

GIGABYTE™

GIGA-BYTE TECHNOLOGY CO., LTD.

**2016 ANNUAL SHAREHOLDERS' MEETING
MEETING AGENDA
(Translation)**



June 15, 2016

Contents

Agenda of the 2016 Annual Meeting of Shareholders	1
1. Proposals and Discussions	2
Amendment to the Company’s “Articles of Incorporation”	2
2. Management Presentations (Reports on Corporate Affairs)	4
2.1. 2015 business reports	4
2.2. Audit Committee’s review report on the 2015 financial statements	4
2.3. Reports on the distribution of compensations to employees and directors in 2015	4
2.4. Other matters	4
3. Adoptions	5
Proposal 1: Adoption of the 2015 Business Report and Financial Statements	5
Proposal 2: Adoption of the Proposal for Distribution of 2015 Profits	5
4. Elections	6
Independent director by-election	6
5. Questions and Motions	7
Appendices	8
Appendix 1 Business Report	8
Appendix 2 Audit Report of the Audit Committee	12
Appendix 3 Individual and Consolidated Financial Statements	13
Appendix 4 Articles of Incorporation	29
Appendix 5 Rules of Procedure for Shareholder Meetings	34
Appendix 6 Rules for Director Elections	40
Appendix 7 Shareholding Status by Directors	43
Other Matters	44

GIGA-BYTE TECHNOLOGY CO., LTD.
Agenda of the 2016 Annual Meeting of Shareholders

1. Time: 9:00 a.m., Wednesday, 15 June 2016
2. Place: Hotel Kuva Chateau
No. 398, Minquan Road, Zhongli District, Taoyuan City.
3. Calling the meeting to order.
4. Performing acts of ceremony.
5. Proposals and discussions
Amendment to the Company's "Articles of Incorporation" (proposed by the Board)
6. Management presentations
 - 6.1. 2015 business reports
 - 6.2. Audit Committee's review report on the 2015 financial statements
 - 6.3. Reports on the distribution of compensations to employees and directors in 2015
 - 6.4. Other matters
7. Adoptions
Proposal 1: Adoption of the 2015 Business Report and Financial Statements (proposed by the Board)
Proposal 2: Adoption of the Proposal for Distribution of 2015 Profits (proposed by the Board)
8. Elections
Independent director by-election (proposed by the Board)
9. Questions and motions
10. Adjournment

1. Proposals and Discussions

Amendment to the Company’s “Articles of Incorporation” (proposed by the Board)

Explanation:

(1) To amend Article 28 regarding the distribution of compensations for employees and directors of the Articles of Incorporation in coordination with the addition of Article 235-1 and amendment of Articles 235 and 240 of the Company Act.

(2) Below shows the correspondence of the amendment to the “Articles of Incorporation”. Please discuss.

Revised Edition	Previous Edition	Description
<p>Article 28: Dividend Policy</p> <p><u>If there is a profit after the annual closing of books, this Company shall appropriate 3-10% as compensations for employees and not more than 3% as remuneration for directors. If there are accumulative deficits, the amount for covering the losses of previous years shall first be retained.</u></p> <p><u>The compensations for employees described above shall be distributed in either stock or cash, and the remuneration for directors shall be distributed in cash. Compensations shall be approved by over half of the directors at a board meeting attended by two-third of the board members. In addition, the compensations for employees and directors shall be reported to the meeting of shareholders.</u></p> <p><u>Employees receiving the compensations for employees distributed in stock or cash shall include employees of affiliates meeting relevant requirements. The board of directors shall determine the definition of affiliates, distribution requirements, and distribution methods.</u></p> <p>This Company is in a highly competitive industry with a changeful environment, and the business life cycle has become mature. In consideration of the need for operating funds in the future and long-term financial planning, and to fulfill the demand for cash in-flow of shareholders, if there is a profit after the annual closing of books, this Company shall appropriate, this Company shall distribute the profit according to the following orders:</p> <ol style="list-style-type: none"> 1. Cover the losses of previous years and <u>pay the profit-seeking enterprise annual income tax.</u> 2. Appropriate 10% to the legal reserve (except when the amount of legal reserve has reached the total authorized capital of this Company). 3. Appropriate or revert to special reserves according to the laws and regulations or the rules of competent authorities. 4. Appropriate 5-80% of the sum of the balance after deducting the <u>three</u> items described above and the unappropriated profit of last year for the board of directors to make distribution proposals submitted to the meeting of shareholders for resolutions. However, the ratio for distribution of this profit and the ratio of cash dividends should 	<p>Article 28: Dividend Policy</p> <p>This Company is in a highly competitive industry with a changeful environment, and the business life cycle has become mature. In consideration of the need for operating funds in the future and long-term financial planning, and to fulfill the demand for cash in-flow of shareholders, if there is a profit after the annual closing of books, this Company shall appropriate, this Company shall distribute the profit according to the following orders:</p> <ol style="list-style-type: none"> 1. Cover the losses of previous years. 2. <u>Pay the profit-seeking enterprise annual income tax.</u> 3. Appropriate 10% to the legal reserve (except when the amount of legal reserve has reached the total authorized capital of this Company). 4. Appropriate or revert to special reserves according to the laws and regulations or the rules of competent authorities. <p>Appropriate 5-80% of the sum of the balance after deducting the <u>four</u> items described above and the unappropriated profit of last year for the board of directors to make distribution proposals <u>according to the</u></p>	<p>Items 1-3 of paragraph 1 of Article 28 were added in accordance with the addition of Article 235-1 and amendments of Articles 235 and 240 to the Company Act and with reference to interpretation made by the Ministry of Economic Affairs in Letter Jing-Shang-Zi No.10402413890 dated June 11, 2015, and Letter Jing-Shang-Zi No.10402427800. The article number in the original text is deferred accordingly and the content of the distribution of employee bonus and remuneration for directors in the Article of Incorporation were amended.</p>

Revised Edition	Previous Edition	Description
<p>be adjusted with the resolution of the meeting of shareholders according to the actual profit and fund condition of that year. The ratio of cash dividends for shareholders shall not be less than 5% of the total shareholder dividend. In addition, cash dividends less than NT\$0.1 per share will only be distributed through stock dividends.</p>	<p><u>following schemes</u> submitted to the meeting of shareholders for resolutions. However, the ratio for distribution of this profit and the ratio of cash dividends should be adjusted with the resolution of the meeting of shareholders according to the actual profit and fund condition of that year.</p> <p>(1) <u>6-10% as employee bonus.</u> (2) <u>Not more than 3% as remuneration for directors.</u> (3) <u>Not lower than 87% for shareholder bonus. The ratio of cash dividends for shareholders shall not be less than 5% of the total shareholder dividend. In addition, cash dividends less than NT\$0.1 per share will only be distributed through stock dividends.</u></p> <p><u>When distributing employee bonus in stock, employees of the affiliates of this Company meeting relevant requirements will also receive such bonus. The board of directors shall determine the definition of affiliates, distribution requirements, and distribution methods.</u></p>	
<p>Article 31 This “Articles of Incorporation” was established on March 24, 1986. 1st amendment was made on September 1, 1986. 2nd amendment was made on August 30, 1988. 3rd amendment was made on March 20, 1989. 4th amendment was made on June 3, 1991. 5th amendment was made on July 2, 1995. 6th amendment was made on May 15, 1996. 7th amendment was made on January 27, 1997. 8th amendment was made on April 19, 1997. 9th amendment was made on March 25, 1998. 10th amendment was made on May 4, 2000. 11th amendment was made on May 11, 2001. 12th amendment was made on May 23, 2002. 13th amendment was made on June 17, 2003. 14th amendment was made on June 9, 2004. 15th amendment was made on June 9, 2005. 16th amendment was made on April 12, 2006. 17th amendment was made on June 13, 2008. 18th amendment was made on June 16, 2009. 19th amendment was made on June 17, 2010. 20th amendment was made on June 15, 2011. 21st amendment was made on June 18, 2012. 22nd amendment was made on June 11, 2014. 23rd amendment was made on June 17, 2015. 24th amendment was made on June 15, 2016.</p>	<p>Article 31 This “Articles of Incorporation” was established on March 24, 1986. 1st amendment was made on September 1, 1986. 2nd amendment was made on August 30, 1988. 3rd amendment was made on March 20, 1989. 4th amendment was made on June 3, 1991. 5th amendment was made on July 2, 1995. 6th amendment was made on May 15, 1996. 7th amendment was made on January 27, 1997. 8th amendment was made on April 19, 1997. 9th amendment was made on March 25, 1998. 10th amendment was made on May 4, 2000. 11th amendment was made on May 11, 2001. 12th amendment was made on May 23, 2002. 13th amendment was made on June 17, 2003. 14th amendment was made on June 9, 2004. 15th amendment was made on June 9, 2005. 16th amendment was made on April 12, 2006. 17th amendment was made on June 13, 2008. 18th amendment was made on June 16, 2009. 19th amendment was made on June 17, 2010. 20th amendment was made on June 15, 2011. 21st amendment was made on June 18, 2012. 22nd amendment was made on June 11, 2014. 23rd amendment was made on June 17, 2015.</p>	<p>Added the date of the latest amendment.</p>

Resolution:

2. Management presentations

2.1. 2015 business reports

Explanation: Please refer to Appendix 1 2015 Business Report.

2.2. Audit Committee's review report on the 2015 financial statements

Explanation: Please refer to Appendix 2 Audit Report of the Audit Committee

2.3. Reports on the distribution of compensations to employees and directors in 2015

Explanation

(1)The amendment to the Articles of Incorporation was approved by the Board on 15 March 2016 and submitted to the meeting of shareholders for resolution. According to Article 28 of the amended 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 2015, this Company plans to appropriate NT\$154,223,421 and NT\$60,000,000 as compensations for employees and directors respectively. The appropriation ratio is 6% and 2.33% respectively. Both are distributed in cash.

(3)This proposal has been approved by the Compensations Committee Meeting and the Board Meeting.

2.4. Other matters: None.

3. Adoptions

Proposal 1: Adoption of the 2015 Business Report and Financial Statements (proposed by the Board)

Explanation:

- (1) The 2015 financial statements have been audited and certified by the certified public accountant.
- (2) Please refer to Appendix 1, Appendix 3-1, and Appendix 3-2 for the 2015 Business Report, CPA Audit Report, and Financial Statements of this Company.
- (3) The 2015 Business Report and 2015 Financial Statements have been approved by the Board meeting and audited by the Audit Committee.
- (4) Please adopt.

Resolution :

Proposal 2: Adoption of the Proposal for Distribution of 2015 Profits (proposed by the Board)

Explanation:

2015 net profit after tax was NT\$ 1,920,064,607. After setting aside 10% as the legal reserve, the unappropriated portion will be distributed according to the Articles of Incorporation. Please refer to the 2015 Profit Distribution Table below for details.

GIGA-BYTE TECHNOLOGY CO., LTD. PROFIT DISTRIBUTION TABLE Year 2015

Items	Total (Unit: NT\$)
Beginning retained earnings	5,693,131,616
Other adjustments ⁴	(65,255,711)
Add: 2015 Net profit before tax	2,356,166,914
Income tax expense	(436,102,307)
Net profit after tax	1,920,064,607
Less: 10% legal reserve	(192,006,461)
Distributable net profit	7,355,934,051
Cash dividend to shareholders@NT\$2.5 (see note)	(1,572,657,215)
Unappropriated retained earnings	5,783,276,836

Note:

- 1.Profit of 2015 is prioritized for profit distribution this year.
- 2.The dividend of this year is calculated at 629,062,886 shares (shares circulated on the market by 17 April 2016). The dividend rate changed after this date as the number of shares circulated on the market under the influence of the following factors: buying back of the company shares, transfer or revocation of treasury shares, and offering stock options for employees. Please allow the chairperson to handle the affair.
- 3.With the approval of the cash dividend by the meeting of shareholders, the Board will be authorized to determine the base date and distribution date of dividends.
- 4.Other adjustments: Actuarial losses on defi-ned benefit plans NT\$65,255,711.
- 5.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.

Resolution:

4. Elections

Independent director by-election (proposed by the Board)

Explanation:

- (1) During his office, Independent Director Sheng Chao of this Company is concurrently the director post of an affiliate of this Company. As this violates the eligibility specified in the Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies and Article 14-2 of the Stock Exchange Act, Mr. Chao has resigned his independent director post. As the number of independent directors is lower than that specified in Article 17 of the Articles of Incorporation of this company, a by-election of independent directors is required.
- (2) One independent director will be opened for election in the present by-election. The succeeding director will take up a two-year office as of the date elected by the meeting of shareholders this year, commencing from 15 June 2016 until 16 June 2018.
- (3) Please refer to Appendix 6 for the Rules for Director Elections.
- (4) According to the Article of Incorporation, candidates for directors should be nominated by the Board. The follow shows the “List of Candidates for Independent Directors” approved by the Board meeting dated 15 April 2016.

List of Candidates for Independent Directors

No.	Name	Shares held as of the book closure date for the meeting of shareholders	Education	Experience
1	Wen-lai Huang	0	Department of Electronic Engineering, Minghsin University of Science and Technology	<ul style="list-style-type: none">●Chairman, Pharmally International Holding Co., Ltd.●Chairman of the Board, M Development Limited (SGX-N14)●Chairman, Xiamen Sharing Group Co., Ltd.●Chairman, Hong Kong Liyi Electronics Co., Ltd.

Voting results

5. Questions and Motions

Appendices

Appendix 1

2015 Business Report

2015 was a year of political and economic turbulence. Sales performance slightly recessed for a number of reasons, including the EU and US currency policies, the fall of raw material and petroleum prices, and the slowdown of the China and emerging markets. As a result, revenue reduced by 6.18% and net profit after tax by 19.9% compared to last year.

The 2015 operating outcomes and the summary of 2016 business plan are described as follows:

1. 2015 Business Highlights

1.1. Financial and operating highlights

Unit: NT\$100 million

Item	2015	2014	Difference	Percentage of Difference(%)
Operating income	508.29	545.42	-37.13	-6.81%
Gross profit	87.61	94.68	-7.07	-7.47%
Net profit after tax	19.23	24.00	-4.77	-19.88%

Item		2015	2014
Financial structure (%)	Debt to total assets (%)	32.15	32.99
	Long-term capital to property & equipment (%)	574.06	544.04
Solvency (%)	Current ratio (%)	274.81	251.95
	Quick ratio (%)	176.00	161.03
Profitability (%)	Return on assets (%)	5.74	7.02
	Return on equity (%)	8.51	10.80
	Profit margin (%)	3.78	4.39
	Basic EPS (NT\$)	3.05	3.82

1.2. New RD/technology innovation outcomes

1.2.1. World's top motherboards

We are the first to launch the Thunderbolt™ 3 motherboards to exert the performance of USB3.1 for users to enjoy higher transfer speed. In addition, we also equipped these motherboards with the latest USB Type-C™ port featuring reversible plug orientation and cable direction and the most common USB Standard-A port to extensively enhance the convenience and compatibility of external device connection.

1.2.2. Market-leading graphics cards

In 2015, we launched the GTX 980 Ti graphics card, the flagship model of the XTREME GAMING series. In addition to the choice MAXWELL GPU, we equipped it with the independently developed WINFORCE cooling solution. WINFORCE is a technology integrating ultra-quiet PWM fan and anti-turbulence inclined fans to extensively enhance cooling efficiency. In addition, the exclusive GPU Gauntlet™ Sorting technology is applied to significantly enhance overclocking stability and trigger super overclock energy for gamers to freely enjoy exceptional smoothness in extreme gaming.

1.2.3. Innovation-leading servers

In the server domain, we developed innovative cloud servers and launched new Intel platforms and new-generation servers with dual Cavium 48-cores ARMv8 ThunderX™ processors to deliver maximum stability with maximum system computer performance at the least power consumption. Together with the virtualization technology, high execution performance, and energy-saving power management, these servers can perfectly support customer application platforms.

1.2.4. Gaming laptops with unrivalled performance

High performance has always been the signature of Gigabyte products. Apart from extending our industry-leading slim body and high performance tradition and equipping brand new models with high-level dual GPUs, we blended the matte black surface inspired by sports cars with shining orange lines to mark out a sharp contrast to satiate extreme gamers' desire to show off their skills. Equipped with Intel's 6th generation Skylake CPUs, we upgraded all notebook ranges and became the first in the industry to provide four features to the new Skylake platforms.

1.2.5. Mini PC system champion—Brix™

Extending aurora of the best product award of professional PC review media Tom's Hardware and CES, Brix™ showcases brilliant user experience with various revolutionary functions.

1.2.6. Award-winning gaming peripherals

In 2015, we launched the first gaming mouse to support all kinds of quick and existing gaming operations. Mechanical gaming keyboards emphasizing keystroke response have a life span up to 70 million times of pressing. These industry-leading keyboards thus assist gamers to challenge extremes in the arena or on the battlefield.

2. Summary of 2016 Business Plan

2.1. Market

In recent years, the demand for personalized digital integrated service applications has been thriving, together with the rising demand for high-end, high-performance products. We will continue to launch products integrating cloud technology with a slim appearance and gaming products with high performance, high quality, and ultra-durability for the gaming market, to fulfil the user's need for enjoying the convenience of cloud services and the satisfaction of advanced level professional gamers with and become the most advantageous leading brand of the market.

2.2. Product

At Gigabyte, premium quality, innovation, and R&D are the unchanged policy, and most products have been recognized by a number of international awards. Apart from insisting on premium quality, ultra-durability, and high performance, by following high-standard intelligent energy saving and electronic safety specifications, we start product design with and energy-saving design right at the beginning to provide customers with the best green products. When launching new products, we coordinate with safety protection, intelligent energy-saving service, and carbon footprint disclosure to fulfil the needs of different users across the world. We will uphold brand integrity and product performance and value to create space for making more profit.

2.3. Marketing

With innovative and differentiated marketing and by teaming up with world-leading suppliers (e.g. Intel, AMD, NVIDIA, etc.) and launching horizontal alliance with strong brands (e.g. software developers), we will practice cross marketing to increase brand exposure and enhance brand awareness.

2.4. Channel deployment

We will strengthen cooperation with distributors and implement adaptive marketing strategies. We will also progressively integrate virtual and physical channels to strengthen on-the-spot marketing and provide appropriate services and support to improve brand and sales strength.

2.5. Manufacture

In view of the annually rising wage and the unfriendly taxation environment in China, we will focus on developing process automation and optimal distribution of self-production.

2.6. Service

In the new information age, omni-channel service featuring online to offline (O2O) services will be more effective to interact with customers, establish long-lasting customer relationship, and thereby raise customer satisfaction and spread the committed value more quickly.

3. Influence of the external competition environment, legal environment, and macroeconomic environment on future corporate development strategy
 - 3.1. Looking out to 2016, the weakening demand in advanced countries, the uncertainty of global economic recovering, and the continuous slowdown of the Chinese economy will bring pressure to sales growth. Fortunately, as the sign of stability is seen in petroleum and raw material prices, the hope for recovery emerges as part of the funds flow back to emerging markets.
 - 3.2. Exchange rate: Influenced by the US gradual interest rise monetary policy, pressure on profit making is seen in export-oriented enterprises when New Taiwan Dollar appreciates as USDX continues to fall. Fortunately, it is hoped that our exchange loss in sales to China will be reduced in the intra-area oscillation due to the PRC government's strong CNY defense.
 - 3.3. As traditional PC has been developed for decades, PC occupancy of users reduces significantly to weaken the demand for PC replacement. Upholding the brand spirit: Upgrade Your Life through Technology Innovation, we continuously launch attractive and competitive products and re-positions to the digital new-generation product market. Following the trend of cloud technology and personalized digital life where the demand for newer and more comprehensive innovative products thrives, we uncover more market opportunities in different fields, such as healthcare, industry, and autotronics, to expand market scale and increase customer groups to create long-term sales turnover and profit growth for the company.

Specialized in the R&D of products of premium quality, ultra-durability, and high performance, we have committed to developing green product and technology since a long time ago, hoping to transform green technology and green products into customer trust and competitive strength to enable us to continuously create profit for the company, share with stockholders, benefit the humankind, and requite society.

Wish You Health and Happiness.

Dandy Yeh
Chairman

Chairman: Pei-Cheng Yeh

CEO: Ming-Hsiung Liu

CFO: Chun-Ying Chen

Appendix 2

Audit Report of GIGA-BYTE Technology Audit Committee

Whereas

The financial statements prepared and submitted together with the 2015 Business Report and profit distribution proposal by the Board of Directors of this Company have been audited by CPA Chun-yuan Hsiao (蕭春鴛) and CPA Fang-yu Fang (王方瑜) of PricewaterhouseCoopers Taiwan with an audit report. The Audit Committee has reviewed the above reports prepared and submitted by the Board of Directors and found no inconsistency. They are submitted for you to approve in accordance with Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act.

To

Annual Meeting of Shareholders of GIGA-BYTE TECHNOLOGY CO., LTD.

Cheng-li Yang
Convener
Audit Committee
GIGA-BYTE TECHNOLOGY CO., LTD.

April 15, 2016

Appendix 3-1

REPORT OF INDEPENDENT ACCOUNTANTS TRANSLATED FROM CHINESE

To: The Board of Directors and Shareholders of
Giga-Byte Technology Co., Ltd.

We have audited the accompanying unconsolidated balance sheets of Giga-Byte Technology Co., Ltd. as of December 31, 2015 and 2014, and the related unconsolidated statements of comprehensive income, of changes in shareholders' equity and of cash flows for the years then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits. The financial statements of certain indirect investee companies accounted for under the equity method as of and for the years ended December 31, 2015 and 2014 were audited by other auditors, whose reports thereon have been furnished to us. Investment balance in these investee companies amounted to \$77,481 thousand and \$81,057 thousand, constituting 0.24% and 0.25% of the total assets as of December 31, 2015 and 2014, respectively, and comprehensive loss (including profit (loss) of associates accounted for under the equity method and share of other comprehensive income) recognized amounted to \$12,498 thousand and \$282 thousand, constituting (0.75%) and 0.01% of the total comprehensive income for the years then ended. Our opinion, insofar as it relates to the amounts included in the financial statements and information disclosed in Note 13 relating to these investments, is based solely on the reports of the other auditors.

We conducted our audits in accordance with the "Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants" and generally accepted auditing standards in the Republic of China. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, based on our audits and the reports of the other auditors, the unconsolidated financial statements referred to in the first paragraph present fairly, in all material respects, the financial position of Giga-Byte Technology Co., Ltd. as of December 31, 2015 and 2014, and its financial performance and cash flows for the years then ended in conformity with the “Rules Governing the Preparation of Financial Statements by Securities Issuers”.

We have also audited the consolidated financial statements of Giga-Byte Technology Co., Ltd. and its subsidiaries (not presented herein) as of and for the years ended December 31, 2015 and 2014, and have expressed a modified unqualified opinion on such financial statements.

PricewaterhouseCoopers, Taiwan
March 15, 2016

The accompanying unconsolidated financial statements are not intended to present the financial position and results of operations and cash flows in accordance with accounting principles generally accepted in countries and jurisdictions other than the Republic of China. The standards, procedures and practices in the Republic of China governing the audit of such financial statements may differ from those generally accepted in countries and jurisdictions other than the Republic of China. Accordingly, the accompanying unconsolidated financial statements and report of independent accountants are not intended for use by those who are not informed about the accounting principles or auditing standards generally accepted in the Republic of China, and their applications in practice. As the financial statements are the responsibility of the management, PricewaterhouseCoopers cannot accept any liability for the use of, or reliance on, the English translation or for any errors or misunderstandings that may derive from the translation.

GIGA-BYTE TECHNOLOGY CO., LTD.
UNCONSOLIDATED BALANCE SHEETS
DECEMBER 31, 2015 AND 2014
(Expressed in thousands of New Taiwan dollars)

	ASSETS	Notes	December 31, 2015		December 31, 2014	
			Amount	%	Amount	%
<u>Current assets</u>						
1100	Cash and cash equivalents	6(1)	\$ 7,357,726	23	\$ 5,443,560	16
1110	Financial assets at fair value through profit or loss - current	6(2)	280,001	1	373,068	1
1130	Held-to-maturity financial assets-current	6(3)	150,990	-		
1150	Notes receivable-net		5,798	-	5,672	-
1170	Accounts receivable-net	6(4)	3,016,596	9	3,464,645	11
1180	Accounts receivable-related parties-net	7	1,681 182	5	1,650,389	5
1200	Other receivables		296,265	1	375,213	1
130X	Inventories-net	6(5)	8,292,440	26	8,500,026	26
1470	Other current assets	6(6) and 7	356,956	1	525,441	2
11XX	Total current assets		<u>21,437,954</u>	<u>66</u>	<u>20,338,014</u>	<u>62</u>
<u>Non-current assets</u>						
1527	Held-to-maturity financial assets - non-current	6(3)	-	-	153,480	-
1550	Investments accounted for under equity method	6(7)	8,218,642	25	8,621,851	26
1600	Property, plant and equipment-net	6(8)	2,259,952	7	2,237,019	7
1760	Investment property-net	6(9)	122,410	-	151,174	-
1780	Intangible assets		23,648	-	33,245	-
1840	Deferred income tax assets	6(22)	245,354	1	251,668	1
1900	Other non-current assets	6(10) and 8	180,722	1	1,177,337	4
15XX	Total non-current assets		<u>11,050,728</u>	<u>34</u>	<u>12,625,774</u>	<u>38</u>
1XXX	<u>TOTAL ASSETS</u>		<u>\$ 33,488,682</u>	<u>100</u>	<u>\$ 32,963,788</u>	<u>100</u>

(Continued)

GIGA-BYTE TECHNOLOGY CO., LTD.
UNCONSOLIDATED BALANCE SHEETS
DECEMBER 31, 2015 AND 2014
(Expressed in thousands of New Taiwan dollars)

LIABILITIES AND SHAREHOLDERS' EQUITY		Notes	December 31, 2015		December 31, 2014	
			Amount	%	Amount	%
<u>Current liabilities</u>						
2150	Notes payable		\$ 32,215	-	\$ 47,265	-
2170	Accounts payable		4,920,517	15	5,249,553	16
2180	Accounts payable-related parties	7	416,540	1	395,214	1
2200	Other payables	6(11)	2,762,549	9	2,861,716	9
2230	Current income tax liabilities	6(22)	237,081	1	224,760	1
2250	Provisions for liabilities - current	6(12)	444,850	1	445,494	2
2300	Other current liabilities	7	623,623	2	769,675	2
21XX	Total current liabilities		<u>9,440,375</u>	<u>29</u>	<u>9,993,677</u>	<u>31</u>
<u>Non-current liabilities</u>						
2570	Deferred income tax liabilities	6(22)	17,534	-	23,889	-
2600	Other non-current liabilities	6(7)(13)	491,805	2	386,120	1
25XX	Total non-current liabilities		<u>509,339</u>	<u>2</u>	<u>410,009</u>	<u>1</u>
2XXX	Total liabilities		<u>9,949,714</u>	<u>31</u>	<u>10,403,686</u>	<u>32</u>
Equity						
Share capital		6(14)(15)				
3110	Common stock		6,290,629	19	6,288,829	19
Capital surplus		6(16)				
3200	Capital surplus		4,601,581	14	4,592,155	14
Retained earnings		6(17)				
3310	Legal reserve		3,425,311	11	3,185,601	10
3320	Special reserve		426,354	1	426,354	1
3350	Unappropriated retained earnings	6(22)	7,547,941	23	7,631,177	23
Other equity						
3400	Other equity		247,152	1	435,986	1
3XXX	Total equity		<u>22,538,968</u>	<u>69</u>	<u>22,560,102</u>	<u>68</u>
3X2X	<u>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY</u>		<u>\$ 32,488,682</u>	<u>100</u>	<u>\$ 32,963,788</u>	<u>100</u>

The accompanying notes are an integral part of these financial statements.
See report of independent accountants dated March 15, 2016.

GIGA-BYTE TECHNOLOGY CO., LTD.
UNCONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
YEARS ENDED DECEMBER 31, 2015 AND 2014

(Expressed in thousands of New Taiwan dollars, except for earnings per share)

		Years ended December 31,				
		2015		2014		
	Notes	Amount	%	Amount	%	
4000	Operating revenue	7	\$ 47,662,757	100	\$ 50,505,531	100
5000	Operating costs	6(5)(20)(21) and 7	(40,666,716)	(85)	(42,803,176)	(85)
5900	Gross profit		<u>6,996,041</u>	<u>15</u>	<u>7,702,355</u>	<u>15</u>
	Operating expenses	6(20)(21) and 7				
6100	Selling expenses	7	(2,719,851)	(6)	(2,863,262)	(6)
6200	General & administrative expenses		(1,164,318)	(3)	(1,138,486)	(2)
6300	Research and development expense		(1,635,738)	(3)	(1,806,240)	(3)
6000	Total operating expenses		<u>(5,519,907)</u>	<u>(12)</u>	<u>(5,807,988)</u>	<u>(11)</u>
6900	Operating profit		<u>1,476,134</u>	<u>3</u>	<u>1,894,367</u>	<u>4</u>
	Non-operating revenue and expenses					
7010	Other income	6(9)(18)	1,085,328	2	388,254	1
7020	Other gains and losses	6(19)	329,564	1	357,565	1
7050	Finance costs		(296)	-	(601)	-
7070	Share of profit of subsidiaries, associates and joint ventures accounted for under the equity method	6(7)	(534,563)	1	182,486	-
7000	Total non-operating revenue and expenses		<u>880,033</u>	<u>2</u>	<u>927,704</u>	<u>2</u>
7900	Profit before income tax		2,356,167	5	2,822,071	6
7950	Income tax expense	6(22)	(436,102)	(1)	(424,453)	(1)
8200	Profit for the year		<u>\$ 1,920,065</u>	<u>4</u>	<u>\$ 2,397,101</u>	<u>5</u>
	Other comprehensive income-net					
	Components of other comprehensive income that will not be reclassified to profit or loss					
8311	Remeasurements of defined benefit plans	6(13)	(\$ 78,621)	-	\$ 9,266	-
8349	Income tax related to items that will not be reclassified to profit or loss	6(22)	<u>13,365</u>	<u>-</u>	<u>(1,574)</u>	<u>-</u>
8310	Components of other comprehensive (loss) income that will not be reclassified to profit or loss		<u>(65,256)</u>	<u>-</u>	<u>7,692</u>	<u>-</u>
	Components of other comprehensive income that will subsequently be reclassified to profit or loss					
8361	Currency translation differences		(95,939)	-	206,937	-
8380	Share of other comprehensive loss of subsidiaries, associates and joint ventures accounted for under the equity method, components of other comprehensive income that will be reclassified to profit or loss		(92,895)	-	(38,070)	-
8360	Total components of other comprehensive loss that will be reclassified to profit or loss		<u>(188,834)</u>	<u>-</u>	<u>(168,867)</u>	<u>-</u>
8300	Other comprehensive (loss) income for the year, net of tax		<u>(\$ 254,090)</u>	<u>-</u>	<u>\$ 176,553</u>	<u>-</u>
8500	Total comprehensive income for the year		<u>\$ 1,665,975</u>	<u>4</u>	<u>\$ 2,574,177</u>	<u>5</u>
9750	Basic earnings per share	6(23)	<u>\$</u>	<u>3.05</u>	<u>\$</u>	<u>3.82</u>
9850	Diluted earnings per share		<u>\$</u>	<u>3.00</u>	<u>\$</u>	<u>3.74</u>

The accompanying notes are an integral part of these financial statements.
See report of independent accountants dated March 15, 2016.

GIGA-BYTE TECHNOLOGY CO., LTD.
UNCONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
YEARS ENDED DECEMBER 31, 2015 AND 2014

(Expressed in thousands of New Taiwan dollars)

	No te	Common stock	Retained earnings			Other equity			Total equity
			Capital reserve	Legal reserve	Special reserve	Unappropriated retained earnings	Currency translation differences	Unrealised gain (loss) on valuation of available-for-sale financial assets	
2014									
Balance at January 1, 2014		\$ 6,265,714	\$ 4,587,562	\$ 2,950,047	\$ 426,354	\$ 7,341,889	\$ 141,108	\$ 126,011	\$ 21,838,685
Appropriations of 2013 earnings:	6(17)	-	-	-	-	(235,554)	-	-	-
Legal reserve		-	-	235,554	-	(235,554)	-	-	-
Cash dividends		-	-	-	-	(1,880,468)	-	-	(1,880,468)
Share-based payment	6(14)	23,115	4,593	-	-	-	-	-	27,708
Profit for the year		-	-	-	-	2,397,168	-	-	2,397,618
Other comprehensive income (loss) for the year		-	-	-	-	7,692	206,937	(38,070)	176,559
Balance at December 31, 2014		\$ 6,288,289	\$ 4,592,155	\$ 3,185,601	\$ 426,354	\$ 7,631,177	\$ 348,045	\$ 87,941	\$ 22,560,102
2015									
Balance at January 1, 2015		\$ 6,288,289	\$ 4,592,155	\$ 3,185,601	\$ 426,354	\$ 7,631,177	\$ 348,045	\$ 87,941	\$ 22,560,102
Appropriations of 2014 earnings:	6(17)	-	-	-	-	(239,710)	-	-	-
Legal reserve		-	-	239,710	-	(239,710)	-	-	-
Cash dividends		-	-	-	-	(1,698,335)	-	-	(1,698,335)
Share-based payment	6(14)	1,800	342	-	-	-	-	-	2,142
Changes in net equity of associates accounted for under the equity method		-	9,084	-	-	-	-	-	9,084
Profit for the year		-	-	-	-	1,920,065	-	-	1,920,065
Other comprehensive loss for the year		-	-	-	-	(65,256)	(95,939)	(92,895)	(254,090)
Balance at December 31, 2015		\$ 6,290,629	\$ 4,601,581	\$ 3,425,311	\$ 426,354	\$ 7,547,941	\$ 252,106	(\$ 4,954)	\$ 22,538,968

The accompanying notes are an integral part of these financial statements.

See report of independent accountants dated March 15, 2016.

GIGA-BYTE TECHNOLOGY CO., LTD.
UNCONSOLIDATED STATEMENTS OF CASH FLOWS
YEARS ENDED DECEMBER 31, 2015 AND 2014

(Expressed in thousands of New Taiwan dollars)

	Notes	Years ended December 31,	
		2015	2014
<u>Cash flows from operating activities</u>			
Profit before income tax		\$ 2,356,167	\$ 2,822,071
Adjustments to reconcile profit before income tax to net cash provided by operating activities			
Income and expenses having no effect on cash flows			
Depreciation	6(8)(20)	108,834	95,690
Depreciation charge on investment property	6(9)	1,040	1,074
Amortisation	6(20)	170,744	155,865
Provision for doubtful accounts	6(4)	13,307	25,428
Net loss (gain) on financial assets and liabilities at fair value through profit or loss	6(2)(19)	1,800 (	4,250)
Interest expense		296	601
Interest income	6(18)	(66,619 ) (	64,491)
Share of loss (profit) of subsidiaries and associates accounted for under the equity method	6(7)	543,563 (	182,486)
Loss (gain) on disposal of property, plant and equipment	6(8)(19)	1,969 (	293)
Gain on disposal of investments in bonds without active markets	6(19)	- (	638)
Loss on disposal of investments accounted for under equity method		-	1,094
Exchange differences on held-to-maturity financial assets		2,490	-
Changes in assets/liabilities relating to operating activities			
Net changes in assets relating to operating activities			
Financial assets and liabilities at fair value through profit or loss	6(2)	91,267	383,261
Notes receivable		(126)	3,659
Accounts receivable	6(4)	403,949 (	209,833)
Other receivables		68,821 (	116,407)
Inventories	6(5)	207,586 (	458,503)
Other current assets	6(6)	458,485 (	405,277)
Net changes in liabilities relating to operating activities			
Notes payable		(12,050)	18,115
Accounts payable		(307,710)	96,558
Other payables	6(11)	(99,167)	432,163
Provisions for liabilities	6(12)	(644)	86
Other current liabilities		(146,052)	123,240
Other non-current liabilities	6(13)	10,958	10,550
Cash generated from operations		3,799,908	2,727,277
Interest received	6(18)	76,746	64,491
Interest paid		(296 ) (	601)
Income tax paid	6(22)	(410,457 ) (	442,922)
Net cash provided by operating activities		3,465,901	2,348,245

(Continued)

GIGA-BYTE TECHNOLOGY CO., LTD.
UNCONSOLIDATED STATEMENTS OF CASH FLOWS
YEARS ENDED DECEMBER 31, 2015 AND 2014

(Expressed in thousands of New Taiwan dollars)

	Notes	Years ended December 31,	
		2015	2014
<u>Cash flows from investing activities</u>			
Proceeds from disposal of investments in bonds without active markets		\$ -	\$ 19,766
Acquisition of investments accounted for under equity method	6(7)	(300,000)	(174,536)
Proceeds from disposal of investments accounted for under equity method		-	5,648
Acquisition of property, plant and equipment	6(8)	(107,946)	(187,376)
Proceeds from disposal of property, plant and equipment	6(8)	1,934	773
Decrease (increase) in refundable deposits	6(10)	(6,421)	4,539
Acquisition of intangible assets		(48,460)	(59,721)
Decrease in other financial assets	6(10)	700,000	880,000
Increase in other non-current assets	6(10)	(99,651)	(145,604)
Net cash provided by investing activities		<u>139,456</u>	<u>343,489</u>
<u>Cash flows from financing activities</u>			
Increase in deposits received		5,002	200
Cash dividends paid	6(17)	(1,698,335)	(1,880,468)
Employee stock options exercised	6(14)	<u>2,142</u>	<u>27,708</u>
Net cash used in financing activities		(1,691,191)	(1,852,560)
Increase in cash and cash equivalents		1,914,166	839,174
Cash and cash equivalents at beginning of year	6(1)	<u>5,443,560</u>	<u>4,604,386</u>
Cash and cash equivalents at end of year	6(1)	<u>\$ 7,357,726</u>	<u>\$ 5,443,560</u>

The accompanying notes are an integral part of these financial statements.
See report of independent accountants dated March 15, 2016.

Appendix 3-2

REPORT OF INDEPENDENT ACCOUNTANTS TRANSLATED FROM CHINESE

To the Board of Directors and Shareholders of
Giga-Byte Technology Co., Ltd.

We have audited the accompanying consolidated balance sheets of Giga-Byte Technology Co., Ltd. and its subsidiaries as of December 31, 2015 and 2014, and the related consolidated statements of comprehensive income, of changes in shareholders' equity and of cash flows for the years then ended. These consolidated financial statements are the responsibility of the Group's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits. The financial statements of certain investee companies accounted for under the equity method as of and for the years ended December 31, 2015 and 2014 were audited by other auditors, whose reports thereon have been furnished to us. Investment balance in these investee companies amounted to \$77,481 thousand and \$81,057 thousand, constituting 0.23% and 0.24% of the total assets as of December 31, 2015 and 2014, respectively, and comprehensive loss (including profit (loss) of associates accounted for under the equity method and share of other comprehensive income) recognised amounted to (\$12,498) thousand and \$282 thousand, constituting (0.75%) and 0.01% of the total comprehensive income for the years then ended. Our opinion, insofar as it relates to the amounts included in the financial statements and information disclosed in Note 13 relating to these investments, is based solely on reports of the other auditors.

We conducted our audits in accordance with the "Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants" and generally accepted auditing standards in the Republic of China. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, based on our audits and the reports of the other auditors, the consolidated financial statements referred to in the first paragraph present fairly, in all material respects, the financial position of Giga-Byte Technology Co., Ltd. and its subsidiaries as of December 31, 2015 and 2014, and their financial performance and cash flows for the years then ended in conformity with the “Rules Governing the Preparation of Financial Statements by Securities Issuers” and the International Financial Reporting Standards, International Accounting Standards, IFRIC Interpretations, and SIC Interpretations as endorsed by the Financial Supervisory Commission.

We have also audited the unconsolidated financial statements of Giga-Byte Technology Co., Ltd. (not presented herein) as of and for the years ended December 31, 2015 and 2014, and have expressed a modified unqualified opinion on such financial statements.

PricewaterhouseCoopers, Taiwan

March 15, 2016

The accompanying consolidated financial statements are not intended to present the financial position and results of operations and cash flows in accordance with accounting principles generally accepted in countries and jurisdictions other than the Republic of China. The standards, procedures and practices in the Republic of China governing the audit of such financial statements may differ from those generally accepted in countries and jurisdictions other than the Republic of China. Accordingly, the accompanying consolidated financial statements and report of independent accountants are not intended for use by those who are not informed about the accounting principles or auditing standards generally accepted in the Republic of China, and their applications in practice. As the financial statements are the responsibility of the management, PricewaterhouseCoopers cannot accept any liability for the use of, or reliance on, the English translation or for any errors or misunderstandings that may derive from the translation.

GIGA-BYTE TECHNOLOGY CO., LTD. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

DECEMBER 31, 2015 AND 2014

(Expressed in thousands of New Taiwan dollars)

ASSETS	Notes	December 31, 2015		December 31, 2014		
		Amount	%	Amount	%	
<u>Current assets</u>						
1100	Cash and cash equivalents	6(1)	\$ 10,723,611	32	\$ 9,336,355	28
1110	Financial assets at fair value through profit or loss - current	6(2)	1,187,595	4	1,191,594	4
1125	Available-for-sale financial assets-current	6(3)	47,974	-	87,763	-
1130	Current held-to-maturity financial assets	6(4)	150,990	-	-	-
1150	Notes receivable - net		5,848	-	7,238	-
1170	Accounts receivable - net	6(5)	5,204,633	16	6,093,288	18
1200	Other receivables		513,289	2	439,128	1
130X	Inventories - net	6(6)	8,427,206	25	8,866,121	26
1470	Other current assets	6(7) and 8	<u>1,585,537</u>	<u>5</u>	<u>820,425</u>	<u>3</u>
11XX	Total current assets		<u>27,846,683</u>	<u>84</u>	<u>26,841,912</u>	<u>80</u>
<u>Non-current assets</u>						
1523	Available-for-sale financial asset-non-current	6(3)	335,214	1	345,828	1
1527	Held-to-maturity financial assets-non-current	6(4)	-	-	153,480	-
1550	Investments accounted for under equity method	6(8)	239,988	1	298,306	1
1600	Property, plant and equipment - net	6(9)	4,022,766	12	4,231,520	12
1760	Investment property - net	6(10)	159,759	-	191,719	1
1780	Intangible assets		34,144	-	49,730	-
1840	Deferred income tax assets	6(24)	278,693	1	266,817	1
1900	Other non-current assets	6(11) and 8	<u>323,386</u>	<u>1</u>	<u>1,313,314</u>	<u>4</u>
15XX	Total non-current assets		<u>5,393,950</u>	<u>16</u>	<u>6,850,714</u>	<u>20</u>
1XXX	<u>TOTAL ASSETS</u>		<u>\$ 33,240,633</u>	<u>100</u>	<u>\$ 33,692,626</u>	<u>100</u>

(Continued)

GIGA-BYTE TECHNOLOGY CO., LTD. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

DECEMBER 31, 2015 AND 2014

(Expressed in thousands of New Taiwan dollars)

LIABILITIES AND SHAREHOLDERS' EQUITY		Notes	December 31, 2015		December 31, 2014	
			Amount	%	Amount	%
<u>Current liabilities</u>						
2100	Short-term loans	6(12)	\$ 70,000	-	\$ 71,326	-
2150	Notes payable		37,139	-	50,204	-
2170	Accounts payable		4,978,471	15	5,487,917	16
2200	Other payables	6(13)	3,192,128	10	3,376,700	10
2230	Current income tax liabilities	6(24)	510,569	1	281,914	1
2250	Provisions for liabilities - current	6(14)	570,459	2	535,056	2
2300	Other current liabilities		<u>774,190</u>	<u>2</u>	<u>850,512</u>	<u>3</u>
21XX	Total current liabilities		<u>10,132,956</u>	<u>30</u>	<u>10,653,629</u>	<u>32</u>
<u>Non-current liabilities</u>						
2570	Deferred income tax liabilities	6(24)	17,534	-	24,526	-
2600	Other non-current liabilities	6(15)	<u>536,724</u>	<u>2</u>	<u>436,357</u>	<u>1</u>
25XX	Total non-current liabilities		<u>554,258</u>	<u>2</u>	<u>460,883</u>	<u>1</u>
2XXX	Total liabilities		<u>10,687,214</u>	<u>32</u>	<u>11,114,512</u>	<u>33</u>
Equity attributable to owners of the parent						
Share capital						
		6(16)(17)				
3110	Common stock		6,290,629	19	6,288,829	19
Capital surplus						
		6(18)				
3200	Capital surplus		4,601,581	14	4,592,155	14
Retained earnings						
		6(19)				
3310	Legal reserve		3,425,311	10	3,185,601	9
3320	Special reserve		426,354	1	426,354	1
3350	Unappropriated retained earnings	6(24)	7,547,941	23	7,631,177	23
Other equity						
3400	Other equity		<u>247,152</u>	<u>1</u>	<u>435,986</u>	<u>1</u>
31XX	Total equity attributable to owners of the parent		<u>22,538,968</u>	<u>68</u>	<u>22,560,102</u>	<u>67</u>
36XX	Non-controlling interest		<u>14,451</u>	-	<u>18,012</u>	-
3XXX	Total equity		<u>22,553,419</u>	<u>68</u>	<u>22,578,114</u>	<u>67</u>
3X2X	<u>TOTAL LIABILITIES AND EQUITY</u>		<u>\$ 33,240,633</u>	<u>100</u>	<u>\$ 33,692,626</u>	<u>100</u>

The accompanying notes are an integral part of these consolidated financial statements.
See report of independent accountants dated March 15, 2016.

GIGA-BYTE TECHNOLOGY CO., LTD. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
YEARS ENDED DECEMBER 31, 2015 AND 2014
(Expressed in thousands of New Taiwan dollars, except for earnings per share)

		Years ended December 31,			
		2015		2014	
	Notes	Amount	%	Amount	%
4000	Operating revenue	\$ 50,828,792	100	\$ 54,541,687	100
5000	Operating costs	(42,067,380)	(83)	(45,073,304)	(82)
5900	Gross profit	<u>8,761,412</u>	<u>17</u>	<u>9,468,383</u>	<u>18</u>
	Operating expenses				
6100	Selling expenses	(4,234,988)	(9)	(4,184,633)	(8)
6200	General & administrative expenses	(1,627,909)	(3)	(1,661,986)	(3)
6300	Research and development expenses	(1,646,777)	(3)	(1,815,605)	(3)
6000	Total operating expenses	(7,509,674)	(15)	(7,662,224)	(14)
6900	Operating profit	<u>1,251,738</u>	<u>2</u>	<u>1,806,159</u>	<u>4</u>
	Non-operating revenue and expenses				
7010	Other income	1,377,670	3	793,316	1
7020	Other gains and losses	107,964	-	355,324	1
7050	Finance costs	(1,438)	-	(18,478)	-
7060	Share of (loss)/profit of associates and joint ventures accounted for under the equity method	(64,275)	-	8,648	-
7000	Total non-operating revenue and expenses	<u>1,419,921</u>	<u>3</u>	<u>1,138,810</u>	<u>2</u>
7900	Profit before income tax	2,671,659	5	2,944,969	6
7950	Income tax expense	(748,959)	(1)	(544,647)	(1)
8200	Profit for the year	<u>\$ 1,922,700</u>	<u>4</u>	<u>\$ 2,400,322</u>	<u>5</u>
	Other comprehensive income-net				
	Components of other comprehensive income that will not be reclassified to profit or loss				
8311	(Losses) gains on remeasurements of defined benefit plans	(\$ 78,621)	-	\$ 9,266	-
8349	Income tax related to components of other comprehensive income that will not be reclassified to profit or loss	13,365	-	(1,574)	-
8310	Components of other comprehensive income that will not be reclassified to profit or loss	(65,256)	-	7,692	-
	Components of other comprehensive income that will be reclassified to profit or loss				
8361	Currency translation differences	(95,939)	(1)	206,937	-
8362	Unrealised loss on valuation of available-for-sale financial assets	(92,895)	-	(38,070)	-
8360	Components of other comprehensive (loss) income that will be reclassified to profit or loss	(188,834)	(1)	168,867	-
8300	Other comprehensive (loss) income, net	(\$ 254,090)	(1)	\$ 176,559	-
8500	Total comprehensive income for the year	<u>\$ 1,668,610</u>	<u>3</u>	<u>\$ 2,576,881</u>	<u>5</u>
	Profit attributable to:				
8610	Owners of parent	\$ 1,920,065	4	\$ 2,397,618	5
8620	Non-controlling interest	2,635	-	2,704	-
	Total	<u>\$ 1,922,700</u>	<u>4</u>	<u>\$ 2,400,322</u>	<u>5</u>
	Comprehensive income attributable to:				
8710	Owners of parent	\$ 1,665,975	3	\$ 2,574,177	5
8720	Non-controlling interest	2,635	-	2,704	-
	Total	<u>\$ 1,668,610</u>	<u>3</u>	<u>\$ 2,576,881</u>	<u>5</u>
9750	Basic earnings per share	\$	3.05	\$	3.82
9850	Diluted earnings per share	\$	3.00	\$	3.74

The accompanying notes are an integral part of these consolidated financial statements.
See report of independent accountants dated March 15, 2016.

GIGA-BYTE TECHNOLOGY CO., LTD. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
YEARS ENDED DECEMBER 31, 2015 AND 2014
(Expressed in thousands of New Taiwan dollars)

	Equity attributable to owners of the parent																			
	Notes	Retained earnings					Other equity													
		Common stock	Capital reserve	Legal reserve	Special reserve	Unappropriated retained earnings	Currency translation differences	Unrealised gain (loss) on valuation of available-for-sale financial assets	Total	Non-controlling interest	Total equity									
2014																				
Balance at January 1, 2014		\$ 6,265,714	\$ 4,587,562	\$ 2,950,047	\$ 426,354	\$ 7,341,889	\$ 141,108	\$ 126,011	\$ 21,838,685	\$	11,017	\$ 21,849,702								
Appropriations of 2013 earnings:	6(19)	-	-	235,554	-	(235,554)	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Legal reserve		-	-	-	-	(1,880,468)	-	-	(1,880,468)	-	-	(1,884,017)	-	-	-	-	-	-	-	-
Cash dividends		23,115	4,593	-	-	-	-	-	27,708	-	-	27,708	-	-	-	-	-	-	-	-
Share-based payment	6(16)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Changes in non-controlling interest		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Profit for the year		-	-	-	-	2,397,618	-	-	2,397,618	-	-	2,397,618	-	-	-	-	-	-	-	7,840
Other comprehensive income for the year		-	-	-	-	7,692	206,937	(38,070)	176,559	-	-	176,559	-	-	-	-	-	-	-	2,704
Balance at December 31, 2014		\$ 6,288,829	\$ 4,592,155	\$ 3,185,601	\$ 426,354	\$ 7,631,177	\$ 348,045	\$ 87,941	\$ 22,560,102	\$	18,012	\$ 22,578,114								
2015																				
Balance at January 1, 2015		\$ 6,288,829	\$ 4,592,155	\$ 3,185,601	\$ 426,354	\$ 7,631,177	\$ 348,045	\$ 87,941	\$ 22,560,102	\$	18,012	\$ 22,578,114								
Appropriations of 2014 earnings:	6(19)	-	-	239,710	-	(239,710)	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Legal reserve		-	-	-	-	(1,698,335)	-	-	(1,698,335)	-	-	(1,698,335)	-	-	-	-	-	-	-	-
Cash dividends		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Share-based payment	6(16)	1,800	342	-	-	-	-	-	2,142	-	-	2,142	-	-	-	-	-	-	-	-
Changes in net equity of associates accounted for using equity method in equity		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Changes in non-controlling interest		-	9,084	-	-	-	-	-	9,084	-	-	9,084	-	-	-	-	-	-	-	-
Profit for the year		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	3,481
Other comprehensive income for the year		-	-	-	-	1,920,065	(95,939)	(92,895)	(254,090)	-	-	(254,090)	-	-	-	-	-	-	-	2,635
Balance at December 31, 2015		\$ 6,290,629	\$ 4,601,581	\$ 3,425,311	\$ 426,354	\$ 7,547,941	\$ 252,106	\$ 4,954	\$ 22,538,968	\$	14,451	\$ 22,553,419								

The accompanying notes are an integral part of these consolidated financial statements.
See report of independent accountants dated March 15, 2016.

GIGA-BYTE TECHNOLOGY CO., LTD. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
YEARS ENDED DECEMBER 31, 2015 AND 2014
(Expressed in thousands of New Taiwan dollars)

	Notes	Years ended December 31,	
		2015	2014
<u>Cash flows from operating activities:</u>			
Profit before income tax		\$ 2,671,659	\$ 2,944,969
Adjustments to reconcile profit before income tax to net cash provided by operating activities:			
Income and expenses having no effect on cash flows			
Depreciation	6(9)(22)	380,934	343,084
Depreciation charge on investment property	6(10)	3,602	3,559
Amortisation	6(22)	195,418	173,154
Provision for doubtful accounts	6(5)(22)	30,455	25,661
Net gain on financial assets and liabilities at fair value through profit or loss	6(2)(21)	(54,917)	(43,343)
Interest expense		1,438	18,478
Interest income	6(20)	(140,570)	(217,218)
Dividends income		(38,374)	(23,069)
Share of loss (gain) of associates accounted for under equity method	6(8)	64,275	(8,648)
Loss on disposal of property, plant and equipment	6(9)(21)	24,339	33,789
Gain on disposal of available-for-sale financial assets	6(3)(21)	(32,149)	(38,205)
Gain on disposal of investments in bonds without active markets	6(21)	-	(638)
Loss on disposal of investments accounted for under equity method	6(8)	-	654
Exchange loss on held-to-maturity financial assets		2,490	-
Changes in assets/liabilities relating to operating activities			
Net changes in assets relating to operating activities			
Financial assets and liabilities at fair value through profit or loss	6(2)	58,916	370,560
Notes receivable		1,390	3,753
Accounts receivable	6(5)	857,323	(407,388)
Other receivables		(84,288)	37,660
Inventories	6(6)	436,122	(504,540)
Other current assets	6(7)	192,123	(60,586)
Net changes in liabilities relating to operating activities			
Notes payable		(13,065)	12,693
Accounts payable		(509,446)	64,591
Other payables	6(13)	(184,572)	492,371
Provisions for liabilities	6(14)	35,403	(27,522)
Other current liabilities		(76,322)	25,959
Other non-current liabilities	6(15)	16,527	537
Cash generated from operations		3,838,711	3,220,315
Dividend received	6(20)	38,374	23,069
Interest paid		(1,438)	(18,478)
Interest received	6(20)	150,697	217,218
Income tax paid	6(24)	(525,807)	(595,625)
Net cash provided by operating activities		3,500,537	2,846,499

(Continued)

GIGA-BYTE TECHNOLOGY CO., LTD. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
YEARS ENDED DECEMBER 31, 2015 AND 2014
(Expressed in thousands of New Taiwan dollars)

	Notes	Years ended December 31,	
		2015	2014
<u>Cash flows from investing activities:</u>			
Acquisition of available-for-sale financial assets	6(3)	(\$ 125,771)	(\$ 216,990)
Proceeds from disposal of available-for-sale financial assets	6(3)	103,728	244,096
Capital reduction by returning cash for available-for-sale financial assets		10,500	84,000
Proceeds from disposal of investments in bonds without active markets		-	19,766
Acquisition of investments accounted for under equity method	6(8)	-	(48,600)
Proceeds from disposal of investments accounted for under equity method	6(8)	-	79,200
Acquisition of property, plant and equipment	6(9)	(195,359)	(418,338)
Proceeds from disposal of property, plant and equipment	6(9)	2,592	26,696
Acquisition of intangible assets		(48,460)	(59,721)
Decrease in other financial assets	6(7)(11)	32,765	3,279,771
(Increase) decrease in refundable deposits	6(11)	(2,723)	8,348
Increase in other non-current assets	6(11)	(128,720)	(177,229)
Net cash (used in) provided by investing activities		(351,448)	2,820,999
<u>Cash flows from financing activities:</u>			
Decrease in short-term loans	6(12)	(1,326)	(2,534,323)
Increase (decrease) in deposits received		5,219	(7,690)
Employee stock options exercised	6(16)	2,142	27,708
Cash dividends paid	6(19)	(1,701,050)	(1,884,017)
Changes in non-controlling interest		(3,481)	7,840
Net cash used in financing activities		(1,698,496)	(4,390,482)
Effect of exchange rate changes on cash and cash equivalents		(63,337)	(87,067)
Increase in cash and cash equivalents		1,387,256	1,189,949
Cash and cash equivalents at beginning of year	6(1)	9,336,355	8,146,406
Cash and cash equivalents at end of year	6(1)	\$ 10,723,611	\$ 9,336,355

The accompanying notes are an integral part of these consolidated financial statements.
See report of independent accountants dated March 15, 2016.

GIGABYTE™		GIGA-BYTE TECHNOLOGY CO., LTD.			
Document title	Articles of Incorporation			Ref. No.	—
Establishing date	June 17, 2015	Version	24.0	Page	5 — 1
Established by (unit/staff)	Board of Directors			Doc. Level	General

Chapter I General Provisions

- Article 1 This Company is incorporated as a company limited by shares in accordance with the Company Act and other applicable laws of the Republic of China in the name of 技嘉科技股份有限公司 in Chinese or GIGA-BYTE TECHNOLOGY CO., LTD. in English.
- Article 2 This Company shall conduct business in the following areas:
- (1) CC01110 Office Machines Manufacturing
 - (2) I301010 Software Publication
 - (3) F113010 Wholesale of Other Machinery and Equipment
 - (4) CC01080 Electronic Parts and Components Manufacturing
 - (5) CH01040 Toys Manufacturing
 - (6) CC01070 Telecommunication Equipment and Apparatus Manufacturing
 - (7) CC01101 Restrained Telecom Radio Frequency Equipment and Materials Manufacturing
 - (8) F401021 Restrained Telecom Radio Frequency Equipment and Materials Import
 - (9) F118010 Wholesale of Computer Software
 - (10) F113050 Wholesale of Computing and Business Machinery Equipment
 - (11) F113070 Wholesale of Telecom Instruments
 - (12) F213060 Retail Sale of Telecom Instruments
 - (13) I301030 Digital Information Supply Services
 - (14) ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval.
- Article 2-1 The Corporation may provide endorsement and guarantee and act as a guarantor for business purpose in accordance with the rules and regulations of securities competent authorities.
- Article 2-2 The total amount of this Company's re-investments shall not be subject to the restriction of not more than forty percent of this Company's paid-up capital.
- Article 3 This Company headquarters in New Taipei City, Republic of China. With the resolution made by the board of directors, this Company may establish branches inside and outside of the territory of the Republic of China.
- Article 4 (Deleted).

Chapter II Shares

- Article 5 The total authorized capital of this Company is New Taiwan Dollar Nine Point Five Billion (NTD9.5 billion) divided into nine hundred and fifty million (950,000,000) shares with a par value at New Taiwan Dollar Ten (NTD10) each. The board of directors is authorized to issue such shares in a series of issuance. A total of 50,000,000 shares among the above total capital stock should be reserved for issuing employee stock options, preferred shares with warrants, or bonds with warrants for exercising warrants.
- Article 6 The Corporation may issue shares without printing share certificate(s) in accordance with Article 162-2 of the Company Act, provided that registration is made to centralized securities depository enterprises.
- Article 7 Unless otherwise specified other laws and regulations, this Company shall handle shareholder services in accordance with the Regulations Governing the Administration of Shareholder Services of Public Companies promulgated by securities competent authorities.
- Article 8 (Deleted)
- Article 9 Registration for transfer of shares shall be suspended sixty (60) days prior to the date of the annual meeting of shareholders, thirty (30) days prior to the date of a provisional meeting of shareholders, or within five (5) days prior to the day on which dividend, bonus, or any other benefit is scheduled to be paid by this Company.

GIGABYTE™		GIGA-BYTE TECHNOLOGY CO., LTD.			
Document title	Articles of Incorporation			Ref. No.	—
Establishing date	June 17, 2015	Version	24.0	Page	5 — 2
Established by (unit/staff)	Board of Directors			Doc. Level	General

Chapter III Meetings of Shareholders

- Article 10 Meetings of shareholders include the annual meeting of shareholders and the provisional meeting of shareholders. The board of directors according to the law shall convene the former once a year within six (6) months after the end of each accounting year and the latter shall be convened according to the law where necessary.
- Article 11 Unless otherwise specified by other laws and regulations, written notices shall be sent to all shareholders at least thirty (30) days prior to the annual meeting of shareholders and at least fifteen (15) days prior to the provisional meeting of shareholders. With the consent of respondents, the notice of shareholders' meetings shall be delivered by e-mail.
- Article 12 Shareholders holding more than three percent (3%) of the total amount of issued shares for more than one (1) year may make proposals and specify the explanation in writing to request the board of directors to convene a provisional meeting of shareholders. The board of directors shall issue the notice of provisional meeting of shareholders within fifteen (15) days after the request is made.
- Article 13 The chairperson of this Company shall host the meetings of shareholders. In the absence of the chairperson, the vice chairperson shall host the meetings of shareholders. In the absence of both the chairperson and vice chairperson, the chairperson may assign a director to host such meetings. Where the chairperson assigns no agent, directors should elect a director to host the meetings.
- Article 14 Where a shareholder is unable to attend a meeting, he/she may appoint a proxy to represent him/her and specify the scope authorization in the proxy issued by this Company. The use of proxies shall be subject to the Company Act and the Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies promulgated by securities competent authorities.
- Article 15 Unless otherwise specified by other laws and regulations, each shareholder of this Company is entitled to one vote.
- Article 16 Unless otherwise specified by other laws and regulations, a meeting of shareholders shall be held with the attendance of shareholders representing at least half of total amount of issued shares, and resolutions of the meetings of shareholders shall be made with the approval of over 50% vote of shareholders attending the meeting.
- Article 16-1 Shareholders of this Company shall make resolutions on the following:
- (1) Amendment of this "Articles of Incorporation".
 - (2) Election and dismissal of directors.
 - (3) Granting permission for a director to do anything for himself or on behalf of another person within the scope of business of this Company.
 - (4) Entering into, amending, or terminating any contracts for the lease of this Company's business in whole, or for entrusted business, or for regular joint operations with others.
 - (5) Transfer of whole of or any essential part of this Company's business or assets.
 - (6) Acceptance of transfer of whole of the business or assets of others that may bring significant influence to this Company's operations.
 - (7) Other affairs required for the resolution of the meeting of shareholders according to other applicable laws and regulations.
- Article 16-2 When issuing certificates of employee stock operations at a price lower than the closing price of this Company's common shares on the date of issue, this shall be approved by at least two-third of votes at a meeting of shareholders attended by shareholders representing at least more than half of total amount issued shares of this Company prior to issue.
- Article 16-3 This Company may buy back shares of this Company and transfer them to employees at an average price lower than the actual buyback price. This shall be approved by at least two-third of votes at a meeting of shareholders attended by shareholders representing at least more than half of total amount issued shares of this Company prior to transfer.

Document title	Articles of Incorporation			Ref. No.	—
Establishing date	June 17, 2015	Version	24.0	Page	5 — 3
Established by (unit/staff)	Board of Directors			Doc. Level	General

Chapter IV Directors and Audit Committee

- Article 17 This Company shall have five to nine (5-9) authorized directors elected from by the meeting of shareholders among competent shareholders. The term of each role shall be three (3) years, and each role is eligible for a second term.
 At least three of these directors shall be independent directors and the number of seats shall at least be one fifth of the board.
 The ratio of shares held by all directors shall be subject to the regulations promulgated by securities competent authorities.
 In a director election, each share has the same voting rights equal to the number of directors to be elected, and a shareholder may cast all his/her voting rights to one candidate or among several candidates (not more than the total number of candidates in the same election), and candidates receiving more voting rights shall be elected as directors.
 Independent directors and non-independent directors shall be elected at the same election, with number of seats calculated separately.
 Independent directors shall exercise their authority and follow codes according to relevant regulations promulgated by securities competent authorities.
- Article 17-1 This Company adopts the nomination scheme for director elections. Shareholders holding more than one percent (1%) of the total amount of issued shares are eligible for nomination. After reviewing the qualifications of candidates, the board of directors shall submit the result to the meeting of shareholders and list qualified shareholders as eligible director candidates for shareholders elect them as directors of the board.
- Article 17-2 The board of directors of this Company may establish various functional committees according to relevant laws and regulations or based on business needs.
 This Company forms the Audit Committee with all independent directors in accordance with Article 14-4 of the Securities and Exchange Act. Committee members of the committee shall exercise the duties and authority of a supervisor specified in the Company Act, Securities and Exchange Act, and relevant laws and regulations.
- Article 18 Directors shall elect from among themselves a chairperson and a vice chairperson of the board of directors by at least half of directors at a board meeting attended at least two-third of all directors. The chairperson represents this Company externally and administers corporate business internally. The vice chairperson shall assist the chairperson on carrying out his/her duties.
- Article 19 The board of directors shall hold at least one board meeting each quarter. Provisional board meetings shall be held where necessary. Except for the first board meeting of every term of the newly established board of directors, which shall be convened by the director with the majority votes in the election, board meetings shall be convened and chaired by the chairperson of the board. In the absence of the chairperson, the vice chairperson shall take his/her place at the board meeting. In the absence of both the chairperson and vice chairperson, the chairperson may assign a director to take his/her place at the board meeting. Where the chairperson assigns no agent, directors should elect a director to host the meetings. A board meeting notice may be delivered by fax or by e-mail.
- Article 20 Unless otherwise specified by the law or the resolutions that shall be made by the meeting of shareholders in this “Articles of Incorporation”, business of this Company shall be executive according to the resolution made by the board of directors.
- Article 21 Unless otherwise specified in the Company Act, a board resolution shall be approved by at least half of all directors and half of directors attending the board meeting.
- Article 22 A director may authorize another director to represent him/her at a board meeting by written authorization. Such authorization may include exercising the voting rights of the assignor for all proposals discussed at the board meeting. Each director shall only represent one other director at a board meeting.

GIGABYTE™		GIGA-BYTE TECHNOLOGY CO., LTD.			
Document title	Articles of Incorporation			Ref. No.	—
Establishing date	June 17, 2015	Version	24.0	Page	5 — 4
Established by (unit/staff)	Board of Directors			Doc. Level	General

Article 23 (Deleted).

Article 23-1 (Deleted).

Article 24 (Deleted).

Article 24-1 (Deleted).

Article 25 The board in accordance with Article 28 of this “Articles of Incorporation” shall determine the remuneration for the directors of this Company. The board of directors is authorized to determine through discussions the travel expenses and meeting attendance fee of directors according to the general standard of the same industry. This Company may arrange liability insurance for the scope of business executed by directors during their term.

Chapter V Managerial Officers

Article 26 This Company shall have one president and several vice presidents. Each business unit shall have a unit president and several vice presidents. Their appointment, dismissal, and remuneration shall be approved by at least half of all directors at a board meeting attended by at least half of all directors. These managerial officers shall execute routine business operations and management of this Company in accordance with the internal codes of this Company and the resolutions made by the meeting of shareholders and the board of directors. They are authorized to sign documents for and on behalf of this Company within their authority.

Chapter VI Accounting

Article 27 The accounting year of this Company begins from January 1 and ends on December 31 of each year. After the end of each accounting year, the board shall prepare the following reports and statements and submit them meeting of shareholders for recognition:

- (1) business report;
- (2) financial statements; and
- (3) proposal for profit allocation or action to deal with losses and relevant reports and statements.

Article 28 Dividend policy

This Company is in a highly competitive industry with a changeful environment, and the business life cycle has become mature. In consideration of the need for operating funds in the future and long-term financial planning, and to fulfill the demand for cash in-flow of shareholders, if there is a profit after the annual closing of books, this Company shall appropriate, this Company shall distribute the profit according to the following orders:

- (1) Cover the losses of previous years.
- (2) Pay the profit-seeking enterprise annual income tax.
- (3) Appropriate 10% to the legal reserve (except when the amount of legal reserve has reached the total authorized capital of this Company).
- (4) Appropriate or revert to special reserves according to the laws and regulations or the rules of competent authorities.
- (5) After deducting the four items described above, appropriate 5-80% of the sum of the balance together with the unappropriated profit of last year for the board of directors to make distribution proposals according to the following schemes submitted to the meeting of shareholders for resolutions. However, the ratio for distribution of this profit and the ratio of cash dividends should be adjusted with the resolution of the meeting of shareholders according to the actual profit and fund condition of that year.
 - 1) 6-10% as employee bonus.
 - 2) Not more than 3% as remuneration for directors.

Document title	Articles of Incorporation			Ref. No.	—
Establishing date	June 17, 2015	Version	24.0	Page	5 — 5
Established by (unit/staff)	Board of Directors			Doc. Level	General

3) Not lower than 87% for shareholder bonus. The ratio of cash dividends for shareholders shall not be less than 5% of the total shareholder dividend. In addition, cash dividends less than NT\$0.1 per share will only be distributed through stock dividends.

When distributing employee bonus in stock, employees of the affiliates of this Company meeting relevant requirements will also receive such bonus. The board of directors shall determine the definition of affiliates, distribution requirements, and distribution methods.

Article 28-1 When making the profit distribution proposal, the board of directors shall consider the general bonus standard in relevant industries and adopt the dividend equalization policy to distribute bonus on a healthy and steady principle. When distributing bonus in new share or cash with the legal reserve or capital reserve, the board of directors shall coordinate with the status of stock dividend from retained earnings and dividend equalization policy and implement in accordance with relevant laws and regulations.

Chapter VII Supplemental Provisions

Article 29 The regulations governing the internal organization of this Company shall be established independently.

Article 30 Matters not addressed by this “Articles of Incorporation” shall be governed by the Company Act and other applicable laws.

Article 31 This “Articles of Incorporation” was established on March 24, 1986.

1st amendment was made on September 1, 1986.

2nd amendment was made on August 30, 1988.

3rd amendment was made on March 20, 1989.

4th amendment was made on June 3, 1991.

5th amendment was made on July 2, 1995.

6th amendment was made on May 15, 1996.

7th amendment was made on January 27, 1997.

8th amendment was made on April 19, 1997.

9th amendment was made on March 25, 1998.

10th amendment was made on May 4, 2000.

11th amendment was made on May 11, 2001.

12th amendment was made on May 23, 2002.

13th amendment was made on June 17, 2003.

14th amendment was made on June 9, 2004.

15th amendment was made on June 9, 2005.

16th amendment was made on April 12, 2006.

17th amendment was made on June 13, 2008.

18th amendment was made on June 16, 2009.

19th amendment was made on June 17, 2010.

20th amendment was made on June 15, 2011.

21st amendment was made on June 18, 2012.

22nd amendment was made on June 11, 2014.

23rd amendment was made on June 17, 2015.

Appendix 5

GIGABYTE™		GIGA-BYTE TECHNOLOGY CO., LTD.			
Document title	Rules of Procedure for Meetings of Shareholders			Ref. No.	GF31—
Establishing date	June 17, 2015	Version	8.0	Page	6— 1
Established by (unit/staff)	Operation Center, Financial and Accounting HQ			Doc. Level	General

1.To establish a strong governance system and optimize supervisory functions of the meeting of shareholders and to strengthen management functions, this Company establishes these Rules in accordance with Article 5 of the Corporate Governance Best-Practice Principles for TWSE/TPEX Listed Companies.

2.The rules of procedures for the meetings of shareholders of this Company shall comply with these Rules, unless otherwise specified in other laws and regulations.

3.Unless otherwise specified in other laws and regulations, meetings of shareholders of this Company shall be convened by the board of directors.

This Company shall prepare electronic versions of the shareholders meeting notice and proxy forms, and the origins of and explanatory materials relating to all proposals, including proposals for ratification, matters for deliberation, or the election or dismissal of directors or supervisors, and upload them to the Market Observation Post System (MOPS) before 30 days before the date of a regular shareholders meeting or before 15 days before the date of a special shareholders meeting. This Company shall prepare electronic versions of the shareholders meeting agenda and supplemental meeting materials and upload them to the MOPS before 21 days before the date of the regular shareholders meeting or before 15 days before the date of the special shareholders meeting. In addition, before 15 days before the date of the shareholders meeting, this Company shall also have prepared the shareholders meeting agenda and supplemental meeting materials and made them available for review by shareholders at any time. The meeting agenda and supplemental materials shall also be displayed at this Company and the professional shareholder services agent designated thereby as well as being distributed on-site at the meeting place.

The reasons for convening a shareholders meeting shall be specified in the meeting notice and public announcement. With the consent of the addressee, the meeting notice may be given in electronic form.

The election or dismissal of directors or supervisors, amendments to the articles of incorporation, the dissolution, merger, or demerger of this Company, or any matter under paragraph 1, Article 185 of the Company Act, Articles 26-1 and 43-6 of the Securities and Exchange Act, or Articles 56-1 and 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers shall be set out in the notice of the reasons for convening the shareholders meeting. None of the above matters may be raised by an extraordinary motion.

A shareholder holding 1 percent or more of the total number of issued shares may submit to this Company a written proposal for discussion at a regular shareholders meeting. Such proposals, however, are limited to one item only, and no proposal containing more than one item will be included in the meeting agenda. In addition, when the circumstances of any subparagraph of Article 172-1, paragraph 4 of the Company Act apply to a proposal put forward by a shareholder, the board of directors may exclude it from the agenda.

Prior to the book closure date before a regular shareholders meeting is held, this Company shall publicly announce that it will receive shareholder proposals, and the location and time period for their submission; the period for submission of shareholder proposals may not be less than 10 days.

Shareholder-submitted proposals are limited to 300 words, and no proposal containing more than 300 words will be included in the meeting agenda. The shareholder making the proposal shall be present in person or by proxy at the regular shareholders meeting and take part in discussion of the proposal.

GIGABYTE™		GIGA-BYTE TECHNOLOGY CO., LTD.			
Document title	Rules of Procedure for Meetings of Shareholders			Ref. No.	GF31 –
Establishing date	June 17, 2015	Version	8.0	Page	6 – 2
Established by (unit/staff)	Operation Center, Financial and Accounting HQ			Doc. Level	General

Prior to the date for issuance of notice of a shareholders meeting, this Company shall inform the shareholders who submitted proposals of the proposal screening results, and shall list in the meeting notice the proposals that conform to the provisions of this article. At the shareholders meeting the board of directors shall explain the reasons for exclusion of any shareholder proposals not included in the agenda.

4. For each shareholders meeting, a shareholder may appoint a proxy to attend the meeting by providing the proxy form issued by this Company and stating the scope of the proxy's authorization.

A shareholder may issue only one proxy form and appoint only one proxy for any given shareholders meeting, and shall deliver the proxy form to this Company before 5 days before the date of the shareholders meeting. When duplicate proxy forms are delivered, the one received earliest shall prevail unless a declaration is made to cancel the previous proxy appointment.

After a proxy form has been delivered to this Company, if the shareholder intends to attend the meeting in person or to exercise voting rights by correspondence or electronically, a written notice of proxy cancellation shall be submitted to this Company before 2 business days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.

5. The venue for a shareholders meeting shall be the premises of this Company, or a place easily accessible to shareholders and suitable for a shareholders meeting. The meeting may begin no earlier than 9 a.m. and no later than 3 p.m. Full consideration shall be given to the opinions of the independent directors with respect to the place and time of the meeting.

6. This Company shall specify in its shareholders meeting notices the time during which shareholder attendance registrations will be accepted, the place to register for attendance, and other matters for attention.

The time during which shareholder attendance registrations will be accepted, as stated in the preceding paragraph, shall be at least 30 minutes prior to the time the meeting commences. The place at which attendance registrations are accepted shall be clearly marked and a sufficient number of suitable personnel assigned to handle the registrations.

Shareholders and their proxies (collectively, "shareholders") shall attend meetings of shareholders based on attendance cards, sign-in cards, or other certificates of attendance. This Company may not arbitrarily add requirements for other documents beyond those showing eligibility to attend presented by shareholders. Solicitors soliciting proxy forms shall also bring identification documents for verification.

This Company shall furnish the attending shareholders with an attendance book to sign, or attending shareholders may hand in a sign-in card in lieu of signing in.

This Company shall furnish attending shareholders with the meeting agenda book, annual report, attendance card, speaker's slips, voting slips, and other meeting materials. Where there is an election of directors or supervisors, pre-printed ballots shall also be furnished.

When the government or a juristic person is a shareholder, it may be represented by more than one representative at a shareholders meeting. When a juristic person is appointed to attend as proxy, it may designate only one person to represent it in the meeting.

GIGABYTE™		GIGA-BYTE TECHNOLOGY CO., LTD.			
Document title	Rules of Procedure for Meetings of Shareholders			Ref. No.	GF31 –
Establishing date	June 17, 2015	Version	8.0	Page	6 – 3
Established by (unit/staff)	Operation Center, Financial and Accounting HQ			Doc. Level	General

7.If a shareholders meeting is convened by the board of directors, the meeting shall be chaired by the chairperson of the board. When the chairperson of the board is on leave or for any reason unable to exercise the powers of the chairperson, the vice chairperson shall act in place of the chairperson; if there is no vice chairperson or the vice chairperson also is on leave or for any reason unable to exercise the powers of the vice chairperson, the chairperson shall appoint one of the managing directors to act as chair, or, if there are no managing directors, one of the directors shall be appointed to act as chair. Where the chairperson does not make such a designation, the managing directors or the directors shall select from among themselves one person to serve as chair.

When a managing director or a director serves as chair, as referred to in the preceding paragraph, the managing director or director shall be one who has held that position for six months or more and who understands the financial and business conditions of the company. The same shall be true for a representative of a juristic person director that serves as chair.

It is advisable that meetings of shareholders convened by the board of directors be chaired by the chairperson of the board in person and attended by a majority of the directors, at least one supervisor in person, and at least one member of each functional committee on behalf of the committee. The attendance shall be recorded in the meeting minutes.

If a shareholders meeting is convened by a party with power to convene but other than the board of directors, the convening party shall chair the meeting. When there are two or more such convening parties, they shall mutually select a chair from among themselves.

This Company may appoint its attorneys, certified public accountants, or related persons retained by it to attend a shareholders meeting in a non-voting capacity.

8.This Company shall videotape or audiotape the whole process of the meeting of shareholders and retain relevant copies for at least one year. Where a shareholder files a lawsuit in accordance with Article 189 of the Company Act, these recorded materials shall be retained until the conclusion of the litigation.

9.Attendance at meetings of shareholders shall be calculated based on numbers of shares. The number of shares in attendance shall be calculated according to the shares indicated by the attendance book and sign-in cards handed in plus the number of shares whose voting rights are exercised by correspondence or electronically.

The chair shall call the meeting to order at the appointed meeting time. However, when the attending shareholders do not represent a majority of the total number of issued shares, the chair may announce a postponement, provided that no more than two such postponements, for a combined total of no more than 1 hour, may be made. If the quorum is not met after two postponements and the attending shareholders still represent less than one third of the total number of issued shares, the chair shall declare the meeting adjourned.

If the quorum is not met after two postponements as referred to in the preceding paragraph, but the attending shareholders represent one third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to Article 175, paragraph 1 of the Company Act; all shareholders shall be notified of the tentative resolution and another shareholders meeting shall be convened within one month.

When, prior to conclusion of the meeting, the attending shareholders represent a majority of the total number of issued shares, the chair may resubmit the tentative resolution for a vote by the shareholders meeting pursuant to Article 174 of the Company Act.

10.If a shareholders meeting is convened by the board of directors, the meeting agenda shall be set by the board of directors. The meeting shall proceed in the order set by the agenda, which may not be changed without a resolution of the shareholders meeting.

GIGABYTE™		GIGA-BYTE TECHNOLOGY CO., LTD.			
Document title	Rules of Procedure for Meetings of Shareholders			Ref. No.	GF31 –
Establishing date	June 17, 2015	Version	8.0	Page	6 – 4
Established by (unit/staff)	Operation Center, Financial and Accounting HQ			Doc. Level	General

The provisions of the preceding paragraph apply mutatis mutandis to a shareholders meeting convened by a party with the power to convene that is not the board of directors.

The chair may not declare the meeting adjourned prior to completion of deliberation on the meeting agenda of the preceding two paragraphs (including extraordinary motions), except by a resolution of the shareholders meeting. If the chair declares the meeting adjourned in violation of the rules of procedure, the other members of the board of directors shall promptly assist the attending shareholders in electing a new chair in accordance with statutory procedures, by agreement of a majority of the votes represented by the attending shareholders, and then continue the meeting.

The chair shall allow ample opportunity during the meeting for explanation and discussion of proposals and of amendments or extraordinary motions put forward by the shareholders; when the chair is of the opinion that a proposal has been discussed sufficiently to put it to a vote, the chair may announce the discussion closed and call for a vote.

11. Before speaking, an attending shareholder must specify on a speaker's slip the subject of the speech, his/her shareholder account number (or attendance card number), and account name. The order in which shareholders speak will be set by the chair.

A shareholder in attendance who has submitted a speaker's slip but does not actually speak shall be deemed to have not spoken. When the content of the speech does not correspond to the subject given on the speaker's slip, the spoken content shall prevail.

Except with the consent of the chair, a shareholder may not speak more than twice on the same proposal, and a single speech may not exceed 5 minutes. If the shareholder's speech violates the rules or exceeds the scope of the agenda item, the chair may terminate the speech.

When an attending shareholder is speaking, other shareholders may not speak or interrupt unless they have sought and obtained the consent of the chair and the shareholder that has the floor; the chair shall stop any violation.

When a juristic person shareholder appoints two or more representatives to attend a shareholders meeting, only one of the representatives so appointed may speak on the same proposal.

After an attending shareholder has spoken, the chair may respond in person or direct relevant personnel to respond.

12. Voting at a shareholders meeting shall be calculated based the number of shares.

With respect to resolutions of meetings of shareholders, the number of shares held by a shareholder with no voting rights shall not be calculated as part of the total number of issued shares.

When a shareholder is an interested party in relation to an agenda item, and there is the likelihood that such a relationship would prejudice the interests of this Company, that shareholder may not vote on that item, and may not exercise voting rights as proxy for any other shareholder.

The number of shares for which voting rights may not be exercised under the preceding paragraph shall not be calculated as part of the voting rights represented by attending shareholders.

With the exception of a trust enterprise or a shareholder services agent approved by the competent securities authority, when one person is concurrently appointed as proxy by two or more shareholders, the voting rights represented by that proxy may not exceed 3 percent of the voting rights represented by the total number of issued shares. If that percentage is exceeded, the voting rights in excess of that percentage shall not be included in the calculation.

GIGABYTE™		GIGA-BYTE TECHNOLOGY CO., LTD.			
Document title	Rules of Procedure for Meetings of Shareholders			Ref. No.	GF31 –
Establishing date	June 17, 2015	Version	8.0	Page	6 – 5
Established by (unit/staff)	Operation Center, Financial and Accounting HQ			Doc. Level	General

13.A shareholder shall be entitled to one vote for each share held, except when the shares are restricted shares or are deemed non-voting shares under Article 179, paragraph 2 of the Company Act.

When this Company holds a shareholders meeting, it may allow the shareholders to exercise voting rights by correspondence or electronic means (in accordance with the proviso of Article 177-1 of the Company Act regarding companies that shall adopt electronic voting. When this Company holds a shareholder meeting, it shall adopt exercise of voting rights by electronic means and may adopt exercise of voting rights by correspondence). When voting rights are exercised by correspondence or electronic means, the method of exercise shall be specified in the shareholders meeting notice. A shareholder exercising voting rights by correspondence or electronic means will be deemed to have attended the meeting in person, but to have waived his/her rights with respect to the extraordinary motions and amendments to original proposals of that meeting; it is therefore advisable that this Company avoid the submission of extraordinary motions and amendments to original proposals.

A shareholder intending to exercise voting rights by correspondence or electronic means under the preceding paragraph shall deliver a written declaration of intent to this Company before 2 days before the date of the shareholders meeting. When duplicate declarations of intent are delivered, the one received earliest shall prevail, except when a declaration is made to cancel the earlier declaration of intent.

After a shareholder has exercised voting rights by correspondence or electronic means, in the event the shareholder intends to attend the shareholders meeting in person, a written declaration of intent to retract the voting rights already exercised under the preceding paragraph shall be made known to this Company, by the same means by which the voting rights were exercised, before 2 business days before the date of the shareholders meeting. If the notice of retraction is submitted after that time, the voting rights already exercised by correspondence or electronic means shall prevail. When a shareholder has exercised voting rights both by correspondence or electronic means and by appointing a proxy to attend a shareholders meeting, the voting rights exercised by the proxy in the meeting shall prevail.

Except as otherwise provided in the Company Act and in this Company's articles of incorporation, the passage of a proposal shall require an affirmative vote of a majority of the voting rights represented by the attending shareholders. At the time of a vote, for each proposal, the chair or a person designated by the chair shall first announce the total number of voting rights represented by the attending shareholders, followed by a poll of the shareholders. After the conclusion of the meeting, on the same day it is held, the results for each proposal, based on the numbers of votes for and against and the number of abstentions, shall be entered into the MOPS.

When there is an amendment or an alternative to a proposal, the chair shall present the amended or alternative proposal together with the original proposal and decide the order in which they will be put to a vote. When any one among them is passed, the other proposals will then be deemed rejected, and no further voting shall be required.

Vote monitoring and counting personnel for the voting on a proposal shall be appointed by the chair, provided that all monitoring personnel shall be shareholders of this Company.

Vote counting for shareholders meeting proposals or elections shall be conducted in public at the place of the shareholders meeting. Immediately after vote counting has been completed, the results of the voting, including the statistical tallies of the numbers of votes, shall be announced on-site at the meeting, and a record made of the vote.

GIGABYTE™		GIGA-BYTE TECHNOLOGY CO., LTD.			
Document title	Rules of Procedure for Meetings of Shareholders			Ref. No.	GF31—
Establishing date	June 17, 2015	Version	8.0	Page	6— 6
Established by (unit/staff)	Operation Center, Financial and Accounting HQ			Doc. Level	General

14. The election of directors or supervisors at a shareholders meeting shall be held in accordance with the applicable election and appointment rules adopted by this Company, and the voting results shall be announced on-site immediately, including the names of those elected as directors and supervisors and the numbers of votes with which they were elected.
The ballots for the election referred to in the preceding paragraph shall be sealed with the signatures of the monitoring personnel and kept in proper custody for at least 1 year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the ballots shall be retained until the conclusion of the litigation.
15. Matters relating to the resolutions of a shareholders meeting shall be recorded in the meeting minutes. The meeting minutes shall be signed or sealed by the chair of the meeting and a copy distributed to each shareholder within 20 days after the conclusion of the meeting. The meeting minutes may be produced and distributed in electronic form.
This Company may distribute the meeting minutes of the preceding paragraph by means of a public announcement made through the MOPS.
The meeting minutes shall accurately record the year, month, day, and place of the meeting, the chair's full name, the methods by which resolutions were adopted, and a summary of the deliberations and their results, and shall be retained for the duration of the existence of this Company.
Where shareholders express no objection to the resolution method described above when enquired by the chairperson, this shall be noted as "unanimous approval of all attending shareholders when enquired by the chairperson". Where shareholders express an objection, the voting method and the number of passing votes and their proportion shall be specified.
16. On the day of a shareholders meeting, this Company shall compile in the prescribed format a statistical statement of the number of shares obtained by solicitors through solicitation and the number of shares represented by proxies, and shall make an express disclosure of the same at the place of the shareholders meeting.
If matters put to a resolution at a shareholders meeting constitute material information under applicable laws or regulations or under Taiwan Stock Exchange Company (or GreTai Securities Market) regulations, this Company shall upload the content of such resolution to the MOPS within the prescribed time period.
17. Staff handling administrative affairs of a shareholders meeting shall wear identification cards or arm bands.
The chair may direct the proctors or security personnel to help maintain order at the meeting place. When proctors or security personnel help maintain order at the meeting place, they shall wear an identification card or armband bearing the word "Proctor."
At the place of a shareholders meeting, if a shareholder attempts to speak through any device other than the public address equipment set up by this Company, the chair may prevent the shareholder from so doing.
When a shareholder violates the rules of procedure and defies the chair's correction, obstructing the proceedings and refusing to heed calls to stop, the chair may direct the proctors or security personnel to escort the shareholder from the meeting.
18. When a meeting is in progress, the chair may announce a break based on time considerations. If a force majeure event occurs, the chair may rule the meeting temporarily suspended and announce a time when, in view of the circumstances, the meeting will be resumed.
If the meeting venue is no longer available for continued use and not all of the items (including extraordinary motions) on the meeting agenda have been addressed, the shareholders meeting may adopt a resolution to resume the meeting at another venue.
A resolution may be adopted at a shareholders meeting to defer or resume the meeting within 5 days in accordance with Article 182 of the Company Act.
19. These Rules, and any amendments hereto, shall be implemented after adoption by meetings of shareholders.

Appendix 6

GIGABYTE™		GIGA-BYTE TECHNOLOGY CO., LTD.			
Document title	Rules for Director Election			Ref. No.	GF00—
Establishing date	June 17, 2015	Version	6	Page	3—1
Established by (unit/staff)	Operation Center, Financial and Accounting HQ			Doc. Level	General

- Article 1 For a just, fair, and open election of directors, this “Rules for Director Election” shall be established in accordance with Articles 21 and 41 of the Corporate Governance Best-Practice Principles for TWSE/ TPEX Listed Companies.
- Article 2 Unless otherwise specified by other laws and regulations, this “Rules for Director Election” shall apply to the election of directors of this Company.
- Article 3 The overall composition of the board of directors shall be taken into consideration in the selection of directors of this Company. The composition of the board of directors shall be determined by considering diversity and formulating an appropriate policy on diversity based on the company's business operations, operating dynamics, and development needs. It is advisable that the policy include, without being limited to, the following two general standards:
- (1)Basic requirements and value: Gender, age, nationality, and culture.
 - (2)Professional knowledge and skills: Expertise (e.g. law, accounting, industry, finance, marketing, or technology), professional skills, and industry experience.
- Each board member shall have the knowledge, skill, and experience required for performing their duties; the abilities that must be present in the board as a whole are as follows:
- (1)The ability to make judgments about operations.
 - (2)Accounting and financial analysis ability.
 - (3)Business management ability.
 - (4)Crisis management ability.
 - (5)Knowledge of the industry.
 - (6)An international market perspective.
 - (7)Leadership ability.
 - (8)Decision-making ability.
- The board of directors of this Company shall consider adjusting its composition based on the results of performance evaluation
- The number of directors (including independent directors) for election shall be subject to the articles of incorporation and the vacancies specified by the board. More than half of the directors shall be persons who have neither a spousal relationship nor a relationship within the second degree of kinship with any other director.
- Article 4 The eligibility and election of independent directors of this Company shall comply with the Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies and Article 24 of the Corporate Governance Best-Practice Principles for TWSE/TPEX Listed Companies.
- Article 5 The nomination scheme as specified in Article 192-1 of the Company Act shall apply to the director elections of this Company and be specified in the articles of incorporation. Shareholders shall select directors from the list of candidates. To review the eligibility, education background, and involvement in any one of the situations specified in Article 30 of the Company Act of candidates, documents of proof for other eligibility requirements shall not be added without permission. The review results shall be submitted to shareholders for reference to elect the qualified directors.

GIGABYTE™		GIGA-BYTE TECHNOLOGY CO., LTD.			
Document title	Rules for Director Election			Ref. No.	GF00—
Establishing date	June 17, 2015	Version	6	Page	3—2
Established by (unit/staff)	Operation Center, Financial and Accounting HQ			Doc. Level	General

This Company shall announce the time for nomination of candidates, the number of vacancies, the acceptance locations, and other requirements prior to the date of suspension of stock transfer before the meeting of shareholders, provided that the nomination period shall at least be ten (10) days.

The board of directors and shareholders holding more than one percent (1%) of the total amount of issued shares of this Company are eligible to nominate in writing candidates for the next director election for the board's reference. The number of candidates shall not exceed the vacancies offered by the board. This shall also apply to candidates nominated by the board.

When nominating candidates for the director election as described above, the board shall also provide the education background, experience, and the number of shares held of candidates, and the name of government or corporation they represent, and their compliance with independence for the reference of shareholders.

Article 6 In a director election, each share has the same voting rights equal to the number of directors to be elected, and a shareholder may cast all his/her voting rights to one candidate or among several candidates (not more than the total number of candidates in the same election).

Article 7 The board of directors shall prepare separate ballots for directors in numbers corresponding to the directors to be elected. The number of voting rights associated with each ballot shall be specified on the ballots, which shall then be distributed to the attending shareholders at the shareholders meeting. Attendance card numbers printed on the ballots may be used instead of recording the names of voting shareholders.

Article 8 Shareholders of this Company shall elect persons with disposing capacity as board members of this Company. These persons may not necessarily be a shareholder of this Company. Where they are shareholders of this Company, they shall be natural person with disposing capacity. The number of directors shall be as specified in the articles of incorporation, with voting rights separately calculated for independent and non-independent director positions. Those receiving ballots representing the highest numbers of voting rights will be elected sequentially according to their respective numbers of votes. When two or more persons receive the same number of votes, thus exceeding the specified number of positions, they shall draw lots to determine the winner, with the chair drawing lots on behalf of any person not in attendance.

Article 9 Before the election begins, the chair shall appoint a number of persons with shareholder status to perform the respective duties of vote monitoring and counting personnel. The ballot boxes shall be prepared by the board of directors and publicly checked by the vote monitoring personnel before voting commences.

Article 10 If a candidate is a shareholder, a voter must enter the candidate's account name and shareholder account number in the "candidate" column of the ballot; for a non-shareholder, the voter shall enter the candidate's full name and identity card number. However, when the candidate is a governmental organization or juristic-person shareholder, the name of the governmental organization or juristic-person shareholder shall be entered in the column for the candidate's account name in the ballot paper, or both the name of the governmental organization or juristic-person shareholder and the name of its representative may be entered. When there are multiple representatives, the names of each respective representative shall be entered.

GIGABYTE™		GIGA-BYTE TECHNOLOGY CO., LTD.			
Document title	Rules for Director Election			Ref. No.	GF00—
Establishing date	June 17, 2015	Version	6	Page	3—3
Established by (unit/staff)	Operation Center, Financial and Accounting HQ			Doc. Level	General

Article 11 A ballot is invalid under any of the following circumstances:

- (1) The board of directors did not prepare the ballot.
- (2) A blank ballot is placed in the ballot box.
- (3) The writing is unclear and indecipherable or has been altered.
- (4) The candidate whose name is entered in the ballot is a shareholder, but the candidate's account name and shareholder account number do not conform with those given in the shareholder register, or the candidate whose name is entered in the ballot is a non-shareholder, and a cross-check shows that the candidate's name and identity card number do not match.
- (5) Other words or marks are entered in addition to the candidate's account name or shareholder account number (or identity card number) and the number of voting rights allotted.
- (6) The name of the candidate entered in the ballot is identical to that of another shareholder, but no shareholder account number or identity card number is provided in the ballot to identify such individual.

Article 12 The voting rights shall be calculated on site immediately after the end of the poll, and the chair on the site shall announce the results of the calculation, including the list of persons elected as directors and the numbers of votes with which they were elected. The ballots for the election referred to in the preceding paragraph shall be sealed with the signatures of the monitoring personnel and kept in proper custody for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the ballots shall be retained until the conclusion of the litigation.

Article 13 The board of directors of this Company shall issue notifications to the persons elected as directors.

Article 14 This “Rules for Director Elections” and amendments hereto shall be implemented after approval by the meeting of shareholders.

Appendix 7

GIGA-BYTE TECHNOLOGY CO., LTD.
Shareholding Status by Directors

1. The amount of paid-in capital of this Company is NT\$6,290,628,860, and the number of issued shares is 629,062,886.
2. Referring to Article 26 of the Securities and Exchange Act, the minimum amount of shares held by all directors shall be 20,130,012 shares.
3. Shares held by individual and all directors registered in the list of shareholders by the date of stock transfer suspension for the present meeting of shareholders are tabulated below. This number complies with the minimum requirement specified in Article 26 of the Securities and Exchange Act.

April 17, 2016

Title	Name	Shares held	Remarks
Chairperson	Pei-Cheng Yeh	28,531,237	
Vice Chairperson	Ming Wei Investments Co., Ltd. Represented by: Ming-Hsiung Liu	14,062,200	
Director	Yue Ye Development & Investments Co., Ltd. Represented by: Chun-ming Tseng	2,192,200	
Director	Shija Investments Co., Ltd. Represented by: Meng-ming Ma	3,959,725	
Director	Shida Investments Co., Ltd. Represented by: sung-yuan Ko	16,007,000	
Independent Director	Cheng-li Yang	-	
Independent Director	i-hung Chan	-	
Total of all directors		64,752,362	

Other Matters

Report on handing proposals made by shareholders for the present annual meeting of shareholders.

Description

1. According to Article 172-1 of the Company Act, shareholders holding more than one percent (1%) of the total amount of issued shares may make one written proposal of not more than 300 words at the annual meeting of shareholders.
2. This Company accepts proposals made by shareholders for the present annual meeting of shareholders during April 4-April 14, 2016. All proposals have been published on the Market Observation Post System (MOPS) according to the law.
3. No shareholder proposal was received this year.