

**GIGA-BYTE TECHNOLOGY CO., Ltd.**  
**Meeting Notice for 2022 Annual General Meeting of Shareholders**  
**(Summary Translation)**

**Time:** 9:00 a.m., Tuesday, 14 June 2022

**Place:** Hotel Kuva Chateau

No. 398, Minquan Road, Zhongli District, Taoyuan City.

**I 、 Management presentations**

**1 、 2021 business reports**

**2 、 Audit Committee’s review report on the 2021 financial statements**

**3 、 Reports on the distribution of compensations to employees and directors in 2021**

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, this Company will appropriate 3-10% as compensations for employees and not more than 3% as compensations for directors.
- (2) In 2021, this Company plans to appropriate NT\$1,766,530,344 and NT\$46,000,000 as compensations for employees and directors respectively. The appropriation ratio is 10% and 0.26% respectively. Both are distributed in cash.
- (3) This proposal has been approved by the Compensations Committee Meeting and the Board Meeting.

**4 、 Report on 2021 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\$7,619,806,632 to shareholders in accordance with the Articles of Incorporation, at NT\$12 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. Subsequently, if the number of shares outstanding is affected and the distribution ratio per share is changed due to the repurchase of shares of the Company, the transfer or cancellation of treasury shares or the conversion of employee stock option certificates by employees, etc., it is proposed to authorize the Chairman to deal with it with full power.

(3) 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 、 The execution of the company's shares repurchase report

Explanation: The execution of the company's shares repurchase report as below,

Repurchase period	11th time (For the first time in 2021)
Date of the board of directors' resolution	2021/08/06
Purpose of the share repurchase	Transfer to employee
Scheduled period for the repurchase	2021/08/09-2021/10/05
Repurchase price range	NT\$ 75 ~ NT\$ 130
Actual period of the current repurchase	2021/08/09-2021/09/02
Type and number of shares currently repurchased	common stock 3,000,000 shares
Total monetary amount of shares currently repurchased	NT\$ 280,919,362
Current average repurchase price per share	NT\$ 93.64
Ratio of quantity repurchased to scheduled repurchase quantity	100%
Number of shares cancelled and transferred	2,295,000 shares
Cumulative number of the company's own shares held (shares)	705,000 shares
Cumulative number of the company's own shares as a percentage of the total number of the company's issued shares (%)	0.11%

## 6 、 Other matters: None.

## II 、Adoptions

### **Proposal 1:Adoption of the 2021 Business Report and Financial Statements (proposed by the Board)**

Explanation:

- (1)The 2021 financial statements have been audited and certified by the certified public accountant.
- (2) Please refer to Meeting Agenda for the 2021 Business Report, CPA Audit Report, and Financial Statements of the Company.
- (3) The 2021 Business Report and 2021 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 2021 Profits (proposed by the Board)**

Explanation:

- (1) 2021 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 2021**

(Unit: NT\$)

Items	Total
Beginning retained earnings	8,401,744,492
Add: 2021 Net profit before tax	15,852,773,095
Income tax expense	(2,514,813,075)
Net profit after tax	13,337,960,020
Other adjustments <sup>2</sup>	10,827,246
Less: 10% legal reserve	(1,334,878,727)
Distributable net profit	20,415,653,031
Cash dividend to shareholders@NT\$12 (see note)	(7,619,806,632)
Unappropriated retained earnings	12,795,846,399

Note:

1. For current year's surplus distribution, 2021 profit shall first be distributed.
2. Other adjustments: This year to determine the benefits of the benefit plan actuarial gains and losses to increase NT\$ 10,827,246.
3. Current distribution based on 634,983,886 shares (calculated based on number of outstanding shares as of April 16, 2022). Subsequently, if the number of shares outstanding is affected and the distribution ratio per share is changed due to the repurchase of shares of the Company, the transfer or cancellation of treasury shares or the conversion of employee stock option certificates by employees, etc., it is proposed to authorize the Chairman to deal with it with full power.
4. 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. The Board of Directors shall set the dividend (distribution) record date, distribution date and other related matters.

### **III 、 Proposals and Discussions**

#### **Proposal 1: The company spin off its network communication business to 100% owned subsidiary (proposed by the Board)**

Explanation:

- (1) In order to improve the competitiveness and operating performance, the Company plans to transfer the relevant operations (including assets, liabilities and business) of its Netcom business to Giga Computing Technology Co., Ltd. (hereinafter referred to as “Giga Computing”), a 100% owned subsidiary of the Company, and Giga Computing will issue shares to the Company as the consideration. The book-close date of the division is temporarily set on January 1, 2023 (hereinafter referred to as “the division case” ). °
- (2) The business value of the proposed division case is NT\$833,600,000 (temporarily based on the book value of the Company’s financial statements audited and certified by a CPA on December 31, 2021, but the actual business value of the division shall be the book value of the actual assets and liabilities on the base date of the division. The Company will make a swap for 83,360,000 ordinary shares of Giga Computing (denomination of NT\$10 per share) at NT\$10 per one ordinary share newly issued by Giga Computing. If there is any odd-lot share due to the swap, Giga Computing shall make the payment for it in cash.
- (3) In accordance with the Business Mergers and Acquisitions Act, the Company Act and other relevant laws and regulations, the Company has entered into a division plan (including the articles of association of Giga Computing, the business value of the proposed division and transfer, and the opinion on the rationality of the division and share swap ratio issued by an independent expert). Please refer to Meeting Agenda.
- (4) The Audit Committee of the Company has appointed Lai, Ming-Yang of WeTec International CPAs as the independent expert to issue a price rationality opinion on the share swap ratio of this division. According to the opinion of the independent expert Lai, Ming-Yang, the division is an organizational adjustment, Giga Computing remains a 100% owned subsidiary of the Company both before and after the division and transfer, and Giga Computing will issue 83,360,000 new ordinary shares at NT\$10 per share, which is equal to the business value of the relevant assets and liabilities of the transferred Netcom business of NT\$833,600,000, which has no impact on the shareholders’ equity of the Company, Therefore, the share swap ratio of this division should be reasonable.
- (5) This case has been approved by the Audit Committee and the board meeting and will be submitted to the shareholders’ meeting in 2022 for approval.
- (6) When the business scope, amount (assets, liabilities and business), share swap ratio (if necessary), other matters related to the division (including but not limited to the time schedule and the base date of the division) or matters not covered in the division need to be changed due to the administrative guidance of the relevant competent authority, or the formulation of relevant laws and regulations, or objective environmental factors, the Company plans to submit it to the shareholders’ meeting to authorize the board meeting to handle them with full power.
- (7) If the division plan is not approved or permitted by the relevant competent authority in the future, the division plan will not take effect from the beginning.
- (8) Please discuss.

#### **Proposal 2: Amendment to the Company’s “Articles of Incorporation” (proposed by the Board)**

Explanation:

- (1) It is proposed to amend the “Articles of Incorporation” of the Company by adding the provisions that video conference may be adopted for the shareholders’ meeting and the practical needs of the Company.
- (2) Please refer to Meeting Agenda for the correspondence of the amendment to the “Articles of Incorporation”.
- (3) Please discuss.

**Proposal 3: Amendment to the Company’s “Asset Acquisition and Disposal Operating and Handling Procedure” (proposed by the Board)**

Explanation:

- (1) In compliance with the revision of the Regulations Governing the Acquisition and Disposal of Assets by Public Companies and the Company’s practical needs, it is proposed to revise the Company’s “ Asset Acquisition and Disposal Operating and Handling Procedure.”
- (2) Please refer to Meeting Agenda for the correspondence of the amendment to the “ Asset Acquisition and Disposal Operating and Handling Procedure”.
- (3) Please discuss.

**Proposal 4: Amendment to the Company’s “Rules of Procedure for Shareholder Meetings” (proposed by the Board)**

Explanation:

- (1) It is proposed to amend the “ Rules of Procedure for Shareholder Meetings” of the Company by adding the relevant provisions that the shareholders’ meeting may be convened by video conference and the practical needs of the Company.
- (2) Please refer to Meeting Agenda for the correspondence of the amendment to the “ Rules of Procedure for Shareholder Meetings”.
- (3) Please discuss.

**IV 、 Questions and motions**