

ISSUER applying for registering un-certificated stock Covenant Form

The Undersigned, _____(hereinafter, the "Company"), for the purpose of applying to the Taiwan Depository & Clearing Corporation ("TDCC") for registering its uncertificated stock in book-entry form and/or for safekeeping its certificated stock, as well as for conducting distribution/delivery, book-entry transfer, and other related operations in connection therewith, hereby agrees and covenants as follows:

1. To conduct any and all relevant operations in accordance with the laws of Taiwan, the TDCC Operating Rules, the Account Opening Agreement or Contract, and any other corresponding measures.
2. To appoint and authorize a qualified shareholder services agent at the location of the TDCC to perform shareholder services.
3. When the Taiwan Stock Exchange Corporation ("TSEC") or the GreTai Securities Market ("GreTai") approves the Company's stock for primary listing on the stock exchange or OTC market or as an Emerging Stock, to apply to the TDCC to register the full number of the Company's uncertificated (dematerialized) stock in book-entry form, or, upon verification of stock authenticity and cancellation of any prior party (previous holder) record by the shareholder services agent, to deliver the Company's certificated stock to the TDCC for custody, as the case may be.
If any statutory or regulatory provision makes it impossible to deliver the Company's certificated stock to the TDCC for custody, the Company may, with the consent of the TDCC, deliver such stock, upon verification of stock authenticity and cancellation of any prior party (previous holder) record, to the custody of a custodian designated by the TDCC, in accordance with the operational procedures of the TDCC and the custodian, and the Company agrees to pay any fees that the custodian may charge for or during the custodial period.
4. If the Company's stock is delisted by the TSEC or its OTC trading is terminated by the GreTai, to replace (reissue), print, and deliver stock certificates in accordance with the requirements of the TDCC.
5. To appoint an agent for litigious and non-litigious matters within the territory of Taiwan, whose information is provided below, to do any acts and things necessary for the Company to comply with the securities laws and regulations of Taiwan and relevant requirements of the TDCC and to give and receive notice on behalf of the

Company, and shall notify the TDCC of any change thereof:

Name (individual or entity):

National ID No./GUI No.:

Address:

6. To be subject to the jurisdiction of the Taiwan Taipei District Court as the competent court, and to the laws of Taiwan, in the event of any dispute arising between the Company and the TDCC in connection with the registration of the Company's uncertificated stock in book-entry form or the safekeeping of its certificated stock, as the case may be, or from the distribution/delivery, book-entry transfer, or any other related operations in connection therewith.

To:

Taiwan Depository & Clearing Corporation

By (Issuer):

Representative:

Address:

Date: