and Taiwan Depositary Receipts issue privately placed by listed, over-the-counter (“OTC”), or emerging-stock companies.
- (2) The beneficial interest certificates of securities investment trust fund.
- (3) Government bonds, financial bonds, ordinary corporate bonds, convertible corporate bonds, and corporate bonds with warrants.

- (4) Beneficial securities placed publicly or privately by trustee institutions, or asset-backed securities placed publicly or privately by special-purpose companies.
- (5) Call warrants and Put warrants.
- (6) Other securities approved by the competent authority for the securities industry such as call (put) warrants underwritten prior to initial listing; beneficial securities of publicly or privately placed REITs or REATs; the beneficial interest certificates of futures trust fund; stock underwritten prior to initial GTSM listing; stock underwritten for a cash capital increase; New Taiwan Dollar-denominated bonds issued in Taiwan by an international financial institution; preferred shares issued by a TWSE-listed or GTSM-listed company; securities issued by a foreign enterprise that is listed in Taiwan as a primary or secondary TWSE-listed or GTSM-listed company or registered as an emerging stock company; stock or Taiwan depositary receipts underwritten prior to the TWSE listing or GTSM listing of a foreign enterprise that is to be listed in Taiwan as a primary or secondary TWSE-listed or GTSM-listed company; or an aforesaid company's stock underwritten for a cash capital increase, or secondary issue of Taiwan depositary receipts, or foreign-denominated international bonds.

Additionally, Funds that have been duly remitted into Taiwan for the purchase of domestic securities and that have not yet been invested may be used as follows (with the total value of such use not to exceed 30 percent of the amount remitted in):

- (1) Investment in government bonds, money market instruments and money market funds, and the net amount paid on NT dollar premiums for engaging in trading of OTC equity derivatives, OTC NT dollar interest rate derivatives, and NTD premium on the option portion of convertible bond asset swaps, and on settling the price difference of swaps.
- (2) Investments in money market instruments, limited to bills and negotiable certificates of deposit within 90 days of expiration.
- (3) OTC New Taiwan Dollar interest rate derivatives include New Taiwan Dollar forward rate agreements, interest rate swaps, and interest rate options; OTC equity derivatives include options and equity swaps involving Taiwan or foreign equities and denominated in New Taiwan Dollars or foreign currency; OTC structured instruments include products linked to domestic or foreign equity and interest rates, and denominated in either New Taiwan Dollars or foreign currency.

5. Requirements over the outward remittance of investment principal, capital gains and other investment gains by foreign investors.

- (1) After receiving permission to invest in Taiwan, foreign investors may apply to remit investment capital and investment earnings out of the ROC. However, outward remittances of capital gains and stock dividends may be made from realized earnings only.
- (2) Applications for foreign exchange remittance for investment capital and earnings shall be handled in accordance with the Act for the Regulation of Foreign Exchange (under the purview of the Central Bank).
- (3) When a foreign investor intends to repatriate investment earnings, the investor's agent or

representative shall submit documents evidencing the filing of a tax return and payment of taxes by an agent/representative approved by the tax authorities and carry out exchange settlement in accordance with the Act for the Regulation of Foreign Exchange; however, during a period when assessment of ROC income tax on capital gains from securities transactions is suspended, the agent or representative may submit a tax clearance certificate from the tax authorities and carry out exchange settlement in accordance with the Act for the Regulation of Foreign Exchange.

- (4) A foreign investor that borrows funds in New Taiwan Dollars from a domestic financial institution under the restriction that the funds be used only to pay for domestic securities settlement may not apply for foreign exchange settlement of the funds.

6. Do the overseas employees of a company lists on TWSE, Gre Tai Securities Market or emerging-stock need to make an application to a certain agency in order to sell bonus shares? When making an outward remittance after the sale of bonus shares, what documents should they submit to the bank for verification?

- (1) No application to the Securities and Futures Bureau or the MOEA Investment Commission is necessary in regard to bonus shares for overseas employees of an exchange-listed, OTC-listed, or emerging-stock company, or sale of those shares. The employee will need to submit a photocopy of their passport and related documents to a securities firm to open an account for the sale of the shares. For exchange-listed companies, this shall be done in accordance with Article 77, paragraph 1, subparagraph 2 of the Operating Rules of the Taiwan Stock Exchange Corporation; for OTC-listed and emerging stock companies, Article 46, paragraph 1, subparagraph 2 of the GreTai Securities Market Rules Governing Securities Trading on Over-the-Counter Markets will apply.
- (2) With regard to the documents necessary for outward remittances in connection with sales of bonus shares, in accordance with Point 5, paragraph 5 of the rules issued by the Foreign Exchange Department of the Central Bank, the Directions for Banking Enterprises Assisting Customers in Declaring Foreign Exchange Receipts and Disbursements or Transactions, the employee's company must fill out a foreign exchange transaction declaration and a listing of the given shares, after which the proceeds from the sale of shares can be remitted.

7. Exercising shareholder's rights for offshore foreign investors

- (1) The voting rights of a foreign institutional investor outside of Taiwan ("offshore foreign institutional investor") holding shares in a public company in Taiwan may be exercised as follows:
- a. Exercise electronically or by means of a written form in accordance with Article 177-1 of the Company Act;
 - b. Exercise through appointment of a company conforming to Article 3, paragraph 2 of the Regulations Governing Handling of Stock Affairs by Public Companies;
 - c. Exercise through appointment of a domestic agent or representative to exercise voting

rights at the shareholder meeting;

d. Exercise through an appointment by the domestic agent or representative, as authorized by the offshore foreign institutional investor, of a party other than the domestic agent or representative to exercise voting rights at the shareholder meeting.

- (2) An offshore foreign institutional investor that appoints a company as indicated in item 2 of the preceding paragraph or a person as indicated in points 3 and 4 therein to exercise voting rights at a shareholder meeting shall in each case clearly indicate in the letter of appointment its instructions regarding the exercise of voting rights on each proposal.
- (3) An offshore foreign institutional investor may not give a proxy form issued by the public company to a proxy solicitor or proxy agent.

8. Restrictions on investment of money market instruments for offshore foreign investors

The liberalization of Taiwan's securities market for offshore foreign investors is primarily oriented toward drawing investment into securities on the centralized exchange market. Investing in money market instruments is mainly for short-term cash management needs. The cap of 30 percent should be sufficient for this purpose. Therefore, currently there are no plans to raise the ceiling.

9. Disclosure of the investment positions of foreign investors

The FSC does not disclose investment information of individual foreign investors, but foreign investors are nevertheless obligated to comply with reporting requirements.

10. Lock-in period of stocks

The trading of stocks held by foreign investors is not subject to a "lock-in period".

11. Off-exchange transactions

- (1) Article 150 of the Securities and Exchange Act provides that trading of listed securities shall be conducted on a centralized securities trading market operated by a stock exchange. However, paragraph 4 of the same Article empowers the Competent Authority to make provisions for permitting off-exchange transactions in certain situations. For example, a foreign investor who has received approval from the Investment Commission of the Ministry of Economic Affairs under the Act Governing Investment by Foreign Nationals to transfer assets to another foreign investor may do so through off-exchange trading. Many foreign investors have invested in Taiwan stocks through such off-exchange channels over the years.
- (2) Under current law, securities listed on the GreTai Securities Market (GTSM) can be traded off-market. But, in those cases of securities for which the relevant authorities have duly set a foreign investment ceiling in accordance with law, foreign investors (who must have obtained approval or registration in accordance with the Regulations Governing Securities Investment by Overseas Chinese and Foreign Investors) are required to trade such securities through the GTSM trading system. However, only a

very few OTC stocks are subject to this requirement. Most GTSM stocks can also be traded by foreign investors via price negotiation at the business places of securities firms.

- (3) After each market close, the TWSE also provides paired block trades and auction and tender offer systems in which securities prices are negotiable to satisfy various investors' demands.

12. The latest changes to block trading system in Taiwan

To simplify the management of block trading and meet the needs of investors engaging in block trading, transaction-day delivery for block trades has been eliminated. Pursuant to this cancellation, when securities firms receive block trade orders to sell securities, they should verify regulations pertaining to the principal's central depository accounts and to the suspension of block trading orders for listed securities on their ex-dividend and ex-rights dates and on the following business day. This measure will be implemented on 19 December 2011.

13. Foreign ownership restrictions

Taiwan lifted limits on total/individual foreign shareholding in public companies from 30 December 2000. Applicable acts and regulations may in a few instances limit the percentage of equity holdings by foreign nationals in companies in certain industries (such as postal industry, telecommunications, and shipment) to meet policy needs related to national interests in the economic, social, or cultural spheres. Most developed countries have similar policies, and the practice in Taiwan is in line with developed-market standards.

14. Odd-lot trading

In the past, offshore foreign investors were permitted to sell stocks in odd lots, but not to buy them. To meet the varied trading and investment demands of foreign investors, the FSC announced on 22 July 2005 that offshore foreign investors are also permitted to buy odd lots.

15. Update: FTSE reforms

In its country advisory report issued in September of 2004, the global index compiler FTSE upgraded the Taiwan and South Korea securities markets from its Provisional Watch List for Developed Markets to its Watch List for Developed Markets. The FSC therefore set up a task force in November of that same year to review the domestic securities market system and gradually implement relevant reform measures while actively publicizing those measures abroad.

To continue to attract foreign investors to invest in Taiwan, in addition to simplifying registration procedures and asset transfer methods, allowing foreign investors access to a broader range of investment vehicles, and expanding the capital raising and securities borrowing channels open to foreign investors, furthermore, with the implementation of

T+2 DVP settlement, effective 2 February 2009, the block trading system has been further improved, so as to align it with international practices.

To strengthen block trading capabilities and accommodate the needs of block trade investors, the FSC made a number of adjustments to the block trading system on 14 April 2008, including measures expanding the paired trading period before market opening to 8 a.m. to 8:30 a.m. and adjusting the tick size for block trade quotes to NT\$0.01.

Three additional changes are now further being introduced to improve the block trading system: (1) the daily price limit on block trade prices has been relaxed from 3.5 percent to 7 percent (the same as the limit for ordinary trades); (2) the threshold volume for paired trades has been reduced to the same as that for non-paired trades; and (3) sale of securities obtained on loan through the securities borrowing and lending system will be permitted in block trading. The sale of borrowed securities in block trading was allowed beginning from 28 July 2008, while the other two measures were implemented from 12 May 2008.

In addition, beginning on 12 January 2009, trading hours for non-paired block trades were adjusted to 9 a.m. to 5 p.m., and trading hours for paired block trades were adjusted to 8 a.m. to 8:30 a.m. and 9 a.m. to 5 p.m. These adjustments were designed to provide investors with extra trading time and avoid the loss of trading time due to non-continuous trading hours, while allowing more investors to conduct share transfers by means of block trades.

The FSC has approved the following measures as proposed by the TWSE:

(1) Securities borrowing and lending (SBL) transaction restrictions eased.

The Taiwan Securities Association has been given approval to adopt a securities borrowing agreement template drafted with reference to international trading practice and securities acts and regulations, without being required to further file the template with the FSC for approval and recordation.

(2) Mechanism for free transfer of assets

Asset transfers are freely permitted provided they do not violate off-exchange transaction regulations. Also, the requirement to have relevant documents notarized has been canceled.

16. Agencies designated to accept and process individual investment cases in which an overseas Chinese or foreign national acquires 10 percent or more of the equity in an exchange-listed, OTC-listed, or emerging stock company

As restrictions on fund transfer amounts no longer exist for overseas Chinese or foreign national investing in exchange-listed, OTC-listed, or emerging stock companies, a resolution adopted at a meeting of the Securities and Futures Bureau and the Investment Commission of the Ministry of Economic Affairs abolish, beginning 1 April 2008, the existing requirement that an application be submitted to the Investment Commission for any single case of an overseas Chinese or foreign national making an investment of US\$50 million or more in such a company. Instead, after that date, an overseas Chinese or foreign national acquiring 10 percent or more of the equity rights of such a company will be required to submit an application to the Investment Commission, respective science park

administration, or the Export Processing Zone Administration of the Ministry of Economic Affairs.

17. Are offshore overseas Chinese and foreign nationals permitted to engage in bond reverse repo (resell; RS) trades?

Bond reverse repo (resell; RS) trades involve using bonds as collateral for financing. This does not comply with Article 21, subparagraph 3 of the Regulations Governing Investment in Securities by Overseas Chinese and Foreign Nationals, which prohibits the provision of collateral by an offshore overseas Chinese or foreign national investing in domestic securities with inwardly remitted collateral. RS trading also does not fall within the permitted scope of use for inwardly remitted funds by offshore overseas Chinese and foreign nationals under Article 4, paragraph 2 of those Regulations.

18. Who is exempt from issuing a declaration to the effect that their capital is not from the mainland area?

A foreign institutional investor who is a fund management company is not required to issue a declaration stating that its capital is not from the mainland area. However, a non-fund type foreign investor must still declare on the registration form that their inwardly remitted funds for securities investments or futures trading do not come from the mainland area when registering with the Taiwan Stock Exchange Corporation (TWSE).

Note: If you expect to receive this newsletter, or have your name deleted from the sending list, or have your email information changed, please send to newsletter@sfb.gov.tw. If you hope to know more about the Taiwan's securities and futures markets, please surf the websites of [Securities and Futures Bureau](#), [Taiwan Stock Exchange](#), [Taiwan Futures Exchange](#), [GreTai Securities Market](#), [Taiwan Securities Central Depository](#).

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行政院金管會證期局第九十一期新聞信

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重要公告

一、 立法院三讀通過修正證券交易法部分條文

為強化外國公司來臺上市(櫃)之監理機制、配合公開發行公司財務報告編製採用國際會計準則、擴大公開招募有價證券應向主管機關申報生效之範圍、賦予上市(櫃)、興櫃公司之少數股東申請檢查公司特定事項之權利、有價證券之申請上市、停止或回復買賣及終止上市等事項，由現行證券交易所報經主管機關核准制修正為備查制，及基於處罰衡平性之考量，檢討修正罰則章之部分規定。立法院於 100 年 12 月 12 日三讀通過研提證券交易法部分條文修正草案。除第 36 條第 1 項第 2 款自 102 會計年度施行外，其餘自公布日施行。

二、 本會將訂定股東會強制採行電子投票、股東辦理分割投票及限制員工權利新股之相關規範

為強化股東權益保障，公司法第 177 條之 1 及第 181 條修正條文於 100 年 12 月 14 日經立法院三讀通過，增訂金管會應視公司規模、股東人數與結構及其他必要情況，要求公司將電子方式列為表決權行使管道之一，及公開發行公司股東係為他人持有股份時，股東得主張分別行使表決權，至於分割行使表決權之資格條件、適用範圍、作業方式等細節，授權主管機關訂定。金管會將配合研訂強制採行電子投票公司之範圍及分割投票之相關作業及遵行事項辦法。另配合公司法第 267 條第 8 項至第 10 項規定之修訂，並參酌國際趨勢，研修「發行人募集與發行人有價證券處理準則」，增訂限制員工權利新股相關規範。

三、 放寬外國企業來臺掛牌股票每股面額新臺幣十元限制

現行外國企業來臺申請第一上市(櫃)及登錄興櫃每股面額應為新臺幣十元，為與國際資本市場接軌，自 101 年 1 月 1 日起申請上市(櫃)及登錄興櫃之外國企業得採無面額或以面額不限十元之方式發行股票，將有助於降低外國企業整體籌資成本，且外國企業可選擇逕以其營運主體作為來臺掛牌主體，有助於提升資訊透明度，並增進我國資本市場國際競爭力。

四、調降交割(給付)結算基金規模及證券交易經手費率/業務服務費率

金管會在兼顧市場交易安全及業者資金運用效率之原則下，考量現行交割風險控管機制日趨完備，於 100 年 11 月 8 日調降交割(給付)結算基金規模，由原來新臺幣（以下同）108 億元調降為 84 億元，其中證券商提撥部分將由現行 74 億元降為 50 億元，證交所及櫃買中心之提撥金額則仍維持 30 億元及 4 億元。在配套措施部分，為貼近證券商可能發生之交割風險，將新增按月計算證券商風險值，實施個別證券商機動提撥機制。

另，金管會考量降低證券商經營成本、提升服務效能，並衡酌證交所與櫃買中心財務狀況，自 100 年 12 月 1 日起，將證交所證券交易經手費率由現行按成交金額萬分之 0.65 打 88 折計收，調降為按成交金額萬分之 0.52 計收，櫃買中心業務服務費率由現行按成交金額萬分之 0.65 計收，調降為按成交金額萬分之 0.585 計收。

五、調整每日盤中借券賣出之總量控管規定

為使借券賣出額度控管更趨合理，金管會於 100 年 11 月 21 日以金管證交字第 1000048227 號令，調整每日盤中借券賣出委託數量之額度控管基準，由原「上市（櫃）股份或受益權單位數之 3%」修正為「該種有價證券前 30 個營業日之日平均成交數量之 20%」，並由臺灣證券交易所股份有限公司每日對外公告當日可借券賣出數量。

六、期貨市場鉅額交易制度上線

為簡化期貨大額交易程序，降低鉅額交易對一般市場交易價格之衝擊，金管會同意臺灣期貨交易所以逐筆撮合方式建置期貨市場鉅額交易制度，並於 100 年 12 月 19 日上線，適用商品為臺股指數期貨、小型臺股指數期貨及臺指選擇權。

七、縮短期貨商、期貨交易所及期貨結算機構財務報告申報期限

為提升財務資訊時效性，及因應監理需要，參酌證券交易法第 36 條規定，於 100 年 12 月 30 日發布修正期貨商管理規則、期貨交易所管理規則及期貨結算機構管理規則規定，渠等年度財務報告之申報期限由營業年度終了後 4 個月縮短為會計年度終了後 3 個月。

八、為配合國際財務報導準則(IFRSs)第九號修正相關財務報告編製準則

為配合國際財務報導準則第九號「金融工具」延後實施，金管會於 100 年 12 月 22 日發布修正證券發行人財務報告編製準則部分條文，並於 100 年 12 月 29 日發布修正證券商財務報告編製準則、期貨商財務報告編製準則、公司制期貨交易所財務報告編製準則、期貨結算機構財務報告編製準則。修正重點包括依國際會計

準則第三十九號「金融工具：認列與衡量」調整編製準則中資產、負債、權益、收益及費損之相關會計項目，並訂定首次採用 IFRSs 時，選擇先前認列金融工具指定豁免項目之相關規範。

九、報酬薪資委員會運作及 IFRSs 順利導入已納入公司內部控制

為配合金融消費者保護法第十二條關於對金融消費者保護事項、落實薪資報酬委員會之運作管理，及確保適用國際會計準則之事業能順利導入及提升財務報導品質及內控目標，暨確立內部控制制度組成要素，爰分別於 100 年 12 月 21 日發布修正「證券暨期貨市場各服務事業建立內部控制制度處理準則」及「公開發行公司建立內部控制制度處理準則」。

十、中華民國一百零一年政府行政機關辦公日曆表請參考行政院人事行政局網站：<http://www.cpa.gov.tw/ct.asp?xItem=8843&ctNode=765&mp=1>

彙整一百零一年非週六、日之證券期貨市場休市日及補行上班日如下：

日期	星期	說明
一月十八日	三	最後交易日
一月十九日	四	休市
一月二十日	五	休市
一月二十三日	一	春節初一
一月二十四日	二	春節初二
一月二十五日	三	春節初三
一月二十六日	四	補假
一月二十七日	五	調整放假日
一月三十日	一	開始交易日
二月四日	六	補行上班日
二月二十七日	一	調整放假日
二月二十八日	二	和平紀念日
三月三日	六	補行上班日
四月四日	三	清明/兒童節
十月十日	三	國慶日
十二月二十二日	六	補行上班日
十二月三十一日	一	調整放假日

十一、重大證券犯罪起訴及判決情形中英文資訊請參考 [證券期貨局網站](#)

(http://www.sfb.gov.tw/MultiMedia_FileDownload.ashx?guid=78ee4e8a-c247-4c7e-baf3-a6b0d1a31741)

十二、有關我國金融競爭力相關資訊可參考本會 [金融競爭力專區網站](#)

(http://www.fsc.gov.tw/Layout/main_en/ArtHtml_Show.aspx?ID=594624e4-0911-4394-9ea6-1c0432f08aa6&path=2927)

貳、重要指標

截至 2011 年 11 月底止，上市公司計有 783 家，較上月增加 4 家；資本額新臺幣 61,322.9 億元，較上月增加新臺幣 247.3 億元；上市市值新臺幣 186,869.9 億元，較上月減少新臺幣 17,059.9 億元。

上櫃公司計有 599 家，較上月增加 5 家；資本額新臺幣 7,242.9 億元，較上月減少新臺幣 36.4 億元；上櫃市值新臺幣 13,678.8 億元，較上月減少新臺幣 1,859.6 億元。

集中市場股票總成交值新臺幣 18,997.1 億元，較上月增加新臺幣 812.2 億元；成交量 507.3 億股，較上月增加 66.4 億股。外資總累積匯入淨額 1,557.96 億美元，較上月減少 17.72 億美元。

證券商計 123 家，專營期貨商計 18 家，投資信託公司計 39 家，投資顧問公司計 111 家。

參、交易人從事期貨交易相關措施請參考臺灣期貨交易所網站

<http://www.taifex.com.tw/chinese/home.htm>

肆、Q&A

一、不同 ID 之境外華僑及外國人得進行資產自由移轉

答：

(一) 現行資產移轉，在不變更最終受益人原則下，得進行資產移轉，例如：

1. 因基金或公司合併、分拆，或因組織內部調整、改變
2. 基於信託契約關係而須資產移轉
3. 因 ETF 實物申購/買回
4. 取得法院之命令或判決
5. 傘型基金旗下由主基金移轉至子基金
6. 不違反場外交易規定之「其他」資產移轉

(二) 同一 ID 之外資得開立多元帳戶，其資產亦得自由移轉而毋需透過買賣程序。

二、目前在台灣面臨的預繳款項問題

答：

- (一) 證券商對外資客戶要求資金提前到位之情形，並非法規強制規定，係證券商對部分客戶的風險控管方式，以避免事後申報客戶違約，且部分證券商資本較小恐無能力代辦交割，故有事先查詢款券動作，此行為本屬證券商之自行判斷與風險控管，惟該項行為被部分外資投資人指稱我國市場對外資要求資金提前到位之情形。另因外資客戶所持有之部位均非常龐大，若申報其違約交割將使其蒙受信用風險及資金調度困擾等效應，致有部分外資客戶會授權或指示證券商於下單前洽保管機構查詢款券部位是否足敷交割之服務。
- (二) 我國已於 2004 年 5 月份開放國內金融機構得對外國投資人辦理「日中墊款」，以協助解決外國投資人因為時差原因，而未能及時匯入資金進行交割之問題。
- (三) 我國證券市場於 2005 年 5 月 4 日公布「遲延交割」方案，允許外資投資人若遇特定情況如假日交錯、電信中斷、天然災害，得申報遲延交割至成交日後第三營業日下午六時；或證券商申報違約之最後期限延後為成交日後第三營業日。
- (四) 臺灣證券交易所另於 94 年 8 月 1 日修正該公司「營業細則」第 76 條，廢止投資人違約交割已結案未滿 3 年不得開戶買賣之規定。
- (五) 金管會分別於 95 年 6 月 20 日、9 月 13 日及 11 月 15 日開放境外華僑及外國人得因購買上市、櫃有價證券交割需求，向證券商、證券金融事業及國內金融機構辦理資金融通。
- (六) 金管會業自 98 年 2 月 2 日起開始實施 T+2 款券同步交割 (DVP) 制度。

三、 外資申請投資證券之限額及持股比例

答：依「華僑及外國人投資證券管理辦法」，外國投資人將區分為境外自然人及境外機構投資人二類。金管會已於 97 年 10 月 20 日公告取消境外華僑及外國自然人投資國內證券之限額規定。至外資持股比例限制，目前僅少數特定產業依法律規定仍然對外資持股有上限限制。

四、 外資之投資範圍

答：外資投資台灣證券市場之投資範圍以下列為限：

- (一) 上市、上櫃公司及興櫃股票公司發行或私募之股票、債券換股權利證書及台灣存託憑證。
- (二) 證券投資信託基金受益憑證。
- (三) 政府債券、金融債券、普通公司債、轉換公司債及附認股權公司債。
- (四) 受託機構公開招募或私募受益證券、特殊目的公司公開招募或私募資產基礎證券。
- (五) 認購(售)權證。
- (六) 其他經證券主管機關核定之有價證券，如初次上市前承銷之認購(售)權證、

公開招募或私募之不動產投資信託及資產信託受益證券、期貨信託基金受益憑證、初次上市(櫃)前承銷、現金增資承銷股票、國際金融組織來台發行之新臺幣債券、上市或上櫃公司發行之特別股及外國企業來臺第一、第二上市(櫃)、興櫃公司發行之有價證券、外國企業來臺第一上市(櫃)公司及第二上市(櫃)公司上市(櫃)前承銷之股票或臺灣存託憑證，以及前揭公司現金增資承銷股票或再次發行之臺灣存託憑證、及外幣計價國際債券。

另，依規定期限內匯入資金尚未投資於國內證券之運用（總額度上限不得超過其匯入資金之百分之三十）：

1. 投資於公債、貨幣市場工具、貨幣市場基金之總額度，併計從事店頭新臺幣利率衍生性商品、店頭股權衍生性商品及轉換公司債資產交換選擇權端交易所支付之新臺幣權利金、店頭結構型商品及交換結算差價淨支付金額。
2. 投資於貨幣市場信用工具者，以距到期日九十天以內之票券為限。
3. 店頭新臺幣利率衍生性商品包括新臺幣遠期利率協定、利率交換及利率選擇權；店頭股權衍生性商品包括以新臺幣或外幣計價涉及台股股權之選擇權及股權交換，暨以新臺幣或外幣計價涉及外國股權之選擇權及股權交換；店頭結構型商品包括以新臺幣或外幣計價連結國內、外股權與利率之商品。

五、 外資之本金、資本利得及其他投資收益之匯出規定

答：

- (一) 依規定，外資經許可投資國內證券，其投資本金及投資收益，得申請結匯。外資投資國內證券所得之收益申請結匯，其資本利得及股票股利部分以已實現者為限。
- (二) 外資投資本金及收益申請結匯，應依管理外匯條例（中央銀行法規）等有關規定辦理結匯。
- (三) 外資投資收益之結匯，應檢附經稽徵機關核准委託代理申報及繳納稅捐之證明文件，依管理外匯條例等有關規定辦理結匯。惟於證券交易所稅停徵期間，代理人或代表人檢附該管稽徵機關出具之完稅證明，依管理外匯條例等有關規定辦理結匯。
- (四) 外資向國內金融機構辦理新臺幣借款限供支付國內有價證券交割款項之用，不得申請結匯。

六、 上市、上櫃公司及興櫃股票公司海外員工出售配股是否需向何單位申請？國外員工出售配股後匯出時應提供何文件供銀行確認？

答：

- (一) 有關上市、上櫃公司及興櫃股票公司海外員工配股及出售配股事宜，無須向證券期貨局或經濟部投審會申請；上市公司部分，依「臺灣證券交易所股份有限公司

公司營業細則」第 77 條第 1 項第 2 款規定，上櫃公司及興櫃股票公司部分，依「財團法人中華民國證券櫃檯買賣中心證券商營業處所買賣有價證券業務規則」第 46 條第 1 項第 2 款規定，檢具本人護照影本及相關文件向證券商開戶賣出股票。

- (二) 至於售出配股匯出及應檢附文件乙節，應依據中央銀行外匯局「銀行業輔導客戶申報外匯收支或交易應注意事項」第 5 點第 5 項規定，由上開公司填報申報書及出售股票清冊後辦理匯出出售公司股票價款。

七、 外資如何行使股東權利

答：

- (一) 境外外國機構投資人持有公開發行公司之股份者，其表決權之行使方式如下：
1. 依公司法第 177 條之 1 規定以書面或電子方式行使；
 2. 指派符合「公開發行股票公司股務處理準則」第 3 條第 2 項規定條件之公司行使之；
 3. 指派國內代理人或代表人出席行使之；
 4. 由指定之國內代理人或代表人依境外外國機構投資人之授權，指派國內代理人或代表人以外之人出席行使之。
- (二) 境外外國機構投資人指派符合前項 2 之公司或 3、4 之人員出席股東會，均應於指派書上就各項議案行使表決權之指示予以明確載明。
- (三) 境外外國機構投資人不得將公司印發之委託書交付徵求人或受託代理人。

八、 外資投資貨幣市場工具之限制

答：政府開放外資投資國內證券市場是希望外資以投資集中交易市場證券為主，投資於短期貨幣市場工具為短期資金調度需要（詳見第二題）。30%上限投資於短期貨幣市場工具應足以因應資金調度需要，故目前暫無提高 30% 上限的計畫。

九、 外資投資資料之揭露

答：個別外資投資之資料，係屬投資人之投資行為，金管會不對外揭露，但外資仍有申報之義務。

十、 外資投資當地股票有無閉鎖期之限制

答：現行規定，外資投資台灣證券市場，所持有股票之買賣並無須持有一定期限之限制。

十一、 場外交易

答：

- (一) 證交法第一五〇條規定，上市有價證券之買賣，應於證券交易所開設之有價證券集中交易市場為之。但該條文第四款亦授權主管機關得規範允許場外交易之例外情況，例如經濟部投審會依外國人投資條例核准讓售予其他外國人之外資亦可採場外交易。歷年來已有多家外資藉此管道投資台股。
- (二) 依現行規定，上櫃股票可進行場外交易，但經依華僑及外國人投資證券管理辦法核准或登記之華僑及外國人，其所買賣之上櫃股票為依法經各該目的事業主管機關訂有投資比例上限者，應透過櫃檯買賣中心之交易系統買賣。惟受此規範之上櫃股票為數甚少，大部分之上櫃股票，外資亦可與證券商以議價之方式進行交易。
- (三) 目前集中交易市場收盤後，尚提供鉅額配對、拍賣、標購等交易制度，其交易價格具有相當彈性，可滿足投資人之需求

十二、 我國鉅額交易制度之近期主要調整內容

答：為簡化鉅額買賣之控管，符合鉅額買賣投資人需求，取消鉅額交易成交日交割期，並配合刪除證券商受託以鉅額買賣申報賣出有價證券時，應檢核委託人之集保帳戶之規定，及上市證券除息或除權交易日暨次一營業日暫停鉅額交易買賣申報之限制，該措施自 100 年 12 月 19 日實施。

十三、 有關外資持股比例之限制

答：我國已於 89 年 12 月 30 日取消華僑及外國人對發行公司股票之整體暨個別投資比例限制，惟少數產業（例如郵政、電信、航運）基於民生、經濟、社會及文化政策考量，依其主管機關之法令仍存在對外資投資之比例限制。鑒於其他已開發國家亦有基於類似考量及政策需求，設定類似之限制，我國情形應符合已開發市場國家之標準。

十四、 零股交易

答：過去境外華僑及外國人僅得賣出、不得買入零股，為滿足外資各種交易及投資需求，本會已於 2005 年 7 月 22 日發函開放境外華僑及外國人得買賣零股股票。

十五、 推動富時專案情形

答：國際知名指數編製機構英國富時指數有限公司（FTSE）於 2004 年 9 月發布之「國

家諮詢報告」，宣布將我國及南韓之證券市場由「已開發市場臨時觀察名單」提昇至「已開發市場觀察名單」，是以金管會於 2004 年 11 月組成專案小組，除就制度面進行檢討並陸續開放相關措施外，積極對外界進行宣導。

為持續吸引外資來台投資，金管會除簡化外資登記流程及資產移轉方式、放寬外資投資標的、及增加外資籌資及借券管道外，已進一步改善鉅額交易制度及於 98 年 2 月 2 日實施 T+2 日 DVP，俾與國際接軌。

為強化鉅額買賣功能，符合鉅額買賣投資人需求，金管會於 97 年 4 月 14 日實施調整鉅額交易制度，包括增加開盤前配對交易時間為上午 8:00 至 8:30 及調整鉅額交易申報買賣價格升降單位為 0.01 元等措施。

為進一步強化鉅額交易功能，調整鉅額交易制度包括放寬買賣價格範圍由原來的 3.5% 調整為 7%（與目前一般交易的範圍相同）、降低配對交易最低數額標準與逐筆交易相同及開放鉅額交易得借券賣出等三項措施，除開放鉅額交易得借券賣出措施於 97 年 7 月 28 日實施外，其餘二項措施則於 97 年 5 月 12 日實施。另為增加投資人交易時間，避免因交易時間不連續，可能錯失交易時間，並為讓更多投資人可利用鉅額交易進行股權轉讓，鉅額逐筆交易時間調整為 09:00-17:00、鉅額配對交易時間調整為 08:00-08:30 及 09:00-17:00，該措施自 98 年 1 月 12 日實施。

金管會同意開放臺灣證券交易所所報下列事項

（一）放寬借券交易限制

同意券商公會參酌國際交易實務並兼顧證券管理法令規定，訂定借券合約範本，無需再報本會核備。

（二）資產自由移轉機制

在不違反場外交易規定下，即可適用資產移轉，並取消相關文件須公證之規定。

十六、有關華僑及外國人投資上市（櫃）及興櫃公司單次投資取得投資事業 10% 以上股權案件之受理單位

答：由於華僑及外國人投資上市（櫃）及興櫃公司已無匯款額度限制，經證券期貨局與經濟部投資審議委員會開會決議，自本（97）年 4 月 1 日起，取消現行僑外人投資上市（櫃）及興櫃公司單次投資金額達 5 千萬美元以上須向投審會提出申請之規定，改為華僑及外國人投資上市（櫃）及興櫃公司單次投資取得投資事業 10% 以上股權，須向投審會、各科學工業園區管理局或經濟部加工出口區管理處提出申請。

十七、境外華僑及外國人可否從事債券附賣回交易（RS）

答：從事債券附賣回交易（RS）涉及以債券作為擔保融資，與「華僑及外國人投資證券管理辦法」第 21 條第 3 款，境外華僑及外國人匯入投資資金投資國內證券不得

提供擔保之規定不符，亦非屬上述管理辦法第 4 條第 2 項規定，境外華僑及外國人匯入資金之運用範圍。

十八、 何者得免出具資金非來自大陸地區之聲明

答：基金型態之外國機構投資人免出具資金非來自大陸地區之聲明，至於非基金型態之外資於向臺灣證券交易所辦理登記時，仍須於登記表聲明擬匯入投資有價證券或從事期貨交易之資金非來自大陸地區。

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