

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

Citibank, N.A. -- Depositary Receipts Operations
480 Washington Boulevard, 30th Floor
Jersey City, New Jersey 07310

Fax: 646-291-1776

Re: Youngone Corporation

We refer to the Regulation S Deposit Agreement, dated as of [DATE] 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 Youngone Corporation (the "Company"), CITIBANK, N.A., as Depositary, and Holders and Beneficial Owners from time to time of Regulation S Global Depositary Receipts (the "Regulation S GDRs") evidenced by Regulation S Global Depositary Receipt Certificates (the "Regulation S GDR Certificates") 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 GDRs to be evidenced by one or more Regulation S GDR Certificates pursuant to Section 2.03 of the Regulation S Deposit Agreement.
2. We acknowledge (or if we are a broker-dealer, our customer has confirmed to us that it acknowledges) that the Regulation S GDR Certificates, the Regulation S GDRs 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 Regulation S GDR Certificates are issued will be, the beneficial owner of the Shares and of the Regulation S GDRs evidenced by such Regulation S GDR Certificate or Regulation S GDR Certificates, and:
 - (i) 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 Regulation S GDRs and Shares.

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 Regulation S GDR Certificate or Regulation S GDR Certificates are issued will be, the beneficial owner of the Shares and of the Regulation S GDRs evidenced by such Regulation S GDR Certificate or Regulation S GDR Certificates, and:

(i) 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 Regulation S GDRs and Shares.

Very truly yours,

[NAME OF CERTIFYING ENTITY]

By: _____
Title:

Date: _____