

Delta Electronics, Inc. (the "Company")
Rules and Procedures of the Meeting of Board of Directors
(Translation)

Passed by the Board of Directors on February 27, 2004

Amended and passed by the Board of Directors on October 26, 2006

Amended and passed by the Board of Directors on March 19, 2007

Amended and passed by the Board of Directors on March 10, 2008

Article 1

The Rules and Procedures of Meeting of Board of Directors have been stipulated in order to establish an effective governance system, enhance supervising capability, and strengthen management functions for the Board of Directors pursuant to the "Regulations Governing Procedures for Board of Directors Meetings of Public Companies."

Article 2

The main agenda items, operational procedures, required content of the Meeting (as defined below) minutes, public announcements and other compliance requirements in the Company's rules and procedures of meeting of Board of Directors shall comply with the rules and procedures set forth below.

Article 3

The Board of Directors shall meet at least quarterly. The reasons for calling a Board of Directors meeting (the "Meeting") shall be notified to each director and supervisor at least seven (7) days in advance. In emergency circumstances, however, the Meeting may be called on shorter notice.

All matters set out in paragraph 1 of Article 12 shall be specified in the notice of the reasons for calling the Meeting; none of them may be raised by an extraordinary motion except in the case of an emergency or legitimate reason.

Article 4

The Investor Services Department of the Company shall be the unit in charge of handling all matters related to the proceedings of the Meeting and shall be

responsible for coordinating Meeting matters, preparing agenda items for the Meetings, and shall provide sufficient pre-Meeting materials, to be sent together with the notice of the Meetings.

A director of the opinion that the pre-Meeting materials provided is insufficient in content may request the agenda working group to supplement the materials. If a director is of the opinion that materials concerning any proposal are insufficient in content, the deliberation of such proposal may be postponed by a resolution of the Board of Directors.

Article 5

When the Meeting is held, an attendance book shall be made ready for signature by directors attending the Meeting and thereafter made available for future reference. Attendance via video-conference is deemed as attendance in person.

If a director is unable to attend the Meeting, he/she may appoint one of the other directors to attend the meeting on his/her behalf by executing a power of attorney specifying the power authorized in relation to the proposals to be discussed at the Meeting. However, each attending director may only act for one of the other directors.

Article 6

The Meetings shall be held at the location and during the business hours of the Company, or at a place and time convenient to all directors and suitable for holding such the Meeting.

Article 7

Meetings shall be called and chaired by the chairperson of the board. However, the first Meeting of each newly elected Board of Directors shall be called and chaired by the director who received votes representing the largest portion of voting rights at the shareholders' meeting in which the directors were elected; if there are two or more directors so entitled to call the Meeting, they shall choose one person by and from among themselves to do so.

When the chairperson of the board is on leave or for any reason is unable to exercise the powers of the chairperson, the vice chairperson shall do so in place of the chairperson; or the vice chairperson also is on leave or for any reason is

unable to act, by a director designated thereby, or, if the chairperson does not make such a designation, by a director elected by and from among themselves.

Article 8

The Investor Services Department shall prepare relevant materials for the directors' reference at any time during the course of the Meeting.

When holding a Meeting, the Company may, as necessary for the agenda items of the Meeting, notify non-director officers from relevant departments to attend the Meeting as nonvoting participants. When necessary, the Company may also invite certificated public accounts, attorneys, or other professionals to attend as nonvoting participants.

The chairperson of the Meeting shall call the Meeting to order at the scheduled time of the Meeting if a majority of the directors are present. When the time of a Meeting has arrived and one-half of all the board directors are not present, the Meeting chairperson may announce postponement of the Meeting time, provided that only two postponements, in combined total of not more than one hour, may be made. If the quorum is still not met after two such delays, the chairperson may re-call the Meeting in accordance with the procedures provided for in Article 3 hereof.

The term "all the board directors" as referred to in the preceding paragraph shall include only the directors in active duty as such.

Article 9

The Company shall record on audio or video tape the entire proceedings of a Meeting, and preserve the recordings for at least five years, in electronic form or otherwise.

If before the end of the preservation period referred to in the preceding paragraph a lawsuit arises with respect to a resolution of a Meeting, the relevant evidentiary audio or video data and information recorded in the Meetings shall be continuously retained until the conclusion of the proceedings of such lawsuit.

Where a Meeting is held via video-conference, the data contained in the audio or video recordings of that Meeting shall constitute a part of the Meeting minutes and shall be securely retained throughout the duration of the Company.

Article 10

Agenda items for regular Meetings shall include at least the following:

1. Reports:

- (1) Minutes of the last Meeting and actions arising.
- (2) Reporting business conditions.
- (3) Reporting financial conditions.
- (4) Reporting internal audit activities.
- (5) Other important matters to be reported.

2. Discussions:

- (1) Items discussed and continued from the last meeting.
- (2) Scheduled items for discussion at this meeting.

3. Extraordinary motions.

Article 11

The proceedings of a Meeting shall be conducted in a predetermined order of agenda items as stated in the Meeting notice. However, the order may be changed with the approval of a majority of directors present at the Meeting.

The Meeting chairperson may not declare the Meeting closed unless with the approval of a majority of directors present at the Meeting.

If at any time during the proceeding of a Meeting, the directors sitting at the Meeting are not more than half of the directors present at the Meeting, then upon motion by the directors sitting at the Meeting, the chairperson shall declare a suspension of Meeting, in which case Article 8 shall apply mutatis mutandis.

Article 12

A company shall submit the following items for discussion by the Board of Directors:

1. The Company's corporate business plan.
2. Annual and semi-annual financial reports.
3. Adoption or amendment of an internal control system pursuant to Article 14-1 of the Securities and Exchange Act (the "SEA").
4. Adoption or amendment, pursuant to Article 36-1 of the SEA, of handling

- procedures for financial or operational actions of material significance, such as acquisition or disposal of assets, derivatives trading, extension of monetary loans to others, and endorsements or guarantees for others.
5. The offering, issuance, or private placement of any equity-type securities.
 6. The appointment or discharge of a financial, accounting, or internal audit officer.
 7. Any matter required by Article 14-3 of the SEA or any other law, regulation, or bylaw to be adopted by a resolution at a shareholders' meeting or at a Meeting, or any such significant matter as may be prescribed by the competent authority.

Other than the items submitted for consideration by the Board of Directors under the preceding paragraph, any delegation in accordance with laws and regulations or the Company's articles of incorporation by the Board of Directors of powers of the board shall be specific in terms of the levels, contents and matters so delegated.

With respect to a matter required by Article 14-3 of the SEA to be submitted to a Meeting, each independent director shall attend the Meeting in person or appoint one of the other independent directors to attend the meeting on his/her behalf. If an independent director objects to or expresses reservations about the matter, it shall be recorded in the Meeting minutes; an independent director intending to express objection or reservations but unable to attend the Meeting in person shall, unless there is some legitimate reason to do otherwise, issue a written opinion in advance, which shall be recorded in the Meeting minutes.

Article 13

When the chairperson at a Meeting is of the opinion that a matter has been sufficiently discussed to a degree of putting to a vote, the chairperson may announce the discussion closed and bring the matter to vote.

When a matter comes to a vote at a Meeting, if upon inquiry by the chairperson none of the entire directors present at the Meeting voices an objection, the matter is deemed approved, as if it has been approved by vote. A proposal shall be put to a vote if there is any objection after solicitation by the chairperson, and voting shall be conducted by a show of raising hands.

The term "the entire directors present at the Meeting" referred to in the preceding paragraph does not include the director who is not entitled to exercise the voting power at the Meeting pursuant to paragraph 1 of Article 15 hereof.

Article 14

Except as otherwise stated in the SEA or in the Company Act, a resolution on a matter at a Meeting requires the approval of a majority of the directors present at the Meeting that shall be attended by a majority of all directors.

If there is amendment to or substitute for an agenda item, the chairperson shall decide the sequence of voting for such original agenda item, the amendment, and the substitute. If any one of them has been adopted, the others shall be deemed vetoed and no further voting will be necessary.

The result of voting shall be announced at the Meeting and placed on record.

Directors who object to the results of voting may make a written statement, and such written statement shall be recorded in the minutes of the Meeting.

Article 15

A board director is prohibited from participating in discussion of or voting, but may express his/her opinions and respond to any question on an agenda item in respect of which the director or the juristic person represented by the said director is an interested party, where such participation is likely to prejudice the interest of the Company, and he/she shall disqualify himself/herself from the discussion and voting processes for such matter to be discussed or voted; and in addition thereto, he/she is prohibited from voting on such an item as a proxy of another director.

With respect to a resolution at a Meeting, the provisions of Article 180, paragraph 2, of the Company Act, as applied mutatis mutandis under Article 206, paragraph 2, of that Act, shall apply in cases where a board director is prohibited by the preceding paragraph from exercising voting rights.

Article 16

This Company's Board of Directors may establish various types of functional committees. If the Company's Board of Directors has established functional committees, the functional committees shall be responsible to the Board of Directors and submit their proposals to the Board of Directors for approval.

Article 17

Minutes shall be prepared of the discussions at Meetings; the Meeting minutes shall record the following:

1. Session (or year), time, and place of Meeting.
2. Name of the Meeting chairperson.
3. Attendance of directors at the Meeting, specifying the names and number of members present, excused, and absent.
4. Names and titles of those attending the Meeting as nonvoting participants.
5. Name of minutes taker.
6. Matters reported on.
7. Agenda items: specify the resolution method and result for each proposal, and summarize the comments made by, and specify any objections or reservations expressed by, directors, supervisors, experts, or any others at the Meeting that has been included in records or stated in writing, and any opinion issued in writing by an independent director under Article 12, paragraph 3.
8. Extraordinary motions: specify the name of the mover, the resolution method and result for each motion, and summarize the comments made by, and specify any objections or reservations expressed by, directors, supervisors, experts, or any others at the Meeting that has been included in records or stated in writing.
9. Other matters required to be recorded.

Any matter about which an independent director expresses an objection or reservation that has been included in records or stated in writing in relation to a resolution passed at a Meeting shall be stated in the Meeting minutes and within two days of the Meeting be published on an information reporting website designated by the competent authority:

The attendance book forms a part of the minutes for each Meeting and shall be securely retained throughout the duration of the Company.

The minutes of a Meeting shall bear the signature or seal of both the Meeting chairperson and the minutes taker; a copy of the minutes shall be distributed to each director and supervisor within twenty (20) days after the Meeting and well preserved as important company records during the existence of the Company.

The production and distribution of the Meeting minutes referred to in paragraph 1

may be done in electronic form.

Article 18

The promulgation and amendment of the Rules and Procedures of Meeting of Board of Directors shall be approved by the Board of Directors.