

Schedule 3

Part I

**Certification and Agreement of Persons acquiring International GDRs upon Deposit of Shares pursuant to Condition 1 of the GDRs and either Clause 3(B) or Clause 5 of the Deposit Agreement**

[Date]

Citibank, N.A., as Depositary  
111 Wall Street  
5th Floor  
New York, New York 10043

Dear Sirs,

**HON HAI PRECISION INDUSTRY CO., LTD.**

Reference is hereby made to the Deposit Agreement, dated ! , 1999 (the "Deposit Agreement"), between Hon Hai Precision Industry Co., Ltd. (the "Company") and Citibank, N.A., as Depositary with respect to Global Depositary Receipts ("GDRs") issued thereunder. Capitalised terms used but not defined herein shall have the meanings given them in the Deposit Agreement.

1. This certification and agreement is furnished in connection with the deposit of Shares and issuance of International Global Depositary Receipts pursuant to Condition 1 and either Clause 3(B) or Clause 5 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 International GDRs, the certificates evidencing International GDRs and the Shares represented thereby have not been and will not be registered under the Securities Act.
3. We certify that:
  - (A) The Shares are not restricted securities within the meaning of Rule 144(a)(3) of the Securities Act and we are, or at the time the Shares are deposited and at the time the International GDRs are issued will be, the beneficial owner of such Shares and of such International GDRs and (i) we are not a U.S. person (as defined in Regulation S under the Securities Act) and we are located outside the United States (within the meaning of Regulation S) and we 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 International GDRs and Shares; or
  - (B) The Shares are not restricted securities within the meaning of Rule 144(a)(3) of the Securities Act and 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 International GDRs are issued will be, the beneficial owner of such Shares and the International GDRs, and (i) it is not a U.S. person (as defined in Regulation S) and it is located outside the United States

(within the meaning of Regulation S) and it acquired, or has agreed to acquire and will have acquired, the Shares to be deposited outside the United States (within the meaning of Regulation S), (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 International GDRs and Shares.

4. We agree (or if we are a broker-dealer, our customer has confirmed to us that it agrees) that prior to the expiration of 40 days after the later of the commencement of the offering of International GDRs on behalf of the Company and the related closing (the "Distribution Compliance Period"), we (or it) will not offer, sell, pledge or otherwise transfer such International GDRs or the Shares represented thereby except (i) in accordance with Rule 144A under the Securities Act ("Rule 144A") to a person whom we and person acting on our behalf (or it and anyone acting on its behalf) reasonably believe is a qualified institutional buyer within the meaning of Rule 144A under the Securities Act ("QIB") purchasing for its own account for the account of a QIB, or (ii) outside the United States in accordance with Rule 903 or Rule 904 of Regulation S, in either case in accordance with any applicable securities laws of any State of the United States. We further agree (or if we are a broker dealer, our customer has confirmed to us that it agrees) that if we sell or otherwise transfer (or it sells or otherwise transfers) the International GDRs or the Shares represented thereby in accordance with Clause (ii) above prior to the expiration of the Distribution Compliance Period, we (or our customer) will, prior to settlement of such sale, cause such Shares to be removed from the International Facility (as defined in the Deposit Agreement) in accordance with the terms and conditions of the Deposit Agreement and we (or our customer) will cause instructions to be given to the Custodian to deposit such Shares in the Rule 144A Facility (as defined in the Deposit Agreement) and to the Depositary for the issuance of a certificate evidencing Rule 144A GDRs in adjustment of the Rule 144A Master GDR upon receipt of the proper certification on behalf of the purchaser and otherwise in accordance with the terms and conditions of the Deposit Agreement.

Terms used in this certificate shall be construed in accordance with applicable United States Federal securities laws.

Very truly yours,

\_\_\_\_\_  
[NAME OF CERTIFYING ENTITY]

By: \_\_\_\_\_

Title: \_\_\_\_\_