

(Translation)

2007 Important Resolution of the Board Meeting

The Boards and the Supervisors unanimously approved.

1. Approved “the Procedures and Rules of the Board Meeting” of the Company
2. Approved 2006 Financial Reports of the Company
3. Approved 2006 distribution of earnings
4. Approved 2006 new share issuance from earnings and employee bonus.
6. Approved of convening 2006 General Shareholders’ Meeting. Time: June 15th, 2007. Location: No.187, Jinhua St., Da-an Dist., Taipei City
5. Approved the 24th amendment of the Article of Incorporation
7. Approved revision of Procedures of Acquisition or Disposal of Assets
8. Approved the acceptance of 2006 the consolidated financial statements audited by CPA
9. To abolish the Rules of the Board Meeting of the Company
10. Approved 2006 internal control statement
11. Approved spinning off the division of Presentation and Video Surveillance Business Unit.
12. Approved the Q1 2007 quarterly financial statements audited by CPA
13. Approved that the Company established AVerMedia Technologies (Shanghai) Ltd. at Shanghai area in China. The investment amount is USD\$700,000.
14. Approved the new issuance of 11,721,158 new shares. According to the resolution of General Shareholders’ Meeting on June 15th 2007, to determine the record date to distribute shares and dividend and relevant issues; to determine the record date to distribute shares and dividend; the record date to distribute shares and dividend and increase the capital is on July 28th 2007; the ex-dividend and ex-rights date is on July 20th 2007; book closure date is on July 23rd 2007; in accordance with the regulation, from July 24th 2007 to July 28th 2007 is book closure period.
15. Approved of buyback the Company’s 1,000,000 shares from stock market, the purpose of buyback is to transfer shares to employees, the period of buyback is from Aug 14th 2007 to Oct.13th 2007, the buyback price per share is between NTD\$42.70 to 70.15. Only when the treasury stock price is below to the lower limit, the Company will continue executing treasury stock policy.

16. Approved the first half 2007 financial statements audited by CPA
17. Approved the first half 2007 consolidated financial statements reviewed by CPA
18. Approved amendment of Internal Control System and 2007 Annual Audit Plan
19. Approved the revision of Measures of 10th transfer of treasury stocks to employees
20. Approved the record date to subscribe the new share and the quantity of employee share option of 10th buyback shares
21. Approved the change of internal audit supervisor, from Linghui Lai, original audit supervisor, to Savina Yeh.
22. Approved of lending funds to subsidiary AVerMedia Technologies (UK). The amount is USD\$446,000. - From Sep. 30th 2007 to Mar. 31st 2007, interest rate is 7%.
23. Approved Q3 2007 quarterly financial statements reviewed by CPA
24. To accord with the internal personnel adjustment of Deloitte & Touche, change the Company's certification CPA, the original certification CPA, HongBin Yu and ChiChang Lu, changing into WenCin Lin and YaoCin Li.
25. Approved 2007 1st issuance of employee stock option evidence and reported the issuance of employee stock option evidence 10,000 units to Securities and Future Bureau, Financial Supervisory Commission, Executive Yuan. Each unit of employee stock option evidence may subscribe 1,000 common shares. The amount of new issuance common shares is 10,000,000 shares on account of executing the stock option.
26. Approved that the Company established AVerMedia Technologies (Shanghai) Ltd. the investment amount is USD\$700,000.
27. Approved of rescinding the investment of subsidiary Yuanheyi Technologies Co, Ltd. The reason is resulting from the change of the operation strategy; the end of fiscal year is Oct. 31st 2007.
28. Approved the amendment of the Policies and Procedures of Financial Derivatives Transaction
29. Approved the amendment of the Procedures of Acquisition or Disposal Assets
30. Approved of rescinding the investment of subsidiary BOUNDLESS GLOBAL Co. Ltd.
31. Approved the amendment of Measures of 2007 1st Employee share option issuances and subscription
32. Approved 2007 shareholders' name list of 1st employee share option evidence
34. Approved the 2008 annual audit plan.
33. Approved that the Company established AVerMedia Technologies Europe B.V in Europe. The investment amount is EUR\$ 1,000,000.