

(Translation)

Longwell Company

ARTICLES OF ASSOCIATION

Chapter I. General Provisions

Article 1 : This company is incorporated under the Company Law and named the Longwell Company.

Article 2 : Business items

- a) The processing and trading of electronic, plastic, and metal products.
- b) The manufacture, processing, and trading of cable, wire, and electronic tools, etc.
- c) The manufacture and trading of cable/wire machines.
- d) Investment construction of urban project parking lots.
- e) Vehicle safeguards.
- f) The manufacture, processing, trading, and construction of communication wire/cable/optical fiber and their parts.
- g) The import and export of foregoing items.
- h) CC01050 manufacture of data storage and processing equipment.
- i) H701010 development, rent, and sale of residential houses and buildings.
- j) H701020 development, rent, and sale of industrial factories.
- k) H701040 development of special-purpose areas.
- l) H701050 investment construction of public facilities.
- m) H701060 development of new cities and communities.
- n) CB01010 manufacture of mechanical equipment.
- o) F113010 wholesaling of machines.
- p) F113030 wholesaling of precision instruments.
- q) F213040 retailing of precision instruments.
- r) F213080 retailing of machines and tools.
- s) E604010 machinery installation.
- t) I301010 software service.
- u) Other non-prohibited and non-restrictive businesses.

Article 3 : The head office of company shall be in Taipei City. When necessary, branches or offices may be established in appropriate premises.

Article 4 : The Company may act as a guarantor.

Article 5: The aggregate amount of the company's investments in other limited liability companies and joint stock limited liability companies may not be confined by the Company Law, which limits not exceeding 40% of its own paid-in capital.

Chapter II. Stocks

Article 6 : The total number of common stock which the Company is authorized to issue is two hundred million (200,000,000) shares with par value of NTD 10. Among which ten million (10,000,000) shares are allotted to the issuance of Employee Stock Options. Board of Directors is authorized to issue the unissued shares in installments depending on the business needs of the Company.

Article 7 : The share certificate of the Company shall be all name-bearing share certificates and shall be signed by, and affixed with the seals or signature of at least three directors of the Company, and issued after duly authentication pursuant to the law. When the company issues new shares, the total new issued shares can be printed on one single certificate and transferred by book-entry to the account of Taiwan Securities Central Depository Co., Ltd. And the Company may request the Taiwan Securities Central Depository Co., Ltd. to keep the share certificates in custody. Also the Company can accept the application by the Taiwan Securities Central Depository Co., Ltd. to change the face value of share certificates for a large face value.

Article 8 : Registration for transfer of shares shall be suspended within sixty days prior to each general shareholders meeting, and within thirty days prior to each extraordinary meeting, or within five days prior to the designated day for distribution of dividend, interest and bonus or other benefit.

Article 9 : Unless specified in law and securities regulations, a holder of stock certificates who wishes to transfer his shares to others, to pledge his shares, to report the loss of stock certificates or seal(s), to bequeath his shares to his successor, to change the address or seal(s), or to exercise his rights shall apply in accordance with the Regulations Governing the Stock Treatment of Public Companies.

Chapter III. Shareholders' Meeting

Article 10 : The shareholders' meeting of this company consist of general meetings and

extraordinary meetings. General meetings shall be called within six months after the close of each accounting fiscal year, and shall be convened by no less than 30 days' notice in writing. The extraordinary meeting shall be convened by no less than 15 days' notice in writing. Both notices shall specify the date, place, and nature of meeting. Unless specified by the Company Law, the Board of Directors shall call all shareholders' meetings.

Article 11 : According to the Company Law and the Regulations of the Use of Proxies for attending shareholder meeting of Public Companies, in case of a shareholder is unable to attend shareholder's meeting, he/she may issue proxy setting forth the scope of authorization by signing or affixing his/her seal on the proxy form for the representative to be present on his/her behalf.

Article 12 : All holders of common stock shall be entitled to one vote for each share.

Article 13: The Chairman of Board shall preside at shareholders' meetings. In case the Chairman is unable to perform his duties for cause, the chairman shall designate a director to act as Chairman. If no such designation, the directors shall elect one among themselves. The meeting shall be conducted in accordance with the company's regulations.

Article 14 : Unless specified in relevant laws, shareholders representing 50% of the total number of issued shares must attend a shareholders' meeting in person or by proxy; resolutions shall be passed by half of attending shareholders.
A record of resolutions shall be kept at each shareholders' meeting, and shall be delivered to each shareholder within twenty days after each meeting bearing the signature or seal of the Chairman. Meeting Minutes shall be published for those shareholders holding less than 1,000 shares.

Chapter IV. Directors and Supervisors

Article 15 : The Company shall have seven directors and three supervisors to be elected at a shareholders' meeting from persons of legal capacity to serve a term of three years. A director or supervisor may be re-elected. The total shares held by the directors and supervisors shall comply with the Law. The Company may authorize board of directors to purchase liability insurance for directors and supervisors within scope of their responsibilities.

Article 15-1: In accordance with Article 183, Securities and Exchange Act and Article 15 of incorporation, the company shall appoint two independent directors. Given the candidates nomination system adopted by the company, the shareholders shall elect the directors from the nominees listed in the roster of director candidates. Regulations governing the professional qualifications, restrictions on shareholdings and concurrent positions held, assessment of independence, method of nomination, and other matters for compliance with respect to independent directors shall hinge on the rules prescribed by the Competent Authority.

Article 16 : When the number of vacancies of the Board of Directors equals to one third of the total number of directors, or all supervisors are discharged, the board of directors shall call an extraordinary shareholders' meeting to elect succeeding directors to fill in the vacancies within 60 days. The tenure is authorized by the company as to fulfill the unexposed term.

Article 17 : The Directors shall organize the Board of Directors, and shall elect a Chairman among them by majority vote when more than two-thirds of the Directors are present.

Article 17-1 : When the Board considers it is necessary, the Directors may elect a Vice Chairman among them by majority vote when more than two-thirds of the Directors are present.

Article 18 : The Chairman of the Board shall convene and preside at meetings of Board of Directors. The Vice Chairman may preside at a meeting when the Chairman is absent. Chairman may appoint one Director to act on his behalf when both the Chairman and Vice Chairman are absent. If no such designation, the other Directors shall elect one among them to act as the Chairman.

Article 19 : Unless demanded by Company Law, the resolution of the board of directors shall be adopted by a majority director present at the meeting also attended by more than half of the directors. In case board of directors' meeting is preceded by visual communication network, the directors participate meeting in such form shall be deemed to attend the meeting in person. When a director is unable to attend the meeting, he/she can appoint another board member by issuing proxy, which sets

forth the scope of authorization.

Article 20 : The supervisors shall exercise the supervisory functions. They shall attend meetings of the Board of Directors and express their opinion without the right of vote.

Article 21 : The remuneration for all directors and supervisors shall be decided at the meeting of Board of Directors; in reference of other firms in same field, and at the normal rate.

Article 21-1: The Board of Directors of the company may set up audit, nomination, compensation or any other functional committees and have them stipulated in the articles of incorporation.

Chapter V. Managers

Article 22 : The Company may have one general manager and several deputy general managers. Their appointments, discharge and remunerations shall be in accordance with Article 29 of Company Law.

Chapter VI. Accounting

Article 23 : The Company's accounting fiscal year starts on January 1 and ends on December 31. The Board of Directors shall prepare the following documentations at the close of each accounting fiscal year for the Company with the approval of supervisor 30 days before general shareholders' meeting. And submit the same to the general shareholders' meeting for acceptance.

- 1) Operation Report
- 2) Financial Statement
- 3) Proposal of distribution of earnings or make up of loss.

Article 24 : If there is the net profit after the final settlement of account. The Company shall allocate the profit in following sequence: Payment of taxes; making up loss for preceding years; setting aside 10% for legal reserve; dividends; at least 2% for remuneration of directors and supervisors; at least 3% for employees; the remaining balance shall be distributed by the proposal of board of directors and submitted to the shareholder's meeting for approval.

The employees of subsidiary and subsidiary's subordinated companies may be

covered in the extent of the company's employee bonuses distribution. The dividend policy of the company will depend upon not only the prospect investment circumstances, cash flow, external competitions, capital budget and other factors, but also give considerations to shareholders' stakes, balancing dividends and corporate long term outlay programs as well. Dividend distribution proposals adopted at shareholders' meetings hinge on the resolution of general shareholder meeting, among which the cash dividend accumulated will not exceed 10% of the total amount of dividends.

Chapter VII. Supplemental Provisions

Article 25 : The company's organizational rules and business affairs by-law shall be specified in another agreement.

Article 26 : Any matters not provided for in these Articles of Association, the Company Law shall govern.

Article 27 : These Articles of Association were first issued on September 5, 1972.

These Articles of Association were amended on Jan.6, 1973 for the first time, on Feb 5, 1974 for the second time, on Sept. 6, 1976 for the third time, on July 15, 1979 for the fourth time, on Aug. 28, 1980 for the fifth time, on July 26, 1982 for the sixth time, on Sept. 30, 1982 for the seventh time, on Aug. 10, 1985 for the eighth, on Oct. 8, 1988 for the ninth time, on July 16, 1989 for the tenth time, on March 10, 1990 for the eleventh time, on March 31, 1990 for the twelfth time, on May 19, 1991 for the thirteenth time, on May 24, 1992 for the fourteenth time, on June 26, 1993 for the fifteenth time, on May 29, 1994 for the sixteenth time, on May 7, 1995 for the seventeenth time, on June 2, 1996 for the eighteenth time, on June 14, 1997 for the nineteenth time, on June 20, 1998 for the twentieth time, on Nov. 21, 1999 for the twenty-first time, on June 17, 2000 for the twenty-second time, on May 26, 2001 for the twenty-third time, on June 29, 2002 for the twenty-fourth time, on June 28, 2003 for the twenty-fifth time, on June 28, 2003 for the twenty-sixth time, on Dec. 14, 2003 for the twenty-seventh time, on June 20, 2004 for the twenty-eighth time, on Sept. 22, 2004 for the twenty-ninth time, on June 14, 2005 for the thirtieth time, on June 19, 2006 for the thirty-first time.