

ASMedia Technology Inc.

2024 Annual General Meeting of Shareholders

Meeting Handbook

Date: Tuesday, June 18, 2024 at 9:00 AM

Venue: No.11, Zhongshan S. Rd., Taipei City, Taiwan
(CHANG YUNG-FA FOUNDATION International Convention)

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Meeting Procedure

2024 Annual General Meeting of Shareholders

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

Meeting Agenda

1. Time: Tuesday, June 18, 2024 at 9:00 AM
2. Venue: No.11, Zhongshan S. Rd., Taipei City, Taiwan
(CHANG YUNG-FA FOUNDATION International Convention)
3. Meeting Type: Physical
4. Chairman's Statements
5. Report Items
 - 1) 2023 Business Report.
 - 2) Audit Committee's Review Report of 2023 Financial Statements.
 - 3) Report of 2023 Bonus Distribution to Employees and Directors.
 - 4) Report of 2023 Earnings Distribution of Cash Dividends.
6. Adoption Items
 - 1) 2023 Business Report and Financial Statements.
 - 2) 2023 Earnings Distribution Proposal.
7. Election and Discussion Items
 - 1) Proposal to elect one additional Independent Director.
 - 2) Proposal to release the non-competition restrictions on new Director.
8. Extempore Motions
9. Adjournment

1. Report Items

Report No. 1

Item: 2023 Business Report.

Explanation: Please refer to Appendix 1 for the 2023 Business Report.

Report No. 2

Item: Audit Committee's Review Report of 2023 Financial Statements.

Explanation: Please refer to Appendix 2 for the 2023 Audit Committee Review Report.

Report No. 3

Item: Report of 2023 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 2023 was NT\$2,400,888,837. According to the Company's Article of Incorporation, the Company shall appropriate NT\$164,482,526 as bonus to its employees and NT\$8,224,126 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 2023.

Report No. 4

Item: Report of 2023 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\$1,387,270,360 is NT\$20 per share in cash given to shareholders under the resolution of the Board of Directors on March 20. The shareholders' cash dividends are rounded down to the nearest whole number; the decimal parts are truncated. Fractional dividends will be recognized 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: 2023 Business Report and Financial Statements.

Explanation:

The Company's 2023 financial statements were audited by the certified public accountants Shu-Fen Yu and Shu-Chiung Chang from PwC Taiwan. The Company's financial statements and the 2023 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: 2023 Earnings Distribution Proposal.

Explanation:

- (1) In 2023, the Company's net profit after tax was NT\$2,228,182,185. After adding the beginning unappropriated retained earnings of NT\$3,489,124,911 and the adjusted retained earnings of NT\$11,391,586, and allocating the legal reserve of NT\$223,957,377, the total distributable earnings for 2023 was NT\$5,504,741,305.
- (2) Please refer to Appendix 4 for the 2023 Earnings Distribution Table.

Resolution:

3. Election and Discussion Items

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

Item: Proposal to elect one additional Independent Director.

Explanation:

- (1) The Company shall have seven to nine directors in accordance with Article 16 of the “Articles of Incorporation”. The Company currently has seven Directors and plans to elect one additional Independent Director for Company’s to strengthen the structure of the Board of Directors.
- (2) The new director will commence tenure following the 2024 Annual General Meeting of Shareholders, and shall have the same term as the current Directors .The tenure start from June 18, 2024 to June 15, 2026.
- (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 Independent Director

April 20, 2024; Unit: Share

Name	Education	Experience	Current Position(s)	Number of Shares
Kenneth Kin	Ph.D., Nuclear Engineering and Applied Physics, Columbia University, USA	- Senior VP, Worldwide Sales & Services, TSMC - Microelectronics VP of worldwide sales, IBM - Asian Pacific Operation VP, Computer Group, Motorola	- Director, MediaTek Inc. - Independent Director, eMemory Technology Inc. - Independent Director, Global Unichip Corp. - Independent Director, Vanguard International Semiconductor Corp. - Honorary Faculty, College technology management of National Tsing Hua University	0

- (4) Please elect the Company’s director 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 Director.

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 director according to the law. The information about the nominated candidate holding positions in other companies as follows:

Title	Name	Current Positions in Other Companies
Independent Director	Kenneth Kin	- Director, MediaTek Inc. - Independent Director, eMemory Technology Inc. - Independent Director, Global Unichip Corp. - Independent Director, Vanguard International Semiconductor Corp.

Resolution:

4. Extempore Motions

5. Adjournment

Appendix 1:

2023 Business Report

In 2023, the global economy was gradually recovering from the Covid-19 pandemic. For the semiconductor industry, although the inventory problem has been alleviated and the supply chain order has returned to normal, the overall international economic situation is still affected by the Ukraine-Russia and Israel-Palestinian wars, inflation and interest rate hikes. In addition, the demand recovery in China is slow, and the economy is still not fully recovered, which is still testing the ability of business management. In the same year, with the rapid development of artificial intelligence, various technology giants were striving to make great advancements with AI that it took the world by storm in 2023. Ushering in the breakout year of AI, it has injected new vitality into the prospects of the technology industry.

In terms of operating performance, benefiting from the slow recovery of market demand, the Company's revenue in 2023 was NT\$6.401 billion, a 22% increase from 2022, and its gross profit was NT\$3.53 billion, a 30% increase from 2022. Gross profit margin reached a new high of 55%. Operating profit was NT\$1.82 billion, an increase of 40% from 2022. The net profit after tax was NT\$2.23 billion, about 15% less than that of 2022. The net profit after tax was 35% and the EPS after tax was NT\$32.19.

Faced with the rapid changes in the industry, more and more data needs to be transmitted, which also makes ASMedia's high-speed transmission products more critical in the market. In terms of products, the USB and PCIe interface specifications continue to advance, and new processors from major international manufacturers have been introduced to support high-speed transmission interfaces such as USB 40Gbps and PCIe Gen 4/5. The Company continues to focus on innovative research and development, and keeps abreast of the changes in specifications. At present, the USB host and device chips have been developed to 40Gbps products, and are the first to obtain relevant certifications,

laying a good foundation for future technologies. At present, PCIe Gen4 has been mass-produced, and PCIe Gen5 is currently under testing. SATA and USB hub continue to have diversified applications. As a leading manufacturer of high-speed transmission, ASMedia will provide customers with more complete solutions with leading technology.

Moreover, in terms of sustainable operation, the Company is a chip design company without a manufacturing plant and is still striving to build a green workplace, formulating various specific energy saving and carbon reduction measures, actively achieving various certification goals, and promoting the development of sustainable activities. In terms of product design, we are committed to the use of green design, and through the upgrade of production processes, specifications, and technologies, we can reduce energy consumption, cherish the resources of the earth, and fulfill our commitment to social good and corporate sustainability.

Looking forward to 2024, with the gradual recovery of the economy, the gradual return of the semiconductor supply chain back to normal, and the great leap forward of AI technology, the demand for high-speed transmission has attracted much attention. ASMedia has been focusing on the research and development of high speed transmission chip for many years. Repeatedly recognized as the first in the world and Taiwan to receive official certifications. In the face of the rapidly changing future, ASMedia will continue to operate at a steady pace, so that all stakeholders can have a peace of mind.

Chairman: Ted Hsu

President: Chewei Lin

Accounting Manager: Martin Pan

Appendix 2:

2023 Audit Committee Review Report

To: 2024 Annual General Meeting of Shareholders, ASMedia Technology Inc.:

The Company's Board of Directors prepared and submitted to the Audit Committee the 2023 Business Report, financial statements, and the Earnings Distribution Proposal. The financial statements were audited by certified public accountants Shu-Fen Yu and Shu-Chiung Chang 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 2023 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 20, 2024

Appendix 3: 2023 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, 2023 and 2022, 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 material 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, 2023 and 2022, 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 Financial Statement Audit and Attestation Engagements of 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 2023 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 2023 financial statements are stated as follows:

Existence of revenues from customers

Description

Refer to Note 4(25) for accounting policy on revenue recognition.

The Company is primarily engaged in the design, development, production, manufacture and sale 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.

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 the International Financial Reporting Standards, International Accounting Standards, IFRIC Interpretations, and SIC Interpretations as endorsed by the Financial Supervisory Commission, and for such internal control as management determines is necessary to enable the preparation of individual 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

Chang, Shu-Chiung

For and on Behalf of PricewaterhouseCoopers, Taiwan
February 26, 2024

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, 2023 AND 2022
(Expressed in thousands of New Taiwan dollars)

Assets	Notes	December 31, 2023		December 31, 2022		
		AMOUNT	%	AMOUNT	%	
Current assets						
1100	Cash and cash equivalents	6(1)	\$ 2,230,750	10	\$ 2,358,688	13
1110	Financial assets at fair value through profit or loss - current	6(2)	621,590	3	614,508	3
1170	Accounts receivable, net	6(3)	930,224	4	697,573	4
1180	Accounts receivable - related parties	6(3) and 7	133,358	1	137,770	1
1200	Other receivables		1,220	-	15,443	-
130X	Inventory	6(4)	564,584	3	1,157,943	7
1410	Prepayments	6(5) and 7	113,174	-	788,228	4
11XX	Total current assets		<u>4,594,900</u>	<u>21</u>	<u>5,770,153</u>	<u>32</u>
Non-current assets						
1517	Financial assets at fair value through other comprehensive income-non- current	6(7)	867,927	4	712,345	4
1550	Investments accounted for using equity method	6(6)	13,657,281	63	10,488,290	59
1600	Property, plant and equipment	6(8)	570,754	3	497,937	3
1755	Right-of-use assets	6(9)	44,357	-	63,232	-
1780	Intangible assets	6(10)	68,432	-	135,402	1
1840	Deferred income tax assets	6(26)	141,353	1	101,535	1
1900	Other non-current assets	6(11), 7 and 8	1,704,161	8	25,771	-
15XX	Total non-current assets		<u>17,054,265</u>	<u>79</u>	<u>12,024,512</u>	<u>68</u>
1XXX	Total assets		<u>\$ 21,649,165</u>	<u>100</u>	<u>\$ 17,794,665</u>	<u>100</u>

(Continued)

ASMEDIA TECHNOLOGY INC.
INDIVIDUAL BALANCE SHEETS
DECEMBER 31, 2023 AND 2022
 (Expressed in thousands of New Taiwan dollars)

Liabilities and equity	Notes	December 31, 2023		December 31, 2022		
		AMOUNT	%	AMOUNT	%	
Current liabilities						
2100	Short-term borrowings	6(12)	\$ 300,000	2	\$ 1,100,000	6
2130	Current contract liabilities	6(19)	2,065	-	29,158	-
2170	Accounts payable		263,785	1	111,279	1
2200	Other payables	6(13)	958,250	5	972,239	6
2220	Other payables - related parties	7	1,333	-	929	-
2230	Current income tax liabilities		228,378	1	146,008	1
2280	Lease liabilities - current	6(9)	24,045	-	24,361	-
2300	Other current liabilities	7	263,973	1	59,404	-
21XX	Total current liabilities		<u>2,041,829</u>	<u>10</u>	<u>2,443,378</u>	<u>14</u>
Non-current liabilities						
2570	Deferred income tax liabilities	6(26)	28	-	28	-
2580	Lease liabilities - non-current	6(9)	21,417	-	39,251	-
2640	Net defined benefit liability, non-current	6(14)	102	-	606	-
25XX	Total non-current liabilities		<u>21,547</u>	<u>-</u>	<u>39,885</u>	<u>-</u>
2XXX	Total liabilities		<u>2,063,376</u>	<u>10</u>	<u>2,483,263</u>	<u>14</u>
Equity attributable to owners of parent						
Share capital						
3110	Common stock	6(16)	693,635	3	693,648	4
Capital surplus						
3200	Capital surplus	6(17)	9,613,449	44	8,488,784	47
Retained earnings						
3310	Legal reserve	6(18)	1,237,694	6	974,852	6
3350	Unappropriated retained earnings		5,728,699	26	5,139,264	29
Other equity interest						
3400	Other equity interest		2,312,312	11	14,854	-
3XXX	Total equity		<u>19,585,789</u>	<u>90</u>	<u>15,311,402</u>	<u>86</u>
Significant contingent liabilities and unrecorded contract commitments						
Significant events after the balance sheet date						
3X2X	Total liabilities and equity		<u>\$ 21,649,165</u>	<u>100</u>	<u>\$ 17,794,665</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, 2023 AND 2022
 (Expressed in thousands of New Taiwan dollars)

Items	Notes	Year ended December 31				
		2023		2022		
		AMOUNT	%	AMOUNT	%	
4000	Operating revenue	6(19) and 7	\$ 6,401,267	100	\$ 5,248,329	100
5000	Operating costs	6(4)(24) and 7	(2,877,606)	(45)	(2,537,273)	(48)
5900	Gross profit		3,523,661	55	2,711,056	52
5910	Unrealised profit from sales		(11,665)	-	(22,268)	-
5920	Realised profit from sales		22,268	-	25,998	-
5950	Net operating margin		3,534,264	55	2,714,786	52
	Operating expenses	6(24)(25) and 7				
6100	Selling expenses		(106,492)	(2)	(91,017)	(2)
6200	General and administrative expenses		(216,161)	(3)	(183,276)	(3)
6300	Research and development expenses		(1,389,021)	(22)	(1,139,860)	(22)
6000	Total operating expenses		(1,711,674)	(27)	(1,414,153)	(27)
6900	Operating profit		1,822,590	28	1,300,633	25
	Non-operating income and expenses					
7100	Interest income	6(20)	32,859	1	10,328	-
7010	Other income	6(21)	21,745	-	20,208	1
7020	Other gains and losses	6(22)	21,744	-	166,344	3
7050	Finance costs	6(23)	(6,195)	-	(8,897)	-
7060	Share of profit of associates and joint ventures accounted for under equity method	6(6)				
			675,926	11	1,421,392	27
7000	Total non-operating income and expenses		746,079	12	1,609,375	31
7900	Profit before income tax		2,568,669	40	2,910,008	56
7950	Income tax expense	6(26)	(340,487)	(5)	(292,647)	(6)
8200	Profit for the year		\$ 2,228,182	35	\$ 2,617,361	50
	Components of other comprehensive income that will not be reclassified to profit or loss					
8311	Actuarial gain (loss) on defined benefit plan	6(14)	\$ 512	-	(\$ 561)	-
8316	Unrealised gain (loss) on investments in equity instruments at fair value through other comprehensive income	6(7)	155,582	2	(352,021)	(7)
8320	Share of other comprehensive income (loss) of associates and joint ventures accounted for using equity method, components of other comprehensive income that will not be reclassified to profit or loss		2,152,501	34	(2,222,068)	(42)
8310	Other comprehensive income (loss) that will not be reclassified to profit or loss		2,308,595	36	(2,574,650)	(49)
	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		(59,755)	(1)	842,056	16
8360	Other comprehensive (loss) income that will be reclassified to profit or loss		(59,755)	(1)	842,056	16
8300	Total other comprehensive income (loss) for the year		\$ 2,248,840	35	(\$ 1,732,594)	(33)
8500	Total comprehensive income for the year		\$ 4,477,022	70	\$ 884,767	17
	Earnings per share(in dollars)					
9750	Basic earnings per share	6(27)	\$ 32.19		\$ 37.86	
9850	Diluted earnings per share	6(27)	\$ 32.03		\$ 37.61	

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, 2023 AND 2022
(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	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, others	
<u>Year ended December 31, 2022</u>										
Balance at January 1, 2022		\$ 692,181	\$ 8,468,973	\$ 643,474	\$ 4,641,888	(\$ 565,121)	\$ 2,416,860	(\$ 401)	(\$ 15,236)	\$ 16,282,618
Profit for the year		-	-	-	2,617,361	-	-	-	-	2,617,361
Other comprehensive income (loss)		-	-	-	-	842,056	(2,574,089)	(561)	-	(1,732,594)
Total comprehensive income (loss)		-	-	-	2,617,361	842,056	(2,574,089)	(561)	-	884,767
Appropriations of 2021 retained earnings	6(18)									
Legal reserve		-	-	331,378	(331,378)	-	-	-	-	-
Cash dividends		-	-	-	(1,799,669)	-	-	-	-	(1,799,669)
Share-based payments	6(15)									
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 equity method	6(6)	-	(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
<u>Year ended December 31, 2023</u>										
Balance at January 1, 2023		\$ 693,648	\$ 8,488,784	\$ 974,852	\$ 5,139,264	\$ 276,935	(\$ 168,291)	(\$ 962)	(\$ 92,828)	\$ 15,311,402
Profit for the year		-	-	-	2,228,182	-	-	-	-	2,228,182
Other comprehensive income (loss)		-	-	-	-	(59,755)	2,308,083	512	-	2,248,840
Total comprehensive income		-	-	-	2,228,182	(59,755)	2,308,083	512	-	4,477,022
Appropriations of 2022 retained earnings	6(18)									
Legal reserve		-	-	262,842	(262,842)	-	-	-	-	-
Cash dividends		-	-	-	(1,387,295)	-	-	-	-	(1,387,295)
Share-based payments	6(15)									
Compensation cost of employee restricted stocks		-	-	-	-	-	-	-	60,008	60,008
Retirement and reduction of employee restricted stocks		(13)	13	-	-	-	-	-	-	-
Changes in equity of associates and joint ventures accounted for using equity method	6(6)	-	1,124,652	-	-	-	-	-	-	1,124,652
Disposal of equity instrument measured at fair value through other comprehensive income by associates		-	-	-	11,390	-	(11,390)	-	-	-
Balance at December 31, 2023		\$ 693,635	\$ 9,613,449	\$ 1,237,694	\$ 5,728,699	\$ 217,180	\$ 2,128,402	(\$ 450)	(\$ 32,820)	\$ 19,585,789

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

ASMEDIA TECHNOLOGY INC.
INDIVIDUAL STATEMENTS OF CASH FLOWS
YEARS ENDED DECEMBER 31, 2023 AND 2022
 (Expressed in thousands of New Taiwan dollars)

	Notes	Year ended December 31	
		2023	2022
<u>CASH FLOWS FROM OPERATING ACTIVITIES</u>			
Profit before tax		\$ 2,568,669	\$ 2,910,008
Adjustments			
Adjustments to reconcile profit (loss)			
Depreciation	6(8)(9)(24)	301,292	233,762
Amortisation	6(10)(24)	79,764	84,704
Net gain on financial assets at fair value through profit or loss	6(2)(22)	(7,768)	(3,665)
Interest expense	6(23)	6,195	8,897
Interest income	6(20)	(32,859)	(10,328)
Dividend income	6(21)	(16,000)	(16,000)
Share-based payments	6(15)	60,008	34,377
Share of profit of associates and joint ventures accounted for using equity method	6(6)	(675,926)	(1,421,392)
Unrealised profit from sales	6(6)	(10,603)	(3,730)
Gains on lease modification	6(9)	(7)	-
Changes in operating assets and liabilities			
Changes in operating assets			
Accounts receivable, net		(232,651)	(281,576)
Accounts receivable - related parties		4,412	(18,835)
Other receivables		14,344	17,506
Inventory		593,359	255,628
Prepayments		675,054	(76,652)
Changes in operating liabilities			
Contract liabilities - current		(27,093)	(19,513)
Accounts payable		152,506	(213,113)
Other payables		65,694	8,696
Other payables - related parties		404	194
Other current liabilities		204,569	(42,851)
Non-current net defined benefit liability		8	(133)
Cash inflow generated from operations		3,723,371	1,445,984
Income tax paid		(297,935)	(339,344)
Interest received		32,738	10,126
Interest paid		(6,600)	(8,310)
Net cash flows from operating activities		<u>3,451,574</u>	<u>1,108,456</u>
<u>CASH FLOWS FROM INVESTING ACTIVITIES</u>			
Acquisition of financial assets at fair value through other comprehensive income		-	(144,000)
Dividends received	6(6)(21)	750,936	873,542
Acquisition of property, plant and equipment	6(28)	(363,236)	(406,288)
Acquisition of intangible assets	6(28)	(76,225)	(80,662)
Decrease (increase) in refundable deposits		5,050	(3,192)
Increase in other non-current assets	6(11) and 7	(1,683,440)	-
Net cash flows (used in) from investing activities		<u>(1,366,915)</u>	<u>239,400</u>
<u>CASH FLOWS FROM FINANCING ACTIVITIES</u>			
(Decrease) increase in short-term borrowings	6(29)	(800,000)	1,100,000
Payment of lease liabilities	6(29)	(25,302)	(23,524)
Cash dividends paid	6(18)	(1,387,295)	(1,799,669)
Net cash flows used in financing activities		<u>(2,212,597)</u>	<u>(723,193)</u>
Net (decrease) increase in cash and cash equivalents		(127,938)	624,663
Cash and cash equivalents at beginning of year		2,358,688	1,734,025
Cash and cash equivalents at end of year		<u>\$ 2,230,750</u>	<u>\$ 2,358,688</u>

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

Appendix 4:

2023 Earnings Distribution Table

Unit: NT\$

Item	Amount	Note
Beginning unappropriated retained earnings	3,489,124,911	
Add (Less): Retained Earnings Adjustment	11,391,586	
Adjusted unappropriated retained earnings (accumulated deficit)	3,500,516,497	
Add: 2023 net profit after tax	2,228,182,185	
Less: Legal reserve	(223,957,377)	
Less: Reversal of special reserve	0	
Distributable earnings at the end	5,504,741,305	
Distributed Items:		
Cash Dividends	1,387,270,360	NT\$20 per share
Stock Dividends	0	
Unappropriated earnings at the end	4,117,470,945	

Note: This year's earnings distribution is appropriated from the 2023 after-tax distributable earnings.

Chairman:

President:

Accounting Manager :

Appendix 5:

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: Ted Hsu*

Appendix 6:

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 7:

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

- 3.1. Execution (of shareholders' meetings): The Accounting Department.
- 3.2. 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 8:

Shares Held by ASMedia's Directors

1. The Company's paid-in capital is NT\$693,635,180, with 69,363,518 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 5,549,081.
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 2024 Annual General Meeting of Shareholders.

April 20, 2024

Title	Name	Election Date	Number of Shares	% of Shares
Chairman	Representative of ASUSTeK Computer Inc.: Ted Hsu	6/16/2023	24,457,660	35.26%
Director	Representative of ASUSTeK Computer Inc.: Jerry Shen	6/16/2023	24,457,660	35.26%
Director	Representative of ASUSTeK Computer Inc.: Chewei Lin	6/16/2023	24,457,660	35.26%
Director	Chin-Chuan Hsu	6/16/2023	0	0.00
Independent Director	Hung-Tze Jan	6/16/2023	0	0.00
Independent Director	Chien-Ping Hsieh	6/16/2023	0	0.00
Independent Director	Ching-Chi Wu	6/16/2023	0	0.00
Total shares held by the entire directors			24,457,660	35.26%