

MASTER DISTRIBUTION AGREEMENT

THIS MASTER DISTRIBUTION AGREEMENT is made this 1st day of August 2007 ("this Master Agreement")

Between

NXP SEMICONDUCTORS TAIWAN LIMITED, a company incorporated in Taiwan R.O.C. and with its registered address at No. 10, Chin 5th Road, Nantze Export Processing Zone, Kaohsiung 811, Taiwan, R.O.C. ("NXP")

And

Edom Technology Co., Ltd., a company incorporated in Taiwan R.O.C. and having its registered address at 8F, No. 50, Lane 10, Kee Hu Road., Taipei, Taiwan. ("Distributor")

NXP and Distributor are hereinafter referred to collectively as "Parties" and individually as "Party".

WHEREAS:

- (A) NXP is active in the field of design, development, manufacture and sale of a wide range of semiconductor products and other components, through its NXP Semiconductors division that has worldwide activities through the NXP group of companies.
- (B) Distributor is engaged in and represents that it has considerable experience in the business of distributing Products (as hereinafter defined) and is willing and able, itself and/or through its Affiliates (as hereinafter defined) to distribute the Products for NXP and its Affiliates.
- (C) Distributor requests to be appointed by NXP on a **non-exclusive basis** to distribute the Products, itself and/or through its Affiliates, and NXP agrees to such appointment in reliance on Distributor's representation that it and its Affiliates have the capability in terms of expertise and resources to satisfactorily distribute the Products in accordance with all the requirements of NXP.
- (D) NXP and Distributor also wish to establish agreed terms and conditions which shall be applicable, unless otherwise subsequently agreed between the relevant parties, to all Purchase Orders (as hereinafter defined) placed by Distributor and/or its Affiliates with NXP and/or its Affiliates concerning the distribution of Products by Distributor and/or its Affiliates during the term of this Master Agreement.
- (E) Distributor hereby warrants concerning itself and its Affiliates as the case may be, that in view of the distribution business undertaken and their joint and several expertise and competencies, Distributor and its Affiliates are willing and able to fulfil all their obligations herein during the term of this Master Agreement.

THEREFORE, upon the following mutually agreed terms and conditions, the Parties agree as follows:

1. General Definitions

- 1.1 "Affiliate" shall mean:

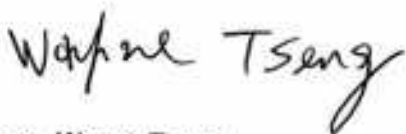
IN WITNESS WHEREOF, the Parties have hereunder executed this Master Agreement by their authorised representatives on the day and year first above written.

Signed for and on behalf of)
NXP SEMICONDUCTORS)
TAIWAN LIMITED by)



Name: TL Chow
Title: Senior Director, Distribution Channel

Signed for and on behalf of)
EDOM TECHNOLOGY CO.,)
LTD. by)



Name: Wayne Tseng
Title: CEO