

GIGA-BYTE TECHNOLOGY CO., Ltd.
Meeting Notice for 2019 Annual General Meeting of Shareholders
(Summary Translation)

Time: 9:00 a.m., Wednesday, 12 June 2019

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

I 、 Management presentations

1 、 2018 business report

2 、 Audit Committee's review report on the 2018 financial statements

3 、 Reports on the distribution of compensations to employees and directors in 2018

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 2018, this Company plans to appropriate NT\$328,323,019 and NT\$46,000,000 as compensations for employees and directors respectively. The appropriation ratio is 10% and 1.4% 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 2018 Business Report and Financial Statements (proposed by the Board)

Explanation:

1. The 2018 financial statements have been audited and certified by the certified public accountant.
2. Please refer to Meeting Agenda for the 2018 Business Report, CPA Audit Report, and Financial Statements of this Company.
3. The 2018 Business Report and 2018 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 2018 Profits (proposed by the Board)

Explanation:

2018 net profit after tax was NT\$ 2,566,511,643. After setting aside 10% as the legal reserve, the unappropriated portion will be distributed according to the Articles of Incorporation. Please refer to the 2018 Profit Distribution Table below for details.

GIGA-BYTE TECHNOLOGY CO., LTD.
PROFIT DISTRIBUTION TABLE
Year 2018

Items	Total
Beginning retained earnings	6,746,580,748
Other adjustments ³	(447,253,975)
Add: 2018 Net profit before tax	2,908,907,168
Income tax expense	(342,395,525)
Net profit after tax	2,566,511,643
Less: 10% legal reserve	(256,651,164)
Distributable net profit	8,609,187,252
Cash dividend to shareholders@NT\$3 (see note)	(1,907,066,658)
Unappropriated retained earnings	6,702,120,594

Note:

1. Profit of 2018 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 14 April 2019).
3. Other adjustments: Applicable to IFRS 9 minus NT\$ 464,367,606, this year to determine the benefits of the benefit plan actuarial gains and losses to increase NT\$ 17,593,140 and disposal of equity instruments at fair value through other comprehensive income to decrease NT\$ 479,509.
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 to the Company’s “Articles of Incorporation” (proposed by the Board)

Explanation:

- (1) To amend the “Articles of Incorporation” in coordination with the revision of the Company Act and 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.

Proposal 2: Amendment of the “Asset Acquisition and Disposal Operating and Handling Procedure” (proposed by the Board)

Explanation:

- (1) To amend the “Asset Acquisition and Disposal Operating and Handling Procedure” in coordination with the revision of Regulations Governing the Acquisition and Disposal of Assets by Public Companies and practice needs of the Company.
- (2) Please refer to Meeting Agenda for the correspondence of the amendment to the “Asset Acquisition and Disposal Operating and Handling Procedure”.
- (3) Please discuss.

Proposal 3: Amendment of the “Financial Derivatives Transactions Operating Procedure” (proposed by the Board)

Explanation:

- (1) To amend the “Financial Derivatives Transactions Operating Procedure” in coordination with the revision of Regulations Governing the Acquisition and Disposal of Assets by Public Companies and practice needs of the Company.
- (2) Please refer to Meeting Agenda for the correspondence of the amendment to the “Financial Derivatives Transactions Operating Procedure”.
- (3) Please discuss.

Proposal 4: Amendment of the “Loaning of Company Funds Operating Procedure” (proposed by the Board)

Explanation:

- (1) To amend the “Loaning of Company Funds Operating Procedure” in coordination with the revision of Regulations Governing Loaning of Funds and Making of Endorsements/Guarantees by Public Companies and practice needs of the Company.
- (2) Please refer to Meeting Agenda for the correspondence of the amendment to the “Loaning of Company Funds Operating Procedure”.
- (3) Please discuss.

Proposal 5: Amendment of the “Endorsement and Guarantee Operating Procedure” (proposed by the Board)

Explanation:

- (1) To amend the “Endorsement and Guarantee Operating Procedure” in coordination with the revision of Regulations Governing Loaning of Funds and Making of Endorsements/Guarantees by Public Companies and practice needs of the Company.
- (2) Please refer to Meeting Agenda for the correspondence of the amendment to the “Endorsement and Guarantee Operating Procedure”.
- (3) Please discuss.

IV 、 Questions and motions