

**CERTIFICATION AND AGREEMENT OF CERTAIN ACQUIRORS  
OF GDRS OR BENEFICIAL INTEREST IN THE MASTER RULE  
144A GDR CERTIFICATE UPON DEPOSIT OF SHARES  
PURSUANT TO PARAGRAPH 1 OF THE PROVISIONS**

[Date]

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

Re: Asustek Computer Inc.

Dear Sirs:

Reference is hereby made to Section 2.2 of the Deposit Agreement, dated as of May 30, 1997 (the "Deposit Agreement"), between Asustek Computer Inc. (the "Company"), Citibank, N.A., as Depositary, and registered holders ("Holders") of Rule 144A Global Depositary Receipts (the "Rule 144A GDRs") issued thereunder and all owners of any beneficial interest in the Master Rule 144A Global Depositary Receipt Certificate (the "Beneficial Owners"). Capitalised terms used but not defined herein shall have the meanings given to them in the Deposit Agreement.

This certification and agreement is furnished in connection with the deposit of Shares and issuance of Rule 144A GDRs pursuant to Sections 2.2 and 2.3 of the Deposit Agreement.

A. We acknowledge (or if we are acting for the account of another person, such person has confirmed to us that it acknowledges) that the Rule 144A GDRs and the Shares represented thereby have not been and will not be registered under the Securities Act.

B. We certify that we are not an affiliate (as used in Rule 144 under the Securities Act) of the Company or a person acting on behalf of the Company or any affiliate thereof; and

(a) we are a qualified institutional buyer as defined in Rule 144A under the Securities Act (a "QIB") and, at the time of issuance of the GDRs referred to above, we (or one or more QIBs for whose account we are acting) will be the beneficial owner of such GDRs; or

(b) We are a broker-dealer acting for the account of our customer; our customer has confirmed to us that it is a QIB and either (i) at the time of issuance of the GDRs referred to above, it will be the beneficial owner of such GDRs, or (ii) it is acting for the account of a QIB that, at the time of issuance of the GDRs referred to above, will be the beneficial owner of such GDRs.

C. We agree (or if we are acting for the account of another person, such person has confirmed to us that, as the beneficial owner of the Rule 144A GDRs, it agrees) that we (or it) will not offer, sell, pledge or otherwise transfer the Rule 144A GDRs or the Shares represented thereby except (i) to a person whom we reasonably believe (or it and anyone acting on its behalf reasonably believes) is a QIB within the meaning of Rule 144A under the Securities Act in a transaction meeting the requirements of Rule 144A, (ii) in accordance with Regulation S under the Securities Act, or (iii) in accordance with Rule 144 under the Securities Act (if available), 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: \_\_\_\_\_