

GlobalWafers Co., Ltd.

Ethical Corporate Management - 2019

Evaluation Item	Implementation Status (Note 1)			Deviations from “the Ethical Corporate Management Best-Practice Principles for TWSE/TPEX Listed Companies” and Reasons
	Yes	No	Abstract Explanation	
I. Establishment of ethical corporate management policies and programs (I) Has the Company formulated the ethical corporate management approved by the board of directors, and stated in the regulations and external documents the policies and practices of ethical corporate management, as well as the board and senior management's commitment to actively implement the management policy?	V		(I) The Company has the “Ethical Corporate Management Best-Practice Principles,” “the Code of Ethical Conduct”, as the guidelines adopted by the board of directors and “the Operational Procedures and Guidelines for Ethical Corporate Management” approved by the chairperson and "Reporting Illegal and Handling Measures for Cases of Unethical or Dishonest Conduct" to pursue ethical operation. The Company's standard contracts and external documents have informed the transaction counterparts to abide by the integrity management policy; the board of directors and senior management have signed a written statement to actively implement the commitment of the integrity management policy, and the Company has indeed implemented in internal management and business activities, including employment by specifying conditions to require employees to abide by the	No significant difference

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(II) Whether the Company has established an assessment mechanism for the risk of dishonesty, regularly analyzes and evaluates business activities with a high risk of dishonesty in the business scope, and accordingly formulates a plan to prevent dishonesty, and at least covers the “Ethical Corporate Management Best Practice Principles for TWSE/GTSM Listed Companies ” Article 7, paragraph 2 of the prevention measures?	V		<p>integrity management policy.</p> <p>(II) The Company has listed the dishonesty behavior in the second section of Article 7 of "the Ethical Corporate Management Best-Practice Principle" in “the Operational Procedures and Guidelines for Ethical Corporate Management”, and has established a risk assessment mechanism, including follow the self-assessment form and quality Interviews, e-mail tracking of MIS units ... and other control methods to collect data, regularly analyze and evaluate, identify those with higher risks, and supplement the internal audit unit's inspection mechanism to formulate prevention of bribery, and provide illegal political contributions or improper interests, infringement of intellectual property rights, unfair competition, etc.. Within the scope of business activities, the personnel of each unit of the Company have the obligation to cooperate with legal compliance department regarding the investigation of the aforementioned dishonesty. .</p>	

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(III)Whether the Company specifies the operating procedures, behavior guidelines, disciplinary penalties and grievance system in the plan to prevent dishonesty, and implement it, and regularly review and revise the pre-disclosure plan?	V		(III)The Company's plan for preventing dishonesty in accordance with "the Ethical Corporate Management Best-Practice Principle"" includes “Procedures for Ethical Management and Guidelines for Conduct”, “Codes of Ethical Conduct”, and "Reporting Illegal and Handling Measures for Cases of Unethical or Dishonest Conduct" which clearly regulate no acceptance to any unrightfully benefits, or to commit behaviors that violate integrity, and to encourage the reporting of any illegal or ethical conduct violations, the Company also stipulates the importance of integrity should be regularly announced to directors and employees. The above plan regularly reviews the appropriateness and effectiveness of the prevention plan according to the method set by the risk assessment mechanism of dishonesty behavior, and makes appropriate adjustments or amendments.	
II. Fulfill operations integrity policy (I) Does the Company evaluate business partners’ ethical records and include ethics-related clauses in business contracts?	V		(I) The Company's “Ethical Corporate Management Best-Practice Principles” has clearly stated that before business transactions, the legality of business	No significant difference

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(II) Does the Company set up a special unit for promoting corporate integrity management under the board of directors, and regularly (at least once a year) report to the board of directors on its integrity management	V		<p>transactions and whether there is dishonesty should be considered, and transactions with persons involved in dishonesty should be avoided. In addition, according to the Company's "Procedures for Ethical Management and Guidelines for Conducts", it is necessary to undergo an integrity operation evaluation before establishing a business relationship with others. The customers' evaluation (and its distributors / agents) is conducted by sales department; The suppliers' evaluation (and its distributors / agents) is conducted by purchase department. The integrity management evaluation form is written and quantified; the contract signed with the business transaction partners should specify the integrity management clauses to ensure that the counterparty abides by the company's integrity management policy.</p> <p>(II) The company has established its own Legal Compliance unit in the Legal Department, which is responsible for coordinating the development and supervision of the implementation of the integrity management policy and the prevention of dishonesty behaviors, and</p>	

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<p>policies and plans to prevent dishonesty, and monitor implementation?</p> <p>(III) Does the company establish policies to prevent conflicts of interest and provide appropriate communication channels, and implement it?</p> <p>(IV) Whether the Company has established an effective accounting system and internal control system for the implementation of integrity management, and the internal audit unit has formulated relevant audit plans based on the results of the assessment of the risk of dishonesty, and checked the compliance with the plan to prevent dishonesty, or entrust an accountant to perform the audit?</p> <p>(V) Does the company regularly hold internal and external educational trainings on operational integrity?</p>	<p>V</p> <p>V</p> <p>V</p>		<p>supervises the implementation. The Legal Compliance manager reports their finding to the board of directors once a year. If any abnormalities are found, they may also report to the board of directors at any time.</p> <p>Implementation Status of Current Year</p> <p>(1) Establishing and reviewing policies related to ethical corporate management</p> <p>The Company has set up the "Ethical Corporate Management Best-Practice Principles", "Code of Ethical Conduct" and "Reporting Illegal and Handling Measures for Cases of Unethical or Dishonest Conduct", which clearly stipulates no acceptance to unrightful benefit, or violate integrity or dishonesty; the above internal regulations are examined by the legal compliance department with reference of changes in external regulations and the internal implementation, and are adjusted and revised from time to time.</p> <p>(2) Internal and external advocacy of Company policies</p> <p>Relevant important internal regulations such as the</p>	

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			<p>"Ethical Corporate Management Best-Practice Principles", "Code of Ethical Conduct" and "Reporting Illegal and Handling Measures for Cases of Unethical or Dishonest Conduct" have been announced on the Company's official website and internal websites for inquiries from external and parties. In addition, the company requires suppliers to sign the "Supplier Code of Conduct and Supplier Commitment" which request suppliers to act in compliance with legal, ethical, environmental and quality standards, and the content of the standard contract signed with business partners also includes the relevant provisions for compliance with honest business practices.</p> <p>(3) Reporting channel and whistleblower protection</p> <p>The company has set up the “Reporting Illegal and Handling Measures for Cases of Unethical or Dishonest Conduct”, established a disciplinary and appeal system for violations of the integrity management regulations, and set up and announced employee suggestion boxes, electronic mailboxes and complaint hotline to encourage internal and external personnel to report</p>	

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			<p>dishonesty or misconduct. The company allows anonymous reports. The identity and content of the reporter will be kept confidential, and the human resource department will be responsible for verification and handling. Anyone who violates the integrity management regulations will be punished based on the seriousness of the circumstances, and if necessary, the matter shall be reported to the competent authority or transferred to the judicial bureaus for investigation.</p> <p>(4) Education and training</p> <p>The Company regularly holds education and training, and the targets and duration of courses in 2019 are as follows:</p> <ol style="list-style-type: none"> 1. "Education and training of new staffs" for new employees, 14 hours; 2. Supervisors at the ministerial level and above, staff of procurement and marketing units "understand the laws related to integrity management" for 8 hours; 3. "Overview of Insider Transactions and Insider Equity Transaction Laws" for levels above directors and the 	

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			<p>staff in the President's office for 3 hours;</p> <p>4. "Practice of Negotiable Instruments Act" for financial staff, for 2 hours;</p> <p>5. "Overview of China's Personal Data Protection Law and EU GDPR Highlights" for section managers, for 2 hours;</p> <p>6. "Legal Compliance Seminar" for purchase and sales staff, for 3 hours.</p> <p>The above courses accumulated in 2019: the number of courses - 16, attendants- 274, hours- 32 hours.</p> <p>(III) The company stipulates in the "Code of Ethical Conduct" that the personnel of the company should do business in an objective and efficient manner, avoiding the abuse of positions in the company to prevent their own, others or other companies from obtaining improper interests. In addition, the " Procedures for Ethical Management and Guidelines for Conduct" specify how to recuse when there is a conflict of interest in the board. In addition, the conflict of interest channels provided by the company are</p>	

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			<p>different according to the subjects as follows: directors or independent directors should do so to the president's office or the chief of corporate governance; managers should do so to the legal compliance department.</p> <p>(IV)The company has established and implemented the accounting system and internal control system which are audited by internal auditors on a regular basis pursuant to the audit plan that includes the subject, scope, item and frequency based on the results of the assessment of the risk of dishonesty to inspect the prevention actions effectiveness. The results shall be notified to the senior management team and the responsible department of ethical operation and be submitted to the board of directors in the form of audit report. In addition, the Company conducts inspections and revisions every year to ensure the effectiveness on the design and implementation of the system, and establish good corporate governance and risk management control mechanisms to serve as the basis on evaluating the overall efficacy of all internal control</p>	

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			<p>systems and for producing Internal Control System Statements.</p> <p>(V) The Company has conducted courses related to good faith management, the ethical codes of conduct and business and other related fields for all employees regularly. For the course of "good faith management" and "prevention of insider trading", the current directors, managers and employees who are required or considered necessary to take courses must participate the training program at least every two years; when a new director or manager takes the office, he or she has to complete the training within 3 months; new employees will attend the good faith management course together with other onboard education and training courses organized by HR.</p> <p>In addition, in accordance with the Company's "Procedures for Ethical Management and Guidelines for Conduct", the chairperson or the chief corporate governance is also designated to convey the importance of integrity to directors, managers, supervisors, etc. at the board or manager meetings.</p>	

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			In 2019, the Company conducted a total of 16 courses which totaled 274 participants and a total of 32 training hours, including “Orientation for New Employees”, "To Understand Laws Related to Integrity Management", "Overview of Insider Transactions and Insider Equity Transaction Laws", "Practice of Negotiable Instruments Act", and " Taiwan Personal Data Protection Law and Summary of EU GDPR" and "Legal Compliance Introduction.”	
III. Operation of the integrity channel (I) Does the company establish both a reward/punishment system and an integrity hotline? Can the accused be reached by an appropriate person for follow-up? (II) Does the company establish standard operating procedures for confidential reporting on investigating accusation cases?	V V		(I) The Company has established the “Guidelines for Whistleblowing on Illegal, Immoral or Unethical Conduct”, set up an employee suggestion box and email, complaint hotline, principles in handling such matter and channel for external whistleblowing in order to fulfill good faith practice. Whistleblower cases are handled by the company ’s spokesperson, HR manager or legal personnel, the case will be transferred to relevant departments for investigation after registration and processed pursuant to "Reporting Illegal and Handling Measures for Cases of Unethical or	No significant difference

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(III) Does the company provide proper whistleblower protection?	V		<p>Dishonest Conduct." Appropriate rewards will be given to whistleblowers depending on the severity of the case.</p> <p>(II) The Company stipulates “Guidelines for Whistleblowing on Illegal, Immoral or Unethical Conduct” and specifies different investigation, procedure based on different cases and the accused. The whistleblowing case will be processed in the principles of confidentiality, full protection of the whistleblower, offering defense chance for the accused, etc to secure the rights of both whistleblowers and the accused. If the whistleblowing case is verified to be true, the whistleblower will be immediately required to stop and impose appropriate countermeasures, and instruct the relevant departments to review and propose improvement measures to prevent the same behavior from happening again; the legal department will separately report the whistleblowing case, handling and follow-up to the board of directors.</p> <p>(III) The company handles whistle-blowing cases in a confidential manner in accordance with the</p>	

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			“Guidelines for Whistleblowing on Illegal, Immoral or Unethical Conduct”, and offers full protection to the whistleblowers. Their identity will be kept absolutely confidential and will not face mistreatment due to the whistleblowing; The staffs who handle the case will issue a written statement stating that the identity of the whistleblower and the content of the report will be kept confidential.	
IV. Enhanced information disclosure (I) Does the company disclose its ethical corporate management policies and the results of its implementation on the company’s website and MOPS?	V		The Company has an official website that disclose relevant information such as corporate culture, business policies and the “Ethical Corporate Management Best-Practice Principles”, “Procedures for Ethical Management and Guidelines for Conduct”, “Code of Ethical Conduct”, “Guidelines for Whistleblowing on Illegal, Immoral or Unethical Conduct” and the Company’s implementation on good faith management.	No significant difference
V. If the company has established the ethical corporate management policies based on the “Ethical Corporate Management Best-Practice Principles for TWSE/TPEX Listed Companies”, please describe any discrepancy between the policies and their implementation: The Company has established the “Ethical Corporate Management Best-Practice Principles” which clearly regulates the matters to be followed by the Company's staff. Other accusation cases and penalties are also clearly set out in relevant measures. There is no significant difference between the policies and the “Ethical Corporate Management Best-Practice Principles for TWSE/TPEX Listed Companies”.				
VI. Other important information to facilitate a better understanding of the company’s ethical corporate management policies (under situations such as				

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review and revision of regulations):				
1. The Company complies with Company Act, Securities and Exchange Act, Business Entity Accounting Act, Political Donations Act, Anti-Corruption Act, Government Procurement Act, Act on Recusal of Public Servants Due to Conflicts of Interest as well as relevant regulations for the listed companies or other business entities as basic premise for fulfilling good faith management. The Company also fully dedicates in environmental and quality policies by adopting high standards.				
2. The Company has set up the “Rules of Procedure for Board of Directors Meetings” which stipulated recusal system for directors. If a director or a juristic person that the director represents is an interested party in relation to an agenda item, and the relationship is likely to prejudice the interest of this Corporation, that director may state his/her opinions and answer questions, but may not participate in discussion or voting on that agenda item and shall recuse himself or herself from the discussion or the voting on the item, and may not exercise voting rights as proxy for another director.				
3. The Company has set up the “Regulations Governing the Prevention of Insider Trading” which stipulates that upon actually knowing of any material information, the insiders, quasi-insiders and tippees shall not purchase or sell shares of the company that are listed on an exchange or an over-the-counter market, or any other equity-type security of the company after the information is precise, and prior to the public disclosure of such information or within 18 hours after its public disclosure in case accidentally violate insider trading because they are not familiar with the regulations.				
4. The Company stipulates “Procedures for Handling Material Inside Information” to establish sound mechanisms for the handling and disclosure of material inside information in order to prevent improper information disclosures and to ensure the consistency and accuracy of information released by this Corporation to the public. The procedure regulates that no director, supervisor, managerial officer, or employee with knowledge of material inside information of the Company may divulge the information to others, nor inquire about or collect any non-public material inside information of this Company not related to their individual duties from a person with knowledge of such information, nor may they disclose to others any non-public material inside information of this Corporation of which they become aware for reasons other than the performance of their				

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duties.				
5. The company updates, revises and adjusts contexts in “Ethical Corporate Management Best Practice Principles” to be in accordance with “Ethical Corporate Management Best Practice Principles for TWSE/GTSM Listed Companies” released by TPEX, the second amendment was approved by the board dated 2019.11.7 and submitted to the shareholder meeting.				
6. The company updates, revises and adjusts contexts in “Codes of Ethical Conduct” to be in accordance with “Codes of Ethical Conduct for TWSE/GTSM Listed Companies” released by TPEX, the third amendment was approved by the board dated 2019.11.7 and submitted to the shareholder meeting.				
7. The company updates, revises and adjusts contexts in “Procedures for Ethical Management and Guidelines for Conduct” to be in accordance with “Procedures for Ethical Management and Guidelines for Conduct for TWSE/GTSM Listed Companies” released by TPEX, the second amendment was approved by the chairperson on 2019.11.7 and submitted to the shareholder meeting.				
8. The company updates, revises and adjusts contexts in “Guidelines for Whistleblowing on Illegal, Immoral or Unethical Conduct” to be in accordance with “Ethical Corporate Management Best Practice Principles for TWSE/GTSM Listed Companies” released by TPEX, the second amendment was approved by the chairperson on 2019.11.7 and submitted to the shareholder meeting.				