

(Translation)

## 2011 Important Resolution of the Board Meeting

The Boards and the Supervisors unanimously approved.

1. Approved 2010 financial report.
2. Approved acceptance of 2010 consolidated financial statements audited by CPA.
3. Approved 2010 distribution of earning.
4. Approved the amendment of “Article of the Company”.
5. Approved the amendment of “Procedures of Endorsement& Guarantee.”
6. Approved the amendment of “Procedures of Lending Funds to Other Parties.”
7. Approved of convening 2011 General Shareholders’ Meeting. Date: June 15<sup>th</sup>, 2011. Location: No. 187, Jinhua Street, Da-An District, Taipei City. Approved meeting issue of General Shareholders’ Meeting 2011.
8. Approved the Company set “Ethical Corporate Management Principle.”
9. Approved the amendment of “Procedures of Board Meeting.”
10. Approved the Company dispose the shares of AVerMedia Information Inc in emerging market, expected to dispose 16,000 thousand shares. Reason to disposal: To comply with related law and regulations for AVerMedia Information will apply IPO in the future.
11. Approved the amendment of “Procedures of Acquisition or Disposal Assets”
12. Approved the Company buy back company’s 22,589,000 shares to maintain the company’s credit and shareholders’ equity. The Company plans to buy back and cancel the shares.
13. Approved the Company’s 2010 internal control statement.
14. Approved acceptance of quarterly financial statement audited by CPA and unaudited consolidated quarterly financial statement in Q1 2011.
15. Approved the Company completed the 13<sup>th</sup> registration for cancellation of treasury stocks for capital reduction of 11,822,000 shares. The record date is August 8<sup>th</sup>, 2011.
16. Approved the Company the 14<sup>th</sup> buyback company’s 10,767,000 shares to maintain the company’s credit and shareholder’s equity. The Company plans to buy back and cancel the shares.
17. Approved the first half 2011 financial statements audited by CPA.

18. Approved the first half 2011 consolidated financial statements audited by CPA.
19. Approved the Company completed the 14<sup>th</sup> registration for cancellation of treasury stocks for capital reduction of 3,558,000 shares. The record date is November 4<sup>th</sup>, 2011.
20. Approved of the first three quarter 2011 financial statement audited by CPA.
21. Approved of the first three quarter 2011 unaudited consolidated financial statement.
22. Approved of the Company's "Organizational Rules of Remuneration Committee."
23. Approved the amendment of "Policies and Procedures for Financial Derivatives Transactions"