

**EXHIBIT C
LONG FORM**

Certification and Agreement of Persons Surrendering International GDSs
for the Purpose of Withdrawal of Shares
Pursuant to the International 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 International Deposit Agreement, dated as of July 27, 2009 (as amended from time to time, the "International 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 International Global Depository Shares (the "International GDSs") evidenced by International Global Depository Receipts (the "International GDRs") issued thereunder. Capitalized terms used but not defined herein shall have the meanings given them in the International 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 an International GDR(s) or giving withdrawal instructions through DTC in accordance with the terms of the Deposit Agreement for the purpose of withdrawal of the International Deposited Securities represented by the International GDSs evidenced by such International GDR(s) pursuant to Section 2.7 of the Deposit Agreement.

2. 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)

A (a) Recipient of Shares withdrawn hereby ("Recipient") is a "Related Person" of the Company (as defined below).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

A (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(ii) Recipient has withdrawn an aggregate of _____ Shares of the Company, _____ during this calendar month.

3. 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 International GDSs hereby surrendered to the Depository for withdrawal of the Shares represented thereby;



(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;¹

AND

(iv) We hereby certify that the following information is true and correct:

Name of Beneficial Owner of International GDSs: _____

Address of Beneficial Owner of International GDSs: _____

Nationality of Beneficial Owner of International GDSs: _____

Name of Recipient: _____

Nationality of Recipient: _____

Identity Number of Recipient (only required, if Recipient is a ROC person): _____

Number of International GDSs surrendered hereby: _____

Number of Shares withdrawn hereby: _____

¹ 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 (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.

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: _____

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 paragraphs 1 through 3 hereof that are applicable to it.

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 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.