

(Translation – In case of any discrepancy between the Chinese and English versions,
the Chinese version shall prevail.)

Stock No. : **5269**

ASMedia Technology Inc.

Annual General Shareholders Meeting for 2022

Meeting Handbook

Date : Jun 9, 2022

Venue : The Koos Hotel, Xindian District, New Taipei City

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ASMedia Technology Inc.
Meeting Procedure for
2022 Annual General Shareholders Meeting

1. Call the Meeting to Order
2. Chairman's Statement
3. Report Items
4. Adoption Items
5. Discussion Items
6. Extempore Motions
7. Adjournment

ASMedia Technology Inc.

Agenda of the Annual General Shareholders Meeting for 2022

1. Time: 9:00am on June 9, 2022 (Thursday)
2. Venue: No. 219-2, Sec. 3, Zhongxing Rd., Xindian Dist., New Taipei City (The Koos Hotel Conference Room)
3. Convening Method: Physical (On-site)
4. Chairman's Statements
5. Report Items
 - (1) Business Report of 2021.
 - (2) Audit Committee's Review Report of 2021.
 - (3) Report of Employees' and Directors' Remuneration for 2021.
 - (4) Report on the Earnings Distribution of Cash Dividends for 2021.
6. Adoption Items
 - (1) To adopt 2021 Business Reports and Financial Statements.
 - (2) To adopt the proposal for distribution of 2021 profits.
7. Discussion Items
 - (1) Amendments to the Company's "Procedures for Election of Directors"
 - (2) Amendments to the Company's "Procedures for Acquisition or Disposal of Assets"
8. Extempore Motions
9. Adjournment

【Report Items】

Report No. 1:

Item: Business Report of 2021

Explanation: Please refer to Appendix 1 for the Company's 2021 Business Report.

Report No. 2:

Item: Audit Committee's Review Report on 2021 Financial Statements

Explanation: Please refer to Appendix 2 for the Audit Committee's Review Report.

Report No. 3:

Item: Report of Employees' and Director's Remuneration for 2021

Explanation: 1. The Company's profit before the appropriation of employees and directors remuneration in 2021 was NT\$3,454,122,739. According to Company's Articles of Incorporation, the profit allocated to the Employees' remuneration was NT\$249,545,838. The profit allocated to Directors' remuneration was NT\$11,428,457. The above-mentioned will be paid in cash.

2. There is no difference between the amount approved by the Board of Directors and the amount recognized as expense in 2021.

Report No. 4:

Item: The Earnings Distribution of Cash Dividends for 2021.

Explanation: 1. The Board of Directors is authorized to decide the distribution of partial or full dividends in cash, and report the decision to the shareholders meeting.

2. The proposed distribution of cash dividends amounting to NT\$1,799,669,326 were distributed to shareholders at NT\$26 per share and will be paid in cash under the resolution by the Board of Directors on March 14, 2022. Shareholder cash dividend that is less than NT\$1 should be rounded to the nearest integer; also, fractional dividends will be claimed by the Company as other income. The Board of Directors is authorized to resolve the ex-dividend record date and other relevant issues.

3. If the dividend ratio of the earnings distribution is changed and must be adjusted as a result of a change in the number of outstanding shares, the Board of Directors is authorized to arrange necessary adjustments.

【Adoption Items】

Adoption No. 1: (Proposed by the Board of Directors)

Item: To adopt 2021 Business Report and Financial Statements

Explanation: The 2021 Business Report and financial statements for ASMedia Technology Inc. were approved by the ASMedia Board of Directors and audited by independent auditors, CPA Shih-Jung Weng and CPA Chun-Yao Lin of PWC Taiwan, who have concluded that the 2021 financial status and operating results have been presented fairly. The aforementioned financial statements and Business Reports were reviewed by the Audit Committee of ASMedia Technology Inc with review report submitted. Please refer to Appendix 1 for Business Report and Appendix 3 for Independent Audit Report.

Resolution:

Adoption No. 2: (Proposed by the Board of Directors)

Item: To adopt the proposal for distribution of 2021 profits

Explanation: 1. In 2021, the net income after tax was NT\$3,193,148,444. After adding unappropriated earnings of prior years NT\$1,328,103,462, adjusted retained earnings of NT\$120,635,108 and legal reserve of NT\$331,378,355, the total distributable surplus for 2021 is NT\$4,310,508,659.

2. Please refer to Appendix 4 for the Distribution of 2021 Earnings.

Resolution:

【Discussion Items】

Discussion No. 1: (Proposed by the Board of Directors)

Item: To approve the amendments of the Company's "Procedures for Election of Directors"

Explanation: In order to comply with the law and the practical operation process of the election of directors, we intend to revise some of the provisions of the Company's "Procedures for Election of Directors", please refer to Appendix 5 for the comparison table of the revised provisions.

Resolution:

Discussion No. 2: (Proposed by the Board of Directors)

Item: To approve the amendments of the Company's "Procedures for Acquisition or Disposal of Assets"

Explanation: In accordance with the amendment to the Company Act and the Company's operational requirements, we intend to revise some provisions of the Company's "Procedures for Acquisition or Disposal of Assets", please refer to Appendix 6 for the comparison table of the revised provisions.

Resolution:

【Extempore Motions】

Appendix 1

Business Report

Looking back at 2021 under the global epidemic, as the epidemic gradually subsides, vaccination rates increase, and economic activity begins to slowly recover, supported by fiscal relief policies in various countries, the economic performance in major countries and regions was significantly higher than in 2020. Although the trend of global economic recovery was obvious, however, the supply of semiconductors, shipping and logistics, and energy resource does not meet the demand. In addition, the effects of uneven distribution of vaccines in the process of recovery has caused a divergence in global economic growth. On the other hand, Taiwan's economy continued to grow steadily throughout the year as it benefited from the economic recovery and even expansion in the United States and Europe, which boosted demand for goods and further boosted Taiwan's export performance.

In terms of industry, the PC industry is benefiting from the strong demand of remote work and education, although entry-level laptops were still the mainstream selection, driving the growth trend of external storage device controller market demand. The original USB 3.2 10G/20G and other high-speed host controller ICs in Intel's high-end platform were performing on par. However, the overall shortage of semiconductor capacity has led to material shortages and price increases in the market, and has limited the supply of some client products. Although the market demand for high-speed transmission ICs remains strong, the overall supply difficulties cannot be effectively relieved in a timely manner. Nevertheless, we were still able to maintain a certain level of revenue in 2021 by effectively deploying our product capacity and shipments of USB and PCIe controller IC product lines driven by customers in China.

In terms of operating performance, the revenue in 2021 was NT\$6.01 billion, a decrease of approximately 14% from 2020, while gross profit for 2021 was NT\$3.21 billion, a decrease of approximately 12% from 2020. However, the gross profit margin has increased to 54%. The operating income in 2021 was NT\$1.937 billion, a decrease of 22% from 2020. The net income in 2021 was NT\$3.19 billion, with a net income ratio

of 53% and basic earnings per share of NT\$46.23, an increase of 9% in net income compared to 2020.

From the perspective of product development, artificial intelligence and high-performance computing applications have become the mainstream of the market, and the market demand for video editing, mass data transfer, storage backup and high-end gaming continues to grow. In addition, customized controller ICs, other applications of USB, and the need for expansion of edge computing nodes and high-speed connectivity in the 5G era are also emerging. We will continue to expand our existing SATA products and diversify applications, join the development of new generation PCIe products and expand their applications in different fields. At the same time, we will continue to lead in the USB product line, providing customers with complete solutions from 5G, 10G, 20G and USB4. In addition, we continue to promote the demand for signal boosters and amplifiers for high-speed transmission, provide customers with high-speed signal design solutions for application-specific ICs and mass production of Type-C device controllers. As a result, we continue to maintain a key leadership position among branded high-end MB, portable computer and desktop PC global assemblers, consumer electronics brands, global data storage application vendors and major hard drive suppliers. In addition to our proprietary IP and development capabilities for high-speed transmission, we are also committed to the development of customized product lines, hoping to provide a variety of customized solutions and services in the market to create a win-win situation with all our partners.

Due to the continuous evolution of USB and PCIe interface specifications, as a leader in high-speed interface ICs, we not only continues to focus on innovative R&D and keep abreast of each generation's specification changes, but also actively expands its market by focusing on the development of customized products and markets other than personal computers, such as industrial computers, network storage servers, surveillance video devices, and related connectivity controller ICs for China's self-developed processors. These still remained the focus of our business development. Furthermore, with the introduction of new processors by major international manufacturers, they will continue to support high-speed interfaces such as USB4 and PCIe 4.0/5.0, representing a new generation of high-speed transmission standards.

Besides, the demand for comprehensive renewal of computing platforms and artificial intelligence applications, external devices such as SSDs and USB Flash drives may also be in demand for replacement, which is expected to lead to a new wave of growth in high-speed transmission ICs. We will continue to work in all related fields to increase growth momentum into our operations and strengthen our company for long-term development.

Looking ahead to 2022, countries will gradually consider semiconductors as strategic assets, and the global economy will face a new wave of challenges in the post-epidemic era, such as high international inflationary pressure, normalization of monetary policies by major central banks, geopolitical conflicts, new changes in the US-China relationship, and reorganization of global supply chains etc. Thus, various subsequent uncertainties will still influence the global economic development. As a result, we will continue to invest in training professional R&D talents to innovate and advance in high-speed technology products, and maintain close cooperation with international manufacturers and related supply chains, so that the company can have more outstanding performance in operation and product development and application. Finally, we have also released our first sustainability report in 2021 to reveal our environmental, social and governance achievements to our stakeholders, actively commit to corporate social responsibility, and take concrete actions to realize our sustainable vision for a better society in return for the support and encouragement of our shareholders.

Chairman : Jerry Shen

General Manager : Chewei Lin

Accounting Manager : Martin Pan

Appendix 2

ASMedia Technology Inc. Audit Committee's Review Report of 2021

The Board of Directors has prepared the ASMedia Technology Inc. ("the Company") 2021 Business Report, financial statements, and proposal for earnings distribution. The CPA firm of PwC was retained to audit the Company's financial statements and has issued an audit report relating to financial statements. The above Business Report, financial statements, and earnings distribution proposals have been examined and determined to be correct and accurate by the Audit Committee of ASMedia Technology Inc. According to Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act, we hereby submit this report for inspection.

Annual General Shareholders Meeting for 2022 by ASMedia Technology Inc.

Chairman of the Audit Committee: Mr. Chien-Ping Hsieh

March 14, 2022

Appendix 3

INDEPENDENT AUDITORS' REPORT TRANSLATED FROM CHINESE

To the Board of Directors and Shareholders of ASMEDIA TECHNOLOGY INC.

Opinion

We have audited the accompanying balance sheets of ASMedia Technology Inc. (the “Company”) as at December 31, 2021 and 2020, and the related statements of comprehensive income, of changes in equity and of cash flows for the years then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2021 and 2020, and its financial performance and its cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and the International Financial Reporting Standards, International Accounting Standards, IFRIC Interpretations, and SIC Interpretations as endorsed by the Financial Supervisory Commission.

Basis for opinion

We conducted our audits in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants and generally accepted auditing standards in the Republic of China. Our responsibilities under those standards are further described in the *Auditors' responsibilities for the audit of the financial statements* section of our report. We are independent of the Company in accordance with the Norm of Professional Ethics for Certified Public Accountant of the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Company's 2021 financial statements. These matters were addressed in the context of our audit of the financial statements as a whole and, in forming our opinion thereon, we do not provide a separate opinion on these matters.

Key audit matters for the Company's 2021 financial statements are stated as follows:

Existence of revenues from top 10 customers

Description

Refer to Note 4(24) for accounting policy on revenue recognition.

The Company is primarily engaged in the design, development, production, manufacture and sales of high-speed analogue circuit products. Given the transaction amounts from the top 10 customers are material to the financial statements which required further audits on the relevant internal control procedures and reasonableness of the transactions, we considered the existence of revenues from top 10 customers a key audit matter.

How our audit addressed the matter

We performed the following audit procedures in respect of the above key audit matter:

1. Assessed the revenue cycle and performed tests to determine whether the Company's revenue process during the reporting period was conducted in accordance with the internal control procedures.
2. Verified the related industry background information with respect of the top 1 customer and the new top 10 customers.
3. Obtained and selected samples to verify related vouchers of sales revenue from the top 1 customer and the new top 10 customers.

Responsibilities of management and those charged with governance for the financial statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance, including the audit committee, are responsible for overseeing the Company's financial reporting process.

Auditors' responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the generally accepted auditing standards in the Republic of China will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with the generally accepted auditing standards in the Republic of China, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

1. Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

6. Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the financial statements. We are responsible for the direction, supervision and performance of the audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Weng, Shih-Jung

Lin, Chun-Yao

For and on behalf of PricewaterhouseCoopers, Taiwan

March 14, 2022

The accompanying individual financial statements are not intended to present the financial position and results of operations and cash flows in accordance with accounting principles generally accepted in countries and jurisdictions other than the Republic of China. The standards, procedures and practices in the Republic of China governing the audit of such financial statements may differ from those generally accepted in countries and jurisdictions other than the Republic of China. Accordingly, the accompanying individual financial statements and independent auditors' report are not intended for use by those who are not informed about the accounting principles or auditing standards generally accepted in the Republic of China, and their applications in practice.

As the financial statements are the responsibility of the management, PricewaterhouseCoopers cannot accept any liability for the use of, or reliance on, the English translation or for any errors or misunderstandings that may derive from the translation.

ASMEDIA TECHNOLOGY INC.
BALANCE SHEETS
DECEMBER 31, 2021 AND 2020
(Expressed in thousands of New Taiwan dollars)

Assets		Notes	December 31, 2021		December 31, 2020	
			AMOUNT	%	AMOUNT	%
Current assets						
1100	Cash and cash equivalents	6(1)	\$ 1,734,025	10	\$ 2,615,534	17
1110	Financial assets at fair value through profit or loss - current	6(2)	610,344	3	209,186	1
1170	Accounts receivable, net	6(3)	415,997	2	367,993	3
1180	Accounts receivable - related parties	6(3) and 7	118,935	1	48,213	-
1200	Other receivables		32,747	-	48,062	-
130X	Inventory	6(4)	1,413,571	8	1,048,304	7
1410	Prepayments		711,576	4	328,345	2
11XX	Total current assets		5,037,195	28	4,665,637	30
Non-current assets						
1517	Financial assets at fair value through other comprehensive income - non-current	6(6)	895,366	5	638,512	4
1550	Investments accounted for using equity method	6(5)	11,391,413	64	9,946,611	63
1600	Property, plant and equipment	6(7)	297,664	2	251,156	2
1755	Right-of-use assets	6(8)	32,090	-	45,107	-
1780	Intangible assets	6(9)	211,431	1	90,270	1
1840	Deferred income tax assets	6(23)	55,151	-	42,615	-
1900	Other non-current assets	8	14,499	-	10,621	-
15XX	Total non-current assets		12,897,614	72	11,024,892	70
1XXX	Total assets		\$ 17,934,809	100	\$ 15,690,529	100

(Continued)

ASMEDIA TECHNOLOGY INC.
BALANCE SHEETS
DECEMBER 31, 2021 AND 2020
(Expressed in thousands of New Taiwan dollars)

Liabilities and equity		Notes	December 31, 2021		December 31, 2020	
			AMOUNT	%	AMOUNT	%
Current liabilities						
2130	Current contract liabilities	6(16)	\$ 48,671	-	\$ 20,092	-
2170	Accounts payable		324,392	2	364,759	3
2200	Other payables	6(10)	997,539	5	794,391	5
2220	Other payables - related parties	7	735	-	372	
2230	Current income tax liabilities		146,111	1	328,315	2
2280	Lease liabilities - current		18,095	-	20,649	-
2300	Other current liabilities	7	102,255	1	35,117	-
21XX	Total current liabilities		1,637,798	9	1,563,695	10
Non-current liabilities						
2570	Deferred income tax liabilities	6(23)	238	-	1	-
2580	Lease liabilities - non-current		13,977	-	24,345	-
2600	Other non-current liabilities	6(11)	178	-	911	-
25XX	Total non-current liabilities		14,393	-	25,257	-
2XXX	Total liabilities		1,652,191	9	1,588,952	10
Equity attributable to owners of parent						
	Share capital	6(13)				
3110	Share capital		692,181	4	692,229	4
	Capital surplus	6(14)				
3200	Capital surplus		8,468,973	47	8,401,988	54
	Retained earnings	6(15)				
3310	Legal reserve		643,474	4	350,683	2
3320	Special reserve		-	-	11,841	-
3350	Unappropriated retained earnings		4,641,888	26	3,270,403	21
	Other equity interest					
3400	Other equity interest		1,836,102	10	1,374,433	9
3XXX	Total equity		16,282,618	91	14,101,577	90
	Significant contingent liabilities and unrecorded contract commitments	9				
	Significant events after the balance sheet date	11				
3X2X	Total liabilities and equity		\$ 17,934,809	100	\$ 15,690,529	100

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

ASMEDIA TECHNOLOGY INC.
STATEMENTS OF COMPREHENSIVE INCOME
YEARS ENDED DECEMBER 31, 2021 AND 2020
(Expressed in thousands of New Taiwan dollars, except earnings per share data)

			Year ended December 31			
			2021		2020	
Items	Notes		AMOUNT	%	AMOUNT	%
4000	Operating revenue	6(16) and 7	\$ 6,009,012	100	\$ 6,987,470	100
5000	Operating costs	6(4)(21)(22)	(2,788,154)	(46)	(3,343,785)	(48)
5900	Gross profit		3,220,858	54	3,643,685	52
5910	Unrealised profit from sales		(25,998)	(1)	(15,544)	-
5920	Realised profit from sales		15,544	-	-	-
5950	Net operating margin		3,210,404	53	3,628,141	52
	Operating expenses	6(21)(22) and 7				
6100	Selling expenses		(101,150)	(2)	(98,174)	(2)
6200	General and administrative expenses		(182,486)	(3)	(159,862)	(2)
6300	Research and development expenses		(989,056)	(16)	(897,393)	(13)
6000	Total operating expenses		(1,272,692)	(21)	(1,155,429)	(17)
6900	Operating profit		1,937,712	32	2,472,712	35
	Non-operating income and expenses					
7100	Interest income	6(17)	5,293	-	8,545	-
7010	Other income	6(18)	6,533	-	384,115	6
7020	Other gains and losses	6(19)	(34,201)	(1)	(112,140)	(2)
7050	Finance costs	6(20)	(1,379)	-	(1,320)	-
7060	Share of profit of associates and joint ventures accounted for under equity method	6(5)				
			1,652,458	28	593,007	9
7000	Total non-operating income and expenses		1,628,704	27	872,207	13
7900	Profit before income tax		3,566,416	59	3,344,919	48
7950	Income tax expense	6(23)	(373,268)	(6)	(417,007)	(6)
8200	Profit for the year		\$ 3,193,148	53	\$ 2,927,912	42
	Components of other comprehensive income that will not be reclassified to profit or loss					
8311	Actuarial gain (loss) on defined benefit plan	6(11)	\$ 737	-	(\$ 755)	-
8316	Unrealised gain on investments in equity instruments at fair value through other comprehensive income	6(6)	256,854	4	22,552	-
8320	Share of other comprehensive income of associates and joint ventures accounted for using equity method		511,065	9	1,750,065	25
8310	Components of other comprehensive income that will not be reclassified to profit or loss		768,656	13	1,771,862	25
	Other comprehensive income that will be reclassified to profit or loss					
8370	Share of other comprehensive loss of associates and joint ventures accounted for using equity method		(227,542)	(4)	(337,579)	(5)
8500	Total comprehensive income for the year		\$ 3,734,262	62	\$ 4,362,195	62
	Earning per share (in dollars)	6(24)				
9750	Basic earnings per share		\$ 46.23		\$ 44.16	
9850	Diluted earnings per share		\$ 46.00		\$ 43.98	

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

ASMEDIA TECHNOLOGY INC.
STATEMENTS OF CHANGES IN EQUITY
YEARS ENDED DECEMBER 31, 2021 AND 2020
(Expressed in thousands of New Taiwan dollars)

		Retained Earnings					Other Equity interest				
	Notes	Share capital - common stock	Additional paid-in capital	Legal reserve	Special reserve	Unappropriated retained earnings	Exchange differences on translation of foreign financial statements	Unrealised gains (losses) from financial assets measured at fair value through other comprehensive income	Losses on remeasurements of defined benefit plan	Other equity	Total equity
Year ended December 31, 2020											
Balance at January 1, 2020		\$ 600,379	\$ 450,995	\$ 254,162	\$ 11,841	\$ 1,267,534	\$ -	(\$ 3,040)	(\$ 383)	\$ -	\$ 2,581,488
Profit for the year		-	-	-	-	2,927,912	-	-	-	-	2,927,912
Other comprehensive income (loss)		-	-	-	-	-	(337,579)	1,772,617	(755)	-	1,434,283
Total comprehensive income (loss)		-	-	-	-	2,927,912	(337,579)	1,772,617	(755)	-	4,362,195
Appropriations of 2019 retained earnings	6(15)										
- Legal reserve		-	-	96,521	-	(96,521)	-	-	-	-	-
Cash dividends of ordinary share		-	-	-	-	(828,522)	-	-	-	-	(828,522)
Share-based payments	6(12)										
Issuance of employee restricted stocks		1,850	(1,850)	-	-	-	-	-	-	-	-
Compensation cost of employee restricted stocks		-	107,978	-	-	-	-	-	-	(56,427)	51,551
Issuance of new shares for shares in another company		90,000	6,534,000	-	-	-	-	-	-	-	6,624,000
Changes in equity of associates and joint ventures accounted for using equity method		-	1,310,865	-	-	-	-	-	-	-	1,310,865
Balance at December 31, 2020		\$ 692,229	\$ 8,401,988	\$ 350,683	\$ 11,841	\$ 3,270,403	(\$ 337,579)	\$ 1,769,577	(\$ 1,138)	(\$ 56,427)	\$ 14,101,577
Year ended December 31, 2021											
Balance at January 1, 2021		\$ 692,229	\$ 8,401,988	\$ 350,683	\$ 11,841	\$ 3,270,403	(\$ 337,579)	\$ 1,769,577	(\$ 1,138)	(\$ 56,427)	\$ 14,101,577
Profit for the year		-	-	-	-	3,193,148	-	-	-	-	3,193,148
Other comprehensive income (loss)		-	-	-	-	-	(227,542)	767,919	737	-	541,114
Total comprehensive income (loss)		-	-	-	-	3,193,148	(227,542)	767,919	737	-	3,734,262
Appropriations of 2020 retained earnings	6(15)										
Legal reserve		-	-	292,791	-	(292,791)	-	-	-	-	-
Reversal of special reserve		-	-	-	(11,841)	11,841	-	-	-	-	-
Cash dividends		-	-	-	-	(1,661,349)	-	-	-	-	(1,661,349)
Share-based payments	6(12)										
Compensation cost of employee restricted stocks		-	-	-	-	-	-	-	-	41,191	41,191
Retirement and reduction of employee restricted stocks		(48)	48	-	-	-	-	-	-	-	-
Changes in equity of associates and joint ventures accounted for using equity method	6(5)	-	66,937	-	-	-	-	-	-	-	66,937
Disposal of equity instrument measured at fair value through other comprehensive income by associates		-	-	-	-	120,636	-	(120,636)	-	-	-
Balance at December 31, 2021		\$ 692,181	\$ 8,468,973	\$ 643,474	\$ -	\$ 4,641,888	(\$ 565,121)	\$ 2,416,860	(\$ 401)	(\$ 15,236)	\$ 16,282,618

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

ASMEDIA TECHNOLOGY INC.
STATEMENTS OF CASH FLOWS
YEARS ENDED DECEMBER 31, 2021 AND 2020
(Expressed in thousands of New Taiwan dollars)

		Year ended December 31	
	Notes	2021	2020
<u>CASH FLOWS FROM OPERATING ACTIVITIES</u>			
Profit before tax		\$ 3,566,416	\$ 3,344,919
Adjustments			
Adjustments to reconcile profit (loss)			
Depreciation	6(7)(8)(21)	176,357	152,023
Amortisation	6(9)(21)	67,842	50,900
Net gain on financial assets at fair value through profit or loss	6(19)	(1,368)	(3,886)
Loss on disposal of property, plant and equipment	6(19)	1,401	-
Interest expense	6(20)	1,379	1,320
Interest income	6(17)	(5,293)	(8,545)
Dividend income	6(18)	(3,409)	-
Share-based payments	6(12)	41,191	51,551
Share of profit of associates and joint ventures accounted for using equity method	6(5)	(1,652,458)	(593,007)
Gain recognised in bargain purchase transaction	6(18)	-	(378,940)
Unrealised loss from sales	6(5)	10,454	15,544
Loss on disposal of investment	6(18)	-	2,624
Loss on lease modification	6(8)	-	40
Changes in operating assets and liabilities			
Changes in operating assets			
Accounts receivable, net		(48,004)	188,594
Accounts receivable - related parties		(70,722)	(48,213)
Other receivables		15,308	(29,177)
Inventory		(365,267)	(759,066)
Prepayments		(383,231)	(314,752)
Changes in operating liabilities			
Contract liabilities - current		28,579	(5,915)
Accounts payable		(40,367)	125,616
Notes payable		-	(144)
Other payables		119,450	341,518
Other payables - related parties		363	6
Other current liabilities		67,138	29,876
Other non-current liabilities		4	1
Cash inflow generated from operations		1,525,763	2,162,887
Income tax paid		(567,770)	(178,316)
Interest received		5,300	9,519
Dividends received	6(5)(18)	551,072	357,143
Interest paid		(1,379)	(1,320)
Net cash flows from operating activities		1,512,986	2,349,913
<u>CASH FLOWS FROM INVESTING ACTIVITIES</u>			
Acquisition of financial assets at fair value through profit or loss		(400,000)	(90,000)
Financial assets at fair value through other comprehensive income - non-current		-	(400,000)
Acquisition of property, plant and equipment	6(25)	(219,515)	(147,717)
Acquisition of intangible assets	6(25)	(87,474)	(75,780)
(Increase) decrease in refundable deposits		(3,878)	3,164
Net cash flows used in investing activities		(710,867)	(710,333)
<u>CASH FLOWS FROM FINANCING ACTIVITIES</u>			
Payment of lease liabilities		(22,279)	(18,726)
Cash dividends paid	6(15)	(1,661,349)	(828,522)
Net cash flows used in financing activities		(1,683,628)	(847,248)
Net (decrease) increase in cash and cash equivalents		(881,509)	792,332
Cash and cash equivalents at beginning of year		2,615,534	1,823,202
Cash and cash equivalents at end of year		\$ 1,734,025	\$ 2,615,534

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

Appendix 4

ASMedia Technology Inc. Earning Distribution Table of 2021

Unit: NT\$

Account	Amount	Note
Unappropriated earnings – beginning	1,328,103,462	
Add: Retained Earnings Adjustments	120,635,108	
Adjust unappropriated earnings at beginning (accumulated deficit)	1,448,738,570	
Add: 2021 net income	3,193,148,444	
Less: Legal reserve (10%)	(331,378,355)	
Less: Reversal of special reserve	0	
Accumulated distributable earnings at end of 2021	4,310,508,659	
Distributed Items:		
Cash Dividends	1,799,669,326	NT\$26 per share
Stock Dividends	0	
Unappropriated earnings – ending	2,510,839,333	

Note: Earnings distribution of the year is appropriated from the 2021 after-tax distributable earnings.

Chairman:

President:

Accounting Manager :

Appendix 5

ASMedia Technology Inc. Comparison Table of Procedures for Election of Directors

Article No.	After Revision	Before Revision	Reason
Amended Date	Jun 9, 2022	Jun 8, 2017	Amended Date
1	To establish a strong governance system and sound supervisory capabilities for the procedures for election of directors, and to strengthen management capabilities, these Procedures are adopted by the Company Act and relevant laws and regulation.	To establish a fair and open election and sound supervisory capabilities for the Company's directors and to strengthen management capabilities, these Procedures are adopted in accordance with the provisions of the Company Law and relevant laws and regulations for the purpose of compliance	Text revised
2	Except as otherwise provided by law and regulation or by the Company's articles of incorporation, elections of directors shall be conducted in accordance with these Procedures.	Except as otherwise provided by law and regulation or by the Company's articles of incorporation, elections of directors shall be conducted in accordance with these Procedures.	Text revised
4.1	The cumulative voting scheme shall be used for election of the directors at the Company. Attendance card numbers printed on the ballots may be used instead of recording the names of voting shareholders. Each share will have voting rights in number equal to the Board directors to be elected, and may be cast for a single candidate or split among multiple candidates. The election of directors shall be conducted together with the election of independent directors and non-independent directors, and the number of elected directors shall be calculated separately.	The cumulative voting method shall be used for election of the directors at the Company. Attendance card numbers printed on the ballots may be used instead of recording the names of voting shareholders. Each share will have voting rights in number equal to the directors to be elected, and may be cast for a single candidate or split among multiple candidates. The number of directors with voting rights are separately calculated for independent and non-independent director position.	Text and actual operation revised for provision.
4.2	Election of directors at the Company shall be conducted in accordance with the candidate nomination system with the candidate list from the	Election of directors at the Company shall be conducted in accordance with the candidate nomination system with the candidate list from the	Modify based on actual operation.

Article No.	After Revision	Before Revision	Reason
	shareholders meeting. The number of directors will be as specified in the Company's Articles of Incorporation and approved by the Board of Directors. Those receiving ballots representing the highest number of voting rights will be elected subsequently according to their respective number of votes for the independent and non-independent director positions. When two or more persons receive the same number of votes, thus exceeding the specified number of positions, they shall draw lots to determine the winner, with the Chairman drawing lots on behalf of any person not in attendance.	shareholders meeting. The number of directors will be as specified in the Company's articles of incorporation. Those receiving ballots representing the highest number of voting rights will be elected subsequently according to their respective number of votes for the independent and non-independent director positions. When two or more persons receive the same number of votes, thus exceeding the specified number of positions, they shall draw lots to determine the winner, with the Chairman drawing lots on behalf of any person not in attendance.	
4.3	Before the election, the Chairman shall appoint a number of persons to perform the respective duties of vote monitoring and counting personnel. The vote monitoring personnel is required to equip with shareholder status.	Before the election begins, the Chairman shall appoint a number of persons to perform the respective duties of vote monitoring and counting personnel. The vote monitoring personnel is required to equip with shareholder status.	Text corrected in compliance with legal regulations
4.4	The Board of Directors or the convener of the election shall prepare ballots for directors in numbers corresponding to the Board directors to be elected. The number of voting rights associated with each ballot shall be specified on the ballots, which shall then be distributed to the attending shareholders at the shareholders meeting.	The Company shall prepare ballots for directors in numbers corresponding to the directors to be elected. The number of voting rights associated with each ballot shall be specified on the ballots, which shall then be distributed to the attending shareholders at the shareholders meeting.	Text revised
4.5	The ballot boxes shall be prepared by the Board of Directors or the convener of the election and publicly checked by the vote monitoring personnel before voting commences.	The ballot boxes shall be prepared by the Company and publicly checked by the vote monitoring personnel before voting commences.	Text revised
4.6	Deleted	If the candidate is a shareholder of the Company, voters shall fill in the "candidate" column the candidate's name and	Text deleted

Article No.	After Revision	Before Revision	Reason
		shareholder's number. If the candidate is not a shareholder of the Company, voters shall fill in the "candidate" column the candidate's name, the candidate's ID number. If the candidate is a government agency or a legal entity, the full name of the government agency or the legal entity or the name(s) of their representative(s) should be filled in the column.	
4.6	<p>A ballot is invalid under any of the following circumstances:</p> <p>1.2.2. The elector did not use the ballot prepared by the Board of Directors or the convener of the election.</p> <p>2.2.2. A blank ballot is placed in the ballot box.</p> <p>3.2.2. The writing is unclear and indecipherable or has been altered.</p> <p>4.2.2. The list of candidates for election does not match the candidate list from the Board of Directors.</p> <p>5.2.2. Ballots with other written characters or symbols and the number of voting rights allotted for the candidate.</p> <p>4.7.6 Deleted.</p> <p>4.6.6 The total number of voting rights cast by the candidate exceeds the total number of voting rights held by the candidate.</p> <p>4.6.7 The same ballot indicates two or more candidates were chosen.</p>	<p>A ballot is invalid under any of the following circumstances:</p> <p>4.7.1 The ballot was not prepared in accordance with these Procedures.</p> <p>4.7.2 A blank ballot is placed in the ballot box.</p> <p>4.7.3 The writing is unclear and indecipherable or has been altered.</p> <p>4.7.4 If the candidate is a shareholder of the Company, the name of shareholder's number of the candidate filled in the ballot is inconsistent with the shareholders' register; or if the candidate is not a shareholder of the Company, the name or ID number of the candidate filled in the ballot is incorrect.</p> <p>4.7.5 Ballots with other written characters or symbols in addition to candidate's name, shareholder's number (ID number) and the number of voting rights allotted for the candidate.</p> <p>4.7.6 The name of the candidates filled in the ballots being the same as another candidate's name and the respective shareholder's number (ID numbers) not</p>	Text and actual operation revised and Article number adjusted.

Article No.	After Revision	Before Revision	Reason
		<p>being indicated to distinguish them.</p> <p>4.7.7 The total number of voting rights cast by the candidate exceeds the total number of voting rights held by the candidate.</p> <p>4.7.8 The same ballot indicates two or more candidates were chosen.</p>	
4.7	<p>4.7 After the voting is completed, the result shall be announced by the Chairman on the site, including the list of directors elected and the number of their elected votes. The election ballots for the aforementioned election shall be sealed and signed by the monitoring personnel and kept in a safe place and preserved for at least one year. However, if a lawsuit is filed by a shareholder in accordance with Article 189 of the Company Act, it shall be kept until the end of the lawsuit.</p>	<p>4.8 The list of persons elected as directors and the numbers of votes with which they were elected, shall be announced by the Chairman on the site.</p>	Text and revised and Article number adjusted.

ASMedia Technology Inc. Procedures for Election of Directors

- Article 1 Purpose
To establish a strong governance system and sound supervisory capabilities for the procedures for election of directors, and to strengthen management capabilities, these Procedures are adopted in accordance with the provisions of the Company Law and relevant laws and regulations for the purpose of compliance.
- Article 2 Scope
Except as otherwise provided by law and regulation or by the Company's articles of incorporation, elections of directors shall be conducted in accordance with these Procedures.
- Article 3 Authorities
3.1 Implementation unit: Finance and accounting department.
3.2 Amendment unit: Finance and accounting department.
- Article 4 Operating Procedures
4.1 The cumulative voting scheme shall be used for election of the directors at the Company. Attendance card numbers printed on the ballots may be used instead of recording the names of voting shareholders. Each share will have voting rights in number equal to the Board directors to be elected, and may be cast for a single candidate or split among multiple candidates. The election of directors shall be conducted together with the election of independent directors and non-independent directors, and the number of elected directors shall be calculated separately.
4.2 Election of directors at the Company shall be conducted in accordance with the candidate nomination system with the candidate list from the shareholders meeting. The number of directors will be as specified in the Company's Articles of Incorporation and approved by the Board of Directors. Those receiving ballots representing the highest number of voting rights will be elected subsequently according to their respective number of votes for the independent and non-independent director positions. When two or more persons receive the same number of votes, thus exceeding the specified number of positions, they shall draw lots to determine the winner, with the Chairman drawing lots on behalf of any person not in attendance.
4.3 Before the election, the Chairman shall appoint a number of persons to perform the respective duties of vote monitoring and counting personnel. The vote monitoring personnel is required to equip with shareholder status.
4.4 The Board of Directors or the convener of the election shall prepare ballots for directors in numbers corresponding to the Board directors to be

elected. The number of voting rights associated with each ballot shall be specified on the ballots, which shall then be distributed to the attending shareholders at the shareholders meeting.

- 4.5 The ballot boxes shall be prepared by the Board of Directors or the convener of the election and publicly checked by the vote monitoring personnel before voting commences.
- 4.6 A ballot is invalid under any of the following circumstances:
 - 4.6.1 The elector did not use the ballot prepared by the Board of Directors or the convener of the election.
 - 4.6.2 A blank ballot is placed in the ballot box.
 - 4.6.3 The writing is unclear and indecipherable or has been altered.
 - 4.6.4 The list of candidates for election does not match the candidate list from the Board of Directors.
 - 4.6.5 Ballots with other written characters or symbols and the number of voting rights allotted for the candidate.
 - 4.6.6 The total number of voting rights cast by the candidate exceeds the total number of voting rights held by the candidate.
 - 4.6.7 The same ballot indicates two or more candidates were chosen.

After the voting is completed, the result shall be announced by the Chairman on the site, including the list of directors elected and the number of their elected votes.

The election ballots for the aforementioned election shall be sealed and signed by the monitoring personnel and kept in a safe place and preserved for at least one year. However, if a lawsuit is filed by a shareholder in accordance with Article 189 of the Company Act, it shall be kept until the end of the lawsuit.

Article 5 Supplementary Rules

These Procedures and other contents shall comply with the Company Act, the articles of incorporation of the Company, relevant laws and regulations. These Procedures shall take effect after having been submitted to and approved by a shareholders meeting. Subsequent amendments thereto shall be effected in the same manner.

Appendix 6

ASMedia Technology Inc.

Comparison Table of Procedures for Acquisition or Disposal of Assets

Article No.	After Revision	Before Revision	Reason
Amended Date	Jun 9, 2022	Feb 13, 2020	Amended Date
Article 4	<p>When issuing an appraisal report or opinion, the personnel referred to in the preceding paragraph shall comply with the self-regulatory rules of the industry associations to which they belong and with the following provisions:</p> <ol style="list-style-type: none"> 1. Prior to accepting a case, they shall prudently assess their own professional capabilities, practical experience, and independence. 2. When conducting a case, they shall appropriately plan and execute adequate working procedures, in order to produce a conclusion and use the conclusion as the basis for issuing the report or opinion. The related working procedures, data collected, and conclusion shall be fully and accurately specified in the case working papers. 3. They shall undertake an item-by-item evaluation of the appropriateness and reasonableness of the sources of data used, the parameters, and the information, as the basis for issuance of the appraisal report or the opinion. 4. They shall issue a statement attesting to the professional competence and independence of the personnel who prepared the report or opinion, and that they have evaluated and found 	<p>When issuing an appraisal report or opinion, the personnel referred to in the preceding paragraph shall comply with the following:</p> <ol style="list-style-type: none"> 1. Prior to accepting a case, they shall prudently assess their own professional capabilities, practical experience, and independence. 2. When examining a case, they shall appropriately plan and execute adequate working procedures, in order to produce a conclusion and use the conclusion as the basis for issuing the report or opinion. The related working procedures, data collected, and conclusion shall be fully and accurately specified in the case working papers. 3. They shall undertake an item-by-item evaluation of the comprehensiveness, accuracy, and reasonableness of the sources of data used, the parameters, and the information, as the basis for issuance of the appraisal report or the opinion. 4. They shall issue a statement attesting to the professional competence and independence of the 	Revise based on law and regulation

Article No.	After Revision	Before Revision	Reason
	that the information used is appropriate and reasonable, and that they have complied with applicable laws and regulations.	personnel who prepared the report or opinion, and that they have evaluated and found that the information used is reasonable and accurate, and that they have complied with applicable laws and regulations.	
Article 5	<p>2. Trading conditions and the degree of authority in decision-making process (3) Each subsidiary of the Company may acquire non-operating real property or related right-of-use assets for an amount not exceeding 10% of the Company's net worth.</p> <p>4. Appraisal reports of real property, equipment or related right-of-use assets (3) Where any one of the following circumstances applies with respect to the professional appraiser's appraisal results, unless all the appraisal results for the assets to be acquired are higher than the transaction amount, or all the appraisal results for the assets to be disposed of are lower than the transaction amount, a certified public accountant shall be engaged to render a specific opinion regarding the reason for the discrepancy and the appropriateness of the transaction price: (i) The discrepancy between the appraisal result and</p>	<p>2. Trading conditions and the degree of authority in decision-making process (3) Each subsidiary of the Company may acquire non-operating real property or related right-of-use assets for an amount not exceeding 10% of the Company's paid-in capital.</p> <p>4. Appraisal reports of real property, equipment or related right-of-use assets (3) Where any one of the following circumstances applies with respect to the professional appraiser's appraisal results, unless all the appraisal results for the assets to be acquired are higher than the transaction amount, or all the appraisal results for the assets to be disposed of are lower than the transaction amount, a certified public accountant shall be engaged to perform the appraisal in accordance with the provisions of the Statement of Auditing Standards No. 20 published by the ROC Accounting</p>	Revise based on business operation and regulations

Article No.	After Revision	Before Revision	Reason
	<p>the transaction amount is 20% or more of the transaction amount.</p> <p>(ii) The discrepancy between the appraisal results of two or more professional appraisers is 10% or more of the transaction amount.</p>	<p>Research and Development Foundation (referred to as “the ARDF” hereinafter) and render a specific opinion regarding the reason for the discrepancy and the appropriateness of the transaction price:</p> <p>(i) The discrepancy between the appraisal result and the transaction amount is 20% or more of the transaction amount.</p> <p>(ii) The discrepancy between the appraisal results of two or more professional appraisers is 10% or more of the transaction amount.</p>	
Article 6	<p>1. No change.</p> <p>2. Trading conditions and the degree of authority in decision-making process</p> <p>(1) For securities that are traded on stock exchange or OTC market by the finance division, shall be authorized and approved by the Chairman in accordance with the Company’s authorization hierarchy. Each transaction amount exceeding 20% of the Company’s paid-in capital must be approved by the audit committee</p>	<p>1. No change.</p> <p>2. Trading conditions and the degree of authority in decision-making process</p> <p>(1) For securities that are traded at the stock exchange market or OTC market by the finance division, shall be authorized and approved by the Chairman in accordance with the Company’s authorization hierarchy. Each transaction amount exceeding 10% of the Company’s paid-in</p>	Revise based on business operation needs and regulations

Article No.	After Revision	Before Revision	Reason
	<p>in advance and submit to board of directors for resolution. However, the board of directors may authorize the Chairman to review and approve the process first and then report to the board of directors afterward.</p> <p>(2) For securities that are not traded at the stock exchange market or OTC market, the net worth per share, profitability, and development potentials should, prior to the date of occurrence of the event, be valued by referring to the most recently certified or reviewed financial statements of the investment subject. Unless such securities are with market price available for reference or otherwise regulated by the Financial Supervisory Commission (hereinafter referred to as “the FSC”), also, shall be authorized and approved by the Chairman in accordance with the Company’s authorization hierarchy. Each transaction amount exceeding 10% of the Company’s paid-in capital must be approved by the audit committee in advance and submit to the board meeting for resolution. However, the board of directors may</p>	<p>capital must be approved by the audit committee in advance and submit to board of directors for resolution. However, with prior consent of the audit committee and the resolution by the board of directors, the board of directors may authorize the Chairman to review and approve the process first and then report to the board of directors afterward.</p> <p>(2) For securities that are not traded at the stock exchange market or OTC market, the net worth per share, profitability, and development potentials should, prior to the date of occurrence of the event, be valued by referring to the most recently certified or reviewed financial statements of the investment subject. Unless such securities are with market price available for reference or otherwise regulated by the Financial Supervisory Commission (hereinafter referred to as “the FSC”), also, shall be authorized and approved by the Chairman in accordance with the Company’s authorization hierarchy. Each</p>	

Article No.	After Revision	Before Revision	Reason
	<p>authorize the Chairman to review and approve the process first and then report to the board of directors afterward.</p> <p>3. No change.</p> <p>4. No change.</p>	<p>transaction amount exceeding 10% of the Company's paid-in capital must be approved by the audit committee in advance and submit to the board meeting for resolution. However, with prior consent of the audit committee and the resolution by the board of directors, the board of directors may authorize the Chairman to review and approve the process first and then report to the board of directors afterward.</p> <p>3. No change.</p> <p>4. No change.</p>	
Article 8	<p>2. Trading conditions and the level of authority in decision-making process</p> <p>(1) Memberships acquired or disposed shall be determined the trading conditions and price by referring to the market price with an analysis report composed for presentation; also, it is processed by the related department in accordance with the Company's authorization hierarchy. A transaction amount exceeding NT\$10 million must be submitted and approved by the board of directors for resolution in advance.</p> <p>(2) No change.</p>	<p>2. Trading conditions and the level of authority in decision-making process</p> <p>(1) Memberships acquired or disposed shall be determined the trading conditions and price by referring to the market price with an analysis report composed for presentation; also, it is processed by the related department in accordance with the Company's authorization hierarchy. A transaction amount exceeding NT\$3 million must be approved by the audit committee and submit to the board of directors for</p>	Correspond to the Company's operational needs

Article No.	After Revision	Before Revision	Reason
		resolution in advance. (2) No change.	

ASMedia Technology Inc.

Procedures for Acquisition or Disposal of Assets

2022.6.9 amended

Article 1 The Company shall handle the acquisition or disposal of assets in compliance with the Procedures provided. The Procedures are stipulated in accordance with the provisions of Article 36-1 of the Securities and Exchange Act (“Regulations Governing the Acquisition and Disposal of Assets by Public Companies”) by the competent authorities, except where otherwise provided by other laws or regulations, such provisions shall govern.

Article 2 The term “assets” as used in the Procedures include the following:

1. Investment of long-term and short-term securities (including stocks, government bonds, corporate bonds, financial bonds, securities representing interest in a fund, depositary receipts, call (put) warrants, beneficial interest securities, and asset-backed securities).
2. Real property (including land, houses and buildings, investment property, and construction enterprise inventory) and equipment.
3. Memberships.
4. Patents, copyrights, trademarks, franchise rights, and other intangible assets.
5. Right-of-use assets.
6. Claims of financial institutions (including receivables, bills purchased and discounted, loans, and overdue receivables).
7. Derivatives.
8. Assets acquired or disposed of in connection with mergers, demergers, acquisitions, or transfer of shares in accordance with law and other major assets.

The terms defined in the Procedures shall be in accordance with the “Regulations Governing the Acquisition and Disposal of Assets by Public Companies” by the competent authorities.

Article 3 The Company shall handle the acquisition or disposal of assets in compliance with the Procedures provided or in accordance with the law upon approval by the board of directors. If any director expresses objection with records or in written statements, the Company should fully consider the comments made from each independent director and shall include opinions of those who vote in favor or against and the reasons of dissent expressed in the meeting minutes.

Any transaction involving major assets or derivatives trading made by the Company shall be approved by more than half of all audit committee members and submit to the board of directors for a resolution. If approval of more than half of all audit committee members as required in the preceding paragraph is not obtained, the procedures may implemented if approved by more than two-thirds

of all directors, provided that the resolution of the audit committee is recorded in the minutes of the board of directors meeting.

Article 4 Professional appraisers and their officers, certified public accounts, attorneys, and securities underwriters that provide the Company with appraisal reports, certified public accountant's opinions, attorney's opinions, or underwriter's opinions shall meet the following requirements:

1. May not have previously received a final and unappealable sentence to imprisonment for one year or longer for a violation of the Act, the Company Act, the Banking Act of the Republic of China (ROC), the Insurance Act, the Financial Holding Company Act, or the Business Entity Accounting Act, or for fraud, breach of trust, embezzlement, forgery of documents, or occupational crime. However, this provision does not apply if three years have already passed since completion of service of the sentence, since expiration of the period of a suspended sentence, or since a pardon was received.
2. May not be a related party or de facto related party of any party to the transaction.
3. If the company is required to obtain appraisal reports from two or more professional appraisers, the different professional appraisers or appraisal officers may not be related parties or de facto related parties of each other.

When issuing an appraisal report or opinion, the personnel referred to in the preceding paragraph shall comply with the self-regulatory rules of the industry associations to which they belong and with the following provisions:

1. Prior to accepting a case, they shall prudently assess their own professional capabilities, practical experience, and independence.
2. When conducting a case, they shall appropriately plan and execute adequate working procedures, in order to produce a conclusion and use the conclusion as the basis for issuing the report or opinion. The related working procedures, data collected, and conclusion shall be fully and accurately specified in the case working papers.
3. They shall undertake an item-by-item evaluation of the appropriateness and reasonableness of the sources of data used, the parameters, and the information, as the basis for issuance of the appraisal report or the opinion.
4. They shall issue a statement attesting to the professional competence and independence of the personnel who prepared the report or opinion, and that they have evaluated and found that the information used is appropriate and reasonable and that they have complied with applicable laws and regulations.

Where the Company acquires or disposes of assets through court auction procedures, the evidentiary documentation issued by the court may be substituted for the appraisal report or CPA opinion.

Article 5 Acquisition or disposal process of real property, equipment or related right-of-use assets

1. Assessment and operating procedures
Real property, equipment or related right-of-use assets are acquired or

disposed of in accordance with property, plant and equipment cycle of the Company's internal control system.

2. Trading conditions and the degree of authority in decision-making process
 - (1) Real property or related right-of-use assets acquired or disposed shall be determined the trading conditions and price by referring to the notice of present value, assessment value, the actual price of nearby real estate transaction. An analytical report shall be composed and submit to Chairman for approval and resolution by the board of directors.
 - (2) Equipment or related right-of-use assets are acquired or disposed of by price inquiry, price comparison, price negotiation, or bidding; also, it is processed by the stratified unit heads in accordance with the Company's authorization hierarchy. Each transaction amount exceeding 10% of the paid-in capital collected must be approved by the audit committee in advance and submit to the board meeting for resolution; however, the board of directors may authorize the Chairman to review and approve the process first and then report to the board of directors afterward.
 - (3) Each subsidiary of the Company may acquire non-operating real property or related right-of-use assets for an amount not exceeding 10% of the Company's net worth.
3. Executive department

For the acquisition or disposal of real property, equipment or related right-of-use assets, it should be presented for approval in accordance with the Company's authorization hierarchy and then executed by the implementing department or related department.
4. Appraisal reports of real property, equipment or related right-of-use assets

In acquiring or disposing of real property, equipment or related right-of-use assets where the transaction amount reaches 20% of the Company's paid-in capital or NT\$300 million or more, the Company, unless transacting with a domestic government agency, engaging others to build on its own land, engaging others to build on rented land, or acquiring or disposing of business equipment, shall obtain an appraisal report prior to the date of occurrence of the event from a professional appraiser and comply with the following provisions:

 - (1) Where due to special circumstances it is necessary to give a limited price, specified price, or special price as a reference basis for the transaction price, the transaction shall be approved by the audit committee in advance and submit to the board of directors for resolution. The same procedure applies whenever there is any subsequent change to the terms and conditions of the transaction.
 - (2) Where the transaction amount is NT\$1 billion or more, appraisals from two or more professional appraisers shall be obtained.
 - (3) Where any one of the following circumstances applies with respect to the professional appraiser's appraisal results, unless all the appraisal results for the assets to be acquired are higher than the transaction amount, or all the appraisal results for the assets to be disposed of are lower than the transaction amount, a certified public accountant shall be engaged to render a specific opinion regarding

the reason for the discrepancy and the appropriateness of the transaction price:

- i. The discrepancy between the appraisal result and the transaction amount is 20% or more of the transaction amount.
 - ii. The discrepancy between the appraisal results of two or more professional appraisers is 10% or more of the transaction amount.
- (4) No more than three months may elapse between the date of appraisal report issued by a professional appraiser and the contract execution date; however, where the publicly announced current value for the same period is used and not more than six months have elapsed, an opinion is needed from the original professional appraiser.

Article 6 Acquisition or disposal process of securities

1. Assessment and operating procedures
Securities are acquired or disposed of in accordance with the investment cycle of the Company's internal control system.
2. Trading conditions and the degree of authority in decision-making process
 - (1) For securities that are traded at the stock exchange market or OTC market by the finance division, shall be authorized and approved by the Chairman in accordance with the Company's authorization hierarchy. Each transaction amount exceeding 20% of the Company's paid-in capital must be approved by the audit committee in advance and submit to board of directors for resolution. However, the board of directors may authorize the Chairman to review and approve the process first and then report to the board of directors afterward.
 - (2) For securities that are not traded at the stock exchange market or OTC market, the net worth per share, profitability, and development potentials should, prior to the date of occurrence of the event, be valued by referring to the most recently certified or reviewed financial statements of the investment subject. Unless such securities are with market price available for reference or otherwise regulated by the Financial Supervisory Commission (hereinafter referred to as "the FSC"), also, shall be authorized and approved by the Chairman in accordance with the Company's authorization hierarchy. Each transaction amount exceeding 10% of the Company's paid-in capital must be approved by the audit committee in advance and submit to the board meeting for resolution. However, the board of directors may authorize the Chairman to review and approve the process first and then report to the board of directors afterward.
 - (3) The amount of securities invested by the Company and the subsidiary of the Company
 - i. Total investment amount in securities acquired by the Company may not exceed 350% of the Company's net worth; total investment amount in securities acquired by each subsidiary of the Company may not exceed 50% of the Company's net worth.
 - ii. The investment amount in single security acquired by the

Company may not exceed 350% of the Company's net worth; the investment amount in single security acquired by each subsidiary of the Company may not exceed 50% of the Company's net worth.

3. Executive department
For the investment in securities, a proposal shall submit for approval in accordance with Company's authorization hierarchy mentioned in Article 6-2, and then executed by the finance division.
4. Acquisition of the professional opinions
The Company acquiring or disposing of securities shall, prior to the date of occurrence of the event, engage a certified public accountant (CPA) to provide an opinion regarding the reasonableness of the transaction price if the dollar amount of the transaction reaches 20% of the Company's paid-in capital or NT\$300 million or more. If the CPA needs to use the report of an expert as evidence, the CPA shall do so in accordance with the provisions of Statement of Auditing Standards No. 20 published by the ARDF. This requirement does not apply, however, to publicly quoted prices of securities that have an active market, or where otherwise provided by regulations of the Financial Supervisory Commission (FSC).

Article 7 The Company that engages in transactions of any acquisition or disposal of assets from or to a related party shall be carried out in compliance with the Procedures and "Regulations Governing the Acquisition and Disposal of Assets by Public Companies" by the competent authorities.

Article 8 Acquisition or disposal process of intangible assets or related right-of-use assets, or memberships

1. Assessment and operating procedures
The intangible assets or related right-of-use assets, or memberships are acquired or disposed in accordance with the process of the Company's internal control system.
2. Trading conditions and the level of authority in decision-making process
 - (1) Memberships acquired or disposed shall be determined the trading conditions and price by referring to the market price with an analysis report composed for presentation; also, it is processed by the related department in accordance with the Company's authorization hierarchy. A transaction amount exceeding NT\$10 million must be submitted and approved by the board of directors for resolution in advance.
 - (2) Intangible assets or related right-of-use assets acquired or disposed shall be determined the trading conditions and price by referring to the assessment report of experts or market price with an analysis report composed for presentation; also, it is processed by the related department in accordance with the Company's authorization hierarchy. A transaction amount exceeding 2% of the Company's net worth must be approved by the audit committee and submit to the board of directors for resolution in advance.
3. Executive department
For the acquisition or disposal of intangible assets, right-of-use assets or

memberships, it shall be submitted for approval in accordance with the Company's authorization hierarchy and then executed by the implementing department and finance division or administration department.

4. Appraisal reports of intangible assets, right-of-use assets or memberships
In acquiring or disposing of intangible assets, right-of-use assets or memberships, where the transaction amount reaches 20% of the Company's paid-in capital or NT\$300 million or more, except in transactions with a domestic government agency, the Company shall engage a certified public accountant prior to the date of occurrence of the event to render an opinion on the reasonableness of the transaction price; the CPA shall comply with the provisions of Statement of Auditing Standards No. 20 published by the ARDF.

Article 9 Acquisition or disposal process of the claims of financial institution
Basically, the Company does not acquire or dispose the claims of financial institutions. If the Company plans to acquire or dispose the claims of financial institutions in the future, the Company will present it to the audit committee for approval in advance and submit to the board of directors for resolution, and then have the assessment and operating procedures regulated.

Article 10 The procedures of acquisition or disposal of derivatives trading

1. Trading principles and strategies

(1) The types of derivatives trading

The derivatives trading which the Company engage in are forward contracts, options contracts, futures contracts, leverage contracts, or swap contracts, whose value is derived from a specified interest rates, financial instrument price, commodity price, foreign exchange rate, index of prices or rates, credit rating or credit index, or other variable; or hybrid contracts combining the above contracts; or hybrid contracts or structured products containing embedded derivatives.

(2) Hedging operations

The Company has conducted derivatives trading for hedging purpose to hedge the risk exposure position. The derivatives for purposes other than hedging can be processed only by the unit heads authorized by the approval of the audit committee and the resolution of the board of directors.

(3) Division of responsibilities

- i. Trade personnel: Transactions are processed in accordance with the authorization hierarchy. Trade personnel are to have the exposure positions computed weekly and assess the risk in accordance with the change in positions and financial market information.
- ii. Confirmation personnel: To confirm transactions executed.
- iii. Clearance personnel: Responsible for clearance process.
- iv. The aforementioned position of trade, confirmation, and clearance must be conducted by personnel of the finance division independently. The trade partners must be informed in writing regarding the change in trade personnel before the

effective date.

(4) Authorization hierarchy

- i. Authorization hierarchy for the amount of one transaction in a hedging transaction:

Component Supervisor	Authorization for the amount of one transaction
Chairman	Under USD\$10 million
Board of Directors	Over USD\$10 million

- ii. Transactions for a particular purpose must be processed by the unit heads authorized by the approval of the audit committee and the resolution of the board of directors.

(5) Contract amount

- i. The outstanding contract amount of a hedging transaction is limited to the Company's risk exposure position.
- ii. The outstanding contract amount of a transaction for a particular purpose is limited to 10% of the Company's income in the most recent quarter.

(6) Loss limit

- i. The loss limit of the individual hedging transaction agreement or entire hedging transaction agreement is limited to 25% of the contract amount.
- ii. The loss limit of the individual transaction for a particular purpose agreement or entire transaction for a particular purpose agreement is limited to 10% of the contract amount.

(7) Performance evaluation

- i. Hedging transaction
Performance evaluation is based on the hedged items and the overall profit and loss of the hedging transaction.
- ii. Transactions for a particular purpose
Performance evaluation is based on the specific projects and the overall profit and loss of the specific transactions.
- iii. Finance division is to have transaction position valuation and market analysis provided to the chief financial officer periodically for reference in management and decision-making.

(8) Periodically evaluation

Derivatives trading positions held shall be evaluated at least once per week; however, positions for hedge trades required by business shall be evaluated at least twice per month. Evaluation reports shall be submitted to senior management personnel authorized by the board of directors.

2. Risk management measures

(1) Credit risk

Domestic and international financial institutions are the trading partners and their credit rating is included for consideration.

(2) Market risk

The risk of change in market price of derivatives due to the factors of interest rate, exchange rate, and others is controlled and managed in accordance of Clause (6) Loss Limit above.

- (3) Liquidity risk
The underwritten financial commodity must be in volatile form that can be written off reversely in market at any time; also, the commissioned financial institutions must have sufficient information and capability to conduct transactions in market.
 - (4) Cash-flow risk
The cash-flow risk of the derivatives in transaction must be considered for securing sufficient working capital in clearing process.
 - (5) Operational risk
 - i. The derivatives traders are to avoid operational risk by complying with Clause (3) Division of Responsibilities above.
 - ii. The personnel responsible for risk assessment, monitoring, and control must be in different department from the individuals stated in Clause (3) Division of Responsibilities above. The said personnel are also responsible for reporting to the board of directors or the senior management that is not in charge of transaction or position decision-making.
 - (6) Legal risk
The document to be signed with financial institutions must be reviewed by finance personnel, regulatory staff, or legal advisers in advance to avoid legal risk.
3. Internal audit
- (1) The Company engaging in derivatives trading shall establish a log book and record details in the log book according to the related acts.
 - (2) The Company's internal audit department shall periodically make a determination of the suitability of internal controls on derivatives and conduct a monthly audit of derivatives trading by the trading department adheres to the procedures for engaging in derivatives trading, and prepare an audit report. If any material violation is found, the audit committee shall be notified in writing.
4. The supervision principles of the board of directors
- (1) The board of directors shall periodically evaluate whether derivatives trading performance is consistent with established operational strategy and whether the risk undertaken is within the company's permitted scope of tolerance.
 - (2) The board of directors shall authorize the senior management personnel to manage derivatives trading in accordance with the following principles:
 - i. Periodically evaluate the risk management measures currently employed are appropriate and are faithfully conducted in accordance with the Procedures.
 - ii. When irregular circumstances are found in the course of supervising trading and profit-loss circumstances, appropriate measures shall be adopted and report immediately to the board of directors, where an independent director shall be present at the meeting and express an opinion.
 - (3) The Company shall report to the earliest upcoming meeting of the

board of directors after it authorizes the relevant personnel to handle derivatives trading in accordance with the Procedures.

- Article 11 For the assets acquired or disposed of lawfully by mergers, demergers, acquisitions, or transfer of shares, in addition to the Procedure, the Company has it processed in accordance with the Merger and Acquisition Act and “Regulations Governing the Acquisition and Disposal of Assets by Public Companies” by the competent authorities.
- Article 12 The reporting projects, reporting standard, reporting period, and reporting procedures of the Company’s assets acquisition and disposition is announced in accordance with the requirements of the competent authorities.
- Article 13 The Company’s subsidiaries are to follow the following rules and regulations:
- (1) Subsidiaries are to have the assets acquisition or disposition processed in accordance with the Company’s procedures or defined rules governing assets acquisition or disposition.
 - (2) If a subsidiary of the Company is not a public company in Taiwan, are to have the assets acquisition or disposition processed shall make public announcement as stated in the provisions of Article 12 above. The Company shall make a public disclosure on such event and report on behalf of the Company’s subsidiary.
 - (3) If subsidiaries are to have the assets acquisition or disposition processed, it shall comply with the relevant regulations by announcing or disclose publicly or by the Company in accordance with the regulations. The Company shall enter the necessary information to be announced on behalf of the Company’s subsidiary into the designated reporting system on website.
 - (4) Subsidiaries have the rules governing assets acquisition or disposition defined in accordance with the “Regulations Governing the Acquisition and Disposal of Assets by Public Companies”, also, it is approved by the board of directors of the subsidiary before presenting to the shareholders’ meeting for resolution and the same also applies to amendment.
- Article 14 Punitive provisions
The personnel of the Company shall handle the acquisition or disposal of assets in compliance with the Procedures provided. Violation of the Procedures will be punished in accordance with the Company’s human resource regulations.
- Article 15 The “Procedures For Acquisition or Disposal of Assets” of the Company shall be approved by more than half of all audit committee members and submit to the board of directors for a resolution and then presented to the shareholders’ meeting for approval; the same applies when the procedures are amended. If any director expresses objection with records or in written statements, the Board shall take into full consideration of each independent

director's opinions and record in the minutes of the board of directors meeting if an independent director objects to or expresses reservations about any matter.

When the procedures for the acquisition and disposal of assets are adopted or amended they shall be approved by one-half or more of all audit committee members and submitted to the board of directors of the Company for a resolution. If approval of one-half or more of all audit committee members as required in the preceding paragraph is not obtained, the procedures may be implemented if approved by two-thirds or more of all directors, and the resolution of the audit committee shall be recorded in the minutes of the board of directors meeting.

Article 16 Any outstanding issues of the Procedures are processed in accordance with the governing law.

Appendix 7



ASMedia Technology Inc. Articles of Incorporation

Chapter I General

- Article 1 The Company is incorporated as a company limited by shares under the Company Act with the name of ASMedia Technology Inc.
- Article 2 The scope of business of the Company shall be as follows:
1. F119010 Wholesale of Electronic Materials.
 2. I501010 Product Designing.
 3. F118010 Wholesale of Computer Software.
 4. I301010 Information Software Services.
 5. I301030 Electronic Information Supply Services.
 6. F401010 International Trade.
 7. I301020 Data Processing Services.
 8. ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval.
- Article 3 The Company may act as a guarantor for companies in the same industry according to its business needs.
- Article 4 The Company's total amount of investment in other businesses is permitted to exceed 40% of the Company's paid-in capital, and the board of directors is authorized to execute accordingly.
- Article 5 The Company is headquartered in New Taipei City; and when necessary, it may establish branches at appropriate locations domestically and abroad through a resolution of the board of directors.
- Article 6 The Company's public disclosure methods shall be in accordance with the Company Act and relevant laws and regulations.

Chapter II Shares

- Article 7 The total capital of the Company shall be in the amount of NT\$1.2 billion, divided into 120 million shares at a par value of NT\$10 each share. The board of directors is empowered to issue the shares in installments in accordance with the Company Act and relevant laws and regulations.
- Of the total capital in the preceding paragraph, NT\$25 million is reserved for issuing employee stock options certificates, corporate bonds with warrants, preferred stocks with warrants, etc.
- Article 7-1 When the Company issues employee stock options certificates, restricted stocks, new shares subscribed by employees or treasury stocks in accordance with the

law, the recipients of such issuance shall include the employees of the parents or subsidiaries of the Company who is deemed to meet certain specific criteria.

Article 8 The Company's shares shall be signed by or affixed with seals of the directors representing the Company and shall be certified or authenticated by a certification organization approved by the competent authorities (e.g. bank) that is competent to certify shares under the law before issuance. The shares issued by the Company may be delivered by book-entry transfers in accordance with laws and regulations, without printing the actual share certificates; the same procedure applies to the issuance of other securities. However, such issuance shall be listed in Taiwan Depositary & Clearing Corporation.

Article 9 Renaming and transfer of shares shall be suspended within 60 days before the general shareholders' meeting, 30 days before an extraordinary shareholders' meeting, or within 5 days before the day on which dividends, bonuses or other benefits is scheduled to be paid by the Company. The period of the preceding item shall be calculated from the meeting date or the base date.

The Company's handling of stock affairs is handled in accordance with the "Regulations Governing the Administration of Shareholder Services of Public Companies" approved and issued by the competent authority.

Chapter III Shareholders' Meetings

Article 10 There shall be two types of shareholders' meetings: general meetings and extraordinary meetings. The general meeting shall be convened at least once a year and shall be held within six months after the end of each fiscal year. Extraordinary meetings shall be convened when necessary

Except as otherwise provided by the Company Act, the shareholders' meetings mentioned in the preceding paragraph, shall be convened by the board of directors.

Article 11 When shareholders cannot attend a shareholders' meeting for any reason, a letter of proxy issued by the Company shall specify the scope of authorization and shall be signed and sealed. In respect to the method of shareholder proxy attendance in the preceding paragraph, in addition to being in accordance with the provisions of Article 177 to Article 177-2 of the Company Act, it is noted that it shall be handled in accordance with the "Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies" as promulgated by the competent authorities.

Article 12 Each shareholder of the Company has one voting right per share, except when the shares have no voting rights as stipulated in Article 179 of the Company Act.

Article 13 In respect to resolutions of the shareholders' meeting, except as otherwise provided by the Company Act, Securities and Exchange Act or other laws, a proposal will only be approved by the shareholders' meeting where the attending shareholders represent more than half of the total number of issued shares and more than half of the shareholders attending the meeting vote in favor of the proposal.

Matters relating to the resolutions of a shareholders' meeting shall be recorded in the meeting minutes. The meeting minutes shall be signed or sealed by the

Chairman of the meeting and a copy shall be distributed to each shareholder within 20 days after the meeting. The recording and distribution of the proceedings may be performed in electronic format.

The distribution of the proceedings in the preceding paragraph may be done in the form of public notice.

The meeting minutes shall record the date and place of the meeting, the name of the Chairman, the method of adopting resolutions, and a summary of the essential points of the proceedings and the results of the meeting. These records shall be preserved permanently during the period of the Company's existence. The retention period of signature book for both shareholders attendance and proxy attendance shall remain effective for at least one year unless otherwise provided by the Company Act.

- Article 14 A shareholders' meeting is to be convened by the board of directors and the meeting shall be conducted by the Chairman. When the Chairman is on leave or for any reason is unable to exercise the powers of the chairperson, the Chairman shall appoint a director to act as his deputy. Where the Chairman does not make such a designation, the directors shall select from among themselves a proxy to serve as the chairperson.

Chapter IV Directors and Audit Committee

- Article 15 (Deleted)

- Article 16 The Company shall have seven to nine directors, who are elected by the shareholders from a list of candidates under the candidate nomination system for a term of three years and are eligible for re-election. The Company's shareholding ratios for all directors are regulated in accordance with the "Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies" stipulated by the competent authority. The Company may purchase liability insurance for its directors through a resolution of the board of directors.

In accordance with Article 14-2 of the Securities and Exchange Act, the Company shall appoint independent directors among the aforementioned number of directors. The number of persons shall be no less than three and shall not be less than one-fifth of the number of directors. Regarding independent directors' professional qualifications, shareholding, and restrictions of concurrent positions, methods of nomination and election, and other compliance matters, shall be handled in accordance with the regulations of the securities authority.

- Article 16-1 The Company shall establish an audit committee in accordance with the provisions of the Securities and Exchange Act. The audit committee shall be composed of all independent directors. The exercise of powers and related matters of the audit committee and its members are handled in accordance with relevant laws and regulations of the securities regulatory authority.

- Article 17 The board of directors shall be organized by directors. A Chairman shall be elected by a majority vote with more than two-thirds of directors in attendance and with more than half of the directors present. The Chairman of the board shall

represent the Company as a whole externally.

The cause of a convening of the board of directors of the Company shall be clearly stated with all directors notified seven days in advance. However, in an emergency, a meeting may be convened at any time. A convening of the board of directors meeting by the Company may need to notify the directors in writing, by e-mail, or by fax.

Article 17-1 Resolutions of the board of directors, unless otherwise stipulated by the Company Act, should be attended by more than half of the directors and agreed to by more than half of the directors present. Matters relating to the resolutions of the board of directors shall be recorded in the meeting minutes. The meeting minutes shall be signed or sealed by the Chairman of the meeting and a copy distributed to each director within 20 days after the meeting. The recording and distribution of the proceedings may be performed in electronic format.

The distribution of the proceedings of aforementioned paragraph may be done in the form of public notice.

Article 18 A meeting of the board of directors shall be conducted by the Company's Chairman. When the Chairman is on leave or is unable to exercise his powers for any reason, the delegated proxy shall be represented in a manner that is in accordance with Article 208 of the Company Act.

Article 18-1 When the absence of directors reaches one-third of the total seats, the Company shall convene a by-election at an extraordinary meeting of shareholders within 60 days from the date of the occurrence. The term of office shall be limited to make up for the original term.

Article 19 Directors can authorize other directors to attend the board of directors as their proxies. However, they should issue a proxy letter in each instance stating the scope of authorization, and it shall be limited to a single proxy.

Article 20 (Deleted)

Article 21 The remuneration committee determines the remuneration of directors of the Company after considering the extent of their participation in the company's operations and the value of their contribution, and with reference to the industry standards, and then recommended to the board of directors for resolution.

The board of directors of the Company may set up other functional committees as needed for business operations.

Chapter V Managers

Article 22 The Company may appoint managers, and their appointment, dismissal, and remuneration shall be handled in accordance with Article 29 of the Company Act.

Chapter VI Accounting

Article 23 At the end of each fiscal year, the following reports shall be prepared by the board of directors, and be submitted to the shareholders' meeting for acceptance.

1. Business Report.

2. Financial Statements.

3. Proposal for Distribution of Profits or Appropriation of Losses.

Article 24 If there is any profit in a fiscal year, the Company shall distribute no less than 1% of the profit for employees' compensation and shall distribute at a maximum of 1% of the profit as remuneration to directors, provided that the Company's accumulated losses shall have been covered in advance.

The employee compensation in the preceding paragraph may be distributed in the form of shares or in cash, and the employees qualified to receive such compensation may include employees of the parents or subsidiaries of the Company who is deemed to meet certain specific criteria.

Article 24-1 If there is any profit in the Company's annual final accounts, it shall be distributed in the order of tax payments; offset accumulated losses in previous years; and then reserve 10% of the remaining amount as legal reserve. However, this restriction does not apply in the event that the amount of the accumulated legal reserve equals or exceeds the Company's total paid-in capital. In addition, according to the Company's operational needs and the provisions of laws and regulations, when the allocation or reverse of special reserve is utilized, the board of directors will prepare a distribution proposal discussing the distribution of cash dividends from the remaining net profits and retained earnings in previous year. When remaining profits are issued in the form of new shares, they shall be distributed after approved by a resolution from the shareholder's meeting.

If the Company is to distribute all or part of its dividends and bonuses or legal reserve and capital reserve in cash, this shall be authorized by a meeting of the board of directors with a majority of more than two-thirds of the total attendance and a majority of more than half of those in attendance vote in favor of the proposal, and then report to the shareholders' meeting for a resolution.

The Company's dividend policy depends on factors such as its financial structure, operating conditions, and capital budget, taking into account shareholders' interests and the balance of dividends. The distributable profit earnings may be retained at discretion or distributed via stock or cash. It is expected that the dividend distribution quota will be maintained between 10% and 100% of the available profit earnings for the current year. However, the proportion of cash dividend distribution shall not be less than 10% of the total dividend.

Article 25 Matters not covered in these Articles of Incorporation shall be handled in accordance with the Company Act and relevant laws and regulations.

Article 25-1 If the Company intends to cancel the public offering, a resolution of the shareholders' meeting shall be submitted. Furthermore, no change to this provision shall be made during the period of registration on the emerging stock market and during the period of listing on the TWSE/TPEX markets.

Article 26 These Articles were established on March 15, 2004,
The first revision was on April 10, 2007,
The second revision was on March 31, 2008,
The third revision was on December 24, 2010,
The fourth revision was on June 16, 2011,
The fifth revision was on March 13, 2012,
The sixth revision was on June 20, 2012,

The seventh revision was on June 7, 2016,
The eighth revision was on June 8, 2017,
The ninth revision was on June 13, 2019,
The tenth revision was on February 13, 2020,

ASMedia Technology Inc.

Chairman: Jerry Shen

Appendix 8



ASMedia Technology Inc. Rules of Procedures for Shareholders Meeting

1. Purpose
To ensure the procedures of shareholders meeting have conducted properly to protect the rights of shareholders.
2. Scope
Unless otherwise specified by laws and regulations, the shareholders meeting of the Company shall be held in accordance with these Rules.
3. Responsibilities
 - 3.1. Acting Division (Procedural Unit): Accounting & Financial Department
 - 3.2. Revising Division: Accounting & Financial Department
4. Operating Procedures
 - 4.1. Shareholders (or proxies) attending shareholders meeting may hand in a sign-in card in lieu of signing in and shall be calculated according to the shares indicated by the sign-in cards handed in. Shareholder handed in their sign-in card to the Company will be treated as the genuine representative (or proxy) of the cardholder. The Company is not liable for distinguishing whether the attended shareholder is the actual sign-in cardholder.
Staff handling administrative affairs of a shareholders meeting shall wear identification cards or arm bands.
 - 4.2. The chairperson shall call the meeting to order at the appointed meeting time. However, when the attending shareholders do not represent a majority of the total number of issued shares, the chairperson may announce a postponement, provided that no more than two such postponements, for a combined total of no more than one hour, may be made.
If the quorum is not met after two postponements as referred to in the preceding paragraph, but the attending shareholders represent one third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to Article 175, paragraph 1 of the Company Act; all shareholders shall be notified of the tentative resolution and another shareholders meeting shall be convened within one month. When, prior to conclusion of the meeting, the attending shareholders represent a majority of the total number of issued shares, the chairperson may resubmit the tentative resolution for a vote by the shareholders meeting pursuant to Article 174 of the Company Act. Attendance at shareholders meetings shall be calculated based on numbers of shares. If a shareholder proposed to count the number of attendance, the chairperson may deny the shareholder's proposal.
 - 4.3. For each shareholders meeting, a shareholder may appoint a proxy to attend the meeting by providing the proxy form issued by the Company and stating

the scope of the proxy's authorization.

A shareholder may issue only one proxy form and appoint only one proxy for any given shareholders meeting, and shall deliver the proxy form to the Company before five days before the date of the shareholders meeting. When duplicate proxy forms are delivered, the one received earliest shall prevail unless a declaration is made to cancel the previous proxy appointment.

After a proxy form has been delivered to the Company, if the shareholder intends to attend the meeting in person or to exercise voting rights by correspondence or electronically, a written notice of proxy cancellation shall be submitted to the Company before two business days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.

4.4. The venue for a shareholders meeting shall be the premises of the Company, or a place easily accessible to shareholders and suitable for a shareholders meeting. The meeting begin no earlier than 9am and no later than 3pm.

4.5. If a shareholders meeting is convened by the board of directors, the meeting shall be chaired by the Chairman of the Company. When the Chairman is on leave or for any reason unable to exercise the powers of the chairperson, the Vice Chairman shall act in place of the Chairman; if there is no Vice Chairman or the Vice Chairman also is on leave or for any reason unable to exercise the powers of the Vice Chairman, the Chairman shall appoint one of the managing directors to act as chair, or, if there are no managing directors, one of the directors shall be appointed to act as chair. Where the Chairman does not make such a designation, the managing directors or the directors shall select from among themselves one person to serve as chair.

If a shareholders meeting is convened by a party with power to convene but other than the board of directors, the convening party shall chair the meeting. When there are two or more such convening parties, they shall mutually select a chair from among themselves.

4.6. The proceedings of the shareholders meeting shall be documented by audio or video in full length and such recordings shall be preserved for at least one year.

4.7. If the shareholders meeting is convened by the board of directors, the meeting agenda shall be set by the board of directors. The meeting shall proceed in the order set by the agenda, which may not be changed without a resolution of the shareholders meeting.

The provisions of the preceding paragraph apply mutatis mutandis to a shareholders meeting convened by a party with the power to convene that is not the board of directors.

The chairperson may not declare the meeting adjourned prior to completion of deliberation on the meeting agenda of the preceding two paragraphs (including extraordinary motions), except by a resolution of the shareholders meeting.

The Company is able to appoint solicitors, lawyers, chartered accountant or related personnel to be part of the shareholders meeting. When the shareholders meeting is adjourned, shareholders may not adopt a resolution to re-elect a Chairman or resume the meeting at another venue, unless otherwise specified by laws and regulations.

4.8. Before speaking, an attending shareholder must specify on a speaker's slip the subject of the speech, his/her shareholder account number (or attendance card number), and account name. The order in which shareholders speak will be

set by the chairperson.

A shareholder in attendance who has submitted a speaker's slip but does not actually speak shall be deemed to have not spoken. When the content of the speech does not correspond to the subject given on the speaker's slip, the spoken content shall prevail.

When an attending shareholder is speaking, other shareholders may not speak or interrupt unless they have sought and obtained the consent of the chair and the shareholder that has the floor; the chairperson shall stop any violation.

- 4.9. Except with the consent of the chairperson, a shareholder may not speak more than twice on the same proposal, and a single speech may not exceed 5 minutes.

If the shareholder's speech violates the rules or exceeds the scope of the agenda item, the chair may terminate the speech.

When a juristic person is appointed to attend as proxy, it may designate only one person to represent it in the meeting.

When a juristic person shareholder appoints two or more representatives to attend a shareholders meeting, only one of the representatives so appointed may speak on the same proposal.

After an attending shareholder has spoken, the chairperson may respond in person or direct relevant personnel to respond.

- 4.10. The chairperson shall allow ample opportunity during the meeting for discussion of proposals put forward by the shareholders; when the chairperson is of the opinion that a proposal has been discussed sufficiently to put it to a vote, the chairperson may announce the discussion closed and call for a vote.

- 4.11. Vote monitoring or counting personnel for the voting on a proposal shall be appointed by the chairperson, provided that all monitoring personnel shall be shareholders of the Company. The results of the voting shall be announced on-site at the meeting, and a record of the vote shall be made.

- 4.12. When a meeting is in progress, the chairperson may announce a break based on time considerations. If not all of the items (including extraordinary motion) on the meeting agenda have been addressed, a resolution may be adopted at shareholders meeting to defer or resume the meeting within five days without further notice or announcement.

- 4.13. Except as otherwise provided in the Company Act and in the Company's articles of incorporation, the passage of a proposal shall require an affirmative vote of a majority of the voting rights represented by the attending shareholders.

When there is an amendment or an alternative to a proposal, the chairperson shall present the amended or alternative proposal together with the original proposal and decide the order in which they will be put to a vote. When any one among them is passed, the other proposals will then be deemed rejected, and no further voting shall be required.

When a shareholder has appointed a proxy to attend a shareholders meeting, the voting rights exercised by the proxy in the meeting shall prevail.

When the Company holds a shareholder meeting, it shall adopt exercise of voting rights by electronic means and may adopt exercise of voting rights by correspondence. When voting rights are exercised by correspondence or electronic means, the method of exercise shall be specified in the

shareholders meeting notice. A shareholder exercising voting rights by correspondence or electronic means will be deemed to have attended the meeting in person, but to have waived his/her rights with respect to the extraordinary motions and amendments to original proposals of that meeting.

- 4.14. The chairperson may direct the proctors or security personnel help maintain order at the meeting place. When proctors or security personnel help maintain order at the meeting place, they shall wear an identification card or armband bearing the word "Proctor."

When a shareholder (or proxy) shall not violates the rules of procedure and defies the chairperson, proctors (or security personnel) instructions or obstructing the proceedings. The chairperson may direct the proctors (or security personnel) to exclude the shareholder from the meeting.

- 4.15. If a force majeure event occurs when the meeting is in progress, the chairperson may rule the meeting temporarily suspended and announce a time and venue of when the meeting will be resumed.

- 4.16. Other rules or procedures not specified in this article shall be carried in accordance with the Company Act, Securities and Exchange Act and related laws and regulations as well as the Company's article of incorporation.

5. Supplementary Provisions

These Rules shall take effect after having been approved by board of directors and submitted for a resolution in shareholders meeting. Subsequent amendments thereto shall be effected in the same manner.

Appendix 9

Shareholdings of the Directors of ASMedia Technology Inc.

1. The paid-in capital of the Company is NT\$692,180,510, with a total of 69,218,051 outstanding shares.
2. According to Article 26 of the Securities and Exchange Act, the minimum number of shares to be held by the entire directors is 5,537,444 shares.
3. As of the date for suspending the share transfer for this shareholders meeting, the shareholding of each individual and entire directors stipulated in the shareholders roster is as follows:

2022/4/11

Title	Name	Election Date	Shareholding	Percentage of Shareholding
Chairman	Representative of ASUSTeK Computer: Jerry Shen	2020.6.12	24,457,660	35.33%
Director	Representative of ASUSTeK Computer: Ted Hsu	2020.6.12	24,457,660	35.33%
Director	Representative of ASUSTeK Computer: Chewei Lin	2020.6.12	24,457,660	35.33%
Director	Chin-Chuan Hsu	2020.6.12	0	0.00
Independent Directors	Hung-Chih Chan	2020.6.12	0	0.00
Independent Directors	Chien-Ping Hsieh	2020.6.12	0	0.00
Independent Directors	Ching-Chi Wu	2020.6.12	0	0.00
Total shareholding of all the directors			24,457,660	35.33%

Appendix 10

Other Explanatory Items

The acceptance of the shareholders' proposals for the shareholders meeting this year:

1. According to Article 172-1 of the Company Act, shareholder(s) holding one percent (1%) or more of the total number of outstanding shares of a company may propose to the company a proposal for discussion at a shareholders' general meeting. The number of words of a proposal to be submitted by a shareholder shall be limited to not more than three hundred (300) words, and more than one proposal or any proposal containing more than 300 words shall not be included in the agenda of the shareholders' meeting. The shareholder who has submitted a proposal shall attend the shareholders' general meeting in person or by a proxy, and shall take part in the discussion of such proposal.
2. The period for acceptance of shareholders' proposal: From April 1, 2022 to April 11, 2022, 9 am to 5 pm; the information has been announced on the Market Observation Post System.
3. The Company did not receive any shareholders' proposal during the aforementioned period.