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壹、前言

國際證券管理機構組織(the International Organization of Securities Commission,以下簡稱 IOSCO)技術委員會(Technical Committee)於本(96)年 11 月 7 日至 9 日於日本東京舉行,主辦單位為日本金融廳(Financial Services Agency, FSA)。

IOSCO為目前世界各國證券及期貨市場主管機關最重要的國際性合作組織。該會成立於1983年,其前身為Inter-American Regional Association(成立於1974年)。原會員均為美洲境內之證券主管機關,直至1984年在法國、印尼、韓國、英國等國家之證券期貨主管機關陸續加入後,方成為一國際性證券管理機構組織。我國係於民國76年(西元1987年)由當時的證券主管機關—財政部證券管理委員會申請加入IOSCO,民國93年(西元2004年)7月1日行政院金融監督管理委員(以下簡稱「本會」)成立後,改由金管會代表我國為IOSCO的會員。

IOSCO 組織架構概分為兩大類: (一)首長委員會, 其下分為亞太地區分會、美洲地區分會、非洲/中東地區分 會歐洲地區分會,及(二)執行委員會,其下分設技術委 員會及新興市場委員會等兩個工作委員會。

IOSCO的會員制度共分為三類:(一)正會員 (Ordinary Member):凡證券市場主管機關或類似之政府單位 均可申請。(二)副會員(Associate Member):如一國之地 方性主管機關組成之協會或其他相關法定主管機關可申請 成為副會員。(三)附屬會員(Affiliate Member):任何與證 券市場有關之自律機構或國際性機構均可申請成為附屬會 員。

IOSCO 技術委員會屬於 IOSCO 執行委員會(Executive Committee)轄下兩個工作委員會(Specialized Working

Committee)之一;另一個工作委員會則為新興市場委員會 (Emerging Market Committee)。

IOSCO技術委員會目前共有十五個會員,均來自已開發、規模較大及較國際化之國家,該委員會每年召開數次會議,其下並分設五個工作小組(Specialized Working Groups),分別為:跨國資訊揭露及會計(Multinational Disclosure and Accounting)小組、交易市場管理

(Regulation of Secondary Markets)小組、市場中介機構之管理(Regulation of Market Intermediaries)小組、執法與資訊交換(Enforcement and the Exchange of Information)小組,及投資管理(Investment Management)小組。(IOSCO簡介請參考附件一)

本會目前係 IOSCO 新興市場委員會會員,非技術委員會會員,惟自 2004 年起已第四度受邀出席技術委員會,顯見我國近年來積極推動證券市場改革、強化公司治理,以及戮力建立與國際化接軌之監理制度等措施已受到國際同儕的認同與重視。

本會為IOSCO正式會員,台灣證券交易所、櫃檯買賣中心及台灣期貨交易所均為該組織附屬會員(affiliate membership);是以,本次出席技術委員會會議係由本會楊委員雅惠率本會證券期貨局科員林坤鎮,台灣證券交易所專員張旺、張燕平,財團法人中華民國櫃檯買賣中心副組長劉文忠、何藹然,及台灣期貨交易所組長黃定容、專員蔡瓊霈等員出席。本次會議據主辦單位統計,計有51個會員國,超過400人參加。本會此行除參與各場次專題研討會外,並於會議期間積極與各會員國代表進行諮商與對話,除藉機期許未來加強雙邊合作,促進彼此間資本市場發展與管理經驗之交流外,同時希冀提高我國資本市場之國際能見度。

又,鑒於我國期貨市場發展日趨成長,新商品不斷推 陳出新,為持續擴大國內期貨市場的規模,多方汲取國外 發展期貨市場經驗,俾有助於推動國內期貨業務之參考。 本代團爰於會議結束後,順道拜會日本東京工業品交易所 (The Tokyo Commodity Exchange, TOCOM),考察日本期 貨市場發展現況,並藉機交換市場發展及管理經驗。

本次報告的撰寫內容大致分為五部分。除本節外第貳節為出席會議情形,包括各個主要演講(Keynote speech)內容摘要,及各場次研討會的討論重點與各主持人及與談人的發表內容。第參節為本會代表在會議期間與相關出席代表的會談摘要。第肆節係拜會日本東京工業品交易所的訪談內容以及該交易所的簡介。第伍節則是結論,就本次出席會議及拜會活動的意義與成效作一總結。

貳、出席IOSCO技術委員會會議情形

本次 IOSCO 技術委員會會議係以專題研討方式,就證券市場面對全球整合的趨勢下,有關國際間的會計及審計標準應如何整合、交易所面臨的競爭與整合、面對全球金融機構集團化監理機關應如何因應、各國監理機關應如何加強跨國監理合作及執法,以及對於另類投資如對沖基金應否加強監理等議題進行探討。會議係由日本金融廳國際事務部副主管 Mr. Junichi Maruyama 負責引言及串場,M君表示本年度 IOSCO 技術委員會會議希望營造各國對話機制,除希望技術委員會各會員在接下來一天半之與會期間進行各項議題之探討,同時也邀請了許多新興市場會員以及業者代表的參與,彼此共同討論目前國際資本市場所面臨的挑戰。

一、開幕致辭及專題演講

(一) 開幕致辭—日本金融廳大臣渡辺喜美

會議開場由主辦大會日本金融廳大臣渡辺喜美 (Yoshimi Watanabe, Minister of State for Financial Service and Administrative Reform, Government of Japan)致辭,內 容摘要如下:

本人首先代表日本金融廳歡迎大家蒞臨日本參加 IOSCO\TC 會議。個人深感榮幸今年能在亞洲最大的資本市 場一日本舉行,由日本金融廳主辦,並能邀請來自世界各 地眾多國家,400多位證券監督行政機關代表與各國金融相 關市場之外賓們共襄盛舉。

在10年前的11月,日本經歷了戰後首次債務不履行之金融危機,導致諸多銀行以及證券公司相繼破產倒閉。 因此,藉由這歷史性的金融危機,讓日本從教訓中學習了 如何處理流動性資產所引發的系統風險(Systemic risk)等新的金融課題。

綜觀今日的全球市場,於今年夏季由美國所引發的次級房貸風暴,不單單造成美國金融經濟下滑,也影響歐洲信貸市場,甚至掀起全世界證券市場大動盪。同時,黑色星期一(Black-Monday)亦於今年屆滿20年。回顧當時全球股市,曾經歷了一場嚴重的打擊,20年前股市的崩盤教訓,理所當然成為今日市場的借鏡。尤其,面對今日金融商品的多樣化、全球化及迅速化等因素,風險控管、危機處理和資訊系統等,勢將成為各國政府主管機關不可忽略的課題,且必須面對的新挑戰。

這次會議主題是「市場機制—競爭、融合與協調」, 期盼在座的各國代表們,能把握此次難得的機會相互交換 意見、進行多元化討論。亦希望透過各項議題之探討,所 提出的建言與相關政策等,能夠為日後提升日本競爭力、 強化日本市場國際化、及吸引國外企業投資和保護市場投 資人等重要之參考。

冀望各位嘉賓除能藉機多了解日本獨特之文化外,更 期望能夠與各國就建立良好的協調機制、公開的資訊揭 露、市場的規範管理暨保護資本市場的投資人等議題有良 好的交流。

(二)專題演講第一場—IOSCO 技術委員會主席 Mr. Michel Prada

法國證管會主委兼 IOSCO 技術委員會主席 Mr. Michel Prada 以貴賓身分致詞,他首先恭喜並感謝日本金融廳主辦這次的盛會,由於這次的討論議題都甚具時事性,且與會者都是金融市場高階及專業人士,相信他們的精闢立論將使各位以及 IOSCO 獲益良多。要點如下:

或許藉由最近的金融風波汲取教訓尚言之過早,然 而,近日的金融風波顯然地導因於信用風險的管理不善以 及去仲介化 (disintermediation) 的處置不當。我們看到了 信用紀律受到嚴重傷害,包括:風險評價不足、風險移轉 不夠透明,以致造成市場癱瘓、流動性風險,甚至跨銀行 間的市場失能。

容我引述前香港證監會主委沈聯濤先生最近演說的一 段話:「衍生性商品市場的真實價格儼然已超過發行人、 投資者、會計師及監理機關所能瞭解並評量其風險的能 力」。

不錯,金融結構商品市場的成長是由於一些追求高收益的機構投資者的強烈需求、持續的科技革新,以及逐漸強化去仲介化等原因所造成。金融穩定論壇(The Financial Stability Forum)曾經強調這些演進所產生的潛在危機,尤其是那些將高收益的抵押債權證券轉變成低流通性的複雜性商品。鑒於金融結構商品市場的功能性以及造成它今日情境的機制,迫使證券主管機關檢視目前的標準以及原則是否足以因應當下所處的事件。

針對證券主管機關所關切的議題有三項。第一是有關 目前結構性商品信用風險評估的過程以及信評公司所扮演 的角色。信評的涵意似乎被買者誤解並且只被用來作結構 性商品定價的參考,相關人士根本不在乎所可能產生的流 動性風險。

第二項是有關證券交易標的資產的透明化,以及發行 結構商品所揭露的程度;商品的最後持有者對於分散信用 風險是否取得足夠訊息?監理機關和市場參與者是否針對 這些結構的本質、數量,以及去仲介化後的風險等取得足 夠的訊息?

最後則是有關結構商品的評價問題,因為它牽扯到會 計標準、風險模式,以及金融機構持有這些商品部位的訊 息。當金融機構是公開發行公司時,就涉及到審慎監理原則,也涉及到對股東、基金經理人,以及市場參與者等的 資訊揭露。

最近的事件顯示出全球金融監理機關之間良好的溝通 及協調關係,並展現出國際組織間的反應動作。在 G7 的要求下,金融穩定論壇成立一個工作小組,以分析研究最近 危機產生的緣由、弱點,以及如何強化市場紀律和機構者 的彈性等,並記取教訓。

為了配合金融穩定論壇的工作,以及為了分析最近的 風波有那些涉及證券市場的標準及原則,IOSCO技術委員 決定設立一個工作小組,以研究分析信評公司在金融結構 市場發展上所扮演的角色;同時也將關注評價的問題。 IOSCO最近剛發布有關對沖基金評價標準的文件。這些原 則在業界的通力合作下,將可作為回應我們最近的關切。

技術委員任務小組將關切有關金融結構市場的透明度,以及其所衍生的會計原則;還有,特殊目的工具 (SPV)的議題亦迫在眉梢。

由於金融中心及金融市場既各自獨立又都緊密的結合在一起,最近的事件突顯出監理機關之間合作的重要性。我同時要強調,由於全球市場創新商品愈來愈多且複雜,與業界密切的合作亦甚為重要,俾發展出業界應遵守的規範與守則。

IOSCO刻正推動與其他國際組織機構進行有益的對話。一就未來整合監視實務以強化跨國業務之議題,從市場參與者中汲取意見;二就市場可能之弱點與業界分享意見,俾即早預估監理上的缺失。

(三)專題演講第二場—美國 SEC 主委 Mr. Christopher Cox

美國證管會 (Securities and Exchange Commission, USA,以下簡稱美國 SEC) 主委 Mr. Christopher Cox 亦以貴賓身分致詞,要點如下:

科技及金融創新讓投資人及我們的經濟獲益不少,本人即大力鼓吹應藉由科技的力量以改善監理的品質以及降低監理成本。然而科技改善了投資人的生活,卻也被證券界的騙子利用成為更精密的手段以掠奪投資人的儲蓄,讓主管機關及檢調單位難以將其繩之以法。

有關其他的現代革新,譬如精密的結構性財務商品或證券設計,擴大了流動性且降低風險,但卻也產生了有關投資人保護的新問題,使得監理機關不停地思索對策。我們現在面對的問題是,為分散金融風險而設計出來的銀行證券化債券以及其他相關商品,已在全球市場擦出信用危機的火花。這些缺乏透明化的證券商品,以及那些購買者可能未經過適當的評量的情境,在在地說明了我們不斷地在歷史的教訓中學習。

科技及全球化同時代表了無限的機會以及日漸升高且 複雜的威脅,除了所有領導人群聚 IOSCO 群策群力外,似 無其他更好的方法來對抗這些威脅以確保投資人真正從中 獲利。

我們的法律架構各有不同,但身為金融監理機關,我們被賦予保護投資人,確保市場公平、有效率、透明,以及降低系統風險的責任。這正是 IOSCO 的核心原則。

儘管其複雜性,今日的全球市場就像每個國內市場的情況一樣,當詐欺風險高的時候,投資人會失去信心。自從安隆案及世界通訊案後,不僅美國,每個主要市場都加強對投資人的保護—因為一旦投資人喪失信心,他們即難重返市場。

投資者需要一個全球性的市場。例如最近幾年,東京 證交所過半的成交量來自海外;在歐洲交易所,則有 30% 至50%的股票為外國人所持有;在美國,今天約有三分之二的美國投資人擁有非美國公司的股票,5年來增加30%。

當投資者對全球市場有興趣時,他們所要求的不過是 一個誠實公正的市場。因此身為主管機關,我們所面臨的 問題是,我們在確保國內投資人及國內經濟享受跨境交易 整合、全球金融多元化,以及最近的科技與金融創新的成 果時,如何更有效地保護投資人以及促進市場的效率和公 正?

我們必須以全球的角度去面對這些問題,解決的方式 並不是單靠一個特殊法規。簡而言之,我們需要調和一致 性、認許以及標準化。我們應從致力於監理原則一致性以 及聚焦於我們的共同目標等方向開始。

美國 SEC 長期以來即支持國際規範的和諧與一致性,譬如 IASB 的國際財務報告標準,以及 IOSCO 的國際揭露準則。當國際標準足夠且具高品質時,它們即可成為全球資本市場整合的重要支柱。

當然沒有監理標準是完美的,國際標準也不例外。但是一套通用的標準勝過各種不同且只會增加成本及困擾的標準。這也是美國 SEC 考慮訂定法規讓那些在母國使用國際財務報告標準的發行公司,無需依照美國一般公認會計準則,也能依國際財務報告標準向美國證管會申報;我們同時正考量是否給予美國國內的發行公司同樣的選項。我們長期以來支持國際監理的一致性,7年前,美國 SEC 即規定外國發行公司應出具的公開說明書之揭露規範應比照 IOSCO 的國際揭露準則。

因為國際標準很重要,所以必須取得共識兼具品質才能付諸行動。現實上,要達到這種組合可能有困難——尤其不同的管轄區各有不同的管理哲學。

因此從沒有國際標準的領域中尋求共通點是合理的。 透過更中性的以及當下的目標,譬如發展國際原則及監理

守則等,我們經常學習到,儘管彼此間不同的法律系統, 我們之間的差異並非想像中那麼大。

透過合作,我們可以從監理之間的差異學習到各自不同的管理經驗。同時我們也認知到實證經驗與監理套利 (註:即同種業務如由不同機關監理,容易造成業者取巧逃避較嚴者之監理)之間的差異。我們從實證中發現如何讓法規同時更有效運作並減少成本而獲利;但是我們也因法規被用來阻絕競爭或故意被忽視其原意而受損。

除了提供給投資人更廣泛的選擇,並因此而減少投資成本外,相互認許或可提供給看法一致的監理機關一個實驗以尋求最可行的監理途徑。從美國一般公認會計準則與國際財務報告標準整合的計畫上,我們看出這種趨勢正在發生。這提供了我們一些例證說明了針對同一問題的兩種不同解決途徑可以整合成為一個單一的答案。最佳的例子就是 IOSCO 的多邊 MOU。

我相信 IOSCO 的角色是註定來扮演著建立一個無間隙的全球市場,過去幾年來的成就非凡且令人印象深刻的,包括多邊 MOU、審計獨立及監視、發行揭露以及信用評機構的處理原則等。

在可預見的未來,市場管理仍應維持在個別國家的事務範圍。在相互認許的領域中,比較困難的工作可透過雙邊基礎進行處理;或可透過一些由共同法律架構所維繫的 監理機關,如歐洲的例子,在多邊的基礎上進行合作。

但我相信 IOSCO 的真正力量在於它是扮演著全世界證券主管機關的智庫之角色。它是我們發展國際管理理念共識及哲學的地方,為許多國家在相互認許的議題上形成必要條件。所以 IOSCO 是個眾志成城的地方。

在許多案例中,IOSCO的工作激勵了其他國際組織發展自己的國際準則,國際會計標準委員會(IASB)即是一例。IOSCO亦扮演著從啟發觀念落實到個別的會員採行雙

邊協議的指導角色,例如鼓勵監理機關應分享執法資訊。 終極目標則是透過多邊 MOU,建立真正的國際準則。對我們的市場及 IOSCO 而言,這是個願景,而且我相信它即將實現。

有關各場次研討會的討論重點及各主持人和與談人的發表內容分述如下:

二、議題一:會計與審計之整合

摘 要:近年來全球資本市場之整合,促進了會計 與審計兩個領域努力趨向更一致性的標 準,並確保更高品質的財務報告。當主要 資本市場之證券主管機關正思考藉由對等 承認或相互認許國外標準之可能性時,會 計標準業已整合俾尋求更高品質。審計方 面則在確保會計標準,以及高品質之財務 報告之一致性的問題上扮演重要角色。

討論重點:本場次討論將聚焦於會計標準及審計未來 之角色,以確保高品質之財務報告,俾因 應資本市場之全球化與整合。

(一) 長程議題:

- 1·會計標準進行國際整合之挑戰
 - 美國 SEC 最近提出一項草案旨在袪除外國發行 公司在美國資本市場的相關規範。
 - 此外美國 SEC 亦提出乙份問卷討論是否允許國際財務報告準則 (the International Financial Report Standards, 以下簡稱 IFRS) 適用於美國發行公司。
 - 根據上述情況,國際整合的真正效益結果如何?假如 IFRS 同時適用於美國本土的發行公

司及在美國發行的外國公司,則目前邁向國際整合的動力是否因此消減?假如整合的進展持續的話,各母國(包括美國)的一般公認會計原則(GAAP)的角色將如何?

2·IFRS 面臨之挑戰

- (1) IFRS 的品牌及其適用之一致性
 - 我們可否預期一套放諸四海皆準的會計準則, 或者我們必須依各種不同狀況量身訂做 IFRS?
 - 目前以原則為基礎的途徑是否足以確保實務及 執法上的適用一致性?如何從教育上著手,包 括會計師考試、大學課程、對投資大眾宣導, 以及信用評等等?
- (2)國際會計標準委員會(the International Accounting Standards Board,以下簡稱 IASB)標準的制定之管理及正當程序
 - 目前 IASB 的管理及正當程序是否足以確保全球將可接受其標準?IASB 及相關人員如何因應?

3·審計標準之整合

國際審計簽證準則委員會(the International Assurance and Auditing Stnadards Board,以下簡稱 IAASB)在公眾利益監督委員會(Public Interest Oversight Board,以下簡稱 PIOB)及國際會計師聯合會(the International Federation of Accountance,以下簡稱 IFAC)監督下發布國際審計準則(ISAs)。在美國,公開公司會計監督委員會(以下簡稱 PCAOB)的審計標準是針對上市公司審計用的。ISAs 及 PCAOB 的審計標準則是被多國大型的審計公司用來建立審計評估方法的。

- 你認為審計應整合到何種程度?包括 ISAs 及 PCAOB 之間的審計準則、獨立性,以及教育 規則等。
- 國際審計準則整合的先決條件為何?其整合的 動力與障礙為何?路徑圖是否需要?
- 4·獨立審計員監督團體所帶來的衝擊
 - 最近出現的獨立審計監督團體對於審計員的行為有何衝擊?
- (二)短程議題--針對最近市場風暴的思維:
 - 5·公平價格衡量
 - 最近的事件是否給了我們針對金融商品的評價 方式應予改進的啟示?
 - 6·特殊目的個體 (SPEs) 的表外處置
 - 許多特殊目的個體會被排除在表外的理由為何?是否意謂著國際財務報告準則某些方面缺乏一致性?

主持人: Mr. Roel C. Campos

Partner, Cooley Godward Kronish LLP, Washington, DC, Former Commissioner, Securities and Exchange Commission, USA (美國 SEC 前任委員,現執業於 美國華盛頓)

與談人: Ms Julie A. Erhardt: Deputy Chief Accountant, Securities and Exchange Commission, USA (美國 SEC 副會計長)

Mr. Tsuguoki Fujinuma: Immediate Past Chairman and Presidet, The Japanese Institute of Certified Public Accountants(前日本會計師協會會長)

Mr. Jeffrey Lucy: Commissioner of Australian Securities and Investment Commission (澳洲證券暨投資管理委員會委員)

Mr. Noriaki Shimazaki: Executive Vice President, Sumitomo Corporation(住友商事株式會社副執行長)

Sir David Tweedie: Chairman of International Accounting Standards Board (國計會計標準委員會主席)

主持人: Mr. Roel C. Campos

IOSCO自成立以來即推動各國的財務準則整合為一套國際適用的標準,其願景是希望有一天世界各地的發行公司僅需使用一套財務報告標準提供投資人投資之參考。 IOSCO支持 IASB及 FASB的長、短期整合計畫;同時也支持由 IASB及 FASB有關獨立標準原則的制定。

以審計為例,IOSCO 認知到要設計如 FASB 或 IASB 之類的標準不太可能,而且因為建構審計原則技術上之需要,必須有業者的密切參與,因此它支持 IFAC 負責制定 ISAs。而且 IOSCO 是在經過一連串的諮商與改革,並加入了公共利益與主管機關的監視,才對 IFAC 制定國際審計準則給予支持。這些改革包括呼籲設置 PIOB,以及由 IOSCO 等國際組織組成的監視小組。今年是 PIOB 會員第三度參與IFAC 的次級委員會,以確保公共利益原則適用於國際審計準則之建構。監視小組則確保 IFAC 與 PIOB 之間的關係是各自獨立的。IOSCO 也透過所屬第一常務委員會(Standing Committee One)參與了國際審計準則的制定過程,以維護其品質。

技術委員會已設置一個審計品質及備援計畫任務小組並由本人主持。審計品質小組的次級委員會於今年夏天在巴黎成功地舉辦了一場會議,並研究了許多財務報告的改善方式。另一個次級委員會是由日本金融廳及美國共同主持備援計畫。換言之,假如有一家主要的審計公司有出狀

況的癥兆,主管機關的因應措施將如何?具體的備援計畫將因各管轄區而互異。這些文件將於通過核定後,有關成立備援計畫將會有詳細的意見與建議提供給監理機關參考。

又,美國 SEC 已提案在美國上市的發行公司採用 IFRS,以取代美國適用的一般公認會計原則。還有,美國 SEC 也就是否允許所有的美國本土發行公司自願選擇適用 IFRS 乙項提案徵詢各界意見。其影響將如何?Mr. Roel C. Campos 就下列問題就教於各與談人:

問題1:美國 SEC於 2007 年中對外徵詢刪除其對在美國上市之境外發行人依國際財務報告準則 (IFRS) 編製財務報表時須提供由 IFRS 調整為美國一般公認會計原則(以下簡稱 US GAAP)的補充資訊之規定的意見。稍後美國 SEC 復發出一份觀念文件(Concept release),擬就是否准許美國國內之證券發行人選擇採用 IFRS 編製財務報表對外徵詢意見,請問這代表的意義為何?

與談人:Julie A. Erhardt

美國充分認知一套全球適用的會計準則對資本市場可能產生的便利。發布前述意見徵詢與觀念文件,主要係希望藉由探索准許美國證券市場之外國發行人及國內證券發行人使用 IFRS 之可能性,來推廣全球一致的會計原則。

問題 2:假如上述美國 SEC 徵詢意見事項最終被採行,則目前邁向國際整合的動力是否因此消減?假如整合的進展持續的話,各母國(包括美國)的一般公認會計原則(GAAP)的角色將如何?

與談人:Sir David Tweedy

IASB於 2001 年成立時,即以發展全球適用之高品質會計準則為目標,惟當時雖有 IOSCO 等國際組織之支持,僅被視為一個智庫組織,國際能見度並不高。惟自歐盟在 2002 年通過自 2005 年起在歐盟國家上市之公司皆應依 IFRS 編製財務報表之規定,即開始了 IFRS 之適用風潮。澳洲亦在不久之後決定採用 IFRS。同時美國亦因安隆案之發生開始檢視其自身之會計準則,而調和 US GAAP與 IFRS 的聲浪亦逐漸產生,因此美國 SEC、FASB、歐盟及 IASB 決定開始進行兩會計準則之調和。雙方原擬研究彼此會計準則之差異後去蕪存菁,惟在經過約 3 年之努力後,發現此法將耗日費時,為加速其調和,雙方於 2005 年決議藉由擬定調和時程表及重新撰寫高品質且易於瞭解之準則(而非僅將雙方現有準則合併)展開第 2 階段之調和。

隨後亞洲國家如中國大陸、韓國、印度、與日本亦相繼表示將其會計準則與IFRS調和之聲明與計畫。最近之發展則是美國SEC建議刪除外國發行人於向美國SEC申報財務資料時,需提供依IFRS調整為USGAAP之補充資訊的規定及發表美國國內之證券發行人得選擇採用IFRS編製財務報表之意見徵詢文件。自IASB設立以來,短短六年間,IFRS已因市場的推動,有了前述的發展。基於全球一致的會計準則將有助於跨國企業消除不必要之帳務處理成本,且全球主要經濟體皆已採行IFRS或與IFRS調和,美國自應不能例外,惟有持續目前的努力,始能成就一套最佳會計準則。

問題 3:請問在目前全球會計準則調和的風潮下,所稱已與 IFRS 調和之各國會計準則是否已具備相當之一致性?或者各國間會計準則所採行的排除條款或差異其實仍將持續產生?

與談人:Jeffery Lucy, AM

每個國家其實對會計原則之適用皆有不同的看法。因此美國近期所思考讓外國發行人及其國內證券發行人採用由 IASB 制定並發布的 IFRS 編製財務報告具有很深的意涵,代表美國深受全球一致會計準則的概念所吸引。而在追求全球一致會計準則前提之下,各國應儘可能避免使用排除條款(Carve-out),以免使這一路以來追求一致會計準則的努力又因各國施行上的差異而失敗。目前許多國家是否接受 IFRS 為其境內公司財務報表編製的依據仍取決於其國會的同意,惟其國會若同意適用 IFRS,則不該再使用其立法權去排除特定規定的適用,畢竟 IFRS 的制定過程是相當獨立的,而且各國在制定過程中都有表達意見的權利,故在 IFRS 制定發布後,自不應再以排除條款去干預 IFRS 的適用。

與談人:Sir David Tweedy

目前 IFRS 正面臨一個非常重要的關鍵階段,如果美國 SEC 同意接受由 IASB 所制頒的 IFRS 以外的會計準則,則 每個國家皆有可能基於其自身考量而排除特定準則的適 用。如此一來,追求全球一致的會計準則的目標將會失 敗。目前有些亞洲國家排除一部分農業會計準則、金融工具準則、所得稅準則與租賃準則之規定,然後稱其為該國所採行的 IFRS。

事實上,應該只有 IFRS 而沒有類似 IFRS 的會計準則,否則市場將會因此而混淆。IFRS 明文要求使用 IFRS 編製財務報表者必須明確表示其係採用 IFRS。不過目前採行公司並沒有這樣做,也沒有證券管理機關強制這個要求的執行。這樣將會降低 IFRS 成為全球一致準則的可能。IASB 想要追求的是一套完美的準則。而每一個準則的制定都會經過討論文件(Discussion paper)、六個月的意見徵詢、草案 (Exposure Draft)、再六個月的意見徵詢等程序。草案每次的修正內容,皆會置於 IASB 的網站,並經 IASB 委員仔細評

估各方的意見,始產生定案的準則。即便在這樣的程序下,IASB瞭解仍有可能產生錯誤,因此當準則發布兩年後,若市場仍對該準則有諸多批評,IASB將會再次檢討該準則。但IASB無法認同當各國有些意見不被採用時,就自行將相關規定修改或排除,因為如此一來,將很難有一套全球一致的會計準則。

問題 4:目前會計原則以原則為基礎的方式是否足以確保實務及執法上的適用一致性?此外,目前有關原則基礎(Principle basis)與規定基礎(Rule basis)之討論將會如何影響未來 IFRS 的發展?

與談人:Tsuguoki (Aki) Fujinuma

當有解釋性指引需求時,IFRIC (International Financial Reporting Interpretation committee)應適時的作出解釋。 IASB、各國準則制定單位及全球性之大型會計師事務所則應努力減少國家間或各事務所間所產生的適用差異。確保財務報表編製者妥適且一致的適用會計準則是相當重要的,故證券監理單位應該透過監控與執行來強化監理的機制。除此之外,為使 IFRS 能普遍適用,會計師事務所、專業會計團體及大學應該安排妥善的計畫去教育相關的員工、會員與學生。另將 IFRS 列為會計師及格考試的內容亦應該有會有助於對 IFRS 的瞭解。

與談人: Sir David Tweedy:

US GAAP一直以來為人所詬病的即是其繁複且眾多的規定。當然,這主要係因為適用者希望能對其適用問題能有明確的解答,但實務上,這是相當困難而且不切實際的。因此 IASB 希望能發展一套完整的原則,實務適用問題則由證券發行人及其簽證會計師自行發揮其專業判斷,而以所適用的會計原則為依歸。以租賃會計為例,IASB 所致

力原則方向就是將資本租賃及相關負債顯示於資產負債表上。截至目前為止,美國會計準則對資本租賃會計認定發布了6項規定與約30個相關解釋函,而去年全球租賃總額約有5,820億美元,但絕大多數的交易並未予以資本化,更係因有明確的資本租賃適用條件致排除資本租賃會計的適用。但當回歸交易實質,資本租赁的認列原則即是企業簽訂租賃合約,發生負債以取得資產。而當符合該原則時,自應予以認列。因此除非有全球性的適用問題,應儘量減少發布準則適用的解釋,並期許大家有這樣的認知,一同為發展「原則」的方向而努力。

與談人: Julie A. Erhardt

美國 SEC 並不反對原則化,而係堅持目的基礎的準則。不論何種問題,首先必須決定是對投資人傳達該資訊的目的,然後依據該目的去決定該適用的原則及更詳細的規定與解釋。不過,不可諱言的,在實務適用時,過多詳細的規定與解釋會讓證券發行人、簽證會計師甚或監理機構在適用時,無意中讓規定或解釋凌駕於其基本的原則之上。

與談人:Noriaki Shimazaki

基於住友商社是個營運遍及全球的跨國事業,我們支持會計準則的加速調和,並相信日本若准許使用 IFRS 為基礎編製財務報表,將有助於外國企業投資日本資本市場,並提供日本企業更多的選擇機會,且可大幅降低跨國企業編製合併報表的負擔。惟在調和過程,亦應考量其成本與效益及各國不同的經濟與法律環境。此外,我們亦認為應加強對證券發行人、會計師與證券監理人員的訓練。惟在準則制定的過程中,我們建議應多考慮證券發行人、會計師與證券監理人員等在實務上應用上的可能限制與需求,以避免準則過於理論化。

問題5:未來五年內,IFRS的可能發展為何?

與談人: Jeffery Lucy, AM

這股追求全球一致的會計準則的風潮將會持續進行。 另隨著適用於中小企業(Small and medium size entities)之 國際會計準則發展成熟,我認為 IFRS 之適用將會更水到渠 成,屆時各國將無須再發展其自身的會計準則。

與談人:Sir David Tweedy

目前有 108 個國家採行 IFRS,5年之後,應會有超過 150 個國家採行。當世界所有的主要經濟體皆採行 IFRS, 屆時對於仍未採行 IFRS 的國家勢將造成壓力。另外,目前 IASB 委員之成員以盎格魯英語系成員為主,隨著亞洲國家 及拉丁美洲國家開始採行 IFRS,個人預期(實際上當然仍係由 IASB Foundation 之受託人決定),IASB 委員的組成成員 將會更國際化,使 IFRS 更實至名歸的成為國際通用準則。

問題 6:國際審計準則是否應加以整合?國際審計準則整合的先決條件為何?其整合的動力與障礙為何?

與談人:Tsuguoki(Aki) Fujinuma

目前全球被較廣泛認可的審計準則包括美國 PCAOB 審計準則及 IFAC 轄下 IAASB 發布的審計準則(ISAs)。各國審計準則與國際審計準則的調和是相當必要的。以日本而言,日本審計準則向以 ISAs 為標竿,因此我個人認為日本審計準則與 ISAs 大致相同。但除此之外,我個人亦認為會計師因各國法律的要求所必須額外執行特定查核程序亦應該是被許可的。

與談人: Jeffery Lucy, AM

我個人亦認為各國審計準則與國際審計準則的調和是 相當必要的。IOSCO在其中扮演相當重要的角色,藉由成 立 Public Interest Oversight Board(PIOB)以積極的監控 ISAs 與職業道德規範與進修準則的過程。IAASB 目前亦積極與 各國際機構如 IOSCO 等進行國際審計準則的釐清計畫,該 計畫預定於 2008 年完成。屆時將更有利各國將其各自的審計準則與國際審計準則調和,而 IFAC 轄下的遵行建議委員會(The Compliance Advisory Panel)將會監控各會員組織對其所發布的 ISAs 或其他準則之適用情形。

問題7:最近次級債券市場風暴發生的原因為何?對 IFRS的意涵又如何?證券監理機關應如何因應?

與談人:Sir David Tweedy

造成次級債券風暴主要係因不適宜的放款。而目前所 面對的兩個主要問題分別為這些產品目前分散何處及其價 值為何。Mr. Prada 先前提到金融穩定論壇(Financial Stability Forum, FSF) 已成立一個組織去探討這個問題, 我們建議這個組織邀請主要會計師事務所、證券監理單位 一起建立一個一致適用 IFRS 的方式,包括衡量方法與揭露 方式及內容。另外此時的重點並不是應採用公平價值或是 歷史成本,而是這些債權以現時價值評估是否有價值減損 的問題。若有,則應立即以現時價值列減損損失。我們不 能接受是以這些債權的長期價值加以衡量,因為那是很難 加以衡量的。另外,市場或許亦應該開始思考,當這些結 構商品的價值這麼難以評估,是不是應該將產品標準化? FSF 與 SRO 目前正積極研究這個議題,希望在年底前可有 具體共識。此外,一般而言,發行這些結構商品的金融機 構係透過特殊目的個體或其他管道發行結構商品,通常他 們對於這些商品並無買回的義務,不過最近陸續有金融機 構基於其自身商譽的考量,而陸續買回這些商品,相關單 位亦在評估是否應要求這些金融機構在財務報表揭露此類 事項。

與談人: Julie A. Erhardt

儘管發行人或會計師必須為其財務報表負責,美國 SEC 鼓勵發行人或會計師有會計準則或揭露上有疑議時, 積極與其溝通,以避免不必要的錯誤造成財務報表的重 編。

(按:美國證管會已於2007年11月15日發布新聞指出,該 委員會業經無記名投票通過法規修正案,未來在美國登記的外國公 司如果擬適用IFRS,則無需就適用美國的一般公認會計原則(US GAAP)進行調整。允許適用IASB通過的版本旨在鼓勵推動IFRS作 為一套全球適用的標準;與IFRS接軌將可幫助持有外國股票的美國 投資者有更好的一致性。該法規修正案將在發布後60天生效。)

三、午餐演講

演說一:日本證券交易監理委員會主席佐渡賢一(Kenichi Sado, Chairman, Securities and Exchange Surveillance Commission, Japan)

今天很高興能夠出席本次盛會及見到 IOSCO 各國與會代表們。本人於今年4月間正式任命擔任此職務。期盼今後日本能夠強化與各國間的合作機制,共同建立全球市場的基本架構。並且希望藉由此次會議,增加國際金融市場各機構間的討論機會,盼能推動各國相互間的資訊交流及市場間的共同合作。

演說二:日本證券業協會會長安東俊夫 (Toshio Ando,

Chairman, Japan Securities Dealers Association)

本次會議之討論具有相當重大的意義,不僅可提供各國 證券市場主管機關彼此之間的意見交流機會,同時就市場 資訊之公開揭露、交易系統之安全管理以及國際法規範之 遵守原則等課題,亦積極相互進行討論,並且共同研議相關的管理措施。

此外,本人所屬的日本證券業協會,為了提升日本證券市場的競爭力,以及交流市場交易的安全性等課題,計劃於明年赴英國倫敦舉行說明會,對歐洲市場的投資人,介紹日本金融經濟及證券市場相關活動。同時亦希望能學習暨瞭解歐洲市場之現況發展與證券管理等相關規範。

四、議題二:交易所之競爭與合併

摘 要:全球交易所合併的趨式逐漸加溫,尤其自 2000年 Euronext 浮現後,已對於主管機關 及同業如何加強市場效率以確保公平及透 明產生極大挑戰。確實保護投資人而無須 增加主管機關成本的一種途徑為,將金融 商品在各市場的掛牌規定予以標準化,並 儘可能給予相互認許。同時,我們看到新 的競爭型態如另類交易系統(ATS),以 及多重交易設施(MTF)之出現。

討論重點:本場次將討論跨境合併的衝擊,以及交易 所因應投資人及發行者之競爭力,並探討 全球監理機關的調和與相互認許。

- (一)自律—交易所自律(自我規範)所面臨的競爭及衝擊
 - 所謂自律的觀念所導致的衝擊或風險為何?尤 其是交易所本身逐漸轉變成公開發行公司且可 能在自己的交易所上市?
 - 交易所的自律觀念面對愈趨競爭及商業化的時 代是否仍恰當?

- (二)交易所面臨逐漸成長的另類交易系統(ATS),以及 多重交易設施(MTF)的競爭
 - 交易所曝露在激烈競爭環境下的結果可能如何?
 - 如果說為了確保市場的公平與效率,競爭是必要的是否正確?
 - 競爭是否可協助對抗壟斷?是否可驅使交易所 及其系統朝向現代化?
 - 另類交易系統(ATS),以及多重交易設施 (MTF)所扮演的角色為何?
- (三)全球和諧及相互認許的觀念及 IOSCO 所扮演的角色
 - 跨境交易的主要障礙為何?事關成本的市場進入門檻主管機關應如何有效地排除?
 - 我們應聚焦於管理規範的全球一致性或追求一 套快速又有效率的規範供相互認許用?
 - 我們是否真的需要進行多國性的整併?
 - 採行相互認許以及對於跨境交易的鬆綁是否可 能對昂貴的跨境合併案形成無謂的?

主持人:Mr. Jochen Sanio

President, BaFin-Federal Financial Supervisory Authority, Germany (德國證管會主委)

與談人: Mr. James F. Duffy: Executive Vice President and General Counsel, NYSE Regulation, Inc. (紐約證券交易所監理公司副執行長兼總稽核)

Ms. Susan Wolburgh Jenah: President and Chief Executive Officer, Investment Dealers Association of Canada (加拿大證券業協會會長兼執行長)

Mr. Ruben Lee: Founder and Chief Executive Officer, Oxford Finance Group (牛津財務集團創始人兼執行長)

Mr. Atsushi Saito: President and Chief Executive Officer, Tokyo Stock Exchange Group, Inc. (東京證 交所集團總裁兼執行長)

Mr. Shigemitsu Sugisaki: Vice Chairman, Goldman Sachs Japan Co., Ltd. (日本高盛公司副總裁)

主持人: Jochen Sanio

面對證券市場全球化後,各國交易所的競爭與合併日益激烈,導致全球證券市場的版圖和營運機制產生大規模的改變。基於 IOSCO 設立目標及保護投資人的立場,各國政府已積極合作推動法規制定,互換經驗及資訊,以提昇證券交易市場的公平、效率及健全。

針對「交易所競爭與合併」議題,經與四位與談人協 商後,將就下列三項議題進行討論:

- 1 · 自律規範 (Self Regulation)
- 2 · 交易所與另類交易系統 (ATS) /多重交易設備 (MTF) (Competition between exchanges and ATS/MTF)
- 3 · 全球的和諧性及相互認許(Global Harmonization and Mutual Recognition)

首先,請各與談人就貴國交易所之經驗與市場現狀進行說明。其後希望透過本專題研討會,共同探討競爭與交易所的自主規制的影響,新的競爭形態的衝擊,以及全球 監理機關的相互認許等課題。

與談人: James F. Duffy

有關交易所轉變為以營利為目的之公司組織後,因其 日趨商業化及激烈的市場競爭,是否還適合扮演自律組織 的問題, Mr. Duffy 認為, 不同區域有不同的發展, 甚至同 一個區域間不同交易所亦有可能採行不同的方式。以美國 而言,交易所設立之準據法要求交易所擔負自律組織之責 任。不過目前美國境內之交易所履行其自律組織責任之方 式各異。有些以合約外包方式,授權 NASD (為 FINRA 之 前身)代為執行。NYSE則選擇成立一個子公司 NYSE Regulation, Inc 去執行其自律組織的義務,並透過治理結構 及給予其獨立且足夠資金來源的設計,以確保 NYSE Regulation, Inc 能獨立行使其自律職責, NYSE 相信此種方 式可以達成有效監理其市場。尤其當市場逐漸採行自動成 交系統,透過監視系統不僅能有效偵查不當交易行為,亦 可防止不當交易之執行。至於利益衝突的問題, Mr. Duffy 認為,利益衝突是無所不在的,重要的是了解其風險並妥 適加以管理,使其不致損害監理之執行。

與談人:Susan Wolburgh Jenah

十年以前,加拿大總計有四家證券交易所,各自管理其市場及證券商。另有一個自律組織,即加拿大證券商協會(Investment Dealers Association of Canada,簡稱 IDA)負責監理約 60%的加拿大證券商。之後這四家證券交易所透過自願的結盟,組成蒙特羅交易所(Montreal Bourse)、TSXV及TSE(即TSX的前身,於 2000 年成為北美第一家公司組織之交易所),而 IDA 之監理職能亦持續擴張,目前負責加拿大所有證券商之監理。此外,隨著TSX 變成公司組織之交易所,另一個負責市場交易的市場自律組織Market Regulation Services Inc. (簡稱 RS)隨之成立,以承接由原本TSX對市場交易及其他交易市場(alternative trading markets)之監理工作,以避免因TSX 成為營利事業而可能造成的利益衝突並進而強化 SRO 之獨立性。RS目前

負責八個交易市場交易之監理,主要職責為及即時監控市場交易情況以保護投資人並維持市場公平性。

近期為了更進一步簡化並強化加拿大之自律系統,IDA與RS提議進行合併以統合對市場及對會員之監理,並建立加拿大境內唯一之自律機構。在合併的過程中,IDA與RS力求建立一個完善且平衡的治理架構、避免利益衝突、公平的分攤成本予會員及市場參與者、確保具備足夠的市場監視技術以有效的在多個市場平台進行即時交易的監控。隨著全球在證券相關法規與市場結構的鬆綁,傳統交易所、其他交易系統及金融媒介機構與市場間的界限正快速的消弭,IDA與RS之合併將可產生一個整體且順暢的自律機構並提升加拿大的自律機制。

另跨境監理是另一個近期相當受到重視的問題,這主 要係因為隨著以往以國家範圍為基礎的交易所正逐漸透過 策略聯盟甚至合併進行全球的擴張,及各國政府與主管機 關願意接受這種不可避免的轉變。為了迎合跨境監理的需 求,各國間的監理法規相互認許及調和亦成為不可避免的 趨勢。事實上,美國與加拿大約於20年前即建立起一個相 當成功的跨境證券協議-加拿大-美國多邊行政司法權揭露系 統 (the Canada-U.S. Multi-Jurisdictional Disclosure System, 簡 稱 MJDS)。該系統主要係使符合條件的加拿大(美國)證券 發行人能依加拿大(美國)要求之揭露文件與持續揭露程序在 美國(加拿大)進行有價證券的募集與發行。Ms. Jenah 認為這 套系統主要成功的原因在於妥適評估雙方揭露準則、承銷 方式及財務報告之相似度與認可雙方各自的準則與監理皆 足以提供相當的信賴。基於這個機制的成功,Ms. Jenah 認 為相互認許並不會降低投資人保護與市場公平性的追求, 相反的,相互認許將會促使彼此間監理法規及準則的高度 調和,以避免損及境內證券發行人之權益。

與談人:Ruben Lee

- 1·有關自律組織之現況,有下列看法:
 - 自律定義可以由對象(如經紀商、發行人等)、功能(如市場監視及法規制定等)或組織架構(如法律授權、同業組織等)來區分,因此自律其實有許多不同的定義。
 - 自律功能近年來因醜聞、自律組織的自我利益、自律組織的反競爭活動及跨境監理的困難,有呈現不彰的情況。
 - 在評估自律的特質時,應與其它可能選擇(如證券主管機關)以相對比較的角度而非絕對比較的角度進行。
 - 儘管有許多原因導致自律功能的不彰,但是有 更多理由應該支持自律組織,畢竟證券管理機 關有其自身業務執行上之限制,因此應謹慎的 評估,不應過分刪減自律組織的功能。
- 2·有關交易所與另類交易系統之競爭,有下列看法:
 - 交易所及另類交易系統(ATS)之競爭將會產生低交易成本、更快速的網路、更新的科技與更多樣化的產品等好處;
 - 儘管各種 ECN、ATS 機構刻正蓬勃的發展,就 交易系統而言,基於經濟規模的考量,及對昂 貴全球高速交易系統與對交割機制的需求,競 爭應該很難持續維持,交易多數仍會集中於交 易所;
 - 基於上述交易系統之競爭很難持續維持的前提下,各國證券管理機構將面臨以營利為目的交易所因獨占而提高收取交易費用之問題。

與談人:Atsushi Saito

日本的證券交易市場,為因應網路下單市場的急速 擴大,日本國內部分證券商透過夜間交易市場提供專屬交 易系統(Proprietary Trading System, 簡稱 PTS)之業務服 務。東京證券交易所在面臨新交易型態之衝擊時,對所有 上市公司實施夜間交易制度,延長交易時間加強市場功 能,並且依據投資人不同需求,將盤後交易系統區分為 ToSNet-1及 ToSNet-2,以方便國內外投資人和上市公司。 還有,為提升東京證券交易所本身的國際化競爭力,已在 今年將業務營運與監督功能分離,分別成立東京證券交易 所及自律規範法人,並規劃於2009年上市掛牌。同時,已 著手計劃與倫敦交易所共同合作在東京成立新交易市場, 以及透過與紐約交易所簽訂業務合作備忘錄,簡化了別國 證交所已上市外國公司至東京上市的審查手續,並於去年 修訂完成審查標準。Mr. Saito 強調即使全球交易所之間, 為贏取最大利益競爭激烈,惟千萬不可忽略交易所具有公 益性之特質。

與談人:Shigemitsu Sugisakai

全球資本市場逐漸整合,各市場間之流動性日趨相關,投資人數與交易數量持續成長,產品多元性亦前所未見,這些變化主要係因法規的變化、科技的發展、風險管理技術的提升與新市場參與者而產生。美國 Reg NMS 與歐洲 MIFID 促成兩個資本市場架構的成立,對市場交易量、流動性與市場結構產生重大影響。

同時全球交易所亦產生了重大的改變。歐洲大多數交易所已轉換成營利事業,但仍享有近乎獨占的市場地位。許多交易所更藉由合併,期以合併產生經濟規模來掌握價格的決定權與降低成本。另一方面,另類交易系統(ATS)/多重交易設備(MTF)如 Turquoise 亦開始積極發展。多重交易設備(MTF)的發展,衝擊交易所區域性和獨占性的架構,並降低交易執行、結算與交割等成本。個人預期

ATS 將蓬勃發展以符合投資人不同的需求,並改變區域市場的流動性及產生市場區隔,亦期許證券監理機關能樂意接受這種演變。

五、議題三:邁向全球性集團之途徑

摘 要:所謂金融集團是一組公司所掌控並經營的業務至少涵蓋兩種以上不同的金融服務察(銀行、證券、保險)。其個別的業務經常受到不同的監理機關管轄,可依性質主要區分為證券、保險或銀行機構,端視其控股公司主要業務所代表的業別。自從1990年代末期,主要資本市場的金融部門已整併成少數大型集團。而且,許多國家的跨業鬆綁,已相當程度的降低證券、銀行及保險公司各業間之障礙。於是金融的經紀及自營業務中,產生了多元化的參與者;同時也增加了許多金融機構參與跨國業務。

討論重點:針對跨全球市場的金融集團,本場次將就 其未來趨式與策略探討各種不同監理所面 臨之挑戰。我們討論的議題亦包括單一 的,或功能性的主管機關間尋求監理合作 可能衍生的問題。

- (一)描述貴公司最近所面臨的挑戰,就國際性層面而言,如何確保風險管理、法律遵循及衝突管理等取得一致性的適用。最近的信用危機是否改變了貴公司在上述管理的適用法則?
- (二)金融機構間集團的成形已變成全球趨勢,什麼樣的 監理模式對於金融集團才能更具效益:單一的或功能

性的監理制度?

主持人: Mr. David Wilson

Chair, Ontario Securities Commission, Canada (加拿大安大略證券管理委員會主委)

與談人: Mr. Fumiyuki Akikusa: Deputy Predisent,

Mitsubishi UFJ Securities Co., Ltd. (三菱 UFJ 證券公司副總裁)

Mr. Mark Branson: Chief Executive Officer, UBS Securities Japan Ltd(日本 UBS 證券公司執行長)

Mr. Michael Diekmann: Chairman, Board of Management, Allianz SE(Allianz SE 主席)

Ms. Ceyla Pazarbasioglu: Chief, Capital Market Development and Financial Infrastructure Division, International Monetary Fund (國際貨幣基金資本市 場發展暨財務結構部主管)

Mr. Marc Saidenberg: Managing Director, Merrill Lynch & Co., (美林公司董事總經理)

主持人: Mr. David Wilson

由眾多公司組成的金融集團提供了至少2種以上的金融服務(銀行業、證券交易及保險業),其各樣的業務常因不同的業別而受不同主管機構不同法規之監理。又自90年代末期,金融集團已成長為跨全球市場的大型集團,各國主管機關間必需尋求合作以解決複雜的監理問題,在這個場次裡我們主要討論跨國監理所面臨的各種不同的挑戰,以及採行單一監督管理制的國家與採行功能性監督管理制的國家間,欲尋求合作監理所衍生的問題。

各與談人之發表內容重點如下:

與談人:Fumiyuki Akikusa

當今之金融集團,銀行與證券異業之結合日趨增加,監理者對於二異業間資訊的分享使用以及監理的原則與訴求,有不同的角度;證券業與銀行業由法規嚴格的區分,到經過輔導可相互參與持有,到控股公司的合法化,銀行與證券業間之障礙已有相當程度的降低,在金融集團內內銀行業數目雖快速成長至與證券業比重相當,但為數眾多的銀行客戶,其所握有之資產卻已由儲蓄改為投資證券,在銀行業講究經營之健全性,而證券業講究維持市場公正性情形下,金融集團究應依循何者法規才能保持二者的平衡?在資訊高度共享情形下,對一個具高效管理的金融集團而言,什麼才是有效的監理系統?是二個值得監理者思考的重要問題。

與談人:Michael Diekmann

觀察當今全球性的金融機構,均結合了銀行、保險與資產管理各種不同程度有利與不利的要素。金融業的發展由地區性的金融市場演變到整合性的金融市場時,地區性的功能別監理系統隨之演變為地區性的單一監理系統,至今日金融業已發展為全球性的金融市場,監理系統則仍在演變當中。

整合了保險與證券特性的商品,透過交互的管道來銷售,必須同時符合二者在會計處理、產品認證、客戶保護等各方面之要件,並要符合顧客在最佳之規劃執行、資產保護、透明度等方面之要求,而這些由顧客負擔的複雜的成本,可經由整合而減輕。

Allianz 傾向以單一監理系統為主,給合了全球商業的需要與單一監理系統的好處。

與談人:Ceyla Pazarbasioglu

金融市場逐年呈現股票市場資本化、債券市場資本化、銀行貸款增加等全球金融深化之趨勢,國際市場債券

發行額轉為以金融機構為大宗。市場全球化下個別金融機構的因應之道為:使收益多樣化,增進產生收益之可能性,注意由一國移轉之他國的風險管理方法,謀求改善以增進國際市場資金之深化。而因應全球性集團政策面的意涵應為:

- 1·穩固的監理體系。
- 2·管理與監督的協調,包括證券管理者與銀行管理 者水平的整合,以及資訊分享與監理整合二者垂直 的整合。
- 3 · 整合政策以鞏固「全球金融系統之緩衝機制」。

與談人:Marc Saidenberg

以美林證券為例,在全球性金融集團法規與監理之建 立與適應上,曾面臨了許多的困難與挑戰,最終使之可行 的主要因素,是需要很多的溝通、爭取,以及試行失敗的 經驗,此外,在系統設計以及適法性上要非常的注意。

與談人:Mark Branson

金融集團化可以是個有效率的結構,透過業務效率性、更有效之風險及資本及流動性的管理、以及業務部門間的整合,可以用更低廉的手續費對顧客提供包含銀行、證券、資產管理等全方位整合性的服務,滿足顧客複雜的需求。而當集團企業管理失當,則將一方面造成投資人的需求,同時一方面會造成顧客對企業服務品質及企業誠信的不信任,從而無法有效地發揮市場功能,當然各國的狀況不盡相同。有效的監理法規必是目標導向的,包括對投資人的保護,確保競爭的自由,以及維持法規本身的穩定。

六、議題四:擴大跨境監理合作

摘 要:資本市場全球化對於主管機關加強跨境合

作愈顯重要,因此IOSCO一直鼓勵會員簽署一項提執法資訊分享架構的多邊瞭解備忘錄(MMOU)。然而更進一步的監理合作是有必要的。下階段的合作領域可能包括監理範圍的資訊交換,或資產凍結、歸還,或更廣的合作範圍。

討論重點:本場次將討論跨境監理合作的需要及可行性,包括執法行動或更大範圍的資訊交換。

- (一)目前的雙邊或多邊 MOU 架構是否允許主管機關有效 地進行跨境合作?
- (二)主管機關是否有足夠的工具彼此協助進行跨境執法?
- (三) 跨境監理的信賴基礎為何?
- (四)在尋求跨境合作時,主管機關尚面臨那些問題?

主持人:Ms. Margaret Cole

Director of Enforcement, Financial Services Authority, UK (英國金融監總署執法部門主管)

與談人: Mr. Edward F. Greene: General Counsel, Markets and Banking, Citigroup (花旗集團市場暨銀行部總稽核)

Mr. Walter L. Lukken: Acting Chairman,
Commodity Futures Trading Commission, USA (美國商品期貨交易委員會代主席)

Mr. Thirachai Phuvanatnaranubala: Chairman, IOSCO Asia-Pacific Regional Committee, Secretary-General, Securities and Exchange Commission, Thailand (泰國證管會秘書長兼 IOSCO 亞太區域委員會主席)

Mr. Andrew Sheng: Chief Adviser, China Banking Regulatroy Commission, Former Chairman, IOSCO Technicl Committee (中國銀行監督管理委員會總顧問,前任IOSCO技術委員會主席)

主持人:Margaret Cole

本議題主要討論重點在於:

- 現行透過二國或多國簽訂之即時證券監理資訊交換,對於跨境監理之工作是否有效且符合所需?
- 2·主管機關是否有足夠的工具彼此協助進行跨境執法?
- 3·何謂管理當局對於建立跨境監理之重要因素?
- 4 · 管理當局在尋找跨境監理之合作模式下有無其它 討論議題?

整個討論之目標在於藉著確認及辨別所專注之跨境監理關鍵領域及主要障礙,使管理當局及產業界對於增加跨境監理合作能得到相關而明確目的之視野。

與談人:Walter L.Lukken

就現行透過二國或多國簽訂之即時證券監理資訊交換,對於跨境監理之工作是否有效且適合所需之議題,目前監理資訊分享非正式協議種類如下:

- 1·兩國間所簽訂之雙邊瞭解備忘錄。
- 2·2002年 IOSCO 開始推動之多邊瞭解備忘錄。
- 3·特別目的之非正式協議。
- 4·1998年伯克宣言。
- 5·跨國會員間之非正式協議如適合之財務資訊。
- 6·美國 CFTC 與英國 FSA 監督瞭解備忘錄。

與談人:Andrew Sheng

就現行各國證券金融管理當局有無足夠工具在執行跨 境監理作業上之議題,我想就資訊分享及交換與辨別市場 不當利得二方面來談:

- 1.資訊分享與交換部份:
- (1)證券或金融管理者對於防制該等犯罪之法律力量執行情形,隨著不同地域及國家證券或金融管理當局所在地之司法權執行程度而有不同,而就資訊分享與交換的合作程度,其主要關鍵則取決於不同管理當局之態度。
- (2)如果各國國內法律能授權證券金融管理當局, 使其有適當權力包括證據搜集面去防制及打擊 證券金融犯罪個案,則監理作業下一個階段及 發揮之舞台就是透過多國間之瞭解備忘錄之簽 訂與授權,進而加強對跨境監理合作與資訊之 分享與交換等工作。

2·辨別市場不當利得部份:

- (1)證券金融管理當局對國內證券或金融犯罪主要 討論議題在於國內內部各相關單位之合作。當 發現有犯罪嫌疑而衍生出市場不當利得時最有 效的防制方法之一為對其執行資產凍結,惟這 項權力之執行係取決於各國之法院而非證券金 融管理當局,而各國司法權執行程度則有賴整 體法令環境之完備程度。
- (2)對國內監理水平之提升有效工具之一便是有透明而明確之解決準則可資遵循。而跨境監理之解決方案其困難度則在相同犯罪情形下,因不同地域或國家之法令環境或執行程度不同而有差異。IOSCO應該扮演起協調及整合之角色來制定相關指引準則,透過 IOSCO 來促進各國間差異之縮小。

與談人:Edward F.Greene

就管理當局對於建立跨境監理之重要因素議題方面, 可以從兩部份著手,一為透過先進且已開發之證券金融監 理當局,促進各國跨境監理合作之切實執行;一為各國證 券金融監理當局建立相互承認及相互依存之關係:

- 透過先進且已開發之證券金融監理當局,促進各國跨境監理合作之切實執行。
 - 先進且已開發之證券金融監理當局,透過 IOSCO 持續建構之影響,並在高度透明資訊揭露原則所簽 訂之多國瞭解備忘錄之支持下,使跨境監理作業能 在不同地區及國家發揮同等效果。而為更進一步達 到前後一致且同等之效果,有影響力之證券金融監 理當局亦會促進以先期調查方式,強化之司法審判 權力之執行。
- 2·各國證券金融監理當局建立相互承認及相互依存 之關係。

證券金融監理當局期望透過跨境監理作業,由另一個證券金融監理當局獲取相對等結果,從而建立起相互承認且相互一存之關係。

與談人:Thirachai Phuvanatnaranubala

就管理當局在尋找跨境監理之合作模式下有無其它討 論議題方面,可以從二方面來談,一為司法審判權及相關 監理管制措施相對弱化及未上軌道之國家或地區,一為在 跨境監理時所面對之各國或地區之社會文化及法令制度之 差異:

- 司法審判權及相關監理管制措施相對弱化及未上 軌道之國家或地區部份:
- (1)在執行跨境監理作業時,透過其它先進及已開發國家其相對強化之司法審判權執行力及相關

監理管制措施之協助,以逐步提升自身監理水 準。在司法審判權及相關監理管制措施相對弱 化及未上軌道之國家或地區,其資訊分享與交 換也無法廣泛被應用在其跨境監理工作。

- (2)為改善上述情事,司法審判權及相關監理管制 措施相對弱化及未上軌道之國家或地區,應透 過 IOSCO 原則評價來促進其相對監理措施之提 升;促進該等地區或國家之證券金融監理當局 參加 IOSCO 規範下之多國瞭解備忘錄。
- 2·在跨境監理時所面對之各國或地區之社會文化及 法令制度之差異部份:
- (1)在跨境監理合作上面臨各國嚴重之證券金融犯罪時,各國自有之不同司法審判體制仍是持續短期無法改善之結構。而且現今快速且複雜之財務金融操作手法,也相對增加跨境監理之困難度。
- (2)對於部份新興市場且司法審判權及相關監理管制措施相對弱化及未上軌道之國家或地區,其相關法規必需儘快配合修訂,而建立完備之跨境監理合作模式之環境,更需要政治上及公眾力量之大力支持。

七、議題五:另類投資之途徑

摘 要:包括對沖基金(又稱「避險基金」)及私 募股權基金的另類投資基金市場持續成長 中。作為資本市場流動性與效率性的重要 來源之一,即使在長期資本管理公司垮台 事件發生後 10 年,基於市場的整合與穩 定,另類投資基金仍然持續引起主管機關 的關注。監理機關所面臨的挑戰之一為, 由於大部分的基金是在海外進行管理與操 作,僅就國內法規的單方行動甚難有效及 公平地解決問題。假如大部分的交易在不 夠透明的方式下執行,比如經由櫃檯買 賣,即使基本的監視亦難證明有效。 方面,有些基金開始掛牌,可解讀為業者 及市場紀律表現的一種新發展。

討論重點:基於金融商品及環境的善變本質,本場次 將討論建置另類投資基金全球性管理架構 的需要及可行性。

- (一)對沖基金是否應受到監理?假如是的話,在複雜的 國際資本市場環境中如何做到?主管機關或自律機 構是否有任何方法可以達到監理所有市場參與者的 活動?
- (二)提到流動風險,我們究竟從最近的美國次級房貸所 引起的市場風暴中學到了什麼?對沖基金如何管理 流動風險,而投資者又如何管理他們的贖回風險?
- (三)專業的投資者較容易參與對沖基金是否公平?
- (四)主管機關應如何處理市場失序?
- (五)就目前的市場風暴而言,對沖基金所承擔的風險是 否應予透明化?

主持人: Mr. Michel Prada

Chairman, IOSCO Technical Committee
Chairman, Autorite des Marches Financiers, France
(法國證管會主委兼 IOSCO 技術委員會主席)

與談人: Mr. John G. Gaine: President, Managed Funds Association, USA (美國管理基金協會會長) Mr. Alain Leclair: Chairman, French Associatin of Asset Management (法國資產管理協會主席) **Mr. Takumi Shibata:** Chief Executive Officer, Nomura Asset Management Co., Ltd. (野村資產管理公司執行長)

Mr. Martin Wheatley: Chief Executive Officer, Securities and Futures Commission, Hong Kong (香 港證監會執行長)

主持人:Mr. Michel Prada

直至現在美國次級房貸的風暴並沒有停歇的跡象,市場對於對沖基金的討論也一直存在。對沖基金的風險究竟是如何分佈?投資者應如何選擇對沖基金?針對對沖基金的監理體制應作何種調整?基於金融商品及環境的善變本質,本場次將討論建置另類投資基金全球性管理架構的需要及可行性。

與談人: Mr. John Gaine

對沖基金及各種私募基金持續快速成長,促使主管機關重新審視相關法規架構,並致力於其衍生出的監理問題,包括交易對手風險管理、作業性風險、及各種複雜且流動性低的財務商品之評價實務等。交易相對方必須提供資源與維持適當的政策及協定,以提昇最佳風險管理:對沖基金投資者應仔細評估其投資策略及本身風險承擔的能力,以確保風險符合在安全的控管範圍,而基金經理人則應具備評估資訊、風險管理的能力,以提供交易相對方及投資者精確的資訊。

在2007年2月22日已推出監理法令的修訂,投資人 在網路上即可隨時查閱,監理者應明確傳達對於審慎評估 交易相對方信用風險的預期水準,而好的監理應朝三個控 管的方向:

- 1 · 市場紀律(Market Discipline):現行對對沖基金 規範的法規已足以因應對沖基金對金融市場可能帶 來的挑戰,但惟有落實市場自律才是最好的管理方 式。
- 2·健全的管理(Sound Practice)。
- 3·批發式的途徑(Wholesaler Approach)。

與談人:Alain Leclair

最近幾年,法國主管機關(AMF)在監管對沖基金方面提供了很多可資借鑒的經驗,法國對沖基金的公司治理結構和內控機制近年來也有很大的改善。監理者普遍認為,防範對沖基金風險要靠間接監管。第一道防線是銀行和券商,應該相信他們出於自身利益考慮將控制對沖基金導致的風險;第二道防線則是銀行監管者。Alain Leclair認為過於嚴苛的法規將造成境外基金不預期的發展,但過於薄弱的規定卻無保證境內基金的安全性,究竟該監管什麼(what to regulate?)及如何監管(how to regulate?) 仍有待商榷。

零售投資人及專業機構投資人之間的界限是模糊的, 惟零售投資人監理對沖基金及對沖組合基金有下列的優 點:

- 1 ·加強監理「投資對沖基金之基金」(Fund of Hedge Fund, FOHFs)反而為投資人帶來新的投資機會,但境外基金則無法監管。
- 2.對沖組合基金之基金經理人以其單一避險策略選擇最佳的配置時,將協助面臨資產與負債管理投資人的困境。
- 3 · 相較未被規範的對沖指數基金 Hedge Fund Indices (HFIs),經理人受到規範的對沖組合基金將提供投資人較安全的保障。

對沖基金之風險控管為一大議題,多數國家認為應將 對沖基金承擔之風險透明化,對沖基金規範重點應放在投 資人保護、維持市場健全公平及降低系統性風險等方面。

與談人:Takumi Shibata

長時間以來,對沖基金屬於富人的投資工具,但隨著 退休基金等機構開始尋求更高回報,對沖基金行業的投資 者結構也發生了巨大變化。很多機構投資者尤其是退休基 金在傳統投資市場歷經多年風浪,現在逐漸開始尋求一些 風險較低但具有絕對回報潛力、風險暴露程度低的對沖基 金,以期獲得利潤。

對沖基金之風險控管為一大議題,多數國家認為應將 對沖基金承擔之風險透明化,避險基金規範重點應放在投 資人保護、維持市場健全公平及降低系統性風險等方面。 但不可忽略的是系統性風險,該風險也是主管機關面臨的 一大挑戰,提高對沖基金自律的程度則是降低系統性風險 的有效方法。

對主管機關而言,保護投資人雖然為第一要務,但避免過度監管亦很重要,避免監督每一檔複雜獨特的對沖基金而成為一個實際的風險控管者,是業者所期待的。有關聰明的監管方式,Mr. Takumi Shibata提出下列三點建議:

- 1·對於對沖基金與傳統基金採取同等公平的管理方 式。
- 2 · 運用現行的監管力量及工具來管理經理人而非著 重在管理基金。
- 3.提倡最佳實務管理。

評價機構方面,則需顧及評估及分析後台作業風險、使用標準化的工具以有效評估風險管理及不斷累積經驗值以提出較佳的實務管理方法。他亦提出較佳的實務管理方法,與大家參考:

- 1 · 對沖基金的資訊揭露需包含投資目的、策略及績 效表現、健全的風險管理及評價方式的說明。
- 針對主要經紀商進行嚴格的信用控管及風險掌握:可運用對於對沖基金基金經理人進行實地查核及全面的風險管理。
- 3 · 規定對沖基金市場的參與者需是充分瞭解此市場的投資人或是充分瞭解此市場的受託機構。

與談人:Martin Wheatley

對沖基金的活動常游離於銀行、證券和期貨的法律和規章之外。這種投資工具毋需登記,享有極大的自由,但由於每次大型對沖基金的垮臺都令人驚心,因此要求監理對沖基金的聲浪也不絕於耳。Martin Wheatley 指出,亞洲對沖基金產業剛發展不久且未具規模,仍屬新金融商品,但它在證券市場扮演的角色卻日益重要,而在部分的金融市場,對沖基金毋須向主管機構註冊登記,卻可直接透過私募方式向特定投資人進行勸誘,因此造成證券主管機關管理上之問題。

各國監理者曾達成共識,即不針對對沖基金實行直接管制,而是採取較溫和的間接管制。Wheatley 甚至認為,在全球通訊能力如此便利的條件下,一國採取的任何對沖基金流動性的直接管制,會加速地導致那些更具進攻性的對沖基金遷移到另一國。基於對沖基金對促進價格發現和市場效率、提供流動性和風險承擔、在熊市時保護投資者等好處,我們應該擔心的不是對沖基金給市場帶來的衝擊,而是直接監管對沖基金帶來的效率損失。

而在 2007 年 6 月的 G8 高峰會上,各國領袖一致同意 衡量對沖基金的潛力與系統風險正在變得更加複雜和艱 巨。G8 輪值主席國德國認為,若不加強監管,全球運作資 金規模日趨龐大的對沖基金可能會對各國及全球金融市場 的穩定性造成威脅。但是,德國對對沖基金進行嚴加管理 的建議遭到英國和美國的強烈反對。在香港方面,由於政府對於對沖基金實行認可制度,於2000年開始全力發展對沖基金,香港金管局和證監會採取多項措施來扶植發展,並在2006年立法會通過取消遺產稅、離岸基金豁免所得稅等措施,以吸引全球資本進入香港市場。目前香港對於避險基金規範重點包括:為維持市場穩定性而對對沖基金進行監控、將避險基金視為一般股東來管理及要求對沖基金須進行營運及財務之揭露。

八、議題六:結論暨討論

討論重點:

(一)就長期而言,面對逐漸升高的整合及競爭趨勢,主 管機關及市場參與者所面臨的挑戰為何?

(二) 就短期而言:

1.透明化

- 就目前的市場風波而言,對沖基金所承擔的 風險是否應予透明化?
- 許多特殊目的個體會被排除在表外的理由為何?是否意謂著國際財務報告準則某些方面 缺乏一致性?
- 結構性財務評等的揭露是否足夠?結構性財務評等的特徵,譬如其評估方式的受限以及評等的意涵等,是否有與投資者溝通清楚並且讓他們確實瞭解?
- 交易所有否考慮過讓更多的衍生性商品如標 準化的抵押債務債券(CDOs)上市?

評價

最近的事件是否給了我們針對金融商品的評價方式應予改進的啟示?這些事件是否代表

著 IFRS 所主導的公平價格導向方式面臨了挑戰?

● 信評公司在最近的市場風波上扮演的角色為何?

3 · 利益衝突及其誘因

- 投資銀行在結構性金融商品的評等作業上扮演的角色為何?
- 仲介者在銷售結構性金融商品時所採的策略 為何?
- 機構投資者在購買結構性金融商品時所採取 的風險管理架構為何?
- 結構性財務的評等過程是否無法避免利益衝突?有何防衛措施?
- 信評公司是否應為其所作評等品質負責?尤 其是那些評等是由發行人所付費?

主持人: Mr. Junichi Maruyama

Deputy Commissioner for Internatinal Affairs, Financial Services Agency, Japan (日本金融廳國際 事務部副主管)

與談人: Ms. Jane Diplock: Chairman, Securities Commission, New Zealand and Chairman of IOSCO's Executive Committee (紐西蘭證管會主委兼 IOSCO 執行委員會主席)

Mr. Ruben Lee: Founder and Chief Executive Officer, Oxford Finance Group

Mr. Michel Prada: Chairman, Authorite des Marches Financiers, France, and Chairman of IOSCO's Technical Committee

Mr. Atsushi Saito: President and Chief Executive Officer, TokyoStock Exchange Group, Inc.

Ms. Vickie A. Tillman: Executive Vice President, Standard & Poor's, USA (美國標準普爾公司副執行長)

主持人:Mr. Junichi Maruyama

本場次主要就這兩天以來各議題的討論作總結,以下為各與談人針對各議題所作結論摘要。

與談人:Michel Prada 對於議題1及議題5作總結

1·有關議題一會計與審計標準整合部分:

在 1990 年底時 IOSCO 決定整合一套國際適用的會計標準。首先是在 2000 年雪梨的 IOSCO 的會議上確認了國際會計準則委員會(IASC,International Accounting Standards Committee,於 2001 改組為International Accounting Standards Board【IASB】)的39 號指令。該指令引導了 IASC 的改革,也創造了IASC 發展國際會計標準的動力。有些國家或地區已採用 ISAB 的標準,而且成效不錯,直到有些採取 ISAB標準的國家逐漸有不同意見產生,並開始採取其他選項或方案。這也迫使我們與一些歐盟朋友交換意見,思考如何整合這些歧見。

有關思考未來的發展策略,我想我們目前所面臨的主要問題是政治。因為這涉及有關標準制定者的信用度及合法性,這些人的確很卓越而且也完成很重要的工作,但是對許多國家而言,這些標準制定者僅是民間機構。因此 IOSCO 已與美國 SEC、歐盟,及日本金融廳等機關共同發表公報,聲明就信用度及合法性的立場而言,應該檢視 ISAB 在制定標準上的管理。

同時我也藉此呼籲各主管機關及政府部門好好監督標準制定者,俾渠等符合信用度、合法性以及獨立性, 同時標準的制定也應加入公眾利益的維護。

至於審計/稽核領域,我們目前尚未對全球審計或稽核標準制度背書,這是 IOSCO 未來必須思考的問題,我們必須思考是否可以為公司企業制定審計/稽核的標準及方法找到基調。前陣子在巴黎的一場會議,我們討論到審計/稽核的品質以及應如何執行。我們討論到審計/稽核的品質以及應如何執行。我們問意。出種人類,此種情形不應該繼續存在,因為這種機制涉及到利益衝突。我們現在已有所謂的四大事務所,我們應如何面對及因應?一家公司由兩間稽核公司負責稽核的制度應可考慮。以法國為例,我們規定法國公司必須有二家稽核公司,此機制可以比對出兩家稽核公司所作的差異。

2 · 有關議題 5 另類投資部分:

有關對沖基金的管理,我記得在 10 年前 1997 年及 1998 年的亞洲及俄羅斯金融風暴事件過後,有些主管機關開始體認到對沖基金應該列入監理的範圍;然而 10 年後的今天,對沖基金應列入管理業已取得大家的共識,討論的重點反而在於究竟應如何管理對沖基金,應管理到何種程度?用何種工具或方法管理?十年來的變化真的是很大。

講到對沖基金的管理,我們已理出下列幾個層面:首先,大部分的監理機關皆同意基金經理人應列入管理。第二個是大家逐漸認知到對沖基金的對口位如主要經紀商,或經銷商等,亦應該有間接的審慎監理。我們對於商品的管理有稍微的不同看法,我的看法是應以商品的銷售對象是誰而定。假如商品僅是賣給專業機構投資者,或許監理機關可放手旁觀;但是如果這些商品是賣給一般投資大眾,監理機關當然

就應該責無旁貸地審查這些商品。我想或許這是個不錯的方式。當然專業投資機構與一般個別投資者有時不太好區隔,我想可藉由其究竟是代表一般投資大眾經理的專家,或是直接對一般投資大眾銷售之間的不同來區別,我想管理時可朝這方向來進行。

至於公平價格的議題,我的看法是誰可以決定公平價格?所謂的公平價格是什麼?ISAB 曾就此有建議方案,問題是如何執行?我們應多觀察業者如何處理這個問題?評價模式的參考來源為何?評價模式是否一致?使用什麼樣的數據?以及假設前提是什麼?前面的討論時有人建議我們不能老是依賴歷史數據,所以主管機關、專家及業者有必要齊心努力思索出一套客觀且有效的評價模式。

有關透明化,有些專家說透明化應只包括公司制度、營業方式等足以證明他們是專家即可,不應包括持有部位、營運或投資策略。因此我們所要求的透明化是什麼可能要先釐清。我想身為主管機關,我們在意的是審慎的監理,因為如果我們對於數量風險、配置風險,以及風險的本質毫無所悉,可能會感到惶恐不安,我想業者對此也應有同感。

與談人:Mr. Atsushi Saito 對於議題2 作總結

我認為交易所的自律功能不能完全廢除,即使是它轉型成公開發行上市且追求獲利的公司。

有關 ATS 及 MTF 的競爭力,許多人認為包括交易所在內的市場交易設備之競爭應是為市場使用者而存在的,而不是為一般投資者。因此為了提升市場效率,更多的競爭是有必要的。也有人強調市場架構若沒有價格發現與透明度的機制存在將難以運作。

有關全球和諧化與相互認許,大家都同意投資人或經 紀商進行全球跨境交易的活動日漸頻繁,因此全球的和諧 一致性與相互認許將可促進跨境交易。但要完全達到全球 的調和與相互認許,仍有賴全球各政府機關的通力合作與 配合。

我們應該對於因場外交易而可能逐漸失去發現價格的機制多加注意。場外交易經常由許多證券商的參與,為了刺激場外交易的動力,證券商經常運用自己的自有帳戶來操作。我不擔心主管機關對於維護市場透明度及公平價格的努力,因為我們今天已從次級房貸的風暴中學到不少的教訓。主管機關應該督促自己隨時與國際市場機制接軌,才能與全球的市場參與者隨時對話。

與談人:Mr. Ruben Lee 對於議題 3 作總結

我們應該體認到全球金融集團的存在是非常重要的, 因為有許多大量的生意是透過些集團所操作的。我們今天 的討論的議題或提出的解決方案雖然都已不是新鮮事,卻 仍然很重要,只是要解決這些問題,將有一段很長的路要 走。我提出三個問題供大家參考。

- 第一是有關監理架構。目前大家於一個國家應如何進行其國內監理的看法總是爭論不休。如所討論的,由於市場、法律架構及文化等各有差異,目前是沒有一套可一體適用的監理架構。不過令人欣慰的是,目前的監理架構已有由機構別朝向功能別的方向。我認為監理結構不應該也不必要為產業的結構下指導棋,而是應由其經濟規模來決定;因此除非有很好的理由,監理機關實不宜插手。
- 2.第二是有關風險。一為系統風險,大家都在討論 系統風險,可是對於系統風險乙詞卻又難以作出定 義,每個人對它都有各自定義,因此我們有必要加 以注意。二是每個公司都有發展自己的風險管理技 術,我認為監理機關有必要去瞭解業者的這些風險 管理機制以便評估企業的能力,同時也藉以確定監

理機關自己所要求的風險管理機制是否正確。因此 IOSCO 提供給監理機關與業者的這種對話機制是 非常重要的。

3 · 第三個是利益衝突。由於金融集團的業務愈來愈廣,也因此有些業務難免有所衝突,致使管理階層涉及利益衝突的情況已行之有年;因此我個人認為要消除利益衝突既不可能也不切實際,除非對於涉及這些集團管理階層的規範包括資訊揭露及內部控制等的管理措施擬訂出一套標準。

與談人: Jane Diplock 對於議題4 作總結

有關議題 4 跨境監理合作問題,與談人發表了相當建設性的意見,包括雙邊及多邊合作機制運作的成效、實質的雙邊對話、跨境監理執法所面臨的挑戰、以實例說明進行同步的跨境調查或執法,以及新興市場所面臨的挑戰等。

本人以紐西蘭為例子,紐西蘭曾透過 IOSCO 的 MOU 機制與歐洲、澳洲、美國及比利時等會員進行雙邊監理合 作,為紐西蘭的股東省下了 2,500 至 2,700 萬元的荷包。與 會者呼籲 IOSCO 的 MOU 不應侷限於資訊交換,應該包括 凍結/歸還資產、引渡投資罪犯等,只是這些呼籲牽扯甚 廣,困難度頗高,我們目前尚無解決方法。要達到此目標 仍有一段很長的路,除了監理機關之間的合作外,尚有賴 各造的共同努力,如政府其他部門、司法部門、決策者, 以及業者等;還有瞭解當地的文化差異也是很重要的因 素。

未來我們將以一個更全面的方式尋求跨境監理合作, 包括跨境調查資訊分享。當然,這仍有相關法規或標準的 整合以及相互認許的進一步推動。

與談人:Ms. Vickie A. Tillman

有關透明化問題,早為各界所經常討論的議題,只是今年夏天所發生的次級房貸風暴再度引起大眾對於提高市場透明度的更加重視。在此我想先強調的是,對於市場參與者而言,全球的一致性是非常重要的,包括信評公司或主管機關,在推動全球市場整合上的努力。

信評公司能為企業的透明度做些什麼呢?我們一直有套信用評等的方法及標準用以研究分析各種議題,包括證券化議題或公司議題等,這些資料有些是在市場即可取得,有些是屬於我們自己公司內部所擁有。但我想是信評的過程是有必要加以延伸的;尤其在現今的市場環境愈來愈複雜之際。除了我們自己外,應該與業者、主管機關或其他國際型組織如IOSCO等單位共同努力,確實讓外界瞭解我們是如何推測、評估以及作結論等。還有我們應該如何增進資訊及數據的品質也是非常重要的。

再就業者立場而言,我認為投資人所持有且經過數度 包裝的抵押債權證券更應該增加其透明度,因為這不盡然 牽扯到信用問題或流動性問題,而是有可能牽扯到借貸問 題,因為我們可能無法確知究竟誰是最終持有這些部位的 投資者。我想這個議題仍有賴各界的共同努力,並比照 Michel Prada 所建議的成立工作小組方式,理出一套可行的 機制。

參、各項會談紀錄

本會楊委員雅惠藉由出席東京的 IOSCO 技術委員會議期間,為強化我國資本市場國際化,並與國際市場接軌,同時擴展實質金融外交,積極與與會各主要證券主管機關及證券週邊機構之代表進行雙邊會談。有關各會談重點摘述如下:

一、與 IOSCO 會談紀錄

對象: IOSCO 顧問 Ms. Isabel Pastor

- (一)本會已於今年四月間在印度孟買舉行的 IOSCO 年會中獲准加入 IOSCO/MMOU (多邊資訊瞭解備忘錄)的 B級名單,本會代表感謝 IOSCO 秘書處在這方面的支持。
- (二)為繼續推動本會即早列為 IOSCO 多邊 MOU 的 A級 名單,本會請 IOSCO 秘書處提供必要的技術協助,P 君表示,若本會確有需要的話,IOSCO 方面將樂意 提供本會必要之協助。

二、與法國證管會主委會談紀錄

對象: Mr. Michel Prada (兼 IOSCO 技術委員會主席)

- (一) Prada 主委表達渠對我國於 1997 年舉辦 IOSCO 年會 印象非常深刻,本會代表則感謝渠長久以來,對於我 國在資本市場發展方面所給予的支持。
- (二)本會代表表示,希望本會明年舉辦台北公司治理論 壇時,Prada 主委能撥冗參加,以傳達 IOSCO 在推動 公司治理的理念與成果,同時將渠多年來主政法國證 管會的寶貴經驗與台灣的金融市場精英分享。

三、與紐西蘭證管會主委會談紀錄

對象: Ms. Jane Diplock (兼 IOSCO 執行委員會主席)

- (一)本會代表表示,鑑於台紐雙方已簽署 MOU,希望雙方的主管機關能夠加強合作與交流,俾隨時交換市場管理經驗,渠亦表歡迎。
- (二)本會代表同時向 Diplock 主委表示,本會重視公司治理之推動,因此已連續舉辦四屆「台北公司治理論壇」,明年亦將繼續舉辦,歡迎渠等屆時參加,一方面向我國資本市場參與者傳達 IOSCO 在推動全球資本市場整合的努力與成就外,另一方面可分享紐西蘭推動公司治理之經驗與成效。

四、與泰國證管會秘書長會談紀錄

對象: Mr. Thirachi Phuvanatnaranubala (兼 IOSCO 亞太區域委員會主席)

- (一)本會代表首先感謝渠於今(2007)年6月間來台參加 「第四屆台北公司治理論壇」並擔任與談人並發表精 湛內容。
- (二) P 秘書長邀請本會於今年 12 月在杜拜舉行的 IOSCO 新興市場委員會 (Emerging Market Committee) 會議時,於第 5 工作小組有關集合投資組合 (Collective Investment Scheme, CIS) 議題就我國在基金管理的實務與經驗發表簡報,俾分享與會會員。我方代表亦當場感謝 P 秘書長渠提供本會在國際舞台上發表市場管理經驗的機會。
- (三)本會代表同時向 P 秘書長表示,本會歡迎渠明年繼續來台參加台北公司治理論壇。

五、與美國商品期貨交易委員會(CFTC)會談紀錄

對象: Ms. Jacqueline Hamra Mesa (國際事務部主管)

- (一)本會代表首先感謝美國商品期貨交易委員會於 2007 年 3 月底發布臺灣期貨交易所所屬會員公司 Part 30 豁免令,除肯定我國期貨相關管理法令與美國商品交 易法之管理規範程度相當之含意外,亦有利我國期貨 商赴美國行銷 TAIFEX 期貨商品,引進外人參與我國 期貨市場,並提高我國期貨市場之國際化程度。
- (二)希望 CFTC 嗣後繼續給予我國期貨市場的支持,也期 盼未來更多台灣期貨市場的商品陸續取得 CFTC 的 Part30 豁免令;同時也希望雙方能夠加強合作與交 流,M君亦表樂觀其成。
- (三)本會代表向渠表示,本會歡迎該單位明年能派員來 台參加「台北公司治理論壇」,並考察我國期貨市場 發展現況。

六、與國際貨幣基金 (IMF) 會談紀錄

對象: Ms. Ceyla Pazarbasioglu (IMF 資本市場發展及 金融結構部門主管)

- (一)本會代表表示,希望能夠與 IMF 就資本市場管理及 國際金融市場的發展進行交流,俾助我資本市場能儘 早與國際接軌。
- (二)歡迎 P 君參加本會明年舉辦之台北公司治理論壇, 以傳達 IMF 在推動及制定國際金融及資本市場的發展方向與理念,以及與國際其他金融組織機構合作的 經驗。

七、與澳洲證券暨投資管理委員會(ASIC)會談紀錄

對象: Mr. Jeffrey Lucy (委員)

(一)本會代表表示,本會與 ASIC 所簽署的雙邊合作是屬 於較 MOU 更高層次的議訂書 (Protocol),由此可 見兩個主管機關間對於雙邊合作與交流之重視更甚於 其他會員,因此希望雙方未來能更緊密的加強實際的合作與交流。

(二)本會舉辦多次國際性研討會時,澳方亦曾派員共襄盛舉,希望明年本會舉辦公司治理論壇時,澳方亦能派代表出席,分享其推動公司治理的經驗。

八、與加拿大安大略證管會會談紀錄

對象: Mr. W. David Wilson (主席)

- (一)本會代表表示希望能夠與加拿大加強雙邊合作與交流,同時希望雙方能夠就簽署 MOU 進一步諮商,對 方亦表示彼此可適時考慮進一步洽談。
- (二)歡迎 W 主席參加本會明年舉辦之台北公司治理論 壇,俾本會能分享加拿大在資本市場之管理經驗及成 果,以及推動公司治理之經驗。

九、與日本證券交易監理委員會會談紀錄

對象: 佐渡賢一(主席) 內藤純一(秘書長) 岡村和美(顧問)

- (一)本會代表感謝日本這次主辦 IOSCO/TC 會議同時邀請本會參加,俾本會能夠即時與國際資本市場脈動接軌,並與 IOSCO 各會員互動的機會。
- (二)台灣與日本在地理環境及文化關係上皆甚為密切, 而且雙方亦簽訂有 MOU,爰此希望兩個主管機關能 夠加強合作與交流,同時表達歡迎日本證券主管機關 派員出席本會明年舉辦之台北公司治理論壇。

十、與英國金融監理署會談紀錄

對象: Ms. Magaret Cole (執法部門主管)

- (一)本會代表對於英國於 2006 年主辦的技術委員會會議 亦曾邀請本會參加乙事表示感謝,本會雖非 IOSCO 技術委員會會員,惟獲邀出席 IOSCO 技術委員會年 度會議,讓本會除有機會隨時掌握國際資本市場發展 狀況,也能藉機與 IOSCO 會員增進互動與交流。
- (二)本會成立所採金融監理一元化,即曾參採英國 FSA 的架構,由於兩機關的管理及運作模式類似,爰希望 彼此加強交流與合作。
- (三)本會代表同時歡迎 FSA 派員參加明年本會舉辦的台 北公司治理論壇,除分享該國推動公司治理的經驗與 成效外,也能夠分享該國有關金融監理一元化的管理 經驗。

十一、與日本東京證券交易所集團會談紀錄

對象: Mr. Atsushi Saito (總裁兼執行長)

Mr. Tomoyoshi Urnishi(資深執行長)

Mr. Kiyoyuki Tsuchimoto (Regulation 部門常任理事)

- (一)東京證券交易所於今年8月1日成立控股公司,旗下成立兩個子公司,業務部分由東京證券交易所負責; 監理部分則另外成立一個部門並於今年11月1日正式運作。鑑於我國證券周邊單位即將推動四合一整合,本會代表於是就此議題與渠等進行意見交換。
- (二)希望東京證券交易所能夠加強與我國證券交易所的 合作與交流,同時希望對方能夠隨時提供整合後的效 益與面臨之挑戰之訊息予我方參考。

十二、與韓國交易所會談紀錄

對象: Mr. Kim Hong Joo (市場監視部經理)

- (一)由於韓國證券交易所、韓國期貨交易所以及 Kosdaq 市場於 2005 年即進行合併,迄今已近二年。本會代 表爰就韓國在進行證券周邊單位整合兩年來的效益與 所面臨的問題與 K 君交換意見。
- (二)希望韓國交易所能夠加強與我國證券交易所的實質 合作與交流。

十三、與阿根廷證管會代表會談紀錄

對象: Mr. Hectro O. Helman (Director)

本會代表表示希望能夠與阿根廷加強雙邊合作與交流,同時希望雙方能夠就簽署 MOU 進一步諮商,對方亦表示彼此可適時考慮進一步洽談。

除了前述幾個主要對話機關與機構外,本會代表於會議期間所諮商的對象尚包括:德國證管會主席、香港證監會主席、印度期貨交易委員會主席等,以及其他業者代表如高盛集團、摩根大通銀行、美林集團、渣打銀行、紐約證交所監理機構等與會代表就加強雙邊合作、國際資本市場發展情勢等議題交換意見,同時也歡迎渠等有機會來台考察我資本市場發展情況,或參加本會舉辦之國際型研討會,也歡迎渠等隨時提供寶貴意見予本會參考。

肆、拜會東京工業品交易所(TOCOM)

The Tokyo Commodity Exchange, TOCOM 主要接見人士:

常務理事: 先崎和彦

理 事:小野里光博

理 事:村田裕成

企劃部國際課長:關良一

一、東京工業品交易所簡介

(一)歷史沿革

東京工業品交易所(The Tokyo Commodity Exchange, TOCOM)成立於 1984年,合併了東京黃金交易所(Tokyo Gold Exchange)、東京橡膠交易所(Tokyo Rubber Exchange)、及東京紡織品交易所(Tokyo Textile Exchange)。其後,分別於 1992年、1997年推出以鈀金(Palladium)及白金(Platinum)為標的之商品期貨,並於 1999年7月推出能源類期貨。

隨著 2005 年日本年重新修定商品交易法 (Commodity Exchange Act), TOCOM 之結算交割業務移轉至日本商品結算所(JCCH, Japan Commodity Clearing House)。此外, TOCOM 已於 2006 年 2 月取得美國 CFTC 核發之 Part 30 許可。

(二)組織型態

TOCOM 為非營利性質之會員制交易所,管理法源為1950年頒布之商品交易法(Commodity Exchange Law),主管機關為日本之經濟產業省(Ministry of Economy, Trade and Industry)。

TOCOM 之最高決策單位為會員會議 (general meeting of members),而日常營運事務則由董事會決定, 下設五個委員會,分別為一般事務委員會 (General Affairs Committee)、會員資格委員會(Membership

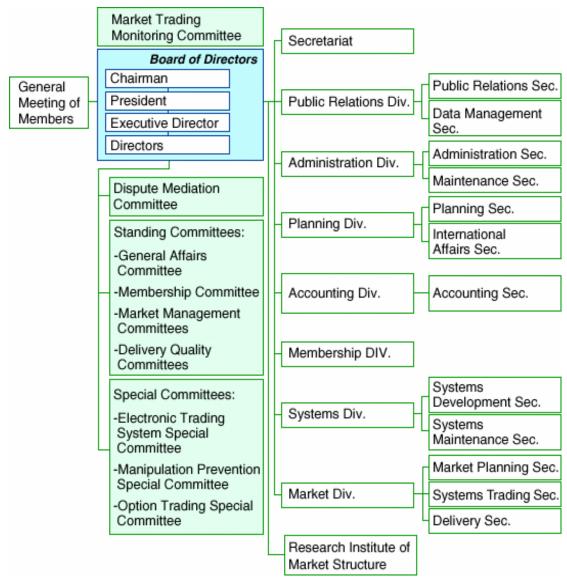
Committee)、市場管理委員會(Market Management

Committee)、交割品質委員會(Delivery Quality

Committee)、市場交易監視委員會(Market Trading

Monitoring Committee) •

圖 1: TOCOM組織架構



(三)掛牌商品

目前 TOCOM 商品包括商品期貨與期貨選擇權,商品期貨皆採實物交割,標的現貨包括下列四類,以黃金期貨交易量最大,汽油期貨次之。

- 1 · 貴金屬: 黃金(Gold)、白銀(Silver)、白金(Platinum)、鈀金(Palladium)。
- 2 · 鋁(Aluminum)。
- 3 · 能源:汽油(Gasoline)、原油(Crude Oil)、煤油(Kerosene)。
- 4 · 天然橡膠(Natural Rubber)。

TOCOM 另有以黃金期貨為標的之期貨選擇權,而燃油期貨(Gas Oil),則自 2006 年 4 月契約到期後停止交易,TOCOM 甫於 2007 年 7 月 17 日推出迷你黃金期貨商品。此外,TOCOM 在 2006 年 7 月推出以其商品價格編製之TOCOM Index 後,刻正評估推出以該商品指數為標的之期貨商品。

(四)交易量資訊

表1:TOCOM商品近兩年交易量

商品	2005年	2006年
黄金(Gold)	17,958,240	22,228,198
白銀(Silver)	817,624	858,153
白金(Platinum)	8,573,313	11,018,069
鈀金(Palladium)	323,347	361,478
鋁(Aluminum)	219,694	157,781
汽油(Gasoline)	17,448,561	12,932,848
煤油(Kerosene)	7,295,741	4,492,904
原油(Crude Oil)	1,981,389	1,961,190
燃油(Gas Oil)	6,312	2
天然橡膠(Natural Rubber)	7,156,225	9,661,388
合計	61,780,446	63,672,011

TOCOM發展黃金期貨極為成功,交易情形非常熱絡,交易量居全球第一,詳如表 2。

表2:全球黄金期貨近兩年交易量

交易所	2005 年	2006年
TOCOM	17,958,240	22,228,198
NYMEX (COMEX)	15,890,617	15,917,897
СВОТ	1,016,638	10,447,404
RTS	-	1,401,271
DGCX	6,679	491,420
TAIFEX	-	32,482
BM&F	55,226	27,777
TURKDEX	-	1,425
JFX	252	148
BSE	-	130

(五)制度簡介

有關交易制度,目前 TOCOM 商品皆採電子交易,此種連續性電子交易(continuous computerized trading)係自 1991年4月起採用,原有之定盤制人工喊價交易方式,已隨著天然橡膠期貨於 2005年1月起停止使用,而進入全面電子化時代。

在結算制度方面,自 2005 年起,TOCOM 之結算交割業務皆由日本商品結算所(JCCH)處理,原先曾於 2003 年6月推出自行開發之新一代結算系統。

二、考察東京工業品交易所訪談紀要

此次拜會日本東京工業品交易所,除聽取該交易所簡報,以瞭解該交易所的沿革及發展近況外,並藉機交換市場發展及管理經驗。以下為訪談紀要:

問一:相較於台灣與日本兩地的期貨市場,台灣以金融期貨為主,日本則以商品期貨為主,請問監理的差別何在?

答一:我認為監理時要特別注重兩地期貨市場的差異性,因台灣大部分採現金結算,而日本則採實務交割,要特別注意。另外,金融期貨與商品期貨的市場參與者亦不相同,也必須留意。

問二:若想發展商品期貨市場,卻缺乏自然資源的支持,請問要如何克服此項限制?

答二:在自然資源不豐沛的條件下發展商品期貨時, 可運用衍生性工具來克服瓶頸,如:SWAP Options 等。

問三:隨著國際經濟蓬勃發展,各國期貨交易所紛紛 推出新期貨商品,其中不乏多項商品與TOCOM商品形成 競爭關係(例如:上海期貨交易所於今年九月推出黃金期 貨),對此發展,東京工業品交易所有何因應之道?

答三:相同商品在不同市場上市,投資人反而可透過 套利或投機方式獲利,對投資人來說增加選擇,對交易所 而言,反而可造成雙贏的局面,因此我們倒也樂見其成。

問四:東京工業品交易所是在1984年由東京黃金交易所(Tokyo Gold Exchange)、東京橡膠交易所(Tokyo Rubber Exchange)及東京紡織品交易所(Tokyo Textile Exchange)合併而成,請問當年三家交易所的合併可曾遭遇何問題,可供借鏡之處?

答四:當年由於三家交易所皆為非營利性質之會員制交易所,各會員間意見相左因此整合困難度頗高,管理法源屬於 1950 年頒布之商品交易法(Commodity Exchange Law),法規上亦面臨限制,我們是採先消滅其中 2 家才變成目前的一家。我們的主管機關一經濟產業省(Ministry of Economy, Trade and Industry)也曾想過以單一整合的方式,

類似台灣的控股公司模式來提升競爭力,但採取交易、結算及集保共通的交易平台即可有效提高效率,可供貴國參考。

問五:由於東京工業品交易所的外資交易量達 20%, 而台灣期貨交易所僅約 7%,其中因涉及外資的申報較為複 雜,是否能介紹貴所對於部位限制如何管理?

答五:由於日本是採取「例報制」,即投資人主動在 一段時間內申報部位,不若台灣採取「即時申報」,交易 所可隨時掌握投資人的部位狀況,但我們對於投機的客戶 則會特別控管,第二天就可以知道是否超過部位限制。

問六:東京工業品交易所的重要競爭對手紐約商業交易所(NYMEX)已於2006年使用CME的GLOBEX交易平台,其商品交易時間亦與貴所重疊,TOCOM在此方面是否有進一步規劃及想法?

答六:我們認為對抗國際競爭力,系統越佳競爭力才會越強,東京工業品交易所要引進的是「包裝式的軟體」,直接提昇電子平台的的速度,這種作法比 NYMEX 僅僅是將 GLOBEX 掛上去來得實際。另外我們也預計於 2008年1月7日起,將下午盤交易時間由 15 時 30 分延長至 17 時 30 分。

伍、結論

本次 IOSCO 技術委員會議各場之議題看似各自獨立, 互不相關,惟仔細析之,彼此之間卻密切關連且有脈絡可 循。由於資本市場的發展已日趨國際化,金融集團的擴張 更是愈來愈集中於少數大型國際集團,又其所設計創新的 金融商品更是日新月異,且愈趨精密與複雜,跨國交易也 隨著集團規模擴大而愈來愈頻繁。以上種種演進與發展, 以及各管轄區的監理環境與法制架構不一,使得單一監理 機關在自己管轄區內的監理日感力有未逮,於是 IOSCO 對 於加強跨境監理合作的呼籲始終不墜。

為強化國際資本市場健全的發展,保護全球投資人的權益,IOSCO及其他相關國際組織機構於是不斷思索如何藉由全球的法規調和、國際標準化、相互認許等基礎上推動國際資本市場之整合;包括會計標準、跨國監理合作、資訊的揭露等。然後在上述架構下,探討如何加強業者的內部稽核與控制,如何強化資訊透明度以及如何防範利益衝突等等,俾確實保護投資人權益,以維持一個公平的資本市場等等,皆是會中熱烈討論重點。與會者也皆有共識,要藉由建置法規的調和、推動國際標準化以及相互認許等措施,致力推動國際資本市場的健全與整合。

從美國證管會於本次會議隔週通過法規修正案,允許未來在美國登記的外國公司如果擬適用 IFRS,則無需就適用美國的 GAAP 進行調整的重大宣布可以看出,連執全球資本市場牛耳之大國如美國,為了提升其競爭力,降低國內企業成本,也不得不調整其國內會計制度傾向與 IFRS 接軌。可說是 IOSCO 及其他國際組織努力推動國際資本市場整合的具體成效之一。

又,本次出席 IOSCO 技術委員會議除了汲取國際資本市場發展最新動脈外,尚有下列具體成效:

- 一、與主要國家進行雙邊會談並促進跨國合作事宜:本會代表於與會期間,與各與會員積極互動,並建議加強雙邊合作與交流,均獲得正面回應。所諮商對談的會員包括: IOSCO 技術委員會主席、的多人表質會主席、美國期貨商交易委員會代表與實會主席、英國金融監理委員會主席、英國證管會主要、與洲證券暨投資管理委員會主席、以及其他國際全融集團代表等會。並與加拿大代表雙方述及適時考慮簽署 MOU 之可行性問題。本會代表雙方述及適時考慮簽署 MOU 之可行性問題。本會代表與各國代表針對證券市場監理議題彼此交換意見外,並藉機邀請渠等參加我國舉辦之各項國際研討會,深獲各國與會代表認同與支持。
- 二、積極參與各項會議:由於 IOSCO 技術委員會所討論議題,皆係已開發國家的證券市場目前面臨最新且最迫切的監理議題。本次會議各場次專題研討會不僅邀請重要金融監理機關首長或高層專題演講或參與各場次研討會外,同時邀請具代表性的業者參與,集主管機關及業者代表共聚一堂,就不同角度提出各自看法,俾思索出一套既符合公眾利益,亦符合業者利益的管理架構。故參加本次會議有助於 IOSCO 及本會作為未來訂定相關監理原則或規範之參考。
- 三、本會此行利用會議結束後,拜會日本東京工業品交易所(The Tokyo Commodity Exchange, TOCOM),考察日本期貨市場發展現況,並藉機交換市場發展及管理經驗,以汲取日本發展期貨市場的經驗,希冀有助於我國推動期貨業務之參考。

綜上,本次會議所討論議題,以及未來所發展趨勢, 都非常值得持續觀察,俾作為我國在推動建置一個公平健 全的資本市場並強化國際競爭力的重要參考。又,本會積 極參與本次會議,除了加速與國際資本市場發展接軌,汲取國際資本市場發展最新動脈外,並藉由對話獲致 IOSCO 及與會各國證券主管機關對本會之高度肯定,對於推展我國金融外交亦具實質意義。未來本會將更積極投入參與該組織相關活動,除善盡會員責任外,並藉此進一步加強與各國實質關係外,同時也促使我國資本市場發展邁向更國際化。

陸、附件

附件一 國際證券管理機構組織(IOSCO)簡介

國際證券管理機構組織為目前世界各國證券及期貨市場主管機關最重要的國際性合作組織。該會成立於 1983年,其前身為 Inter-American Regional Association(成立於 1974年)。原會員均為美洲境內之證券主管機關,直至 1984年在法國、印尼、韓國、英國等國家之證券期貨主管機關陸續加入後,方成為一國際性證券管理機構組織。 1986年7月在巴黎舉辦之年會係 IOSCO 第一次在美洲境外舉辦之年會,該年會中並決議設立一永久性之秘書處(General Secretariat,位於西班牙馬德里)。我國係於民國 76年(西元 1987年)由當時的證券主管機關—財政部證券管理委員會申請加入 IOSCO,民國 93年(西元 2004年)7月1日本會成立後,改由本會代表我國為 IOSCO 的會員。一、設立目標

- (一)共同合作以提昇法規之水準,以維持公平、有效率及健全之市場
- (二) 互換經驗及資訊,以發展各國市場。
- (三) 共同提昇跨國證券交易之監視水準及效率。
- (四)提供會員各項法規及執法程序之建議及協助,以 更加有效防範犯罪。

二、組織架構

(一) 首長委員會(Presidents, Committee):會員大會擁有絕對權力決定及達成組織之目的(purpose of the Organization),由所有一般會員及副會員的代表(Presidents)組成,其下分為亞太地區分會(Asia-Pacific Regional Committee)、美洲地區分會(Interamerican

- Regional Committee)、非洲/中東地區分會 (Africa/Middle-East Regional Committee)及歐 洲地區分會(European Regional Committee)等 四個分會。分會會員每年於大會年會期間開會。
- (二)執行委員會(Executive Committee):本會委員 每年固定召開數次會議,依照組織章程之規定, 具有絕對權力以達成組織之業務目標 (Objectives of the Organization)。目前共有十 九位委員,包括技術委員會及新興市場委員會主 委、各會員大會分會主委、各會員大會分會選出 一位代表及會員大會選出九位代表。執行委員會 下分設兩個工作委員會(Specialized Working Committee):
 - 1、技術委員會(Technical Committee):目前共有 十五個會員,均來自已開發、規模較大及較國 際化之國家,本委員會委員每年召開數次會 議,其下並分設五個工作小組(Specialized Working Groups)。
 - (1) 跨國資訊揭露及會計 (Multinational Disclosure and Accounting) 小組。
 - (2) 交易市場管理 (Regulation of Secondary Markets) 小組。
 - (3) 市場中介機構之管理 (Regulation of Market Intermediaries) 小組。
 - (4) 執法與資訊交換 (Enforcement and the Exchange of Information) 小組。
 - (5) 投資管理 (Investment Management) 小 组。
 - 2、新興市場委員會 (Emerging Market Committee):本委員會主要目的在經由建立法

規之標準、提供訓練課程及促進資訊及經驗之 互換,以推動新興證券及期貨市場之發展。本 委員會委員每年開會數次,其下並分設數個工 作小組(Specialized Working Groups):

- (1) 資訊揭露及會計(Disclosure and Accounting)。
- (2) 交易市場管理 (Regulation of Secondary Markets)。
- (3) 市場中介機構管理 (Regulation of Market Intermediaries)。
- (4) 執法與資訊交換 (Enforcement and the Exchange of Information)。
- (5) 投資管理 (Investment Management)。
- (三) 自律機構顧問委員會(SRO Consultative Committee):本委員會目的在於確保全球證券及期貨自律機構及相關機構都能對市場法規的發展及變化提出建議。
- (四) 秘書處(General Secretariat):設於西班牙馬德里,負責辦理 IOSCO 日常事務及協調或舉辦訓練班及會議。

三、會員制度

IOSCO 會員共分為三類:

- (一) 正會員(Ordinary Member):凡證券市場主管機關 或類似之政府單位均可申請,惟每個國家僅限一 位正會員。該國家如無類似之證券市場主管機 關,則該國之相關自律機構可申請為正會員。正 會員具投票權(每單位一票),可參與會員大會 及執行委員會。
- (二) 副會員(Associate Member): 如一國之證券主管機關已成為正會員,則該國由地方性主管機關組

成之協會或其他相關法定主管機關可申請成為副會員。副會員無投票權,可參與會員大會,但不可參加執行委員會。

(三) 附屬會員(Affiliate Member):任何與證券市場有關之自律機構或國際性機構均可申請成為附屬會員。附屬會員無投票權,不可參與會員大會及執行委員會,惟該會員如屬自律機構(SROs),則可自動成為自律機構顧問委員會會員。

四、IOSCO各委員會首長名單

		Vice			
Committee	Chair	Chair	Authority	Organization	Title
	Ms. Jane		New	Securities	
	Diplock		Zealand	Commission	Chairman
Executive				Securities	
		Mr. Fulin		Regulatory	
		Shang	China	Commission	Chairman
				Autorité des	
	Mr. Michel			marchés	
Techical	Prada		France	financiers	President
				Securities and	
	Mr. M.			Exchange	
Emerging	Damodaran		India	Commission	Chairman
Market		Mr.		Jordan	
		Bassam K.		Securities	
		Saket	Jordan	Commission	Chairman
	Mr. Thirachai			Securities and	
	Phuvanat-			Exchange	Secretary
APRC	naranubala		Thailand	Commission	General

附件二 大會議程

Wednesday, November 7, 2007

19:00 -	Welcome Reception at Hotel Okura Tokyo	
21:00	Orchard Room, 2nd floor, South Wing	
	Welcome Speech:	
	<u>Takafumi Sato</u> , Commissioner, Financial Services Agency, Japan	

Thursday, November 8, 2007

10:00 -	Opening Address		
10:30	Heian Room, 1st Floor, Main Building		
	Yoshimi Watanabe, Minister of State for Financial Services and Administrative Reform, Government of Japan		
	Michel Prada, Chairman, IOSCO Technical Committee / Chairman, Autorité des Marchés Financiers (AMF), France		
	<u>Christopher Cox</u> , Chairman, Securities and Exchange Commission, USA		
10:30 -	Panel 1 "Convergence in the area of Accounting and Auditing"		
12:00	Heian Room, 1st Floor, Main Building Moderator:		
	Roel C. Campos, Partner, Cooley Godward Kronish LLP, Washington, DC / Former Commissioner, Securities and Exchange Commission, USA		
	Panelists :		
	Julie A. Erhardt, Deputy Chief Accountant, Securities and Exchange Commission, USA		
	Tsuguoki (Aki) Fujinuma, Immediate Past Chairman and President, The Japanese Institute of Certified Public Accountants (JICPA)		
	Jeffrey Lucy, AM, Commissioner, Australian Securities and Investments Commission (ASIC)		
	Noriaki Shimazaki, Executive Vice President, Sumitomo Corporation		
	Sir David Tweedie, Chairman, International Accounting Standards		

	Board (IASB)
12:00 -	Lunch with Lunch Speaker
13:30	Ascot Room II, 2nd Basement Floor, South Wing
10.00	, , , , , , , , , , , , , , , , , , , ,
	Lunch Speaker:
	Kenichi Sado, Chairman, The Securities and Exchange Surveillance Commission, Japan
	Toshio Ando, Chairman, Japan Securities Dealers Association
13:30 -	Panel 2 "Competition and Consolidation of Exchanges"
15:00	Heian Room, 1st Floor, Main Building
	Moderator:
	<u>Jochen Sanio</u> , President, BaFin - Federal Financial Supervisory Authority, Germany
	Panelists :
	James F. Duffy, Executive Vice President and General Counsel, NYSE Regulation, Inc.
	<u>Susan Wolburgh Jenah</u> , President and Chief Executive Officer, Investment Dealers Association of Canada (IDA)
	Ruben Lee, Founder and Chief Executive Officer, Oxford Finance Group
	<u>Atsushi Saito</u> , President and Chief Executive Officer, Tokyo Stock Exchange Group, Inc.
	<u>Shigemitsu Sugisaki</u> , Vice Chairman, Goldman Sachs Japan Co., Ltd.
15:00 -	Afternoon coffee break
15:30	Heian Room, 1st Floor, Main Building
	Ticlan Noom, 1st 11001, Wall Ballaling
15:30 -	Panel 3 "Approaches towards Global Conglomerates"
17:00	Heian Room, 1st Floor, Main Building
	Moderator :
	<u>David Wilson</u> , Chair, Ontario Securities Commission (OSC), Canada
	Panelists :
	<u>Fumiyuki Akikusa</u> , Deputy President, Mitsubishi UFJ Securities Co., Ltd.
	Mark Branson, Chief Executive Officer, UBS Securities Japan Ltd.

	Michael Diekmann, Chairman, Board Management, Allianz SE
	Ceyla Pazarbasioglu, Chief, Capital Market Development and
	Financial Infrastructure Division, International Monetary Fund (IMF)
	Marc Saidenberg, Managing Director, Merrill Lynch & Co.
17:00 -	Press Conference
17:45	Continental Room, 1st Floor, Main Building
18:00 -	Coach transfer from the Hotel Okura Tokyo / ANA
19:00	Intercontinental Hotel Tokyo to the National Museum of
10.00	Emerging Science and Innovation (Miraikan) for Gala Dinner
	Emerging Science and innovation (windikan) for Gala Diffier
19:00 -	Gala Dinner
21:30	Mamoru Mohri, Ph.D., Executive Director, National Museum of
	Emerging Science and Innovation, Astronaut
	Nobuyuki Koga, Director, President and Chief Executive Officer,
	Nomura Holdings, Inc. / Director, President and Chief Executive
	Officer, Nomura Securities Co., Ltd.
24.20	Cooch transfer to the hotels
21:30 -	Coach transfer to the hotels
22:30	
22.30	

Friday, November 9, 2007

09:00 - 10:20	Panel 4 "An Enlarging Front for Cross-Border Regulatory Cooperation"
	Heian Room, 1st Floor, Main Building
	Moderator :
	Margaret Cole, Director of Enforcement, Financial Services Authority (FSA), UK
	Panelists :
	Edward F. Greene, General Counsel, Markets and Banking, Citigroup
	Walter L. Lukken, Acting Chairman, Commodity Futures Trading Commission (CFTC), USA
	<u>Thirachai Phuvanatnaranubala</u> , Secretary-General, Securities and Exchange Commission, Thailand / Chairman, IOSCO Asia-Pacific Regional Committee
	Andrew Sheng, Chief Adviser, China Banking Regulatory

	Commission (CBRC) / Former Chairman, IOSCO Technical Committee
10:20 -	Morning coffee break
10:40	Heian Room, 1st Floor, Main Building
	Troidit Nooti, 18t 11661, Walli Ballaling
10:40 - 12:00	Panel 5 "Approaches towards Alternative Investments"
	Heian Room, 1st Floor, Main Building
	Moderator :
	Michel Prada, Chairman, Autorité des Marchés Financiers (AMF),
	France / Chairman, IOSCO Technical Committee
	Panelists :
	John G. Gaine, President, Managed Funds Association (MFA)
	Alain Leclair, Chairman, French Association of Asset Management (AFG)
	<u>Takumi Shibata</u> , Chief Executive Officer, Nomura Asset Management Co., Ltd.
	Martin Wheatley, Chief Executive Officer, Securities and Futures Commission Hong Kong
40.00	Paral C Canalystin v Casaian
12:00 - 13:00	Panel 6 Concluding Session "The Future Agenda for IOSCO — For Today and Beyond"
	Heian Room, 1st Floor, Main Building
	Moderator :
	<u>Junichi Maruyama</u> , Deputy Commissioner for International Affairs, Financial Services Agency, Japan
	Panelists :
	Jane Diplock, AO, Chairman, IOSCO Executive Committee / Chairman, New Zealand Securities Commission
	Ruben Lee, Founder and Chief Executive Officer, Oxford Finance Group
	Michel Prada, Chairman, IOSCO Technical Committee / Chairman, Autorité des Marchés Financiers (AMF), France
	Atsushi Saito, President and Chief Executive Officer, Tokyo Stock Exchange Group, Inc.
	Vickie A. Tillman, Executive Vice President, Standard & Poor's (S&P), USA

13:00 - 13:15	Closing Address Heian Room, 1st Floor, Main Building Akihiko Yamamoto, Senior-Vice Minister for Financial Services,
	Government of Japan
13:15 - 14:45	Lunch Heian Room, 1st Floor, Main Building
14:45	Conference Close

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附件三 本次會議講座介紹

Fumiyuki Akikusa Deputy President, Mitsubishi UFJ Securities Co., Ltd.

Fumiyuki Akikusa joined Mitsubishi Securities Co., Ltd., a predecessor of Mitsubishi UFJ Securities Co., Ltd as Senior Managing Director and Principal Executive Officer in June 2005. Responsible for the Global Markets business Unit as Director and Princial Executive Office of Mitsubishi UFJ Securities Co., Ltd., (upon merger with UFJ Tsubasa Securities Co., Ltd., in Ocotober 2005), he is in charge of all but Investment Banking, International Business, Compliance and Auditing as Deputy President since June 2006. He is also a member of the Executive Board of Mitsubishi UFJ Financial Group, Inc., a parent company of Mitsubishi UFJ Securities.

In addition to the position above, he is the Chairman of the Wholsale Business Council of the Securities Strategy Board and a member of the General Affairs Committee of the Japan Securities Dealers Association. Prior to his joining the securities industry, he enjoyed various banking businesses in Bank of Tokyo-Mitsubishi UFJ, Ltd. (BTMU), and Mitsubishi Bank, Ltd., a predecessor of the BTMU, over 30 years; brach manager in Dusseldorf, Germany (1991 - 1994), branch manager in Kobe (1996 - 1999), Director and Generral Manager of Credit Suprevision Division (2000- 2001) and Chief Executive of Investment Banking & Asset Management Business Unit and Group Head of Structured Finance Group (2004 - 2005).

He graduated with an LLB from the University of Tokyo (1972), and he studied at the Ruhr-Universitat Bochum, Germany (1975-1976), where he took interest in the field of economics.

Toshio Ando Chairman, Japan Securities Dealers Association



Toshio Ando has been Chairman of Japan Securities Dealers Association since July 2006. Prior to assuming his current position, he had more than 30 years experience with the Japanese securities industry.

Ando began his career with Nomura Securities Co., Ltd. in 1974. In 1999, he became Managing Director, and, from 2000 to 2002, served as Executive Managing Director of the company. During this tenure, he was appointed as Director and Member of the Board of Nomura Holdings, Inc. in October 2001.

In April 2002, Ando moved to the position of Chairman of Nomura Asset Management Co., Ltd. From June 2003 to June 2006, he held the concurrent positions of Representative Executive Officer of the company and Chairman of Investment Trust Association, Japan.

Ando studied Law at Keio University and holds a BA in Law from that university.

Mark Branson

Chief Executive Officer, UBS Securities Japan Ltd. Member of the UBS Group Managing Board Member of the UBS Investment Bank Management Committee



Mark Branson was appointed Chief Executive Officer of UBS Securities Japan Ltd in January 2006. He also serves as a Member of both the UBS Investment Bank Management Committee and the UBS Investment Bank Board.

Before becoming CEO of UBS Securities Japan, he served in several senior management positions within the Group, most recently as Chief Communication Officer.

Previously, he held roles in operations and logistics strategy with Warburg Dillon Read and in 1999 became UBS's Head of Investor Relations. He was with Coopers & Lybrand for four years and Credit Suisse for three, before joining SBC Warburg in 1997. Branson is Vice Chairman of Japan's International Bankers Association, and Chairman of the UBS Verbier Festival Orchestra. He earned an MSc from the University of Lancaster and an MA from Trinity College Cambridge.

Roel C. Campos

Partner, Cooley Godward Kronish LLP, Washington, DC Former Commissioner, Securities and Exchange Commission, USA



Roel C. Campos is the partner in charge of Cooley Godward Kronish's Washington, DC office. He is a member of the Litigation Department and joined the firm in 2007.

Prior to joining Cooley, Campos was a commissioner of the U.S. Securities and Exchange Commission. He was first sworn in as a Commissioner of the SEC on August 22, 2002. On June 2, 2005, he was nominated by President George W. Bush for a second term, and was confirmed by the Senate on July 29, 2005. He presided over hundreds of complex enforcement cases, and also extensively participated in the crafting and adoption of all of the SEC's major regulatory initiatives.

Campos served for more than four years as the Commission's liaison to the international regulatory community, and was the Vice Chair of the Technical Committee of IOSCO and the chair of the Monitoring Group. Prior to being nominated to the Commission, Campos was one of two principal owner-executives of El Dorado Communications, a radio broadcasting company. He began his career as an officer in the U.S. Air Force. He then worked in Los Angeles for major law firms as a corporate transactions/securities lawyer and litigator. Beginning in 1985, Campos served as a federal prosecutor in the U.S. Attorney's Office in Los Angeles. Campos has been recognized as one of the top Latino leaders in America. He earned his J.D. from Harvard Law School (1979), his M.B.A. from UCLA (1972), and his B.S. from the U.S. Air Force Academy (1971).

Margaret Cole Director of Enforcement, Financial Services Authority (FSA), UK



Margaret Cole joined the FSA in July 2005 as Director of Enforcement. She is a solicitor with over 20 years' experience in private practice, specialising in commercial litigation with an emphasis on financial services. From 1990 to 1995 she was a Partner with Stephenson Harwood, where she was responsible for the recovery actions in relation to the Maxwell Pension Funds on behalf of the Pension Funds Trustee. In 1995 she joined the London Office of White & Case to found and head its Dispute Resolution Department. Notable cases at White & Case include representing RBC in proceedings in London and New York regarding an Enron-related \$500 million swap transaction. On joining the FSA Cole was responsible for the implementation of the recommendations from the Enforcement Process Review. She is a member of ExCo, which discusses and makes decisions on the main strategic and operational issues faced by the FSA, and the FSA's Regulatory Policy Committee.

Christopher Cox Chairman, Securities and Exchange Commission, USA



Christopher Cox is the 28th Chairman of the Securities and Exchange Commission. He was appointed by President Bush on June 2, 2005, and unanimously confirmed by the Senate on July 29, 2005. He was sworn in on August 3, 2005. During his tenure at the SEC, Cox has made vigorous enforcement of the securities laws the agency's top priority, bringing ground breaking cases against a variety of market abuses including hedge fund insider trading, stock options backdating, fraud aimed at senior citizens, municipal securities fraud, and securities scams on the Internet. He has assumed leadership of the international effort to more closely integrate U.S. and overseas regulation in an era of global capital markets and international securities exchanges. He has also championed transforming the SEC's system of mandated disclosure from a static, form-based approach to one that taps the power of interactive data to give investors qualitatively better information about companies, mutual funds, and investments of all kinds. In addition, as part of an overall focus on the needs of individual investors, Cox has reinvigorated the agency's initiative to provide important investor information in plain English. For 10 of his 17 years in Congress, Cox served in the Majority Leadership of the U.S. House of Representatives. He was Chairman of the House Policy Committee; Chairman of the Committee on Homeland Security; Chairman of the Select Committee on U.S. National Security; Chairman of the Select Committee on Homeland Security (the predecessor to the permanent House Committee); Chairman of the Task Force on Capital Markets; and Chairman of the Task Force on Budget Process Reform.

Michael Diekmann Chairman, Board Management, Allianz SE



Following his secondary education, Michael Diekmann began his studies in philosophy, history of art and history at the Goettingen University in 1973. Parallel to building up and managing a publishing company, he began to study for a law degree in 1980, which he completed with the second state examination in 1987. From 1988 to 1989 Diekmann worked as Assistant to the CEO of Allianz Versicherungs-AG for northern Germany in Hamburg, completed his sales training and assumed his first management position in the Hamburg Harburg branch office in 1990. In 1991 and 1992 Diekmann managed the Hannover branch office of Allianz. In 1993 he became head of Customer Group Management for private customers. His task was to develop this new department at the head office in Munich.

In 1994 and 1995 Diekmann, as a member of the management of Allianz Versicherungs- AG for North-Rhine Westphalia, was in charge of Sales & Marketing.

In 1996 Diekmann went to Singapore to build up the new management holding company Allianz Asia Pacific. This unit coordinates and develops all Allianz activities in the Asia-Pacific region. At the end of 1997, Diekmann was elected to the newly founded International Executive Committee of Allianz AG. As of 1.10.1998 he was appointed by the Supervisory Board of Allianz AG as a Member of the Board of Management, responsible for Asia-Pacific. Subsequently in 2000, he also assumed responsibility for Central and Eastern Europe, the Middle East and Africa (CEEMA) as well as for Group Human Resources. In January 2002 his regional responsibility changed to the Americas.

Diekmann became Chairman of the Board of Management of Allianz AG (since October 2006 Allianz SE) on April 29, 2003.

Jane Diplock, AO Chairman, IOSCO Executive Committee Chairman, New Zealand Securities Commission



Jane Diplock was appointed Chairman of the Executive Committee of the International Organisation of Securities Commissions (IOSCO) in May 2004 and was re-elected for a further two year term in June 2006.

Diplock is the Chairman of the New Zealand Securities
Commission, a post she has held since September 2001. During
her chairmanship, the regulator has been given additional
responsibilities and powers notably in enforcement of securities law
and oversight of securities markets. It has also taken a higher
profile in education about securities and in international securities
regulation. In 2006, she was reappointed for a further five year
term.

Diplock is a member of the Trustee Appointments Advisory Group set up by the International Accounting Standards Committee Foundation. She is one of the eight leaders of international organisations on this group. Diplock is a member of the Australia New Zealand Leadership Forum.

She holds degrees in Arts and Law and a Diploma of Education from Sydney University and a Diploma of International Law, International Economics and International Relations from the Australian National University. She was a Chevening research fellow at the London School of Economics.

Diplock's professional qualifications are: Barrister and Solicitor of the ACT Supreme Court and High Court of Australia / Barrister of the New South Wales Supreme Court / Fellow of the Institute of Public Administration Australia / Fellow of the New Zealand Institute of Management Inc.

Diplock's previous appointments include National Director, Infrastructure and Strategic Planning, and New South Wales Regional Commissioner with the Australian Securities and Investments Commission, senior executive roles with Westpac Banking Corporation and managing director of the New South Wales Technical and Further Education Commission.

Diplock was appointed as an officer of the General Division of the Order of Australia on 26 January 2003. The citation read "For service to business and commerce, to public administration, particularly in the areas of education and training, and to the community through a range of social justice, health, educational and cultural organisations."

James F. Duffy Executive Vice President and General Counsel, NYSE Regulation, Inc.



James F. Duffy is an Executive Vice President and the General Counsel of NYSE Regulation, Inc. Since joining the New York Stock Exchange in 1999, he has been extensively involved in both domestic and international listings matters, market regulation and market structure issues. He was centrally involved in the formulation of the Exchange's expanded corporate governance listing standards, and in the changes to the Exchange's own governance structure as well.

Previously, Duffy served for ten years as General Counsel of the American Stock Exchange. Earlier he practiced corporate and securities law on the legal staff of GTE Corporation, and with the firm of Lord, Day & Lord in New York.

Julie A. Erhardt Deputy Chief Accountant, Securities and Exchange Commission, USA



Julie A. Erhardt is a Deputy Chief Accountant at the U.S. Securities and Exchange Commission. As such her responsibilities include resolution of accounting and auditing issues, rulemaking projects, and oversight of private sector standard-setting efforts and regulation of auditors. The focus of Erhardt's work is on international matters.

Prior to joining the SEC Erhardt was a Sloan Fellow at the Graduate School of Business at Stanford University, and previous to that a partner at Arthur Andersen. At Andersen she worked first in its Detroit audit practice and then held financial reporting policy and practice consultative roles at Andersen's Chicago headquarters. She also served as a Practice Fellow at the U.S. Financial Accounting Standards Board and, on an interim assignment, at the International Accounting Standards Board. Erhardt received her Masters degree from Stanford University and her Bachelors degree from Michigan State University.

Tsuguoki (Aki) Fujinuma

Immediate Past Chairman and President, The Japanese Institute of Certified Public Accountants (JICPA)



Tsuguoki Fujinuma has served in various national and international professional positions over many years, including as Chairman and President of the Japanese Institute of Certified Public Accountants (JICPA) for 2004-2007 and President of the International Federation of Accountants (IFAC) for 2000-2002. During these periods he witnessed high profile corporate scandals, including Enron in US and Kanebo in Japan, and participated actively in discussions of legislative and regulatory reforms aimed at restoring public confidence in financial reporting.

Fujinuma is currently a member of the Trustees of the International Accounting Standards Foundation (IASCF), Chairman of the Trustees of the Financial Accounting Standards Foundation of Japan, and a Member of the Board of Tokyo Stock Exchange Group, Inc.

In addition, he has actively participated in various international conferences as a speaker or panelist, including the American Accounting Association (AAA) Conference held in Chicago in August this year.

He was a managing partner in the International Department of Ernst & Young ShinNihon and handled many multinational clients, obtaining in-depth knowledge of the business and management practices of those companies.

John G. Gaine President, Managed Funds Association (MFA)



John G. Gaine has been president of Managed Funds Association (MFA) since 1997. MFA, headquartered in Washington, D.C., is the only U.S.-based membership organization that represents the interests of managed funds professionals internationally. MFA promotes a beneficial regulatory environment, improved public relations, growth of the managed funds industry, and increased member and investor knowledge. Prior to becoming MFA's president, from 1993 to 1997, Gaine was MFA's director of government relations and general counsel.

From 1981 to1993, Gaine worked in private practice specializing in commodities and related areas, and, from 1977 to 1981, he was the General Counsel for the Commodity Futures Trading Commission. Gaine received his B.A. from the University of Notre Dame in 1964, and his LL.B. from Harvard University in 1967. He is admitted both to the Washington, D.C. bar and the New York bar.

Edward F. Greene General Counsel, Markets and Banking, Citigroup



Edward F. Greene is currently the General Counsel of Citi Markets and Banking. He was previously a partner at Cleary Gottlieb Steen & Hamilton LLP, resident in the London office from 1990 to 2004, when he joined Citigroup.

Greene was also resident in the Washington offices of Cleary Gottlieb from 1982 to 1987, and Tokyo, from 1987-1990. He was the first licensed foreign lawyer to be admitted to practice law in Japan in 1987. Prior to joining Cleary Gottlieb in 1983, he was General Counsel of the US Securities and Exchange Commission, from 1981-1982, and Director of the Division of Corporation Finance, from 1979-1981. Prior to joining the Securities and Exchange Commission he was engaged in private practice in New York.

Greene is a Trustee of the Practicing Law Institute, Chairman of the Board of The Lawyers Alliance for New York, co-chairman of the Annual Securities Regulation in Europe program sponsored by PLI, a member of the NASD's Legal and Compliance Committee and a member of the advisory and editorial boards of several legal education publications and institutes. He has written extensively on securities law issues and is a co-author of U.S. Regulation of the International Securities and Derivatives Markets, published by Aspen and currently in its Eighth Edition. Greene has been an Adjunct Professor of Law at the University of Pennsylvania and Georgetown University Law Center. He was appointed to the Nomura Chair of International Securities Regulation by the law faculty of the University of Tokyo for the 1989-1990 academic year, and was appointed Lecturer at the Harvard Law School for the 2003 spring term. He was also Chairman of the Legal Advisory Board of New York Stock Exchange, from 1995 until 2001,

continuing as a member ex officio and was a member of the SEC's Advisory Committee on Capital Formation and Regulatory Processes. He was a member of the Financial Accounting Standards Advisory Council from 1986 to 1987. In 2005, Greene received the William O. Douglas Award from the Association of Securities and Exchange Commission Alumni, Inc. (ASECA) for his contributions to the development of the federal securities laws and service to the financial and SEC community. In 2006, he received the Community Justice Award from New York's Urban Justice Center.

Susan Wolburgh Jenah

President and Chief Executive Officer, Investment Dealers Association of Canada (IDA)



Susan Wolburgh Jenah is the President and CEO of the Investment Dealers Association of Canada (IDA). She was Vice-Chair of the Ontario Securities Commission from 2004-2007 and Acting Chair from July to November 2005. Prior to her appointment as Vice-Chair, she was General Counsel and Director of International Affairs. She was recently appointed President and CEO of the new self-regulatory organization which will result from the proposed merger of the IDA and Market Regulation Services Inc. and is currently leading the merger discussions. Jenah has a B.A from the University of Toronto and an LL.B from Osgoode Hall Law School. She also holds an ICD.D designation from the Institute of Corporate Governors.

Nobuyuki Koga

Director, President and Chief Executive Officer, Nomura Holdings, Inc. Director, President and Chief Executive Officer, Nomura Securities Co., Ltd.



Nobuyuki Koga joined Nomura Securities Co., Ltd. (NSC) in 1974. Following appointments as General Manager of the Corporate Planning Department, Corporate Finance & Services Department and Personnel Department, he was appointed Director in charge of Human Resources in 1995. In 1999, he became Managing Director in charge of Corporate Strategy. In 2000, he became Executive Vice President. Upon adoption of the holding structure in October 2001, he also became Executive Vice President & COO of Nomura Holdings, Inc. (NHI)

Since being appointed President and CEO of both NHI and NSC in April 2003, Koga has implemented a broad range of management strategies to enhance Nomura's position as a financial group that provides superior services and solutions for all kinds of investment. He emphasizes expansion into new business areas and global strategic investments such as the acquisition of global agency-broker Instinet, Inc. and investment in Fortress Investment Group over the past year.

Since 2004, Koga has chaired the Securities Strategic Board of the Japan Securities Dealers Association set up to discuss and make decisions on important strategic issues to vitalize Japan's securities markets.

Koga graduated from the University of Tokyo, B.A. in Law from Faculty of Law.

Alain Leclair Chairman, French Association of Asset Management (AFG)



Alain Leclair is a graduate of Ecole des Hautes Etudes Commerciales (HEC, 1962) and of the Institut d'Etudes Politiques de Paris (1964).

He held several positions with the investment banking division at Paribas and headed its stock market division. He was the founder and Chairman of Paribas Asset Management SA - the Asset Management company of the Paribas Group (Paris, New York, Geneva, London)- (1984-2000). Today he is founder-Vice chairman of the asset management company "La Francaise des Placements." He also shares the new "Financiere de La Cite Asset Management".

Leclair has been elected Chairman of AFG (French Asset Management Association) in 1997/2000/2003 and re-elected in April 2006.

He also chaired from 1999 to 2000 FEFSI (European Federation of Investment Funds and Companies), which has become the European Fund and Asset Management Association (EFAMA). Leclair is Vice-Chairman of the European Savings Institute (OEE) since 1999.He is Chairman of the Executive Committee of Institute Europlace de Finance which was launched March 2003. He is member of the "banks and markets Committee" of the French

He is member of the "banks and markets Committee" of the French Banks Association (FBF).

He is member of the advisory board of the French Public Retirement Pension Fund (FRR).

Ruben Lee Founder and Chief Executive Officer, Oxford Finance Group



Ruben Lee is the Founder and CEO of the Oxford Finance Group, a research and consulting firm which concentrates on business, economic, legal, and regulatory aspects of commodity and financial markets. His clients include international finance organisations, governments, regulators, exchanges, broker-dealers, data vendors, custodians, fund managers, investment banks, and strategy consultants.

Amongst the topics he has consulted on are: Automated Trading Systems, Central Counter-Parties, Clearing, Competition Policy, Custody, Corporate Debt Markets, Derivative Markets, Development, Disclosure, e-Finance, Equity Markets, Exchange Governance, Government Bond Markets, Financial Sector Reform, Fragmentation, Integrated Supervision, Internalisation, Market Access, Market Linkages, Ownership of Market Data, Regional Integration, Restructuring, Scenario Development, Self-Regulation, Settlement, Strategy, Taxation, and Transparency. From 1989 to 1992, Lee was a Fellow of Nuffield College, Oxford University, where he specialised in financial economics and law. He worked from 1980 to 1984 in the capital markets in New York and London for Salomon Brothers International. Lee has published widely on many topics concerning financial markets, including a book entitled "What is an Exchange? The Automation, Management, and Regulation, of Financial Markets", and has also lectured throughout the world. He is currently leading a major research project on the Governance of Market Infrastructure Institutions. Lee is on the Conseil Scientifique of the Autorité des Marchés Financiers in France, and previously sat on the Advisory Panel of Financial Services Experts, established by the Economics and Monetary Affairs Committee, European Parliament.

Jeffrey Lucy, AM Commissioner, Australian Securities and Investments Commission (ASIC)



Jeffrey Lucy commenced with ASIC on 24 February 2003. He became Acting ASIC Chairman on 22 December 2003 and was appointed Chairman on 13 May 2004. On 13 May 2007, Lucy commenced as ASIC Commissioner.

Lucy is a Chartered Accountant. He was made a Member of the Order of Australia for his contribution to the accounting profession, particularly through the ICAA, and to the business sector as an adviser on corporate and taxation reform.

Lucy was the Inaugural Chairman of the International Forum of Independent Auditors Regulators (IFIAR) from September 2006 until September 2007.

Lucy was previously the Chairman of the Financial Reporting Council and he is a former member of the Business Regulation Advisory Group, a former National President of the Institute of Chartered Accountants in Australia, and a former Managing Partner of PricewaterhouseCoopers, Adelaide.

Walter L. Lukken Acting Chairman, Commodity Futures Trading Commission (CFTC), USA



Walter Lukken was appointed Acting Chairman by the Commission on June 27, 2007. He was first appointed Commissioner in 2002 and is now serving his second term due to expire in 2010. Lukken has testified several times before Congress and represents the agency as part of the President's Working Group on Financial Markets. He works frequently with other domestic and foreign financial regulators.

Lukken serves as chairman of the CFTC's Global Markets Advisory Committee (GMAC). The GMAC was created by the Commission to provide an industry forum in which it can discuss the many complex and novel issues raised by the ever-increasing globalization of futures markets. In this role, he frequently represents the Commission before international organizations and forums, including the International Organization of Securities Commissions (IOSCO) and the Committee of European Securities Regulators (CESR). He spoke before the U.S.-China Joint Economic Committee hosted by the U.S. Department of Treasury on the developing role of derivatives markets in China.

Prior to joining the CFTC, Lukken served for five years as counsel on the professional staff of the U.S. Senate Agriculture Committee under Chairman Richard Lugar (R-IN), specializing in futures and derivatives markets. In this capacity, he was prominently involved in the development, drafting and passage of the CFMA (H.R. 5660).

He received his B.S. degree with honors from the Kelley School of Business at Indiana University, and his Juris Doctor degree from Lewis and Clark Law School in Portland, Oregon. Lukken is a member of the Illinois Bar.

Junichi Maruyama Deputy Commissioner for International Affairs, Financial Services Agency, Japan



Junichi Maruyama is Deputy Commissioner for International Affairs of the Japanese Financial Services Agency. He is in charge of the international side of JFSA business including Banking and Securities supervision as well as Accounting and Auditing issues, handling multilateral and bilateral relationships with other major regulators.

His core expertise lies in foreign exchange and other market related business, having assumed the positions of Deputy Director (1989 to 1991) and Director(1997 to 2000) of Foreign Exchange and Money Market Division of the Ministry of Finance for more than five years. In his career at the Ministry, he has also served as Director in charge of G-7 Finance Ministers process (2002 to 2003) and Director in charge of World Bank and other Development Banks(2000 to 2002), as well as Deputy Director of Commercial Bank Supervision Division(1991 to 1992).

As a career official in the Ministry of Finance, he has also worked as Assistant Financial Attaché in the Embassy of Japan in Washington, D.C. from 1986 to 1989. Additionally, he was Director for Central Asia at the European Bank for Reconstruction and Development from 1994 to 1997.

He is currently a member of IOSCO Technical Committee and Executive Committee as well as a member of the Basel Committee on Banking Supervision, Financial Stability Forum and Advisory Council to International Accounting Standard Board.

He holds an LLB from the University of Tokyo and an Master of

He holds an LLB from the University of Tokyo and an Master of Public Affairs from Woodrow Wilson School of Public and International Affairs, Princeton University.

Ceyla Pazarbasioglu Chief, Capital Market Development and Financial Infrastructure Division, International Monetary Fund (IMF)



Ceyla Pazarbasioglu is the chief of the Capital Market Development and Financial Infrastructure Division of at the International Monetary Fund. Prior to this position, her main focus was on banking restructuring issues with a primary responsibility over Argentina in the context of a Fund-Supported Program since September 2003. Pazarbasioglu was appointed as the Vice President of the Banking Regulation and Supervision Agency of Turkey soon after the major banking crisis of February 2001. She was in charge of developing the strategy for the banking recapitalization scheme and coordinating its implementation. She also actively led work on developing a strategy to strengthen the supervisory and resolution infrastructure. During 1998-2001, she worked as the Chief Economist of Emerging European Markets at ABN AMRO Investment Bank in London. Prior to 1998, she worked at the IMF, specifically on the bank restructuring strategies for Korea and Thailand during the Asian crisis and on diagnosis of financial sector problems in Czech Republic, Poland, Russia and Turkey. She has published on issues related to banking and currency crisis and bank restructuring strategies. Pazarbasioglu holds a Ph.D. in Economics/Finance.

Thirachai Phuvanatnaranubala

Secretary-General, Securities and Exchange Commission, Thailand Chairman, IOSCO Asia-Pacific Regional Committee



Thirachai Phuvanatnaranubala was appointed Secretary-General of the Securities and Exchange Commission on December 28, 2003. Prior to that he was Deputy Governor of the Bank of Thailand. He read economics at the London School of Economics and Political Science and received a bachelor degree in 1974. After that he joined Price Waterhouse, London office, and qualified as a Fellow of Chartered Accountants at the Institute of Chartered Accountants in England and Wales.

Thirachai started at the Bank of Thailand in 1977. His career over the 26 years covered financial institution supervision, monetary policy and financial markets. He was involved in the enactment of many laws related to financial services.

His other positions include the board of Experts for Interpretation of Tax Code, the Thai Asset Management Corporation (the entity set up to solve NPL problem of the Thai banking system), the Thai Institute of Directors, the Financial Institution Policy Board at the Bank of Thailand and the National Credit Bureau Co., Ltd.. He also serves on various committees set up by government agencies to study and recommend on policy issues.

Michel Prada Chairman, IOSCO Technical Committee Chairman, Autorité des Marchés Financiers, France



Michel Prada is a graduate of the Institut d'Etudes Politiques of Bordeaux and of the Ecole Nationale d'Administration (1964-1966). He also holds a Master of Arts in Law.

From 1966 to 1970, Prada was Inspecteur des Finances. Then he seconded to the Direction de la Comptabilité Publique in the Ministry of the Economy where he became, in 1978, Directeur de la Comptabilité Publique. In 1985, he was appointed Directeur du Budget in the Ministry of the Economy and in 1987 was awarded the title of Inspecteur Général des Finances. In 1988, he served as Chairman of the Crédit d'Equipement des Petites et Moyennes Entreprises (CEPME). Between 1994 and 1995, he was Member of the Conseil Economique et Social and Member of the Conseil National du Crédit. He was appointed Chairman of the Commission des Opérations de Bourse (COB) in 1995. He was Chairman of the Executive Committee of the International Organization of Securities Commission (IOSCO) from September 1996 to September 1998 and Chairman of the Technical Committee from September 1998 to May 2000, and was reappointed Chairman of the Technical Committee in October 2005.

From October 2002 to November 2003, he was Inspecteur Général des Finances.

Since November 2003, he has been Chairman of the Autorité des Marchés Financiers.

Prada has been the Chairman of the Board of the Orchestre de Paris and of the Board of the Institut d'Etudes Politiques de Bordeaux.

He has been awarded the titles of Commander of the "Légion d'Honneur" and Great Officer of the "Ordre National du Mérite" and is also Chevalier of the "Ordre National des Arts et Lettres".

Kenichi Sado Chairman, The Securities and Exchange Surveillance Commission, Japan



Kenichi Sado was appointed Chairman of the Securities and Exchange Surveillance Commission in July 2007. Sado passed the National Bar Examination in 1968 as a student at Waseda University; he received his LL.B. in 1969. After becoming a public prosecutor at the Osaka District Public Prosecutors Office in 1971, Sado worked at the Tokyo District Public Prosecutors Office and Tokyo High Public Prosecutors Office. During his tenure at the Tokyo District Public Prosecutors Office, Sado handled large-scale bribery cases including the "Recruit Incident," involving many politicians and government officers, and the "Tokyo Sagawa Express Incident," which had an enormous impact on the political world, resulting in resignation of a prominent Diet member. Sado was appointed Director of the Criminal Division of the Tokyo District Public Prosecutors Office in 1997, Deputy Public Prosecutor of the Tokyo District Public Prosecutors Office in 2001, and Chief Public Prosecutor of the Osaka District Public Prosecutors Office in 2004. He led an investigation team on the "Hannan Corp. Incident," a fraud case involving a subsidy program to aid BSE-hit firms. He also conducted investigations in numerous cases pertaining to insider trading, market manipulation and other violations of the Securities Exchange Law. Prior to taking office at the SESC, Sado held the positions of the Superintending Public Prosecutor of the Sapporo High Public Prosecutors Office in 2005 and the Fukuoka High Public Prosecutors Office in 2006.

Marc Saidenberg Managing Director, Merrill Lynch & Co.



Marc Saidenberg is a Managing Director in Finance at Merrill Lynch & Co. He is head of Global Regulatory Policy and Relations and is responsible for managing the relationship with the SEC and certain other regulators under the Consolidated Supervised Entity (CSE) structure. The Global Regulatory Policy and Relation team also coordinates a forum to share supervisory communications and assessments and to address regulatory issues across the firm. The team develops and communicates, both internally and externally, ML's views on significant financial services industry policy issues and analyzes how current and proposed legislation, regulation and emerging issues affect Merrill Lynch and the financial services sector. Saidenberg was also recently named head of Operational Risk Management and Global Policy Management. Before joining Merrill in November 2005, Saidenberg was a Vice President in the Bank Supervision Group at Federal Reserve Bank of New York where he had supervisory responsibility for a portfolio of large, complex banking organizations. He represented the Federal Reserve Bank of New York on the Basel Committee's Models Task Force and other international working groups. Before joining the Bank Supervision Group, Saidenberg was a Senior Economist in the Banking Studies Function of the Federal Reserve Bank of New York. He received his Ph.D. in economics from the University of California at Berkeley.

Atsushi Saito President and Chief Executive Officer, Tokyo Stock Exchange Group, Inc.



Atsushi Saito graduated from Keio University in 1963 then went on to work at Nomura Securities Co., Ltd. for 35 years. During that time he was stationed twice in New York for a total of 10 years, and in 1986 he was appointed as a member of the board. At Nomura, Saito worked in Treasury and Fixed Income Dealing and several other divisions, overseeing operations in a broad range of areas from treasury to legal affairs. During his tenure here he served as Deputy President and in many other executive roles.

While in New York in the latter half of the 1980's, Saito was actively involved in the securitization of non-performing loans, real estate and commodities, as well as the development and sale of index funds and other products.

He has also committed his efforts to the liberalization of financial services in Japan, participating in the planning of the Japanese financial "Big Bang" policy promoted by the Hashimoto cabinet by acting as a member of several governmental deliberation councils.

After retiring from Nomura, Saito served successively as President, then Chairman of Sumitomo Life Investment Co., Ltd., where he participated in company administration and the management of 10 trillion yen in pension capital.

In April of 2003, Saito became president of the Industrial Revitalization Corporation of Japan-a part of the government's financial revitalization project-where he engaged in many revitalization support programs. While at this corporation, he played a significant role in the resolution of the country's non-performing loan problem, and blazed a trail for corporate restructuring in the future.

Saito was appointed President and CEO of Tokyo Stock Exchange, Inc. in June of 2007, and in August of the same year became the first President and CEO of Tokyo Stock Exchange Group, Inc., the holding company for the market operation company and the self-regulation corporation. Many have high expectations for his expertise towards strengthening the international competitiveness of Japan's financial markets.

Jochen Sanio President, BaFin - Federal Financial Supervisory Authority, Germany



Jochen Sanio studied law in Berlin and Geneva from 1966 until 1971. He passed the first state examination for entry to the legal prepraratory service in 1971, in 1974 he passed the second state examination permitting him to commence professional practice. In the same year he started working for the former Federal Banking Supervisory Office (Bundesaufsichtsamt für das Kreditwesen BAKred) where he was head of various sections within the Policy Department and afterwards Head of the Policy Department. From 1995 until 2000 he was Vice President of the Federal Banking Supervisory Office and from 2000 until 2002 he occupied the position of its President. In 2002 he became President of the newly founded Federal Financial Supervisory Authority (Bundesanstalt fur Finanzdienstleistungsaufsicht- BaFin). BaFin as a single financial regulator supervises banks, financial services institutions, insurance companies and securities trading. While being a member of the Basel Committee on Banking Supervision he took part in shaping the capital standard Basel II. Sanio was and still is member of various committees of international regulators such as IOSCO (International Organization of Securities Commissions) and CESR (Committee of European Securities Regulators).

Takafumi Sato Commissioner, Financial Services Agency, Japan



Takafumi Sato became Commissioner of the Financial Services Agency in July 2007. Sato has rich experience in financial regulation and supervision. Prior to his present position, he served as Director-General of the Supervisory Bureau in 2004-2007 and Director-General of the Inspection Bureau in 2002-2004. Between 1999 and 2001 Sato served as a professor at Nagoya University.

Sato is the author and co-author of several books, including the book entitled Reorganization of the Framework for Prudential Policy (Sinyou-tituzyo-seisaku no saihen) in 2003 and Basel II & Banking Supervision (Basel II to Ginko Kantoku) in 2007.

Sato received a B.A. from Hitotsubashi University in Tokyo, a Master of Philosophy in Economics from the University of Oxford and a Ph.D. in Economics from Nagoya University.

Andrew Sheng Chief Adviser, China Banking Regulatory Commission Former Chairman, IOSCO Technical Committee



Andrew Sheng is a Chartered Accountant and was Chairman of the Securities and Futures Commission, Hong Kong from October 1998 to 30 September 2005.

He has served in various positions with Bank Negara Malaysia, World Bank, and the Hong Kong Monetary Authority. From October 1998-September 2005, he was Chairman of the Securities and Futures Commission, Hong Kong.

From Oct 2003 - Sept 2005, he was Chairman of the Technical Committee of IOSCO, the International Organization of Securities Commission.

Since December 2005, he has been Chief Adviser to the China Banking Regulatory Commission.

In addition to chairing the Annual OECD-ADBI Roundtable on Capital Markets in Asia, he is a Board Member, Qatar Financial Centre Regulatory Authority (QFCRA) and Sime Darby Berhad, and Council member of the International Center for Education in Islamic Finance (INCEIF).

He is also concurrently Adjunct Professor, Graduate School of Economics and Management, Tsinghua University, Beijing and Tun Ismail Mohd Ali Professor of Financial and Monetary Economics, University of Malaya.

Takumi Shibata

Chief Executive Officer, Nomura Asset
Management Co., Ltd.
Chief Executive Officer, The Asset Management
Division, Nomura Holdings, Inc.
Nomura's Group Management Council



Takumi Shibata is CEO of Nomura Asset Management Co., Ltd. and of the Asset Management Division of Nomura Holdings, Inc. and sits on Nomura's Group Management Council. Prior to his current assignment, Shibata run Nomura's European business from London (1997/2001), global investment banking operations from Tokyo (2001/2002), global wholesale business from Tokyo (2002/2003) and global support functions from Tokyo (2004/2005). Of his 31 years with Nomura, he has spent 12 years each in London and Tokyo, 3 years in Hong Kong and 2 years each in Boston and Kobe, highlighting a uniquely international career for a Japanese financial service executive.

He sits on the Japanese Government's Business Accounting Council (2004-) and is Vice Chairman of Japan Securities Investment Advisers Association (2007-). He was also Chairman of Self-regulatory Planning Committee of Japan Securities Dealers Association (2004/2005), a Board Member of the International Primary Market Association (London) (1994/1995), and a Board Member of the Securities Institute (London) (2001/2002). He is a member of the board of directors of Fortress Investment Group LLC, a leading US alternative asset management company listed on NYSE.

Shibata holds a BA in economics from Keio University and an MBA from Harvard Business School. IFR, in its 30th anniversary edition of July 2004, distinguished him as one of thirty individuals to represent a generation of achievement in international capital markets.

Noriaki Shimazaki Executive Vice President, Sumitomo Corporation



Noriaki Shimazaki has been Executive Vice President of Sumitomo Corporation since April 2005. He was educated at Otaru University of Commerce. He joined Sumitomo in April, 1969 and worked Sumitomo Corporation of America, New York (until November, 1991). In 1993 he became General Manager of Accounting Controlling Dept. and in 1998 he was appointed Member of the Board. He has previously worked as Managing Director in 2002, Managing Executive Officer in 2003 and Senior Managing Executive Officer in 2004. He is responsible for Human Resources Development & Information Management Group and Financial Resources Management Group. He is also Member of Council on Financial Services and Business Accounting Council of FSA, Chairman of Sub-committee on Capital Market and Merger & Acquisition of Keidanren, and Member of Advisory Group on Improvements to TSE Listing System.

Shigemitsu Sugisaki Vice Chairman, Goldman Sachs Japan Co., Ltd. GSJCL Executive Committee



Shigemitsu Sugisaki is vice chairman of Goldman Sachs Japan Co., Ltd., and a managing director. He serves on the GSJCL Executive Committee. He initially started at Goldman Sachs in 2006 as an advisor and joined the firm as a managing director in 2007.

Prior to joining Goldman Sachs, Sugisaki was chairman of Sompo Japan Research Institute from 2004 to 2006. He served as deputy managing director of the International Monetary Fund from 1997 to 2004, after having worked as special advisor to Managing Director Michel Camdessus for two and a half years.

During his preceding thirty years of service in the Japanese Government, he held various positions, including that of secretary-general of the Securities and Exchange Surveillance Commission from 1993 to 1994; commissioner of the Tokyo Regional Taxation Bureau from 1992 to 1993; deputy director general of the International Finance Bureau from 1991 to 1992; and deputy vice minister of finance for International Affairs from 1990 to 1991. He also served as personal assistant to the president of the Asian Development Bank, headquartered in Manila, Philippines, from 1976 to 1979.

Sugisaki earned a BA from the University of Tokyo in 1963 and a Master of International Affairs from Columbia University in 1967.

Vickie A. Tillman Executive Vice President, Standard & Poor's, USA



Vickie A. Tillman is Executive Vice President of Standard & Poor's, a division of The McGraw-Hill Companies, and the leading provider of objective financial information, ratings and risk analysis to the global financial community. In this capacity, she leads Standard & Poor's Ratings Services - the world's leading ratings service and source of credit risk solutions.

Prior to assuming her current position in 1999, Tillman was Executive Managing Director of Standard & Poor's Structured Finance Ratings, a responsibility to which she was appointed in 1994. In this role, she assumed worldwide operational and financial responsibilities, directing rating activity for all S&P Structured Finance Ratings Services. She joined Standard & Poor's in 1977 as a municipal analyst, and has had diverse analytical and managerial responsibilities in all phases of credit analysis and criteria development. Past experience includes lead analyst for Standard & Poor's Municipal Utilities and Revenue Bonds groups, co-manager for S&P's Public Finance Department, and Executive Managing Director of Public Finance.

Throughout a career in which she has played increasingly senior roles at Standard & Poor's, Tillman has led the firm's business growth, expanding its global ratings network in Canada, Europe and Asia-Pacific. In addition she has overseen the growth of domestic operations in California, Boston and Chicago, and, as Executive Vice President, repositioned its business to offer credit risk solutions products and services globally.

Tillman holds a bachelor's degree in Communications and a master's degree in Public Administration from the University of Pittsburgh. She is a member of Standard & Poor's Executive Committee; the board of CRISIL LTD., India's leading bond rating agency; the Advisory Board of the University of Pittsburgh Graduate School of Public and International Affairs; and is the Executive Sponsor for Standard & Poor's Diversity Council.

Sir David Tweedie Chairman, International Accounting Standards Board (IASB)



Sir David Tweedie was educated at the University of Edinburgh (B.Com., Ph.D). He qualified as a Chartered Accountant in 1972 and between 1973 and 1978 he was a Lecturer in Department of Accounting at University of Edinburgh. Subsequently he served as Technical Director, Institute of Chartered Accountants of Scotland (1978 - 1981), National Research Partner, KMG Thomson McLintock (1982 - 1987) and National Technical Partner, KPMG Peat Marwick McLintock (1987 - 1990). In 1990 he was appointed the first Chairman of the UK Accounting Standards Board (1990 -2000) and the Chairman of the Urgent Issues Task Force. He has received a number of honorary degrees and professional awards, including the Institute of Chartered Accountants in England and Wales's Founding Societies Award (1997), awarded annually to a member who has made an outstanding contribution in any field of endeavour and the Chartered Institute of Management Accounting's CIMA Award (1998), awarded to non-members of CIMA who have made an outstanding contribution to the profession.

He has been a visiting professor at the University of Lancaster International Centre for Research in Accounting (ICRA), the University of Bristol and the University of Edinburgh. He was knighted in 1994 for his services to the Accounting Profession.

Yoshimi Watanabe Minister of State for Financial Services and Administrative Reforms, Government of Japan



Yoshimi Watanabe became Minister of State for Financial Services and Administrative Reforms in August 2007. He is a Member of the House of Representatives, and his constituency is Tochiqi Prefecture Third District, where he has been elected four times. Prior to his present position, he served as Minister of State for Regulatory Reform in 2006-2007, Senior Vice-Minister of the Cabinet Office in 2006, and Manager of the Research Commission on the Tax System of the Liberal Democratic Party in 2005-2006. Watanabe is the author and co-author of several books, including Financial Instruments and Exchange Law, Scenario Reproduction of Japanese Economics and Finance, The Political Economics of the Anti-Decline in the Value of Assets, Japan Is Not The One That Has Still Thrown It Away, The Comprehensive Plan for Japan's Revival and Discussions on a Sound Argument, Part Two. Watanabe graduated from the Law Department of Chuo University in 1979 and the Faculty of Political Science and Economics of Waseda University in 1977.

Martin Wheatley Chief Executive Officer, Securities and Futures Commission Hong Kong



Martin Wheatley was first appointed Executive Director, Supervision of Markets, on 6 June 2005. He became the executive Chairman on 1 October 2005. With the commencement of the Securities and Futures (Amendment) Ordinance 2006, which amends the SFO to provide for the separation of the role of the Chairman of the Commission from that of the executive arm of the Commission and to create a Chief Executive Officer (CEO) post, the HKSAR Chief Executive appointed Wheatley to be the CEO from 23 June 2006 to 30 September 2008.

Prior to joining the SFC, Wheatley had been with the London Stock Exchange (LSE) for over 18 years in various positions, with his last position being Deputy Chief Executive. He had served on the Board of the LSE for 6 years. He was also Chairman of the FTSE International and sat on the Listing Authority Advisory Committee of the Financial Services Authority of England.

Wheatley qualified as an accountant in 1984. He attained his Bachelor of Arts degree from the University of York, England in 1980 and was awarded a Master of Business Administration degree by the City University, England in 1993.

David Wilson Chair, Ontario Securities Commission (OSC), Canada



David Wilson became Chair of the Ontario Securities Commission on November 1, 2005, following an extensive 35-year career in Canada's securities industry.

Prior to his appointment for a five-year term as OSC Chair, Wilson was Vice Chair of the Bank of Nova Scotia and Chair and Chief Executive Officer of Scotia Capital in Toronto. He was responsible for all of Scotiabank's global wholesale banking activities, which included its corporate, institutional and government relationships on a global basis.

During his career, Wilson has been actively involved in securities regulatory matters in Ontario and across Canada. He was Chairman of the Investment Dealers Association of Canada (IDA), a national self-regulatory organization (SRO), in 1996-1997. He was a founding Director of the Mutual Fund Dealers Association of Canada (MFDA), a SRO for the mutual fund industry, from 1997 to 1998. From 2001 to 2003, he served on the Ontario government's Five Year Review Committee, which reviewed the content of the Ontario Securities Act.

In January 2007, Wilson and Louis Dionne, Director of Criminal and Penal Prosecutions for the Quebec Department of Justice, were appointed Co-Chairs of the Securities Fraud Enforcement Working Group, which was formed at the request of the federal, provincial and territorial ministers responsible for justice. The Working Group, made up of representatives from police, securities regulators, Crown prosecutors and criminal law policy officials, is reviewing ways to improve the effectiveness of enforcement activities related to securities fraud in Canada. The Working Group intends to present a final report to the ministers responsible for justice in late 2007.

Wilson was educated at the University of Toronto (B.Comm.) and York University (MBA).

Akihiko Yamamoto Senior-Vice Minister for Financial Services, Government of Japan



Akihiko Yamamoto became Senior Vice-Minister for Financial Services in August 2007. He is a Member of the House of Representatives, and his constituency is Aichi Prefecture 15th District, where he has been elected three times. Prior to his present position, he served as Director-General, Committee on Financial Affairs of the House of Representatives in 2007 and Parliamentary Secretary of Trade and Industry in 2004-2005, and also served as Director of the Committee on Financial

He graduated from Department of Architecture in the Faculty of Industry of Nagoya University in 1969.

Affairs of the House of Representatives in 2003.

附件四 技術委員會會員名單

Members of the Technical Committee Chairman

M. Michel Prada, President, Autorité des marchés financiers, France

Members

Australian Securities and Investments Commission, Australia

(Mr. Tony D'Aloisio, Chairman)

Autorité des marchés financiers, France

(M. Michel Prada, President)

Bundesanstalt für Finanzdienstleistungsaufsicht (BaFin), Germany

(Mr. Jochen Sanio, President)

Securities and Futures Commission, Hong Kong

(Mr. Martin Wheatley, Chief Executive Officer)

Commissione Nazionale per le Società e la Borsa, Italy

(Mr. Lamberto Cardia, Chairman)

Financial Services Agency, Japan

(Mr. Takafumi Sato, Commissioner)

Comisión Nacional Bancaria y de Valores, Mexico

(Mr. Guillermo Babatz, President)

The Netherlands Authority for the Financial Markets, Netherlands, The

(Mr. Frank Dankers, Head - International Secretariat and Sector Strategy)

Ontario Securities Commission, Ontario

(Mr. David Wilson, Chair)

Autorité des marchés financiers, Quebec

(Mr. Jean St-Gelais, President and Chief Executive Officer)

Comisión Nacional del Mercado de Valores, Spain

(Mr. Julio Segura, President)

Commission fédérale des banques, Switzerland

(Mr. Eugen Haltiner, President)

Financial Services Authority, United Kingdom

(Mr. Hector Sants, Chief Executive)

Commodity Futures Trading Commission, United States of America

(Mr. Walter Lukken, Chairman)

Securities and Exchange Commission, United States of America

(Mr. Christopher Cox, Chairman)

附件五 重要活動剪影



本會楊委員雅惠與法國證管會主委兼 IOSCO 技術委員會主席 Mr. Michel Prada 合影



本會楊委員雅惠與紐西蘭證管會主委兼 IOSCO 執行委員會主席 Ms. Jane Diplock 合影



本會楊委員雅惠與日本證券交易監理委員會主席佐渡賢一合影



本會楊委員雅惠與 IMF 資本市場發展及金融結構部門主管 Ms. Ceyla Pazarbasioglu 合影



本會楊委員雅惠與英國金融監理總署 (FSA) 執法部門主管 Ms. Magaret Cole 合影



本會楊委員雅惠與泰國證管會秘書長兼 IOSCO 亞太區域委員會主席 Mr. Thirachi Phuvanatnaranubala 合影



本會楊委員雅惠與美國 CFTC 國際事務部主管 Ms. Jacqueline Hamra Mesa 合影



本會楊委員雅惠率團拜會東京工業品交易所,所有成員與東京工業交易所常務理事先崎和彥等相關成員合影