

## EXHIBIT D-1

Certification and Agreement of Persons Acquiring  
Regulation S GDSs Upon Deposit of Shares  
Pursuant to Section 2.3 of the  
Regulation S Deposit Agreement\*<sup>1</sup>

Citibank, N.A.  
Depository Receipts Department  
388 Greenwich Street  
New York, New York 10013

Re: ASMedia Technology Inc.

We refer to the Regulation S Deposit Agreement, dated as of May 31, 2024 and as amended and supplemented prior to the date hereof (as so amended and supplemented prior to the date hereof, the “Deposit Agreement”), among ASMedia Technology Inc. (the “Company”), Citibank, N.A., as Depository, and Holders and Beneficial Owners from time to time of Regulation S Global Depository Shares evidenced by Regulation S Global Depository Receipts (the “Receipts”) issued thereunder. Capitalized terms used but not defined herein shall have the meanings given them in the Deposit Agreement.

This Certification and Agreement is furnished in connection with the deposit of Shares and issuance of Regulation S Global Depository Shares (the “GDSs”) to be evidenced by one or more Receipts pursuant to Section 2.3 of the Deposit Agreement.

We acknowledge (or if we are a broker-dealer, our customer has confirmed to us that it acknowledges) that (i) the Receipts, the GDSs evidenced thereby and the Shares represented thereby have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the “Act”) or with any securities regulatory authority in any state or jurisdiction of the United States, and (ii) the Company has not registered, and does not intend to register, as an investment company under the Investment Company Act of 1940, as amended (the “Investment Company Act”) and is relying on Section 3(c)(7) of the Investment Company Act not to so register.

We certify that either:

(a) We are, or at the time the Eligible Securities are deposited and at the time the Receipts are issued will be, the beneficial owner of the Eligible Securities and of the GDSs evidenced by such Receipt or Receipts, and:

(i) we are not a U.S. person (as defined in Regulation S) and we are located outside the United States (within the meaning of Regulation S under the Act) and acquired, or have

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\*To be used prior to (i) effectiveness of a registration statement on Form F-6 under the Act relating to depository receipts to be issued pursuant to the Deposit Agreement following such effectiveness and (ii) the Company is no longer relying on Section 3(c)(7) of the Investment Company Act.

agreed to acquire and will have acquired, the Eligible Securities to be deposited outside the United States (within the meaning of Regulation S),

(ii) we are not an affiliate of the Company or a person acting on behalf of such an affiliate, and

(iii) we are not in the business of buying and selling securities or, if we are in such business, we did not acquire the securities to be deposited from the Company or any affiliate thereof in the initial distribution of GDS and Eligible Securities.

OR

(b) We are a broker-dealer acting on behalf of our customer; our customer has confirmed to us that it is, or at the time the Eligible Securities are deposited and at the time the Receipt or Receipts are issued will be, the beneficial owner of the Eligible Securities and of the GDSs evidenced by such Receipt or Receipts, and:

(i) it is not a U.S. person and it is located outside the United States and acquired, or has agreed to acquire and will have acquired, the Eligible Securities to be deposited outside the United States,

(ii) it is not an affiliate of the Company or a person acting on behalf of such an affiliate, and

(iii) it is not in the business of buying and selling securities or, if it is in such business, it did not acquire the securities to be deposited from the Company or any affiliate thereof in the initial distribution of GDSs and Eligible Securities.

We agree (or if we are a broker-dealer, our customer has confirmed to us that it agrees) that we (or it) will not offer, sell, pledge or otherwise transfer the Regulation S GDSs evidenced thereby or the Shares represented thereby except to a person whom we reasonably believe (or it and anyone acting on its behalf reasonably believes) is a “Qualifying Owner”<sup>1</sup> (as defined below and used hereinafter as so defined) (purchasing for its own account or for the account of another “Qualifying Owner”), in each case in accordance with any applicable securities laws of any state of the United States.

Very truly yours,

**[NAME OF CERTIFYING ENTITY]**

By: \_\_\_\_\_

Name:

Title:

Date:

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<sup>1</sup> The term “Qualifying Owner” shall mean any person that is (i) a “Qualified Purchaser” (within the meaning of Section 2(a)(51) of the Investment Company Act), (ii) not a broker-dealer that owns and invests on a discretionary basis less than US\$25 million in securities of unaffiliated issuers, (iii) not a participant-directed employee plan (such as a 401(k) plan), (iv) acting for its own account or for the account of another person that is a “Qualifying Owner”, (v) not formed for the purpose of investing in the Company, and (vi) not a U.S. company relying on Sections 3(c)(1) or 3(c)(7) of the Investment Company Act or a non-U.S. company relying on Section 7(D) of the Investment Company Act, that was in any such case formed on or before April 30, 1996 (unless it has obtained all necessary consents of its beneficial owners to being treated as a “Qualified Purchaser”).

NEITHER THIS REGULATION S GDR, NOR THE REGULATION S GDSs EVIDENCED HEREBY, NOR THE SHARES REPRESENTED THEREBY HAVE BEEN OR WILL BE REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE “SECURITIES ACT”), OR WITH ANY SECURITIES REGULATORY AUTHORITY OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES. THE COMPANY HAS NOT REGISTERED, AND DOES NOT INTEND TO REGISTER, AS AN INVESTMENT COMPANY UNDER THE U.S. INVESTMENT ACT OF 1940, AS AMENDED (THE “INVESTMENT COMPANY ACT”) AND IS RELYING ON THE EXEMPTION PROVIDED IN SECTION 3(c)(7) OF THE INVESTMENT COMPANY ACT. THE OFFER, SALE, PLEDGE OR OTHER TRANSFER OF EACH OF THIS REGULATION S GDR, THE REGULATION S GDSs EVIDENCED HEREBY AND THE SHARES REPRESENTED THEREBY EACH IS SUBJECT TO CERTAIN CONDITIONS AND RESTRICTIONS. THE HOLDERS AND THE BENEFICIAL OWNERS HEREOF, BY PURCHASING OR OTHERWISE ACQUIRING THIS REGULATION S GDR AND THE REGULATION S GDSs EVIDENCED HEREBY, ACKNOWLEDGE THAT (i) THE COMPANY HAS NOT BEEN REGISTERED UNDER THE INVESTMENT COMPANY ACT AND IS RELYING ON SECTION 3(C)(7) OF THE INVESTMENT COMPANY ACT NOT TO SO REGISTER, (ii) SUCH REGULATION S GDR, THE REGULATION S GDSs EVIDENCED HEREBY AND THE SHARES REPRESENTED THEREBY HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT AND AGREE FOR THE BENEFIT OF THE COMPANY AND THE DEPOSITARY THAT THIS REGULATION S GDR, THE REGULATION S GDSs EVIDENCED HEREBY AND THE SHARES REPRESENTED THEREBY MAY BE REOFFERED, RESOLD, PLEDGED OR OTHERWISE TRANSFERRED ONLY IN COMPLIANCE WITH THE SECURITIES ACT, THE INVESTMENT COMPANY ACT, AND APPLICABLE LAWS OF THE STATES, TERRITORIES AND POSSESSIONS OF THE UNITED STATES GOVERNING THE OFFER AND SALE OF SECURITIES AND ONLY TO A “QUALIFYING OWNER”. EACH HOLDER AND BENEFICIAL OWNER, BY ITS ACCEPTANCE OF THIS REGULATION S GDR OR A BENEFICIAL INTEREST IN THE REGULATION S GDSs EVIDENCED HEREBY, AS THE CASE MAY BE, REPRESENTS THAT IT (X) UNDERSTANDS AND AGREES TO THE FOREGOING RESTRICTIONS AND (Y) WILL PROVIDE NOTICE OF SUCH RESTRICTIONS TO ANY PERSON TO WHOM IT TRANSFERS THIS GDR AND THE GDSs REPRESENTED HEREBY.

THE HOLDER OF THE SHARES, BY ITS ACCEPTANCE HEREOF, REPRESENTS THAT EITHER (I) SUCH PERSON IS NOT AND IS NOT USING THE ASSETS OF ANY (A) “EMPLOYEE BENEFIT PLAN” AS DEFINED IN AND SUBJECT TO TITLE I OF THE U.S. EMPLOYEE RETIREMENT INCOME SECURITY ACT OF 1974, AS AMENDED (“ERISA”), “PLAN” SUBJECT TO SECTION 4975 OF THE U.S. INTERNAL REVENUE CODE OF 1986, AS AMENDED (THE “CODE”) OR ENTITY WHOSE UNDERLYING ASSETS ARE TREATED AS ASSETS OF ANY SUCH EMPLOYEE BENEFIT PLAN OR PLAN WITHIN THE MEANING OF ERISA OR THE CODE, OR (B) GOVERNMENTAL, CHURCH OR NON-U.S. PLAN THAT IS SUBJECT TO ANY FEDERAL, STATE, LOCAL OR NON-U.S. LAW THAT IS SUBSTANTIALLY SIMILAR TO THE PROVISIONS OF SECTION 406 OF ERISA OR SECTION 4975 OF THE CODE (“SIMILAR LAW”), OR ENTITY WHOSE ASSETS ARE TREATED AS ASSETS OF ANY SUCH PLAN, OR (II) SUCH PERSON’S PURCHASE AND HOLDING OF THE SHARES WILL NOT

CONSTITUTE OR RESULT IN A NON-EXEMPT PROHIBITED TRANSACTION UNDER SECTION 406 OF ERISA OR SECTION 4975 OF THE CODE OR A VIOLATION OF APPLICABLE SIMILAR LAW.

EACH HOLDER AND BENEFICIAL OWNER, BY ITS ACCEPTANCE OF THIS REGULATION S GDR OR A BENEFICIAL INTEREST IN THE REGULATION S GDSs EVIDENCED HEREBY, AS THE CASE MAY BE, REPRESENTS THAT IT UNDERSTANDS AND AGREES TO THE FOREGOING RESTRICTIONS AND LIMITATIONS.

“QUALIFYING OWNER” SHALL MEAN ANY PERSON THAT IS (1) A “QUALIFIED PURCHASER” (WITHIN THE MEANING OF SECTION 2(a)(51) OF THE INVESTMENT COMPANY ACT), (2) NOT A BROKER-DEALER THAT OWNS AND INVESTS ON A DISCRETIONARY BASIS LESS THAN US\$25 MILLION IN SECURITIES OF UNAFFILIATED ISSUERS, (3) NOT A PARTICIPANT-DIRECTED EMPLOYEE PLAN (SUCH AS A 401(k) PLAN), (4) ACTING FOR ITS OWN ACCOUNT OR FOR THE ACCOUNT OF ANOTHER PERSON THAT IS A “QUALIFYING OWNER”, (5) NOT FORMED FOR THE PURPOSE OF INVESTING IN THE COMPANY, AND (6) NOT A U.S. COMPANY RELYING ON SECTIONS 3(c)(1) OR 3(c)(7) OF THE INVESTMENT COMPANY ACT OR A NON-U.S. COMPANY RELYING ON SECTION 7(D) OF THE INVESTMENT COMPANY ACT, THAT WAS IN ANY SUCH CASE FORMED ON OR BEFORE APRIL 30, 1996 (UNLESS IT HAS OBTAINED ALL NECESSARY CONSENTS OF ITS BENEFICIAL OWNERS TO BEING TREATED AS A “QUALIFIED PURCHASER”).

UNTIL THE COMPANY CEASES TO RELY ON SECTION 3(C)(7) OF THE INVESTMENT COMPANY ACT THE SETTLEMENT OF ANY SALE OR TRANSFER OF REGULATION S GDSs MAY OCCUR ONLY WITHIN EUROCLEAR AND CLEARSTREAM.