

GIGA-BYTE TECHNOLOGY CO., Ltd.
Meeting Notice for 2023 Annual General Meeting of Shareholders
(Summary Translation)

Time: 9:00 a.m., Friday, 9 June 2023

Place: Hotel Kuva Chateau

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

I · Management presentations

(I) 2022 business reports

(II) Audit Committee's review report on the 2022 financial statements

(III) Reports on the distribution of compensations to employees and directors in 2022.

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 2022, this Company plans to appropriate NT\$894,836,324 and NT\$46,000,000 as compensations for employees and directors respectively. The appropriation ratio is 10% and 0.51% respectively. Both are distributed in cash.
- (3) This proposal has been approved by the Compensations Committee Meeting and the Board Meeting.

(IV) Report on 2022 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\$3,941,271,093 to shareholders in accordance with the Articles of Incorporation, at NT\$6.2 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.

(V) Other matters: None

II、Adoptions

Proposal 1: Adoption of the 2022 Business Report and Financial Statements (proposed by the Board)

Explanation:

- (1) The 2022 financial statements have been audited and certified by the certified public accountant.
- (2) Please refer to Meeting Agenda for the 2022 Business Report, CPA Audit Report, and Financial Statements of the Company.
- (3) The 2022 Business Report and 2022 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 2022 Profits (proposed by the Board)

Explanation:

- (1) 2022 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 2022

(Unit: NT\$)

Items	Total
Beginning retained earnings	12,795,846,399
Add: 2022 Net profit before tax	8,007,526,918
Income tax expense	(1,469,005,955)
Net profit after tax	6,538,520,963
Other adjustments ²	65,871,686
Less: 10% legal reserve	(660,439,265)
Distributable net profit	18,739,799,783
Cash dividend to shareholders@NT\$6.2 (see note)	(3,941,271,093)
Unappropriated retained earnings	14,798,528,690

Note:

1. For current year's surplus distribution, 2022 profit shall first be distributed.
2. Other adjustments: Gain of NT\$ 65,871,686 from the actuarial result of benefit plan.
3. Current distribution based on 635,688,886 shares (calculated based on number of outstanding shares as of April 11, 2023). 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, 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: Amendment to the Company’s “Articles of Incorporation”.

Proposal 2: The issuance of employee restricted stock awards.

IV 、 Elections

Proposal to elect two additional independent directors.

There will be an election for two independent Directors at the Meeting. Related information is as follows:

Candidates of Independent Director:

(1) Li-Chen Lin

(2) Peng-Huang Peng

Education and experience of the candidates: please refer to the List of Independent Director Candidates on the Meeting Agenda.

V 、 Other Proposals

Releasing the restriction of the non-compete clause for new directors.

VI 、 Questions and motions