

Translation

**ASUSTEK COMPUTER INC.  
ARTICLES OF INCORPORATION**

CHAPTER 1: GENERAL PROVISIONS

Article 1

This company shall be organized in accordance with the regulations pertaining to the company limited by shares as set forth in the Company Law. The name of this company shall be ASUSTEK COMPUTER INC.

Article 2

The purposes for which this company is organized are as follows:

1. To engage in the design, manufacture, processing and sales of computer products.
2. To engage in the design and sales of computer software
3. To engage in the design and sales of integrated circuits (IC)
4. To engage in the design, manufacture, processing and sales of computer mainboards.
5. To engage in the design, manufacture, processing and sales of terminals.
6. To engage in the design, manufacture, processing and sales of computer add-on and expansion cards.
7. To engage in the design of electronic automatic control system.
8. To engage in the manufacture, processing and sales of computer parts, components and semi-finished product.
9. CC01030 Manufacture of electric appliances.
10. CC01050 Manufacture of data storage and processing equipment.
11. CE01030 Manufacture of optical instruments.
12. CC01060 Manufacture of wire communication machinery and apparatuses.
13. CC01080 Manufacture of electronic components and parts.
14. CC01070 Manufacture of wireless communication machinery and apparatuses.
15. F113020 Wholesale of electric appliances.
16. F113050 Wholesale of office machinery and equipment.
17. F113070 Wholesale of telecommunication apparatuses.

18. F116010 Wholesale of photographic apparatuses.
19. F118010 Wholesale of information software.
20. F119010 Wholesale of electronic materials
21. F213030 Retail of office machinery and equipment.
22. F213060 Retail of telecommunication apparatuses.
23. F218010 Retail of information software.
24. F219010 Retail of electronic materials.
25. F216010 Retail of photographic apparatuses.
26. F213010 Retail of electric appliances.
27. I301010 Service of information software.
28. I301020 Service of data processing.
29. I301030 Service of electronic information supply.
30. E605010 Installation of computer equipment.
31. To engage in the import, export trading business for the items referred to above.
32. To engage in the consulting and advisory services for computer design.
33. To act as an agent for suppliers and manufacturers at home or abroad to offer and bid their products.
34. CC01101 Manufacture of controlled radio frequency appliances.
35. F401021 Import of controlled radio frequency appliances.
36. E701030 Installation engineering of controlled radio frequency appliances.
37. To engage in any business that is not prohibited or restricted by law, except for those requiring special permits.

### Article 3

The headquarters of this company shall be in Taipei City, Taiwan. In case of necessity, branch offices may be set up at home or abroad.

### Article 4

Any public announcement of this company shall be made in accordance with the provisions as set forth in Article 28 of the company Law.

### Article 4-1

Due to business need, this company may give guarantee and/or endorsements to others.

## CHAPTER 2: SHARES

#### Article 5

The total capital of this company shall be in the amount of NT\$42,500,000,000.00 divided into 4,250,000,000 shares with a par value of NT\$10.00 per share, issued in installments by the board of directors as duly authorized. On the total capital, NT\$500,000,000.00 divided into 50,000,000 shares with a par value of NT\$10.00 per share shall be reserved for issuance of warrants to be subscribed by the employees of this company.

#### Article 6

Share certificates of this company are of registered type and shall be signed, sealed and numbered by at least 3 directors, then issued after an attestation thereof is duly made in accordance with applicable laws.

#### Article 6-1

If requested by the central securities depository, this company may replace the share certificates with large par value.

#### Article 6-2

Upon issuing any new shares, this company may print one single share certificate to represent total number of shares at that issuance, and have the share certificate kept in custody by the central securities depository.

#### Article 6-3

It any not print share certificates for the shares issued by this company, but such issuance shall be duly recorded by the central securities depository.

#### Article 7

The transfer of shares shall be closed for a period of sixty days before any annual general shareholders' meeting, thirty days before any special shareholders' meeting, or five days before the date appointed for distribution of dividends, bonuses or other interests of this company.

### CHAPTER 3: SHAREHOLDERS' MEETINGS

#### Article 8

There shall be two kinds of shareholders' meetings in this company, general meeting

and special meeting. A general meeting of shareholders shall be convened annually within six months after the close of every business year, while a special meeting of shareholders may be convened, when necessary.

Unless otherwise provided for in the Company Law, the shareholders' meetings referred to above shall be convened by the board of directors.

#### Article 9

If any shareholder cannot attend a shareholders' meeting for any reasons, he/she may delegate a proxy to attend the meeting by filing a power of attorney in such form as printed by the company, specifying therein the scope of authority.

#### Article 10

Except the shareholder without voting right as set out in Article 179 of the Company Law, each stock is entitled to one voting.

#### Article 11

Unless otherwise provided for in the Company Law, resolutions at a shareholders' meeting shall be adopted by a majority of votes of the shareholders present, who represent more than one half of the total number of shares issued.

### CHAPTER 4: DIRECTORS AND SUPERVISORS

#### Article 12

The functions and powers of the board of directors shall be as follows:

- 1) To work out the articles of incorporation of this company;
- 2) To propose the business plan of this company;
- 3) To propose the allocation of surplus profit of this company;
- 4) To propose the increase or deduction in capital of this company;
- 5) To approve the budget and prepare the final settlement of account of this company;
- 6) To make decision on the set-up or dissolution of any branches of this company;
- 7) To propose the rules for acquiring or disposing any assets, and for re-investment in any other businesses; and
- 8) To perform the duties as provided for in other applicable laws and regulations

and granted by the meeting of shareholders.

#### Article 13

There shall be seven directors and three supervisors in this company. They shall have a term of office for three years and may be re-elected.

#### Article 14

The board of directors shall elect a chairman and a vice chairman of the board from and among the directors by a majority in a meeting attended by more than two-thirds of the directors. Both the chairman and vice chairman shall take charge of all business affairs on behalf of this company in accordance of applicable laws, these Articles of Incorporation, and the resolutions adopted in the meetings of shareholders and directors.

#### Article 15

The chairman shall preside over the meetings of shareholders and directors. In case he/she is on leave or can not execute his/her functions and powers for any reasons, the provisions set forth in Article 208 of the Company Law shall apply to the acting on his/her behalf.

#### Article 16

Unless otherwise provided for in the Company Law and these Articles, any resolutions of the board of directors shall be adopted by a majority of the directors in the meeting attended by a majority of the directors. Each time a director can't attend a meeting for any reason, he/she may appoint another director as his/her proxy by filing a power of attorney, stating the limit of authority and power, and the aforesaid proxy shall serve as proxy of one person only.

#### Article 17

The company shall, when any director or supervisor is doing any duty of the Company, pay remuneration irrespective of profit or loss. The Board of Directors is hereby authorized to determine the amount of such remuneration based upon the extent of his participation and contribution to the Company. Moreover, the remuneration of directors and supervisors shall be determined in accordance with the provisions set forth in Article 20 of these Articles of Incorporation.

#### Article 17-1

The company may procure liability insurance for its directors and supervisors with the scope they perform their respective job duties during their term of office to cover the compensation liabilities they shall assume according to the law.

### CHAPTER 5: MANAGERS

#### Article 18

The company may employ managers whose appointment, dismissal and remuneration all shall be subject to the provisions set forth in Article 29 of the Company Law, and the levels of their remuneration shall be subject to the Regulations Governing Personnel Management of the Company.

### CHAPTER 6: ACCOUNTING

#### Article 19

At the close of every fiscal year, the board of directors shall prepare and give the following statements and record of accounts to the supervisors for examination before submission to the shareholders for final approval at their regular meeting:

- 1) Business report
- 2) Financial statement
- 3) Proposal for allocation of surplus profit or covering of loss.

#### Article 20

In case there is a surplus profit at the close of a business year, this company shall have its previous loss covered, and then have ten percent set aside as legal reserve after having paid all taxes and duties and made up for the previous losses. When necessary, the Company shall provide special surplus reserve as required by the authority-in-charge. After distributing the dividend at the rate of 10% per annum, this company shall have 10% from the remaining surplus profit as bonus to the employees (if there is a stock bonus, it may extended to those employees working at any subsidiary of this company) and 1% as the compensation and remuneration to the directors and supervisors. Finally, a proposal for allocation of the surplus profit thus remained, if any, shall be made by the board of directors for approval at the meeting of shareholders.

#### Article 20-1

This company is in a changeful industrial environment, and the business cycle is at the growth stage now. In consideration of long-term financial planning of this company and to meet the requirement of shareholders for cash input, the cash dividend to be allocated by this company every year shall not be less than 10% of the total of cash and stock dividends.

### CHAPTER 7: BY-LAWS

#### Article 21

Any and all re-investments made by this company may exceed 40% of its actual paid-up capital, the board of directors is authorized to make any such re-investments.

#### Article 22

Any matters that are not specified herein shall be subject to the provisions as set forth in the Company Law and other applicable laws and regulations.

#### Article 23

These Articles of Incorporation were agreed upon and entered into on March 28, 1990. The first amendment was made on November 1, 1990; the second on July 15, 1991; the third on March 31, 1993; the fourth on April 15, 1993; the fifth on June 10, 1993; the sixth on January 21, 1994; the seventh on May 30, 1994; the eighth on November 6, 1994; the ninth on May 17, 1995; the tenth on April 13, 1996; the eleventh on April 10, 1997; the twelfth on May 5, 1998; the thirteenth on May 3, 2000; the fourteenth on May 11, 2001; the fifteenth on May 23, 2002; the sixteenth on June 17, 2003; the seventeenth on June 9, 2004; the eighteenth on June 9, 2005, the nineteenth on Dec. 6, 2005, the twentieth on June 13, 2006 and the twenty-first on June 13, 2007.

ASUSTEK COMPUTER INC.

Shih, Tsung-Tang

Chairman