

ASMedia Technology Inc.

2023 Annual General Meeting of Shareholders

Meeting Handbook

Date: Friday, June 16, 2023 at 9:00 AM

Venue: No. 219, Sec. 3, Zhongxing Rd., Xindian Dist., New Taipei City
(ONE WORLD Community Services Center)

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Meeting Procedure

2023 Annual General Meeting of Shareholders

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

Meeting Agenda

1. Time: Friday, June 16, 2023 at 9:00 AM
2. Venue: No. 219, Sec. 3, Zhongxing Rd., Xindian Dist., New Taipei City (ONE WORLD Community Services Center, Conference Room)
3. Meeting Type: Physical
4. Chairman's Statements
5. Report Items
 - 1) 2022 Business Report.
 - 2) Audit Committee's Review Report of 2022 Financial Statements.
 - 3) Report of 2022 Bonus Distribution to Employees and Directors.
 - 4) Report of 2022 Earnings Distribution of Cash Dividends.
6. Adoption Items
 - 1) 2022 Business Report and Financial Statements.
 - 2) 2022 Earnings Distribution Proposal.
7. Discussion and Election Items
 - 1) Proposal to elect new directors.
 - 2) Proposal to release the non-competition restrictions on new directors.
 - 3) Proposal to issue restricted stock awards to employees.
8. Extempore Motions
9. Adjournment

1. Report Items

Report No. 1

Item: 2022 Business Report.

Explanation: Please refer to Appendix 1 for the 2022 Business Report.

Report No. 2

Item: Audit Committee's Review Report of 2022 Financial Statements.

Explanation: Please refer to Appendix 2 for the 2022 Audit Committee Review Report.

Report No. 3

Item: Report of 2022 Bonus Distribution to Employees and Directors.

Explanation:

- (1) Before allocation of its annual profits as bonus to the employees and directors, the Company's profit in 2022 was NT\$2,812,587,463. According to the Company's Article of Incorporation, the Company shall appropriate NT\$185,929,938 as bonus to its employees and NT\$9,296,497 as bonus to its directors. All the above amount will be distributed in cash.
- (2) There is no difference between the amount approved by the Board of Directors and the amount recognized as employees' and directors' bonus in 2022.

Report No. 4

Item: Report of 2022 Earnings Distribution of Cash Dividends.

Explanation:

- (1) According to Article 24-1 of the Company's Articles of Incorporation, the Board of Directors is authorized to determine whether to distribute a partial or full bonus in cash, and report the decision to the shareholders' meeting.
- (2) The proposed earnings distribution of cash dividends amounting to NT\$1,387,295,480 is NT\$20 per share in cash given to shareholders under the resolution of the Board of Directors on March 8. The shareholders' cash

dividends are rounded down to the nearest whole number; the decimal parts are truncated. Fractional dividends will be recognize as the Company's other income. The Chairman of the Board is authorized to resolve the record date as well as other relevant issues.

- (3) If the dividend ratio of the earnings is changed and needs to be adjusted as a result of change in the number of outstanding shares, the Chairman of the Board is authorized to make necessary adjustments within the scope of the amount specified above.

2. Adoption Items

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

Item: To adopt the 2022 Business Report and Financial Statements.

Explanation:

The Company's 2022 financial statements were audited by the certified public accountants Shu-Fen Yu and Chun-Yao Lin from PwC Taiwan. The Company's financial statements and the 2022 Business Report were approved by the Board of Directors. The above reports were submitted to and approved by the Company's Audit Committee, and the audit report was provided as well. Please refer to Appendix 1 to 3 for further information with regard to this matter.

Resolution:

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

Item: To adopt the 2022 Earnings Distribution Proposal.

Explanation:

- (1) In 2022, the Company's net profit after tax was NT\$2,617,361,028. After adding the beginning unappropriated retained earnings of NT\$2,510,839,333 and the adjusted retained earnings of NT\$11,062,370, and allocating the legal reserve of NT\$262,842,340, the total distributable earnings for 2022 was NT\$4,876,420,391.
- (2) Please refer to Appendix 4 for the 2022 Earnings Distribution Table.

Resolution:

3. Discussion and Election Items

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

Item: Proposal to elect new directors.

Explanation:

- (1) The tenure for the Company's current directors will expire on June 11, 2023, and the election is scheduled to be held at the 2023 Annual General Meeting of Shareholders. According to the Company's Articles of Incorporation, there will be seven directors (including three independent directors) that need to be elected.
- (2) The new directors will commence their tenure following the 2023 Annual General Meeting of Shareholders. The tenure are for three years, and start from June 16, 2023 to June 15, 2026. The current directors' tenure will expire at the time when the new directors commences.
- (3) The Company's election of the directors is through a nomination process, and they are elected by the shareholders' meeting from the nominated candidates list.

Candidate List for Board of Directors (4 seats) *(as of April 18, 2023; Unit: Share)*

Name	Education	Experience	Current Position(s)	Number of Shares
Representative of ASUSTeK Computer Inc.: Jerry Shen	Graduate Institute of Electrical Engineering, National Taiwan University	-President, Acer Inc. -CEO, ASUSTek Computer Inc.	-Chairman, iWaylink Inc. -Chairman, iMotion Group -Chairman, International United Technology -Board director, Portwell Inc.	24,457,660
Representative of ASUSTeK Computer Inc.: Ted Hsu	EMBA, National Chiao Tung University	-Vice Chairman, Pegatron Corp.	Vice Chairman/CSO, ASUSTeK Computer Inc.	24,457,660

Representative of ASUSTeK Computer Inc.: Chewei Lin	Master of Science in Electrical Engineering, University of Missouri - Columbia	-Vice President, VIA Technologies Inc. -Vice President, ASUSTek Computer Inc.	President, ASMedia Technology Inc.	24,457,660
Chin-Chuan Hsu	-School of Medicine, College of Medicine, National Taiwan University -Graduate Institute of Clinical Medicine, College of Medicine, National Taiwan University	Professor, Department of Internal Medicine, College of Medicine, National Taiwan University	-Emeritus Professor, College of Medicine, National Taiwan University -Chairman, Liver Disease Prevention & Treatment Research Foundation -Chairman, Taiwan Health Foundation -Chairman, Good Liver Foundation	0

Candidate List for Independent Directors (3 seats)

Name	Education	Experience	Current Position(s)	Number of Shares
Hung-Tze Jan	Department of Economics, National Taiwan University	-Chairman, Cite Media Holding Group -General Manager, Yuan-Liou Publishing Co., Ltd.	Chairman, PC Home Online Inc.	0
	Reasons to nominate the candidate for independent director position for three consecutive terms:			

Name	Education	Experience	Current Position(s)	Number of Shares
	<p>Mr. Hung-Tze Jan has valuable experience in business management, and has joined the Boards in multiple industries. The Board of Directors believes that Mr. Hung-Tze Jan's experience in business management will provide the Company with different facets of thinking and help the Company to understand and consider various potential risks as well as continually offer professional suggestions.</p>			
Chien-Ping Hsieh	<p>-Ph.D. in Finance, Kent State University, Ohio -Master of Business Administration, University of Missouri - Columbia</p>	<p>-Chairman/General Manager, Chunghwa Investment Co., Ltd. -Deputy General Manager/ Financial Officer, Chunghwa Telecom Co., Ltd. -Deputy General Manager/Spokesperson, Mega Financial Holding Co., Ltd.</p>	<p>Professor, Graduate Institute of Finance, National Taiwan University of Science and Technology.</p>	0
	<p>Reasons to nominate the candidate for independent director position for three consecutive terms:</p> <p>Mr. Chien-Ping Hsieh is a professor in the Graduate Institute of Finance. He used to work as senior manager in big financial companies, and has joined the Boards in a variety of industries. The Board of Directors believes that Mr. Chien-Ping Hsieh's valuable experience in both the academia and industry will help the Company to gain more insight in the industry, know the potential risks better, and obtain more constructive suggestions.</p>			
Ching-Chi Wu	<p>Ph.D. in Educational Psychology, University of Minnesota</p>	<p>-Committee Member, Cultural and Creative Industry Promotion Team/Digital Content Industry Development</p>	<p>-Emeritus Professor, National Chengchi University</p>	0

Name	Education	Experience	Current Position(s)	Number of Shares
		Committee of Executive Yuan, R.O.C. (Taiwan) -Chairman, National Chiang Kai-Shek Cultural Center -Professor & Head of the Department of Psychology, National Chengchi University -Adjunct Professor of Graduate Institute of Business Administration, Entrepreneur Class, EMBA, IMBA of National Chengchi University	-Host, Center for Creativity and Innovation Studies, National Chengchi University -Adjunct Professor, Graduate Institute of Technology, Innovation & Intellectual Property Management, National Chengchi University	
<p>Reasons to nominate the candidate for independent director position for three consecutive terms:</p> <p>Mr. Ching-Chi Wu is an Emeritus Professor at the National Chengchi University. He actively participates in charity events and educational activities, and has joined a variety of innovation projects in both public and private institutions. The Board of Director believes that Mr. Ching-Chi Wu is highly experienced in business management and will continue to provide the Company with different facets of thinking and professional advice.</p>				

(4) Please elect the Company's directors in accordance with the Procedures for Election of Directors.

Voting results:

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

Item: Proposal to release the non-competition restrictions on new directors.

Explanation:

According to Article 209 of the Company Act, if a Board director does something for himself/herself or on behalf of another person that is within the scope of the Company's business, s/he shall explain the important content regarding the above matter in the shareholders' meeting and obtain the approval from the shareholders. In order to facilitate the Company's directors to promote its business, the Company plans to release the non-competition restrictions on new directors according to the law. Please refer to Appendix 5 for the information about the nominated candidates holding positions in other companies.

Resolution:

Discussion No. 3: (Proposed by the Board of Directors)

Item: Proposal to issue restricted stock awards to employees.

Explanation:

- (1) In order to attract and retain professional talent, motivate the employees and enhance team cohesion, the Company plans to issue restricted stock awards (RSAs) based on Article 267 of the Company Act, and the Regulations Governing the Offering and Issuance of Securities by Securities Issuers published by the Financial Supervisory Commission.
- (2) The details about the issuance of restricted stock awards to employees are listed below:
 - a. Total issued amount: The issued number of shares is 250,000, with a total amount of NT\$2,500,000. Each share has a par value of NT\$10. The issuance may occur once or multiple times depending on the practical needs within two years from the day the Company receives the declaration notice from the competent authority. The Chairman is authorized by the Board of Directors to determine the actual issuance date.
 - b. Conditions of issuance:
 - (i) Issue Price: Free of charge.
 - (ii) Types of Stocks: The Company's new shares of common stock.

c. Vesting conditions

Based on the current method, the vesting conditions that an employee obtaining the restricted stocks needs to satisfy include the following:

- (i) The employee continuing to be employed by the Company after one year since the RSAs are issued may vest 10% of the shares.
- (ii) The employee continuing to be employed by the Company after two years since the RSAs are issued may vest 30% of the shares.
- (iii) The employee continuing to be employed by the Company after three years since the RSAs are issued may vest 30% of the shares.
- (iv) The employee continuing to be employed by the Company after four years since the RSAs are issued may vest 30% of the shares.

If the last day of the period of time referred to above falls on a holiday, then the matter will be handled on the previous business day.

d. Handling the shares in the event that the vesting conditions are not met by employees: If the vesting conditions are not met by the employees, the Company will take back the shares free of charge, including the stock dividends, and cancel the shares.

e. Qualifications of employees and the number of shares set aside for the employees:

- (i) The worker must be a regular full-time employee of the Company on the day when the restricted stocks are granted.
- (ii) The actual number of restricted stocks given to an employee and the number of restricted stocks that an employee can obtain depend on the year of service, job level, work performance, overall contribution and other factors, as well as the Company's operational needs and business strategies that need to be approved by the Chairman and submitted to the Board of Directors for approval. The executive officers and directors that are employed by the Company shall submit the application to the Remuneration Committee for approval before the issuance of the RSAs. For an employee that is neither a Board director nor an executive officer, the application shall be approved by the Audit Committee.

- (iii) The number of shares given to a single employee is based on Article 60-9 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers. Specifically, under paragraph 1 of Article 56, the cumulative number of shares able to be subscribed by a single warrant holder of employee stock warrants issued by the Company with the addition of restricted stocks may not exceed three thousandths of the Company's total issued shares. Under paragraph 1 of Article 56, the cumulative number of shares able to be subscribed by a single warrant holder of employee stock warrants may not exceed one percent of the Company's total issued shares.
- f. The necessary reasons for the Company to issue the restricted stocks: The Company hopes to attract and retain the professional talent, motivate the employees, enhance team cohesion, as well as generate the most interests for both the Company and the shareholders.
- g. Potential expenses, diluted earnings per share, and other matters that affect the shareholders' interests:
 - (i) Potential expenses:

Consider the average closing price between January and February in 2023, which is NT\$883, the potential expenses for the vesting period may reach the amount of NT\$220,750 thousand given the fact that the issued number of restricted stocks is 250,000.
 - (ii) Diluted earnings per share and other matters that affect the shareholders' interests:

As we take into account the vesting period of four years and the shares outstanding, they reduced the EPS by approximately NT\$0.27 to NT\$1.02. Nevertheless, since the yearly expense only has a limited influence on the Company's EPS, this does not create a significant impact on the shareholders.

The details about how to execute the above items (a through e) will be based on the Company's 2023 Issuance Method of Restricted Stocks.

Resolution:

4. Extempore Motions

Adjournment

Appendix 1:

2022 Business Report

The semiconductor industry faced a litany of challenges in 2022: the Russia-Ukraine war, China's lockdown policy, inflation surge, and the Central Bank's decision to raise interest rates. The world was filled with uncertainty. On top of that, as demand far exceeded the manufacturing capacity since 2021, this had led to a severe shortage of semiconductor materials and rising costs. Later on in the pandemic, the overall consumer demand declined, resulting in rising chip inventories and disruptions in the supply chain. The technology industry was grappling with immense challenges which tested the ability of firms to manage their business.

Despite these challenges, ASMedia's 2022 operational performance remained robust, and continued to generate a substantial revenue through efficiently allocating resources to products. ASMedia revenue in 2022 was NT\$5.248 billion, down 13% from 2021. The gross profit was NT\$2.71 billion, down 15% from 2021, and the operating profit was NT\$1.3 billion, down 33% from 2021. The profit after tax was NT\$2.62 billion, down 18% from 2021; the net profit margin was 50%, and the basic EPS was NT\$37.86.

In terms of the product development, as the specifications for USB and PCIe interfaces constantly evolve and make progress, the world's top companies also launch processors that will enable support for USB 40Gbps, PCIe Gen 4, PCIe Gen 5 as well as other high-speed transmission interfaces. In view of this trend, ASMedia endeavors to develop new technologies and solutions while keeping up with change in USB and PCIe specifications. ASMedia has developed USB host and device interfaces that deliver up to 40Gbps, and its PCIe Gen 4 has entered mass production, based on which ASMedia will develop the next generation product. Meanwhile, ASMedia's SATA and USB hubs continue to provide solutions for a variety of applications. Being one of the country's leading companies

specializing in high-speed interface design, ASMedia resolves to offer complete and technology-leading solutions for its customers.

As a fabless company, ASMedia's commitment to sustainable business practices include creating a green workplace and designing green products. Several measures have been imposed to reduce energy consumptions and carbon emissions, and a considerable effort has been made to obtain various green business certifications. ASMedia also devotes itself to green design by way of manufacturing, modifying specifications, and upgrading technologies. As a corporate citizen, ASMedia actively undertakes ESG initiatives to save energy, conserve natural resources, and bring positive impact on the society.

ASMedia has overcome the oversupply challenge in 2022 and seen changes in people's lives that the pandemic brought about. Although several factors of uncertainty for the global economy remain, including wars, inflations, overall demand, and so on, the end of the pandemic is in sight and life is returning to normal in 2023. ASMedia will keep developing high-speed transmission products and expanding customized product lines in the hope of providing multiple customized solutions and services in the market. ASMedia aims to create an advantageous situation for all parties involved, drive business growth, and strengthen the company's resilience while continually putting effort into sustainable development.

Chairman: Jerry Shen

President: Chewei Lin

Accounting Manager: Martin Pan

Appendix 2:

2022 Audit Committee Review Report

To: 2023 Annual General Meeting of Shareholders, ASMedia Technology Inc.:

The Company's Board of Directors prepared and submitted to the Audit Committee the 2022 Business Report, financial statements, and the Earnings Distribution Proposal. The financial statements were audited by certified public accountants Shu-Fen Yu and Chun-Yao Lin from PwC Taiwan, and their report expresses an unqualified opinion. The above Business Report, financial statements, and the Earnings Distribution Proposal were audited and determined to be correct and accurate by the Audit Committee. The 2022 Audit Committee Review Report is submitted in accordance with the Securities and Exchange Act and the Company Act.

Chairman of the Audit Committee:

Mr. Chien-Ping Hsieh

March 8, 2023

Appendix 3: 2022 Independent Auditors' Report and Financial Statements

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, 2022 and 2021, 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, 2022 and 2021, 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 that came into effect 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 Standards on Auditing of 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 2022 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 2022 financial statements are stated as follows:

Existence of revenues from 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 1 customer and newly top 10 customer 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 the top 1 customer and newly 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 to 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 newly top 10 customers..

Evaluation of inventories

Description

Refer to Note 4(11) for the accounting policies on the evaluation of inventories, Note 5 for the uncertainty of accounting estimations and assumptions for evaluation of inventories, and Note 6(4) for the details of inventory valuation.

The Company is primarily engaged in the design, development, production, manufacture and sales of high-speed analogue circuit products.

Due to the rapid technological innovations and competition within the industry, frequent releases of new products result in potential price fluctuations and product marginalization in the market. Additionally, it also affects the estimation of net realizable values of inventories.

In response to changing markets and its development strategies, the Company adjusts its inventory levels. The Company's primary product line is high-speed analogue circuit products. As a result, the related inventory levels for the product line as mentioned above are significant. Management evaluates inventories stated at the lower of cost and net realizable value. Since the evaluation of inventories is subject to management's judgment and the accounting estimations will have significant influence on the inventory values, the evaluation of inventories has been identified as one of the key audit matters.

How our audit addressed the matter

We have performed primary audit procedures for the above matter as follows:

1. Assessed the policy on allowance for inventory valuation loss based on our understanding of the Company's operations and industry.
2. Tested whether the basis of market value used in calculating the net realizable value of inventory is the same as the Company's policy and validated the accuracy of net realizable value calculation of selected samples.
3. Inspected the management's individually identified out-of-date inventory list and checked against the related supporting documents.

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 Standards on Auditing of 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 Standards on Auditing of the Republic of China, we exercise professional judgment and 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.

Yu, Shu-Fen

Lin, Chun-Yao

For and on Behalf of PricewaterhouseCoopers, Taiwan

March 8th, 2023

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.
INDIVIDUAL BALANCE SHEETS
DECEMBER 31, 2022 AND 2021
 (Expressed in thousands of New Taiwan dollars)

Assets	Notes	December 31, 2022		December 31, 2021		
		AMOUNT	%	AMOUNT	%	
Current assets						
1100	Cash and cash equivalents	6(1)	\$ 2,358,688	13	\$ 1,734,025	10
1110	Financial assets at fair value through profit or loss - current	6(2)	614,508	3	610,344	3
1170	Accounts receivable, net	6(3)	697,573	4	415,997	2
1180	Accounts receivable - related parties	6(3) and 7	137,770	1	118,935	1
1200	Other receivables		15,443	-	32,747	-
130X	Inventory	6(4)	1,157,943	7	1,413,571	8
1410	Prepayments	6(5) and 7	788,228	4	711,576	4
11XX	Total current assets		<u>5,770,153</u>	<u>32</u>	<u>5,037,195</u>	<u>28</u>
Non-current assets						
1517	Financial assets at fair value through other comprehensive income - non-current	6(7)	712,345	4	895,366	5
1550	Investments accounted for using equity method	6(6)	10,488,290	59	11,391,413	64
1600	Property, plant and equipment	6(8)	497,937	3	297,664	2
1755	Right-of-use assets	6(9)	63,232	-	32,090	-
1780	Intangible assets	6(10)	135,402	1	211,431	1
1840	Deferred income tax assets	6(25)	101,535	1	55,151	-
1900	Other non-current assets	6(13) and 8	25,771	-	14,499	-
15XX	Total non-current assets		<u>12,024,512</u>	<u>68</u>	<u>12,897,614</u>	<u>72</u>
1XXX	Total assets		<u>\$ 17,794,665</u>	<u>100</u>	<u>\$ 17,934,809</u>	<u>100</u>

(Continued)

ASMEDIA TECHNOLOGY INC.
INDIVIDUAL BALANCE SHEETS
DECEMBER 31, 2022 AND 2021
 (Expressed in thousands of New Taiwan dollars)

Liabilities and equity	Notes	December 31, 2022		December 31, 2021		
		AMOUNT	%	AMOUNT	%	
Current liabilities						
2100	Short-term borrowings	6(11)	\$ 1,100,000	6	\$ -	-
2130	Current contract liabilities	6(18)	29,158	-	48,671	-
2170	Accounts payable		111,279	1	324,392	2
2200	Other payables	6(12) and 7	972,239	6	997,539	5
2220	Other payables - related parties	7	929	-	735	-
2230	Current income tax liabilities		146,008	1	146,111	1
2280	Lease liabilities - current		24,361	-	18,095	-
2300	Other current liabilities	7	59,404	-	102,255	1
21XX	Total current liabilities		<u>2,443,378</u>	<u>14</u>	<u>1,637,798</u>	<u>9</u>
Non-current liabilities						
2570	Deferred income tax liabilities	6(25)	28	-	238	-
2580	Lease liabilities - non-current		39,251	-	13,977	-
2640	Net defined benefit liability, non-current	6(13)	606	-	178	-
25XX	Total non-current liabilities		<u>39,885</u>	<u>-</u>	<u>14,393</u>	<u>-</u>
2XXX	Total liabilities		<u>2,483,263</u>	<u>14</u>	<u>1,652,191</u>	<u>9</u>
Equity attributable to owners of parent						
Share capital						
3110	Common stock	6(15)	693,648	4	692,181	4
Capital surplus						
3200	Capital surplus	6(16)	8,488,784	47	8,468,973	47
Retained earnings						
3310	Legal reserve	6(17)	974,852	6	643,474	4
3350	Unappropriated retained earnings		5,139,264	29	4,641,888	26
Other equity interest						
3400	Other equity interest		14,854	-	1,836,102	10
3XXX	Total equity		<u>15,311,402</u>	<u>86</u>	<u>16,282,618</u>	<u>91</u>
Significant contingent liabilities and unrecorded contract commitments						
Significant events after the balance sheet date						
3X2X	Total liabilities and equity		<u>\$ 17,794,665</u>	<u>100</u>	<u>\$ 17,934,809</u>	<u>100</u>

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

ASMEDIA TECHNOLOGY INC.
INDIVIDUAL STATEMENTS OF COMPREHENSIVE INCOME
YEARS ENDED DECEMBER 31, 2022 AND 2021
 (Expressed in thousands of New Taiwan dollars, except earnings per share data)

Items	Notes	Year ended December 31				
		2022		2021		
		AMOUNT	%	AMOUNT	%	
4000	Operating revenue	6(18) and 7	\$ 5,248,329	100	\$ 6,009,012	100
5000	Operating costs	6(4) and 7	(2,537,273)	(48)	(2,788,154)	(46)
5900	Gross profit		2,711,056	52	3,220,858	54
5910	Unrealised profit from sales		(22,268)	-	(25,998)	(1)
5920	Realised profit from sales		25,998	-	15,544	-
5950	Net operating margin		2,714,786	52	3,210,404	53
	Operating expenses	6(23)(24) and 7				
6100	Selling expenses		(91,017)	(2)	(101,150)	(2)
6200	General and administrative expenses		(183,276)	(3)	(182,486)	(3)
6300	Research and development expenses		(1,139,860)	(22)	(989,056)	(16)
6000	Total operating expenses		(1,414,153)	(27)	(1,272,692)	(21)
6900	Operating profit		1,300,633	25	1,937,712	32
	Non-operating income and expenses					
7100	Interest income	6(19)	10,328	-	5,293	-
7010	Other income	6(20)	20,208	1	6,533	-
7020	Other gains and losses	6(21)	166,344	3	34,201	(1)
7050	Finance costs	6(22)	(8,897)	-	(1,379)	-
7060	Share of profit of associates and joint ventures accounted for under equity method	6(6)				
			1,421,392	27	1,652,458	28
7000	Total non-operating income and expenses		1,609,375	31	1,628,704	27
7900	Profit before income tax		2,910,008	56	3,566,416	59
7950	Income tax expense	6(25)	(292,647)	(6)	(373,268)	(6)
8200	Profit for the year		\$ 2,617,361	50	\$ 3,193,148	53
	Components of other comprehensive income that will not be reclassified to profit or loss					
8311	Actuarial (loss) gain on defined benefit plan	6(13)	(\$ 561)	-	\$ 737	-
8316	Unrealised (loss) gain on investments in equity instruments at fair value through other comprehensive income	6(7)	(352,021)	(7)	256,854	4
8320	Share of other comprehensive income of associates and joint ventures accounted for using equity method, components of other comprehensive (loss) income that will not be reclassified to profit or loss		(2,222,068)	(42)	511,065	9
8310	Other comprehensive (loss) income that will not be reclassified to profit or loss		(2,574,650)	(49)	768,656	13
	Components of other comprehensive income that will be reclassified to profit or loss					
8370	Share of other comprehensive (loss) income of associates and joint ventures accounted for using equity method, components of other comprehensive income that will be reclassified to profit or loss		842,056	16	(227,542)	(4)
8360	Other comprehensive (loss) income that will be reclassified to profit or loss		842,056	16	(227,542)	(4)
8300	Total other comprehensive (loss) income for the year		(\$ 1,732,594)	(33)	\$ 541,114	9
8500	Total comprehensive (loss) income for the year		\$ 884,767	17	\$ 3,734,262	62
	Earnings per share (in dollars)					
9750	Basic earnings per share	6(26)	\$ 37.86		\$ 46.23	
9850	Diluted earnings per share	6(26)	\$ 37.61		\$ 46.00	

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

ASMEDIA TECHNOLOGY INC.
INDIVIDUAL STATEMENTS OF CHANGES IN EQUITY
YEARS ENDED DECEMBER 31, 2022 AND 2021
 (Expressed in thousands of New Taiwan dollars)

Notes	Retained Earnings					Other Equity Interest					Total equity
	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	Remeasurements of defined benefit plan	Other equity, others		
Year ended December 31, 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	
	-	-	-	-	3,193,148	-	-	-	-	3,193,148	
	-	-	-	-	-	(227,542)	767,919	737	-	541,114	
	-	-	-	-	3,193,148	(227,542)	767,919	737	-	3,734,262	
Appropriations of 2020 retained earnings											
Legal reserve	-	-	292,791	-	(292,791)	-	-	-	-	-	
Reversal of special reserve	-	-	-	(11,841)	-	-	-	-	-	-	
Cash dividends	-	-	-	-	(1,661,349)	-	-	-	-	(1,661,349)	
Share-based payments											
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 6(6) equity method	-	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	
Year ended December 31, 2022											
	\$ 692,181	\$ 8,468,973	\$ 643,474	\$ -	\$ 4,641,888	(\$ 565,121)	\$ 2,416,860	(\$ 401)	(\$ 15,236)	\$ 16,282,618	
	-	-	-	-	2,617,361	-	-	-	-	2,617,361	
	-	-	-	-	-	842,056	(2,574,089)	(561)	-	(1,732,594)	
	-	-	-	-	2,617,361	842,056	(2,574,089)	(561)	-	884,767	
Appropriations of 2021 retained earnings											
Legal reserve	-	-	331,378	-	(331,378)	-	-	-	-	-	
Cash dividends	-	-	-	-	(1,799,669)	-	-	-	-	(1,799,669)	
Share-based payments											
Issuance of employee restricted stocks	1,500	(1,500)	-	-	-	-	-	-	-	-	
Compensation cost of employee restricted stocks	-	111,969	-	-	-	-	-	-	(77,592)	34,377	
Retirement and reduction of employee restricted stocks	(33)	33	-	-	-	-	-	-	-	-	
Changes in equity of associates and joint ventures accounted for using 6(6) equity method	-	(90,691)	-	-	-	-	-	-	-	(90,691)	
Disposal of equity instrument measured at fair value through other comprehensive income by associates	-	-	-	-	11,062	-	(11,062)	-	-	-	
Balance at December 31, 2022	\$ 693,648	\$ 8,488,784	\$ 974,852	\$ -	\$ 5,139,264	\$ 276,935	(\$ 168,291)	(\$ 962)	(\$ 92,828)	\$ 15,311,402	

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

ASMEDIA TECHNOLOGY INC.
INDIVIDUAL STATEMENTS OF CASH FLOWS
YEARS ENDED DECEMBER 31, 2022 AND 2021
(Expressed in thousands of New Taiwan dollars)

	Notes	Year ended December 31	
		2022	2021
<u>CASH FLOWS FROM OPERATING ACTIVITIES</u>			
Profit before tax		\$ 2,910,008	\$ 3,566,416
Adjustments			
Adjustments to reconcile profit (loss)			
Depreciation	6(8)(9)(23)	233,762	176,357
Amortisation	6(10)(23)	84,704	67,842
Net gain on financial assets at fair value through profit or loss	6(2)(21)	(3,665)	(1,368)
Loss on disposal of property, plant and equipment	6(21)	-	1,401
Interest expense	6(22)	8,897	1,379
Interest income	6(19)	(10,328)	(5,293)
Dividend Income	6(20)	(16,000)	(3,409)
Share-based payments	6(14)	34,377	41,191
Shares of profit of associates and joint ventures accounted for using equity method	6(6)	(1,421,392)	(1,652,458)
Unrealised profit or loss from sales	6(6)	(3,730)	10,454
Changes in operating assets and liabilities			
Changes in operating assets			
Accounts receivable, net		(281,576)	(48,004)
Accounts receivable - related parties		(18,835)	(70,722)
Other receivables		17,506	15,308
Inventory		255,628	(365,267)
Prepayments		(76,652)	(383,231)
Changes in operating liabilities			
Contract liabilities - current		(19,513)	28,579
Accounts payable		(213,113)	(40,367)
Other payables		8,696	119,450
Other payables - related parties		194	363
Other current liabilities		(42,851)	67,138
Non-current net defined benefit liability		(133)	4
Cash inflow generated from operations		1,445,984	1,525,763
Income tax paid		(339,344)	(567,770)
Interest received		10,126	5,300
Interest paid		(8,310)	(1,379)
Dividends received	6(6)(20)	873,542	551,072
Net cash flows from operating activities		<u>1,981,998</u>	<u>1,512,986</u>
<u>CASH FLOWS FROM INVESTING ACTIVITIES</u>			
Acquisition of financial assets at fair value through profit or loss		-	(400,000)
Acquisition of financial assets at fair value through other		(144,000)	-
Acquisition of property, plant and equipment	6(27)	(406,288)	(219,515)
Acquisition of intangible assets	6(27)	(80,662)	(87,474)
Increase in refundable deposits		(3,192)	(3,878)
Net cash flows used in investing activities		<u>(634,142)</u>	<u>(710,867)</u>
<u>CASH FLOWS FROM FINANCING ACTIVITIES</u>			
Increase in short-term borrowings	6(28)	1,100,000	-
Payment of lease liabilities	6(28)	(23,524)	(22,279)
Cash dividends paid	6(17)	(1,799,669)	(1,661,349)
Net cash flows used in financing activities		<u>(723,193)</u>	<u>(1,683,628)</u>
Net increase (decrease) in cash and cash equivalents		624,663	(881,509)
Cash and cash equivalents at beginning of year		1,734,025	2,615,534
Cash and cash equivalents at end of year		<u>\$ 2,358,688</u>	<u>\$ 1,734,025</u>

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

Appendix 4:

2022 Earnings Distribution Table

Unit: NT\$

Item	Amount	Note
Beginning unappropriated retained earnings	2,510,839,333	
Add (Less): Retained Earnings Adjustment	11,062,370	
Adjusted unappropriated retained earnings (accumulated deficit)	2,521,901,703	
Add: 2022 net profit after tax	2,617,361,028	
Less: Legal reserve	(262,842,340)	
Less: Reversal of special reserve	0	
Distributable earnings at the end	4,876,420,391	
Distributed Items:		
Cash Dividends	1,387,295,480	NT\$20 per share
Stock Dividends	0	
Unappropriated earnings at the end	3,489,124,911	

Note: This year's earnings distribution is appropriated from the 2022 after-tax distributable earnings.

Chairman:

President:

Accounting Manager :

Appendix 5:

Director Candidates Holding Positions in Other Companies

Title	Name	Current Positions in Other Companies
Director	ASUSTeK Computer Inc.	—
	Representative: Jerry Shen	-Chairman, iWaylink Inc. -Chairman, iMotion Group -Chairman, International United Technology -Board director, Portwell, Inc.
Director	ASUSTeK Computer Inc.	—
	Representative: Ted Hsu	-CSO/Vice Chairman, ASUSTeK Computer Inc. -Chairman, eBizprise Inc. -Board director, Eusol Biotech Co., Ltd. -Board director, iMotion Group -Board director, Pegatron Corp. -Board director, Medus Technology Inc. -Board director, Huasyn Biomedical Co., Ltd -Board director, Xiangyong Biotech Management Counseling Co., Ltd. -Board director, Hongwei Investment Co., Ltd. -Board director, Buddhist Tzu Chi Medical Foundation -Board director, Koo Foundation Sun Yat-Sen Cancer Center
Director	ASUSTeK Computer Inc.	—
	Representative: Chewei Lin	-Board director, Applied Optoelectronics, Inc. -Board director, iCatch Technology, Inc. -Board director, WT Microelectronics Co., Ltd.
Director	Chin-Chuan Hsu	-Chairman, Liver Disease Prevention & Treatment Research Foundation -Chairman, Taiwan Health Foundation -Chairman, Good Liver Foundation -Board director, AmCad BioMed Corporation
Independent Director	Hung-Tze Jan	-Chairman, PC Home Online Inc. -Chairman, Eastern Online Co., Ltd. -Chairman, iThome Publications Inc. -Chairman, Site Inc. -Chairman, Linktel Inc. -Chairman, PC Home Online International Co. -Chairman, PC Home Online (Cayman) Inc.

Title	Name	Current Positions in Other Companies
		<ul style="list-style-type: none"> -Chairman, PC Home Online (HK) Ltd. -Chairman, PChome eBay Co., Ltd. -Chairman, EOlembra Brain Online Marketing Research Co., Ltd. -Board director, Rakuya International Info. Co., Ltd. -Chairman, PCStore Inc. -Chairman, PChome InterPay Inc. -Independent director, Lion Travel Service Co., Ltd. -Chairman, PChome (Thailand) Co., Ltd. -Board director, PChome (Japan) Co., Ltd. -Chairman, Yun Tung Bao International Co., Ltd. -Chairman, eCommerce Group Co., Ltd. -Chairman, EC Global Limited -Independent director, Sinyi Realty Inc. -Chairman, PChome US Inc. -Chairman, PChome Financial Technology Inc. -Chairman, PayEasy Digital Integration Co., Ltd. -Board director, PChome Marketplace Inc.(Cayman) -Board director, PChome Holding Inc. (BVI) -Chairman, PChome Travel Inc. -Chairman, Puma Consultants, Ltd. -Chairman, PChome Express Co., Ltd. -Chairman, Keystone Innovation Venture Capital Co., Ltd. -Chairman, Chunghwa PChome Fund 1 Co., Ltd. -Chairman, PChome CB Co., Ltd -Chairman, Miho International Cosmetic Co., Ltd. -Board director, PChome CB Pte. Ltd. -Board director, PChome CBS Co., Ltd -Chairman, Mitch Co., Ltd. -Board director, Apujan Ltd. -Board director, Business Next Publishing Corp. -Chairman, Shang Shan Human Culture Foundation -Board director, ECOSMOS Pte. Ltd. -Board director, Newbloom Venture Co.,Ltd. -Board director, 17Life Inc. -Chairman, 21st Financial Technology Co., Ltd. -Chairman, PChome Data Technology Co., Ltd. -Chairman, Pi Mobile Technology Inc.

Title	Name	Current Positions in Other Companies
		<ul style="list-style-type: none"> -Chairman, YunTan Technology Inc. -Board director, Meet Digital Innovation Co., Ltd. -Board director, 21st Financial Technology Co., Ltd. (21st Fintech, Cayman)
Independent Director	Chien-Ping Hsieh	<ul style="list-style-type: none"> -Chairman, Higher Education Foundation -Independent Director, Polytronics Technology Corp.
Independent Director	Ching-Chi Wu	<ul style="list-style-type: none"> -Chairman, Chunghwa Management and Development Foundation -Board director, Taipei Performing Arts Center -Board director, Taishin Bank Foundation for Arts and Culture -Chairman, Carrefour Foundation -Chairman, Taiwan Cultural & Creativity Development Foundation -Board director, Paperwindmill Cultural Foundation -Board director, Fullbright Taiwan, Foundation for Scholarly Exchange -Board director, U-Theatre Culture & Arts Foundation -Board director, Shih Ho-cheng Folk Culture Foundation -Board director, Taiwan Arts & Business Interdisciplinary Foundation

Appendix 6:

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 Depository & 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 7:

Procedures for Election of Directors

Article 1

Purpose

In order to provide clear procedures for the election of Directors of the ASMedia Technology Incorporated (the “**Company**”) and strengthen their supervision and management functions, the Company adopts the Procedures for Election of Directors (the “**Procedures**”) in accordance with the Company Act and relevant regulations.

Article 2

Scope

Except as otherwise provided by law or the Company’s Articles of Incorporation, the election of the Company’s Board directors shall be conducted in accordance with the Procedures.

Article 3

Competent Authority

- 3.1. Execution: The Accounting Department.
- 3.2. Amendment: The Accounting Department.

Article 4

Operating Procedures

- 4.1. The Company uses cumulative voting to elect its directors. The status of the voter’s registration record may be represented by the shareholder account number printed on the ballot paper or the attendance card number. Each shareholder is entitled to one vote per share multiplied by the number of directors to be elected. The shareholders may cast all of their votes for a single nominee or different nominees for the Board of Directors. The election of directors incorporates both independent and non-independent directors, and the numbers of different types of elected directors shall be calculated separately.
- 4.2. The election of the Company’s Board directors is through the nomination process and the shareholders’ meeting will elect the Board directors from the list of candidates. Based on the Company’s Articles of Incorporation and relevant public announcements, the number of directors to be elected will be specified. After the vote, the candidates who receive the most votes of all the votes cast for directors will be elected as independent directors and non-independent directors separately and successively. In the case of a tie

between more than two candidates and the elected number exceeds the specified number, the winner will be determined by the candidates drawing lots; the chairperson will draw lots for the candidate who does not attend the meeting.

- 4.3. Before the vote, the chairperson shall appoint a number of persons to perform the respective duties, including monitoring the election and counting the votes, and the election observers must be the shareholders.
- 4.4. The Board of Directors or the convener shall prepare the ballot papers that contain the exact number of Board directors to be elected. The Board shall specify the total number of votes on the ballot papers and distribute the ballot papers to the shareholders at the shareholders' meeting.
- 4.5. The ballot boxes will be prepared by the Board of Directors. Before the vote, the election observer(s) shall examine the boxes publicly.
- 4.6. A ballot is considered invalid under any of the following circumstances:
 - 4.6.1. The voter does not use the ballot paper prepared by the Board of Directors or the convener.
 - 4.6.2. A blank ballot paper is put in the ballot box.
 - 4.6.3. The writing on the ballot paper is indecipherable or has been altered.
 - 4.6.4. The list of candidates written on the ballot paper does not match the original list of candidates for the Board of Directors.
 - 4.6.5. Apart from the numbers of votes allocated to the candidates, the ballot paper contains other characters or words.
 - 4.6.6. The total number of votes cast by the voter exceeds the total number of votes entitled to the voter.
 - 4.6.7. The same ballot paper contains two or more than two candidates voted for.
- 4.7. After the vote, the results shall be announced on site by the chairperson, including the list of elected Board directors and the number of votes for each elected director.

The ballot papers for the above election shall be sealed and signed by the election observer(s), kept in a secure 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, the ballot papers shall be kept until the end of the lawsuit.

Article 5

Supplementary Provisions

Any matter that is not specified in the Procedures is conducted in compliance with the Company Act, the Company's Articles of Incorporation or relevant laws. The Procedures shall take effect after being submitted to and approved by a shareholders' meeting. Subsequent amendments thereto shall take effect in the same manner.

Last Revised: June 9, 2022

Appendix 8:

Rules of Procedures of the Shareholders' Meeting

Article 1

Purpose

The purpose of the Rules of Procedures of the Shareholders' Meeting (the "Rules") is to ensure the procedures of shareholders' meeting have been conducted properly to protect shareholders' rights.

Article 2

Scope

Unless otherwise specified by law or the Company's Articles of Incorporation, the shareholders' meeting shall be held in accordance with the Rules.

Article 3

Competent Authority

- 4.1. Execution (of shareholders' meetings): The Accounting Department.
- 4.2. Amendment: The Accounting Department.

Article 4

Operating Procedures

- 4.1. The shareholder (or proxy) who attends a shareholders' meeting shall submit the sign-in card to complete the signing-in process, whose number of shares will be calculated according to the sign-in card. The shareholder who submits his/her sign-in card to the Company will be treated as the real owner or proxy of the card. The Company does not take responsibility to confirm the identity of the attendee in relation to the sign-in card.

The staff handling administrative affairs in a shareholders' meeting shall wear their ID badges using lanyards or armband badge holders.

- 4.2. The chairperson shall call the meeting to order when the appointed meeting time has come. 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 no more than a combined total of 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 more than one third of the total number of issued shares, a tentative resolution may be adopted pursuant to paragraph 1 of Article 175 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

completion 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. The attendance rate and voting at a shareholders' meeting are calculated based on the number of shares. If a shareholder proposes to count the number of attending people, the chairperson may reject the shareholder's request.

- 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 with the scope of authorization specified.

A shareholder may issue only one proxy form and appoint only one proxy for each shareholders' meeting, and shall deliver the proxy form to the Company five days before 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 is delivered to the Company, if the shareholder intends to attend the meeting in person or to exercise voting rights in written or electronic form, a written notice of proxy cancellation shall be submitted to the Company two business days before the shareholders' meeting. If the cancellation notice is submitted after that time, votes cast by the proxy at the meeting shall prevail.

- 4.4. The venue for a shareholders' meeting shall be in the Company, or a place easily accessible to shareholders and suitable for a shareholders' meeting. The meeting may begin no earlier than 9:00 a.m. and no later than 3:00 p.m.
- 4.5. If a shareholders' meeting is convened by the Board of Directors, the meeting shall be chaired by the Chairman of the Company. The Vice-Chair shall act in place of the Chairman on any occasion when the Chairman is on leave or unable to act. The Chairman shall assign a director to act when there is no Vice-Chair or when the Vice-Chair is also on leave or unable to act. If the Chairman does not assign anyone to act in place of himself, then the directors shall select one from among themselves as the chairperson.

If a shareholders' meeting is convened by a party with power 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 chairperson from among themselves.

- 4.6. The Company shall record on audio or videotape the entire proceedings of a shareholders' meeting, and keep the records for at least one year.
- 4.7. If a shareholders' meeting is convened by the Board of Directors, the meeting agenda will be set by the Board of Directors. The meeting shall proceed following the order in the agenda, and the order may not change without a resolution at the shareholders' meeting.

The preceding paragraph shall apply mutatis mutandis to a shareholders' meeting that is convened by a party with the power other than the Board of Directors.

Except by a resolution passed by the shareholders' meeting, the chairperson may not declare the meeting adjourned prior to completion of motions (including extraordinary motions) in the agendas referred to in the preceding two paragraphs.

The Company may appoint lawyers, certified public accountants or related personnel to attend the shareholders' meeting.

After the shareholders' meeting is adjourned, the shareholders may not re-elect a chairperson at the same venue or resume the meeting at another venue, unless otherwise specified by law.

- 4.8. Before shareholders in attendance speak, they must specify on a speaker's note their main points, the shareholder account number (or attendance card number), and account name. The order for the shareholders to speak is determined by the chairperson.

A shareholder in attendance who only submits a speaker's note without speaking in person will be considered not speaking. If the content uttered does not match that in the speaker's note, the former content shall prevail.

When a shareholder in attendance is speaking, the other shareholders may not speak or interrupt unless they have sought and obtained the consent of the chairperson 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 each single speech may not exceed five minutes.

If the shareholder's speech violates the above rule or exceeds the scope of the agenda item, the chairperson may stop the speech.

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

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

After a shareholder in attendance has spoken, the chairperson may respond in person or assign relevant personnel to respond.

- 4.10. If the chairperson considers a resolution already has sufficient discussion and is ready for a vote, the chairperson may stop the discussion and order a vote to be taken.
- 4.11. The personnel to observe and count the vote shall be appointed by the chairperson, provided that the vote observers shall be shareholders of the Company. The results of the vote shall be announced on site and kept in record.
- 4.12. When a meeting is in progress, the chairperson may announce a break based on time considerations. If the agenda cannot be completed in one meeting, a resolution may be adopted at the shareholders' meeting to postpone or resume the meeting within five days without further notice or announcement.
- 4.13. Unless otherwise specified by the Company Act or the Company's Articles of Incorporation, the resolutions shall be passed by more than half of the shareholders in attendance.

If a motion has an amendment/alternative motion, the chairperson shall present the amendment/alternative motion together with the original motion and decide the order of them to be put to the vote. If a motion is passed, the other motions shall be deemed rejected, and hence no further vote is needed.

If a shareholder appoints a proxy to attend a shareholders' meeting, the proxy's voting rights are calculated based on relevant laws.

When the Company holds a shareholders' meeting, it may adopt the written or electronic form for shareholders to exercise the voting right. The form(s) to be adopted shall be specified in the notice of meeting. The shareholders who exercise their voting rights in written or electronic form are considered in-person attendance. However, for the extempore motions or amendments of the original proposal, they are considered to have renounced the voting rights.

- 4.14. The chairperson may direct the persons or security personnel to help keep order of the meeting. When the persons or security personnel are assigned to keep order in the meeting place, they shall wear "Keep Order" badges using armband badge holders or their ID cards.

A shareholder (or proxy) shall obey the chairperson and the persons or security personnel who keep order. For those who obstruct the meeting, the chairperson or the personnel who maintain order may exclude them from the meeting.

- 4.15. If an unforeseen event occurs during the meeting, the chairperson may make announcements to stop or suspend the meeting, and defer the meeting to a later time or date.

4.16. Any matter that is not specified in the Rules is conducted in compliance with the Company Act, the Securities and Exchange Act, the Company's Articles of Incorporation or relevant laws.

Article 5

Supplementary Provisions

The Rules shall take effect after approval of the Board of Directors and passed by the shareholders' meeting. Subsequent amendments thereto shall take effect in the same manner.

Appendix 9:

Shares Held by ASMedia's Directors

1. The Company's paid-in capital is NT\$693,647,740, with 69,364,774 outstanding shares.
2. According to Article 26 of the Securities and Exchange Act, the minimum number of shares that shall be held by the entire Board of Directors is 5,549,181.
3. The following table lists the number of shares held by both the individual directors and the entire Board that are officially listed in the register of shareholders as of the record date before the 2023 Annual General Meeting of Shareholders.

April 18, 2023

Title	Name	Election Date	Number of Shares	% of Shares
Chairman	Representative of ASUSTeK Computer Inc.: Jerry Shen	6/12/2020	24,457,660	35.26%
Director	Representative of ASUSTeK Computer Inc.: Ted Hsu	6/12/2020	24,457,660	35.26%
Director	Representative of ASUSTeK Computer Inc.: Chewei Lin	6/12/2020	24,457,660	35.26%
Director	Chin-Chuan Hsu	6/12/2020	0	0.00
Independent Director	Hung-Tze Jan	6/12/2020	0	0.00
Independent Director	Chien-Ping Hsieh	6/12/2020	0	0.00
Independent Director	Ching-Chi Wu	6/12/2020	0	0.00
Total shares held by the entire directors			24,457,660	35.26%

Appendix 10:

Other Explanatory Items

Explanations of the matters regarding shareholders' proposals in the 2023 Annual General Meeting of Shareholders:

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 submit to the company a proposal in written form for discussion at a shareholders' general meeting. The number of proposals is limited to one and the number of words in each proposal is limited to no more than 300. Additional proposals beyond two from a single shareholder or any proposal with the number of words exceeding 300 will not be included in the agenda of the meeting. A shareholder who submits a proposal shall attend the shareholders' meeting in person or by proxy, and participate in the discussion of the proposal.
2. Period of Acceptance of Shareholders' Proposals: April 10-19, 2023, from 9:00 AM to 5:00 PM. The information has been published on the Market Observation Post System.
3. The Company has not received any shareholder's proposal during the above period.