

ABIT Computer Corp.
Meeting Minutes
Of the Board of Directors

(92)Sheng (Tung)No.013

A Meeting of the Board of Directors of ABIT Computer Corporation (the “Company”) was held at the main conference room at 10F, 323 YangGuang Street, Taipei, Taiwan, upon the 1st day of October, 2003, at the hour of 9:00 a.m., pursuant to a written notice issued to all the Directors of the Company.

The following Directors of the Company were present in person or by proxy:

Lu Yi-Tsun, Lin Wen-Chung, Hsu Shaw-Li, Ke Cheng-En, Meng Chih-pin

Observers: Lee Chun-Hsiu, Chang Yi-min, Chiang Wei-Yi

Mr. Lu Yi-Tsun, Chairman of the Board, presides over the meeting. Chan Chun-hui acts as the Secretary to minute the meeting.

I. General Report to the Board of Directors: skipped

II. Motions:

Subject I: It is proposed that the Company’s Regulations for Employee Warrant Management, as just updated, be acknowledged retrospectively.

Descriptions:

- I. The Company’s Regulations for Employee Warrant Management have been duly updated as requested by the Securities and Futures Commission, Ministry of Finance for which the chairman has been authorized with full powers to take charge. The updated Regulations have been accredited by the Securities and Futures Commission, Ministry of Finance as well and are to be acknowledged retrospectively by the board of directors.
- II. The “Updated Company’s Regulations for Employee Warrant Management” are provided in Appendix I.
- III. Your retrospective acknowledgement shall be appreciated.

Resolved: That the aforementioned proposal is duly resolved by the present directors exactly as proposed.

Subject II: It is proposed that the Company’s sales of machinery & equipment to its affiliate Rolly Technology Holdings Limited be acknowledged retrospectively.

Descriptions:

- I. In line with our efforts to dispose machinery & equipment in the wake of our relocation of

production lines to Luoli Co., Ltd. Suzhou, the used machinery & equipment of Taoyuan Plan have been sold to Rolly Technology Holdings Limited at the residual value of US\$24,367.57.

II. Your retrospective acknowledgement shall be appreciated.

Resolved: That the aforementioned proposal is duly resolved by the present directors exactly as proposed.

Subject III: It is proposed that the updated “Powers Authorized to the Policymaking Management for Approval” of the Company be resolved.

Descriptions:

- I. In line with the Company’s current operating procedures, the Company’s “Powers Authorized to the Policymaking Management for Approval” are to be updated.
- II. The Company’s “Powers Authorized to the Policymaking Management for Approval” are provided in Appendix II.
- III. Your decision to accredit them shall be appreciated.

Resolved: That the aforementioned proposal is duly resolved by the present directors with due amendment.

Subject IV: It is proposed that the Company’s investment project to Mainland China be amended.

Descriptions:

- I. The Company’s investment project to Mainland China previously resolved on October 28, 2002 is to be amended: That through 100% holding subsidiary ABIT Investment Holding Inc., the Company will purchase from Taiwan Special Opportunity Foundation Co., Ltd. II British Cayman and Bright Mark Holding Inc. shares of Rolly Technology Holdings Ltd. at @HK\$0.18 per share, amounting to HK\$112,471,000, to hold 455,578,890 shares and 169,260,000 shares respectively, totaling 624,838,890 shares, representing 20.02% of Rolly Technology Holdings Ltd. shareholding. In the wake of the present shareholding transaction, the Company’s shareholding of Rolly Technology Holdings Ltd. has come up from 39.26% to 59.28%.
- II. Rolly Technology Holdings Ltd. has invested US\$36 million to purchase 100% of the shares of Luoli Computer Co., Ltd. Suzhou, the major business lines of which are manufacture of motherboards and computer peripherals.
- III. With the purchase of the aforementioned shares of Rolly Technology Holdings Ltd., the Company has indirectly invested in Luoli Computer Co., Ltd. Suzhou and holds 59.28% of its shares.
- IV. The issue is posed for a solution.

Resolved: That the aforementioned proposal is duly resolved by the present directors exactly as proposed.

Subject V: It is proposed that the list and number of shares for purchase of the Company's Employee Warrant be resolved.

Descriptions:

- I. On the grounds of Article 3, Paragraph 1 of the Company's Regulations for Employee Warrant Management, with reference to seniority, position ranks, performance, previous and promising contribution and development potential and such factors, the list and number of shares for purchase of the Company's Employee Warrant have been established.
- II. The issue is posted for resolution.

Resolved: That the aforementioned proposal is duly resolved by the present directors in the wake of amendment, with September 30, 2003 set as the subscription base day and October 2, 2003 set as the date of the first issue.

Subject VI: It is proposed that the Company set the position of executive vice president additionally.

Descriptions:

- I. In line with the business needs, it is proposed that the Company set the position of executive vice president additionally, in Position Rank 18.
- II. The issue is proposed for resolution.

Resolved: That the aforementioned proposal is duly resolved by the present directors exactly as proposed.

Subject VII: It is proposed that the Company hire Mr. Hsu Shao-li to serve as the executive vice president.

Descriptions:

- I. To assure better business performance of the Company, it is proposed that the Company hire Mr. Hsu Shao-li to serve as the executive vice president, with the appointment coming into effect on October 1, 2003.
- II. Your approval of the proposal is appreciated.

Resolved: That the aforementioned proposal is duly resolved by the present directors exactly as proposed.

Upon motion duly made and seconded, the meeting is adjourned.

Chairman: Lu Yi-Tsun

Reported by: Chan Chun-hui