Corporate Governance Report

		Implementation Status	Deviations from "the
	Evaluation Item	Abstract Illustration	Corporate Governance Best-Practice Principles for TWSE/TPEx Listed Companies" and Reasons
1.	Does the company establish and disclose	Wiwynn has established the Corporate Governance Best-Practice Principles based on	No discrepancy
	the Corporate Governance Best-Practice	"Corporate Governance Best-Practice Principles for TWSE/TPEx Listed Companies".	
	Principles based on "Corporate Governance	The information has been disclosed on Wiwynn's website (http://www.wiwynn.com) and	
	Best-Practice Principles for TWSE/TPEx	Taiwan Stock Exchange Market Observation Post System (http://newmops.twse.com.tw).	
	Listed Companies"?		
2.	Shareholding structure & shareholders'		
	rights		
	(1) Does the company establish an internal	The Company has established the "Corporate Governance Best-Practice Principles"	No discrepancy
	operating procedure to deal with	Under these principles, the Company has established the spokesperson policy and posted the	
	shareholders' suggestions, doubts,	spokesman, the acting spokesperson and contact methods to the Market Observation Post	
	disputes and litigations, and implement	System in order to handle shareholders' suggestions, doubts, disputes and litigation.	
	based on the procedure?		
	(2) Does the company possess the list of	The Company tracks the major shareholders and their ultimate controllers based on the roster	No discrepancy
	its major shareholders as well as the	of shareholders kept at the office of the shareholder service agency and reports the changes in	
	ultimate owners of those shares?	the number of shares held by internal personnel including directors, managerial officers, and	
		shareholders holding more than ten percent of the total shares of the Company.	
	(3) Does the company establish and	To establish appropriate risk control mechanisms and firewalls, the Company has established	No discrepancy
	execute the risk management and	relevant internal regulations such as "Supervision and Management Measures for	
	firewall system within its conglomerate	Subsidiaries", "Procedures for Related Parties, Specified Companies or Group Companies	

			Implementation Status	Deviations from "the
Evaluation Item		Corporate Governance Best-Practice Principles for TWSE/TPEx Listed Companies" and Reasons		
structure?	Transactions", "Pr	ocedures Gover	ning Endorsements and Guarantees", "Procedures	
	Governing Loanin	ig of Funds" and	1 "Procedures of Assets Acquisition and Disposal".	
(4) Does the company establish internal	The Company has	set the "Proced	ures for Preventing Insider Trading" and the "Major Internal	No discrepancy
rules against insiders trading with	Information Proce	ssing Operation	s" to prevent internal company personnel from using	
undisclosed information?	undisclosed marke	et information to	buy and sell securities while educating the board directors	
	and managers on r	elevant laws fro	om time to time	
	The Company reco	ently provided the	he current board of directors with relevant educational	
	propaganda as foll	lows:		
	Period of Propaganda	Propaganda object	Propaganda content	
	Mar, 2019	Directors	Announcement of Security and Exchange Act on equity trading policy, five major items comprising inside trading and relevant penalties, common violations of share transfers by insiders, etc.	
. Composition and Responsibilities of the			· · · · · · · · · · · · · · · · · · ·	
Board of Directors				
(1) Does the Board develop and implement	t The Company's "	Corporate Gover	rnance Best-Practice Principle" set a diversified policy for	No discrepancy
a diversified policy for the composition	n choosing the board	d members.		
of its members?	The current board	of directors has	a total of seven members (including three independent	
	directors). The me	mbers of the bo	ard of directors are professionals and experienced in finance,	
	accounting and bu	siness managen	nent. In addition, two of the seven company directors are	
	female, making th	e ratio of female	e directors at 29%.	

							Im	plem	entatio	on Status						Deviations from "the Corporate Governance
Evaluation Item							А	bstra	ct Illu	stration						Best-Practice Principles for TWSE/TPEx Listed Companies" and Reasons
]	Board of D	irector	s Divers	ity Impleme	ntation					
	Item		Pers	onal	Inforn	nation			Industri	al Backgrou	nd		Professio	onal Abilit	у	
	Name	Gender	Current Employee		Age 56 6 60 6	1 66	Director	t Finance	Venture Capital/ consultan	Communication Network	Computer and peripherals	Accounting and financial analysis	g Information Technology	management	Business Management	
	Simon Lin	Male				v			ř	~	v	ř	v	v	ř	
	Frank Lin	Male			,	,			ř		ř	ř		v	ř	
	Emily Hong	Female	v		,	,			ř	v	ř	ř	ř	v	ř	
	Sunlai Chang	Male	v		v				ř	v	ř	ř	ř	v	ř	
	Paul Lin	Male				v	Under 3 years		v	~	v	~	~	~	v	
	Simon Zeng	Male			,	,	Under 3 years	v	×			~		v	v	
	Cathy Han	Female		×			Under 3 years	~	v			~		~	ř	
(2) Does the company voluntarily establish	Aside f	rom t	he Cor	npe	nsati	on (Commit	tee ai	nd the	Audit Co	ommitt	ee, the	Compa	any has	not set	Difference is described
other functional committees in addition	up othe	r func	tional	con	nmit	tees.	In the	futur	e, it wi	ill set up	differe	ent funo	ctional	commit	tees	in the left column.
to the Compensation Committee and	based o	n actı	ial nee	ds d	or in	acco	ordance	with	the la	W.						
the Audit Committee?																

(3) Does the company establish a standard	The Board of directors passed "Rules for Board of Directors Performance Assessments"	No discrepancy
to measure the performance of the	on February 8, 2018, regulating that the performance of the board of directors must be	
Board, and implement it annually?	evaluated once a year. Annual evaluation period is from Jan. 1 to Dec. 31 of the current year in	
	compliance with the regulated evaluation procedure and indices. The evaluation results must	
	be reported to the board of directors within three months in the following year.	
	Wiwynn established the criteria for evaluating the performance of the board of directors,	
	which cover, the following five aspects:	
	1. Participation in the operation of the company;	
	2. Improvement of the quality of the board of directors' decision making;	
	3. Composition and structure of the board of directors;	
	4. Election and continuing education of the directors; and	
	5. Internal control.	
	The criteria for evaluating the performance of the board members, the following six aspects:	
	1. Alignment of the goals and missions of the company;	
	2. Awareness of the duties of a director;	
	3. Participation in the operation of the company;	
	4. Management of internal relationship and communication;	
	5. The director's professionalism and continuing education; and	
	6. Internal control.	
	The designated unit that responsible for the board meetings executes the performance	
	evaluation of the directors. The questionnaire includes board member self-evaluation and	
	internal self-evaluation of the Board by the designated unit. The scores are recorded based on	
	the evaluation indexes, and the evaluation report is submitted to the board of directors for	
	discussion.	
	The Company has completed the performance evaluation of the board of directors for the year	

	2018 and submitted the report on March 20, 2019. Achievement rate for the board	of directors'	
	performance evaluation for year 2018 was 95%, and the evaluation result was rated	d "above	
	average."		
(4) Does the company regularly evaluate	The Company evaluates the independence of the CPAs at least once a year.		No discrepancy
the independence of CPAs?	The Company set the evaluation items for assessing the independence of the CPAs	s based on	
	the "Declaration of Independence" issued by the CPAs and based on the Certified	Public	
	Accountant Act of the Republic of China and "Integrity, Objectivity and Independent	ence" of the	
	No.10 Bulletin of Norm of Professional Ethics for Certified Public Accountant of t	the Republic	
	of China as shown below. After evaluation by the Company's finance dept., the CH	PAs met the	
	requirements for independence. The evaluation results were submitted to the Audit	t Committee	
	and the board of directors for approval on March 20, 2019.		
	Evaluation items	Result	
	1 Do the accountants have direct or indirect financial interest with the Company?	No	
	2 Do the accountants and the Company have inappropriate interests?	No	
	3 Do the accountants serve the Company within two years before the practice?	No	
	4 Do the accountants permit others to practice under theirs name?	No	
	5 Do the accountants and the members of audit team have shares of the Company?	No	
	6 Do the accountants have fund lending with the Company?	No	
	7 Do the accountants have relationship of collective investment or profit sharing with the Company?	No	
	8 Do the accountants currently employed by the Company to perform routine work for which receives a fixed salary, or currently serves as a director?	No	
	9 Do the accountants have management functions related to decision-making of the Company?	No	
	10 Do the accountants receive any commission about business?	No	

	Do the accountants are spouse, lineal relative, direct relative by marriage, or11a collateral relative within the second degree of kinship of any responsibleperson or managerial officer of the Company?12Do the accountants have being the audit accountants of the Company over 7 years?No
4. Does the company set up a corporate governance unit or appoint personnel responsible for corporate governance matters (including but not limited to providing information for directors and supervisors to perform their functions, handling work related to meetings of the board of directors and the shareholders' meetings, filing company registration and changes to company registration, and producing minutes of board meetings and shareholders' meetings)?	 The Company's corporate governance unit is the Finance Dept. headed by Harry Chen. Mr. Chen is in charge of supervising and handling of corporate governance matters to protect the shareholders' rights and to strengthen the board of directors' duties. Relevant operation status is as follows: In accordance with the law, handle relevant issues for the board of directors' and the shareholders' meetings: Prepare and send out the board meeting agenda seven days before the meeting (except for temporary meetings) while providing sufficient meeting materials to the directors. Point out the conflict of interest issues beforehand. Record of the board meeting. Register the date of the shareholders' meeting and prepare meeting notices, annual reports, meeting handbooks and meeting minutes within the legal time limit. Amendment of bylaws or changes in re-election and registration of directors. In charge of handling the directors' requests and providing them with information needed to perform their functions. Respond appropriately and immediately to the directors' requests. Arrange continuing educational plans and courses for the directors. Assist the board of directors to set up performance goals in order to enhance the board operation efficiency and handle the board's performance evaluation.

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		5. Assist d	irectors to comply w	with the law:		
		(1) Assi	st the operations of t	the board of directors and sharel	olders' meeting to comply with	
		relev	vant laws and corpor	rate governance regulations.		
		(2) Assi	st and remind the	directors to comply with the	e laws when performing their	
		func	tions.			
		(3) Rele	ase maior information	tion regarding meeting resolu	tions, ensure the legality and	
		. ,	U U	tion content to protect the inves		
			•	*	vestors' conference to maintain	
		-		· · ·		
		investor	s' relationship and s	trengthen communication chan	nels with the investors.	
		7. Other is	sues conduct in acco	ordance with the Articles of Inc	orporation or contract.	
5.	Does the company establish a	The Compar	y has a smooth com	munication channel with gover	nment/authority, customers,	No discrepancy
	communication channel and build a	suppliers, ba	nks, shareholders/in	vestors and employees while al	biding by its legal rights.	
	designated section on its website for	The Compar	y has designated a s	section on its website (<u>http://ww</u>	ww.wiwynn.com) as the	
	stakeholders (including but not limited to	communicat	ion channel for stake	eholders as well as handling all	issues they are concerned	
	shareholders, employees, customers, and	about in tern	ns of corporate socia	al responsibilities. The Company	y's recent communication with	
	suppliers), as well as handle all the issues	stakeholders	is as follows:			
	they care for in terms of corporate social	Stakeholders	Issues	Communication Status	Communication Channel	
	responsibilities?	Gov't/ Authority	Regulatory compliance and new decree, corporate governance, risk management, labor rights, safety and health	 Join conferences (forums) held by the authorities. Cooperate during supervision and inspection by the authorities. Official correspondence 	 Spokesperson and acting spokesperson Spokesperson: Emily Hong	
		Customers	Information security, product and service quality, customer satisfaction,	 Obtain customer score cards regularly to get customer feedbacks through relevant score card contents. Based on the customer score 	 (3) Tel. No.: 02-66158888 (4) Email: <u>IR@wiwynn.com</u> (5) A designated person will handle all phone calls and 	

		product delivery	cards and feedbacks, the	emails, confirm internal	
		and price,	relevant units will analyze	contact window, and	
		corporate image	the score deviation and	respond to all stakeholder	
		1 0	execute corrective measures	concerns.	
			to improve customer	2. Share holder service agency	
			satisfaction.	(1) Yuanta Securities	
			3. Regarding warranty service	(2) Tel. No.: 02-25865859	
			and customer complaints,	(3) Address: B1, No. 210, Sec	
			follow the Company's	3, Chengde Rd., Datong	
			internal rules to protect the	Dist., Taipei City 103,	
			customers' rights.	Taiwan (R.O.C.)	
		Supplier	Request all suppliers to comply	3. Meet or communicate with	
		management, raw	with hazardous substance	customers, suppliers and	
		material	control requirements and	banks by telephone and	
	Suppliers	management, green	provide declarations, cooperate	mail.	
	Suppliers	procurement, social		4. Communicate with	
		responsibility and	supply chains, and fulfill	stockholders and investors	
		corporate	corporate social responsibility	through stockholder	
		sustainability		meetings, investors'	
		Business status,	As required by law, announce	conference and investors	
		disclosure of public	monthly revenue, quarterly and	contact window.	
	Banks	information,	annual financial reports within	5. Communicate with	
	Danks	corporate	the time limit and provide	employees through internal	
		sustainability	transparent financial	company website and	
			information to banks.	regular labor-management	
		Business	1. Immediate announcement of	meetings.	
		performance,	important information at the	6. Official company website:	
		dividend policy,	Taiwan Stock Exchange	http://www.wiwynn.com	
		stockholder	Market Observation Post	7. Taiwan Stock Exchange	
		participation,	System.	Market Observation Post	
	Stockholders	disclosure of public	1	System:	
	Investors	information,	information about company	http://mops.twse.com.tw/m	
		corporate	products and business	ops/web/index	
		governance,	activities on the Company's		
		corporate	official website.		
		sustainability	3. Hold and join local and		
			overseas investor conference		

		Employees	Salary and benefits, employee performance evaluation, labor relations, occupational safety	announces employee welfare policies and relevant activities through the intranet and internal emails.		
			y designated Stock ' areholder affairs.	Transfer Agent Department of Yu	uanta Securities Co., Ltd. to	No discrepancy
	holder affairs?	uear with she	arenoider affairs.			
7. Inform	nation Disclosure					
(1) D	Does the company have a corporate	Wiwynn has	set up a website (wy	ww.wiwynn.com.tw) to disclose	information regarding the	No discrepancy
W	vebsite to disclose both financial	Company's f	financials, business a	and corporate governance status.		
	tandings and the status of corporate governance?					
(2) D	Does the company have other	Wiwynn has	established a spoke	sman and a deputy spokesperson	system. Investor conference	No discrepancy
ir	nformation disclosure channels (e.g.	information	is disclosed on the c	orporate website.		
b	uilding an English website,					
aj	ppointing designated people to handle					

	information collection and disclosure,			
	creating a spokesman system,			
	webcasting investor conferences)?			
8.	Is there any other important information to	1.	Employee benefits and rights, Employee care:	No discrepancy
	facilitate a better understanding of the		The Company has established comprehensive employee welfare measures, continuing	
	company's corporate governance practices		education, training and retirement policies, and also regularly conducts physical checkups	
	(e.g., including but not limited to employee		to ensure its employees' health. The Company provides a friendly workplace and	
	rights, employee wellness, investor		promotes harmonious employee relationships. Through regular employee communication	
	relations, supplier relations, rights of		meetings and listening to the employees' voices, establish absolute confidential employee	
	stakeholders, directors' and supervisors'		complaint channels and safeguard the rights and benefits of its employees.	
	training records, the implementation of risk	2.	Investor Relations:	
	management policies and risk evaluation		The Company appointed a professional shareholder service agency to handle all	
	measures, the implementation of customer		shareholder affairs and has a designated person to handle investor relations and	
	relations policies, and purchasing insurance		shareholder suggestions.	
	for directors and supervisors)?	3.	Supplier relationship:	
			The Company has a "Supplier Appraisal Procedure" to effectively evaluate the	
			manufacturers' operation, engineering capabilities, quality control system and	
			development potential to ensure compliance with the Company's requirements. In	
			addition, to comply with international environmental protection regulations and customer	
			products' environmental requirements, parts and materials provided by suppliers are	
			required to provide declarations of compliance with hazardous substance control	
			requirements.	
			The Company and its suppliers also maintain smooth communication channels, abide	
			within the reasonable rights and interests of both parties based on mutual trust and	
			reciprocity.	

4. Stakeholders Relations:

The Company has set up a stakeholder section on the company's website to provide stakeholders (including employees, suppliers, customers and shareholders) with a communication channel to maintain their due rights.

5. Directors' training records:

Title	Name	Study day	Sponsoring organization	Course	Training hours
		Nov, 02,	Taiwan Corporate	The Impact and the solution to Taiwanese Enterprises of Conflicts between the United States and China and the Impact and Response of Taiwan's Expected Implementation of Taiwan CRS on Enterprises and Major Shareholders.	3
Chairman	Simon Lin	2018	Governance Association	The Impact and Response of the Latest Amendment of Company Act on Companies and Directors and Supervisors	3
				The Role of Directors in the Process of Mergers and Acquisitions	3
		May, 02, 2018	Securities & Futures Institute	Early Warning and Type Analysis of Enterprise Financial Crisis	3
		Apr, 19, 2018	Taiwan Corporate Governance Association	Corporate Governance and securities legislation	3
		Nov, 02,	Taiwan Corporate	The Impact and the solution to Taiwanese Enterprises of Conflicts between the United States and China and the Impact and Response of Taiwan's Expected Implementation of Taiwan CRS on Enterprises and Major Shareholders.	3
Director	Emily Hong	2018	Governance Association	The Impact and Response of the Latest Amendment of Company Act on Companies and Directors and Supervisors	3
				The Role of Directors in the Process of Mergers and Acquisitions	3
		July, 18, 2018	Taipei Exchange	Briefing on internal equity for listed company at over-the-counter and at emerging stock markets.	3
		April, 18, 2018	Taiwan Corporate Governance Association	Corporate Governance and securities legislation	3

		Nov,02,	Taiwan Corporate	The Impact and the solution to Taiwanese Enterprises of Conflicts between the United States and China and the Impact and Response of Taiwan's Expected Implementation of Taiwan CRS on Enterprises and Major Shareholders.	3
Director	Frank Lin	2018	Governance Association	The Impact and Response of the Latest Amendment of Company Act on Companies and Directors and Supervisors The Role of Directors in the Process of Mergers	3
		April, 19,	Taiwan Corporate	and Acquisitions Corporate Governance and securities legislation	3
		2018 Nov, 02,	Governance Association Taiwan Corporate	The Impact and the solution to Taiwanese Enterprises of Conflicts between the United States and China and the Impact and Response of Taiwan's Expected Implementation of Taiwan CRS on Enterprises and Major Shareholders.	3
Director	Sunlai Chang	2018	Governance Association	The Impact and Response of the Latest Amendment of Company Act on Companies and Directors and Supervisors	3
				The Role of Directors in the Process of Mergers and Acquisitions	3
		April, 19, 2018	Taiwan Corporate Governance Association	Corporate Governance and securities legislation	3
Independent director	Paul Lin	April, 19, 2018	Taiwan Corporate Governance Association	Corporate Governance and securities legislation	3
T 1 1 -	<u> </u>	Nov, 02, imon 2018	Taiwan Corporate Governance	The Impact and the solution to Taiwanese Enterprises of Conflicts between the United States and China and the Impact and Response of Taiwan's Expected Implementation of Taiwan CRS on Enterprises and Major Shareholders.	3
Independent director	Zeng		Association	The Impact and Response of the Latest Amendment of Company Act on Companies and Directors and Supervisors	3
				The Role of Directors in the Process of Mergers and Acquisitions	3
	-	April, 19, 2018	Taiwan Corporate Governance Association	Corporate Governance and securities legislation	3

Independent director	Cathy Han	Nov, 02, 2018	Taiwan Corporate Governance Association	The Impact and the solution to Taiwanese Enterprises of Conflicts between the United States and China and the Impact and Response of Taiwan's Expected Implementation of Taiwan CRS on Enterprises and Major Shareholders. The Impact and Response of the Latest Amendment of Company Act on Companies and Directors and Supervisors The Role of Directors in the Process of Mergers and Acquisitions	3 3 3
		April, 19, 2018	Taiwan Corporate Governance Association	Corporate Governance and securities legislation	3

6. The implementation of risk management policies and risk evaluation measures:

- (1) The Company's major proposals concerning important operation policies, investment cases, endorsement guarantees, capital loans and bank financing have been evaluated and analyzed by the responsible departments. Through training, management standards and operating procedures, relevant personnel are in control of a disciplined and constructive controlled environment.
- (2) The audit office arranges annual audit plans and implements the plans after evaluation. The implementation results are reported to the Audit Committee to control various risk managements and implement the supervision mechanism.
- (3) The Audit Committee evaluates the effectiveness of the Company's internal control policies and procedures (including finance, operation, risk management, information security, and regulatory compliance controls), and reviews regular reports from the audit office, CPAs, and management team to examine appropriateness of relevant risk management structures.

7. The implementation of customer relations policies:

The Company is committed to delivering zero-defect and competitive products and services to customers on time. In addition to becoming the customer's best innovative

Technology Service Provider, we expect to achieve a win-win situation with customers in business cooperation.

8. Purchasing insurance for directors:

Wiwynn has purchased liability insurance for directors and managers, and had report the insured amount, coverage, premium rate, and other major contents of the liability insurance to board of directors on Nov 06, 2019. The details as below:

Insurance company	Insured amount	Period of insurance	
AIG, Insurance Company of			
North America, Fubon			
Insurance Co., Ltd., Taiwan		From : Sep, 25, 2019 To : Sep, 25, 2020	
Fire & Marine Insurance Co.,	US 50,000,000-		
Ltd., Cathay Century Insurance			
Co., Ltd., Nan Shan General			
Insurance Co., Ltd			

Please explain the improvements which have been made in accordance with the results of the Corporate Governance Evaluation System released by the Corporate Governance Center, Taiwan Stock Exchange, and provide the priority enhancement measures.

(1) The Company has not been the subject of corporate governance evaluation in the most recent year, however, in order to protect shareholders' rights and interests, treat shareholders equally, and strengthen the structure and operation of the board of directors, the establishment of the Audit Committee is passed on the Company's extraordinary shareholders meeting on January 17, 2018. As well, the Company has formulated "Corporate Governance Best Practice Principles", "Rules for Board of Directors Performance Assessments", "Corporate Social Responsibility Best Practice Principles" and other relevant methods to follow. In the future, we will continue to cooperate with the implementation of relevant laws and policies and build a comprehensive corporate governance system to implement the corporate governance and corporate social responsibility.

- (2) The Company has continued to promote various measures to strengthen corporate governance in the most recent year. The relevant information is as follows:
 - A. Improve shareholder participation rate and protect shareholders' rights and interests

The Company passed the amendment to the Company's articles on extraordinary shareholders meeting on January 17, 2018, to adopt a nomination system for candidates of the board of directors' electronic voting was voluntarily taken at the annual shareholders meeting held on June 22, 2018, and the proportion of electronic voting of the total number of shares represented by the shareholders present reached 74.58%.

B. Strengthen the functions of the board of directors

The Company completed the performance evaluation of the board of directors at the beginning of 2019. The achievement rate of the performance evaluation of the board of directors in 2018 was 95% and the evaluation result was "beyond the standard." The Company will continuously establish function goals of the board of directors and make recommendations and improvements based on the various evaluation results to deepen the effectiveness of the board of directors.

The Company insures the "Directors and Officers Liability Insurance" for directors' duties in accordance with the law during their term of office. The Company regularly reviews the insurance content every year to reduce the risks assumed by board directors, officers and the Company, and establish sound corporate governance mechanism.

C. Enhance corporate transparency and strengthen investor relations

The Company actively holds and participates in domestic and foreign institutional investor conferences. It has held or participated a total of 7 times from fiscal year 2018 to the publication date of the annual report, which enables the investors to more effectively evaluate the true value of the enterprise, promote the long-term sustainable development of the enterprise, and implement corporate governance.