

**GIGA-BYTE TECHNOLOGY CO., Ltd.**  
**Meeting Notice for 2016 Annual General Meeting of Shareholders**  
**(Summary Translation)**

**Time:** 9:00 a.m., Wednesday, 15 June 2016

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

**I 、 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) Please refer to Meeting Agenda for the correspondence of the amendment to the "Articles of Incorporation".
- (3) Please discuss.

**II 、 Management presentations**

1 、 2015 business reports

2 、 Audit Committee's review report on the 2015 financial statements

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.

4 、 Other matters

### III 、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 Meeting Agenda 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.

#### 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.

**Gigabyte Technology Co., Ltd.**  
**PROFIT DISTRIBUTION TABLE**  
**Year 2015**

Items	(Unit: NT\$) Total
Beginning retained earnings	5,693,131,616
Other adjustments <sup>4</sup>	(65,255,711)
Add: 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: After P/L audit, the benefit plan is minus 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.

#### IV 、 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 Meeting Agenda 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"><li>● Chairman, Pharmally International Holding Co., Ltd.</li><li>● Chairman of the Board, M Development Limited (SGX-N14)</li><li>● Chairman, Xiamen Sharing Group Co., Ltd.</li><li>● Chairman, Hong Kong Liyi Electronics Co., Ltd.</li></ul>

#### V 、 Questions and motions