Corporate Governance Report

		Implementation Status	Deviations from "the Corporate Governance
	Evaluation Item	Abstract Illustration	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 Corporate Governance			
Evaluation Item		Best-Practice Principles for TWSE/TPEx Listed Companies" and Reasons					
structure?	Transactions", "Pr	ocedures Gover	ning Endorsements and Guarantees", "Procedures				
	Governing Loanin	g of Funds" and	"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	t information to	buy and sell securities while educating the board directors				
	and managers on r	elevant laws fro	m time to time				
	The Company rece	ently provided tl	ne current board of directors with relevant educational				
	propaganda as foll	ows:					
	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.				
3. Composition and Responsibilities of the							
Board of Directors							
(1) Does the Board develop and implement	The Company's "C	Corporate Gover	mance Best-Practice Principle" set a diversified policy for	No discrepancy			
a diversified policy for the composition	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 boa	ard of directors are professionals and experienced in finance,				
	accounting and bu	ccounting and business management. In addition, two of the seven company directors are					
	female, making the	e ratio of female	e directors at 29%.				

							Imj	plem	entatio	n Status						Deviations from "the Corporate Governance
Evaluation Item	Abstract Illustration											Best-Practice Principles for TWSE/TPEx Listed Companies" and Reasons				
						E	Board of D	irector	Diversi	ty Impleme	ntation					
	Item		Pers	onal I	nforma	tion			Industri	al Backgrou	nd		Professio	nal Abilit	у	
	Name	Gender	Current Employee		Age 56 61 60 65		Independent Director Tenure	Finance	Venture Capital/ consultant	Communication Network	Computer and peripherals	Accounting and financial analysis	Information Technology	Risk management ability	Business Management	
	Simon Lin	Male				`			v	~	~	·	`	~	~	
	Frank Lin	Male			~				v		~	·		~	~	
	Emily Hong	Female	v		v				v	~	~	v	·	v	·	
	Sunlai Chang	Male	Ÿ		v				v	v	v	v	v	v	·	
	Paul Lin	Male				v	Under 3 years		v	~	·	·	`	V	·	
	Simon Zeng	Male			v		Under 3 years	v	v			v		Ÿ	v	
	Cathy Han	Female		v			Under 3 years	v	v			v		~	v	
(2) Does the company voluntarily establish	Aside f	rom t	he Cor	npei	nsatio	n C	ommitt	ee ar	d the	Audit Co	mmitt	ee, the	Compa	ny has	not set	Difference is described
other functional committees in addition	up othe	r fund	ctional	con	nmitte	es.	In the f	uture	, it wi	ll set up	differe	nt func	ctional o	commit	tees	in the left column.
to the Compensation Committee and	based o	n act	ual nee	ds o	r in a	ccc	rdance	with	the lav	W.						
the Audit Committee?																

(3) Does the company establish a standard to measure the performance of the Board, and implement it annually?

The Board of directors passed "Rules for Board of Directors Performance Assessments" on February 8, 2018, regulating that the performance of the board of directors must be 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

No discrepancy

	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 rate	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 Independ	ence" of the						
	No.10 Bulletin of Norm of Professional Ethics for Certified Public Accountant of	the Republic						
	of China as shown below. After evaluation by the Company's finance dept., the Cl	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						
	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						
	B 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						
	Do the accountants have management functions related to decision-making of the Company?	No						
	Do the accountants receive any commission about business?	No						

		Do the accountants are spouse, lineal relative, direct relative by marriage, or a collateral relative within the second degree of kinship of any responsible person or managerial officer of the Company? Do the accountants have being the audit accountants of the Company over 7 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)?	years?	No discrepancy
		 In charge of handing 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. 	

		5. Assist d	irectors to comply w	ith	the law:						
		(1) Assi									
		relevant laws and corporate governance regulations.									
		(2) Assi	(2) Assist and remind the directors to comply with the laws when performing their								
		func	etions.								
		(3) Rele	ease maior informa	tion	regarding meeting resoluti	ions, ensure the legality and					
		` ′	· ·		content to protect the investor						
			•		•	estors' conference to maintain					
		1		•	•						
			•		ngthen communication chann						
					ince with the Articles of Incom	*					
5.	Does the company establish a	The Compar	ny has a smooth com	mu	nication channel with govern	ment/authority, customers,	No discrepancy				
	communication channel and build a	suppliers, ba									
	designated section on its website for	The Compar	ny has designated a s	ecti	ion on its website (http://www	w.wiwynn.com) as the					
	stakeholders (including but not limited to	communicat	ion channel for stake	ehol	lders as well as handling all is	ssues they are concerned					
	shareholders, employees, customers, and	about in tern	ns of corporate socia	l re	sponsibilities. The Company	'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	governance, risk management, labor	 2. 3. 	Join conferences (forums) held by the authorities. Cooperate during supervision and inspection by the authorities. Official correspondence	1. Spokesperson and acting spokesperson (1) Spokesperson: Emily Hong (President & CEO) (2) Acting spokesperson: Harry Chen (CFO)					
		Customers	Information security, product and service quality, customer satisfaction,	 2. 	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: IR@wiwynn.com (5) A designated person will handle all phone calls and					

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

	from time to time. 4. Hold annual shareholders meetings and use of electronic voting to increase shareholder participation rate and protect shareholders' rights and interests.	
	Salary and benefits, employee performance evaluation, labor relations, occupational safety Employees occupational safety Salary and benefits, employee welfare policies and relevant activities through the intranet and internal emails. The Company randomly announces employee welfare policies and relevant activities through the intranet and internal emails. The Company randomly announces employee welfare policies and relevant activities through the intranet and internal emails. The Company randomly announces employee welfare policies and relevant activities through the intranet and internal emails. The Company randomly announces employee welfare policies and relevant activities through the intranet and internal emails. The Company randomly announces employee welfare policies and relevant activities through the intranet and internal emails. The Company regularly organizes labor-capital meetings and conducts bidirectional communication with its employees for good labor-employer relations.	
6. Does the company appoint a professional	The Company designated Stock Transfer Agent Department of Yuanta Securities Co., Ltd. to	No discrepancy
shareholder service agency to deal with	deal with shareholder affairs.	
shareholder affairs?		
7. Information Disclosure		
(1) Does the company have a corporate	Wiwynn has set up a website (www.wiwynn.com.tw) to disclose information regarding the	No discrepancy
website to disclose both financial	Company's financials, business and corporate governance status.	
standings and the status of corporate		
governance?		
(2) Does the company have other	Wiwynn has established a spokesman and a deputy spokesperson system. Investor conference	No discrepancy
information disclosure channels (e.g.	information is disclosed on the corporate website.	
building an English website,		
appointing designated people to handle		

Ī	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 The Role of Directors in the Process of Mergers	3
		July, 18,		and Acquisitions Briefing on internal equity for listed company at	3
		2018	Taipei Exchange	over-the-counter and at emerging stock markets.	3
		April, 18, 2018	Taiwan Corporate Governance Association	Corporate Governance and securities legislation	3

Director	Frank Lin	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	3
				and Acquisitions	3
		April, 19, 2018	Taiwan Corporate Governance Association	Corporate Governance and securities legislation	3
	Sunlai	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.	3
Director	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
	G.		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	Simon 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

		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.	3
Independent director	Cathy Han	•		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

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	US 50,000,000-	From: Sep, 25, 2019 To: Sep, 25, 2020
North America, Fubon		
Insurance Co., Ltd., Taiwan		
Fire & Marine Insurance Co.,		
Ltd., Cathay Century Insurance		
Co., Ltd., Nan Shan General		
Insurance Co., Ltd		

- 9. 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' election. 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.