

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

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934  
For the quarterly period ended **March 31, 2006**

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)

**91362**

**3050 East Hillcrest Drive**  
**Westlake Village, California**  
(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  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one)

Large accelerated filer  Accelerated filer  Non-accelerated filer

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

Yes  No

The number of shares of the registrant's Common Stock outstanding as of May 5, 2006 was 25,529,788.

**PART I - FINANCIAL INFORMATION**

**Item 1 - Financial Statements**

**DIODES INCORPORATED AND SUBSIDIARIES  
CONSOLIDATED CONDENSED BALANCE SHEET**

**ASSETS**

	<b>December 31, 2005</b>	<b>December 31, 2006</b>
<b>CURRENT ASSETS</b>		<b>(unaudited)</b>
Cash and equivalents	\$ 73,288,000	\$ 53,671,000
Short-term investments	40,348,000	45,806,000
Total cash and short-term investments	113,636,000	99,477,000
Accounts receivable		
Customers	48,348,000	54,611,000
Related parties	6,804,000	6,107,000
	55,152,000	60,718,000
Less: Allowance for doubtful receivables	(534,000)	(568,000)
	54,618,000	60,150,000
Inventories	24,611,000	36,877,000
Deferred income taxes, current	2,541,000	5,301,000
Prepaid expenses and other current assets	5,326,000	5,978,000
Total current assets	200,732,000	207,783,000
<b>PROPERTY, PLANT AND EQUIPMENT, at cost, net of accumulated depreciation and amortization</b>	<b>68,930,000</b>	<b>76,391,000</b>
<b>DEFERRED INCOME TAXES, non current</b>	<b>8,466,000</b>	<b>7,547,000</b>
<b>OTHER ASSETS</b>		
Equity investment	5,872,000	-
Goodwill	5,090,000	24,383,000
Other	425,000	2,854,000
<b>TOTAL ASSETS</b>	<b>\$ 289,515,000</b>	<b>\$ 318,958,000</b>

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

**DIODES INCORPORATED AND SUBSIDIARIES  
CONSOLIDATED CONDENSED BALANCE SHEET**

**LIABILITIES AND STOCKHOLDERS' EQUITY**

	<u>December 31,</u> <u>2005</u>	<u>March 31,</u> <u>2006</u> <u>(unaudited)</u>
<b>CURRENT LIABILITIES</b>		
Line of credit	\$ 3,000,000	\$ 4,712,000
Accounts payable		
Trade	18,619,000	29,047,000
Related parties	7,921,000	11,145,000
Accrued liabilities	19,782,000	21,635,000
Current portion of long-term debt		
Related party	-	-
Other	4,621,000	1,937,000
Current portion of capital lease obligations	138,000	139,000
	<u>54,081,000</u>	<u>68,615,000</u>
<b>LONG-TERM DEBT, net of current portion</b>		
Related party	-	-
Other	4,865,000	4,679,000
	<u>1,618,000</u>	<u>1,568,000</u>
<b>CAPITAL LEASE OBLIGATIONS, net of current portion</b>		
	<u>1,618,000</u>	<u>1,568,000</u>
<b>MINORITY INTEREST IN JOINT VENTURE</b>		
	<u>3,477,000</u>	<u>3,728,000</u>
<b>STOCKHOLDERS' EQUITY</b>		
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; 25,258,119 and 25,516,788 shares issued at December 31, 2005 and March 31, 2006, respectively	16,839,000	17,007,000
Additional paid-in capital	94,664,000	100,106,000
Retained earnings	114,659,000	123,971,000
	<u>226,162,000</u>	<u>241,084,000</u>
Less:		
Accumulated other comprehensive loss	(688,000)	(716,000)
	<u>225,474,000</u>	<u>240,368,000</u>
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>	<u>\$ 289,515,000</u>	<u>\$ 318,958,000</u>

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

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

	<b>Three Months Ended</b>	
	<b>March 31,</b>	
	2005	2006
<b>Net sales</b>	\$ 48,600,000	\$ 73,589,000
<b>Cost of goods sold</b>	32,004,000	49,375,000
Gross profit	16,596,000	24,214,000
<b>Selling and general administrative expenses</b>	6,692,000	11,284,000
<b>Research and development expenses</b>	900,000	1,966,000
<b>Loss (gain) on fixed assets</b>	(105,000)	120,000
Total operating expenses	7,487,000	13,370,000
Income from operations	9,109,000	10,844,000
<b>Other income (expense)</b>		
Interest income	4,000	734,000
Interest expense	(159,000)	(140,000)
Other	(42,000)	(207,000)
	(197,000)	387,000
Income before income taxes and minority interest	8,912,000	11,231,000
<b>Income tax provision</b>	(1,433,000)	(1,690,000)
Income before minority interest	7,479,000	9,541,000
<b>Minority interest in joint venture earnings</b>	(239,000)	(229,000)
<b>Net income</b>	<u>\$ 7,240,000</u>	<u>\$ 9,312,000</u>
<b>Earnings per share</b>		
Basic	\$ 0.34	\$ 0.37
Diluted	<u>\$ 0.31</u>	<u>\$ 0.34</u>
<b>Number of shares used in computation</b>		
Basic	21,326,865	25,348,986
Diluted	<u>23,525,022</u>	<u>27,679,070</u>

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

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

	Three Months Ended	
	March 31,	
	2005	2006
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Net income	\$ 7,240,000	\$ 9,312,000
<b>Adjustments to reconcile net income to net cash provided by operating activities:</b>		
Depreciation and amortization	3,910,000	4,673,000
Minority interest earnings	239,000	229,000
Share-based compensation	-	1,891,000
Loss (gain) on fixed assets	(105,000)	120,000
Changes in operating assets:		
Accounts receivable	(800,000)	5,961,000
Inventories	1,011,000	(5,216,000)
Prepaid expenses and others	1,932,000	(127,000)
Deferred income taxes	315,000	(1,841,000)
Changes in operating liabilities:		
Accounts payable	564,000	2,893,000
Accrued liabilities	(2,162,000)	(1,364,000)
Income tax payable	(402,000)	438,000
Net cash provided by operating activities	<u>11,742,000</u>	<u>16,969,000</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Purchase of property, plant and equipment	(2,786,000)	(11,616,000)
Proceeds from sale of property, plant and equipment	-	27,000
Purchase of available-for-sale securities	-	(5,458,000)
Acquisitions, net of cash acquired	-	(18,747,000)
Net cash used by investing activities	<u>(2,786,000)</u>	<u>(35,794,000)</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Repayments of line of credit, net	(2,032,000)	(1,052,000)
Net proceeds from the issuance of common stock	763,000	1,246,000
Excess tax benefits associated with share-based compensation	624,000	2,473,000
Proceeds from long-term debt	1,170,000	-
Repayments of long-term debt	(875,000)	(3,382,000)
Repayments of capital lease obligations	(51,000)	(49,000)
Management incentive reimbursement from LSC	375,000	-
Net cash used by financing activities	<u>(26,000)</u>	<u>(764,000)</u>
<b>EFFECT OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS</b>	22,000	(28,000)
<b>INCREASE (DECREASE) IN CASH AND EQUIVALENTS</b>	8,952,000	(19,617,000)
<b>CASH, BEGINNING OF PERIOD</b>	<u>18,970,000</u>	<u>73,288,000</u>
<b>CASH, END OF PERIOD</b>	<u>\$ 27,922,000</u>	<u>\$ 53,671,000</u>

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

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

<b>SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION</b>	<b>Three Months Ended</b>	
	<b>March 31,</b>	
	<b>2005</b>	<b>2006</b>
Cash paid during the year for:		
Interest	\$ 472,000	\$ 451,000
Income taxes	\$ 1,070,000	\$ 915,000
Non-cash activities:		
Tax benefits related to stock options credited to paid-in capital	\$ 1,312,000	\$ 2,473,000
Property, plant and equipment purchased on accounts payable	\$ 48,000	\$ (1,690,000)
<p>The Company purchased 99.81% of capital stock of Anachip Corporation for approximately \$31 million (including approximately \$5.8 million paid in 2005). In conjunction with the acquisition, liabilities assumed were as follows:</p>		
Fair value of assets acquired	\$ -	\$ 47,042,000
Cash paid for capital stock	\$ -	\$ (28,516,000)
Increase in accounts payable related to business acquisition	\$ -	\$ (2,488,000)
Total liabilities assumed	\$ -	\$ 16,038,000

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

**DIODES INCORPORATED AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS**  
(Unaudited)

**NOTE A - Basis of Presentation**

Unless the context otherwise requires, the words “Diodes,” “we,” “us” and “our” refer to Diodes Incorporated and its subsidiaries. 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, 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 our Annual Report on Form 10-K for the year ended December 31, 2005. 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 three months ended March 31, 2006 are not necessarily indicative of the results that may be expected for the year ending December 31, 2006. The consolidated financial data at December 31, 2005 is derived from audited financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2005.

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”), Diodes Hong Kong Ltd. (“Diodes-Hong Kong”), and Anachip Corporation (Diodes-Anachip), the accounts of Shanghai KaiHong Electronics Co., Ltd. (“Diodes-China”) and Diodes Shanghai Co., Ltd. (“Diodes-Shanghai”) in which we have 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 Gain/Loss and Foreign Currency Translation**

Through our subsidiaries, we maintain operations in Taiwan, Hong Kong and China. We believe the New Taiwan (“NT”) dollar as the functional currency at our Taiwan subsidiaries most appropriately reflects the current economic facts and circumstances of the operations. We continue to use the U.S. dollar as the functional currency at our subsidiaries in China and Hong Kong, as substantially all monetary transactions are made in that currency, and other significant economic facts and circumstances currently support that position. As these factors may change in the future, we will periodically assess our position with respect to the functional currency of our foreign subsidiaries. Included in net income are foreign currency exchange losses of approximately \$292,000 and \$43,000 for the three-month period ending March 31, 2006 and 2005, respectively.

Accounting principles generally require that recognized revenue, expenses, gains and losses be included in net income. Although certain changes in assets and liabilities are reported as a separate component of the equity section of the balance sheet, such items, along with net income, are components of comprehensive income. The components of other comprehensive income include foreign currency translation adjustments. Accumulated other comprehensive loss at December 31, 2005 and March 31, 2006 was \$688,000 and \$716,000, respectively.

**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.

	<u>December 31,</u> <u>2005</u>	<u>March 31,</u> <u>2006</u>
Finished goods	\$ 14,722,000	\$ 23,899,000
Work-in-progress	3,002,000	6,938,000
Raw materials	9,534,000	11,137,000
	<u>27,258,000</u>	<u>41,974,000</u>
Less: reserves	<u>(2,647,000)</u>	<u>(5,097,000)</u>
	<u>\$ 24,611,000</u>	<u>\$ 36,877,000</u>

**NOTE D - Income Tax Provision**

We recognized income tax expense of \$1.7 million for the first quarter of 2006, resulting in an effective tax rate of 15.0%, as compared to 16.1% in the same period last year, due primarily to an increase in profits earned in lower tax rate jurisdictions. We continue to take advantage of available strategies to optimize our tax rate across the jurisdictions in which we operate. In 2005 we had recorded approximately \$1.1 million in deferred taxes for earnings of its foreign subsidiaries, primarily Diodes-Hong Kong. For the three months ended March 31, 2006, we have accrued an additional \$548,000 for taxes on a future dividend from our foreign subsidiaries.

Our global presence requires us to pay income taxes in a number of jurisdictions. In general, earnings in the United States and Taiwan are currently subject to tax rates of 39.0% and 35.0%, respectively. Earnings of Diodes-Hong Kong are currently subject to a 17.5% tax for local sales or local source sales; all other sales are foreign income tax-free. Earnings at Diodes-Taiwan and Diodes-Hong Kong are also subject to U.S. taxes with respect to those earnings that are derived from product manufactured by our China subsidiaries and sold to customers outside of Taiwan and Hong Kong, respectively. The U.S. tax rate on these earnings is computed as the difference between the foreign effective tax rates and the U.S. tax rate. In accordance with U.S. tax law, we receive credit against our U.S. federal tax liability for income taxes paid by our foreign subsidiaries.

As an incentive for establishing Diodes-China in 1996, and in accordance with the current taxation policies of China, Diodes-China received preferential tax treatment for the years ended December 31, 1996 through 2005 and the three months ended March 31, 2006.

Diodes-China is located in the Songjiang district, where the standard central government tax rate is 24.0%. However, as an incentive for establishing Diodes-China, the earnings of Diodes-China were subject to a 0% tax rate by the central government from 1996 through 2000, and to a 12.0% tax rate from 2001 through 2005. For 2006 and future years, Diodes-China's earnings will continue to be subject to a 12.0% tax rate provided it exports at least 70.0% of its net sales. In addition, due to a \$18.5 million permanent re-investment of Diodes-China earnings in 2004, Diodes-China has applied to the Chinese government for additional preferential tax treatment on earnings that are generated by this \$18.5 million investment. If approved, those earnings will be exempted from central government income tax for two years, and then subject to a 12.0% tax rate for the following three years.



In addition, the earnings of Diodes-China would ordinarily be subject to a standard local government tax rate of 3.0%. However, as an incentive for establishing Diodes-China the local government waived this tax from 1996 through the first quarter of 2006. Management expects this tax to be waived for at least the remainder of 2006; however, the local government can re-impose this tax at any time in its discretion.

In 2004, we established Diodes-Shanghai located in the Songjiang Export Zone of Shanghai, China. In the Songjiang Export Zone, the central government's standard tax rate is 15.0%. There is no local government tax. During 2004, Diodes-Shanghai earnings were subject to the standard 15.0% central government tax rate.

As an incentive for establishing Diodes-Shanghai, for 2005 and 2006, the earnings of Diodes-Shanghai are exempted from central government income tax, and for the years 2007 through 2009 its earnings will be subject to a 7.5% tax rate. From 2010 onward, provided that Diodes-Shanghai exports over 70.0% of its net sales, the earnings will be subject to a 10.0% tax rate. We currently intend to maintain this volume of exports in the future.

As an incentive for the formation of Anachip, earnings of Anachip are subject to a five-year tax holiday. We are currently evaluating the optimal year to begin this tax holiday. The Taiwanese statutory tax rate for Anachip earnings is 35%.

#### **NOTE E - Share-based Compensation**

**Stock Options.** We maintain share-based compensation plans for our Board of Directors (the Board), officers, and key employees, which provide for non-qualified and incentive stock options. The plans are described more fully in Note 9 of our audited financial statements included in the Annual Report on Form 10-K for the year ended December 31, 2005. Through March 31, 2006, substantially all stock options granted vest in equal annual installments over a three-year period and expire ten years after the grant date.

Prior to January 1, 2006, we accounted for those plans under the recognition and measurement principles of Accounting Principles 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.

Effective in January 1, 2006, we adopted Statement of Financial Accounting Standards (SFAS) No. 123R, "Share-Based Payments" (SFAS 123R) using the modified prospective method. Under SFAS 123R, we are required to select a valuation technique or option-pricing model that meets the criteria as stated in the standard, which includes a binomial model and the Black-Scholes model. At the present time, the Company is continuing to use the Black-Scholes model. The adoption of SFAS 123R, applying the "modified prospective method," as elected by the Company, requires the Company to value stock options prior to its adoption of SFAS 123 under the fair value method and expense these amounts over the stock options remaining vesting period. This resulted in the Company expensing \$1.6 million in the first quarter of fiscal 2006, which was recorded within cost of good sold, general and administrative expense and research and development expense on the Company's condensed consolidated income statement. In addition, SFAS 123R requires the Company to reflect any tax savings resulting from tax deductions in excess of expense reflected in its financial statements as a financing cash inflow in its statement of cash flows rather than as an operating cash flow as in prior periods.

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.

The fair value of each option award is estimated on the date of grant using the Black-Scholes option valuation model using the assumptions noted in the following table. Expected volatility is based on the historical volatility of the Company's stock and other factors while considering changes in capital structure, changes in market capitalization and management's future expectations. The Company uses historical data to estimate option exercises, expected term and employee terminations (forfeitures). Each group of employees that have similar historical exercise behavior are considered separately for valuation purposes. The expected term of options granted represents the period of time that options granted are expected to be outstanding. The risk-free interest rate is based on the Constant Maturity Treasury (CMT) Index for periods corresponding with the expected term of the options at the time of grant. The following is the weighted average of the data used to calculate the estimated fair value of the options that comprise the \$1.6 million share-based expense for the three-months period ended March 31, 2006:

	2003	2004	2005	March 31, 2006
Expected volatility	66.18%	68.36%	60.00%	50.71%
Expected term (in years)	5.0	5.0	5.0	4.8
Risk-free rate	3.31%	3.64%	3.85%	4.39%
Expected forfeitures	2.77%	2.64%	2.54%	2.56%

A summary of the stock option plans as of March 31, 2006 follows:

Stock options	Shares (000)	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (yrs)	Aggregate Intrinsic Value (\$000)
Outstanding at December 31, 2005	4,095	\$ 10.45		
Granted	73	34.73		
Exercised	(239)	5.41		
Forfeited or expired	(21)	17.48		
Outstanding at March 31, 2006	3,908	\$ 11.19	6.8	\$ 118,435
Exercisable at March 31, 2006	2,335	\$ 6.61	5.5	\$ 81,462

The weighted-average grant-date fair value of options granted during the first quarter of 2006 was \$16.79. The total intrinsic value (actual gain) of options exercised during the first quarter of 2006 was approximately \$7.2 million. Cash received from option exercise under all share-based payment arrangements for the three months ended March 31, 2006 was \$1.3 million and the actual tax benefit realized for the tax deductions from option exercise of the share-based payment arrangements totaled \$2.5 million for the same reporting period.

**Share Grants.** On May 31, 2005, our Board appointed Dr. Keh-Shew Lu as the President and the Chief Executive Officer of Diodes Incorporated effective as of June 1, 2005. Dr. Lu received an inducement restricted stock grant of 270,000 shares (split adjusted) of our Common Stock under our Incentive Bonus Plan. On May 31, 2005, C.H. Chen, who had served as the President and the Chief Executive Officer of Diodes Incorporated since March 2000, resigned from those positions, and was appointed as the Vice Chairman of Diodes Incorporated's Board, effective as of June 1, 2005. Mr. Chen received a restricted stock grant of 60,000 shares (split adjusted) of our Common Stock under our 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 restricted stock grants will be recorded each quarter as a non-cash operating expense item. As of March 31, 2006, there was \$3.7 million of total unrecognized compensation cost related to non-vested share-based compensation. That cost is expected to be recognized over a weighted-average period of 3.3 years. In the first quarter of 2006, an expense of \$296,000 was recorded. In addition to the expense, the effect of the above restricted stock grants are included in the diluted shares outstanding calculation.

Under the modified prospective application method, results for periods prior to January 1, 2006, have not been restated to reflect the effects of implementing SFAS 123R. The following pro forma information, as required by SFAS No. 148, "Accounting for Stock-Based Compensation—Transition and Disclosure, an amendment of FASB statement No.123," is presented for comparative purposes and illustrates the pro forma effect on net income and earnings per share for the period ended March 31, 2005, as if we had applied the fair value recognition provisions of SFAS No. 123 to the stock-based compensation for that period:

	<b>Three Months Ended March 31, 2005</b>
<b>Net income, as reported</b>	<b>\$ 7,240,000</b>
Deduct: Total stock-based compensation expense determined under fair value based method for all awards, net of tax benefits	(516,000)
<b>Pro forma net income</b>	<b>\$ 6,724,000</b>
<b>Earnings per share:</b>	
<b>Basic</b>	
- as reported	\$ 0.34
- pro forma	\$ 0.31
<b>Diluted</b>	
- as reported	\$ 0.31
- pro forma	\$ 0.29

**NOTE F -Segment Information**

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. Our chief decision-making group consists of the President and Chief Executive Officer, Chief Financial Officer, Senior Vice President of Sales and Marketing, and Senior Vice President of Operations. We operate in a single segment, semiconductor devices, through our various manufacturing and distribution facilities.

Our 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; Anachip Corporation 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 3.3% of total sales for the three months ended March 31, 2006 (2.5% for the first quarter of 2005), are consolidated into the domestic (North America) operations.

The accounting policies of the operating segments 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.

<b>Three Months Ended March 31, 2005</b>	<b>Far East</b>	<b>North America</b>	<b>Consolidated Segments</b>
Total sales	\$ 52,715,000	\$ 21,370,000	\$ 74,085,000
Inter-company sales	(21,834,000)	(3,651,000)	(25,485,000)
Net sales	\$ 30,881,000	\$ 17,719,000	\$ 48,600,000
Property, plant and equipment	\$ 47,315,000	\$ 12,128,000	\$ 59,443,000
Assets	\$ 124,722,000	\$ 47,963,000	\$ 172,685,000

<b>Three Months Ended March 31, 2006</b>	<b>Far East</b>	<b>North America</b>	<b>Consolidated Segments</b>
Total sales	\$ 80,331,000	\$ 27,116,000	\$ 107,447,000
Inter-company sales	(29,208,000)	(4,650,000)	(33,858,000)
Net sales	\$ 51,123,000	\$ 22,466,000	\$ 73,589,000
Property, plant and equipment	\$ 65,669,000	\$ 10,722,000	\$ 76,391,000
Assets	\$ 192,748,000	\$ 126,210,000	\$ 318,958,000

## Geographic Information

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

	Net Sales for the three months ended March 31,		Percentage of net sales	
	2005	2006	2005	2006
	(Dollars in thousands)			
China	\$ 12,684	\$ 25,569	26.1%	34.7%
Taiwan	16,563	18,271	34.1%	24.8%
United States	12,072	17,591	24.8%	23.9%
All Others	7,281	12,158	15.0%	16.6%
<b>Total</b>	<b>\$ 48,600</b>	<b>\$ 73,589</b>	<b>100.0%</b>	<b>100.0%</b>

## NOTE G - Business Acquisition

On December 20, 2005, the Company entered into a definitive stock purchase agreement to acquire Anachip Corporation, a Taiwanese fabless analog IC company.

Headquartered in the Hsinchu Science Park in Taiwan, Anachip's main product focus is Power Management ICs. Anachip's products are widely used in LCD monitor/TV's, wireless 802.11 LAN access points, brushless DC motor fans, portable DVD players, datacom devices, ADSL modems, TV/satellite set-top boxes, and power supplies.

The selling shareholders of Anachip stock included Lite-On Semiconductor Corporation (LSC) (which owned approximately 60% of Anachip's outstanding capital stock), and two Taiwanese venture capital firms (together owning approximately 20% of Anachip's stock), as well as current and former Anachip employees.

At December 31, 2005, the Company had purchased an aggregate of 9,433,613 shares (or approximately 18.9%) of the 50,000,000 outstanding shares of the capital stock of Anachip. On January 10, 2006, (the closing date of the acquisition) the Company purchased an additional 40,470,212 shares and therefore, the Company holds approximately 99.81% of the Anachip capital stock. At December 31, 2005, the investment in Anachip is recorded under the equity method; however, the Company did not record income from the investment on the consolidated financial statements for the ten days ending December 31, 2005, as the amount was not material. As of result of the additional Anachip interest acquired during 2006, Anachip was consolidated beginning the first fiscal quarter of 2006.

The purchase price of the acquisition was NT\$20 per share (approximately US\$31 million). The following table summarizes management's preliminary estimates of the fair values of the assets acquired and liabilities assumed at the date of acquisition. The allocation of the purchase price is subject to refinement for final determination of fair value.

	<b>Original Amount Disclosed in 2005 Form 10-K (unaudited)</b>	<b>Purchase Adjustments</b>	<b>Total Allocation</b>
Current assets	\$ 23,752,000	\$ (724,000)	\$ 23,028,000
Fixed assets/non-current	2,045,000	(11,000)	2,034,000
Intangible assets			0
Patents and trademarks	2,269,000	167,000	2,436,000
Computer cost	246,000	4,000	250,000
Goodwill	19,541,000	(247,000)	19,294,000
<b>Total assets acquired</b>	<b>47,853,000</b>	<b>(811,000)</b>	<b>47,042,000</b>
Current liabilities	(16,829,000)	1,457,000	(15,372,000)
Non-current liabilities	(655,000)	(11,000)	(666,000)
<b>Total liabilities assumed</b>	<b>(17,484,000)</b>	<b>1,446,000</b>	<b>(16,038,000)</b>
<b>Total purchase price</b>	<b>\$ 30,369,000</b>	<b>\$ 635,000</b>	<b>\$ 31,004,000</b>

Purchase adjustments primarily relate to acquisition costs and refinement to estimated fair values of assets acquired and liabilities assumed.

The acquired intangible assets include patents and trademarks of \$2.4 million with an approximately 10-year weighted-average useful life, and computer costs of \$246,000 with a weighted-average useful life of approximately 3-7 years. The recorded goodwill was assigned primarily to the analog IC segment.

The following unaudited table summarizes the supplemental pro forma information for the three months ended March 31, 2005 as though the acquisition had been completed as of the beginning of that reporting period.

	<b>Three months ended March 31, 2005</b>	
	<b>As reported</b>	<b>Pro forma</b>
<b>Revenue</b>	\$ 48,600,000	\$ 59,163,000
<b>Net Income</b>	7,240,000	7,506,000
<b>Earnings per share</b>		
<b>Basic</b>	<u>\$ 0.34</u>	<u>\$ 0.35</u>
<b>Diluted</b>	<u>\$ 0.31</u>	<u>\$ 0.32</u>

#### **NOTE H - Commitments**

In April 2006, the Company signed an agreement to purchase a new building with a contract price of approximately \$6.0 million. This facility will be used to consolidate and expand our sales, administrative, and warehousing offices in Taipei, Taiwan.

#### **NOTE I - Follow-on Public Offering**

During 2005, we sold 3.2 million (stock split adjusted) shares of our Common Stock in a follow-on public offering, raising approximately \$71.7 million (net of commissions and expenses). We used approximately \$30 million of the net proceeds in connection with the Anachip acquisition and we intend to use the remaining net proceeds from this offering for working capital and other general corporate purposes, including acquisitions.

#### **NOTE J - Reclassifications**

In the first quarter of 2006, we adopted Statement of Financial Accounting Standards (SFAS) No. 123R, "Share-Based Payments" using the modified prospective method. SFAS 123R requires that the excess tax benefit associated with an individual share-based payment award be included in the statement of cash flows as a cash inflow from financing activities and a cash outflow from operating activities. The 2005 amounts presented in the accompanying financial statements have been reclassified to conform to 2006 financial statement presentation. These reclassifications had no impact on previously reported net income or stockholders' equity.

#### **NOTE K - Recently Issued Accounting Pronouncements**

In May 2005, the Financial Accounting Standards Board (FASB) issued SFAS No. 154, "Accounting Changes and Error Corrections, A Replacement of APB Opinion No. 20 and FASB Statement No. 3." SFAS 154 requires retrospective application to prior periods' financial statements for changes in accounting principles, unless it is impracticable to determine either the period-specific effects or the cumulative effect of the change. SFAS 154 also requires that retrospective application of a change in accounting principle be limited to the direct effects of the change. Indirect effects of a change in accounting principle, such as a change in non-discretionary profit-sharing payments resulting from an accounting change, should be recognized in the period of the accounting change. SFAS 154 also requires that a change in depreciation, amortization, or depletion method for long-lived, non-financial assets be accounted for as a change in accounting estimate effected by a change in accounting principle. SFAS 154 is effective for accounting changes and corrections of errors made in fiscal years beginning after December 15, 2005. Early adoption is permitted for accounting changes and corrections of errors made in fiscal years beginning after the date this Statement is issued. The Company does not anticipate a material impact on the financial statements from the adoption of this consensus.

In March 2005, the FASB issued FASB Interpretation (FIN) No. 47, "Accounting for Conditional Asset Retirement Obligations, An Interpretation of FASB Statement No. 143," which requires an entity to recognize a liability for the fair value of a conditional asset retirement obligation when incurred if the liability's fair value can be reasonably estimated. The adoption of this Interpretation did not have a material impact on the Company's consolidated financial position, results of operations or cash flows.

In December 2004, the FASB also issued SFAS No. 151, "*Inventory Costs, an amendment of ARB No. 43, Chapter 4.*" This standard clarifies that abnormal amounts of idle facility expense, freight, handling costs and wasted material should be expensed as incurred and not included in overhead. In addition, this standard requires that the allocation of fixed production overhead costs to inventory be based on the normal capacity of the production facilities. The provisions of this standard are effective for the fiscal years beginning after June 15, 2005. The Company is currently evaluating the potential impact of this standard on its financial position and results of operations, but does not believe the impact of the change will be material.

## 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. Unless the context otherwise requires, the words "Diodes", "we", "us" and "our" refer to Diodes Incorporated and its subsidiaries.

This management discussion should be read in conjunction with the management discussion included in the Company's fiscal 2005 annual report on Form 10-K previously filed with Securities and Exchange Commission.

### Overview

We are a global supplier of discrete and analog semiconductor products. We design, manufacture and market these semiconductors focused on diverse end-use applications in the consumer electronics, computing, industrial, communications and automotive sectors. Our semiconductors, which provide electronic signal amplification and switching functions, are basic building-block electronic components that are incorporated into almost every electronic device. We believe that our product focus provides us with a meaningful competitive advantage relative to broadline semiconductor companies that provide a wider range of semiconductor products.

We are headquartered in Westlake Village, California, near Los Angeles. Our two manufacturing facilities are located in Shanghai, China; our wafer fabrication facility is in Kansas City, Missouri; our sales and marketing and logistical centers are located in Taipei, Taiwan; Shanghai and Shenzhen, China; and Hong Kong, and our newly acquired fabless IC design company, Anachip, is located in Hsinchu, Taiwan. We also have regional sales offices or representatives in: Derbyshire, England; Toulouse, France; Frankfurt, Germany; and various cities in the United States.

In 1998, we began to transform our business from the distribution of discrete semiconductors manufactured by others to the design, manufacture and marketing of discrete semiconductor products using our internal manufacturing capabilities. The key elements of our strategy of transforming our business from a distribution-based model to one primarily based on the design and manufacture of proprietary products are:

- ∅ expanding our manufacturing capacity, including establishing integrated state-of-the-art packaging and testing facilities in Asia, in 1998 and 2004, and acquiring a wafer foundry in the United States in 2000;
- ∅ expanding our sales and marketing organization in Asia in order to address the shift of manufacturing of electronics products from the United States to Asia;
- ∅ establishing our sales and marketing organization in Europe commencing in 2002; and
- ∅ expanding the number of our field application engineers to design our products into specific end-user applications.

In implementing this strategy, the following factors have affected, and, we believe, will continue to affect, our results of operations:

- ∅ Since 1998, we have experienced increases in the demand for our products, and substantial pressure from our customers and competitors to reduce the selling price of our products. We expect future increases in net income to result primarily from increases in sales volume and improvements in product mix in order to offset reduced average selling prices of our products.



- Ø As part of our growth strategy, in December 2005, we announced the acquisition of Anachip, a fabless Taiwanese semiconductor company focused on the standard analog markets. The acquisition, which closed on January 10, 2006, fits in the center of our long-term strategy. Anachip's main product focus is Power Management ICs. The analog devices they produce are used in LCD monitor/TV's, wireless LAN 802.11 access points, brushless DC motor fans, portable DVD players, datacom devices, ADSL modems, TV/satellite set-top boxes, and power supplies. Anachip brings a design team with strong capabilities in a range of targeted analog and power management technologies. This acquisition also shows our disciplined approach to making acquisitions. We paid approximately \$31 million to acquire Anachip, which had power management IC revenues of approximately \$35 million in 2005. The acquisition was accretive to our first quarter 2006 earnings, and is expected to be accretive to our full-year 2006 earnings.
- Ø In 2005 and first three months ended March 31, 2006, 15.3% and 23.3%, respectively, of our net sales were derived from products introduced within the last three years, which we term "new products," compared to 14.3% in 2004. The significant increase in new products primarily resulted from the Anachip acquisition. New products generally have gross profit margins that are higher than the margins of our standard products. We expect net sales derived from new products to increase in absolute terms, although our net sales of new products as a percentage of our net sales will depend on the demand for our standard products, as well as our product mix.
- Ø Our gross profit margin was 32.9% in the first quarter of 2006, compared to 34.1% in the same period of 2005. As expected, our gross margin percentage was lower as we are in the early stages of our manufacturing integration of the analog product line. With the addition of Anachip, we can now pursue adjacent product categories that significantly expand our growth opportunities as well as gross margin potential.
- Ø As of March 31, 2006, we had invested approximately \$105.3 million in our Asian manufacturing facilities. During the first quarter of 2006, we invested approximately \$10 million primarily in our Asian manufacturing facilities, and we expect to invest an additional \$20 to \$24 million in these facility for the remainder of 2006. This was in line with our objective of meeting increased demand and investing in equipment to increase our manufacturing efficiencies, as well as purchases required to integrate the analog manufacturing.
- Ø During the first quarter of 2006, the percentage of our net sales derived from our Asian subsidiaries was 69.5%, compared to 65.4% in 2005 and 59.1% in 2004. We expect our net sales to the Asian market to continue to increase as a percentage of our total net sales for 2006 and beyond as a result of the continuing shift of the manufacture of electronic products from the United States to Asia.
- Ø We have increased our investment in research and development from \$900,000, or 1.9% in the first quarter of 2005 to \$2.0 million, or 2.7% of net sales in the first quarter of 2006, as we completed integrating the Anachip acquisition and continued investing in enhancing current product features and developing new products. We continue to seek to hire qualified engineers who fit our focus on proprietary discrete processes and packaging technologies. Our goal is to expand research and development expenses to approximately 2-3% of net sales as we bring additional proprietary devices to the market.
- Ø During 2005, we sold 3.2 million (split adjusted) shares of our Common Stock in a follow-on public offering, raising approximately \$71.7 million (net of commissions and expenses). We used \$31 million of the net proceeds to acquire Anachip and will use the remaining net proceeds from this offering for working capital and other general corporate purposes, including other potential acquisitions.

## **Related Parties**

We conduct business with two related party companies, Lite-On Semiconductor Corporation (LSC) (and its subsidiaries and affiliates) and Keylink International (formerly Xing International) (and its subsidiaries). LSC is our largest stockholder and owned 23.5% of our outstanding Common Stock as of March 31, 2006. Keylink International is our 5% joint venture partner in Diodes-China and Diodes-Shanghai. C.H. Chen, our previous President and Chief Executive Officer, and Vice Chairman of our Board of Directors, is also Vice Chairman of LSC. M.K. Lu, a member of our Board of Directors, is President of LSC, while Raymond Soong, the Chairman of our Board of Directors, is the Chairman of Lite-On Technology Corporation, a significant shareholder of LSC, as well as Chairman of LSC.

The Audit Committee of our Board of Director reviews all related party transactions for potential conflict of interest situations, and approves all such transactions, in accordance with such procedures as it may adopt from time to time. We believe that all related party transactions are on terms no less favorable to us than would be obtained from unaffiliated third parties.

For the first three months ended March 31, 2006, we sold silicon wafers to LSC totaling 7.3% (9.6% in 2005 and 11.1% in 2004) of our sales, making LSC our largest customer. Also during first quarter of 2006, 14.0% (14.7% in 2005 and 17.2% in 2004) of our sales were from discrete semiconductor products purchased from LSC for subsequent sale by us, making LSC our largest outside supplier. In addition, companies affiliated with LSC, which we refer to collectively as The Lite-On Group, accounted for 3.3%, 4.2% and 2.3% of our net sales, respectively, in 2004, 2005 and first three months of 2006. We also rent warehouse space in Hong Kong from a member of The Lite-On Group, which also provides us with warehousing services at that location. For 2004, 2005 and first three months end March 31, 2006 we reimbursed this entity in aggregate amounts of \$190,000, \$288,000 and \$90,000, respectively, for these items. We believe such transactions are on terms no less favorable to us than could be obtained from unaffiliated third parties. The Audit Committee of the Board of Directors has approved the arrangements we have with these related party transactions.

In December 2000, we acquired a wafer foundry, FabTech, Inc., from LSC. As part of the purchase price, LSC received a subordinated, interest-bearing note receivable in a principal amount of \$13.5 million, of which approximately \$2.5 million and \$0, respectively, was outstanding as of December 31, 2004 and December 31, 2005. 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 acquisition, we also entered into several management incentive agreements with members of FabTech's management. The agreements provided members of FabTech's management with guaranteed annual payments as well as 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 reimbursed by LSC. The final year of the management incentive agreements was 2004, with final payment made on March 31, 2005. LSC reimbursed us in the amount of \$375,000 for each of 2002, 2003 and 2004, for amounts paid by us under these management incentive agreements.

During the first three months of 2006, we sold silicon wafers to companies owned by Keylink International totaling 0.6% (0.6% in 2005 and 0.9% in 2004) of our sales. Also for the first three months of 2006, 2.7% (3.0% in 2004 and 3.5% in 2004) of our sales were from discrete semiconductor products purchased from companies owned by Keylink International. In addition, Diodes-China and Diodes-Shanghai lease their manufacturing facilities from, and subcontract a portion of their manufacturing process (metal plating and environmental services) to, Keylink International. We also pay a consulting fee to Keylink International. In 2004, 2005 and first three months of 2006 we paid Keylink International an aggregate of \$4.8 million, \$6.6 million and \$1.7 million respectively, with respect to these items. We believe such transactions are on terms no less favorable to us than could be obtained from unaffiliated third parties. The Audit Committee of the Board of Directors has approved the contracts associated with these related party transactions.

On December 20, 2005, we entered into a definitive stock purchase agreement to acquire Anachip Corporation, a Taiwanese fabless analog IC company, and headquartered in the Hsinchu Science Park in Taiwan. The selling shareholders included LSC (which owned approximately 60% of Anachip's outstanding capital stock), and two Taiwanese venture capital firms (together owning approximately 20% of Anachip's stock), as well as current and former Anachip employees.

At December 31, 2005, we had purchased an aggregate of 9,433,613 shares (or approximately 18.9%) of the 50,000,000 outstanding shares of the capital stock of Anachip. On January 10, 2006, (the closing date of the acquisition) we purchased an additional 40,470,212 shares and therefore, we now hold approximately 99.81% of the Anachip capital stock.

Concurrent with the acquisition, Anachip entered into a wafer purchase agreement with LSC, pursuant to which LSC will sell to Anachip, according to Anachip's requirements, during the two year period ending on December 31, 2007, wafers of the same or similar type, and meeting the same specifications, as those wafers currently being purchased from LSC by Anachip. Anachip will purchase such wafers on terms (including purchase price, delivery schedule, and payment terms) no less favorable to Anachip than those terms on which Anachip currently purchases such wafers from LSC; provided, however, that the purchase price will be the lower of the current price or the most favorable customer pricing. If the price of raw wafers increases by more than 20% within any six-month period, Anachip and LSC will renegotiate in good faith the price of wafers to reflect the cost increase.

### ***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.

## **Financial Operations overview**

### **Net Sales**

We generate a substantial portion of our net sales through the sale of discrete semiconductor products, designed and manufactured by us or third parties. We also generate a portion of our net sales from outsourcing manufacturing capacity to third parties and from the sale of silicon wafers to manufacturers of discrete semiconductor components. We serve customers across diversified industry segments, including the consumer electronics, computing, industrial, communications and automotive markets.

We recognize revenue from product sales when title to and risk of loss of the product have passed to the customer, there is persuasive evidence of an arrangement, the sale price is fixed or determinable and collection of the related receivable is reasonably assured. These criteria are generally met upon shipment to our customers. Net sales is stated net of reserves for pricing adjustments, discounts, rebates and returns.

The principal factors that have affected or could affect our net sales from period to period are:

- Ø the condition of the economy in general and of the semiconductor industry in particular;
- Ø our customers' adjustments in their order levels;
- Ø changes in our pricing policies or the pricing policies of our competitors or suppliers;
- Ø the termination of key supplier relationships;
- Ø the rate of introduction to, and acceptance of new products by, our customers;

- Ø our ability to compete effectively with our current and future competitors;
- Ø our ability to enter into and renew key corporate and strategic relationships with our customers, vendors and strategic alliances;
- Ø changes in foreign currency exchange rates;
- Ø a major disruption of our information technology infrastructure; and
- Ø unforeseen catastrophic events, such as armed conflict, terrorism, fires, typhoons and earthquakes.

### **Cost of Goods Sold**

Cost of goods sold includes manufacturing costs for our semiconductor products and our wafers. These costs include raw materials used in our manufacturing processes as well as the labor costs and overhead expenses. Cost of goods sold is also impacted by yield improvements, capacity utilization and manufacturing efficiencies. In addition, cost of goods sold includes the cost of products that we purchase from other manufacturers and sell to our customers. Cost of goods sold is also affected by inventory obsolescence if our inventory management is not efficient.

### **Selling, General and Administrative Expenses**

Selling, general and administrative expenses relate primarily to compensation and associated expenses for personnel in general management, sales and marketing, information technology, engineering, human resources, procurement, planning and finance, and sales commissions, as well as outside legal, accounting and consulting expenses, share-based compensation expenses, and other operating expenses. We expect our selling, general and administrative expenses to increase in absolute dollars as we hire additional personnel and expand our sales, marketing and engineering efforts and information technology infrastructure.

### **Research and Development Expenses**

Research and development expenses consist of compensation and associated costs of employees engaged in research and development projects, as well as materials and equipment used for these projects. Research and development expenses are primarily associated with our wafer facility in Kansas City, Missouri, our analog IC facilities in Taipei, Taiwan, and our manufacturing facilities in China, as well as our engineers at our U.S. headquarters. All research and development expenses are expensed as incurred, and we expect our research and development expenses to increase in absolute dollars as we invest in new technologies and product lines.

### **Interest Income / Expense**

Interest income consists of interest earned on our cash and investment balances. Interest expense consists of interest payable on our outstanding credit facilities.

### **Income Tax Provision**

We recognized income tax expense of \$1.7 million for the first quarter of 2006, resulting in an effective tax rate of 15.0%, as compared to 16.1% in the same period last year, due primarily to an increase in profits earned in lower tax rate jurisdictions. We continue to take advantage of available strategies to optimize our tax rate across the jurisdictions in which we operate.

## **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**

We recognize revenue 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.

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 our 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 our 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 March 31, 2006, goodwill was \$24.4 million (\$19.3 million related to the Anachip acquisition, \$4.2 million related to the FabTech acquisition, and \$881,000 related to Diodes-China). We account for goodwill in accordance with SFAS No. 142, "*Goodwill and Other Intangible Assets*", for which goodwill is tested for impairment at least annually. We performed the required impairment tests of goodwill and have 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.

## Share-Based Compensation

Effective in January 1, 2006, we adopted SFAS No. 123R, "Share-Based Payments" using the modified prospective method. Under SFAS 123R, we are required to select a valuation technique or option-pricing model that meets the criteria as stated in the standard, which includes a binomial model and the Black-Scholes model. At the present time, the Company is continuing to use the Black-Scholes model, consistent with prior period valuations under SFAS123. No modifications were made to any outstanding share-options prior to the adoption of SFAS123R.

The adoption of SFAS 123R, applying the "modified prospective method," as elected by the Company, requires the Company to value stock options prior to its adoption of SFAS 123 under the fair value method and expense these amounts over the stock options remaining vesting period. This resulted in the Company expensing \$1,596,000 in the first quarter of fiscal 2006, which was recorded within the cost of good sold expense, general and administrative expense and research and development expense on the Company's condensed consolidated income statement. In addition, SFAS 123R requires the Company to reflect any tax savings resulting from tax deductions in excess of expense reflected in its financial statements as a financing cash inflow in its statement of cash flows rather than as an operating cash flow as in prior periods (See "Note E - Share-based Compensation" for details). Currently, the Company's primary type of share-based compensation is to award stock options. The Company is evaluating its share-based compensation programs to determine the effect of a change in share-based compensation methodology (i.e. a change from stock option awards to restricted stock awards, or changes the terms of share-based compensation) on the Company.

In addition, the Company has 330,000 restricted stock grants outstanding as of March 31, 2006. The restricted stock grants will be recorded each quarter as a non-cash operating expense item. As of March 31, 2006, there was \$3.7 million of total unrecognized compensation cost related to non-vested share-based compensation. This cost is expected to be recognized over a weighted-average period of 3.3 years. In the first quarter of 2006, an expense of \$499,000 was recorded. In addition to the expense, the effect of the restricted stock grants are included in the diluted shares outstanding calculation.

## Results of Operations for the Three Months Ended March 31, 2005 and 2006

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		Percentage
	Three months ended March 31,		Dollar
	2005	2006	Increase (Decrease)
			'05 to '06
Net sales	100.0%	100.0%	51.4%
Cost of goods sold	(65.9)	(67.1)	54.3
Gross profit	34.1	32.9	45.9
Operating expenses	(15.4)	(18.2)	78.6
Operating income	18.7	14.7	19.0
Interest income (expense)	(0.3)	0.8	(483.2)
Other expense	(0.1)	(0.2)	392.9
Income before taxes and minority interest	18.3	15.3	26.0
Income tax provision	(2.9)	(2.3)	17.9
Income before minority interest	15.4	13.0	27.6
Minority interest	(0.5)	(0.2)	(4.2)
Net income	14.9	12.8	28.6

The following discussion explains in greater detail our consolidated operating results and financial condition for the three months ended March 31, 2006 compared to the three months ended March 31, 2005. This discussion should be read in conjunction with the consolidated financial statements and notes thereto appearing elsewhere in this quarterly report.

	2005	2006
<b>Net sales</b>	<b>\$ 48,600,000</b>	<b>\$ 73,589,000</b>

Net sales increased approximately \$25.0 million for the three months ended March 31, 2006, compared to the same period last year, due primarily to sales of products related to the acquisition of Anachip. The 51.4% increase in net sales represents an approximately 42.8% increase in units sold. Our average selling prices ("ASP") for discrete devices decreased approximately 10.2% from the first quarter of 2005, and decreased 0.7% from the fourth quarter of 2005, due primarily to demand induced product mix change in the quarter. ASPs for wafer products decreased approximately 3.0% from the same period last year, however they improved 5.0% from the fourth quarter of 2005, due primarily to market pricing changes. ASPs for analog IC products increased approximately 16.2% from the previous quarter also due to a favorable market condition.

	<u>2005</u>	<u>2006</u>
<b>Cost of goods sold</b>	\$ 32,004,000	\$ 49,375,000
<b>Gross profit</b>	\$ 16,596,000	\$ 24,214,000
<b>Gross profit margin percentage</b>	34.1%	32.9%

Cost of goods sold increased approximately \$17.4 million, or 54.3%, for the three months ended March 31, 2006 compared to the same period in 2005, primarily due to the integration of Anachip. As a percent of sales, cost of goods sold increased from 65.9% for the three months ended March 31, 2005 to 67.1% for the three months ended March 31, 2006. Our average unit cost ("AUP") for discrete devices decreased approximately 9.4% from the first quarter of 2005, and increased 0.4% from the fourth quarter of 2005. AUPs for wafer products decreased approximately 3.6% in the first quarter of 2006 from the same period last year, but increased 5.2% from the fourth quarter of 2005. AUPs for analog IC products increased approximately 3.3% from the previous quarter. The year-over-year and sequential decreases in AUPs for discrete products were due primarily to improved manufacturing efficiencies and utilization, as well as more effective cost management. Included in cost of goods sold was \$133,000 of non-cash, share-based compensation expense related to our manufacturing facilities.

Gross profit increased in the first quarter of 2006 by approximately \$7.6 million, or 45.9%, compared to the three months ended March 31, 2005. Gross margin as a percentage of net sales was at 32.9% for the first three months ended March 31, 2006, down from 34.1% for the same period of 2005. We are in the early stages of our analog manufacturing integration and with the addition of Anachip, we can pursue opportunities in adjacent product categories that could expand our gross margins.

	<u>2005</u>	<u>2006</u>
<b>Selling, general and administrative expenses ("SG&amp;A")</b>	\$ 6,692,000	\$ 11,284,000

SG&A for the three months ended March 31, 2006 increased approximately \$4.6 million, or 68.6%, compared to the same period last year, due primarily to (i) an approximately \$1.3 million associated with non-cash, stock-based compensation expense due to our adoption of SFAS 123R, (ii) a \$296,000 expense relating to restricted stock grants made to Dr. Keh-Shew Lu, our President and Chief Executive Officer, and C.H. Chen, our Vice Chairman, (iii) higher sales commissions, wages and marketing expenses associated with the acquisition of Anachip and increased sales, and (iv) audit and legal expenses associated with Sarbanes-Oxley Act compliance. SG&A, as a percentage of sales, was 15.3% in the current quarter compared to 13.8% in the prior-year quarter.

	<u>2005</u>	<u>2006</u>
<b>Research and development expenses ("R&amp;D")</b>	\$ 900,000	\$ 1,966,000

Investment in R&D in the current quarter was \$2.0 million, an increase of approximately \$1.0 million from that in the same period last year. Of the \$1.0 million increase, \$763,000 reflected the impact of the acquisition of Anachip and Diodes' investment in developing new products in discrete, analog and mixed signal segments, while \$147,000 was associated with stock-based compensation expense due to our adoption of SFAS 123R. R&D, as a percentage of sales, was 2.7% of first quarter 2006 sales compared to 1.9% in the same period 2005. We continue to seek to hire qualified engineers who fit our focus on next-generation processes and packaging technologies. Our goal is to expand R&D to 2-3% of revenue as we bring proprietary technology and advanced devices to the market.



	<u>2005</u>	<u>2006</u>
<b>Interest income (expense)</b>	\$ (155,000)	\$ 594,000

Net interest income for the three months ended March 31, 2006 was \$594,000, compared to the net interest expense of \$155,000 in the same period 2005, due primarily to interest income earned on proceeds from our public offering of equity securities in 2005, as well as to a reduction in our total debt. Our interest expense is primarily the result of our borrowings to finance the FabTech acquisition, as well as the on-going investment and expansion in the Diodes-China and Diodes-Shanghai manufacturing facilities.

	<u>2005</u>	<u>2006</u>
<b>Other expense</b>	\$ 42,000	\$ 207,000

Other expense for the three months ended March 31, 2006 increased \$165,000, compared to the first quarter of 2005, due primarily to currency exchange losses of approximately \$292,000, primarily in Taiwan.

	<u>2005</u>	<u>2006</u>
<b>Income tax provision</b>	\$ 1,433,000	\$ 1,690,000

We recognized income tax expense of \$1.7 million for the first quarter of 2006, resulting in an effective tax rate of 15.0%, as compared to 16.1% in the same period last year, due primarily to an increase in profits earned in lower tax rate jurisdictions. We continue to take advantage of available strategies to optimize our tax rate across the jurisdictions in which we operate.

	<u>2005</u>	<u>2006</u>
<b>Minority interest in joint venture earnings</b>	\$ 239,000	\$ 229,000

Minority interest in joint venture earnings 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 March 31, 2006 is primarily the result of increased capacity utilization and manufacturing efficiencies. The joint venture investment is eliminated in consolidation of our financial statements, and the activities of Diodes-China and Diodes-Shanghai are included therein. As of March 31, 2006, we had a 95% controlling interest in the joint ventures.

## **Financial Condition**

### **Liquidity and Capital Resources**

Our primary sources of liquidity are cash, funds from operations and borrowings under our credit facilities. Our primary liquidity requirements have been to meet our inventory and capital expenditure needs. At December 31, 2005 and March 31, 2006, our working capital was \$146.7 million and \$139.2 million, respectively. We anticipate our working capital position will be sufficient for at least the next 12 months.

During 2005, we sold 3.2 million (stock split adjusted) shares of our Common Stock in a follow-on public offering, raising approximately \$71.7 million (net of commissions and expenses). We used approximately \$30 million of the net proceeds in connection with the Anachip acquisition and we intend to use the remaining net proceeds from this offering for working capital and other general corporate purposes, including acquisitions.

For 2005 and the first quarter of 2006, our capital expenditures were \$19.6 million and \$11.6 million, respectively. Our capital expenditures for these periods were primarily related to manufacturing expansion in our facilities in China and, to a lesser extent, our wafer fabrication facility in the United States. This was in line with our objective of meeting increased demand and investing in equipment to increase our manufacturing efficiencies, as well as purchases required to bring analog production in-house. We expect to invest approximately 10-12% of our net sales for capital expenditures.

In addition, in the first quarter of 2006, we paid \$22.6 million in conjunction with the closing of the Anachip acquisition

### **Discussion of Cash Flow**

Cash and short-term investments have decreased from \$113.6 million at December 31, 2005, to \$99.5 million at March 31, 2006. The decrease from 2005 to 2006 was primarily due to the cash payment for the Anachip acquisition.

### **Operating Activities**

Net cash provided by operating activities during the first quarter of 2006 was \$17.0 million, resulting primarily from \$9.3 million of net income in this period, as well as a \$6.0 million reduction in accounts receivable. Net cash provided by operating activities was \$11.7 million for the same period of 2005. Net cash provided by operations increased by \$5.2 million from first quarter of 2005 to first quarter of 2006. This increase resulted primarily from an approximately \$6.8 million increase in accounts receivables, a \$2.1 million increase in our net income (from \$7.2 million in 2005 to \$9.3 million in 2006) and \$1.9 million in share-based compensation, offset by increases in inventory and deferred income taxes. We continue to closely monitor our credit terms with our customers, while at times providing extended terms, primarily required by our customers in Asia and Europe.

### **Investing Activities**

Net cash used by investing activities was \$35.8 million for the first quarter of 2006 compared to \$2.8 million for the same period of 2005. The increase in investing activities primary relates to increases in capital expenditures of \$8.8 million, the acquisition of Anachip of \$18.8 million (net of cash acquired), and \$5.5 million of short-term investments in municipal bonds and equity investments. In April 2006, the Company signed an agreement to purchase a new building with a contract price of approximately \$6.0 million. This facility will be used to consolidate and expand our sales, administrative, and warehousing offices in Taipei, Taiwan.

### **Financing Activities**

Net cash used in financing activities totaled \$764,000 in the first quarter of 2006 compared to \$26,000 used in the first quarter of 2005. The use primarily resulted from repayment of long-term debt in the first quarter of 2006, for which we used \$3.3 million of cash, and offset by an increase in cash provided from the exercise of stock options (including the tax benefits) of \$2.3 million quarter-over-quarter.

## *Debt instruments*

On August 29, 2005, we amended our U.S. credit arrangements with Union Bank of California, N.A. (Union Bank). Under the second amendment to our amended and restated credit agreement, we now have available a revolving credit commitment of up to \$20.0 million, including a \$5.0 million letter of credit sub-facility. In addition, and in connection with this amendment, one of our subsidiaries, FabTech, also amended and restated a term note and related agreement with respect to an existing term loan arrangement, which we refer to as the FabTech term loan. After giving effect to this amendment, the principal amount under the FabTech term loan was increased to \$5.0 million.

The revolving credit commitment expires on August 29, 2008. The FabTech term loan, which amortizes monthly, matures on August 29, 2010. As of March 31, 2006, we had no amounts outstanding under our revolving credit facility, and there was \$4.4 million outstanding under the FabTech term loan. Loans to Diodes Incorporated under our credit facility are guaranteed by FabTech, and in turn, the FabTech term loan is guaranteed by Diodes Incorporated. The purpose of the revolving credit facility is to provide cash for domestic working capital purposes, and to fund permitted acquisitions.

Any amounts under the credit facility and the FabTech term loan are collateralized by all of Diodes Incorporated's and FabTech's accounts, instruments, chattel paper, documents, general intangibles, inventory, equipment, furniture and fixtures, pursuant to security agreements entered into by Diodes Incorporated and FabTech in connection with these credit arrangements.

Both amounts borrowed under the revolving credit facility and the FabTech term loan bear interest at LIBOR plus 1.15%. At March 31, 2006, the effective rate under both the credit agreement and the FabTech term loan was 5.38%.

The credit agreement contains covenants that require us to maintain a leverage ratio not greater than 2.25 to 1.0, an interest expense coverage ratio of not less than 2.0 to 1.0 and a current ratio of not less than 1.0 to 1.0. It also requires us to achieve a net profit before taxes, as of the last day of each fiscal quarter, for the two consecutive fiscal quarters ending on that date of not less than \$1. The credit agreement permits us to pay dividends to our stockholders to the extent that any such dividends declared or paid in any fiscal year do not exceed an amount equal to 50% of our net profit after taxes for such fiscal year. However, it limits our ability to dispose of assets, incur additional indebtedness, engage in liquidation or merger, acquisition, partnership or other combination (except permitted acquisitions). The credit agreement also contains customary representations, warranties, affirmative and negative covenants and events of default.

The agreements governing the FabTech term loan do not contain any financial or negative covenants. However, they provide that a default under our credit agreement will cause a cross-default under the FabTech term loan.

Diodes-China and Diodes-Taiwan have available lines of credit of up to an aggregate of \$29.1 million, with a number of Chinese and Taiwanese financial institutions. These lines of credit, except for one Taiwanese credit facility, are collateralized by its premises, are unsecured, uncommitted and, in some instances, may be repayable on demand. Loans under these lines of credit bear interest at LIBOR or similar indices plus a specified margin.

As of March 31, 2006, Diodes-China owed \$1.8 million under a note to one of our customers, which debt was incurred in connection with our investing in manufacturing equipment. We repay this unsecured and interest-free note in quarterly price concession installments, with any remaining balance due in July 2008.

## **Off-Balance Sheet Arrangements**

We do 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, swap agreements, or outsource of research and development services, that could expose us to liability that is not reflected on the face of our financial statements.

## **Item 3. Quantitative and Qualitative Disclosures About Market Risk**

The Company's exposure to financial market risk results primarily from fluctuations in interest and currency rates. There have been no material changes to our market risks as disclosed in our Annual Report on Form 10-K for the year ended December 31, 2005.

## **Item 4. Controls and Procedures**

Our 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 our disclosure controls and procedures pursuant to Exchange Act Rule 13a-15(e). Based upon that evaluation, the Chief Executive Officer and the Chief Financial Officer believe that, as of the end of the period covered by this report, our disclosure controls and procedures are effective at the reasonable assurance level in making known to them material information relating to us (including our 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 our 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, our internal control over financial reporting.

## **PART II - OTHER INFORMATION**

### **Item 1. Legal Proceedings**

The Company is, from time to time, involved in litigation incidental to the conduct of its business. The Company does not believe it is currently a party to any pending litigation.

## Item 1A. Risk Factors

### 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. We generally identify forward-looking statements by the use of terminology such as “may,” “will,” “could,” “should,” “potential,” “continue,” “expect,” “intend,” “plan,” “estimate,” “anticipate,” “believe,” or similar phrases or the negatives of such terms. 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 our 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 us or statements made by our 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.

For more detailed discussion of these factors, see the Risk Factors discussion in Item 1A of the Company’s most recent Form 10-K. The forward-looking statements included in this quarterly report on Form 10-Q are made only as of the date of this report, and the Company undertakes no obligation to update the forward-looking statements to reflect subsequent events or circumstances.

### Risks Related To Our Business

- Ø *Downturns in the highly cyclical semiconductor industry or changes in end-market demand could affect our operating results and financial condition.*
- Ø *The semiconductor business is highly competitive, and increased competition may harm our business and our operating results.*
- Ø *We receive a significant portion of our net sales from a single customer. In addition, this customer is also our largest external supplier and is a related party. The loss of this customer or supplier could harm our business and results of operations.*
- Ø *Delays in initiation of production at new facilities, implementing new production techniques or resolving problems associated with technical equipment malfunctions could adversely affect our manufacturing efficiencies.*
- Ø *We are and will continue to be under continuous pressure from our customers and competitors to reduce the price of our products, which could adversely affect our growth and profit margins.*
- Ø *Our customer orders are subject to cancellation or modification usually with no penalty. High volumes of order cancellation or reductions in quantities ordered could adversely affect our results of operations and financial condition.*
- Ø *New technologies could result in the development of new products by our competitors and a decrease in demand for our products, and we may not be able to develop new products to satisfy changes in demand, which could result in a decrease in net sales and loss of market share.*

- ∅ *We may be subject to claims of infringement of third-party intellectual property rights or demands that we license third-party technology, which could result in significant expense and reduction in our intellectual property rights.*
- ∅ *We depend on third-party suppliers for timely deliveries of raw materials, parts and equipment, as well as finished products from other manufacturers, and our results of operations could be adversely affected if we are unable to obtain adequate supplies in a timely manner.*
- ∅ *If we do not succeed in continuing to vertically integrate our business, we will not realize the cost and other efficiencies we anticipate and our ability to compete, profit margins and results of operations may suffer.*
- ∅ *Part of our growth strategy involves identifying and acquiring companies with complementary product lines or customers. We may be unable to identify suitable acquisition candidates or consummate desired acquisitions and, if we do make any acquisitions, we may be unable to successfully integrate any acquired companies with our operations.*
- ∅ *We are subject to many environmental laws and regulations that could affect our operations or result in significant expenses.*
- ∅ *Our products may be found to be defective and, as a result, product liability claims may be asserted against us, which may harm our business and our reputation with our customers.*
- ∅ *We may fail to attract or retain the qualified technical, sales, marketing and management personnel required to operate our business successfully.*
- ∅ *We may not be able to maintain our growth or achieve future growth and such growth may place a strain on our management and on our systems and resources.*
- ∅ *Our business may be adversely affected by obsolete inventories as a result of changes in demand for our products and change in life cycles of our products.*
- ∅ *If OEMs do not design our products into their applications, a portion of our net sales may be adversely affected.*
- ∅ *We rely heavily on our internal electronic information and communications systems, and any system outage could adversely affect our business and results of operations.*
- ∅ *We are subject to interest rate risk that could have an adverse effect on our cost of working capital and interest expenses.*
- ∅ *If we fail to maintain an effective system of internal controls or discover material weaknesses in our internal controls over financial reporting, we may not be able to report our financial results accurately or detect fraud, which could harm our business and the trading price of our Common Stock.*
- ∅ *Terrorist attacks, or threats or occurrences of other terrorist activities whether in the United States or internationally may affect the markets in which our Common Stock trades, the markets in which we operate and our profitability.*

## **Risks Related To Our International Operations**

- Ø *Our international operations subject us to risks that could adversely affect our operations.*
- Ø *We have significant operations and assets in China, Taiwan and Hong Kong and, as a result, will be subject to risks inherent in doing business in those jurisdictions, which may adversely affect our financial performance.*
- Ø *We are subject to foreign currency risk as a result of our international operations.*
- Ø *We may not continue to receive preferential tax treatment in China, thereby increasing our income tax expense and reducing our net income.*
- Ø *The distribution of any earnings of our foreign subsidiaries to the United States may be subject to U.S. income taxes, thus reducing our net income.*

## **Risks Related To Our Common Stock**

- Ø *Variations in our quarterly operating results may cause our stock price to be volatile.*
- Ø *We may enter into future acquisitions and take certain actions in connection with such acquisitions that could affect the price of our Common Stock.*
- Ø *Our directors, executive officers and significant stockholders hold a substantial portion of our Common Stock, which may lead to conflicts with other stockholders over corporate transactions and other corporate matters.*
- Ø *Our early corporate records are incomplete. As a result, we may have difficulty in assessing and defending against claims relating to rights to our Common Stock purporting to arise during periods for which our records are incomplete.*

## **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**

There are no matters to be reported under this heading.

## **Item 5. Other Information**

There are no matters to be reported under this heading.

## Item 6. Exhibits

- 3.1 Certificate of Incorporation, as amended (incorporated by reference to 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).
- 3.2 Amended Bylaws of the Company dated August 14, 1987 (incorporated by reference to Exhibit 3 to Form 10-K filed with the Commission for fiscal year ended April 30, 1988).
- 10.14 Supplementary to the Lease Agreement dated on September 5, 2004 with Shanghai Ding Hong Electronic Co., Ltd.
- 10.15 Supplementary to the Lease Agreement dated on June 28, 2004 with Shanghai Yuan Hao Electronic Co., Ltd.
- 10.16 Agreement on Application, Construction and Transfer of Power Facilities, dated as of March 15, 2006, between the Company and Shanghai Yahong Electronic Co., Ltd
- 11 Computation of Earnings Per Share
- 31.1 Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- 31.2 Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- 32.1 Certification Pursuant to 18 U.S.C. 1350 Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
- 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

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May 9, 2006

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 - 10.14**  
**Supplementary Agreement to Lease Agreement dated on 5th September 2004**

**Party A:** Shanghai Kaihong Electronic Co., Ltd  
**Add:** Chenchun Road East-end, Xingqiao Town, Songjiang District, Shanghai

**Party B:** Shanghai Dinghong Electronic Co., Ltd  
**Add:** No. 999, Chenchun Road, Xingqiao Town, Songjiang District, Shanghai

**Whereas,**

Party A and Party B have entered into a Lease Agreement for the rental of part of the Multi-Purpose Four-Store Building as well as the Dormitory Building at No.375 of the Land in Songjiang District, Shanghai as of September 5<sup>th</sup> 2004. Such Agreement has been in effect and performed by the two parties thus far. Hereby, based on amiable negotiation, both parties agree to further enter into the following clauses as a Supplementary Agreement regarding the lease of the first and second floors of the Dormitory Building thereof:

**Lease of Area**

The first and second floors of the Dormitory Building cover a total building area of 1,796 square meters including 40 rooms. Party A shall inform Party B of rooms needed at the beginning of each quarter, and both parties shall sign an Annex to this Supplementary Agreement. The Annex shall be deemed as a complementary agreement to the Supplementary Agreement and of the same effectiveness.

**2. Rental**

The Parties agree that the rent of the first and second floors shall be RMB29.8 per square meter per month and the area of each room is 44.9 square meters, so the monthly rental per dormitory room shall be RMB \$1,338.02.

**3. Deposit**

As for the lease of the first and second floors, Party A shall pay a deposit to Party B amounting to one month rental within 10 days after signing the Annex to this Supplementary Agreement. Part B will refund the deposit to Part A after 2 weeks of termination of the Supplementary Agreement.

**4. Term of Lease**

The term of lease of the first and second floors shall commence from the date of signing an Annex to this Supplementary Agreement till September 4, 2009, with an automatic renewal for every five(5) years, unless Party A gives a termination notice no less than 30 days prior to the expiration of any Lease Term. Effective in its business and operation period, Party A has the priority to the lease area defined herein and Party B shall not terminate this Supplementary Agreement without a reasonable cause unless otherwise Party A agrees in writing. During renewal, items relating to rental herein could be re-negotiated and adjusted with a reference to the then prevailing market rentals.

5. This Supplementary Agreement shall be deemed as a complementary agreement to the Lease Agreement and of the same effectiveness. In cases of matters not covered herein, the Lease Agreement shall be used as a reference.

6. Any Exhibit to this Supplementary Agreement shall constitute to be a part of the entire Supplementary Agreement.

7. This Supplementary Agreement is valid in both Chinese and English versions.

8. This Supplementary Agreement is effective as of January 1, 2006.

Party A: Shanghai Kaihong Electronic Co., Ltd

Representative:

/s/: Joseph Liu

Joseph Liu

Date of Signature: March 15, 2006

Party B: Shanghai Dinghong Electronic Co., Ltd

Representative:

/s/: Qin-Zhu, Zhang

Qin-zhu, Zhang

Date of Signature: March 15, 2006

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**Exhibit - 10.15**  
**Supplementary Agreement to Lease Agreement dated on 28th June 2004**

This Supplementary Agreement (hereinafter referred to as "the Supplementary Agreement") is entered into on March 15, 2006, in the city of Shanghai, by and between Diodes Shanghai Company Limited (hereinafter referred to as "Party A") with its registered office at No.1, Lane 18, SanZhuang Road Songjiang export zone Shanghai, China and Shanghai Yuanhao Electronic Co., Ltd. (hereinafter referred to as "Party B") with its registered office at No.1, Lane 18, SanZhuang Road Songjiang Export Processing Zone, Shanghai, China.

Party A and Party B are collectively referred to as the Parties and each as a Party.

WHEREAS,

1. Party A and Party B entered into the Lease Agreement (hereinafter referred to as "the Lease Agreement") of the First Floor and Second Floor of the New Building (located at No.1 Lane 18, SanZhuang Road Songjiang Export Processing Zone, Shanghai, China that Party B representing ownership and having legal right for leasing) and relevant facilities, including Distribution building, Power Building, Lobby (hereinafter referred to as "the Original Lease Areas")
2. Now through amicable discussion, Party B agrees to lease out and Party A agrees to lease in the Third Floor of the New Building and relevant facilities, including Power Building, Forming Gas Station and Lobby (see attachment) (hereinafter referred to as "the New Lease Areas"). The Parties enter into the Supplementary Agreement as below:

### **1. Gross Area of the New Lease Areas**

1.1 The gross area of the Third Floor of the New Building is 3,243.4 square meters.

1.2 The gross area of the Power Building for the Third Floor is 480 square meters. Party B shall locate an empty land lot outside the New Building and appoint a construction operator with relevant qualification to build the Power Building and shall deliver the said Power Building to Party A for Party A's use subsequent to the completion of such construction.

1.3 The gross area of the Forming Gas Station and safety zone around Forming Gas Station is 350 square meters. Party B shall locate an empty land lot outside the New Building and appoint a construction operator with relevant qualification to build the underground foundation and the blast wall and shall deliver the Forming Gas Station to Party A for Party A's use subsequent to the completion of such construction.

1.4 The gross area of the Lobby of the New Building is 128 square meters, and Party A will share 20% of which is 25.6 square meters as a consequence of leasing the new area.

The total gross area of the lease area is 4,099 square meters.

### **2. Lease Term**

For the above New Lease Areas, the initial lease term is hereby from the date of 1 January 2006 to the date of 30 June 2009. The lease term shall be automatically renewed for successive 5 year terms when the initial lease term expires unless Party A gives termination notice not less than 30 days before the expiration of any Lease Term. In its operating period, Party A has the priority to the New Lease Areas defined in this Supplementary Agreement and Party B shall not terminate this Supplementary Agreement without reasonable cause and Party A's consent in writing.

In the period of renewal, the items relating to the rental stipulated in Section 3 of the Supplementary Agreement shall be adjusted upon consultation on the basis of the market prices at that time.

### **3. Rental and Other Fees**

Party A agrees to pay Party B Rental, Building Management Fee and Ground Lease Fee as following:

#### **3.1 Rental**

The Parties agree that the monthly Rental of the above New Lease Areas shall be as follows:

- (1) The gross area of the Third floor of the New Building is 3,243.4 square meters, monthly rental is US\$3.15 per square meter and the monthly rental shall be US\$10,216.71.
  - (2) The gross area of the Power Building of the New Building for the Third Floor is 480 square meters, monthly rental is US\$3.15 per square meter and the monthly rental shall be US\$1,512.
-

- (3) The gross area of the Forming Gas Station and safety zone around Forming Gas Station is 350 square meters, monthly rental is US\$1.25 per square meter and the monthly rental shall be US\$437.50.
- (4) The gross area of the Lobby of the New Building is 128 square meters, and Party A will share 20% of which is 25.6 square meters as a consequence of leasing the new area, and the monthly rental shall be US\$ 80.64.

The total rental for the lease area shall be **US\$12,246.85**.

### 3.2 Building Management Fee

Party A agrees to pay Party B the Building Management Fee based on 5% of the monthly rental (US\$12,246.85) referred in above section 3.1 term. The monthly Building Management Fee is **US\$612.34**.

Party B shall provide Party A the management service as below:

- (1) the Guard service for the public area outside of the Original Lease Areas and the New Lease Areas.
- (2) the maintenance and repairs of the buildings and facilities of the lease area.
- (3) the maintenance and repairs of the public facilities of the public factory area and buildings.
- (4) the cleanliness and sanitation of the lease area and public area.
- (5) the landscaping of the lease area and public area, including the planting and maintenance.
- (6) washing of building walls every month.
- (7) other building management service to be provided by Party B.

### 3.3 Ground Lease Fee

As the ground outside of the New Building is reduced to 6226.5 square meters due to the construction of the Power Building and the Forming Gas Station as set forth in the Sections 1.2 and 1.3 of this Supplementary Agreement, both Parties agree to modify the Section 4.3 of the Lease Agreement regarding the Ground Lease Fee upon the execution of this Supplementary Agreement into "Party A agrees to pay Ground Lease Fee on the 60% of the gross area of 6226.5 square meters as of 1 January 2006 (i.e. calculated at US\$0.5 per square meter, Party A shall pay monthly Ground Lease Fee of US\$1,867.95, for Party A pays a monthly Ground Lease Fee of US\$ 1,347.3 under the Lease Agreement dated 28 June 2004, so the incremental Ground Lease Fee is US\$ 520.65)."

3.4 Subject to the above figures, Party A shall pay monthly **US\$13,379.84** to Party B under this Supplementary Agreement.

### 3.5 Rental-free Period

3.5.1 In consideration of Party A's decoration projects for the Third Floor of the New Building, Party B hereby grants Party A and Party A is entitled to a 60-days rental-free period subsequent to Party B's delivery of the Third Floor of the New Building (i.e. from the date of 1 January 2006 to the date of 28 February 2006). During the above-said period, Party A shall not pay monthly Rental or related Building Management Fee for the Third Floor of the New Building to Party B. In case that Party B delays in delivery of the Third Floor of the New Building to Party A, the above-said rental-free period shall be put off accordingly

3.5.2 Considering that it takes Party B certain time to build the Power Building for the Third Floor of the New Building and Party B shall inspect and accept the work at its own expenses upon completion of construction before delivery to Party A for inspection and acceptance. The two Parties agree that Party B should deliver the Power Building to Party A for inspection and acceptance before 16 February 2006. Party A should complete those procedures and install equipments before 26 February 2006 and pay monthly Rental or related Building Management Fee for the Power Building to Party B commencing from 1 March 2006. In case that Party B delays in delivery of the Power Building to Party A, the above-mentioned period shall be put off accordingly.

3.5.3 Considering that it takes Party B certain time to build the Forming Gas Station and Party B shall inspect and accept the work at its own expenses upon completion of construction before delivery to Party A for inspection and acceptance. The two Parties agree that Party B should deliver the Forming Gas Station to Party A for inspection and acceptance before 23 February 2006. Party A should complete those procedures and install equipments before 28 February 2006 and pay monthly Rental or related Building Management Fee for the Forming Gas Station to Party B commencing from 1 March 2006. In case that Party B delays in delivery of the Forming Gas Station to Party A, the above-mentioned period shall be put off accordingly.

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#### 4. Method of Payment

Party A shall pay the Rental in RMB (Yuan) according to the Median Rate of Exchanges published by the Bank of China on the day of payment to the RMB account as prescribed by Party B before the first day of every month.

#### 5. Deposit

For the lease of the above lease area, Party A shall pay Party B a deposit amounting to US\$13,379.84 within 10 days of the effective date of the Supplementary Agreement. Party A shall pay the Deposit in RMB (Yuan) according to the Median Rate of Exchanges published by the Bank of China on the day of payment to the RMB account as prescribed by Party B.

#### 6. Guarantees

6.1 Party B hereby guarantees that if part of or all of the New Building (including Original Lease Areas and New Lease Areas) are sold to any third party in the Rent Term or the period of renewal, Party B shall notify Party A in writing 12 months before such sales and Party A shall have the first right of refusal for such sales subject to the same terms and conditions. If Party A has received such notice from Party B and Party A does not exercise its first right of refusal within 30 days upon receipt of the notice and has so replied to Party B, Party B may sell part of or all of the New Building (including Original Lease Areas and New Lease Areas) to the third party after 11 months of notification. However, Party B shall guarantee that the third party will continue the performance of the Lease Agreement and the Supplementary Agreement. In case that the third party fails to perform the Lease Agreement and the Supplementary Agreement, Party B shall compensate Party A for all of its losses and damages. Compensation should include but not limited to relocation fees and operation losses.

6.2 In case that Party B mortgages part of or all of the New Building (including Original Lease Areas and New Lease Areas) to a third party, Party B shall notify Party A 30 days in advance. Any loss suffered by Party A for such mortgage shall be indemnified by Party B. Compensation should include but not limited to relocation fees and operation losses.

6.3 Party B guarantees that before any part of the New Building beyond the Original Lease Areas and the New Lease Areas is leased to any third party, Party B shall notify Party A 30 days in advance and Party A shall have the first right of refusal with respect to such lease subject to the same terms and conditions. If Party A has received such notice and does not exercise its first right of refusal within 30 days upon receipt of the notice and has so replied to Party B, Party B should disclose related information about the third party and lease such part of the New Building to the third party after getting Party A's consent. If Party A does not consent to such a lease, Party B may lease such part of the New Building beyond the Original Lease Areas and New Lease Areas to the third party after 12 months of notification. However, Party B shall guarantee that such lease will not affect Party A's proper use of the Original Lease Areas and New Lease Areas. Party B shall indemnify Party A for any damages or losses caused by such lease. Compensation should include but not limited to relocation fees and operation losses.

#### 7. The Effective Date of the Supplementary Agreement

The Supplementary Agreement shall become effective after the legal representatives or authorized representatives of both Parties affix their signatures and company seals on the Supplementary Agreement. The Supplementary Agreement forms an integral part of the Lease Agreement. If there is any discrepancy between the Lease Agreement and the Supplementary Agreement, this Supplementary Agreement shall prevail.

By: Party A  
Address: No.1, Lane 18, SanZhuang Road Songjiang export zone  
Shanghai, China  
Attn.: Joseph Liu  
/:/ Joseph Liu  
Date: March 15, 2006

By: Party B  
Address: No.1, Lane 18, SanZhuang Road Songjiang Export Processing Zone,  
Shanghai, China.  
Attn.: Jian-Ya, Xing  
/:/ Jian-Ya, Xing  
Date: March 15, 2006

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**Agreement on Application, Construction and Transfer of Power Facilities**

Party A: Shanghai Kaihong Electronic Co., Ltd  
Address: NO.999 Chenchun Road, Xinqiao Town, Songjiang District, Shanghai

Party B: Shanghai Yahong Electronic Co., Ltd  
Address: NO.999 Chenchun Road, Xinqiao Town, Songjiang District, Shanghai

WHEREAS Party A as tenant uses Party B's factory building and is in operation in the same area with Party B;

WHEREAS Party A's consumption of electricity is in excess of capacity and Party B has the right to apply for constructing the facilities for power supply ("Power Facilities");

NOW THEREFORE Both Parties enter into the following terms and conditions with regard to the application, construction thereof and the change of name and title thereof through amicable negotiation on the basis of equality and mutual benefits.

1. Party B agrees to designate, in a timely fashion, a power transformation and distribution institute and/or related institution in his own name for designing the drawings and to submit such drawings and related materials to the electric service company for examination and approval in accordance with the requirements of the electric service company at the request of Party A.
2. Party B agrees to apply, in a timely fashion, for the construction of the Power Facilities and to submit the required application documents and materials to the electric service company in his own name upon the reply to the enquiry of electric service application by the electric service company and approval of the construction project applied.
3. Party B agrees that the Power Facilities are solely intended for Party A's use upon completion of construction work thereof and Party B is willing to change, for free of charge, the name and title of the Power Facilities to be under Party A in a timely fashion.

Party B agrees to entrust, in a timely fashion, the electric service company for the engineering construction of electricity supply and pay for such engineering work in accordance with the requirements of the electric service company, provided that Party A shall furnish all service equipment and cover all costs incurred by Party B thereof.

4. Party B agrees that he shall provide all necessary assistance and cooperation at Party A's request so as to go through application(s) and/or procedure(s) other than those mentioned herein, if so required, and fulfill such application(s) and/or procedure(s) on time during the application, construction and change-of-name of the Power Facilities. Party B guarantees that if change-of-name of the Power Facilities can not be fulfilled for any reason not caused by Party B, Party A still has exclusive right to use the facilities. Party B should protect the above-mentioned facilities from any damage and has no right to dispose them.
  5. Party A guarantees that he shall provide all necessary assistance and cooperation at Party B's request, bear all relative costs and expenditures and provide all associated service equipment during the application, construction and change-of-name of the Power Facilities.
  6. Party A guarantees to bear and be responsible for all relative fees and costs for electricity use after the Power Facilities are in operation.
  7. Party A guarantees that if this Agreement cannot be effectively enforced for any reason not caused by Party B, Party B shall not be liable to Party A in this regard.
  8. This Agreement comes into effect once signed and sealed by both Parties.
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9. The clauses stated in this Agreement can be amended by the Parties subject to their negotiation and mutual consents, according to the circumstances arising from the actual performance of the Agreement, provided that a written supplementary agreement signed by the Parties shall be entered into to cover such amendments.
10. The legal effectiveness of each clause herein is separable, which means should any clause be deemed as null and void the effectiveness of other clause(s) will not be affected.
11. This agreement is originated in two duplicated copies with equal legal validity. Each Party holds one copy thereof.
12. Any dispute arising from this Agreement between Party A and Party B which cannot be settled through negotiations should be submitted to the people's court with jurisdiction thereof for trial.

This agreement is hereby signed by authorized representatives of parties this fifteen of March, 2006.

Party A: Shanghai Kaihong Electronic Co., Ltd  
Legal representative or authorized representative:  
/:/ Joseph Liu  
Date: March 15, 2006

Party B: Shanghai Yahong Electronic Co., Ltd  
Legal representative or authorized representative:  
/:/ Jian-Ya, Xing  
Date: March 15, 2006

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## DIODES INCORPORATED AND SUBSIDIARIES

COMPUTATION OF EARNINGS PER SHARE  
(Unaudited)

	Three Months Ended	
	March 31,	
	2005	2006
<b>BASIC</b>		
Weighted average number of common shares outstanding used in computing basic earnings per share	21,326,865	25,348,986
Net Income	\$ 7,240,000	\$ 9,312,000
<b>Basic earnings per share</b>	\$ 0.34	\$ 0.37
<b>DILUTED</b>		
Weighted average number of common shares outstanding used in computing basic earnings per share	21,326,865	25,348,986
Diluted effect of stock options	2,198,157	2,330,084
	23,525,022	27,679,070
Net Income	\$ 7,240,000	\$ 9,312,000
<b>Diluted earnings per share</b>	\$ 0.31	\$ 0.34

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

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Keh-Shew Lu  
Chief Executive Officer  
Date: May 9, 2006

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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

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Carl C. Wertz  
Chief Financial Officer  
Date: May 9, 2006

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**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 **March 31, 2006** 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

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Keh-Shew Lu  
Chief Executive Officer  
Date: May 9, 2006

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.

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**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 **March 31, 2006** 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

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Carl C. Wertz  
Chief Financial Officer  
Date: May 9, 2006

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.

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