

***Corporate Governance and Taiwan's Capital Markets:***

A Special Meeting of  
Business Leaders, International Investors, and Government Regulators

*Taipei World Trade Center  
Taipei, Taiwan  
April 6 and 7, 2006*

<b>Guests of Honor and Panelists</b>
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**From Taiwan:**

**Kong, Jaw-Sheng (龔照勝)**

Chairperson

Financial Supervisory Commission, Executive Yuan

**Chang, Lee L.C. (張立秋)**

President

Yuanta Core Pacific Securities

**Chang, Wu-Yee (張五益)**

Chairman

KPMG, Taiwan

**Chen, Sean C. (陳冲)**

Chairman

Taiwan Cooperative Bank

**Chen, Tain-Jy (陳添枝)**

Professor of Economics

National Taiwan University

**Chien, Hung-Wen (簡鴻文)**

Chairman

Taiwan Securities Association

**Chin, Amy (金文悅)**

Commissioner

Financial Supervisory Commission, Executive Yuan

**Her, Chang Mirng (何昌明)**

President

Fuhwa Financial Holding Company

**Ho, Foo-Shiung (何富雄)**

President

Taiwan Future Exchange

**Huang, Tien-Mu (黃天牧)**

Director-General of Insurance Bureau

Financial Supervisory Commission, Executive Yuan

**Ko, Chen-en (柯承恩)**

President

Chung Hua Institute for Economic Research

**Lee, Chi-Hsien (李啟賢)**

Deputy Director-General of Securities and Futures Bureau

Financial Supervisory Commission, Executive Yuan

**Lee, Shyan-Yuan (李賢源)**

Commissioner

Financial Supervisory Commission, Executive Yuan

**Lee, Tsun-Siou (李存修)**

Professor of Finance

National Taiwan University

**Li, Ko-Ming (李克明)**

Chairman

Fuhwa Asset Management Company

**Lin, Andrew (林仁光)**

Assistant Professor of Law

National Taiwan University

**Lin, Tien-Fu (林添富)**

President

Fuhwa Securities Company

**Liu, Tseng-Hwa (劉曾華)**

Chairman

Fuhwa Leasing Company

**Ma, Rudy (馬志玲)**

CEO

Yuanta Securities Group

**Ma, Victor (馬維建)**

Chairman

Fuhwa Securities Finance Company

**Ma, Michael (馬維辰)**

Vice Chairman

Fuhwa Commercial Bank Company

**Ma Tu, Judy (杜麗莊)**

Chairperson

Yuanta Core Pacific Securities Company

**Seetoo, Dah-hsian (司徒達賢)**

Professor of Business Administration

National Cheng-Chi University

**Tesng, Gary K.L. (曾國烈)**

Director-General of Banking Bureau

Financial Supervisory Commission, Executive Yuan

**Wei, Mark Pao-Shing (魏寶生)**

Secretary General

Taiwan Financial Services Roundtable

**Wu, Ching-Sung (吳青松)**

Professor of International Business

National Taiwan University

**Wu, Chung-Fern (Rebecca) (吳琮璿)**

Commissioner

Financial Supervisory Commission, Executive Yuan

**Wu, Nai-Jen (吳乃仁)**

Chairman

Taiwan Stock Exchange Corporation

**Wu, Tang-Chieh (吳當傑)**

Director-General of Securities and Futures Bureau

Financial Supervisory Commission, Executive Yuan

**Yeh, Yin-Hua (葉銀華)**

Professor and Director at the Graduate Institute of Finance  
Fu Jen Catholic University

**Yen, Ching-Chang (顏慶章)**

Chairman  
Fuhwa Financial Holding Company

**From other countries:**

**Jamie Allen** is Secretary General of the Asian Corporate Governance Association (ACGA) located in Hong Kong. The ACGA is an independent, non-profit membership organization dedicated to working on implementation of effective corporate governance practices throughout Asia. It has more than 50 member organizations, including institutional investors that manage about US \$5 trillion in assets.

**Hye-Won Choi** is Corporate Governance Director and Senior Counsel at TIAA-CREF in New York. TIAA-CREF operates one of the world's largest retirement systems, with over US \$360 billion in combined assets under management.

**Kenneth B. Davis, Jr.** is the Dean and George Young Professor of Law of the University of Wisconsin Law School. Dean Davis research and teaching interests focus principally on corporate law, especially corporate governance.

**Marc Goldstein** is an attorney and serves as Head of Research in the Tokyo office of Institutional Shareholder Services (ISS). ISS provides proxy voting advice and corporate governance services on a global basis to more than 1,600 institutional investor and corporate clients.

**Charles R. Irish** is the Director of the East Asian Legal Studies Center and Volkman-Bascom Professor of Law at the University of Wisconsin Law School. Professor Irish's teaching and research are in the areas of international tax and trade laws.

**Keith Johnson** is former Chief Legal Counsel of the State of Wisconsin Investment Board, where he was responsible for corporate governance activities at the US \$75 billion public pension fund manager. He is currently Program Director for the Wisconsin International Corporate Governance Initiative

and an Adjunct Professor of Corporate Governance at the University of Wisconsin Law School and Chair of Reinhart Institutional Investor Services.

**Kha Loon Lee**, CFA, is Head of the CFA Centre for Financial Market Integrity, Asia Pacific, in Hong Kong. The Centre for Financial Market Integrity is sponsored by the CFA Institute, a non-profit Organization with more than 76,000 Chartered Financial Analyst members worldwide. The Centre's mission is to promote fairness, efficiency, integrity and investor protection in the global capital markets.

**Colin Melvin** is Director of Corporate Governance for Hermes Investment Management. Hermes is headquartered in London and is owned by the British Telecom and Post Office pension scheme, which is also its largest client. Hermes manages over US \$105 billion for more than 230 pension funds, insurance companies, government agencies and financial institutions.

**Jelle Mensonides** is Director of ABP Investments US, Which is a New York subsidiary of Stichting Pensioenfonds ABP of the Netherlands. ABP is the largest pension fund in Europe, with over US \$225 billion in assets.

**Anne Pang** is the Executive Director and Head of Investor Relations at Citigate Dewe Rogerson North Asia. Citigate Dewe Rogerson is the Investor Relations Consultancy arm of the Huntsworth Group in London. Anne specialises in advisory services for corporates to improve governance standards and investor communications. She also conducts research on governance standards for Chinese stocks.

<b>Agenda</b>
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**April 6**

**09:15 – 09:45 AM:**

***Opening Ceremony:***

**Ching-Chang Yen 顏慶章**

Chairman

Fuhwa Financial Holding Company

**Dean Kenneth B. Davis, Jr.**

University of Wisconsin Law School

**Chairperson Jaw-Sheng Kong 龔照勝**

Financial Supervisory Commission, Executive Yuan

**09:45 – 10:45AM:**

***Keynote Address – "Corporate Governance in Taiwan -- The Road Ahead"***

**Dean Kenneth B. Davis, Jr.** University of Wisconsin Law School

**10:45 – 11:00AM: *Coffee Break***

**11:00 – 12:00AM:**

***Session 1 – Taiwan's Financial Reforms: What has been done, what lies ahead?***

The purposes of this session are to review the recent laws and regulations affecting corporate governance and to discuss changes now under consideration and the direction of future reforms.

**Moderator:**

**Chen-en Ko 柯承恩**, President, Chung Hua Institute for Economic Research

**Panelists:**

**Amy Chin 金文悅**, Commissioner, Financial Supervisory Commission, Executive Yuan

**Shyan-Yuan Lee 李賢源**, Commissioner, Financial Supervisory Commission, Executive Yuan

**Victor Ma 馬維建**, Chairman, Fuhwa Securities Finance Company

**12:00 – 01:30 PM: Lunch**

**01:30 – 03:30PM:**

***Session 2 – Independent Directors, Supervisory Commissions and Beyond***

Independent directors and supervisory commissions play important roles in improving corporate governance, but, as the US financial scandals have made abundantly clear, independent directors and supervisory commissions are not the complete answer. The purposes of this panel are to explore the limits of independent directors and supervisory commissions and to consider what additional elements are necessary to enhance corporate governance without impinging on the entrepreneurial spirit of corporate officers.

**Moderator:**

**Tain-Jy Chen 陳添枝**, Professor of Economics, National Taiwan University

**Panelists:**

**Chi-Hsien Lee 李啟賢**, Deputy Director-General of Securities and Futures Bureau  
Financial Supervisory Commission, Executive Yuan

**Jamie Allen**, Secretary General, Asian Corporate Governance Association

**Jelle Mensonides**, Director, ABP Investments US

**Andrew Lin 林仁光**, Assistant Professor of Law, National Taiwan University

**03:30 – 04:00PM: Coffee Break**

**04:00 – 05:00 PM:**

***Session 3 – The Market for Corporate Control***

**Moderator:**

**Ching-Sung Wu 吳青松**, Professor of International Business, National Taiwan  
University

**Panelists:**

**Yin-Hua Yeh 葉銀華**, Professor and Director of the Graduate Institute of Finance,  
Fu Jen Catholic University

**Marc Goldstein**, Head of Research - Tokyo Office, Institutional Shareholder Services

**Ko-Ming Li 李克明**, Chairman, Fuhwa Asset Management Company

**April 7**

**09:00 – 11:00AM:**

***Session 4 – Financial Reporting and Transparency***

The dependability and accessibility of financial reports have a major effect on the attractiveness of capital markets. The purpose of this session is to look at Taiwan's financial reporting and transparency standards, especially in comparison to the capital markets often in competition with Taiwan.

**Moderator:**

**Charles Irish**, Professor and Director of the East Asian Legal Studies Center, University of Wisconsin

**Panelists:**

**Chung-Fern Wu (Rebecca) 吳琮璿**, Commissioner, Financial Supervisory Commission, Executive Yuan

**Kha Loon Lee**, Head, CFA Centre for Financial Market Integrity

**Wu-Yee Chang 張五益**, Chairman, KPMG Taiwan

**11:00 – 11:15AM: Coffee Break**

**11:15 – 12:15 PM:**

***Session 5 – Good Governance and Employee Compensation (Bonus Shares, etc.)***

Both the amount of employee compensation and the form of such compensation are major concerns of minority shareholders, but in many cases they also are major determinants of the success of the enterprise. The principal purpose of this session is to establish a dialogue between investors concerned about dilution of their shares and the corporate officers who view bonus shares and other compensation incentives as critical to the continuing competitiveness of their enterprise.

**Moderator:**

**Keith Johnson**, former senior counsel for the State of Wisconsin Investment Board, Chair of Reinhart Institutional Investor Services and Program Director for the Wisconsin International Corporate Governance Initiative.

**Panelists:**

**Mark Pao-Shing Wei 魏寶生**, Secretary General, Taiwan Financial Services Roundtable

**Tsun-Siou Lee 李存修**, Professor of Finance, National Taiwan University

**Anne Pang 彭可欣**, Executive Director and Head of Investor Relations, Citigate Dewe Rogerson



**Colin Melvin**, Director of Corporate Governance, Hermes Investment Management

***12:15 – 1:30 PM: Lunch***

***1:30 – 3:30 PM:***

***Session6 – Where to go from here?***

**Moderator:**

**Ching-Chang Yen 顏慶章**, Chairman, Fuhwa Financial Holding Company

**Panelists:**

**Gary K.L. Tseng 曾國烈**, Director-General of Banking Bureau, Financial Supervisory  
Commission, Executive Yuan

**Colin Melvin**, Director of Corporate Governance, Hermes Investment Management

**Hye-Won Choi**, Corporate Governance Director, TIAA-CREF