

(Translation)

2006 Important Resolution of the Board Meeting

The Boards and the Supervisors unanimously approved.

1. Approved the 2nd domestic unsecured convertible bond issued in 2004, from Oct 1st 2005 to Dec. 31st 2005 (Q4), transferred as common stocks are 11,926,376 shares in total, the record date to increase capital is on Jan. 6th 2006.
2. Approved that the Company executed the redeemed right of 2nd domestic unsecured convertible bond
3. Approved of canceling the investment of Tainan Subsidiary and register of Subsidiary.
4. Approved 2005 financial reports
5. Approved 2005 distribution of earning
6. Approved 2005 new share issuance from earning and employee bonus
7. Approved the Rules for Election of Directors and Supervisors
8. Approved 23rd amendment of Article of Incorporation.
9. Approved the election of Directors and Supervisors; proposed to elect 7 Directors and 3 Supervisors.
10. Approved of removing non-competition restriction on Directors of the Company.
11. Approved of convening the General Shareholders' Meeting. Time: June 9th, 2006. Location: No.187, Jinhua St., Da-an Dist., Taipei City
12. Approved the revision of the Policies and Procedures of Financial Derivatives Transactions
13. Approved the revision of the Procedures for Endorsement
14. Approved the revision of the Procedures for Acquisition or Disposal Assets
15. Approved the acceptance of 2005 the consolidated financial statements audited by CPA
16. Approved the acceptance of Q12006 the quarterly financial statements audited by CPA
17. Approved the 2005 internal control statement
18. Approved the amendment of the Company's internal control system
19. Approved the completed explanation of 2004 2nd domestic unsecured convertible bond.
20. Approved of establishing the office in Moscow, Russia.
21. Approved the election result: Chairman of the Company is Michael Kuo, Vice Chairman is Moses Lee.
22. Approved of designating Allen Yang as the President of the Company

23. Approved that the Company repurchased the Company's share on account of the record date to distribute shares and dividend in accordance with Article 28-2 of Securities and Exchange Act resulted in effecting the outstanding shares and the rate of distributing shares and dividend and proposed to re-adjust rate of distributing shares and dividend. Set aside cash dividend NTD\$ 222,237,716, distributing NTD\$ 1,370 per thousand shares (under dollar rounding), the distribution dividend is calculated on the proportion of the holding share ratio of shareholders' roster on the ex-dividend date, the fractional dividend (under NTD\$1) shall turn to AVerMedia Employee Welfare Committee. Capital increase from earnings NTD\$ 206,457,690 (capital increase from shareholders bonus NTD \$162,217,310 and capital increase from employee's share bonus NTD\$ 44,240,380) , the issuance of new share 20,645,769 shares, NTD\$ 10 per share. According to holding shares of the shareholders' roster on the ex-dividend date, the shareholders of every thousand shares will be distributed in 100 shares. To distribute the fractional share shall be consolidated by shareholders. Shareholders shall register to the service agency of the Company within 5 days from record date to distribute shares. If after expired date, all fractional shares will be cashed out instead of shares. The purchasing right of them will belong to Chairman by authorization.
24. Approved that the Company buyback 3,000,000 shares form stock market for the purpose of transferring shares to employees; the buyback period is from July 20th 2006 to Sep 19th 2007, the treasury stock price per share shall be between NTD\$ 25.05 to 39.38. Only when the buyback price is below the lower limit, the Company will continue treasury stock policy.
25. Approved that the Company lend funds to subsidiary, AVerMedia Technologies (UK). The amount is USD\$ 446,000. The term is from Sep. 30th 2006 to Sep. 29th 2006; the interest is 6%.
26. Approved first half 2006 financial statement audited by CPA
27. Approved first half 2006 consolidated financial statement audited by CPA
28. Approved the revision of the Policies and Procedures for Financial Derivatives Transactions
29. Approved Q3 2006 quarterly financial statement audited by CPA
30. Approved the record date to determine of subscribing shares and the amount that the employees may subscribe of 9th treasury stock share
31. Approved the short term lending fund to subsidiary, AVerMedia Information Co, Ltd. the amount is NTD\$ 30,000,000; term is one day; the interest rate is 2%. The interest amount to be collected is NTD\$ 1,644.
32. Approved that the Company for remaining the independence of CPAs, Hongbin Yu and Chichang Lu will take over the position from Wencin Lin and Chichang Lu, the original certification CPA since 2006.
33. Approved of canceling the investment to subsidiary, AVerMedia Information Technologies Co. Ltd.
34. Approved 2007 annual audit plan.