

**EXHIBIT D-2B
SHORT 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, 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 Rule 144A GDSs evidenced by Rule 144A GDR(s) and giving withdrawal instructions in accordance with the terms of the Rule 144A Deposit Agreement for the purpose of withdrawal of 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 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 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 we are (it is) not a "Related Person" of the Company (as defined below).

PLEASE NOTE THAT IF YOU CANNOT CERTIFY (OR IF YOU ARE ACTING FOR THE ACCOUNT OF ANOTHER PERSON, SUCH PERSON HAS CONFIRMED TO YOU THAT IT CANNOT CERTIFY) THAT YOU ARE (IT IS) NOT A "RELATED PERSON" OF THE COMPANY (AS DEFINED BELOW) AS SET FORTH IN PARAGRAPH 6 ABOVE AND YOU (IT) WISH(ES) TO SURRENDER RULE 144A GDSs OR GIVE WITHDRAWAL INSTRUCTIONS FOR THE PURPOSE OF WITHDRAWAL OF SHARES PURSUANT TO THE RULE 144A DEPOSIT AGREEMENT, YOU (IT) WILL NOT BE ABLE TO SURRENDER RULE 144A GDSs IN ORDER TO WITHDRAW SHARES (OR GIVE INSTRUCTIONS TO DO SO) USING THIS FORM OF WITHDRAWAL CERTIFICATION AND INSTEAD, YOU (IT) MUST COMPLETE AND DELIVER TO THE DEPOSITARY THE LONG FORM OF WITHDRAWAL CERTIFICATION THAT CAN BE FOUND ON THE DEPOSITARY'S WEBSITE.

Date: _____

Very truly yours,

[NAME OF CERTIFYING ENTITY]

By: _____
Name
Title:

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.