

GIGA-BYTE TECHNOLOGY CO., Ltd.
Meeting Notice for 2021 Annual General Meeting of Shareholders
(Summary Translation)

Time: 9:00 a.m., Wednesday, 16 June 2021

Place: Hotel Kuva Chateau
No. 398, Minquan Road, Zhongli District, Taoyuan City.

I 、 Management presentations

1 、 2020 business report

2 、 Audit Committee's review report on the 2020 financial statements

3 、 Reports on the distribution of compensations to employees and directors in 2020

Explanation

- (1) According to Article 28 of the Articles of Incorporation regarding the percentage of profits distributed to employees and directors, if there is profit in the year, the Company will appropriate 3-10% as compensations for employees and not more than 3% as compensations for directors.
- (2) In 2020, the Company plans to appropriate NT\$583,127,434 and NT\$46,000,000 as compensations for employees and directors respectively. The appropriation ratio is 10% and 0.79% respectively. Both are distributed in cash.
- (3) This proposal has been approved by the Compensations Committee Meeting and the Board Meeting.

4 、 Report on 2020 surplus distribution in the form of cash dividend and capital reserve distribution in cash

Explanation

- (1) According to Article 28 of the Articles of Incorporation, distributable dividends and bonuses is authorized to be paid after a resolution has been adopted at a meeting of the board of directors, or according to Article 241 Paragraph 1 of the Company Act, legal reserve and capital reserve may be distributed, in whole or in part by cash, and be submitted to the shareholders' meeting.
- (2) The Company proposes to distribute cash dividend of NT\$2,542,755,544 to shareholders in accordance with the Articles of Incorporation, at NT\$4 per share. Cash dividends will be distributed up to one dollar (rounded down values below NT\$1). The odd amount will be combined to the Company's non-operating income.
- (3) The Company proposes to distribute capital reserve of NT\$635,688,886 from the income derived from the issuance of new shares at a premium, at NT\$1 per share. Capital reserve in cash will be distributed up to one dollar (rounded down values below NT\$1). The odd amount will be combined to the Company's non-operating income.
- (4) Upon resolution of the meeting of the Board of Directors, the Board of Directors shall set the dividend (distribution) record date, distribution date and other related matters.

5 、 Other matters

II 、 Adoptions

Proposal 1: Adoption of the 2020 Business Report and Financial Statements (proposed by the Board)

Explanation:

- (1) The 2020 financial statements have been audited and certified by the certified public accountant.
- (2) Please refer to Meeting Agenda for the 2020 Business Report, CPA Audit Report, and Financial Statements of the Company.
- (3) The 2020 Business Report and 2020 Financial Statements have been approved by the Board meeting and audited by the Audit Committee.
- (4) Please adopt.

Proposal 2: Adoption of the Proposal for Distribution of 2020 Profits (proposed by the Board)

Explanation:

- (1) 2020 profit distribution plan is prepared in accordance with the Articles of Incorporation, please refer to the profit distribution table for details.
- (2) The resolution was approved at the meeting of the Board of Directors and audited by the Audit Committee.
- (3) Please adopt.

GIGA-BYTE TECHNOLOGY CO., LTD.

PROFIT DISTRIBUTION TABLE

Year 2020

(Unit: NT\$)

Items	Total
Beginning retained earnings	7,025,654,842
Add: 2020 Net profit before tax	5,202,146,906
Income tax expense	(827,817,674)
Net profit after tax	4,374,329,232
Other adjustments ²	(20,056,794)
Less: 10% legal reserve	(435,427,244)
Distributable net profit	10,944,500,036
Cash dividend to shareholders @NT\$4 (see note)	(2,542,755,544)
Unappropriated retained earnings	8,401,744,492

Note:

1. For current year's surplus distribution, 2020 profit shall first be distributed.
2. Other adjustments: This year to determine the benefits of the benefit plan actuarial gains and losses to decrease NT\$ 20,056,794.
3. Current distribution based on 635,688,886 shares (calculated based on number of outstanding shares as of April 18, 2021).

III 、 Proposals and discussions

Proposal 1: Amendment to the Company’s “Rules of Procedure for Shareholder Meetings” (proposed by the Board)

Explanation:

- (1) With reference to announcement Tai-Zheng-Zhi-Li No.1100001446, “Sample Template for XXX Co., Ltd. Rules of Procedure for Shareholders Meetings” by Taiwan Stock Exchange Corporation dated January 28, 2021, the revision of the Company’s Rules of Procedure for Meetings of Shareholders is established.
- (2) Please refer to Meeting Agenda for the correspondence of the amendment to the “Rules of Procedure for Shareholder Meetings”.
- (3) Please discuss.

Proposal 2: Amendment to the Company’s “Rules for Director Election” (proposed by the Board)

Explanation:

- (1) To amend the “Rules for Director Election” in coordination with the practical needs of the Company and the relevant laws and regulations.
- (2) Please refer to Meeting Agenda for the correspondence of the amendment to the “Rules for Director Election”.
- (3) Please discuss.

IV 、 Elections

To elect Directors (proposed by the Board)

Explanation:

- (1) The term of office of the existing directors expires on June 10, 2021, and as no election of new directors is effected after the expiration, in accordance with Article 195 of the Company Act, the term of office of the out-going directors shall be extended until the time when new directors have been elected and assumed their office.
- (2) The Company, in accordance with Article 192-1 of the Company Act and Article 17 of the Articles of Incorporation, proposes to re-elect all directors.
- (3) In the current regular shareholder meeting, 6 directors and 3 independent directors will be elected. The new directors shall assume office on the day of election during the current year’s regular shareholder meeting, for a term of 3 years, from June 16, 2021 to June 15, 2024.
- (4) Please refer to Meeting Agenda for the Rules for Director Election and Discussion proposal 2.
- (5) According to the Articles of Incorporation, the Company’s election of directors adopts a candidate nomination scheme. The resolution of the “final roster of director candidates” has been passed by the board of directors on March 15, 2021, and the list is as follows.
- (6) Please elect.

List of Candidates for Directors

No.	Name	Shares held as of the book closure date for the meeting of shareholders	Education	Experience
1	Pei-Cheng Yeh	30,151,237	Minghsin University of Science and Technology	Chairman and President of Giga-byte Technology Co., Ltd.
2	Ming Wei Investments Co., Ltd. Represented by: Ming-Hsiung Liu	14,062,200	EMBA, National Cheng Chi University	Vice Chairman, Senior Vice President and General Manager of Giga-byte Technology Co., Ltd.

3	Shija Investments Co., Ltd. Represented by: Mou-Ming Ma	3,959,725	Electronic & Computer Engineering, National Taiwan University of Technology	Director and Senior Vice President of Giga-byte Technology Co., Ltd.
4	Yuei-yei Kai Fa Investment Limited. Represented by: Chun-Ming Tseng	2,192,200	Minghsin University of Science and Technology	Director and Senior Vice President of Giga-byte Technology Co., Ltd.
5	Shi Da Investment Limited Represented by: Cong-Yuan Ko	9,219,000	Master of Engineering Management, Tsinghua University	Director of Giga-byte Technology Co., Ltd. Engineer of Acer group
6	Xi Wei Investment Co., Ltd. Represented by: E-Tay Lee	9,063,075	California State University (CSU), Chico Master of Computer Engineering	Manager at Intel Director and General Manager of Giga-byte Technology Co., Ltd.

List of Candidates for Independent Directors

No.	Name	Shares held as of the book closure date for the meeting of shareholders	Education	Experience
1	Hwei-Min Wang	0	Chung Hua University Master of Industrial Management	Chairman, Moores Rowland CPAs
2	Yi-Hung Chan	0	California State University, Fullerton EMBA, National Chengchi University	Chairman, Taisun Enterprise Co., Ltd.
3	Cheng-Li Yang	0	MBA, Tulane University, USA. EMBA, National Chengchi University	Chairman, King Core Electronics Inc.

V 、 Other Proposals and discussions

Releasing the restriction of the Non-Compete Clause for new Directors (proposed by the Board)

Explanation:

- (1) According to Article 209 Paragraph 1 of the Company Act: "A director who does anything for himself or on behalf of another person that is within the scope of the company's business, shall explain to the meeting of shareholders the essential contents of such an act and secure its approval."
- (2) The Company's newly elected directors who invest or engage in business similar to that of the Company, and does not prejudice the interests of the Company, shall submit to the shareholders meeting for approval in accordance with the law. When such circumstances occur in the newly elected directors, propose to agree to release the prohibition on the newly elected directors and their representatives from participating in competitive business.
- (3) The list of prohibition on the Company's newly elected directors from participating in competitive business proposed to be released are as follows.
- (4) Please discuss.

Name	Other mail positions in other companies
Pei-Cheng Yeh	Director of Albatron Technology Co., Ltd.
Ming Wei Investments Co., Ltd. Represented by: Ming-Hsiung Liu	Director of Info-Tek Corporation
Shi Da Investment Limited Represented by: Cong-Yuan Ko	Chairman of Albatron Technology Co., Ltd.

VI 、 Questions and motions