

Consent to Act as Director/Supervisor

Dated this ___ day of ___, 200_.

I, [name of person], hereby consent to act as a Director/Supervisor of [name of the company] for ___ year(s) effectively from _____ 200_ to 200_ .

Name

NOTES:

- 1. Each new Director/Supervisor must complete and sign a consent letter. The new Chairman of the Board must complete and sign an additional consent letter to act as the Chairman of the Board.**
- 2. According to Article 8, Paragraph 1 of the Company Law, Directors of a company limited by shares are "responsible persons" of the company. Supervisors acting within the scope of their duties are also "responsible persons" of the company pursuant to Paragraph 2 of the same Article.**
- 3. According to Article 23 of the Company Law, if any responsible person of a company, who is required to conduct the business of the company in good faith and to exercise the due care of a good administrator, fails to satisfy such requirements, thereby causing loss or damages to the company, the responsible person shall be held liable for compensating the company for such loss or damages; if, in conducting the business of the company, the responsible person violates any law or ordinance, thereby causing loss or damages to any person, he or she shall be held jointly and severally liable with the company to compensate such injured person.**
- 4. According to Article 24 of the Taxation Law, in the event that the aggregate amount of tax payable but not paid by the responsible person of a company reaches a certain amount, the judicial authorities in charge or the Ministry of Finance may request, by a letter, the Bureau of Entry and Exit of the Ministry of the Interior to restrain the responsible person from exiting the country. If there is any indication that the responsible person of a company intends to conceal or transfer property to evade the execution of taxation, the tax authorities in charge may, without providing any securities, apply with the court for a provisional seizure of the property or properties of the responsible person.**
- 5. The consent letter can be in a form produced by the consenting party, but shall incorporate the language of these notes.**

(Translated by LEE AND LI ATTORNEYS-AT-LAW)

Consent to Act as Chairman of the Board

Dated this ____ day of ____, 200_

I, (name of person) , hereby consent to act as Chairman of the Board of (name of the company) for ____ year(s) effective from _____ 200_ to _____ 200_.

Name

NOTES:

1. Each new Director/Supervisor must complete and sign a consent letter. The new Chairman of the Board must complete and sign an additional consent letter to act as the Chairman of the Board.
2. According to Article 8, Paragraph 1 of the Company Law, Directors of a company limited by shares are "responsible persons" of the company. Supervisors acting within the scope of their duties are also "responsible persons" of the company pursuant to Paragraph 2 of the same Article.
3. According to Article 23 of the Company Law, if any responsible person of a company, who is required to conduct the business of the company in good faith and to exercise the due care of a good administrator, fails to satisfy such requirements, thereby causing loss or damages to the company, the responsible person shall be held liable for compensating the company for such loss or damages; if, in conducting the business of the company, the responsible person violates any law or ordinance, thereby causing loss or damages to any person, he or she shall be held jointly and severally liable with the company to compensate such injured person.
4. According to Article 24 of the Taxation Law, in the event that the aggregate amount of tax payable but not paid by the responsible person of a company reaches a certain amount, the judicial authorities in charge or the Ministry of Finance may request, by a letter, the Bureau of Entry and Exit of the Ministry of the Interior to restrain the responsible person from exiting the country. If there is any indication that the responsible person of a company intends to conceal or transfer property to evade the execution of taxation, the tax authorities in charge may, without providing any securities, apply with the court for a provisional seizure of the property or properties of the responsible person.
5. The consent letter can be in a form produced by the consenting party, but shall incorporate the language of these notes.

(Translated by LEE AND LI ATTORNEYS-AT-LAW)