

EXHIBIT D-1

Certification and Agreement of Persons Acquiring Rule 144A GDSs Upon Deposit of Eligible Securities Pursuant to Section 2.3 of the Rule 144A Deposit Agreement

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

Re: ASMEDIA TECHNOLOGY INC.

We refer to the Rule 144A 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 “Rule 144A Deposit Agreement”), among ASMEDIA TECHNOLOGY INC. (the “Company”), CITIBANK, N.A., as Depository, and Holders and Beneficial Owners from time to time of Rule 144A Global Depository Shares (the “Rule 144A GDSs”) evidenced by Rule 144A Global Depository Receipts (the “Rule 144A GDRs”) issued thereunder. Capitalized terms used but not defined herein shall have the meanings given them in the Rule 144A Deposit Agreement.

1. This Certification and Agreement is furnished in connection with the deposit of Eligible Securities and request for issuance of Rule 144A GDSs pursuant to Section 2.3 of the Rule 144A Deposit Agreement.

1. We acknowledge (or if we are acting for the account of another person, such person has confirmed to us that it acknowledges) that (i) the Rule 144A GDRs, the Rule 144A GDSs evidenced thereby and the Eligible Securities represented thereby have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the “Securities Act”), or with any securities regulatory authority in any state or other 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, and is relying on Section 3(c)(7) of the Investment Company Act not to so register.

2. We certify that we are not the Company or an “Affiliate” (as such term is defined in Regulation C under the Act) of the Company and that, if we are acting on behalf of another person, such person is not the “Company” and has confirmed to us that it is not an “Affiliate” of the Company and that it is not acting on behalf of the Company or an “Affiliate” of the Company.

3. We understand that the Eligible Securities represented by the Rule 144A GDSs may be withdrawn only by persons who are not U.S. Persons (as defined in Regulation S) and that the transfer of such Shares may be subject to transfer restrictions

4. We certify that either:

(a) We are a “Qualifying Owner”¹ (as defined below and hereinafter used as so defined), and at the time of issuance of the Restricted GDSs referred to above, we (or one or more “Qualifying Owners” for whose account we are acting) will be the beneficial owner thereof.

OR

(b) We are a broker-dealer acting for the account of our customer and our customer has confirmed to us that it is a “Qualifying Owner” and either:

(i) at the time of issuance of the Rule 144A GDSs referred to above, it will be the beneficial owner of thereof, or

(ii) it is acting for the account of a “Qualifying Owner” and that, at the time of issuance, will be the beneficial owner of the Rule 144A GDSs referred to above.

OR

(c) At the time of issuance, we will be the beneficial owner of the Rule 144A GDSs; and we are not a U.S. Person (as such term is defined in Regulation S under the Act) and are located outside the United States (within the meaning of Regulation S under the Act) and acquired, or have agreed to acquire and will have acquired, the Shares to be deposited, outside the United States (within the meaning of Regulation S).

OR

(d) We are a broker-dealer acting for the account of our customer and our customer has confirmed to us that either (i) it will be at the time of issuance the beneficial owner of the Rule 144A GDSs, it is not a U.S. Person (as such term is defined in Regulations S under the Act) and is located outside the United States (within the meaning of Regulation S under the Act) and acquired, or has agreed to acquire and will have acquired, the Eligible Securities to be deposited, outside the United States (within the meaning of Regulation S); or (ii) it is located outside the United States (within the meaning of Regulation S) and is acting for the account of a person other than a U.S. Person (as defined in Regulation S) located outside the United States (within the meaning of Regulation S) who acquired, or has agreed to acquire and will have acquired, the Eligible Securities to be deposited, outside the United States (within the meaning of Regulation S) and who, at the time of issuance, will be the beneficial owner of the Rule 144A GDSs evidenced thereby.

5. As the beneficial owner of the Rule 144A GDSs, we agree (or if we are acting for the account of another person, such person has confirmed to us that it agrees) that we (or it) will not offer, sell, pledge or otherwise transfer the Rule 144A GDRs, the Rule 144A GDSs evidenced thereby or the Rule 144A Deposited Securities represented thereby except (a) to a person whom

¹ The term “Qualifying Owner” shall mean any person that is (i) a “Qualified Institutional Buyer” (within the meaning of Rule 144A under the Securities Act) and 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”).

we reasonably believe is a “Qualifying Owner” purchasing for its own account or for the account of another “Qualifying Owner” in a transaction meeting the requirements of Rule 144A under the Act, (b) outside the United States to a person other than a U.S. Person (as defined in Regulation S) in accordance with Regulation S under the Act, (c) to a “Qualifying Owner” in accordance with Rule 144 under the Securities Act (if available), or (d) to a “Qualifying Owner” pursuant to an effective registration statement under the Act, in each case in accordance with any applicable securities laws of any state of the United States, and (y) we (or it) will provide notice of the transfer restrictions that apply to the Receipts and the Restricted GDSs evidenced thereby to any person to whom we (or it) may transfer such securities.

Very truly yours,

[NAME OF CERTIFYING ENTITY]

By: _____

Name:

Title:

Dated:

SECURITIES ACT LEGEND

NEITHER THIS RULE 144A GDR, NOR THE RULE 144A GDSs EVIDENCED HEREBY, NOR THE RULE 144A DEPOSITED SECURITIES 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”). THIS RULE 144A GDR AND THE RESTRICTED GDSs EVIDENCED HEREBY WERE SOLD IN RELIANCE ON THE EXEMPTION PROVIDED IN SECTION 3(c)(7) OF THE INVESTMENT COMPANY ACT. THE OFFER, SALE, PLEDGE OR OTHER TRANSFER OF THIS RULE 144A GDR, THE RULE 144A GDSs EVIDENCED HEREBY AND THE RULE 144A DEPOSITED SECURITIES REPRESENTED THEREBY IS SUBJECT TO CERTAIN CONDITIONS AND RESTRICTIONS. THE HOLDERS AND THE BENEFICIAL OWNERS HEREOF, BY PURCHASING OR OTHERWISE ACQUIRING THIS RULE 144A GDR AND THE RULE 144A GDSs EVIDENCED HEREBY, ACKNOWLEDGE THAT (i) THE COMPANY HAS NOT BEEN REGISTERED UNDER THE INVESTMENT COMPANY ACT AND (ii) SUCH RULE 144A GDR, THE RULE 144A GDSs EVIDENCED HEREBY AND THE RULE 144A DEPOSITED SECURITIES REPRESENTED THEREBY HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT AND AGREE FOR THE BENEFIT OF THE COMPANY AND THE DEPOSITARY THAT THIS RULE 144A GDR, THE RULE 144A GDSs EVIDENCED HEREBY AND THE RULE 144A DEPOSITED SECURITIES REPRESENTED THEREBY MAY BE REOFFERED, RESOLD, PLEDGED OR OTHERWISE TRANSFERRED ONLY IN COMPLIANCE WITH THE SECURITIES ACT AND APPLICABLE LAWS OF THE STATES, TERRITORIES AND POSSESSIONS OF THE UNITED STATES GOVERNING THE OFFER AND SALE OF SECURITIES AND ONLY (1)

OUTSIDE THE UNITED STATES TO A PERSON OTHER THAN A U.S. PERSON (AS SUCH TERMS ARE DEFINED IN REGULATION S UNDER THE SECURITIES ACT) IN ACCORDANCE WITH REGULATION S UNDER THE SECURITIES ACT, (2) TO A PERSON WHOM THE HOLDER AND THE BENEFICIAL OWNER REASONABLY BELIEVE IS A QUALIFYING OWNER (AS DEFINED BELOW) IN A TRANSACTION MEETING THE REQUIREMENTS OF RULE 144A, (3) TO A QUALIFYING OWNER PURSUANT TO AN EXEMPTION FROM THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT PROVIDED BY RULE 144 UNDER THE SECURITIES ACT (IF AVAILABLE), OR (4) TO A QUALIFYING OWNER PURSUANT TO AN EFFECTIVE REGISTRATION STATEMENT UNDER THE SECURITIES ACT. EACH HOLDER AND BENEFICIAL OWNER, BY ITS ACCEPTANCE OF THIS RULE 144A GDR OR A BENEFICIAL INTEREST IN THE RULE 144A 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 RULE 144A GDR AND THE RULE 144A GDSs REPRESENTED HEREBY.

“QUALIFYING OWNER” SHALL MEAN ANY PERSON THAT IS (1) A “QUALIFIED INSTITUTIONAL BUYER” (WITHIN THE MEANING OF RULE 144A UNDER THE SECURITIES ACT) AND 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”).

IF AT ANY TIME THE COMPANY DETERMINES THAT ANY U.S. PERSON WHO IS A HOLDER OR BENEFICIAL OWNER OF THE RULE 144A GDSs EVIDENCED HEREBY IS NOT A QUALIFYING OWNER, THE COMPANY MAY AT ITS SOLE DISCRETION (1) REFUSE TO HONOR THE TRANSFER TO SUCH PERSON OR (2) FORCE SUCH PERSON TO SELL THE RULE 144A GDSs EVIDENCED HEREBY OUTSIDE THE UNITED STATES TO A PERSON OTHER THAN A U.S. PERSON OR TO A U.S. PERSON THAT IS A QUALIFYING OWNER.

THE BENEFICIAL OWNER OF RULE 144A DEPOSITED SECURITIES RECEIVED UPON CANCELLATION OF ANY RULE 144A GDS MAY NOT DEPOSIT OR CAUSE TO BE DEPOSITED SUCH SECURITIES INTO ANY DEPOSITARY RECEIPT FACILITY ESTABLISHED OR MAINTAINED BY A DEPOSITARY BANK, OTHER THAN A RULE 144A RESTRICTED DEPOSITARY RECEIPT FACILITY, SO LONG AS SUCH SECURITIES ARE “RESTRICTED SECURITIES” WITHIN THE MEANING OF RULE 144(a)(3) UNDER THE SECURITIES ACT. NO REPRESENTATION CAN BE MADE AS TO THE

AVAILABILITY OF THE EXEMPTION PROVIDED BY RULE 144 UNDER THE SECURITIES ACT FOR RESALE OF THE RULE 144A DEPOSITED SECURITIES OR THE RULE 144A GDSs.

THE HOLDER OF THE RULE 144A DEPOSITED SECURITIES, 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 RULE 144A DEPOSITED SECURITIES 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 RULE 144A GDR OR A BENEFICIAL INTEREST IN THE RULE 144A GDSs EVIDENCED HEREBY, AS THE CASE MAY BE, REPRESENTS THAT IT UNDERSTANDS AND AGREES TO THE FOREGOING RESTRICTIONS.

THIS SECURITIES ACT LEGEND MAY NOT BE REMOVED UNTIL SUCH TIME AS (i) THE COMPANY CEASES TO RELY ON THE EXEMPTION PROVIDED BY SECTION 3(C)(7) OF THE INVESTMENT ACT AND (ii) THIS RULE 144A GDR, THE RULE 144A GDSs REPRESENTED HEREBY AND THE ELIGIBLE SECURITIES REPRESENTED HEREBY CEASE TO BE "RESTRICTED SECURITIES" WITHIN THE MEANING OF RULE 144(a)(3) UNDER THE SECURITIES ACT.