

GIGA-BYTE TECHNOLOGY CO., Ltd.
Meeting Notice for 2017 Annual General Meeting of Shareholders
(Summary Translation)

Time: 9:00 a.m., Wednesday, 14 June 2017

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

I 、 Management presentations

1 、 2016 business reports

2 、 Audit Committee's review report on the 2016 financial statements

3 、 Reports on the distribution of compensations to employees and directors in 2016

Explanation

(1) According to Article 28 of the Articles of Incorporation regarding the percentage of profits distributed to employees and directors, if there is profit in the year, this Company will appropriate 3-10% as compensations for employees and not more than 3% as compensations for directors.

(2) In 2016, this Company plans to appropriate NT\$319,977,651 and NT\$46,000,000 as compensations for employees and directors respectively. The appropriation ratio is 10% and 1.44% respectively. Both are distributed in cash.

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

4 、 Other matters

II 、Adoptions

Proposal 1: Adoption of the 2016 Business Report and Financial Statements (proposed by the Board)

Explanation:

1. The 2016 financial statements have been audited and certified by the certified public accountant.
2. Please refer to Meeting Agenda for the 2016 Business Report, CPA Audit Report, and Financial Statements of this Company.
3. The 2016 Business Report and 2016 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 2016 Profits (proposed by the Board)

Explanation:

2016 net profit after tax was NT\$ 2,292,863,982. After setting aside 10% as the legal reserve, the unappropriated portion will be distributed according to the Articles of Incorporation. Please refer to the 2016 Profit Distribution Table below for details.

Gigabyte Technology Co., Ltd.
PROFIT DISTRIBUTION TABLE
Year 2016

Items	Total
Beginning retained earnings	5,783,276,836
Other adjustments ⁴	(27,178,801)
Add: 2016 Net profit before tax	2,833,798,855
Income tax expense	(540,934,873)
Net profit after tax	2,292,863,982
Less: 10% legal reserve	(229,286,398)
Distributable net profit	7,819,675,619
Cash dividend to shareholders@NT\$1.6 (see note)	(1,007,407,818)
Unappropriated retained earnings	6,812,267,801

Note:

1. Profit of 2016 is prioritized for profit distribution this year.
2. The dividend of this year is calculated at 629,629,886 shares (shares circulated on the market by 16 April 2017). 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 exercising stock options for employees. Please allow the chairman to handle the affair.
3. Other adjustments: Actuarial losses on defined benefit plans NT\$27,178,801.
4. Cash dividends will be distributed up to one dollar (rounded down values below NT\$1). The odd amount will be combined to the Company's non-operating income.
5. 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.

III 、 Proposals and discussions

Proposal 1: Amendment of the “Asset Acquisition and Disposal Operating and Handling Procedure” (proposed by the Board)

Explanation:

- (1) The “Asset Acquisition and Disposal Operating and Handling Procedure” is amended in response to the amendment of the “Regulations Governing the Acquisition and Disposal of Assets by Public Companies”.
- (2) The cross reference of the amendment of the “Asset Acquisition and Disposal Operating and Handling Procedure” is tabulated below.
- (3) Please discuss.

Proposal 2: Amendment of the “Endorsement and Guarantee Operating Procedure” (proposed by the Board)

Explanation:

- (1) The “Endorsement and Guarantee Operating Procedure” is amended in response to the amendment of Article 6 of the “Regulations Governing Loaning of Funds and Making of Endorsements/Guarantees by Public Companies”.
- (2) The cross reference of the amendment of the “Endorsement and Guarantee Operating Procedure” is tabulated below.
- (3) Please discuss.

Proposal 3: Capital Reserve for Cash Distribution Proposal (proposed by the Board)

Explanation:

- (1) This Company plans to distribute cash at NT\$1 per share according to the ratio of shares held by shareholders with the excess capital reserve gained from issuing stocks in excess of their face value. The total amount of cash will be NT\$629,629,886.
- (2) Cash shall be distributed by dollar (rounded down for any amount below NT\$1). The sum of the rounded down amount will be accounted for the Company’s non-operating income.
- (3) The cash distribution 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 exercising stock options for employees. Please allow the chairman to handle the affair.
- (4) With the approval of the cash distribution by the meeting of shareholders, the Board will be authorized to determine the base date and distribution date of cash.
- (5) Please discuss.

IV 、 Questions and motions