

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

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

**Re: SHIN KONG FINANCIAL HOLDING CO., LTD.**

We refer to the Rule 144A Deposit Agreement, dated as of July 27, 2009 (as amended from time to time, the "Rule 144A Deposit Agreement"), among Shin Kong Financial Holding Co., Ltd. (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 a Rule 144A GDR(s) or giving withdrawal instructions through DTC in accordance with the terms of the Deposit Agreement for the purpose of withdrawal of the Rule 144A Deposited Securities represented by the Rule 144A GDSs evidenced by such Rule 144A GDR(s) pursuant to Section 2.7 of the 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 the Shares 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, Rule 144A GDRs or the Shares 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 GDRs and 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, Rule 144A GDRs or the Shares 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 and Rule 144A GDRs, 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 depository receipt facility established or maintained by a depository bank (including any such facility maintained by the Depository), other than a Rule 144A restricted depository 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, Rule 144A GDRs or the Shares 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, Rule 144A GDRs or the Shares.

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 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 FILL IN THE MISSING INFORMATION IN (B) BELOW, AS APPROPRIATE)

**L** (a)  Recipient of Shares withdrawn hereby ("Recipient") is a "Related Person" of the Company (as defined below).

*or*

Recipient is **not** a "Related Person" of the Company (as defined below).

**AND**

**L** (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.

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 (ii) below and fill in the missing information below, as appropriate)**

(i) We are (or the person for the account of which we are acting is) the Beneficial Owner of the Rule 144A GDSs hereby surrendered to the Depository for withdrawal of the Shares represented thereby;

**L** (ii)  Recipient is a "Qualified PRC Person" (as defined below)

*or*

Recipient is not a "Qualified PRC Person";

(iii) If Recipient is a Qualified PRC Person, immediately upon withdrawal, the Recipient will not hold, directly or indirectly, more than 10% of the issued and outstanding Shares of the Company;<sup>1</sup>

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<sup>1</sup> If the ownership level of the Recipient would upon such withdrawal exceed 10% of the issued and outstanding Shares of the Company (not including Shares underlying ADSs), prior to withdrawal of the Shares, the Recipient shall provide the Depository with (i) a representation letter certifying that all required ROC approvals have been obtained by Recipient and (ii) a written consent from the Company to the withdrawal confirming that all required ROC approvals have been obtained by Recipient.

AND

(iv) We hereby certify 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 this Deposit Agreement: \_\_\_\_\_

The aggregate number of Shares Recipient would, upon withdrawal hold \_\_\_\_\_

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): \_\_\_\_\_

\_\_\_\_\_

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

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 paragraphs 5 through 6 hereof that are applicable to it.

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 ROC (the "Equity Method"); or a person or entity which uses the Equity Method to account for an investment in the Company.

A "**Qualified PRC Person**" is

(a) an institutional investor approved by the financial authorities of the People's Republic of China ("**PRC**") to qualify as a Qualified Domestic Institutional Investor;

(b) a PRC Person that is an employee of the Company; or

(c) a PRC Person meeting other qualifications set by the ROC Financial Supervisory Commission pursuant to the Rules Governing the PRC Investors Engaged in Securities Investments and Futures Trading in Taiwan (as amended from time to time), or any other laws or regulations of ROC.

A "**PRC person**" is an individual holding a passport issued by the PRC, a resident of any area of China under the effective control or jurisdiction of the PRC (but not including a special administrative region of the PRC such as Hong Kong or Macau, if so excluded by applicable ROC laws), any agency or instrumentality of the PRC and any corporation, partnership or other entity organized under the laws of any such area or controlled or beneficially owned by any such person, resident, agency or instrumentality.