UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

x QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended **June 30, 2005**

Or

o Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the transition period from _______ to ________.

Commission file number: 1-5740

DIODES INCORPORATED
(Exact name of registrant as specified in its charter)

Delaware	**95-2039518**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification Number)
3050 East Hillcrest Drive Westlake Village, California	**91362**
(Address of principal executive offices)	(Zip code)

(805) 446-4800
(Registrant’s telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.
Yes **x**   No o

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act).
Yes **x**   No o

The number of shares of the registrant’s Common Stock, $0.66 2/3-par value, outstanding as of Aug 5, 2005 was 16,219,807, including 1,613,508 shares of treasury stock.

PART I - FINANCIAL INFORMATION

Item 1 - Financial Statements

DIODES INCORPORATED AND SUBSIDIARIES
CONSOLIDATED CONDENSED BALANCE SHEET

ASSETS

	December 31, 2004	June 30, 2005 (Unaudited)
CURRENT ASSETS		
Cash and cash equivalents	$ 18,970,000	**$ 33,014,000**
Accounts receivable		
Customers	38,682,000	**43,782,000**
Related parties	5,526,000	**4,599,000**
	44,208,000	**48,381,000**
Less: Allowance for doubtful receivables	432,000	**464,000**
	43,776,000	**47,917,000**
Inventories	22,238,000	**22,304,000**
Deferred income taxes, current	2,453,000	**2,375,000**
Prepaid expenses and other current assets	4,243,000	**4,160,000**
Prepaid income taxes	406,000	**883,000**
Total current assets	92,086,000	**110,653,000**
PROPERTY, PLANT AND EQUIPMENT, at cost, net of accumulated depreciation and amortization	60,857,000	**63,005,000**
DEFERRED INCOME TAXES, non-current	7,970,000	**7,309,000**
OTHER ASSETS		
Goodwill	5,090,000	**5,090,000**
Other	1,798,000	**323,000**
TOTAL ASSETS	$ 167,801,000	**$ 186,380,000**

The accompanying notes are an integral part of these financial statements.

DIODES INCORPORATED AND SUBSIDIARIES
CONSOLIDATED CONDENSED BALANCE SHEET

LIABILITIES AND STOCKHOLDERS' EQUITY

	December 31, 2004	June 30, 2005 (Unaudited)
CURRENT LIABILITIES		
Line of credit	$ 6,167,000	$ --
Accounts payable		
Trade	17,274,000	**18,374,000**
Related parties	3,936,000	**6,071,000**
Accrued liabilities	11,459,000	**12,730,000**
Current portion of long-term debt		
Related party	2,500,000	**2,500,000**
Other	1,014,000	**4,391,000**
Current portion of capital lease obligations	165,000	**136,000**
Total current liabilities	42,515,000	**44,202,000**
LONG-TERM DEBT, net of current portion		
Related party	1,250,000	**--**
Other	6,583,000	**3,877,000**
CAPITAL LEASE OBLIGATIONS, net of current portion	2,172,000	**1,678,000**
MINORITY INTEREST IN JOINT VENTURE	3,133,000	**3,630,000**
STOCKHOLDERS' EQUITY		
Class A convertible preferred stock - par value $1.00 per share; 1,000,000 shares authorized; no shares issued and outstanding	--	**--**
Common stock - par value $0.66 2/3 per share; 30,000,000 shares authorized; 15,763,266 and 16,185,552 shares issued at December 31, 2004 and June 30, 2005, respectively	7,260,000	**7,538,000**
Additional paid-in capital	24,765,000	**30,199,000**
Retained earnings	81,330,000	**96,235,000**
	113,355,000	**133,972,000**
Less:		
Treasury stock - 1,613,508 shares of common stock, at cost	1,782,000	**1,782,000**
Accumulated other comprehensive income	(575,000)	**(803,000)**
	1,207,000	**979,000**
Total stockholders' equity	112,148,000	**132,993,000**
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$ 167,801,000	**$ 186,380,000**

The accompanying notes are an integral part of these financial statements.

DIODES INCORPORATED AND SUBSIDIARIES
CONSOLIDATED CONDENSED STATEMENTS OF INCOME
(Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2004	**2005**	2004	**2005**
Net sales	$ 47,017,000	**$ 50,598,000**	$ 88,442,000	**$ 99,198,000**
Cost of goods sold	31,989,000	**33,101,000**	60,664,000	**65,105,000**
Gross profit	15,028,000	**17,497,000**	27,778,000	**34,093,000**
Selling, general and administrative expenses	6,417,000	**7,196,000**	11,908,000	**13,888,000**
Research and development expenses	815,000	**850,000**	1,562,000	**1,750,000**
Loss (gain) on sale of fixed assets	(8,000)	**--**	15,000	**(105,000)**
Total operating expenses	7,224,000	**8,046,000**	13,485,000	**15,533,000**
Income from operations	7,804,000	**9,451,000**	14,293,000	**18,560,000**
Other income (expense)				
Interest income	8,000	**39,000**	10,000	**43,000**
Interest expense	(153,000)	**(118,000)**	(337,000)	**(277,000)**
Other	24,000	**12,000**	(124,000)	**(21,000)**
	(121,000)	**(67,000)**	(451,000)	**(255,000)**
Income before income taxes and minority interest	7,683,000	**9,384,000**	13,842,000	**18,305,000**
Income tax provision	(1,383,000)	**(1,461,000)**	(2,543,000)	**(2,903,000)**
Income before minority interest	6,300,000	**7,923,000**	11,299,000	**15,402,000**
Minority interest in joint venture earnings	(177,000)	**(258,000)**	(319,000)	**(497,000)**
Net income	$ 6,123,000	**$ 7,665,000**	$ 10,980,000	**$ 14,905,000**
Earnings per share				
Basic	$ 0.46	**$ 0.53**	$ 0.83	**$ 1.04**
Diluted	$ 0.40	**$ 0.47**	$ 0.72	**$ 0.93**
Number of shares used in computation				
Basic	13,265,146	**14,418,819**	13,180,992	**14,318,916**
Diluted	15,329,760	**16,209,651**	15,306,089	**16,071,423**

The accompanying notes are an integral part of these financial statements.

DIODES INCORPORATED AND SUBSIDIARIES
CONSOLIDATED CONDENSED STATEMENTS OF CASH FLOWS
(Unaudited)

	Six Months Ended June 30,	
	2004	**2005**
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income	$ 10,980,000	**$ 14,905,000**
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	6,145,000	**7,813,000**
Minority interest earnings	319,000	**497,000**
Share grant expense	--	**358,000**
Loss (gain) on sale of property, plant and equipment	15,000	**(105,000)**
Changes in operating assets:		
Accounts receivable	(6,568,000)	**(4,336,000)**
Inventories	(3,486,000)	**(66,000)**
Prepaid expenses and others	(66,000)	**1,558,000**
Deferred income taxes	334,000	**263,000**
Changes in operating liabilities:		
Accounts payable	3,889,000	**3,235,000**
Accrued liabilities	2,219,000	**(1,207,000)**
Income taxes payable	--	**1,223,000**
Net cash provided by operating activities	13,781,000	**24,138,000**
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of property, plant and equipment	(10,300,000)	**(6,845,000)**
Proceeds from sale of property, plant and equipment	55,000	**---**
Net cash used by investing activities	(10,245,000)	**(6,845,000)**
CASH FLOWS FROM FINANCING ACTIVITIES		
Repayments of line of credit, net	(827,000)	**(6,167,000)**
Net proceeds from the issuance of common stock	1,868,000	**2,973,000**
Repayments of long-term debt, net	(2,916,000)	**(579,000)**
Repayments of capital lease obligations	(90,000)	**(79,000)**
Management incentive reimbursement from LSC	375,000	**375,000**
Dividend to minority shareholder	(300,000)	**---**
Net cash used by financing activities	(1,890,000)	**(3,477,000)**
EFFECT OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS	93,000	**228,000**
INCREASE (DECREASE) IN CASH AND EQUIVALENTS	1,739,000	**14,044,000**
CASH AT BEGINNING OF PERIOD	12,847,000	**18,970,000**
CASH AT END OF PERIOD	$ 14,586,000	**$ 33,014,000**

The accompanying notes are an integral part of these financial statements.

DIODES INCORPORATED AND SUBSIDIARIES
CONSOLIDATED CONDENSED STATEMENTS OF CASH FLOWS (Continued)
(Unaudited)

	Six Months Ended June 30,	
	2004	**2005**
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION		
Cash paid during the period for:		
Interest	$ 343,000	$ 289,000
Income taxes	$ 1,592,000	$ 1,627,000
Non-cash activities:		
Tax benefit of stock options exercised credited to additional paid-in capital	$ 1,755,000	$ 2,201,000

The accompanying notes are an integral part of these financial statements.

NOTE A - Basis of Presentation

The accompanying unaudited consolidated condensed financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information and with the instructions to Form 10-Q. They do not include all information and footnotes necessary for a fair presentation of financial position, and results of operations and cash flows in conformity with accounting principles generally accepted in the United States of America for complete financial statements. These consolidated condensed financial statements should be read in conjunction with the consolidated financial statements and related notes contained in the Company's Annual Report on Form 10-K for the year ended December 31, 2004. In the opinion of management, all adjustments (consisting of normal recurring adjustments and accruals) considered necessary for a fair presentation of the results of operations for the period presented have been included in the interim period. Operating results for the six months ended June 30, 2005 are not necessarily indicative of the results that may be expected for the year ending December 31, 2005. The consolidated financial data at December 31, 2004 is derived from audited financial statements included in the Company’s Annual Report on Form 10-K for the year ended December 31, 2004.

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from these estimates.

The consolidated financial statements include the accounts of Diodes-North America and its wholly-owned foreign subsidiaries, Diodes Taiwan Corporation, Ltd. (“Diodes-Taiwan”), and Diodes-Hong Kong Ltd. (“Diodes-Hong Kong”), the accounts of Shanghai KaiHong Electronics Co., Ltd. (“Diodes-China”) and Diodes Shanghai Co., Ltd. (“Diodes-Shanghai”) in which the Company has a 95% interest, and the accounts of its wholly-owned United States subsidiary, FabTech Incorporated (“FabTech” or “Diodes-FabTech”). All significant intercompany balances and transactions have been eliminated.

NOTE B - Functional Currencies, Comprehensive Income/Loss and Foreign Currency Translation

The Company uses the U.S. dollar as the functional currency for Diodes-China, Diodes-Shanghai and Diodes-Hong Kong, and uses the NT (“New Taiwanese”) dollar as the functional currency for Diodes-Taiwan. The translation of the balance sheet and statement of income of Diodes-Taiwan from the local currency into the reporting currency (U.S. dollar) resulted in a $289,000 translation loss adjustment, the effect of which is reflected in the accompanying statement of comprehensive income and on the balance sheet as a separate component of shareholders’ equity as of June 30, 2005.

The effect of a $61,000 currency exchange loss and a $289,000 translation loss adjustment resulted in a change in accumulated other comprehensive gain of $228,000 for the six months ended June 30, 2005, and is reflected on the balance sheet as a separate component of shareholders’ equity. There were no other components of other comprehensive loss (income) for the six months ended June 30, 2005.

NOTE C - Inventories

Inventories are stated at the lower of cost or market value. Cost is determined principally by the first-in, first-out method.

	December 31, 2004	June 30, 2005
Finished goods	$ 13,118,000	**$ 13,389,000**
Work-in-progress	2,025,000	**2,511,000**
Raw materials	9,240,000	**8,558,000**
	24,383,000	**24,458,000**
Less: Reserves	(2,145,000)	**(2,154,000)**
Net inventory	$ 22,238,000	**$ 22,304,000**

NOTE D - Income Taxes

In accordance with the current taxation policies of the People's Republic of China ("PRC"), Diodes-China received preferential tax treatment for the years ended December 31, 1996 through 2004. Earnings were subject to 0% tax rates from 1996 through 2000, and 12% from 2001 through 2004. Due to a $15.0 million permanent re-investment of Diodes-China earnings in 2004, earnings from 2005 through 2007 will continue to be taxed at 12% (one half the normal central government tax rate). Also due to the permanent re-investment, the Company recorded a $1.2 million tax refund (net of U.S. taxes) in the fourth quarter of 2004. Earnings of Diodes-China are also subject to tax of 3% by the local taxing authority in Shanghai. The local taxing authority waived this tax from 2001 through the first quarter of 2005, and is expected to waive this tax for all of 2005, but can re-impose the tax at its discretion. For 2004, Diodes-Shanghai's effective tax rate was 15%. As an incentive for the establishment of Diodes-Shanghai, beginning in 2005, earnings are exempted from income tax for two years. Then, beginning in 2007, earnings will be subject to 50% of the standard tax rate of 15% for the following three years.

Earnings of Diodes-Taiwan are currently subject to a tax rate of 35%, which is comparable to the U.S. Federal tax rate for C corporations. Earnings of Diodes-Hong Kong are currently subject to a 17.5% tax for local sales and/or local source sales, all other sales are foreign income tax-free.

In accordance with United States tax law, the Company receives credit against its U.S. Federal tax liability for corporate taxes paid in Taiwan and China. The repatriation of funds from Taiwan and China to the Company may be subject to Federal and state income taxes.

As of June 30, 2005, accumulated and undistributed earnings of Diodes-China and Diodes-Shanghai are approximately $54.2 million, including $25.0 million of restricted earnings (which are not available for dividends). Through March 31, 2002, the Company had not recorded deferred U.S. Federal or state tax liabilities (estimated to be $8.9 million as of March 31, 2002) on these cumulative earnings since the Company, at that time, considered this investment to be permanent, and had no plans or obligation to distribute all or part of that amount from China to the United States. Beginning in April 2002, the Company began to record deferred taxes on a portion of the China earnings in preparation of a dividend distribution. In the year ended December 31, 2004, the Company received a dividend of approximately $5.7 million from its Diodes-China subsidiary, for which the tax effect was included in U.S. Federal and state taxable income.

The Company is evaluating the need to provide additional deferred taxes for the future earnings of the Company's foreign subsidiaries to the extent such earnings may be appropriated for distribution to the Company's corporate office in North America, and as further investment strategies with respect to foreign earnings are determined. Should the Company's North American cash requirements exceed the cash that is provided through the domestic credit facilities, cash can be obtained from the Company's foreign subsidiaries. However, the distribution of any unappropriated funds to the U.S. will require the recording of income tax provisions on the U.S. entity, thus reducing net income.

On October 22, 2004, the President of the United States signed the American Jobs Creation Act ("AJCA") into law. Originally intended to repeal the extraterritorial income (ETI) exclusion, which had triggered tariffs by the European Union, the AJCA was expanded to cover a wide range of business tax issues. Among other items, the AJCA establishes a phased repeal of the ETI, a new incentive tax deduction for U.S. corporations to repatriate cash from foreign subsidiaries at a reduced tax rate (a deduction equal to 85% of cash dividends received in the year elected that exceeds a base-period amount) and significantly revises the taxation of U.S. companies doing business abroad.

In December 2004, the Company made a minimum estimate for repatriating cash from its subsidiaries in China and Hong Kong of $8.0 million under the AJCA, and recorded an income tax expense of approximately $1.3 million. Under the guidelines of the AJCA, the Company continues to develop a required domestic reinvestment plan, covering items such as U.S. bank debt repayment, U.S. capital expenditures and U.S. research and development activities, among others, to cover the $8.0 million minimum dividend repatriation. In addition, the Company will complete a quantitative analysis of the benefits of the AJCA, the foreign tax credit implications, and state and local tax consequences of a dividend to maximize the tax benefits of a 2005 dividend. In the first six months of 2005, the Company accrued $370,000 for U.S. taxes on potential increased dividend repatriation in 2005.

NOTE E - Share-based Compensation

Stock Options. The Company maintains share-based compensation plans for its Board of Directors (the "Board"), officers, and key employees, which provide for non-qualified and incentive stock options, which are described more fully in Note 9 of the Company's audited financial statements included in the Annual Report on Form 10-K for the year ended December 31, 2004. The Company accounts for these plans under the recognition and measurement principles of Accounting Principals Board ("APB") Opinion No. 25 ("*Accounting for Stock Issued to Employees*"), and related interpretations. No compensation cost was reflected in net income for stock options, as all options granted under those plans have an exercise price equal to or greater than the market value of the underlying common stock on the date of the grant. During the first six months of 2005, the Company granted 94,200 stock options.

As required by Statement of Financial Accounting Standards ("SFAS") No. 148, *"Accounting for Stock-Based Compensation—Transition and Disclosure, an amendment of FASB Statement No. 123,"* the following table illustrates the effect on net income and earnings per common share as if the Company had applied the fair value recognition provisions of SFAS No. 123 to stock-based compensation for each period presented:

	For the three months ended June 30 (in 000's except per share data),					
		Amounts Per Share			**Amounts Per Share**	
	2004	Basic	Diluted	**2005**	**Basic**	**Diluted**
Net income	$ 6,123	$ 0.46	$ 0.40	**$ 7,665**	**$ 0.53**	**$ 0.47**
Additional compensation for fair value of stock options, net of tax effect	(316)	(0.02)	(0.02)	**(567)**	**(0.04)**	**(0.03)**
Proforma net income	$ 5,807	$ 0.44	$ 0.38	**$ 7,098**	**$ 0.49**	**$ 0.44**

	For the six months ended June 30 (in 000's except per share data),					
		Amounts Per Share			**Amounts Per Share**	
	2004	Basic	Diluted	**2005**	**Basic**	**Diluted**
Net income	$ 10,980	$ 0.83	$ 0.72	**$ 14,905**	**$ 1.04**	**$ 0.93**
Additional compensation for fair value of stock options, net of tax effect	(630)	(0.04)	(0.04)	**(1,083)**	**(0.07)**	**(0.07)**
Proforma net income	$ 10,350	$ 0.79	$ 0.68	**$ 13,822**	**$ 0.97**	**$ 0.86**

The pro forma information recognizes as compensation the value of stock options granted using the Black-Scholes option pricing model which takes into account as of the grant date, the exercise price and expected life of the option, the current price of underlying stock and its expected volatility, expected dividends on the stock, expected forfeitures and the risk-free interest rate for the term of the option.

The Company's valuations are based upon a single option valuation approach using the Black-Scholes option valuation model. The Black-Scholes option valuation model was developed for use in estimating the fair value of traded options, which have no vesting restrictions and are fully transferable and negotiable in a free trading market. In addition, option valuation models require the input of highly subjective assumptions, including the expected stock price volatility and expected life of the option. Because the Company's stock options have characteristics significantly different from those of freely traded options, and changes in the subjective input assumptions can materially affect the Company's fair value estimate of those stock options, in the Company's opinion, existing valuations models, including Black-Scholes, are not reliable single measures and may misstate the fair value of the Company's stock options. Because Company stock options do not trade on a secondary exchange, recipients can receive no value nor derive any benefit from holding stock options under these plans without an increase, above the grant price, in the market price of the Company's stock. Such an increase in stock price would benefit all stockholders commensurately.

Share Grants. On May 31, 2005, the Company's Board appointed Dr. Keh-Shew Lu as the President and the Chief Executive Officer of the Company effective as of June 1, 2005. Dr. Lu will receive an inducement grant of 180,000 shares of the Company's Common Stock granted under the Company's Incentive Bonus Plan. On May 31, 2005, C.H. Chen, who had served as the President and the Chief Executive Office of the Company since March 2000, resigned from those positions, and was appointed as the Vice Chairman of the Company's Board, effective as of June 1, 2005. Mr. Chen will receive 40,000 shares of the Company's Common Stock granted under the Company's Incentive Bonus Plan. Under the terms of the Incentive Bonus Plan, 50% of the shares will become salable and transferable on the day following the third anniversary of their appointment, and 50% will become salable and transferable on the day following the fourth anniversary of such appointment. If they voluntarily leave the employment of the Company or are terminated for good cause, they will forfeit any stock not yet released to them. The share grants will be recorded each quarter as a non-cash operating expense item. The expense will be calculated using the quarter-end stock price multiplied by the total number of shares (220,000) divided by the 4-year vesting period. In the second quarter of 2005, an expense of $358,000 was recorded. In addition to the expense, the 220,000 shares are included in the diluted shares outstanding calculation. The combined impact of the share grant reduced Diodes' earnings per share during the second quarter by $0.02, from $0.49 to $0.47.

NOTE F - Geographic Segments

An operating segment is defined as a component of an enterprise about which separate financial information is available that is evaluated regularly by the chief decision maker, or decision making group, in deciding how to allocate resources and in assessing performance. The Company's chief decision-making group consists of the President and Chief Executive Officer, Chief Financial Officer, Vice President of Sales and Marketing, and Senior Vice President of Operations. The Company operates in a single segment, discrete semiconductor devices, through its various manufacturing and distribution facilities.

Revenues were derived from the following countries (All Others represents countries with less than 10% of total revenues each):

Three months ended June 30, 2004		Revenue	% of Total Revenue
United States	$	13,823,000	29.4
Taiwan	$	12,434,000	26.4
China	$	10,837,000	23.0
All Others	$	9,923,000	21.2
Total	**$**	**47,017,000**	**100.0**

Three months ended June 30, 2005		Revenue	% of Total Revenue
Taiwan	$	17,042,000	33.7
United States	$	13,085,000	25.9
China	$	12,852,000	25.4
All Others	$	7,619,000	15.0
Total	**$**	**50,598,000**	**100.0**

Six months ended June 30, 2004		Revenue	% of Total Revenue
United States	$	25,550,000	28.9
Taiwan	$	23,464,000	26.5
China	$	19,161,000	21.7
All Others	$	20,267,000	22.9
Total	**$**	**88,442,000**	**100.0**

Six months ended June 30, 2005		Revenue	% of Total Revenue
Taiwan	$	33,606,000	33.9
China	$	25,535,000	25.7
United States	$	25,157,000	25.4
All Others	$	14,900,000	15.0
Total	**$**	**99,198,000**	**100.0**

The Company's operations include the domestic operations (Diodes-North America and Diodes-FabTech) located in the United States, and the Far East operations (Diodes-Taiwan located in Taipei, Taiwan; Diodes-China and Diodes-Shanghai, both located in Shanghai, China; and Diodes-Hong Kong located in Hong Kong, China). For reporting purposes, European operations, which accounted for approximately 2.8% and 2.6% of total sales for the three months and six months ended June 30, 2005, respectively, are consolidated into the domestic (North America) operations.

The accounting policies of the operating entities are the same as those described in the summary of significant accounting policies. Revenues are attributed to geographic areas based on the location of the market producing the revenues.

Three Months Ended June 30, 2004		Far East		North America		Consolidated Segments
Total sales	$	46,185,000	$	24,051,000	$	70,236,000
Inter-company sales		(18,733,000)		(4,486,000)		(23,219,000)
Net sales	$	27,452,000	$	19,565,000	$	47,017,000
Property, plant and equipment	$	43,617,000	$	11,819,000	$	55,436,000
Assets	$	99,438,000	$	43,595,000	$	143,033,000

Three Months Ended June 30, 2005		Far East		North America		Consolidated Segments
Total sales	**$**	**56,088,000**	**$**	**21,554,000**	**$**	**77,642,000**
Inter-company sales		**(22,815,000)**		**(4,229,000)**		**(27,044,000)**
Net sales	**$**	**33,273,000**	**$**	**17,325,000**	**$**	**50,598,000**
Property, plant and equipment	**$**	**51,582,000**	**$**	**11,423,000**	**$**	**63,005,000**
Assets	**$**	**135,414,000**	**$**	**50,966,000**	**$**	**186,380,000**

Six Months Ended June 30, 2004	Far East	North America	Consolidated Segments
Total sales	$ 87,086,000	$ 45,428,000	$ 132,514,000
Inter-company sales	(35,695,000)	(8,367,000)	(44,072,000)
Net sales	$ 51,391,000	$ 37,061,000	$ 88,442,000
Property, plant and equipment	$ 43,617,000	$ 11,819,000	$ 55,436,000
Assets	$ 99,438,000	$ 43,595,000	$ 143,033,000

Six Months Ended June 30, 2005	Far East	North America	Consolidated Segments
Total sales	**$ 108,803,000**	**$ 42,924,000**	**$ 151,727,000**
Inter-company sales	**(44,649,000)**	**(7,880,000)**	**(52,529,000)**
Net sales	**$ 64,154,000**	**$ 35,044,000**	**$ 99,198,000**
Property, plant and equipment	**$ 51,582,000**	**$ 11,423,000**	**$ 63,005,000**
Assets	**$ 135,414,000**	**$ 50,966,000**	**$ 186,380,000**

NOTE G - Reclassifications

Certain 2004 amounts presented in the accompanying financial statements have been reclassified to conform to 2005 financial statement presentation. These reclassifications had no impact on previously reported net income or stockholders' equity.

Item 2 - Management's Discussion and Analysis of Financial Condition and Results of Operations

Except for the historical information contained herein, the matters addressed in this Item 2 constitute "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Such forward-looking statements are subject to a variety of risks and uncertainties, including those discussed below under the heading "Risk Factors" and elsewhere in this Quarterly Report on Form 10-Q, that could cause actual results to differ materially from those anticipated by the Company's management. The Private Securities Litigation Reform Act of 1995 (the "Act") provides certain "safe harbor" provisions for forward-looking statements. All forward-looking statements made on this Quarterly Report on Form 10-Q are made pursuant to the Act. The Company undertakes no obligation to publicly release the results of any revisions to their forward-looking statements that may be made to reflect events or circumstances after the date hereof or to reflect the occurrence of unexpected events.

Overview

Diodes Incorporated (the "Company"), a Delaware corporation, manufactures, sells and distributes discrete semiconductors worldwide, primarily to manufacturers in the communications, computing, industrial, consumer electronics and automotive markets, and to distributors of electronic components to end-customers in these markets. The Company's broad product line includes high-density diode and transistor arrays in ultra-miniature surface-mount packages, as well as silicon wafers used in manufacturing these products. Technologies include high-density diode and transistor arrays in multi-pin surface-mount packages; Power DI™5, Power DI™123, Powermite®3, high-performance surface-mount packages; performance Schottkys, switching and rectifier diodes; single and dual pre-biased transistors; performance tight tolerance and low current zener diodes; subminiature surface-mount packages; transient voltage suppressors (TVS and TSPD); small signal transistors and MOSFETs; and standard, fast, ultra-fast, and super-fast rectifiers.

Our products are designed into a broad range of end products such as notebook computers, flat-panel displays, set-top boxes, game consoles, digital cameras, cellular handsets and chargers, PDAs, power supplies, security systems, network routers and switches, DC to DC conversion, as well as into automotive electronic applications such as GPS navigation, satellite radios, and digital audio/video players.

The Company rapidly responds to the demands of the global marketplace by continuing to increase its investment in research and development, and by focusing on expanding its product portfolio and closely controlling product quality and time-to-market. Shifting development priorities toward specialized configurations, such as the Company's high-density array devices, the Company is introducing a range of new products that improve the trade-off between size, performance and power consumption for surface-mount packages. During the second quarter of 2005, new products (products that are less than 3 years old) represented 15.7% of total sales, compared to 12.6% in the same period last year, and 15.7% for the first quarter of 2005. These new products, in general, have higher margins than our standard product lines.

The majority (68% in the second quarter of 2005 and 66% in year 2004) of our sales are to original equipment manufacturers ("OEMs") such as Intel Corporation, Cisco Systems Incorporated, Sony Corporation, Nortel Networks Corporation, Delphi Automotive, Bose Corporation, Scientific Atlanta Incorporated, Samsung Electronics, Asustek Computer, Inc., Quanta and LG Electronics, Inc. Our distribution network (32% of sales in the second quarter of 2005 and 34% of year 2004 sales) includes major distributors such as Arrow Electronics, Inc., Avnet, Inc., Digi-Key Corporation, Future Electronics Ltd., Jaco Electronics, Inc., Reptron Electronics, Inc., and All American Semiconductor, Inc. We also sell products to contract electronic manufacturers ("CEMs") who manufacture end products for OEMs. For reporting purposes, CEM sales are classified as part of OEM sales.

Because of the trend in the electronics industry towards moving manufacturing to lower operating cost countries in Asia, the Company has focused primarily on customers in China, Taiwan, Korea and Hong Kong (Asian customers). We sell to customers in Asia (66% of sales for the second quarter of 2005 and 59% of year 2004 sales) primarily through our wholly-owned subsidiaries, Diodes-Taiwan and Diodes-Hong Kong. The discrete semiconductor market in Asia is the largest and fastest growing market in which the Company participates. The increase in sales to this region is expected to continue as we have significantly increased our sales presence there and believe there is greater potential to increase market share in that region due to the expanding base of electronics product manufacturers.

Our corporate headquarters located just outside Los Angeles, in Westlake Village, California, which provides sales, marketing, engineering, logistics and warehousing functions, sells primarily to North American manufacturers and distributors (31% of sales for the second quarter of 2005 and 38% of year 2004 sales). Due to the manufacturing shift, the North American discrete semiconductor market is now the smallest market, and its growth rate is far less than all other markets, in which the Company participates. However, the majority of our applications engineers are located in the U.S. in order to work with the customers' design engineers who are also primarily located in the U.S. Whether the end-application is ultimately manufactured in the U.S. or in Asia, our world-wide sales organization is well positioned to provide sales and support to the customer.

In order to take advantage of the relatively robust European market, offices in Toulouse, France Hattenheim, Germany, and Derbyshire, England support our European sales expansion (3% for both second quarter 2005 and year 2004 sales).

Asian sales are also generated by Shanghai KaiHong Electronics Co., Ltd. ("Diodes-China" or "KaiHong"), a 95% owned manufacturing facility in Shanghai, China, with offices in Shanghai and Shenzhen, China, as well as from FabTech Incorporated ("Diodes-FabTech" or "FabTech"), a wholly owned silicon wafer manufacturer acquired in December 2000 located near Kansas City, Missouri.

The discrete semiconductor industry has historically been subject to severe pricing pressures. At times, although manufacturing costs have decreased, excess manufacturing capacity and over-inventory have caused selling prices to decrease to a greater extent than manufacturing costs. To compete in this highly competitive industry, the Company has committed substantial resources to the development of proprietary products, the further development and implementation of sales and marketing functions, and the expansion of manufacturing capabilities.

As part of the Company's strategic business and tax planning initiatives, as well as to further expand manufacturing capabilities, the Company formed, in September 2004, a second Chinese manufacturing subsidiary, Shanghai Kaihong Technology Electronic Co., Ltd. ("Diodes-Shanghai"). Located in the Songjiang Export Zone established by the local Shanghai government, Diodes-Shanghai is approximately ten miles from our original manufacturing facility, Diodes-China. Diodes-Shanghai leases the building facilities from the Company's minority interest joint venture partner and will continue to invest in the latest technology manufacturing equipment as we continue to expand our state-of-the-art manufacturing capacity.

Company-wide capital expenditures were $4.0 million in the second quarter of 2005 and $6.8 million for the six months ended June 30, 2005. Based on capacity utilization, we have increased our capital expenditure forecast from $12-14 million to $15-18 million to accommodate increased production of higher value products and anticipated customer needs. We continue to watch the market situation closely in relation to capital equipment investment at our manufacturing facilities.

On May 31, 2005, the Company announced that Dr. Keh-Shew Lu has been appointed as the Company's President and Chief Executive Officer effective June 1, 2005. Dr. Lu, who has served as a director of the Company since 2001, held a number of senior management positions during his 27-year career with Texas Instruments, Inc. Dr. Lu brings a distinguished managerial background in the semiconductor industry, with a strong focus on analog and mixed-signal technologies, and has extensive operational experience in the Asia marketplace. Moving into adjacent technologies, such as analog and mixed-signal, is an important next-step to becoming a total solutions provider for our global customers and is an extension of our long-term growth strategy. C.H. Chen, who served as President and CEO of Diodes, Inc. since March 2000, would continue to serve as Vice Chairman of the Board.

Related Parties

We conduct business with two related party companies, Lite-On Semiconductor Corporation ("LSC") (and its subsidiaries) and Keylink International (formerly Xing International) (and its subsidiaries). LSC, a 32% shareholder, is our largest shareholder, and Keylink International is owned by our 5% joint venture partner in Diodes-China and Diodes-Shanghai. C.H. Chen, the Vice Chairman our Board, is also Vice Chairman of LSC. M.K. Lu, a member of our Board, is President of LSC, while Raymond Soong, our Chairman of the Board, is also the Chairman of LSC and Lite-On Technology Corporation, a significant shareholder of LSC.

In addition to being our largest external supplier of products (14.6% and 18.1% of our sales were from products supplied by LSC in the second quarters of 2005 and 2004, respectively), in the second quarter of 2005, we sold silicon wafers to LSC totaling 9.8% (11.6% for year 2004) of our total sales, making LSC our largest customer. The Company has a long-standing sales agreement under which the Company is the exclusive North American distributor for certain of LSC product lines. The Company also leases warehouse space from LSC for its operations in Hong Kong. Such transactions are on terms no less favorable to the Company than could be obtained from unaffiliated third parties. As required by Nasdaq, the Audit Committee of the Board has approved the contracts associated with the related party transactions.

In December 2000, the Company acquired a wafer foundry, FabTech, Inc., from LSC. As part of the purchase price, at June 30, 2005, LSC holds a subordinated, interest-bearing note for $2.5 million. In May 2002, the Company renegotiated the terms of the note to extend the payment period from two years to four years, and therefore, monthly payments of approximately $208,000 plus interest began in July 2002. In connection with the acquisition, LSC entered into a volume purchase agreement to purchase wafers from FabTech. In addition, in accordance with the terms of the stock purchase agreement, the Company had entered into several management incentive agreements with members of FabTech’s management, providing for guaranteed annual payments and contingent bonuses based on the annual profitability of FabTech, subject to a maximum annual amount. Any portion of the guaranteed and contingent liability paid by FabTech was to be reimbursed to the Company by LSC. The management incentive agreements ended in 2004.

Approximately 3.0% of our sales were from products manufactured by companies owned by Keylink International in the second quarter of 2005. The Company also sold silicon wafers to companies owned by Keylink International totaling 0.7% of the Company’s total sales in the second quarter of 2005 (0.9% in 2004). In addition, Diodes-China and Diodes-Shanghai each leases its manufacturing facilities from, subcontracts a portion of its manufacturing process (metal plating and environmental services) to, and pays a consulting fee to, Keylink International. Such transactions are on terms no less favorable to the Company than could be obtained from unaffiliated third parties. As required by Nasdaq, the Audit Committee of the Board has approved the contracts associated with the related party transactions.

Available Information

Our Internet address is http://www.diodes.com. We make available, free of charge through our Internet website, our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, proxy statements, and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act as soon as reasonably practicable after such material is electronically filed with or furnished to the Securities and Exchange Commission (the “SEC”). To support our global customer-base, particularly in Asia and Europe, our website is language-selectable into English, Chinese, Japanese, Korean and German, giving us an effective marketing tool for worldwide markets. With its extensive online Product (Parametric) Catalog with advanced search capabilities, our website facilitates quick and easy product selection. Our website provides easy access to worldwide sales contacts and customer support, and incorporates a distributor-inventory check to provide component inventory availability and a small order desk for overnight sample fulfillment. Our website also provides access to investor financial information, including SEC filings and press releases, as well as stock quotes and information on corporate governance compliance.

Critical Accounting Policies and Estimates

The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. On an on-going basis, we evaluate our estimates, including those related to revenue recognition, allowance for doubtful accounts, inventory reserves and income taxes, among others. Our estimates are based upon historical experiences, market trends and financial forecasts and projections, and upon various other assumptions that management believes to be reasonable under the circumstances and at that certain point in time. Actual results may differ, significantly at times, from these estimates under different assumptions or conditions.

We believe the following critical accounting policies and estimates affect the significant estimates and judgments we use in the preparation of our consolidated financial statements, and may involve a higher degree of judgment and complexity than others.

Revenue Recognition

Revenue is recognized when there is persuasive evidence that an arrangement exists, when delivery has occurred, when our price to the buyer is fixed or determinable and when collectibility of the receivable is reasonably assured. These elements are met when title to the products is passed to the buyers, which is generally when our product is shipped to both original equipment manufacturers (OEMs) and electronics component distributors.

We reduce revenue in the period of sale for estimates of product returns, distributor price adjustments and other allowances, the majority of which are related to our North American operations. Our reserve estimates are based upon historical data as well as projections of revenues, distributor inventories, price adjustments, average selling prices and market conditions. Actual returns and adjustments could be significantly different from our estimates and provisions, resulting in an adjustment to revenues.

Inventory Reserves

Inventories are stated at the lower of cost or market value. Cost is determined principally by the first-in, first-out method. On an on-going basis, we evaluate our inventory, both finished goods and raw material, for obsolescence and slow-moving items. This evaluation includes analysis of sales levels, sales projections, and purchases by item, as well as raw material usage related to our manufacturing facilities. Based upon this analysis, as well as an inventory aging analysis, we accrue a reserve for obsolete and slow-moving inventory. If future demand or market conditions are different than our current estimates, an inventory adjustment may be required, and would be reflected in cost of goods sold in the period the revision is made.

Accounting for Income Taxes

As part of the process of preparing our consolidated financial statements, we are required to estimate our income taxes in each of the tax jurisdictions in which we operate. This process involves using an asset and liability approach whereby deferred tax assets and liabilities are recorded for differences in the financial reporting bases and tax bases of the Company's assets and liabilities. Significant management judgment is required in determining our provision for income taxes, deferred tax assets and liabilities. Management continually evaluates its deferred tax asset as to whether it is likely that the deferred tax assets will be realized. If management ever determined that its deferred tax asset was not likely to be realized, a write-down of the asset would be required and would be reflected as an expense in the accompanying period.

Allowance for Doubtful Accounts

Management evaluates the collectability of our accounts receivable based upon a combination of factors, including the current business environment and historical experience. If we are aware of a customer’s inability to meet its financial obligations to us, we record an allowance to reduce the receivable to the amount we reasonably believe we will be able to collect from the customer. For all other customers, we record an allowance based upon the amount of time the receivables are past due. If actual accounts receivable collections differ from these estimates, an adjustment to the allowance may be necessary with a resulting effect on operating expense.

Impairment of Long-lived Assets

As of June 30, 2005, goodwill was $5.1 million ($4.2 million related to the FabTech acquisition, and $0.9 million related to Diodes-China). Beginning in fiscal 2002 with the adoption of SFAS No. 142 (“*Goodwill and Other Intangible Assets*”), goodwill is no longer amortized, but instead tested for impairment at least annually. As a result of the Company’s adoption of SFAS No. 142, an independent appraiser, hired annually by the Company, has performed the required impairment tests of goodwill annually and has determined that the goodwill is fully recoverable.

We assess the impairment of long-lived assets, including goodwill, on an on-going basis and whenever events or changes in circumstances indicate that the carrying value may not be recoverable. Our impairment review process is based upon (i) an income approach from a discounted cash flow analysis, which uses our estimates of revenues, costs and expenses, as well as market growth rates, and (ii) a market multiples approach which measures the value of an asset through an analysis of recent sales or offerings or comparable public entities. If ever the carrying value of the goodwill is determined to be less than the fair value of the underlying asset, a write-down of the asset will be required, with the resulting expense charged in the period that the impairment was determined.

Results of Operations for the Three Months Ended June 30, 2004 and 2005

The following table sets forth, for the periods indicated, the percentage that certain items in the statement of income bear to net sales and the percentage dollar increase (decrease) of such items from period to period.

	Percent of Net Sales Three months ended June 30,		**Percentage Dollar Increase (Decrease)**
	2004	**2005**	**'04 to '05**
Net sales	100.0%	**100.0%**	**7.6%**
Cost of goods sold	(68.0)	**(65.4)**	**3.5**
Gross profit	32.0	**34.6**	**16.4**
Operating expenses	(15.4)	**(15.9)**	**11.4**
Operating income	16.6	**18.7**	**21.1**
Interest expense, net	(0.3)	**(0.2)**	**(45.5)**
Other income	0.1	**0.0**	**(50.0)**
Income before taxes and minority interest	16.4	**18.5**	**22.1**
Income tax benefit (provision)	(3.0)	**(2.9)**	**5.6**
Income before minority interest	13.4	**15.6**	**25.8**
Minority interest	(0.4)	**(0.5)**	**45.8**
Net income	13.0	**15.1**	**25.2**

The following discussion explains in greater detail the consolidated operating results and financial condition of the Company for the three months ended June 30, 2005 compared to the three months ended June 30, 2004. This discussion should be read in conjunction with the consolidated financial statements and notes thereto appearing elsewhere in this quarterly report.

	2004	**2005**
Net Sales	$ 47,017,000	**$ 50,598,000**

Net sales increased approximately $3.6 million, or 7.6%, for the three months ended June 30, 2005, compared to the same period last year, due primarily to an approximately 32.5% increase in units sold as a result of increased demand, primarily in the Far East. The Company's average selling prices ("ASP") for discrete devices decreased approximately 14.0% from the second quarter of 2004, and decreased 9.3% from the first quarter of 2005, due primarily to demand induced product mix change in the quarter. ASPs for wafer products decreased approximately 7.8% from the same period last year, and also decreased 3.0% from the first quarter of 2005, due primarily to market pricing pressures.

		2004		2005
Cost of Goods Sold	$	31,989,000	**$**	**33,101,000**
Gross Profit	$	15,028,000	**$**	**17,497,000**
Gross Profit Margin Percentage		32.0%		**34.6%**

Cost of goods sold increased approximately $1.1 million, or 3.5%, for the three months ended June 30, 2005 compared to the same period in 2004. As a percent of sales, cost of goods sold decreased from 68.0% for the three months ended June 30, 2004 to 65.4% for the three months ended June 30, 2005. The Company's average unit cost ("AUP") for discrete devices decreased approximately 13.7% from the second quarter of 2004, and decreased 7.7% from the first quarter of 2005. AUPs for wafer products decreased approximately 4.6% from the same period last year, and were relatively flat from the first quarter of 2005. The year-over-year decrease was due primarily to improved manufacturing efficiencies.

Gross profit increased in the quarter by approximately $2.5 million, or 16.4%, compared to the three months ended June 30, 2004. Of the $2.5 million increase, approximately $1.2 million was due to the 7.6% increase in sales, while $1.3 million was due to the increase in gross margin percentage from 32.0% to 34.6%. The higher gross margin percentage was due primarily to increased capacity utilization and manufacturing efficiencies. During the quarter, Diodes-China and Diodes-Shanghai continued to run near capacity, and produced 41% more units compared to the year ago quarter. Diodes-FabTech ran at more than 80% capacity, producing 4% more units compared to the same quarter last year.

		2004		2005
Total Operating Expenses	$	7,224,000	**$**	**8,046,000**

Operating expenses, which include selling, general, administrative expenses ("SG&A"), research and development expenses ("R&D"), and loss (gain) on sale of fixed assets, for the three months ended June 30, 2005 increased approximately $822,000, or 11.4%, compared to the same period last year, due primarily to (i) a $358,000 share grant expense, and higher sales commissions, wages and marketing expenses associated with increased sales, (ii) audit and legal expenses associated with Sarbanes-Oxley Act compliance, (iii) expenses associated with the Company's computer system upgrade, (iv) a $35,000, or 4.3%, increase in R&D, primarily at Diodes-China and Diodes-FabTech. The Company's goal is to increase its R&D expenditures, both in absolute dollars and as a percentage of sales, as part of its strategy to develop more proprietary products aimed at improving gross margins.

SG&A, as a percentage of sales, was 14.2% in the current quarter compared to 13.6% in the prior-year quarter, while R&D remained flat at 1.7% of sales. Excluding the $358,000 non-cash share grant expense, SG&A for the current quarter was 13.5% of sales. Total operating expenses, as a percentage of sales, increased to 15.9% (15.2% excluding the share grant) from 15.4% in the comparable period last year.

		2004		2005
Net Interest Expense	$	(145,000)	**$**	**(79,000)**

Net interest expense for the three months ended June 30, 2005 decreased approximately $66,000, or 45.5%, versus the second quarter last year, due primarily to a reduction in the Company's total debt. The Company's interest expense is primarily the result of the Company's borrowings to finance the FabTech acquisition, as well as the investment and expansion in the Diodes-China and Diodes-Shanghai manufacturing facilities.

		2004		2005
Other Income	$	24,000	**$**	**12,000**

Other income for the three months ended June 30, 2005 decreased $12,000, compared to the second quarter of 2004, due primarily to higher currency exchange losses of approximately $64,000, primarily in Taiwan, offset by the expiration of management incentive agreements associated with the FabTech acquisition.

		2004		2005
Income Tax Provision	$	1,383,000	**$**	**1,461,000**

We recognized a $1.5 million income tax expense during the second quarter of 2005, for an effective tax rate of 15.6%, as compared to 18.0% in the same period last year, due primarily to an increase in profits earned in lower tax rate areas. We continue to take advantage of available strategies to optimize our tax rate across the jurisdictions in which we operate. In 2004 we accrued for an approximate $8 million dividend to the U.S. under the American Jobs Creation Act (“AJCA”), and are analyzing the benefits of increasing this dividend. For the three months ended June 30, 2005, we have accrued an additional $270,000 for taxes on a potential additional dividend to be made under the AJCA.

		2004		2005
Minority Interest in Joint Venture	$	177,000	**$**	**258,000**

Minority interest in joint venture represents the minority investor’s share of the Diodes-China and Diodes-Shanghai joint venture’s income for the period. The increase in the joint venture earnings for the three months ended June 30, 2005 is primarily the result of increased capacity utilization and manufacturing efficiencies. The joint venture investment is eliminated in consolidation of the Company’s financial statements, and the activities of Diodes-China and Diodes-Shanghai are included therein. As of June 30, 2005, the Company had a 95% controlling interest in the joint ventures.

Results of Operations for the Six Months Ended June 30, 2004 and 2005

The following table sets forth, for the periods indicated, the percentage that certain items in the statement of income bear to net sales and the percentage dollar increase (decrease) of such items from period to period.

	Percent of Net Sales Six months ended June 30,		Percentage Dollar Increase (Decrease)
	2004	**2005**	**'04 to '05**
Net sales	100.0%	**100.0%**	**12.2%**
Cost of goods sold	(68.6)	**(65.6)**	**7.3**
Gross profit	31.4	**34.4**	**22.7**
Operating expenses	(15.2)	**(15.7)**	**15.2**
Operating income	16.2	**18.7**	**29.9**
Interest expense, net	(0.4)	**(0.2)**	**(28.4)**
Other expense	(0.1)	**0.0**	**(83.1)**
Income before taxes and minority interest	15.7	**18.5**	**36.3**
Income tax benefit (provision)	(2.9)	**(2.9)**	**14.2**
Income before minority interest	12.8	**15.6**	**32.2**
Minority interest	(0.4)	**(0.5)**	**55.8**
Net income	12.4	**15.1**	**35.7**

The following discussion explains in greater detail the consolidated operating results and financial condition of the Company for the six months ended June 30, 2005 compared to the six months ended June 30, 2004. This discussion should be read in conjunction with the consolidated financial statements and notes thereto appearing elsewhere in this quarterly report.

	2004	2005
Net Sales	$ 88,442,000	**$ 99,198,000**

Net sales increased approximately $10.8 million, or 12.2%, for the six months ended June 30, 2005, compared to the same period last year, due primarily to an approximately 27.8% increase in units sold as a result of increased demand, primarily in the Far East. The Company's ASP for discrete devices decreased approximately 6.9% from the same six-month period last year due primarily to product mix changes. ASPs for wafer products decreased approximately 9.9% from the same period last year due primarily to market pricing pressure.

	2004	2005
Cost of Goods Sold	$ 60,664,000	**$ 65,105,000**
Gross Profit	$ 27,778,000	**$ 34,093,000**
Gross Profit Margin Percentage	31.4%	**34.4%**

Cost of goods sold increased approximately $4.4 million, or 7.3%, for the six months ended June 30, 2005 compared to the same period in 2004. As a percent of sales, cost of goods sold decreased from 68.6% for the six months ended June 30, 2004 to 65.6% for the six months ended June 30, 2005. The Company's AUP for discrete devices decreased approximately 8.5% from the same six-month period last year. AUPs for wafer products decreased approximately 6.2% from the same period last year. The decrease was due primarily to improved manufacturing efficiencies.

Gross profit for the six months ended June 30, 2005 increased approximately $6.3 million, or 22.7%, compared to the same period of last year. Of the $6.3 million increase, approximately $3.4 million was due to the 12.1% increase in sales, while $2.9 million was due to the increase in gross margin percentage from 31.4% to 34.4%. The higher gross margin percentage was due primarily to increased capacity utilization and manufacturing efficiencies, partially offset by pricing pressures on the Company's wafer products.

	2004	2005
Total Operating Expenses	$ 13,485,000	**$ 15,533,000**

Operating expenses, which include SG&A, R&D, and loss (gain) on sale of fixed assets, for the six months ended June 30, 2005 increased approximately $2.0 million, or 15.2%, compared to the same period last year, due primarily to (i) audit and legal expenses associated with Sarbanes-Oxley Act compliance, (ii) a $358,000 share grant expense, (iii) higher sales commissions, wages and marketing expenses associated with increased sales, (iv) consulting expenses associated with the Company's computer system upgrade, and (v) a $188,000, or 12.0%, increase in R&D, primarily at Diodes-China and Diodes-FabTech, partly offset by a $105,000 gain on the termination of two capital leases in China.

SG&A, as a percentage of sales, was 14.0% in the current six-month period compared to 13.5% in the prior-year period, while R&D remained flat at 1.8% of sales. Excluding the $358,000 non-cash share grant expense, SG&A for the current period was 13.6% of sales. Total operating expenses, as a percentage of sales, increased to 15.7% (15.3% excluding the share grant) from 15.2% in the comparable period last year.

	2004	2005
Net Interest Expense	$ (327,000)	**$ (234,000)**

Net interest expense for the six months ended June 30, 2005 decreased approximately $93,000, or 28.4%, versus the same six-month period last year, due primarily to a reduction in the Company's total debt. The Company's interest expense is primarily the result of the Company's borrowings to finance the FabTech acquisition, as well as the investment and expansion in the Diodes-China and Diodes-Shanghai manufacturing facilities.

	2004	2005
Other Expense	$ 124,000	**$ 21,000**

Other expense for the six months ended June 30, 2005 decreased $103,000, compared to the same period of 2004, due primarily to lower currency exchange losses in Taiwan as well as the expiration of management incentive agreements associated with the FabTech acquisition.

	2004	2005
Income Tax Provision	$ 2,543,000	**$ 2,903,000**

We recognized a $2.9 million income tax expense for the six month period ended June 30, 2005, for an effective tax rate of 15.9%, as compared to 18.4% in the same period last year, due primarily to an increase in profits earned in lower tax rate areas. For the first half of 2005, we have accrued an additional $370,000 for taxes on a potential additional dividend to be made under the AJCA.

		2004		2005
Minority Interest in Joint Venture	$	319,000	**$**	**497,000**

Minority interest in joint venture represents the minority investor's share of the Diodes-China and Diodes-Shanghai joint venture's income for the period. The increase in the joint venture earnings for the six months ended June 30, 2005 is primarily the result of increased capacity utilization and manufacturing efficiencies. The joint venture investment is eliminated in consolidation of the Company's financial statements, and the activities of Diodes-China and Diodes-Shanghai are included therein. As of June 30, 2005, the Company had a 95% controlling interest in the joint ventures.

Financial Condition

Liquidity and Capital Resources

The Company's liquidity requirements arise from the funding of its working capital needs, primarily inventory, work-in-process and accounts receivable, as well as capital expenditures. The Company's primary sources for working capital and capital expenditures are cash flow from operations and borrowings under the Company's bank credit facilities. Any withdrawal of support from its banks could have adverse consequences on the Company's liquidity. The Company's liquidity depends, in part, on customers paying within credit terms, and any extended delays in payments or changes in credit terms given to major customers may have an impact on the Company's cash flow. In addition, any abnormal product returns or pricing adjustments may also affect the Company's source of short-term funding.

At June 30, 2005 the Company had cash and cash equivalents totaling $33.0 million, an increase of $14.0 million, or 74%, from December 31, 2004. Cash provided by operating activities for the six months ended June 30, 2005 was $24.1 million compared to $13.8 million for the same period in 2004. The primary sources of cash flows from operating activities for the first half of 2005 were $14.9 million in net income and $7.8 million in depreciation and amortization. In 2004, the primary sources were $11.0 million in net income and $6.1 million in depreciation and amortization.

The primary use of cash flows from operating activities for the first half of 2005 was an increase in accounts receivable of $4.3 million, while the primary use of cash flows from operating activities in the same period in 2004 was a $6.6 million increase in accounts receivable. Inventories increased slightly to $22.3 million from $22.2 million at December 31, 2004, primarily due to an increase in wafer and raw material inventory at Diodes-FebTech. Inventory turns improved to 6.0 turns at June 30, 2005 compared to 5.8 turns at December 31, 2004.

For the six months ended June 30, 2005, gross accounts receivable increased 9.4% compared to the 12.2% increase in sales. At June 30, 2005, day's sales outstanding were 85 days, compared to 82 days at December 31, 2004. The Company continues to closely monitor its credit terms, while at times providing extended terms, required primarily by Far East and European customers and major U.S. distributors.

The ratio of the Company's current assets to current liabilities was 2.50 at June 30, 2005, compared to 2.17 at December 31, 2004.

Cash used by investing activities for the six months ended June 30, 2005 was $6.8 million, compared to $10.3 million during the same period in 2004. The primary investment in both years was for additional manufacturing equipment at our Diodes-China and Diodes-Shanghai manufacturing facilities, and to a lesser extent, for capacity, quality and yield improvements at Diodes-FabTech.

On December 1, 2000, the Company purchased all the outstanding capital stock of FabTech Incorporated, a 5-inch wafer foundry located in Lee's Summit, Missouri from Lite-On Semiconductor Corporation ("LSC"), the Company's largest stockholder. The acquisition purchase price consisted of approximately $5 million in cash plus FabTech was obligated to repay an aggregate of approximately $19 million of debt, consisting of (i) approximately $13.6 million note payable to LSC, (ii) approximately $2.6 million note payable to the Company, and (iii) approximately $3.0 million note payable to a financial institution (which was repaid on December 4, 2000 with the proceeds of a capital contribution by the Company). The acquisition was financed internally and through bank credit facilities. In May 2002, the Company renegotiated the terms of the then $10 million note with LSC to extend the payment period from two years to four years, and accordingly, monthly payments of approximately $208,000 plus interest began in July 2002, with the final payment due June 2006.

Cash used by financing activities was $3.5 million for the first half of 2005, as the Company continued to pay down on its total credit facilities, compared to cash used by financing activities of $1.9 million in the same period of 2004.

In the first quarter of 2005, the Company received an advance of $1.7 million from a trade customer. The unsecured and interest-free note is to be repaid by the Company in quarterly price concessions, with any remaining balance due July 2008. The outstanding balance is reported in current and non-current long-term debt.

In February 2003, the Company and its U.S. bank renewed its $7.5 million revolving credit line, extending it until June 2005. In July 2004, Diodes-FabTech obtained an additional $5.0 million credit facility to be used for capital expenditure requirements at its wafer fabrication facility. In June 2005, the U.S. credit agreement was extended until August 31, 2005. The Company is in the process of increasing its U.S. bank credit line to $25 million.

At June 30, 2005, the Company’s total bank credit facilities of $46.5 million encompassed one major U.S. bank, three banks in Mainland China and five banks in Taiwan, and the total available and unused credit was $37.3 million. As of June 30, 2005, the total credit lines were $12.5 million, $25.0 million, and $9.0 million, for the U.S. facility secured by substantially all assets, the unsecured Chinese facilities, and the unsecured Taiwanese facilities, respectively. As of June 30, 2005, the available credit was $7.5 million, $20.8 million, and $9.0 million, for the U.S. facility, the Chinese facilities, and the Taiwanese facilities, respectively.

The credit agreements have certain covenants and restrictions, which, among other matters, require the maintenance of certain financial ratios and operating results, as defined in the agreements, and prohibit the payment of dividends to shareholders (the new credit facility will permit dividends to shareholders to a certain extent). The Company was in compliance with its covenants as of June 30, 2005.

The Company has used its credit facilities primarily to fund the expansion at Diodes-China and Diodes-Shanghai and for the FabTech acquisition and expansion, as well as to support its operations. The Company believes that the continued availability of these credit facilities, together with internally generated funds, will be sufficient to meet the Company’s current foreseeable operating cash requirements.

The Company had entered into an interest rate swap agreement with a major U.S. bank which expired November 30, 2004, to hedge its exposure to variability in expected future cash flows resulting from interest rate risk related to a portion of its long-term debt. The interest rate under the swap agreement was fixed at 6.8% and is based on the notional amount. The swap contract was inversely correlated to the related hedged long-term debt and was therefore considered an effective cash flow hedge of the underlying long-term debt. The level of effectiveness of the hedge is measured by the changes in the market value of the hedged long-term debt resulting from fluctuation in interest rates. In the normal course of business, the Company does not enter into derivative transactions for trading or speculative purposes.

Total working capital increased approximately 34.1% to $66.5 million as of June 30, 2005, from $49.6 million as of December 31, 2004. The Company believes that such working capital position will be sufficient for foreseeable operations and growth opportunities. The Company’s total debt to equity ratio improved to 0.40 at June 30, 2005, from 0.50 at December 31, 2004.

The Company has no material plans or commitments for capital expenditures other than in connection with equipment requirements for manufacturing expansion at Diodes-China, Diodes-Shanghai and Diodes-FabTech. However, to ensure that the Company can secure reliable and cost effective inventory sourcing to support and better position itself for growth, the Company is continuously evaluating additional internal manufacturing expansion, as well as additional outside sources of products. The Company believes its financial position will provide sufficient funds should an appropriate investment opportunity arise and thereby, assist the Company in improving customer satisfaction and in maintaining or increasing market share. As of June 30, 2005, based upon plans for new product introductions, product mixes, capacity restraints on certain product lines and equipment upgrades, the Company expects that year 2005 capital expenditures will now be in the $15 to $18 million range as the Company approaches higher capacity utilizations and brings new products into production.

Inflation did not have a material effect on net sales or net income in the first half of 2005. A significant increase in inflation could affect future performance.

Off-Balance Sheet Arrangements

The Company does not have any transactions, arrangements and other relationships with unconsolidated entities that will affect our liquidity or capital resources. We have no special purpose entities that provided off-balance sheet financing, liquidity or market or credit risk support, nor do we engage in leasing, hedging (except for the expired interest rate swap agreement), or research and development services, that could expose us to liability that is not reflected on the face of the financial statements.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Our primary business objective is the maximization of operating income given an acceptable level of risk. Our objective is exposed to three primary sources of market risk: foreign currency risk, interest rate risk, and political risk. No material changes to any of these risks have occurred since December 31, 2004. For a more detailed discussion of market risk, refer to Part II, Item 7A of our 2004 Annual Report on Form 10-K as filed with the Securities and Exchange Commission.

Foreign Currency Risk. The Company faces exposure to adverse movements in foreign currency exchange rates, primarily in Asia. The Company’s foreign currency risk may change over time as the level of activity in foreign markets grows and could have an adverse impact upon the Company’s financial results. Certain of the Company’s assets, including certain bank accounts and accounts receivable, and liabilities exist in non-U.S. dollar denominated currencies, which are sensitive to foreign currency exchange fluctuations. These currencies are principally the Chinese Yuan, the Taiwanese dollar, the Japanese Yen, and the Hong Kong dollar. Because of the relatively small size and nature of each individual currency exposure, the Company does not, normally, in the course of business, employ hedging techniques designed to mitigate foreign currency exposures. Therefore, the Company could experience currency gains and losses.

During the 1997 Asian financial crisis, the Chinese government resisted devaluing the Renminbi (“RMB”) Chinese currency. China is again faced with international pressure demanding the appreciation of the RMB. In July 2005, the Chinese government allowed the RMB to be traded freely (referenced to a basket of currencies), although the float was limited to 0.3% daily. Should the Chinese government allow a significant RMB appreciation, and the Company not take appropriate means to offset this exposure, the effect could have an adverse impact upon the Company’s financial results.

Interest Rate Risk. The Company has credit agreements with U.S. and Far East financial institutions at interest rates equal to LIBOR or similar indices plus a negotiated margin. A rise in interest rates could have an adverse impact upon the Company’s cost of working capital and its interest expense. The Company had entered into an interest rate swap agreement with a major U.S. bank which expired November 30, 2004, to hedge its exposure to variability in expected future cash flows resulting from interest rate risk related to a portion of its long-term debt. The interest rate under the swap agreement was fixed at 6.8% and is based on the notional amount. The swap contract was inversely correlated to the related hedged long-term debt and was therefore considered an effective cash flow hedge of the underlying long-term debt.

Political Risk. The Company has a significant portion of its assets in Mainland China and Taiwan. The possibility of political conflict between the two countries or with the United States could have an adverse impact upon the Company’s ability to transact business through these important business segments and to generate profits. See “Risk Factors - Foreign Operations.”

Item 4. Controls and Procedures

The Company's Chief Executive Officer, Keh-Shew Lu, and Chief Financial Officer, Carl C. Wertz, with the participation of the Company's management, carried out an evaluation of the effectiveness of the Company's disclosure controls and procedures as defined in Exchange Act Rule 13a-15(e). Based upon that evaluation, the Chief Executive Officer and the Chief Financial Officer concluded that, as of the end of the period covered by this report, the Company's disclosure controls and procedures are effective at the reasonable assurance level in making known to them material information relating to the Company (including its consolidated subsidiaries) required to be included in this report.

Disclosure controls and procedures, no matter how well designed and implemented, can provide only reasonable assurance of achieving an entity's disclosure objectives. The likelihood of achieving such objectives is affected by limitations inherent in disclosure controls and procedures. These include the fact that human judgment in decision-making can be faulty and that breakdowns in internal control can occur because of human failures such as simple errors, mistakes or intentional circumvention of the established processes.

There was no change in the Company's internal control over financial reporting, known to the Chief Executive Officer or the Chief Financial Officer, that occurred during the period covered by this report that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

Cautionary Statement for Purposes of the "Safe Harbor" Provision of the Private Securities Litigation Reform Act of 1995

Except for the historical information contained herein, the matters addressed in this Quarterly Report on Form 10-Q constitute "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Such forward-looking statements are subject to a variety of risks and uncertainties, including those discussed under "Risk Factors" and elsewhere in this Quarterly Report on Form 10-Q that could cause actual results to differ materially from those anticipated by the Company's management. The Private Securities Litigation Reform Act of 1995 (the "Act") provides certain "safe harbor" provisions for forward-looking statements. All forward-looking statements made on this Quarterly Report on Form 10-Q are made pursuant to the Act.

All forward-looking statements contained in this Quarterly Report on Form 10-Q are subject to, in addition to the other matters described in this Quarterly Report on Form 10-Q, a variety of significant risks and uncertainties. The following discussion highlights some of these risks and uncertainties. Further, from time to time, information provided by the Company or statements made by its employees may contain forward-looking information. There can be no assurance that actual results or business conditions will not differ materially from those set forth or suggested in such forward-looking statements as a result of various factors, including those discussed below.

Risk Factors

We may have difficulty successfully implementing our vertical integration strategy, which could cause difficulties in our operations.

We are in the process of vertically integrating our business. Key elements of this strategy include (i) expanding the reach of our sales organization, (ii) expanding our manufacturing capacity, (iii) establishing wafer foundry and research and development capability through the acquisition of FabTech and (iv) establishing sales, marketing, product development, package development and assembly/testing operations in company-owned facilities or through the acquisition of established contractors. We have a limited history upon which an evaluation of the prospects of our vertical integration strategy can be based. There are certain risks associated with our vertical integration strategy, including:

- difficulties associated with owning a manufacturing business, including, but not limited to, the maintenance and management of manufacturing facilities, equipment, employees and inventories and limitations on the flexibility of controlling overhead;
- difficulties implementing our Enterprise Resource Planning system;
- difficulties expanding our operations in the Far East and developing new operations in Europe because of the distance and differing regulatory and cultural environments;
- the need for skills and techniques that are outside our traditional core expertise;
- less flexibility in shifting manufacturing or supply sources from one region to another;
- even when independent suppliers offer lower prices, we must continue to acquire product from our captive manufacturing facilities, which may result in having higher costs than our competitors;
- difficulties developing and implementing a successful research and development team;
- difficulties developing proprietary technology; and
- market acceptance of our proprietary technology.

The risks of becoming a fully integrated manufacturer are amplified in an industry-wide slowdown because of the fixed costs associated with manufacturing facilities.

The discrete segment of the semiconductor industry is highly cyclical, and the value of our business may decline during the "down" portion of these cycles.

During recent years, we, as well as many others in our industry, experienced significant declines in the pricing of, as well as demand for, our products and lower facilities utilization. The market for discrete semiconductors may experience renewed, possibly more severe and prolonged, downturns in the future. The markets for our products depend on continued demand in the communications, computer, industrial, consumer electronic and automotive markets, and these end-markets may experience changes in demand that could adversely affect our operating results and financial condition.

The discrete semiconductor industry is highly competitive.

We expect intensified competition from existing competitors and new entrants. Competition is based on price, product performance, product availability, quality, reliability and customer service. We compete in various markets with companies of various sizes, many of which are larger and have greater resources or capabilities as it relates to financial, marketing, distribution, brand name recognition, research and development, and other resources than we have and, thus, they may be better able to develop and introduce new products, to pursue acquisition candidates and to withstand adverse economic or market conditions. In addition, companies not currently in direct competition with us may introduce competing products in the future. Some of our current major competitors are Fairchild Semiconductor Corporation, International Rectifier Corporation, Rohm Electronics, Phillips Electronics, On Semiconductor Corporation, and Vishay Intertechnology, Inc. We may not be able to compete successfully in the future, or competitive pressures may harm our financial condition or our operating results.

We expect revenues from foreign markets to continue to represent a significant portion of our total revenues.

In addition, we maintain facilities or contracts with entities in the Philippines, Taiwan, Germany, Japan, England, India, Korea, and China, among others. There are risks inherent in doing business internationally, including:

- changes in, or impositions of, legislative or regulatory requirements, including tax laws in the United States and in the countries in which we manufacture or sell our products;
- trade restrictions, transportation delays, work stoppages, and economic and political instability;

- changes in import/export regulations, tariffs and freight rates;
- difficulties in collecting receivables and enforcing contracts;
- currency exchange rate fluctuations, including, but not limited to fluctuations in the Chinese Yuan should the Chinese government decide to permit the Yuan to U.S. dollar exchange rate to fluctuate;
- restrictions on the transfer of funds from foreign subsidiaries to Diodes-North America; and,
- longer customer payment terms.

We have experienced, and expect to continue to experience, a substantial variation in net sales and operating results from quarter to quarter.

We believe that the factors that influence this variability of quarterly results include:

- general economic conditions in the countries where we sell our products;
- seasonality and variability in the computer and communications market and our other end markets;
- the timing of our and our competitors' new product introductions;
- product obsolescence;
- the scheduling, rescheduling and cancellation of large orders by our customers;
- the cyclical nature of demand for our customers' products;
- our ability to develop new process technologies and achieve volume production at our fabrication facilities;
- changes in manufacturing yields;
- adverse movements in exchange rates, interest rates or tax rates; and
- the availability of adequate supply commitments from our outside suppliers or subcontractors.

Accordingly, a comparison of the Company's results of operations from period to period is not necessarily meaningful to investors and the Company's results of operations for any period do not necessarily indicate future performance. Variations in our quarterly results may trigger volatile changes in our stock price.

We cannot assure investors that we will successfully identify new product opportunities or develop and bring products to market in a timely and cost-effective manner, or that products or technologies developed by others will not render our products or technologies obsolete or noncompetitive.

In addition, to remain competitive, we must continue to reduce package sizes, improve manufacturing yields and expand our sales. We may not be able to accomplish these goals.

Our manufacturing efficiency will be an important factor in our future profitability, and we cannot assure you that we will be able to maintain or increase our manufacturing efficiency.

Our manufacturing processes require advanced and costly equipment and are continually being modified in an effort to improve yields and product performance. We may experience manufacturing problems in achieving acceptable yields or experience product delivery delays in the future as a result of, among other things, capacity constraints, construction delays, upgrading or expanding existing facilities or changing our process technologies, any of which could result in a loss of future revenues. Our operating results also could be adversely affected by the increase in fixed costs and operating expenses related to increases in production capacity if revenues do not increase proportionately.

As part of our business strategy, we expect to review acquisition prospects that would implement our vertical integration strategy or offer other growth opportunities.

While we have no current agreements and no active negotiations underway with respect to any acquisitions, we may acquire businesses, products or technologies in the future. In the event of future acquisitions, we could:

- use a significant portion of our available cash;
- issue equity securities, which would dilute current stockholders' percentage ownership;

- incur substantial debt;
- incur or assume contingent liabilities, known or unknown;
- incur amortization expenses related to intangibles; and
- incur large, immediate accounting write-offs.

Such actions by us could harm our operating results and/or adversely influence the price of our Common Stock.

We may continue to expand and diversify our operations with additional acquisitions.

During fiscal year 2000, we acquired FabTech, Inc., and we may acquire other companies. If we are unsuccessful in integrating these companies or product lines with our operations, or if integration is more difficult than anticipated, we may experience disruptions that could have a material adverse effect on our business, financial condition and results of operations. Some of the risks that may affect our ability to integrate or realize any anticipated benefits from companies we acquire include those associated with:

- unexpected losses of key employees or customers of the acquired company;
- bringing the acquired company's standards, processes, procedures and controls into conformance with our operations;
- coordinating our new product and process development;
- hiring additional management and other critical personnel;
- increasing the scope, geographic diversity and complexity of our operations;
- difficulties in consolidating facilities and transferring processes and know-how;
- diversion of management's attention from other business concerns; and
- adverse effects on existing business relationships with customers.

The amount of backlog to be shipped during any period is dependent upon various factors, and all orders are subject to cancellation or modification, usually with minimal or no penalty to the customer.

Orders are generally booked from one to twelve months in advance of delivery. The rate of booking new orders can vary significantly from month to month. The Company and the industry as a whole are experiencing a trend towards shorter lead-times (the amount of time between the date a customer places an order and the date the customer requires shipment). The amount of backlog at any date depends upon various factors, including the timing of the receipt of orders, fluctuations in orders of existing product lines, and the introduction of any new lines. Accordingly, the Company believes that the amount of backlog at any date is not a useful measure of future sales. The Company strives to maintain proper inventory levels to support customers’ just-in-time order expectations.

We sell products primarily pursuant to purchase orders for current delivery, rather than pursuant to long-term supply contracts.

Many of these purchase orders may be revised or canceled without penalty. As a result, we must commit resources to the production of products without any advance purchase commitments from customers. Our inability to sell, or delays in selling, products after we devote significant resources to them could have a material adverse effect on our business, financial condition and results of operations.

Our future success depends, in part, upon our ability to attract and retain highly qualified technical, sales, marketing and managerial personnel.

Personnel with the necessary expertise are scarce and competition for personnel with these skills is intense. We may not be able to retain existing key technical, sales, marketing and managerial employees or be successful in attracting, assimilating or retaining other highly qualified technical, sales, marketing and managerial personnel in the future. If we are unable to retain existing key employees or are unsuccessful in attracting new highly qualified employees, our business, financial condition and results of operations could be materially and adversely affected.

Our ability to successfully offer our products in the discrete semiconductor market requires effective planning and management processes.

Our past growth, and our targeted future growth, may place a significant strain on our management systems and resources, including our financial and managerial controls, reporting systems and procedures. In addition, we will need to continue to train and manage our workforce worldwide.

Our manufacturing operations depend upon obtaining adequate supplies of materials, parts and equipment on a timely basis from third parties.

Our results of operations could be adversely affected if we are unable to obtain adequate supplies of materials, parts and equipment in a timely manner or if the costs of materials, parts or equipment increase significantly. In addition, a significant portion of our total sales is from parts manufactured by outside vendors. From time to time, suppliers may extend lead times, limit supplies or increase prices due to capacity constraints or other factors. Although we generally use products, materials, parts and equipment available from multiple suppliers, we have a limited number of suppliers for some products, materials, parts and equipment. While we believe that alternate suppliers for these products, materials, parts and equipment are available, any interruption could materially impair our operations.

We are subject to a variety of U.S. federal, state, local, and foreign governmental laws, rules and regulations related to the use, storage, handling, discharge or disposal of certain toxic, volatile or otherwise hazardous chemicals used in our manufacturing process.

Any of these regulations could require us to acquire equipment or to incur substantial other expenses to comply with environmental regulations. If we were to incur substantial additional expenses, our product costs could significantly increase, thus materially affecting our business, financial condition and results of operations. Any failure to comply with present or future environmental laws, rules and regulations could result in fines, suspension of production or cessation of operations, any of which could have a material adverse effect on our business, financial condition and results of operations. As of June 30, 2005, there were no known environmental claims or recorded liabilities.

At December 31, 2003, the Company had a $120,000 accrual on its balance sheet in Accrued Liabilities in anticipation of a payment to settle an environmental claim received in June 2000 relating to the period 1967 through 1973. During March 2004, a $100,000 payment was accepted as settlement in full.

One or more of our products may be found to be defective after we have already shipped such products in volume, requiring a product replacement or recall.

We may also be subject to product returns, which could impose substantial costs and have a material and adverse effect on our business, financial condition and results of operations. Product liability claims may be asserted with respect to our technology or products. Although we currently have product liability insurance, there can be no assurance that we have obtained sufficient insurance coverage, or that we will have sufficient resources, to satisfy all possible product liability claims.

Risks are presented by electrical or telecommunications outages, computer hacking or other general system failure.

To try to manage our operations efficiently and effectively, we rely heavily on our internal information and communications systems and on systems or support services from third parties. Any of these systems are subject to failure. System-wide or local failures that affect our information processing could have material adverse effects on our business, financial condition, results of operations and cash flows. In addition, insurance coverage for the risks described above may be unavailable.

Our industry is intensely competitive and prices for existing products tend to decrease steadily over their life cycle.

There is substantial and continuing pressure from customers to reduce the total cost of using our parts. To remain competitive, we must achieve continuous cost reductions through process and product improvements. We must also be in a position to minimize our customers' shipping and inventory financing costs and to meet their other goals for rationalization of supply and production. Our growth and the profit margins of our products will suffer if our competitors are more successful than we are in reducing the total cost to customers of their products.

The life cycles of some of our products depend heavily upon the life cycles of the end products into which our products are designed.

Products with short life cycles require us to manage closely our production and inventory levels. Inventory may also become obsolete because of adverse changes in end-market demand. We may in the future be adversely affected by obsolete or excess inventories which may result from unanticipated changes in the estimated total demand for our products or the estimated life cycles of the end products into which our products are designed.

The distribution of any unappropriated funds to the U.S. will require the recording of income tax provisions on the U.S. entity, thus reducing net income.

In accordance with the current taxation policies of the People's Republic of China ("PRC"), Diodes-China received preferential tax treatment for the years ended December 31, 1996 through 2004. Earnings were subject to 0% tax rates from 1996 through 2000, and 12% from 2001 through 2004. Due to a $15.0 million permanent re-investment of Diodes-China earnings in 2004, earnings from 2005 through 2007 will continue to be taxed at 12% (one half the normal central government tax rate). Also due to the permanent re-investment, the Company recorded a $1.2 million tax refund (net of U.S. taxes) in the fourth quarter of 2004. Earnings of Diodes-China are also subject to tax of 3% by the local taxing authority in Shanghai. The local taxing authority waived this tax from 2001 through the first quarter of 2005, and is expected to waive this tax for all of 2005, but can re-impose the tax at its discretion. For 2004, Diodes-Shanghai's effective tax rate was 15%. As an incentive for the establishment of Diodes-Shanghai, beginning in 2005, earnings are exempted from income tax for two years. Then, beginning in 2007, earnings will be subject to 50% of the standard tax rate of 15% for the following three years.

Earnings of Diodes-Taiwan are currently subject to a tax rate of 35%, which is comparable to the U.S. Federal tax rate for C corporations. Earnings of Diodes-Hong Kong are currently subject to a 17.5% tax for local sales and/or local source sales, all other sales are foreign income tax-free.

In accordance with United States tax law, the Company receives credit against its U.S. Federal tax liability for corporate taxes paid in Taiwan and China. The repatriation of funds from Taiwan and China to the Company may be subject to Federal and state income taxes.

As of June 30, 2005, accumulated and undistributed earnings of Diodes-China and Diodes-Shanghai are approximately $54.2 million, including $25.0 million of restricted earnings (which are not available for dividends). Through March 31, 2002, the Company had not recorded deferred U.S. Federal or state tax liabilities (estimated to be $8.9 million as of March 31, 2002) on these cumulative earnings since the Company, at that time, considered this investment to be permanent, and had no plans or obligation to distribute all or part of that amount from China to the United States. Beginning in April 2002, the Company began to record deferred taxes on a portion of the China earnings in preparation of a dividend distribution. In the year ended December 31, 2004, the Company received a dividend of approximately $5.7 million from its Diodes-China subsidiary, for which the tax effect was included in U.S. Federal and state taxable income.

The Company is evaluating the need to provide additional deferred taxes for the future earnings of the Company's foreign subsidiaries to the extent such earnings may be appropriated for distribution to the Company's corporate office in North America, and as further investment strategies with respect to foreign earnings are determined. Should the Company's North American cash requirements exceed the cash that is provided through the domestic credit facilities, cash can be obtained from the Company's foreign subsidiaries. However, the distribution of any unappropriated funds to the U.S. will require the recording of income tax provisions on the U.S. entity, thus reducing net income.

On October 22, 2004, the President of the United States signed the American Jobs Creation Act ("AJCA") into law. Originally intended to repeal the extraterritorial income (ETI) exclusion, which had triggered tariffs by the European Union, the AJCA was expanded to cover a wide range of business tax issues. Among other items, the AJCA establishes a phased repeal of the ETI, a new incentive tax deduction for U.S. corporations to repatriate cash from foreign subsidiaries at a reduced tax rate (a deduction equal to 85% of cash dividends received in the year elected that exceeds a base-period amount) and significantly revises the taxation of U.S. companies doing business abroad.

In December 2004, the Company made a minimum estimate for repatriating cash from its subsidiaries in China and Hong Kong of $8.0 million under the AJCA, and recorded an income tax expense of approximately $1.3 million. Under the guidelines of the AJCA, the Company continues to develop a required domestic reinvestment plan, covering items such as U.S. bank debt repayment, U.S. capital expenditures and U.S. research and development activities, among others, to cover the $8.0 million minimum dividend repatriation. In addition, the Company will complete a quantitative analysis of the benefits of the AJCA, the foreign tax credit implications, and state and local tax consequences of a dividend to maximize the tax benefits of a 2005 dividend. In the first six months of 2005, the Company accrued $370,000 for U.S. taxes on potential increased dividend repatriation in 2005.

We face exposure to adverse movements in foreign currency exchange rates, primarily in Asia and, to a lesser extent, in Europe.

The Company's foreign currency risk may change over time as the level of activity in foreign markets grows and could have an adverse impact upon the Company's financial results. Certain of the Company's assets, including certain bank accounts and accounts receivable, and liabilities exist in non-U.S. dollar denominated currencies, which are sensitive to foreign currency exchange fluctuations. These currencies are principally the Chinese Yuan, the Taiwanese dollar, the Japanese Yen, and the Hong Kong dollar. Because of the relatively small size and nature of each individual currency exposure, the Company does not, normally, in the course of business, employ hedging techniques designed to mitigate foreign currency exposures. Therefore, the Company could experience currency gains and losses.

During the 1997 Asian financial crisis, the Chinese government resisted devaluing the RMB Chinese currency. China is again faced with international pressure demanding the appreciation of the RMB. In July 2005, the Chinese government allowed the RMB to be traded freely (referenced to a basket of currencies), although the float was limited to 0.3% daily. Should the Chinese government allow a significant RMB appreciation, and the Company not take appropriate means to offset this exposure, the effect could have an adverse impact upon the Company's financial results.

We have credit agreements with U.S. and Far East financial institutions at interest rates equal to LIBOR or similar indices plus a negotiated margin.

A rise in interest rates could have an adverse impact upon the Company's cost of working capital and its interest expense. The Company had entered into an interest rate swap agreement with a major U.S. bank which expired November 30, 2004, to hedge its exposure to variability in expected future cash flows resulting from interest rate risk related to a portion of its long-term debt. The interest rate under the swap agreement was fixed at 6.8% and is based on the notional amount. The swap contract was inversely correlated to the related hedged long-term debt and was therefore considered an effective cash flow hedge of the underlying long-term debt.

We have a significant portion of its assets in Mainland China, Taiwan and Hong Kong.

The possibility of political conflict between these countries or with the United States could have an adverse impact upon the Company's ability to transact business through these important business segments and to generate profits.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings

There are no matters to be reported under this heading.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

There are no matters to be reported under this heading.

Item 3. Defaults Upon Senior Securities

There are no matters to be reported under this heading.

Item 4. Submission of Matters to a Vote of Security Holders

The Company submitted to a vote of its security holders at an annual meeting of stockholders on June 1, 2005, the election of members of the Board. The directors were each elected to serve until the 2006 annual meeting or until their successors are elected and have qualified. The results of the tabulation for each nominee for director of the Company is as follows:

C.H. Chen,	For:	9,405,805
Director	Withheld:	3,907,385
Michael R. Giordano,	For:	8,981,855
Director	Withheld:	4,331,335
Keh-Shew Lu,	For:	12,524,632
Director	Withheld:	788,558
M.K. Lu,	For:	9,577,458
Director	Withheld:	3,735,732
Shing Mao,	For:	12,686,607
Director	Withheld:	626,583
Raymond Soong,	For:	9,550,798
Director	Withheld:	3,762,392
John M. Stich,	For:	12,562,965
Director	Withheld:	750,225

The Company also submitted to a vote of its security holders at an annual meeting of shareholders on June 1, 2005, the appointment of Moss Adams LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2005. The result of the tabulation was 13,086,379 shares voted in favor of the proposal, 192,266 shares voted against, and 34,545 abstained from voting on the proposal. No broker non-votes with respect to this proposal were received.

Item 5. Other Information

The proxy materials for the 2005 annual meeting of stockholders held on June 1, 2005 were mailed to stockholders of the Company on April 29, 2005. Under certain circumstances, stockholders are entitled to present proposals at stockholder meetings. Any such proposal to be included in the proxy statement for the 2006 annual meeting of stockholders must be received at the Company's executive offices at 3050 East Hillcrest Drive, Westlake Village, California, 91362, addressed to the attention of the Corporate Secretary by December 29, 2005 in a form that complies with applicable regulations. The Securities and Exchange Commission's rules provide that, in the event a stockholder proposal is not submitted to the Company prior to March 14, 2006, the proxies solicited by the Board for the 2006 annual meeting of stockholders will confer authority on the holders of the proxy to vote the shares in accordance with their best judgment and discretion if the proposal is presented at the 2006 annual meeting of stockholders without any discussion of the proposal in the proxy statement for such meeting.

If the date of the 2006 annual meeting is advanced or delayed more than 30 days from the date of the 2005 annual meeting, stockholder proposals intended to be included in the proxy statement for the 2006 annual meeting must be received by the Company within a reasonable time before the Company begins to print and mail the proxy statement for the 2006 annual meeting. Upon any determination that the date of the 2006 annual meeting will be advanced or delayed by more than 30 days from the date of the 2005 annual meeting, the Company will disclose the change in the earliest practicable Quarterly report on Form 10-Q.

Item 6. Exhibits

Exhibit 11	Computation of Earnings Per Share
Exhibit 31.1	Certification Pursuant to Section 302of the Sarbanes-Oxley Act of 2002
Exhibit 31.2	Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
Exhibit 32.1	Certification Pursuant to 18 U.S.C. 1350 Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
Exhibit 32.2	Certification Pursuant to 18 U.S.C. 1350 Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

DIODES INCORPORATED (Registrant)

By: /s/ Carl C. Wertz August 8, 2005
CARL C. WERTZ
Chief Financial Officer, Treasurer and Secretary
(Duly Authorized Officer and Principal Financial and
Chief Accounting Officer)

INDEX TO EXHIBITS

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Exhibit - 11

DIODES INCORPORATED AND SUBSIDIARIES

COMPUTATION OF EARNINGS PER SHARE

(Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2004	**2005**	2004	**2005**
BASIC				
Weighted average number of common shares outstanding used in computing basic earnings per share	13,265,146	**14,418,819**	13,180,992	**14,318,916**
Net income	$ 6,123,000	**$ 7,665,000**	$ 10,980,000	**$ 14,905,000**
Basic earnings per share	$ 0.46	**$ 0.53**	$ 0.83	**$ 1.04**
DILUTED				
Weighted average number of common shares outstanding used in computing basic earnings per share	13,265,146	**14,418,819**	13,180,992	**14,318,916**
Assumed exercise of stock options	2,064,614	**1,790,832**	2,125,097	**1,752,507**
	15,329,760	**16,209,651**	15,306,089	**16,071,423**
Net income	$ 6,123,000	**$ 7,665,000**	$ 10,980,000	**$ 14,905,000**
Diluted earnings per share	$ 0.40	**$ 0.47**	$ 0.72	**$ 0.93**

Exhibit 31.1

CERTIFICATION PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, **Keh-Shew Lu**, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Diodes Incorporated;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ Keh-Shew Lu
Keh-Shew Lu
Chief Executive Officer
Date: August 8, 2005

Exhibit 31.2

CERTIFICATION PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, **Carl C. Wertz**, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Diodes Incorporated;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ Carl C. Wertz
Carl C. Wertz
Chief Financial Officer
Date: August 8, 2005

Exhibit 32.1

CERTIFICATION PURSUANT TO 18 U.S.C. 1350 ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

The undersigned hereby certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to his knowledge, the Quarterly Report on Form 10-Q for the three-month period ended **June 30, 2005** of Diodes Incorporated (the "Company") fully complies with the requirements of Sections 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, and that the information contained in such periodic report fairly presents, in all material respects, the financial condition and results of operations of the Company as of, and for, the periods presented in such report.

Very truly yours,

/s/ Keh-Shew Lu
Keh-Shew Lu
Chief Executive Officer
Date: August 8, 2005

A signed original of this written statement required by Section 906 has been provided to Diodes Incorporated and will be furnished to the Securities and Exchange Commission or its staff upon request.

Exhibit 32.2

CERTIFICATION PURSUANT TO 18 U.S.C. 1350 ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

The undersigned hereby certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to his knowledge, the Quarterly Report on Form 10-Q for the three-month period ended **June 30, 2005** of Diodes Incorporated (the "Company") fully complies with the requirements of Sections 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, and that the information contained in such periodic report fairly presents, in all material respects, the financial condition and results of operations of the Company as of, and for, the periods presented in such report.

Very truly yours,

/s/ Carl C. Wertz
Carl C. Wertz
Chief Financial Officer
Date: August 8, 2005

A signed original of this written statement required by Section 906 has been provided to Diodes Incorporated and will be furnished to the Securities and Exchange Commission or its staff upon request.