

Certification and Agreement of Persons Acquiring Regulation S GDSs  
Upon Deposit of Eligible Securities Pursuant to Section 2.5  
of the Regulation S Deposit Agreement<sup>1</sup>

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

Re: Sino-American Silicon Products Inc.

We refer to the Regulation S Deposit Agreement, dated as of September 8, 2010 (the "Deposit Agreement"), among SINO-AMERICAN SILICON PRODUCTS INC. (the "Company"), CITIBANK, N.A., as Depository, and Holders and Beneficial Owners from time to time of Regulation S Global Depository Shares (the "Regulation S GDSs") evidenced by Regulation S Global Depository Receipts (the "Regulation S GDRs") issued thereunder. Capitalized 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 Eligible Securities and request for issuance of Regulation S GDSs to be evidenced by one or more Regulation S GDR(s) pursuant to Section 2.5, and subject to the restrictions set forth in Section 2.3, of the 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 GDRs, the Regulation S GDSs evidenced thereby and the Eligible Securities represented thereby have not been and will not be registered under the Securities Act of 1933 (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 Eligible Securities are deposited and at the time the Regulation S GDRs are issued will be, the beneficial owner of the Eligible Securities and of the Regulation S GDSs evidenced by such Regulation S GDR(s), and:

(i) we are not a U.S. person (as defined in Regulation S) and we are located outside the United States (within the meaning of Regulation S under the Act) and

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<sup>1</sup> To be used prior to effectiveness of a registration statement on Form F-6 under the Securities Act of 1933 relating to depository receipts to be issued pursuant to the Deposit Agreement following such effectiveness.

acquired, or have agreed to acquire and will have acquired, the Eligible Securities 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 GDSs, Eligible Securities.

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 Eligible Securities are deposited and at the time the Regulation S GDRs are issued will be, the beneficial owner of the Eligible Securities and of the Regulation S GDSs evidenced by such Regulation S GDR(s), and:

(i) it is not a U.S. person and it is located outside the United States and acquired, or has agreed to acquire and will have acquired, the Eligible Securities 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 GDSs, Eligible Securities.

4. We agree (or if we are a broker-dealer, our customer has confirmed to us that it agrees) that prior to expiration of forty (40) days after the later of the commencement of the offering of the Regulation S GDSs on behalf of the Company and the last closing in respect of such offering (the "restricted period"), we (or it) will not offer, sell, pledge or otherwise transfer the Regulation S GDSs evidenced thereby or the Eligible Securities represented thereby except outside the United States to a person other than a U.S. Person (as defined in Regulation S) in accordance with Regulation S under the Act, in either case in accordance with any applicable securities laws of any state of the United States.

Very truly yours,

**[NAME OF CERTIFYING ENTITY]**

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

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