
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 6-K

**Report of Foreign Private Issuer
Pursuant to Rule 13a-16 or 15d-16
under the Securities Exchange Act of 1934**

For the month of March 2024

Commission File Number: 001-41327

GOGORO INC.

**11F, Building C,
No. 225, Section 2, Chang'an E. Rd.
SongShan District, Taipei City 105
Taiwan
(Address of principal executive offices)**

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F. Form 20-F Form 40-F

Announcement of Annual General Meeting on May 30, 2024

On March 6, 2024, Gogoro Inc. (“Gogoro”) issued a press release announcing its Annual General Meeting to be held on May 30, 2024.

Forward Looking Statements

This communication contains forward looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Forward looking statements can be identified by words such as “may,” “will,” “should,” “expects,” “plans,” “anticipates,” “going to,” “could,” “intends,” “target,” “projects,” “contemplates,” “believes,” “estimates,” “predicts,” “potential” or “continue” or the negative of these words or other similar terms or expressions that concern Gogoro’s expectations, strategy, priorities, plans or intentions. The forward looking statements contained in this communication are subject to risks and uncertainties, including those more fully described in Gogoro’s filings with the Securities and Exchange Commission (“SEC”), including in Gogoro’s Form 20-F for the year ended December 31, 2022, which was filed on March 31, 2023 and in its subsequent filings with the SEC, copies of which are available on our website and on the SEC’s website at www.sec.gov. The forward looking statements in this communication are based on information available to Gogoro as of the date hereof, and Gogoro disclaims any obligation to update any forward looking statements, except as required by law.

EXHIBITS INDEX

| Exhibit Number | Exhibit Title |
|----------------|--|
| 99.1 | <u>Press release issued by Gogoro Inc., dated May 6, 2024.</u> |
| 99.2 | <u>Notice of Annual General Meeting of the Company.</u> |
| 99.3 | <u>Proxy Statement</u> |
| 99.4 | <u>Proxy Card</u> |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: March 6, 2024

Gogoro Inc.

/s/ Bruce Morrison Aitken

Bruce Morrison Aitken
Chief Financial Officer

Gogoro to Hold Annual General Meeting on May 30, 2024

TAIPEI – March 6, 2024 – Gogoro Inc. (Nasdaq: GGR), a global technology leader in battery swapping ecosystems that enable sustainable mobility solutions for cities, today announced that it will hold its 2024 Annual General Meeting of Shareholders (the “AGM”) at Building C, No. 225, Sec. 2, Chang’an E. Rd., Songshan Dist., Taipei City, Taiwan 105, on the 30th day of May 2024 at 9:30 AM Taipei time.

Holders of the Company’s ordinary shares listed in the register of members of the Company at the close of business on March 1, 2024 (Eastern Standard Time) are entitled to receive notice of, and vote at, the AGM or at any adjournment that may take place.

Copies of the Notice of the AGM, which sets forth the resolutions to be proposed and for which adoption from shareholders is sought, the Proxy Statement and the Proxy Card are available on the Investor Relations section of the Company’s website at <https://investor.gogoro.com> and on the SEC’s website at www.sec.gov.

About Gogoro

Founded in 2011 to rethink urban energy and inspire the world to move through cities in smarter and more sustainable ways, Gogoro leverages the power of innovation to change the way urban energy is distributed and consumed. Recognized and awarded by Frost & Sullivan as the “2023 Global Company of the Year for battery swapping for electric two-wheel vehicles” and MIT Technology Review as one of “15 Climate Tech Companies to Watch” in 2023, Gogoro’s battery swapping and vehicle platforms offer a smart, proven, and sustainable long-term ecosystem for delivering a new approach to urban mobility. Gogoro has quickly become an innovation leader in vehicle design and electric propulsion, smart battery design, battery swapping, and advanced cloud services that utilize artificial intelligence to manage battery availability and safety. The challenge is massive, but the opportunity to disrupt the status quo, establish new standards, and achieve new levels of sustainable transportation growth in densely populated cities is even greater. For more information, visit <https://www.gogoro.com/news> and follow Gogoro on Twitter: @wearegogoro.

Forward Looking Statements

This communication contains forward looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Forward looking statements can be identified by words such as “may,” “will,” “should,” “expects,” “plans,” “anticipates,” “going to,” “could,” “intends,” “target,” “projects,” “contemplates,” “believes,” “estimates,” “predicts,” “potential” or “continue” or the negative of these words or other similar terms or expressions that concern Gogoro’s expectations, strategy, priorities, plans or intentions. The forward looking statements contained in this communication are subject to risks and uncertainties, including those more fully described in Gogoro’s filings

with the Securities and Exchange Commission (“SEC”), including in Gogoro’s Form 20-F for the year ended December 31, 2022, which was filed on March 31, 2023 and in its subsequent filings with the SEC, copies of which are available on our website and on the SEC’s website at www.sec.gov. The forward looking statements in this communication are based on information available to Gogoro as of the date hereof, and Gogoro disclaims any obligation to update any forward looking statements, except as required by law.

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jason.gordon@gogoro.com

Gogoro Investor Contact:

ir@gogoro.com

Gogoro Inc.
(the “Company”)

Notice of Annual General Meeting of the Company

Notice is hereby given that an Annual General Meeting of the Company (the “AGM”) will be held at Building C, No. 225, Sec. 2, Chang'an E. Rd., Songshan Dist., Taipei City, Taiwan 105, on the 30th day of May 2024 at 9:30 AM Taipei time for the purpose of considering and, if thought fit, passing and approving the following resolution(s):

By Special Resolutions that:

- (1) Mr. Chung-Yao Yin be re-elected and serve as a Class II Director of the Company, with a term to expire at the Company’s 2027 annual general meeting of shareholders, subject to his earlier resignation or removal;
- (2) Mr. Hui-Ming Cheng be re-elected and serve as a Class II Director of the Company, with a term to expire at the Company’s 2027 annual general meeting of shareholders, subject to his earlier resignation or removal;

By Ordinary Resolutions that:

- (3) the adjournment of the AGM by the chairman of the AGM, if necessary, to solicit additional proxies if there are insufficient votes at the time of the AGM to approve any of the resolutions to be considered and passed at the AGM be approved; and
- (4) each of the directors and officers of the Company be authorized to take any and every action that might be necessary to effect the foregoing resolutions as such director or officer, in his or her absolute discretion, thinks fit.

By order of the Board

Hok-Sum Horace Luke

Chairman of the Board of Directors and
Chief Executive Officer

Dated: March 5, 2024

* A proxy statement and a proxy card have been included with this Notice.

NOTES

1. A proxy need not be a shareholder of the Company. A shareholder entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote in his/her stead.
2. A proxy card for use at the AGM is enclosed. Whether or not you propose to attend the AGM in person, you are strongly advised to vote by granting a proxy. Specifically, you may complete and sign the enclosed proxy card in accordance with the instructions printed on it and then return it by mail or by hand to the offices of (i) Continental Stock Transfer & Trust Company, 1 State Street, Floor 30, New York City, N.Y. 10275-0741, Attention: Proxy Services, or (ii) Gogoro Inc., 11F, Building C, No. 225, Section 2, Chang'an E. Rd., SongShan district, Taipei City 105, Taiwan, Attention: Department of Investor Relations. The proxy card must be returned not later than the close of business on May 28, 2024, Eastern time.

Returning the completed proxy card will not preclude you from attending the AGM and voting in person if you so wish and in such event the proxy shall be deemed to be revoked.
3. If two or more persons are jointly registered as holders of a share, the vote of the senior person who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of other joint holders. For this purpose seniority shall be determined by the order in which the names stand on the Company's register of shareholders in respect of the relevant shares.
4. A shareholder holding more than one share as of the Record Date (as defined below) entitled to attend and vote at the AGM need not cast the votes in respect of such shares in the same way on any resolution and therefore may vote a share or some or all such shares either for or against a resolution and/or abstain from voting a share or some or all of the shares and, subject to the terms of the instrument appointing any proxy, a proxy appointed under one or more instruments may vote a share or some or all of the shares in respect of which he is appointed either for or against a resolution and/or abstain from voting.
5. The Board of Directors of the Company has fixed the close of business on March 1, 2024 (Eastern Standard Time) as the record date (the "**Record Date**") for determining the shareholders entitled to receive notice of and to vote at the AGM or any adjourned meeting thereof.

GOGORO INC.
PROXY STATEMENT

GENERAL

Our Board of Directors is soliciting proxies for an annual general meeting of shareholders (the “AGM”) to be held at 9:30 AM Taipei time on May 30, 2024 or at any adjournment thereof. The AGM will be held at Building C, No. 225, Section 2, Chang’an E. Rd., SongShan district, Taipei City 105, Taiwan.

REVOCABILITY OF PROXIES

Any proxy given pursuant to this solicitation may be revoked by the person giving it at any time before its use by delivering a written notice of revocation or a duly executed proxy bearing a later date, or by attending the AGM and voting in person. A written notice of revocation or a duly executed proxy bearing a later date must be delivered by mail or by hand to the offices of (i) Continental Stock Transfer & Trust Company, 1 State Street, Floor 30, New York City, N.Y. 10275-0741, Attention: Proxy Services, or (ii) Gogoro Inc., 11F, Building C, No. 225, Section 2, Chang’an E. Rd., SongShan district, Taipei City 105, Taiwan, Attention: Department of Investor Relations. The written notice of revocation or proxy card must be returned not later than the close of business on May 28, 2024, Eastern time.

RECORD DATE, SHARE OWNERSHIP, AND QUORUM

Holders of our ordinary shares of record at the close of business on March 1, 2024 (Eastern Standard Time) (the “Record Date”) are entitled to vote at the AGM. As of December 31, 2023, 245,721,034 of our ordinary shares par value \$0.0001 per share, were issued and outstanding. At any general meeting of the Company, one or more shareholders holding at least a majority of the paid up voting share capital of the Company present in person or by proxy and entitled to vote at that meeting shall form a quorum.

VOTING AND SOLICITATION

For each resolution put to the vote of the AGM, each ordinary share in issue is entitled to one (1) vote per share. At the AGM, every ordinary shareholder present in person or by proxy or, in the case of a shareholder being a corporation, by its duly authorized representative, may vote the fully paid ordinary shares held by such shareholder.

A resolution put to the vote of the AGM shall be decided by way of a poll save that the chairman of the AGM may in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands in which case every member present in person or by proxy, or in the case of a member being a corporation, by its duly authorized

representative, shall have one (1) vote. The result of the poll shall be deemed to be the resolution of the AGM.

The costs of soliciting proxies will be borne by us. Proxies may be solicited by certain of our directors, officers and regular employees, without additional compensation, in person or by telephone or electronic mail. Copies of solicitation materials will be furnished to banks, brokerage houses, fiduciaries, and custodians holding in their names our ordinary shares beneficially owned by others to forward to those beneficial owners.

VOTING BY HOLDERS OF ORDINARY SHARES

When proxies are properly completed and returned by holders of ordinary shares, the ordinary shares they represent will be voted at the AGM in accordance with the instructions of the shareholders. If no specific instructions are given by such holders, or in the case of broker's non-votes, the ordinary shares will be voted at the discretion of the holder of such proxies. Abstentions by holders of ordinary shares are included in the determination of the number of ordinary shares present for the purpose of quorum but are not counted as votes for or against a proposal. Any representative of a corporate shareholder attending the AGM would need to produce a letter or board resolutions showing the authorization to represent such shareholder to the Company.

PROPOSALS 1 AND 2

Re-election of Class II Directors

According to Article 83 of the Amended and Restated Memorandum and Articles of Association of the Company currently in effect (the "M&A"), the directors shall be divided into three classes: Class I, Class II and Class III. Based on the resolutions of the Board of Directors dated February 7, 2024, Mr. Chung-Yao Yin and Mr. Hui-Ming Cheng have served as the Class II directors of the Company since April 2022. Their term shall expire at the AGM and replacement Class II directors may be appointed in accordance with the M&A. If no replacement Class II directors are appointed in accordance with the M&A, the existing Class II directors shall be automatically re-appointed for a further term of three (3) years.

The resolutions of our Board of Directors dated February 7, 2024, approved the classification of Mr. Chung-Yao Yin and Mr. Hui-Ming Cheng as Class II directors for purposes of the re-appointment or re-election and confirmed that Mr. Chung-Yao Yin and Mr. Hui-Ming Cheng are qualified as independent directors of the Company.

Mr. Chung-Yao Yin and Mr. Hui-Ming Cheng have indicated that they will offer themselves for re-election as directors at the AGM. Their names, ages as of January 31, 2024, the principal positions currently held by each of them, and their biographies are as follows:

| Name | Age | Position |
|-------------------------|-----|----------|
| Mr. Chung-Yao Yin | 40 | Director |
| Mr. Hui-Ming "HM" Cheng | 69 | Director |

Chung-Yao Yin has served on our board of directors since April 2022 following the Closing of Business Combination. Mr. Yin has served as Chairman of Nan Shan Life Insurance Co., Ltd. since June 2022 and as a member of its board of directors since June 2016. Mr. Yin previously served as Vice Chairman of Nan Shan Life Insurance Co., Ltd. from December 2019 to June 2022 and Special Assistant to the Chairman at Nan Shan Life Insurance Co., Ltd. from November 2016 to September 2019.

Mr. Yin has served on the board of directors of Gogoro Taiwan Limited since June 2019, Gogoro Taiwan Sales and Services Limited since June 2019, GoShare Taiwan Limited since July 2019, Gogoro Network since May 2019, Gogoro Network Pte. Ltd. since July 2019, Gogoro Singapore Holding Pte. Ltd. since July 2019 and GoShare Pte. Ltd. since July 2019.

Mr. Yin has served on the board of directors of Fuh Hwa Securities Investment Trust Co., Ltd. since May 2023, Ruen Tai Shing Co., Ltd. and Ying Jia Investment Co., Ltd. since June 2022, Obigen Pharma, Inc. since April 2021, Nan Shan Life Charity Foundation since January 2020, Yi Tai Investment Co., Ltd., Ren Ying Enterprise Co., Ltd., Chang Chun Investment Co., Ltd., Sheng Cheng Investment Co., Ltd., Ruentex Leasing Co., Ltd., Ruen Hua Dyeing & Weaving Co., Ltd. and Jing Hong Investment Co., Ltd. since June 2018, Nan Shan General Insurance Company, Ltd. since September 2016, Ruentex Development Co., Ltd. since July 2016, Ruen Chen Investment Holding Co., Ltd. and Ruentex Industries Co., Ltd. since June 2016, Ruentex Materials Co., Ltd. and Ruentex Engineering & Construction Co., Ltd. since May 2016, Ruentex Xu-Zhan Development Co., Ltd. since April 2016, Peng-Lin Investment Limited since July 2013, the Tang Prize Foundation since 2012, the Yin Shu-Tien Medical Foundation and the Mr. Hsun-Ruo YIN Educational Foundation since 2006. Mr. Yin holds a Doctor of Philosophy in Oriental Studies from the University of Oxford.

Hui-Ming "HM" Cheng has served on our board of directors since 2013. Mr. Cheng served as President and General Manager of Walsin Lihwa Corporation (TPE: 1605) from 2011 to June 2019 and as a member of its board of directors from 2014 to May 2020. Mr. Cheng previously served as Chief Financial Officer at HTC Corporation (TWSE: 2498) from 2006 to 2010. Prior to HTC, Mr. Cheng served as Chief Financial Officer of Taiwan Mobile Co., Ltd. (TWSE: 3045), Chief Financial Officer of Fubon Financial Holding Co., Ltd. (TPE: 2881), and Vice President of Finance at Winbond Electronics Corp (TPE: 2344).

Mr. Cheng has served on the board of directors of KHL Venture Capital Co., Ltd. since May 2020, KHL IB Venture Capital Co., Ltd. since May 2020, KHL IV Venture Capital Co., Ltd. since April 2019, KHL V Venture Capital Co., Ltd. since August 2021, ACME Electronics Corporation (TPEX: 8121) since June 2020 and Ganso Co., Ltd. (SHA: 603886) since January

2019. Mr. Cheng holds an M.B.A. from Indiana University Bloomington, a graduate degree in Chemical Engineering from the University of California Los Angeles and an undergraduate degree from National Taiwan University. In 2002, he was honored as “the Best Chief Financial Officer in Taiwan”.

Each director will be re-elected by an affirmative vote of a majority of not less than two-thirds of the votes of the holders of ordinary shares present in person or by proxy or, in the case of an ordinary shareholder being a corporation, by its duly authorized representative and voting at the AGM.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE “FOR” EACH OF PROPOSALS 1 and 2, THE RE-ELECTION OF THE NOMINEES NAMED ABOVE.

PROPOSAL 3

Adjournment of the AGM to Solicit Additional Proxies, If Necessary

Proposal 3 would allow the chairman of the AGM to adjourn the AGM, if necessary, to solicit additional proxies if there are insufficient votes at the time of the AGM to approve any of the resolutions to be considered and passed at the AGM.

The affirmative vote of a simple majority of the votes of the holders of ordinary shares present in person or by proxy or, in the case of an ordinary shareholder being a corporation, by its duly authorized representative and voting at the AGM will be required to approve this proposal.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE “FOR” PROPOSAL 3, FILINGS WITH THE REGISTRAR OF COMPANIES.

PROPOSAL 4

Authorization of Directors and Officers

Proposal 4 is a general power to be granted to directors and officers to take any and every action that might be necessary to effect the matters in Proposals 1 to 3 as such director or officer, in his or her absolute discretion, thinks fit.

The affirmative vote of a simple majority of the votes of the holders of ordinary shares present in person or by proxy or, in the case of an ordinary shareholder being a corporation, by its duly authorized representative and voting at the AGM will be required to approve this proposal.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE “FOR” PROPOSAL 4, THE AUTHORIZATION OF DIRECTORS AND OFFICERS.

OTHER MATTERS

We know of no other matters to be submitted to the AGM. If any other matters properly come before the AGM, it is the intention of the persons named in the enclosed proxy card to vote the shares they represent as the Board of Directors may recommend.

By Order of the Board of Directors,

Hok-Sum Horace Luke

Chairman of the Board and Chief Executive Officer

March 5, 2024

YOUR VOTE IS IMPORTANT. PLEASE VOTE TODAY.

GOGORO INC.

2024 Annual Meeting of
Stockholders

May 30, 2024,
09:30 A.M. Taipei time

This Proxy is Solicited On Behalf
Of The Board Of Directors

Please Be Sure To Mark, Sign, Date and Return Your
Proxy Card in the Envelope Provided

▲ FOLD HERE • DO NOT SEPARATE • INSERT IN ENVELOPE PROVIDED ▲

PROXY

Please mark
your votes
like this



THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" PROPOSALS 1, 2, 3, AND 4.

1. Mr. Chung-Yao Yin be re-elected and serve as a Class II Director of Gogoro Inc. (the "Company"), with a term to expire at the Company's 2027 annual general meeting of shareholders, subject to his earlier resignation or removal.

FOR AGAINST ABSTAIN

3. The adjournment of the Annual General Meeting of the Company (the "AGM") by the Chairman, if necessary, to solicit additional proxies if there are insufficient votes at the time of the AGM to approve any of the resolutions to be considered and passed at the AGM be approved.

FOR AGAINST ABSTAIN

2. Mr. Hui-Ming Cheng be re-elected and serve as a Class II Director of the Company, with a term to expire at the Company's 2027 annual general meeting of shareholders, subject to his earlier resignation or removal.

FOR AGAINST ABSTAIN

4. Each of the directors and officers of the Company be authorized to take any and every action that might be necessary to effect the foregoing resolutions as such director or officer, in his or her absolute discretion, thinks fit.

FOR AGAINST ABSTAIN

CONTROL NUMBER

Signature _____ Signature, if held jointly _____ Date _____, 2024

Note: Please sign exactly as name appears hereon. When shares are held by joint owners, both should sign. When signing as attorney, executor, administrator, trustee, guardian, or corporate officer, please give title as such.

▲ FOLD HERE • DO NOT SEPARATE • INSERT IN ENVELOPE PROVIDED ▲

PROXY

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

GOGORO INC.

The undersigned appoints _____ and _____, and each of them, as proxies, each with the power to appoint his substitute, and authorizes each of them to represent and to vote, as designated on the reverse hereof, all of the ordinary shares of Gogoro Inc. held of record by the undersigned at the close of business on March 1, 2024 (Eastern Standard Time) at the Annual General Meeting of Shareholders of Gogoro Inc. to be held on May 30, 2024, or at any adjournment thereof.

THIS PROXY WHEN PROPERLY EXECUTED WILL BE VOTED AS INDICATED. IF NO CONTRARY INDICATION IS MADE, THE PROXY WILL BE VOTED IN FAVOR OF PROPOSAL 1, PROPOSAL 2, PROPOSAL 3 AND PROPOSAL 4, AND IN ACCORDANCE WITH THE JUDGMENT OF THE PERSONS NAMED AS PROXY HEREIN ON ANY OTHER MATTERS THAT MAY PROPERLY COME BEFORE THE ANNUAL MEETING. THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS.

* A proxy need not be a shareholder of the Gogoro Inc. A shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies to attend and vote in his/her stead. Please insert the name of the person(s) of your own choice that you wish to be appointed proxy in the space provided, failing which Mr. Hok-Sum Horace Luke of Gogoro Inc., the Chairman of the meeting, will be appointed as your proxy.

(Continued and to be marked, dated and signed, on the other side)
