

Corporate governance report

(I)Directors, Supervisors, President, Vice President, Assistant VP, and department heads

1. Directors

As of: April 13, 2021 Unit: Shares

Title	Nationality/ Country of Origin	Name	Gender	Date elected	Term (Years)	Date of first elected	Shareholding when elected		Current Shareholding		Spouse & Minor Shareholding		Shareholding by Nominee Arrangement		Executives, Directors or Supervisors who are spouses or within two degrees			Remarks
							Shares	%	Shares	%	Shares	%	Shares	%	Title	Name	Relation	
Chairman.	R.O.C	Hsu,Hsiang	Male	2018.06.15	3	1986.07.23	51,983,151	6.15%	51,983,151	6.15%	13,408,517	1.59%	9,376,328	1.11%	—	—	—	
Vice Chairman		Huang,Chin-Ching	Male	2018.06.15	3	1986.07.23	20,937,377	2.48%	20,937,377	2.48%	2,148,564	0.25%	7,521,761	0.89%	Director	Liao,Chun-Keng	2nd consanguinity	
Director		Lin,Wen-Tung	Male	2018.06.15	3	1986.07.23	25,672,499	3.04%	25,672,499	3.04%	62,895	0.01%	—	—	—	—	—	
Director		Yu, Hsien-Neng	Male	2018.06.15	3	1986.07.23	17,892,824	2.12%	17,892,824	2.12%	184,922	0.02%	—	—	—	—	—	
Director		Kuo,Hsu-Kuang	Male	2018.06.15	3	2018.06.15	0	0.00%	75,000	0.01%	0	0.00%	—	—	—	—	—	
Director		Liao,Chun-Keng	Male	2018.06.15	3	2018.06.15	35,000	0.00%	60,000	0.01%	0	0.00%	—	—	Vice Chairman	Huang,Chin-Ching	2nd consanguinity	
Director		Hung,Yu-Sheng	Male	2018.06.15	3	2018.06.15	306,660	0.04%	306,660	0.04%	0	0.00%	—	—	—	—	—	
Independent Director (Note1)		Wang,Sung-Chou	Male	2018.06.15	3	2003.05.28	0	0.00%	0	0.00%	468	0.00%	—	—	—	—	—	
Independent Director		Liu ,Cheng-Yi	Male	2018.06.15	3	2012.06.15	0	0.00%	0	0.00%	0	0.00%	—	—	—	—	—	
Independent Director (Note1)		Hsu,Kao-Shan	Male	2018.06.15	3	1998.02.28	418,686	0.05%	418,686	0.05%	220,924	0.03%	—	—	—	—	—	

Note 1 : Mr. Wang, Sung-Chou, existing director between May 28, 2003 and June 14, 2006 and independent director between June 14, 2006 and June 16, 2009, was elected again as independent director on June 15, 2012 and June 12, 2015; Mr.Hsu,Kao-Shan, existing director between Feb 28, 1998 and June 14, 2006, was elected as supervisor between June 14, 2006 and June 12, 2015 ,resigned on May 20, 2016, and elected as independent director on June 15, 2018.

Title	Name	Education	Current Job	
		Experience	Title	Representative
Chairman	Hsu,Hsiang	The electronic engineering from National Cheng Kung University. The engineer of Sony Industries Taiwan Co., Ltd.	The Chairman of MSI Director & President of MICRO-STAR NETHERLANDS HOLDING B. V.	MICRO STAR INTERNATIONAL CO., LTD.
Vice Chairman	Huang,Chin-Ching	The electronics from Chung Yuan Christian University. The engineer of Sony Industries Taiwan Co., Ltd.	The Vice Chairman and president of MSI Director & President of the following companies: MSI COMPUTER (AUSTRALIA) PTY. LTD. MSI COMPUTER CAYMAN CO., LTD. Director of the following company: MSI COMPUTER CORP. Executive Director of the following company: MSI ELECTRONIC (KUNSHAN) CO., LTD.	MICRO STAR INTERNATIONAL CO., LTD. MICRO STAR INTERNATIONAL CO., LTD. MICRO STAR INTERNATIONAL CO., LTD. MICRO ELECTRONICS
Director	Lin,Wen-Tung	The electronic engineering from the Lien Ho Industrial and Technological Junior College. The engineer of Sony Industries Taiwan Co., Ltd.	The Senior Vice President of MSI Director & President of MSI COMPUTER JAPAN CO., LTD. Director of the following company: MSI COMPUTER (AUSTRALIA) PTY. LTD.	MICRO STAR INTERNATIONAL CO., LTD. MICRO STAR INTERNATIONAL CO., LTD.
Director	Yu,Hsien-Neng	The electronics from Feng Chia University. The engineer of Sony Industries Taiwan Co., Ltd.	The Senior Vice President of MSI Director & President of the following companies: MICRO-STAR INTERNATIONAL (B.V.I) HOLDING CO., LTD. MSI POLSKA SP. Z O.O Director of the following company MSI COMPUTER CORP. Executive Director of the following companies: MSI COMPUTER (SHENZHEN) CO., LTD. SHENZHEN MEGA INFORMATION CO., LTD.	MSI PACIFIC MSI HOLDING MICRO STAR INTERNATIONAL CO., LTD. MSI(B.V.I.) MSI PACIFIC
Director	Kuo,Hsu-Kuang	The master of business administration from University of Southern Queensland The manager of Chun-Sheng Computer	The Executive Vice President & NB BU GM of MSI	
Director	Liao,Chun-Keng	The master of business administration from University of South Australia The sales manager of Magic Systech Inc	The Executive Vice President & GNP BU GM of MSI	
Director	Hung,Yu-Sheng	ITI International Business Administration Program Shih Chien College of Design and Management MA of Pou Chen Group	The Executive Vice President & CND BU GM of MSI The Executive Director of the following company: MSI (Shenzhen) Co., Ltd.	STAR INFORMATION HOLDING CO., LTD
Independent Director	Wang,Sung-Chou	The master of business administration from National Chengchi University. Director of the KGI INVESTMENT ADVISORY CORPORATION China Securities Co., Ltd.(now KGI Securities Co., Ltd.) Supervisor of the GARND PACIFIC PETROCHEMICAL CORPORATION · Videoland Inc.	Independent Director of MICRO STAR INTERNATIONAL CO., LTD. Director of the following company: Kae Lee Investment Co., Ltd. Supervisor of the following companies: KK Enterprise Co., Ltd. · Taiwan Sports Lottery Company	
Independent Director	Liu ,Cheng-Yi	The master of science in finance from The City University of New York. Director of Administration Division of Micro Star International Co., Ltd. Supervisor of TXC CORPORATION Independent Director of Jochu Technology Co., Ltd. The Assistant Manager of Twin Head International Corp.	None	
Independent Director	Hsu,Kao-Shan	Criminal investigation of Central Police University Supervisor of Micro Star International Co., Ltd. Attorney of Yung Jan Attorneys-At-Law	Li Tsai Attorneys-At-Law	

Criteria Name	With over five years of job experience and the following business qualification			Independence Criteria(Note)												Also an independent director of other public company
	Teachers of public or private colleges for the subject of commerce, law, finance, accounting, or business	Judge, prosecutor, attorney, accountant, or business salespersons passed national exam & certified specialists or technicians	With job experience in commerce, law, finance, accounting, or business	1	2	3	4	5	6	7	8	9	10	11	12	
Hsu,Hsiang			✓					✓	✓	✓	✓	✓	✓	✓	✓	0
Huang,Chin-Ching			✓					✓	✓	✓	✓	✓		✓	✓	0
Lin,Wen-Tung			✓				✓	✓	✓	✓	✓	✓	✓	✓	✓	0
Yu, Hsien-Neng			✓				✓	✓	✓	✓	✓	✓	✓	✓	✓	0
Kuo,Hsu-Kuang			✓			✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	0
Liao,Chun-Keng			✓			✓		✓	✓	✓	✓	✓		✓	✓	0
Hung,Yu-Sheng			✓			✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	0
Wang,Sung-Chou		✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	0
Liu ,Cheng-Yi			✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	0
Hsu,Kao-Shan		✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	0

(1) Not an employee of the company or its affiliate.

(2) Not a director or supervisor of the company or its affiliate (except for independent directors appointed in accordance with the Act or the local laws by, and concurrently serving as such at, the company, its parent company, subsidiaries, or a subsidiary under the same parent company).

(3) Not the person himself, spouse or minor child, or individual shareholder holding more than 1% of the company's outstanding shares in the name of a third party, or top 10 shareholder.

(4) Not the spouse, relative within the second degree of consanguinity, or direct blood relative within the third degree of consanguinity of a manager, a person under (2) or (3).

(5) Not directly holding more than 5% of the company's outstanding shares, top 5 shareholder, or a director, supervisor or employee of a corporate shareholder appointing its representative as the director or supervisor of the company pursuant to Article 27 paragraphs 1 or 2 of the Company Act (except for independent directors appointed in accordance with the Act or the local laws by, and concurrently serving as such at, the company, its parent company, subsidiaries, or a subsidiary under the same parent company).

(6) Not a director, supervisor, or employee of a company controlled by the same person holding the majority of the Board or the voting shares of the company and the other company (except for independent directors appointed in accordance with the Act or the local laws by, and concurrently serving as such at, the company, its parent company, subsidiaries, or a subsidiary under the same parent company).

(7) Not a director (governor), supervisor, or employee of a company or institution whose chairman, president, or a person holding an equivalent position is the same person or the spouse of the chairman, president, or a person holding an equivalent position at the company (except for independent directors appointed in accordance with the Act or the local laws by, and concurrently serving as such at, the company, its parent company, subsidiaries, or a subsidiary under the same parent company).

(8) Not a director (governor), supervisor, manager, or shareholder with more than 5% shareholding of a specific company or institution having financial or business relationship with the company (except for independent directors appointed in accordance with the Act or the local laws by, and concurrently serving as such at, the company, its parent company, subsidiaries, or a subsidiary under the same parent company).

(9) Not a professional individual, or an owner, partner, director, supervisor, or officer of a sole proprietorship, partnership, company, or institution, or their spouses, who provides auditing services to the company or any affiliate of the company, or that provides commercial, legal, financial, accounting or related services to the company or any affiliate of the company for which the provider has received cumulative compensation exceeding NT\$500,000 in the past 2 years; provided however that this restriction does not apply to a member of the remuneration committee, public tender offer review committee, or special committee for merger/consolidation and acquisition, who exercises powers pursuant to the Securities and Exchange Act or to the Business Mergers and Acquisitions Act.

(10) Not a spouse or relative within the second degree of consanguinity of any other director.

(11) No such situation under Article 30 of the Company Act.

(12) Not a government, corporate or its representative elected pursuant to Article 27 of the Company Act.

2. Information of the management

Base Date: April 13, 2021 Unit: Shares

Title	Nationality /Country of Origin	Name	Gender	Date Elected	Shareholding		Spouse & Minor Shareholding		Shareholding by Nominee Arrangement		Experience (Education)	Other Position	Managers who are Spouses or Within Two Degrees of Shareholding Kinship			Remarks
					Shares	%	Shares	%	Shares	%			Title	Name	Relation	
Chairman	R.O.C	Hsu,Hsiang	Male	1994.4	51,983,151	6.15%	13,408,517	1.59%	9,376,328	1.11%	The electronic engineering from National Cheng Kung University. The engineer of Sony Industries Taiwan Co., Ltd.	Refer to page 11	—	—	—	
President (Note1)		Huang,Chin-Ching	Male	2001.7	20,937,377	2.48%	2,148,564	0.25%	7,521,761	0.89%	The electronics from Chung Yuan Christian University. The engineer of Sony Industries Taiwan co., Ltd.	Refer to page11	SVP	Liao,Chun-Keng	Note1	
Senior Vice President of Management Committee		Lin,Wen-Tung	Male	2001.7	25,672,499	3.04%	62,895	0.01%	—	—	The electronic engineering from the Lien Ho Industrial and Technological Junior College. The engineer of Sony Industries Taiwan co., Ltd.	Refer to page 11	—	—	—	
Senior Vice President of Management Committee		Yu,Hsien-Neng	Male	2001.7	17,892,824	2.12%	184,922	0.02%	—	—	The electronics from Feng Chia University. The engineer of Sony Industries Taiwan co., Ltd.	Refer to page 11	—	—	—	
Senior Vice President of Management Committee		Lu,Chi-Long	Male	2001.7	18,650,835	2.21%	1,965,350	0.23%	—	—	The electronics from National Taiwan University of Science and Technology. The engineer of Sony Industries Taiwan co., Ltd.	None	—	—	—	
Executive Vice President & NB BU GM		Kuo,Hsu-Kuang	Male	2013.4	75,000	0.01%	0	0.00%	—	—	The master of business administration from University of Southern Queensland The manager of Chun-Sheng Computer	None	—	—	—	
Executive Vice President& GNP BU GM		Liao,Chun-Keng	Male	2014.4	60,000	0.01%	0	0.00%	—	—	The master of business administration from University of South Australia The Sales Manager of Magic Systech Inc.	None	EVP & GNP BU GM	Huang,Chin-Ching	Note1	
Executive Vice President & CND BU GM		Hung,Yu-Sheng	Male	2012.4	306,660	0.04%	0	0.00%	—	—	ITI International Business Administration Program Shih Chien College of Design and Management MA of Pou Chen Group	Refer to page 11	—	—	—	
EPS BU GM		Tsai,Rong-Fong	Male	2010.3	123,647	0.01%	297,646	0.04%	—	—	The electronics from Chung Yuan Christian University. The General Manager of DTK Technology (Hong Kong).	None	—	—	—	
ACS BU GM		Huang,Wen-Shan	Male	2019.12	723	0.00%	0	0.00%	—	—	The electronics from National Taiwan University of Science and Technology. Twinhead International Corp. Assistant Manager	None	—	—	—	

Vice President & CPS BU GM	R.O.C	Wu,Ta-Hsin	Male	2019.1	0	0.00%	0	0.00%	—	—	Communications, University of the Pacific. FIC Sales Director	None	—	—	—
Vice President of Corp. R&D		Teng,Chi-Hung	Male	2010.3	543,183	0.06%	1,124	0.00%	—	—	The institute of electronics from National Chiao Tung University. Ali Corporation Technical Manager	None	—	—	—
Vice President of Corp. Manufacture & Quality Assurance		Li,Chao-Ming	Male	2010.3	11,498	0.00%	0	0.00%	—	—	The master of mechanical system from University of Liverpool ACER INCORPORATED Manager	President of the following companies: MSI COMPUTER (SHENZHEN) CO., LTD. MSI ELECTRONICS (KUNSHAN) CO., LTD.	—	—	—
Vice President of Corp. Sales & Marketing		Chiu,Chih-Keng	Male	2015.4	152,925	0.02%	0	0.00%	—	—	Institute of Technology and Industrial Engineering from St. John's & St. Mary's College DTK Computer M.D.	Director on behalf of MSI HOLDING & President of the following companies: MSI COMPUTER SARL MSI COMPUTER EUROPE B.V. MYSTAR COMPUTER B.V. MSI COMPUTER (UK) LTD. MSI ITLAY S.R.L. LLC « MSI COMPUTER » MSI IBERIA S.L. (MICRO-STAR NETHERLANDS HOLDING B.V. representative)	—	—	—
Vice President of Corp. Sales & Marketing		Tung,Ti-Chun	Male	2019.4	0	0.00%	0	0.00%	—	—	University of Phoenix DFI-ITOX Inc. Tech Support & MIS	Director & President of MSI COMPUTER CORP. and MICRO-STAR CANADA LTD. (MICRO-STAR INTERNATIONAL CO., LTD. representative)	—	—	—
Vice President of Corp. Supply Chain		Chen,Te-Ling	Female	2019.1	0	0.00%	0	0.00%	—	—	Department of Foreign Languages and Literatures,National Taiwan University . D-LINK CORPORATION Administrator	None	—	—	—
Vice President of NB BU R&D Division		Lin,Chin-Kuan	Male	2014.4	363,375	0.04%	0	0.00%	—	—	Institute of Electrical and Control Engineering from National Chiao Tung University Wistron Corporation Manager	None	—	—	—
Vice President of NB BU R&D Division		Lu,Kuo-Huang	Male	2017.4	0	0.00%	0	0.00%	—	—	Hwa Hsia Institute of Agricultural Technology	None	—	—	—
Vice President of NB Product Mgt. Division		Peng,Jen-Fang	Male	2017.4	159,671	0.02%	0	0.00%	—	—	National Taiwan University of Science and Technology	None	—	—	—
Vice President of NB Operations Mgt. Division		Pan,Tsai-Yu	Male	2019.4	0	0.00%	0	0.00%	—	—	National Taiwan University Of Science and Technology Askey Computer Corporation. Manager	None	—	—	—
Vice President of NB OEM sales Division		Huang,Wen-Hui	Female	2021.4	200	0.00%	0	0.00%	—	—	The master of business administration from University of South Australia The Purchasing Manager of Fujitsu Technology	None	—	—	—
Vice President of CND BU		Yeh,Chun-Te	Male	2020.4	10,000	0.00%	3,155	0.00%	—	—	Sze hai Institute of Technology and Commerce First International Computer Supervisor	None	—	—	—
Vice President of EPS BU Sales & Marketing Division		Lu,Cheng-Lung	Male	2015.4	91,555	0.01%	0	0.00%	—	—	Department of Business Administration, Tamkang University JUMBO POWER TRADING CO., LTD. Special Assistant	None	—	—	—
Vice President of Corp. Marketing Division		Cheng,Hui-Cheng	Male	2019.4	0	0.00%	0	0.00%	—	—	Fu Jen Catholic University Wistron Corporation. Product manager	None	—	—	—

Vice President of Global Management Center	R.O.C	Tsai,Wei-Hsin	Male	2010.3	77	0.00%	0	0.00%	—	—	Chinese Culture University Department of International Business Administration LITE-ON TECHNOLOGY CORP. Communications Group Accounting Department Assistant Vice President	None	—	—	—
Vice President of Finance Center		Hung,Pao-Yu	Female	2016.4	343,218	0.04%	0	0.00%	—	—	Finance MBA, National Taiwan University President Securities Corp. Underwriting Department Manager	Supervisor of the following companies: MSI COMPUTER (SHENZHEN) CO., LTD. (MSI(B.V.I.)Representative) SHENZHEN MEGA INFORMATION CO., LTD. (MSI PACIFIC Representative) MSI (Shenzhen) Co., Ltd. (STAR INFORMATION Representative) MSI (Shanghai) Co., Ltd. (MSI PACIFIC Representative) Director on behalf of MICRO STAR of the following company: MSI PACIFIC INTERNATIONAL HOLDING CO., LTD. Director on behalf of MSI PACIFIC of the following companies: MICRO ELECTRONICS HOLDING CO., LTD. MEGA TECHNOLOGY HOLDING CO., LTD. MEGA COMPUTER CO., LTD. MHK INTERNATIONAL CO., LTD. STAR INFORMATION HOLDING CO., LTD. Director on behalf of MEGA TECHNOLOGY of the following company: RAIDEALS INC.	—	—	—
Assistant Vice President of Internal Auditing Office		Liu,Chu-Hao	Male	2010.3	10,000	0.00%	14,609	0.00%	—	—	Department of Accounting, Tamkang University Mag Technology Co., Ltd. Audit Assistant Manager	Supervisor of MSI ELECTRONIC (KUNSHAN) CO., LTD (MICRO ELECTRONICS Representative) Supervisor of MSI KOREA CO., LTD.(MSI PACIFIC Representative) Supervisor of MSI COMPUTER JAPAN CO., LTD. (MICRO STAR Representative)	—	—	—
President & Chief Executive Officer (Note2)		Chiang,Sheng-Chang	Male	2010.3	704,074	0.08%	0	0.00%	—	—	The institute of electronics from National Chiao Tung University. The assistant vice president of ALi Corporation.	None	—	—	—

Note1 : Mr. Huang,Chin-Ching and Mr. Liao,Chun-Keng are 2nd consanguinity

Note2 : Mr. Chiang, Sheng-Chang Dismissed on July 7, 2020.

1. The Chairman, president, or equivalent officer (the most senior manager) is the same person, are spouses, or relatives within the first degree of consanguinity:None.

(II) Remuneration paid during the most recent fiscal year to directors, supervisors, president and vice presidents

1.Remuneration of Directors, Supervisors

(1) Remuneration of Directors (including Independent Directors)

Unit : NT\$

Title	Name	Remuneration of Directors								Ratio of Total Remuneration (A+B+C+D) to Net Income (%)		Remuneration received by Directors who are also employees								Ratio of Total Compensation (A+B+C+D+E+F+G) to Net Income (%)		Compensation Paid to Directors from an Invested Company Other than the Company's Subsidiary
		Base Compensation(A)		Severance Pay(B)		Remuneration to Directors (C)		Allowances(D)				Salary, Bonuses, and Allowances(E)		Severance Pay (F)		Remuneration to Employee(G)						
		MSI	Companies in the consolidated financial statements	MSI	Companies in the consolidated financial statements	MSI	Companies in the consolidated financial statements	MSI	Companies in the consolidated financial statements	MSI	Companies in the consolidated financial statements	MSI	Companies in the consolidated financial statements	MSI	Companies in the consolidated financial statements	MSI		Companies in the consolidated Financial statements		MSI	Companies in the consolidated financial statements	
																Cash amount	Stock amount	Cash amount	Stock amount			
Chairman	Hsu,Hsiang	0	0	0	0	52,000,000	52,000,000	0	0	0.65%	0.65%	95,819,503	95,819,503	0	0	50,000,000	0	50,000,000	0	2.49%	2.49%	None
Vice Chairman	Huang,Chin-Ching																					
Director	Lin,Wen-Tung																					
Director	Yu, Hsien-Neng																					
Director	Kuo,Hsu-Kuang																					
Director	Liao,Chun-Keng																					
Director	Hung,Yu-Sheng																					
Director(Note)	Chiang,Sheng-Chang																					
Independent Director	Wang,Sung-Chou	0	0	0	0	19,500,000	19,500,000	0	0	0.25%	0.25%	0	0	0	0	0	0	0	0.25%	0.25%	None	
Independent Director	Liu,Cheng-Yi																					
Independent Director	Hsu,Kao-Shan																					

1.Please describe the payment policy, system, standard and structure of the independent director remuneration, and the relevance between the amount of the remuneration and the responsibilities, risks, contributed time, and other factors: Pursuant to Article 16-4 of the company's bylaws, and based on the company's operational performance, director's performance, and payment standard of the same industry, the remuneration committee will propose the recommendations to the Board of Directors to decide the remuneration of the company's independent directors

2.Remuneration received in the most recent year by the director of the company for rendering services (such as serving as a non-employed consultant) to any company listed in the Financial Report : None.

Note: Dismissed on July 7, 2020.

Remuneration Bracket				
Range of Remuneration	Name of Directors			
	Total of (A+B+C+D)		Total of (A+B+C+D+E+F+G)	
	MSI	Companies in the consolidated financial statements H	MSI	Companies in the consolidated financial statements (I)
Below 1,000,000				
1,000,000(included) ~ 2,000,000(excluded)				
2,000,000(included) ~ 3,500,000(excluded)				
3,500,000(included) ~ 5,000,000(excluded)				
5,000,000(included) ~ 10,000,000(excluded)	Hsu,Hsiang 、 Huang,Chin-Ching 、 Lin,Wen-Tung 、 Yu, Hsien-Neng 、 Chiang,Sheng-Chang 、 Kuo,Hsu-Kuang 、 Liao,Chun-Keng 、 Hung,Yu-Sheng 、 Wang,Sung-Chou 、 Liu ,Cheng-Yi 、 Hsu,Kao-Shan	Hsu,Hsiang 、 Huang,Chin-Ching 、 Lin,Wen-Tung 、 Yu, Hsien-Neng 、 Chiang,Sheng-Chang 、 Kuo,Hsu-Kuang 、 Liao,Chun-Keng 、 Hung,Yu-Sheng 、 Wang,Sung-Chou 、 Liu ,Cheng-Yi 、 Hsu,Kao-Shan	Wang,Sung-Chou 、 Liu ,Cheng-Yi 、 Hsu,Kao-Shan	Wang,Sung-Chou 、 Liu ,Cheng-Yi 、 Hsu,Kao-Shan
10,000,000(included) ~ 15,000,000(excluded)				
15,000,000(included) ~ 30,000,000(excluded)			Hsu,Hsiang 、 Huang,Chin-Ching 、 Lin,Wen-Tung 、 Yu, Hsien-Neng 、 Chiang,Sheng-Chang 、 Kuo,Hsu-Kuang 、 Liao,Chun-Keng 、 Hung,Yu-Sheng	Hsu,Hsiang 、 Huang,Chin-Ching 、 Lin,Wen-Tung 、 Yu, Hsien-Neng 、 Chiang,Sheng-Chang 、 Kuo,Hsu-Kuang 、 Liao,Chun-Keng 、 Hung,Yu-Sheng
30,000,000(included) ~ 50,000,000(excluded)				
50,000,000(included) ~ 100,000,000(excluded)				
Over \$100,000,000				
Total	71,500,000	71,500,000	217,319,503	217,319,503

2. Remuneration of President and Vice Presidents

Unit : NT\$

Title	Name	Salary(A)		Severance Pay(B)		Bonuses and Allowances (C)		Remuneration to Employee(D)				Ratio of total compensation (A+B+C+D) to net income (%)		Compensation paid to the President and Vice President from an Invested Company Other Than the Company's Subsidiary
		MSI	Companies in the consolidated financial statements	MSI	Companies in the consolidated financial statements	MSI	Companies in the consolidated financial statements	MSI		Companies in the consolidated financial statements		MSI	Companies in the consolidated financial statements	
								Cash amount	Stock amount	Cash amount	Stock amount			
Chairman	Hsu,Hsiang	79,304,039	79,304,039	1,944,000	1,944,000	160,397,000	160,397,000	112,000,000	0	112,000,000	0	4.44%	4.44%	None
President	Huang,Chin-Ching													
Senior Vice President of Management Committee	Lin,Wen-Tung													
Senior Vice President of Management Committee	Yu,Hsien-Neng													
Senior Vice President of Management Committee	Lu,Chi-Long													
Executive Vice President & NB BU GM	Kuo,Hsu-Kuang													
Executive Vice President & GNP BU GM	Liao,Chun-Keng													
Executive Vice President & CND BU GM	Hung,Yu-Sheng													
EPS BU GM	Tsai,Rong-Fong													
ACS BU GM	Huang,Wen-Shan													
Vice President & CPS BU GM	Wu,Ta-Hsin													
Vice President of Corp. R&D	Teng,Chi-Hung													
Vice President of Corp. Manufacture & Quality Assurance	Li,Chao-Ming													
Vice President of Corp. Sales & Marketing	Chiu,Chih-Keng													
Vice President of Corp. Sales & Marketing	Tung,Ti-Chun													
Vice President of Corp. Supply Chain	Chen,Te-Ling													
Vice President of NB BU R&D Division	Lin,Chin-Kuan													
Vice President of NB BU R&D Division	Lu,Kuo-Huang													
Vice President of NB Product Mgt. Division	Peng,Jen-Fang													
Vice President of NB Operations Mgt. Division	Pan,Tsai-Yu													
Vice President of NB OEM sales Division	Huang,Wen-Hui													
Vice President of CND BU	Yeh,Chun-Te													
Vice President of EPS BU Sales & Marketing Division	Lu,Cheng-Lung													
Vice President of Corp. Marketing Division	Cheng,Hui-Cheng													
Vice President of Global Management Center	Tsai,Wei-Hsin													
Vice President of Finance Center	Hung,Pao-Yu													
President & Chief Executive Officer (Note)	Chiang,Sheng-Chang													

Note:Dismissed on July 7, 2020.

Remuneration Bracket

Range of Remuneration	Name of President and Vice President	
	MSI	Companies in the consolidated financial statements E
Below 1,000,000		
1,000,000(included) ~ 2,000,000(excluded)		
2,000,000(included) ~ 3,500,000(excluded)		
3,500,000(included) ~ 5,000,000(excluded)		
5,000,000(included) ~ 10,000,000(excluded)	Lu,Kuo-Huang、Pan,Tsai-Yu i、Huang,Wen-Hui、Yeh,Chun-Te、Lu,Cheng-Lung、Cheng,Hui-Cheng、Chiang,Sheng-Chang	Lu,Kuo-Huang、Pan,Tsai-Yu i、Huang,Wen-Hui、Yeh,Chun-Te、Lu,Cheng-Lung、Cheng,Hui-Cheng、Chiang,Sheng-Chang
10,000,000(included) ~ 15,000,000(excluded)	Lu,Chi-Long、Tsai,Rong-Fong、Huang,Wen-Shan、Wu,Ta-Hsin、Teng,Chi-Hung、Li,Chao-Ming、Chiu,Chih-Keng、Tung,Ti-Chun、Chen,Te-Ling、Lin,Chin-Kuan、Peng,Jen-Fang、Tsai,Wei-Hsin、Hung,Pao-Yu	Lu,Chi-Long、Tsai,Rong-Fong、Huang,Wen-Shan、Wu,Ta-Hsin、Teng,Chi-Hung、Li,Chao-Ming、Chiu,Chih-Keng、Tung,Ti-Chun、Chen,Te-Ling、Lin,Chin-Kuan、Peng,Jen-Fang、Tsai,Wei-Hsin、Hung,Pao-Yu
15,000,000(included) ~ 30,000,000(excluded)	Hsu,Hsiang、Huang,Chin-Ching、Lin,Wen-Tung、Yu, Hsien-Neng、Kuo,Hsu-Kuang、Liao,Chun-Keng、Hung,Yu-Shen	Hsu,Hsiang、Huang,Chin-Ching、Lin,Wen-Tung、Yu, Hsien-Neng、Kuo,Hsu-Kuang、Liao,Chun-Keng、Hung,Yu-Shen
30,000,000(included) ~ 50,000,000(excluded)		
50,000,000(included) ~ 100,000,000(excluded)		
Over \$100,000,000		
Total	353,645,039	353,645,039

Names of managers receiving remuneration to employees, and status of allocation thereof

	Title	Name	Stock Amount	Cash Amount	Total	Ratio of Total Amount to Net Income (%)
Managers	Chairman	Hsu,Hsiang	0	113,900,000	113,900,000	1.43%
	President	Huang,Chin-Ching				
	Senior Vice President of Management Committee	Lin,Wen-Tung				
	Senior Vice President of Management Committee	Yu, Hsien-Neng				
	Senior Vice President of Management Committee	Lu,Chi-Long				
	Executive Vice President & NB BU GM	Kuo,Hsu-Kuang				
	Executive Vice President & GNP BU GM	Liao,Chun-Keng				
	Executive Vice President & CND BU GM	Hung,Yu-Sheng				
	EPS BU GM	Tsai,Rong-Fong				
	ACS BU GM	Huang,Wen-Shan				
	Vice President & CPS BU GM	Wu,Ta-Hsin				
	Vice President of Corp. R&D	Teng,Chi-Hung				
	Vice President of Corp.Manufacture & Quality Assurance	Li,Chao-Ming				
	Vice President of Corp. Sales & Marketing	Chiu,Chih-Keng				
	Vice President of Corp. Sales & Marketing	Tung,Ti-Chun				
	Vice President of Corp. Supply Chain	Chen,Te-Ling				
	Vice President of NB BU R&D Division	Lin,Chin-Kuan				
	Vice President of NB BU R&D Division	Lu,Kuo-Huang				
	Vice President of NB Product Mgt. Division	Peng,Jen-Fang				
	Vice President of NB Operations Mgt. Division	Pan,Tsai-Yu				
	Vice President of NB OEM sales Division	Huang,Wen-Hui				
	Vice President of CND BU	Yeh,Chun-Te				
	Vice President of EPS BU Sales & Marketing Division	Lu,Cheng-Lung				
	Vice President of Corp. Marketing Division	Cheng,Hui-Cheng				
	Vice President of Global Management Center	Tsai,Wei-Hsin				
	Vice President of Finance Center	Hung,Pao-Yu				
	Assistant Vice President of Internal Auditing Office	Liu,Chu-Hao				
	President & Chief Executive Officer	Chiang,Sheng-Chang				

3.The Company is in any situation under Article 10, paragraph 1, subparagraph 3, subsections 2-1 or 2-5 of the Regulations Governing Information to be Published in Annual Reports of Public Companies: No

4. Compare and state the ratio of total remuneration paid to the company's Directors, Supervisors, President, and V.P. by the company and the companies in the consolidated financial statements to net income in the last two years; also, describe the policy, standard, and combination of remuneration paid; moreover, the procedure of defining remuneration and its relation to business performance and future risks

(1)Analyze the ratio of the total remuneration paid to the company's Directors, Supervisors, President, and V.P. in the last two years to net income:

Year Item	Directors & Supervisors		President and Vice President	
	Ratio of the total remuneration paid to the company's Directors, Supervisors in the last two years to net income		Ratio of the total remuneration paid to the President, and V.P. in the last two years to net income	
	2020	2019	2020	2019
	0.90%	0.88%	4.44%	4.89%
1.Policies of remuneration	<p>Articles 19-1 of Incorporation of Micro-Star International Co., Ltd. The pre-tax income of the current fiscal year shall first offset the accumulated deficits. If the balance is positive, then the Company shall allocate the remuneration to be distributed to employees, directors and supervisors in accordance with the following ratio. Employee remuneration in the percentage of 6% to 10%. Individuals eligible for employee remuneration include the Company's employees and the employees of the Company's subsidiaries meeting certain requirements. Such requirements are to be set by the Board of Directors. Remuneration to be distributed to directors and supervisors shall not exceed 1%. The decision of the percentage of remuneration to be distributed to employees, directors and supervisors set forth in the preceding Paragraph, the forms of distribution (cash or stock dividends) and the amounts and shares thereof shall be made through the special resolutions of the Board of Directors and reported to the shareholders' meeting.</p> <p>(The Company established an Audit Committee to replace supervisors on June 15, 2018)</p>		Carried out in accordance with the Company's Remuneration Management Regulations, Performance Review Regulation, Employee Bonus Evaluation and Distribution Rules.	
2.Criteria and composition of remuneration	The remunerations of directors are distributed based on the number of directors and considering the contribution of individual directors to the Company.		Includes base salary, Duty allowance and performance bonuses.	
3.Procedures to fix remuneration	Resolved by the board meeting, and approved by the general meeting of shareholders.		Based on their educational and professional backgrounds.	
4.Interrelationship with MSI business	Based on the Company's performance and profitability.		Remuneration is paid based on target achievement rate, performance, profitability and contribution of the respective.	

(2) Except for the Company, all the other companies included in the Consolidated Statement did not pay remunerations for the directors, supervisors, president, and vice presidents of the Company.

(III) Corporate governance

1. Board of Directors

The Board had 10 (A) meetings in 2020 and up to date till the Annual Report printed:

Title	Name	Attendance in Person (B)	By Proxy	Attendance Rate (%) (B/A)	Remarks
Chairman	Hsu,Hsiang	10	0	100.00%	
Vice Chairman	Huang,Chin-Ching	9	1	90.00%	
Director	Lin,Wen-Tung	10	0	100.00%	
Director	Yu, Hsien-Neng	9	1	90.00%	
Director	Chiang,Sheng-Chang	3	0	100.00%	Note1
Director	Kuo,Hsu-Kuang	10	0	100.00%	
Director	Liao,Chun-Keng	10	0	100.00%	
Director	Hung,Yu-Sheng	10	0	100.00%	
Independent Director	Wang,Sung-Chou	10	0	100.00%	Note2
Independent Director	Liu,Cheng-Yi	10	0	100.00%	Note2
Independent Director	Hsu,Kao-Shan	10	0	100.00%	Note2

Note1:Dismissed since his death on July 7, 2020, should have attended three times.

Note2:Independent directors attended in person in 2020 and up to date till the Annual Report printed (with an attendance rate of 100%).

Other matters that require to be recorded:

- Should any of the following take place in a board meeting, the date and number of the meeting, the content of the proposal, opinions of all Independent Directors and the Company's response to such opinions shall be recorded:
 - For details of the date and number of the board meeting, the content of the proposal, opinions of all Independent Directors and the Company's response to such opinions, please see pages 41 ~ 43.
 - Items specified in Article 14-3 of the Securities and Exchange Act: No dissenting or qualified opinion.
 - Aside from the above matters, other resolutions adopted by the Board of Directors to which an Independent Director has a dissenting or qualified opinion that is on record or stated in a written statement: None.
- For execution status of Directors' recusals from the resolutions due to conflicts of interests, the names of the Directors, content of the proposals and reasons for recusals as well as the participation in voting shall be recorded:
 - Date: 2020.1.17, 2020.3.20
 Name of the Director: Hsu,Hsiang. Huang,Chin-Ching. Yu,Hsien-Neng. Chiang,Sheng-Chang. Lin,Wen-Tung. Kuo,Hsu-Kuang. Liao,Chun-Keng. Hung,Yu-Sheng.
 Date: 2020.8.7, 2020.10.6, 2021.1.29, 2021.3.22
 Name of the Director:Hsu,Hsiang. Huang,Chin-Ching. Yu,Hsien-Neng. Lin,Wen-Tung. Kuo,Hsu-Kuang. Liao,Chun-Keng. Hung,Yu-Sheng.
 Agenda item: Proposal of the Remuneration committee.
 Reason for recusal and participation in voting: The Board of Directors reminded the Directors to pay attention to recusal due to conflict of interests and did not provide each Director's own remuneration details.
 Directors Hsu,Hsiang. Huang,Chin-Ching. Yu,Hsien-Neng. Lin,Wen-Tung. Chiang,Sheng-Chang. Kuo,Hsu-Kuang. Liao,Chun-Keng. Hung,Yu-Sheng. recused themselves from discussing and voting on the part of the proposal involving their own remuneration.

3.Board of Director Self (Peer) Evaluation Cycle and Period, Scope, Method, and Topic are as below:

Implementation of Board of Director Evaluation

Cycle	Period	Scope	Method
Once per year	January 1, 2020 to December 31, 2020	Board of Directors, individual director and functional committees	Internal self-evaluation questionnaire for the Board (functional committees) and each director
Topic			
The performance evaluation of the Board of Directors, directors, functional committees of 2020 was completed on January 29, 2021. The evaluation topics of each scope include the following:			
(1) Board of Directors performance evaluation: The performance evaluation of the Board of Directors includes the level of participation in the company's operation, decision quality of the Board of Directors, body and structure of the Board of Directors, selection of directors and continuing study, internal control.			
(2) Individual director performance evaluation: The performance evaluation of individual directors includes the knowledge of the company's objectives and tasks, understanding of the responsibilities of directors, level of participation in the company's operation, internal relationship cultivation and communication, continuing study of the director's profession, internal control.			
(3) Functional committee's performance evaluation: Including the level of participation in the company's operation, understanding of the responsibilities of the functional committee, decision quality of the functional committee, body of the functional committee and selection of members, internal control.			
(4) Disclosed in the Market Observation Post System: http://mops.twse.com.tw			

4. The goals of the year and the most recent year on the strengthening of the board of directors' functions :

- Voluntarily to establish Independent directors in 2012.
- To accommodate electronic voting during shareholders' meetings, the Articles of Incorporation were revised on June 17, 2014, and the nomination system is adopted for the election of Board members.
- Since 2014, the Company's shareholders' meetings have adopted voting by poll, and the result of shareholders' votes for and against and the number of abstentions of each proposal are recorded in the minutes.
- In compliance with the competent authority's promotion of corporate governance, a position adjustment was carried out on January 1, 2019, and the Chairman and President positions are not held by the same person.
- In compliance with the competent authority's promotion of corporate governance, it is expected that a full re-election will be carried out upon the expiration of the term of office of Directors, adding one female Director.
- The average attendance rate of all Directors actually attending the Board meetings of the current Board of Directors (June 15, 2018 ~ as of the publication date of this Annual Report): 96.43%. The average attendance rate of all Directors actually attending the Board meetings of the current Board of Directors in 2020 as of the publication date of this Annual Report: 98.06%.

2. Audit Committee or Attendance of Supervisors at Board Meetings:

(1) Attendance of Supervisors at Board Meetings: The Company established an Audit Committee to replace supervisors on June 15, 2018 and the supervisors are relieved of the position starting on that day.

(2) Operation of the Audit Committee:

7 meetings (A) held by Audit Committee in 2020 and up to date till the Annual Report printed, the attendance of the independent directors is as follows:

Title	Name	Attendance in Person (B)	Attendance Rate (%) 【 B / A 】	Remarks
Independent director	Wang, Sung-Chou	7	100.00%	June 15, 2018 Newly appointed
Independent director	Liu, Cheng-Yi	7	100.00%	June 15, 2018 Newly appointed
Independent director	Hsu, Kao-Shan	7	100.00%	June 15, 2018 Newly appointed

Other items that shall be recorded:

1. If any of the following applies to the operations of the Audit Committee, the date and session of the Board of Directors' Meeting, as well as the resolutions, resolutions of the Audit Committee and the corporation's actions in response to the opinions of the Audit Committee should be stated.

(1) Items listed in Article 14(5) of the Securities and Exchange Act.

(2) Except the items in the preceding issues, other resolutions approved by two-thirds of all directors but yet to be approved by the Audit Committee: None.

2. Execution process where the independent director abstain from begin a stakeholder, the name of the director, the content of proposal, the reason of abstinence and the results of the voting should be stated: None

Audit Committee Meeting Date	Agenda	Audit Committee Resolution Results	Audit Committees' opinions			Corporation's responses to the comments of the Audit Committee	Execution process where the independent director abstain from begin a stakeholder	
			Wang, Sung-Chou	Liu, Cheng-Yi	Hsu, Kao-Shan		The reason of abstinence	The results of the voting should be stated
2020.1.17 (2020/1)	(1) Investment in preferred shares of BlueStack Systems, Inc. in the United States.	Proposal approved	None	None	None	None	None	None
2020.03.20 (2020/2)	(1) 2019 Financial Statement of this Company. (2) The Statement on Internal Control System of 2019 of this Company.	Proposal approved	None	None	None	None	None	None
2020.04.30 (2020/3)	(1) Business Performance Report - First Quarter 2020	Proposal approved	None	None	None	None	None	None
2020.08.07 (2020/4)	(1) Financial Report of second quarter, 2020 (2) Evaluated the independence of CPA engagement.	Proposal approved	None	None	None	None	None	None
2020.11.10 (2020/5)	(1) Financial Report of third quarter, 2020	Proposal approved	None	None	None	None	None	None
2021.3.22 (2021/1)	(1) 2020 Financial Statement of this Company. (2) The Statement on Internal Control System of 2020 of this Company. (3) Approved amendments to "Internal Control System", "Implementation Rules for Internal Auditing".	Proposal approved	None	None	None	None	None	None
2021.4.29 (2021/2)	(1) Business Performance Report - First Quarter 2021	Proposal approved	None	None	None	None	None	None

3. Communication between directors and head of internal audit and CPA (including material issues, audit methods and results relating to the corporation's finances and business).

(1) The internal audit supervisor submits an audit summary report to the Audit Committee on a monthly basis in accordance with the annual audit plan.

(2) The Company convenes an audit committee, and invites the accounting and auditing supervisors attend and invites relevant supervisors as needed.

(3) The independent directors and the internal audit office, and the CPA have the direct channel to communicate with each other, by phone, written correspondence, or face-to-face meeting. The communication is smooth.

(4) The independent directors shall call the communication meeting at least once per year with the CPA, and at least once per quarter with the internal audit office. For the communication details, please refer to the Company's website: <https://tw.msi.com/about/company/>

3. Corporate Governance Implementation Status and Deviations from “Corporate Governance Best-Practice Principles for TWSE/TPEx Listed Companies”

Evaluation Item	Implementation Status			Deviations from “the Corporate Governance Best-Practice Principles for TWSE/TPEx Listed Companies” and Reasons
	Y	N	Abstract Illustration	
1. If the Company established and disclosed Corporate Governance Principles in accordance with Corporate Governance Best-Practice Principles for TWSE/TPEx Listed Companies?	V		The Company has established the Corporate Governance Best-Practice Principles based on “Corporate Governance Best-Practice Principles has been disclosed on the Company’s website.	None
2. Shareholding Structure & Shareholders’ Rights (1) If the Company established internal procedures to handle shareholder suggestions, proposals, complaints and litigation and execute accordingly?	V		In addition to the existing hotline and email channels, the Company has established an internal operating procedure, and has designated appropriate departments, such as Investor Relations, Public Relations, Legal Department, to handle shareholders’ suggestions, doubts, disputes and litigation.	None
(2) If the Company maintained of a list of major shareholders and a list of ultimate owners of these major shareholders?	V		The Finance Dept is responsible for collecting the updated information of major shareholders and the list of ultimate owners of those shares.	None
(3) If risk management mechanism and “firewall” between the Company and its affiliates are in place?	V		「Group business management regulations」 are made to strictly regulate the activities of trading, endorsement and loans between the Company and its affiliates. In addition, the “Criteria of Internal Control Mechanism for a Public Company”, outlined by the Financial Supervisory Commission when drafting the guidelines for the “Supervision and Governance of Subsidiaries”, was followed in order to implement total risk control with respect to subsidiaries.	None
(4) If the Company established internal policies that forbid insiders from trading based on non-disclosed information?	V		To protect shareholders’ rights and fairly treat shareholders, the Company has established the internal rules to forbid insiders trading on undisclosed information. The Company has also strongly advocated these rules in order to prevent any violations and has been disclosed on the Company’s website.	None

3. Structure of Board of Directors and its responsibility (1) Does the Board of Directors set and implement a diversification policy?	V	<p>The Company has the “Corporate Governance Principles” in place and diversified policies are established with regard to the composition of members of the Board of Directors. The directors (including independent directors) are nominated. The Board of Directors members are nominated according to law by shareholders and naturally elected during a shareholders’ meeting.</p> <p>Member diversification is considered by the Board members. Factors taken into account include, but are not limited to gender, age, cultures, educational background, race, professional experience, skills, knowledge and terms of service. The members of board of directors possess a diveres range of expertise in the fields of Operational Decision Making, Operations Management, Crisis Management, Indusdy Knowledge, International Market Outlook, Leadership Decision Making, Finance& Accounting and law, can adequately fulfill the Company’s future development needs.</p> <table><tr><th>Name</th><th>Gender</th><th>Age</th><th>Operational Decision Making</th><th>Operation Management</th><th>Crisis Management</th><th>Industry Knowledge</th><th>International Market Outlook</th><th>Leadership Decision Making</th><th>Finance& Accounting</th><th>law</th></tr><tr><td>Hsu,Hsiang</td><td>Male</td><td>64</td><td>✓</td><td>✓</td><td>✓</td><td>✓</td><td>✓</td><td>✓</td><td>✓</td><td>✓</td></tr><tr><td>Huang,Chin-Ching</td><td>Male</td><td>63</td><td>✓</td><td>✓</td><td>✓</td><td>✓</td><td>✓</td><td>✓</td><td></td><td></td></tr><tr><td>Lin,Wen-Tung</td><td>Male</td><td>63</td><td>✓</td><td>✓</td><td>✓</td><td>✓</td><td>✓</td><td>✓</td><td></td><td></td></tr><tr><td>Yu, Hsien-Neng</td><td>Male</td><td>63</td><td>✓</td><td>✓</td><td>✓</td><td>✓</td><td>✓</td><td>✓</td><td></td><td></td></tr><tr><td>Kuo,Hsu-Kuang</td><td>Male</td><td>54</td><td>✓</td><td>✓</td><td>✓</td><td>✓</td><td>✓</td><td>✓</td><td></td><td></td></tr><tr><td>Liao,Chun-Keng</td><td>Male</td><td>57</td><td>✓</td><td>✓</td><td>✓</td><td>✓</td><td>✓</td><td>✓</td><td></td><td></td></tr><tr><td>Hung,Yu-Sheng</td><td>Male</td><td>50</td><td>✓</td><td>✓</td><td>✓</td><td>✓</td><td>✓</td><td>✓</td><td></td><td></td></tr><tr><td>Wang,Sung-Chou</td><td>Male</td><td>59</td><td></td><td>✓</td><td></td><td>✓</td><td>✓</td><td></td><td>✓</td><td></td></tr><tr><td>Liu,Cheng-Yi</td><td>Male</td><td>60</td><td></td><td>✓</td><td></td><td>✓</td><td>✓</td><td></td><td>✓</td><td></td></tr><tr><td>Hsu,Kao-Shan</td><td>Male</td><td>59</td><td></td><td>✓</td><td></td><td>✓</td><td>✓</td><td></td><td></td><td>✓</td></tr></table> <p>There are 10 (100%) male members and 0(0%) female members on the Board.7 (70%) of them are employees and 3 (30%) are non-employees. The average age is 59. The company will work on having 1 female member on the Board, reducing the number of employee-directors, and recruiting younger members.</p>	Name	Gender	Age	Operational Decision Making	Operation Management	Crisis Management	Industry Knowledge	International Market Outlook	Leadership Decision Making	Finance& Accounting	law	Hsu,Hsiang	Male	64	✓	✓	✓	✓	✓	✓	✓	✓	Huang,Chin-Ching	Male	63	✓	✓	✓	✓	✓	✓			Lin,Wen-Tung	Male	63	✓	✓	✓	✓	✓	✓			Yu, Hsien-Neng	Male	63	✓	✓	✓	✓	✓	✓			Kuo,Hsu-Kuang	Male	54	✓	✓	✓	✓	✓	✓			Liao,Chun-Keng	Male	57	✓	✓	✓	✓	✓	✓			Hung,Yu-Sheng	Male	50	✓	✓	✓	✓	✓	✓			Wang,Sung-Chou	Male	59		✓		✓	✓		✓		Liu,Cheng-Yi	Male	60		✓		✓	✓		✓		Hsu,Kao-Shan	Male	59		✓		✓	✓			✓	None
Name	Gender	Age	Operational Decision Making	Operation Management	Crisis Management	Industry Knowledge	International Market Outlook	Leadership Decision Making	Finance& Accounting	law																																																																																																																		
Hsu,Hsiang	Male	64	✓	✓	✓	✓	✓	✓	✓	✓																																																																																																																		
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Kuo,Hsu-Kuang	Male	54	✓	✓	✓	✓	✓	✓																																																																																																																				
Liao,Chun-Keng	Male	57	✓	✓	✓	✓	✓	✓																																																																																																																				
Hung,Yu-Sheng	Male	50	✓	✓	✓	✓	✓	✓																																																																																																																				
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(2) If the Company established any other functional committee in addition to Compensation Committee, Audit Committee as required by law?	V	<p>In order for the sound supervision and reinforcement of management, the Company established the Remuneration Committee and Audit Committee. The functional committees shall be responsibilities for the Board of Directors.</p>	The company has not yet established other functional committee.Sccheduled to gradually establish according to the laws and regulations as well as the practical requirement of the company.																																																																																																																									

(3) Does the company specify the process and method of the performance evaluation of the Board of Directors, conduct the annual evaluation, and report the evaluation results to the Board of Directors and use such for considering the remuneration and re-appointment of each director?	V	The Company has the Guidelines for Evaluating Performance of the Board of Directors in place. Self-assessments are organized once a year and cover participation in corporate operation, quality of decisions made by the Board of Directors, the composition and structure of the Board of Directors, the election and continuing education of Board directors, among others. The questionnaires were sent out in November 2020 to respective directors. The 2020 Board of Directors self-assessment was completed on January 29, 2021. The Company has disclosed the results on the website of the Company and considered the remuneration and re-appointment of each directors to serve at the Remuneration Committee and the Board meeting.	None																														
(4) If the Company assess the independence of CPA periodically?	V	<table><tr><td colspan="3">The Board has reviewed the qualification of CPA's independency on August 7, 2020. The review includes the evaluation, as below items:</td></tr><tr><td>Assessment</td><td>assessment result(Y/N)</td><td>Independence (Y/N)</td></tr><tr><td>The designated accountant does not have direct or indirect financial interest relationship with the Company.</td><td>N</td><td>Y</td></tr><tr><td>The designated accountant does not have a financing or guarantee relationship with the Company or any director of the Company.</td><td>N</td><td>Y</td></tr><tr><td>The designated accountant does not have close business relationship or potential employment relationship with the Company.</td><td>N</td><td>Y</td></tr><tr><td>The designated accountant does/did not currently/ in the recent two years serve as a director, supervisor, or manager of the Company or play a role having significant influence on the audit case.</td><td>N</td><td>Y</td></tr><tr><td>The designated accountant does not promote or act as an intermediate for the shares or other securities issued by the Company.</td><td>N</td><td>Y</td></tr><tr><td>The designated accountant does not serve as the advocate of the Company nor as the representative of the Company to mediate the dispute between the Company and any third party.</td><td>N</td><td>Y</td></tr><tr><td>The designated accountant does not have kinship with any directors or managers of the Company or the person having significant influence on the audit service.</td><td>N</td><td>Y</td></tr><tr><td colspan="3">The assessment results show that the declaration of independence has not been breached in the relationship between the Company and the CPAs; independence disqualified.</td></tr></table>	The Board has reviewed the qualification of CPA's independency on August 7, 2020. The review includes the evaluation, as below items:			Assessment	assessment result(Y/N)	Independence (Y/N)	The designated accountant does not have direct or indirect financial interest relationship with the Company.	N	Y	The designated accountant does not have a financing or guarantee relationship with the Company or any director of the Company.	N	Y	The designated accountant does not have close business relationship or potential employment relationship with the Company.	N	Y	The designated accountant does/did not currently/ in the recent two years serve as a director, supervisor, or manager of the Company or play a role having significant influence on the audit case.	N	Y	The designated accountant does not promote or act as an intermediate for the shares or other securities issued by the Company.	N	Y	The designated accountant does not serve as the advocate of the Company nor as the representative of the Company to mediate the dispute between the Company and any third party.	N	Y	The designated accountant does not have kinship with any directors or managers of the Company or the person having significant influence on the audit service.	N	Y	The assessment results show that the declaration of independence has not been breached in the relationship between the Company and the CPAs; independence disqualified.			None
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Assessment	assessment result(Y/N)	Independence (Y/N)																															
The designated accountant does not have direct or indirect financial interest relationship with the Company.	N	Y																															
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The designated accountant does not have close business relationship or potential employment relationship with the Company.	N	Y																															
The designated accountant does/did not currently/ in the recent two years serve as a director, supervisor, or manager of the Company or play a role having significant influence on the audit case.	N	Y																															
The designated accountant does not promote or act as an intermediate for the shares or other securities issued by the Company.	N	Y																															
The designated accountant does not serve as the advocate of the Company nor as the representative of the Company to mediate the dispute between the Company and any third party.	N	Y																															
The designated accountant does not have kinship with any directors or managers of the Company or the person having significant influence on the audit service.	N	Y																															
The assessment results show that the declaration of independence has not been breached in the relationship between the Company and the CPAs; independence disqualified.																																	
4. Does the public (OTC) company appoint the adequate number of competent corporate governance staff, and a corporate governance manager to be responsible for handling corporate governance scheme (including but not limited to providing information to the directors and supervisors necessary to perform their duties, assisting the directors and supervisors in legal compliance, processing the Board meetings and shareholders meetings according to the laws, processing company registration and registration of changes, and producing minutes of the Board meetings and shareholders meetings)?	V	The Financial Department of the Company is set up with dedicated corporate governance personnel who have more than 3 years of experience in the managerial work such as corporate finance, stock affairs and meeting proceedings with the scope of duties as follows: providing the information required by the directors to conduct business, propagating the regulations related to the operation, assisting the directors with compliance with laws and regulations, arranging for directors for further study, handling matters related to the board of directors and shareholders' meeting, changing registration and corporate governance, etc. The board of directors pass the resolution on March 21st, 2019 to have these personnel supervised by a corporate governance supervisor who is qualified as a manager and reports the implementation to the board of directors at least once a year. Business execution in the most recent year is as follows: (1) Corporate governance and securities-related acts promotion (2) Assistance with the convening of Board of Directors and Shareholders Meetings (3) Preparation of the Board's agenda, provision of meeting materials and delivery of notices, reminding of avoidance of conflict of interests, production and mailing of the proceedings (4) Publication of the Company's major news (5) Arrangement of the annual training of the directors (6) Registration of the shareholders' meeting, and production of the meetings notice, the annual report, the handbooks within the statutory time limit (7) Change registration with the Ministry of Economic Affairs after amendment of the by-laws or re-election of directors.(8)The educational programs provided for the first-time corporate governance staff were completed as required. Please see page 28.	None																														
5. If the Company established communication channel with interested parties (Including	V	The Company's website has a "Stakeholder Section" under Corporate Social Responsibility, which provides	None																														

but not limited to shareholders, employees, customers and suppliers, etc.) and disclosed key corporate social responsibility issues frequently enquired by stakeholders on the designated area of the corporate website?		<p>information including investors/shareholders, customers/consumers, suppliers/contractors, employees, government agencies and the media to the stakeholders who are responsible for verification. The information is compiled through public information observatories, the Company's website, financial reports, corporate social responsibility reports and online questionnaires to confirm the issues concerned by the stakeholders on MSI and degree and importance of the concerns, and prioritize or incorporate the issues of concern into the Company's annual goals. In addition, the company's website discloses the information of the "Stakeholders' Complaints Channel" and provides the information to the responsible units through the contact window as the communication channel for the stakeholders and the Company responds to the important issues of concern to stakeholders by meetings, phone calls and emails to protect the rights and interests of all stakeholders. Relevant chapters on stakeholder concerns, communication methods and frequency, and information on topics of concern are disclosed at http://tw.msi.com/Corporate Governance/Corporate Social Responsibility/Corporate Social Responsibility Report. The information is reported to the Board of Directors at least once a year.</p> <p>In addition, the "Stakeholders" section provides the contact windows for each stakeholder, the "stakeholder complaint submission" is disclosed on the company's website. Stakeholders may contact through meeting, phone, or e-mail. The critical issues which the stakeholders are concerned about will be answered properly to maintain the interests of each stakeholder.</p> <p>The critical issues which the stakeholders are concerned about, communication method and frequency, and concerned issues are disclosed on http://tw.msi.com/corporate governance/CSR/CSR report. The Board of Directors receives the report at least once per year. The 2020 report has been presented to the Board on November 10, 2020.</p> <table><tr><th>Disclosure of Information</th></tr><tr><td>Market Observation Post System http://mops.twse.com.tw (Stock Code:2377)</td></tr><tr><td>MSI Investor Information https://tw.msi.com/about/investor/</td></tr><tr><td>MSI Corporate Governance https://tw.msi.com/about/company/</td></tr><tr><td>MSI CSR https://tw.msi.com/html/popup/csr_tw/index.html</td></tr></table>	Disclosure of Information	Market Observation Post System http://mops.twse.com.tw (Stock Code:2377)	MSI Investor Information https://tw.msi.com/about/investor/	MSI Corporate Governance https://tw.msi.com/about/company/	MSI CSR https://tw.msi.com/html/popup/csr_tw/index.html	
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MSI Corporate Governance https://tw.msi.com/about/company/								
MSI CSR https://tw.msi.com/html/popup/csr_tw/index.html								
6. If the Company engaged professional transfer agent to host annual general shareholders' meeting?	V	The Company has delegated the share administrations agency of Chinatrust Commercial Bank to handle shareholder meetings and related services.	None					
7. Information Disclosure (1) If the Company set up a corporate website to disclose information regarding the Company's finance, business and corporate governance?	V	The Company has a section on its website to disclose related information of its finance, operation, and corporate governance. Investors may also obtain information about the Company through the Market Observation Post System http://mops.twse.com.tw .	None					
(2) If the Company adopted any other information disclosure channels (e.g., maintaining an English-language website, appointing designated personnel to handle information collection and disclosure, appointing spokespersons, webcasting investors conference, etc)?	V	The Company has websites in 20 languages, including Chinese and English, such as http://tw.msi.com/ (Chinese) and http://www.msi.com/about/investor (English) and dedicated employees to take charge of the Company's information collection and disclosure. The spokesperson system is established and implemented.	None					
(3) Does the company publish and file the annual financial report within two months after the end of the fiscal year, and make early publication and filing of the financial reports of the first, second, and third quarters, as well as the monthly operation reports?	V	The company publishes and files the annual financial report, and financial reports of the first, second, and third quarters, as well as the monthly operation reports, within the statutory period.	Early publication/filing is subject to evaluation based on actual need.					
8. If the Company had other important information to facilitate better understanding of the Company's corporate governance practices (including but not limited to employee rights, employee wellness, investor relations, supplier relations, rights of stakeholders, directors' and supervisors' training records, the implementation of risk management policies and risk evaluation measures, the implementation of customer relations policies, and purchasing insurance for directors and supervisors)? (1) Employee rights	V	<p>1. Employees' remuneration policy is regulated the distribution ratio in the Company's Articles of Incorporation and is handled according to the "Remuneration Guidelines", "the Employee Performance Regulations", and "the Employee Remuneration Distribution and Stock Option Regulations". Operation profits are shared with employees according to the fulfillment rate of business target, performance, and contribution.</p> <p>2. The Company has an Employee Welfare Committee with steady funds coming from the Company holding events and providing benefit programs for employees.</p> <p>3. Besides having employees covered by Labor Insurance and National Health Insurance as required by law so</p>	None					

			that they can be assured safety while at work, the Company also offers the group insurance for extra protection to employees and their family.	
(2) Employee care employee wellness	V		The Company was certified by OHSAS18001 (Occupation Health and Safety Assessment Series Certification) in December 2003 and received the “health promotion symbol for spontaneous healthy workplace certification”. Besides periodical employee health examinations, the Company has a employee clinic, nursing room, various health-related tests, workshops, and training from time to time, there are also diversified society events and employees are provided with related consultation services and help solutions on issues such as career, workplace inter-person relationship, emotions at work, work management, physical and mental stress, communications between husband and wife, child care and education, gender relations, laws in life, wealth management, and tax reduction so that the health of employees in all aspects, physical, mental, and spiritual, is taken well care of.	None
(3) Investor relations	V		The Company discloses information from time to time through the Market Observation Post System and the Company’s website, and has the “Investor Relations Contact Window” available for the shareholders to contact by phone or through email in order to maintain the investor relationship.	No Deviation
(4) Supplier Relations	V		1. In order to protect the rights of suppliers, as long as not against regulatory requirements and damage to our shareholders’ rights, financial information required by the suppliers for the Company’s creditline evaluation will be provided. 2. In order to accomplish sustainable management for the Company and for all suppliers, suppliers continue to be asked to promise compliance with regulations concerning health and safety, the environment, labor, and ethics as well as guidelines for the management system and risk control and suppliers will receive educational training and periodic audits, among other related auxiliary measures, to help them keep enforcing and improving the said regulations and guidelines.	None
(5) Stakeholder rights	V		1. The Company discloses on its website information on corporate governance, finance, sustainability, and products and also related information on the Market Observation Post System for the stakeholders’ reference. 2. The Company has a section “Contact MSI” on website. If stakeholders have issues about economy, environment, and society, they can communicate the issues with the Company through the said channel; this helps protect the rights of respective stakeholders.	None
(6) Further education status of directors and supervisors	V		The Company’s directors, supervisors, and high-ranking managers receive continuing education as required by “the Directions for the Implementation of Continuing Education for Directors and Supervisors” of TWSE Listed and TPEX Listed Companies on a yearly basis. The continuing education programs are listed below.	None
(7) Risk management policy and risk measurement measures	V		The Company’s policy towards risk management is to set various rules and regulations in order to weigh and evaluate possible impacts of the various risk matters on the profits and losses of the Company and to stipulate respective response policies accordingly. For the analysis and evaluation of risk matters, other important risks and response measures, please refer to 2020 Annual Report Page90~97	None
(8) Implementation of customer policy	V		Regulations to be followed are established in the Company’s internal control system to ensure fulfillment of customer service and product protection and the responsible unit is available for real-time communication during transaction with customers in order to ensure that customers’ rights are protected.	None
(9) Purchase of liability insurance for directors and supervisors	V		Directors are covered by the Company’s D&O insurance. (And disclosed in the Market Observation Post System http://mops.twse.com.tw)	None
<p>9. Please describe the improvements of the corporate governance evaluation results released by the corporate governance center of the Taiwan Stock Exchange Corporation in the last year, and propose priority matters or measures to strengthen areas yet unimproved.</p> <p>Reasons for failure to get scores during corporate governance rating:</p> <p>(1) To improve information disclosure of the English version materials, the English version meeting notice and meeting handbook were produced for the 2018 shareholders meeting and English version meeting notice, meeting handbook and annual report were produced in the 2018 shareholders meeting, both of which were required to be uploaded within a specified period.</p> <p>(2)The Company set up the Audit Committees to replace the responsibilities of the supervisors.</p>				

- (3) To follow the instructions of the competent authority in conducting to promote corporate governance, the Company implements position adjustment on January 1, 2019, with Mr. Hsu, Hsiang as Chairman of the Company, Mr. Chiang, Sheng-Chang as the Company's President and CEO, (Mr. Chiang, Sheng-Chang was dismissed since his death on July 7, 2020). On July 8, 2020, the Board of Directors appointed one of the founders, Mr. Huang, Chin-Ching, as the President, fulfilling the goal that the Chairman and President positions not being held by the same person.
- (4) In compliance with the competent authority's promotion of corporate governance, it is expected that a full re-election will be carried out upon the expiration of the term of office of Directors, adding one female Director.

Continuing Education/Training of Directors 、 Supervisors and Managements

Year	Training Course	Host by	Duration	Attendees
2003	Corporate Governance	Fu Jen Catholic University	3 hours	All Directors 、 Supervisors and Managements
2004	Corporate Governance and Risk Management	The Taiwan Corporate Governance Association	3 hours	All Directors 、 Supervisors and Managements
2005	Use financial statements to analyze and improve business performance	Securities & Futures Institute	3 hours	Directors 、 Supervisors and Managements
2006	Directors, Supervisors and Senior Managers' Responsibilities for Financial Reporting	Securities & Futures Institute	3 hours	All Directors 、 Supervisors and Managements
2007	Audit Strategy of Corporate Governance and Enterprise Tax Planning	The Taiwan Corporate Governance Association	3 hours	All Directors 、 Supervisors and Managements
2008	Business Transformation and Change Management	The Taiwan Corporate Governance Association	3 hours	All Directors 、 Supervisors and Managements
2009	Brand Management and Innovation	The Taiwan Corporate Governance Association	3 hours	All Directors 、 Supervisors and Managements
2010	Corporate Governance under International Taxation	The Taiwan Corporate Governance Association	3 hours	All Directors 、 Supervisors and Managements
2011	Financial statements and analysis of trends in the industry	The Taiwan Corporate Governance Association	3 hours	All Directors 、 Supervisors and Managements
2012	Disputes and Risks Caused by Taiwan Enterprises' Investment in China	The Taiwan Corporate Governance Association	3 hours	All Directors 、 Supervisors and Managements
2013	Financial thinking of business transformation	The Taiwan Corporate Governance Association	3 hours	All Directors 、 Supervisors and Managements
2014	New Trend of Internal Control Practice - Corporate Social Responsibility and Risk Management	The Taiwan Corporate Governance Association	3 hours	All Directors 、 Supervisors and Managements
2015	Comprehensively improve adaptability - Enterprise crisis management	The Taiwan Corporate Governance Association	6 hours	All Directors 、 Hsu,Fen-Lan 、 Hsu,Gau-Shan and Managements
2015	In 2015, the latest tax update issued the latest information analysis	Taiwan CPA Association, ROC	6 hours	Hsu,Jun-Shyan (National Association of Certified Public Accountants lecturer)
2016	The reform and sustainable management of the board of directors; the key strategies and practices of breakthroughs in business innovation	The Taiwan Corporate Governance Association	6 hours	All Directors 、 Supervisors and Managements
2017	Big Data Analysis and Corporate Fraud Detection	The Taiwan Corporate Governance Association	3 hours	All Directors(except Tsai,Rong-Fong) 、 Supervisors and Managements
2017	Reconstruction of IT Security Strategy from Cyber Crime View	The Taiwan Corporate Governance Association	3 hours	All Directors(except Tsai,Rong-Fong) 、 Supervisors and Managements
2017	Corporate Governance Forum series-sustainable operation	Taiwan academy of Banking and Finance	3 hours	Tsai,Rong-Fong
2017	2017 Insider Trading and Corporate Social Responsibility Forum	Securities & Futures Institute	3 hours	Tsai,Rong-Fong
2018	The introduction for the latest income tax or value-added tax reforms in China and the United States and the trend and impact of global anti-tax avoidance regulations.	The Taiwan Corporate Governance Association	3 hours	All Directors 、 Managements and Corporate overnance Officer
2018	Global Economic Outlook	The Taiwan Corporate Governance Association	3 hours	All Directors 、 Managements and Corporate overnance Officer
2018	The 12 th Taipei Corporate Governance Forum	Financial Supervisory Commission	6 hours	Liao,Chun-Keng
2018	The 12 th Taipei Corporate Governance Forum	Financial Supervisory Commission	3 hours	Hung,Yu-Sheng
2018	2018 Forbid Insider Trading Promotion Meeting	Taiwan Stock Exchange Corporation	3 hours	Hung,Yu-Sheng 、 Kuo,Hsu-Kuang
2018	Discussion on fraud cases of corporate financial statements	Securities & Futures Institute	3 hours	Kuo,Hsu-Kuang
2019	How could directors and supervisors supervising t the business risk and crisis management of the Company?	Taiwan Corporate Governance Association	3 hours	All Directors 、 Managements and Corporate Governance Officer
2019	Impact from the U.S.-China Trade War to the industry in Taiwan and the reaction planning	Taiwan Corporate Governance Association	3 hours	All Directors 、 Managements and Corporate Governance Officer
2019	2019 Corporate Governance Practices Seminar	Corporate Governance Professionals Association	3 hours	Corporate Governance Officer
2019	Corporate Governance and Business Operational Sustainability Course	Taiwan academy of Banking and Finance	3 hours	Corporate Governance Officer
2019	Task Force on Climate-related Financial Disclosures (TCFD) Forum (educational program for corporate governance)	Taiwan Stock Exchange Corporation	3 hours	Corporate Governance Officer
2020	Case analysis of the Company Act	Taiwan Corporate Governance Association	3 hours	All Directors 、 Managements and Corporate Governance Officer
2020	Disconnected ICT Supply Chains: New Power Plays Unfolding	Taiwan Corporate Governance Association	3 hours	All Directors 、 Managements and Corporate Governance Officer
2020	2020 Seminar on Legal System for Beneficial Owners	Corporate Governance Professionals Association	3 hours	Corporate Governance Officer
2020	2020 Annual Session on the Promotion of Insider Trading and Insider Equity Trading Prevention	Securities & Futures Institute	3 hours	Corporate Governance Officer

4. Professional Qualifications and Independence Analysis of Remuneration Committee Members

(1) Established : The Board of directors of the company set up the Remuneration Committee on December 18, 2011.

A. Remuneration Committee members information :

Title	Criteria	Meets one of the following professional qualification requirements, together with at least five years' work experience			Independence Criteria (Note)										Number of other public companies in which the individual is concurrently serving as an Compensation Committee member	Remarks
	Name	An instructor of higher position in a department of commerce, law, finance, accounting, or other academic department related to the business needs of the company in a public or private junior college, college or university	A judge, public prosecutor, attorney, CPA, or other professional or technical specialist who has passed a national examination and been awarded a certificate in a profession necessary for the business of the company	Have work experience in the areas of commerce, law, finance, accounting, or otherwise necessary for the business of the company	1	2	3	4	5	6	7	8	9	10		
Independent Director	Hsu,Kao-Shan		✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	0	
Independent Director	Wang,Sung-Chou		✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	0	
Independent Director	Liu,Cheng-Yi			✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	0	

Note: If any member meets any of the following descriptions within two years prior to the appointment and during the term of office, please check the box of the corresponding number.

- (1) Not an employee of the company or its affiliate.
- (2) Not a director or supervisor of the company or its affiliate (except for independent directors appointed in accordance with the Act or the local laws by, and concurrently serving as such at, the company, its parent company, subsidiaries, or a subsidiary under the same parent company).
- (3) Not the person himself, spouse or minor child, or individual shareholder holding more than 1% of the company's outstanding shares in the name of a third party, or top 10 shareholder.
- (4) Not the spouse, relative within the second degree of consanguinity, or direct blood relative within the third degree of consanguinity of a manager, a person under (2) or (3).
- (5) Not directly holding more than 5% of the company's outstanding shares, top 5 shareholder, or a director, supervisor or employee of a corporate shareholder appointing its representative as the director or supervisor of the company pursuant to Article 27 paragraphs 1 or 2 of the Company Act (except for independent directors appointed in accordance with the Act or the local laws by, and concurrently serving as such at, the company, its parent company, subsidiaries, or a subsidiary under the same parent company).
- (6) Not a director, supervisor, or employee of a company controlled by the same person holding the majority of the Board or the voting shares of the company and the other company (except for independent directors appointed in accordance with the Act or the local laws by, and concurrently serving as such at, the company, its parent company, subsidiaries, or a subsidiary under the same parent company).
- (7) Not a director (governor), supervisor, or employee of a company or institution whose chairman, president, or a person holding an equivalent position is the same person or the spouse of the chairman, president, or a person holding an equivalent position at the company (except for independent directors appointed in accordance with the Act or the local laws by, and concurrently serving as such at, the company, its parent company, subsidiaries, or a subsidiary under the same parent company).
- (8) Not a director (governor), supervisor, manager, or shareholder with more than 5% shareholding of a specific company or institution having financial or business relationship with the company (except for independent directors appointed in accordance with the Act or the local laws by, and concurrently serving as such at, the company, its parent company, subsidiaries, or a subsidiary under the same parent company).
- (9) Not a professional individual, or an owner, partner, director, supervisor, or officer of a sole proprietorship, partnership, company, or institution, or their spouses, who provides auditing services to the company or any affiliate of the company, or that provides commercial, legal, financial, accounting or related services to the company or any affiliate of the company for which the provider has received cumulative compensation exceeding NT\$500,000 in the past 2 years; provided however that this restriction does not apply to a member of the remuneration committee, public tender offer review committee, or special committee for merger/consolidation and acquisition, who exercises powers pursuant to the Securities and Exchange Act or to the Business Mergers and Acquisitions Act.
- (10) No such situation under Article 30 of the Company Act.

B. Attendance of Members at Remuneration Committee Meetings

- ① There are 3 members in the Remuneration Committee.
 ② Tenure of the current of Remuneration committee is from June 15, 2018 to June14, 2021. A total of 6 (A) meetings in 2020 and up to date till the Annual Report printed, The attendance record of the Remuneration Committee members was as follows:

Title	Name	Attendance in Person (B)	By Proxy	Attendance Rate (%) B/A	Remarks
Convener	Hsu,Kao-Shan	6	0	100%	
Member	Wang,Sung-Chou	6	0	100%	
Member	Liu,Cheng-Yi	6	0	100%	
Other mentionable items: 1. If the board of directors declines to adopt or modifies a recommendation of the remuneration committee, it should specify the date of the meeting, session, content of the motion, resolution by the board of directors, and the Company's response to the remuneration committee's opinion (eg., the remuneration passed by the Board of Directors exceeds the recommendation of the remuneration committee, the circumstances and cause for the difference shall be specified): None. 2. Resolutions of the remuneration committee objected to by members or subject to a qualified opinion and recorded or declared in writing, the date of the meeting, session, content of the motion, all members' opinions and the response to members' opinion should be specified: None.					

(2) Scope of duties and Execution in the most recent year:

A. Scope of duties

- ① Establishing and periodically reviewing the annual and long-term performance goals for the directors, supervisors, and managerial officers of this Corporation and the policies, systems, standards, and structure for their compensation.
 ② Periodically assessing the degree to which performance goals for the directors, supervisors, and managerial officers of this Corporation have been achieved, and setting the types and amounts of their individual compensation.

B. Execution in 2020 and up to date till the Annual Report printed

Remuneration Committee Meeting Date	Session	Agenda	Remuneration Committee Resolution Results	Corporation's responses to the comments of the Remuneration Committee
2020.01.17	2020/1	(1) Promotion of managers and review of their salary structure. (2) Distribution of year-end bonus of the Company's managers.	Proposal approved Proposal approved	None None
2020.03.20	2020/2	(1) Proposed distribution of 2019 compensation of employees and directors. (2) Adjustment of the salary of the Company's managers and distribution of their performance bonus.	Proposal approved Proposal approved	None None
2020.08.07	2020/3	(1) Amendment of "the Employee Remuneration Distribution and Stock Option Regulations" (2) Distribution of 2019 compensation for the Company's managers, directors.	Proposal approved Proposal approved	None None
2020.10.06	2020/4	(1) Review the Company's Directors and managers' salary and remuneration standards and structure, and proposal for the new version of the "Promotion Management Measures". (2) Proposal for the salary structure of the Company's new President and the issuance of managers' performance bonus.	Proposal approved Proposal approved	None None
2021.01.29	2021/1	(1) Distribution of year-end bonus of the Company's managers.	Proposal approved	None
2021.03.22	2021/2	(1) Proposed distribution of 2020 compensation of employees and directors. (2) Adjustment of the salary of the Company's managers and distribution of their performance bonus.	Proposal approved Proposal approved	None None

5.Differences between CSR enforcement and Corporate Social Responsibility Best Practice Principles for TWSE/GTSM Listed Companies, and the reasons:

Item	Implementation Status			Different from “the CSR best practice principles” issued by TWSE and its reason(s)
	Y	N	Summary	
1. Does the company conduct risk evaluation for the environmental, social, and corporate governance topics related to the company's operation based on the materiality principle, and specify relevant risk management policy or strategy?	V		MSI risk management policy is to evaluate the impact of various risk issues (including environmental 、social and corporate governance issues) on the company's profit and loss. Based on the significance (responsibility 、influence) of the contents to the company, various response policies has been formulated , report its operation and implementation status to the Board of Directors at least once a year. The scope of risk management includes the main risks faced during the operation, including financial risk 、legal risk 、strategy and operational risk 、information security risk, and climate risk.Our company continues to monitor and invest resources for risk control and response preparation through the Business Continuity Plan (BCP) irregularly. For related management policies and strategies, please refer to MSI's annual report or ESG report.	None
2.If the Company set up a unit exclusively or concurrently to execute CSR policies and if the Board appointed member(s) of management team to supervise and report its implementation status to the Board?	V		With regard to the framework of corporate social responsibilities promoted by the Company, the Board of Directors authorizes the general manager to command respective full-time (part-time) units to establish and discuss corporate social responsibilities-related policies and the enforcement of systems. Meanwhile, the sustainable development office is available to take charge of organizing related matters on corporate social responsibilities and to periodically report to the Board of Directors. For the operation and implementation status, refer to the Company's ESG Report for details http://tw.msi.com .	None
3. Environmental Topics (1)If the Company established proper environment management system based on the characteristics of the industry where the Company belongs to?	V		We establish related environmental management methods according to the operating and production characteristics. MSI have passed the certifications of ISO 14001 、IECQ/QC 080000 、ISO14064-1 & 2 、ISO 14006 and ISO 14072.	None
(2)If the Company endeavored to utilize resources more efficiently and utilized renewable materials which have a lower impact on the environment?	V		Based on the requirements of international regulations, customer requests and eco-labels, we identify related environmental aspects and impacts according to the standard process to discover significant influences as priorities for improvement. With technology and cost feasibility, we establish rigorous requirements for design management and implement them on product life cycle by considering resource conservation, recycling and reuse, energy saving, pollution prevention and other environmental impacts. 1. The packaging materials are designed in a way that they can be decomposed by hand without using tools for reduced consumption of composite materials. 2. The instruction manuals are electronized to realize paperless product publications for reduced use of pulp. 3. Modular design is adopted for products to improve recycling efficiency. 4.Soy ink is used for packaging and printing pigments to improve the recycling rate of packaging materials when discarded.	None

(3) Does the company evaluate the current and future potential risks and opportunities due to climate change, and take measures in response to climate change topics?	V	<p>The probability and severity of natural disasters (including drought, mites, snowstorms, high temperature/heat waves, typhoons/strong rainfall) brought about by extreme weathers may affect the Company's production and operations. The risks may include production constraints, operations, equipment, and investment cost rise and inefficiency, etc.</p> <p>By including the issue of climate change in the risk management of sustainable business operations. MSI aims to implement climate change management mechanism through "mitigation" and "adaption" for reduction of the magnitude of impact of climate change on businesses. The Company also strengthens its resilience through the risk through adoption of the carbonation measures of feasibility assessment through the management mechanism of climate change in the two directions of "mitigation" and "adjustment". Continue to pay attention to changes in relevant domestic and international regulations after the Paris Climate Agreement and evaluate the internal response of the company. The Company strengthens its resilience through appropriate regulatory measures with the specific mehods as follows:</p> <p>(1) Periodically check and update the organization's carbon emission investigation to achieve the goal of reducing the greenhouse gas.</p> <p>(2) Evaluate feasible technologies and materials for product design and reduce energy loss of products.</p> <p>(3) Save water, improve the reuse rate of rainwater and wastewater, and establish emergency measures for water resources.</p>	None
(4) Does the company calculate the emissions of greenhouse gas, water usage, and total weight of wastes in the past two years, and specify the policies for energy saving, carbon reduction, greenhouse gas emission reduction, water-saving, or other waste management?	V	<p>MSI has set the environmental protection and energy saving goals for various forms of energy/resourceof use, emissions and reductions through the environmental management system, and MSI has also set management guidelines for audits and improvements. For details, please refer to MSI's ESG report.</p> <p>https://storage-asset.msi.com/html/popup/csr_tw/index.html</p>	None
<p>4. Social Topics</p> <p>(1) If the Company followed relevant labor laws, and internationally recognized human rights principal, and established appropriate management policies and procedures?</p>	V	<p>MSI is a melting pot of talents from different ethnic groups all from over the world. Therefore, we treat employees in the same way without distinction of any kind, such as race, color, sex, age, religion, political or other opinions, national or social origins, or other status. All the employees are treated equally with regard to their opportunities in employment, appraisal, promotion, salary, benefits and training to ensure equality of their rights.</p> <p>We ensure to respect labor rights and the implementation of equal treatment.</p>	None
(2) Does the company specify and implement reasonable employee welfare measures (including compensation, leave, and other benefits), and properly reflect the management performance or achievements in the employee compensation?	V	<p>The Company has remuneration policies in place. Reasonable salaries and remunerations are given to employees according to their responsibilities and contribution at work as determined by the performance evaluation. Various remuneration regulations are approved by the Remuneration Committee. Meanwhile, the "Work Rules" of the Company clearly specify employee behavior and discipline, award/punishment are given according to employee performance.</p>	None

(3)If the Company provided safe and healthy working environment to employees and conducted relevant training on safety and health management to employees periodically?	V	<p>The company has set up the Occupational Safety and Health management entities, Occupational Safety and Health committee, Meal Committee and medical care office, conducted regular safety and health training for employees and contractors to provide a safe workplace and ensure employee's physical and mental health.The company has received the ISO 45001 Occupational Safety and Health Management System Certification and the “Healthy Workplace Self-certified Health Promotion Label”. In order to promote the safety of the working environment and physical protection of employees, the company continues to carry out related equipment maintenance and safety testing.</p> <table><tr><th>Item</th><th>Equipment Maintenance (Safety Test)</th></tr><tr><td>Firefighting (fire extinguisher, smoke detector 、 Evacuation equipment)</td><td>Once/Monthly, quarterly,yearly</td></tr><tr><td>Air conditioning (heat dissipation, blower, ice water host)</td><td>Once/Monthly, quarterly,yearly</td></tr><tr><td>Electricity (generator, power outage maintenance 、 power supply equipment)</td><td>Once/Monthly, quarterly,yearly</td></tr><tr><td>Carbon dioxide</td><td>Once/Biannually (Test)</td></tr><tr><td>Noise</td><td>Once/Biannually (Test)</td></tr><tr><td>Illuminance</td><td>Once/Annually (Test)</td></tr><tr><td>Wind speed control (laboratory local exhaust)</td><td>Once/ Annually (Test)</td></tr><tr><td>Organic solvent (isopropyl alcohol, methanol, n-hexane)</td><td>Once/Biannually (Test)</td></tr><tr><td>Lead, tin</td><td>Once/Biannually (Test)</td></tr><tr><td>Drinking water</td><td>Once/Monthly(Test)</td></tr><tr><td>Employee cafeteria food ingredients and tableware</td><td>Bimonthly (Sampling test)</td></tr></table> <p>In order to provide employees with a safer and healthier working environment, the Company continues to strengthen and improve various facilities, including the replacement of new water dispensers and pipelines, toilet repairs, anti-skid parking lot floors and ramps, and the installation of weatherproof corridors.</p> <p>In addition, a pandemic prevention team was established during the pandemic, in addition to advocating for colleagues to perform business trip and travel control, working from home trials, cloud extensions, adopt flexible working hours, cooperate with wearing masks and temperature measurement, elevator by-floor control, and different meal pick-up times in employee canteen, it also distributes masks and hypochlorous acid sterilizing disinfectant, and strengthens the cleaning and disinfection of the air-conditioning and public areas such as meeting rooms, restaurants, elevators, and dormitories, to jointly keep tabs on the pandemic prevention and the health of colleagues.</p>	Item	Equipment Maintenance (Safety Test)	Firefighting (fire extinguisher, smoke detector 、 Evacuation equipment)	Once/Monthly, quarterly,yearly	Air conditioning (heat dissipation, blower, ice water host)	Once/Monthly, quarterly,yearly	Electricity (generator, power outage maintenance 、 power supply equipment)	Once/Monthly, quarterly,yearly	Carbon dioxide	Once/Biannually (Test)	Noise	Once/Biannually (Test)	Illuminance	Once/Annually (Test)	Wind speed control (laboratory local exhaust)	Once/ Annually (Test)	Organic solvent (isopropyl alcohol, methanol, n-hexane)	Once/Biannually (Test)	Lead, tin	Once/Biannually (Test)	Drinking water	Once/Monthly(Test)	Employee cafeteria food ingredients and tableware	Bimonthly (Sampling test)	None
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Employee cafeteria food ingredients and tableware	Bimonthly (Sampling test)																										
(4)If the Company provided career planning, relevant training and skill development for employees?	V	<p>The Company highly values training and career developments for its employees. In order to continue promoting quality talent cultivation and key skills management, there are the Regulations Governing Educational Training that address continuing education and training for employees. Meanwhile, budget is appropriated on a yearly basis to facilitate organization of various types of educational training. Lecturers are hired periodically or from time to time to hold workshops. Reflective of the different rankings and levels of professionalism, internal or external educational training is provided to help employees form complete professional skills and inspire them to seek self-growth.</p>	None																								

(5) Does the company comply with the laws and international standards regarding customer health and safety, client privacy, marketing and labeling of products and services, and specify the policy of consumer rights and complaint procedures?	V	Besides purchasing appropriate product liability insurance in order to protect the rights of customers and consumers, global service systems are created in countries and regions such as Taiwan, Europe, America, Japan, Korea, and China, including self-operated or outsourced maintenance sites and customer service centers and websites that have multiple language options. Downloading and updates online, after-sales service, product maintenance and repairs, technical support, and complaint procedures are available for consumers as well. Products by Micro-Star are marketed and labeled in compliance with applicable laws and regulations and industrial standards and there are dedicated departments to make sure that requirements are fulfilled according to internal operating and regulatory documents. Product verification, quality control, and third-party testing help ensure that products are marketed and labeled in compliance of applicable standards.	None
(6) Does the company specify any supplier management policy to request the suppliers to comply with the regulations regarding environmental protection, occupational health and safety, or worker' rights, and how is the enforcement status?	V	The Company has established the Supplier Management Guidelines. New suppliers go through evaluation that covers human rights, the environmental and social responsibilities. For existing suppliers, there are also supplier evaluations from time to time in order to ensure that suppliers comply with corporate social responsibilities. It also reduces losses in bilateral transactions or good will because of the environmental or social responsibilities. The Company specifies in the supplier procurement contract that if suppliers violate its corporate social responsibility policy and the violation has a significant influence on the environment and the society, Micro-Star may terminate or dismiss the terms and conditions in the contract at any time. The Company also enforces the policy that requires all suppliers to sign its custom procurement contract.	None
5. Does the company prepare the corporate social responsibility reports according to the internationally accepted guidelines or instructions to disclose the company's non-financial information? Has any third-party verification agency provided affirmed or certified opinion for such report?	V	The content structure of MSI's ESG report is prepared in accordance with GRI Standards of the Global Reporting Initiative (GRI) and the Taiwan Stock Exchange Corporation Rules Governing the Preparation and Filing of Corporate Social Responsibility Reports by TWSE Listed Companies, and certified by an independent third party (BSI Pacific Limited, Taiwan Branch) in accordance with the AA1000AP (AA1000 AccountAbility Principles) guarantee standard, and obtain the GRI Standard verification statement. MSI's ESG report will be uploaded to the Market Observation Post System (MOPS) on 2021.06.30.	None
6. If the Company established any guideline of corporate social responsibility in accordance with "Corporate Social Responsibility Best-Practice Principles for TWSE/GTSM-Listed Companies" and please state the implementation status of the guideline and any reasons for non-implementation: None. Pursuant to the "Listed Company Corporate Governance Best Practice Principles" and passed by the Board of Directors, the Company has established the "MSI Corporate Governance Best Practice Principles", of which the Board of Directors.			

VII. Other material information that helps to understand the operation of corporate social responsibility:

MSI continues to engage the community and participate in education, charity auction and environmental protection activities through sponsorship and employee volunteers. In Taiwan, we not only get involved in public services through investment of our internal resources, but also joined in the activities of charity groups. Through the process of service to and in the communities, we expand our love and care into the world and unify our employees' values and commitment towards MSI's corporate social responsibilities. MSI will continue to make its presence in services for the rural areas and disadvantaged groups.

(1) Education and care

1. School lunch: This year, we sponsored the school lunch at remote schools in New Taipei City. 62 schools and about 6,480 disadvantage students benefited.

2. After-school programs: We launched the after-school program "MSI Guide Student Aspire" for disadvantaged students to raise their basic learning ability, their confidence despite of an inferior family background, develop their potential, and build a caring, warm society with mutual support. We opened 121 after-school programs at 34 elementary and junior high schools in New Taipei City, and about 1,830 students benefited.

We introduce social resources to hold the cross-field English only reading and learning program of "MSI Spreading Love ~ Embracing the World" to plan long-term and continuous English learning for disadvantaged students, in order to shorten English learning gap phenomenon caused by rural-urban disparity, different amount of resources, cultural stimulation, and differences in family social and economic conditions. A total of 20 remote schools and 480 students in Hsinchu County were benefited.

3. Technological creation: We sponsored the summer camps in elementary and junior high schools in New Taipei City, established the on-campus PowerTech club and participated in the New Taipei City contests and national competition. We promoted the PowerTech Youth Technological Creation Contest to every school, increased students' craft skills and general science knowledge. 25 elementary and junior high schools in New Taipei City, and about 1,290 students benefited.

4. Special ed student family field trip: We sponsored the students of centralized special education classes in the third to sixth grade in elementary schools in New Taipei City, and their families to spend a day at Leo Foo Village. The special ed students were introduced to and have experienced a wide variety of animal and plant ecology through the outdoor explorations with their families. Special ed students and their families spent time in nature together, and learned things from these leisure activities. The field trip offered the opportunity to let the families with challenged children learn together, and relieve the parents' nerve and burden of providing care. 80 special needs families and 320 students benefited.

5. Sistema Taiwan sponsorship: We sponsored Sistema Taiwan, a charitable program for music education, and supported the music education for disadvantaged kids to expand the possibility of life by learning music.

(2) Support for disadvantaged groups

1. Dream-Come-True fund: We supported diligent and hardworking students who come from underprivileged families or experience family crisis to complete school education through the "Implementation Plan for Educational Aid to Realize Dream Fund" We hope that these kids can commit themselves to learning without worrying about their family or personal hardship with the support from the DCT fund, and 320 students benefited, a total of 80 outstanding students under poverty line were benefited.

2. High-risk caregiver support program: We sponsored Hondao Senior Citizen's Welfare Foundation MSI Program – providing the all-in-one services, family care services, respite care, and value-added services to high-risk families › A total of 775 people were served.

3. Department of Social Welfare of Taoyuan City's Small Satellite Training Program: Implements "Guarding with Heart, Guarding by MSI, and Making Society and Neighbors feel at ease" to strengthen preventive measures of the social safety net. Local community development associations or registered groups are supported by the Department of Social Welfare to set up small satellite bases in the jurisdiction of the unit to provide a safe space for children and youth's after-school activities, and then care for the families of the children and youth. There are a total of 500 disadvantaged families, about 1,000 children and youth and 200,000 person-time preventive care measures.

(3) Corporate Volunteering

1. Donation with love: The Horticultural Club initiated the activity of donating electronic receipts to do charity even during the pandemic and made donations to the Mennonite Social Welfare Foundation and the Genesis Social Welfare Foundation, not falling behind when spreading love.

The Horticultural Club held activities of Sweet Macaron and Travel Following the Windmill, and the activity registration fees were donated to the Taiwan Fund for Children and Families and the Society of Wilderness

Proceeds from the Photography Club's charity badge making activity were donated to the Andrew Charity Association.

The Yoga Club sponsored the booth and fair vouchers for the 2020 New Year's End Thanksgiving Activity of the Taiwan Fund for Children and Families, and will donate all the proceeds.

2. Charity sale: Pet Love Club launched a charity sale of table calendars for public welfare donations.

(4) Medical Support

1. Blood donation: MSI invites the blood donation center to hold the blood donation event "Spread the Love Blood Donation Event" at the company every year. Department managers and colleagues join the blood donation, show care, and help patients to survive. This is a kind behavior with mutual benefits. 178 people donated 276 bags in 2020.

(5) Giving Back to the Community

1. Earth God Cultural Festival: Supported and sponsored the Earth God Cultural Festival held by Zhonghe District Office in New Taipei City.
2. Donation of police service equipment: Donated police service equipment to the Zhonghe Precinct of the New Taipei City Police Department.
3. New Taipei City Fire Department: Donated residential alarms for disaster prevention to the New Taipei City Fire Department.

(6) Computer Donation

1. Social Welfare Department, New Taipei City: Donated 30 desktop PCs for kids and 14 AIO PCs to the Good Day Platform for Underprivileged Families run by the Social Welfare Department of New Taipei City Government. Underprivileged kids can learn how to use the computers, enhance their basic skills, and increase their confidence in themselves.
2. Social Welfare Bureau of Taoyuan County Donated 20 laptops to the after-school care bases of the Social Welfare Bureau of Taoyuan County.
3. Luzhou Junior High School: Donated 20 laptops to the digital learning charity program for senior citizen, new immigrants, indigenous people, and children in the community of Luzhou Junior High School.
4. Kuangfu Elementary School: Donated one laptop to the Kuangfu Elementary School's after-school program for vulnerable children.

(7) Environmental Protection Activities

1. Protection of wetland ecosystem: MSI sponsored Taiwan Society of Wilderness (SOW) to fund Wugu wetlands conservation project to conduct ecological census, wading birds tidal flat construction, volunteering, and advocate environmental protection education.
2. Good Rice Action sponsorship: Sponsored the rice growing on 0.5 Jia agricultural land in Nan'ao. The harvested rice will be donated to the Good Day Platform for Underprivileged Families run by the Social Welfare Department of New Taipei City Government so that the underprivileged people can also enjoy delicious rice.
3. Tea sponsoring: We care about the concept of sustainable global environment and ecological conservation, protect water resources in Pinglin area, maintain the Feitsui Reservoir and take care of the health and life of tea growers in Pinglin area. We sponsor the New Taipei City Organic Agricultural Products Marketing Cooperative to promote organic tea cultivation and promotion project in Pinglin area. After the harvest, the tea will be donated to the Good Day platform of the New Taipei City Social Welfare Department, so that the elderly from vulnerable groups can gather and enjoy good tea.

VIII. If the company's CSR report passes the inspection standards of any verification institution, please describe such situation: <MSI 2020 ESG Report> is based on the GRI Standard published by the Global Reporting Initiative (GRI), and verified by British Standards Institution (BSI) Taiwan Branch in accordance with AccountAbility1000 (AA1000) Guarantee Standards, and receives the GRI Standard: Core Option Verification Statement.

6. Difference between implementation of ethical corporate management and Ethical Corporate Management Best Practice Principles for TWSE/GTSM Listed Companies, and the reasons:

Implementation of ethical corporate management

Indicator	Operation			Variation from Corporate Governance Best Practice Principles and Reason
	Yes	No	Summary	
1. Codify Ethical Management Policies and Plans (1) Does the company specify the ethical management policy, which has been passed by the Board of Directors, and specify the policy and measures of ethical management in its regulations and external documents? Do the Board of Directors and Senior Management proactively perform the commitment to ethical management?	V		The Board of Directors and senior management diligently perform their commitment to ethical management. Since we introduced the "Electronic Industry Citizenship Coalition (EICC) in 2008, we and our suppliers follow the highest moral and ethical standards. The requirements of honest business and prohibition of illegal profit are specified in the supplier agreements. In order to prevent unethical conduct during the business activities, our "Procedures of Board of Directors Meetings" and "Responsibilities of Independent Directors" ask directors to recuse from any motion in the Board meeting with which they have conflict of interest without being asked to. The Board of Directors also passed the "Corporate Governance Guidelines," "Ethical Management Guidelines," "Code of Ethics" and "Work Rules" to specify and implement the ethical conduct of directors, managers, employees and suppliers, punishment of perpetrators, and complaint system.	None
(2) Does the company establish the evaluation mechanism of risk of unethical management, periodically analyze and evaluate the business activities with higher risk of unethical management in its course of business, and specify the plans of preventing unethical conduct accordingly, which at least cover the preventions of conduct set forth in Article 7, paragraph 2 of the Ethical Corporate Management Best Practice Principles for TWSE/GTSM Listed Companies?	V		The company's "Ethical Management Guidelines" specified the measures of preventing unethical conducts set forth in Article 7, paragraph 2 of the Ethical Corporate Management Best Practice Principles for TWSE/GTSM Listed Companies, including prohibition on giving and receiving bribes, offering illegal political contribution, and engaging in improper charitable donation or sponsorship, providing or accepting unreasonable gifts, treatments, or other improper profits.	None
(3) Does the company specify and implement the procedures, behavioral guidelines, punishment of perpetrators, and complaint system in the plans of preventing unethical conduct, and periodically review and modify such plans?	V		The company complies with the rule of conflict of interest and anti-corruption. In addition to asking all employees and suppliers to sign the moral ethics statements, providing internal and external training to new employees and suppliers, we also prohibit improper profits, or treatment from interested parties and other unethical conduct in the course of business activities. We specify the anti-corruption policy, reward and punishment procedures. The internal audit office develops the periodic audit scheme, accepts report of violation, and reports to the Board to prevent corruption incidents.	None
2. Implementing ethical management (1) Does the Company evaluate the ethical record of its transaction parties and explicitly include clauses on ethical behavior in contracts ?	V		The Company has articles about honest behavior in its business contract and avoids doing business with people with records of dishonest behavior.	None
(2) Does the company set up a dedicated division of promoting ethical management under the Board of Directors, and periodically (at least annually) report the ethical management policy and plans of preventing unethical conduct to the Board, and supervise the enforcement?	V		In order to prevent against conflicts of interest and to offer channels for proper statements, independent directors form the part-time unit in charge of ethical management at the Company in order to promote and consolidate honest operations and the unit reports to the Board of Directors periodically.	None
(3) Does the Company have a conflict-of-interest prevention policy with suitable channels for reporting such conflicts, and enforces such a policy ?	V		In case of any illegal condition in violation of honest operation, complaints may be filed with or the condition may be reported to the Company's supervisors or the Internal Audit Office.	None
(4) Does the company have an effective accounting system and internal control system in place in order to implement ethical management, and request the internal audit division to prepare the audit plans based on the risk evaluation of unethical conduct in order to inspect non-compliance with the unethical conduct prevention plan, or hire an accounting firm to do so?	V		The Internal Audit Office audits the Company's accounting system, internal control system, and fulfillment of honest operations on a yearly basis according to the Regulations Governing Establishment of Internal Control Systems by Public Companies and the Ethical Management Principles Prepare relevant audit plans and conduct the inspection accordingly	None

(5) Does the Company regularly host internal and external training on ethical management?	V	The company advertises the concept of ethical management on its website, and provides internal and external training to the employees. Substantive measures for implementing ethical management policy in 2020 include the new employee consensus training program. The program covers the introduction to internal control and audit, prevention of unethical conduct, and how to report a violation. There were 279 people who participated in the 139.5-hour training session.	None
3. Operation of the corporate whistleblower system (1) Does the Company have an explicit whistleblower and incentive scheme in place that protects whistleblowers and assigns appropriate personnel for investigating the target of the whistleblower complaint?	V	In the event that stakeholders discover that the Company's directors and Independent directors, managers, and employees are engaged in illegal behavior in violation of ethical management (including corruption and immoral behavior), they may file a complaint with or report to the Company's supervisors or Internal Audit Office. If it is found to be true, punishment will be imposed according to the internal rules and applicable laws and regulations.	None
(2) Does the company specify the standard investigation process for reported violation, subsequent measures upon the completion of investigation, and relevant confidentiality mechanism?	V	The company's "Procedures of Reporting Violation to Audit Office and Subsequent Measures" specify the standard investigation process, subsequent measures upon the completion of investigation, and relevant confidentiality mechanism	None
(3) Does the Company have measures to protect whistleblowers against retaliation?	V	The reporter and the receiving head shall assist the audit unit in conducting an investigation. No unilateral investigation, comments, transcribing the case and the reporter is allowed. No inquiry about or release of the true identity of the reporter or disciplining the reporter and the reported party is allowed, either.	None
4. Greater disclosure (1) Does the Company disclose its ethical management principles and progress on its promotion through its website or the Market Observation Post System website?	V	Besides in the Market Observation Post System, the contents of the Company's Ethical Management Principles and the promotion efficacy are disclosed on the Company's website http://tw.msi.com/ .	None
5. If the Company has drafted an ethical management principle according to "Ethical Corporate Management Best Practice Principles for TWSE/GTSM-Listed Companies," the operation of the principle and the deviation from the principle should be clearly stated: The Company has established "Code of Ethical" based on TWSE/GTSM's "Ethical Corporate Management Principles".			
6. Other material information that helps to understand the operation of the Company's ethical management (such as the Company's declaration of its resolve and policies to its business partners; the Company's invitation of training to its partners; and the Company's revision of its ethical management principles): None			

7. How to search for the Corporate Governance Principles and applicable rules:

In order to create a corporate culture of ethical management and normalize its development, the Company has established the Ethical Management Principles, Code of Moral Conduct, and also the Board of Directors Rules of Procedure, Scope of Responsibilities of Independent Directors, and Corporate Governance Principles in compliance with the Corporate Governance Best Practice Principles for TWSE/TPEx Listed Companies (all are disclosed on the Market Observation Post System website <http://mops.twse.com.tw>) in order to promote the operating efficiency, decision-making ability of the Board of Directors and the moral standards.

8. Other Information:

(1) Continuing education for directors: The Company holds seminars on topics relating corporate governance from time to time for directors to attend. The status of continuing education is disclosed on the Market Observation Post System website as required.

For detailed continuing education received by directors and high-ranking managers of the Company over the past few years, refer to Page 28.

(2) Coverage of directors by liability insurance: The Company revised its Articles of Incorporation on June 9, 2004 that the Board of Directors may be authorized to decide to purchase liability insurance for all directors and supervisors to cover liability risk within the scope of their operation when duty. The Company purchases liability insurance for directors every year and disclose the information on the Market Observation Post System website.

(3) Presence of absence of an operating procedure for handling significant information: The Company has an operating procedure for handling information in place as part of its internal control system and periodically audits it.

(4) The selection and remuneration of the company's senior executives were approved by the board of directors and the remuneration committee. In order to implement the succession plan of key management and cooperate with the competent authorities to promote corporate governance. The succession plan was drafted several years ago, including assessment of current high-ranking managers based on their professionalism, performance, and personality traits, Continuous cultivation of successors at all levels within the organization and recruitment of excellent talents when needed to achieve internal benign competition and succession through the Leadership College, Sales and Marketing College, R&D College, Technical Skills College, E-School of the MSI University and other comprehensive training courses. continuous cultivation of successors at all levels within the organization (including Director and senior management) and recruitment of excellent talents when needed to achieve internal benign competition and succession.

On June 16, 2009, Mr. Chiang Shengchang, an excellent manager, was recruited into the board of directors and was promoted to be the executive vice president and general manager of the Desktop Platform Division in March 2010 so that he can have a complete experience. With the internal organization adjustment on Jan.1, 2019, the succession plan was formally launched as Mr. Hsu Hsiang becoming the chairman of the company and Mr. Chiang Shengchang the general manager and CEO of the Company , (Mr. Chiang, Sheng-Chang was dismissed on July 7, 2020), on July 8, 2020, the Board of Directors appointed one of the founders, Mr. Huang, Chin-Ching, as the President, adhering to the practice that the chairman and general manager of the Company are not the same person in the corporate governance goal. In addition, on June 15, 2018, outstanding managers Mr. Kuo, Hsu-Kuang, Mr. Liao, Chun-Keng, and Mr. Hung, Yu-Sheng were nominated to join the Board of Directors. On January 1, 2019, the three of them were promoted to Executive Vice Presidents and General Managers of various business units, In the future, the board of directors and management committee will continue to advance the succession plan, implement corporate governance and realize sustainable operation.

(5) Annual work focuses and operational situation of the Audit Committee:

Annual work focuses		Operational situation	
1.	Main items reviewed by the audit committee: (1) Adoption or amendment of an internal control system pursuant to Article 14-1 of the Securities and Exchange Act. (2) Assessment of the effectiveness of the internal control system. (3) Adoption or amendment, pursuant to Article 36-1 of the Securities and Exchange Act., of handling procedures for financial or operational actions of material significance, such as acquisition or disposal of assets, derivatives trading, extension of monetary loans to others, or endorsements or guarantees for others. (4) A matter bearing on the personal interest of a director. (5) A material asset or derivatives transaction. (6) A material monetary loan, endorsement, or provision of guarantee. (7) The offering, issuance, or private placement of any equity-type securities. (8) The hiring or dismissal of an attesting CPA, or the compensation given thereto. (9) The appointment or discharge of a financial, accounting, or internal auditing officer. (10) Annual and semi-annual financial reports. (11) Any other material matter so required by the company or the Competent Authority.	Frequency Depends on actual needs Once per year Depends on actual needs Depends on actual needs Depends on actual needs Depends on actual needs Once per year Personnel change Once per quarter Depends on the situation	The first audit committee of the Company was established on June 15, 2018. It consists of three independent directors and Mr. Wang, Sung-Chou was elected as the convener. The current audit committee has held 13 meetings in 2020 and up to date till the Annual Report printed and operates smoothly.
2.	Independent Directors with internal audit supervisors	Once per quarter	Communicate with the audit supervisor on the following matters: the annual audit plan, the implementation of the audit plan for the previous year, internal control deficiencies and the improvement of anomalies, the audit report and the follow-up report, etc.
	Independent Directors with CPA	At least once per year	We communicate with our CPAs in writing or face-to-face about the following topics: Fair presentation of the financial statements, annual financial statement audit plan, individual entity of group audit, and Key Audit Matters.

9. Internal Control System

(1) Statement of Internal Control System

Micro Star International Co., Ltd.
Statement of Internal Control System

March. 22, 2021

Based on the findings of self-assessment, the company states the following with regard to its internal control system in 2020:

1. The company is fully aware that establishing, operating and maintaining an internal control system are the responsibilities of its Board of Directors and management. The aim of the internal control system is to provide reasonable assurance to effectiveness and efficiency of operations (including profitability, performance and safeguarding of assets), reliability, timeliness, transparency, and regulatory compliance of reporting and compliance with applicable laws, regulations, and bylaws.
2. An internal control system has inherent limitations. No matter how perfectly designed, an effective internal control system can only provide reasonable assurance of accomplishing the aforementioned three objectives. Moreover, the effectiveness of an internal control system may be subject to changes of environmental or circumstances. Nevertheless, the internal control system of the company contains self-monitoring mechanism and the company takes corrective actions whenever a deficiency is identified.
3. The company evaluates the design and operating effectiveness of its internal control system based on the criteria provided in the Regulations Governing Establishment of Internal Control Systems by Public Companies (herein below, the "Regulations"). The criteria adopted by the Regulations identify five components of internal control based on the process of management control: (A) control environment, (2) risk assessment, (3) control activities, (4) information and communication, and (5) monitoring activities. Each component further contains several items. Please refer to the Regulations for details.
4. The company has evaluated the design and operating effectiveness of its internal control system according to the aforesaid criteria.
5. Based on the findings of the assessment mentioned in the preceding paragraph, the company believes that, as of December 31, 2020, its internal control system (including its supervision and management of subsidiaries), as well as its internal controls to monitor the achievement of its objectives concerning effectiveness and efficiency of operations, reliability, timeliness, transparency, and regulatory compliance of reporting, and compliance with applicable laws, regulations, and bylaws, were effective in design and operation, and reasonably assured the achievement of the above-stated objectives.
6. This Statement will be integral part of the company's Annual Report and Prospectus, and will be made public. Any falsehood, concealment, or other illegality in the content made public will entail legal liability under Articles 20, 32, 171 and 174 of the Securities and Exchange Act.
7. This Statement has been passed by the Board of Directors in their meeting held on March. 22, 2021 with neither one of Ten attending directors expressing dissenting opinions, and the remainder all affirming the content of this Statement.

Micro Star International Co., Ltd.

Chairman : HSU,HSIANG

President : Huang,Chin-Ching

(2) If the Company is requested by the SEC to retain CPA'S service for examining internal control system, the

Independent Auditor's Report must be disclosed:None

10. The penalties delivered to the Company and the staffs of the Company, or the penalties delivered by the Company to the staffs for violations of internal control system, the major nonconformity, and the corrective action in the most recent year and up to the date of the annual report: None.

11. The Major Resolutions of Shareholders' Meeting and Board Meetings in the most recent year and up to the date of the annual report:

(1)Major Resolutions of Shareholders' Meeting

Meeting date	Abstract of important proposals	Execution situation
2020.06.10	<p>1. Report Item :</p> <p>(1)Business report of 2019.</p> <p>(2)Supervisors' review report of 2019.</p> <p>(3)Report of Employees' Compensation and Directors' Compensation for 2019.</p> <p>(4)The 2019 Earnings Distribution of cash dividends.</p> <p>2. Adoption Items :</p> <p>(1)To adopt 2019 Business Report and Financial Statements.</p> <p>(2)To adopt the proposal for distribution of 2019 profits.</p> <p>3. Discussion Items :</p> <p>(1)Amendment to the "Articles of Incorporation"</p>	<p>1. The 2020 shareholders' meeting minutes were disclosed on the Market Observation Post System website on June 16, 2020.</p> <p>2. Remunerations for employees and directors were issued on August 14, 2020.</p> <p>3. Distribution of 2019 earnings: Shareholders' bonus - dividend in the value of \$5.0 per share; August 30, 2020 was set to be the record date and the dividends were issued on September 18, 2020.</p> <p>4. To amend the articles of incorporation:The Ministry of Economic Affairs approved the registration change at on June 15, 2020.</p>

(2)Major Resolutions of Board Meetings

Board of Directors Meeting	Session	Contents proposed	Opinion of independent director			The company's handling of independent director's opinion
			Independent Director			
			Wang,Sung-Chou	Liu ,Cheng-Yi	Hsu,Kao-Shan	
2020.01.17	2020/1	1.Report Items: (1)Derivative financial transactions report. 2.Adoption and Discussion Items : (1)Approved Salary Compensation Committee's proposal (2)Approved the Business Plan of 2020. (3)Investment in preferred shares of BlueStack Systems, Inc. in the United States.	None	None	None	None
2020.03.20	2020/2	1.Report Items : (1)Internal Audit reports (2)Derivative financial transactions report. (3)Board of Directors self-evaluation or peer-evaluation report. (4)The company is able to prepare the financial statements on its own. 2.Adoption and Discussion Items : (1)Approved the 2019 Financial Statement. (2)Approved the Statement on Internal Control System of 2019. (3)Approved Salary Compensation Committee's proposal (4)Approved matters related to the convening of the 2020 shareholders' meeting. (5)Approved matters related to the shareholders' general meeting acceptance of shareholders' proposals. (6)Approved the amendments to the Articles of Incorporation. (7)Approved amendments to Procedure for the Rules of Procedure for Board of Directors Meetings (8)Approved amendments to Remuneration Committee Charter (9)Approved amendments to Audit Committee Charter (10)Approved current Bank credit line and incremental credit line application.	None	None	None	None
2020.04.30	2020/3	1.Report Items:	None	None	None	None

		(1)Business Performance Report - First Quarter 2020 (2)Internal Audit reports (3)Derivative financial transactions report. 2.Adoption and Discussion Items : (1)Approved matters related to the convening of the 2020 shareholders' meeting. (2)2019 Earnings Distribution and cash dividends plan (3)Approved the incorporation of Canadian subsidiary.				
2020.07.08	2020/4	1.Report Items:N/A 2.Adoption and Discussion Items : (1)Approve the appointment of President of the Company.				
2020.08.07	2020/5	1.Report Items: (1)Report Items: Financial Report of second quarter, 2020. (2)Whether or not are the Company's overdue accounts receivable in an evaluation report of financing in disguised form (3)Internal Audit reports (4)Derivative financial transactions report. (5)Liability insurance for Directors. 2.Adoption and Discussion Items : (1)Approved the proposition to determine the base date for the distribution of cash dividend to shareholders. (2)Approved Salary Compensation Committee's proposal. (3)Approved the evaluation of the independence of CPA engagement.	None	None	None	None
2020.10.06	2020/6	1.Report Items: (1)Derivative financial transactions report. 2.Adoption and Discussion Items : (1)Approved Salary Compensation Committee's proposal	None	None	None	None
2020.11.10	2020/7	1.Report Items: (1)Financial Report of third quarter, 2019. (2)Internal Audit reports (3)Derivative financial transactions report. (4)Corporate governance report (5)Report on the enforcement of intellectual property rights. (6)Corporate ethical management report. (7)Corporate Social Responsibility report. (8)Communication with each stakeholder report. (9)Risk management report. 2.Adoption and Discussion Items : (1)Approved the 2020 audit plan. (2)Approved the dissolution of a subsidiary- MSI Computer Trading (Shen Zhen) Co., Ltd.	None	None	None	None
2021.01.29	2021/1	1.Report Items: (1)Derivative financial transactions report. (2)Board of Directors self-evaluation or peer-evaluation report. 2.Adoption and Discussion Items : (1)Approved Salary Compensation Committee's proposal (2)Approved the Business Plan of 2021.	None	None	None	None
2021.03.22	2021/2	1.Report Items : (1)Internal Audit reports (2)Derivative financial transactions report. 2.Adoption and Discussion Items : (1)Approved the 2020 Financial Statement. (2)Approved the Statement on Internal Control System of 2020. (3)Approved amendments to "Internal Control System" , "Implementation Rules for Internal Auditing". (4)Approved the proposal for the change of the Company's custodian for the endorsement and guarantees' seal. (5)Approved amendments to Procedure for the Rules of	None	None	None	None

		Procedure for Board of Directors Meetings (6)Approved amendments to Audit Committee Charter (7)Approved amendments to Remuneration Committee Charter. (8)Approved Salary Compensation Committee's proposal (9)Approved amendments to "Shareholders Meeting Rules of the Company" (10)Approved matters related to the convening of the 2020 shareholders' meeting. (11)Approved matters related to the shareholders' general meeting acceptance of shareholders' proposals. (12)Approved the Election of directors. and Matters related to the shareholders' general meeting acceptance of directors (independent directors) candidates nominated by shareholders. (13)Approved current Bank credit line and incremental credit line application. (14)2020 Earnings Distribution and cash dividends plan.				
2021.04.29	2021/3	1.Report Items: (1)Financial Report of First Quarter 2020 (2)Internal Audit reports (3)Derivative financial transactions report.	None	None	None	None

12. Major Issues of Record or Written Statement Made by Any Director Dissenting to Important Resolutions Passed by the Board of Directors in most recent year and up to date of the annual report: None.

13. In the most recent year and as of the print and publication date of the annual report, is there any resignation or removal of the company's chairman, president, controller, financial officer, internal audit officer, corporate governance officer, or research and development officer

Occupational Title	Name	Date Assumed	Date Dismissed	Reason of Resignation or Dismissal
President & Chief Executive Officer	Chiang, Sheng-Chang	2019.01.01	2020.07.07	Death

(IV) CPAs Fees

Accounting Firm	Name of CPA		Period Covered by CPAs' Audit	Remarks
PricewaterhouseCoopers, Taiwan	Liang, Hua-Ling	Lai, Chung-Hsi	2020	

Unit: NT\$ thousands					
Fee Range		Fee Items	Auditing Fees	Non-Auditing Fees	
				Amount	Items
1	Below 2,000 thousand			550	Transfer pricing study consultant fee
2	2,000 thousand (included) ~4,000 thousand				
3	4,000 thousand (included) ~6,000 thousand		4,262		
4	6,000 thousand (included) ~8,000 thousand				
5	8,000 thousand (included) ~10,000 thousand				
6	Over 10,000 thousand (included)				

1. In case the non-auditing fees paid to CPAs, CPA firm and the CPA firm's related party account for over a quarter of the total auditing fees, the auditing amount and non-auditing amount; also, the non-auditing service must be disclosed: None (voluntary disclosure).
2. In case the auditing fee paid in the year retaining service from another CPA firm is less than the auditing fee paid in the year before, the amount of auditing fee before / after the change of CPA Firm and the reasons for the said change must be disclosed: None.
3. Reduction of auditing fees by more than 10% compared to the previous year: None.

(V) Change of CPA's Information: None.

(VI) MSI's chairman, president, and managers in charge of its finance and accounting operations did not hold any positions within MSI's independent audit firm or its affiliates in the most recent year.

(VII) Information on Net Change in Shareholding and Net Change in Shares Pledged by Directors, Supervisors, Department Heads, and Shareholders of 10% shareholding or more

1.Changes in Shareholding of Directors, Supervisors, Managers and Major Shareholders:

Unit: shares

Title	Name	2020 (Note)		2021/1/1~2021/04/13 (Note)	
		Holding Increase (Decrease)	Pledged Holding Increase (Decrease)	Holding Increase (Decrease)	Pledged Holding Increase (Decrease)
Chairman	Hsu,Hsiang	0	0	0	0
Vice Chairman & President	Huang,Chin-Ching	0	0	0	0
Director & Senior Vice President of Management Committee	Lin,Wen-Tung	0	0	0	0
Director & Senior Vice President of Management Committee	Yu, Hsien-Neng	0	0	0	0
Director & Executive Vice President & NB BU GM	Kuo,Hsu-Kuang	25,000	0	0	0
Director & Executive Vice President & GNP BU GM	Liao,Chun-Keng	20,000	0	0	0
Director & Executive Vice President & CND BU GM	Hung,Yu-Sheng	0	0	0	0
Independent Director	Wang,Sung-Chou	0	0	0	0
Independent Director	Liu ,Cheng-Yi	0	0	0	0
Independent Director	Hsu,Kao-Shan	0	0	0	0
Senior Vice President of Management Committee	Lu,Chi-Long	0	0	0	0
EPS BU GM	Tsai,Rong-Fong	5,000 (119,000)	0	(60,000)	0
ACS BU GM	Huang,Wen-Shan	0	0	0	0
Vice President & CPS BU GM	Wu,Ta-Hsin	0	0	0	0
Vice President of Corp. R&D	Teng,Chi-Hung	0	0	0	0
Vice President of Corp.Manufacture & Quality Assurance	Li,Chao-Ming	0	0	0	0
Vice President of Corp. Sales & Marketing	Chiu,Chih-Keng	0	0	0	0
Vice President of Corp. Sales & Marketing	Tung,Ti-Chun	0	0	0	0
Vice President of Corp. Supply Chain	Chen,Te-Ling	0	0	0	0
Vice President of NB BU R&D Division	Lin,Chin-Kuan	0	0	(7,000)	0
Vice President of NB BU R&D Division	Lu,Kuo-Huang	0	0	0	0
Vice President of NB Product Mgt. Division	Peng,Jen-Fang	0	0	0	0
Vice President of NB Operations Mgt. Division	Pan,Tsai-Yu	0	0	0	0
Vice President of NB OEM sales Division(Note1)	Huang,Wen-Hui	0	0	0	0
Vice President of CND BU(Note2)	Yeh,Chun-Te	0	0	0	0
Vice President of EPS BU Sales & Marketing Division	Lu,Cheng-Lung	0	0	0	0
Vice President of Corp. Marketing Division	Cheng,Hui-Cheng	0	0	0	0
Vice President of Global Management Center	Tsai,Wei-Hsin	0	0	0	0
Vice President of Finance Center	Hung,Pao-Yu	0	0	0	0
Assistant Vice President of Internal Auditing Office	Liu,Chu-Hao	0	0	0	0
President & Chief Executive Officer(Note3)	Chiang,Sheng-Chang	(413,000)	0	0	0

Note1:April 1,2021 Newly appointed.

Note2: April 1,2020 Newly appointed.

Note3: Dismissed on July 7, 2020.

2.Information of Shares Transferred: Not transferred to related parties.

3.Information of Equity Pledged: None.

(VIII) Relationship among the Top Ten Shareholders

As of APR 13,2021 Unit : Share ; %

Name	Shareholding		Spouse and Minor		Shareholding by Nominee Arrangement		Name and Relationship Between the Company's Top Ten Shareholders, or Spouses or Relatives Within Two Degrees		Remark
	Shares	%	Shares	%	Shares	%	Name	Relations	
Hsu,Hsiang	51,983,151	6.15%	13,408,517	1.59%	9,376,328	1.11%	Hsu,Fen-Lan	Spouse	
Vontobel Fund-MTX sustainable emerging Markets Leaders	39,924,000	4.73%	-	-	-	-	-	-	
Cathay Life Insurance Co.,Ltd.	29,626,000	3.51%	-	-	-	-	-	-	
Cathay Life Insurance Co.,Ltd.(HUANG,TIAO-KUEI)	-	-	-	-	-	-	-	-	
Lin,Wen-Tung	25,672,499	3.04%	62,895	0.01%	-	-	-	-	
New Labor Pension Fund	21,131,000	2.50%	-	-	-	-	-	-	
Huang,Chin-Ching	20,937,377	2.48%	2,148,564	0.25%	7,521,761	0.89%	-	-	
Lu,Chi-Lung	18,650,835	2.21%	1,965,350	0.23%	-	-	-	-	
Yu,Hsien-Neng	17,892,824	2.12%	184,922	0.02%	-	-	-	-	
Yuanta/P-shares Taiwan Dividend Plus ETF	14,081,910	1.67%	-	-	-	-	-	-	
Hsu,Fen-Lan	13,408,517	1.59%	51,983,151	6.15%	9,376,328	1.11%	Hsu,Hsiang	Spouse	

(IX) Ownership of Shares in Affiliated Enterprises :

As of Dec. 31, 2020 Unit : Share : %

Long-Term Investment (Note)	Ownership by MSI		Ownership by Directors, Management or Direct/Indirect affiliates		Total	
	Shares	%	Shares	%	Shares	%
MICRO-STAR INTERNATIONAL (B.V.I.) HOLDING CO., LTD.	0	0%	47,465,071	100%	47,465,071	100%
MSI COMPUTER CORP.	575,458	100%	0	0%	575,458	100%
MYSTAR COMPUTER B.V.	0	0%	0	100%	0	100%
MSI COMPUTER (AUSTRALIA) PTY. LTD.	221,836	100%	0	0%	221,836	100%
MICRO-STAR NETHERLANDS HOLDING B.V.	424,000	100%	0	0%	424,000	100%
MSI COMPUTER JAPAN CO., LTD.	1,400	100%	0	0%	1,400	100%
MSI COMPUTER SARL	0	0%	0	100%	0	100%
MSI COMPUTER (SHENZHEN) CO., LTD.	0	0%	0	100%	0	100%
MSI COMPUTER (CAYMAN) CO., LTD.	50,000	100%	0	0%	50,000	100%
MSI COMPUTER (UK) LTD.	0	0%	0	100%	0	100%
MSI ELECTRONICS (KUNSHAN) CO., LTD.	0	0%	0	100%	0	100%
MSI COMPUTER EUROPE B.V.	0	0%	0	100%	0	100%
STAR INFORMATION HOLDING CO., LTD.	0	0%	4,502,601	100%	4,502,601	100%
MICRO ELECTRONICS HOLDING CO., LTD.	0	0%	33,315,472	100%	33,315,472	100%
MSI PACIFIC INTERNATIONAL HOLDING CO., LTD.	30,204,118	100%	0	0%	30,204,118	100%
MSI KOREA CO., LTD.	0	0%	80,000	100%	80,000	100%
SHENZHEN MEGA INFORMATION CO., LTD.	0	0%	0	100%	0	100%
MSI POLSKA SP. Z O.O.	0	0%	0	100%	0	100%
MEGA TECHNOLOGY HOLDING CO., LTD.	0	0%	3,050,000	100%	3,050,000	100%
MEGA COMPUTER CO., LTD.	0	0%	1	100%	1	100%
LLC“ MSI COMPUTER”	0	0%	0	100%	0	100%
MSI COMPUTER TECHNOLOGIES LIMITED COMPANY	0	0%	0	100%	0	100%
MSI ITALY S.R.L.	0	0%	0	100%	0	100%
MHK INTERNATIONAL CO., LTD.	0	0%	1	100%	1	100%
MSI (SHENZHEN) CO., LTD.	0	0%	0	100%	0	100%
MSI (SHANGHAI) CO., LTD.	0	0%	0	100%	0	100%
RAIDEALS INC.	0	0%	0	100%	0	100%
MSI IBERIA S.L.	0	0%	0	100%	0	100%
MICRO-STAR CANADA LTD.	100,000	100%	0	0%	100,000	100%

Note: Long-term investment accounted for using equity method.