

**ABIT Computer Corp.
Meeting Minutes
Of the Board of Directors**

(93)Sheng (Tung)No.001

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 24st day of February, 2004, at the hour of 10:00 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, Ke Cheng-En, Hsu Shaw-Li, Meng Chih-Pin

Observers: Lee Chun-Hsiu, Hsieh Jui-Chieh

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

Subject: It is proposed that the Company's participation of the capital increase, amounting to NT\$ 70,380,000.00 of its subsidiary, Timerwell Technology (Taiwan) Co., Ltd., be recognized retrospectively.

Descriptions: I. The Company's subsidiary Timerwell Technology (Taiwan) Co., Ltd. specializes in network and communications equipment and has gradually set up integral networks for products and services. Its managerial team is to augment capital in cash in an effort to get added working capital, beef up establishment of the channels and develop more multifaceted products. This Company, in line with its business needs and expanded market shares, invests NT\$70,380,000 additional capital (at NT\$15 per share, 4,692,000 shares in total) in Timerwell Technology (Taiwan) Co., Ltd. With the present capital augment, the Company holds 22.59% of Timerwell Technology (Taiwan) Co., Ltd. The business performance and significant profitability as a result of the capital augment will be reflected to the parent company.

II. For the capital augment, the Company already completed the deal on January 15, 2004 in accordance with the Company's Procedures on Asset Acquisition and Disposal as well as Regulations on Long- and Short-term Investment Management. It is hereby proposed that the deal be recognized retrospectively.

Decision resolved: The present directors acknowledge the proposal retrospectively in unanimous accord.

Subject II:

Subject: That the Company will set up an Audit Committee which is to be chaired by the independent director Ko Cheng-en as the convening Committeeman and that Directors Lin Wen-Chung and Hsu Shaw-Li will serve as the Committee members. It is hereby proposed that the issue be recognized retrospectively.

- Descriptions:
- I. In accordance with Article 29 of the Rules of TSE/OTC Listed Company Management, a TSE/OTC listed company should preferentially set up an audit committee and that the audit committee should have a minimum of one independent director participating and serving as the convener.
 - II. To improve the managerial framework, the Company, in a meeting held by the Management Promotion Task Force on January 27, 2004, appointed the independent director Ko Cheng-En to serve as the convening Committeeman and Directors Lin Wen-Chung and Hsu Shaw-Li to serve as the Committee members. It is hereby proposed that the issue be recognized retrospectively.

Decision resolved: The present directors acknowledge the proposal retrospectively in unanimous accord.

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

Chairman: Lu Yi-Tsun

Reported by: Chan Chun-hui