

CONVERSION NOTICE

Re: US\$400,000,000 Zero Coupon Convertible Bonds Due 2014 (the “**Bonds**”)
To: Citibank, N.A., London Office (Fax: +353 1 622 2031)
Cc: Citicorp International Limited (Fax: +852 28688048)
Cc: TPK Holding Co., Ltd. (the “**Company**”)
Attention: Freddie Liu

By depositing this duly completed Conversion Notice with an Agent for the above Bonds, the undersigned holder of such of the Bonds evidenced by such Bonds and as specified below hereby irrevocably exercises the option to convert this Bond, or the portion thereof designated below, in accordance with the terms of the Indenture referred to in this Bond and as specified below.

The undersigned owner of this Bond (i) agrees to receive, pursuant to the terms of the Indenture, upon conversion Common Shares, par value NT\$10.0 per share, of TPK Holding Co., Ltd. (“**Common Shares**”) (as adjusted pursuant to the terms of the Indenture) and (ii) directs that such Common Shares, deliverable upon the conversion, and any securit(y)(ies) representing any unconverted principal amount hereof, be issued and delivered to the registered holder hereof (in the case of Bonds) or through the local agent appointed by the undersigned owner (in the case of Common Shares) unless a different name has been indicated below. If Common Shares are to be delivered registered in the name of a person other than the undersigned, the undersigned will pay all transfer taxes payable with respect thereto.

The undersigned owner represents, warrants and acknowledges that:

1. (a) This Bond does not constitute a “**restricted security**” for purposes of the Securities Act of 1933, as amended (the “**Securities Act**”);
(b) Such owner is not an “**affiliate**” of the Company for purposes of the Securities Act; and
(c) If such owner is exercising the option to convert this Bond on or prior to the 40th day after the commencement of the offering of the Bonds, such owner shall not transfer the Common Shares except in compliance with Regulation S of the Securities Act.
3. The Common Shares have not been, and are not expected to be, registered under the Securities Act or with any securities regulatory authority of any state of the United States and are subject to significant restrictions on transfer.

The name and address of the person in whose name the Common Shares are to be registered upon conversion of the Bonds are as follows:

Name (as registered with Taiwan Stock Exchange):	
Securities Broker:	
Custodian Bank:	
Taiwan Securities Central Depository Co. Account Number:	
Address:	

4. New Taiwan Dollar cash accounts for cash amounts related to fractions of Common Shares payable as a result of this Conversion Notice, if any:

Account Number: _____

Account Name: _____

Bank: _____

Branch: _____

Sort Code: _____

The undersigned hereby declares that all stamp, issue, registration or similar taxes and duties payable on conversion, issue or delivery of Common Shares or any other property or cash have been paid.

The undersigned hereby requests that the certificate for the Common Shares required to be delivered upon conversion be dispatched (at undersigned's own risk and expense) to the person specified in the preceding paragraph whose name and address is given below and in the manner specified below:

Name: _____

Address: _____

Contact Person: _____

Telephone No.: _____

Fax No.: _____

Manner of Dispatch: _____

Name of Local Agent: _____

Address of Local Agent: _____

Fill in for: registration of Common Shares if to be delivered, and of Bonds if to be issued, in either case otherwise than to and in the name of the registered holder (the “Registered Shareholder”).

Social Security or Other Taxpayer Identifying Number _____

(Name) _____

(Street Address) _____

(City, State and Zip Code) _____

(Please print name and address)

Principal Amount to be Converted (if less than all): US\$ _____

Serial or identifying number/ISIN number of Bonds to be converted:

The undersigned owner hereby certifies that:

- (a) such Registered Shareholder is a “**Related Person**” of the Company
 such Registered Shareholder is not a “**Related Person**” of the Company
- (b) such Registered Shareholder will own _____ Common Shares of the Company from the conversion of this Bond surrendered herewith (not including Common Shares mentioned below):
 such Registered Shareholder has converted from this Bond _____ Common Shares of the Company prior to the date hereof.

Note: Under the laws of the Republic of China, 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 is the spouse or a relative by blood or marriage to the chairman of the board of directors or general manager of the Company within the second degree as defined under the Civil Code of the Republic of China;
- (ii) a non-profit organization of which the funds donated from the Company exceeds one-third of such non-profit organization’s total funds;
- (iii) a director, supervisor or general manager, vice-general manager, assistant vice-general manager, or department head of the Company reporting to the general manager of the Company;

- (iv) the spouse of a director, supervisor or general manager of the Company;
or
- (v) a relative by blood or marriage to the Company's chairman of the board of directors or general manager within the second degree as defined under the Civil Code of the Republic of China.

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.

Dated:	(3)	
		(4)
	(5)	
Signature:		(6)
	(7)	
Name:		(8)
	(9)	(please print name)