

INTERNATIONAL NOTE CONVERSION NOTICE

AMBIT MICROSYSTEMS CORPORATION
US\$85,000,000
Zero Coupon Convertible Notes Due 2007

PLEASE READ THE NOTES AT THE END OF THIS NOTICE BEFORE COMPLETING THIS NOTICE.

Please fax this completed International Note Conversion Notice to:

Citibank, N.A. Conversion Agent
5 Carmelite Street
London EC4Y 0PA
United Kingdom
Fax No.: 44-207-508-3866
Attention: Exchange Desk

Please enter principal amount and serial or identifying numbers of International Notes to be converted:

Total principal amount of International Notes to be converted:	
Serial or identifying number of International Notes: *	
ISIN number of International Notes	[]

* Not required for International Notes represented by an International Global Note.

To: **Citibank, N.A. C Conversion Agent**
Citibank, N.A. C GDS Depository
Hon Hai Precision Industry Co., Ltd. (the "Company")

I/We, being the holder of the International Notes specified above, hereby irrevocably elect to convert such International Notes or portion thereof (which is US\$1,000.00 or an integral multiple of US\$1,000.00 in excess thereof) into (A) common shares of the Company ("Shares"), or (B) International Global Depository Shares ("International GDS(s)", each International GDS representing two (2) Shares, in each case in accordance with Article 13 of the Indenture, dated February 22, 2002, by and between Ambit Microsystems Corporation ("Ambit") and Citibank, N.A., as Trustee (the "Original Indenture"), as amended by the First Supplemental Indenture, dated March 31, 2004, by and among Ambit, the Company and the Trustee (the "First Supplemental Indenture", and together with the Original Indenture, the "Indenture").

Please complete Items A or B below:

A. Check here G and complete items 1 and 2 below if you wish to receive Shares upon conversion of Notes:

1. Name and address of the person in whose name Shares are to be registered upon conversion of the International Notes:

Name:	
Address:	

2. I/We hereby request that the Shares (together with any cash) delivered upon conversion of the International Notes specified above be registered in the name of the person specified in item 1 above and be delivered to the following Taiwan Securities Central Depository Co., Ltd. ("TSCD") book-entry account. The name and address of the local agent / custodian are also provided below:

TSCD Book-Entry Account No.:	
TSCD Book-Entry Account Name:	
Name of Local Agent and Custodian:	
Address:	
Contact Person:	
Telephone No.:	
E-mail of Contact Person:	

Fax No.	
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OR

- B. Check here if you wish to receive International GDSs upon conversion of the above International Notes and complete the grids below.**

Delivery Instructions for International GDSs:

DTC Participant Name and Account No.:	*
Account No. for Investor at DTC Participant (f/b/o information):	
Contact person at DTC Participant:	
Daytime Telephone Number of contact person at DTC Participant:	
Email of contact person at DTC Participant:	

* The International GDSs will be delivered to DTC Participant specified above on RVP/DVP basis against payment of Depository's issuance fee of up to US\$0.05 per International GDS issued.

Please read and complete Items C through I below:

- C. The International Notes converted hereby and any documents required in relation to the declarations below or to verify the same accompany this form.
- D. I/We hereby declare that I/we have been notified by the Company that the Company's register of shareholders may be closed from time to time. I/We hereby declare that any applicable condition to conversion of the International Notes, if any, has been complied with by me/us, that I/we am/are not acting on behalf of the Company or any of its affiliates and that the Shares issued upon conversion (and the International GDSs issuable in respect thereof, if applicable) have not been and, when received by the Converting Noteholder, will not be registered under the Securities Act of 1933, as amended (the "**Securities Act**") or with any securities regulatory authority in any state or jurisdiction of the United States.

E. I/We certify that:

I/we are, or at the time the Shares issued upon conversion of the International Note are deposited (and the International GDSs issuable in respect thereof are issued, if applicable) will be, the beneficial owner of the Shares (or of the International GDSs, if applicable), and:

(i) 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 under the Securities Act) and acquired, or have agreed to acquire and will have acquired, the International Notes converted into the Shares to be deposited outside the United States (within the meaning of Regulation S under the Securities Act),

(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 Shares to be deposited from the Company or any affiliate thereof in a "distribution" of International GDSs.

F. 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 International Notes on behalf of Ambit and the last closing in respect of such offering (the "restricted period"), we (or it) will not offer, sell, pledge or otherwise transfer the Shares issued upon conversion of the International Notes or the International GDSs which may represent such Shares except (a) to a person whom we reasonably believe (or it and anyone acting on its behalf reasonably believes) is a Qualified Institutional Buyer within the meaning of Rule 144A under the Securities Act in a transaction meeting the requirements of Rule 144A, or (b) outside the United States to a person other than a U.S. Person (as defined in Regulation S under the Securities Act) in accordance with Regulation S under the Securities Act, in either case in accordance with any applicable securities laws of any state of the United States. I/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 GDSs or the Shares represented thereby in accordance with clause (a) above prior to the expiration of the restricted period, we (or our customer) will, prior to settlement of such sale, cause such Shares to be withdrawn in accordance with the terms and conditions of the Deposit Agreement, dated October 7, 1999, by and between the Company and Citibank, N.A., as amended by Amendment No. 1 to Deposit Agreement dated November 15, 2000 and as further amended by Amendment No. 2 to Deposit Agreement dated August 8, 2003 (the "Deposit Agreement"), and we (or our customer) will cause instructions to be given to the Depository to deliver such Shares to the Custodian under the Deposit Agreement for deposit thereunder and issuance of a Rule 144A GDR evidencing a Rule 144A GDS upon receipt of the proper certification on behalf of the purchaser and otherwise in accordance with the terms and conditions of the Deposit Agreement.

G. I/We hereby declare that all stamp, issue, registration or similar taxes and duties payable on conversion of the International Notes in the jurisdiction where the International Notes are delivered to the Conversion Agent have been paid.

H. I/We are providing the information below to enable the Company to comply with its reporting obligations under the laws and regulations of the Republic of China (the "ROC") and understand that the Company will rely on the information provided herein for such purpose. I/We also agree that the Company may provide or report such information for such purpose.

I/We certify that:

- (i) G I am not/none of we are a “Related Person” of the Company (as defined below).
- G I, or the person whose name and nationality is _____, is a “Related Person” of the Company (as defined below).
- (ii) G I/we will own _____ Shares in the form of International GDSs of the Company from the conversion of the International Notes surrendered herewith (not including Shares mentioned below).
- G I/we have converted from the International Notes _____ Shares of the Company prior to the date hereof.

I. Converting Noteholder Information and Signature

Please complete the following information with respect to the converting Noteholder:

Name:	
Date:	
Signature:	
Nationality:	
Address:	
Identity Number (ROC Persons Only):	
Foreign Investor Investment Identification (Non-ROC Persons Only):*	
Social Security or other Taxpayer Identification Number:	
Contact Person:	
Daytime Telephone No.:	
Fax No.:	

* The foreign investor investment identification is issued pursuant to ROC Regulations Governing Securities Investment by Overseas Chinese and Foreign Nationals.

For Conversion Agent's use only:

1. (A) International Notes conversion identification reference: Ambit Microsystems Zero Coupon International Notes Due 2007 (ISIN: _____); CITIUS _____
(B) Deposit Date: _____
(C) Conversion Date: _____
2. (A) Aggregate principal amount of International Notes deposited for conversion: _____
(B) Conversion Price on Conversion Date: _____
(C) Number of Shares deliverable:
(disregard fractions) _____
(D) Number of International GDSs deliverable:
(disregard fractions) _____
3. International GDS issuance fees: _____
4. (If applicable) amount of cash payment due to converting Holder in respect of fractions of Shares or of International GDSs due to a consolidation or re-classification of Shares: _____

N.B. The Conversion Agent must complete items 1 and 2 and (if applicable), 3 and 4.

NOTES

1. This Conversion Notice will be void unless the applicable Sections A through I above are duly completed and must be deposited during the Conversion Period.
2. Your attention is drawn to Section 13.2 of the Indenture with respect to the conditions precedent which must be fulfilled before the International Notes specified above will be treated as effectively deposited for conversion.
3. If a retroactive adjustment of the Conversion Price contemplated by the terms and conditions of the International Notes is required in respect of a conversion of International Notes, certificates for the additional Shares deliverable pursuant to such retroactive adjustment (together with any other securities, property or cash) will be delivered or dispatched in the same manner as the Shares, other securities, property and cash previously issued pursuant to the relevant Conversion Notice.
4. 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 the spouse or member of the immediate second family of the chairman of the board of directors or general manager of the Company;
 - (ii) a non-profit organisation of which the funds donated from the Company exceeds one-third of the non-profit organisation’s total fund;
 - (iii) a director, supervisor or general manager, vice-general manager, assistant vice-general manager, or departmental head reporting to the general manager of the Company;
 - (iv) the spouse of a director, supervisor or general manager of the Company;
 - (v) a member of the immediate or second immediate families of the Company’s chairman of the board of directors or general manager.

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.
5. The International GDSs issued upon conversion of the International Notes will be annotated with the following legend:

NEITHER THIS INTERNATIONAL GDR, NOR THE INTERNATIONAL GDSs EVIDENCED HEREBY, NOR THE SHARES REPRESENTED THEREBY HAVE BEEN OR WILL BE REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE “SECURITIES ACT”), OR WITH ANY SECURITIES REGULATORY AUTHORITY OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES. THE OFFER, SALE, PLEDGE OR OTHER TRANSFER OF THIS INTERNATIONAL GDR, THE INTERNATIONAL GDSs EVIDENCED HEREBY AND THE INTERNATIONAL DEPOSITED SECURITIES REPRESENTED THEREBY EACH IS SUBJECT TO CERTAIN

CONDITIONS AND RESTRICTIONS, THE HOLDERS AND THE BENEFICIAL OWNERS HEREOF, BY PURCHASING OR OTHERWISE ACQUIRING THIS INTERNATIONAL GDR AND THE INTERNATIONAL GDSs EVIDENCED HEREBY, ACKNOWLEDGE THAT SUCH INTERNATIONAL GDR, THE INTERNATIONAL GDSs EVIDENCED HEREBY AND THE INTERNATIONAL DEPOSITED SECURITIES REPRESENTED THEREBY HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT AND AGREE FOR THE BENEFIT OF THE COMPANY AND THE DEPOSITARY THAT THIS INTERNATIONAL GDR, THE INTERNATIONAL GDSs EVIDENCED HEREBY AND THE INTERNATIONAL DEPOSITED SECURITIES REPRESENTED THEREBY MAY BE REOFFERED, RESOLD, PLEDGED OR OTHERWISE TRANSFERRED ONLY IN COMPLIANCE WITH THE SECURITIES ACT AND APPLICABLE LAWS OF THE STATES, TERRITORIES AND POSSESSIONS OF THE UNITED STATES GOVERNING THE OFFER AND SALE OF SECURITIES AND, PRIOR TO THE EXPIRATION OF THE RESTRICTED PERIOD (DEFINED AS 40 DAYS AFTER THE LATER OF (I) THE COMMENCEMENT OF THE OFFERINGS OF (A) INTERNATIONAL GDSs OUTSIDE THE UNITED STATES IN RELIANCE ON INTERNATIONAL AND ANY OTHER APPLICABLE LAW IN TRANSACTIONS EXEMPT FROM REGISTRATION UNDER THE SECURITIES ACT, (B) RULE 144A GDSs IN THE UNITED STATES TO QUALIFIED INSTITUTIONAL BUYERS AND (C) SHARES IN THE REPUBLIC OF CHINA IN RELIANCE ON REGULATIONS S AND (II) THE CLOSING DATE WITH RESPECT TO THE INTERNATIONAL GDRs) ONLY (1) OUTSIDE THE UNITED STATES TO A PERSON OTHER THAN A U.S. PERSON (AS SUCH TERMS ARE DEFINED IN REGULATION S UNDER THE SECURITIES ACT) IN ACCORDANCE WITH REGULATION S UNDER THE SECURITIES ACT, OR (2) TO A PERSON WHOM THE HOLDER AND THE BENEFICIAL OWNER REASONABLY BELIEVE IS A QUALIFIED INSTITUTIONAL BUYER WITHIN THE MEANING OF RULE 144A UNDER THE SECURITIES ACT PURCHASING FOR ITS OWN ACCOUNT OR FOR THE ACCOUNT OF ANOTHER QUALIFIED INSTITUTIONAL BUYER IN A TRANSACTION MEETING THE REQUIREMENTS OF RULE 144A, (3) PURSUANT TO AN EXEMPTION FROM THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT PROVIDED BY RULE 144 UNDER THE SECURITIES ACT (IF AVAILABLE), OR (4) PURSUANT TO AN EFFECTIVE REGISTRATION STATEMENT UNDER THE SECURITIES ACT; PROVIDED THAT IN CONNECTION WITH ANY TRANSFER UNDER (2) ABOVE, THE TRANSFEROR SHALL, PRIOR TO THE SETTLEMENT OF SUCH SALE, WITHDRAW THE SHARES IN ACCORDANCE WITH THE TERMS AND CONDITIONS OF THE INTERNATIONAL DEPOSIT AGREEMENT AND INSTRUCT THAT SUCH SHARES BE DELIVERED TO THE CUSTODIAN UNDER THE RULE 144A DEPOSIT AGREEMENT FOR ISSUANCE, IN ACCORDANCE WITH THE TERMS AND CONDITIONS THEREOF, OF RULE 144A GDSs TO OR FOR THE ACCOUNT OF SUCH QUALIFIED INSTITUTIONAL BUYER. EACH HOLDER AND BENEFICIAL OWNER, BY ITS ACCEPTANCE OF THIS INTERNATIONAL GDR OR A BENEFICIAL INTEREST IN THE INTERNATIONAL GDSs EVIDENCED HEREBY, AS THE CASE MAY BE, REPRESENTS THAT IT UNDERSTANDS AND AGREES TO THE FOREGOING RESTRICTIONS.

UPON THE EXPIRATION OF THE RESTRICTED PERIOD, THIS INTERNATIONAL GDR, THE INTERNATIONAL GDSs EVIDENCED HEREBY AND THE INTERNATIONAL DEPOSITED SECURITIES REPRESENTED BY INTERNATIONAL GDSs SHALL NO LONGER BE

SUBJECT TO THE RESTRICTIONS ON TRANSFER PROVIDED IN THIS LEGEND, PROVIDED THAT AT THE TIME OF SUCH EXPIRATION THE OFFER AND SALE OF THE INTERNATIONAL GDSs EVIDENCED HEREBY AND THE INTERNATIONAL DEPOSITED SECURITIES REPRESENTED THEREBY BY THE HOLDER THEREOF IN THE UNITED STATES WOULD NOT BE RESTRICTED UNDER THE SECURITIES LAWS OF THE UNITED STATES OR ANY STATE, TERRITORY OR POSSESSION OF THE UNITED STATES.

EACH HOLDER AND BENEFICIAL OWNER, BY ITS ACCEPTANCE OF THIS INTERNATIONAL GDR OR A BENEFICIAL INTEREST IN THE INTERNATIONAL GDSs EVIDENCED HEREBY, AS THE CASE MAY BE, REPRESENTS THAT IT UNDERSTANDS AND AGREES TO THE FOREGOING RESTRICTIONS.

RULE 144A NOTE CONVERSION NOTICE

AMBIT MICROSYSTEMS CORPORATION
US\$85,000,000
Zero Coupon Convertible Notes Due 2007

PLEASE READ THE NOTES AT THE END OF THIS NOTICE BEFORE
COMPLETING THIS NOTICE.

Please fax this completed Rule 144A Note Conversion Notice to:

Citibank, N.A. — Conversion Agent
5 Carmelite Street
London EC4Y 0PA
United Kingdom
Fax No.: 44-207-508-3866
Attention: Exchange Desk

Please enter principal amount and serial or identifying numbers of the Rule 144A Notes to be converted:

Total principal amount of Rule 144A Notes to be converted:	
Serial or identifying number of Rule 144A Notes: *	
CUSIP number of Rule 144A Notes:	[]

* Not required for Rule 144A Notes represented by a Rule 144A Global Note.

To: **Hon Hai Precision Industry Co., Ltd. (the "Company")**
Citibank, N.A., GDS Depository,
Citibank, N.A., Conversion Agent

I/We, being the holder of the Rule 144A Notes specified above, hereby irrevocably elect to convert such Rule 144A Notes or portion thereof (which is US\$1,000.00 or an integral multiple of US\$1,000.00 in excess thereof) into (A) common shares of the Company ("Shares"), or (B) Rule 144A Global Depository Shares of the Company ("Rule 144A GDS(s)"), each Rule 144A GDS representing two (2) Shares, in each case in accordance with Article 13 of the Indenture, dated February 22, 2002, by and between Ambit Microsystems Corporation ("Ambit") and Citibank, N.A., as Trustee (the "Original Indenture"), as amended by the First Supplemental Indenture, dated March 31, 2004, by and among Ambit, the Company and the Trustee (the "First Supplemental Indenture", and together with the Original Indenture, the "Indenture"). I/We understand that the Shares and Rule 144A GDSs deliverable upon conversion of any Rule 144A Notes will be "restricted securities" within the meaning of Rule 144A of the United States Securities Act of 1933, as amended (the "Securities Act"), and subject to transfer and other restrictions.

Please complete Items A or B below:

A. Check here if you wish to receive Shares upon conversion of Rule 144A Notes and complete items 1 and 2 below.

1. Name and address of the person in whose name Shares required to be delivered on conversion are to be registered:

Name:	
Address:	

2. I/We hereby request that the Shares (together with any cash) delivered upon conversion of the Rule 144A Notes specified above be registered in the name of the person specified in item 1 above and be delivered to the following Taiwan Securities Central Depository Co., Ltd. ("TSCD") book-entry account. The name and address of the local agent / custodian are also provided below:

TSCD Book-Entry Account No.:	
TSCD Book-Entry Account Name:	
Name of Local Agent and Custodian:	
Address:	

Contact Person:	
Telephone No.:	
E-mail of Contact Person:	
Fax No.	

OR

B. Check here if you wish to receive Rule 144A GDSs upon conversion of the above Rule 144A Notes and complete the grids below:

Delivery Instructions for Rule 144A GDSs:

DTC Participant Name and Account Number:*	
Account No. for Investor at DTC Participant (f/b/o information):	
Contact person at DTC Participant:	
Daytime Telephone Number of contact person at DTC Participant:	
Email of contact person at DTC Participant:	

* The Rule 144A GDSs will be delivered to DTC Participant specified above on RVP/DVP basis against payment of Depository's issuance fee of up to US\$0.05 per Rule 144A GDS issued.

By checking and completing the grid above, I/we represent and agree that at the time of signing and delivery of this Conversion Notice I/we am/are, or the person who has the beneficial interest in such Rule 144A Notes is, not the Company or an affiliate of the Company, (i) is not a U.S. Person (within the meaning of Regulation S under the U.S. Securities Act of 1933, as amended (the "Securities Act")), and I/we, or such person, purchased such Rule 144A Notes, or the beneficial interest therein, in a transaction made in accordance with Regulation S, or (ii) is a qualified institutional buyer ("QIB") within the meaning of Rule 144A under the Securities Act and understand[s] that the Rule 144A GDSs issued upon conversion of such Rule 144A Notes have not been and will not be registered under the Securities Act and may not be offered, sold, pledged or otherwise transferred except (A) (1) pursuant to Rule 144A under the Securities Act to an institutional investor that the holder reasonably believes is a QIB within the meaning of Rule 144A, purchasing for its own account, or for the account of a QIB, whom the holder has informed, in each case, that the resale or other transfer is being made in reliance on Rule 144A, (2) in an offshore transaction to a non-U.S. person made in accordance with Regulation S (and not in a pre-arranged transaction resulting in the resale of such Rule 144A GDSs into the U.S.), or (3) pursuant

to an exemption from registration under the Securities Act in accordance with Rule 144 thereunder (if available) and (B) in accordance with any applicable securities laws of any state of the United States and the applicable laws of any other jurisdiction.

Please read and complete Items C through G below:

- C. The Rule 144A Notes converted hereby and any documents required in relation to the declarations below or to verify the same accompany this form.
- D. I/We hereby declare that I/we have been notified by the Company that the Company's register of shareholders may be closed from time to time. I/We hereby declare that any applicable condition to conversion of the Rule 144A Notes, if any, has been complied with by me/us, that I/we am/are not acting on behalf of the Company or any of its affiliates.
- E. I/We hereby declare that all stamp, issue, registration or similar taxes and duties payable on conversion of the Rule 144A Notes in the jurisdiction where the Rule 144A Notes are delivered to the Conversion Agent have been paid.
- F. I/We are providing the information below to enable the Company to comply with its reporting obligations under the laws and regulations of the Republic of China (the "ROC") and understand that the Company will rely on the information provided herein for such purpose. I/We also agree that the Company may provide or report such information for such purpose.

I/We certify that:

- (i) I am not/none of we are a "Related Person" of the Company (as defined below).
 - I, or the person whose name and nationality is _____, is a "Related Person" of the Company (as defined below).
 - (ii) I/we will own _____ Shares in the form of Rule 144A GDSs of the Company from the conversion of the Rule 144A Notes surrendered herewith (not including Shares mentioned below).
 - I/we have converted from the Rule 144A Notes _____ Shares of the Company prior to the date hereof.
- G. Converting Noteholder Information and Signature

Please complete the following information with respect to the converting Noteholder:

Name:	
Date:	
Signature:	
Nationality:	
Address:	

Identity Number (ROC Persons Only):	
Foreign Investor Investment Identification (Non-ROC Persons Only):*	
Social Security or other Taxpayer Identification Number:	
Contact Person:	
Daytime Telephone No.:	
Fax No.:	

* The foreign investor investment identification is issued pursuant to ROC Regulations Governing Securities Investment by Overseas Chinese and Foreign Nationals.

For Conversion Agent's use only:

1. (A) Rule 144A Notes conversion identification reference: Ambit Microsystems Zero Coupon Rule 144A Notes Due 2007 (ISIN: _____): CITIUS _____
(B) Deposit Date: _____
(C) Conversion Date: _____
2. (A) Aggregate principal amount of Rule 144A Notes deposited for conversion: _____
(B) Conversion Price on Conversion Date: _____
(C) Number of Shares deliverable:
(disregard fractions) _____
(D) Number of Rule 144A GDSs deliverable:
(disregard fractions) _____
3. Restricted Rule 144A GDS issuance fees:
(only if Rule 144A GDSs being delivered) _____
4. (If applicable) amount of cash payment due to converting Holder in respect of fractions of Shares or of Rule 144A GDSs due to a consolidation or re-classification of Shares: _____

N.B. The Conversion Agent must complete items 1 and 2 and (if applicable) 3 and 4.

NOTES

1. This Conversion Notice will be void unless Sections A through G above are duly completed and must be deposited during the Conversion Period.
2. Your attention is drawn to Section 13.2 of the Indenture with respect to the conditions precedent which must be fulfilled before the Rule 144A Notes specified above will be treated as effectively deposited for conversion.
3. If a retroactive adjustment of the Conversion Price contemplated by the terms and conditions of the Rule 144A Notes is required in respect of a conversion of Rule 144A Notes, certificates for the additional Shares deliverable pursuant to such retroactive adjustment (together with any other securities, property or cash) will be delivered or dispatched in the same manner as the Shares, other securities, property and cash previously delivered pursuant to the relevant Conversion Notice.
4. 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 the spouse or member of the immediate second family of the chairman of the board of directors or general manager of the Company;
 - (ii) a non-profit organisation of which the funds donated from the Company exceeds one-third of the non-profit organisation’s total fund;
 - (iii) a director, supervisor or general manager, vice-general manager, assistant vice-general manager, or departmental head reporting to the general manager of the Company;
 - (iv) the spouse of a director, supervisor or general manager of the Company;
 - (v) a member of the immediate or second immediate families of the Company’s chairman of the board of directors or general manager.

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.
5. The Rule 144A GDSs issued upon conversion of the Rule 144A Notes will be annotated with the following legend:

NEITHER THIS RULE 144A GDR, NOR THE RULE 144A GDSs EVIDENCED HEREBY, NOR THE RULE 144A DEPOSITED SECURITIES REPRESENTED THEREBY HAVE BEEN OR WILL BE REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE “SECURITIES ACT”), OR WITH ANY SECURITIES REGULATORY AUTHORITY OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES. THE OFFER, SALE, PLEDGE OR OTHER TRANSFER OF THIS RULE 144A GDR, THE RULE 144A GDSs EVIDENCED HEREBY AND THE RULE 144A DEPOSITED SECURITIES REPRESENTED THEREBY IS SUBJECT TO CERTAIN CONDITIONS AND

RESTRICTIONS. THE HOLDERS AND THE BENEFICIAL OWNERS HEREOF, BY PURCHASING OR OTHERWISE ACQUIRING THIS RULE 144A GDR AND THE RULE 144A GDSs EVIDENCED HEREBY, ACKNOWLEDGE THAT SUCH RULE 144A GDR, THE RULE 144A GDSs EVIDENCED HEREBY AND THE RULE 144A DEPOSITED SECURITIES REPRESENTED THEREBY HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT AND AGREE FOR THE BENEFIT OF THE COMPANY AND THE DEPOSITARY THAT THIS RULE 144A GDR, THE RULE 144A GDSs EVIDENCED HEREBY AND THE RULE 144A DEPOSITED SECURITIES REPRESENTED THEREBY MAY BE REOFFERED, RESOLD, PLEDGED OR OTHERWISE TRANSFERRED ONLY IN COMPLIANCE WITH THE SECURITIES ACT AND APPLICABLE LAWS OF THE STATES, TERRITORIES AND POSSESSIONS OF THE UNITED STATES GOVERNING THE OFFER AND SALE OF SECURITIES AND ONLY (1) OUTSIDE THE UNITED STATES TO A PERSON OTHER THAN A U.S. PERSON (AS SUCH TERMS ARE DEFINED IN REGULATION S UNDER THE SECURITIES ACT) IN ACCORDANCE WITH REGULATION S UNDER THE SECURITIES ACT, (2) TO A PERSON WHOM THE HOLDER AND THE BENEFICIAL OWNER REASONABLY BELIEVE IS A QUALIFIED INSTITUTIONAL BUYER WITHIN THE MEANING OF RULE 144A UNDER THE SECURITIES ACT PURCHASING FOR ITS OWN ACCOUNT OR FOR THE ACCOUNT OF ANOTHER QUALIFIED INSTITUTIONAL BUYER IN A TRANSACTION MEETING THE REQUIREMENTS OF RULE 144A, (3) PURSUANT TO AN EXEMPTION FROM THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT PROVIDED BY RULE 144 UNDER THE SECURITIES ACT (IF AVAILABLE), OR (4) PURSUANT TO AN EFFECTIVE REGISTRATION STATEMENT UNDER THE SECURITIES ACT. EACH HOLDER AND BENEFICIAL OWNER, BY ITS ACCEPTANCE OF THIS RULE 144A GDR OR A BENEFICIAL INTEREST IN THE RULE 144A GDSs EVIDENCED HEREBY, AS THE CASE MAY BE, REPRESENTS THAT IT UNDERSTANDS AND AGREES TO THE FOREGOING RESTRICTIONS.

THE BENEFICIAL OWNER OF SHARES RECEIVED UPON CANCELLATION OF ANY RULE 144A GDS MAY NOT DEPOSIT OR CAUSE TO BE DEPOSITED SUCH SHARES INTO ANY DEPOSITARY RECEIPT FACILITY ESTABLISHED OR MAINTAINED BY A DEPOSITARY, OTHER THAN A RULE 144A RESTRICTED DEPOSITARY RECEIPT FACILITY, SO LONG AS SUCH SHARES ARE "RESTRICTED SECURITIES" WITHIN THE MEANING OF RULE 144(a)(3) UNDER THE SECURITIES ACT. NO REPRESENTATION CAN BE MADE AS TO THE AVAILABILITY OF THE EXEMPTION PROVIDED BY RULE 144 UNDER THE SECURITIES ACT FOR RESALE OF THE SHARES OF THE RULE 144A GDSs.

EACH HOLDER AND BENEFICIAL OWNER, BY ITS ACCEPTANCE OF THIS RULE 144A GDR OR A BENEFICIAL INTEREST IN THE RULE 144A GDSs EVIDENCED HEREBY, AS THE CASE MAY BE, REPRESENTS THAT IT UNDERSTANDS AND AGREES TO THE FOREGOING RESTRICTIONS.