

**ATTENTION HOLDERS OF TAIWAN GDRS: PURSUANT TO THE TAIWAN PERSONAL DATA PROTECTION ACT, BROKERS SHOULD ENSURE THAT THE FOLLOWING NOTIFICATION IS DELIVERED TO BENEFICIAL SHAREHOLDERS COVERED UNDER THE LAW, PRIOR TO SUBMITTING CANCELLATION AND WITHDRAWAL INSTRUCTIONS TO CITIBANK.**

**Notification  
of  
Collection, Process and Use of Personal Information  
by Citibank**

Date:

Citibank N.A. and Citibank Taiwan Limited (including its offshore banking unit and any other branches, together with Citibank N.A. are referred to as “Citibank”) may, for the purpose of processing the transactions with \_\_\_\_\_ (the “Client”), handling the account activities for the Client, or providing services to the Client, collect, process, use and internationally transmit any and all personal data and information (“Personal Data”) regarding the Client, and the responsible person, directors, supervisors, shareholders, managers, relevant employees, authorized personnel, beneficiaries, transaction counterparties, investors, guarantors, security providers and the underlying customers of the Client (collectively, the “Client Personnel”). Citibank hereby, pursuant to Articles 8, 9, 19, 20, 21 and 54 of the Personal Information Protection Law, notify the Client the following matters:

1. **Type of Personal Data to be Collected.**

The types of Personal Data as categorized in “The Categories of Specified Purposes and Personal Data under Personal Information Protection Law” promulgated by the Ministry of Justice of the Republic of China, and to be collected, processed, used, and internationally transmitted by Citibank are as follows (please refer to Appendix 1 for detailed information types, which will, nevertheless, be collected depending on the actual businesses, account activities and services provided by Citibank to the Client):

- (1) Identification Information (C001 to C003): such as name, title, residential address, work address, telephone number, mobile phone number, fax number, email address, identification number, passport number, security account number, safekeeping account number and any information that may be used to identify the natural person.
- (2) Characteristic Information (C011 and C012): such as age, gender, date of birth, place of birth, nationality etc.
- (3) Family Status (C021 to C023): such as marriage, name of spouse etc.
- (4) Social Situation (C031 to C034, C038, and C039): such as residential address, financial condition, work permit, resident certificate, occupation, license etc.
- (5) Information regarding Education, Examination, Technique and Professional Skill (C051 to C053): such as educational background, school attended, certificates etc.
- (6) Employment Status (C061, C064 and C068): such as the employer, salary or tax payment status etc.
- (7) Financial Details (C081 to C088 and C093): such as the gross revenue, gross income, loan, foreign exchange record, credit line, credit on negotiable instruments etc.
- (8) Business Information (C101 to C103): such as business license etc.
- (9) Others (C131 to C132): such as emails that cannot be categorized etc.

2. **Specified Purpose for the Information Collection.**

- (1) Processing any and all of the Client’s transactions and account activities with Citibank and providing services (including but not limited to the services related to the offering, issuance, conversion or redemption of the oversea depository receipts) to the Client.
- (2) Making recommendation and providing Citibank’s products or services to the Client.
- (3) Collection, processing, use and international transmission is made (i) to fulfill Citibank’s legal obligations in compliance with the laws and regulations of the Republic of China and/or of the jurisdiction where Citibank’s parent company (i.e. Citibank N.A.) is located, or (ii) to comply with the financial supervisory requirement of the governmental authorities in the Republic of China or other authorities having jurisdiction over Citibank N.A.; or (iii) based on the contractual, quasi-contractual or other legal relationship between Citibank and the Client.
- (4) For all purposes within Citibank’s scope of business registered with the authority, specified in Citibank’s article of incorporation, or permitted by applicable laws and regulations.
- (5) For the purpose of business or operational management by Citibank, its parent company Citibank N.A or Citigroup Inc. (including but not limited to customer management, marketing, tax administration, consulting and advisory services, administrative research, statistical investigation and analysis, information and database management, logistics support, risk control and management, cross-selling, money laundering prevention operations, compliance with the global goal to fight crime and conduct investigation etc.)
- (6) (i) Conducting “know your customers”, (ii) exchanging credit investigation and financial information with other financial institutions, (iii) providing Personal Data to the entities listed in Clause 3 below (other than Citibank) to use for purposes within the purposes listed in this Notification and Consent Letter.
- (7) Outsourcing relevant matters to third parties (see Appendix 2 for details).
- (8) Other purposes listed in Appendix 3 which are either necessary for Citibank to conduct its business and management or as prescribed in “The Categories of Specified Purposes and Personal Data under Personal Information Protection Law”.

3. **Time period, areas and manners of use of Personal Data and entities to use Personal Data.**

- (1) Time Period.  
Citibank may use the Personal Data until the later of: (i) the purpose of collecting the Personal Data ceases to exist; or (ii) the data retention period required by laws and regulations (including without limitation the retention period required under Business Entity Accounting Law), necessary for Citibank to conduct its business (in case longer the period required by laws and regulations), or agreed in the respective contract lapses.
- (2) Entities to use Personal Data.
  - (A) Citibank, Citigroup Inc. and any of its subsidiaries and branches, Citibank N. A. and any of its subsidiaries and branches, providers of outsourced services engaged by Citibank and third parties engaged by such providers, any institutions entering into contract with Citibank for their business needs, any entity having contractual or quasi-contractual relationship with Citibank in connection with the offering, issuance, conversion or redemption of oversea depository receipts (e.g. the depository bank, the custodian, the issuing company), and any other relevant institutions (e.g. correspondent banks, the Joint Credit Information Center, National Credit Card Center of R.O.C., Financial Information Service Co., Ltd., the Taiwan Clearing House, or institutions designated by the Ministry of Finance or the

Financial Supervisory Commission, Agricultural Credit Guarantee Fund, Small and Medium Enterprise Credit Guarantee Fund of Taiwan, Financial Ombudsman Institution, credit guarantee institutions, credit card international organizations, acquirers, merchants and their agents and other similar institutions, other credit rating agencies, entities worked with Citibank for cross-selling or cooperative promotion, Taiwan Stock Exchange Corporation, Taiwan Futures Exchange, GreTai Securities Market, Taiwan Depository & Clearing Corporation, various associations), financial supervisory authorities, judicial authorities and tax authorities having jurisdiction over the foregoing entities, agencies with legal power of investigation, other governmental agencies, and other recipients of internationally transmitted personal data not subject to restrictions imposed by the central government regulators.

- (B) Other counterparties who have or propose to have dealings with Citibank and need to collect, process, use or internationally transmit the Personal Data for such purpose.
- (3) Areas where Personal Data are Used.  
Any jurisdictions where the entities described in the preceding paragraph are located.
- (4) Manners of Using Personal Data.  
The Personal Data will be collected, processed, used, and internationally transmitted through automatic machine or non-automatic methods (e.g. via electronic documents, paper format, or other appropriate manners conform to the technology available at that time) in compliance with the relevant laws and regulations.
4. **Each of the Client Personnel may exercise the following rights with respect to his/her information pursuant to Article 3 of Personal Information Protection Law:**
- (1) making enquiries or requesting to review or make a duplicate copy, provided that Citibank may charge a reasonable fee pursuant to the applicable laws;
- (2) requesting to supplement or rectify any error, provided that the requesting individual shall provide Citibank with the adequate explanations; and
- (3) demanding for suspension on collecting, processing, or using Personal Data or demand deletion, with respect to his/her personal information held by Citibank. In the case where the collection, process, use and international transmission is necessary for Citibank to perform its duty pursuant to the laws, Citibank may refuse to act in accordance with the requesting individual's request.
- To exercise any of the aforementioned rights, the requesting individual should provide Citibank with a written request together with the relevant supporting documents. Citibank will, within 15 days from the next day of receiving the written request, send to such individual a written notice informing Citibank's determination. Such 15-day period may be extended for another 15 days when necessary, and Citibank will notify the requesting individual of the extension in writing. In the case of request for making an inquiry or review documents, the requesting individual should, after receiving a notice from Citibank in response to such request, visit the location designated by Citibank in the notice within the time limit specified by Citibank. The requesting individual should submit a new request if he/she fails to make an inquiry or review of the personal information within the specified time limit.
5. **The Client and Client Personnel may choose to opt-out of providing Personal Data. In the case that the Client or Client Personnel decides not to provide the relevant information, Citibank has the right to decide at its sole discretion whether it agrees to proceed with the application made by or the transactions, account activities and services requested by the Client.**
6. **The Client and Client Personnel agree that Citibank may (i) amend this Notification and Consent Letter at any time, and (ii) notify the Client and Client Personnel the amendments orally, in writing, or by telephone, text messaging, e-mail, facsimile, electronic documents, or other methods that may give the data subject direct or constructive notice (including but not limited to notification made via the aforementioned method to provide a website for reference to the contents of this Notification and Consent Letter). Please refer to such website so provided then.**
7. **In the event of any inconsistency between this Notification and Consent Letter and any consent to collect, process, use, and international transmit Personal Data given by the Client under any agreements or documents previously executed between the Client and Citibank, this Notification and Consent Letter will prevail.**

## **APPENDIX 1 - Type of Personal Information**

Pursuant to "The Categories of Specified Purposes and Personal Data under Personal Information Protection Law" promulgated by the Ministry of Justice of the Republic of China, Citibank will collect the following personal information from you, provided however that the actual information so collected will depend on the actual businesses, account activities and services provided by Citibank to you:

(A) Applicable only to individuals

### **1. Identification Information:**

C001 information by which individuals can be identified (such as name, title, address, work address, previous address, home phone number, mobile phone, Messenger account, account applied via internet platform, mailing and household address, photos, e-mail address, electronic signature, serial number of certificate card, certificate serial number, internet identification verification or record of application for research service and any other information by which individual can be identified etc.)

C002 information by which finance status of an individual can be identified (such as the account number and name of the financial institutions, security account number or safekeeping account number, credit card or debit card number, insurance policy number, and the like.)

C003 information can be identified through government data (such as ID card number, taxpayer ID number, taxpayer code number, insurance certificate number and passport number, etc.)

### **2 Characteristics Information:**

C011 personal description (such as age, gender, date of birth, place of birth and nationality)

C012 physical description (height, weight, blood type)

### **3 Family Status:**

C021 family status (such as marriage status, spouse's name, etc.)

C023 details of other family members (such as children, dependents, other family members or relatives, parents, cohabitant and the same living abroad and in mainland China, etc.)

### **4 Social Situation:**

C031 residence and facilities (such as domicile address, type of facility, terms of ownership or lease, expenditure on rent or tax rates and other spending on housing, types, value, and owner's name of housing)

C032 properties (such as ownership or other rights to personal property or real property, etc.)

C033 immigration situation (such as a passport, work permit, residence documents, residence or travel restrictions, inbound conditions and other relevant details)

C034 travel and migration details (such as foreign passports, residence documents, work licenses and work permits)

C038 occupations (such as a variety of occupations)

C039 license or other permit (such as a driver's license, etc.)

## **5 Information Regarding Education, Examination, Technique and Professional Skill:**

C051 school record (such as university, college or other schools attended, etc.)

C052 qualifications or skills (such as educational background qualifications, professional skills, national examinations or other training records, etc.)

C053 membership of professional groups (such as membership qualification categories, membership qualification records, etc.)

## **6 Employment Status:**

C061 current employment status (such as employers, job title, job description, level, date of employment, working hours, place of work, characteristics of industry, terms and conditions of employment, previous responsibility and experience associated with the current employer)

C064 working experience (such as a previous employer, previous job, unemployment, and military service, etc.)

C068 salaries and withholding (such as wages, commissions, bonuses, loans, tax payment, payment method of wages.)

## **7 Financial Details:**

C081 revenue, income, assets and investments (such as total revenue, total income, assets, investment revenue, assets expense, etc.)

C082 liabilities and expenses (such as total expenditures, rental expenses, loan expenditures, promissory notes and other credit instruments expenditures)

C083 credit rating (such as credit rating, financial status and level and income status and level, etc.)

C084 loans (such as types of loan, loan amount under the agreement, loan outstanding amount, date of initial drawdown, maturity date, interest payable, payment history, the details of the guarantee)

C085 foreign exchange transaction record

C086 bills of credit (such as check deposits, basic information, refund information, rejected account information, etc.)

C087 allowances, benefits, grants

C088 insurance details (such as type of insurance, insurance coverage, insurance amount, insurance period, insurance premium, insurance benefits, etc.)

C093 financial transactions (such as collection and payment amount, credit limit, guarantor, payment method, corresponding records, bond or other guarantee, etc.)

## **8 Business Information:**

C101 commercial activities (such as nature of business, goods or services, commercial contracts, etc.)

C102 agreement or contract (such as trading, business, legal, or other contract agents, etc.)

C103 business-related licenses (such as whether a specific license is obtained, market trading license, truck driving license, etc.)

## **9. Others:**

C131 retrieval of written document (such as index or code of written documents that have not been processed by automated machine)

C132 unclassified information (such as letters, files, reports, or e-mail that cannot be classified)

## **APPENDIX 2 - Matters Outsourced to Third Parties**

Matters outsourced to third parties by Citibank including but not limited to:

- (1) Data processing: Including the data entry, processing, and output of information system, the development, monitoring, control, and maintenance of information system, and logistical support for data processing in connection with Citibank's business.
- (2) Data Retention.
- (3) Drawing negotiable instruments for customers.
- (4) Back office support for trade financing activities.
- (5) Collection of consumer loans and credit card payment.
- (6) Preparation of credit analysis reports on credit customers.
- (7) Marketing of credit card issuance, input of customer information, printing of relevant forms and statements, envelope stuffing, sorting and mailing, computerized and manual card activation, reporting of lost cards, cash advances and emergency services.
- (8) Electronic customer services.
- (9) Collection of debts.
- (10) Hiring real estate closing agent to handle relevant legal matters.
- (11) Entrusting other institutions to dispose collateral from the assumption of debts, and the appraisal of real estate.
- (12) Internal audit operations.
- (13) Valuation, classification, bundling and sale of non-performing loans.
- (14) Transporting securities, checks, forms and statements, and cash.
- (15) Other operations approved by the competent authority for outsourcing.

## **Appendix 3 - Specified Purposes of Personal Data Collection**

Pursuant to the "The Categories of Specified Purposes and Personal Data under Personal Information Protection Law" promulgated by the Ministry of Justice of the Republic of China, Citibank will collect the personal information from you for the following specified purposes:

■Interbank (inter-institutional) financial information service and management ■ACH business ■Outsourcing matters ■Outsourced human resource management ■Repayment by relatives or third parties ■Risk management to merchants of credit card business ■Management of security underwriting, propriety trade, or brokerage business ■Collection, process and use of interested parties ■Wealth management business ■Assistance to the handling of enforcement procedure ■Business related to litigation, non-litigation or other dispute resolutions ■Risk management ■Prevention of economic sanctions, account opening review or KYC process ■Custodian business ■Internal control ■Derivative business ■E-banking business ■Requirement from laws, regulations, statutes, and external payment system ■013 Public relationship ■157 Investigation, statistics, research and analysis ■032 Management of criminal case information ■122 Administrative appeals and remedies ■052 Internal management regarding the lists of legal entities to their shareholders, members (including the representatives of shareholders and members), directors, supervisors and other members ■150 Management the assistance and back-up service ■160 Management of certification business ■090 Management and Service to consumers and customers ■022 Foreign exchange business ■036 Deposit and remittance ■044 Investment management ■068 Trust business ■082 consolidated management regarding the deposit and lending businesses of the borrowers and depositors ■088 Loan approval and credit extension business ■177 Other financial management business ■094 Property management ■154 Credit investigation ■111 Bill business ■059 Collection, process and use of financial industry required by financial supervisory ■060 Financial dispute resolution ■182 Other advisory and consulting business ■061 Financial supervisory, management and examination ■020 Agency and brokerage business ■037 Registration of securities and security holders ■112 Bill exchange business ■091 Consumer protection ■129 Accounting and other related service ■136 Information technology and data management ■137 Information security and management ■127 Donation business (including the donation for public welfare) ■126 Purchase and discounted cash business of credit rights ■069 Handling of other contractual relationship, quasi-contractual relationship or legal relationship ■063 Personal information collection, process and use by non-governmental agency pursuant to its legal obligations ■104 Account management and sale and purchase of credit rights business ■113 Petition and prosecution matters ■181 Other business specified in business registration and articles of incorporations ■166 Business related to securities, futures, securities investment trust and consulting ■097 Management of retirement funds ■Cooperation with the investigation of terrorism and compliance with US economic sanctions ■025 Crime prevention, criminal investigation, enforcement, correction and protection of criminal victim and rehabilitation matters ■US Tax reporting ■Offering and issuance of oversea depository receipts.

**EXHIBIT D-2-A**  
**LONG FORM**

Certification and Agreement of Persons Surrendering Rule 144A GDSs  
for the Purpose of Withdrawal of Rule 144A Deposited Securities  
Pursuant to the Rule 144A Deposit Agreement

Citibank, N.A.  
Depository Receipts Department  
388 Greenwich Street, 14<sup>th</sup> Floor  
New York, New York 10013

Re:                    PEGATRON CORPORATION

We refer to the Rule 144A Deposit Agreement, dated as of August 9, 2010, 2010 (as amended from time to time, the “Rule 144A Deposit Agreement”), among PEGATRON CORPORATION (the “Company”), CITIBANK, N.A., as Depository thereunder, and the Holders and Beneficial Owners from time to time of Rule 144A Global Depository Shares (the “Rule 144A GDSs”) evidenced by Rule 144A Global Depository Receipts (the “Rule 144A GDRs”) issued thereunder. Capitalized terms used but not defined herein shall have the meanings given them in the Rule 144A Deposit Agreement. We are providing the information herein to enable the Company to comply with its reporting obligations under the laws and regulations of the Republic of China and understand that the Company will rely upon the information provided herein for such purpose.

1. We are surrendering Rule 144A GDSs evidenced by Rule 144A GDR(s) and giving withdrawal instructions in accordance with the terms of the Deposit Agreement for the purpose of withdrawal of the Shares represented by the Rule 144A GDSs evidenced by such Rule 144A GDR(s) pursuant to the Rule 144A Deposit Agreement.

2. We acknowledge (or if we are acting for the account of another person, such person has confirmed to us that it acknowledges) that Rule 144A GDSs and the Shares represented thereby have not been and will not be registered under the Securities Act of 1933, as amended (the “Act”), or with any securities regulatory authority in any state or other jurisdiction of the United States.

3. We certify that either:

(a) We are a Qualified Institutional Buyer (as defined in Rule 144A under the Act) acting for our own account or for the account of one or more Qualified Institutional Buyers, and either:

(i) we have (or it has) sold or otherwise transferred, or agreed to sell or otherwise transfer and at or prior to the time of withdrawal will have sold or otherwise transferred, the Rule 144A GDSs or the Shares represented thereby to persons other than U.S. Persons (as such term is defined in Regulation S under the Act) in accordance with

Regulation S under the Act and we are (or it is), or prior to such sale we were (or it was), the beneficial owner of the Rule 144A GDSs, or

(ii) we have (or it has) sold or otherwise transferred, or agreed to sell or otherwise transfer and at or prior to the time of withdrawal will have sold or otherwise transferred, the Rule 144A GDSs or the Shares represented thereby to another Qualified Institutional Buyer in accordance with Rule 144A under the Act and we are (or it is), or prior to such sale we were (or it was), the beneficial owner of the Rule 144A GDSs, or

(iii) we (or it) will be the beneficial owner of the Shares upon withdrawal, and, accordingly, we agree (or if we are acting for the account of one or more Qualified Institutional Buyers, each such Qualified Institutional Buyer has confirmed to us that it agrees) that (x) we (or it) will not offer, sell, pledge or otherwise transfer the Shares except [(A) to a person whom we reasonably believe (or it and anyone acting on its behalf reasonably believes) is a Qualified Institutional Buyer within the meaning of Rule 144A under the Act in a transaction meeting the requirements of Rule 144A under the Act, (B) outside the United States to persons other than U.S. Persons (as such term is defined in Regulation S under the Act) in accordance with Regulation S under the Act, or (C) in accordance with Rule 144 under the Act (if available), or (D) pursuant to an effective registration statement under the Act, in each case in accordance with any applicable securities laws of any state of the United States], and (y) we (or it) will not deposit or cause to be deposited such Shares into any depositary receipt facility established or maintained by a depositary bank (including any such facility maintained by the Depositary), other than a Rule 144A restricted depositary receipts facility, so long as such Shares are “restricted securities” within the meaning of Rule 144(a)(3) under the Act.

OR

(b) We are a person other than a U.S. Person (as such term is defined in Regulation S under the Act) and are located outside the United States (within the meaning of Regulation S under the Act); we acquired, or have agreed to acquire and at or prior to the time of the withdrawal will have acquired, the Rule 144A GDSs or the Shares represented thereby outside the United States (within the meaning of Regulation S); and we are, or upon acquisition thereof will be, the beneficial owner of the Rule 144A GDSs or the Shares represented thereby.

4. If we are a broker-dealer, we further certify that we are acting for the account of our customer and that our customer has confirmed the accuracy of the representations contained in paragraph 3 hereof that are applicable to it (including the representations with respect to beneficial ownership) and, if paragraph 3(a)(iii) is applicable to our customer, has confirmed that it will comply with the agreements set forth in paragraph 3(a)(iii).

5. We agree (or if we are acting for the account of another person, such person has confirmed to us that it agrees) to comply with all requests from the Company pursuant to ROC laws or regulations, the rules and requirements of the Taiwan Stock Exchange, any other stock exchange on which the Rule 144A GDSs or the Shares are, or may be, traded or listed, and the

Articles of Incorporation and Bylaws of the Company, which are made to provide information, *inter alia*, as to the capacity in which we (or our client) hold(s) or own(s) the Rule 144A GDSs or the Shares represented thereby and regarding the identity of any other person then or previously interested in such Rule 144A GDSs or the Shares represented thereby, the nature of such interest and various related matters, whether or not we (they) are holders and/or beneficial owners of Rule 144A GDSs or the Shares represented thereby at the time of such request.

6. We certify (or if we are acting for the account of another person, such person has confirmed to us that it certifies) that:

*Please check the applicable box in (a) below **and** complete (b) in its entirety.*

(a)(i)  Recipient of the Shares withdrawn hereby (“Recipient”) is a “Related Person” of the Company (as defined below).

*or*

(ii)  The aggregate number of Shares to be received by the Recipient upon the surrender of Rule 144A GDSs for the withdrawal of Shares pursuant to the Rule 144A Deposit Agreement will exceed ten percent (10%) of the total number of Shares currently on deposit with the Custodian.\*

\*To determine the number of Shares on deposit, please visit the Taiwan Stock Exchange's website at: [http://emops.tse.com.tw/server-java/t47hsc01\\_e?step=0&TYPEK=sii](http://emops.tse.com.tw/server-java/t47hsc01_e?step=0&TYPEK=sii)

*AND*

(b)(i) Recipient hereby withdraws \_\_\_\_\_ Shares of the Company,

*AND*

(ii) Recipient has withdrawn an aggregate of \_\_\_\_\_ Shares of the Company during this calendar month.

*AND*

(iii) We hereby certify (or if we are acting for the account of another person, such person has confirmed to us that it certifies) that the following information is true and correct:

Name of Beneficial Owner of Rule 144A GDSs: \_\_\_\_\_

Address of Beneficial Owner of Rule 144A GDSs: \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_

Nationality of Beneficial Owner of Rule 144A GDSs: \_\_\_\_\_

Name of Recipient: \_\_\_\_\_

Nationality of Recipient: \_\_\_\_\_

Identity Number of Recipient (only required, if Recipient in a ROC person): \_\_\_\_\_

Number of Rule 144A GDSs surrendered hereby: \_\_\_\_\_

Number of Shares withdrawn hereby: \_\_\_\_\_

The aggregate number of Shares Recipient has received upon all withdrawals since execution of the Rule 144A Deposit Agreement: \_\_\_\_\_

TDCC Book-Entry Account Number of Recipient: \_\_\_\_\_

TDCC Book-Entry Account Name: \_\_\_\_\_

Name of Custodian (only required, if Recipient is a non-ROC person): \_\_\_\_\_

Address of Custodian: \_\_\_\_\_

\_\_\_\_\_

Contact Person at Custodian: \_\_\_\_\_

Telephone Number of Custodian: \_\_\_\_\_

Facsimile Number of Custodian: \_\_\_\_\_

Foreign Investor Investment I.D. (only required, if Recipient is a non-ROC person): \_\_\_\_\_

\_\_\_\_\_

7. If we are a broker-dealer, we further certify that we are acting for the account of our customer and that our customer has confirmed the accuracy of the information contained in paragraph 6 hereof that is applicable to it.

8. We certify that

*Please check the applicable box below.*

we are not a PRC person meeting the qualifications required under the laws of the ROC ("Qualified PRC Persons"), as such term is defined in the applicable laws of the ROC;

*or*

we are a Qualified PRC person, our aggregate holding (including, direct and beneficial ownership) in the Company, and if the aggregate holding will, immediately upon the withdrawal, be more than 10% of the issued and outstanding shares of the Company, we have the evidence showing the receipt of the prior approval required under the laws of the ROC.

Date: \_\_\_\_\_

Very truly yours,

**[NAME OF CERTIFYING ENTITY]**

By: \_\_\_\_\_

Name

Title:

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A person or entity is deemed to be a “Related Person” of the Company if the person or entity is:

- (a) (i) a company of which the chairman of the board of directors or the general manager serves as the chairman of the board of directors or the general manager of the Company, or is the spouse or a relative by blood or marriage to the chairman of the board of directors or general manager of the Company within the second degree (as defined under the Civil Code of the Republic of China);
- (ii) a non-profit organization of which the funds donated from the Company exceeds one-third of the non-profit organization's total funds;
- (iii) a director, supervisor or general manager, vice-general manager, assistant general manager, or departmental head of the Company reporting to the general manager of the Company;
- (iv) the spouse of a director, supervisor or general manager of the Company;  
or
- (v) a relative by blood or marriage to the Company's chairman of the board of directors or general manager within the second degree (as defined under the Civil Code of the Republic of China).

or

- (b) A person or entity in which the Company has invested, which investment is accounted for by the equity method of accounting under generally accepted accounting



principles in the Republic of China (the “Equity Method”), or a person or entity which uses the Equity Method to account for an investment in the Company.