

# GIGABYTE™

**GIGA-BYTE TECHNOLOGY CO., LTD.**

**2023 ANNUAL GENERAL MEETING  
MEETING AGENDA  
(Translation)**



June 09, 2023

# Contents

<b>Agenda of the 2023 Annual Meeting of Shareholders</b> .....	<b>1</b>
<b>1. Management Presentations (Reports on Corporate Affairs)</b> .....	<b>2</b>
<b>1.1 2022 Business reports</b> .....	<b>2</b>
<b>1.2 Audit Committee’s review report on the 2022 financial statements</b> .....	<b>2</b>
<b>1.3 Reports on the distribution of compensations to employees and directors in 2022</b> .....	<b>2</b>
<b>1.4 Report on 2022 surplus distribution in the form of cash dividend and capital reserve distribution in cash</b> .....	<b>2</b>
<b>1.5 Other matters</b> .....	<b>2</b>
<b>2. Adoptions</b> .....	<b>3</b>
<b>Proposal 1: 2022 Business reports and financial statements</b> .....	<b>3</b>
<b>Proposal 2: Adoption of the Proposal for Distribution of 2022 Profits</b> .....	<b>4</b>
<b>3. Proposed Resolutions</b> .....	<b>5</b>
<b>Proposal 1: Amendment to the Company’s “Articles of Incorporation”</b> .....	<b>5</b>
<b>Proposal 2: The issuance of employee restricted stock awards</b> .....	<b>6</b>
<b>4. Elections</b> .....	<b>8</b>
<b>Elect two additional independent directors</b> .....	<b>8</b>
<b>5. Other Proposals</b> .....	<b>9</b>
<b>Releasing the restriction of the non-compete clause for new directors</b> .....	<b>9</b>
<b>6. QUESTIONS AND MOTIONS</b> .....	<b>9</b>
<b>Appendices</b> .....	<b>10</b>
<b>Appendix 1 Business Report</b> .....	<b>10</b>
<b>Appendix 2 Audit Committee’s Approval/Audit Report</b> .....	<b>13</b>
<b>Appendix 3 Individual and Consolidated Financial Statements</b> .....	<b>14</b>
<b>Appendix 4 Employee Restricted Stock Awards Rules</b> .....	<b>39</b>
<b>Appendix 5 Rules of Procedure for Shareholder Meetings</b> .....	<b>43</b>
<b>Appendix 6 Articles of Incorporation</b> .....	<b>54</b>
<b>Appendix 7 Rules for Director Election</b> .....	<b>61</b>
<b>Appendix 8 Shareholding Status by Directors</b> .....	<b>64</b>
<b>Other Matters</b> .....	<b>65</b>

# **GIGA-BYTE TECHNOLOGY CO., LTD.**

## **Agenda of the 2023 Annual Meeting of Shareholders**

1. Time: 9:00 a.m., Friday, 9 June 2023
2. Place: Hotel Kuva Chateau No. 398, Minquan Road, Zhongli District, Taoyuan City
3. Shareholders meeting will be held by means of: physical shareholders meeting
4. Calling the meeting to order
5. Chairperson remarks
6. Management presentations
  - 6.1 2022 business reports
  - 6.2 Audit Committee's review report on the 2022 financial statements
  - 6.3 Reports on the distribution of compensations to employees and directors in 2022
  - 6.4 Report on 2022 surplus distribution in the form of cash dividend and capital reserve distribution in cash
  - 6.5 Other matters
7. Adoptions
  - Proposal 1 : Adoption of the 2022 Business Report and Financial Statements (proposed by the Board)
  - Proposal 2 : Adoption of the Proposal for Distribution of 2022 Profits (proposed by the Board)
8. Proposed Resolutions
  - Proposal 1 : Amendment to the Company's "Articles of Incorporation" (proposed by the Board)
  - Proposal 2 : To approve the issuance of employee restricted stock awards (proposed by the Board)
9. Elections
  - To elect two independent directors (proposed by the Board)
10. Others
  - Releasing the restriction of the non-compete clause for new directors (proposed by the Board)
11. Questions and motions
12. Adjournment

# **I. Management presentations**

## **1.1 2022 business reports**

Explanation: Please refer to Appendix 1 2022 Business Report.

## **1.2 Audit Committee's review report on the 2022 financial statements**

Explanation: Please refer to Appendix 2 Approval/Audit Report of the Audit Committee

## **1.3 Reports on the distribution of compensations to employees and directors in 2022**

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. For the year of 2022, this Company plans to appropriate NT\$894,836,324 and NT\$46,000,000 as compensations for employees and directors respectively. The appropriation ratio is 10% and 0.51% respectively. Both are distributed in cash.
3. This proposal has been approved by the Compensations Committee Meeting and the Board Meeting.

## **1.4 Report on 2022 surplus distribution in the form of cash dividend and capital reserve distribution in cash**

Explanation:

1. According to Article 28 of the Articles of Incorporation, distributable dividends and bonuses is authorized to be paid after a resolution has been adopted at a meeting of the board of directors, or according to Article 241 Paragraph 1 of the Company Act, legal reserve and capital reserve may be distributed, in whole or in part by cash, and be submitted to the shareholders' meeting.
2. The Company proposes to distribute cash dividend of NT\$3,941,271,093 to shareholders in accordance with the Articles of Incorporation, at NT\$6.2 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. Subsequently, if the number of shares outstanding is affected and the distribution ratio per share is changed due to the repurchase of shares of the Company, the transfer or cancellation of treasury shares, etc., it is proposed to authorize the Chairman to deal with it with full power.
3. Upon resolution of the meeting of the Board of Directors, the Board of Directors shall set the dividend (distribution) record date, distribution date and other related matters.

## **1.5 Other matters: None.**

## **II. Adoptions**

### **Proposal 1: Adoption of the 2022 Business Report and Financial Statements (proposed by the Board)**

Explanation:

1. The 2022 financial statements have been audited and certified by the certified public accountant.
2. Please refer to Appendix 1, Appendix 3-1, and Appendix 3-2 for the 2022 Business Report, CPA Audit Report, and Financial Statements of this Company.
3. The 2022 Business Report and 2022 Financial Statements have been approved by the Board meeting and audited by the Audit Committee.
4. Please adopt.

Resolution :

## Proposal 2: Adoption of the Proposal for Distribution of 2022 Profits (proposed by the Board)

### Explanation:

- 1.2022 profit distribution plan is prepared in accordance with the Articles of Incorporation, please refer to the profit distribution table 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 2022

(Unit: NT\$)

Items	Total
Beginning retained earnings	12,795,846,399
Add: 2022 Net profit before tax	8,007,526,918
Income tax expense	(1,469,005,955)
Net profit after tax	6,538,520,963
Other adjustments <sup>2</sup>	65,871,686
Less: 10% legal reserve	(660,439,265)
Distributable net profit	18,739,799,783
Cash dividend to shareholders@NT\$6.2 (see note)	(3,941,271,093)
Unappropriated retained earnings	14,798,528,690

### Note:

1. For current year's surplus distribution, 2022 profit shall first be distributed.
2. Other adjustments: Gain of NT\$ 65,871,686 from the actuarial result of benefit plan.
3. Current distribution based on 635,688,886 shares (calculated based on number of outstanding shares as of April 11, 2023). Subsequently, if the number of shares outstanding is affected and the distribution ratio per share is changed due to the repurchase of shares of the Company, the transfer or cancellation of treasury shares, etc., it is proposed to authorize the Chairman to deal with it with full power.
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. The Board of Directors shall set the dividend (distribution) record date, distribution date and other related matters.

### Resolution:

### III. Proposed Resolutions

#### Proposal 1: Amendment to the Company’s “Articles of Incorporation” (proposed by the Board)

Explanation:

1. In response to the practical necessities of the Company, it has been proposed to revise the Articles of Incorporation to include: When the Company repurchases shares for transfer to employees, issues new shares, issues employee stock option certificates, or issues restricted stock awards, it must do so to employees from this Company or controlled subsidiaries who meet eligibility conditions.
2. Please refer to attachment 1 for a comparison of the Articles of Incorporation before and after revisions. Please discuss.

Revised Edition	Previous Edition	Description
<p>Article 16.4</p> <p>When the Company repurchases shares for transfer to employees, issues new shares, issues employee stock option certificates, or issues restricted stock awards, it must do so to employees from this Company or controlled subsidiaries who meet eligibility conditions.</p>	<p>Article 16.4</p> <p>None</p>	<p>Name unification in compliance with the actual needs of the Company.</p>
<p>Article 31</p> <p>This “Articles of Incorporation” was established on March 24, 1986.</p> <p>1st amendment was made on September 1, 1986.</p> <p>2nd amendment was made on August 30, 1988.</p> <p>3rd amendment was made on March 20, 1989.</p> <p>4th amendment was made on June 3, 1991.</p> <p>5th amendment was made on July 2, 1995.</p> <p>6th amendment was made on May 15, 1996.</p> <p>7th amendment was made on January 27, 1997.</p> <p>8th amendment was made on April 19, 1997.</p> <p>9th amendment was made on March 25, 1998.</p> <p>10th amendment was made on May 4, 2000.</p> <p>11th amendment was made on May 11, 2001.</p> <p>12th amendment was made on May 23, 2002.</p> <p>13th amendment was made on June 17, 2003.</p> <p>14th amendment was made on June 9, 2004.</p> <p>15th amendment was made on June 9, 2005.</p> <p>16th amendment was made on April 12, 2006.</p> <p>17th amendment was made on June 13, 2008.</p> <p>18th amendment was made on June 16, 2009.</p> <p>19th amendment was made on June 17, 2010.</p> <p>20th amendment was made on June 15, 2011.</p> <p>21st amendment was made on June 18, 2012.</p> <p>22nd amendment was made on June 11, 2014.</p> <p>23rd amendment was made on June 17, 2015.</p> <p>24th amendment was made on June 15, 2016.</p> <p>25th amendment was made on June 11, 2018.</p> <p>26th amendment was made on June 12, 2019.</p> <p>27th amendment was made on June 14, 2022.</p> <p>28th amendment was made on June 9, 2023.</p>	<p>Article 31</p> <p>This “Articles of Incorporation” was established on March 24, 1986.</p> <p>1st amendment was made on September 1, 1986.</p> <p>2nd amendment was made on August 30, 1988.</p> <p>3rd amendment was made on March 20, 1989.</p> <p>4th amendment was made on June 3, 1991.</p> <p>5th amendment was made on July 2, 1995.</p> <p>6th amendment was made on May 15, 1996.</p> <p>7th amendment was made on January 27, 1997.</p> <p>8th amendment was made on April 19, 1997.</p> <p>9th amendment was made on March 25, 1998.</p> <p>10th amendment was made on May 4, 2000.</p> <p>11th amendment was made on May 11, 2001.</p> <p>12th amendment was made on May 23, 2002.</p> <p>13th amendment was made on June 17, 2003.</p> <p>14th amendment was made on June 9, 2004.</p> <p>15th amendment was made on June 9, 2005.</p> <p>16th amendment was made on April 12, 2006.</p> <p>17th amendment was made on June 13, 2008.</p> <p>18th amendment was made on June 16, 2009.</p> <p>19th amendment was made on June 17, 2010.</p> <p>20th amendment was made on June 15, 2011.</p> <p>21st amendment was made on June 18, 2012.</p> <p>22nd amendment was made on June 11, 2014.</p> <p>23rd amendment was made on June 17, 2015.</p> <p>24th amendment was made on June 15, 2016.</p> <p>25th amendment was made on June 11, 2018.</p> <p>26th amendment was made on June 12, 2019.</p> <p>27th amendment was made on June 14, 2022.</p>	<p>Added the date of the latest amendment.</p>

Resolution:

## **Proposal 2: The issuance of employee restricted stock awards (proposed by the board)**

### Explanation:

I. In order to attract and retain exceptional key talent and encourage colleagues to collaborate in achieving the Company's mid and long-term operating goals, this proposal aims to discuss the issuance of restricted stock awards for 2023 in accordance with "Regulations Governing the Offering and Issuance of Securities by Securities Issuers" ("issuance regulations") announced by the Financial Supervisory Commission and Paragraph 9, Article 267 of the Company Act.

II. The current issuance of restricted stock awards is as follows:

1. The necessary reason of the current issuance of RSA: Attract and retain the required professional talent, encourage employees, and improve employees' coherence to build benefits for the Company and its shareholders, thereby ensuring that the rights and interests of employees and shareholders align.
2. Employee eligibility, qualifications, and number of shares to be allocated:
  - 2.1 Eligibility of newly issued restricted stock awards are restricted to employees at this Company or its affiliates who have reported for duty on the designated date and have achieved a certain performance. The eligibility of employees receiving allocation shall be limited to: (a) individuals whose ability and qualities are highly relevant to the Company's future strategy and development, (b) individuals who have a major impact on Company operations, (c) and key talent in core technologies.
  - 2.2 The number of shares granted shall be determined by the employee's seniority, position, performance, overall contribution, special contribution and other meaningful factors in management. The number of shares granted shall be reviewed proposed by the Chairman and approved by the board. However, for employees who are managerial officers or the board members, the award of such shares is subject to approval from the Compensation Committee; employees who are not concurrently managerial officers or board members must receive prior approval from the Audit and Compensation Committees.
  - 2.3 Employees holding over 10% of the Company's outstanding common shares are not eligible for the plan. Compensation Committee members and directors board members who are not concurrently employees are not eligible for the plan.
  - 2.4 The maximum number of shares granted to an employee shall be handled in accordance with issuance regulations.
3. Issue price: Issued for free.
4. Vesting conditions:
  - 4.1 Employees receiving restricted stock awards must remain in employment upon the vesting date and, during their tenure, have no involvement in violation of this Company's labor contract, work guidelines, non-competes, confidentiality agreements, and any other contractual agreements with the Company; furthermore, they must qualify for the personal performance evaluation indicators set by the Company, their affiliated division must also achieve the Company's annual budget as well as the Company's overall operating targets.
  - 4.2 The personal performance target must meet an appraisal grade of A (including) or above of the most recent year upon which the vesting period expires; work achievements must meet the personal performance standards agreed upon between the Company and individual employees. The Company's overall operating target is based on the cumulative consolidated operating profit margin ranking (based on publicly disclosed financial information by each company) prior to the vesting date of each year, which may not be lower than the top 25% of domestic publicly listed companies in the same industry.
  - 4.3 The vested date is September 30th of the current year of issuance. If employees meet the above condition, all the employee restricted stock awards they receive in the current year will be vested.



5. Expected total amount (shares) of issuance and price: It is expected to issue a total of 9,000,000 shares of common stock, three tranches of 3,000,000 shares each, with a value of NT\$10 per share. The total issuance amount is expected to be NT\$90,000,000, approximately 1.42% of the Company's issued common stock. It shall be reported to the competent authority after the shareholders' meeting resolution, then issued within two year on the arrival date of the approval notice from the competent authority.
6. Calculated expense amount: The Company shall value the fair market value of shares and record expenses during the vesting period annually. Assuming the market price of the new shares at the time of issuance is NTD 130 per share, and 3,000,000 shares are issued in each of the years 2023, 2024, and 2025, the maximum estimated expense for each year of issuance is NTD 390 million.
7. Dilution of the Company's earnings per share (EPS) and other matters affecting shareholder's equity: Based on the current number of shares issued by the company, the maximum possible reduction in earnings per share for the years 2023, 2024, and 2025 due to the aforementioned expense is NTD 0.614 per share. The dilutive effect on the company's earnings per share is still limited, so there is no significant impact on shareholder equity.
8. Restrictions before employees meet the vesting conditions once the RSA is received: During the vesting period, employees may not sell, pledge, transfer, give to another person, create encumbrance on, or otherwise dispose restricted stock awards.
9. Other important terms and conditions (including stock trust custody, etc.): The restricted stock awards issued by the Company shall be handled in the manner of stock trust custody.
10. Other matters to be stated:
  - 10.1 If some revision or adjustment has to be made due to the competent authority's instruction, amendment to the laws and regulations, financial market conditions, or other objective circumstances, it is proposed that the Annual Shareholders' Meeting authorizes the Board of Directors or the appointed person by the Board of Directors with full power and authority to handle all the issues regarding the issuance of restricted stock awards.
  - 10.2 The issuance of restricted stock awards, relevant restrictions, important matters of agreement, or unfinished matters are handled in accordance with relevant laws and regulations as well as the issuance methods established by the Company.

III. Please refer to attachment 4 for this Company's Procedures for First Issuance of Restricted Stock Awards in 2023.

IV. This proposal has been reviewed and approved by the 5th Compensation Committee, the 3rd Audit Committee, and the board of directors on April 28, 2023. It will be submitted to the shareholders' meeting for approval in accordance with the law.

Resolution:

## IV. Elections

### Proposal to elect two additional independent directors. (Proposed by the Board)

Explanation:

1. Two additional independent directors shall be elected at the annual shareholders' meeting. The newly elected directors will begin their appointment after election on the date of this year's annual shareholders' meeting and serve for the term of 1 year from June 9, 2023 to July 1, 2024.
2. Refer to appendix 7 in this handbook for the Company's procedures of electing directors.
3. According to the Articles of Association, the Company's election of directors adopts a candidate nomination system. The resolution of the "final roster of independent director candidates" has been passed by the board of directors on March 13, 2023, and the list is as follows.

Final roster of independent director candidates:

No.	Name	Shares held as of the book closure date for the meeting of shareholders	Education	Experience
1	Li-Chen Lin	0	MBA, A. B. Freeman School of Business, Tulane University of Louisiana Department of Law, National Taipei University	Presiding Lawyer, PCL Transasia Law Offices
2	Peng-Huang Peng	0	MBA, Soochow University Department of Electrical Engineering, National Taipei University of Technology	Chairman and President, Singatron Group Director, Info-Tek Corp. Director, Kingstate Electronics Corporation

Election results:

## V · Other Proposals

### Releasing the restriction of the non-compete clause for new directors (Proposed by the Board)

Explanation:

1. According to Article 209 Paragraph 1 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. The Company’s newly elected directors who invest or engage in business similar to that of the Company, and does not prejudice the interests of the Company, shall submit to the shareholders meeting for approval in accordance with the law. When such circumstances occur in the newly elected directors, propose to agree to release the prohibition on the newly elected directors from participating in competitive business.
3. The list of prohibition on the Company’s newly elected directors from participating in competitive business proposed to be released are as follows.

Name	Current duties at other companies
Peng-Huang Peng	Director, Info-Tek Corp. Director, Kingstate Electronics Corporation

Resolution:

## VI. Questions and Motions

## VII. Meeting Adjournment

# Appendices

## Appendix 1

### 2022 Business Report

Dear shareholders,

It can be said that 2022 was a strange and change-filled year. Despite the global price surge of food and energy, the continuing conflict between Russia and Ukraine, and the challenges caused by lockdown in China due to COVID-19, we have maintained strong financial performance and continue in our mission to provide customers with innovative, high quality products. The details of GIGABYTE's financial and operational performance are as follows:

Unit: NT\$100 million

Item	2022	2021	Difference	Percentage of Difference(%)
Operating income	1,072.63	1,219.05	-146.42	-12.01
Gross profit	166.16	295.90	-129.74	-43.85
Net profit after tax	65.39	133.38	-67.99	-50.97

Item		2022	2021
Financial structure (%)	Debt to total assets (%)	43.46	45.79
	Long-term capital to property & equipment (%)	739.73	913.09
Solvency (%)	Current ratio (%)	203.23	196.09
	Quick ratio (%)	117.93	105.88
Profitability (%)	Return on assets (%)	9.86	22.50
	Return on equity (%)	17.81	41.11
	Profit margin (%)	6.10	10.94
	Basic EPS (NT\$)	10.29	21.01

The following summarizes GIGABYTE's various products and business performances in 2022, and its future outlook:

### Global price surge of food and energy:

Due to a combination of factors such as supply chain interruptions, a surge in pricing of commodities, and increased demand for products and services, the global economy has been facing pressures for inflation. This inflationary pressure has caused increased costs for many companies, especially those with global supply chains. However, our proactive management of operations at GIGABYTE has allowed us to respond to inflationary pressure by optimizing supply chains and production processes and ensure our customers are provided with products of the highest quality.

**Russia-Ukraine War:**

The continuing conflict between Russia and Ukraine have caused political and economic instability in the region. As a global tech company, GIGABYTE continues to comply with all laws and regulations despite impacted sales in the region. We have complied with government policy and are dedicated to strengthening sales in other regions to decrease impact. While conflict brings challenges, we must remain vigilant and monitor all circumstances to take the necessary measures that can dampen any potential impact to our businesses and operations in nearby regions while we provide services and support our customers and partners.

We are confident in our continuing ability to provide high quality products in our core businesses such as motherboards, graphics cards, laptop computers, and servers. The following is a simple description of our various products:

**Motherboards:**

GIGABYTE's motherboard offerings cater to the requirements of a wide range of users from gamers to professionals by providing models of varying specifications that satisfy any performance requirement. GIGABYTE motherboards are known for their high quality, stability, and reliability. Support for PCIe 4.0, Thunderbolt 4, and Wi-Fi 6E ensures our customers can access the latest and most advanced technologies.

**Graphics Cards:**

Graphics cards developed by GIGABYTE focus on providing high performance, low power consumption, and premium functions such as ray tracing technology. Graphics cards of varying specifications are provided to satisfy any customer requirement. Graphics cards enjoy a wide range of applications from gaming to cryptocurrency mining. GIGABYTE continues to invest in R&D to push the latest, most advanced graphics card technology to market.

**Laptop Computers:**

The design of GIGABYTE laptops focus on performance, portability, and user experience. We offer laptop models with various display sizes, processing power, and battery life to satisfy the requirements of varying customers. In addition to advanced technologies such as Intel Evo, NVIDIA RTX graphics cards, and AI noise reduction, GIGABYTE laptops also feature upgraded cooling performance to ensure they remain cool and quiet under high-load.

**Servers:**

Server products aim to provide high performance, reliability, and scalability to satisfy the requirements of enterprise customers. In addition to providing models of varying specifications to satisfy the application requirements of small enterprises to large data centers, our servers have adopted advanced technologies such as AMD EPYC processors, PCIe Gen 4.0, and NVMe SSD to provide optimal performance and efficiency. The Company continues to invest in performance improvements of our server products to decrease energy consumption and carbon footprint.

**Inventory crisis and management:**

The Russia-Ukraine War, COVID-19 induced lockdown in China, Ethereum 2.0 transitioning from proof-of-work (PoW) to proof-of-stake (PoS), and obstruction caused to consumer product markets due to severe inflation have interrupted global demand and supply, causing an inventory crisis in many industries. However, our secure relationships with suppliers and active management of supply chains allows GIGABYTE to manage inventory effectively. This was achieved by working closely with partners to ensure sufficient inventory levels and implementing timely production as well as other strategies to optimize inventory management.

**2023 Business Outlook:**

Looking forward in 2023, we maintain a cautiously optimistic outlook towards the business. We will continue our focus in core businesses such as motherboards, graphics cards, laptop computers, servers, and expand R&D investment to push even more advanced technologies to market. In 2023, GIGABYTE will implement the professional division of labor so that each division can more effectively apply their resources and focus on product and business development. We will also strive to separate our server products and Netcom Business Division into an independent company - Giga Computing Technology. Hopefully, GIGABYTE's organizational planning will allow more flexibility and efficiency to the development of our Netcom Business Division and server products to emphasize their core competitiveness and lead to increased operational growth. The separation is estimated to boost GIGABYTE's overall business performance and maximize benefit for both consumer (motherboards, graphics cards, laptop computers) and commercial (servers) products as they continue to create greater benefits for all shareholders.

Finally, we want to thank our shareholders for their continued trust and support in GIGABYTE. We will continue to strive and provide customers with innovative, high quality products as well as respond to the challenges of the global economic environment. We hope together, we can achieve continued growth and future successes.

Wish You Health and Happiness.

Dandy Yeh  
Chairman

Chairman: Pei-Cheng Yeh

CEO: E-Tay Li,

Yin-Yu Lin

CFO: Chun-Ying Chen

## Appendix 2

### Audit Committee Approval/Audit Report

This Audit Committee has approved the individual financial statements of the Company and the consolidated financial statements of the Group for fiscal year 2022 that have been passed by the Board of Directors. The CPA firm PwC Taiwan was then retained to audit such statements by CPAs Chun-Yuan Xiao and Se-Kai Lin and issued the “unqualified opinion with explanatory paragraph” audit report. These statements have been reviewed and determined to be compliant with all relevant laws and regulations. In addition, this Audit Committee has audited the business report and profits distribution proposal of fiscal year 2022 passed by the Board of Directors and determined they have complied with relevant laws and regulations. This report is thus issued in accordance with Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act.

To

Annual Meeting of Shareholders of GIGA-BYTE TECHNOLOGY CO., LTD.

Hwei-Min Wang  
Convener  
Audit Committee  
18 April, 2023

## INDEPENDENT AUDITORS' REPORT

To the Board of Directors and Shareholders of Giga-Byte Technology Co., Ltd.

### *Opinion*

We have audited the accompanying parent company only balance sheets of Giga-Byte Technology Co., Ltd. as at December 31, 2022 and 2021, and the related parent company only statements of comprehensive income, of changes in equity and of cash flows for the years then ended, and notes to the parent company only financial statements, including a summary of significant accounting policies.

In our opinion, based on our audits and the report of other auditors, as described in the Other matters section of our report, the accompanying parent company only financial statements present fairly, in all material respects, the parent company only financial position of the Company as at December 31, 2022 and 2021, and its parent company only financial performance and its parent company only cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

### *Basis for opinion*

We conducted our audits in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants and Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the Auditors' responsibilities for the audit of the parent company only financial statements section of our report. We are independent of the Company in accordance with the Norm of Professional Ethics for Certified Public Accountants of the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### *Key audit matters*

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Company's 2022 parent company only financial statements. These matters were addressed in the context of our audit of the parent company only financial statements as a whole and, in forming our opinion thereon, we do not provide a separate opinion on these matters.



Key audit matters for the Company's 2022 parent company only financial statements are stated as follows:

### **Occurrence of revenue from significant new counterparty**

#### Description

Please refer to Note 4(28) for the accounting policies on revenue recognition and Note 6(18) for details of the operating revenue.

The Company's revenue is derived from numerous customers from different countries and there was no revenue from a single customer that exceeded 10% of the parent company only operating revenue. Given that the verification of the existence of the transaction counterparty is critical to the revenue recognition, the occurrence of revenue from significant new counterparty was identified as a key audit matter.

#### How our audit addressed the matter

Our key audit procedures performed in respect of the above included the following:

1. Interviewed with management and obtained an understanding of the revenue recognition policy, and the consistency of the policy application during the financial reporting periods.
2. Obtained an understanding and tested credit check procedures for significant new counterparty. Verified that the transaction with significant new counterparty has been properly approved and agreed with supporting documentation, which include searching transaction counterparty's related information.
3. Obtained an understanding and tested the selling price and credit term of significant new counterparty.
4. Interviewed with management and obtained an understanding for the reason of accounts receivable overdue from significant new counterparty in order to evaluate the reasonableness.
5. Sampled and tested detailed revenue schedule of significant new counterparty and verified the original supporting documentation.
6. Sent accounts receivable confirmation letter to significant new counterparty. Investigated the reason and tested reconciling items made by the Company if the result in confirmation reply did not correspond to records, or tested collections after the balance sheet date if no confirmation reply was received.

## **Assessment of allowance for valuation of inventory loss**

### Description

Please refer to Note 4(12) for accounting policies on inventories, Note 5(2) for accounting estimates and assumption uncertainty and Note 6(5) for details of inventories.

The Company is primarily engaged in manufacturing and selling of computer hardware equipment and related components. Due to the short life cycle of electronic products and the price is highly subject to market fluctuation, the risk of incurring inventory valuation losses or having obsolete inventory are relatively high. Inventories held for sale in the ordinary course of business are stated at the lower of cost and net realizable value; Valuation loss are recognized for those inventories which exceed certain aging period or individually identified as obsolete inventories based on its net realizable value.

Given that the amount of inventories is significant and that the individually identified net realizable value of obsolete inventories has uncertainty based on prior industry experience, the evaluation of the allowance for valuation loss was identified as a key audit matter.

### How our audit addressed the matter

Our key audit procedures performed in respect of the above included the following:

1. Interviewed with management and obtained an understanding of the policy and process on evaluation of the allowance for valuation loss, and the consistency of the policy and process application during the financial reporting periods.
2. Obtained an understanding of the warehouse management procedures, reviewed annual physical inventory count plan and participated the annual inventory count. Evaluated the effectiveness of management control on identifying and managing obsolete inventories.
3. Tested the appropriateness of system logic in inventory aging report which management adopted for inventories valuation purpose, and verified that obsolete inventories which exceeded a certain aging period were included in the report.
4. Evaluated the reasonableness of obsolete or damaged inventory items which were identified by management, reviewed related supporting documentation, and compared to the results obtained from the observation of physical inventory count.
5. For inventories which exceeded a certain period of aging and individually identified as obsolete and damaged, discussed with management and obtained supporting documentation of the evaluation on net realisable value, and performed recalculation.

### ***Other matter – Report of other auditors***

We did not audit the financial statements for the year ended December 31, 2021 of certain investee companies. Those financial statements were audited by other auditors, whose reports thereon have been furnished to us, and our opinion expressed herein, in so far as it relates to the amounts included in the financial statements was based solely on the reports of the other auditors. The aforementioned equity investments were NT\$0 thousand, representing 0% of total parent company only assets as of December 31, 2021, and total net comprehensive loss were NT\$10,053 thousand, representing (0.08%) of total parent company only comprehensive loss for the year then ended.

### ***Responsibilities of management and those charged with governance for the parent company only financial statements***

Management is responsible for the preparation and fair presentation of the parent company only financial statements in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers, and for such internal control as management determines is necessary to enable the preparation of parent company only financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the parent company only financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance, including the audit committee, are responsible for overseeing the Company's financial reporting process.

### ***Auditors' responsibilities for the audit of the parent company only financial statements***

Our objectives are to obtain reasonable assurance about whether the parent company only financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Standards on Auditing of the Republic of China will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these parent company only financial statements.

As part of an audit in accordance with the Standards on Auditing of the Republic of China, we exercise professional judgement and professional skepticism throughout the audit. We also:

1. Identify and assess the risks of material misstatement of the parent company only financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the parent company only financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the parent company only financial statements, including the disclosures, and whether the parent company only financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the parent company only financial statements. We are responsible for the direction, supervision and performance of the audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the parent company only financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

---

Chun-Yuan, Hsiao  
For and on behalf of PricewaterhouseCoopers, Taiwan  
March 13, 2023

---

Se-Kai Lin

-----  
The accompanying parent company only financial statements are not intended to present the financial position and results of operations and cash flows in accordance with accounting principles generally accepted in countries and jurisdictions other than the Republic of China. The standards, procedures and practices in the Republic of China governing the audit of such financial statements may differ from those generally accepted in countries and jurisdictions other than the Republic of China. Accordingly, the accompanying parent company only financial statements and independent auditors' report are not intended for use by those who are not informed about the accounting principles or auditing standards generally accepted in the Republic of China, and their applications in practice.

As the financial statements are the responsibility of the management, PricewaterhouseCoopers, Taiwan cannot accept any liability for the use of, or reliance on, the English translation or for any errors or misunderstandings that may derive from the translation.

GIGA-BYTE TECHNOLOGY CO., LTD.  
PARENT COMPANY ONLY BALANCE SHEETS  
DECEMBER 31, 2022 AND 2021

(Expressed in thousands of New Taiwan dollars)

Assets	Notes	December 31, 2022		December 31, 2021		
		Amount	%	Amount	%	
<b>Current assets</b>						
1100	Cash and cash equivalents	6(1)	\$ 11,021,033	17	\$ 14,145,435	20
1110	Financial assets at fair value through profit or loss - current	6(2)	272,783	1	1,131,758	1
1136	Financial assets at amortized cost-current	6(3)	-	-	619,516	1
1150	Notes receivable, net	6(4)	2,785	-	2,725	-
1170	Accounts receivable, net	6(4)	5,981,499	9	6,200,375	9
1180	Accounts receivable-related parties, net	7	15,168,316	23	12,882,184	18
1200	Other receivables	7	148,216	-	389,364	-
130X	Inventories, net	6(5)	15,939,386	24	19,944,879	28
1410	Prepayments		279,739	1	479,964	1
1470	Other current assets		258,457	-	270,652	-
11XX	<b>Total current assets</b>		<u>49,072,214</u>	<u>75</u>	<u>56,066,852</u>	<u>78</u>
<b>Non-current assets</b>						
1535	Financial assets at amortized cost-non-current	6(3) and 8	161,900	-	151,078	-
1550	Investments accounted for using equity method	6(6) and 7	12,222,431	19	12,022,295	17
1600	Property, plant and equipment, net	6(7)	2,802,994	5	2,685,920	4
1755	Right-of-use assets	6(8)	35,896	-	79,913	-
1780	Intangible assets		127,405	-	27,438	-
1840	Deferred income tax assets	6(25)	806,074	1	847,135	1
1900	Other non-current assets		63,276	-	57,856	-
15XX	<b>Total non-current assets</b>		<u>16,219,976</u>	<u>25</u>	<u>15,871,635</u>	<u>22</u>
1XXX	<b>Total assets</b>		<u>\$ 65,292,190</u>	<u>100</u>	<u>\$ 71,938,487</u>	<u>100</u>

(Continued)

GIGA-BYTE TECHNOLOGY CO., LTD.  
PARENT COMPANY ONLY BALANCE SHEETS  
DECEMBER 31, 2022 AND 2021

(Expressed in thousands of New Taiwan dollars)

Liabilities and Equity	Notes	December 31, 2022		December 31, 2021		
		Amount	%	Amount	%	
<b>Current liabilities</b>						
2130	Contract liabilities - current	6(18)	\$ 1,040,938	2	\$ 1,051,029	1
2150	Notes payable		11,441	-	18,966	-
2170	Accounts payable		13,656,856	21	15,449,011	22
2180	Accounts payable-related parties	7	5,338,606	8	4,309,837	6
2200	Other payables	6(10) and 7	6,191,706	10	9,172,314	13
2230	Current income tax liabilities		1,528,610	2	2,378,159	3
2250	Provisions for liabilities - current	6(11)	818,265	1	725,193	1
2280	Lease liabilities-current		25,445	-	48,403	-
2300	Other current liabilities		155,465	-	199,635	-
21XX	<b>Total current liabilities</b>		<u>28,767,332</u>	<u>44</u>	<u>33,352,547</u>	<u>46</u>
<b>Non-current liabilities</b>						
2540	Long-term borrowings	6(12)	-	-	200,000	1
2570	Deferred income tax liabilities	6(25)	5,890	-	-	-
2580	Lease liabilities-non-current		10,859	-	32,169	-
2600	Other non-current liabilities	6(6)(13)	<u>574,635</u>	<u>1</u>	<u>865,787</u>	<u>1</u>
25XX	<b>Total non-current liabilities</b>		<u>591,384</u>	<u>1</u>	<u>1,097,956</u>	<u>2</u>
2XXX	<b>Total liabilities</b>		<u>29,358,716</u>	<u>45</u>	<u>34,450,503</u>	<u>48</u>
<b>Capital stock</b>						
		6(15)				
3110	Common stock		6,356,889	10	6,356,889	9
<b>Capital surplus</b>						
		6(16)				
3200	Capital surplus		3,281,465	5	3,279,731	5
<b>Retained earnings</b>						
		6(17)				
3310	Legal reserve		6,346,126	10	5,011,247	7
3320	Special reserve		426,354	-	426,354	-
3350	Unappropriated retained earnings		19,400,238	30	21,750,531	30
<b>Other equity</b>						
3400	Other equity		122,402	-	729,248	1
3500	Treasury shares	6(14)(15)	-	-	(66,016)	-
3XXX	<b>Total equity</b>		<u>35,933,474</u>	<u>55</u>	<u>37,487,984</u>	<u>52</u>
Significant events after the balance sheet date 11						
3X2X	<b>Total liabilities and equity</b>		<u>\$ 65,292,190</u>	<u>100</u>	<u>\$ 71,938,487</u>	<u>100</u>

The accompanying notes are an integral part of these parent company only financial statements.

GIGA-BYTE TECHNOLOGY CO., LTD.  
PARENT COMPANY ONLY STATEMENTS OF COMPREHENSIVE INCOME  
YEARS ENDED DECEMBER 31, 2022 AND 2021

(Expressed in thousands of New Taiwan dollars, except for earnings per share)

Items	Notes	2022		2021	
		Amount	%	Amount	%
4000 <b>Operating revenue</b>	6(18) and 7	\$ 100,712,224	100	\$ 121,741,896	100
5000 <b>Operating costs</b>	6(5)(23) (24) and 7	( 89,011,001)	( 88)	( 94,467,818)	( 78)
5900 <b>Gross profit</b>		<u>11,701,223</u>	<u>12</u>	<u>27,274,087</u>	<u>22</u>
<b>Operating expenses</b>	6(23) (24) and 7				
6100 Selling expenses		( 4,304,861)	( 5)	( 6,290,855)	( 5)
6200 General and administrative expenses		( 933,725)	( 1)	( 2,227,585)	( 2)
6300 Research and development expenses		( 2,169,723)	( 2)	( 4,045,591)	( 3)
6450 Expected credit losses	6(23) and 12(2)	( 63,015)	-	( 6,683)	-
6000 <b>Total operating expenses</b>		<u>( 7,471,324)</u>	<u>( 8)</u>	<u>( 12,570,714)</u>	<u>( 10)</u>
6900 <b>Operating profit</b>		<u>4,229,899</u>	<u>4</u>	<u>14,703,364</u>	<u>12</u>
<b>Non-operating income and expenses</b>					
7100 Interest revenue	6(19)	57,045	-	36,858	-
7010 Other income	6(20)	901,621	1	1,044,689	1
7020 Other gains and losses	6(21)	1,505,727	2	232,283	-
7050 Finance costs	6(22)	( 2,290)	-	( 2,168)	-
7070 Share of profit of subsidiaries, associates and joint ventures accounted for under the equity method	6(6)	( 1,315,525)	1	( 162,253)	-
7000 <b>Total non-operating income and expenses</b>		<u>3,777,628</u>	<u>4</u>	<u>1,149,409</u>	<u>1</u>
7900 <b>Profit before income tax</b>		<u>8,007,527</u>	<u>8</u>	<u>15,852,773</u>	<u>13</u>
7950 Income tax expense	6(25)	( 1,469,006)	( 1)	( 2,514,813)	( 2)
8200 <b>Profit for the year</b>		<u>\$ 6,538,521</u>	<u>7</u>	<u>\$ 13,337,960</u>	<u>11</u>
<b>Other comprehensive income (loss), net</b>					
<b>Components of other comprehensive income (loss) that will not be reclassified to profit or loss</b>					
8311 Remeasurements of defined benefit plans	6(13)	\$ 82,340	-	\$ 13,534	-
8330 Share of other comprehensive (loss) income of subsidiaries, associates and joint ventures accounted for using equity method, components of other comprehensive income that will not be reclassified to profit or loss		( 881,281)	( 1)	94,333	-
8349 Income tax related to components of other comprehensive income that will not be reclassified to profit or loss	6(25)	( 16,468)	-	( 2,707)	-
8310 <b>Components of other comprehensive (loss) income that will not be reclassified to profit or loss</b>		<u>( 815,409)</u>	<u>( 1)</u>	<u>105,160</u>	<u>-</u>
<b>Components of other comprehensive income (loss) that will subsequently be reclassified to profit or loss</b>					
8361 Exchange differences arising from translation of foreign operations		274,435	-	( 136,382)	-
8360 <b>Components of other comprehensive income (loss) that will be reclassified to profit or loss</b>		<u>274,435</u>	<u>-</u>	<u>( 136,382)</u>	<u>-</u>
8300 <b>Other comprehensive loss for the year, net</b>		<u>(\$ 540,974)</u>	<u>( 1)</u>	<u>(\$ 31,222)</u>	<u>-</u>
8500 <b>Total comprehensive income for the year</b>		<u>\$ 5,997,547</u>	<u>6</u>	<u>\$ 13,306,738</u>	<u>11</u>
9750 <b>Basic earnings per share</b>	6(26)	\$ 10.29		\$ 21.01	
9850 <b>Diluted earnings per share</b>	6(26)	\$ 10.12		\$ 20.60	

The accompanying notes are an integral part of these parent company only financial statements.



GIGA-BYTE TECHNOLOGY CO., LTD.  
PARENT COMPANY ONLY STATEMENTS OF CHANGES IN EQUITY  
YEARS ENDED DECEMBER 31, 2022 AND 2021

(Expressed in thousands of New Taiwan dollars)

	Notes	Retained earnings					Other equity			Total equity
		Common stock	Capital surplus	Legal reserve	Special reserve	Unappropriated retained earnings	Exchange differences arising from translation of foreign operations	Unrealized gain or loss on valuation of financial assets at fair value through other comprehensive income	Treasury shares	
<u>Year 2021</u>										
Balance at January 1, 2021		\$ 6,356,889	\$ 3,884,904	\$ 4,575,820	\$ 426,354	\$ 11,379,927	(\$ 607,084)	\$ 1,378,381	\$ -	\$ 27,395,191
Profit for the year		-	-	-	-	13,337,960	-	-	-	13,337,960
Other comprehensive (loss) income for the year		-	-	-	-	10,827	(136,382)	94,333	-	(31,222)
Total comprehensive income (loss) for the year		-	-	-	-	13,348,787	(136,382)	94,333	-	13,306,738
Appropriations of 2020 earnings:	6(17)									
Legal reserve		-	-	435,427	-	(435,427)	-	-	-	-
Cash dividends		-	-	-	-	(2,542,756)	-	-	-	(2,542,756)
Cash dividends from capital surplus	6(17)	-	(635,688)	-	-	-	-	-	-	(635,688)
Changes in equity of associates accounted for using equity method		-	2,281	-	-	-	-	-	-	2,281
Purchase of treasury shares	6(15)	-	-	-	-	-	-	-	(280,919)	(280,919)
Share-based payment transactions	6(14)	-	28,234	-	-	-	-	-	214,903	243,137
Balance at December 31, 2021		\$ 6,356,889	\$ 3,279,731	\$ 5,011,247	\$ 426,354	\$ 21,750,531	(\$ 743,466)	\$ 1,472,714	(\$ 66,016)	\$ 37,487,984
<u>Year 2021</u>										
Balance at January 1, 2022		\$ 6,356,889	\$ 3,279,731	\$ 5,011,247	\$ 426,354	\$ 21,750,531	(\$ 743,466)	\$ 1,472,714	(\$ 66,016)	\$ 37,487,984
Profit for the year		-	-	-	-	6,538,521	-	-	-	6,538,521
Other comprehensive (loss) income for the year		-	-	-	-	65,872	274,435	(881,281)	-	(540,974)
Total comprehensive income (loss) for the year		-	-	-	-	6,604,393	274,435	(881,281)	-	5,997,547
Appropriations of 2021 earnings:	6(17)									
Legal reserve		-	-	1,334,879	-	(1,334,879)	-	-	-	-
Cash dividends		-	-	-	-	(7,619,807)	-	-	-	(7,619,807)
Changes in equity of associates accounted for using equity method		-	1,199	-	-	-	-	-	-	1,199
Share-based payment transactions	6(14)	-	-	-	-	-	-	-	66,016	66,016
Past due expired dividends		-	535	-	-	-	-	-	-	535
Balance at December 31, 2022		\$ 6,356,889	\$ 3,281,465	\$ 6,346,126	\$ 426,354	\$ 19,400,238	(\$ 469,031)	\$ 591,433	\$ -	\$ 35,933,474

The accompanying notes are an integral part of these parent company only financial statements.

GIGA-BYTE TECHNOLOGY CO., LTD.  
PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS  
FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021  
(Expressed in thousands of New Taiwan dollars)

	<u>Notes</u>	<u>2022</u>	<u>2021</u>
<u>Cash flows from operating activities</u>			
Profit before income tax		\$ 8,007,527	\$ 15,852,773
Adjustments to reconcile profit before income tax to net cash provided by operating activities			
Income and expenses having no effect on cash flows			
Depreciation	6(7)(8)(23)	329,187	325,548
Amortization	6(23)	85,438	52,928
Gain from lease modification	6(8)(21)	( 61 )	( 88 )
Expected credit losses	6(23)and12(2)	63,015	6,683
(Gain) loss on valuation of financial assets at fair value through profit or loss	6(21)	( 10,356 )	12,338
Share of profit (loss) of subsidiaries and associates accounted for using the equity method	6(6)	( 1,315,525 )	162,253
Gain on disposal of property, plant and equipment	6(21)	( 8,651 )	-
Interest income	6(19)	( 57,045 )	( 36,858 )
Interest expense	6(22)	2,290	2,168
Share-based payments	6(14)	-	28,234
Changes in assets/liabilities relating to operating activities			
Net changes in assets relating to operating activities			
Financial assets at fair value through profit or loss		869,331	( 598,332 )
Notes receivable		( 60 )	172
Accounts receivable		( 2,130,271 )	( 5,858,094 )
Other receivables		241,326	( 317,564 )
Inventories		4,005,493	( 8,837,684 )
Prepayments		200,225	66,930
Other current assets		12,195	( 269,169 )
Net changes in liabilities relating to operating activities			
Contract liabilities		( 10,091 )	( 2,796,216 )
Notes payable		( 7,525 )	18,709
Accounts payable		( 763,386 )	6,936,879
Other payables		( 2,984,721 )	4,185,735
Provisions for liabilities		93,072	( 51,261 )
Other current liabilities		( 44,170 )	55,841
Other non-current liabilities		( 50,611 )	2,433
Cash generated from operations		6,526,626	8,944,358
Interest received		56,867	38,183
Dividends received		183,482	158
Interest paid		( 2,290 )	( 2,168 )
Income tax paid		( 2,288,072 )	( 1,211,335 )
Net cash generated from operating activities		<u>4,476,613</u>	<u>7,769,196</u>

(Continued)

GIGA-BYTE TECHNOLOGY CO., LTD.  
PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS  
FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021  
(Expressed in thousands of New Taiwan dollars)

	<u>Notes</u>	<u>2022</u>	<u>2021</u>
<u>Cash flows from investing activities</u>			
Acquisition of financial assets at amortized cost		\$ -	(\$ 27,181)
Proceeds from disposal of financial assets at amortised cost		608,694	-
Acquisition of investments accounted for using equity method	6(6) and 7	( 1,000)	( 740,000)
Proceeds from disposal of investments accounted for using equity method	6(6)	80,000	200,000
Acquisition of property, plant and equipment	6(27)	( 384,671)	( 530,325)
Proceeds from disposal of property, plant and equipment		14,631	-
Acquisition of intangible assets		( 185,296)	( 56,378)
Decrease in guarantee deposit paid		2,429	836
(Increase) decrease in other non-current assets		( 20,417)	90,679
Net cash flows from (used in) investing activities		<u>114,370</u>	<u>( 1,062,369)</u>
<u>Cash flows from financing activities</u>			
Repayments of long-term borrowings	6(28)	( 200,000)	-
Increase (decrease) in deposits received	6(28)	89,059	( 43,790)
Repayments of principal portion of lease liabilities	6(28)	( 51,188)	( 50,757)
Cash dividends paid	6(17)	( 7,619,807)	( 2,542,756)
Cash dividends from capital surplus	6(17)	-	( 635,688)
Purchase of treasury shares		-	( 280,919)
Treasury shares sold to employees		66,016	214,903
Past due expired unpaid dividends for shareholders		535	-
Net cash used in financing activities		<u>( 7,715,385)</u>	<u>( 3,339,007)</u>
Net (decrease) increase in cash and cash equivalents		( 3,124,402)	3,367,820
Cash and cash equivalents at beginning of year		<u>14,145,435</u>	<u>10,777,615</u>
Cash and cash equivalents at end of year		<u>\$ 11,021,033</u>	<u>\$ 14,145,435</u>

The accompanying notes are an integral part of these parent company only financial statements.

## INDEPENDENT AUDITORS' REPORT

To the Board of Directors and Shareholders of Giga-Byte Technology Co., Ltd.

### *Opinion*

We have audited the accompanying consolidated balance sheets of Giga-Byte Technology Co., Ltd. and subsidiaries (the "Group") as at December 31, 2022 and 2021, and the related consolidated statements of comprehensive income, of changes in equity and of cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, based on our audits and the report of other independent auditors, as described in the Other matters section of our report, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at December 31, 2022 and 2021, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and the International Financial Reporting Standards, International Accounting Standards, IFRIC Interpretations, and SIC Interpretations that came into effect as endorsed by the Financial Supervisory Commission.

### *Basis for opinion*

We conducted our audits in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants and Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Norm of Professional Ethics for Certified Public Accountants in the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### *Key audit matters*

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole and, in forming our opinion thereon, we do not provide a separate opinion on these matters.

Key audit matters for the Group's consolidated financial statements of the current period are as follows:

### **Occurrence of revenue from significant new counterparties**

#### Description

Please refer to Note 4(31) for accounting policies on operating revenue and Note 6(21) for details of operating revenue.

Giga-Byte Technology Group's revenue is derived from numerous customers from different countries and there was no revenue from a single customer that exceeded 10% of the consolidated operating revenue. Given that the verification of the existence of the transaction counterparty is critical to the revenue recognition, the occurrence of revenue from significant new counterparties was identified as a key audit matter.

#### How our audit addressed the matter

Our key audit procedures performed in respect of the above included the following:

1. Interviewed with management and obtained an understanding of the revenue recognition policy, and the consistency of the policy application during the financial reporting periods.
2. Obtained an understanding and tested credit check procedures for significant new counterparties. Verified that the transactions with significant new counterparties have been properly approved and agreed with supporting documentation, which include searching transaction counterparty's related information.
3. Obtained an understanding and tested the selling price and credit term of significant new counterparties.
4. Interviewed with management and obtained an understanding for the reason of accounts receivable overdue from significant new counterparties in order to evaluate the reasonableness.
5. Sampled and tested detailed revenue schedules of significant new counterparties and verified the original supporting documentation.
6. Sent accounts receivable confirmation letters to significant new counterparties. Investigated the reason and tested reconciling items made by the Group if the result in confirmation reply did not correspond to records, or tested collections after the balance sheet date if no confirmation reply was received.

## **Assessment of allowance for valuation of inventory loss**

### Description

Please refer to Note 4(14) for accounting policies on inventories, Note 5(2) for accounting estimates and assumption uncertainty and Note 6(6) for details of inventories.

Giga-Byte Technology Group is primarily engaged in manufacturing and selling of computer hardware equipment and related components. Due to the short life cycle of electronic products and the price is highly subject to market fluctuation, the risk of incurring inventory valuation losses or having obsolete inventory are relatively high. Inventories held for sale in the ordinary course of business are stated at the lower of cost and net realisable value; Valuation loss are recognized for those inventories which exceed certain aging period or individually identified as obsolete inventories based on its net realisable value.

Given that the amount inventories is significant and that the individually identified net realizable value of obsolete inventories has uncertainty based on prior industry experience, the evaluation of the allowance for valuation loss was identified as a key audit matter.

### How our audit addressed the matter

Our key audit procedures performed in respect of the above included the following:

1. Interviewed with management and obtained an understanding of the policy and process on evaluation of the allowance for valuation loss, and the consistency of the policy and process application during the financial reporting periods.
2. Obtained an understanding of the warehouse management procedures, reviewed annual physical inventory count plan and participated in the annual inventory count. Evaluated the effectiveness of management controls on identifying and managing obsolete inventories.
3. Tested the appropriateness of system logic in inventory aging report which management adopted for inventories valuation purpose, and verified that obsolete inventories which exceeded a certain aging period were included in the report.
4. Evaluated the reasonableness of obsolete or damaged inventory items which were identified by management, reviewed related supporting documentation, and compared to the results obtained from the observation of physical inventory count.
5. For inventories which exceeded a certain aging period of aging and individually identified as obsolete and damaged, discussed with management and obtained supporting documentation of the evaluation on net realisable value, and performed recalculation.

### ***Other matter – Report of other independent auditors***

We did not audit the financial statements for the year ended December 31, 2021 of certain consolidated subsidiaries and investments accounted for using the equity method. Those financial statements were audited by the other independent auditors, whose reports thereon have been furnished to us, and our opinion expressed herein, in so far as it relates to the amounts included in the financial statements was based solely on the reports of the other independent auditors. The aforementioned equity investments were NT\$0 thousand, representing 0% of total consolidated assets as of December 31, 2021, and total net comprehensive loss were NT\$10,053 thousand, representing (0.08%) of total consolidated comprehensive loss for the year then ended.

### ***Other matter – Parent company only financial statements***

We have audited and expressed an unmodified opinion with Other matter paragraph on the parent company only financial statements of Giga-Byte Technology Co., Ltd. as at and for the years ended December 31, 2022 and 2021.

### ***Responsibilities of management and those charged with governance for the consolidated financial statements***

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and the International Financial Reporting Standards, International Accounting Standards, IFRIC Interpretations, and SIC Interpretations that came into effect as endorsed by the Financial Supervisory Commission, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance, including the audit committee, are responsible for overseeing the Group's financial reporting process.

### ***Auditors' responsibilities for the audit of the consolidated financial statements***

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Standards on Auditing of the Republic of China will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with the Standards on Auditing of the Republic of China, we exercise professional judgement and professional skepticism throughout the audit. We also:

1. Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.



6. Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

---

Chun-Yuan, Hsiao  
For and on behalf of PricewaterhouseCoopers, Taiwan  
March 13, 2023

---

Se-Kai Lin

-----  
The accompanying consolidated financial statements are not intended to present the financial position and results of operations and cash flows in accordance with accounting principles generally accepted in countries and jurisdictions other than the Republic of China. The standards, procedures and practices in the Republic of China governing the audit of such financial statements may differ from those generally accepted in countries and jurisdictions other than the Republic of China. Accordingly, the accompanying consolidated financial statements and independent auditors' report are not intended for use by those who are not informed about the accounting principles or auditing standards generally accepted in the Republic of China, and their applications in practice.

As the financial statements are the responsibility of the management, PricewaterhouseCoopers, Taiwan cannot accept any liability for the use of, or reliance on, the English translation or for any errors or misunderstandings that may derive from the translation.

GIGA-BYTE TECHNOLOGY CO., LTD. AND SUBSIDIARIES  
CONSOLIDATED BALANCE SHEETS  
DECEMBER 31, 2022 AND 2021

(Expressed in thousands of New Taiwan dollars)

	Assets	Notes	December 31, 2022		December 31, 2021	
			Amount	%	Amount	%
<b>Current assets</b>						
1100	Cash and cash equivalents	6(1)	\$ 16,265,510	26	\$ 18,928,473	27
1110	Financial assets at fair value through profit or loss - current	6(2)	527,995	1	1,450,496	2
1136	Financial assets at amortised cost - current	6(4)	641,814	1	1,156,617	2
1150	Notes receivable, net	6(5)	3,975	-	5,710	-
1170	Accounts receivable, net	6(5)	14,126,596	22	10,822,436	16
1200	Other receivables		234,663	-	194,564	-
130X	Inventories, net	6(6)	21,777,245	34	26,589,730	39
1410	Prepayments		960,445	2	862,896	1
1470	Other current assets		264,651	-	287,227	-
11XX	<b>Total current assets</b>		<u>54,802,894</u>	<u>86</u>	<u>60,298,149</u>	<u>87</u>
<b>Non-current assets</b>						
1517	Financial assets at fair value through other comprehensive income–non-current	6(3)	1,637,776	3	2,515,460	4
1535	Financial assets at amortized cost-non-current	6(4) and 8	236,361	-	228,827	-
1550	Investments accounted for using the equity method	6(7)	528,720	1	518,711	1
1600	Property, plant and equipment, net	6(8)	4,946,900	8	4,206,997	6
1755	Right-of-use assets	6(9)	158,352	-	196,740	-
1760	Investment property, net	6(11)	37,429	-	41,698	-
1780	Intangible assets		129,151	-	29,329	-
1840	Deferred income tax assets	6(28)	956,439	2	1,009,779	2
1900	Other non-current assets	6(12)	137,827	-	132,500	-
15XX	<b>Total non-current assets</b>		<u>8,768,955</u>	<u>14</u>	<u>8,880,041</u>	<u>13</u>
1XXX	<b>Total assets</b>		<u>\$ 63,571,849</u>	<u>100</u>	<u>\$ 69,178,190</u>	<u>100</u>

(Continued)

**GIGA-BYTE TECHNOLOGY CO., LTD. AND SUBSIDIARIES**  
**CONSOLIDATED BALANCE SHEETS**  
**DECEMBER 31, 2022 AND 2021**

(Expressed in thousands of New Taiwan dollars)

Liabilities and Equity		Notes	December 31, 2022		December 31, 2021	
			Amount	%	Amount	%
<b>Current liabilities</b>						
2130	Contract liabilities-current	6(21)	\$ 2,788,051	4	\$ 1,197,240	2
2150	Notes payable		11,564	-	22,868	-
2170	Accounts payable		13,984,884	22	15,886,668	23
2200	Other payables	6(13)	7,457,810	12	10,020,250	15
2230	Current income tax liabilities		1,645,699	3	2,524,197	4
2250	Provisions for liabilities - current	6(14)	818,265	1	768,663	1
2280	Lease liabilities-current		67,054	-	98,602	-
2300	Other current liabilities		193,243	-	231,090	-
21XX	<b>Total current liabilities</b>		<u>26,966,570</u>	<u>42</u>	<u>30,749,578</u>	<u>45</u>
<b>Non-current liabilities</b>						
2540	Long-term borrowings	6(15)	-	-	200,000	-
2570	Deferred income tax liabilities	6(28)	5,930	-	-	-
2580	Lease liabilities-non-current		59,160	-	64,375	-
2600	Other non-current liabilities	6(16)	595,269	1	661,137	1
25XX	<b>Total non-current liabilities</b>		<u>660,359</u>	<u>1</u>	<u>925,512</u>	<u>1</u>
2XXX	<b>Total liabilities</b>		<u>27,626,929</u>	<u>43</u>	<u>31,675,090</u>	<u>46</u>
<b>Equity attributable to owners of the parent</b>						
<b>Capital stock</b>						
		6(18)				
3110	Common stock		6,356,889	10	6,356,889	9
<b>Capital surplus</b>						
		6(19)				
3200	Capital surplus		3,281,465	5	3,279,731	5
<b>Retained earnings</b>						
		6(20)				
3310	Legal reserve		6,346,126	10	5,011,247	7
3320	Special reserve		426,354	1	426,354	1
3350	Unappropriated retained earnings		19,400,238	31	21,750,531	31
<b>Other equity</b>						
3400	Other equity		122,402	-	729,248	1
3500	Treasury shares	6(17)(18)	-	-	(66,016)	-
31XX	<b>Total equity attributable to owners of the parent</b>		<u>35,933,474</u>	<u>57</u>	<u>37,487,984</u>	<u>54</u>
36XX	<b>Non-controlling interest</b>		11,446	-	15,116	-
3XXX	<b>Total equity</b>		<u>35,944,920</u>	<u>57</u>	<u>37,503,100</u>	<u>54</u>
Significant events after the balance sheet date		11				
3X2X	<b>Total liabilities and equity</b>		<u>\$ 63,571,849</u>	<u>100</u>	<u>\$ 69,178,190</u>	<u>100</u>

The accompanying notes are an integral part of these consolidated financial statements.

GIGA-BYTE TECHNOLOGY CO., LTD. AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME  
FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021  
(Expressed in thousands of New Taiwan dollars, except for earnings per share)

Items	Notes	2022		2021	
		Amount	%	Amount	%
4000 <b>Operating revenue</b>	6(21)	\$ 107,263,644	100	\$ 121,905,357	100
5000 <b>Operating costs</b>	6(6)(26)(27)	( 90,647,566)	( 84)	( 92,315,325)	( 76)
5900 <b>Gross profit</b>		<u>16,616,078</u>	<u>16</u>	<u>29,590,032</u>	<u>24</u>
<b>Operating expenses</b>	6(26) (27)				
6100 Selling expenses		( 6,476,937)	( 6)	( 7,989,015)	( 7)
6200 General and administrative expenses		( 1,857,835)	( 2)	( 3,014,173)	( 2)
6300 Research and development expenses		( 2,226,275)	( 2)	( 4,091,372)	( 3)
6450 Expected credit losses	6(26) and 12(2)	( 209,817)	-	( 8,959)	-
6000 <b>Total operating expenses</b>		<u>( 10,770,864)</u>	<u>( 10)</u>	<u>( 15,103,519)</u>	<u>( 12)</u>
6900 <b>Operating profit</b>		<u>5,845,214</u>	<u>6</u>	<u>14,486,513</u>	<u>12</u>
<b>Non-operating revenue and expenses</b>					
7100 Interest income	6(22)	120,456	-	74,576	-
7010 Other income	6(23)	1,145,659	1	1,267,712	1
7020 Other gains and losses	6(24)	1,338,807	1	306,235	-
7050 Finance costs	6(25)	( 5,722)	-	( 5,399)	-
7060 Share of profit (loss) of associates and joint ventures accounted for using the equity method	6(7)	1,327	-	( 16,265)	-
7000 <b>Total non-operating revenue and expenses</b>		<u>2,600,527</u>	<u>2</u>	<u>1,626,859</u>	<u>1</u>
7900 <b>Profit before income tax</b>		8,445,741	8	16,113,372	13
7950 Income tax expense	6(28)	( 1,910,892)	( 2)	( 2,778,226)	( 2)
8200 <b>Profit for the year</b>		<u>\$ 6,534,849</u>	<u>6</u>	<u>\$ 13,335,146</u>	<u>11</u>

(Continued)

GIGA-BYTE TECHNOLOGY CO., LTD. AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME  
FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021  
(Expressed in thousands of New Taiwan dollars, except for earnings per share)

Items	Notes	2022		2021		
		Amount	%	Amount	%	
<b>Other comprehensive income-net</b>						
<b>Components of other comprehensive income (loss) that will not be reclassified to profit or loss</b>						
8311	Remeasurements of defined benefit plans	6(16)	\$ 82,340	-	\$ 13,534	-
8316	Unrealised (loss) gain on valuation of investment in equity instruments measured at fair value through other comprehensive income	6(3)	( 881,281)	( 1)	94,333	-
8349	Income tax related to components of other comprehensive income that will not be reclassified to profit or loss	6(28)	( 16,468)	-	( 2,707)	-
8310	<b>Components of other comprehensive (loss) income that will not be reclassified to profit or loss</b>		( 815,409)	( 1)	105,160	-
<b>Components of other comprehensive income that will be reclassified to profit or loss</b>						
8361	Exchange differences arising from translation of foreign operations		274,437	1	( 136,383)	-
8360	<b>Components of other comprehensive income (loss) that will be reclassified to profit or loss</b>		274,437	1	( 136,383)	-
8300	<b>Other comprehensive loss, net</b>		(\$ 540,972)	-	(\$ 31,223)	-
8500	<b>Total comprehensive income for the year</b>		\$ 5,993,877	6	\$ 13,303,923	11
<b>Profit (loss) attributable to:</b>						
8610	Owners of parent		\$ 6,538,521	6	\$ 13,337,960	11
8620	Non-controlling interest		( 3,672)	-	( 2,814)	-
	<b>Total</b>		\$ 6,534,849	6	\$ 13,335,146	11
<b>Comprehensive income (loss) attributable to:</b>						
8710	Owners of parent		\$ 5,997,547	6	\$ 13,306,738	11
8720	Non-controlling interest		( 3,670)	-	( 2,815)	-
	<b>Total</b>		\$ 5,993,877	6	\$ 13,303,923	11
9750	<b>Basic earnings per share</b>	6(29)	\$ 10.29		\$ 21.01	
9850	<b>Diluted earnings per share</b>	6(29)	\$ 10.12		\$ 20.60	

The accompanying notes are an integral part of these consolidated financial statements.

GIGA-BYTE TECHNOLOGY CO., LTD. AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY  
FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021  
(Expressed in thousands of New Taiwan dollars)

		Equity attributable to equity holders of the company										
		Retained earnings					Other equity interest					
Notes	Capital stock- Common stock	Capital surplus	Legal reserve	Special reserve	Unappropriated retained earnings	Exchange differences arising from translation of foreign operations	Unrealised gain or loss on valuation of financial assets at fair value through other comprehensive income	Treasury shares	Total	Non-controlling interest	Total equity	
<u>Year 2021.</u>												
	Balance at January 1, 2021	\$ 6,356,889	\$ 3,884,904	\$ 4,575,820	\$ 426,354	\$ 11,379,927	(\$ 607,084)	\$ 1,378,381	\$ -	\$ 27,395,191	\$ 17,931	\$ 27,413,122
	Profit (loss) for the year	-	-	-	-	13,337,960	-	-	-	13,337,960	( 2,814)	13,335,146
	Other comprehensive (loss) income for the year	-	-	-	-	10,827	( 136,382)	94,333	-	( 31,222)	( 1)	( 31,223)
	Total comprehensive income (loss)	-	-	-	-	13,348,787	( 136,382)	94,333	-	13,306,738	( 2,815)	13,303,923
	Appropriations of 2020 earnings:											
	Legal reserve	-	-	435,427	-	( 435,427)	-	-	-	-	-	-
	Cash dividends	-	-	-	-	( 2,542,756)	-	-	-	( 2,542,756)	-	( 2,542,756)
	Cash dividends from capital surplus	-	( 635,688)	-	-	-	-	-	-	( 635,688)	-	( 635,688)
	Changes in equity of associates accounted for using equity method	-	2,281	-	-	-	-	-	-	2,281	-	2,281
	Purchase of treasury shares	-	-	-	-	-	-	-	( 280,919)	( 280,919)	-	( 280,919)
	Share-based payment transactions	-	28,234	-	-	-	-	-	214,903	243,137	-	243,137
	Balance at December 31, 2021	<u>\$ 6,356,889</u>	<u>\$ 3,279,731</u>	<u>\$ 5,011,247</u>	<u>\$ 426,354</u>	<u>\$ 21,750,531</u>	<u>(\$ 743,466)</u>	<u>\$ 1,472,714</u>	<u>(\$ 66,016)</u>	<u>\$ 37,487,984</u>	<u>\$ 15,116</u>	<u>\$ 37,503,100</u>
<u>Year 2022.</u>												
	Balance at January 1, 2022	\$ 6,356,889	\$ 3,279,731	\$ 5,011,247	\$ 426,354	\$ 21,750,531	(\$ 743,466)	\$ 1,472,714	(\$ 66,016)	\$ 37,487,984	\$ 15,116	\$ 37,503,100
	Profit (loss) for the year	-	-	-	-	6,538,521	-	-	-	6,538,521	( 3,672)	6,534,849
	Other comprehensive (loss) income for the year	-	-	-	-	65,872	274,435	( 881,281)	-	( 540,974)	2	( 540,972)
	Total comprehensive income (loss)	-	-	-	-	6,604,393	274,435	( 881,281)	-	5,997,547	( 3,670)	5,993,877
	Appropriations of 2021 earnings:											
	Legal reserve	-	-	1,334,879	-	( 1,334,879)	-	-	-	-	-	-
	Cash dividends	-	-	-	-	( 7,619,807)	-	-	-	( 7,619,807)	-	( 7,619,807)
	Changes in equity of associates accounted for using equity method	-	1,199	-	-	-	-	-	-	1,199	-	1,199
	Share-based payment transactions	-	-	-	-	-	-	-	66,016	66,016	-	66,016
	Past due expired dividends	-	535	-	-	-	-	-	-	535	-	535
	Balance at December 31, 2022	<u>\$ 6,356,889</u>	<u>\$ 3,281,465</u>	<u>\$ 6,346,126</u>	<u>\$ 426,354</u>	<u>\$ 19,400,238</u>	<u>(\$ 469,031)</u>	<u>\$ 591,433</u>	<u>\$ -</u>	<u>\$ 35,933,474</u>	<u>\$ 11,446</u>	<u>\$ 35,944,920</u>

The accompanying notes are an integral part of these consolidated financial statements.

GIGA-BYTE TECHNOLOGY CO., LTD. AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021  
(Expressed in thousands of New Taiwan dollars)

	<u>Notes</u>	<u>2022</u>	<u>2021</u>
<u>Cash flows from operating activities:</u>			
Profit before income tax		\$ 8,445,741	\$ 16,113,372
Adjustments to reconcile profit before income tax to net cash provided by operating activities:			
Income and expenses having no effect on cash flows			
Depreciation	6(8)(9)(26)	640,380	613,141
Depreciation charge on investment property	6(11)	4,867	4,781
Amortisation	6(26)	87,775	62,370
Gain from lease modification	6(9)(24)	( 99 )	( 519 )
Expected credit loss	6(26) and 12(2)	209,817	8,959
Gain on reversal of legal claims provision	6(14)	( 44,407 )	-
Gain on valuation of financial assets at fair value through profit or loss	6(24)	( 7,107 )	( 131,685 )
Share of (profit) loss of associates and joint ventures accounted for using equity method	6(7)	( 1,327 )	16,265
Loss on disposal of property, plant and equipment	6(24)	6,651	3,206
Loss on disposal of intangible assets	6(24)	42	4,445
Interest income	6(22)	( 120,456 )	( 74,576 )
Interest expense	6(25)	5,722	5,399
Dividends income	6(23)	( 68,871 )	( 73,327 )
Grants revenue	6(31)	-	( 44,349 )
Share-based payments	6(17)	-	28,234
Changes in assets/liabilities relating to operating activities			
Net changes in assets relating to operating activities			
Financial assets at fair value through profit or loss		929,608	( 643,285 )
Notes receivable		1,735	( 2,813 )
Accounts receivable		( 3,507,332 )	( 2,947,270 )
Other receivables		( 36,046 )	( 132,083 )
Inventories		4,812,485	( 11,356,539 )
Prepayments		( 97,549 )	113,824
Other current assets		22,576	( 282,462 )
Net changes in liabilities relating to operating activities			
Contract liabilities		1,590,811	( 2,790,667 )
Notes payable		( 11,304 )	22,464
Accounts payable		( 1,901,784 )	6,861,749
Other payables		( 2,566,553 )	4,566,965
Provisions for liabilities		93,072	( 51,261 )
Other current liabilities		( 37,847 )	( 241,253 )
Other non-current liabilities		( 72,310 )	14,569
Cash generated from operations		8,378,290	9,667,654
Interest received		120,278	75,901
Dividend received		68,871	73,327
Interest paid		( 5,722 )	( 5,399 )
Income tax paid		( 2,746,588 )	( 1,456,488 )
Net cash generated from operating activities, net		<u>5,815,129</u>	<u>8,354,995</u>

(Continued)

GIGA-BYTE TECHNOLOGY CO., LTD. AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021  
(Expressed in thousands of New Taiwan dollars)

	Notes	2022	2021
<u>Cash flows from investing activities:</u>			
Acquisition of financial assets at fair value through other comprehensive income		\$ -	(\$ 69,531)
Acquisition of financial assets at amortised cost		-	( 43,672)
Proceeds from disposal of financial assets at amortised cost		507,269	-
Acquisition of investments accounted for under equity method	6(7)	( 12,500)	( 393,230)
Acquisition of property, plant and equipment	6(30)	( 1,121,924)	( 586,534)
Proceeds from disposal of property, plant and equipment		28,284	1,641
Acquisition of intangible assets		( 164,881)	( 55,687)
Decrease in refundable deposits		419	885
Increase in other non-current assets		( 151,745)	( 57,623)
Net cash used in investing activities		( 915,078)	( 1,203,751)
<u>Cash flows from financing activities:</u>			
Repayments of short-term borrowings	6(31)	-	( 303,217)
Repayments of long-term borrowings	6(31)	( 200,000)	-
Increase (decrease) in deposits received	6(31)	88,782	( 44,315)
Payments of lease liabilities	6(31)	( 111,474)	( 102,598)
Cash dividends	6(20)	( 7,619,807)	( 2,542,756)
Cash dividends from capital surplus	6(20)	-	( 635,688)
Purchase of treasury shares		-	( 280,919)
Treasury shares sold to employees		66,016	214,903
Past due expired unpaid dividends for shareholders		535	-
Net cash used in financing activities		( 7,775,948)	( 3,694,590)
Effect of exchange rate changes on cash and cash equivalents		212,934	( 92,798)
Net (decrease) increase in cash and cash equivalents		( 2,662,963)	3,363,856
Cash and cash equivalents at beginning of year		18,928,473	15,564,617
Cash and cash equivalents at end of year		<u>\$ 16,265,510</u>	<u>\$ 18,928,473</u>

The accompanying notes are an integral part of these consolidated financial statements.



## Appendix 4

# GIGA-BYTE TECHNOLOGY CO., Procedures for First Issuance of Restricted Stock Awards in 2023

### Article 1: Purpose of Issuance

To attract and retain the required professional talent, encourage employees, and improve employees' coherence to build benefits for the Company and its shareholders, thereby ensuring that the rights and interests of employees and shareholders align. The Procedures for First Issuance of Restricted Stock Awards in 2023 ("this procedure") was established in accordance with Paragraph 9, Article 267 of the Company Act, Article 22 of the Securities and Exchange Act, and "Regulations Governing the Offering and Issuance of Securities by Securities Issuers" ("issuance regulations") as announced by the Financial Supervisory Commission.

### Article 2: Issuance Period

Within two year following the day the approval notice from the competent authority is delivered, the Company may issue the restricted stock awards multiple times. The actual date of issuance and related matters shall be determined by the Company's chairman as authorized by the board of directors.

### Article 3: Employee Eligibility for Awards

I. To protect shareholder's interest, the Company shall cautiously manage the plan. Eligibility of newly issued restricted stock awards are restricted to employees at this Company or its affiliates who have reported for duty on the designated date and have achieved a certain performance. The eligibility of employees receiving allocation shall be limited to: (a) individuals highly relevant to the Company's future strategy and development, (b) individuals who have a major impact on Company operations, (c) and key talent in core technologies.

II. The number of shares granted shall be determined by the employee's seniority, position, performance, overall contribution, special contribution and other meaningful factors in management. The number of shares granted shall be proposed by the Chairman and approved by the board. However, for employees who are managerial officers or the board members, the award of such shares is subject to approval from the Compensation Committee; employees who are not concurrently managerial officers or board members must receive prior approval from the Audit Committee.

III. Employees holding over 10% of the Company's outstanding common shares are not eligible for the plan. Directors or Compensation Committee members who are not concurrently employees are not eligible for the plan.

IV. The cumulative number of restricted stock awards plus the cumulative number of employee stock options issued by the Company in accordance with Paragraph 1, Article 56-1 of issuance regulations subscribed to by an individual employee may not exceed 0.3% of total shares issued by the Company; additionally, the employee stock options issued by the Company in accordance with Paragraph 1, Article 56-1 of the issuance regulations may not exceed 1% of total shares issued by the Company. If approved by the competent authority of the target industry, the total amount of restricted stock awards and employee stock options are mentioned in the preceding paragraph do not apply. In the competent authority revises relevant regulations, it shall be handled in accordance with the updated laws and regulations of the competent authority.

### Article 4: Total Amount of Share Issuance

A total of 9,000,000 common stock shares with three tranches of 3,000,000 shares each. The value of NT\$10 per share shall be issued, totaling the amount of NT\$90,000,000.

## **Article 5: Conditions and Restrictions of Restricted Stock Awards**

**I. Issue price:** Issued for free.

**II. Types of shares issued:** Common stock of this Company.

**III. Vesting conditions:**

1. Employees receiving restricted stock awards must remain in employment upon the vesting date and, during their tenure, have no involvement in violation of this Company's labor contract, work guidelines, non-competes, confidentiality agreements, and any other contractual agreements with the Company; furthermore, they must qualify for the personal performance evaluation indicators set by the Company, their affiliated division must also achieve the Company's annual budget as well as the Company's overall operating targets.
2. The personal performance target must meet an appraisal grade of A (including) or above of the most recent year upon which the vesting period expires; work achievements must meet the personal performance standards agreed upon between the Company and individual employees. The Company's overall operating target is based on the cumulative consolidated operating profit margin ranking (based on publicly disclosed financial information by each company) prior to the vesting date of each year, which may not be lower than the top 25% of domestic publicly listed companies in the same industry.
3. The vested date is September 30th of the current year of issuance. If employees meet the above condition, all the employee restricted stock awards they receive in the current year will be vested.

### **IV. Handling of employees who do not meet vesting conditions**

1. In the event that employees receiving restricted stock awards are not in employment upon the vesting date or have violated this Company's labor contract, work guidelines, non-competes, confidentiality agreements, and any other contractual agreements with the Company, or violate Paragraph 8, Article 5 of this procedure such as if they change, withdraw, rescind, terminate, or cancel the agent authorization of this Company, or Article 6 of this procedure involving contract signing and confidential guidelines, the Company reserves the right to rescind and cancel restricted stock rewards without compensation for individuals who do not meet vesting conditions in circumstances involving any of the above.
2. The Company shall rescind and cancel restricted stock rewards without compensation in the event that employees voluntarily resign, are dismissed, or laid off during the vesting period.

### **V. In the following circumstances, restricted stock awards not yet vested shall be handled according to the following methods:**

1. Leave without pay: The rights and obligations of restricted stock awards that have not yet been vested shall not be affected but must still be determined in accordance with this procedure; however, the actual shares that can be vested each year, in addition to the vesting conditions set forth in this procedure, must be calculated according to the number of months an employee is employed in the year. If the employee is subject to leave without pay on the vesting date, they shall fail to meet vesting conditions; the Company shall rescind and cancel any restricted stock awards that have not been vested.
2. Transfers between affiliates: The Company shall rescind restricted stock awards that have not been vested for those who voluntarily transfer to affiliated companies. The rights and obligations of restricted stock awards belonging to employees approved for transfer to an affiliate (including those affected due to the Company's organization restructuring in accordance to the Business Mergers and Acquisitions Act) shall not be affected, and will be handled in accordance with the provisions of this procedure; however, the individual's performance targets must be re-evaluated by the performance standards of the affiliated company after transfer; the individual must remain in employment at this Company or its affiliates on the vesting date to meet eligibility conditions or the Company shall rescind and cancel restricted stock rewards that have not yet been vested.

3. Retirement: The rights and obligations of restricted stock awards that have not yet been vested shall not be affected but must still be determined in accordance with this procedure; however, the actual shares that can be vested each year, in addition to the vesting conditions set forth in this procedure, must be calculated according to the number of months an employee is employed in the year corresponding to the target year of Company operations.
4. Inability to work due to physical disability caused by occupational accident: Restricted stock awards for the current year can be vested on the date of resignation; the actual number of vested shares in the current year shall be calculated according to the vesting conditions as defined by this procedure.
5. General death, or death caused by occupational accident: Upon the death of an employee, the restricted stock awards yet to be vested in the current year shall be deemed to be vested; inheritors of the employee must complete the necessary legal procedures and provide documentation to submit an application to inherit shares or disposed interests.
6. If an employee has exceptional contributions to the Company or other special circumstances upon termination of employment, the restricted stock awards yet to be vested shall be deemed to be vested; if the employee is ineligible due to vesting conditions and ratio, the Chairman may submit a proposal to the board of directors for ratification. However, for employees who are managerial officers or the board members, the award of such shares is subject to approval from the Compensation Committee; employees who are not concurrently managerial officers or board members must receive prior approval from the Audit Committee.

**VI. The restricted stock awards rescinded by this Company without compensation shall be cancelled.**

**VII. Circumstances in which rights of shares are restricted before the vesting conditions are met:**

1. Aside from inheritance, employees who have been issued new shares but do not meet the vesting conditions may not sell, pledge, transfer, gift to another person, create encumbrance on, or otherwise dispose of the restricted stock awards.
2. Employees who have been issued new shares but do not meet the vesting conditions enjoy the same rights to attend, propose, speak, participate in resolutions, and vote as common stock at shareholders' meeting; also, it shall be executed according to the trust custody contract.
3. The rights of employees who receive allotments of restricted stock awards but have not yet met vesting conditions include but are not restricted to the dividends, allotment rights to statutory public reserves and capital reserves, and options for cash capital increase, which shall be the same as common stock issued by the Company; all relevant operations shall be executed in accordance to the trust custody contract.
4. For employees who meet vesting conditions during periods such as the closure date of the Company's free allotment of shares, cash dividends, cash capital increase subscription, closure date of the shareholders' meeting in accordance with Paragraph 3, Article 165 of the Company Act, or other statutory closure periods due to the occurrence of facts until the distribution base date, the time and procedures for releasing these vested shares shall be executed in accordance with the trust custody contract or relevant laws and regulations.

**VIII. Other agreements:**

1. The restricted stock awards shall be deposited in a security trust account after the issuance. Before the vesting conditions are met, the employee shall not request the trustees to return the restricted stock awards for any reason or in any method.
2. During the period in which restricted stock awards are deposited in security trust, the Company or this Company's appointed personnel will be fully authorized to conduct (including but not limited to) negotiations, signings, revisions, extensions, rescissions, and terminations with the security trust institution as well as issue orders for the delivery, utilization, and disposal of assets under security trust.

## **Article 6 Signing and Confidentiality**

- I. Employees who receive restricted stock awards from the Company must complete signing of the "RSA Acceptance Letter" according to notice by the responsible unit. Once the relevant security trust procedures are completed, the employee will be deemed to have obtained the restricted stock awards. Individuals failing to complete the signing of documents in accordance with regulations will be deemed to waive restricted stock awards.
- II. Employees and any individuals who obtain restricted stock awards and their derivative rights shall comply with this procedure and the provisions set forth in the "RSA Acceptance Letter", violators shall be deemed ineligible; additionally, they must abide by the Company's confidentiality rules regarding salary and avoid inquiring others or disclosing the content and amount of restricted stock awards, or disclose the individual interests related to this case to others. If found in violation, the Company reserves the right to rescind and cancel without compensation any restricted stock awards that have not met vesting conditions.

## **Article 7 Tax Burden**

Tax burden generated by the allotment of restricted stock awards in this procedure shall be handled in accordance with the relevant laws and regulations of the employee's country of residence at the time of allotment.

## **Article 8 Other Important Information**

- I. This procedure was ratified by a majority vote in a Board of Directors meeting attended by more than two-thirds of all directors; it shall be implemented after approval by the competent authority. If, due to revised laws and regulations, auditing requests by the competent authority, or other factors requiring revisions, the Chairman is authorized to revise this procedure and submit it to the Board of Directors for ratification prior to issuance.
- II. For matters not covered in this procedure, the Board of Directors or their authorized appointee shall revise or execute this procedure in accordance with laws and regulations, unless otherwise required by law.

## Appendix 5

<b>GIGABYTE™</b>		GIGA-BYTE TECHNOLOGY CO., LTD.			
Document title	Rules of Procedure for Meetings of Shareholders			Ref. No.	GF31 –
Establishing date	2022.06.14	Version	11.0	Page	11 – 1
Established by (unit/staff)	Operation Center, Financial and Accounting HQ			Doc. Level	General

1. To establish a strong governance system and optimize supervisory functions of the meeting of shareholders and to strengthen management functions, the Company establishes these Rules in accordance with Article 5 of the Corporate Governance Best-Practice Principles for TWSE/TPEX Listed Companies.
2. The rules of procedures for the meetings of shareholders of the Company shall comply with these Rules, unless otherwise specified in other laws and regulations.
3. Unless otherwise specified in other laws and regulations, meetings of shareholders of the Company shall be convened by the Board of Directors.

The change of the convening method of the shareholders' meeting of the Company shall be decided by the board meeting and shall be made before the notice of the shareholders' meeting is sent at the latest.

This Company shall prepare electronic versions of the shareholders meeting notice and proxy forms, and the origins of and explanatory materials relating to all proposals, including proposals for ratification, matters for deliberation, or the election or dismissal of directors or supervisors, and upload them to the Market Observation Post System (MOPS) before 30 days before the date of a regular shareholders meeting or before 15 days before the date of a special shareholders meeting. This Company shall prepare electronic versions of the shareholders meeting agenda and supplemental meeting materials and upload them to the MOPS before 21 days before the date of the regular shareholders meeting or before 15 days before the date of the special shareholders meeting. If the paid-in capital of the Company reaches NT\$10 billion at the end of the most recent fiscal year, or if the total shareholding ratio of foreign capital and mainland capital recorded in the shareholders' register reaches 30% in the most recent fiscal year, the transmission of the abovementioned electronic file shall be completed 30 days before the general shareholders' meeting. In addition, before 15 days before the date of the shareholders meeting, the Company shall also have prepared the shareholders meeting agenda and supplemental meeting materials and made them available for review by shareholders at any time. The meeting agenda and supplemental materials shall also be displayed at the Company and the professional shareholder services agent designated.

On the day of the shareholders' meeting, the Company shall provide shareholders with the proceedings manual and supplementary information of the meeting referred to in the preceding paragraph in the following ways:

1. When convening a physical shareholders' meeting, they shall be distributed at the venue of the shareholders' meeting.
2. When holding a video-assisted shareholders' meeting, they shall be distributed at the venue of the shareholders' meeting and transmitted to the video conference platform in electronic files.
3. When a video shareholders' meeting is held, they shall be transmitted to the video conference platform in electronic files.

The reasons for convening a shareholders meeting shall be specified in the meeting notice and public announcement. With the consent of the addressee, the meeting notice may be given in electronic form.

<b>GIGABYTE™</b>		GIGA-BYTE TECHNOLOGY CO., LTD.		
Document title	Rules of Procedure for Meetings of Shareholders		Ref. No.	GF31 —
Establishing date	2022.06.14	Version	11.0	Page
Established by (unit/staff)	Operation Center, Financial and Accounting HQ		Doc. Level	General

The election or discharge of directors or supervisors, amendments to the articles of incorporation, reduction of capital, application for the approval of ceasing its status as a public company, approval of competing with the company by directors, surplus profit distributed in the form of new shares, reserve distributed in the form of new shares, dissolution, merger, or demerger of the Company, or any matter under Article 185 paragraph 1 of the Company Act, Articles 26-1 and 43-6 of the Securities and Exchange Act, or Articles 56-1 and 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers, shall be set out in the notice of the reasons for convening the shareholders meeting and the essential contents shall be explained. None of the above matters may be raised by an extraordinary motion.

Re-election of directors and their date of assuming office have been stated in the reasons for convening shareholders meeting. After the re-election in the current shareholders' meeting, the date of assuming office shall not be changed by extraordinary motions or other methods in the same meeting.

A shareholder holding 1% or more of the total number of issued shares may submit to the Company a proposal for discussion at a regular shareholders meeting. Only one matter shall be allowed in each single proposal, and in case a proposal contains more than one matter, such proposal shall not be included in the agenda. However, a shareholder proposal urging the Company to promote public interests or fulfill its social responsibilities may still be included in the list of proposals by the Board of Directors. In addition, when the circumstances of any subparagraph of Article 172-1, paragraph 4 of the Company Act apply to a proposal put forward by a shareholder, the Board of Directors may exclude it from the agenda.

Prior to the book closure date before a regular shareholders meeting is held, the Company shall publicly announce its acceptance of shareholder proposals in writing or electronically, and the location and time period for their submission; the period for submission of shareholder proposals may not be less than 10 days.

Shareholder-submitted proposals are limited to 300 words, and no proposal containing more than 300 words will be included in the meeting agenda. The shareholder making the proposal shall be present in person or by proxy at the regular shareholders meeting and take part in discussion of the proposal.

Prior to the date for issuance of notice of a shareholders meeting, the Company shall inform the shareholders who submitted proposals of the proposal screening results, and shall list in the meeting notice the proposals that conform to the provisions of this article. At the shareholders meeting the Board of Directors shall explain the reasons for exclusion of any shareholder proposals not included in the agenda.

4. For each shareholders meeting, a shareholder may appoint a proxy to attend the meeting by providing the proxy form issued by the Company and stating the scope of the proxy's authorization.

A shareholder may issue only one proxy form and appoint only one proxy for any given shareholders meeting and shall deliver the proxy form to the Company before 5 days before the date of the shareholders meeting. When duplicate proxy forms are delivered, the one received earliest shall prevail unless a declaration is made to cancel the previous proxy appointment.

After a proxy form has been delivered to the Company, if the shareholder intends to attend the

<b>GIGABYTE™</b>		GIGA-BYTE TECHNOLOGY CO., LTD.		
Document title	Rules of Procedure for Meetings of Shareholders		Ref. No.	GF31 –
Establishing date	2022.06.14	Version	11.0	Page
Established by (unit/staff)	Operation Center, Financial and Accounting HQ		Doc. Level	General

meeting in person or to exercise voting rights by correspondence or electronically, a written notice of proxy cancellation shall be submitted to the Company before 2 business days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.

After the power of attorney is delivered to the Company, if a shareholder wishes to attend the shareholders' meeting by video, he/she shall give a written notice to the Company to cancel the power of attorney two days before the shareholders' meeting. In case of cancellation after the deadline, the voting rights of the agent present shall prevail.

5. The venue for a shareholders meeting shall be the premises of the Company, or a place easily accessible to shareholders and suitable for a shareholders meeting. The meeting may begin no earlier than 9 a.m. and no later than 3 p.m. When deciding the place and time of the meeting, fully consideration shall be given to the opinions of independent directors. When the Company holds a video shareholders' meeting, it is not subject to the restrictions above on the place of holding the shareholders' meeting.
6. This Company shall specify in its shareholders meeting notices the time during which shareholder, solicitors, and entrusted agents (hereinafter referred to as shareholders) attendance registrations will be accepted, the place to register for attendance, and other matters for attention.

The time during which shareholder attendance registrations will be accepted, as stated in the preceding paragraph, shall be at least 30 minutes prior to the time the meeting commences. The place at which attendance registrations are accepted shall be clearly marked and a sufficient number of suitable personnel assigned to handle the registrations.

For a video shareholders' meeting, the registration shall be accepted on the video conference platform of the shareholders' meeting 30 minutes before the start of the meeting, and the shareholders who complete the registration shall be deemed to have attended the shareholders' meeting in person.

Shareholders shall attend meetings of shareholders based on attendance cards, sign-in cards, or other certificates of attendance. This

Company may not arbitrarily add requirements for other documents beyond those showing eligibility to attend presented by shareholders. Solicitors soliciting proxy forms shall also bring identification documents for verification.

This Company shall furnish the attending shareholders with an attendance book to sign, or attending shareholders may hand in a sign-in card in lieu of signing in.

This Company shall furnish attending shareholders with the meeting agenda book, annual report, attendance card, speaker's slips, voting slips, and other meeting materials. Where there is an election of directors or supervisors, pre-printed ballots shall also be furnished.

When the government or a juristic person is a shareholder, it may be represented by more than one representative at a shareholders meeting. When a juristic person is appointed to attend as proxy, it may designate only one person to represent it in the meeting.

If the shareholders' meeting is held by video conference, shareholders who wish to attend by video shall register with the Company two days before the shareholders' meeting.

If the shareholders' meeting is held by video conference, the Company shall upload the proceedings manual, annual report and other relevant materials to the video conference platform for the shareholders' meeting at least 30 minutes before the meeting, and continue to

GIGABYTE™		GIGA-BYTE TECHNOLOGY CO., LTD.		
Document title	Rules of Procedure for Meetings of Shareholders		Ref. No.	GF31 —
Establishing date	2022.06.14	Version	11.0	Page
Established by (unit/staff)	Operation Center, Financial and Accounting HQ		Doc. Level	11 — 4
				General

disclose them until the end of the meeting.

6-1. When the Company holds a video shareholders' meeting, the following matters shall be specified in the notice of convening the shareholders' meeting:

1. Method for shareholders to participate in video conference and exercise their rights.
2. The handling method of obstacles to the video conference platform or participation by video due to natural disasters, accidents or other force majeure, which shall at least include the following matters:

(1) The time when the meeting needs to be postponed or resumed due to the continuous failure to remove the obstacles before the occurrence, and the date for the continuation or resumption of the meeting.

(2) Shareholders who have not registered to participate in the original shareholders' meeting by video shall not participate in the continuation or resumption of the meeting.

(3) If a video-assisted shareholders' meeting cannot be resumed, the shareholders' meeting shall be continued if the total number of shares attending the shareholders' meeting reaches the quorum of the shareholders' meeting after deducting the number of shares attending the shareholders' meeting by video. The number of shares attending the shareholders' meeting by video shall be included in the total number of shareholders' shares attending the meeting, and the voting on all proposals at the shareholders' meeting shall be deemed to have been abstained.

(4) The handling method in the event that the results of all proposals have been announced but no extempore motion has been made.

3. If the shareholders' meeting is held by video conference, it shall be specified in the meeting notice the appropriate alternative measures provided to shareholders who have difficulties in participating in the shareholders' meeting by video.

7. If a shareholders meeting is convened by the Board of Directors, the meeting shall be chaired by the chairman of the board. When the chairman of the board is on leave or for any reason unable to exercise the powers of the chairman, the vice chairman shall act in place of the chairman; if there is no vice chairman or the vice chairman also is on leave or for any reason unable to exercise the powers of the vice chairman, the chairman shall appoint one of the managing directors to act as chair, or, if there are no managing directors, one of the directors shall be appointed to act as chair. Where the chairman does not make such a designation, the managing directors or the directors shall select from among themselves one person to serve as chair.

When a managing director or a director serves as chair, as referred to in the preceding paragraph, the managing director or director shall be one who has held that position for six months or more and who understands the financial and business conditions of the Company. The same shall be true for a representative of a juristic person director that serves as chair.

It is advisable that meetings of shareholders convened by the Board of Directors be chaired by the chairman of the board in person and attended by a majority of the directors, at least one supervisor in person, and at least one member of each functional committee on behalf of the committee. The attendance shall be recorded in the meeting minutes.

If a shareholders meeting is convened by a party with power to convene but other than the Board of Directors, the convening party shall chair the meeting. When there are two or more such convening parties, they shall mutually select a chair from among themselves.

This Company may appoint its attorneys, certified public accountants, or related persons



<b>GIGABYTE™</b>		GIGA-BYTE TECHNOLOGY CO., LTD.			
Document title	Rules of Procedure for Meetings of Shareholders		Ref. No.	GF31 —	
Establishing date	2022.06.14	Version	11.0	Page	11 — 5
Established by (unit/staff)	Operation Center, Financial and Accounting HQ		Doc. Level	General	

retained by it to attend a shareholders meeting in a non-voting capacity.

8. This Company shall videotape or audiotape the whole process of the meeting of shareholders and retain relevant copies for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the ballots shall be retained until the conclusion of the litigation.

If the shareholders' meeting is held by video conference, the Company shall keep records of the enrollment, registration, check-in, questioning, voting and vote counting results of the shareholders, and continuously audio and video record the whole process of the video meeting.

The information and audio and video recordings referred to in the preceding paragraph shall be properly kept by the Company during its existence, and the audio and video recordings shall be provided to those entrusted to handle video conference affairs for preservation.

9. Attendance at meetings of shareholders shall be calculated based on numbers of shares. The number of shares in attendance shall be calculated according to the shares indicated by the attendance book and sign-in cards handed in and the those registered on the video conference platform plus the number of shares whose voting rights are exercised by correspondence or electronically.

The chair shall call the meeting to order at the appointed meeting time and announce information such as the number of non-voting rights shares and shares represented by the attending shareholders. However, when the attending shareholders do not represent a majority of the total number of issued shares, the chair may announce a postponement, provided that no more than two such postponements, for a combined total of no more than 1 hour, may be made.

If the quorum is not met after two postponements and the attending shareholders still represent less than one third of the total number of issued shares, the chair shall declare the meeting adjourned. If the shareholders' meeting is held by video conference, the Company shall separately announce the abortion of the current meeting on the video conference platform.

If the quorum is not met after two postponements as referred to in the preceding paragraph, but the attending shareholders represent one third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to Article 175, paragraph 1 of the Company Act; all shareholders shall be notified of the tentative resolution and another shareholders meeting shall be convened within one month. If the shareholders' meeting is held by video conference, shareholders who wish to attend by video shall re-register with the Company in accordance with Article 6.

When, prior to conclusion of the meeting, the attending shareholders represent a majority of the total number of issued shares, the chair may resubmit the tentative resolution for a vote by the shareholders meeting pursuant to Article 174 of the Company Act.

10. If a shareholders' meeting is convened by the Board of Directors, the meeting agenda shall be set by the Board of Directors. Votes shall be cast on each separate proposal in the agenda (including extraordinary motions and amendments to the original proposals set out in the agenda). The meeting shall proceed in the order set by the agenda, which may not be changed without a resolution of the shareholders' meeting.

The provisions of the preceding paragraph apply mutatis mutandis to a shareholders meeting convened by a party with the power to convene that is not the Board of Directors.

The chair may not declare the meeting adjourned prior to completion of deliberation on the

<b>GIGABYTE™</b>		GIGA-BYTE TECHNOLOGY CO., LTD.	
Document title	Rules of Procedure for Meetings of Shareholders		Ref. No. GF31 —
Establishing date	2022.06.14	Version 11.0	Page 11 — 6
Established by (unit/staff)	Operation Center, Financial and Accounting HQ		Doc. Level General

meeting agenda of the preceding two paragraphs (including extraordinary motions), except by a resolution of the shareholders meeting. If the chair declares the meeting adjourned in violation of the rules of procedure, the other members of the Board of Directors shall promptly assist the attending shareholders in electing a new chair in accordance with statutory procedures, by agreement of a majority of the votes represented by the attending shareholders, and then continue the meeting.

The chair shall allow ample opportunity during the meeting for explanation and discussion of proposals and of amendments or extraordinary motions put forward by the shareholders; when the chair is of the opinion that a proposal has been discussed sufficiently to put it to a vote, the chair may announce the discussion closed and call for a vote, and arrange adequate voting time.

11. Before speaking, an attending shareholder must specify on a speaker's slip the subject of the speech, his/her shareholder account number (or attendance card number), and account name. The order in which shareholders speak will be set by the chair.

A shareholder in attendance who has submitted a speaker's slip but does not actually speak shall be deemed to have not spoken. When the content of the speech does not correspond to the subject given on the speaker's slip, the spoken content shall prevail.

Except with the consent of the chair, a shareholder may not speak more than twice on the same proposal, and a single speech may not exceed 5 minutes. If the shareholder's speech violates the rules or exceeds the scope of the agenda item, the chair may terminate the speech.

When an attending shareholder is speaking, other shareholders may not speak or interrupt unless they have sought and obtained the consent of the chair and the shareholder that has the floor; the chair shall stop any violation.

When a juristic person shareholder appoints two or more representatives to attend a shareholders meeting, only one of the representatives so appointed may speak on the same proposal.

After an attending shareholder has spoken, the chair may respond in person or direct relevant personnel to respond.

If the shareholders' meeting is held by video conference, shareholders participating by video may ask questions in writing on the video conference platform of the shareholders' meeting after the chairman announces the start of the meeting and before the adjournment of the meeting. The number of questions for each proposal shall not exceed two, each question is limited to 200 words, and the provisions of paragraphs 1 to 5 shall not apply.

12. Voting at a shareholders meeting shall be calculated based the number of shares.

With respect to resolutions of meetings of shareholders, the number of shares held by a shareholder with no voting rights shall not be calculated as part of the total number of issued shares.

When a shareholder is an interested party in relation to an agenda item, and there is the likelihood that such a relationship would prejudice the interests of the Company, that shareholder may not vote on that item, and may not exercise voting rights as proxy for any other shareholder.

The number of shares for which voting rights may not be exercised under the preceding paragraph shall not be calculated as part of the voting rights represented by attending shareholders.

<b>GIGABYTE™</b>		GIGA-BYTE TECHNOLOGY CO., LTD.		
Document title	Rules of Procedure for Meetings of Shareholders		Ref. No.	GF31 –
Establishing date	2022.06.14	Version	11.0	Page
Established by (unit/staff)	Operation Center, Financial and Accounting HQ		Doc. Level	General

With the exception of a trust enterprise or a shareholder services agent approved by the competent securities authority, when one person is concurrently appointed as proxy by two or more shareholders, the voting rights represented by that proxy may not exceed 3 percent of the voting rights represented by the total number of issued shares. If that percentage is exceeded, the voting rights in excess of that percentage shall not be included in the calculation.

13. A shareholder shall be entitled to one vote for each share held, except when the shares are restricted shares or are deemed non-voting shares under Article 179, paragraph 2 of the Company Act.

When the Company holds a shareholders meeting, it may allow the shareholders to exercise voting rights by correspondence or electronic means (in accordance with the proviso of Article 177-1 of the Company Act regarding companies that shall adopt electronic voting. When the Company holds a shareholder meeting, it shall adopt exercise of voting rights by electronic means and may adopt exercise of voting rights by correspondence). When voting rights are exercised by correspondence or electronic means, the method of exercise shall be specified in the shareholders meeting notice. A shareholder exercising voting rights by correspondence or electronic means will be deemed to have attended the meeting in person, but to have waived his/her rights with respect to the extraordinary motions and amendments to original proposals of that meeting; it is therefore advisable that the Company avoid the submission of extraordinary motions and amendments to original proposals.

A shareholder intending to exercise voting rights by correspondence or electronic means under the preceding paragraph shall deliver a written declaration of intent to the Company before 2 days before the date of the shareholders meeting. When duplicate declarations of intent are delivered, the one received earliest shall prevail, except when a declaration is made to cancel the earlier declaration of intent.

After a shareholder has exercised voting rights by correspondence or electronic means, in the event the shareholder intends to attend the shareholders meeting in person or by video, a written declaration of intent to retract the voting rights already exercised under the preceding paragraph shall be made known to the Company, by the same means by which the voting rights were exercised, before 2 business days before the date of the shareholders meeting. If the notice of retraction is submitted after that time, the voting rights already exercised by correspondence or electronic means shall prevail. When a shareholder has exercised voting rights both by correspondence or electronic means and by appointing a proxy to attend a shareholders meeting, the voting rights exercised by the proxy in the meeting shall prevail.

Except as otherwise provided in the Company Act and in the Company's articles of incorporation, the passage of a proposal shall require an affirmative vote of a majority of the voting rights represented by the attending shareholders. At the time of a vote, for each proposal, the chair or a person designated by the chair shall first announce the total number of voting rights represented by the attending shareholders, followed by a poll of the shareholders. After the conclusion of the meeting, on the same day it is held, the results for each proposal, based on the numbers of votes for and against and the number of abstentions, shall be entered into the MOPS.

When there is an amendment or an alternative to a proposal, the chair shall present the amended or alternative proposal together with the original proposal and decide the order in which they will be put to a vote. When any one among them is passed, the other proposals will then be deemed rejected, and no further voting shall be required.

<b>GIGABYTE™</b>		GIGA-BYTE TECHNOLOGY CO., LTD.			
Document title	Rules of Procedure for Meetings of Shareholders		Ref. No.	GF31 –	
Establishing date	2022.06.14	Version	11.0	Page	11 – 8
Established by (unit/staff)	Operation Center, Financial and Accounting HQ		Doc. Level	General	

Vote monitoring and counting personnel for the voting on a proposal shall be appointed by the chair, provided that all monitoring personnel shall be shareholders of the Company.

Vote counting for shareholders meeting proposals or elections shall be conducted in public at the place of the shareholders meeting. Immediately after vote counting has been completed, the results of the voting, including the statistical tallies of the numbers of votes, shall be announced on-site at the meeting, and a record made of the vote.

If the shareholders' meeting is held by video conference, after the chairman announces the start of the meeting, the shareholders participating by video shall vote on various proposals and elections through the video conference platform and shall complete the voting before the chairman announces the end of the voting. If their voting is overdue, they shall be deemed to have abstained.

If the shareholders' meeting is held by video conference, the votes shall be counted in one go after the chairman announces the end of voting, and the voting and election results shall be announced.

When the company holds a video-assisted shareholders' meeting, shareholders who have registered to attend the shareholders' meeting by video in accordance with Article 6 but want to attend the physical shareholders' meeting in person shall cancel their registration in the same manner as the registration two days before the shareholders' meeting; if the cancellation is overdue, they can only attend the shareholders' meeting by video.

Those who exercise their voting rights in writing or electronically but did not revoke their expression of intention and participate in the shareholders' meeting by video, except for extempore motions, shall not exercise their voting rights on the original proposal, propose amendments to the original proposal, or exercise their voting rights on the amendments to the original proposal.

14. The election of directors at a shareholders meeting shall be held in accordance with the applicable election and appointment rules adopted by the Company, and the voting results shall be announced on-site immediately, including the names of those elected as directors and the numbers of votes with which they were elected, as well as the names of those not elected and the number of votes they obtain.

The ballots for the election referred to in the preceding paragraph shall be sealed with the signatures of the monitoring personnel and kept in proper custody for at least 1 year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the ballots shall be retained until the conclusion of the litigation.

15. Matters relating to the resolutions of a shareholders meeting shall be recorded in the meeting minutes. The meeting minutes shall be signed or sealed by the chair of the meeting and a copy distributed to each shareholder within 20 days after the conclusion of the meeting. The meeting minutes may be produced and distributed in electronic form.

This Company may distribute the meeting minutes of the preceding paragraph by means of a public announcement made through the MOPS.

The meeting minutes shall accurately record the year, month, day, and place of the meeting, the chair's full name, the methods by which resolutions were adopted, and a summary of the deliberations and their results (include statistical weight); and where there is election of directors, disclose the number of votes which they were elected. It shall be retained for the duration of the existence of the Company.

<b>GIGABYTE™</b>		GIGA-BYTE TECHNOLOGY CO., LTD.			
Document title	Rules of Procedure for Meetings of Shareholders			Ref. No.	GF31 –
Establishing date	2022.06.14	Version	11.0	Page	11 – 9
Established by (unit/staff)	Operation Center, Financial and Accounting HQ			Doc. Level	General

Where shareholders express no objection to the resolution method described above when enquired by the chairman, this shall be noted as “unanimous approval of all attending shareholders when enquired by the chairman”. Where shareholders express an objection, the voting method and the number of passing votes and their proportion shall be specified.

If the shareholders’ meeting is held by video conference, in addition to the items to be recorded in accordance with the preceding paragraph, the minutes shall record the beginning and end time of the shareholders’ meeting, the method of holding the meeting, the name of the chairman and the minute taker, as well as the handling method and circumstances in case of obstacles to the video conference platform or participation by video due to natural disasters, incidents or other force majeure.

If the shareholders’ meeting is held by video conference, the Company shall, in addition to following the provisions of the preceding paragraph, specify in the minutes the alternative measures provided to shareholders who have difficulties in participating in the shareholders’ meeting by video.

16. On the day of a shareholders meeting, the Company shall compile in the prescribed format a statistical statement of the number of shares obtained by solicitors through solicitation and the number of shares represented by proxies, and shall make an express disclosure of the same at the place of the shareholders meeting. If the shareholders’ meeting is held by video conference, the Company shall upload the information above to the video conference platform of shareholders’ meeting at least 30 minutes before the meeting and continue to disclose it until the end of the meeting.

If the shareholders’ meeting is held by video conference, when announcing the start of the meeting, the total number of shareholders’ shares attending the meeting shall be disclosed on the video conference platform. If the total number of shares and voting rights of shareholders attending the meeting are otherwise counted at the meeting, the same shall apply.

If matters put to a resolution at a shareholders meeting constitute material information under applicable laws or regulations or under Taiwan Stock Exchange Company (or GreTai Securities Market) regulations, the Company shall upload the content of such resolution to the MOPS within the prescribed time period.

17. Staff handling administrative affairs of a shareholders meeting shall wear identification cards or arm bands.

The chair may direct the proctors or security personnel to help maintain order at the meeting place. When proctors or security personnel help maintain order at the meeting place, they shall wear an identification card or armband bearing the word "Proctor."

At the place of a shareholders meeting, if a shareholder attempts to speak through any device other than the public address equipment set up by the Company, the chair may prevent the shareholder from so doing.

When a shareholder violates the rules of procedure and defies the chair's correction, obstructing the proceedings and refusing to heed calls to stop, the chair may direct the proctors or security personnel to escort the shareholder from the meeting.

18. When a meeting is in progress, the chair may announce a break based on time considerations. If a force majeure event occurs, the chair may rule the meeting temporarily suspended and announce a time when, in view of the circumstances, the meeting will be resumed.

If the meeting venue is no longer available for continued use and not all of the items (including

<b>GIGABYTE™</b>		GIGA-BYTE TECHNOLOGY CO., LTD.	
Document title	Rules of Procedure for Meetings of Shareholders		Ref. No. GF31 –
Establishing date	2022.06.14	Version 11.0	Page 11 – 10
Established by (unit/staff)	Operation Center, Financial and Accounting HQ		Doc. Level General

extraordinary motions) on the meeting agenda have been addressed, the shareholders meeting may adopt a resolution to resume the meeting at another venue.

A resolution may be adopted at a shareholders meeting to defer or resume the meeting within 5 days in accordance with Article 182 of the Company Act.

19. If the shareholders' meeting is held by video conference, the Company shall immediately disclose the voting results of various proposals and election results on the video conference platform of the shareholders' meeting after the voting is completed, and shall continue to disclose them for at least 15 minutes after the chairman announces the adjournment of the meeting.
20. If the shareholders' meeting is held by video conference, the chairman and the minute taker shall be in the same place in Taiwan, and the chairman shall announce at the meeting the address of that place.
21. If the shareholders' meeting is held by video conference, before the chairman announces the adjournment of the meeting, if the obstacles to the video conference platform or participation by video continue for more than 30 minutes due to natural disasters, incidents or other force majeure, the meeting shall be continued or resumed within five days, and the provisions of Article 182 of the company law shall not apply.

In the event of a continued or resumed meeting referred to in the preceding paragraph, shareholders who have not registered to participate in the original shareholders' meeting by video shall not participate in the continued or resumed meeting.

If the meeting should be postponed or resumed in accordance with the provisions of paragraph, for shareholders who have registered to participate in the original shareholders meeting by video and have completed the registration but who have not participated in the continued or resumed meeting, the number of shares attended at the original shareholders meeting, their voting rights exercised and election rights shall be included in the total number of shares, voting rights and election rights of shareholders present at the continued or resumed meeting.

When handling the continued or resumed shareholders' meeting in accordance with paragraph 1, there is no need to re-discuss and re-adopt resolutions on the proposals for which the voting and counting have been completed and the voting results or the list of directors and supervisors have been announced.

When the Company holds a video-assisted shareholders' meeting, and the video meeting cannot be resumed in accordance with paragraph 1, if the total number of shares attending the shareholders' meeting by video still meets the quorum after deducting the number of shares attending the shareholders' meeting by video, the shareholders' meeting shall continue without being postponed or resumed in accordance with paragraph 1.

In the event that the meeting should be continued in accordance with the preceding paragraph, the number of shares presented by shareholders participating in the shareholders' meeting by video shall be included in the total number of shares attended by shareholders, but the voting on all proposals at the shareholders' meeting shall be deemed to have been abstained.

When the Company continues or resumes the meeting in accordance with paragraph 1, it shall handle the relevant preparatory operations in accordance with the provisions in paragraph 7, Article 44-20 of the Regulations Governing the Administration of Shareholder Services of

<b>GIGABYTE™</b>		GIGA-BYTE TECHNOLOGY CO., LTD.			
Document title	Rules of Procedure for Meetings of Shareholders			Ref. No.	GF31 –
Establishing date	2022.06.14	Version	11.0	Page	11 – 11
Established by (unit/staff)	Operation Center, Financial and Accounting HQ			Doc. Level	General

Public Companies in the same manner as for the original shareholders' meeting and pursuant to the provisions of each article.

During the period specified in the latter part of Article 12 and paragraph 3, Article 13 of the Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies, and paragraph 2, Article 44-5, paragraph 15, Article 44, and paragraph 1, Article 44-17 of the Regulations Governing the Administration of Shareholder Services of Public Companies, the Company shall postpone or resume the shareholders' meetings in accordance with paragraph 1.

22. If the shareholders' meeting is held by video conference, it shall provide appropriate alternative measures for shareholders who have difficulties in attending the shareholders' meeting by video.
23. These Rules, and any amendments hereto, shall be implemented after adoption by meetings of shareholders.

## Appendix 6

<b>GIGABYTE™</b>		GIGA-BYTE TECHNOLOGY CO., LTD.			
Document title	Articles of Incorporation		Ref. No.	—	
Establishing date	2022.06.14	Version	28.0	Page	7 — 1
Established by (unit/staff)	Board of Directors		Doc. Level	General	

### Chapter I General Provisions

- Article 1 This Company is incorporated as a company limited by shares in accordance with the Company Act and other applicable laws of the Republic of China in the name of 技嘉科技股份有限公司 in Chinese or GIGA-BYTE TECHNOLOGY CO., LTD. in English.
- Article 2 This Company shall conduct business in the following areas:
- (1) CC01110 Office Machines Manufacturing
  - (2) I301010 Software Publication
  - (3) F113010 Wholesale of Other Machinery and Equipment
  - (4) CC01080 Electronic Parts and Components Manufacturing
  - (5) CH01040 Toys Manufacturing
  - (6) CC01070 Telecommunication Equipment and Apparatus Manufacturing
  - (7) CC01101 Restrained Telecom Radio Frequency Equipment and Materials Manufacturing
  - (8) F401021 Restrained Telecom Radio Frequency Equipment and Materials Import
  - (9) F118010 Wholesale of Computer Software
  - (10) F113050 Wholesale of Computing and Business Machinery Equipment
  - (11) F113070 Wholesale of Telecom Instruments
  - (12) F213060 Retail Sale of Telecom Instruments
  - (13) I301030 Digital Information Supply Services
  - (14) ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval.
- Article 2-1 The Corporation may provide endorsement and guarantee and act as a guarantor for business purpose in accordance with the rules and regulations of securities competent authorities.
- Article 2-2 The total amount of the Company's re-investments shall not be subject to the restriction of not more than forty percent of the Company's paid-up capital.
- Article 3 This Company headquarters in New Taipei City, Republic of China. With the resolution made by the Board of Directors, the Company may establish branches inside and outside of the territory of the Republic of China.
- Article 4 (Deleted).

### Chapter II Shares

- Article 5 The total authorized capital of the Company is New Taiwan Dollar Nine Point Five Billion (NTD9.5 billion) divided into nine hundred and fifty million (950,000,000) shares with a par value at New Taiwan Dollar Ten (NTD10) each. The Board of Directors is authorized to issue such shares in a series of issuance. A total of 50,000,000 shares among the above total capital stock should be reserved for issuing employee stock options, preferred shares with warrants, or bonds with warrants for exercising warrants.
- Article 6 The Corporation may issue shares without printing share certificate(s), provided that registration is made to centralized securities depository enterprises.



<b>GIGABYTE™</b>		GIGA-BYTE TECHNOLOGY CO., LTD.		
Document title	Articles of Incorporation		Ref. No.	—
Establishing date	2022.06.14	Version	28.0	Page
Established by (unit/staff)	Board of Directors		Doc. Level	7 — 2 General

Article 7 Unless otherwise specified other laws and regulations, the Company shall handle shareholder services in accordance with the Regulations Governing the Administration of Shareholder Services of Public Companies promulgated by securities competent authorities.

Article 8 (Deleted)

Article 9 Registration for transfer of shares shall be suspended sixty (60) days prior to the date of the annual meeting of shareholders, thirty (30) days prior to the date of a provisional meeting of shareholders, or within five (5) days prior to the day on which dividend, bonus, or any other benefit is scheduled to be paid by the Company.

### **Chapter III Meetings of Shareholders**

Article 10 Meetings of shareholders include the annual meeting of shareholders and the provisional meeting of shareholders. The Board of Directors according to the law shall convene the former once a year within six (6) months after the end of each accounting year and the latter shall be convened according to the law where necessary. The shareholders' meeting may be held by video conference or other means announced by the central competent authority.

Article 11 Unless otherwise specified by other laws and regulations, written notices shall be sent to all shareholders at least thirty (30) days prior to the annual meeting of shareholders and at least fifteen (15) days prior to the provisional meeting of shareholders. With the consent of respondents, the notice of shareholders' meetings shall be delivered by e-mail.

Article 12 Shareholders holding more than three percent (3%) of the total amount of issued shares for more than one (1) year may make proposals and specify the explanation in writing to request the Board of Directors to convene a provisional meeting of shareholders. The Board of Directors shall issue the notice of provisional meeting of shareholders within fifteen (15) days after the request is made.

Article 13 The chairman of the Company shall host the meetings of shareholders. In the absence of the chairman, the vice chairman shall host the meetings of shareholders. In the absence of both the chairman and vice chairman, the chairman may assign a director to host such meetings. Where the chairman assigns no agent, directors should elect a director to host the meetings.

Article 14 Where a shareholder is unable to attend a meeting, he/she may appoint a proxy to represent him/her and specify the scope authorization in the proxy issued by the Company. The use of proxies shall be subject to the Company Act and the Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies promulgated by securities competent authorities.

Article 15 Unless otherwise specified by other laws and regulations, each shareholder of the Company is entitled to one vote.

Article 16 Unless otherwise specified by other laws and regulations, a meeting of shareholders shall be held with the attendance of shareholders representing at least half of total amount of issued shares, and resolutions of the meetings of shareholders shall be made with the approval of over 50% vote of shareholders attending the meeting. Voting on a proposal at a shareholders' meeting may be exercised in writing or electronically in accordance with relevant laws and regulations.

<b>GIGABYTE™</b>		GIGA-BYTE TECHNOLOGY CO., LTD.			
Document title	Articles of Incorporation			Ref. No.	—
Establishing date	2022.06.14	Version	28.0	Page	7 — 3
Established by (unit/staff)	Board of Directors			Doc. Level	General

Article 16-1 Shareholders of the Company shall make resolutions on the following:

- (1) Amendment of this “Articles of Incorporation”.
- (2) Election and dismissal of directors.
- (3) Granting permission for a director to do anything for himself or on behalf of another person within the scope of business of the Company.
- (4) Entering into, amending, or terminating any contracts for the lease of the Company’s business in whole, or for entrusted business, or for regular joint operations with others.
- (5) Transfer of whole of or any essential part of the Company’s business or assets.
- (6) Acceptance of transfer of whole of the business or assets of others that may bring significant influence to the Company’s operations.
- (7) Other affairs required for the resolution of the meeting of shareholders according to other applicant laws and regulations.

Article 16-2 When issuing certificates of employee stock operations at a price lower than the closing price of the Company’s common shares on the date of issue, this shall be approved by at least two-third of votes at a meeting of shareholders attended by shareholders representing at least more than half of total amount issued shares of the Company prior to issue.

Article 16-3 This Company may buy back shares of the Company and transfer them to employees at an average price lower than the actual buyback price. This shall be approved by at least two-third of votes at a meeting of shareholders attended by shareholders representing at least more than half of total amount issued shares of the Company prior to transfer.

Article 17 This Company shall have five to nine (7-11) authorized directors elected from by the meeting of shareholders among competent shareholders. The term of each role shall be three (3) years, and each role is eligible for a second term.

At least three of these directors shall be independent directors and the number of seats shall at least be one fifth of the board.

The ratio of shares held by all directors shall be subject to the regulations promulgated by securities competent authorities.

In a director election, each share has the same voting rights equal to the number of directors to be elected, and a shareholder may cast all his/her voting rights to one candidate or among several candidates (not more than the total number of candidates in the same election), and candidates receiving more voting rights shall be elected as directors.

Independent directors and non-independent directors shall be elected at the same election, with number of seats calculated separately.

Independent directors shall exercise their authority and follow codes according to relevant regulations promulgated by securities competent authorities.

Article 17-1 This Company adopts the nomination scheme for director elections in Article 192-1 of the Company Act. Accepting way and announcement of the nomination of candidates for directors and other related matters shall be handled in accordance with the provisions of the relevant laws of the Company Act and the Securities and Exchange Act.

GIGABYTE™		GIGA-BYTE TECHNOLOGY CO., LTD.		
Document title	Articles of Incorporation		Ref. No.	—
Establishing date	2022.06.14	Version	28.0	Page 7 — 4
Established by (unit/staff)	Board of Directors		Doc. Level	General

Article 17-2 The Board of Directors of the Company may establish various functional committees according to relevant laws and regulations or based on business needs.

This Company forms the Audit Committee with all independent directors in accordance with Article 14-4 of the Securities and Exchange Act. Committee members of the committee shall exercise the duties and authority of a supervisor specified in the Company Act, Securities and Exchange Act, and relevant laws and regulations.

Article 18 Directors shall elect from among themselves a chairman and a vice chairman of the Board of Directors by at least half of directors at a board meeting attended at least two-third of all directors. The chairman represents the Company externally and administers corporate business internally. The vice chairman shall assist the chairman on carrying out his/her duties.

Article 19 The Board of Directors shall hold at least one board meeting each quarter. Provisional board meetings shall be held where necessary. Except for the first board meeting of every term of the newly established Board of Directors, which shall be convened by the director with the majority votes in the election, board meetings shall be convened and chaired by the chairman of the board. In the absence of the chairman, the vice chairman shall take his/her place at the board meeting. In the absence of both the chairman and vice chairman, the chairman may assign a director to take his/her place at the board meeting. Where the chairman assigns no agent, directors should elect a director to host the meetings. A board meeting notice may be delivered by fax or by e-mail.

Article 20 Unless otherwise specified by the law or the resolutions that shall be made by the meeting of shareholders in this “Articles of Incorporation”, business of the Company shall be executive according to the resolution made by the Board of Directors.

Article 21 Unless otherwise specified in the laws and regulations, a board resolution shall be approved by at least half of all directors and half of directors attending the board meeting.

Article 22 If a director is unable to attend the board meeting for some reason, he/she may entrust another director to attend the meeting on his/her behalf, and the entrustment shall be governed by the Company Act and relevant laws and regulations. Each director shall only represent one other director at a board meeting.

Article 23 (Deleted).

Article 23-1 (Deleted).

Article 24 (Deleted).

Article 24-1 (Deleted).

Article 25 The board in accordance with Article 28 of this “Articles of Incorporation” shall determine the remuneration for the directors of the Company. The Board of Directors is authorized to determine through discussions the travel expenses and meeting attendance fee of directors according to the general standard of the same industry. This Company may arrange liability insurance for the scope of business executed by directors during their term.

<b>GIGABYTE™</b>		GIGA-BYTE TECHNOLOGY CO., LTD.		
Document title	Articles of Incorporation		Ref. No.	—
Establishing date	2022.06.14	Version	28.0	Page
Established by (unit/staff)	Board of Directors		Doc. Level	7 — 5 General

### **Chapter V Managerial Officers**

Article 26 This Company shall have one president and several vice presidents. Each business unit shall have a unit president and several vice presidents. Their appointment, dismissal, and remuneration shall be approved by at least half of all directors at a board meeting attended by at least half of all directors. These managerial officers shall execute routine business operations and management of the Company in accordance with the internal codes of the Company and the resolutions made by the meeting of shareholders and the Board of Directors. They are authorized to sign documents for and on behalf of the Company within their authority.

### **Chapter VI Accounting**

Article 27: The accounting year of the Company begins from January 1 and ends on December 31 of each year. After the end of each accounting year, the board shall prepare the following reports and statements and submit them meeting of shareholders for recognition:

1. business report;
2. financial statements; and
3. proposal for profit allocation or action to deal with losses and relevant reports and statements.

Article 28: Dividend Policy

If there is a profit after the annual closing of books, the Company shall appropriate 3-10% as compensations for employees and not more than 3% as remuneration for directors. If there are accumulative deficits, the amount for covering the losses of previous years shall first be retained.

The compensations for employees described above shall be distributed in either stock or cash, and the remuneration for directors shall be distributed in cash. Compensations shall be approved by over half of the directors at a board meeting attended by two-third of the board members. In addition, the compensations for employees and directors shall be reported to the meeting of shareholders.

Employees receiving the compensations for employees distributed in stock or cash shall include employees of affiliates meeting relevant requirements. The Board of Directors shall determine the definition of affiliates, distribution requirements, and distribution methods.

This Company is in a highly competitive industry with a changeful environment, and the business life cycle has become mature. In consideration of the need for operating funds in the future and long-term financial planning, and to fulfill the demand for cash in-flow of shareholders, if there is a profit after the annual closing of books, the Company shall appropriate, the Company shall distribute the profit according to the following orders:

1. Cover the losses of previous years and pay the profit-seeking enterprise annual income tax.
2. Appropriate 10% to the legal reserve (except when the amount of legal reserve has reached the total authorized capital of the Company).
3. Appropriate or revert to special reserves according to the laws and regulations or the rules of competent authorities.

<b>GIGABYTE™</b>		GIGA-BYTE TECHNOLOGY CO., LTD.		
Document title	Articles of Incorporation		Ref. No.	—
Establishing date	2022.06.14	Version	28.0	Page 7 — 6
Established by (unit/staff)	Board of Directors		Doc. Level	General

4. After deducting the amount calculated under Item 1 to Item 3, together with 5% to 80% of the accumulated undistributed surplus of the previous year, the Board shall, at the time of issue of the issuance of new shares, call upon the shareholders' meeting to authorize the Board to delegate to more than two-thirds directors and to attend the resolutions of more than half of the directors in accordance with the provisions of the Company Act, and shall assign dividends and dividends or all or part of the statutory surplus reserve and capital public funds provided for in Paragraph I of Article 241 of the Company Act, for the payment of cash, and report to the shareholders' meeting. The ratio of cash dividends for shareholders shall not be less than 5% of the total shareholder dividend. In addition, cash dividends less than NT\$0.1 per share will only be distributed through stock dividends.

Article 28-1 When making the profit distribution proposal, the Board of Directors shall consider the general bonus standard in relevant industries and adopt the dividend equalization policy to distribute bonus on a healthy and steady principle. When distributing bonus in new share or cash with the legal reserve or capital reserve, the Board of Directors shall coordinate with the status of stock dividend from retained earnings and dividend equalization policy and implement in accordance with relevant laws and regulations.

### **Chapter VII Supplemental Provisions**

Article 29 The regulations governing the internal organization of the Company shall be established independently.

Article 30 Matters not addressed by this “Articles of Incorporation” shall be governed by the Company Act and other applicable laws.

Article 31 This “Articles of Incorporation” was established on March 24, 1986.

1<sup>st</sup> amendment was made on September 1, 1986.

2<sup>nd</sup> amendment was made on August 30, 1988.

3<sup>rd</sup> amendment was made on March 20, 1989.

4<sup>th</sup> amendment was made on June 3, 1991.

5<sup>th</sup> amendment was made on July 2, 1995.

6<sup>th</sup> amendment was made on May 15, 1996.

7<sup>th</sup> amendment was made on January 27, 1997.

8<sup>th</sup> amendment was made on April 19, 1997.

9<sup>th</sup> amendment was made on March 25, 1998.

10<sup>th</sup> amendment was made on May 4, 2000.

11<sup>th</sup> amendment was made on May 11, 2001.

12<sup>th</sup> amendment was made on May 23, 2002.

13<sup>th</sup> amendment was made on June 17, 2003.

14<sup>th</sup> amendment was made on June 9, 2004.

15<sup>th</sup> amendment was made on June 9, 2005.

16<sup>th</sup> amendment was made on April 12, 2006.

17<sup>th</sup> amendment was made on June 13, 2008.

18<sup>th</sup> amendment was made on June 16, 2009.

19<sup>th</sup> amendment was made on June 17, 2010.

20<sup>th</sup> amendment was made on June 15, 2011.

21<sup>st</sup> amendment was made on June 18, 2012.

22<sup>nd</sup> amendment was made on June 11, 2014.

<b>GIGABYTE™</b>		GIGA-BYTE TECHNOLOGY CO., LTD.		
Document title	Articles of Incorporation		Ref. No.	—
Establishing date	2022.06.14	Version	28.0	Page
Established by (unit/staff)	Board of Directors		Doc. Level	7 — 7 General

23<sup>rd</sup> amendment was made on June 17, 2015.  
24<sup>th</sup> amendment was made on June 15, 2016.  
25<sup>th</sup> amendment was made on June 11, 2018.  
26<sup>th</sup> amendment was made on June 12, 2019.  
27<sup>th</sup> amendment was made on June 14, 2022.

## Appendix 7

<b>GIGABYTE™</b>		GIGA-BYTE TECHNOLOGY CO., LTD.			
Document title	Rules for Director Election			Ref. No.	GF00—
Establishing date	July 2, 2021	Version	7	Page	3—1
Established by (unit/staff)	Operation Center, Financial and Accounting HQ			Doc. Level	General

- Article 1 For a just, fair, and open election of directors, this “Rules for Director Election” shall be established in accordance with Articles 21 and 41 of the Corporate Governance Best-Practice Principles for TWSE/ TPEX Listed Companies.
- Article 2 Unless otherwise specified by other laws and regulations, this “Rules for Director Election” shall apply to the election of directors of this Company.
- Article 3 The overall composition of the board of directors shall be taken into consideration in the selection of directors of this Company. The composition of the board of directors shall be determined by considering diversity and formulating an appropriate policy on diversity based on the company's business operations, operating dynamics, and development needs. It is advisable that the policy include, without being limited to, the following two general standards:
- (1) Basic requirements and value: Gender, age, nationality, and culture.
  - (2) Professional knowledge and skills: Expertise (e.g. law, accounting, industry, finance, marketing, or technology), professional skills, and industry experience.
- Each board member shall have the knowledge, skill, and experience required for performing their duties; the abilities that must be present in the board as a whole are as follows:
- (1) The ability to make judgments about operations.
  - (2) Accounting and financial analysis ability.
  - (3) Business management ability.
  - (4) Crisis management ability.
  - (5) Knowledge of the industry.
  - (6) An international market perspective.
  - (7) Leadership ability.
  - (8) Decision-making ability.
- The board of directors of this Company shall consider adjusting its composition based on the results of performance evaluation
- The number of directors (including independent directors) for election shall be subject to the articles of incorporation and the vacancies specified by the board. More than half of the directors shall be persons who have neither a spousal relationship nor a relationship within the second degree of kinship with any other director.
- Article 4 The eligibility and election of independent directors of this Company shall comply with the Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies and Article 24 of the Corporate Governance Best-Practice Principles for TWSE/TPEX Listed Companies.
- When the number of independent directors is lower than the requirement in Article 14-2 Paragraph 1 of the Securities and Exchange Act, an independent director by-election shall be held at the next shareholders meeting. When all independent directors have been dismissed, the Company shall convene a special shareholders meeting to hold a by-election within 60 days from the date on which the situation arose.
- Article 5 The nomination scheme as specified in Article 192-1 of the Company Act shall apply to the director elections of this Company and be specified in the articles of incorporation. Shareholders shall select directors from the list of candidates.

<b>GIGABYTE™</b>		GIGA-BYTE TECHNOLOGY CO., LTD.			
Document title	Rules for Director Election			Ref. No.	GF00—
Establishing date	July 2, 2021	Version	7	Page	3—2
Established by (unit/staff)	Operation Center, Financial and Accounting HQ			Doc. Level	General

This Company shall announce the time for nomination of candidates, the number of vacancies, the acceptance locations, and other requirements prior to the date of suspension of stock transfer before the meeting of shareholders, provided that the nomination period shall at least be ten (10) days.

The board of directors and shareholders holding more than one percent (1%) of the total amount of issued shares of this Company are eligible to nominate in writing candidates for the next director election for the board's reference. The number of candidates shall not exceed the vacancies offered by the board. This shall also apply to candidates nominated by the board.

When nominating candidates for the director election as described above, the board shall also provide the education background, experience, and the number of shares held of candidates, and the name of government or corporation they represent, and their compliance with independence for the reference of shareholders.

Article 6 The Company shall adopt a cumulative voting method for the election of directors. Each share has the same voting rights equal to the number of directors to be elected, and a shareholder may cast all his/her voting rights to one candidate or among several candidates (not more than the total number of candidates in the same election).

Article 7 The board of directors shall prepare separate ballots for directors in numbers corresponding to the directors to be elected. The number of voting rights associated with each ballot shall be specified on the ballots, which shall then be distributed to the attending shareholders at the shareholders meeting. Attendance card numbers printed on the ballots may be used instead of recording the names of voting shareholders.

Article 8 Shareholders of this Company shall elect persons with disposing capacity as board members of this Company. These persons may not necessarily be a shareholder of this Company. Where they are shareholders of this Company, they shall be natural person with disposing capacity. The number of directors shall be as specified in the articles of incorporation, with voting rights separately calculated for independent and non-independent director positions. Those receiving ballots representing the highest numbers of voting rights will be elected sequentially according to their respective numbers of votes. When two or more persons receive the same number of votes, thus exceeding the specified number of positions, they shall draw lots to determine the winner, with the chair drawing lots on behalf of any person not in attendance.

Article 9 Before the election begins, the chair shall appoint a number of persons with shareholder status to perform the respective duties of vote monitoring and counting personnel. The ballot boxes shall be prepared by the board of directors and publicly checked by the vote monitoring personnel before voting commences.

Article 10 A ballot is invalid under any of the following circumstances:  
(1)The ballot was not prepared by a person with the right to convene.  
(2)A blank ballot is placed in the ballot box.  
(3)The writing is unclear and indecipherable or has been altered.  
(4)The candidate whose name is entered in the ballot does not conform to the director candidate list.  
(5)Other words or marks are entered in addition to the number of voting rights allotted.  
(6) (Deleted)



<b>GIGABYTE™</b>		GIGA-BYTE TECHNOLOGY CO., LTD.	
Document title	Rules for Director Election		Ref. No. GF00—
Establishing date	July 2, 2021	Version	7
Established by (unit/staff)	Operation Center, Financial and Accounting HQ		Page 3—3
		Doc. Level	General

- Article 11 The voting rights shall be calculated on site immediately after the end of the poll, and the chair on the site shall announce the results of the calculation, including the list of persons elected as directors and the numbers of votes with which they were elected. The ballots for the election referred to in the preceding paragraph shall be sealed with the signatures of the monitoring personnel and kept in proper custody for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the ballots shall be retained until the conclusion of the litigation.
- Article 12 The board of directors of this Company shall issue notifications to the persons elected as directors.
- Article 13 This “Rules for Director Elections” and amendments hereto shall be implemented after approval by the meeting of shareholders.

## Appendix 8

### GIGA-BYTE TECHNOLOGY CO., LTD.

#### Shareholding Status by Directors

1. The amount of paid-in capital of the Company is NT\$6,356,888,860, and the number of issued shares is 635,688,886.
2. Referring to Article 26 of the Securities and Exchange Act, the minimum amount of shares held by all directors shall be 20,342,044 shares.
3. Shares held by individual and all directors registered in the list of shareholders by the date of stock transfer suspension for the present meeting of shareholders are tabulated below. This number complies with the minimum requirement specified in Article 26 of the Securities and Exchange Act.

2023/04/11

Title	Name	Shares held	Remarks
Chairman	Pei-Cheng Yeh	30,211,237	
Vice Chairman	Ming Wei Investments Co., Ltd. Represented by: Ming-Hsiung Liu	14,062,200	
Director	Shija Investments Co., Ltd. Represented by: Mou-Ming Ma	3,959,725	
Director	Yuei-yei Kai Fa Investment Limited Represented by: Chun-Ming Tseng	2,192,200	
Director	Shi Da Investment Limited Represented by: Cong-Yuan Ko	6,008,000	
Director	Xi Wei Investment Co., Ltd. Represented by: E-Tay Li	9,187,075	
Independent Director	Hwei-Min Wang	-	
Independent Director	Yi-Hong Chan	-	
Independent Director	Cheng-Li Yang	-	
Total of all directors		65,620,437	

## **Other Matters**

Report on handing proposals made by shareholders for the present annual meeting of shareholders.

### Description

1. According to Article 172-1 of the Company Act, shareholders holding more than one percent (1%) of the total amount of issued shares may make one written proposal of not more than 300 words at the annual meeting of shareholders.
2. This Company accepts proposals made by shareholders for the present annual meeting of shareholders during April 7-April 17, 2023. All proposals have been published on the Market Observation Post System (MOPS) according to the law.
3. No shareholder proposal was received this year.