



# **FORM 10-K/A**

**DIODES INC /DEL/ - DIOD**

**Filed: March 12, 2008 (period: December 31, 2007)**

Amendment to a previously filed 10-K

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**United States**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**FORM 10-K/A**  
Amendment No. 1

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934  
For the fiscal year ended **December 31, 2007**.

or

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**

(State or other jurisdiction of incorporation  
or organization)

**95-2039518**

(I.R.S. Employer Identification Number)

**15660 North Dallas Parkway Suite 850**

**Dallas, Texas**

(Address of principal executive offices)

**75248**

(Zip Code)

**Registrant's telephone number, including area code: (972) 385-2810**

**Securities registered pursuant to Section 12(b) of the Act:**

Title of Each Class

Common Stock, Par Value \$0.66 2/3

Name of Each Exchange on Which  
Registered

The NASDAQ Stock Market LLC

**Securities registered pursuant to Section 12(g) of the Act: None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Security Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

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  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act:

filer                    Large accelerated                     Accelerated filer                      
filer                    Non-accelerated                                        Smaller reporting company                      
( Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

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The aggregate market value of the 30,690,303 shares of Common Stock held by non-affiliates of the registrant, based on the closing price of \$27.85 per share of the Common Stock on the Nasdaq Global Select Market on June 29, 2007, the last business day of the registrant's most recently completed second quarter, was approximately \$854,724,925. The number of shares of the registrant's Common Stock outstanding as of February 26, 2008 was 41,241,391.

#### **DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the registrant's definitive proxy statement to be filed with the Securities and Exchange Commission pursuant to Regulation 14A in connection with the 2008 annual meeting of stockholders are incorporated by reference into Part III of this Report. The proxy statement will be filed with the Securities and Exchange Commission not later than 120 days after the registrant's fiscal year ended December 31, 2007.

## EXPLANATORY NOTE

This Amendment No. 1 on Form 10-K/A (the “Amendment”) amends the Annual Report on Form 10-K of Diodes Incorporated (the “Company”) for the fiscal year ended December 31, 2007, originally filed with the Securities and Exchange Commission (the “SEC”) on February 29, 2008 (the “Original Filing”). The Company is filing this Amendment to include certain exhibits required by Part IV, Item 15(b) that were unintentionally omitted from the Original Filing. In addition, in connection with the filing of this Amendment and pursuant to the rules of the SEC, the Company is including with this Amendment certain currently dated certifications (the original signed certifications were obtained by us prior to our filing of the Original Filing with the SEC). Accordingly, Item 15(b) of Part IV has also been amended to reflect the filing of these currently dated certifications. However, in order to reduce printing and mailing costs, for purposes of providing the disclosure required under SEC rules, in the Company’s fiscal 2007 Annual Report to Shareholders (the “Annual Report”), the Company intends to provide shareholders (1) this Form 10-K/A, without exhibit index and exhibits, together with (2) the Original Filing filed on February 29, 2008 including the currently dated certifications and previously omitted exhibit.

This Form 10-K/A does not attempt to modify or update any other disclosures set forth in the Original Filing, except as required to reflect the additional information included in Part IV of this Form 10-K/A. Additionally, this amended Form 10-K/A, except for the additional information included in Part IV, is as of the filing date of the Original Filing and does not update or discuss any other Company developments subsequent to the date of the Original Filing.

## PART IV

**Item 15. Exhibits and Financial Statement Schedules**

**(b) Exhibits**

The exhibits listed on the Index to Exhibits at page 5 are filed as exhibits or incorporated by reference to this Annual Report on Form 10-K/A.

## INDEX TO EXHIBITS

<u>Number</u>	<u>Description</u>
2.1	Stock Purchase Agreement dated as of December 20, 2005, by and among DII Taiwan Corporation Ltd., Anachip Corporation, Lite-On Semiconductor Corporation, Shin Sheng Investment Limited and Sun Shining Investment Corp. <sup>(1)</sup>
2.2	Asset Purchase Agreement dated as of October 18, 2006, by and among DII Taiwan Corporation Ltd., APD Semiconductor, Inc. and Certain Shareholders Thereof, and entered into by the parties on October 19, 2006 <sup>(2)</sup>
2.3	Amendment to the Asset Purchase Agreement, dated October 18, 2006, by and among Diodes Incorporated, DII Taiwan Corporation Ltd., APD Semiconductor, Inc. and APD Semiconductor (Asia) Inc., and entered into by the parties on October 19, 2006 <sup>(3)</sup>
2.4	Second Amendment to Asset Purchase Agreement dated as of October 31, 2006, by and among Diodes Incorporated, DII Taiwan Corporation Ltd., APD Semiconductor, Inc. and APD Semiconductor (Asia) Inc <sup>(4)</sup>
3.1	Certificate of Incorporation, as amended <sup>(5)</sup>
3.2	Amended By-laws of the Company dated July 19, 2007 <sup>(6)</sup>
4.1	Form of Certificate for Common Stock, par value \$0.66 2/3 per share <sup>(7)</sup>
4.2	Form of Convertible Senior Notes due 2026 <sup>(8)</sup>
4.3	Form of Indenture for the Convertible Senior Notes due 2026 <sup>(9)</sup>
10.1 *	Company's 401(k) Plan - Adoption Agreement <sup>(10)</sup>
10.2 *	Company's 401(k) Plan - Basic Plan Documentation #03 <sup>(10)</sup>
10.3 *	Company's Incentive Bonus Plan <sup>(11)</sup>
10.4 *	Company's 1993 Non-Qualified Stock Option Plan <sup>(11)</sup>
10.5 *	Company's 1993 Incentive Stock Option Plan <sup>(10)</sup>
10.6	KaiHong Compensation Trade Agreement for SOT-23 Product <sup>(12)</sup>
10.7	KaiHong Compensation Trade Agreement for MELF Product <sup>(13)</sup>
10.8	Lite-On Power Semiconductor Corporation Distributorship Agreement <sup>(14)</sup>
10.9	Loan Agreement between the Company and FabTech Incorporated <sup>(15)</sup>
10.10	KaiHong Joint Venture Agreement between the Company and Mrs. J.H. Xing <sup>(15)</sup>
10.11	Quality Assurance Consulting Agreement between LPSC and Shanghai KaiHong Electronic Company, Ltd. <sup>(16)</sup>
10.12	Guaranty Agreement between the Company and Shanghai KaiHong Electronic Co., Ltd. <sup>(17)</sup>
10.13	Guaranty Agreement between the Company and Xing International, Inc. <sup>(17)</sup>
10.14	Bank Guaranty for Shanghai KaiHong Electronic Co., LTD <sup>(18)</sup>
10.15	Consulting Agreement between the Company and J.Y. Xing <sup>(19)</sup>
10.16	Diodes-Taiwan Relationship Agreement for FabTech Wafer Sales <sup>(20)</sup>
10.17	Volume Purchase Agreement dated as of October 25, 2000, between FabTech, Inc. and Lite-On Power Semiconductor Corporation <sup>(21)</sup>
10.18	Diodes Incorporated Building Lease - Third Amendment <sup>(22)</sup>
10.19*	2001 Omnibus Equity Incentive Plan <sup>(23)</sup>
10.20	Sale and Leaseback Agreement between the Company and Shanghai Ding Hong Company, Ltd. <sup>(24)</sup>
10.21	Lease Agreement between the Company and Shanghai Ding Hong Company, Ltd. <sup>(24)</sup>
10.22	Lease Agreement for Plant #2 between the Company and Shanghai Ding Hong Electronic Equipment Limited <sup>(25)</sup>
10.23	\$5 Million Term Note with Union Bank <sup>(25)</sup>
10.24	First Amendment To Amended And Restated Credit Agreement <sup>(25)</sup>
10.25	Covenant Agreement between Union Bank and FabTech, Inc. <sup>(25)</sup>
10.26	Amendment to The Sale and Lease Agreement dated as January 31, 2002 with Shanghai Ding Hong Electronic Co., Ltd. <sup>(25)</sup>
10.27	Lease Agreement between Diodes Shanghai and Shanghai Yuan Hao Electronic Co., Ltd. <sup>(25)</sup>
10.28	Supplementary to the Lease agreement dated as September 30, 2003 with Shanghai Ding Hong Electronic Co., Ltd. <sup>(25)</sup>
10.29	Second Amendment to Amended and Restated Credit Agreement dated as of August 29, 2005, between Diodes Incorporated and Union Bank of California, N.A. <sup>(26)</sup>



- 10.30 Covenant Agreement dated as of August 29, 2005, between FabTech, Inc. and Union Bank of California, N.A. (26)
- 10.31 Revolving Note dated as of August 29, 2005, of Diodes Incorporated payable to Union Bank of California, N.A. (26)
- 10.32 Term Note dated as of August 29, 2005, of FabTech, Inc. payable to Union Bank of California, N.A. (26)
- 10.33 Security Agreement dated as of February 27, 2003, between the Company and Union Bank of California, N.A. (26)
- 10.34 Security Agreement dated as of February 27, 2003, between FabTech, Inc. and Union Bank of California, N.A. (26)
- 10.35 Continuing Guaranty dated as of December 1, 2000, between the Company and Union Bank of California, N.A. (26)

- 10.36 Continuing Guaranty dated as of December 1, 2000, between FabTech, Inc. and Union Bank of California, N.A. (26)
- 10.37\* Employment agreement between Diodes Incorporated and Dr. Keh-Shew Lu dated August 29, 2005 (27)
- 10.38\* Employment agreement between Diodes Incorporated and Joseph Liu, dated August 29, 2005. (27)
- 10.39\* Employment agreement between Diodes Incorporated and Mark King, dated August 29, 2005. (27)
- 10.40\* Employment agreement between Diodes Incorporated and Carl Wertz, dated August 29, 2005. (27)
- 10.41\* Form of Indemnification Agreement between Diodes and its directors and executive officers. (27)
- 10.42 Wafer purchase Agreement dated January 10, 2006 between Diodes Incorporated Taiwan Co., Ltd and Lite-on Semiconductor Corporation (28)
- 10.43 Supplementary to the Lease Agreement dated on September 5, 2004 with Shanghai Ding Hong Electronic Co., Ltd. (29)
- 10.44 Supplementary to the Lease Agreement dated on June 28, 2004 with Shanghai Yuan Hao Electronic Co., Ltd. (29)
- 10.45 Agreement on Application, Construction and Transfer of Power Facilities, dated as of March 15, 2006, between the Company and Shanghai Yahong Electronic Co., Ltd (29)
- 10.46\* Amendment of 1993 Non-Qualified Stock Option Plan, the 1993 Incentive Stock Option Plan and the 2001 Equity Incentive Plan of the Company dated as of September 22, 2006 (30)
- 10.47 Amended and Restated Lease Agreement dated as of September 1, 2006, between Diodes FabTech, Inc. with Townsend Summit, LLC (31)
- 10.48 Agreement on purchase of office building located in Taiwan dated April 14, 2006, between Diodes Taiwan and First International Computer, Inc. (31)
- 10.49\* Deferred Compensation Plan effective January 1, 2007 (32)
- 10.50 A Supplement dated January 1, 2007 to the Lease Agreement on Disposal of Waste and Scraps between Diodes Shanghai and Shanghai Yuan Hao Electronic Co., Ltd. (34)
- 10.51 A Supplement dated January 1, 2007 to the Lease Agreement on Disposal of Waste and Scraps between Diodes China and Shanghai Ding Hong Electronic Co., Ltd. (34)
- 10.52 Plating Process Agreement made and entered into among Diodes China, Diodes Shanghai, Shanghai Ding Hong Electronic Co., Ltd. and Shanghai Micro-Surface Co., Ltd. (34)
- 10.53 Supplementary Agreement dated December 31, 2007 to the Lease Agreement dated June, 28, 2004 for Leasing Diodes Shanghai New Building's Fourth and Fifth Floor between Diodes Shanghai and Shanghai Yuan Hao Electronic Co., Ltd. (34)
- 10.54 Accommodation Building Fourth and Fifth Floor Lease Agreement dated December 31, 2007 between Diodes Shanghai and Shanghai Ding Hong Electronic Co., Ltd. (34)
- 10.55 Consulting Agreement between the Company and Mr. M.K. Lu. (34)
- 14 Code of Ethics for Chief Executive Officer and Senior Financial Officers (33)
- 21\*\* Subsidiaries of the Registrant
- 23.1 Consent of Independent Registered Public Accounting Firm (34)
- 31.1\*\* Certification Pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (dated February 29, 2008)
- 31.1A\*\* Certification Pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (dated March 12, 2008)
- 31.2\*\* Certification Pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (dated February 29, 2008)
- 31.2A\*\* Certification Pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (dated March 12, 2008)
- 32.1\*\* Certification Pursuant to 18 U.S.C. adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (dated February 29, 2008)
- 32.1A\*\* Certification Pursuant to 18 U.S.C. adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (dated March 12, 2008)
- 32.2\*\* Certification Pursuant to 18 U.S.C. adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (dated February 29, 2008)
- 32.2A\*\* Certification Pursuant to 18 U.S.C. adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (dated March 12, 2008)



- (1) Previously filed with Company's Form 8-K, filed with the Commission on December 21, 2005, which is hereby incorporated by reference.
- (2) Previously filed with Company's Form 8-K, filed with the Commission on October 24, 2006 which is hereby incorporated by reference.
- (3) Previously filed with Company's Form 8-K, filed with the Commission on October 24, 2006 which is hereby incorporated by reference.
- (4) Previously filed with Company's Form 8-K, filed with the Commission on November 7, 2006 which is hereby incorporated by reference.
- (5) Previously filed as Exhibit 3.1 of Amendment No. 1 to the Company's Registration Statement on Form S-3 (File No. 333-127833) filed on September 8, 2005, which is hereby incorporated by reference.
- (6) Previously filed with Company's Form 8-K, filed with the Commission on July 23, 2007, which is hereby incorporated by reference.
- (7) Previously filed as Exhibit 4.1 of the Company's Registration Statement on Form S-3 (Registration No. 333-127833 filed on August 25, 2005, which is hereby incorporated by reference.
- (8) Previously filed as Exhibit 4.1 of the Company's Registration Statement on Form S-3 (Registration No. 333-137803) filed on October 4, 2006, which is hereby incorporated by reference.
- (9) Previously filed as Exhibit 4.3 of the Company's Registration Statement on Form S-3 (Registration No. 333-137803) filed on October 4, 2006, which is hereby incorporated by reference.
- (10) Previously filed with Company's Form 10-K, filed with the Commission on March 31, 1995, which is hereby incorporated by reference.
- (11) Previously filed with Company's Form S-8, filed with the Commission on May 9, 1994, which is hereby incorporated by reference.
- (12) Previously filed as Exhibit 10.2 to Form 10-Q/A, filed with the Commission on October 27, 1995, which is hereby incorporated by reference.
- (13) Previously filed as Exhibit 10.3 to Form 10-Q/A, filed with the Commission on October 27, 1995, which is hereby incorporated by reference.
- (14) Previously filed as Exhibit 10.4 to Form 10-Q, filed with the Commission on July 27, 1995, which is hereby incorporated by reference.
- (15) Previously filed with Company's Form 10-K, filed with the Commission on April 1, 1996, which is hereby incorporated by reference.
- (16) Previously filed with Company's Form 10-Q, filed with the Commission on May 15, 1996, which is hereby incorporated by reference.
- (17) Previously filed with Company's Form 10-K, filed with the Commission on March 26, 1997, which is hereby incorporated by reference.
- (18) Previously filed with Company's Form 10-Q, filed with the Commission on August 11, 1998, which is hereby incorporated by reference.
- (19) Previously filed with Company's Form 10-Q, filed with the Commission on November 11, 1998, which is hereby incorporated by reference.
- (20) Previously filed with Company's Form 10-Q, filed with the Commission on August 10, 1999, which is hereby incorporated by reference.
- (21) Previously filed with Company's Form 8-K, filed with the Commission on December 14, 2000, which is hereby incorporated by reference.
- (22) Previously filed with Company's Form 10-Q, filed with the Commission on November 2, 2001, which is hereby incorporated by reference.
- (23) Previously filed with Company's Definitive Proxy Statement, filed with the Commission on April 27, 2001, which is hereby incorporated by reference.
- (24) Previously filed with Company's Form 10-Q, filed with the Commission on May 15, 2002, which is hereby incorporated by reference.
- (25) Previously filed with Company's Form 10-Q, filed with the Commission on August 9, 2004, which is hereby incorporated by reference.
- (26) Previously filed with Company's Form 8-K, filed with the Commission on September 2, 2005, which is hereby incorporated by reference.

- (27) Previously filed with Company's Form 8-K, filed with the Commission on September 2, 2005, which is hereby incorporated by reference.
- (28) Previously filed with Company's Form 8-K, filed with the Commission on January 12, 2006.
- (29) Previously filed with Company's Form 10-Q, filed with the Commission on May 10, 2006, which is hereby incorporated by reference.
- (30) Previously filed with Company's Form 8-K, filed with the Commission on September 26, 2006, which is hereby incorporated by reference.
- (31) Previously filed with Company's Form 8-K, filed with the Commission on October 11, 2006, which is hereby incorporated by reference.
- (32) Previously filed with Company's Form 8-K, filed with the Commission on January 8, 2007.
- (33) Provided in the Corporate Governance portion of the Investor Relations section of the Company's website at <http://www.diodes.com>.
- (34) Previously filed with Company's Form 10-K, filed with the Commission on February 29, 2008.

\* Constitute management contracts, or compensatory plans or arrangements, which are required to be filed pursuant to Item 601 of Regulation S-K.

\*\* Filed herewith.

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) 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

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CARL C. WERTZ  
Chief Financial Officer, Treasurer, and Secretary  
(Principal Financial and Accounting Officer)

March 12, 2008

By: \*

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KEH-SHEW LU  
President and Chief Executive Officer  
(Principal Executive Officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities indicated on March 12, 2008.

\*

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RAYMOND SOONG  
Chairman of the Board of Directors

\*

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C.H. CHEN  
Director

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MICHAEL R. GIORDANO  
Director

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L.P. HSU  
Director

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KEH-SHEW LU  
Director

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JOHN M. STICH  
Director

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SHING MAO

Director

\*By: /s/ Carl C. Wertz

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CARL C. WERTZ  
Attorney-In-Fact

## Exhibit 21

### SUBSIDIARIES OF THE REGISTRANT

1. Diodes Taiwan Incorporated - corporation organized and existing under the laws of the Republic of China (Taiwan) with principal offices located at 5 Fl., 510-16 Chung-Cheng Road, Hsin-Tien City, Taipei, Taiwan, Republic of China. This subsidiary conducts business under its own name and is a wholly owned subsidiary of Diodes International B.V.
2. Shanghai KaiHong Electronic Company, Limited - corporation formed under the laws of the People's Republic of China with principal offices located at No. 999 Chen Chun Road, Xingqiao Town, Songjiang County, Shanghai, People's Republic of China. This subsidiary conducts business under its own name. This is a 95% majority-owned joint venture and a subsidiary of Diodes Hong Kong Holding Company Limited.
3. Diodes FabTech Incorporated - corporation formed under the laws of Delaware with principal offices located at 777 N.W. Blue Parkway, Suite 350, Lee's Summit, Missouri 64086-5709. This subsidiary conducts business under its own name and is a wholly owned subsidiary of Diodes Incorporated. The registrant acquired this business on December 1, 2000.
4. Diodes-Hong Kong Limited - corporation formed under the laws of Hong Kong, China with registered offices located at Unit 511 5/F Tower 1, Silvercord, 30 Canton Rd, Kowloon, Hong Kong, China. This subsidiary conducts business under its own name and is a wholly owned subsidiary of Diodes International B.V.
5. Shanghai KaiHong Technology Company, Limited - corporation formed under the laws of the People's Republic of China with principal offices located at Plant No.1, Lane 18, SanZhuang Road, Songjiang Export Zone, Shanghai, People's Republic of China. This subsidiary conducts business under its own name. This is a 95% majority-owned joint venture and a subsidiary of Diodes Hong Kong Holding Company Limited.
6. Anachip Corporation - corporation organized and existing under the laws of the Republic of China (Taiwan) with principal offices located at 2 Fl., 24-2 Gongyedong 4th Road, Hsinchu Science Park, Hsinchu 230077, Taiwan, Republic of China. This subsidiary conducts business under its own name and is a 99.81% majority-owned subsidiary of Diodes Taiwan Incorporated.
7. Diodes International B.V. - corporation formed under the laws of Netherlands with principal offices located at Prins Bernhardplein 200, 1097JB Amsterdam, Netherlands. This subsidiary conducts business under its own name and is a wholly owned subsidiary of Diodes Incorporated.
8. Diodes Hong Kong Holding Company Limited - corporation formed under the laws of Hong Kong, China with principal offices located at Unit 511 5/F Tower 1, Silvercord, 30 Canton Rd, Kowloon, Hong Kong, China. This subsidiary conducts business under its own name and is a wholly owned subsidiary of Diodes International B.V.
9. Diodes Germany GmbH - corporation formed under the laws of Germany with principal offices located at Prinzregentenstr 18, 80538, Munich, Germany. This subsidiary conducts business under its own name and is a wholly owned subsidiary of Diodes International B.V.
10. Diodes United Kingdom Limited - corporation formed under the laws of United Kingdom with principal offices located at 20-22 Bedford Row, London WC1R 4JS, United Kingdom. This subsidiary conducts business under its own name and is a wholly owned subsidiary of Diodes International B.V.
11. Diodes Korea Incorporated - corporation formed under the laws of Korea with principal offices located at 6Fl, Changhwa Building, 1005-5, Yeongtong-dong, Yeongtong-gu, Suwon-si, Gyeonggi-do, Korea, 443813. This subsidiary conducts business under its own name and is a wholly owned subsidiary of Diodes International B.V.



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

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

1. I have reviewed this Annual Report on Form 10-K 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: February 29, 2008

## Exhibit 31.1A

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

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

1. I have reviewed this Annual Report on Form 10-K/A 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: March 12, 2008

## 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 Annual Report on Form 10-K 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: February 29, 2008

**Exhibit 31.2A**

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

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

1. I have reviewed this Annual Report on Form 10-K/A 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: March 12, 2008

**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 Annual Report on Form 10-K for the twelve-month period ended December 31, 2007 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: February 29, 2008

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



**Exhibit 32.1A**

**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 Annual Report on Form 10-K/A for the twelve-month period ended December 31, 2007 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: March 12, 2008

A signed original of this written statement required by Section 906 has been provided to Diodes Incorporated and will be retained by Diodes Incorporated and 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 Annual Report on Form 10-K for the twelve-month period ended December 31, 2007 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: February 29, 2008

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

**Exhibit 32.2A**

**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 Annual Report on Form 10-K/A for the twelve-month period ended December 31, 2007 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: March 12, 2008

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

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