

EXHIBIT C-2  
TO  
RESTRICTED DEPOSIT AGREEMENT  
[Certification of Persons Surrendering Regulation S GDSs for the Purpose  
of Withdrawing Deposited Securities]

[DATE]

JPMorgan Chase Bank, N.A., as Depositary  
GDR Department  
383 Madison Avenue, Floor 11  
New York, New York 10179

Re: COMPAL ELECTRONICS, INC.

To Whom It May Concern:

We, the undersigned, refer to the Amended and Restated Restricted Deposit Agreement, dated as of January 2, 2024 (the "**Restricted Deposit Agreement**"), among Compal Electronics, Inc. (the "**Company**"), JPMorgan Chase Bank, N.A., as Depositary, and all holders from time to time of Regulation S global depositary receipts ("**GDRs**") evidencing Regulation S Global Depositary Shares ("**GDSs**") and Rule 144A global depositary receipts ("**Rule 144A GDRs**") evidencing Rule 144A global depositary shares ("**Rule 144A GDSs**") issued thereunder.

Capitalized terms used but not defined herein shall have the meanings given them in the Restricted Deposit Agreement. References to the Restricted Deposit Agreement include the certification and other procedures established by the Depositary pursuant to such agreement.

The undersigned is (or is acting as agent for a person that is) surrendering GDR(s) or giving written instructions for the purpose of withdrawal of the Deposited Securities represented by the GDSs evidenced by such GDR(s) (the "**Shares**") or constituting the undersigned's beneficial interest in the Master GDR as provided for in paragraph (2) of the Form of GDR pursuant to Section 6 of the Restricted Deposit Agreement. The undersigned hereby:

(i) acknowledges (or if it is a broker-dealer, its customer has confirmed to it in writing that it acknowledges) that the GDRs, the GDSs evidenced thereby and the Deposited Securities represented thereby have not been and 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 in the United States; and

(ii) certifies that either:

- (a) it is not a U.S. Person (as defined in Regulation S under the Securities Act) and it is located outside the United States (within the meaning of Regulation S under the Securities Act), and either:
  - (x) 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 GDRs or the Shares to persons other than U.S. Persons (as such term is defined in Regulation S under the Securities Act) in accordance with Regulation S under the Securities Act, and it is, or prior to such sale or other transfer it was, the Beneficial Owner of the GDRs, or
  - (y) 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 GDRs or the Shares to a qualified institutional buyer (as defined in Rule 144A under the Securities Act) in accordance with Rule 144A, and, accordingly, it is separately giving instructions to the Depositary to deliver the Shares to the custodian under the Restricted Deposit Agreement for deposit thereunder and issuance of a Rule 144A GDRs evidencing GDSs upon receipt of the proper certification on behalf of the purchaser and otherwise in accordance with the terms and conditions of the Restricted Deposit Agreement, and it is, or prior to such sale or other transfer it was, the Beneficial Owner of the GDRs, or
  - (z) it will be the beneficial owner of the Shares upon withdrawal, and accordingly, it agrees that, prior to the expiration of forty (40) days after the later of the commencement of the offering of GDSs and the Shares on behalf of the Company and the related closing, it will not offer, sell, pledge or otherwise transfer the Shares represented thereby except (A) 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 Rule 903 or Rule 904 of Regulation S, or (B) to a person whom we reasonably believe 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 (C) pursuant to an

exemption from registration provided by Rule 144 under the Securities Act (if available), or (D) pursuant to an effective registration statement under the Securities Act, in each case in accordance with any applicable securities laws of any state of the United States.

OR

- (b) it is a qualified institutional buyer (as defined in Rule 144A under the Securities Act) acting for its own account or for the account of one or more qualified institutional buyers; it has (or they have) agreed to acquire the GDRs or the Shares in a transaction which it understands is being made in reliance upon Rule 144A, and accordingly, it is (or they are) separately taking all action necessary to cause the Shares being withdrawn to be deposited under the Restricted Deposit Agreement for issuance of a Rule 144A GDR evidencing Rule 144A GDSs;

(iii) If it is a broker-dealer, it further certifies that it is acting for the account of its customer and that its customer has confirmed the accuracy of the representations contained in paragraph (ii) hereof that are applicable to it and, if paragraph (ii)(a)(z) is applicable to its customer, has confirmed that it will comply with the agreements set forth in paragraph (ii)(a)(z).

We further certify (or if we are acting for the account of another person, such person has confirmed to us that it certifies) that:

*(please check the applicable box in (a) below and fill in the missing information in (b) below, as appropriate)*



(a)  We are (it is) a "Related Person" of the Company (as defined below).

*or*

We are (it is) **not** a "Related Person" of the Company (as defined below).

**AND**



(b) (i) We will own \_\_\_\_\_ Shares of the Company withdrawn hereby

(do not include Shares represented by GDSs included in (b)(ii)

below);

*and*

(ii) We will own \_\_\_\_\_ Shares and certificates of payment of the Company since execution of this Restricted Deposit Agreement, after cancellation of the GDSs surrendered hereby

*and*

(iii) We have withdrawn an aggregate of \_\_\_\_\_ Shares of the Company during this calendar month.

(iv) We certify (or if we are acting for the account of another person, such person has confirmed to us that it certifies) that:

(a) We are (or the person for the account of which we are acting is) the Beneficial Owner of the GDSs hereby surrendered to the Depository for withdrawal of the Shares represented thereby;

AND

(b) We hereby certify that the following information is true and correct:

Name of Beneficial Owner of GDSs:.....

Address of Beneficial Owner of GDSs: .....

.....

Nationality of Beneficial Owner of GDSs: .....

Number of GDSs surrendered hereby: .....

Number of Shares withdrawn hereby: .....

TDCC Book-Entry Account Number: .....

TDCC Book-Entry Account Name: .....

Custodian Name:.....

Address of Custodian: .....  
Contact Person: .....  
Telephone Number: .....  
Foreign Investor Investment I.D. (Only required if Beneficial Owner is a non-ROC person): .....  
Facsimile Number: .....  
Date: .....

(v) We certify that either:

*(Please check the correct box below)*

a.  We are a PRC Person;

**OR**

b.  We are not a PRC Person.

(vi). We certify that:

We have registered with the Taiwan Stock Exchange to invest in the ROC securities market.

The meaning of the term "**Related Person**" should be determined in accordance with the "Regulations Governing the Preparation of Financial Reports by Securities Issuers" of the ROC (as amended from time to time). In considering whether a counterparty is a "Related Person", attention shall be directed to the substance of the relationship in addition to the legal form.

A PRC Person means (A) an individual holding PRC passport or PRC residence registration (including an individual who used to hold PRC passport or PRC residence registration but has given up his or her PRC citizenship and converted to the citizenship of another jurisdiction for less than 4 years or has not stayed outside the PRC for a period of over 4 years, but not including a resident in a special administrative region of the PRC such as Hong Kong and Macau, if so excluded by applicable laws of Taiwan), (B) an instrumentality of the PRC or any legal entity, association or other institution of the PRC, or (C) any corporation, partnership or other entity organized under the laws of any other jurisdiction that (x) is directly or indirectly controlled by, or (y) directly or indirectly has more than 30% of its capital owned by, or beneficially owned by, any such individual, instrumentality, entity,

association or other institution referred to in (A) to (B). The meaning of the term "PRC Person" should be determined in accordance with the applicable law of the ROC (as amended from time to time).

Very truly yours,

[NAME OF CERTIFYING ENTITY]

[By: \_\_\_\_\_  
Title ]