

**ARTICLES OF INCORPORATION
OF
QUANTA COMPUTER INC.**

The twentieth-second amendment was made on June 15, 2007

SECTION I. GENERAL PROVISIONS

Article 1

This Corporation shall be incorporated in accordance with the Company Law and shall be named Quanta Computer Inc.

Article 2

The scope of business of this Corporation shall be as follows:

- (1) CC01101 manufacturing of radio frequency equipment (regulated by the telecommunication authorities);
- (2) F401021 import business for radio frequency equipment (regulated by telecommunication authorities);
- (3) CF01011 medical equipment manufacturing;
- (4) F108031 medical equipment wholesaling
- (5) CC01030 manufacturing of electric appliance, video and radio electronic products
- (6) CC01120 Data storage media production & reproduction ;
- (7) CC01060 manufacturing of wired telecommunication machines and material;
- (8) CC01070 manufacturing of wireless telecommunication machines and material and;
- (9) CC01080 manufacturing of electronic components;
- (10) CC01101 manufacturing of radio frequency equipment (regulated by the telecommunication authorities);
- (11) CC01010 manufacturing of generate electric power, power line, power distribution machines;
- (12) CE01010 manufacturing of general instrument;
- (13) E701030 installation business for radio frequency equipment (regulated by telecommunication authorities);
- (14) EZ05010 installation business for instrument and panel;
- (15) F113030 wholesale business for precision instrument;
- (16) F113050 wholesale business for computers, office machine and equipment;

- (17) F113070 wholesale business for telecommunication equipment;
- (18) F213060 retail business for telecommunication equipment;
- (19) F401021 import business for radio frequency equipment
(regulated by telecommunication authorities);
- (20) G902011 type II telecommunication business;
- (21) IE01010 agency business for provision of phone numbers;
- (22) I103060 management and consulting business; and
- (23) Other than the business which requires special approval, this Corporation may conduct any business that is not prohibited or restricted by any law or regulations.

Article 3

This Corporation may provide guarantees on behalf of third parties due to business relationship with such third parties.

Article 4

When this Corporation invests in other companies as a shareholder, it shall not be subject to the restriction of Article 13 of the Company Law which provides that the total amount of such investment shall not exceed forty percent (40%) of the amount of this Corporation's paid-in capital. Any such investment by this Corporation shall be made in accordance with a resolution adopted by the Board of Directors.

Article 5

The head office of this Corporation shall be in Tao Yuan, Taiwan. Pursuant to the resolutions adopted by the Board of Directors, this Corporation may, if necessary, set up branches or factories within and outside the R.O.C.

Article 6

Any public announcement by this Corporation shall be made in accordance with Article 28 of the Company Law.

SECTION II. CAPITAL STOCK

Article 7

The total authorized capital stock of the Corporation is Forty Two Billion New Taiwan Dollars (NT\$42,000,000,000), divided into Four Billion and Two Hundred Million (4,200,000,000) shares with a par value of Ten New Taiwan Dollars (NT\$10). The Board of Directors is authorized to issue the un-issued shares in installments. The aforesaid shares include Fifty Million (50,000,000) shares that are reserved for issuance of employee stock options.

Article 8

All share certificates of this Corporation shall be issued in registered form after being signed by and affixed with the seals of at least three directors, sequentially numbered and authenticated by the competent authority or an institution approved by the competent authority.

This Corporation may issue registered stock without printing share certificates or may combine and print multiple shares in one share certificate, provided, that, any shares shall be recorded by a centralized securities custodian or placed under the custody of such custodian.

Article 9

The shareholders shall register their true names and domiciles with this Corporation and file their specimen seals with this Corporation or the stock transfer agent appointed by this Corporation. The shareholders shall receive dividends or bonuses or exercise share rights with written documents affixed with such seals. If any shareholder loses or damages his/her/its registered specimen seal, in replacing such seal, such shareholder shall follow the relevant procedures in accordance with the "Rules Governing the Stock Affairs of the Public Companies".

Article 10

All matters regarding this Corporation's shares shall be conducted in accordance with the Company Law and relevant laws and regulations.

Article 11

Registration of share transfers on our share register shall be suspended for sixty (60) days prior to any ordinary meeting of shareholders, thirty (30) days prior to any extraordinary meeting of shareholders, and five (5) days prior to any date on which dividends, bonuses or any other benefits are scheduled to be distributed by this Corporation.

SECTION III. SHAREHOLDERS MEETINGS

Article 12

Shareholders meetings may be ordinary meetings or extraordinary meetings. Ordinary meetings shall be convened annually by the Board of Directors within six months after the end of each fiscal year, and extraordinary meetings may be convened when necessary in accordance with applicable laws.

A notice to convene an ordinary meeting shall be given to the shareholders no later than thirty (30) days prior to the scheduled meeting date; while a notice to convene an extraordinary meeting shall be given to the shareholders no later than fifteen (15) days prior to the scheduled meeting date. Such notice shall specify the meeting date, place and proposals to be discussed during such meeting. Such notice may be made by a public announcement to shareholders holding less than one thousand (1,000) registered shares.

Article 13

Shareholders may appoint a proxy to attend any shareholders meeting by delivering to this Corporation a proxy form printed by this Corporation specifying the scope of proxy, in accordance with the Company Law and the Regulations Governing Use of Proxies by Public Companies for Attendance at Shareholders Meetings.

Article 14

Unless otherwise provided by applicable laws, the Chairman of the Board of Directors shall preside at each meeting of shareholders. In the event the Chairman of the Board of Directors is absent, he shall designate one director to act on his behalf. In the absence of such a designation, the directors shall elect a director from among themselves to preside at the meeting.

Article 15

Unless otherwise specified in laws or regulations, each shareholder shall be entitled to one vote for each share owned.

Article 16

Unless otherwise provided by the Company Law, a resolution of shareholders

shall be adopted, if passed, by a majority of the votes held by shareholders present at the meeting attended by shareholders representing a majority of the total issued and outstanding shares.

SECTION IV. DIRECTORS AND SUPERVISORS

Article 17

This Corporation will have five (5) directors and three (3) supervisors who shall be elected by shareholders with the legal capacity. The total number of shares of this Corporation held by directors and supervisors shall be subject to the regulations set by the competent authority in charge of securities.

Article 17.1

In accordance with Article 183 of Securities and Exchange Act, with respect to number of directors mentioned in previous article, the independent directors of the Company shall not be less than two in number and not less than one-fifth of the total number of directors.

The election of the independent directors shall adopt candidates nomination system, and the shareholders shall elect the directors from among the nominees listed in the roster of independent directors candidates.

The election of independent directors and directors shall be carried simultaneously and be counted separately.

The professional qualifications, restrictions on shareholdings and concurrent positions held, assessment of independence, method of nomination and appointment, exercising duties and rights and other matters for compliance with respect to independent directors shall be handled in accordance with Securities and Exchange Act and relevant regulations.

Article 18

The term of office of each director and supervisor shall be three (3) years. The directors and the supervisors are eligible for re-election after the expiry of their term of office. In the event that no new directors or supervisors can be elected immediately after the expiration of a term of office, the current directors or supervisors shall continue to perform their duties until the new directors or supervisors are elected and assumes their office.

Article 19

When the posts of one-third or more of the directors have been vacated or all of the supervisors have been discharged, a special meeting of shareholders shall be convened to elect directors or supervisors to fill the vacancies within sixty (60) days. The term of office of the new directors shall be the same as the original director(s)' term(s).

Article 20

The Board of Directors shall be organized by the directors. The Chairman and Vice Chairman of the Board of Directors shall be elected by a majority of the directors present at a meeting attended by two-thirds of the directors. The Chairman of the Board of Directors shall be the authorized representative of this Corporation. In the event that the Chairman is on leave or is unable to exercise his powers and authority for any reason, the appointment of a proxy (on behalf of the Chairman) shall be done in accordance with the Company Law.

Article 21

Meetings of the Board of Directors shall be convened by the Chairman of the Board of Directors.

Unless otherwise provided by applicable laws, a resolution of the Board of Directors shall be adopted if approved by a majority of directors at a meeting of the Board of Directors attended by a majority of the directors.

If a video conference is held, a director who attends such conference through visual means shall be deemed present at the conference as if the Director were there in person. Where a director is unable to attend the Board of Directors meeting, he may appoint another director to attend the Board of Directors meeting by proxy, provided, each director may act as a proxy for one other director only.

Article 22

The supervisors shall conduct business in accordance with applicable laws and may attend meetings of the Board of Directors but shall not be entitled to a vote at such meetings.

Article 23

The remuneration payable to directors and supervisors will be decided at the Board meeting according to their contributions to the Company and also with reference to the industry payout standard.

Article 24

This Corporation may appoint and retain consultants or key employees if such appointment and/or retention is approved by a resolution of the Board of Directors.

Article 24-1:

The Company could purchase liability insurance for Directors, Supervisors and management in accordance with business requirement.

SECTION V. MANAGER & STAFF

Article 25

This Corporation shall have one general manager and several deputy general managers whose appointment, discharge and remuneration shall be made in accordance with the Article 29 of the Company Law. The scope of a manager's responsibility and authority for a manager to sign relevant documents for this Corporation shall be decided by the Board of Directors.

SECTION VI. EARNINGS DISTRIBUTION

Article 26

After the end of each fiscal year, the Board of Directors shall submit the following reports and statements to the supervisors for their review and approval thirty days prior to any ordinary meeting of shareholders, after which, the Board of Directors shall submit such reports and statements to the shareholders at the ordinary meeting of shareholders for their recognition:

- (1) report of operations;
- (2) financial statement; and
- (3) proposal for distributing earnings or covering losses.

Article 27

When allocating the net profits for each fiscal year, this Corporation shall first pay all taxes and offset its losses in previous years and set aside a legal reserve at 10% of the profit left over and set aside the special reserve which could be appropriated

according to business operation requirement, if necessary. After the net income has been deducted in accordance with the preceding sentence, if there is any remaining profit, no less than two percent (2%) of the remaining portion shall be set aside as the employees' bonus and the remuneration of directors and supervisors shall be no more than 2% of the remaining portion, which shall be proposed by the Board of Directors and submitted to the shareholders meeting for their recognition.

In the event that the employee bonus as prescribed in the preceding paragraph is distributed in the form of stocks, the employees qualifying for such distribution may include the employees of subsidiaries of this Corporation who meet certain specific requirements. Such qualified employees and distribution ratio shall be decided by the Board of Directors.

Article 27-1

The allocation of net profits will be decided by the Corporation in the aspects of its financial, business and operation status. Such distribution may be made in ways of cash dividend and/or stock dividend, and preferably by way of cash dividend. Distribution of profits may also be made by way of stock dividend; provided that the ratio of stock dividend shall not exceed 50% of the total distribution.

SECTION VII. SUPPLEMENTARY ARTICLES

Article 28

Any matters not provided for in these Articles of Incorporation shall be governed by the Company Law.

Article 29

The organizational rules and by-laws of this Corporation shall be prescribed by the Board of Directors.

Article 30

These Articles of Incorporation were made on May 5, 1988.

The first amendment was made on December 10, 1988.

The second amendment was made on December 1, 1989.

The third amendment was made on September 8, 1990.

The fourth amendment was made on September 26, 1990.

The fifth amendment was made on June 1, 1991.

The sixth amendment was made on May 30, 1992.

The seventh amendment was made on May 22, 1993.

The eighth amendment was made on May 21, 1994.

The ninth amendment was made on November 26, 1994.

The tenth amendment was made on May 27, 1995.

The eleventh amendment was made on June 8, 1996.

The twelfth amendment was made on June 14, 1997.

The thirteenth amendment was made on April 18, 1998.

The fourteenth amendment was made on April 28, 1999.

The fifteenth amendment was made on May 3, 2000.

The sixteenth amendment was made on June 20, 2001.

The seventeenth amendment was made on June 3, 2002.

The eighteenth amendment was made on June 9, 2003.

The nineteenth amendment was made on June 15, 2004.

The twentieth amendment was made on June 13, 2005.

The twenty-first amendment was made on June 14, 2006.

The twenty second amendment was made on June 15, 2007.