

Certification and Agreement of Persons Acquiring
Regulation S GDSs Upon Deposit of Shares
Pursuant to Section 2.03 of the
Regulation S Deposit Agreement

Citibank, N.A. Depository Receipts Department
111 Wall Street, 15th Floor
New York, NY 10013

Fax: 212-825-2029

Re: OCI Company Ltd.

We refer to the Regulation S Deposit Agreement, dated as of [DATE], 2011 and as amended and supplemented prior to the date hereof (as so amended and supplemented prior to the date hereof, the "Regulation S Deposit Agreement"), among OCI Company Ltd. ("Company"), CITIBANK, N.A., as Depository, and Holders and Beneficial Owners from time to time of Regulation S Global Depository Shares (the "Rule 144A GDSs") evidenced by Regulation S Global Depository Receipts (the "Rule 144A GDRs") issued thereunder. Capitalized terms used but not defined herein shall have the meanings given them in the Regulation S Deposit Agreement.

1. This Certification and Agreement is furnished in connection with the deposit of Shares and issuance of Regulation S Global Depository Shares (the "GDSs") to be evidenced by one or more Receipts pursuant to Section 2.03 of the Deposit Agreement.

2. We acknowledge (or if we are a broker-dealer, our customer has confirmed to us that it acknowledges) that the Receipts, the GDSs evidenced thereby and the Shares represented thereby have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "Act") or with any securities regulatory authority in any state or jurisdiction of the United States.

3. We certify that either:

(a) We are, or at the time the Shares are deposited and at the time the Receipts are issued will be, the beneficial owner of the Shares and of the GDSs evidenced by such Receipt or Receipts, and:

(i) we are not a U.S. person (as defined in Regulation S) and we are located outside the United States (within the meaning of Regulation S under the Act) and acquired, or have agreed to acquire and will have acquired, the Shares to be deposited outside the United States (within the meaning of Regulation S),

(ii) we are not an affiliate of the Company or a person acting on behalf of such an affiliate, and

(iii) we are not in the business of buying and selling securities or, if we are in such business, we did not acquire the securities to be deposited from the Company or any affiliate thereof in the initial distribution of GDSs, Shares and Rule 144A GDSs.

OR

(b) We are a broker-dealer acting on behalf of our customer; our customer has confirmed to us that it is, or at the time the Shares are deposited and at the time the Receipt or Receipts are issued will be, the beneficial owner of the Shares and of the GDSs evidenced by such Receipt or Receipts, and:

(i) it is not a U.S. person and it is located outside the United States and acquired, or has agreed to acquire and will have acquired, the Shares to be deposited outside the United States,

(ii) it is not an affiliate of the Company or a person acting on behalf of such an affiliate, and

(iii) it is not in the business of buying and selling securities or, if it is in such business, it did not acquire the securities to be deposited from the Company or any affiliate thereof in the initial distribution of GDSs, Shares and Rule 144A GDSs.

Very truly yours,

[NAME OF CERTIFYING ENTITY]

By: _____

Title:

Date: _____