

Attachment 2 referred to in Article 4 of the Taiwan Stock Exchange Corporation Rules for Solicitation of Opinions in Reviews of Initial Applications for TWSE Listing by Public Companies

Taiwan Stock Exchange Corporation's Solicitation of Opinions in Reviews of Initial Application for TWSE Listing by \_\_\_\_\_ Co., Ltd.

Whether there is any of the following circumstances under which the company is deemed to be inappropriate for listing as described in the subparagraphs of paragraph 1 of Article 9 of the Rules Governing Review of Securities Listings:

1. It has any of the events set forth in Article 156, paragraph 1, subparagraphs 1 and 2 of the Securities and Exchange Act, or has made misrepresentation or false statement or conducted unlawful activities that may affect the price of its securities after listing thereof, and will cause fear that the market order may be affected or the public interests may be harmed.
2. Its financial or business affairs are not independent from other person(s).
3. It has had any material labor dispute or environmental pollution sufficient to affect its normal financial and business operations, and has made no improvement.
4. It has been discovered any material non-arms-length transaction and has made no improvement.
5. After the capital increase through a new share issue which has been effected or is being effected in the year in which it applies for listing is included in the share capital listed in the financial reports for the respective year, its profitability does not meet the listing criteria. Where the shares have no par value or a par value other than NT\$10, the capital stock listed in the financial reports as mentioned above is replaced by net worth.
6. It has failed to effectively implement its written accounting system, internal control system, or internal audit system, or has failed to prepare financial reports in accordance with relevant laws and regulations and generally accepted accounting principles, and the event of this failure is considered as material.
7. There has been serious deterioration in its business operation.
8. Where the applicant company conducted any activities in violation of the principle of good faith, or where its directors, general manager or de facto responsible person violated the same principle in the most recent 3 years.
9. If an applicant company has less than five directors or same-sex directors on its board of directors, or its independent directors number less than three persons or less than one-third of the number of directors; or if any of its board of directors are unable to independently exercise their functions; or if it has not appointed the remuneration committee pursuant to Article 14-6 of the Securities and Exchange Act and related provisions. Additionally, among the elected independent directors, at least one of them must be a professional in accounting or finance.
10. Where the applicant company has been registered for trading as an emerging stock on the TPEX in the fiscal year of the listing application and the most recent fiscal year thereto, and there has been, from

the TPEX registration date onward, any trading of stock issued by the applicant company by any incumbent director, or shareholder holding 10 percent or greater of its total issued shares other than on the emerging stock market; provided, this restriction shall not apply where such trading is for purposes of underwriting under Article 11 of these Rules or for other legitimate reason.

11. Where the shares of the applicant company are held by a TWSE (or TPEX) listed company and meet any of the following conditions, and any equity transfer conducted by the TWSE (or TPEX) listed company during the most recent three years for purposes of reducing its shareholding ratio in the applicant company has not been conducted in a manner giving pre-emptive subscription rights to the existing shareholders, or in other manner not detrimental to the rights and interests of the shareholders of the TWSE (or TPEX) listed company:
  - A. The applicant company is the existing or newly established company being transferred business or assets due to a demerger of the TWSE (or TPEX) listed company.
  - B. The applicant company is a subsidiary of the TWSE (or TPEX) listed company, and during the three-year period before the application for TWSE listing, the TWSE (or TPEX) listed company has cumulatively reduced its direct or indirect shareholding in the applicant company by 20 percent or more.
12. Where the listing is considered by the TWSE as inappropriate due to its scope of business, nature or special circumstances.