

ASMedia Technology Inc.

2024 1ST Extraordinary Shareholders

Meeting Handbook

Date: Thursday, April 18, 2024 at 9:00 AM

Venue: No. 219-2, Sec. 3, Zhongxing Rd., Xindian Dist., New Taipei
City (The Koos Hotel)

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Meeting Procedure

2024 1st Extraordinary Meeting of Shareholders

1. Call the Meeting to Order
2. Chairman's Statement
3. Discussion Item
4. Extempore Motions
5. Adjournment

Meeting Agenda

1. Time: Thursday, April 18, 2024 at 9:00 AM
2. Venue: No. 219-2, Sec. 3, Zhongxing Rd., Xindian Dist., New Taipei City (The Koos Hotel)
3. Meeting Type: Physical
4. Chairman's Statements
5. Discussion Item
 - 1) The issuance of new common shares by cash capital increase for sponsoring GDR issuance.
6. Extempore Motions
7. Adjournment

1. Discussion Item

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

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

Explanation:

1. For the purposes of increasing the Company's future working capital or meeting other capital needs of the Company, it plans to issue new common shares by cash capital increase for GDR issuance. It is proposed to the extraordinary shareholders meeting that the Board of Directors be authorized to identify optimal timing and adjust the number of new common shares to be issued, up to 5.3 million common shares, depending on the prevailing financial market conditions. The proceeds will be utilized for various purposes, including but not limited to the acquisition of raw materials and machinery, reinvestment, or investment in advanced hardware and software equipment and related technologies, as well as enhancing operational funds and other long-term strategic development needs, thereby enhancing the company's competitiveness.
2. Pursuant to Article 267 of the Company Act, 10% to 15% of the new shares are reserved for subscription by employees of the company, with the remaining 85% to 90% of the new shares and such remaining shares shall be allocated for public offering in accordance with Article 28-1 of the Securities and Exchange Act. It is proposed to the approval of the extraordinary shareholders meeting for the original shareholders to waive their preemptive rights, and allocate all shares to participate in the public offering of GDR. For the portion unsubscribed by employees, it is proposed to authorize the Chairman of the Board to engage with specific persons for subscription at the issue price, or to include the unsubscribed shares as underlying securities through the issuance of GDR depending on market demand.
3. The issuance price of the common shares for participation in the issuance of Global depositary receipts in this cash capital increase will be based on international practice, with the principle of not affecting the rights of existing shareholders. The issuance price is proposed to be authorized by the extraordinary shareholders' meeting for the Chairman to determine the issue price in consultation with the underwriter(s), subject to compliance with relevant regulations of regulatory authorities:
The issue price of the new shares by cash capital increase for the sponsoring GDR offering shall not be lower than 90% of the closing price of the Company's common shares listed on the Taiwan Stock Exchange on the pricing date, or the simple arithmetic mean of the closing prices of the Company's common shares listed on the Taiwan Stock Exchange for any of the periods of one, three or five days immediately preceding the pricing date, after factoring out ex-rights trading in connection with free distribution of stock

dividends (or ex-rights trading in connection with distribution of shares due to capital reduction) and ex-dividend trading in connection with distribution of cash dividends; provided that, the aforesaid pricing formula may be adjusted in accordance with changes to relevant domestic laws and regulations. The pricing method of this cash capital increase is based on relevant laws and regulations and thus the basis of the pricing is reasonable. In view of the short-term dramatic volatility of domestic share prices from time to time, the Chairman is authorized to determine the issue price within the aforesaid scope in consultation with the underwriter(s), based on international practice, market conditions and aggregate book building status.

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

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

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

Resolution:

2. Extempore Motions

Appendix 1:

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 2:

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 3:

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 1st Extraordinary Meeting of Shareholders.

March 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%