


## Content

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| Title :       | Regulations Governing Attestation of Share Certificates Issued by Companies Limited by Shares    |
| Date :        | 2018.11.08  |
| Legislative : | 1.Promulgated on May 2, 2001<br>2.Amended on May 2, 2006<br>3.Amended on November 8, 2018   |
| Content :     | <p>Article 1</p> <p>These regulations are enacted pursuant to Paragraph 3, Article 162 of the Company Act.</p> <p>Article 2</p> <p>The attestation of share certificates issued by companies limited by shares shall be made by banks (hereinafter referred to as attestation bank) competent to serve as attesters for the issuance of share certificates under the laws.</p> <p>Article 3</p> <p>The attestation of share certificates shall be performed as follows:</p> <ol style="list-style-type: none"><li>1.The period for an attestation bank to perform an attestation of new issuance of share certificates shall not exceed five business days starting from the date on which the attestation bank is engaged.<br/>In addition, prior to performing the attestation, detail examination and records shall be made of the company registration/ change registration form and particulars in the share certificate, specimen of company seal, paper quality, serial number, par value, volume and total issuance amount of the share certificates in question.</li><li>2.Until the company issuing the share certificates has completed liquidation, the attestation bank shall exercise the custodial duty of a good administrator in safekeeping sample of the seal with attestation of the share certificates to be made and specimen of the attested share certificates.</li><li>3.The amount of share certificates to be attested shall be limited to the actual issuance amount within the total issuance amount approved by the competent authority and to the amount of share certificates for which payment has already been paid up.</li><li>4.In regard to application made to reissue bearer share certificates because of loss of the original, the company shall change the bearer share certificates to registered ones and have such attested by the attestation bank after the applicant obtains a judgment of abridgment of rights declaring the original share certificates void. In regard to applications for reissuance of registered share certificates because of loss of the original, the company shall have the reissued ones attested after the applicant has reported loss of share certificates to the underwriting company following applicable rules set by that company and been approved for reissuance.</li><li>5.Share certificates to be issued at the same time of issuance shall be attested by the same attestation bank.</li><li>6.In regard to issuance of share certificates of a close company, restrictions to be imposed on transfer of shares shall be clearly indicated on the share certificates. In the event of replacement of old share certificates by new ones as a result of capital increase, capital reduction, merger, demerger, conversion of all the issued par value shares into no par value shares, or other reason, the attestation bank shall verify that old share certificates have been nullified by corner-clipping before performing attestation of the new ones. However, in regard to circumstances set forth in Paragraph 3, Article 33 of Business Mergers and Acquisition Act, since the original share certificates have</li></ol> |

become null and void because of failure to be filed with the company, attestation of new share certificates can be performed directly.  
If a company redeems or buys back any of its outstanding shares and retires them, certificates of such share shall be nullified by corner-clipping after completion of change registration application, and a report shall also be filed with the original attestation bank.

#### Article 4

When making registration of shares in scripless form with a centralized securities depository enterprise because of change of printed share certificates to scripless issuance, the company shall redeem the old printed certificates and nullify them by corner-clipping.

In the event of printing share certificates by the company because of change of scripless certificates to scrip issuance, the attestation bank shall perform attestation with documents issued by the centralized securities depository enterprise evidencing termination of scripless form registration.

#### Article 5

The attestation bank and personnel thereof engaged in attestation of share certificates shall be held civilly and criminally liable in the event of commission of any offences.

#### Article 6

These regulations shall be enforced starting November 1, 2018.<sup>1</sup>

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Data Source : Ministry of Economic Affairs R.O.C.(Taiwan) Laws and Regulations Retrieving System