



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

1. Amendments to the Regulations Governing the Offering and Issuance of Securities by Securities Issuers, Stipulating Relevant Regulations Regarding Shelf Registration for Common Stocks (Date of Promulgation: 26 January 2022)

To enhance the flexibility and efficiency of capital raising, after referencing foreign shelf registration and domestic issuance practices, the Financial Supervisory Commission (FSC) decided to allow domestic companies to adopt shelf registration for common stocks, and partially amended the Regulations Governing the Offering and Issuance of Securities by Securities Issuers. Key amendments include the registration procedure and qualification for shelf registration, as well as the procedure for filing with the FSC and the required documents for supplementary issuance of new stocks. The amendments also stipulate the terms of revoking and termination of the shelf registration for common stocks.

2. Partial Amendments to the Regulations Governing Information to be Published in Public Offering and Issuance Prospectuses (Date of Promulgation: 26 January 2022)

To align with international standards, improve the quality of information disclosure for corporate implementation of sustainable development, strengthen the information disclosure of cyber security risk management, and follow the policy of allowing domestic companies to adopt shelf registration for common stocks, the FSC issued amendments to the Regulations Governing Information to be Published in Public Offering and Issuance Prospectuses on 26 January 2022. Key amendments are as follows:

I. Improve the quality of information disclosure in corporate implementation of sustainable development:

i. Strengthen environmental and social information disclosure: The FSC amended the disclosure of the corporate's social responsibility to its sustainable development, and revised the contents of the attached schedules with updates of relevant disclosure guidelines.

ii. Information disclosure for strengthening corporate governance: The amendment

stipulates that companies shall specify their diversification policies, the professional qualifications and experience of individual directors and supervisors, and describe whether their independent directors are in compliance with independence requirements.

II. Strengthen information disclosure on cyber security management: The amendment stipulates that companies shall clearly describe information such as cyber security policy, specific management plan and resources invested in cyber security management, and disclose the impact of cyber security risks on their finance and business and countermeasures, as well as their losses suffered and possible impact due to a severe cyber security incident and countermeasures.

III. Follow the policy of allowing domestic companies to adopt shelf registration for common stocks: The amendment stipulates the adoption of shelf registration for common stocks in a prominent font on the cover of the prospectus, and disclose relevant information such as the total proposed, already issued, and the remaining amount of new shares under the shelf registration, as well as the period within which the prospectus for subsequent supplementary issuance of new stocks shall be transmitted to the website designated by the FSC.

3. Partial Amendments to the Regulations Governing the Acquisition and Disposal of Assets by Public Companies (Date of Promulgation: 28 January 2022)

To follow the practical operation and to strengthen the management of related-party transactions, after referencing the norms of major international securities markets and suggestions from external parties, the FSC amended the Regulations Governing the Acquisition and Disposal of Assets by Public Companies with the following key amendments:

I. Strengthen the management of related-party transactions: The amendment stipulates that, for the acquisition or disposal of assets with a related party by a public company or its subsidiary that is not a domestic public company, if the transaction amount reaches 10% of the total assets of the public company, the public company shall submit relevant materials to the shareholders' meeting for approval before proceeding in order to protect shareholders' rights and interests. However, for the dealing of a public company with its parent company or subsidiary, or the dealing between its subsidiaries, the transaction is exempted from the resolution of the shareholders' meeting.

II. Improve the quality of opinions issued by external experts:

- i. To clarify the procedures to be followed by external experts, the amendment stipulates that when professional appraisers and their appraising officers, certified public accountants (CPAs), attorneys or securities underwriters issue appraisal reports or opinions, in addition to handling relevant operations required when undertaking and executing cases, they shall follow the self-regulatory rules of the

respective associations.

- ii. For a construction enterprise which cannot obtain the appraisal report immediately due to legitimate reasons, after obtaining the appraisal report within two weeks from the date of the fact, if the difference between the appraisal result and the transaction price reaches a certain proportion, then a CPA's opinion is required. Considering the practical operation time required, the amendment relaxes the time period for a construction enterprise to obtain the aforementioned CPA's opinion to two weeks from the date of obtaining the appraisal report.

III. Relax information disclosure requirements of certain transactions:

- i. The amendment relaxes that public companies are exempted from making public announcements for trading of foreign government bonds with credit ratings not lower than the sovereign rating of Taiwan.
- ii. The amendment relaxes that professional investors are exempted from making public announcements for their subscription to foreign government bonds and their subscription to or redemption of Exchange Traded Notes (ETNs) in the primary market.

4. The FSC Announced Disclosure Rules for Offshore ESG Funds

To strengthen the integrity of ESG investment policies in the investor information summary of offshore ESG funds, as well as to align the supervision on offshore and onshore funds, the FSC announced the Disclosure Rules for offshore ESG funds on 11 January 2022. Key points are as follows:

- I. The following contents are required to be disclosed in the investor information summary of offshore ESG funds: ESG investment objectives and measurement standards, investment strategies and methods, allocation of investment proportion, reference performance benchmark, exclusion policy and risk warnings. In addition, the master agent shall disclose ESG-related information on a regular basis.
- II. For offshore funds already approved as ESG funds, the contents disclosed in the investor information summary shall be rectified and submitted to the FSC for approval within six months of the promulgation of the Disclosure Rules. If the contents disclosed fail to conform to the requirements or to rectify investor information summary, the warning of "This fund is not an ESG-themed offshore fund" shall be indicated after the name of the offshore fund. In addition, if ESG or sustainability is part of the name of the fund, its name in Chinese shall be adjusted to avoid misunderstanding.
- III. For offshore funds already approved that are not ESG-themed but plan to apply as ESG funds, their master agents shall follow the aforementioned Disclosure Rules to disclose relevant information in the investor information summary, and apply to the FSC for approval.

IV. For offshore funds that do not conform to the Disclosure Rules, their master agents and distributors may not market them as sustainability or ESG- themed funds.

5. Information on the competitiveness of Taiwan’s financial industry is available online at:

<https://www.fsc.gov.tw/en/home.jsp?id=6&parentpath=0>

II. Market Wrap-up

As of the end of January 2022, the total number of TWSE-listed companies stood at 962, an increase of 3 over the preceding month. Authorized capital was NT\$ 7,395.4 billion, an increase of NT\$ 1 billion over the preceding month. Market capitalization was NT\$ 54,797.5 billion, a decrease of NT\$ 1,484.5 billion over the preceding month.

There were 788 TPEX-listed companies, the same as the preceding month. Authorized capital was NT\$ 760 billion, a decrease of NT\$ 0.9 billion over the preceding month. Market capitalization was NT\$ 5,237.2 billion, a decrease of NT\$ 544.9 billion over the preceding month.

The total value of stock trades on the centralized stock market was NT\$ 4,993.89 billion, a decrease of NT\$ 1,286.42 billion over the preceding month. The volume of trading was 71.17 billion shares, a decrease of 25.57 billion over the preceding month. The net value of inwardly remitted foreign funds was US\$ 233.615 billion, an increase of US\$ 4.06 billion over the preceding month.

There were 62 securities firms, 15 futures commission merchants, 39 securities investment trust companies, and 86 securities investment consulting companies.

III. For measures related to futures trading, please refer to the website of the Taiwan Futures Exchange:

<https://www.taifex.com.tw/en/eIndex>

IV. For frequently asked questions and answers related to investment by foreign investors, please refer to the website of the Securities and Futures Bureau:

<https://www.sfb.gov.tw/en/home.jsp?id=26&parentpath=0,9>

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 newsletter1 newsletter1@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](#), [Taipei Exchange](#), [Taiwan Depository & Clearing Corporation](#).

Disclaimer: The SFB did its utmost to ensure that the information in newsletter is complete and true. All materials on this newsletter are for general information only. They are not legal or other professional advice and shall not be relied

on as such. The SFB and its employees do not warrant the accuracy and completeness of the materials and disclaim all liabilities for eventual loss or damage. Links to external websites are provided purely for convenience. The SFB has no control over the websites and does not assume any responsibility for their contents. Inclusion in this website of any document from a third party or the provision of links does not constitute endorsement of the contents.

Copyright Notice: Copyright protected materials on this newsletter shall not be used for commercial purposes. The SFB permits accurate reproduction of the materials for non-commercial use. When third party copyright is involved, permission for reproduction must be obtained direct from the appropriate copyright owner.



金管會證期局第二百一十一期新聞信

[top](#)

壹、重要公告

一、修正「發行人募集與發行有價證券處理準則」，明定總括申報發行新股相關規範(發布日期：111年1月26日)

為提升企業籌資彈性及效率，經參考國外制度及我國發行實務，爰開放我國企業辦理現金增資發行新股得採總括申報方式辦理，並配合修正「發行人募集與發行有價證券處理準則」部分條文，修正重點包括規範總括申報發行新股之申報程序、資格條件及追補發行新股之備查程序、應提供之相關書件等，並明定總括申報發行新股案件之撤銷及終止條款規定

二、修正「公司募集發行有價證券公開說明書應行記載事項準則」部分條文(發布日期：111年1月26日)

金管會為接軌國際規範，提升公司推動永續發展資訊揭露之品質，以及強化資通安全風險管理之資訊揭露，並配合開放我國企業辦理現金增資發行新股得採總括申報方式，於111年1月26日修正發布旨揭準則，修正要點如下：

(一)提升公司推動永續發展資訊揭露之品質：

- 1、強化環境及社會之資訊揭露：將公司履行企業社會責任情形修正為推動永續發展執行情形，並修正附表內容及增訂相關揭露指引。
- 2、強化公司治理之資訊揭露：明定公司應具體敘明董事會之多元化政策、個別董事及監察人之專業資格與經驗、獨立董事符合獨立性情形。

(二)強化資通安全管理之資訊揭露：明定公司應敘明資通安全政策、具體管理方案及投入資通安全管理之資源等資訊，並應揭露資通安全風險對公司財務業務之影響及因應措施，以及因重大資通安全事件所遭受之損失、可能影響及因應措施。

(三)配合開放我國企業得採總括申報發行新股制度：明定採總括申報發行新股應於公開說明書封面以顯著字體註明，並揭露預定發行總額、已發行總額與總括申報餘額等相關資訊，及後續辦理追補發行新股之公開說明書傳至本會指定資訊申報網站之期限。

三、修正「公開發行公司取得或處分資產處理準則」部分條文(發布日期：111 年 1 月 28 日)

金管會為配合實務運作及強化關係人交易之管理，經參酌國際主要證券市場規範及外界建議事項，修正要點如下：

(一)強化關係人交易之管理：明定公開發行公司或其非屬國內公開發行公司之子公司向關係人取得或處分資產，其交易金額達公開發行公司總資產百分之十以上者，公開發行公司應將相關資料提交股東會同意後，始得為之，以保障股東權益；但公開發行公司與其母公司、子公司，或其子公司彼此間交易，免予提股東會決議。

(二)提升外部專家出具意見書之品質：

- 1、為明確外部專家應遵循程序，明定專業估價者及其估價人員、會計師、律師或證券承銷商出具估價報告或意見書，除現行應依承接及執行案件時應辦理相關作業事項外，並應遵循其所屬各同業公會之自律規範辦理。
- 2、按建設業有正當理由未能即時取得估價報告者，如於事實發生日之即日起算二週內取得估價報告後，有估價結果與交易價格差距達一定比例以上之情形，須再由會計師出具意見書，考量其實務作業時間之需求，爰修正放寬建設業取得前開會計師意見之期限為取得估價報告之即日起算二週內。

(三)放寬部分交易之資訊揭露：

- 1、放寬公開發行公司買賣信用評等不低於我國主權評等等級之外國公債，得豁免公告。
- 2、放寬以投資為專業者於初級市場認購外國公債、申購或賣回指數投資證券得豁免公告。

四、發布環境、社會與治理 (ESG) 相關主題之境外基金資訊揭露事項審查監理原則

為強化 ESG 相關主題之境外基金投資人須知於 ESG 投資方針揭露事項之完整性，暨境內外基金監理之一致性，金管會於 111 年 1 月 11 日發布「ESG 相關主

題境外基金資訊揭露事項審查監理原則」之令。審查監理原則及相關重點說明如下：

- (一)ESG 相關主題之境外基金投資人須知應載明下列事項：ESG 投資目標與衡量標準、投資策略與方法、投資比例配置、參考績效指標、排除政策、風險警語等；另總代理人應定期揭露 ESG 相關資訊。
- (二)已核准之境外基金名稱以 ESG 為主題者，投資人須知揭露內容應於審查監理原則發布後 6 個月內補正並報經金管會核准。若揭露內容未符規定或未修正投資人須知，境外基金名稱後方應加註警語「本基金非屬環境、社會及治理相關主題之境外基金」；另基金名稱包含 ESG 或永續者，應調整基金中文名稱，以避免投資人誤解。
- (三)已核准之境外基金名稱非以 ESG 為主題，但擬申請為 ESG 相關主題之境外基金，總代理人應依上開審查監理原則於投資人須知揭露相關內容，向金管會申請核准。
- (四)未符合審查監理原則之境外基金，總代理人及銷售機構不得以促進永續發展或 ESG 相關主題作為基金行銷訴求。

五、有關我國金融競爭力相關資訊可參考金管會金融競爭力專區網站：

<http://www.fsc.gov.tw/ch/home.jsp?id=146&parentpath=0,8>

貳、重要指標

截至 2022 年 1 月底止，上市公司計有 962 家，較上月增加 3 家；資本額新臺幣 73,954 億元，較上月增加新臺幣 10 億元；上市市值新臺幣 547,975 億元，較上月減少新臺幣 14,845 億元。

上櫃公司計有 788 家，較上月無增加；資本額新臺幣 7,600 億元，較上月減少新臺幣 9 億元；上櫃市值新臺幣 52,372 億元，較上月減少新臺幣 5,449 億元。

集中市場股票總成交值新臺幣 49,938.9 億元，較上月減少新臺幣 12,864.2 億元；成交量 711.7 億股，較上月減少 255.7 億股。外資總累積匯入淨額 2,336.15 億美元，較上月增加 40.6 億美元。

專營證券商計 62 家，專營期貨商計 15 家，證券投資信託公司計 39 家，證券投資顧問公司計 86 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/cht/index>

肆、外資投資相關問答集請參考證券期貨局網站

<http://www.sfb.gov.tw/ch/home.jsp?id=873&parentpath=0,6>

2022-1Updated