

ASMedia Technology Inc.  
2024 1st Extraordinary shareholders' meeting minutes  
(Translation)

1. Time: Thursday, April 18, 2024 at 9:00 AM
2. Venue: No. 219-2, Sec. 3, Zhongxing Rd., Xindian Dist., New Taipei City  
(The Koos Hotel)
3. Attendance : The total number of shares issued by the Company was 69,363,518 and the total number of voting shares was 69,362,678. The total number of shares represented by the attending shareholders and proxies was 61,795,121 of which 53,045,551 shares were electronically attended to exercise voting rights, representing an attendance rate of 89.08%.  
Director attendees: Chewei Lin(Director), Chien-Ping Hsieh(Independent Director& the Convener of Audit Committee)  
Attendees: Jerry Wang(Head of Legal Affairs)  
Shu-Chiung Chang(CPA of PWC Taiwan)
4. Chairman : Ted Hsu  
Meeting Recorder: Martin Pan
5. Chairman's Statements: Omitted.
6. Discussion Item

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

Item: The issuance of new common shares by cash capital increase for sponsoring GDR issuance.

Explanation:

1. For the purposes of increasing the Company's future working capital or meeting other capital needs of the Company, it plans to issue new common shares by cash capital increase for GDR issuance. It is proposed to the extraordinary shareholders meeting that the Board of Directors be authorized to identify optimal timing and adjust the number of new common shares to be issued, up to 5.3 million common shares, depending on the prevailing financial market conditions. The proceeds will be utilized for various purposes, including but not limited to the acquisition of raw materials and machinery, reinvestment, or investment in advanced hardware and software equipment and related technologies, as well as enhancing operational funds and other long-term strategic development needs, thereby enhancing the company's competitiveness.
2. Pursuant to Article 267 of the Company Act, 10% to 15% of the new shares are reserved for subscription by employees of the company, with the remaining 85% to 90% of the new shares and such remaining shares shall be allocated for public offering in accordance with Article 28-1 of the Securities and Exchange Act. It is proposed to the approval of the extraordinary shareholders meeting for the original shareholders to

waive their preemptive rights, and allocate all shares to participate in the public offering of GDR. For the portion unsubscribed by employees, it is proposed to authorize the Chairman of the Board to engage with specific persons for subscription at the issue price, or to include the unsubscribed shares as underlying securities through the issuance of GDR depending on market demand.

3. The issuance price of the common shares for participation in the issuance of Global depositary receipts in this cash capital increase will be based on international practice, with the principle of not affecting the rights of existing shareholders. The issuance price is proposed to be authorized by the extraordinary shareholders' meeting for the Chairman to determine the issue price in consultation with the underwriter(s), subject to compliance with relevant regulations of regulatory authorities:

The issue price of the new shares by cash capital increase for the sponsoring GDR offering shall not be lower than 90% of the closing price of the Company's common shares listed on the Taiwan Stock Exchange on the pricing date, or the simple arithmetic mean of the closing prices of the Company's common shares listed on the Taiwan Stock Exchange for any of the periods of one, three or five days immediately preceding the pricing date, after factoring out ex-rights trading in connection with free distribution of stock dividends (or ex-rights trading in connection with distribution of shares due to capital reduction) and ex-dividend trading in connection with distribution of cash dividends; provided that, the aforesaid pricing formula may be adjusted in accordance with changes to relevant domestic laws and regulations. The pricing method of this cash capital increase is based on relevant laws and regulations and thus the basis of the pricing is reasonable. In view of the short-term dramatic volatility of domestic share prices from time to time, the Chairman is authorized to determine the issue price within the aforesaid scope in consultation with the underwriter(s), based on international practice, market conditions and aggregate book building status.

4. It is proposed to the extraordinary shareholders meeting that the Board of Directors be authorized to adjust, decide and handle, in view of market condition, all material matters in connection with the issuance of new common shares by cash capital increase for sponsoring GDR issuance, including issue price, number of shares to be issued, the amount to be raised, offering plan, items for the funds usage plan, schedule, fund utilisation plan, expected benefits, and other relevant matters, including necessary amendments to be made per the instructions of the competent authority, based on operational assessment or in consideration of changes in objective environment, market conditions, or other circumstances surrounded.

For the purpose of cash capital increase by issuing new common shares for sponsoring GDR issuance, it is proposed to the extraordinary meeting to authorize the Chairman or the person designated by the Chairman with full power and authority to approve, sign and execute on behalf of the Company any and all documents regarding the cash capital increase by issuing new common shares for sponsoring GDR issuance and conduct all matters in connection with such offering for the Company, including but not limited to selection of international and domestic underwriters, attorneys, depository institutions and custodian institutions.

5. The rights and obligations of the new shares in this offering are identical to those of the outstanding shares of the Company.

Resolution:

Shares represented at the time of voting: 61,795,121

Voting Results*	% of the total represented share present
Votes in favor: 58,850,616 votes (50,102,056 votes)	95.23 %
Votes against: 82,233 votes (82,233 votes)	0.13%
Votes invalid: 0 vote	0.00%
Votes abstained: 2,862,272 votes (2,861,262 votes)	4.63%

\*including votes casted electronically (numbers in brackets)

The number of affirmative votes exceeded the legal limit, and the case was approved as originally proposed.

Summary of Shareholder's speech: Shareholder (Account Number 336) asked about the company to explain matters such as the reasons for convening the extraordinary Shareholders meeting and the company's operational status. Designated personnel appointed by the chairman shall provide responses and explanations regarding the aforementioned shareholder.

7. Extempore Motions: None.
8. Adjournment: After the Chairman asked the shareholders present if there was any extemporary motion, the Chairman declared the meeting adjourned.  
(The minutes of the shareholders' meeting are only the gist of the meeting and the details are subject to the audio-visual recording of the meeting)