

EXHIBIT C (Part Two)

Certification of Persons Acquiring Receipts  
 Upon Surrender of Other Depositary  
 Receipts pursuant to Section 2.02  
 of the Deposit Agreement

[Date]

Citibank, N.A.,  
 as Depositary  
 ADR Department  
 111 Wall Street  
 New York, New York 10043

Re: Samsung Co., Ltd.

Dear Sirs:

Reference is hereby made to Section 2.02 of the Deposit Agreement, dated as of December 11, 1990 (the "Deposit Agreement"), among Samsung Co., Ltd. (the "Company"), Citibank, N.A., as Depositary and Holders of Rule 144A Global Depositary Receipts (the "Receipts") issued thereunder and all owners of any beneficial interest in such Receipts (the "Beneficial Owners"). Capitalized terms used but not defined herein shall have the meanings given them in the Deposit Agreement.

We are surrendering a depositary receipt or receipts evidencing depositary shares, issued pursuant to other depositary arrangements between the Company and the Depositary, for the purpose of depositing Shares as provided for and described in Section 2.02 of the Deposit Agreement. We hereby certify as follows:

- A. We are the beneficial owner of the depositary receipt(s) being surrendered and the Shares being deposited thereby. The Receipt to be issued pursuant to this surrender, and the Shares represented thereby, will be beneficially owned by a qualified institutional buyer (as defined in Rule 144A under the Securities Act of 1933).

OR

- B. We are a broker-dealer acting as agent on behalf of our customer; our customer has confirmed to us that it is the beneficial owner of the depositary receipt(s) being surrendered and the Shares being deposited thereby and that the Receipt to be issued pursuant to this surrender, and the Shares represented thereby, will be beneficially owned by a qualified institutional buyer (as defined in Rule 144A under the Securities Act of 1933.

OR

- C. We are the beneficial owner of the depositary receipt(s) being surrendered and the Shares represented thereby. The Receipt to be issued pursuant to this surrender, and the Shares represented thereby, will be beneficially owned by a non-U.S. person, as defined in Regulation S under the Securities Act of 1933, and will be acquired in an offshore transaction pursuant to Regulation S.

OR

- D. We are a broker-dealer acting on behalf of our customer and our customer has confirmed to us that it is the beneficial owner of the depositary receipt(s) being surrendered and the Shares represented thereby, and that the Receipt to be issued pursuant to this surrender, and the Shares represented thereby, will be beneficially owned by a non-U.S. person, as defined in Regulation S under the Securities Act of 1933, and will be acquired in an offshore transaction pursuant to Regulation S.

We also understand (or if we are a broker-dealer, our client has confirmed to us that it understands) that we will become a party to and bound by the Deposit Agreement upon becoming a Holder or Beneficial Owner of any Receipt. We agree (or if we are a broker-dealer, our client has confirmed to us

that it agrees) that we will not offer, sell, pledge or otherwise transfer the Deposited Securities or any securities underlying the Deposited Securities except (1) to a person we reasonably believe is a qualified institutional buyer within the meaning of Rule 144A under the Securities Act of 1933 in a transaction meeting the requirements of Rule 144A, (2) in an offshore transaction in accordance with Regulation S under the Securities Act of 1933 to a non-U.S. person as defined therein, or (3) pursuant to an effective registration statement under the Securities Act, in each case in accordance with any applicable securities laws of any state of the United States.

Very truly,

[NAME OF CERTIFYING ENTITY]

[By: \_\_\_\_\_  
Title: \_\_\_\_\_]