

ABIT Computer Corp.
Meeting Extraordinary Minutes
of the Board of Directors

(92)Sheng (Tung)No.014

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 17st day of November, 2003, at the hour of 16:00 p.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, Ke Cheng-En

Observers: Lee Chun-Hsiu

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: As rumor has it in the market, our company has kept fake financial statement. Where such rumor has been significantly detrimental to us, we must take countermeasures concerned. Please discuss and resolve the right decisions.

Descriptions: The rumor spreading in the market that our company has made fake financial statement has tremendously damaged us. We have reported to the competent authorities of the government with supporting certificates to clarify the fact. Against those people of the ulterior bad faith against us, we hereby call this extraordinary board of directors meeting in an attempt to explain all details to the directors and to work out the right countermeasures.

Decisions resolved:

I. That an *ad hoc* task force be organized forthwith to push forward with the “corporate business administration” system. It is hoped that by enactment and enforcement of the “corporate business administration” system, we may foil any unfounded skepticism, set up the mid- and long-range goals of corporate administration to make ABIT Computer Corp. the epitome of the “corporate business administration”.

1. The *ad hoc* task force shall be made up of the following members to carry out the following tasks:

Independent directors and supervisors (The incumbent independent directors including Ke Cheng-En, independent supervisor Lee Chun-Hsiu), the Chairman (Currently Lu Yi-Tsun), President (Currently Lin Wen-Chung), Vice President of Finance (Currently Tseng Deh-Han), Secretary to the board of directors (Currently Chiang Wei-Yi).

2. Short-range objectives (defined as the goals to be accomplished within one year):
 - (1) Full-disclosure of information: To assure full-disclosure of shareholding over all affiliates and full-disclosure of all transactions with affiliates.
 - (2) To issue consolidated semiannual financial statements.
 - (3) To issue ABIT Computer Corp. Yearbook in English.
 - (4) To enact the regulations for appointment and discharge of CPA(s).
 3. Mid-range objectives (defined as the goals to be accomplished within three years):
 - (1) To be rated a Degree I corporation in the assessment systems of listed companies as commissioned by the Securities & Futures Development Foundation.
 - (2) To set up the Audit Committee.
 - (3) To set up the Nomination Committee.
 - (4) To set up Payroll Affairs Committee.
 - (5) To set up the overall audit systems for the entire conglomerate to directly report to the board of directors, but to report to the Audit Committee preferentially.
 4. Long-range objectives (defined as the goals to be accomplished beyond three years):
 - (1) To have foreign investors investing in ABIT Computer Corp. for over 25% shareholding.
 - (2) To have the seats of independent directors accounting for over a half of the total.
 - (3) To conduct performance evaluation over directors.
 - (4) To issue consolidated financial statements on a quarterly basis.
 5. To call and hold the *ad hoc* task force meetings on a monthly basis to reassess the contents and progress of the performance.
- II. From now on, the minutes of the board of directors *meeting*, ABIT Computer Corp. shall be made known to public through website www.abit.com.tw.
- III. In the board of directors scheduled to be officially held on December 24, 2003, the details of corrective action taken against the aforementioned rumor and other business performance of the *ad hoc* task force will be reported.

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

Chairman: Lu Yi-Tsun

Reported by: Chan Chun-hui