

SILICON MOTION TECHNOLOGY CORPORATION

CHARTER FOR THE GOVERNANCE AND NOMINATING COMMITTEE OF THE BOARD OF DIRECTORS

June 9, 2005

1. PURPOSE

The Governance and Nominating Committee (the “Committee”) shall oversee, review, and make periodic recommendations concerning the Company’s corporate governance policies, and shall recommend candidates for election to the Company’s Board of Directors (the “Board”).

2. COMPOSITION OF THE COMMITTEE

The Committee shall be comprised of not less than three directors each of whom shall be an “independent director” as required by the rules of The Nasdaq Stock Market, Inc. (“Nasdaq “). Each Committee member shall be subject to annual reconfirmation and may be removed by the Board at any time.

3. RESPONSIBILITIES AND DUTIES

In carrying out the purpose set forth in Section 1 above, the Committee shall:

1. Identify and review candidates for the Board and recommend to the full Board candidates for election to the Board.
2. Review from time to time the appropriate skills and characteristics required of Board members in the context of the current composition of the Board, including such factors as business experience, diversity, and personal skills in technology, finance, marketing, business, financial reporting and other areas that are expected to contribute to an effective Board.
3. Periodically review the Company’s corporate governance policies and recommend to the Board modifications to the policies as appropriate.
4. Have full access to the Company’s executives as necessary to carry out this responsibility.
5. Perform any other activities consistent with this Charter, the Company’s Bylaws and governing law as the Committee or the Board deems necessary or appropriate.
6. Review the Committee Charter from time to time for adequacy and recommend any changes to the Board.
7. Report to the Board on the major items covered at each Committee meeting.

4. COMMITTEE MEETINGS

The Committee will meet periodically as necessary to act upon any matter within its jurisdiction. At all Committee meetings a majority of the total number of members shall constitute a quorum. All meetings shall be held subject to and in accordance with applicable sections of the Companies Law of the Cayman Islands (including without limitation notice, quorum and votes/actions of the committee). Minutes shall be kept of each meeting of the Committee.