

**Check List of
Application Documents for NDC Letter of Qualification
(Applicable to Limited Partnership PE funds)**

Name of Limited Partnership: _____ Application date: _____ (yyymmdd)

Item	Compliance Yes/No Self- check	Remarks
1. Letter of Application (see Annex 1)	<input type="checkbox"/> Y <input type="checkbox"/> N	
2. Basic information of limited partnership (see Annex 2)	<input type="checkbox"/> Y <input type="checkbox"/> N	
3. List of partners; listing existing and intended general/limited partners	<input type="checkbox"/> Y <input type="checkbox"/> N	
4. Name list of main management team (i.e. general partner) including: (1) Basic information of management company (see Annex 3, including its articles of association and a photocopy of its registration certificate) (2) Resume of limited partnership's main management team (see Annex 4)	<input type="checkbox"/> Y <input type="checkbox"/> N	
5. Draft limited partnership contract or agreement	<input type="checkbox"/> Y <input type="checkbox"/> N	
6. Investment decision-making mechanism and post-investment risk-management system	<input type="checkbox"/> Y <input type="checkbox"/> N	
7. Commissioned management contract (if applicable)	<input type="checkbox"/> Y <input type="checkbox"/> N	<input type="checkbox"/> Not applicable
8. Basic information of commissioned management company (if applicable), including: (1) Basic information of commissioned management company (see Annex 5, including its articles of association and a photocopy of its registration certificate)	<input type="checkbox"/> Y <input type="checkbox"/> N	<input type="checkbox"/> Not applicable

(2) Resume of commissioned management company's main management team (see Annex 6)		
9. Fund-raising plan	<input type="checkbox"/> Y <input type="checkbox"/> N	
10. Partners' letters of intent for investment (see Annex 7)	<input type="checkbox"/> Y <input type="checkbox"/> N	Please verify and provide proof of partners' capital or financial ability.
11. Private Equity Fund Declaration of Having No Mainland Area Funding (see Annex 8)	<input type="checkbox"/> Y <input type="checkbox"/> N	

Remarks:

1. The above-listed documents must be submitted by a limited partnership to apply to the NDC for a letter of qualification, as specified in Point 5 of the Directions for Guiding and Managing the Promotion of Industrial Investment by Private Equity Funds.
2. All application documents must be presented in Chinese. Please prepare one original and twelve photocopies to present for review.
3. If the space for items 2-4 is insufficient, please feel free to expand.
4. English translation of all application forms and documents is provided herewith for applicants' reference. In case of any inconsistency between the English translation and the Chinese original, the Chinese original shall prevail.

Annex 1

Letter of Application
from _____ Limited Partnership Preparatory Office

Address:
Telephone:
Email:
Contact person:

Recipient: National Development Council

Date: _____(yymmdd)

Document No.:

Priority: Ordinary

Confidentiality classification & release condition or confidentiality period: None

Attachment:

Subject: Request for a Letter of Qualification issued by National Development Council for the establishment of _____ Limited Partnership.

Explanation:

1. The application is submitted in accordance with the provisions of Point 4 of the Directions for Guiding and Managing the Promotion of Industrial Investment by Private Equity Funds.
2. We are attaching herewith the following information pertaining to the preparation and registration of _____ Limited Partnership, as stipulated in Points 4 and 5 of the Directions for Guiding and Managing the Promotion of Industrial Investment by Private Equity Funds :
 - (1) Basic information of _____ Limited Partnership.
 - (2) Name list of partners; listing intended general/limited partners.
 - (3) Name list of management company (i.e. general partner), including:
 - a. Management company's basic information and articles of association and a photocopy of its registration certificate.
 - b. Resume of _____ Limited Partnership's main management team.
 - (4) Draft limited partnership contract or agreement.
 - (5) Investment decision-making mechanism and post-investment risk management system.
 - (6) Commissioned management contract.
 - (7) Basic information of commissioned management company (or partner), if applicable, including:
 - a. Commissioned management company's basic information and articles of association and a photocopy of its registration certificate.
 - b. Resume of commissioned management company's main management team.
 - (8) Fund-raising plan.
 - (9) Partners' letters of intent for investment, in which the investment commitments shall constitute at least 20% of the agreed total capital contribution.
 - (10) Private equity fund declaration of having no mainland area funding.
3. The National Development Council is respectfully requested to examine the attached information, and to consider and approve the issuance of a Letter of Qualification accordingly.

_____ Limited Partnership Preparatory Office

Representative: _____

Annex 2

Basic Information of _____ Limited Partnership

1. Name of limited partnership:		
2. Intended address:		
3. Fund-raising scale (total of agreed capital contributions): NT\$		
4. (Intended) representative:		
5. Partnership structure (No. of general partners: ____; No. of limited partners: ____)		
General/Limited Partners	Subscribed Capital Contribution	Subscribed Capital Contribution Ratio
1.		%
2.		%
3.		%
4.		%
6. Areas of investment	Domestic %	Overseas %
7. Important and strategic industries targeted for investment:		
Targeted industry for investment	Belonging to the scope of important and strategic industries(see note)	
8. Whether to engage in M&A:		
<input type="checkbox"/> Y <input type="checkbox"/> N		
9. Whether to commission management:		
<input type="checkbox"/> Y (Please provide the contract for commissioned management) <input type="checkbox"/> N		
10. Whether the general partner has received any regulatory sanctions or penalties within the last 3 years?		
<input type="checkbox"/> Y (Please specify the reason for the sanction or penalty) <input type="checkbox"/> N		
11. Name of independent auditor:		

Note: According to the scope of important and strategic industries defined in Point 3, such as Asian Silicon Valley Development Plan.

Annex 3

Basic Information of Management Company (i.e. General Partner)

1. Company name:		
2. Company address:		
3. Registered capital: NT\$		Paid-in capital: NT\$
4. Company (intended) chairman & general manager: (chairman _____, general manager _____)		
5. Current commissioned management cases and commissioners		
Commissioner	Date	Amount
6. Cumulative investment amount or number of management cases		
Investment amount	Number of management cases	
7. Average investment amount in the last three years		
Year	Investment amount	
8. Number of personnel with expertise in investing or managing domestic or overseas equity funds: Specialization (industries) _____		
9. Whether the management company has received any regulatory sanctions or penalties within the last 3 years?		
<input type="checkbox"/> Y (Please specify the reason for the sanction or penalty) <input type="checkbox"/> N		

Annex 4

Resume of _____ Limited Partnership’s Main Management Team (i.e General Partner)

Name		Job title	
Address:			
1. Education (please specify degrees, departments, names of schools, and periods of study, including university and above)			
2. Experience (please specify company name, job title, job responsibilities and service period)			
3. Expertise (please specify industry fields and specialist skills)			
4. Investment management experience			
1. Have invested or managed domestic or overseas equity funds of NT\$_____, in a cumulative number of _____ cases. 2. Specific examples of participation in investment management and performance:			
5. Declaration			
1. I hereby declare that the contents entered on this form are true and correct. 2. I have not been subject to any regulatory sanctions or penalties within the past 3 years. <p style="text-align: right;">Signed : Date :</p>			

Annex 5

Basic Information of Commissioned Management Company

(Only fill in if applicable)

1. Company name:		
2. Company address:		
3. Registered capital: NT\$		Paid-in capital: NT\$
5. Company (intended) chairman & general manager: (chairman _____, general manager _____)		
5. Current commissioned management cases and commissioners		
Commissioner	Date	Amount
6. Cumulative investment amount or number of management cases		
Investment amount	Number of management cases	
7. Average investment amount in the last three years		
Year	Investment amount	
8. Number of personnel with expertise in investing or managing domestic or overseas equity funds: Specialization (industries) _____		
9. Whether the Commissioned management company has received any regulatory sanctions or penalties within the last 3 years?		
<input type="checkbox"/> Y (Please specify the reason for the sanction or penalty) <input type="checkbox"/> N		

Annex 6

Resume of Main Management Team of _____ Company (i.e. Commissioned Management Company)

(Only fill in if applicable)

- All the company’s full-time staff is identical to the general partners of _____ Limited Partnership.
- More full-time managers are detailed below:

Name		Job title	
Address:			
1. Education (please specify degrees, departments, names of schools, and periods of study, including university and above)			
2. Experience (please specify company name, job title, job responsibilities, and service period)			
3. Expertise (please specify industry fields and specialist skills)			
4. Investment management experience			
1. Have invested or managed domestic or overseas equity funds of NT\$_____, in a cumulative number of ____ cases. 2. Specific examples of participation in investment management and performance:			
5. Declaration			
1. I hereby declare that the contents entered on this form are true and correct. 2. I have not been subject to any regulatory sanctions or penalties within the past 3 years.			
Signed :			
Date :			

Annex 7

Partner’s Letter of Intent for Investment

_____ agrees to subscribe to _____ Limited Partnership, subscribing an amount of NT\$_____ to be paid proportionally in accordance with fund-raising progress.

This Letter of Intent is hereby submitted to _____ Limited Partnership Preparatory Office by:

_____ Company (seal)

_____ Representative (seal)

Annex 8

Private Equity Fund Declaration of Having No Mainland Area Funding

In accordance with the conditions for applying to the NDC for a letter of qualification as specified in the National Development Council Directions for Guiding and Managing the Promotion of Industrial Investment by Private Equity Funds, the undersigned juridical person _____ (insert name of private equity fund) hereby declares that no current investor or investor intending to participate in future investment in this juridical person, or in its commissioned management company, is a natural person, juridical person, group or other entity of the Mainland Area, and that no natural person, juridical person, organization or other entity of the Mainland Area has the ability to control this juridical person or its commissioned management company or an investor therein, or holds more than ten per cent (10%) of the shares or has contributed more than ten per cent (10%) of the total paid-in capital of an investor in this juridical person or its commissioned management company (see note).

The below-signed also affirms that, after approval of this application, as and when required for subsequent inspection by the NDC, the undersigned will willingly cooperate in providing the names and background (including nationality) of the directors and shareholders (up to the ultimate beneficial ownership) of this juridical person and its commissioned management company, and information concerning actual ownership, overseas shareholding structure, agreements relating to this investment structure or application, and other pertinent matters, and agrees, upon request by the NDC, to provide a report by disinterested independent accountants of an audit conducted specially for the purpose of confirming that this juridical person and its commissioned management company have no Mainland Area funding. The undersigned is willing to bear, without objection, legal liability for any false statement or intentional concealment of fact.

To

National Development Council

Signed by

Name of juridical person: _____(signature & seal)

Responsible officer: _____(signature & seal)

Date: (month) (day) (year)

Note: For the method of determining ability to control and computing whether shareholding or capital contribution exceeds 10%, reference can be made to rulings on interpretation of "having the ability to control" in Article 3 Paragraph 2 Subparagraph 2 of the Regulations Governing Permission for Investment in Taiwan by People of the Mainland Area (see, for example, MOEA Interpretation Orders Jing-Shen-Zi No. 10904606720 and No. 10904606730 dated December 30, 2020.)