FINANCIAL REVIEW

**Independent Auditor's Report** 

The Board of Directors and Stockholders

Taiwan Stock Exchange Corporation

We have audited the accompanying balance sheets of Taiwan Stock Exchange Corporation as of December 31, 2001 and 2000, and the related statements of income, changes in stockholders' equity and cash flows for the years then ended. These financial statements are the responsibility of the Corporation's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the Republic of China. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial positions of Taiwan Stock Exchange Corporation as of December 31, 2001 and 2000, and the results of its operations and its cash flows for the years then ended in conformity with accounting principles generally accepted in the Republic of China.

T N Soopen

January 22, 2002

T N Soong & Co

12th Floor

156 Min Sheng E. Road Sec.3

Taipei, Taiwan

Tel 886-2-2545-9988 Fax 886-2-2545-9966