

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

[Date]

The Bank of New York Mellon,
as Depositary
ADR Department
101 Barclay Street
New York, New York 10286

Re: Realtek Semiconductor Corp.

Dear Sirs:

Reference is hereby made to Section 2.2 of the Deposit Agreement, dated as of January 29, 2002 (the "Deposit Agreement"), among Realtek Semiconductor Corp. (the "Company"), The Bank of New York Mellon (formerly, The Bank of New York), as depositary for the Rule 144A Facility and as depositary for the International Facility (such entity and any successor as depositary hereunder, the "Depositary"), all holders from time to time of the Rule 144A Global Depositary Receipts issued, executed and delivered thereunder and all holders from time to time of the International Global Depositary Receipts issued, executed and delivered thereunder (holders of Rule 144A Global Depositary Receipts and International Global Depositary Receipts defined collectively as "Holders") and all owners from time to time of any beneficial interest in Rule 144A Global Depositary Shares evidenced by such Rule 144A Global Depositary Receipts, and all owners from time to time of any beneficial interest in International Global Depositary Shares evidenced by such International Global Depositary Receipts (beneficial owners of Rule 144A Global Depositary Receipts and International Global Depositary Receipts defined collectively as "Beneficial Owners"). Capitalized 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 GDSs 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 (i) the Rule 144A Global Depositary Shares ("GDSs"), and the shares ("Shares") of Realtek Semiconductor Corp. (the "Company") represented thereby, have not been and

are not expected to be registered under the United States Securities Act of 1933, as amended (the “Securities Act”) and (ii) the Company is not, and does not intend to be, registered under the United States Investment Company Act of 1940, as amended (the “Investment Company Act”), and the Company is relying on the exemption from the registration requirements of the Investment Company Act provided by Section 3(c)(7) of that Act.

B. We certify that either:

(a) we (1) are a “qualified institutional buyer” (“QIB”) within the meaning of Rule 144A and also a “qualified purchaser” (“QP”) within the meaning of Section 2(a)(51) of the Investment Company Act, (2) are not a broker-dealer that owns and invests on a discretionary basis less than US\$25 million in securities of unaffiliated issuers or a plan referred to in Paragraph (a)(1)(d) or (a)(1)(e) of Rule 144A or a trust fund referred to in Paragraph (a)(1)(f) of Rule 144A that holds the assets of such a plan, if investment decisions with respect to the plan are made by the beneficiaries of the plan, (3) are aware that the sale of the Rule 144A GDSs may be made in reliance on Rule 144A, (4) are acquiring the Rule 144A GDSs for its own account or for the account of a QIB who is also QP that can make the representations herein, (5) were not formed for the purpose of investing in the Company, (6) will hold the Rule 144A GDSs in at least the minimum number of 10,000 GDSs, and, at the time of issuance of the GDSs referred to above, we (or one or more QIBs/QPs for whose account we are acting) will be the beneficial owner of such GDSs; or

(b) we are a broker-dealer acting for the account of our customer; our customer has confirmed to us that it (1) is a QIB and also a QP, (2) is not a broker-dealer that owns and invests on a discretionary basis less than US\$25 million in securities of unaffiliated issuers or a plan referred to in Paragraph (a)(1)(d) or (a)(1)(e) of Rule 144A or a trust fund referred to in Paragraph (a)(1)(f) of Rule 144A that holds the assets of such a plan, if investment decisions with respect to the plan are made by the beneficiaries of the plan, (3) is aware that the sale of the Rule 144A GDSs may be made in reliance on Rule 144A, (4) is acquiring the Rule 144A GDSs for its own account or for the account of a QIB who is also QP that is able to make the representations herein, (5) was not formed for the purpose of investing in the Company, (6) will hold the Rule 144A GDSs in at least the minimum number of 10,000 GDSs, and, at the time of issuance of the GDSs referred to above, it (or one or more QIBs/QPs for whose account it is acting) will be the beneficial owner of such GDSs.

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 GDSs, it agrees) that we

(or it) will not offer, sell, pledge or otherwise transfer the Rule 144A GDSs or the Shares represented thereby except (A)(1) in a transaction that meets the requirements of Rule 144A, to a person who we reasonably believe is a QIB and who is also a QP and who is able to make the following representations: (a) it is a QIB who is also a QP, (b) it is not a broker-dealer that owns and invests on a discretionary basis less than US\$25 million in securities of unaffiliated issuers and is not a plan referred to in Paragraph (a)(1)(d) or (a)(1)(e) of Rule 144A or a trust fund referred to in Paragraph (a)(1)(f) of Rule 144A that holds the assets of such a plan, if investment decisions with respect to the plan are made by the beneficiaries of the plan, (c) is aware that the sale of the Rule 144A GDSs may be made in reliance on Rule 144A, (d) is acquiring the Rule 144A GDSs for its own account or for the account of a QIB who is also QP that is able to make the representations herein, (e) was not formed for the purpose of investing in the Company, (f) will hold and transfer the Rule 144A GDSs in at least the minimum number of 10,000 GDSs and (g) it, and each account for which it is purchasing, will provide notice of the transfer restriction set forth in this clause (A) to any subsequent transferee; (2) in an offshore transaction to a non-U.S. person in a transaction that meets the requirements of Rule 903 or 904 of Regulation S; or (3) to a QP pursuant to an exemption from the registration requirements of the Securities Act provided by Rule 144 thereunder (if available) and, in each of cases (1) through (3), in accordance with all applicable securities laws of the states of the United States and in a number of 10,000 GDSs and that (B) we will, and each subsequent holder is required to notify and subsequent purchaser of such GDSs from it of the resale restriction referred to in (A) above.

Very truly,

[NAME OF CERTIFYING ENTITY]

By: _____
Title:

CERTIFICATION AND AGREEMENT OF PERSONS
RECEIVING DEPOSITED PROPERTY UPON WITHDRAWAL OF
DEPOSITED PROPERTY FROM THE RULE 144A FACILITY PURSUANT TO
PARAGRAPH 2 OF THE PROVISIONS

[Date]

The Bank of New York Mellon,
as Depositary
ADR Department
101 Barclay Street
New York, New York 10286

Re: Realtek Semiconductor Corp.

Dear Sirs:

Reference is hereby made to Paragraph 2 of the Provisions attached as Annex A to the Deposit Agreement, dated as of January 29, 2002 (the "Deposit Agreement") among Realtek Semiconductor Corp. (the "Company"), The Bank of New York Mellon (formerly, The Bank of New York), as depositary for the Rule 144A Facility and as depositary for the International Facility (such entity and any successor as depositary hereunder, the "Depositary"), all holders from time to time of the Rule 144A Global Depositary Receipts issued, executed and delivered thereunder and all holders from time to time of the International Global Depositary Receipts issued, executed and delivered thereunder (holders of Rule 144A Global Depositary Receipts and International Global Depositary Receipts defined collectively as "Holders") and all owners from time to time of any beneficial interest in Rule 144A Global Depositary Shares evidenced by such Rule 144A Global Depositary Receipts, and all owners from time to time of any beneficial interest in International Global Depositary Shares evidenced by such International Global Depositary Receipts (beneficial owners of Rule 144A Global Depositary Receipts and International Global Depositary Receipts defined collectively as "Beneficial Owners"). Capitalized terms used but not defined herein shall have the meanings given to them in the Deposit Agreement.

We are surrendering a GDS or GDSs (or submitting withdrawal instructions through DTC) in accordance with the terms of the Deposit Agreement for the purpose of withdrawal of the Deposited Property represented by the Rule 144A GDSs pursuant to Paragraph 2 of the Provisions under 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 (i) the Rule 144A GDSs and the Shares represented thereby have not been and will not be

registered under the Securities Act and (ii) the Company is not, and does not intend to be, registered under the United States Investment Company Act of 1940, as amended (the “Investment Company Act”), and the Company is relying on the exemption from the registration requirements of the Investment Company Act provided by Section 3(c)(7) of that Act.

B. We certify that either:

(a) we are (or it is) (1) a “qualified institutional buyer” (“QIB”) within the meaning of Rule 144A and also a “qualified purchaser” (“QP”) within the meaning of Section 2(a)(51) of the Investment Company Act, (2) not a broker-dealer that owns and invests on a discretionary basis less than US\$25 million in securities of unaffiliated issuers or a plan referred to in Paragraph (a)(1)(d) or (a)(1)(e) of Rule 144A or a trust fund referred to in Paragraph (a)(1)(f) of Rule 144A that holds the assets of such a plan, if investment decisions with respect to the plan are made by the beneficiaries of the plan, (3) aware that the sale of the Rule 144A GDSs may be made in reliance on Rule 144A, (4) acquiring the Rule 144A GDSs for its own account or for the account of a QIB who is also QP that can make the representations herein, (5) not formed for the purpose of investing in the Company, (6) holding the Rule 144A GDSs in at least the minimum number of 10,000 GDSs acting for our own account or for the account of one or more QIB/QPs, and either;

(i) we have (or it has) sold or otherwise transferred, or agreed to sell or otherwise transfer and at or prior to the time of withdrawal will have sold or otherwise transferred, the Rule 144A GDSs or the Shares to a person other than a U.S. person in accordance with Regulation S under the Securities Act and we are (or it is), or prior to such sale we were (or it was), the beneficial owner of the Rule 144A GDSs; or

(ii) we have (or it has) sold or otherwise transferred, or agreed to sell or otherwise transfer and at or prior to the time of withdrawal will have sold or otherwise transferred, the Rule 144A GDSs or the Shares to another person that is (1) a QIB and also a QP, (2) not a broker-dealer that owns and invests on a discretionary basis less than US\$25 million in securities of unaffiliated issuers or a plan referred to in Paragraph (a)(1)(d) or (a)(1)(e) of Rule 144A or a trust fund referred to in Paragraph (a)(1)(f) of Rule 144A that holds the assets of such a plan, if investment decisions with respect to the plan are made by the beneficiaries of the plan, (3) aware that the sale of the Rule 144A GDSs may be made in reliance on Rule 144A, (4) acquiring the

Rule 144A GDSs for its own account or for the account of a QIB who is also QP that can make the representations herein, (5) not formed for the purpose of investing in the Company and (6) holding Shares in at least minimum number of 40,000 shares, and we are (or it is), or prior to such sale we were (or it was), the beneficial owner of the Rule 144A GDSs; or

(iii) we (or it) will be the beneficial owner of the Shares upon withdrawal and, accordingly, we agree (or if we are acting for the account of one or more QIBs, each such QIB has confirmed to us that it agrees) that (x) we (or it) will not offer, sell, pledge or otherwise transfer the Shares except (A)(1) in a transaction that meets the requirements of Rule 144A, to a person who we reasonably believe is a QIB and who is also QP and who is able to make the following representations: (a) it is a QIB who is also a QP, (b) it is not a broker-dealer that owns and invests on a discretionary basis less than US\$25 million in securities of unaffiliated issuers and is not a plan referred to in Paragraph (a)(1)(d) or (a)(1)(e) of Rule 144A or a trust fund referred to in Paragraph (a)(1)(f) of Rule 144A that holds the assets of such a plan, if investment decisions with respect to the plan are made by the beneficiaries of the plan, (c) is aware that the sale of the Shares GDSs may be made in reliance on Rule 144A, (d) is acquiring the Shares for its own account or for the account of a QIB who is also a QP and (e) was not formed for the purpose of investing in the Company, (f) will hold and transfer the Shares in at least the minimum number of 40,000 shares and (g) it, and each account for which it is purchasing, will provide notice of the transfer restriction set forth in this clause (A) to any subsequent transferee; (2) in an offshore transaction to a non-U.S. person in a transaction that meets the requirements of Rule 903 or 904 of Regulation S; or (3) to a QP pursuant to an exemption from the registration requirements of the Securities Act provided by Rule 144 thereunder (if available) and, in each of cases (1) through (3), in accordance with all applicable securities laws of the states of the United States and that (B) we will, and each subsequent holder is required to notify and subsequent purchaser of such Shares from it of the resale restriction referred to in (A) above and (y) we (or it) will not deposit or cause to be deposited such Shares into any depositary receipt facility established or maintained by a depositary bank (including any facility maintained by the Depositary), other than a Rule 144A/3(c)(7) restricted depositary receipt facility; or

(b) we are not a U.S. person (as defined in Regulation S under the Securities Act) located outside the United States (within the meaning of Regulation S under the Securities Act); we acquired, or have agreed to acquire and at or prior to the time of withdrawal will have acquired, the Rule 144A GDSs or the Shares outside the United States (within the meaning of Regulation S under the Securities Act) , and we are, or upon acquisition thereof will be, the beneficial owner of the Rule 144A GDSs or the Shares.

C. We further certify that our surrender of a Receipt or Receipts and the withdrawal of the Shares are being made in full compliance with all applicable laws and regulations of the Republic of China prevailing on the date hereof, including, without limitation, laws and regulations concerning foreign and PRC ownership of Shares, as such laws and regulations may have been amended as of the date hereof.

D. If we are a broker-dealer, we further certify that we are acting for the account of our customer and that our customer has confirmed the accuracy of the representations contained in paragraphs B and C above that are applicable to it (including the representations with respect to beneficial ownership) and, if sub-paragraph B (a) (iii) is applicable to our customer, has confirmed that it will comply with the agreement as set forth in sub-paragraph B(a)(iii).

Very truly,

[NAME OF CERTIFYING ENTITY]

By: _____
Title: