

GIGABYTE™

GIGA-BYTE TECHNOLOGY CO., LTD.

**2021 ANNUAL GENERAL MEETING
MEETING AGENDA
(Translation)**



June 16, 2021

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GIGA-BYTE TECHNOLOGY CO., LTD.

Agenda of the 2021 Annual Meeting of Shareholders

1. Time: 9:00 a.m., Wednesday, 16 June 2021
2. Place: Hotel Kuva Chateau No. 398, Minquan Road, Zhongli District, Taoyuan City.
3. Calling the meeting to order
4. Chairperson remarks
5. Management presentations
 - 5.1 2020 business reports
 - 5.2 Audit Committee's review report on the 2020 financial statements
 - 5.3 Reports on the distribution of compensations to employees and directors in 2020
 - 5.4 Report on 2020 surplus distribution in the form of cash dividend and capital reserve distribution in cash
 - 5.5 Other matters
6. Adoptions
 - Proposal 1: Adoption of the 2020 Business Report and Financial Statements (proposed by the Board)
 - Proposal 2: Adoption of the Proposal for Distribution of 2020 Profits (proposed by the Board)
7. Proposals and discussions
 - Proposal 1: Amendment to the Company's "Rules of Procedure for Shareholder Meetings" (proposed by the Board)
 - Proposal 2: Amendment to the Company's "Rules for Director Election" (proposed by the Board)
8. Elections
 - To elect directors (proposed by the Board)
9. Others
 - Releasing the restriction of the non-compete clause for new directors (proposed by the Board)
10. Questions and motions
11. Adjournment

1. Management presentations

1.1 2020 business reports

Explanation: Please refer to Appendix 1 2020 Business Report.

1.2 Audit Committee's review report on the 2020 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 2020

Explanation:

1. According to Article 28 of the Articles of Incorporation regarding the percentage of profits distributed to employees and directors, if there is profit in the year, this Company will appropriate 3-10% as compensations for employees and not more than 3% as compensations for directors.
2. In 2020, this Company plans to appropriate NT\$583,127,434 and NT\$46,000,000 as compensations for employees and directors respectively. The appropriation ratio is 10% and 0.79% 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 2020 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\$2,542,755,544 to shareholders in accordance with the Articles of Incorporation, at NT\$4 per share. Cash dividends will be distributed up to one dollar (rounded down values below NT\$1). The odd amount will be combined to the Company's non-operating income.
3. The Company proposes to distribute capital reserve of NT\$635,688,886 from the income derived from the issuance of new shares at a premium, at NT\$1 per share. Capital reserve in cash 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.
4. 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.

2. Adoptions

Proposal 1: Adoption of the 2020 Business Report and Financial Statements (proposed by the Board)

Explanation:

1. The 2020 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 2020 Business Report, CPA Audit Report, and Financial Statements of this Company.
3. The 2020 Business Report and 2020 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 2020 Profits (proposed by the Board)

Explanation:

- 1.2020 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 2020

(Unit: NT\$)

Items	Total
Beginning retained earnings	7,025,654,842
Add: 2020 Net profit before tax	5,202,146,906
Income tax expense	(827,817,674)
Net profit after tax	4,374,329,232
Other adjustments ²	(20,056,794)
Less: 10% legal reserve	(435,427,244)
Distributable net profit	10,944,500,036
Cash dividend to shareholders@NT\$4 (see note)	(2,542,755,544)
Unappropriated retained earnings	8,401,744,492

Note:

1. For current year's surplus distribution, 2020 profit shall first be distributed.
2. Other adjustments: This year to determine the benefits of the benefit plan actuarial gains and losses to decrease NT\$ 20,056,794.
3. Current distribution based on 635,688,886 shares (calculated based on number of outstanding shares as of April 18, 2021).

Resolution:

3. Proposals and Discussions

Proposal 1: Amendment to the Company’s “Rules of Procedure for Shareholder Meetings” (proposed by the Board)

Explanation:

1. With reference to announcement Tai-Zheng-Zhi-Li No.1100001446, “Sample Template for XXX Co., Ltd. Rules of Procedure for Shareholders Meetings” by Taiwan Stock Exchange Corporation dated January 28, 2021, the revision of the Company’s Rules of Procedure for Meetings of Shareholders is established.
2. Below shows the correspondence of the amendment to the “Rules of Procedure for Shareholder Meetings”.
3. Please discuss.

Revised Edition	Previous Edition	Description
<p>Article 3 Item 1-3 (omitted) 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. Below omitted.</p>	<p>Article 3 Item 1-3 (omitted) 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. <u>The essential contents may be posted on the website designated by the competent authority in charge of securities affairs or the Company, and such website shall be indicated in the above notice.</u> Below omitted.</p>	<p>To Adjust the announcement method in line with the regulations and to revise the relevant regulations.</p>
<p>Article 9 Item 1 (omitted) The chair shall call the meeting to order at the appointed meeting time <u>and announce information such as the number of non-voting rights shares and shares represented by the attending shareholders.</u> 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. Below omitted.</p>	<p>Article 9 Item 1 (omitted) The chair shall call the meeting to order at the appointed meeting time. 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. Below omitted.</p>	<p>Amendment of relevant provisions to improve corporate governance and safeguard the rights and interests of shareholders.</p>
<p>Article 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, <u>as well as the names of those not elected and the number of votes they obtain.</u> Below omitted.</p>	<p>Article 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. Below omitted.</p>	<p>Amendment of relevant provisions to improve corporate governance and safeguard the rights and interests of shareholders.</p>

Resolution:

Proposal 2: Amendment to the Company’s “Rules for Director Election” (proposed by the Board)

Explanation:

- 1.To amend the “Rules for Director Election” in coordination with the practical needs of the Company and the relevant laws and regulations.
- 2.Below shows the correspondence of the amendment to the “Rules for Director Election”.
- 3.Please discuss.

Revised Edition	Previous Edition	Description
<p>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. <u>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.</u></p>	<p>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.</p>	<p>In line with practical needs and related laws and regulations, the paragraph 2 has been added.</p>
<p>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. Below omitted.</p>	<p>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. <u>To review the eligibility, education background, and involvement in any one of the situations specified in Article 30 of the Company Act of candidates, documents of proof for other eligibility requirements shall not be added without permission. The review results shall be submitted to shareholders for reference to elect the qualified directors.</u> Below omitted.</p>	<p>In line with the amendment to Article 192-1 of the Company Act., the procedure for nomination of directors was simplified, and the paragraph 1 was amended.</p>
<p>Article 6 <u>The Company shall adopt a cumulative voting method for the election of directors.</u> 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).</p>	<p>Article 6 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).</p>	<p>Textual amendment in line with practice.</p>
<p>Article 10 <u>(Deleted)</u></p>	<p>Article 10 <u>If a candidate is a shareholder, a voter must enter the candidate's account name and shareholder account number in the "candidate" column of the ballot; for a non-shareholder, the voter shall enter the candidate's full name and identity card number. However, when the candidate is a governmental organization or juristic-person shareholder, the name of the governmental organization or juristic-person shareholder shall be entered in the column for the candidate's account name in the ballot paper, or both the name of the governmental organization or juristic-person shareholder and the name of its representative may be entered. When there are multiple representatives, the names of each respective representative shall be entered.</u></p>	<p>A candidate nomination scheme has been adopted for the election of directors. Shareholders shall select directors from the list of candidates. Shareholders can learn the names, academic experience and other information of the candidates</p>

Revised Edition	Previous Edition	Description
		from the list of candidates before the shareholders meeting is held. Therefore, using shareholder account number or identity card number to identify the candidate's identity is unnecessary, and this article is deleted.
<p><u>Article 10</u> A ballot is invalid under any of the following circumstances: (1)<u>The ballot was not prepared by a person with the right to convene.</u> (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 <u>does not conform to the director candidate list.</u> (5)Other words or marks are entered in addition to the number of voting rights allotted. (6) <u>(Deleted)</u></p>	<p><u>Article 11</u> A ballot is invalid under any of the following circumstances: (1)<u>The board of directors</u> did not prepare the ballot. (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 <u>is a shareholder, but the candidate's account name and shareholder account number do not conform with those given in the shareholder register, or the candidate whose name is entered in the ballot is a non-shareholder, and a cross-check shows that the candidate's name and identity card number do not match.</u> (5)Other words or marks are entered in addition to <u>the candidate's account name or shareholder account number (or identity card number) and</u> the number of voting rights allotted. (6)<u>The name of the candidate entered in the ballot is identical to that of another shareholder, but no shareholder account number or identity card number is provided in the ballot to identify such individual.</u></p>	<p>Amended in line with the Article 173 of the Company Act. Amended for the reason that A candidate nomination scheme has been adopted for the election of directors and Shareholders shall select directors from the list of candidates.</p>
<p><u>Article 11</u> 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.</p>	<p><u>Article 12</u> 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.</p>	<p>Amendment of article order.</p>
<p><u>Article 12</u> The board of directors of this Company shall issue notifications to the persons elected as directors.</p>	<p><u>Article 13</u> The board of directors of this Company shall issue notifications to the persons elected as directors.</p>	<p>Amendment of article order.</p>
<p><u>Article 13</u> This “Rules for Director Elections” and amendments hereto shall be implemented after approval by the meeting of shareholders.</p>	<p><u>Article 14</u> This “Rules for Director Elections” and amendments hereto shall be implemented after approval by the meeting of shareholders.</p>	<p>Amendment of article order.</p>

Resolution:

4. Elections

To elect Directors (proposed by the Board)

Explanation:

1. The term of office of the existing directors expires on June 10, 2021, and as no election of new directors is effected after the expiration, in accordance with Article 195 of the Company Act, the term of office of the out-going directors shall be extended until the time when new directors have been elected and assumed their office.
2. The Company, in accordance with Article 192-1 of the Company Act and Article 17 of the Articles of Incorporation, proposes to re-elect all directors.
3. In the current regular shareholder meeting, 6 directors and 3 independent directors will be elected. The new directors shall assume office on the day of election during the current year's regular shareholder meeting, for a term of 3 years, from June 16, 2021 to June 15, 2024.
4. For Rules for Director Election of the Company, please refer to Appendix 6 and Discussion proposal 2.
5. According to the Articles of Incorporation, the Company's election of directors adopts a candidates nomination scheme. The resolution of the "final roster of director candidates" has been passed by the board of directors on March 15, 2021, and the list is as follows.
6. Please elect.

List of Candidates for Directors

No.	Name	Shares held as of the book closure date for the meeting of shareholders	Education	Experience
1	Pei-Cheng Yeh	30,151,237	Minghsin University of Science and Technology	Chairman and President of Giga-byte Technology Co., Ltd.
2	Ming Wei Investments Co., Ltd. Represented by: Ming-Hsiung Liu	14,062,200	EMBA, National Cheng Chi University	Vice Chairman, Senior Vice President and General Manager of Giga-byte Technology Co., Ltd.
3	Shija Investments Co., Ltd. Represented by: Mou-Ming Ma	3,959,725	Electronic & Computer Engineering, National Taiwan University of Technology	Director and Senior Vice President of Giga-byte Technology Co., Ltd.
4	Yuei-yei Kai Fa Investment Limited. Represented by: Chun-Ming Tseng	2,192,200	Minghsin University of Science and Technology	Director and Senior Vice President of Giga-byte Technology Co., Ltd.
5	Shi Da Investment Limited Represented by: Cong-Yuan Ko	9,219,000	Master of Engineering Management, Tsinghua University	Director of Giga-byte Technology Co., Ltd. Engineer of Acer group
6	Xi Wei Investment Co., Ltd. Represented by: E-Tay Lee	9,063,075	California State University (CSU), Chico Master of Computer Engineering	Manager at Intel Director and General Manager of Giga-byte Technology Co., Ltd.

List of Candidates for Independent Directors

No.	Name	Shares held as of the book closure date for the meeting of shareholders	Education	Experience
1	Hwei-Min Wang	0	Chung Hua University Master of Industrial Management	Chairman, Moores Rowland CPAs
2	Yi-Hung Chan	0	California State University, Fullerton EMBA, National Chengchi University	Chairman, Taisun Enterprise Co., Ltd.
3	Cheng-Li Yang	0	MBA, Tulane University, USA. EMBA, National Chengchi University	Chairman, King Core Electronics Inc.

Election results:

5. Other Proposals and discussions

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 and their representatives 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.
4. Please discuss.

Name	Other mail positions in other companies
Pei-Cheng Yeh	Director of Albatron Technology Co., Ltd.
Ming Wei Investments Co., Ltd. Represented by: Ming-Hsiung Liu	Director of Info-Tek Corporation
Shi Da Investment Limited Represented by: Cong-Yuan Ko	Chairman of Albatron Technology Co., Ltd.

6. Questions and Motions

7. Meeting Adjournment

Appendices

Appendix 1

2020 Business Report

In the beginning of 2020, GIGABYTE set the year's shipment targets for motherboard and graphics card and server revenue, and double-digit growths have been achieved by all. The challenging operational goals of revenue and profitability have also attained record highs. Today, we are very happy to report to you, despite factors such as the situation remaining grim in 2020 due to Covid-19, US-China friction, drop in oil price, etc., resulting in the overall global economic slowdown, GIGABYTE achieved all the above mentioned operational targets and outstanding results with the support and effort of the entire team. In 2020, GIGABYTE's consolidated revenue exceeded NT\$84.6 billion and net profit after tax was more than NT\$4.37 billion, an increase of 36.94% and 125.58% respectively compared to the previous year. The details of GIGABYTE's financial and operational performance are as follows:

Unit: NT\$100 million

Item	2020	2019	Difference	Percentage of Difference(%)
Operating income	846.03	617.81	+228.22	+36.94
Gross profit	144.64	95.91	+48.73	+50.81
Net profit after tax of the parent company	43.74	19.39	+24.35	+125.58

Item		2020	2019
Financial structure (%)	Debt to total assets (%)	44.54	35.42
	Long-term capital to property & equipment (%)	702.10	611.64
Solvency (%)	Current ratio (%)	198.08	237.73
	Quick ratio (%)	120.83	143.22
Profitability (%)	Return on assets (%)	10.06	5.30
	Return on equity (%)	16.92	8.02
	Profit margin (%)	5.17	3.14
	Basic EPS (NT\$)	6.88	3.05

The following summarizes GIGABYTE's various products and business performances in 2020, and its future outlook:

Motherboard and graphics card business

GIGABYTE has been dedicated in the motherboard and graphics card business for decades, and has since established a keen market sense, steady up and downstream operation management, reliable manufacturing capacity and solid research and development and product design technologies. It is thus able to respond to the changes in market environment and user requirements, and produce aesthetic motherboards and graphic cards that feature high durability, ultra-high performance and innovative functions, winning several awards and users recognition. In 2020, GIGABYTE launched several AORUS XTREME series motherboard products that feature 16-phase direct power design,

PCIe 4.0 ultra-fast transmission architecture, advanced fanless cooling technologies integrating Fins-Array Heatsink, Direct-Touch Heatpipe and NanoCarbon Baseplate, 90 degree slot and RGB LED light effect, winning several awards at home and abroad, which include Reddot design award, iF design award and Taiwan Excellence. In terms of graphic cards, GIGABYTE's new generation GeForce RTX Ampere architecture graphics card widely uses GIGABYTE WINDFORCE cooling system which features three unique blade fan design and cooling technologies such as forward and reverse function, high efficiency pure copper heat-pipes, big copper plates in direct contact with the GPU to dissipate heat, fan stop feature, screen cooling, etc., enabling the graphics card to maintain a low temperature working environment at all times, thereby achieving higher and more stable product performance, making it a product widely welcomed by the market.

Also, faced with the rekindled craze of virtual currency mining in 2020, GIGABYTE, with its experience gained from the business impact in 2019 caused by the decline in virtual currency market, grasped the actual market demand of graphics card realistically, took active steps to identify and screen out downstream overorder so as to manage inventory risk, strengthened mutual trust with upstream chip suppliers, and established strategies to seek a balanced business development for graphics card and motherboard, responding steadily to this wave of market change in graphics card supply shortage.

In the future, GIGABYTE will continue to invest in resources on top of its existing foundation. By grasping market pulse, increasing its product capabilities and user satisfaction, developing and strengthening the working relationship with up and downstream partners, as well as continuing to evolve its power of manufacturing, it will continue to lay a solid foundation for the long-term growth of its motherboard and graphics card businesses.

Network and communications business

Since the setup of Network and Communication Business Unit by GIGABYTE in 2000, it has been dedicated in the research of server solutions, which play a key role in IT architecture. With 20 years of effort, the engineering team from Taiwan Head Office is now equipped with the capabilities to design, develop, sample and manufacture server products, providing customers with high quality, highly efficient and highly reliable data center solutions. Faced with data centers' rapidly increasing high-performance computing power, GIGABYTE G (GPU) Series, H (High-density) Series and R (Rack) Series servers, designed based on the concepts of high precision design and retaining scalability, ultra fast computing/memory/data storage, optimized heat dissipation function, smart power management, high flexibility and proper resources utilization, are very well received by local and overseas industries. They have since been used overseas to assist car manufacturers in computational fluid dynamics simulation, and to increase the computing, storage and transmission capabilities required for automated vehicle's real-time recognition due to the huge amount of data, in forecast and simulation of climate and ocean modeling, and in nuclear research and development organizations for analyzing the huge amount of raw data generated from Large Hadron Collider (LHC) experiment. In Taiwan, the National Center for High-performance Computing (NCHC), Industrial Technology Research Institute (ITRI) and National Taiwan Normal University also work closely with GIGABYTE team by using GIGABYTE's high performance servers to improve their research results.

In addition, as 5G related communication technologies continue to advance, Internet of Everything that brings convenience to life has transformed science fiction into reality. To realize the characteristics of 5G's Enhanced Mobile Broadband (eMBB), massive Machine Type Communications (mMTC), Ultra-Reliable and Low Latency Communications (URLLC) technologies, the applications brought about require network service architecture with large amount

of Multi-access Edge Computing, also known as Mobile Edge Computing, to reduce the burden of the core network. High-resolution image processing and data sending are performed at the local end without having to wait for the remote server's response, thereby reducing latency. It is also flexible and new applications and services can be quickly provided, allowing users to have a better experience, as well as reduce network operating cost. Using edge computing technologies and infrastructure, GIGABYTE has developed immersive VR stadium experience solutions, smart city solutions which include but not limited to smart energy management, parking management and waste management, as well as automated car network solutions, and it will continue to develop other solutions that can create a better living environment.

The continued development of cloud service inevitably requires huge and meticulous combination of software and hardware. Hence, besides continuing to design and develop cloud computing related hardware internally, GIGABYTE also actively seeks cooperations with external partners to provide solutions. To meet the needs of customers for fast transmission to the cloud, GIGABYTE cooperates with software partners in developing a AI hybrid cloud platform to conduct deep learning on big data across clouds. It helps enterprises to resolve data compatibility issues during data center expansion. Through software-define storage, it simplifies resource management and reduces construction cost. Also, to cater to the massive AI applications to be developed in the future, GIGABYTE has been cooperating with AI software partners over the years, by combining deep learning environment that can be self-built, adjustable automation parameters, and system where the accuracy of computational model can be increased, with GIGABYTE's high-performance servers, providing a set of DNN deep learning and training solutions that efficiently improve computing efficiency and reduce training time. Apart from that, as data centers will generate large amount of waste heat when conducting massive data analysis and computation for 5G and Internet of Everything in the future, GIGABYTE cooperates with several companies which specialize in heat dissipation in the research and development of various all-in-one, immersion and decentralized water cooling solutions. It aims to solve the heat generation issue from data center's high-intensity operation more efficiently, and at the same time provide data center of cloud service companies and research units with highly flexible combination in constructing their IT infrastructure.

In the era of 5G, cloud, artificial intelligence and software-defined technologies, GIGABYTE will continue to work closely with partners from different domains, provide solutions required by different industries, and grow together with the customers.

Laptops and peripherals business

Continuing the consumer-oriented approach actively adopted in the past few years, and to meet the needs of different user groups such as gamer/creator, GIGABYTE produces unique innovations in terms of software and hardware of its laptops and peripherals. In 2020, GIGABYTE, with the themes, "Game like a Pro" and "AERO: Creativity Starts Here", launched a series of AORUS professional gaming laptops and AERO creator laptops. GIGABYTE worked closely with G2 Esports teams in meeting the high standards of professional esports players and professional games by introducing the new generation AORUS professional gaming laptops which feature fast computing performance, faster refresh rate and fast actuation, and the exclusively imported Microsoft Azure AI automatic tuning software which optimizes gaming experience with just one click, re-defining the benchmark for professional gaming laptop. At the same time, GIGABYTE also designed new generation AERO creator laptops which feature higher scalability, lighter weight, longer lasting power, better performance and more efficient heat dissipation, and a panel color calibration program co-developed with X-Rite Pantone, a leader in color measurement and management. It aims to allow creators to "focus on more possibilities" in their audio and visual editing, 3D modeling design and other creative work, in line with the core values of AERO creator laptop product line. The new generation AORUS professional gaming laptop and AERO creator

laptop have won several awards both at home and abroad after launching, and their product strengths have also won recognition from professional reviewers.

Besides laptop, gaming monitor is another big highlight among AORUS brand products. AORUS FI27Q monitor, which features 165Hz refresh rate, IPS panel with 1ms fast response time, 10 bits ultra-fine color and 95% DCI-P3 ultra-wide color gamut display, has passed VESA DisplayHDR 400 high dynamic range display technology certification, and won 2020 European Hardware Award for Best Gaming Monitor award. AORUS FI25F monitor, launched in September 2020, is GIGABYTE's first model equipped with the exclusive SuperSpeed IPS display technology. With the high response speed of liquid crystal molecular arrangements, response time can even reach 0.4ms, and the monitor's refresh rate is also increased to 240Hz, giving it a high product competitiveness.

In terms of laptop and peripherals business, besides continuing to research and develop evolutionary products, GIGABYTE will also integrate the group's online and offline resources to enhance product marketing and promotion, and expand the products' market share.

Corporate social responsibilities and sustainable development

GIGABYTE has always been committed to providing high quality products and services, exercising its influence on the economy, environment and society, responding to the expectations of the all stakeholders on GIGABYTE, and sparing no effort in fulfilling corporate social responsibilities. GIGABYTE participated in 2020 Global Views Monthly CSR Award, and was one of the 9 out of more than 50 companies to be shortlisted in both "Corporate Social Responsibilities Survey" and "Outstanding Environmentally Friendly Solution" awards during the preliminary round. In the highly competitive final round, its outstanding performance obtained unanimous recognition from the judges, and won the "Corporate Social Responsibilities Survey - Electronic and Technology Category Model Award".

GIGABYTE cooperated with Germany's Plant-for-the-Planet Foundation in launching "Make Earth Green Again" project in 2017, and has since planted 75,000 trees for the earth in Mexico's forest. It has also held 5 sessions of Plant-for-the Planet Academies, and cultivated 405 Climate Justice Ambassadors in Taiwan. In 2020, GIGABYTE introduced tree planting action and mission to Taiwan. By taking root in the country, it cooperated with the Forestry Bureau in launching the forestland adoption program. This year, it took the lead by adopting 1 hectare of forestland in Pinglin District and invited GIGABYTE's senior management to represent all employees in participating in the tree planting event, strengthening local connections. The event also specially planned a walking section for the participating supervisors to walk to the afforestation site, reducing the harm caused by vehicles to the forest, which is at the same time in line with the healthy new life program promoted by GIGABYTE in recent years. Besides making the environment healthier and more beautiful, GIGABYTE also pays attention to employees' physical and mental health and development.

Adhering to the corporate mission of "Innovative Technologies, Upgrade Your Life", GIGABYTE will continue to uphold "Reduction, Sharing, Love for Earth" as its sustainable development goal. It will implement the four key CSR visions: zero waste and pollution, low-carbon technology transformation, sustainability and humanistic values. Through "Green Action Plan", it will establish forward-looking long-term plans and operating strategies, gradually implement the reduction of operational footprint, strengthen innovation capability, build friendly brand and create shared values. At the same time, it will actively respond to the United Nation's six sustainable development goals, including Decent Work and Economic Growth, Responsible Consumption and Production, Climate

Action, Good Health and Well-Being, Quality Education, and Sustainable Cities and Communities.

Looking forward to 2021, though many countries have successively begun the coronavirus vaccination to help control global epidemic, the public's consumption pattern and business operations arrangement have already been affected by the epidemic, and some have seen irreversible changes. Furthermore, the increasing competition between the two major economies, the United States and China, is affecting the restructuring of the global supply chain, and brings uncertainty to the direction of the global economy's recovery. The increasingly flourishing block chain, AI, 5G, IoT, cloud computing technologies and related applications are also expected to usher in a new wave of growth momentum for computer, information, and communication related software and hardware companies. Faced with an environment filled with opportunities and challenges, GIGABYTE will uphold the principle of stable operation in competing with other companies for growth opportunities and managing risk appropriately. During the course of brand cultivation, pursuing innovation in research and development, and sustainable development, GIGABYTE will also continue to create values for shareholders and fulfill the responsibilities of a corporate citizen, benefit mankind and give back to the society.

Wish You Health and Happiness.

Dandy Yeh
Chairman

Chairman: Pei-Cheng Yeh

CEO: E-Tay Li

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 2020 that have been passed by the Board of Directors. The CPA firm PwC Taiwan was then retained to audit such statements by CPAs Se-Kai Lin and Fang-yu Wang 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 2020 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
16 April, 2021

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, 2020 and 2019, 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, 2020 and 2019, 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 generally accepted auditing standards in 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 2020 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 2020 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. For the year ended December 31, 2020, the parent company only operating revenue amounted to NT\$84,087,874 thousand.

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 the accounting policies on evaluation of inventories; Note 5(2) for uncertainty of accounting estimates and assumption on inventory evaluation; and Note 6(5) for the details of the inventories. As of December 31, 2020, the inventories and allowance for valuation loss amounted to NT\$11,317,869 thousand and NT\$210,674 thousand, respectively.

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 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 \$10,053 thousand and \$21,193 thousand, representing 0.02% and 0.05% of total parent company only assets as of December 31, 2020 and 2019, respectively, and total net comprehensive loss were \$11,140 thousand and \$27,326 thousand, representing (0.25%) and (1.27%) of total parent company only comprehensive loss for the years then ended, respectively.

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 generally accepted auditing standards in 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 generally accepted auditing standards in the Republic of China, we exercise professional judgment and maintain 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 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 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.

Se-Kai Lin
For and on behalf of PricewaterhouseCoopers, Taiwan
March 15, 2021

Fang-Yu Wang

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, 2020 AND 2019
(Expressed in thousands of New Taiwan dollars)

Assets	Notes	December 31, 2020		December 31, 2019		
		Amount	%	Amount	%	
Current assets						
1100	Cash and cash equivalents	6(1)	\$ 10,777,615	21	\$ 5,197,276	14
1110	Financial assets at fair value through profit or loss - current	6(2)	545,764	1	473,217	1
1136	Financial assets at amortized cost-current	6(3)	590,000	1	90,000	-
1150	Notes receivable, net	6(4)	2,897	-	2,995	-
1170	Accounts receivable, net	6(4)	4,387,759	9	3,628,543	9
1180	Accounts receivable-related parties, net	7	8,843,389	17	5,938,535	16
1200	Other receivables		73,125	-	84,063	-
1220	Current income tax assets		-	-	41,713	-
130X	Inventories, net	6(5)	11,107,195	21	8,830,854	23
1410	Prepayments		546,894	1	293,084	1
1470	Other current assets		1,483	-	912	-
11XX	Total current assets		<u>36,876,121</u>	<u>71</u>	<u>24,581,192</u>	<u>64</u>
Non-current assets						
1535	Financial assets at amortized cost-non-current	6(3) and 8	153,413	1	158,040	-
1550	Investments accounted for using equity method	6(6) and 7	11,487,898	22	10,543,543	28
1600	Property, plant and equipment, net	6(7)	2,431,447	5	2,519,945	7
1755	Right-of-use assets	6(8)	74,109	-	61,817	-
1780	Intangible assets		24,679	-	22,861	-
1840	Deferred income tax assets	6(24)	520,795	1	371,164	1
1900	Other non-current assets		156,874	-	144,592	-
15XX	Total non-current assets		<u>14,849,215</u>	<u>29</u>	<u>13,821,962</u>	<u>36</u>
1XXX	Total assets		<u>\$ 51,725,336</u>	<u>100</u>	<u>\$ 38,403,154</u>	<u>100</u>

(Continued)

GIGA-BYTE TECHNOLOGY CO., LTD.
PARENT COMPANY ONLY BALANCE SHEETS
DECEMBER 31, 2020 AND 2019
(Expressed in thousands of New Taiwan dollars)

Liabilities and Equity	Notes	December 31, 2020		December 31, 2019		
		Amount	%	Amount	%	
Liabilities						
Current liabilities						
2130	Contract liabilities - current	6(17) and 7	\$ 3,847,245	7	\$ 370,694	1
2150	Notes payable		257	-	54,092	-
2170	Accounts payable		8,641,802	17	7,042,552	19
2180	Accounts payable-related parties	7	4,180,167	8	1,982,318	5
2200	Other payables	6(10) and 7	4,996,254	10	3,379,716	9
2230	Current income tax liabilities		709,676	1	-	-
2250	Provisions for liabilities - current	6(11)	776,454	2	513,568	1
2280	Lease liabilities-current		38,968	-	43,549	-
2300	Other current liabilities		143,794	-	125,267	-
21XX	Total current liabilities		<u>23,334,617</u>	<u>45</u>	<u>13,511,756</u>	<u>35</u>
Non-current liabilities						
2540	Long-term borrowings	6(12)	200,000	-	-	-
2570	Deferred income tax liabilities	6(24)	35,958	-	-	-
2580	Lease liabilities-non-current		35,468	-	18,641	-
2600	Other non-current liabilities	6(13)	724,102	2	574,946	2
25XX	Total non-current liabilities		<u>995,528</u>	<u>2</u>	<u>593,587</u>	<u>2</u>
2XXX	Total liabilities		<u>24,330,145</u>	<u>47</u>	<u>14,105,343</u>	<u>37</u>
Equity						
Capital stock						
3110	Common stock	6(14)	6,356,889	12	6,356,889	17
Capital surplus						
3200	Capital surplus	6(15)	3,884,904	7	3,896,889	10
Retained earnings						
3310	Legal reserve	6(16)	4,575,820	9	4,381,896	11
3320	Special reserve		426,354	1	426,354	1
3350	Unappropriated retained earnings		11,379,927	22	8,618,094	23
Other equity						
3400	Other equity		771,297	2	617,689	1
3XXX	Total equity		<u>27,395,191</u>	<u>53</u>	<u>24,297,811</u>	<u>63</u>
3X2X	Total liabilities and equity		<u>\$ 51,725,336</u>	<u>100</u>	<u>\$ 38,403,154</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, 2020 AND 2019

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

Items	Notes	2020		2019	
		Amount	%	Amount	%
4000 Operating revenue	6(17) and 7	\$ 84,087,874	100	\$ 62,383,990	100
5000 Operating costs	6(5)(22) and 7	(72,143,565)	(86)	(55,174,125)	(89)
5900 Gross profit		<u>11,944,309</u>	<u>14</u>	<u>7,209,865</u>	<u>11</u>
Operating expenses	6(22) and 7				
6100 Selling expenses		(3,715,471)	(4)	(2,790,497)	(4)
6200 General and administrative expenses		(1,845,842)	(2)	(1,180,797)	(2)
6300 Research and development expenses		(2,261,837)	(3)	(1,844,292)	(3)
6450 Expected credit losses	6(22)	(10,452)	-	(3,434)	-
6000 Total operating expenses		<u>(7,833,602)</u>	<u>(9)</u>	<u>(5,819,020)</u>	<u>(9)</u>
6900 Operating profit		<u>4,110,707</u>	<u>5</u>	<u>1,390,845</u>	<u>2</u>
Non-operating income and expenses					
7100 Interest revenue	6(18)	46,186	-	54,410	-
7010 Other income	6(19)	798,896	1	451,764	1
7020 Other gains and losses	6(20)	220,838	-	66,286	-
7050 Finance costs	6(21)	(2,049)	-	(2,189)	-
7070 Share of profit of subsidiaries, associates and joint ventures accounted for under the equity method	6(6)	27,569	-	201,350	-
7000 Total non-operating income and expenses		<u>1,091,440</u>	<u>1</u>	<u>771,621</u>	<u>1</u>
7900 Profit before income tax		<u>5,202,147</u>	<u>6</u>	<u>2,162,466</u>	<u>3</u>
7950 Income tax expense	6(24)	(827,818)	(1)	(223,225)	-
8200 Profit for the year		<u>\$ 4,374,329</u>	<u>5</u>	<u>\$ 1,939,241</u>	<u>3</u>
Other comprehensive income (loss), net					
Components of other comprehensive income (loss) that will not be reclassified to profit or loss					
8311 Remeasurements of defined benefit plans	6(13)	(\$ 25,070)	-	(\$ 29,084)	-
8330 Share of other comprehensive 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		87,222	-	509,446	1
8349 Income tax related to components of other comprehensive income that will not be reclassified to profit or loss	6(24)	5,014	-	5,817	-
8310 Components of other comprehensive income (loss) that will not be reclassified to profit or loss		<u>67,166</u>	<u>-</u>	<u>486,179</u>	<u>1</u>
Components of other comprehensive income (loss) that will subsequently be reclassified to profit or loss					
8361 Exchange differences arising from translation of foreign operations		66,386	-	(276,549)	(1)
8360 Components of other comprehensive income (loss) that will be reclassified to profit or loss		<u>66,386</u>	<u>-</u>	<u>(276,549)</u>	<u>(1)</u>
8300 Other comprehensive income for the year, net		<u>\$ 133,552</u>	<u>-</u>	<u>\$ 209,630</u>	<u>-</u>
8500 Total comprehensive income for the year		<u>\$ 4,507,881</u>	<u>5</u>	<u>\$ 2,148,871</u>	<u>3</u>
9750 Basic earnings per share	6(25)	\$	6.88	\$	3.05
9850 Diluted earnings per share	6(25)	\$	6.79	\$	3.02

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, 2020 AND 2019

(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
<u>Year 2019</u>									
Balance at January 1, 2019		\$ 6,356,889	\$ 3,924,357	\$ 4,125,245	\$ 426,354	\$ 8,865,838	\$ (396,921)	\$ 781,713	\$ 24,083,475
Profit for the year		-	-	-	-	1,939,241	-	-	1,939,241
Other comprehensive (loss) income for the year		-	-	-	-	(23,267)	(276,549)	509,446	209,630
Total comprehensive income (loss) for the year		-	-	-	-	1,915,974	(276,549)	509,446	2,148,871
Appropriations of 2018 earnings:	6(16)								
Legal reserve		-	-	256,651	-	(256,651)	-	-	-
Cash dividends		-	-	-	-	(1,907,067)	-	-	(1,907,067)
Changes in equity of associates accounted for using equity method		-	(27,468)	-	-	-	-	-	(27,468)
Balance at December 31, 2019		\$ 6,356,889	\$ 3,896,889	\$ 4,381,896	\$ 426,354	\$ 8,618,094	\$ (673,470)	\$ 1,291,159	\$ 24,297,811
<u>Year 2020</u>									
Balance at January 1, 2020		\$ 6,356,889	\$ 3,896,889	\$ 4,381,896	\$ 426,354	\$ 8,618,094	\$ (673,470)	\$ 1,291,159	\$ 24,297,811
Profit for the year		-	-	-	-	4,374,329	-	-	4,374,329
Other comprehensive (loss) income for the year		-	-	-	-	(20,056)	66,386	87,222	133,552
Total comprehensive income (loss) for the year		-	-	-	-	4,354,273	66,386	87,222	4,507,881
Appropriations of 2019 earnings:	6(16)								
Legal reserve		-	-	193,924	-	(193,924)	-	-	-
Cash dividends		-	-	-	-	(1,398,516)	-	-	(1,398,516)
Changes in equity of associates accounted for using equity method		-	(11,985)	-	-	-	-	-	(11,985)
Balance at December 31, 2020		\$ 6,356,889	\$ 3,884,904	\$ 4,575,820	\$ 426,354	\$ 11,379,927	\$ (607,084)	\$ 1,378,381	\$ 27,395,191

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, 2020 AND 2019
(Expressed in thousands of New Taiwan dollars)

	<u>Notes</u>	<u>2020</u>	<u>2019</u>
<u>Cash flows from operating activities</u>			
Profit before income tax		\$ 5,202,147	\$ 2,162,466
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)(22)	313,233	274,233
Amortization	6(22)	53,018	84,175
Profit from lease modification	6(8)(20)	(235)	(13)
Expected credit losses	6(22)	10,452	3,434
Net loss (gain) on valuation of financial assets at fair value through profit or loss	6(20)	1,264	(8,035)
Interest expense	6(21)	2,049	2,189
Interest income	6(18)	(46,186)	(54,410)
Share of profit of subsidiaries and associates accounted for using the equity method	6(6)	(27,569)	(201,350)
Loss on disposal of investments accounted for using equity method	6(6)(20)	-	15
Gain on disposal of property, plant and equipment	6(20)	(4,101)	(2,005)
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		(73,811)	(23,488)
Notes receivable		98	1,062
Accounts receivable		(3,674,522)	(3,977,941)
Other receivables		12,999	(2,661)
Inventories		(2,276,341)	2,851,856
Prepayments		(253,520)	17,864
Other current assets		(571)	3,660
Net changes in liabilities relating to operating activities			
Contract liabilities		3,476,551	93,199
Notes payable		(53,835)	44,356
Accounts payable		3,797,099	2,595,721
Other payables		1,622,260	(68,056)
Provisions for liabilities		262,886	80,509
Other current liabilities		18,527	(77,539)
Other non-current liabilities		8,518	575
Cash generated from (used in) operations		8,370,410	3,799,816
Interest received		44,125	55,138
Dividends received		27,578	118,834
Interest paid		(2,049)	(2,189)
Income tax paid		(185,088)	(636,502)
Net cash generated from operating activities		<u>8,254,976</u>	<u>3,335,097</u>

(Continued)

GIGA-BYTE TECHNOLOGY CO., LTD.
PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2020 AND 2019
(Expressed in thousands of New Taiwan dollars)

	<u>Notes</u>	<u>2020</u>	<u>2019</u>
<u>Cash flows from investing activities</u>			
Acquisition of financial assets at amortized cost		(\$ 495,373)	(\$ 1,776)
Acquisition of investments accounted for using equity method	6(6) and 7(2)	(730,481)	(200,000)
Proceeds from disposal of investments accounted for using equity method	6(6)	-	535
Acquisition of property, plant and equipment	6(26)	(137,936)	(286,185)
Proceeds from disposal of property, plant and equipment		7,246	2,097
(Increase) decrease in guarantee deposit paid		(5,056)	1,378
Acquisition of intangible assets		(57,999)	(51,084)
Increase in other non-current assets		(49,456)	(89,621)
Net cash used in investing activities		(1,469,055)	(624,656)
<u>Cash flows from financing activities</u>			
Proceeds from long-term borrowings	6(27)	200,000	-
Increase in guarantee deposit received	6(27)	43,308	154
Repayments of principal portion of lease liabilities	6(27)	(50,374)	(48,414)
Cash dividends paid	6(16)	(1,398,516)	(1,907,067)
Net cash used in financing activities		(1,205,582)	(1,955,327)
Net increase in cash and cash equivalents		5,580,339	755,114
Cash and cash equivalents at beginning of year		5,197,276	4,442,162
Cash and cash equivalents at end of year		<u>\$ 10,777,615</u>	<u>\$ 5,197,276</u>

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

INDEPENDENT AUDITOR'S 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, 2020 and 2019, 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 the 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, 2020 and 2019, 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 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 generally accepted auditing standards in the Republic of China. Our responsibilities under those standards are further described in the Auditor's 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 the accounting policies on revenue recognition. For the year ended December 31, 2020, the consolidated operating revenue amounted to NT\$84,602,841 thousand.

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 the accounting policies on evaluation of inventories; Note 5(2) for uncertainty of accounting estimates and assumption on inventory evaluation; and Note 6(6) for the details of the inventories. As of December 31, 2020, the inventories and allowance for valuation loss amounted to NT\$15,676,321 thousand and NT\$448,361 thousand, respectively.

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 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 \$10,053 thousand and \$21,193 thousand, representing 0.02% and 0.06% of total consolidated assets as of December 31, 2020 and 2019, respectively, and total net comprehensive loss were \$11,140 thousand and \$27,326 thousand, representing (0.25%) and (1.29%) of total consolidated comprehensive loss for the years then ended, respectively.

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, 2020 and 2019.

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 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 auditor's

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 generally accepted auditing standards in 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 generally accepted auditing standards in the Republic of China, we exercise professional judgement and maintain 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.

Se-Kai Lin

Fang-Yu Wang

For and on behalf of PricewaterhouseCoopers, Taiwan

March 15, 2021

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, 2020 AND 2019

(Expressed in thousands of New Taiwan dollars)

	Assets	Notes	December 31, 2020		December 31, 2019	
			Amount	%	Amount	%
Current assets						
1100	Cash and cash equivalents	6(1)	\$ 15,564,617	32	\$ 9,907,845	26
1110	Financial assets at fair value through profit or loss - current	6(2)	735,586	1	729,427	2
1136	Financial assets at amortised cost - current	6(4) and 8	1,105,293	2	705,762	2
1150	Notes receivable, net	6(5)	2,897	-	2,996	-
1170	Accounts receivable, net	6(5)	7,883,297	16	6,619,142	18
1200	Other receivables		63,806	-	129,617	-
1220	Current income tax assets		-	-	44,613	-
130X	Inventories, net	6(6)	15,227,960	31	11,344,292	30
1410	Prepayments		977,239	2	604,762	2
1470	Other current assets		4,765	-	20,704	-
11XX	Total current assets		<u>41,565,460</u>	<u>84</u>	<u>30,109,160</u>	<u>80</u>
Non-current assets						
1517	Financial assets at fair value through other comprehensive income–non-current	6(3)	2,351,596	5	2,223,790	6
1535	Financial assets at amortized cost-non-current	6(4) and 8	236,479	1	211,075	1
1550	Investments accounted for using the equity method	6(7)	77,439	-	21,193	-
1600	Property, plant and equipment, net	6(8)	4,048,823	8	4,085,922	11
1755	Right-of-use assets	6(9)	187,568	-	182,698	-
1760	Investment property, net	6(11)	46,861	-	50,991	-
1780	Intangible assets		31,990	-	30,789	-
1840	Deferred income tax assets	6(29)	657,554	1	542,738	1
1900	Other non-current assets	6(12)	225,387	1	253,185	1
15XX	Total non-current assets		<u>7,863,697</u>	<u>16</u>	<u>7,602,381</u>	<u>20</u>
1XXX	Total assets		<u>\$ 49,429,157</u>	<u>100</u>	<u>\$ 37,711,541</u>	<u>100</u>

(Continued)

GIGA-BYTE TECHNOLOGY CO., LTD. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
DECEMBER 31, 2020 AND 2019

(Expressed in thousands of New Taiwan dollars)

Liabilities and Equity		Notes	December 31, 2020		December 31, 2019	
			Amount	%	Amount	%
Liabilities						
Current liabilities						
2100	Short-term borrowings	6(13)	\$ 303,217	1	\$ 289,088	1
2130	Contract liabilities-current	6(22)	3,987,907	8	247,156	1
2150	Notes payable		404	-	58,116	-
2170	Accounts payable		9,024,919	18	7,230,678	19
2200	Other payables	6(14)	5,461,410	11	3,934,910	10
2230	Current income tax liabilities		809,318	2	27,662	-
2250	Provisions for liabilities - current	6(15)	820,274	2	556,798	1
2280	Lease liabilities-current		70,112	-	84,216	-
2300	Other current liabilities		506,803	1	236,661	1
21XX	Total current liabilities		<u>20,984,364</u>	<u>43</u>	<u>12,665,285</u>	<u>33</u>
Non-current liabilities						
2540	Long-term borrowings	6(16)	210,032	-	3,000	-
2570	Deferred income tax liabilities	6(29)	38,209	-	-	-
2580	Lease liabilities-non-current		79,013	-	57,696	-
2600	Other non-current liabilities		704,417	2	632,449	2
25XX	Total non-current liabilities		<u>1,031,671</u>	<u>2</u>	<u>693,145</u>	<u>2</u>
2XXX	Total liabilities		<u>22,016,035</u>	<u>45</u>	<u>13,358,430</u>	<u>35</u>
Equity						
Equity attributable to owners of the parent						
Capital stock						
		6(19)				
3110	Common stock		6,356,889	13	6,356,889	17
Capital surplus						
		6(20)				
3200	Capital surplus		3,884,904	8	3,896,889	11
Retained earnings						
		6(21)				
3310	Legal reserve		4,575,820	9	4,381,896	12
3320	Special reserve		426,354	1	426,354	1
3350	Unappropriated retained earnings		11,379,927	23	8,618,094	23
Other equity						
3400	Other equity		771,297	1	617,689	1
31XX	Total equity attributable to owners of the parent		<u>27,395,191</u>	<u>55</u>	<u>24,297,811</u>	<u>65</u>
36XX	Non-controlling interest		<u>17,931</u>	<u>-</u>	<u>55,300</u>	<u>-</u>
3XXX	Total equity		<u>27,413,122</u>	<u>55</u>	<u>24,353,111</u>	<u>65</u>
Significant events after the balance sheet date		11				
3X2X	Total liabilities and equity		<u>\$ 49,429,157</u>	<u>100</u>	<u>\$ 37,711,541</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, 2020 AND 2019
(Expressed in thousands of New Taiwan dollars, except for earnings per share)

Items	Notes	2020		2019	
		Amount	%	Amount	%
4000 Operating revenue	6(22)	\$ 84,602,841	100	\$ 61,781,254	100
5000 Operating costs	6(6)(27)	(70,138,404)	(83)	(52,190,385)	(84)
5900 Gross profit		<u>14,464,437</u>	<u>17</u>	<u>9,590,869</u>	<u>16</u>
Operating expenses	6(27)				
6100 Selling expenses		(5,351,482)	(6)	(4,280,298)	(7)
6200 General and administrative expenses		(2,551,127)	(3)	(1,814,616)	(3)
6300 Research and development expenses		(2,360,903)	(3)	(2,020,307)	(3)
6450 Expected credit gains	6(27) and 12(2)	<u>16,910</u>	<u>-</u>	(28,415)	<u>-</u>
6000 Total operating expenses		(10,246,602)	(12)	(8,143,636)	(13)
6900 Operating profit		<u>4,217,835</u>	<u>5</u>	<u>1,447,233</u>	<u>3</u>
Non-operating revenue and expenses					
Interest income	6(23)	88,344	-	109,497	-
7010 Other income	6(24)	953,574	1	686,686	1
7020 Other gains and losses	6(25)	216,331	-	56,445	-
7050 Finance costs	6(26)	(10,629)	-	(10,845)	-
7060 Share of loss of associates and joint ventures accounted for using the equity method	6(7)	(14,650)	-	(25,768)	-
7000 Total non-operating revenue and expenses		<u>1,232,970</u>	<u>1</u>	<u>816,015</u>	<u>1</u>
7900 Profit before income tax		5,450,805	6	2,263,248	4
7950 Income tax expense	6(29)	(1,119,570)	(1)	(355,705)	(1)
8200 Profit for the year		<u>\$ 4,331,235</u>	<u>5</u>	<u>\$ 1,907,543</u>	<u>3</u>

(Continued)

GIGA-BYTE TECHNOLOGY CO., LTD. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
FOR THE YEARS ENDED DECEMBER 31, 2020 AND 2019
(Expressed in thousands of New Taiwan dollars, except for earnings per share)

Items	Notes	2020		2019	
		Amount	%	Amount	%
Other comprehensive income-net					
Components of other comprehensive income (loss) that will not be reclassified to profit or loss					
8311	Remeasurements of defined benefit plans	6(17)	(\$ 25,070)	-	(\$ 29,084) -
8316	Unrealised gain on valuation of investment in equity instruments measured at fair value through other comprehensive income	6(3)	87,222	-	509,446 1
8349	Income tax related to components of other comprehensive income that will not be reclassified to profit or loss	6(29)	5,014	-	5,817 -
8310	Components of other comprehensive income that will not be reclassified to profit or loss		<u>67,166</u>	-	<u>486,179</u> 1
Components of other comprehensive income that will be reclassified to profit or loss					
8361	Exchange differences arising from translation of foreign operations		66,389	-	(276,549) (1)
8360	Components of other comprehensive income (loss) that will be reclassified to profit or loss		<u>66,389</u>	-	<u>(276,549)</u> (1)
8300	Other comprehensive income, net		<u>\$ 133,555</u>	-	<u>\$ 209,630</u> -
8500	Total comprehensive income for the year		<u>\$ 4,464,790</u>	<u>5</u>	<u>\$ 2,117,173</u> <u>3</u>
Profit attributable to:					
8610	Owners of parent		\$ 4,374,329	5	\$ 1,939,241 3
8620	Non-controlling interest		(43,094)	-	(31,698) -
	Total		<u>\$ 4,331,235</u>	<u>5</u>	<u>\$ 1,907,543</u> <u>3</u>
Comprehensive income attributable to:					
8710	Owners of parent		\$ 4,507,881	5	\$ 2,148,871 3
8720	Non-controlling interest		(43,091)	-	(31,698) -
	Total		<u>\$ 4,464,790</u>	<u>5</u>	<u>\$ 2,117,173</u> <u>3</u>
9750	Basic earnings per share	6(30)	<u>\$ 6.88</u>		<u>\$ 3.05</u>
9850	Diluted earnings per share		<u>\$ 6.79</u>		<u>\$ 3.02</u>

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, 2020 AND 2019
(Expressed in thousands of New Taiwan dollars)

Notes	Equity attributable to equity holders of the company										Non-controlling interest	Total equity	
	Capital stock			Retained earnings			Other equity interest						
	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	Total					
<u>Year 2019</u>													
Balance at January 1, 2019	\$ 6,356,889	\$ 3,924,357	\$ 4,125,245	\$ 426,354	\$ 8,865,838	(\$ 396,921)	\$ 781,713	\$ 24,083,475	\$ 85,191	\$ 24,168,666		\$ 24,168,666	
Profit (loss) for the year	-	-	-	-	1,939,241	-	-	1,939,241	(31,698)	1,907,543		1,907,543	
Other comprehensive (loss) income for the year	-	-	-	-	(23,267)	(276,549)	509,446	209,630	-	209,630		209,630	
Total comprehensive income (loss)	-	-	-	-	1,915,974	(276,549)	509,446	2,148,871	(31,698)	2,117,173		2,117,173	
Appropriations of 2018 earnings:	6(21)												
Legal reserve	-	-	256,651	-	(256,651)	-	-	-	-	-		-	
Cash dividends	-	-	-	-	(1,907,067)	-	-	(1,907,067)	(1,743)	(1,908,810)		(1,908,810)	
Changes in equity of subsidiaries accounted for using equity method	6(31)	(27,468)	-	-	-	-	-	(27,468)	-	(27,468)		(27,468)	
Changes in non-controlling interest	-	-	-	-	-	-	-	-	3,550	3,550		3,550	
Balance at December 31, 2019	\$ 6,356,889	\$ 3,896,889	\$ 4,381,896	\$ 426,354	\$ 8,618,094	(\$ 673,470)	\$ 1,291,159	\$ 24,297,811	\$ 55,300	\$ 24,353,111		\$ 24,353,111	
<u>Year 2020</u>													
Balance at January 1, 2020	\$ 6,356,889	\$ 3,896,889	\$ 4,381,896	\$ 426,354	\$ 8,618,094	(\$ 673,470)	\$ 1,291,159	\$ 24,297,811	\$ 55,300	\$ 24,353,111		\$ 24,353,111	
Profit (loss) for the year	-	-	-	-	4,374,329	-	-	4,374,329	(43,094)	4,331,235		4,331,235	
Other comprehensive (loss) income for the year	-	-	-	-	(20,056)	66,386	87,222	133,552	3	133,555		133,555	
Total comprehensive income (loss)	-	-	-	-	4,354,273	66,386	87,222	4,507,881	(43,091)	4,464,790		4,464,790	
Appropriations of 2019 earnings:	6(21)												
Legal reserve	-	-	193,924	-	(193,924)	-	-	-	-	-		-	
Cash dividends	-	-	-	-	(1,398,516)	-	-	(1,398,516)	-	(1,398,516)		(1,398,516)	
Changes in equity of subsidiaries accounted for using equity method	6(31)	(11,985)	-	-	-	-	-	(11,985)	11,985	-		-	
Acquisition of non-controlling interest	6(31)	-	-	-	-	-	-	-	(12,421)	(12,421)		(12,421)	
Changes in non-controlling interest	-	-	-	-	-	-	-	-	6,158	6,158		6,158	
Balance at December 31, 2020	\$ 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		\$ 27,413,122	

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, 2020 AND 2019
(Expressed in thousands of New Taiwan dollars)

	<u>Notes</u>	<u>2020</u>	<u>2019</u>
<u>Cash flows from operating activities:</u>			
Profit before income tax		\$ 5,450,805	\$ 2,263,248
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)(27)	628,135	598,733
Depreciation charge on investment property	6(11)	4,713	4,350
Amortisation	6(27)	66,643	102,148
Loss (gain) from lease modification	6(9)(25)	2,380	(13)
Expected credit (gain) loss	6(27) and 12(2)	(16,910)	28,415
Gain on valuation of financial assets at fair value through profit or loss	6(25)	(31,783)	(63,616)
Share of loss of associates and joint ventures accounted for using equity method	6(7)	14,650	25,768
Loss on disposal of property, plant and equipment	6(25)	20,526	6,723
Interest income	6(23)	(88,344)	(109,497)
Interest expense	6(26)	10,629	10,845
Dividends income	6(24)	(65,111)	(135,974)
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		25,624	225,420
Notes receivable		99	51
Accounts receivable		(1,245,173)	(832,441)
Other receivables		67,872	(23,223)
Inventories		(3,882,357)	174,539
Prepayments		372,088	75,330
Other current assets		15,939	44,630
Net changes in liabilities relating to operating activities			
Contract liabilities		3,740,751	(88,808)
Notes payable		(57,712)	46,651
Accounts payable		1,794,241	1,957,958
Other payables		1,532,221	98,927
Provisions for liabilities		262,886	123,739
Other current liabilities		243,349	(75,127)
Other non-current liabilities		3,544	32,727
Cash generated from (used in) operations		8,125,529	4,491,503
Interest received		86,283	108,769
Dividend received		65,111	135,974
Interest paid		(10,629)	(10,845)
Income tax paid		(364,894)	(839,146)
Net cash generated from operating activities, net		<u>7,901,400</u>	<u>3,886,255</u>

(Continued)

GIGA-BYTE TECHNOLOGY CO., LTD. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2020 AND 2019
(Expressed in thousands of New Taiwan dollars)

	<u>Notes</u>	<u>2020</u>	<u>2019</u>
<u>Cash flows from investing activities:</u>			
Acquisition of financial assets at fair value through other comprehensive income		(\$ 40,584)	\$ -
Acquisition of financial assets at amortised cost		(424,935)	-
Proceeds from disposal of financial assets at amortised cost		-	418,198
Acquisition of investments accounted for under equity method	6(7)	(70,000)	-
Acquisition of property, plant and equipment	6(32)	(534,146)	(565,650)
Proceeds from disposal of property, plant and equipment		107,680	4,520
Acquisition of intangible assets		(58,468)	(51,164)
Increase in refundable deposits		(8,033)	(3,315)
Increase in other non-current assets		(53,577)	(87,436)
Net cash flow from acquisition of subsidiaries	6(31)	(12,421)	-
Net cash used in investing activities		(1,094,484)	(284,847)
<u>Cash flows from financing activities:</u>			
Increase (decrease) in short-term borrowings	6(33)	14,129	(20,634)
Repayments of long-term debt		(10,667)	(8,166)
Proceeds from long-term debt		244,492	-
Payments of lease liabilities	6(33)	(97,107)	(91,030)
Increase in deposits received	6(33)	43,354	341
Cash dividends	6(21)	(1,398,516)	(1,907,067)
Cash dividends paid to non-controlling interest		-	(1,743)
Changes in non-controlling interest		6,158	3,550
Net cash used in financing activities		(1,198,157)	(2,024,749)
Effect of exchange rate changes on cash and cash equivalents		48,013	(279,721)
Net increase in cash and cash equivalents		5,656,772	1,296,938
Cash and cash equivalents at beginning of year		9,907,845	8,610,907
Cash and cash equivalents at end of year		<u>\$ 15,564,617</u>	<u>\$ 9,907,845</u>

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

Appendix 4

GIGABYTE™		GIGA-BYTE TECHNOLOGY CO., LTD.			
Document title	Articles of Incorporation		Ref. No.	—	
Establishing date	2019.06.12	Version	27.0	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 Gigabyte 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.

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				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.

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.

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.

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(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.

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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 Company Act, a board resolution shall be approved by at least half of all directors and half of directors attending the board meeting.

Article 22 A director may authorize another director to represent him/her at a board meeting by written authorization. Such authorization may include exercising the voting rights of the assignor for all proposals discussed at the board meeting. 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.

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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.

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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. However, the ratio for distribution of this profit and the ratio of cash dividends should be adjusted with the resolution of the meeting of shareholders according to the actual profit and fund condition of that year. 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.

1st amendment was made on September 1, 1986.

2nd amendment was made on August 30, 1988.

3rd amendment was made on March 20, 1989.

4th amendment was made on June 3, 1991.

5th amendment was made on July 2, 1995.

6th amendment was made on May 15, 1996.

7th amendment was made on January 27, 1997.

8th amendment was made on April 19, 1997.

9th amendment was made on March 25, 1998.

10th amendment was made on May 4, 2000.

11th amendment was made on May 11, 2001.

12th amendment was made on May 23, 2002.

13th amendment was made on June 17, 2003.

14th amendment was made on June 9, 2004.

15th amendment was made on June 9, 2005.

16th amendment was made on April 12, 2006.

17th amendment was made on June 13, 2008.

18th amendment was made on June 16, 2009.

19th amendment was made on June 17, 2010.

20th amendment was made on June 15, 2011.

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21st amendment was made on June 18, 2012.
22nd amendment was made on June 11, 2014.
23rd amendment was made on June 17, 2015.
24th amendment was made on June 15, 2016.
25th amendment was made on June 11, 2018.
26th amendment was made on June 12, 2019.

Appendix 5

GIGABYTE™		GIGA-BYTE TECHNOLOGY CO., LTD.	
Document title	Rules of Procedure for Meetings of Shareholders		Ref. No. GF31 —
Establishing date	2020.6.12	Version	9.0
Established by (unit/staff)	Operation Center, Financial and Accounting HQ		Page 7— 1 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.

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. 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 thereby as well as being distributed on-site at the meeting place.

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.

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. The essential contents may be posted on the website designated by the competent authority in charge of securities affairs or the Company, and such website shall be indicated in the above notice.

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

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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 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.

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. Full consideration shall be given to the opinions of the independent directors with respect to the place and time of the meeting.

6. This Company shall specify in its shareholders meeting notices the time during which shareholder 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.

Shareholders and their proxies (collectively, "shareholders") shall attend meetings of shareholders based on attendance cards, sign-in cards, or other certificates of attendance. This

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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.

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 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.
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 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. 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

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number of issued shares, the chair shall declare the meeting adjourned.

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.

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 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.

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

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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.

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, 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

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, 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.

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.

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.

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.

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.

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 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

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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 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. These Rules, and any amendments hereto, shall be implemented after adoption by meetings of shareholders.

Appendix 6

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- 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.
- 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. To review the eligibility, education background, and involvement in any one of the situations specified in Article 30 of the Company Act of candidates, documents of proof for other eligibility requirements shall not be added without permission. The review results shall be submitted to shareholders for reference to elect the qualified directors.

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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 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).

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 If a candidate is a shareholder, a voter must enter the candidate's account name and shareholder account number in the "candidate" column of the ballot; for a non-shareholder, the voter shall enter the candidate's full name and identity card number. However, when the candidate is a governmental organization or juristic-person shareholder, the name of the governmental organization or juristic-person shareholder shall be entered in the column for the candidate's account name in the ballot paper, or both the name of the governmental organization or juristic-person shareholder and the name of its representative may be entered. When there are multiple representatives, the names of each respective representative shall be entered.

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Article 11 A ballot is invalid under any of the following circumstances:

- (1) The board of directors did not prepare the ballot.
- (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 is a shareholder, but the candidate's account name and shareholder account number do not conform with those given in the shareholder register, or the candidate whose name is entered in the ballot is a non-shareholder, and a cross-check shows that the candidate's name and identity card number do not match.
- (5) Other words or marks are entered in addition to the candidate's account name or shareholder account number (or identity card number) and the number of voting rights allotted.
- (6) The name of the candidate entered in the ballot is identical to that of another shareholder, but no shareholder account number or identity card number is provided in the ballot to identify such individual.

Article 12 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 13 The board of directors of this Company shall issue notifications to the persons elected as directors.

Article 14 This “Rules for Director Elections” and amendments hereto shall be implemented after approval by the meeting of shareholders.

Appendix 7

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.

2021/04/18

Title	Name	Shares held	Remarks
Chairman	Pei-Cheng Yeh	30,151,237	
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	9,219,000	
Director	Xi Wei Investment Co., Ltd. Represented by: E-Tay Li	9,063,075	
Independent Director	Hwei-Min Wang	-	
Independent Director	Yi-Hong Chan	-	
Total of all directors		68,647,437	

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 1-April 12, 2021. All proposals have been published on the Market Observation Post System (MOPS) according to the law.
3. No shareholder proposal was received this year.