

GIGA-BYTE TECHNOLOGY CO., Ltd.
Meeting Notice for 2020 Annual General Meeting of Shareholders
(Summary Translation)

Time: 9:00 a.m., Friday, 12 June 2020

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

I 、 Management presentations

1 、 2019 business report

2 、 Audit Committee's review report on the 2019 financial statements

3 、 Reports on the distribution of compensations to employees and directors in 2019

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, the Company will appropriate 3-10% as compensations for employees and not more than 3% as compensations for directors.
- (2) In 2019, the Company plans to appropriate NT\$245,385,163 and NT\$46,000,000 as compensations for employees and directors respectively. The appropriation ratio is 10% and 1.87% respectively. Both are distributed in cash.
- (3) This proposal has been approved by the Compensations Committee Meeting and the Board Meeting.

4 、 Report on 2019 surplus distribution in the form of cash dividend

Explanation

- (1) In accordance with Article 28 of Articles of Incorporation, distributable dividends, and bonuses in whole or in part in cash is authorized to be paid after a resolution has been adopted at a meeting of the Board of Directors, and a report submitted to the shareholders' meeting.
- (2) The Company proposes to distribute cash dividend of NT\$1,398,515,549 to shareholders in accordance with the Articles of Incorporation, at NT\$2.2 per share. 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.
- (3) Upon resolution of the meeting of the Board of Directors, the Board of Directors shall set the dividend record date, distribution date and other related matters.

5 、 Other matters

II 、Adoptions

Proposal 1: Adoption of the 2019 Business Report and Financial Statements (proposed by the Board)

Explanation:

1. The 2019 financial statements have been audited and certified by the certified public accountant.
2. Please refer to Meeting Agenda for the 2019 Business Report, CPA Audit Report, and Financial Statements of the Company.
3. The 2019 Business Report and 2019 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 2019 Profits (proposed by the Board)

Explanation:

1. 2019 net profit after tax was NT\$ 1,939,241,414. After setting aside 10% as the legal reserve, the unappropriated portion will be distributed according to the Articles of Incorporation. Please refer to the 2019 Profit Distribution Table below for details.
2. The resolution was approved at the meeting of the Board of Directors and audited by the Audit Committee.
3. Please adopt.

GIGA-BYTE TECHNOLOGY CO., LTD.
PROFIT DISTRIBUTION TABLE
Year 2019

| Items | Total |
|--|-----------------|
| Beginning retained earnings | 6,702,120,594 |
| Other adjustments ² | (23,267,476) |
| Add: 2019 Net profit before tax | 2,162,466,466 |
| Income tax expense | (223,225,052) |
| Net profit after tax | 1,939,241,414 |
| Less: 10% legal reserve | (193,924,141) |
| Distributable net profit | 8,424,170,391 |
| Cash dividend to shareholders@NT\$2.2 (see note) | (1,398,515,549) |
| Unappropriated retained earnings | 7,025,654,842 |

Note:

1. For current year's surplus distribution, 2019 profit shall first be distributed.
2. Other adjustments: This year to determine the benefits of the benefit plan actuarial gains and losses to decrease NT\$ 23,267,476.
3. Current distribution based on 635,688,886 shares (calculated based on number of outstanding shares as of April 14, 2020).

III 、 Proposals and discussions

Amendment to the Company’s “Rules of Procedure for Shareholder Meetings” (proposed by the Board)

Explanation:

- (1) In line with the amendment of the Company Act and with reference to announcement Tai-Zheng-Zhi-Li No.1080024221, “Sample Template for XXX Co., Ltd. Rules of Procedure for Shareholders Meetings” by Taiwan Stock Exchange Corporation dated January 2, 2020, the revision of the Company’s Rules of Procedure for Meetings of Shareholders is established.
- (2) Please refer to Meeting Agenda for the correspondence of the amendment to the “Rules of Procedure for Shareholder Meetings”.
- (3) Please discuss.

IV 、 Questions and motions