

# ASMedia Technology Inc.

## 2025 Annual General Meeting of Shareholders

# Meeting Handbook

**Date:** Friday, June 13, 2025 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

## 2025 Annual General Meeting of Shareholders

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

# Meeting Agenda

1. Time: Friday, June 13, 2025 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) 2024 Business Report.
  - 2) Audit Committee's Review Report of 2024 Financial Statements.
  - 3) Report of 2024 Bonus Distribution to Employees and Directors.
  - 4) Report of 2024 Earnings Distribution of Cash Dividends.
6. Adoption Items
  - 1) 2024 Business Report and Financial Statements.
  - 2) 2024 Earnings Distribution Proposal.
  - 3) The Company's plan to amend the participation in the issuance of overseas depositary receipts through a capital increase by cash and issuance of new shares in 2024.
7. Discussion Items
  - 1) Amendment to the "Articles of Incorporation."
  - 2) Proposal to issue restricted stock awards to employees.
8. Extempore Motions
9. Adjournment

# 1. Report Items

## Report No. 1

**Item:** 2024 Business Report.

**Explanation:** Please refer to Appendix 1 for the 2024 Business Report.

## Report No. 2

**Item:** Audit Committee's Review Report of 2024 Financial Statements.

**Explanation:** Please refer to Appendix 2 for the 2024 Audit Committee Review Report.

## Report No. 3

**Item:** Report of 2024 Bonus Distribution to Employees and Directors.

**Explanation:**

- (1) According to the Company's Article of Incorporation, the Company shall appropriate NT\$271,800,660 as bonus to its employees and NT\$13,590,033 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 2024.

## Report No. 4

**Item:** Report of 2024 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\$2,239,867,350 is NT\$30 per share in cash given to shareholders under the resolution of the Board of Directors on April 22, 2025. 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:** 2024 Business Report and Financial Statements.

**Explanation:**

The Company's 2024 financial statements were audited by the certified public accountants Shu-Chiung Chang and Shu-Fen Yu from PwC Taiwan. The Company's financial statements and the 2024 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:** 2024 Earnings Distribution Proposal.

**Explanation:**

- (1) In 2024, the Company's net profit after tax was NT\$3,732,624,903. After adding the beginning unappropriated retained earnings of NT\$4,117,470,945 and the adjusted retained earnings of NT\$966,954,981, and allocating the legal reserve of NT\$469,957,988, the total distributable earnings for 2024 was NT\$8,347,092,841.
- (2) Please refer to Appendix 4 for the 2024 Earnings Distribution Table.

**Resolution:**

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

**Item:** The Company's plan to amend the participation in the issuance of overseas depositary receipts through a capital increase by cash and issuance of new shares in 2024.

**Explanation:**

- (1) The Company conducted a capital increase through the issuance of new shares in 2024 in connection with its participation in an offering of overseas depositary receipts, raising a total of USD 388,247 thousand. The intended use of proceeds included the purchase of machinery, equipment, and software; capital expenditures and expenses for R&D; and the procurement of materials denominated in foreign currencies. These investments were expected to support the development of new products to expand market reach, maintain the competitiveness and market position of existing products, and moderately ease the Company's financial burden.
- (2) Under the original plan, the Company intended to invest USD 388,247

thousand for the development of new process technologies, such as PCIe Gen6. This included USD 33,537 thousand for the purchase of machine equipment and software, USD 92,210 thousand for R&D capital expenditures, USD 63,000 thousand for R&D expenses, and USD 199,500 thousand for procurement of materials in foreign currencies.

However, in light of the increasingly intense global competition in the semiconductor industry and geopolitical and economic developments, the Company has realized that relying solely on internal R&D and sales may risk missing optimal product launch windows, hinder market share expansion, and compromise the ability to maintain technological leadership. Considering its limited capital and resources, the Company has decided to adjust the allocation as follows: reduce the amount for machine equipment and software from USD 33,537 thousand to USD 9,065 thousand; reduce R&D capital expenditures from USD 92,210 thousand to USD 4,092 thousand; reduce foreign currency procurement from USD 199,500 thousand to USD 76,901 thousand; and eliminate the previously planned for R&D expenses.

Based on the actual proceeds received of USD 326,086 thousand, after deducting USD 69,122 thousand already spent as of March 31, 2025, and an additional USD 20,936 thousand to be continuously invested in machine equipment and software, R&D capital expenditures, and foreign currency procurement, the remaining USD 236,028 thousand will be reallocated.

Together with an additional investment of USD 153,972 thousand funded by internal resources, bank loans, or other means, totaling USD 390,000 thousand, the entire amount will be used to acquire a 100% equity interest in Techpoint, Inc.

- (3) Comparison of the Plan Before and After the Amendment and Its Expected Benefits: The actual proceeds received from this fundraising amounted to USD 326,086 thousand, initially intended for the purchase of machine equipment and software, R&D capital expenditures and expenses, and procurement of materials in foreign currencies. Following the amendment to the plan, USD 90,058 thousand will be retained for continued investment in the original plan, while the remaining USD 236,028 thousand will be reallocated to partially fund the acquisition of a 100% equity interest in Techpoint, Inc. This reallocation is driven by the Company's limited resources and capital, prolonged product development cycles, and the need to support short-term operational growth. In addition to continuing investment in existing R&D projects and foreign currency procurement to maintain R&D momentum and reduce interest expenses, the Company also aims to accelerate business expansion and revenue growth through strategic mergers and acquisitions. This revised plan aligns with the Company's long-term development strategy and enhances overall competitiveness. Therefore, in accordance with applicable regulations, the Company has proposed this amendment, which was approved by the Board of Directors on April 22, 2025. For details regarding the progress in the use of proceeds before and after the amendment, please refer to Appendix 5.

## **Resolution:**

### 3. Discussion Items

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

**Item:** Amendment to the “Articles of Incorporation.”

**Explanation:**

According to Article 14, Paragraph 6 of the “Securities and Exchange Act,” certain articles of “Articles of Incorporation” are proposed to be amended. Please refer to Appendix 6 for the comparison table of amended articles.

**Resolution:**

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

**Item:** Proposal to issue restricted stock awards to employees.

**Explanation:**

- (1) 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 150,000, with a total amount of NT\$1,500,000. 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: NT\$0
    - (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 30% of the shares.
    - (ii) The employee continuing to be employed by the Company after two years since the RSAs are issued may vest 40% 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.  
If the last day of the period of time referred to above falls on a holiday, then the matter will be postponed to the next 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:  
The potential expenses for the vesting period may reach the amount of NT\$210,000 thousand given the fact that the issued number of restricted stocks is 150,000.
  - (ii) Diluted earnings per share and other matters that affect the shareholders' interests:  
As we take into account the vesting period of three years and the shares outstanding, they reduced the EPS by approximately NT\$0.17 to NT\$1.18. 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 2025 Issuance Method of Restricted Stocks.

**Resolution:**

## **4. Extempore Motions**

## **5. Adjournment**

## Appendix 1: 2024 Business Report

In 2024, despite geopolitical risks, ASMedia leveraged its deep expertise in high-speed transmission, keen market insights, and strong R&D capabilities to successfully mass-produce USB4 chips. By deepening cooperation with international clients, we maintained steady growth. We remain focused on high-speed interface IC R&D while actively expanding product applications and pursuing a dual-track strategy involving OEM/ODM services and our own brand. In Q2 2024, we completed our first Global Depositary Receipt (GDR) issuance, formally introducing ASMedia to global investors and securing nearly US\$330 million in funding to strengthen our financial strength.

Regarding operational performance, ASMedia's 2024 revenue reached NT\$8.08 billion, a 26% year-over-year increase. Gross margin remained stable at 54.2%, net profit after tax grew nearly 68% to NT\$3.73 billion, and earnings per share (EPS) were NT\$51.57.

2024 was also a year of strong R&D momentum. ASMedia's USB4 chipsets led the market in obtaining Intel Thunderbolt™ 4 certification. Furthermore, at COMPUTEX TAIPEI, we showcased USB 80Gbps and PCIe Gen5 high-speed transmission technologies, laying a solid foundation for next-generation products.

ASMedia continues to promote green supply chain management and actively participates in social welfare. We have been selected as a constituent of the FTSE4Good TIP Taiwan ESG Index for four consecutive years, affirming our commitment to Environmental, Social, and Governance (ESG) sustainability. Additionally, ASMedia stood out among 1,813 listed companies to be ranked 13th in the Taiwan Institute of Directors' "Top 100 Taiwanese Companies Selected by Foreign Investors 2024," further demonstrating our dedication to corporate sustainability.

Looking ahead to 2025, demand for high-speed interface ICs like USB and PCIe is expected to grow, driven by applications such as edge computing, AI, and IoT. ASMedia will continue to deepen its development in these areas. Upholding the principle of sustainable development, we aim to create greater value for our shareholders, employees, society, and the environment, steadily advancing towards our goal of sustainable operations.

Chairman: Ted Hsu

President: Chewei Lin

Accounting Manager: Martin Pan

## Appendix 2:

# 2024 Audit Committee Review Report

To: 2025 Annual General Meeting of Shareholders, ASMedia Technology Inc.:

The Company's Board of Directors prepared and submitted to the Audit Committee the 2024 Business Report, financial statements, and the Earnings Distribution Proposal. The financial statements were audited by certified public accountants Shu-Chiung Chang and Shu-Fen Yu from PwC Taiwan, and issued an audit report. 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 2024 Audit Committee Review Report is submitted in accordance with the Securities and Exchange Act and the Company Act.

Chairman of the Audit Committee:

Mr. Chang Pying Shieh

April 22, 2025

# Appendix 3: 2024 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, 2024 and 2023, 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, based on our audits and the report of other auditors (please refer to the Other matter section), the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2024 and 2023, 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. Based on our audits and the report(s) of other auditors, 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 2024 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 2024 financial statements are stated as follows:

#### **Existence of revenues from customers**

##### Description

Refer to Note 4(26) 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 1 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 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.
3. Obtained and selected samples to verify related vouchers of sales revenue from the top 1 customer.

#### **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 sale 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 realisable 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 realisable 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 realisable value of inventory is the same as the Company's policy and validated the accuracy of net realisable value calculation of selected samples.
3. Inspected the management's individually identified out-of-date inventory list. Checked the related supporting documents and reconciled against the account

***Other matter – Reference to the audits of other auditors***

We did not audit the financial statements of an investment accounted for under the equity method which were audited by other auditors. Therefore, our opinion expressed herein, insofar as it relates to the amounts included in respect of this associate, is based solely on the report of the other auditors. The balance of this investment accounted for under the equity method amounted to NT\$96,037 thousand, constituting 0.27% of the consolidated total assets as at December 31, 2024, and the comprehensive income recognised from

associates and joint ventures accounted for under the equity method amounted to NT\$22,904 thousand, constituting (0.48%) of the consolidated total comprehensive income for the year then ended.

### ***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 maintain professional skepticism throughout the audit. We also:

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

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

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

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

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Chang, Shu-Chiung

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Yu, Shu-Fen

For and on Behalf of PricewaterhouseCoopers, Taiwan

February 26 , 2025

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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, 2024 AND 2023  
(Expressed in thousands of New Taiwan dollars)

Assets	Notes	December 31, 2024		December 31, 2023		
		AMOUNT	%	AMOUNT	%	
<b>Current assets</b>						
1100	Cash and cash equivalents	6(1)	\$ 14,598,161	41	\$ 2,230,750	10
1110	Financial assets at fair value through profit or loss - current	6(2)	650,659	2	621,590	3
1170	Accounts receivable, net	6(3)	746,140	2	930,224	4
1180	Accounts receivable - related parties	6(3) and 7	173,615	-	133,358	1
1200	Other receivables		58,087	-	1,220	-
130X	Inventory	6(4)	492,541	1	564,584	3
1410	Prepayments		46,392	-	113,174	-
11XX	<b>Total current assets</b>		<u>16,765,595</u>	<u>46</u>	<u>4,594,900</u>	<u>21</u>
<b>Non-current assets</b>						
1510	Non-current financial assets at fair value through profit or loss	6(2)	70,000	-	-	-
1517	Financial assets at fair value through other comprehensive income-non-current	6(6)	833,496	2	867,927	4
1550	Investments accounted for using equity method	6(5)	17,425,201	49	13,657,281	63
1600	Property, plant and equipment	6(7)	466,573	1	570,754	3
1755	Right-of-use assets	6(8)	26,274	-	44,357	-
1780	Intangible assets	6(9)	295,271	1	68,432	-
1840	Deferred income tax assets	6(27)	146,655	1	141,353	1
1975	Net defined benefit asset, non-current	6(14)	428	-	-	-
1990	Other non-current assets	6(10), 7 and 8	26,046	-	1,704,161	8
15XX	<b>Total non-current assets</b>		<u>19,289,944</u>	<u>54</u>	<u>17,054,265</u>	<u>79</u>
1XXX	<b>Total assets</b>		<u>\$ 36,055,539</u>	<u>100</u>	<u>\$ 21,649,165</u>	<u>100</u>

(Continued)

ASMEDIA TECHNOLOGY INC.  
INDIVIDUAL BALANCE SHEETS  
DECEMBER 31, 2024 AND 2023  
(Expressed in thousands of New Taiwan dollars)

Liabilities and equity		Notes	December 31, 2024		December 31, 2023	
			AMOUNT	%	AMOUNT	%
<b>Current liabilities</b>						
2100	Short-term borrowings	6(11)	\$ -	-	\$ 300,000	2
2120	Financial liabilities at fair value through profit or loss - current	6(12)	27,047	-	-	-
2130	Current contract liabilities	6(20)	744	-	2,065	-
2170	Accounts payable		278,168	1	263,785	1
2200	Other payables	6(13) and 7	1,635,554	4	959,583	5
2230	Current income tax liabilities	6(27)	311,448	1	228,378	1
2280	Lease liabilities - current	6(8)	21,517	-	24,045	-
2365	Current refund liabilities	6(16) and 7	361,485	1	261,848	1
2399	Other current liabilities		19,516	-	2,125	-
21XX	<b>Total current liabilities</b>		<u>2,655,479</u>	<u>7</u>	<u>2,041,829</u>	<u>10</u>
<b>Non-current liabilities</b>						
2570	Deferred income tax liabilities	6(27)	28	-	28	-
2580	Lease liabilities - non-current	6(8)	5,489	-	21,417	-
2640	Net defined benefit liability, non-current	6(14)	-	-	102	-
25XX	<b>Total non-current liabilities</b>		<u>5,517</u>	<u>-</u>	<u>21,547</u>	<u>-</u>
2XXX	<b>Total liabilities</b>		<u>2,660,996</u>	<u>7</u>	<u>2,063,376</u>	<u>10</u>
<b>Equity attributable to owners of parent</b>						
Share capital						
3110	Common stock	6(17)	746,622	2	693,635	3
Capital surplus						
3200	Capital surplus	6(18)	19,935,434	56	9,613,449	44
Retained earnings						
3310	Legal reserve	6(19)	1,461,652	4	1,237,694	6
3350	Unappropriated retained earnings		8,817,051	24	5,728,699	26
Other equity interest						
3400	Other equity interest		2,433,784	7	2,312,312	11
3XXX	<b>Total equity</b>		<u>33,394,543</u>	<u>93</u>	<u>19,585,789</u>	<u>90</u>
Significant contingent liabilities and unrecorded contract commitments						
Significant events after the balance sheet date						
3X2X	<b>Total liabilities and equity</b>		<u>\$ 36,055,539</u>	<u>100</u>	<u>\$ 21,649,165</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, 2024 AND 2023  
(Expressed in thousands of New Taiwan dollars)

Items	Notes	Year ended December 31				
		2024		2023		
		AMOUNT	%	AMOUNT	%	
4000	Operating revenue	6(20) and 7	\$ 8,081,071	100	\$ 6,401,267	100
5000	Operating costs	6(4)(25) and 7	( 3,703,945)	( 46)	( 2,877,606)	( 45)
5900	Gross profit		4,377,126	54	3,523,661	55
5910	Unrealised profit from sales		( 8,065)	-	( 11,665)	-
5920	Realised profit from sales		11,665	-	22,268	-
5950	Net operating margin		4,380,726	54	3,534,264	55
	Operating expenses	6(25)(25) and 7				
6100	Selling expenses		( 120,077)	( 1)	( 106,492)	( 2)
6200	General and administrative expenses		( 431,784)	( 5)	( 216,161)	( 3)
6300	Research and development expenses		( 1,495,577)	( 19)	( 1,389,021)	( 22)
6000	Total operating expenses		( 2,047,438)	( 25)	( 1,711,674)	( 27)
6900	Operating profit		2,333,288	29	1,822,590	28
	Non-operating income and expenses					
7100	Interest income	6(21)	346,608	4	32,859	1
7010	Other income	6(22)	28,921	-	21,745	-
7020	Other gains and losses	6(23)	81,072	1	21,744	-
7050	Finance costs	6(24)	( 1,402)	-	( 6,195)	-
7060	Share of profit of associates and joint ventures accounted for under equity method	6(5)	1,456,146	18	675,926	11
7000	Total non-operating income and expenses		1,911,345	23	746,079	12
7900	<b>Profit before income tax</b>		4,244,633	52	2,568,669	40
7950	Income tax expense	6(27)	( 512,008)	( 6)	( 340,487)	( 5)
8200	<b>Profit for the year</b>		\$ 3,732,625	46	\$ 2,228,182	35
	<b>Components of other comprehensive income that will not be reclassified to profit or loss</b>					
8311	Actuarial gain on defined benefit plan	6(14)	\$ 531	-	\$ 512	-
8316	Unrealised gain on investments in equity instruments at fair value through other comprehensive income	6(6)	31,389	-	155,582	2
8320	Share of other comprehensive income of associates and joint ventures accounted for using equity method, components of other comprehensive income that will not be reclassified to profit or loss		117,329	2	2,152,501	34
8310	Other comprehensive income that will not be reclassified to profit or loss		149,249	2	2,308,595	36
	<b>Components of other comprehensive income (loss) that will be reclassified to profit or loss</b>					
8370	Share of other comprehensive income (loss) of associates and joint ventures accounted for using equity method, components of other comprehensive income that will be reclassified to profit or loss		907,666	11	( 59,755)	( 1)
8360	Other comprehensive income (loss) that will be reclassified to profit or loss		907,666	11	( 59,755)	( 1)
8300	<b>Total other comprehensive income for the year</b>		\$ 1,056,915	13	\$ 2,248,840	35
8500	<b>Total comprehensive income for the year</b>		\$ 4,789,540	59	\$ 4,477,022	70
	Earnings per share (in dollars)					
9750	Basic earnings per share	6(28)	\$ 51.57		\$ 32.19	
9850	Diluted earnings per share	6(28)	\$ 51.38		\$ 32.03	

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, 2024 AND 2023  
(Expressed in thousands of New Taiwan dollars)

Notes	Common stock	Total capital surplus, additional paid-in capital	Retained Earnings			Other Equity Interest					Total equity
			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	Gains (losses) on remeasurements of defined benefit plan	Gains (losses) on hedging instruments	Other equity, others		
<b>Year ended December 31, 2023</b>											
	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(19)	-	-	-	-	-	-	-	-	-
	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(5)	-	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
<b>Year ended December 31, 2024</b>											
	Balance at January 1, 2024	\$ 693,635	\$ 9,613,449	\$ 1,237,694	\$ 5,728,699	\$ 217,180	\$ 2,128,402	(\$ 450 )	\$ -	(\$ 32,820 )	\$ 19,585,789
	Profit for the year	-	-	-	3,732,625	-	-	-	-	-	3,732,625
	Other comprehensive income (loss)	-	-	-	-	1,104,641	148,718	531	( 196,975 )	-	1,056,915
	Total comprehensive income	-	-	-	3,732,625	1,104,641	148,718	531	( 196,975 )	-	4,789,540
	Appropriations of 2023 retained earnings	6(19)	-	-	-	-	-	-	-	-	-
	Legal reserve	-	-	223,958	( 223,958 )	-	-	-	-	-	-
	Cash dividends	-	-	-	( 1,387,270 )	-	-	-	-	-	( 1,387,270 )
	Share-based payments	6(15)	-	-	-	-	-	-	-	-	-
	Compensation cost of employee restricted stocks	-	-	-	-	-	-	-	-	26,515	26,515
	Retirement and reduction of employee restricted stocks	( 13 )	13	-	-	-	-	-	-	-	-
	Issuance of new shares arising from global depository	6(17)	53,000	10,500,673	-	-	-	-	-	-	10,553,673
	Changes in equity of associates and joint ventures accounted for using equity method	6(5)	-	( 178,701 )	-	-	-	-	-	4,997	( 173,704 )
	Disposal of equity instrument measured at fair value through other comprehensive income by associates	-	-	-	873,644	-	( 873,644 )	-	-	-	-
	Disposal of equity instrument measured at fair value through other comprehensive income	-	-	-	93,311	-	( 93,311 )	-	-	-	-
	Balance at December 31, 2024	\$ 746,622	\$ 19,935,434	\$ 1,461,652	\$ 8,817,051	\$ 1,321,821	\$ 1,310,165	\$ 81	(\$ 196,975 )	(\$ 1,308 )	\$ 33,394,543

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

ASMEDIA TECHNOLOGY INC.  
INDIVIDUAL STATEMENTS OF CASH FLOWS  
YEARS ENDED DECEMBER 31, 2024 AND 2023  
(Expressed in thousands of New Taiwan dollars)

	Notes	Year ended December 31	
		2024	2023
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>			
Profit before tax		\$ 4,244,633	\$ 2,568,669
Adjustments			
Adjustments to reconcile profit (loss)			
Depreciation	6(7)(8)(25)	325,491	301,292
Amortisation	6(9)(25)	96,920	79,764
Net loss (gain) on financial assets at fair value through profit (loss)	6(2)(23)	18,440	( 7,768 )
Interest expense	6(24)	1,402	6,195
Interest income	6(21)	( 346,608 )	( 32,859 )
Dividend income		( 16,000 )	( 16,000 )
Share-based payments	6(15)	26,515	60,008
Share of profit of associates and joint ventures accounted for using equity method	6(5)		
Unrealised profit from sales	6(5)	( 1,456,146 )	( 675,926 )
Gains on lease modification	6(8)	( 3,600 )	( 10,603 )
		-	( 7 )
Changes in operating assets and liabilities			
Changes in operating assets			
Financial assets at fair value through profit or loss - current		( 532 )	-
Accounts receivable, net		184,084	( 232,651 )
Accounts receivable - related parties		( 40,257 )	4,412
Other receivables		( 342 )	14,344
Inventory		72,043	593,359
Prepayments		66,781	675,054
Changes in operating liabilities			
Contract liabilities - current		15,944	( 27,093 )
Accounts payable		14,383	152,506
Other payables		467,884	66,098
Current refund liabilities		99,637	102,308
Other current liabilities		126	102,261
Non-current net defined benefit liability		1	8
Cash inflow generated from operations		3,770,799	3,723,371
Income tax paid		( 434,240 )	( 297,935 )
Interest received		290,083	32,738
Interest paid		( 1,585 )	( 6,600 )
Net cash flows from operating activities		<u>3,625,057</u>	<u>3,451,574</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>			
Acquisition of financial assets at fair value through other comprehensive income		( 49,091 )	-
Proceeds from disposal of financial assets at fair value through other comprehensive income		114,911	-
Acquisition of financial assets at fair value through profit or loss		( 120,000 )	-
Proceeds from disposal of financial assets at fair value through profit or loss		30,070	-
Acquisition of investments accounted for using equity method		( 112,998 )	-
Increase in other non-current assets	6(10)	-	( 1,683,440 )
Acquisition of property, plant and equipment	6(29)	( 170,958 )	( 363,236 )
(Increase) decrease in refundable deposits		( 5,325 )	5,050
Acquisition of intangible assets	6(29)	( 139,338 )	( 76,225 )
Dividends received	6(5)	355,555	750,936
Net cash flows used in investing activities		( 97,174 )	( 1,366,915 )
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>			
Decrease in short-term borrowings	6(30)	( 300,000 )	( 800,000 )
Payment of lease liabilities	6(30)	( 26,875 )	( 25,302 )
Issuance new shares of global depositary receipt	6(17)	10,682,701	-
Payment of issuance costs for new shares - global depositary receipt	6(17)	( 129,028 )	-
Cash dividends paid	6(19)	( 1,387,270 )	( 1,387,295 )
Net cash flows from (used in) financing activities		<u>8,839,528</u>	<u>( 2,212,597 )</u>
Net increase (decrease) in cash and cash equivalents		12,367,411	( 127,938 )
Cash and cash equivalents at beginning of year		2,230,750	2,358,688
Cash and cash equivalents at end of year		<u>\$ 14,598,161</u>	<u>\$ 2,230,750</u>

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

## Appendix 4:

### 2024 Earnings Distribution Table

Unit: NT\$

Item	Amount	Note
Beginning unappropriated retained earnings	4,117,470,945	
Add (Less): Retained Earnings Adjustment	966,954,981	
Adjusted unappropriated retained earnings (accumulated deficit)	5,084,425,926	
Add: 2024 net profit after tax	3,732,624,903	
Less: Legal reserve	(469,957,988)	
Less: Reversal of special reserve	0	
Distributable earnings at the end	8,347,092,841	
Distributed Items:		
Cash Dividends	2,239,867,350	NT\$ 30 per share
Stock Dividends	0	
Unappropriated earnings at the end	6,107,225,491	

*Note: This year's earnings distribution is appropriated from the 2024 after-tax distributable earnings.*

Chairman:

President:

Accounting Manager :

## Appendix 5:

### Comparison of the Progress in the Use of Proceeds from the 2024 Overseas Depository Receipts Issuance Before and After the Amendment

Unit: USD in Thousands

Project items	Projected completion date	Total amount of funds required		Use of Proceeds Plan										
				2024			2025				2026			
				Q2	Q3	Q4	Q1	Q2	Q3	Q4	Q1	Q2	Q3	Q4
Purchase of machine equipment and software	2025Q4	Before	33,537	-	5,259	14,130	-	7,930	2,560	600	-	-	2,458	600
	2026Q3	After	9,065	810	4,562	1,434	259	-	500	500	500	200	300	-
R&D capital expenditure	2026Q4	Before	92,210	-	23,342	2,000	6,000	7,368	13,500	7,000	8,500	12,000	6,500	6,000
	2026Q3	After	4,092	-	675	210	270	500	541	632	632	-	632	-
R&D expenses	2026Q4	Before	63,000	-	-	3,000	2,000	5,000	5,000	5,000	8,000	10,000	10,000	15,000
	-	After	-	-	-	-	-	-	-	-	-	-	-	-
Procurement of materials in foreign currencies	2026Q4	Before	199,500	4,500	15,000	15,000	15,000	15,000	15,000	18,000	20,000	25,000	25,000	32,000
	2026Q1	After	76,901	5,946	10,120	7,749	37,086	5,000	5,000	5,000	1,000	-	-	-
Acquisition of Techpoint	-	Before	-	-	-	-	-	-	-	-	-	-	-	-
	2025Q2	After	390,000	-	-	-	-	390,000	-	-	-	-	-	-
Total	Before		388,247	4,500	43,601	34,130	23,000	35,298	36,060	30,600	36,500	47,000	43,958	53,600
	After		480,058	6,756	15,357	9,393	37,615	395,500	6,041	6,132	2,132	200	932	-

## Appendix 6:

### Comparison Table of Amended Articles for the Articles of Incorporation

	After	Before	Description
Article 24	<p>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.</p> <p>The employee compensation in the preceding paragraph may be distributed in the form of shares or in cash. <u>A minimum of 5% of the employee compensation in the preceding paragraph shall be allocated to entry-level employees.</u> 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, <u>which shall be determined by the Board of Directors.</u></p>	<p>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.</p> <p>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.</p>	Amendment in accordance with the Securities and Exchange Act Article 14, Paragraph 6.
Article 26	<p>These Articles were established on March 15, 2004, ..... (omitted) , The ninth revision was on June 13, 2019, The tenth revision was on February 13, 2020, <u>The eleventh revision was on June 13, 2025.</u></p>	<p>These Articles were established on March 15, 2004, .....(omitted) , The ninth revision was on June 13, 2019, The tenth revision was on February 13, 2020,</p>	Added the amended times and dates.

## Appendix 7:

### 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 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

- 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 9:

### Shares Held by ASMedia's Directors

1. The Company's paid-in capital is NT\$746,622,450 with 74,662,245 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 5,972,979.
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 2025 Annual General Meeting of Shareholders.

April 15, 2025

Title	Name	Election Date	Number of Shares	% of Shares
Chairman	Representative of ASUSTeK Computer Inc.: Shih Chang Hsu	6/16/2023	24,457,660	32.76%
Director	Representative of ASUSTeK Computer Inc.: Cheng Lai Shen	6/16/2023	24,457,660	32.76%
Director	Representative of ASUSTeK Computer Inc.: Chewei Lin	6/16/2023	24,457,660	32.76%
Director	Jin Chuan Sheu	6/16/2023	0	0.00
Independent Director	Hung Tze Jan	6/16/2023	0	0.00
Independent Director	Chang Pying Shieh	6/16/2023	0	0.00
Independent Director	Jing Jyi Wu	6/16/2023	0	0.00
Independent Director	Lien Fang Kin	6/18/2024	0	0.00
Total shares held by the entire directors			24,457,660	32.76%