

(Form 5) Declaration Form for Change in Ownership of More Than Five Percent Voting Shares of \_\_\_\_\_ Financial Holding Company

\_\_\_\_\_ Financial Holding Company has \_\_\_\_\_ (thousand) voting shares issued and outstanding

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

Name (natural or juristic person)	Relationship	ID Card No. or Uniform Business No.	Shares acquired in previous filing		Increase or decrease in shareholding		Shares acquired at the time of filing		Reason(s) for change	Source of fund		Beneficial owners/Controlling owners					
			Shares (in thousands)	Percentage (%)	Shares (in thousands)	Percentage (%)	Shares (in thousands)	Percentage (%)		Own fund	Borrowed (trust) fund	1	2	3	4	5	6
												Natural persons with direct or indirect ownership of the juristic person shareholder's shares or capital.	Natural persons that do not meet criteria in the preceding subparagraph but exercise controlling interest in the juristic person shareholder by mandate, contract, agreement, authorization, or other types.	Natural persons that do not meet criteria in the two preceding subparagraph but exercise decision-making rights in the juristic person shareholder.	Where the juristic person shareholder is a trustee of a trust, the individuals shall include the trust supervisor, beneficiary, other individuals that exercise effective control over the trust accounts, or natural persons with equivalent or similar roles as the preceding personnel.	Where the individuals exercise direct or indirect control over the juristic person shareholder through a trust, the individuals shall include the trustee, trust supervisor, trust beneficiary, other individuals with effective control over the trust account, or natural persons with equivalent or similar roles as the aforementioned personnel.	Where the juristic person shareholder is a privately placed fund, the individuals refer to shareholders who hold more than 5% of the beneficiary certificates.
	1. Same natural person									<input type="checkbox"/>	<input type="checkbox"/>						
	2. Parties related to the same natural person																
	(1) The principal, his/her spouse and relatives by blood within the second degree of kinship.									<input type="checkbox"/>	<input type="checkbox"/>						
	(2) An enterprise in which the persons referred to in the preceding subparagraph hold more than									<input type="checkbox"/>	<input type="checkbox"/>						



	<p>referred to in the preceding subparagraph hold more than one third (1/3) of their outstanding voting shares or more than one third of their capital, or enterprises or foundations in which the natural persons referred to in the preceding subparagraph act as their chairman, president or directors representing the majority of directors.</p>																					
	(3)The affiliates of the same juristic person.										<input type="checkbox"/>	<input type="checkbox"/>										
	5. A third party who holds shares on behalf of the same person or same concerned party in trust, by mandate or through other types of contract, agreement or authorization.										<input type="checkbox"/>	<input type="checkbox"/>										

Address:

Contact person (representative):

Telephone:

Instructions:

1. The scope of same person or same concerned party mentioned in these Instructions and the calculation of their shareholding ownership are as follows:
  - (1)The term “same person” refers to the same natural or juristic person. The term “same concerned party” refers to parties related to the same natural or juristic person.
  - (2)Parties related to the same natural person:
    - a. The principal, his/her spouse and relatives by blood within the second degree of kinship.
    - b. An enterprise in which the persons referred to in the preceding subparagraph hold more than one third (1/3) of its outstanding voting shares or more than one third of its capital.
    - c. An enterprise or a foundation in which the persons referred to in subparagraph (1) act as its chairman, president or directors representing the majority of directors.
  - (3)Parties related to the same juristic person:
    - a. The same juristic person and its chairman and president as well as the spouse and relatives by blood within second degree of kinship of the chairman and president.
    - b. The same juristic person and enterprises in which the natural persons referred to in the preceding subparagraph hold more than one third (1/3) of their outstanding voting shares or more than one third of their capital, or enterprises or foundations in which the natural persons referred to in the preceding subparagraph act as their chairman, president or directors representing the majority of directors.
    - c. The affiliates of the same juristic person. The term “affiliate” shall be defined under Articles 369-1 through 369-3, Articles 369-9 and 369-11 of the Company Law.
  - (4)A third party who holds shares of a financial holding company on behalf of the same person or same concerned party in trust, by mandate or through other types of contract, agreement or authorization shall fall within the purview of a concerned party.
  - (5)Shares excluded from the calculation of shares held by the same person or same concerned party:
    - a. Shares acquired by a securities firm during the underwriting period of the securities and disposed of during the period prescribed by the competent authority.
    - b. Shares acquired by a financial institution under a collateral pledge or security agreement and four years have not elapsed since the date of acquisition.
    - c. Shares acquired by inheritance or bequest and two years have not elapsed since the date of inheritance or bequest.
2. Notes about reporting beneficial owners/controlling owners (Form 2 and Form 5):
  - (1)According to regulations in Paragraph 2 of Point 2, where the same person, same concerned party, or third party specified is a juristic person, the categories of the following beneficial owners/controlling owners shall be included in the report. However, where the persons controlling the juristic person meet criteria specified in Paragraph 3, this provision shall not be applicable:
    - a. Natural persons with direct or indirect ownership of over 25% of the juristic person 's shares or capital.(Individuals with actual direct or indirect shareholding percentage of the shares.)
    - b. Natural persons that do not meet criteria in the preceding subparagraph but exercise controlling interest in the juristic person by mandate, contract, agreement, authorization, or other types.(e.g. individuals with direct or indirect ownership of shares of less than 25% or individuals who do not own shares but exercise control over the juristic person through other means such as an agreement to jointly exercise voting rights.)
    - c. Natural persons that do not meet criteria in the two preceding subparagraph but exercise decision-making rights in the juristic person.(e.g. the chairman or other individuals with actual decision-making rights.)
    - d. Where the juristic person is a trustee of a trust, the individuals shall include the trustor, trust supervisor, trust beneficiary, other individuals that exercise effective control over the trust accounts, or natural persons with equivalent or similar roles as the preceding personnel.(e.g. where the shareholder required to file a report in accordance with regulations is a trust account of a bank.)

- e. Where the individuals exercise direct or indirect control over the juristic person through a trust, the individuals shall include the trustor, trustee, trust supervisor, trust beneficiary, other individuals with effective control over the trust account, or natural persons with equivalent or similar roles as the aforementioned personnel. (Where the individuals behind the shareholder required to file a report in accordance with regulations is a trust, that is, the beneficial owner is deemed to directly or indirectly use the structure of the trust to effectively control the shareholder.)
  - (2) In addition to the five categories specified above, where the juristic person shareholder is a privately placed fund, shareholders who hold more than 5% of the beneficiary certificates must also be included in the report.
  - (3) Where there are two or more beneficial owners or controlling owners, please specify each owner accordingly.
  - (4) When filing the report, please provide the shareholding or controlling rights structure. However, the applicant is not required to send a copy of the report along with report documents to the financial holding company in accordance with Point 10.
  - (5) Natural person shareholders are not required to fill out the beneficial owner or controlling owner field.
3. The time point for the acquisition of outstanding voting shares mentioned in Point 3 of these Instructions is determined as follows:
    - (1) If the shares are acquired through capitalization of earnings or capital surplus, the date of acquisition shall be the ex-right record date.
    - (2) If the shares are acquired through cash capital increase, the date of acquisition shall be the deadline for subscription payment.
    - (3) If the shares are acquired through public offering, the date of acquisition shall be the deadline for purchase payment.
    - (4) If the shares are acquired through inheritance or gift, the date of acquisition shall be the date of receipt of inheritance or gift.
    - (5) If the shares are acquired through conversion of convertible securities, the date of acquisition shall be the date the request for conversion is made with the issuer.
    - (6) If the shares are acquired through other means, the date of acquisition shall be the date on which the actual transaction takes place.
  4. If the same person or same concerned party who has previously filed an ownership report reports again upon cumulative decrease in shareholding by more than one percent (1%), and thereby holds less than five percent (5%) of shares, such same person or same concerned party is exempted from reporting subsequent increases in shareholding, provided their total shareholding does not exceed five percent (5%).
  5. "Within ten (10) days from the day of acquisition" starts counting from the next day following the acquisition of more than five percent (5%) shares; for reports delivered in person, the filing date is the date the FSC receives the report package; for reports delivered by mail, the filing date is the date of mailing as evidenced by the postmark.
  6. The declaration statement (Form 1) and the undertaking statement (Form 3) shall be signed (sealed) by all concerned parties, who however should appoint a person among them as their representative to carry out the reporting formalities. The signatories of Form 4 shall be the appointed representative and person(s) with shareholding change. In the case of a juristic person, its responsible person shall also sign the form.
  7. Articles 369-1 through 369-3, Articles 369-9 and 369-11 of the Company Law shall apply to affiliates mentioned in Form 2 and Form 5.
  8. If there is change of representative, a consent form signed by all parties concerned shall also be submitted when Form 4 is filed for reporting change in ownership.
  9. Any proof documents relating to the forms filed should also be enclosed (e.g. a written agreement if an agreement has been entered in writing for joint acquisition).

10. When a financial holding company receives duplicate documents from a shareholder pursuant to these Instructions, the company should advise said shareholder about compliance with Paragraph 10, Article 16 of Financial Holding Company Act that if the shareholder fails to file a report with or obtain approval from the competent authority, the excess shares held will not have voting rights and shall be disposed of within the given period prescribed by the competent authority, and the shareholder will be subjected to penalties pursuant to Article 60 of Financial Holding Company Act.
11. If the space provided in the attached forms is not sufficient, enter the information on separate pages having the same format.