

ASMedia Technology Inc. Management Guideline for Prevention of Insider Trading

1. Purpose: In order to prevent the Company or its insiders from inadvertently or intentionally violating the relevant regulations of insider trading which may cause the Company or its insiders to be entangled in lawsuits and damage the reputation of the Company, this Guideline is thereby established to protect investors and safeguard the rights and interests of the Company by preventing insider trading.
2. Scope: The Company's management operations to prevent insider trading shall comply with the provisions of the rules stated in this Guideline, except as otherwise provided by other laws.
3. Risks: Insiders may be unaware and inadvertently violate the insider trading regulations resulting in lawsuits against the Company or insiders.
4. Authority and responsibility unit:
5. Operation Content:
 - 5.1. Definition:
 - 5.1.1. Insiders: According to the Securities and Exchange Act, the scope of the insiders includes the directors, supervisors, managerial officers, and shareholders holding more than ten percent of the total shares of the Company; the related parties of insiders include:
 - 5.1.1.1. The Insider's spouse, minor children, and third parties whose names were used to hold the shares for the Insiders.
 - 5.1.1.2. The representatives of the juristic person directors (supervisors), their spouses, minor children, and those who held under the names of other parties are all insiders of the Company.
 - 5.1.1.3. Targets of insider trading regulation: In addition to the aforementioned insiders, it also include those who receive information based on occupational or control relationships, as well as those who receive information from insiders.
 - 5.2. The Company shall apply the prohibition of insider trading to the following

persons in accordance with Paragraph 1 of Article 157-1 of the Securities and Exchange Act, including:

- 5.2.1. A director, supervisor, and/or managerial officer of the company, and/or a natural person designated to exercise powers as representative pursuant to Article 27, Paragraph 1 of the Company Act (where a government agency or a juristic person acts as a shareholder of a company, it may be elected as a director or supervisor in the capacity of the juristic person itself, or appoints a natural person to be elected as a director or supervisor in the capacity of such judicial person's representative).
- 5.2.2. Shareholders holding more than ten percent of the shares of the company.
- 5.2.3. Any person who has learned information by reason of an occupational or controlling relationship.
- 5.2.4. A person who, though no longer among those listed in one of the preceding three subparagraphs, has only lost such status within the last six months.
- 5.2.5. Any person who has learned information from any of the persons named in the preceding four subparagraphs.

In addition, pursuant to Paragraph 2, Article 22 of the Securities and Exchange Act, the shareholding of a director, supervisor, managerial officer, or shareholder of the Company holding more than ten percent of the Company's shares shall include his or her spouse, minor children, and persons holding shares in the name of other parties.

5.3. Insider Trading:

In accordance with Paragraph 1, Article 157-1 of the Securities and Exchange Act, upon actually knowing of any information that will have a material impact on the price of the securities of the issuing company, prior to the public disclosure of such information or within 18 hours after its public disclosure, the person shall not purchase or sell shares of the company that are listed on an exchange or an over-the-counter market, or any other equity-type security of the company. Any violation of this provision shall constitute insider trading.

5.4. In accordance with Paragraph 5, Article 157-1 of the Securities and

Exchange Act, information that materially affects the price of the Company's shares includes:

5.4.1. Information relating to the finances or businesses of a company that would have a material impact on its stock price or on the investment decision of a reasonably prudent investor;

5.4.2. Information concerning the market supply and demand for such securities, public acquisitions, which materially affects the price of the Company's shares or has a material impact on the investment decisions of prudent investors.

5.5. Information that materially affects the price of the stock is disclosed in the following manner:

In accordance with the "Regulations Governing the Scope of Material Information and the Means of its Public Disclosure under Paragraph 5, Article 157-1 of the Securities and Exchange Act":

5.5.1. For material information relating to the finances or businesses of a company, the means of disclosure shall be through the Company by entering such information into the Market Observation Post System.

5.5.2. For material information related to market supply and demand, the means of disclosure shall be through the Company by entering such information into the Market Observation Post System, Market Information System website, and coverage of the information by two or more daily national newspapers on non-local news pages, national television news, or electronic newspapers issued by any of the aforesaid media.

5.6. Procedures for handling material information:

5.6.1. The Company shall handle and disclose material inside information in accordance with relevant laws and orders and the regulations of the Taiwan Stock Exchange or the Taipei Exchange.

5.6.2. The directors, supervisors, managerial officers and employees of the Company shall exercise the due care and fiduciary duty of a good administrator and act in good faith when performing their duties, and shall sign confidentiality agreements.

No director, supervisor, managerial officer, or employee with knowledge of material inside information of the Company may

divulge the information to others.

No director, supervisor, managerial officer, or employee of the Company may inquire about or collect any non-public material inside information of the Company not related to their individual duties from a person with knowledge of such information, nor may they disclose to others any non-public material inside information of the Company of which they become aware for reasons other than the performance of their duties.

- 5.6.3. Proper protection of confidentiality shall be given to files and documents containing the Company's material inside information when transmitted in written form or other electronic means, such files and documents must be appropriately protected with the words "confidential". Files and documents containing the Company's material inside information shall be backed up and store in a secure location.
- 5.6.4. Any organization or person outside of the Company that is involved in any corporate action of the Company relating to a merger or acquisition, major memorandum of understanding, strategic alliance, other business partnership plans, or the signing of a major contract shall be required to sign a confidentiality agreement, and may not disclose to another party any material inside information of the Company's thus acquired.
- 5.6.5. The Company shall comply with the following principles when making external disclosures of material inside information:
 - 5.6.5.1. The information disclosed shall be accurate, complete and timely.
 - 5.6.5.2. There shall be a well-founded basis for the information disclosure.
 - 5.6.5.3. The information shall be disclosed fairly.
- 5.6.6. Any disclosure of the Company's material inside information, except as otherwise provided by law or regulation, shall be made by the Company's spokesperson, or by a deputy spokesperson acting in such capacity in a confirmed sequential order. When necessary, the disclosure may be made directly by a responsible person of the

Company.

The Company's spokesperson or deputy spokesperson shall communicate to outside parties only information within the scope authorized by the Company, and no personnel of the Company other than those serving as the Company's responsible person, spokesperson, or deputy spokesperson may disclose any material inside information of the Company to outside parties without authorization.

5.6.7. The Company shall keep records of the following in respect of any disclosure of information to outside parties:

5.6.7.1. The person who discloses the information, the date, and the time.

5.6.7.2. How the information is disclosed.

5.6.7.3. What information is disclosed.

5.6.7.4. What written material is delivered.

5.6.7.5. Any other relevant details.

5.6.8. If a media agency releases information that is in any respect inconsistent with material information disclosed by the Company, the Company shall promptly issue a clarification on the Market Observation Post System (MOPS) and request the media agency to correct the information.

5.6.9. Any director, supervisor, managerial officer, or employee of the Company that becomes aware of any unauthorized disclosure of the Company's material inside information shall report to the responsible unit and the internal audit department of the Company as soon as practicable.

Upon receipt of a report made pursuant to the preceding paragraph, the responsible unit shall formulate corresponding measures. When necessary, it may invite members from the internal audit and other departments to meet for discussion of the measures, and shall keep a record of the results of the measure for future reference. The internal auditors shall also perform such audits as their duties may require.

5.6.10. The Company shall take measures to discover those responsible and take appropriate legal action against any personnel under either of

the following circumstances:

5.6.10.1. Personnel of the Company's disclose material inside information without authorization to any outside party, or otherwise violate these Procedures or any other applicable law or regulation.

5.6.10.2. A spokesperson or deputy spokesperson of the Company communicates to any outside party any information beyond the scope authorized by the Company, or otherwise violates these Procedures or any other applicable law or regulation.

If any person outside the Company divulge any material inside information of the Company, thereby causing damage to any property or interest of the Company, the Company shall pursue appropriate measures to hold the person divulging the information legally liable.

5.7. At least once per year, the Company shall conduct educational campaigns to promote awareness among all directors, supervisors, managerial officers, and employees with respect to these Procedures and related laws and regulations. The Company shall also provide educational campaigns to new directors, supervisors, managerial officers, and employees in a timely manner.

5.8. The Company shall establish and maintain insider information files and report to the Competent Authority in accordance with the prescribed deadlines and methods.

6. Key Controlling Factors

6.1. Strengthen the education of the law and the concept of law-abiding.

6.2. The insider information and list should be maintained and updated regularly.

6.3. The audit unit shall regularly monitor and report abnormalities to the supervisor and the board of directors.

6.4. Self-inspection shall be completed annually.

6.5. The announcement document record shall comply with the regulations and be kept.

6.6. Information announcement shall be confirmed by the spokesperson or his

agent.

7. References: Company Act, Article 157 of the Securities and Exchange Act.

8. Attachments: None.