

FORM OF CONVERSION NOTICE

Quanta Computer Inc.
US\$250,000,000 Zero Coupon Convertible Bonds due 2010
ISIN: XS0225166635
Common Code: 022516663
Sedol: B0DMLD2

To: Quanta Computer Inc. (the “**Company**”)
No. 188, Wen Hwa 2nd Road
Kuei Shan Hsiang, Taoyuen Shien
Taiwan
Attention: Mr. Tim Li
Chief Financial Officer and Vice President
Fax Number: +886 3 397 3429
Email: tim.li@quantatw.com

The undersigned owner hereby irrevocably exercises the option to convert US\$ _____ aggregate principal amount of Zero Coupon Convertible Bonds due 2010 (the “**Bonds**”) of the Company in accordance with the terms of the Indenture dated July 26, 2005 between the Company and Citibank, N.A., as Trustee (the “**Indenture**”). Terms not otherwise defined shall have the meaning ascribed to such terms in the Indenture.

The undersigned owner hereby (i) agrees to receive upon conversion, pursuant to the terms of the Indenture, Common Shares, par value NT\$10 per share, of the Company (as adjusted pursuant to the terms of the Indenture) and (ii) directs that such Common Shares deliverable upon the conversion be issued and delivered to the TSCD book-entry account specified below. If Common Shares are to be delivered to an account registered under the name of a person other than the undersigned, the undersigned agrees to 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**”); and

(b) Such owner is not an “affiliate” of Quanta Computer Inc. for purposes of the Securities Act.

2. 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 undersigned owner 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.

Fill in for: Information regarding the person who will become holder of the Common Shares issuable upon conversion (“**Registered Shareholder**”).

Social Security or Other Taxpayer Identifying Number: _____

Name: _____

Address: _____

Nationality: _____

Identity card number (Republic of
China Persons) or Foreign Investor
Investment I.D. number (non-ROC
Persons): _____

(Please print the information above)

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 the Bonds surrendered
herewith (not including Common Shares mentioned below):

such Registered Shareholder has converted from the Bonds
_____ 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.

The undersigned hereby requests that the Common Shares required to be delivered upon conversion be delivered to the following TSCD book-entry account. The name and address of the local agent/custodian are also provided below.

TSCD Book-Entry Account Number:	
TSCD Book-Entry Account Name:	
Name of Custodian:	
Address of Custodian:	
Name of Local Agent:	
Address of Local Agent:	
Contact Person:	
Telephone No.:	
Fax No.:	

Dated: _____, _____

Signature: _____