

(Translation - In case of any discrepancy between Chinese and English versions,
the Chinese version shall prevail.)

GlobalWafers Co., Ltd.
2020 Annual General Shareholders' Meeting Minutes

Time: 9:00 AM, Tuesday, June 23, 2020

Place: 2F, No. 1. Industrial East Road 2, Science-Based Industrial Park, Hsinchu
(Science Park Life Hub/Darwin Hall)

Attending shareholders and proxy representing: 379,887,815 shares (including 374,984,323 shares of e-voting), ratio to total common outstanding 435,237,000 shares (Deducting treasury stock 2,013,000 shares): 87.28%

Directors: Hsiu-Lan Hsu, Ming-Kuang Lu, Tang-Liang Yao, Kuo-Chow Chen, Chi-Hsiung Cheng (independent director/Audit committee chair), Cheng-Yuan Cheng (independent director)

CPA: Chen-Chien Chen (KPMG)

Chairperson: Hsiu-Lan Hsu

Secretary: Ming-Hui Chien

I. Call Meeting to Order:

The aggregate shareholding of the presenting shareholders constituted a quorum.

II. Chairman's Address:(Omitted)

III. Report Items

- Item 1** Fiscal 2019 Business Report submitted for review
Please refer to the Fiscal 2019 Business Report on page 9 of this handbook.
- Item 2** Audit Committee's report on 2019 annual final accounting books and statements submitted for review
Please refer to the Audit Committee's 2019 Review Report on page 15 of this handbook.
- Item 3** Distribution of remuneration to directors and employees in fiscal 2019, submitted for review
- (1) The company 2019 earning (Before deducting remuneration to employees and directors from Profit before Tax) is NTD 16,137,920,198. Pursuant to Article 31-1 of Articles of Incorporation, if the Company is profitable at the end of each fiscal year, 3~15% of the profit shall be appropriated for the employees' remuneration and no more than 3% shall be appropriated for directors' remuneration.
 - (2) The Company is proposed to distribute NTD 622,810,000 to employees (distribution ratio 3.86%) and NTD 49,200,000 to directors (distribution ratio 0.30%). Distribution to both employees and directors is made in cash.
 - (3) Qualification requirements of employees entitled to receive remuneration includes employees of the company and subsidiaries of the company meeting certain specific requirements. Remuneration amount will be decided after consideration with seniority, position, performance, contribution or special dedication, and chairperson is fully authorized.
- Item 4** Report on 2019 cash dividend distribution via earning and capital reserve, submitted for review.
- (1) The Board of Directors meeting dated March, 17th, 2020 resolved that,
 - i. 2019 net profit is NTD 13,644,095,204; cash dividend to be appropriated to each shareholder is NTD 22 per share, totaled NTD 9,575,214,000.
 - ii. The Company plans to appropriate NTD 3 per share to each shareholder

from capital reserve derived from the issuance of new shares at a premium, totaled NTD 1,305,711,000.

- (2) Propose to resolve July 22, 2020 as record date for cash dividend distribution via earning and capital reserve, August 7, 2020 as payment date. The dividend will be distributed in cash rounding to dollar unit according to the ratio of the share registry by the record date. The total amount of the odd distribution below NT\$1 will be included in other income.
- (3) In the event that the proposed profit distribution is affected by an amendment to relevant laws or regulations, or a buyback of shares or issuance or cancellation of transferring treasury shares to employees for equity conversion in connection with domestic convertible corporate bonds or employee stock options, or other matter which results in share variation, it is proposed that the chairperson to be authorized by shareholder meeting to adjust the cash to be distributed to each share based on the number of actual shares outstanding on the record date for distribution.

Item 5

Report on short-form merger with subsidiary, Taisil Electronic Materials Corp., submitted for review.

- (1) For better group management efficiency, in accordance with Article 316-2 of the Company Act and Article 19 of the Business Mergers And Acquisitions Act, the Board of Directors resolved on December 27th, 2019, to execute a short-form merger with Taisil Electronic Materials Corp., the subsidiary (hereinafter referred to as Taisil) which the Company owns 99.99%. After the merger, the Company will be the surviving company, and Taisil will be the dissolved company. The name of the Company after the merger will still be GlobalWafers Co., Ltd.
- (2) The Company holds 99.99% equity of Taisil, therefore no need to allocate cash or other property for Taisil shares. In addition, for the remaining shareholders of Taisil, the combined consideration is NTD 1,800 per share for each common share.
- (3) Merge record date is February 1st, 2020. The legal merger procedure is complete.
- (4) The merger is approved and registered by Hsinchu Science Park Bureau on February 17th, 2020 with approval no. Chu-Com-1090004358.

Item 6 Amendment to “Ethical Corporate Management Best Practice Principles” submitted for review.

To be in compliance with governmental regulations, the amendment of “Codes of Ethical Conduct” is approved in the board meeting convened in November 7, 2019. Please refer to Comparison Chart on page 16 of this handbook.

Item 7 Amendment to “Codes of Ethical Conduct” submitted for review

To be in compliance with governmental regulations, the amendment of “Codes of Ethical Conduct” is approved in the board meeting convened in November 7, 2019. Please refer to Comparison Chart on page 23 of this handbook.

IV. Approval Items

Item 1

(Proposed by the Board of Directors)

Motion: To approve FY 2019 financial statements

- (1) 2019 Financial Statements were audited by KPMG CPAs, Chen, Chen-Chien, and Cheng, An-Chih. The aforementioned and FY 2019 business report have been approved by the board and the audit committee with review report.
- (2) Please refer to the Business Report and the Financial Statements on page 9 and page 25 of this handbook.
- (3) Approval requested

Resolution: Voting result as below:

Voting Result	
In favor	359,717,989 votes (as 94.69% of the total represented share present)
Against	10,134 votes
Abstained	20,159,692 votes
Invalid	0 votes

RESOLVED, that the above proposal be and hereby was approved as proposed.

Item 2

(Proposed by the Board of Directors)

Motion: To approve 2019 profit distribution proposal

- (1) 2019 Net income is NTD 13,644,095,204, the Company proposes to distribute cash dividend for shareholder in NTD 22 per share, totaled NTD 9,575,214,000.
- (2) Propose to resolve July 22, 2020 as record date, August 7, 2020 as payment date. The dividend will be distributed in cash rounding to dollar unit according to the ratio of the share registry by the record date. The total amount of the odd distribution below NT\$1 will be included in other income.
- (3) In the event that the proposed profit distribution is affected by an amendment to relevant laws or regulations, or a buyback of shares or issuance or cancellation of transferring treasury shares to employees for equity conversion in connection with domestic convertible corporate bonds or employee stock options, or other matter which results in share variation, it is proposed that the chairperson to be authorized by shareholder meeting to adjust the cash to be distributed to each share based on the number of actual shares outstanding on

the record date for distribution.

- (4) Please refer page 43 for 2019 Earning Distribution Statement
- (5) Resolution requested.

Resolution: Voting result as below:

Voting Result	
In favor	359,978,989 votes (as 94.75% of the total represented share present)
Against	38,134 votes
Abstained	19,870,692 votes
Invalid	0 votes

RESOLVED, that the above proposal be and hereby was approved as proposed.

V. Discussion Items

Item 1

(Proposed by the Board of Directors)

Motion: Amendment to the “Articles of Incorporation”

- (1) To be consistent with the amendment to the Company Act and maximize shareholders’ investment value, the Company proposes to amend “Articles of Incorporation” accordingly. Please refer to the comparison chart on page 44 of this handbook.
- (2) Resolution requested

Resolution: Voting result as below:

Voting Result	
In favor	359,225,837 votes (as 94.56% of the total represented share present)
Against	788,141 votes
Abstained	19,873,837 votes
Invalid	0 votes

RESOLVED, that the above proposal be and hereby was approved as proposed.

Item 2

(Proposed by the Board of Directors)

Motion: Amendment to “Procedures for Endorsement and Guarantee”

- (1) To be consistent with the latest regulation and subsidiaries managing needs, the Company proposes to amend “Procedures for Endorsement and Guarantee” accordingly. Please refer to the comparison chart on page 46 of this handbook.
- (2) Resolution requested

Resolution: Voting result as below:

Voting Result	
In favor	283,647,324 votes (as 74.66% of the total represented share present)
Against	75,597,642 votes
Abstained	20,642,849 votes
Invalid	0 votes

RESOLVED, that the above proposal be and hereby was approved as proposed.

Election

Item 1

(Proposed by the Board of Directors)

Motion: Election to fulfill independent director vacancy

- (1) The former independent director, Kwang-Leei Young, resigned for personal reasons on October 25, 2019. Pursuant to Article 14-2 of Securities and Exchange Act, when an independent director is dismissed for any reason, resulting in a number of directors lower than that required under the company's articles of incorporation, a by-election for independent director shall be held at the next following shareholders meeting.
- (2) The election of independent director adopts candidate nomination system, and shareholders shall elect from among those listed in the slate of independent director candidates. Please refer to the Independent Director Candidate on page 50 of this handbook.
- (3) The term of new directors is effective immediately after the election, and shall serve same term with current Board (2020/6/23~2021/6/24)
- (4) Election requested

Election result:

Votes of the newly elected directors as below :

Title	Shareholder Account No./ ID No.	Name	Votes Received
Independent Director	A124*****	Hsien-Chin Chiu	337,649,975

VI. Extemporary Motion

VII. Meeting Adjourned: 09:44 a.m., Tuesday, June 23, 2020

The minutes record the meeting subject and results only; specific content, procedure as well as shareholders' speeches please refer to video record.

Attachment 1

GlobalWafers Co., Ltd.

Fiscal 2019 Business Report

The semiconductor market was impacted by weak demand and falling ASP of memory in 2019, also accompanied by trade tension and geopolitical instability, resulting in declining global economy and semiconductor market scale. With contribution of all colleagues, GlobalWafers managed to perform pretty well regardless of the headwind with second-best annual revenue in 2019! The consolidated revenue for 2019 is NT\$ 58.094 billion, slightly down by 1.64% from last year, and it was the second highest revenue since establishment! Through aggressive cost control, gross profit increased to 39.33%, amounting to NT\$ 22.847 billion; operating profit achieved NT\$17.897 billion; net profit was NT\$13.636 billion, after-tax earnings per share is NT\$ 31.35, all record-high! Please see below summary on 2019 operation performance, 2020 business plan, future strategy, influence of competition, regulations and macro economics:

I. Operation Performance in 2019

(I) Operation Performance

Unit: NT\$ 1,000

Item \ Year	2019 (IFRSs)	2018 (IFRSs)	Increase/decrease percentage (%)
Revenue	58,094,331	59,063,510	-1.64%
Cost of Goods	35,247,610	36,764,666	-4.13%
Gross Profit	22,846,721	22,298,844	2.46%
Operating Expenses	4,949,500	4,720,793	4.84%
Operating Income	17,897,221	17,578,051	1.82%
Profit Before Tax	18,553,865	18,253,367	1.65%
Net Profit	13,635,656	13,633,771	0.01%

Though the macro economy was full of uncertainties, GlobalWafers maintained strong stance and profit by means of long-term agreement, flexibility production and aggressive cost control.

(II) Budget Implementation: No financial forecast for 2019.

(III) Profitability Analysis

Item		2019	2018
Financial structure	Debt ratio (%)	53.33%	51.95%
	Long-term funds to PPE (%) (PPE-plant, property, equipment)	200.81%	211.74%
Profitability	ROA (%) (return on assets)	14.69%	17.14%
	ROE (%) (return on equity)	30.91%	35.32%
	Operating Income to Capital Stock (%)	409.31%	402.01%
	Profit Before Tax to Capital Stock (%)	424.33%	417.46%
	Net Profit Margin (%)	23.47%	23.08%
EPS (NT\$)		31.35	31.18

(IV) Financial Structure

Unit: NT\$ 1,000

2019 revenue was NT\$58,094,331; cost of goods was NT\$35,247,610. Operating expense was NT\$4,949,500. Net non-operating income was NT\$656,644. Net profit before tax was NT\$18,553,865. Net profit after tax was NT\$13,635,656. The financial structure was healthy.

(V) Research & Development

1. 2019 Research & Development Expenditure

Unit: NT\$ 1,000

Item / Year	2019	2018
Research and Development Expenses	1,710,801	1,650,559
Sales Revenue	58,094,331	59,063,510
%	2.94%	2.79%

2. 2019 Achievement

Technology/Product

- (1) Monocrystalline ingot growth technology for Boron-doped MCZ Ingot with resistivity >8000Ω-cm
- (2) Automatic counter doping high resistivity ingot growth technology
- (3) High frequency application SOI wafer

- (4) Silicon substrate for 7nm IC process
- (5) Big data application for wire saw slicing process
- (6) 12-hour single crystal twin rod continuous feeding CZ crystal growth
- (7) Model Predicative Automatic Crystal Pulling Process Control
- (8) 8" Ultra high flatness acid etched single side polishing technology development
- (9) New "ECAS®" wafer for high resolution CMOS image sensor with lower white defect
- (10) Lower carbon technology for 8" and 12" MCZ crystal growth
- (11) High Breakdown voltage E-mode GaN on Novel SOI wafer development
- (12) GaN On semi-Insulated SiC Epitaxy technology development

3. Future Plan:

- (1) Ultra low resistivity <math><0.7\text{m}\Omega\text{-cm}</math> wafer with Phosphorus doped
- (2) Ultra low resistivity <math><1.8\text{m}\Omega\text{-cm}</math> wafer with Arsenic doped
- (3) SiC wafer for next generation high power automotive electronic device application
- (4) Epi-substrate for GaN_HEMT application
- (5) High strength and ultra thin silicon substrate with nano structure
- (6) SOI substrate for next generation RF device application
- (7) Silicon wafer for 3 nano IC process
- (8) "ECAS®" wafer for high resolution CMOS image sensor(CIS)
- (9) "ECAS®" wafer for next generation 3D memory device
- (10) 12" MCZ wafer with lower carbon and lower oxygen for power devices, memory devices, and mobile CIS

II. Future Business Plan

(I) Business Guideline

- (1) Flexible production arrangement to achieve economies-of-scale competitiveness; synchronize with end market and strengthen R&D bonding with customers; expand market share and profitability.
- (2) Use current customer networking to expand FZ/SOI sales territory, increasing utilization rate and profitability.
- (3) Aggressively develop on GaN/Si/SiC and process so as to facilitate new technology and product development; strengthen patent strategy.
- (4) Extensive cooperation on academy, government and Industry, active deployment on niche products.

(II) Sales Forecast and the basis:

World Semiconductor Trade Statistics (WSTS) announced the global semiconductor industry posted sales of \$412.1 billion in 2019, a decrease of 12.1 % resulting from trade tension and sluggish Smartphone demand.

Among major semiconductor product categories, WSTS recorded growth in 2019 for discrete (-0.6%/ \$ 23.96 billion), optoelectronics (7.9%/ \$41.056 billion), sensors (2.0%/ \$13.623 billion), IC (-16%/ \$330.49 billion). When break down to details, Memory (-33%/ \$105.907 billion), Logic (-4.3%/ \$104.617 billion), Micro (-2.3%/ \$65.674 billion) and Analog (-7.9%/ \$54.151 billion).

Originally WSTS expected 2020 semiconductor market will reach USD 433bn with YoY 5.9%; however the outspread of coronavirus is ongoing and may impact global semiconductor, it takes time to see if the growth rate could hit the WSTS target.

(III) Production & Marketing Strategy:

- (1) Integrate technology and resources among group, debottleneck to maximize capacity. Speed up in R&D consolidation of newly acquired business entities and set up international platform for further technology discussion in pursuit of better quality and customer satisfaction.
- (2) Stabilize supply of key raw materials and parts to ensure superior production quality and on-time delivery in order to secure smooth production.
- (3) Focus on development of high-efficiency niche products with core technology for more value.
- (4) Sign long-term agreement with key partners to solidify cooperation.
- (5) Maximize sales of 12" wafers and special products.

(IV) Future Strategy

- (1) Develop next-generation wafers with our advancing technology; explore large size heavy-dopant & high-power epitaxial technology to become the biggest wafer maker with most complete product portfolio in the world.
- (2) Expedite GaN and SiC and explore the sales territory.

- (3) Extensive cooperation on academy, government and Industry, maintain innovation dynamic and speed up R&D to be ahead of international peers.
- (4) Closely grasp market and industry trends as well as fine tune business strategies simultaneously; restlessly develop potential products in various applications; carry out patent protection measures to strengthen our own competitiveness.
- (5) Synchronize with markets and strengthen R&D bonding with customers; focus on development of high-efficiency niche products with core technology for more value; aggressively control manufacturing cost so as to maximize profits,
- (6) Search for technology and sales strategic alliance to meet our needs for R&D new materials as well as fast product introduction into end market so as to enlarge market share.
- (7) Stably extend operation scale via strategic alliance or M&A on the current superior operational foundation.

(V) Influences from External Competition, Regulations and Economy

- (1) Semiconductor industry has brought all kinds of products into people's daily life, embodying the deep bonding between semiconductor cycle and macroeconomics. GlobalWafers has extensive customers, and end products are widely expanded into all applications and business, such as automobile, power device and memory.....etc, which effectively reduces dangerous dependence of one industry. Consequently, we could lower the impact when macroeconomic worsens.
- (2) Entry into semiconductor business is not so easy for other competitors because of this industry is capital and technology intensive. GlobalWafers has achieved economics-of-scale operation via merge & acquisition as well as equipment expansion. Our manufacturing process and technology is qualified by tier-1 customers with deep trust. We will use our current foundation along with unique technologies in worldwide manufacturing sites to develop new niche products with higher value via core technology, and minimize costs for better profits in the same time.
- (3) Recent international situation is volatile, China-US trade tension results uncertainty to macro economy. With expansive global footprint, GlobalWafers will flexibly arrange production to cope with relevant regulations and reduce the impact of trade tariffs on operating costs. Worldwide customers also diversify the coronavirus-induced impact to revenue and lower the dependence on single region.

In 2020, the gradual inventory correction will escalate average selling price, with the expectation on the trade tension to be eased between USA and China, we forecast that global semiconductor market will resume growing. With more end applications stimulated from IoT era, 5G, wearable, automotive, AI and High Performance Computing will lead revolutionary advancements in technology. Among all, the accelerated deployment of AIoT and 5G are assumed to spur the overall growth in the industry to a new summit. GlobalWafers will combine both domestic and overseas innovation energy to synchronize with the market and industry trends, collaborate closely with customers and customers. Not only dedicates in the existing market, GlobalWafers also grasps opportunities for further development, explore next-generation niche product areas, aiming to create more values for employees, customers and shareholders.

Chairperson	Hsiu-Lan Hsu	
President	Mark England	
Chief Account	Yu-Ting Lo	

Attachment 2

Audit Committee's Review Report

The Board of Directors has prepared the Company's 2019 Business Report, Consolidated and Standalone Financial Statements and Earnings Distribution Proposal. GlobalWafers Co., Ltd. Consolidated and Standalone Financial Statements have been audited and certified by Chen, Chen-Chien, CPA, and Cheng, An-Chih, CPA, of KPMG and audit review reports relating to the Financial Statements have been issued. The aforementioned reports have been reviewed and considered to be complied with relevant rules by the undersigned, the audit committee of GlobalWafers Co., Ltd. according to Article 14-4 of Securities and Exchange Act and Article 219 of the Company Act, I hereby submit this report.

GlobalWafers Co., Ltd.

Audit Committee Convener:



Chi-Hsiung Cheng

March 17, 2020

Attachment 3

GlobalWafers Co., Ltd.

Ethical Corporate Management Best Practice Principles Comparison Chart

Article	Before	After	Remark
5	The company shall abide by the operational philosophies of honesty, transparency and responsibility, base policies on the principle of good faith and establish good corporate governance and risk control and management mechanism so as to create an operational environment for sustainable development.	The company shall abide by the operational philosophies of honesty, transparency and responsibility, base policies on the principle of good faith <u>and obtain approval from the board of directors</u> , and establish good corporate governance and risk control and management mechanism so as to create an operational environment for sustainable development.	Revision pursuant to TPEX' s latest published "Ethical Corporate Management Best Practice Principles for TWSE/TPEX Listed Companies" .
7	When establishing the prevention program, the company shall analyze which business activities within the business scope <u>which</u> may be at a higher risk of being involved in an unethical conduct, and strengthen the preventive measures. The prevention program established by the company shall at least include preventive measures against the following: (Below omitted)	When establishing the prevention program, the company shall <u>establish a risk assessment mechanism against unethical conduct</u> , analyze <u>and assess</u> business activities within the business scope which may be at a higher risk of being involved in an unethical conduct <u>on a regular basis, and establish prevention programs accordingly and review their adequacy and effectiveness on a regular basis</u> . The prevention program established by the company shall <u>refer to prevailing domestic and foreign standards or guidelines and</u> at least	Revision pursuant to TPEX' s latest published "Ethical Corporate Management Best Practice Principles for TWSE/TPEX Listed Companies" , with the inclusion of establishing a risk assessment mechanism.

		include preventive measures against the following: (Below omitted)	
8	The company and their respective business group shall clearly specify in their rules and external documents the ethical corporate management policies and the commitment by the board of directors and the management on rigorous and thorough implementation of such policies, and shall carry out the policies in internal management and in commercial activities.	<p>The company shall request its directors and senior managers to issue a “statement of compliance with the ethical management policy” and require its employees to comply with the ethical management policy as set in the “terms of employment” .</p> <p>The company and their respective business group shall clearly specify in their rules and external documents the ethical corporate management policies and the commitment by the board of directors and the management on rigorous and thorough implementation of such policies, and shall carry out the policies in internal management and in commercial activities.</p> <p>The company shall compile documented information on the ethical management policy, statement, commitment and implementation as specified in the above first and second paragraphs and retain the said information properly.</p>	Revision pursuant to TPEX’ s latest published “Ethical Corporate Management Best Practice Principles for TWSE/TPEX Listed Companies” , with the requirement of compliance with ethical management policy and statement issuance.
17	(Above omitted) To achieve sound ethical corporate management, the audit	(Above omitted) To achieve sound ethical corporate management, the	Revision pursuant to TPEX’ s latest published

	<p><u>unit</u> shall be responsible for establishing and supervising the implementation of the ethical corporate management policies and prevention programs. The dedicated unit shall be in charge of the following matters, and shall report to the board of directors on a <u>regular</u> basis:</p> <ol style="list-style-type: none"> 1. Assisting in incorporating ethics and moral values into the company's business strategy and adopting appropriate prevention measures against corruption and malfeasance to ensure ethical management in compliance with the requirements of laws and regulations. 2. Adopting programs to prevent unethical conduct and setting out in each program the standard operating procedures and conduct guidelines with respect to the company's operations and business. <p>(Below omitted)</p>	<p><u>company designates Legal Department consists of adequate resources and staff members to</u> be responsible for establishing and supervising the implementation of the ethical corporate management policies and prevention programs. The dedicated unit shall be in charge of the following matters, and shall report to the board of directors on <u>an annual</u> basis:</p> <ol style="list-style-type: none"> 1. Assisting in incorporating ethics and moral values into the company's business strategy and adopting appropriate prevention measures against corruption and malfeasance to ensure ethical management in compliance with the requirements of laws and regulations. 2. <u>Analyzing and assessing on a regular basis the risk of involvement in unethical conduct within the business scope,</u> adopting <u>accordingly</u> programs to prevent unethical conduct and setting out in each program the standard operating procedures and conduct guidelines with respect to the company's operations and business. <p>(Below omitted)</p>	<p>“Ethical Corporate Management Best Practice Principles for TWSE/TPEX Listed Companies” . The designated unit shall periodically report to the board of directors and analyze and assess the risk of unethical conducts.</p>
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20	<p>The company shall establish effective accounting systems and internal control systems for business activities possibly at a higher risk of being involved in an unethical conduct, not have under-the-table accounts or keep secret accounts, and conduct reviews regularly so as to ensure that the design and enforcement of the systems are showing results.</p> <p>The internal audit unit of the company shall <u>periodically examine the company's compliance with the foregoing systems and prepare audit reports and submit the same to the board of directors.</u> The internal audit unit may engage a certified public accountant to carry out the audit, and may engage professionals to assist if necessary.</p>	<p>The company shall establish effective accounting systems and internal control systems for business activities possibly at a higher risk of being involved in an unethical conduct, not have under-the-table accounts or keep secret accounts, and conduct reviews regularly so as to ensure that the design and enforcement of the systems are showing results.</p> <p>The internal audit unit of the company shall, <u>based on the results of assessment of the risk of involvement in unethical conduct, devise relevant audit plans including auditees, audit scope, audit items, audit frequency, etc., and carry out audits accordingly regarding the compliance with the prevention programs.</u> The internal audit unit may engage a certified public accountant to carry out the audit, and may engage professionals to assist if necessary.</p> <p><u>The results of audits in the preceding paragraph shall be reported to senior management and the ethical management dedicated unit, and shall be submitted to the board of directors in the form of an audit report.</u></p>	<p>Revision pursuant to TPEX' s latest published "Ethical Corporate Management Best Practice Principles for TWSE/TPEX Listed Companies" . Audit unit shall carry out audits based on the results of assessment of the risk of involvement in unethical conduct.</p>
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23	<p>The company shall adopt a concrete whistle-blowing system and scrupulously operate the system. The whistle-blowing system shall include at least the following:</p> <ol style="list-style-type: none"> 1. An independent mailbox or hotline, either internally established and publicly announced or provided by an independent external institution, to allow internal and external personnel of the company to submit reports. 2. Dedicated personnel or unit appointed to handle whistle-blowing system. Any tip involving a director or senior <u>manager</u> shall be reported to the independent directors. Categories of reported misconduct shall be delineated and standard operating procedures for the investigation of each shall be adopted. 3. Documentation of case acceptance, investigation processes, investigation results, and relevant documents. 4. Confidentiality of the identity of whistle-blowers and the content of reported cases. 5. Measures for protecting whistle-blowers from inappropriate disciplinary 	<p>The company shall adopt a concrete whistle-blowing system and scrupulously operate the system. The whistle-blowing system shall include at least the following:</p> <ol style="list-style-type: none"> <u>1.</u> An independent mailbox or hotline, either internally established and publicly announced or provided by an independent external institution, to allow internal and external personnel of the company to submit reports. <u>2.</u> Dedicated personnel or unit appointed to handle whistle-blowing system. Any tip involving a director or senior <u>management</u> shall be reported to the independent directors <u>or the audit committee</u>. Categories of reported misconduct shall be delineated and standard operating procedures for the investigation of each shall be adopted. <u>3.</u> <u>Follow-up measures to be adopted depending on the severity of the circumstances after investigations of cases reported are completed. Where necessary, a case shall be reported to the</u> 	<p>Revision pursuant to TPEX' s latest published "Ethical Corporate Management Best Practice Principles for TWSE/TPEX Listed Companies" , specifying follow-up measures after investigations and undertakings regarding anonymous reportings.</p>
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	<p>actions due to their whistle-blowing.</p> <p>6. Whistle-blowing incentive measures.</p> <p>(Below omitted)</p>	<p>competent authority or referred to the judicial authority.</p> <p>4. Documentation of case acceptance, investigation processes, investigation results, and relevant documents.</p> <p>5. Confidentiality of the identity of whistle-blowers and the content of reported cases and undertakings regarding anonymous reportings.</p> <p>6. Measures for protecting whistle-blowers from inappropriate disciplinary actions due to their whistle-blowing.</p> <p>7. Whistle-blowing incentive measures.</p> <p>(Below omitted)</p>	
27	<p>The ethical corporate management best practice principles of each the company shall be implemented after the board of directors grants the approval, and shall be submitted to supervisors and reported at a shareholders' meeting. The same procedure shall be followed when the principles have been amended.</p> <p>For the company that has appointed any independent director, when the ethical corporate management best</p>	<p>The ethical corporate management best practice principles of the company shall be implemented after the board of directors grants the approval, and shall be reported at a shareholders' meeting. The same procedure shall be followed when the principles have been amended.</p> <p>When the ethical corporate management best practice principles are submitted for discussion by the board of directors pursuant to the</p>	Revision of implementation process.

	<p>practice principles are submitted for discussion by the board of directors pursuant to the preceding paragraph, the board of directors shall take into full consideration of each independent director's opinions. If an independent director objects to or expresses reservations about any matter, it shall be recorded in the minutes of the board of directors meeting. An independent director that cannot attend the board meeting in person to express objection or reservations shall provide a written opinion before the board meeting, unless there is some legitimate reason to do otherwise, and the opinion shall be specified in the minutes of the board of directors meeting.</p> <p>After the company establishes an audit committee, the provisions regarding supervisors in these Principles shall apply mutatis mutandis to the audit committee.</p>	<p>preceding paragraph, the board of directors shall take into full consideration of each independent director's opinions. If an independent director objects to or expresses reservations about any matter, it shall be recorded in the minutes of the board of directors meeting. An independent director that cannot attend the board meeting in person to express objection or reservations shall provide a written opinion before the board meeting, unless there is some legitimate reason to do otherwise, and the opinion shall be specified in the minutes of the board of directors meeting.</p>	
28	<p>The Procedures were enacted on March 20, 2014.</p> <p>The Procedures were revised on November 13, 2014.</p>	<p>The Procedures were enacted on March 20, 2014.</p> <p>The first amendment was made on November 13, 2014.</p> <p>The second amendment was made on November 7, 2019.</p>	<p>Adjustment on wordings and incorporating the date of latest amendment.</p>

Attachment 4

GlobalWafers Co., Ltd.

Codes of Ethical Conduct Comparison Chart

Article	Before	After	Remark
4	<p>The GWC staff shall perform their duties in an objective and efficient manner, avoid taking advantage of their position in the company to obtain improper benefits for below:</p> <ol style="list-style-type: none"> 1. Themselves or their spouse, parents, children, or relatives within the second degree of kinship. 2. Company or enterprise that will financially benefit from the abovementioned either directly or indirectly. 3. Company or enterprise of which <u>the director or manager</u> serve as a chairman, directors or authorizing managers. <p>The company shall pay special attention to loans of funds, provisions of guarantees, and major asset transactions or the purchase (or sale) of goods involving the affiliated enterprise at which a director or manager works.</p>	<p>The GWC staff shall perform their duties in an objective and efficient manner, avoid taking advantage of their position in the company to obtain improper benefits for below:</p> <ol style="list-style-type: none"> 1. Themselves or their spouse, parents, children, or relatives within the second degree of kinship. 2. Company or enterprise that will financially benefit from the abovementioned either directly or indirectly. 3. Company or enterprise of which <u>they</u> serve as a chairman, director, <u>independent director</u> or authorizing managers. <p>The company shall pay special attention to loans of funds, provisions of guarantees, and major asset transactions or the purchase (or sale) of goods involving the affiliated enterprise at which a director or manager works.</p> <p><u>The company shall offer appropriate means for directors, independent directors or managers to voluntarily disclose whether there is any potential conflict between them and the company; such means are specified as follows:</u></p> <ol style="list-style-type: none"> 1. <u>Directors or independent directors shall disclose to President's Office or to the manager of corporate governance.</u> 	<p>Revision pursuant to TPEX's published "Guidelines for the Adoption of Codes of Ethical Conduct for TWSE/TPEX Listed Companies".</p>

		<p>2. <u>Managers shall disclose to compliance section.</u></p> <p><u>Compliance section of the company shall promote the foregoing voluntary duty to disclose during training programs to directors, independent directors and managers.</u></p>	
5	<p>(Above omitted)</p> <p>When the company has an opportunity for profit, it is the responsibility of the GWC staff to maximize the reasonable and proper benefits that company can obtain.</p>	<p>(Above omitted)</p> <p>When the company has an opportunity for profit, it is the responsibility of the GWC staff to maximize the reasonable and proper benefits that company can obtain <u>with the premise that no additional risk is accompanied.</u></p>	Amendment to content.
16	<p>The Procedures were enacted on March 20, 2014.</p> <p>The Procedures were revised on November 13, 2014.</p> <p>The Procedures were revised on March 19, 2019.</p>	<p>The Procedures were enacted on March 20, 2014.</p> <p>The <u>first amendment was made</u> on November 13, 2014.</p> <p>The <u>second amendment was made</u> on March 19, 2019.</p> <p><u>The third amendment was made on November 7, 2019.</u></p>	Adjustment on wordings and incorporating the date of latest amendment.

Attachment 5

Independent Auditors' Report

To the Board of Directors of GlobalWafers Co., Ltd.:

Opinion

We have audited the consolidated financial statements of GlobalWafers Co., Ltd. and its subsidiaries ("the Group"), which comprise the consolidated balance sheets as of December 31, 2019 and 2018, the consolidated statements of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at December 31, 2019 and 2018, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with the Regulations on the Preparation of Financial Reports by Securities Issuers and with the International Financial Reporting Standards ("IFRSs"), International Accounting Standards ("IASs"), Interpretations developed by the International Financial Reporting Interpretations Committee ("IFRIC"), and the former Standing Interpretations Committee ("SIC") endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China.

Basis for Opinion

We conducted our audits in accordance with the Regulations Governing Auditing and Certification of Financial Statements by Certified Public Accountants and the auditing standards generally accepted in the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Certified Public Accountants Code of Professional Ethics in Republic of China ("the Code"), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audits of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. Based on our judgment, the key audit matters that should be disclosed in this audit report are as follows:

1. Revenue recognition

Please refer to note 4(15) "Revenue recognition" for accounting policy and note 6(22) "Revenue from contracts with customers" of the consolidated financial statements for further information.

Description of key audit matter:

The Group's revenues are derived from the sales of semiconductor materials and components. Revenue recognition is also dependent on whether the specified sales terms in each individual contract are met. In consideration of the high volume of sales transactions generated from world-wide operations, revenue recognition is one of the key areas our audit focused on.

How the matter was addressed in our audit:

In relation to the key audit matter above, we have performed certain key audit procedures that included understanding of revenue recognition policies and assessing whether revenue recognition policies are appropriate based on sales terms and revenue recognition criteria; understanding the design and process of implementation of internal controls and testing operating effectiveness; testing selected sales samples and agreeing to customer orders, delivery note and related documentation supporting sales recognition; testing sales cut-off, on a sample basis, for transactions incurred within a certain period before or after the balance sheet date by reviewing related sales terms, inspecting delivery documents, and other related supporting document to evaluate whether the revenue was recorded in proper period.

2. Impairment of goodwill

Please refer to the note 4(13) "Impairment of non-financial assets" for accounting policy, note 5 "Significant accounting assumptions and judgments, and major sources of estimation uncertainty" for impairment assessment, and note 6(9) "Intangible assets" for further details.

Description of key audit matter:

The Group is in a capital intensive industry, with goodwill arising from business combinations. Moreover, the Group operates in an industry in which the operations are easily influenced by various external factors, such as market conditions and governmental policies. Therefore, the assessment of impairment of goodwill is necessary. The assessment procedures, including identification of cash-generating units, valuation models, selection of key assumptions and calculations of recoverable cash inflows, depend on the management's subjective judgments, which contained uncertainty in accounting estimations. Consequently, this is one of the key areas in our audit.

How the matter was addressed in our audit:

In relation to the key audit matter above, we have performed certain key audit procedures that included assessing triggering events identified by management for impairment indicators existing in a cash-generating unit, assessing whether the assumptions used for evaluating the recoverable amount are reasonable; evaluating the achievement of prior year financial forecasts; inspecting the calculations of recoverable amounts; assessing the assumptions used for calculating recoverable amounts and cash flow projections; performing sensitivity analysis based on key factors; assessing whether the accounting policies for goodwill impairment and other relevant information have been appropriately disclosed.

Other Matter

GlobalWafers Co., Ltd. has additionally prepared its parent-company-only financial statements as of and for the years ended December 31, 2019 and 2018, on which we have issued an unqualified opinion.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and with the IFRSs, IASs, IFRIC, and SIC endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance (including the Audit Committee) are responsible for overseeing the Group's financial reporting process.

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the auditing standards generally accepted in the Republic of China will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with auditing standards generally accepted in the Republic of China, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

1. Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.

5. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partners on the audit resulting in this independent auditors' report are Cheng-Chien, Chen and An-Chih, Cheng.

KPMG

Taipei, Taiwan (Republic of China)

March 17, 2020

Notes to Readers

The accompanying consolidated financial statements are intended only to present the consolidated financial position, financial performance and cash flows in accordance with the accounting principles and practices generally accepted in the Republic of China and not those of any other jurisdictions. The standards, procedures and practices to audit such consolidated financial statements are those generally accepted and applied in the Republic of China.

The independent auditors' report and the accompanying consolidated financial statements are the English translation of the Chinese version prepared and used in the Republic of China. If there is any conflict between, or any difference in the interpretation of the English and Chinese language independent auditors' report and consolidated financial statements, the Chinese version shall prevail.

(English Translation of the Consolidated Financial Statements Originally Issued in Chinese)
GlobalWafers Co., Ltd. and subsidiaries

Consolidated Statements of Comprehensive Income
For the years ended December 31, 2019 and 2018

(Expressed in Thousands of New Taiwan Dollars, Except for Earnings Per Share)

		2019		2018	
		Amount	%	Amount	%
4000	Operating revenue (notes 6(22) and 7)	\$ 58,094,331	100	59,063,510	100
5000	Operating costs (notes 6(5), (23) and 7)	<u>35,247,610</u>	<u>61</u>	<u>36,764,666</u>	<u>62</u>
	Gross profit from operations	<u>22,846,721</u>	<u>39</u>	<u>22,298,844</u>	<u>38</u>
	Operating expenses (notes 6(23) and 7):				
6100	Selling expenses	1,193,223	2	1,259,718	2
6200	Administrative expenses	2,040,734	3	1,810,251	3
6300	Research and development expenses	1,710,801	3	1,650,559	3
6450	Expected credit losses (note 6(4))	<u>4,742</u>	<u>-</u>	<u>265</u>	<u>-</u>
	Total operating expenses	<u>4,949,500</u>	<u>8</u>	<u>4,720,793</u>	<u>8</u>
	Net operating income	<u>17,897,221</u>	<u>31</u>	<u>17,578,051</u>	<u>30</u>
	Non-operating income and expenses:				
7010	Interest income	723,336	1	464,012	1
7020	Other gains and losses, net (notes 6(24) and 7)	5,022	-	319,317	-
7050	Interest expense	<u>(71,714)</u>	<u>-</u>	<u>(108,013)</u>	<u>-</u>
		<u>656,644</u>	<u>1</u>	<u>675,316</u>	<u>1</u>
	Income before income tax	18,553,865	32	18,253,367	31
7950	Income tax expense (note 6(18))	<u>4,918,209</u>	<u>9</u>	<u>4,619,596</u>	<u>8</u>
	Net income	<u>13,635,656</u>	<u>23</u>	<u>13,633,771</u>	<u>23</u>
8300	Other comprehensive income:				
8310	Items that may not be reclassified subsequently to profit or loss:				
8311	Gains (losses) on remeasurements of defined benefit plans (note 6(17))	179,553	-	(251,429)	-
8316	Unrealized gains (losses) from investments in equity instruments measured at fair value through other comprehensive income	27,542	-	16,435	-
8349	Income tax related to components of other comprehensive income that will not be reclassified to profit or loss (note 6(18))	<u>120,951</u>	<u>-</u>	<u>(68,152)</u>	<u>-</u>
		<u>86,144</u>	<u>-</u>	<u>(166,842)</u>	<u>-</u>
8360	Items that may be reclassified subsequently to profit or loss:				
8361	Exchange differences on translation of foreign operations	(1,503,580)	(2)	854,780	1
8370	Share of other comprehensive income of associates and joint ventures accounted for using equity method (note 6(6))	275,843	-	(149,269)	-
8399	Income tax related to components of other comprehensive income that will be reclassified to profit or loss (note 6(18))	<u>(300,404)</u>	<u>(1)</u>	<u>107,421</u>	<u>-</u>
		<u>(927,333)</u>	<u>(1)</u>	<u>598,090</u>	<u>1</u>
8300	Other comprehensive income (after tax)	<u>(841,189)</u>	<u>(1)</u>	<u>431,248</u>	<u>1</u>
	Total comprehensive income	<u>\$ 12,794,467</u>	<u>22</u>	<u>14,065,019</u>	<u>24</u>
	Net income attributable to:				
	Shareholders of GlobalWafers Co., Ltd	\$ 13,644,095	23	13,630,673	23
	Non-controlling interests	<u>(8,439)</u>	<u>-</u>	<u>3,098</u>	<u>-</u>
		<u>\$ 13,635,656</u>	<u>23</u>	<u>13,633,771</u>	<u>23</u>
	Total comprehensive income attributable to:				
	Shareholders of GlobalWafers Co., Ltd	\$ 12,804,463	22	14,055,257	24
	Non-controlling interests	<u>(9,996)</u>	<u>-</u>	<u>9,762</u>	<u>-</u>
		<u>\$ 12,794,467</u>	<u>22</u>	<u>14,065,019</u>	<u>24</u>
	Earnings per share (NT dollars) (note 6(21))				
	Basic earnings per share	<u>\$ 31.35</u>		<u>31.18</u>	
	Diluted earnings per share	<u>\$ 31.21</u>		<u>31.04</u>	

(English Translation of the Consolidated Financial Statements Originally Issued in Chinese)

GlobalWafers Co., Ltd. and subsidiaries

Consolidated Statements of Changes in Equity

For the years ended December 31, 2019 and 2018

(Expressed in Thousands of New Taiwan Dollars)

Equity attributable to shareholders of GlobalWafers Co., Ltd.

	Retained earnings						Other equity interest					Non-controlling interests	Total equity	
	Ordinary shares	Capital surplus	Legal reserve	Special reserve	Unappropriated retained earnings	Total retained earnings	Gains (losses)			Treasury shares	Total other equity interest			
							Exchange differences on translation of foreign financial statements	from equity instrument measured at fair value through other comprehensive income	Unrealized gains (losses) on available-for-sale financial assets					
Balance at January 1, 2018	\$ 4,372,500	24,772,805	813,639	350,635	5,693,255	6,857,529	(2,069,569)	-	112,663	(1,956,906)	-	34,045,928	8,478	34,054,406
Effects of retrospective application of new accounting standards	-	-	-	-	-	-	-	100,409	(112,663)	(12,254)	-	(12,254)	-	(12,254)
Balance at January 1, 2018 after adjustments	4,372,500	24,772,805	813,639	350,635	5,693,255	6,857,529	(2,069,569)	100,409	-	(1,969,160)	-	34,033,674	8,478	34,042,152
Net income for the year	-	-	-	-	13,630,673	13,630,673	-	-	-	-	-	13,630,673	3,098	13,633,771
Other comprehensive income for the year	-	-	-	-	(183,277)	(183,277)	740,695	(132,834)	-	607,861	-	424,584	6,664	431,248
Comprehensive income for the year	-	-	-	-	13,447,396	13,447,396	740,695	(132,834)	-	607,861	-	14,055,257	9,762	14,065,019
Appropriation and distribution of retained earnings:														
Legal reserve	-	-	527,472	-	(527,472)	-	-	-	-	-	-	-	-	-
Special reserve	-	-	-	782,961	(782,961)	-	-	-	-	-	-	-	-	-
Cash dividends on ordinary shares	-	-	-	-	(4,372,500)	(4,372,500)	-	-	-	-	-	(4,372,500)	-	(4,372,500)
Increase in treasury stock	-	-	-	-	-	-	-	-	-	-	(576,779)	(576,779)	-	(576,779)
Difference between consideration and the carrying amount of subsidiaries acquired or disposed	-	(197)	-	-	-	-	-	-	-	-	-	(197)	(1,582)	(1,779)
Balance at December 31, 2018	4,372,500	24,772,608	1,341,111	1,133,596	13,457,718	15,932,425	(1,328,874)	(32,425)	-	(1,361,299)	(576,779)	43,139,455	16,658	43,156,113
Net income for the year	-	-	-	-	13,644,095	13,644,095	-	-	-	-	-	13,644,095	(8,439)	13,635,656
Other comprehensive income for the year	-	-	-	-	58,602	58,602	(1,201,619)	303,385	-	(898,234)	-	(839,632)	(1,557)	(841,189)
Comprehensive income for the year	-	-	-	-	13,702,697	13,702,697	(1,201,619)	303,385	-	(898,234)	-	12,804,463	(9,996)	12,794,467
Appropriation and distribution of retained earnings:														
Legal reserve	-	-	1,345,772	-	(1,345,772)	-	-	-	-	-	-	-	-	-
Cash dividends on ordinary shares	-	-	-	-	(10,880,925)	(10,880,925)	-	-	-	-	-	(10,880,925)	-	(10,880,925)
Disposal of investments in equity instruments designated at fair value through other comprehensive income	-	-	-	-	31,723	31,723	-	(31,723)	-	(31,723)	-	-	-	-
Difference between consideration and the carrying amount of investment in associates acquired or disposed	-	4,063	-	-	-	-	-	-	-	-	-	4,063	-	4,063
Difference between consideration and the carrying amount of subsidiaries acquired or disposed	-	(41)	-	-	-	-	-	-	-	-	-	(41)	(427)	(468)
Balance at December 31, 2019	\$ 4,372,500	24,776,630	2,686,883	1,133,596	14,965,441	18,785,920	(2,530,493)	239,237	-	(2,291,256)	(576,779)	45,067,015	6,235	45,073,250

(English Translation of the Consolidated Financial Statements Originally Issued in Chinese)

GlobalWafers Co., Ltd. and subsidiaries
Consolidated Statements of Cash Flows
For the years ended December 31, 2019 and 2018
(Expressed in Thousands of New Taiwan Dollars)

	2019	2018
Cash flows from operating activities:		
Income before income tax	\$ 18,553,865	18,253,367
Adjustments:		
Adjustments to reconcile profit (loss):		
Depreciation expenses	4,380,511	4,460,291
Amortization expenses	364,830	354,779
Expected credit losses	4,742	265
Net loss (gain) on financial assets or liabilities at fair value through profit or loss	286,218	(55,950)
Interest expense	71,714	108,013
Interest income	(723,336)	(464,012)
Dividend income	(4,137)	(1,077)
Shares of profit of associates accounted for using equity method	(20,331)	(14,439)
Loss on disposal of intangible assets	1,141	-
Loss (gain) on disposal of property, plant and equipment	7,992	(124,083)
Provision for (reversal of) inventory valuation	123,286	(62,627)
Total adjustments	4,492,630	4,201,160
Changes in operating assets and liabilities:		
Notes and accounts receivable (including related parties)	1,081,878	(1,356,799)
Inventories	74,794	359,447
Prepayments for purchase of materials	(499,072)	339,011
Other current assets	(293,365)	(275,810)
Other financial assets	100,841	(516,113)
Total changes in operating assets	465,076	(1,450,264)
Contract liabilities	(1,978,993)	14,839,499
Notes and accounts payable (including related parties)	(1,032,964)	600,953
Provisions	(1,544)	(89,888)
Net defined benefit liabilities	(3,253)	37,537
Other operating liabilities	(475,528)	949,627
Total changes in operating liabilities	(3,492,282)	16,337,728
Total changes in operating assets and liabilities	(3,027,206)	14,887,464
Total adjustments	1,465,424	19,088,624
Cash inflow generated from operations	20,019,289	37,341,991
Interest received	747,584	428,181
Dividends received	4,137	1,077
Interest paid	(67,369)	(129,754)
Income taxes paid	(3,314,743)	(1,462,773)
Net cash flows from operating activities	17,388,898	36,178,722

(Continued)

(English Translation of the Consolidated Financial Statements Originally Issued in Chinese)
GlobalWafers Co., Ltd. and subsidiaries

Consolidated Statements of Cash Flows(Continued)

For the years ended December 31, 2019 and 2018

(Expressed in Thousands of New Taiwan Dollars)

	2019	2018
Cash flows from investing activities:		
Proceeds from capital reduction of financial assets at fair value through other comprehensive income	-	8,732
Proceeds from disposal of financial assets at fair value through other comprehensive income	79,178	-
Acquisition of financial assets at fair value through other comprehensive income	-	(71,470)
Proceeds from disposal of financial assets at fair value through profit or loss	95,901	-
Acquisition of financial assets at fair value through profit or loss	(1,907,850)	(98,853)
Acquisition of investments accounted for using equity method	(109,760)	-
Cash dividends from investments accounted for using equity method	16,510	5,350
Acquisition of property, plant and equipment	(7,602,947)	(6,696,362)
Proceeds from disposal of property, plant and equipment	75,718	414,284
Decrease (increase) in other financial assets	(3,081,247)	70,154
Net cash flows used in investing activities	(12,434,497)	(6,368,165)
Cash flows from financing activities:		
Increase (decrease) in short-term borrowings	4,844,000	(5,082,365)
Increase in long-term borrowings	-	430,000
Repayments of long-term borrowings	(430,000)	(4,276,333)
Increase (decrease) in guarantee deposits received	(145,941)	17,858
Payment of lease liabilities	(171,013)	-
Cash dividends paid	(10,880,925)	(4,372,500)
Cost of increase in treasury stock	-	(482,609)
Change in non-controlling interests	(468)	(1,779)
Net cash flows used in financing activities	(6,784,347)	(13,767,728)
Effect of exchange rate changes on cash and cash equivalents	(562,865)	377,132
Net increase (decrease) in cash and cash equivalents	(2,392,811)	16,419,961
Cash and cash equivalents at beginning of period	35,214,323	18,794,362
Cash and cash equivalents at end of period	\$ 32,821,512	35,214,323

Independent Auditors' Report

To the Board of Directors of GlobalWafers Co., Ltd.:

Opinion

We have audited the parent company only financial statements of GlobalWafers Co., Ltd., ("The Company") which comprise the balance sheets as of December 31, 2019 and 2018, the statements of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the parent company only financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying parent company only financial statements present fairly, in all material respects, the parent company only financial position as of December 31, 2019 and 2018, and its parent company only financial performance and its parent company only cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers

Basis for Opinion

We conducted our audits in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants and the auditing standards generally accepted in the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Parent Company Only Financial Statements section of our report. We are independent of the Company in accordance with the Certified Public Accountants Code of Professional Ethics in Republic of China ("the Code"), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis of our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the parent company only financial statements of the current period. These matters were addressed in the context of our audits of the parent company only financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. Based on our judgment, the key audit matters that should be disclosed in this audit report are as follows:

1. Revenue recognition

Please refer to note 4 (14) "Revenue recognition" for accounting policy and note 6 (19) "Revenue from contracts with customers" of the Parent company only financial statements for further information.

Description of key audit matter:

The Company's revenues are derived from the sales of semiconductor materials and components. Revenue recognition is also dependent on whether the specified sales terms in each individual contract are met. In consideration of the high volume of sales transactions generated from world-wide operations, revenue recognition is one of the key areas our audit focused on.

How the matter was addressed in our audit:

In relation to the key audit matter above, we have performed certain key audit procedures that included understanding of revenue recognition policies and assessing whether revenue recognition policies are appropriate based on sales terms and revenue recognition criteria; understanding the design and process of implementation of internal controls and testing operating effectiveness; testing selected sales samples and agreeing to customer orders, delivery note and related documentation supporting sales recognition; testing sales cut-off, on a sample basis, for transactions incurred within a certain period before or after the balance sheet date by reviewing related sales terms, inspecting delivery documents, and other related supporting document to evaluate whether the revenue was recorded in proper period.

2. Evaluation of investments accounted for using equity method

Please refer to the note 4 (9) "Investments in subsidiaries" for accounting policy, note 5 for accounting assumptions and estimation uncertainty, and note 6 (6) for further evaluation details.

Description of key audit matter:

The investments accounted for using equity method of the Company mainly arise from business combinations. Moreover, the impairment evaluation of goodwill is influenced by market conditions and governmental policies, it causes the uncertainty on the recoverable amount of goodwill. Therefore, investments accounted for using equity method is one of the key areas in our audit.

How the matter was addressed in our audit:

In relation to the key audit matter above, we have performed certain key audit procedures that included assessing triggering events identified by management for impairment indicators existing in a cash-generating unit, assessing whether the assumptions used for evaluating the recoverable amount are reasonable; evaluating the achievement of prior year financial forecasts; inspecting the calculations of recoverable amounts; assessing the assumptions used for calculating recoverable amounts and cash flow projections; performing sensitivity analysis based on key factors.

Responsibilities of Management and Those Charged with Governance for the Parent company only Financial Statements

Management is responsible for the preparation and fair presentation of the parent company only financial statements in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers, and for such internal control as management determines is necessary to enable the preparation of parent company only financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the parent company only financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance (including the Audit Committee) are responsible for overseeing the Company's financial reporting process.

Auditors' Responsibilities for the Audit of the Parent company only Financial Statements

Our objectives are to obtain reasonable assurance about whether the parent company only financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the auditing standards generally accepted in the Republic of China will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these parent company only financial statements.

As part of an audit in accordance with auditing standards generally accepted in the Republic of China, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

1. Identify and assess the risks of material misstatement of the parent company only financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the parent company only financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.

5. Evaluate the overall presentation, structure and content of the parent company only financial statements, including the disclosures, and whether the parent company only financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the parent company only financial statements. We are responsible for the direction, supervision and performance of the Company audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the parent company only financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partners on the audit resulting in this independent auditors' report are Cheng-Chien, Chen and An-Chih, Cheng.

KPMG

Taipei, Taiwan (Republic of China)

March 17, 2020

Notes to Readers

The accompanying parent company only financial statements are intended only to present the parent company only financial position, financial performance and cash flows in accordance with the accounting principles and practices generally accepted in the Republic of China and not those of any other jurisdictions. The standards, procedures and practices to audit such parent company only financial statements are those generally accepted and applied in the Republic of China.

The independent auditors' report and the accompanying parent company only financial statements are the English translation of the Chinese version prepared and used in the Republic of China. If there is any conflict between, or any difference in the interpretation of the English and Chinese language independent auditors' report and parent company only financial statements, the Chinese version shall prevail.

(English Translation of the Parent Company Only Financial Statements Originally Issued in Chinese)
GlobalWafers Co., Ltd.

Parent Company Only Statements of Comprehensive Income

For the years ended December 31, 2019 and 2018

(Expressed in Thousands of New Taiwan Dollars, Except for Earnings Per Share)

		2019		2018	
		Amount	%	Amount	%
4000	Operating revenue (notes 6(19) and 7)	\$ 12,456,803	100	13,740,705	100
5000	Operating costs (notes 6(5), (20) and 7)	7,616,254	61	8,867,735	65
	Gross profit from operations	4,840,549	39	4,872,970	35
	Operating expenses (notes 6(20) and 7):				
6100	Selling expenses	149,108	1	227,070	2
6200	Administrative expenses	473,170	4	218,393	2
6300	Research and development expenses	622,864	5	545,264	3
6450	Expected credit losses (note 6(4))	851	-	411	-
	Total operating expenses	1,245,993	10	991,138	7
	Net operating income	3,594,556	29	3,881,832	28
	Non-operating income and expenses:				
7010	Interest income	37,222	-	50,068	-
7020	Other gains and losses, net (notes 6(21) and 7)	(51,637)	(1)	226,271	2
7050	Interest expense (note 7)	(153,373)	(1)	(188,224)	(1)
7375	Share of gains of subsidiaries, associates and joint ventures accounted for using equity method (Note 6 (6))	12,039,142	97	12,124,336	88
		11,871,354	95	12,212,451	89
	Income before income tax	15,465,910	124	16,094,283	117
7950	Income tax expense (note 6 (15))	1,821,815	15	2,463,610	18
	Net income	13,644,095	109	13,630,673	99
8300	Other comprehensive income:				
8310	Items that may not be reclassified subsequently to profit or loss:				
8311	Gains (losses) on remeasurements of defined benefit plans	(4,156)	-	(9,153)	-
8316	Unrealized gains (losses) from investments in equity instruments measured at fair value through other comprehensive income	27,542	-	16,435	-
8330	Share of other comprehensive income of subsidiaries, associates and joint ventures accounted for using equity method	80,810	1	(203,007)	(1)
8349	Income tax related to components of other comprehensive income that will not be reclassified to profit or loss (note 6(15))	18,052	-	28,883	-
		86,144	1	(166,842)	(1)
8360	Items that may be reclassified subsequently to profit or loss:				
8361	Exchange differences on translation of foreign operations	(1,502,023)	(12)	848,116	6
8380	Share of other comprehensive income of associates and joint ventures accounted for using equity method	275,843	2	(149,269)	(1)
8399	Income tax related to components of other comprehensive income that will be reclassified to profit or loss (note 6(15))	(300,404)	(2)	(107,421)	1
		(925,776)	(8)	591,426	4
8300	Other comprehensive income (after tax)	(839,632)	(7)	424,584	3
	Total comprehensive income	\$ 12,804,463	102	14,055,257	102
	Earnings per share (NT dollars) (note 6 (18))				
9750	Basic earnings per share	\$	31.35	\$	31.18
9850	Diluted earnings per share	\$	31.21	\$	31.04

(English Translation of the Parent Company Only Financial Statements Originally Issued in Chinese)
GlobalWafers Co., Ltd.

Parent Company Only Statements of Changes in Equity

For the years ended December 31, 2019 and 2018

(Expressed in Thousands of New Taiwan Dollars)

	Retained earnings						Other equity interest					Treasury shares	Total equity
	Ordinary shares	Capital surplus	Legal reserve	Special reserve	Unappropriated retained earnings	Total retained earnings	Gains (losses)		Unrealized gains (losses) on available-for-sale financial assets	Total other equity interest			
							Exchange differences on translation of foreign financial statements	from equity instrument measured at fair value through other comprehensive income					
Balance at January 1, 2018	\$ 4,372,500	24,772,805	813,639	350,635	5,693,255	6,857,529	(2,069,569)	-	112,663	(1,956,906)	-	34,045,928	
Effects of retrospective application of new accounting standards	-	-	-	-	-	-	-	100,409	(112,663)	(12,254)	-	(12,254)	
Balance at January 1, 2018 after adjustments	4,372,500	24,772,805	813,639	350,635	5,693,255	6,857,529	(2,069,569)	100,409	-	(1,969,160)	-	34,033,674	
Net income for the year	-	-	-	-	13,630,673	13,630,673	-	-	-	-	-	13,630,673	
Other comprehensive income for the year	-	-	-	-	(183,277)	(183,277)	740,695	(132,834)	-	607,861	-	424,584	
Comprehensive income for the year	-	-	-	-	13,447,396	13,447,396	740,695	(132,834)	-	607,861	-	14,055,257	
Appropriation and distribution of retained earnings:													
Legal reserve	-	-	527,472	-	(527,472)	-	-	-	-	-	-	-	
Special reserve	-	-	-	782,961	(782,961)	-	-	-	-	-	-	-	
Cash dividends on ordinary shares	-	-	-	-	(4,372,500)	(4,372,500)	-	-	-	-	-	(4,372,500)	
Increase in treasury stock	-	-	-	-	-	-	-	-	-	-	(576,779)	(576,779)	
Difference between consideration and the carrying amount of subsidiaries acquired or disposed	-	(197)	-	-	-	-	-	-	-	-	-	(197)	
Balance at December 31, 2018	4,372,500	24,772,608	1,341,111	1,133,596	13,457,718	15,932,425	(1,328,874)	(32,425)	-	(1,361,299)	(576,779)	43,139,455	
Net income for the year	-	-	-	-	13,644,095	13,644,095	-	-	-	-	-	13,644,095	
Other comprehensive income for the year	-	-	-	-	58,602	58,602	(1,201,619)	303,385	-	(898,234)	-	(839,632)	
Comprehensive income for the year	-	-	-	-	13,702,697	13,702,697	(1,201,619)	303,385	-	(898,234)	-	12,804,463	
Appropriation and distribution of retained earnings:													
Legal reserve	-	-	1,345,772	-	(1,345,772)	-	-	-	-	-	-	-	
Cash dividends on ordinary shares	-	-	-	-	(10,880,925)	(10,880,925)	-	-	-	-	-	(10,880,925)	
Disposal of investments in equity instruments designated at fair value through other comprehensive income	-	-	-	-	31,723	31,723	-	(31,723)	-	(31,723)	-	-	
Difference between consideration and the carrying amount of investment in associates acquired or disposed	-	4,063	-	-	-	-	-	-	-	-	-	4,063	
Difference between consideration and the carrying amount of subsidiaries acquired or disposed	-	(41)	-	-	-	-	-	-	-	-	-	(41)	
Balance at December 31, 2019	\$ 4,372,500	24,776,630	2,686,883	1,133,596	14,965,441	18,785,920	(2,530,493)	239,237	-	(2,291,256)	(576,779)	45,067,015	

(English Translation of the Parent Company Only Financial Statements Originally Issued in Chinese)
GlobalWafers Co., Ltd.

Parent Company Only Statements of Cash Flows
For the years ended December 31, 2019 and 2018
(Expressed in Thousands of New Taiwan Dollars)

	2019	2018
Cash flows from operating activities:		
Income before income tax	\$ 15,465,910	16,094,283
Adjustments:		
Adjustments to reconcile profit (loss):		
Depreciation expenses	197,206	149,974
Amortization expenses	317,931	317,931
Expected credit losses	851	411
Net loss (gain) on financial assets or liabilities at fair value through profit or loss	287,032	(71,962)
Interest expense	153,373	188,224
Interest income	(37,222)	(50,068)
Dividend income	(4,137)	(1,077)
Shares of profit of associates accounted for using equity method	(11,838,621)	(12,098,939)
Loss (gain) on disposal of property, plant and equipment	349	(1,747)
Provision for (reversal of) inventory valuation	13,727	5,784
Total adjustments	(10,909,511)	(11,561,469)
Changes in operating assets and liabilities:		
Notes and accounts receivable (including related parties)	775,505	(1,379,687)
Inventories	299,764	354,486
Prepayments for purchase of materials	113,260	66,828
Other operating assets	8,910	3,276
Total changes in operating assets	1,197,439	(955,097)
Contract liabilities	(1,352,578)	440,485
Notes and accounts payable (including related parties)	(768,082)	969,254
Net defined benefit liabilities	(6,146)	(16,085)
Other operating liabilities	320,897	438,096
Total changes in operating liabilities	(1,805,909)	1,831,750
Total changes in operating assets and liabilities	(608,470)	876,553
Total adjustments	(11,517,981)	(10,684,816)
Cash inflow generated from operations	3,947,929	5,409,467
Interest received	37,733	48,977
Dividends received	4,137	1,077
Interest paid	(149,314)	(189,412)
Income taxes paid	(1,315,543)	(280,696)
Net cash flows from operating activities	2,524,942	4,989,413

(Continued)

(English Translation of the Parent Company Only Financial Statements Originally Issued in Chinese)
GlobalWafers Co., Ltd.

Parent Company Only Statements of Cash Flows(Continued)

For the years ended December 31, 2019 and 2018

(Expressed in Thousands of New Taiwan Dollars)

	<u>2019</u>	<u>2018</u>
Cash flows from investing activities:		
Proceeds from capital reduction of financial assets at fair value through other comprehensive income	-	8,732
Proceeds from disposal of financial assets at fair value through other comprehensive income	79,178	-
Acquisition of financial assets at fair value through other comprehensive income	-	(71,470)
Proceeds from disposal of financial assets at fair value through profit or loss	95,901	-
Acquisition of financial assets at fair value through profit or loss	(31,194)	(98,853)
Acquisition of investments accounted for using equity method	(109,913)	(1,779)
Proceeds from return of capital of subsidiaries and cash dividends received from subsidiaries	5,145,843	8,539,547
Cash dividends from investments accounted for using equity method	16,510	5,350
Acquisition of property, plant and equipment	(205,543)	(812,481)
Proceeds from disposal of property, plant and equipment	459	11,823
Decrease (increase) in refundable deposit	11	(11)
Decrease (increase) in other financial assets	(2,998,204)	84,869
Net cash flows used in investing activities	<u>1,993,048</u>	<u>7,665,727</u>
Cash flows from financing activities:		
Increase (decrease) in short-term borrowings	4,844,000	(5,079,350)
Increase in long-term borrowings	-	430,000
Repayments of long-term borrowings	(430,000)	(4,276,333)
Increase in account payables to related parties	667,000	3,380,400
Payment of the principal portion of lease liabilities	(7,424)	-
Cash dividends paid	(10,880,925)	(4,372,500)
Cost of increase in treasury stock	-	(482,609)
Net cash flows used in financing activities	<u>(5,807,349)</u>	<u>(10,400,392)</u>
Net increase (decrease) in cash and cash equivalents	(1,289,359)	2,254,748
Cash and cash equivalents at beginning of period	<u>3,356,684</u>	<u>1,101,936</u>
Cash and cash equivalents at end of period	<u>\$ 2,067,325</u>	<u>3,356,684</u>

Attachment 6

GlobalWafers Co., Ltd.

Earnings Distribution Statement Year 2019

Items	(Unit: NTD) Amount
Beginning unappropriated retained earnings	1,231,020,361
Plus : Net income of 2019	13,644,095,204
Plus : Current change on defined benefits remeasurements.	58,602,065
Plus : Disposal on equity instruments at fair value through other comprehensive profit or loss	31,723,095
Minus: Provision as legal reserve	(1,373,442,036)
Minus: Provision as special reserve	(1,157,658,995)
Earnings available for distribution	12,434,339,694
Item of distribution:	
Minus: Share dividends - cash* ¹	(9,575,214,000)
Ending unappropriated earnings	2,859,125,694

Note 1: To be distributed through unappropriated earnings, share dividends NT\$ 9,575,214,000 are issued in cash, cash dividend is NT\$22 per share.

Chairperson:



President:



Chief Account:



Attachment 7

GlobalWafers Co., Ltd.

Articles of Incorporation Comparison Chart

Article	Before	After	Remark
7	<p><u>The share certificates of the Company shall all be name-bearing share certificates and signed or sealed by no less than three directors.</u></p> <p><u>The share certificates shall be issued after being certified by authority concerned or its approved certificate organizations.</u></p> <p>The Company may not print share certificates for <u>the new issuance</u>. Registers of share certificates shall contact the share certificates' depository and clearing organizations and follow the regulations of that enterprise.</p>	<p>The Company may not print share certificates for <u>the issuance</u>. Registers of share certificates shall contact the share certificates' depository and clearing organizations and follow the regulations of that enterprise.</p>	Amend the article to be consistent with Company Act and actual practice
30		<p><u>The surplus earning distribution or loss off-setting proposal is to be proposed at the close of each half fiscal year.</u></p>	Amend the surplus earning distribution or loss off-setting frequency as half a year
30-1		<p><u>The proposal of surplus earning distribution or loss off-setting for the half fiscal year, together with the business report and financial statements, shall be forwarded to the audit committee for their auditing, and afterwards be submitted to the board of directors for approval.</u></p> <p><u>If the company distributes surplus earning in the form of cash in accordance with the above provision</u></p>	Amend the surplus earning distribution or loss off-setting frequency as half a year

		<p>shall be approved by a meeting of the board of directors.</p> <p>If such surplus earning is distributed in the form of new shares issued by the company, it shall be approved by the shareholder meeting then distribute.</p>	
30-2	<p>(30)</p> <p>Upon the closing of each fiscal year, the Board of Directors shall prepare the following documents and present it at a regular meeting of shareholders for acknowledgement in compliance with legal procedure.</p> <ul style="list-style-type: none"> i. Business report ii. Financial statements iii. Proposal of earning distribution or loss coverage. 	<p>(30-2)</p> <p>Upon the closing of each fiscal year, the Board of Directors shall prepare the following documents and present it at a regular meeting of shareholders for acknowledgement in compliance with legal procedure.</p> <ul style="list-style-type: none"> i. Business report ii. Financial statements iii. Proposal of earning distribution or loss coverage. 	Adjust order
35	<p>This articles of Incorporation is established on June 17th, 2011 (Omit)</p> <p>The 9th amendment on June 25th, 2018</p> <p>The 10th amendment on June 25th, 2019</p> <p>Implement after approvals from the meeting of stockholders</p>	<p>This articles of Incorporation is established on June 17th, 2011 (Omit)</p> <p>The 9th amendment on June 25th, 2018</p> <p>The 10th amendment on June 25th, 2019</p> <p>The 11th amendment on June 23th, 2020</p> <p>Implement after approvals from the meeting of stockholders</p>	Add amendment date

Attachment 8

GlobalWafers Co., Ltd.

Procedures for Endorsement and Guarantee Comparison Chart

Article	Before	After	Remark
6	<p>Amount The amount of endorsement/guarantee provided by the Company is subject to the following limits:</p> <ol style="list-style-type: none"> 1 The aggregate amount of endorsement/guarantee provided by the Company is limited to 300% of its net worth specified in the latest financial statement. 2 The amount of endorsement/guarantee for one single company provided by the Company is limited to 10% of its net worth specified in the latest financial statement. However, the amount of endorsement/guarantee for any subsidiaries is limited to <u>100%</u> of its net worth. 3 The limits of the Company and its subsidiaries' endorsement/guarantee to any single enterprise shall not exceed 1,000% of the Company's net worth specified in the latest financial statement. 4 For endorsement /guarantee deriving from business relations, the amount provided to any single party shall not exceed the total business amount between the party and the Company in the most recent year or over the 	<p>Amount The amount of endorsement/guarantee provided by the Company is subject to the following limits:</p> <ol style="list-style-type: none"> 1 The aggregate amount of endorsement/guarantee provided by the Company is limited to 300% of its net worth specified in the latest financial statement. 2 The amount of endorsement/guarantee for one single company provided by the Company is limited to 10% of its net worth specified in the latest financial statement. However, the amount of endorsement/guarantee for any subsidiaries is limited to <u>300%</u> of its net worth. 3 The limits of the Company and its subsidiaries' endorsement/guarantee to any single enterprise shall not exceed 1,000% of the Company's net worth specified in the latest financial statement. 4 For endorsement /guarantee deriving from business relations, the amount provided to any single party shall not exceed the total business amount between the party and the Company in the most recent year or over the 	Amend amount of endorsement/guarantee of single subsidiary to cope with group operation and subsidiary management

	<p>twelve-month period before the extension of endorsement/guarantee. Business amount refers to the total purchase or sales whichever is higher. If the business relation between the party and the Company is not sales/purchase, both parties shall sign contract and the amount of endorsement/guarantee shall not exceed the total amount of that contract.</p> <p>The net value mentioned above is subject to the data in the financial statements most recently reviewed by the CPA.</p>	<p>twelve-month period before the extension of endorsement/guarantee. Business amount refers to the total purchase or sales whichever is higher. If the business relation between the party and the Company is not sales/purchase, both parties shall sign contract and the amount of endorsement/guarantee shall not exceed the total amount of that contract.</p> <p>The net value mentioned above is subject to the data in the financial statements most recently reviewed by the CPA.</p>	
7	<p>Authorization</p> <p>Any endorsement/guarantee provided by the Company shall be approved <u>beforehand by the Board of Directors</u>. A pre-determined limit of US\$1 million to single enterprise is delegated to the Chairperson by the Board of Directors to facilitate execution. Such endorsement/guarantee shall be reported to the most upcoming Board Meeting for ratification.</p> <p>If the Company needs to provide endorsement/guarantee exceeding the amount permitted in the Article 6 in the Procedure owing to operation necessity, provided that the prior approval from the Board of the Directors is obtained, and more than half of the directors shall be the joint guarantors for the loss of the company resulting from the amount in excess of the permitted endorsement/guarantee amount. The Company shall also revise the Procedure accordingly and submit</p>	<p>Authorization</p> <p>Any endorsement/guarantee provided by the Company shall <u>require the approval of one-half or more of all audit committee members, and furthermore shall be submitted for a resolution by the board of directors, if the approval of one-half or more of all audit committee members as required is not obtained, the endorsement/guarantee may be implemented if approved by two-thirds or more of all directors, and the resolution of the audit committee shall be recorded in the minutes of the board of directors meeting</u>. A pre-determined limit of US\$1 million to single enterprise is delegated to the Chairperson by the Board of Directors to facilitate execution. Such endorsement/guarantee shall be reported to the most upcoming Board Meeting for ratification.</p>	<p>Amend the article pursuant to Article 8 of “Regulations Governing Loaning of Funds and Making of Endorsements /Guarantees by Public Companies ”; regulate the authorization limit of the o the subsidiaries in which the Company holds 100% of the voting shares to cope with</p>

	<p>it to the Shareholders Meeting for ratification. If the Shareholders Meeting does not pass the resolution for ratification, the company shall adopt a plan to discharge the amount in excess within a certain period.</p> <p><u>If the Company has independent Directors, the Board shall fully take each individual director's opinions into consideration and record each director's reasons for pros and cons in the minutes when the company provides endorsement and/or guarantee to outside parties.</u></p> <p>Before each of the companies, in which the Company holds more than 90% voting shares directly or indirectly, may make endorsements and/or guarantees for each other in accordance of Article 4, item 2, the proposal shall be submitted to the Board of Directors for approval. The limits to the companies in which the Company holds 100% of the voting shares directly or indirectly do not follow the same rule.</p>	<p><u>The limit of the above authorization is US\$10 million to the subsidiaries in which the Company holds 100% of the voting shares directly or indirectly.</u></p> <p>If the Company needs to provide endorsement/guarantee exceeding the amount permitted in the Article 6 in the Procedure owing to operation necessity, provided that the prior approval from the Board of the Directors is obtained, and more than half of the directors shall be the joint guarantors for the loss of the company resulting from the amount in excess of the permitted endorsement/guarantee amount. The Company shall also revise the Procedure accordingly and submit it to the Shareholders Meeting for ratification. If the Shareholders Meeting does not pass the resolution for ratification, the company shall adopt a plan to discharge the amount in excess within a certain period.</p> <p>Before each of the companies, in which the Company holds more than 90% voting shares directly or indirectly, may make endorsements and/or guarantees for each other in accordance of Article 4, item 2, the proposal shall be submitted to the Board of Directors for approval <u>in compliance with paragraph 1.</u> The limits to the companies in which the Company holds 100% of the voting shares directly or indirectly do not follow the same rule.</p>	<p>group operation and subsidiary management</p>
<p>16</p>	<p>The procedure was approved on October 25, 2011.</p> <p>The 1st amendment was made on</p>	<p>The procedure was approved on October 25, 2011.</p> <p>The 1st amendment was made on</p>	<p>Add amendment date</p>

	<p>December 20, 2011.</p> <p>The 2nd amendment was made on June 25, 2013.</p> <p>The 3rd amendment was made on January 19, 2015.</p> <p>The 4th amendment was made on June 23, 2015.</p> <p>The 5th amendment was made on February 20, 2017.</p> <p>The 6th amendment was made on June 25, 2019.</p>	<p>December 20, 2011.</p> <p>The 2nd amendment was made on June 25, 2013.</p> <p>The 3rd amendment was made on January 19, 2015.</p> <p>The 4th amendment was made on June 23, 2015.</p> <p>The 5th amendment was made on February 20, 2017.</p> <p>The 6th amendment was made on June 25, 2019.</p> <p><u>The 7th amendment was made on June 23, 2020.</u></p>	
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Attachment 9

GlobalWafers Co., Ltd.

Independent Director Candidate

Name	Hsien-Chin Chiu
Education	Ph.D., Electrical Engineering, National Central University
Current Job	Professor, Electronics Engineering, Chang Gung University.
Con-current Job (Independent Director)	None
Experience	Senior engineer, Win Semiconductors Corp. Associate Professor, Electronics Engineering, Chang Gung University
Shares (GlobalWafers)	0