

法規名稱：MEMORANDUM OF UNDERSTANDING ON THE EXCHANGE OF INFORMATION BETWEEN THE FINANCIAL SUPERVISORY COMMISSION OF TAIWAN AND THE CAPITAL MARKETS BOARD (SERMAYE PIYASASI KURULU) OF TURKEY

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INTRODUCTION

The Financial Supervisory Commission of Taiwan and the Capital Markets Board of Turkey, recognising the increasing international activity in the financial markets, and the corresponding need for cooperation between the relevant national authorities, have reached the following understanding:

SIGNATORY AUTHORITIES

- 1.The Capital Markets Board of Turkey (CMB) is an independent legal entity with its own authority and responsibility mandated by the Capital Market Law (Law) dated 1981. The CMB has the responsibility for the regulation, supervision and enforcement of all capital market activities, institutions and instruments in Turkey within the scope of the Law and relevant legislation. It has statutory powers of investigation, and has the ability to exercise its powers for the purpose of cooperation with regulators in other countries.
- 2.The Financial Supervisory Commission of Taiwan (FSC) is a single national financial regulator in Taiwan and was established on July 1, 2004 under the Organic Act of the Establishment of the Financial Supervisory Commission. The FSC is responsible for regulation and supervision of banking, insurance, securities and futures markets and industries and has the ability to exercise powers to obtain evidence on financial institutions or similar bodies governed by the Banking Act, the Insurance Act, the Securities and Exchange Law, the Futures Trading Law and relevant legislation.

DEFINITIONS

3. For the purpose of this Memorandum of Understanding (MoU),

- "Authorities" means:
 - the Capital Markets Board of Turkey and;
 - the Financial Supervisory Commission of Taiwan;
- "Requested Authority" means the Authority to whom a request is made under this MoU;
- "Requesting Authority" means the Authority making a request under this MoU;
- "Laws and Regulations" means the provisions of the laws, regulations and other regulatory requirements applicable in the financial field in Turkey and in Taiwan;
- "Securities" means shares, bonds and other forms of securitized debts, futures and derivative products and any other financial products within the respective competence of the Authorities;
- "Issuer" means a natural or legal person who issues or proposes to issue any security;
- "Regulated Markets" means securities, derivatives and any other markets (excluding banking and insurance) recognized, regulated or supervised by the Authorities;
- "Investment Services" means trading or carrying out transactions involving Securities on Regulated Markets on its own account and/or on behalf and for the account of third parties;
- "Investment Services Providers" means investment firms, credit institutions and any other person as authorized to provide Investment Services within the law and regulations applicable in the countries of the Authorities.

PRINCIPLES

4. The purpose of this MoU is to protect investors and to promote the integrity of regulated markets by providing a framework for cooperation, including channels for communication, increased mutual understanding, the exchange of regulatory and technical information, and investigative assistance.



5. The MoU serves as a basis for cooperation for the authorities and does not create any binding international legal obligations, nor does it modify or supercede any laws, regulations, or regulatory requirements in force or applying in Turkey or Taiwan. The MoU does not create any rights enforceable by third parties, nor does it affect any arrangements under other MoUs.
6. The performance of the provisions of this MoU shall be consistent with domestic laws, regulations, and conventions of the respective countries of the Authorities and within the availability of respective resources of the Authorities, and the performance of the provisions shall not be contrary to the public interests of the requested Authority.
7. To the extent permitted by the laws and practices of Turkey and Taiwan, the Authorities will make reasonable efforts to provide each other with information which is discovered and which gives rise to a suspicion of a breach, or anticipated breach, of the laws, rules, or regulations of the other Authority's jurisdiction.
8. The Authorities will be sensitive and will make reasonable efforts to provide each other with information even though the requested information is not a subject of a suspicion of a breach, or anticipated breach, of the laws, rules, or regulations of the other Authority's jurisdiction. In any case, this kind of requests will be made in order to fulfil the duties of the requesting Authority arising from the laws and regulations and to ensure the development and maintenance of open, fair and efficient markets.
9. Authorities having believed that facilitating the sharing of core information should be viewed as an essential element of an Authority's emergency preparedness planning and of addressing a crisis, to the extent permitted by their laws and practices, each Authority will be sensitive on the events subject to its jurisdiction which may adversely affect Regulated Markets in another jurisdiction and consider whether

it could be appropriate to notify relevant Authority of such event.

MUTUAL ASSISTANCE

Scope

10. To the extent permitted by their respective national laws, the Authorities will provide the fullest mutual assistance within the framework of this MoU. Such assistance will be provided to facilitate the enforcement of the laws or regulations applicable to regulated markets.
11. The Authorities agree to provide mutual assistance and the exchange of information in response to requests to assist them to perform their respective functions in relation to the following areas, amongst others:
 - (a) Insider dealing, market manipulation, and other fraudulent, deceptive, and manipulative practices in relation to securities;
 - (b) Enforcement of the laws, rules, and regulations relating to issuing, dealing in, arranging deals in, managing and advising on securities;
 - (c) Fitness and properness of the natural and legal persons who are authorised to conduct the business referred to above, and promoting high standards of fair dealing and integrity in the conduct of that business;
 - (d) The duties, of issuers and of offerors for securities, to make disclosure of information relevant to investors;
 - (e) The disclosure of interests in the securities of companies;
 - (f) Other matters agreed upon by the Authorities.

Requests

12. Requests will be made in writing and addressed to the contact person of the requested Authority listed in the Appendix A. An urgent request for assistance and a reply to such a request may be made in summary form or by means of



communication other than the exchange of letters, provided that they are confirmed within ten business days in the manner prescribed in this MoU.

13. Assistance available under this MoU may include but is not limited to;

- (a) Providing access to information in the files of the requested Authority;
- (b) Taking statements from persons;
- (c) Obtaining documents and information from natural and legal persons; and
- (d) Conducting compliance inspections or examinations of investment services providers and regulated markets.

14. In order to facilitate the giving of assistance, an Authority making a request should specify:

- (a) The information sought (including the identity of persons, specific questions to be asked);
- (b) The purpose for which the information is sought (in terms of breach of the laws, rules or regulations, including details of the laws, rules or regulations which are alleged to have been breached);
- (c) description of the conduct or suspected conduct which gives rise to the request;
- (d) Any persons suspected of possessing the information, and any places where the information might be obtained;
- (e) The link between the specified laws or regulatory requirements and the regulatory functions of the requesting Authority;
- (f) The relevance of the requested information to the specified laws or regulatory requirements;
- (g) To whom, if anyone, onward disclosure of information is likely to be necessary and the reason for such disclosure;
- (h) The urgency of the request, and the period within which assistance should be given.

15. This MoU does not affect the ability of the Authorities to

obtain information from persons on a voluntary basis, provided that any procedures in place in the Authorities' respective countries are observed. The Authority which obtains information from persons on a voluntary basis will notify the other Authority in detail when necessary.

16. The Authorities agree to provide assistance on matters which are not necessarily an offence in their own jurisdiction.

Execution of Requests

17. The requested Authority will endeavour to obtain information and statements from persons in order to satisfy the other Authority's request. This includes obtaining information from natural and legal persons relevant to the request.

18. When requested by the requesting Authority, the statements from persons involved, directly or indirectly, in the activities underlying the request, or holding information that may assist in carrying out the request, will be taken, and other evidence will be obtained, by the requested Authority. The requesting Authority may, in its discretion, request the taking of the statements from specific persons.

19. The statements from persons will be taken in the same manner and to the same extent as in investigations or other proceedings in the jurisdiction of the requested Authority.

20. To the extent permitted by law, the requested Authority will conduct inspections or examinations of the books and records of an investment services provider, or its custodian or agent, regulated markets, or securities, futures and options processing businesses.

21. In order to avoid unnecessary delays, the requested Authority will pass on portions of the requested information as they become available and consult on procedure as appropriate.

22. In case where the requesting Authority is not satisfied with the information provided, additional information can be requested by the requesting Authority pointing out the subjects to be clarified.

23. Each request will be assessed on a case by case basis by the requested Authority to determine whether information can be provided under the terms of this MoU. In any case where the request cannot be accepted completely, the requested Authority will consider whether other relevant information or assistance can be given.
24. In deciding whether or not to accept or decline a request, the requested Authority will take account of:
- (a) Matters specified by the laws, rules, or regulations of the requested Authority's country;
 - (b) Whether broadly equivalent assistance would be available from the country of the requesting Authority;
 - (c) Whether the request involves an assertion of a jurisdiction not recognised by the requesting Authority;
 - (d) Whether it would be contrary to the public interest for assistance to be given;
 - (e) Whether the communication of information might adversely affect the sovereignty, security or public policy of the requested Authority;
 - (f) Whether judicial proceedings have already been initiated in respect of the same facts against the persons in question or whether a final judgement has been passed.
- If the requested Authority believes that a request is not accord with this MoU, taking into account the provisions of this Article, it will promptly inform the requesting Authority of the reasons for its refusal.
25. Any document or other material provided in response to a request under this MoU and any copies thereof should be returned on request.
26. To the extent permitted by any laws or regulations applying in Turkey or Taiwan, the Authorities will use reasonable efforts to provide each other with any information they discover which may be relevant for the other Authority. If the cost of fulfilling a request is likely to be substantial, the requested Authority may, as a condition of agreeing to

give assistance under this MoU, require the requesting Authority to make a contribution to costs.

CONFIDENTIALITY AND PERMISSIBLE USE OF THE INFORMATION PROVIDED

27. The assistance or information will be provided under this MoU by the Authorities for the purposes of assisting each other in the performance of their regulatory functions relevant to the scope of this MoU. To the extent permitted by law, each Authority will keep confidential;

- (a) Any request for information made under the MoU;
- (b) Any matter arising in the course of its operation;
- (c) Any information passed under this MoU.

28. Such assistance or information will not be disclosed by the recipient to third parties without the consent of the Authority providing the assistance or information.

29. Information supplied under this MoU may be used solely for the purpose stated in the request and consisting of;

- (a) Ensuring compliance with or enforcement of the law or regulation specified in the request;
- (b) Making or assisting investigations in relation to the following, or conducting or assisting in the conduct of the following:
 - (i) Market surveillance;
 - (ii) Investigations related to any general charge applicable to the breach of the law or regulation specified in the request;
 - (iii) Civil or administrative proceedings relating to matters in paragraph 4 above;
- (c) Instituting or making a report to bodies responsible for criminal proceedings.

30. Where the requesting Authority intends to use the information furnished for any purpose other than those set out above, the requesting Authority must obtain prior written consent of the requested Authority. If the requested Authority consents to the use of the information for other purposes it may subject

it to certain conditions. If use of the information opposed by the requested Authority, the Authorities agree to consult about the reasons for the refusal and the circumstances or conditions under which the use of the information might otherwise be allowed.

31. The confidentiality provisions of this MoU shall not prevent the Authorities from informing other law enforcement or regulatory authorities in Turkey and in Taiwan where such communication is required in order to comply with the obligations under domestic laws. In this case the requesting Authority shall inform the requested Authority and shall undertake that the confidentiality requirements stated in this MoU will be realized by the corresponding authority.

CONSULTATION

32. The Authorities will keep the operation of this MoU under continuous review and will consult with a view to improving its operation and resolving any matters that may arise. In particular, the Authorities will consult upon request in the event of a denial by one Authority of, or opposition by an Authority to, a request or proposal made by the other Authority pursuant to this MoU.
33. The Authorities may consult informally, at any time, about a request or proposed request or any information provided within the discretion of an Authority in accordance with paragraphs 10, and 11 of this MoU. Additional information may be requested where further clarity is sought.
34. The Authorities may consult and revise the terms of the MoU in the event of a substantial change in the laws, regulations, or practices affecting the operation of the MoU.
35. To improve the cooperation under this MoU, the Authorities will conduct consultations and discussions on the implementation of the MoU periodically.

CONTACT POINTS



36. All communications between the Authorities should be between the points of contacts in Appendix A, unless otherwise agreed.

TERMINATION

37. This MoU shall be concluded for an unlimited period and may be denounced by any of the Authorities at any time by giving at least thirty days prior written notice to each other Authority. If either Authority gives such notice, this MoU will continue to have effect with respect to all requests that were made before the effective date of notification until the requesting Authority terminates the matter for which assistance was requested. The provisions concerning confidentiality shall remain in force thereafter.

ENTRY INTO EFFECT

38. This MoU will come into effect between the Authorities from the date of signature.

39. This MoU is signed in duplicate, in the English language.

SIGNED IN Hong Kong ON June 7, 2006.

FOR THE FINANCIAL SUPERVISORY COMMISSION OF TAIWAN

Mr. Daung-Yen LU, Acting Chairman

FOR THE CAPITAL MARKETS BOARD OF TURKEY

Dr. Do?an CANSIZLAR, Chairman