

GIGA-BYTE TECHNOLOGY CO., Ltd.
Meeting Notice for 2018 Annual General Meeting of Shareholders
(Summary Translation)

Time: 9:00 a.m., Monday, 11 June 2018

Place: Hotel Kuva Chateau

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

I 、 Management presentations

1 、 2017 business reports

2 、 Audit Committee's review report on the 2017 financial statements

3 、 Reports on the distribution of compensations to employees and directors in 2017

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 2017, this Company plans to appropriate NT\$342,967,946 and NT\$46,000,000 as compensations for employees and directors respectively. The appropriation ratio is 10% and 1.34% 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 2017 Business Report and Financial Statements (proposed by the Board)

Explanation:

1. The 2017 financial statements have been audited and certified by the certified public accountant.
2. Please refer to Meeting Agenda for the 2017 Business Report, CPA Audit Report, and Financial Statements of this Company.
3. The 2017 Business Report and 2017 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 2017 Profits (proposed by the Board)

Explanation:

2017 net profit after tax was NT\$ 2,786,411,469. After setting aside 10% as the legal reserve, the unappropriated portion will be distributed according to the Articles of Incorporation. Please refer to the 2017 Profit Distribution Table below for details.

GIGA-BYTE TECHNOLOGY CO., LTD.

PROFIT DISTRIBUTION TABLE

Year 2017

(Unit: NT\$)

Items	Total
Beginning retained earnings	6,812,267,801
Other adjustments ³	(30,701,831)
Add: 2017 Net profit before tax	3,040,711,517
Income tax expense	(254,300,048)
Net profit after tax	2,786,411,469
Less: 10% legal reserve	(278,641,147)
Distributable net profit	9,289,336,292
Cash dividend to shareholders@NT\$4 (see note)	(2,542,755,544)
Unappropriated retained earnings	6,746,580,748

Note:

1. Profit of 2017 is prioritized for profit distribution this year.
2. The dividend of this year is calculated at 635,688,886 shares (shares circulated on the market by 13 April 2018).
3. Other adjustments: Actuarial losses on defined benefit plans NT\$30,701,831.
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

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

Explanation:

- (1) To amend the “Articles of Incorporation” in coordination with the practice needs of the Company.
- (2) Please refer to Meeting Agenda for the correspondence of the amendment to the “Articles of Incorporation”.
- (3) Please discuss.

IV 、Elections

To elect Directors (proposed by the Board)

Explanation:

- (1) Upon the expiration of the tenure of the Directors on June 16, 2018, in accordance with the stipulations of Article 192-1 of the Company Act and Article 17 of the Articles of Incorporation of the company, the Board of Directors demands the early election of all Directors.
- (2) The annual shareholders’ meeting will elect six Directors and three Independent Directors. The tenure of the newly elected Directors is three years, commencing on June 11, 2018 and expiring on June 10, 2021. The tenure of the current Directors will expire when the newly elected Directors take office.
- (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 Directors” approved by the Board meeting dated 17 April, 2018.
- (5) Please elect.

List of Candidates for Directors

No.	Name	Shares held as of the book closure date for the meeting of shareholders	Education	Experience
1	Pei-Cheng Yeh	30,151,237	Ming Hsin Engineering College	Chairman and President of Giga-byte Technology Co., Ltd.
2	Ming Wei Investments Co., Ltd. Represented by: Ming-Hsiung Liu	14,062,200	EMBA, National Cheng Chi University	Vice Chairman and General Manager of Giga-byte Technology Co., Ltd.
3	Shija Investments Co., Ltd. Represented by: Mou-ming Ma	3,959,725	Electronic & Computer Engineering, National Taiwan University of Technology	Director and Vice President of Giga-byte Technology Co., Ltd.
4	Yue Ye Development & Investments Co., Ltd. Represented by: Chun-ming Tseng	2,192,200	Ming Hsin Engineering College	Director and Vice President of Giga-byte Technology Co., Ltd.
5	Shida Investments Co., Ltd. Represented by: Cong-yuan Ko	9,453,000	Master of Engineering Management, Tsinghua University	Director of Giga-byte Technology Co., Ltd. Engineer of Acer group
6	Xi Wei Investment Co., Ltd. Represented by: E-tay Lee	9,063,075	California State University (CSU), Chico Master of Computer Engineering	Manager at Intel BU General Manager of Giga-byte Technology Co., Ltd.

List of Candidates for Independent Directors

No.	Name	Shares held as of the book closure date for the meeting of shareholders	Education	Experience
1	Yi-hong Chan	0	California State University, Fullerton EMBA, National Chengchi University	Chairman, Taisun Enterprise Co., Ltd.
2	Wen-lai Huang	0	Department of Electronics, Ming Hsin Engineering College	Chairman, Pharmally International Holding Co., Ltd.
3	Hwei-min Wang	0	Chung Hua University Master of Industrial Management	Chairman, Moores Rowland CPAs

V · Other Proposals and discussions

Releasing the restriction of the Non-Compete Clause for new Directors (proposed by the Board)

Explanation:

- (1) According to the Paragraph 1, Article 209 of the Company Act: "A director who does anything for himself or on behalf of another person that is within the scope of the company's business, shall explain to the meeting of shareholders the essential contents of such an act and secure its approval."
- (2) A new Director who invests in or operates a business within the scope of the company's business, under the premise that there is no harm to the interest of the company, shall seek the approval of the shareholders' meeting. If a newly elected director has the circumstances mentioned above, the shareholders' meeting agrees to release the non-competete clause restriction of the director and the representative.
- (3) The roster of the director candidates that the company proposes to release from the restriction of the non-competete clause is listed below.
- (4) Please discuss.

Name	Other mail positions in other companies
Ming-Hsiung Liu Ming Wei Investments Co., Ltd. Representative	Director of Info-Tek Corporation
Cong-yuan Ko Shida Investments Co., Ltd. Representative	President of Albatron technology Co., Ltd.

VI · Questions and motions