

Wistron Corporation

2015 Annual General Shareholders' Meeting Meeting Agenda

<http://www.wistron.com> Held on Date June 26, 2015



DISCLAIMER

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INDEX

A. Rules and Procedures of Shareholders' Meeting	1
B. Meeting Procedures	4
C. Meeting Agenda	5
D. Report Items	6
E. Election Item	7
F. Ratification and Discussion Items	10
G. Appendices	
1. Business Report and Financial Statements for Year 2014.....	24
2. Audit Committee's Review Report.....	37
3. Profit Appropriation Statement for Year 2014	38
4. The Election Regulations of Directors.....	39
5. Articles of Incorporation.....	41
6. Procedures Governing Loaning of Funds	48
7. Procedures Governing Endorsements and Guarantees	54
8. Rules on Restricted Stock Awards to key employees for year 2012	61
9. Relevant Information on Employee Bonus and Remuneration to Directors	66
10. Impact of Stock Dividend Issuance on the Company's Business Performance, Earnings per Share and Return on Shareholders' Investment	67
11. Shareholdings of Directors	68

Wistron Corporation

Rules and Procedures of Shareholders' Meeting

- Article 1. The Shareholders' Meeting (the "Meeting") of Wistron Corporation ("Wistron") shall be conducted in accordance with these Rules and Procedures.
- Article 2. The Company shall be set forth in the meeting notice the shareholder sign-in time, location of the meeting and other precautions.
The shareholder sign-in time should be at least thirty minutes prior to the start of the meeting; the reception post should be clearly marked and adequately qualified personnel sent to handle the sign-in.
Shareholders attending the Meeting shall sign in. The sign-in procedure is performed by submitting an attendance card. The number of shares represented by attending shareholders shall be calculated in accordance with the attendance card submitted by shareholders, plus the shares voted in writing or electronically. Shareholders or their proxies (hereinafter referred to as "shareholders") with an attendance card shall be allowed to attend the Meeting; registered proxy solicitors shall also bring identification documents for verification.
- Article 3. The presence of shareholders at the Meeting and their voting at the Meeting shall be calculated in accordance with the number of shares.
- Article 4. The Meeting shall be held at the domicile of Wistron or at any other appropriate place that is convenient for the presence of shareholders. The time to start the Meeting shall not be earlier than 9:00 a.m. or later than 3:00 p.m.
- Article 5. If the Meeting is called by the Board of Directors ("BOD"), the Board's Chairman shall preside at the Meeting. In case the Chairman is on leave of absence, or cannot exercise his powers and authority, the Vice Chairman shall act in his place. If there is no Vice Chairman, or the Vice Chairman is also on leave of absence, or cannot exercise his powers and authority, the Chairman shall designate a director to act in his place. If the Chairman does not designate a director, the directors shall elect one from among themselves to act in lieu of the Chairman. The director acting as Chairman of the Meeting shall have held office for more than six months and understand the financial and business conditions of the Company, likewise if the acting Chairman is a representative of a juristic person. If the Meeting is called by any person other than the BOD, who has the right to call the Meeting, said person shall preside at that Meeting.
- Article 6. Wistron may appoint designated counsel, CPA or other related persons to attend the Meeting.
- Article 7. The Company shall record the proceedings of the Meeting entirely in audio or video from the shareholders' sign-in through the meeting discussions and the vote counting process; this recording shall be continuous and uninterrupted and

the Company shall retain the recording for at least one year. However, if a shareholder lawsuit has been instituted in accordance with Article 189 of the Company Act, the proceedings of the meeting shall be preserved by the Company until the legal proceedings of the lawsuit have been concluded.

- Article 8. The Chairman shall call the Meeting to order at the time scheduled for the Meeting, provided, however, that if the shareholders present do not represent a majority of the total number of issued shares (“quorum”), the Chairman may postpone the Meeting, provided, however, that the postponement of the Meeting shall be limited to two times, and the total time of the overall postponement shall not exceed one hour. If the Meeting has been postponed twice, but the shareholders present still do not represent a quorum, a tentative resolution may be adopted by shareholders representing one-third of the total amount of issued shares, in accordance with Paragraph 1 of Article 175 of the Company Act. Before the close of the Meeting, if the shareholders present represent a quorum, the Chairman may present the tentative resolution so adopted to the Meeting for resolution in accordance with the provisions of Article 174 of the Company Act.
- Article 9. If the Meeting is convened by the BOD, the agenda of the Meeting shall be set by the BOD. Unless otherwise resolved at the Meeting, the Meeting shall proceed in accordance with the agenda. During the Meeting, the Chairman may, at his/her discretion, set time for intermission. Unless otherwise resolved at the Meeting, the Chairman may not announce adjournment of the Meeting before the Meeting is finished. If the Chairman announces the adjournment in violation of these Rules and Procedures, the shareholders may, by majority of the votes represented by the shareholder present at the Meeting, designate one person as the Chairman to continue the Meeting.
- Article 10. A shareholder wishing to speak at the Meeting shall first fill out a slip, specifying therein the major points of his speech, his serial number as a shareholder and his name, and the Chairman shall determine his order of giving a speech. A shareholder who submits his slip for a speech but does not actually speak shall be considered as not having given a speech. If the contents of his speech shall be different from those specified on the slip, the contents of his speech shall prevail. When a shareholder is giving a speech, the other shareholders shall not interrupt unless they have obtained the prior consent from the Chairman and the said shareholder, and the Chairman shall prevent others from interrupting.
- Article 11. A shareholder shall not speak more than two times for one motion, unless he has obtained the prior consent from the Chairman, and each speech shall not exceed 5 minutes. If a shareholder violates the above provisions or his speech exceeds the scope of the motion, the Chairman may prevent him from continuing.
- Article 12. Any legal entity designated as proxy by shareholder(s) to be present at the Meeting may appoint only one representative to attend the Meeting. If a

corporate shareholder designates two or more representatives to attend the Meeting, only one of the representatives so designated may speak on any one motion.

Article 13. After a shareholder has given a speech, the Chairman may respond personally or designate a relevant person to respond.

Article 14. When the Chairman considers that the discussion for a motion has reached the extent for making a resolution, he may announce discontinuance of the discussion and submit the motion for resolution.

Article 15. The persons for supervising the casting of votes and the counting thereof for resolutions shall be designated by the Chairman, provided, however, that the person supervising the casting of votes shall be a shareholder. Voting counting or election ballots shall be conducted in public at the place of the Shareholders' Meeting. After the completion of the vote count, the voting results shall be announced on the spot, including the shares voted by Shareholders and recorded in the meeting minutes.

In addition, in the case of the election of directors and independent directors, the Company shall announce the election results, including the number of directors elected and the number of ballots received by each.

Article 16. Except otherwise specified in the Company Act or the Articles of Incorporation of the Company, a resolution shall be adopted by a majority of the votes represented by the shareholders present at the Meeting.

Article 17. If there is an amendment to or substitute for a discussion item, the Chairman shall decide the sequence of voting for such discussion item and the amendment or substitute. If any one of them has been adopted, the others shall be deemed vetoed and no further voting is necessary. The shareholders who voted in writing or electronically shall be deemed to have waived his/her/its voting power with respect to any extemporary motion(s) and/or the amendment(s) to the contents of the original proposal(s) at the said Shareholders' Meeting.

Article 18. The Chairman may direct disciplinary personnel (or security personnel) to maintain the order of the Meeting. For doing so they shall wear a badge bearing the words of "disciplinary personnel."

Article 19. In case of incident of force majeure, the Chairman may decide to temporarily suspend the Meeting and announce, depending on the situation, when the Meeting will be resumed, or may, by resolution of shareholders present at the Meeting, resume the Meeting within five days without further notice or public announcement.

Article 20. Any matter not provided in these Rules and Procedures shall be handled in accordance with the Company Act and the Article of Incorporation of Wistron.

Article 21. This Procedure was enacted on June 7, 2002.

The 1st amendment was made on June 21, 2012.

The 2nd amendment was made on June 14, 2013.

Meeting Procedures

- (1) Declaration of the Commencement of the Meeting
- (2) The Chairman in Position
- (3) Opening Remarks by the Chairman
- (4) Report Items
- (5) Election Item
- (6) Ratification and Discussion Items

Note: After discussions on all ratification and discussion items are completed, every item shall be voted by ballot and tallied separately and simultaneously.

- (7) Extemporaneous Motion
- (8) Adjournment

Meeting Agenda

Time: 9:00a.m., June 26, 2015

Venue: National Taiwan University Hospital International Convention Center.
(Room 301, 3F, No. 2, Xuzhou Road, Zhongzheng District , Taipei, Taiwan)

I. Report Items

1. Report the business of 2014.
2. Audit Committee's Review Report.

II. Election Item

Election of the 7th Directors, including Independent Directors.

III. Ratification and Discussion Items

1. Ratification of the Business Report and Financial Statements of 2014.
2. Ratification of the proposal for distribution of 2014 profits.
3. Discussion of the capitalization of part of 2014 profits and employee bonus through issuance of new shares.
4. Discussion of amendments to the "Articles of Incorporation".
5. Discussion of amendments to the "Procedures Governing Loaning of Funds".
6. Discussion of amendments to the "Procedures Governing Endorsements and Guarantees".
7. Discussion of the release of the prohibition on newly-elected directors and their corporate representatives from participation in competitive business.
8. Discussion of amendments to the "Rules on Restricted Stock Awards to key employees for year 2012".

IV. Extemporary Motions

V. Adjournment

Report Items

- 1. Business Report of Year 2014** (Please refer to Appendix 1, pages 24-26)
- 2. Audit Committee's Review Report** (Please refer to Appendix 2, page 37)

Election Item

ITEM: Election of Directors.

Proposal: Submission (by the Board of Directors, “BOD”) of the proposal for election of the Company’s seventh Board of Directors (including Independent Directors)

Details:

1. The Company’s sixth BOD, with 9 Directors (including 5 Independent Directors), has its term until June 20, 2015. In accordance with Article 195 of the Company Act, in case no election of new directors is effected after expiration of the term of office of existing directors, the term of office of out-going directors shall be extended until the time new directors have been elected and assumed their office. In this connection, the election of the seventh BOD (including 5 Independent Directors) is scheduled in the 2015 Annual General Shareholders’ Meeting.
2. To implement corporate governance, the Company has established the Compensation Committee and the Audit Committee pursuant to the Securities and Exchange Act and the Company Act. In this connection, 9 Directors (including 5 Independent Directors) will be elected at the Annual General Shareholders’ Meeting in accordance with the Articles of Incorporation, with their three-year term extending from June 26, 2015 to June 25, 2018. They may then be eligible for re-election. All the Independent Directors will constitute the Audit Committee.
3. The directors shall be elected by adopting candidates nomination system as specified in Article 192-1 of ROC Company Act. The below list of the candidates for the 9 Directors (including Independent Directors), approved by the third session of BOD meeting in 2015, is being submitted to the Annual General Shareholders’ Meeting to elect the seventh BOD (including Independent Directors).

Title	Name	Academic Qualifications and Major Past Positions	Current Positions (Note 1)	Shareholdings (Note 2)
Director	Simon Lin (Hsien-Ming Lin)	<ul style="list-style-type: none"> ▪ Bachelor’s degree from National Chiao Tung University ▪ President of Acer Inc. 	<ul style="list-style-type: none"> ▪ Chairman & CEO of Wistron Corp. ▪ Chairman of Wistron ITS Corp. ▪ Chairman of Changing Information Technology Inc. ▪ Director of Gamania Digital Entertainment Co., Ltd. ▪ Independent Director of Taiwan IC Packaging Corp. ▪ Independent Director of Neo Solar Power Corp. ▪ Chairman of Wiwynn Corp. 	28,064,521
Director	Stan Shih (Chen-Jung Shih)	<ul style="list-style-type: none"> ▪ Honorary Ph.D., International Law from the Thunderbird American Graduate School ▪ Honorary Fellowship, University of Wales, Cardiff ▪ Honorary Ph.D., Hong Kong 	<ul style="list-style-type: none"> ▪ Director of Wistron Corp. ▪ Director of Acer Inc. ▪ Director of Qisda Corp. ▪ Independent Director of Taiwan Semiconductor Manufacturing Co., Ltd. 	2,565,422

Title	Name	Academic Qualifications and Major Past Positions	Current Positions (Note 1)	Shareholdings (Note 2)
		Polytechnic University ▪ Honorary Ph.D., Electrical engineering, National Chiao Tung University ▪ Master's degree in Electrical engineering, National Chiao Tung University ▪ Founder & Chairman of Acer Group	▪ Director of Nanshan Life Insurance Co., Ltd. ▪ Director of Egis Technology Inc. ▪ Director of Digitimes Inc. ▪ Chairman of Stans Foundation ▪ Chairman of National Culture and Arts Foundation ▪ Director of PTS/ Public Television Service Foundation	
Director	Haydn Hsieh (Hong-Po Hsieh)	▪ Bachelor's degree in electrical engineering from Ta-Tung Institute of Technology ▪ Senior Vice President of Acer Inc.	▪ Director of Wistron Corp. ▪ Chairman & CEO of Wistron NeWeb Corp. ▪ Director of AOPEN Inc. ▪ Director of aEnrich Technology Corp. ▪ Independent Director of Raydium Semi-conductor Corp.	998,043
Director	Robert Huang (Po-Tuan Huang)	▪ Executive MBA Training Program at National Cheng-Chi University ▪ Bachelor's degree in Industrial Engineering from Ta-Tung Institute of Technology ▪ Vice President of Acer Inc.	▪ Director & President & COO of Wistron Corp. ▪ Director of Anextek Global Inc. ▪ Director of Lian-Yi (Far East) Ltd. ▪ Director of Global Lighting Technologies Inc. ▪ Chairman of Anwith Technology Corp.	2,740,810
Independent Director	John Hsuan (Min-Chih Hsuan)	▪ Honorary Ph.D., National Chiao Tung University ▪ Bachelor's degree in Electronics Engineering, National Chiao Tung University ▪ Vice Chairman Emeritus of United Microelectronics Corp.	▪ Independent Director of Wistron Corp. ▪ Emeritus vice-chairman of United Microelectronics Corp. ▪ Chairman of Faraday Technology Corp. ▪ Independent Director of Compal Electronics Inc. ▪ Chairman of Taiwan Memory Company ▪ Chairman of Maxima Venture I, Inc. ▪ Chairman of Maxima Venture II, Inc. ▪ Independent Director of Siliconware Precision Industries Co., Ltd. ▪ Chairman of Meridigen Biotech Co., LTD ▪ Director of General Biologicals Corp. ▪ Director of Clientron Corp. ▪ Director of Bcom Electronics Inc. ▪ Director of SIPP Corp.	0
Independent Director	Michael Tsai (Kuo-Chih Tsai)	▪ Bachelor's degree in Electrical and Control Engineering, National Chiao Tung University ▪ Vice Chairman of Powerchip Semiconductor Corp.	▪ Independent Director of Wistron Corp. ▪ Chairman of Maxchip Electronics Corp. ▪ Chairman of Zentel Electronics Corp. ▪ Director of Powerchip Technology Corp. ▪ Independent Director of Koryo Electronics Co., Ltd.	0
Independent Director	James K.F. Wu (Kuo-Feng Wu)	▪ Bachelor's degree in Economics, National Chung Hsing University	▪ Independent Director of Wistron Corp. ▪ Independent Director of Lite-On	0

Title	Name	Academic Qualifications and Major Past Positions	Current Positions (Note 1)	Shareholdings (Note 2)
		<ul style="list-style-type: none"> ▪ Managing Partner of KPMG Taiwan ▪ Partner in-Charge of Audit Practice, KPMG Taiwan 	<ul style="list-style-type: none"> Technology Corp. ▪ Independent Supervisor of Advantech Co., Ltd. ▪ Director of Finance and Economics Research and Education Foundation 	
Independent Director	Victor C.J. Cheng (Chung-Jen Cheng)	<ul style="list-style-type: none"> ▪ S.J.D., Stanford University ▪ Professor of the Graduate Institute of Patent, National Taiwan University of Science and Technology 	<ul style="list-style-type: none"> ▪ Independent Director of Wistron Corp. ▪ Director of Lotes Co., Ltd. ▪ Independent Supervisor of ASUSTek Computer Inc. ▪ Independent Supervisor of Apacer Technology Inc. ▪ Director of Kinsus Interconnect Technology Corp. ▪ Independent Director of eChem Solutions Corp. 	78,911
Independent Director	Duh-Kung Tsai	<ul style="list-style-type: none"> ▪ Bachelor's degree in Industrial Engineering, Taipei Institute of Technology ▪ Chairman & CEO of Powertech Technology Inc. 	<ul style="list-style-type: none"> ▪ Independent Director of Wistron Corp. ▪ Chairman & CEO of Powertech Technology Inc. ▪ Chairman of Greatek Electronics Inc. ▪ Independent Director of Compal Electronics Inc. ▪ Independent Director of Chicony Power Technology Co., Ltd. 	0

Note1: As of the current position on April 23, 2015

Note2: As per the actual reported number of shares on April 28, 2015

Result:

Ratification and Discussion Items

ITEM 1: Ratification of the Business Report and Financial Statements of 2014

Proposal: Submission (by the BOD) of the Company's 2014 business report and financial statements for ratification.

Details:

Submission for ratification of the Company's business report and financial statements for 2014 (Appendix 1: including Balance Sheets, Statements of Comprehensive Income, Statements of Changes in Equity and Statements of Cash Flows), which have all been adopted by the BOD with resolution and examined by the Audit Committee, and are hereby submitted for ratification. (Please refer to Appendix 1, pages 24-36.)

ITEM 2: Ratification of the proposal for distribution of 2014 profits

Proposal: Submission (by the BOD) of the proposal for 2014 earnings distribution for ratification.

Details:

1. The undistributed surplus at the beginning of the year 2014 is NT\$11,723,715,561, after deducting the actuarial losses of NT\$1,076,629 and adding up capital surplus and unappropriated earnings resulting from equity-accounted investees of NT\$110,026 and deducting difference between equity purchase price and carrying amount arising from acquisition or disposal of subsidiaries of NT\$1,151,862, then adding up the net income after tax for year 2014 is NT\$3,578,535,896 and deducting the legal reserve of NT\$357,853,590, and adding up the reversal in special reserve of NT\$1,394,276,792, therefore the total amount eligible for distribution earnings is NT\$16,336,556,194. The dividends and bonus proposed to be allocated to the shareholders amount to NT\$3,702,401,128, including NT\$740,480,230 in stock dividend (NT\$0.3 per share at par value) and NT\$2,961,920,898 in cash dividend (NT\$1.2 per share).
2. After the adoption of the resolution at the Shareholders' Meeting, the power with respect to setting the Ex-Rights and Ex-Dividend date and other relevant matters is reserved for the Board of Directors.
3. With respect to the dividends and bonus to shareholders as earnings, the calculation of the shareholder's deductible tax amount proportion shall be made separately.
4. In the event that, before the Ex-Rights and Ex-Dividend date, the proposed earnings distribution plan is affected due to the revisions to relevant laws or regulations, or upon the request of the competent authorities, or the change to the Company's common shares (i.e. repurchasing the Company's shares for transfer or cancellation, issuance of new shares to its employees as a result of their exercise of stock options, unsecured convertible bonds converting into common shares, capital increase by cash, capital increase by issuance of GDR, cancellation of part of Employee Restricted Stock Awards etc.), which results in changes in shareholder's allotment of shares or dividend-payout ratio, the Board of Directors is to be authorized to make necessary adjustments at its full discretion.
5. Please refer to Appendix 3, page 38 for the Profit Appropriation Statement for Year 2014.
6. Submission for ratification.

ITEM 3: Discussion of the capitalization of part of 2014 profits and employee bonus through issuance of new shares

Proposal: Submission (by the BOD) for discussion of a resolution that the Company issues new shares through capitalization of the 2014 earnings and employee bonus.

Details:

1. For the future development of business, the Company is proposing to set aside shareholder's dividends and bonus of NT\$740,480,230 from distributable earnings in 2014 to increase the capital by issuing 74,048,023 shares. In addition, NT\$691,782,370 of employee bonus shall increase the capital of the Company through issuance new common stocks. The total number of employee bonus stocks to be issued shall be determined by the closing price of the day before the AGM date, and taking into account the influence of the ex-right and ex-dividend factors. Employee bonuses of less than one share shall be distributed in cash.
2. Upon the approval for the aforesaid proposal from the competent authority, shareholders' dividends and bonus of NT\$740,480,230, each shareholder will be entitled to receive 30 surplus earning shares per 1,000 shares (tentative calculation) held by such shareholder based on the name and shares registered in the shareholder roster on the Ex-Rights date. Shareholders are advised to consolidate their fractional shares of less than one share to make up one share by their own means for registration within five days as of the Ex-Rights date; otherwise the fractional shares shall be paid in cash (rounding down to the nearest NT dollar) by the par value and purchased by persons designated by the Chairman as authorized.
3. The new issuing shares from the capital increase possess identical obligations and rights as the original shares.
4. After the adoption of the Shareholders' Meeting, the BOD is authorized to carry out the matter regarding the setting of the Ex-Rights date for new shares from capital increase.
5. In the event that, before the Ex-Rights date, the capitalization proposal is affected due to the revisions to relevant laws or regulations, or upon the request of the competent authorities, or the change to the Company's common shares (i.e. repurchasing the Company's stock shares for transfer or cancellation, issuance of new shares to its employees as a result of their exercise of stock options, unsecured convertible bonds converting into common shares, capital increase by cash, capital increase by issuance of GDR, cancellation of part of Employee Restricted Stock Awards etc.), which results in changes in shareholder's allotment of shares, the Board of Directors is to be authorized to make necessary adjustments at its full discretion.
6. Please discuss.

ITEM 4: Discussion of amendments to the “Articles of Incorporation”

Proposal: Submission (by the BOD) of a proposal to amend certain parts of the Company’s “Articles of Incorporation”.

Details:

1. In order to meet the operational needs of the Company, it is proposed to make amendments to the “Articles of Incorporation”. Please see below for a comparison table of the original provisions and amendments.
2. Please discuss.

**Comparison Between Original and Amendments to
“Articles of Incorporation”**

Items	Original Version	Amendment Version	Reason
Article 2	<p>The business items of the Company are set out as follows:</p> <p>.....</p> <p>14.CF01011 Medical equipment manufacturing</p> <p>.....</p> <p>(11)R&D, development, design, production, manufacture, testing and sale of In-Vitro testing equipment / system / modules / platform, physiological signal detection medical materials and medical information transmission system products, semi-finished products and their peripherals or components.</p>	<p>The business items of the Company are set out as follows:</p> <p>.....</p> <p>14.CF01011 Medical equipment manufacturing</p> <p><u>15.CD01030 Automobiles and Parts Manufacturing (can only be conducted outside Hsinchu Science Park)</u></p> <p>.....</p> <p>(11)R&D, development, design, production, manufacture, testing and sale of In-Vitro testing equipment / system / modules / platform, physiological signal detection medical materials and medical information transmission system products, semi-finished products and their peripherals or components.</p> <p><u>(12)Production, manufacture and sale of Various kinds of automotive electronic products (can only be conducted outside Hsinchu Science Park)</u></p>	To comply with Company’s operational needs.
Article 10	A shareholder unable to personally attend the shareholders’ meeting for whatever cause may vote by proxy with a duly executed appointment form issued by the Company specifying the authorized powers.	A shareholder unable to personally attend the shareholders’ meeting for whatever cause may vote by proxy with a duly executed appointment form issued by the Company specifying the authorized powers.	To comply with the Company’s operational needs.

Items	Original Version	Amendment Version	Reason
Article 10	<p>Except for securities trust enterprises or stock agencies approved by the competent authority, a person who acts as a proxy for two or more shareholders are not entitled to vote when the represented shares exceed three percent (3%) of the total voting rights of the outstanding shares of the Company.</p> <p>An appointment of a proxy is effective when a signed appointment form is received by the Company five (5) days before the shareholders' meeting. Where two or more appointment forms are received by the Company, the first one received shall govern.</p>	<p>Except for securities trust enterprises or stock agencies approved by the competent authority, a person who acts as a proxy for two or more shareholders are not entitled to vote when the represented shares exceed three percent (3%) of the total voting rights of the outstanding shares of the Company.</p> <p>An appointment of a proxy is effective when a signed appointment form is received by the Company five (5) days before the shareholders' meeting. Where two or more appointment forms are received by the Company, the first one received shall govern.</p> <p><u>According to regulatory requirements, shareholders may also vote via an electronic voting system, and those who do shall be deemed as attending the shareholders' meeting in person; electronic voting shall be conducted in accordance with the relevant laws and regulations.</u></p>	To comply with the Company's operational needs.
Article 19	<p>.....</p> <p>The 17th amendment was made on June 11, 2014.</p>	<p>.....</p> <p>The 17th amendment was made on June 11, 2014.</p> <p><u>The 18th amendment was made on June 26, 2015.</u></p>	Correspondence to the amendment date.

ITEM 5: Discussion of amendments to the “Procedures Governing Loaning of Funds”

Proposal: Submission (by the BOD) of a proposal to amend certain parts of the Company’s “Procedures Governing Loaning of Funds”.

Details:

1. In order to meet the operational needs of the Company, it is proposed to make amendments to the “Procedures Governing Loaning of Funds”.
2. Please discuss.

**Comparison Between Original and Amendments to
“Procedures Governing Loaning of Funds”**

Items	Original Version	Amendment Version	Reason
Article 1	The party to whom the Company may loan its funds The Company may loan funds to other parties (the “Borrower”) pursuant to the Procedure when a company with which it does business, or subsidiaries in need of funds for a short term period which the Company holds more than fifty percent (50%) of the shares, or the companies in need of funds for a short term period whose loan funds plan to convert into the Company’s stock investment.	The party to whom the Company may loan its funds The Company may loan funds to other parties (the “Borrower”) pursuant to the Procedure when a company with which it does business, or subsidiaries in need of funds for a short term period which the Company holds more than fifty percent (50%) of the shares, or the companies in need of funds for a short term period whose loan funds plan to convert into the Company’s stock investment.	To comply with the Regulation and the Company’s operational needs.
Article 2	Evaluation standards for loaning funds to others 1. In the event the Company loans funds to other parties by reason of business relations, the aggregate amount of the loan shall not exceed the net worth of total trading amount between the two companies in the most recent year. The net worth of total trading amount between two companies hereby means the total purchases or sales whichever is higher. 2. For the companies in need of funds for a short term period, the Borrower shall be limited to subsidiaries in which the Company holds more than 50% of the shares or the companies whose loan funds will be converted into the Company’s stock	Evaluation standards for loaning funds to others 1. In the event the Company loans funds to other parties by reason of business relations, the aggregate amount of the loan shall not exceed the net worth of total trading amount between the two companies in the most recent year. The net worth of total trading amount between two companies hereby means the total purchases or sales whichever is higher. 2. For the companies in need of funds for a short term period, the Borrower shall be limited to subsidiaries in which the Company holds more than 50% of the shares or the companies whose loan funds will be converted into the	To comply with the Regulation and the Company’s operational needs.

Items	Original Version	Amendment Version	Reason
	investment.	Company's stock investment.	
Article 3	<p>Limits on the total loan amount and respective parties' loan amount</p> <p>1. The total loan amount to others shall not exceed the 50% of the net worth of the latest financial report of the Company, among that, for the companies in need of funds for a short term period, the loan amount shall not exceed the 40% of the net worth of the latest financial report of the Company.</p> <p>2. The limit amount for loaning to a company having business relationship with the Company should vary according to the situations as follows:</p> <p>(1) When any enterprise in which the Company holds more than 50% of the shares, the loan amount shall not exceed the 10% of the net worth of the Company.</p> <p>(2) When any enterprise in which the Company holds less than 50% of the shares, the loan amount shall not exceed the 40% of the net worth of that enterprise.</p> <p>(3) For the other Borrower, the loan amount shall not exceed the 25% of the net worth of the Borrower.</p> <p>3. The limit amount for loaning to a Borrower in need of funds for a short term period should vary according to the situations as follows:</p> <p>(1) When any enterprise in which the Company holds more than 50% of its total outstanding common shares, the loan amount shall not exceed the 10% of the net worth of the Company.</p> <p>(2) When any enterprise in which the Company holds less than 50% of its total outstanding common shares, the loan amount shall not exceed the 40% of the net worth of that enterprise.</p> <p>(3) For the other Borrower, the loan amount shall not exceed the 25% of the net worth of the Borrower.</p>	<p>Limits on the total loan amount and respective parties' loan amount</p> <p>1. The total loan amount to others shall not exceed the 50% of the net worth of the latest financial report of the Company, among that, for the companies in need of funds for a short term period, the loan amount shall not exceed the 40% of the net worth of the latest financial report of the Company.</p> <p>2. The limit amount for loaning to a company having business relationship with the Company should vary according to the situations as follows:</p> <p>(1) When any enterprise in which the Company holds more than 50% of the shares, the loan amount shall not exceed the 10% of the net worth of the Company.</p> <p>(2) When any enterprise in which the Company holds less than 50% of the shares, the loan amount shall not exceed the 40% of the net worth of that enterprise <u>and the 5% of the net worth of the Company.</u></p> <p>(3) For the other Borrower, the loan amount shall not exceed the 25% of the net worth of the Borrower <u>and the 5% of the net worth of the Company.</u></p> <p>3. The limit amount for loaning to a Borrower in need of funds for a short term period—should vary according to the situations as follows:</p> <p>(1) When any enterprise in which the Company holds more than 50% of its total outstanding common shares, the loan amount shall not exceed the 10% of the net worth of the Company.</p> <p>(2) When any enterprise in which the Company holds less than 50% of its total outstanding common shares, the loan amount shall not</p>	<p>To comply with the Regulation and the Company's operational needs.</p>

Items	Original Version	Amendment Version	Reason
	<p>The loan to the companies in need of funds for a short term period whose loan funds will be converted into the Company's stock investment shall be approved by the Board of Directors by each case and may not exceed the above limit amount.</p>	<p>exceed the 40% of the net worth of that enterprise. (3) For the other Borrower, the loan amount shall not exceed the 25% of the net worth of the Borrower. The loan to the companies in need of funds for a short term period whose loan funds will be converted into the Company's stock investment shall be approved by the Board of Directors by each case and may not exceed the above limit amount.</p>	
Article 10	<p>Procedures for controlling and managing loans of funds to others by subsidiaries</p> <p>When a subsidiary over which the Company has control power plans to loan fund to others, the subsidiary should enact "Procedures Governing Loaning of Funds", report to Board of Directors for approval, and handle the matters according to its Procedures. Its Procedures Governing Loaning of Funds should follow the precedent of this Procedure. However, the loan amount and respective parties loan amount shall not exceed the amount described as follows:</p> <ol style="list-style-type: none"> 1. A subsidiary in which the Company directly and indirectly holds 100 percent of the voting shares, the limits on total loan amount and respective parties' loan amount should calculate based on the Company's net worth pursuant to the rules in this Procedure. However, the restrictions under Paragraph 1 of Article 3 of this Procedure do not apply to a foreign subsidiary in which the Company directly and indirectly holds 100 percent of the voting shares, but should be handled pursuant to Paragraph 3 of Article 5. 2. A subsidiary in which the Company does not directly and indirectly holds 100 percent of the voting shares, the limits on total loan amount and respective parties' loan amount should calculate based on the 	<p>When a subsidiary over which the Company has control power plans to loan fund to others, the subsidiary should enact "Procedures Governing Loaning of Funds", report to Board of Directors for approval, and handle the matters according to its Procedures. Its Procedures Governing Loaning of Funds should follow the precedent of this Procedure. However, the loan amount and respective parties loan amount shall not exceed the amount described as follows:</p> <ol style="list-style-type: none"> 1. A subsidiary in which the Company directly and indirectly holds 100 percent of the voting shares, The limits <u>of a subsidiary</u> on total loan amount and respective parties' loan amount should calculate based on <u>subsidiary's the Company's</u> net worth pursuant to <u>Article 3 of the</u> rules in this Procedure. However, the restrictions under Paragraph 1 of Article 3 of this Procedure do not apply to a foreign subsidiary in which the Company directly and indirectly holds 100 percent of the voting shares, but should <u>not exceed the net worth of the Company.</u> be handled pursuant to Paragraph 3 of Article 5. 2. A subsidiary in which the Company does not directly and indirectly holds 100 percent of the voting shares, the limits on total loan amount and respective parties' loan 	To comply with the Regulation and the Company's operational needs.

Items	Original Version	Amendment Version	Reason
	subsidiary's net worth pursuant to the rules in this Procedure.	amount should calculate based on the subsidiary's net worth pursuant to the rules in this Procedure.	
Article 17 The 5 th amendment was made on June 11, 2014. The 5 th amendment was made on June 11, 2014. <u>The 6th amendment was made on June 26, 2015.</u>	Correspondence to the amendment date.

ITEM 6: Discussion of amendments to the “Procedures Governing Endorsements and Guarantees”

Proposal: Submission (by the BOD) of a proposal to amend certain parts of the Company’s “Procedures Governing Endorsements and Guarantees”.

Details:

1. In order to meet the operational needs of the Company, it is proposed to make amendments to the “Procedures Governing Endorsements and Guarantees”.
2. Please discuss.

**Comparison Between Original and Amendments to
“Procedures Governing Endorsements and Guarantees”**

Items	Original Version	Amendment Version	Reason
Article 7	<p>Internal Control Procedure of the Company’s Subsidiaries</p> <p>1. When any subsidiaries in which the Company holds more than 50% of its total outstanding common shares provide endorsements and/or guarantees to other companies, the proposal shall be submitted to the Chairman of the board of the Company for approval and filed with the Board of Directors of the Company for recordation. The Company shall comply with the Procedure to make a public announcement.</p> <p>2. When any subsidiaries in which the Company holds more than 90% of the voting shares directly or indirectly plan to provide endorsements and/or guarantees in accordance of Article 2-2, the proposal shall be submitted to the Board of Directors for approval. The endorsements and/or guarantees provided to the companies in which the Company holds 100% of the voting shares directly or indirectly do not follow the same rule.</p> <p>3. When any subsidiaries in which the Company holds more than 50% of its total outstanding common shares plan to provide endorsements and/or guarantees to other parties, the</p>	<p>Internal Control Procedure of the Company’s Subsidiaries</p> <p>1. When any subsidiaries in which the Company holds more than 50% of its total outstanding common shares provide endorsements and/or guarantees to other companies, the proposal shall be submitted to the Chairman of the board of the Company for approval and filed with the Board of Directors of the Company for recordation. The Company shall comply with the Procedure to make a public announcement.</p> <p>13. When any subsidiaries in which the Company holds more than 50% of its total outstanding common shares plan to provide endorsements and/or guarantees to other parties, the Company shall order it to enact Procedures Governing Endorsement and Guarantee in accordance to the Procedure, file with the Board of Directors of the Company for recordation and handle the matters under its enacted Procedures. <u>And relevant information of the endorsements/guarantees extended by the Company's subsidiaries should be provided regularly to the Company for inspection.</u></p>	To comply with the Company’s operational needs.

Items	Original Version	Amendment Version	Reason
Article 7	Company shall order it to enact Procedures Governing Endorsement and Guarantee in accordance to the Procedure, file with the Board of Directors of the Company for recordation and handle the matters under its enacted Procedures.	2. When any subsidiaries in which the Company holds more than 90% of the voting shares directly or indirectly plan to provide endorsements and/or guarantees in accordance of Article 2-2, the proposal shall be submitted to the Board of Directors <u>of the Company</u> for approval. The endorsements and/or guarantees provided to the companies in which the Company holds 100% of the voting shares directly or indirectly do not follow the same rule.	To comply with the Company's operational needs.
Article 18 The 7 th amendment was made on June 11, 2014. The 7 th amendment was made on June 11, 2014. <u>The 8th amendment was made on June 26, 2015.</u>	Correspondence to the amendment date.

ITEM 7: Discussion of the release of the prohibition on newly-elected directors and their corporate representatives from participation in competitive business.

Proposal: Submission (by the BOD) of a proposal to release the prohibition on newly-elected directors and their corporate representatives from participation in competitive business.

Details:

1. Pursuant to Article 209 of the Company Act, “A director engaging, either for himself or on behalf of another person, in activities that are within the scope of the company's business, shall explain at the shareholder meetings the essential details of such activities and secure its approval.” It is hereby proposed to release the prohibition on newly-elected directors and their corporate representatives, who participate in the operations of another company that engages in the same or similar business scope as the Company, from participation in the competitive business.
2. Please discuss.

ITEM 8: Discussion of amendments to the “Rules on Restricted Stock Awards to key employees for year 2012”.

Proposal: Submission (by the BOD) of a proposal to amend certain parts of the Company’s “Rules on Restricted Stock Awards to key employees for year 2012”.

Details:

1. In order to meet the market practical operation, it is proposed to make amendments to the “Rules on Restricted Stock Awards to key employees for year 2012”.
2. Please discuss.

**Comparison Between Original and Amendments to
“Rules on Restricted Stock Awards to key employees for year 2012”**

Items	Original Version	Amendment Version	Reason
Article 5	<p>Conditions of issuance</p> <p>.....</p> <p>8.The rights after the RSAs have been granted but before vesting are as follows:</p> <p>.....</p> <p>(b)Rights of RSA grantees to attend the shareholders’ meeting, submit proposals, to speak and at the meeting, and the right to vote shall be in accordance with the trust custody agreement. RSA shareholders have the rights to participate in dividends but the allotment must be delivered to a trust. For RSA shareholders who do not meet the vesting conditions, their cash dividends, stock, dividends, and other dividends shall be recovered and voided by the Company. For RSA shareholders who meet the conditions of grant, their stock dividends will transfer into the employee’s individual account in accordance with the trust custody agreement. (Cash dividends will be deposited into the employee’s designated personal bank account).</p> <p>.....</p>	<p>Conditions of issuance</p> <p>.....</p> <p>8.The rights after the RSAs have been granted but before vesting are as follows:</p> <p>.....</p> <p>(b)Rights of RSA grantees to attend the shareholders’ meeting, submit proposals, to speak and at the meeting, and the right to vote shall be in accordance with the trust custody agreement. RSA shareholders have the rights to participate in dividends but the allotment must be delivered to a trust. For RSA shareholders who do not meet the vesting conditions, their cash dividends, stock, dividends, and other dividends shall be recovered and voided by the Company. For RSA shareholders who meet the conditions of grant, their stock dividends will transfer into the employee’s individual account in accordance with the trust custody agreement. (Cash dividends will be deposited into the employee’s designated personal bank account).</p> <p>.....</p>	To comply with the Company’s operational needs.

Voting by Poll

Extemporary Motion

Adjournment

Appendix 1

Wistron Corporation Business Report

With the widespread acceptance of smart handheld devices and mobile networks in 2014, the IT industry continued experiencing a global market migration from PC to smart handheld devices. The result was growth stalled as demand declined in consumer markets (e.g. notebook and LCD-TV). For Wistron, although the revenue only declined around 5%, the profit declined significantly compared with previous year due to various expenses related to the transformation of our business portfolio.

On behalf of Wistron's management team, I wish to express our sincere apology for the results and truly appreciate all of our shareholders--your continuous support inspires us to pursue progress and build the long-term value for all stakeholders.

2014 Financial and Operation Results

In 2014, Wistron's consolidated revenue reached NT\$592.3 billion, and consolidated operating profit was NT\$3.8 billion. The consolidated profit before tax reached NT\$4.8 billion and consolidated net profit was NT\$3.6 billion. Meanwhile, the earnings per share was NT\$1.5.

The revenue declined around 5% due to the decreased shipment quantities of notebooks and smartphones. However, the profit declined more significantly due to the considerable increase (25%) of manufacturing expenses compared with the previous year. Increased manufacturing expenses came from the difficulties with ramping-up of new component businesses and the upfront investments of manufacturing capacity for new customers. In addition, the transfer of manufacturing bases to the west China sites caused low utilization rate of manufacturing capacity. The operating expenses also slightly increased for the investments in new businesses and new product-line developments. These investments will help to accelerate innovation and the adjustment in our business portfolio in order to cope with competition and market changes.

In 2014, Wistron's key growth drivers were the Server, VoIP, and Desktop PC, while the notebook and smartphone demand was weak and the other product lines maintained the same level compared with previous year. From the customer and marketing point of view, the smart terminal device and cloud service (e.g. server and storage) market continued stable growth compared to the stagnant traditional consumer market (e.g. notebook, tablet and LCD-TV). Wistron also continued changing the organization structure while optimizing customer and product portfolios in order to provide higher value-added and profitable services.

In addition, we continued publishing the “Wistron Corporate Social Responsibility Report” to show our participation and care for the economy, environment, and society through sustainable, innovative, and humanity related activities.

2015 Business and Operation Focus

For 2015, our major operation focuses are

1) enhance the competitiveness of core businesses (including PC, Server, and Smartphone). The emphasis is on design simplification, manufacturing automation, inventory management control, and manufacturing capacity optimization to enhance operation efficiency and productivity.

2) accelerate the financial turn-around of component businesses (including LCM, Touch, and Green recycle). Our actions will focus on the adjustment of customer and product portfolios, organizational optimization, and quality enhancement to improve the manufacturing capacity utilization rate.

3) enhance the value and momentum of innovation (including product, service, and solution innovation). Our “Value-added Innovation” initiative creates new business models with more add-on value for customers and enhances product competitiveness to improve the profit margin. Our “Value-added Service” initiative is expanding and diversifying our service related business activities to increase the scope and add-on value of after-sales service business. In addition, we will develop the new opportunities for other technology service related businesses.

For business and product direction, in response to the growing smart terminal device market and the stalled growth in consumer market (e.g. notebook and LCD-TV), Wistron will accelerate the adjustment of our business and customer portfolios. In the meantime, we will continue optimizing the resource utilization and adjusting the organization structure to enhance competitiveness. In addition, we will have strategic investments into other higher value businesses and product portfolios like smart handheld devices, cloud service solutions, green-recycling business, network storage, industrial application devices, medical devices, and automobile electronics. These directions should reduce portfolio risk and impact from the stagnant consumer market.

Outlook for the Future

Wistron's major "corporate beliefs" are customer focus, integrity, innovation, and pursuit of excellence. In the meantime, with the corporate philosophy including "altruism" and the "modest" attitude toward life, we will continually take concrete actions to pursue corporate sustainability and social responsibility. Enterprise sustainable development is not only about profit, but also allowing stakeholders to benefit from the long-term performance of the business at the same time. We believe that our stakeholders will benefit from our approach to sustainable development.

Looking forward, while the Internet of Things (IoT), smart terminal devices, and the cloud service markets continue to grow, the global economy is showing uncertainty for recovery and the traditional IT industry is expected to show slower growth. In recent years we have been devoted to transforming our role into a comprehensive technology service provider (TSP) as per our strategy of sustainable development. For example, with the development of cloud technologies, we built a total solution combining hardware such as computer, intelligent devices, and cloud data system based on software service platform to provide customers with a more convenient and suitable service with high value added.

Wistron's vision is to be a global leading technology service company providing innovative ICT products, services, and systems. We will continue to focus on creating the leading technology services which can provide high quality and innovative ICT products and service platforms that truly benefit our customers. We believe this strategy will build long-term value for our shareholders. On behalf of all Wistron employees, I wish to thank all our shareholders for their support and confidence.

Chairman and CEO: Simon Lin President: Robert Hwang Controller: Stone Shih



安侯建業聯合會計師事務所

KPMG

台北市11049信義路5段7號68樓(台北101大樓)
68F, TAIPEI 101 TOWER, No. 7, Sec. 5,
Xinyi Road, Taipei, 11049, Taiwan, R.O.C.

Telephone 電話 + 886 (2) 8101 6666
Fax 傳真 + 886 (2) 8101 6667
Internet 網址 kpmg.com/tw

Independent Auditors' Report

The Board of Directors
Wistron Corporation:

We have audited the accompanying balance sheets of Wistron Corporation (the "Company") as of December 31, 2013 and 2014, the related statements of comprehensive income, changes in equity and cash flows, for the years ended December 31, 2013 and 2014. These parent-company-only financial statements are the responsibility of the Company's management. Our responsibility is to issue a report on these parent-company-only financial statements based on our audits.

We conducted our audits in accordance with the generally accepted auditing standards and with the "Regulations Governing Auditing and Certification of Financial Statements by Certified Public Accountants" in the Republic of China. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the parent-company-only financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the parent-company-only financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall parent-company-only financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the parent-company-only financial statements referred to in the first paragraph present fairly, in all material respects, the financial position of Wistron Corporation as of December 31, 2013 and 2014, and the results of its operations and its cash flows for the years then ended, in conformity with the Guidelines Governing the Preparation of Financial Reports by Securities Issuers.

Taipei, Taiwan (the Republic of China)
March 10, 2015

Note to Readers

The accompanying parent-company-only financial statements are intended only to present the financial position, financial performance and cash flows in accordance with the "Regulations Governing the Preparation of Financial Reports by Securities Issuers". The standards, procedures and practices to audit such financial statements are those generally accepted and applied in the Republic of China. The auditors' report and the accompanying financial statements are the English translation of the Chinese version prepared and used in the Republic of China. If there is any conflict between, or any difference in the interpretation of, the English and Chinese language auditors' report and financial statements, the Chinese version shall prevail.

(English Translation of Financial Report Originally Issued in Chinese)

WISTRON CORPORATION

BALANCE SHEETS

December 31, 2013 and 2014

(amounts expressed in thousands of New Taiwan Dollars)

	December 31, 2013	December 31, 2014	December 31, 2013	December 31, 2014
Assets				
Current assets:				
Cash and cash equivalents (note 6(a))	\$ 11,879,253	6,889,662	\$ 32,632,550	44,710,862
Financial assets at fair value through profit or loss—current (note 6(b))	101,665	277,127	1,527	12,509
Available-for-sale financial assets—current (note 6(b))	-	150,004	34,903,335	44,753,970
Notes and accounts receivable, net (note 6(c))	43,993,489	47,472,312	24,473,831	42,325,412
Accounts receivable—related parties (note 7)	56,927,146	85,865,002	1,777,623	3,112,715
Other receivables—related parties (note 7)	8,047,683	4,988,527	1,849,126	1,732,392
Current tax assets	217,361	583,803	-	607,964
Inventories (note 6(d))	6,049,526	11,133,188	2,012,000	570,000
Other assets—current (notes 6(e)(h))	<u>3,621,870</u>	<u>3,623,282</u>	<u>8,046,804</u>	<u>9,079,613</u>
Total current assets	<u>130,837,993</u>	<u>160,982,907</u>	<u>105,696,796</u>	<u>146,905,437</u>
Non-current assets:				
Available-for-sale financial assets—noncurrent (note 6(b))	1,696,262	1,942,296	22,205	-
Financial assets carried at cost—noncurrent (note 6(b))	595,098	792,572	7,972,109	-
Equity-accounted investees (note 6(e))	62,342,252	69,126,828	20,053,014	19,843,300
Property, plant and equipment (notes 6(f) and 7)	7,233,232	6,252,270	4,683,881	4,344,551
Intangible assets (note 6(g))	1,547,588	1,353,840	2,536,790	2,116,841
Deferred tax assets (note 6(o))	1,736,093	1,988,474	35,267,999	26,304,692
Other assets—noncurrent (notes 6(h) and 8)	<u>1,163,226</u>	<u>811,720</u>	<u>140,964,795</u>	<u>173,210,129</u>
Total noncurrent assets	<u>76,133,751</u>	<u>82,268,000</u>	<u>237,808,701</u>	<u>243,250,907</u>
Total assets	<u>\$ 207,151,744</u>	<u>243,250,907</u>	<u>\$ 207,151,744</u>	<u>243,250,907</u>
Liabilities and Equity				
Current liabilities:				
Short-term borrowings (note 6(i))				
Financial liabilities at fair value through profit or loss—current (notes 6(b)(k))				
Notes and accounts payable				
Accounts payable—related parties (note 7)				
Other payables—related parties (note 7)				
Provisions (note 6(l))				
Current portion of bonds payable (note 6(k))				
Current portion of long-term borrowings (note 6(j))				
Other liabilities—current				
Current liabilities				
Noncurrent liabilities:				
Financial liabilities at fair value through profit or loss—noncurrent (notes 6(b)(k))				
Bonds payable (note 6(k))				
Long-term borrowings (note 6(j))				
Deferred tax liabilities (note 6(o))				
Other liabilities—noncurrent (note 6(n))				
Noncurrent liabilities				
Total liabilities				
Equity (notes 6(o)(p)(q)):				
Capital stock				
Capital surplus				
Retained earnings				
Other equity				
Total equity				
Total liabilities and equity	<u>\$ 207,151,744</u>	<u>243,250,907</u>	<u>\$ 207,151,744</u>	<u>243,250,907</u>

(English Translation of Financial Report Originally Issued in Chinese)

WISTRON CORPORATION

STATEMENTS OF COMPREHENSIVE INCOME

FOR THE YEARS ENDED DECEMBER 31, 2013 AND 2014

(amounts expressed in thousands of New Taiwan Dollars, except for earnings per common share)

	<u>2013</u>	<u>2014</u>
Net revenues (notes 6(s) and 7)	\$ 539,784,508	546,645,407
Cost of sales (notes 6(d)(f)(g)(l)(m)(n)(p)(q), 7 and 12)	<u>516,527,885</u>	<u>523,212,237</u>
Gross profit	23,256,623	23,433,170
Realized (unrealized) inter-company profits	<u>(15,921)</u>	<u>116,964</u>
Realized gross profit	<u>23,240,702</u>	<u>23,550,134</u>
Operating expenses (notes 6(c)(f)(g)(h)(m)(n)(p)(q), 7 and 12):		
Selling	4,335,422	5,510,879
Administrative	1,883,961	1,972,583
Research and development	<u>12,294,542</u>	<u>11,644,656</u>
Total operating expenses	<u>18,513,925</u>	<u>19,128,118</u>
Operating income	<u>4,726,777</u>	<u>4,422,016</u>
Nonoperating income and expenses:		
Other income (notes 6(t) and 7)	276,347	219,347
Other gains and losses (notes 6(k)(t) and 7)	1,058,928	450,942
Finance costs (notes 6(k)(t))	(1,455,461)	(1,817,300)
Recognized share of subsidiaries, associates and joint ventures accounted for equity method (note 6(e))	<u>2,770,312</u>	<u>1,287,873</u>
Total nonoperating income and expenses	<u>2,650,126</u>	<u>140,862</u>
Profit before tax	7,376,903	4,562,878
Income tax expenses (note 6 (o))	<u>1,625,562</u>	<u>984,342</u>
Net profit	<u>5,751,341</u>	<u>3,578,536</u>
Other comprehensive income:		
Exchange differences on translation of financial statements	1,452,417	3,006,735
Unrealized gain (loss) on available-for-sale financial assets	(108,284)	18,460
Share of other comprehensive income of subsidiaries, associates and joint ventures	(223,460)	80,981
Income tax expense related to components of other comprehensive income (note 6(o))	<u>(14,347)</u>	<u>(15,894)</u>
Other comprehensive income, net of tax	<u>1,135,020</u>	<u>3,122,070</u>
Total comprehensive income	<u>\$ 6,886,361</u>	<u>6,700,606</u>
Earnings per share (in dollars), after tax (note 6(r)):		
Basic earnings per share	<u>\$ 2.45</u>	<u>1.50</u>
Diluted earnings per share	<u>\$ 2.34</u>	<u>1.47</u>

See accompanying notes to parent-company-only financial statements.

(English Translation of Financial Report Originally Issued in Chinese)

WISTRON CORPORATION

STATEMENTS OF CHANGES IN EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2013 AND 2014
(amounts expressed in thousands of New Taiwan Dollars)

	Retained earnings				Other equity				Total equity			
	Capital stock	Capital surplus	Legal reserve	Special reserve	Unappropriated earnings	Retained earnings subtotal	Exchange differences on translation of financial statements	Unrealized gain (loss) on available-for-sale financial assets		Other unearned compensation for restricted employee shares of stock	Other equity Subtotal	Treasury stock
Beginning balance at January 1, 2013	\$ 21,979,432	19,399,395	5,561,975	1,791,906	17,868,293	25,222,174	(3,279,107)	(622,213)	-	(3,901,320)	(777,535)	61,972,146
Profit for 2013	-	-	-	-	5,751,341	5,751,341	-	-	-	-	-	5,751,341
Other comprehensive income	-	-	-	-	22,254	22,254	1,327,693	(214,927)	-	1,112,766	-	1,135,020
Total comprehensive income	-	-	-	-	5,773,595	5,773,595	1,327,693	(214,927)	-	1,112,766	-	6,886,561
Appropriation of 2012 earnings in 2013 (note 1)	-	-	-	-	-	-	-	-	-	-	-	-
Legal reserve	-	-	666,643	-	(666,643)	-	-	-	-	-	-	-
Special reserve	-	-	-	2,050,859	(2,050,859)	-	-	-	-	-	-	-
Cash dividends	-	-	-	-	-	(3,273,767)	-	-	-	-	-	(3,273,767)
Stock dividends to shareholders	1,091,255	-	-	-	(1,091,255)	(1,091,255)	-	-	-	-	-	-
Stock dividends as employee bonus	235,036	404,966	-	-	-	-	-	-	-	-	-	640,002
Increase (decrease) in capital surplus and unappropriated earnings resulting from equity-accounted investees	-	132	-	-	(68,438)	(68,438)	-	-	-	-	-	(68,306)
Issuance of common stock arising from exercise of employee stock options	-	4,934	-	-	-	-	-	-	-	-	-	7,444
Issuance of restricted employee shares of stock	627,950	(24,760)	-	-	-	-	-	-	(603,190)	(603,190)	-	-
Compensation cost arising from restricted employee shares of stock	-	-	-	-	-	-	-	-	73,069	73,069	-	73,069
Retirement of treasury stock	(154,580)	(132,988)	-	-	(489,967)	(489,967)	-	-	-	-	777,535	-
Balance at December 31, 2013	\$ 23,781,603	19,651,679	6,228,618	3,842,765	16,000,959	26,072,342	(1,951,414)	(837,140)	(530,121)	(3,318,675)	-	66,186,949
Beginning balance at January 1, 2014	\$ 23,781,603	19,651,679	6,228,618	3,842,765	16,000,959	26,072,342	(1,951,414)	(837,140)	(530,121)	(3,318,675)	-	66,186,949
Profit for 2014	-	-	-	-	3,578,536	3,578,536	-	-	-	-	-	3,578,536
Other comprehensive income	-	-	-	-	(1,077)	(1,077)	3,132,981	(9,834)	-	3,123,147	-	3,122,070
Total comprehensive income	-	-	-	-	3,577,459	3,577,459	3,132,981	(9,834)	-	3,123,147	-	6,700,606
Appropriation of 2013 earnings in 2014 (note 2)	-	-	-	-	-	-	-	-	-	-	-	-
Legal reserve	-	-	575,134	-	(575,134)	-	-	-	-	-	-	-
Cash dividends	-	-	-	-	(4,280,688)	(4,280,688)	-	-	-	-	-	(4,280,688)
Stock dividends to shareholders	475,632	-	-	-	(475,632)	(475,632)	-	-	-	-	-	-
Stock dividends as employee bonus	250,079	367,617	-	-	-	-	-	-	-	-	-	617,696
Reversal of special reserve	-	-	-	(1,054,211)	1,054,211	-	-	-	-	-	-	-
Increase in capital surplus and unappropriated earnings resulting from equity-accounted investees	-	50,716	-	-	110	110	-	-	-	-	-	50,826
Employee use employee stock option	206,740	343,204	-	-	-	-	-	-	-	-	-	549,944
Retirement of restricted employee shares of stock	(31,380)	31,380	-	-	-	-	-	-	-	-	-	-
Compensation cost arising from restricted employee shares of stock	-	-	-	-	-	-	-	-	-	-	-	-
Differences between equity purchase price and carrying amount arising from acquisition or disposal of subsidiaries	-	-	-	-	-	-	-	-	219,208	219,208	-	219,208
Changes in ownership interest of subsidiaries	-	(2,611)	-	-	(1,152)	(1,152)	-	-	-	-	-	(1,152)
Balance at December 31, 2014	\$ 24,682,674	20,441,995	6,803,752	2,788,554	15,300,133	24,892,439	1,181,567	(846,974)	(310,913)	23,680	-	70,040,778

(note 1): The employee bonus of NT\$640,002 and directors' and supervisors' emoluments of NT\$39,489 appropriated from 2012 earnings have been deducted in 2012 profit.

(note 2): The employee bonus of NT\$617,696 and directors' and supervisors' emoluments of NT\$62,304 appropriated from 2013 earnings have been deducted in 2013 profit.

See accompanying notes to parent-company-only financial statements.

(English Translation of Financial Report Originally Issued in Chinese)

WISTRON CORPORATION

STATEMENTS OF CASH FLOWS

FOR THE YEARS ENDED DECEMBER 31, 2013 AND 2014
(amounts expressed in thousands of New Taiwan Dollars)

	<u>2013</u>	<u>2014</u>
Cash flows from operating activities:	\$ 7,376,903	4,562,878
Profit before tax		
Adjustments to reconcile profit to net cash provided by (used in) operating activities:		
Depreciation (including depreciation of investment property)	2,970,366	2,696,976
Amortization	361,022	336,295
Net profit or loss of financial assets and liabilities at fair value through profit or loss	(351,695)	(186,686)
Interest expense	1,455,461	1,817,300
Interest income	(101,077)	(101,988)
Dividend income	(145,235)	(78,342)
Gain on disposal of investments	(81,312)	(101)
Recognized share of subsidiaries and associates accounted for equity method	(2,770,312)	(1,287,873)
Loss on disposal of property, plant and equipment, net	886	32,998
Property, plant and equipment transferred to expense	458	180
Other assets—noncurrent transferred to expense	8,936	96
Compensation cost arising from restricted employee shares of stock	73,069	219,208
Realized (unrealized) inter-company profits	15,921	(116,964)
Impairment loss recognized under equity method	-	44,131
Loss on repurchase of convertible bonds	-	42,842
Exchange difference of bonds payable	223,524	512,537
Other	-	(4,100)
	<u>1,660,012</u>	<u>3,926,509</u>
Changes in operating assets and liabilities:		
Changes in operating assets:		
Notes and accounts receivable	13,982,647	(3,478,823)
Notes and accounts receivable—related parties	(17,185,839)	(28,937,856)
Other receivables—related parties	2,001	(118,711)
Inventories	97,834	(5,083,662)
Other assets—current	354,530	365,009
Total changes in operating assets	<u>(2,748,827)</u>	<u>(37,254,043)</u>
Changes in operating liabilities:		
Notes and accounts payable	(5,621,626)	9,850,635
Accounts payable—related parties	4,267,779	17,851,581
Other payables—related parties	416,430	1,335,092
Provisions	360,600	(116,734)
Other liabilities—current	943,840	428,385
Other liabilities—noncurrent	(23,925)	6,006
Total changes in operating liabilities	<u>343,098</u>	<u>29,354,965</u>
Net changes in operating assets and liabilities	<u>(2,405,729)</u>	<u>(7,899,078)</u>
Total changes in operating assets and liabilities	<u>(745,717)</u>	<u>(3,972,569)</u>
Cash generated from (used in) operating activities	<u>6,631,186</u>	<u>590,309</u>
Interest received	101,379	103,351
Dividend received	323,846	362,654
Interest paid	(860,106)	(1,222,913)
Income tax paid	(899,220)	(1,040,850)
Net cash generated from (used in) operating activities	<u>5,297,085</u>	<u>(1,207,449)</u>
Cash flows generated from investing activities:		
Decrease (increase) in other receivables—related parties	(4,440,228)	3,177,867
Decrease (increase) in available-for-sale financial assets—current	3,800	(149,441)
Proceeds from disposal of available-for-sale financial assets—noncurrent	152,123	2,002
Increase in available-for-sale financial assets—noncurrent	(128,274)	(229,661)
Increase in financial assets carried at cost—noncurrent	(70,456)	(216,667)
Proceeds from return of financial assets carried at cost	31,514	32,685
Increase in equity-accounted investees	(2,541,947)	(2,583,172)
Additions to property, plant and equipment	(1,071,764)	(518,590)
Proceeds from disposal of property, plant and equipment	8,641	388,986
Additions to intangible assets	(372,373)	(143,042)
Increase in other assets—noncurrent	(1,660,867)	(1,304,927)
Net cash flows used in investing activities	<u>(10,089,831)</u>	<u>(1,543,960)</u>
Cash flows generated from financing activities:		
Increase (decrease) of short-term borrowings	(17,526,395)	12,078,312
Repurchase of convertible bonds	-	(8,508,081)
Increase in long-term borrowings	19,338,686	7,828,233
Repayments of long-term borrowings	(887,982)	(9,479,947)
Increase (decrease) in deposits received	1,655,314	(425,955)
Cash dividends to shareholders	(3,273,767)	(4,280,688)
Issuance of common stock arising from exercise of employee stock options	7,444	549,944
Net cash flows used in financing activities	<u>(686,700)</u>	<u>(2,238,182)</u>
Net decrease in cash and cash equivalents	<u>(5,479,446)</u>	<u>(4,989,591)</u>
Cash and cash equivalents at beginning of the year	17,358,699	11,879,253
Cash and cash equivalents at end of the year	<u>\$ 11,879,253</u>	<u>6,889,662</u>

See accompanying notes to parent-company-only financial statements.



安侯建業聯合會計師事務所

KPMG

台北市11049信義路5段7號68樓(台北101大樓)
68F, TAIPEI 101 TOWER, No. 7, Sec. 5,
Xinyi Road, Taipei, 11049, Taiwan, R.O.C.

Telephone 電話 + 886 (2) 8101 6666
Fax 傳真 + 886 (2) 8101 6667
Internet 網址 kpmg.com/tw

Independent Auditors' Report

The Board of Directors
Wistron Corporation:

We have audited the accompanying balance sheets of Wistron Corporation (the "Company") as of December 31, 2013 and 2014, the related statements of comprehensive income, changes in equity and cash flows, for the years ended December 31, 2013 and 2014. These parent-company-only financial statements are the responsibility of the Company's management. Our responsibility is to issue a report on these parent-company-only financial statements based on our audits.

We conducted our audits in accordance with the generally accepted auditing standards and with the "Regulations Governing Auditing and Certification of Financial Statements by Certified Public Accountants" in the Republic of China. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the parent-company-only financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the parent-company-only financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall parent-company-only financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the parent-company-only financial statements referred to in the first paragraph present fairly, in all material respects, the financial position of Wistron Corporation as of December 31, 2013 and 2014, and the results of its operations and its cash flows for the years then ended, in conformity with the Guidelines Governing the Preparation of Financial Reports by Securities Issuers.

Taipei, Taiwan (the Republic of China)
March 10, 2015

Note to Readers

The accompanying parent-company-only financial statements are intended only to present the financial position, financial performance and cash flows in accordance with the "Regulations Governing the Preparation of Financial Reports by Securities Issuers". The standards, procedures and practices to audit such financial statements are those generally accepted and applied in the Republic of China. The auditors' report and the accompanying financial statements are the English translation of the Chinese version prepared and used in the Republic of China. If there is any conflict between, or any difference in the interpretation of, the English and Chinese language auditors' report and financial statements, the Chinese version shall prevail.

(English Translation of Financial Report Originally Issued in Chinese)

WISTRON CORPORATION AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

December 31, 2013 and 2014

(amounts expressed in thousands of New Taiwan Dollars)

	December 31, 2013	December 31, 2014	December 31, 2013	December 31, 2014
Assets				
Current assets:				
Cash and cash equivalents (note 6(a))	\$ 70,086,875	55,692,329	\$ 54,552,893	70,423,254
Financial assets at fair value through profit or loss—current (note 6(b))	824,030	557,344	415,698	221,566
Available-for-sale financial assets—current (note 6(b))	26,513	198,797	91,553,094	109,089,271
Notes and accounts receivable, net (note 6(c))	85,352,992	100,068,224	3,904,358	2,661,458
Accounts receivable—related parties (note 7)	711,319	367,420	88,093	87,070
Other receivables—related parties (note 7)	7,251	9,670	1,859,245	1,745,993
Current tax assets	372,748	942,413	-	607,964
Inventories (note 6(d))	49,985,441	73,763,983	2,519,619	1,183,707
Other assets—current (notes 6(c)(h))	<u>8,939,253</u>	<u>9,805,423</u>	<u>13,455,939</u>	<u>16,837,583</u>
Total current assets	<u>216,306,422</u>	<u>241,405,603</u>	<u>168,348,939</u>	<u>202,857,866</u>
Non-current assets:				
Available-for-sale financial assets—noncurrent (note 6(b))	1,870,437	2,215,203	22,205	-
Financial assets carried at cost—noncurrent (note 6(b))	700,525	969,143	7,972,109	-
Equity-accounted investees (note 6(e))	5,476,999	5,861,333	20,368,292	19,850,993
Property, plant and equipment (notes 6(f) and 8)	35,928,027	39,235,705	4,785,164	4,387,216
Intangible assets (note 6(g))	1,677,975	1,546,839	2,849,047	2,225,648
Deferred tax assets (note 6(o))	3,161,830	4,475,107	35,996,817	26,463,857
Other assets—noncurrent (notes 6(h)(n) and 8)	<u>5,419,559</u>	<u>3,840,990</u>	<u>204,345,756</u>	<u>229,321,723</u>
Total noncurrent assets	<u>54,235,352</u>	<u>58,164,320</u>	<u>204,345,756</u>	<u>229,321,723</u>
Equity (notes 6(o)(p)(q))				
Capital stock			23,781,603	24,682,674
Capital surplus			19,651,679	20,441,985
Retained earnings			26,072,342	24,892,439
Other equity			<u>(3,318,675)</u>	<u>23,680</u>
Equity attributable to owners of the Company			<u>66,186,949</u>	<u>70,040,778</u>
Non-controlling interests			9,069	207,422
Total equity			<u>66,196,018</u>	<u>70,248,200</u>
Total liabilities and equity	<u>\$ 270,541,774</u>	<u>299,569,923</u>	<u>\$ 270,541,774</u>	<u>299,569,923</u>
Liabilities and Equity				
Current liabilities:				
Short-term borrowings (note 6(i))			-	-
Financial liabilities at fair value through profit or loss—current (notes 6(b)(k))			-	-
Notes and accounts payable			91,553,094	109,089,271
Accounts payable—related parties (note 7)			3,904,358	2,661,458
Other payables—related parties (note 7)			88,093	87,070
Provisions (note 6(l))			1,859,245	1,745,993
Current portion of bonds payable (note 6(k))			-	607,964
Current portion of long-term borrowings (notes 6(j) and 8)			2,519,619	1,183,707
Other liabilities—current			<u>13,455,939</u>	<u>16,837,583</u>
Current liabilities			<u>168,348,939</u>	<u>202,857,866</u>
Noncurrent liabilities:				
Financial liabilities at fair value through profit or loss—noncurrent (notes 6(b)(k))			22,205	-
Bonds payable (note 6(k))			7,972,109	-
Long-term borrowings (notes 6(j) and 8)			20,368,292	19,850,993
Deferred tax liabilities (note 6(o))			4,785,164	4,387,216
Other liabilities—noncurrent (note 6(n))			2,849,047	2,225,648
Noncurrent liabilities			<u>35,996,817</u>	<u>26,463,857</u>
Total liabilities			<u>204,345,756</u>	<u>229,321,723</u>

See accompanying notes to consolidated financial statements.

(English Translation of Financial Report Originally Issued in Chinese)

WISTRON CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

FOR THE YEARS ENDED DECEMBER 31, 2013 AND 2014

(amounts expressed in thousands of New Taiwan Dollars, except for earnings per common share)

	<u>2013</u>	<u>2014</u>
Net revenues (notes 6(s) and 7)	\$ 624,009,073	592,346,734
Cost of sales (notes 6(d)(f)(g)(l)(m)(n)(p)(q), 7 and 12)	<u>593,806,022</u>	<u>561,229,960</u>
Gross profit	<u>30,203,051</u>	<u>31,116,774</u>
Operating expenses (notes 6(c)(f)(g)(m)(n)(p)(q), 7 and 12)		
Selling	8,956,231	11,636,494
Administrative	2,193,606	2,291,418
Research and development	<u>12,967,288</u>	<u>13,424,842</u>
Total operating expenses	<u>24,117,125</u>	<u>27,352,754</u>
Operating income	<u>6,085,926</u>	<u>3,764,020</u>
Non operating income and expenses:		
Other income (note 6(t))	1,582,941	3,109,558
Other gains and losses (notes 6(t) and 7)	1,851,417	384,209
Finance costs (notes 6(k)(t))	(2,017,697)	(2,398,574)
Recognized share of associates and joint ventures accounted for equity method (note 6(e))	<u>412,600</u>	<u>(16,813)</u>
Total nonoperating income and expenses	<u>1,829,261</u>	<u>1,078,380</u>
Profit before tax	7,915,187	4,842,400
Tax expenses (note 6(o))	<u>2,160,459</u>	<u>1,253,409</u>
Net profit	<u>5,754,728</u>	<u>3,588,991</u>
Other comprehensive income (note 6(o))		
Exchange differences on translation of financial statements	1,282,078	3,072,094
Unrealized loss on available-for-sale financial assets	(246,956)	(53,354)
Share of other comprehensive income of associates and joint ventures	85,507	90,903
Income tax expense related to components of other comprehensive income (note 6(o))	<u>(14,347)</u>	<u>(15,894)</u>
Other comprehensive income, net of tax	<u>1,134,976</u>	<u>3,125,537</u>
Total comprehensive income	<u>\$ 6,889,704</u>	<u>\$ 6,714,528</u>
Net profit attributable to:		
Owners of the Company	5,751,341	3,578,536
No controlling interests	<u>3,387</u>	<u>10,455</u>
Net profit	<u>\$ 5,754,728</u>	<u>\$ 3,588,991</u>
Total comprehensive income attributable to:		
Owners of the Company	6,886,361	6,700,606
Non-controlling interests	<u>3,343</u>	<u>13,922</u>
Total comprehensive income	<u>\$ 6,889,704</u>	<u>\$ 6,714,528</u>
Earnings per share (in dollars), after tax (note 6(r))		
Basic earnings per share	<u>\$ 2.45</u>	<u>\$ 1.50</u>
Diluted earnings per share	<u>\$ 2.34</u>	<u>\$ 1.47</u>

See accompanying notes to consolidated financial statements.

(English Translation of Financial Report Originally Issued in Chinese)

WISTRON CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2013 AND 2014
(amounts expressed in thousands of New Taiwan Dollars)

	Retained earnings						Other equity				Non-controlling interests	Total	
	Capital stock	Capital surplus	Legal reserve	Special reserve	Unappropriated earnings	Retained earnings subtotal	Exchange differences on translation of financial statements	Unrealized gain (loss) on available-for-sale financial assets	Other unearned compensation for restricted employee shares of stock	Other equity subtotal			Treasury stocks
Beginning balance at January 1, 2013	\$ 21,979,432	19,309,395	5,561,975	1,791,906	17,868,293	25,223,124	(3,279,107)	(622,213)	(3,901,320)	(777,535)	61,923,146	5,531	61,927,677
Profit for 2013	-	-	-	-	5,751,341	5,751,341	-	-	-	-	-	3,387	5,754,728
Other comprehensive income	-	-	-	-	22,254	22,254	1,327,603	(214,927)	1,112,766	-	-	(44)	1,134,976
Total comprehensive income	-	-	-	-	5,773,595	5,773,595	1,327,603	(214,927)	1,112,766	-	-	3,343	6,889,704
Appropriation of 2012 earnings in 2013	-	-	-	-	-	-	-	-	-	-	-	-	-
Legal reserve	-	-	666,643	-	(666,643)	-	-	-	-	-	-	-	-
Special reserve	-	-	-	2,050,859	(2,050,859)	-	-	-	-	-	-	-	-
Cash dividends	-	-	-	-	-	(3,273,767)	-	-	(3,273,767)	-	-	-	(3,273,767)
Stock dividends to shareholders	1,091,255	-	-	-	(1,091,255)	(1,091,255)	-	-	-	-	-	-	-
Stock dividends as employee bonus	235,036	404,966	-	-	(68,438)	(68,438)	-	-	(603,190)	-	640,002	-	640,002
Increase (decrease) in capital surplus and unappropriated earnings resulting from equity-accounted investees	-	132	-	-	(68,438)	(68,438)	-	-	-	-	(68,306)	-	(68,306)
Issuance of common stock arising from exercise of employee stock options	2,510	4,934	-	-	-	-	-	-	7,444	-	-	-	7,444
Issuance of restricted employee shares of stock	627,950	(24,760)	-	-	-	-	-	-	(603,190)	-	-	-	7,444
Compensation cost arising from restricted employee shares of stock	(154,580)	(132,988)	-	-	(489,967)	(489,967)	-	-	73,069	-	73,069	-	73,069
Retirement of treasury stock	-	-	-	-	-	-	-	-	-	-	777,535	-	777,535
Increase in non-controlling interests	-	-	-	-	-	-	-	-	-	-	-	195	195
Balance at December 31, 2013	\$ 23,781,603	19,651,679	6,228,618	3,842,765	16,000,959	26,072,342	(1,951,414)	(837,140)	(3,318,675)	66,186,949	9,069	66,196,018	
Beginning balance at January 1, 2014	\$ 23,781,603	19,651,679	6,228,618	3,842,765	16,000,959	26,072,342	(1,951,414)	(837,140)	(3,318,675)	66,186,949	9,069	66,196,018	
Profit for 2014	-	-	-	-	3,578,536	3,578,536	-	-	-	-	-	10,455	3,588,991
Total other comprehensive income	-	-	-	-	(1,072)	(1,072)	3,132,981	(9,834)	3,123,147	-	-	3,467	3,125,537
Total comprehensive income	-	-	-	-	3,577,454	3,577,454	3,132,981	(9,834)	3,123,147	-	-	13,922	6,714,528
Appropriation of 2013 earnings in 2014	-	-	-	-	-	-	-	-	-	-	-	-	-
Legal reserve	-	-	575,134	-	(575,134)	-	-	-	-	-	-	-	-
Cash dividends	-	-	-	-	(4,280,688)	(4,280,688)	-	-	-	-	(4,280,688)	-	(4,280,688)
Stock dividends to shareholders	475,632	-	-	-	(475,632)	(475,632)	-	-	-	-	-	-	-
Stock dividends as employee bonus	250,079	367,617	-	-	(475,632)	(475,632)	-	-	-	-	-	-	617,696
Reversal of special reserve	-	-	-	-	1,054,211	1,054,211	-	-	-	-	-	-	50,826
Increase in capital surplus and unappropriated earnings resulting from equity-accounted investees	206,740	343,204	-	-	110	110	-	-	-	-	-	-	549,944
Employee use employee stock option	(31,380)	31,380	-	-	-	-	-	-	-	-	-	-	-
Retirement of restricted employee shares of stock	-	-	-	-	-	-	-	-	219,208	-	-	-	219,208
Compensation cost arising from restricted employee shares of stock	-	-	-	-	(1,152)	(1,152)	-	-	-	-	-	-	(1,152)
Differences between equity purchase price and carrying amount arising from acquisition or disposal of subsidiaries	-	(2,611)	-	-	-	-	-	-	-	-	-	-	(2,611)
Changes in ownership interest of subsidiaries	-	-	-	-	-	-	-	-	-	-	-	184,431	184,431
Increase in non-controlling interests	-	-	-	-	-	-	-	-	-	-	-	-	-
Balance at December 31, 2014	\$ 24,682,674	20,441,985	6,803,752	2,788,554	15,300,133	24,692,439	(1,814,507)	(846,274)	(23,680)	70,440,778	207,422	70,248,200	

See accompanying notes to consolidated financial statements.

(English Translation of Financial Report Originally Issued in Chinese)

WISTRON CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

FOR THE YEARS ENDED DECEMBER 31, 2013 AND 2014

(amounts expressed in thousands of New Taiwan Dollars)

	2013	2014
Cash flows from operating activities:		
Profit before tax	\$ 7,915,187	4,842,400
Adjustments to reconcile net income to net cash provided by (used in) operating activities:		
Depreciation	7,514,343	7,765,789
Amortization	389,685	373,186
Net profit or loss of financial assets and liabilities at fair value through profit or loss	(652,486)	52,172
Interest expense	2,017,697	2,398,574
Interest income	(1,355,838)	(2,951,969)
Dividend income	(154,861)	(84,445)
Gain on disposal of investments	(51,741)	(10,406)
Recognized share of associates and joint ventures accounted for equity method	(412,600)	16,813
Loss on disposal of property, plant and equipment, net	10,928	94,333
Property, plant and equipment transferred to expense	230,124	10,987
Other asset transferred to expense	48,569	25,264
Compensation cost arising from restricted employee shares of stock	73,069	222,593
Impairment loss recognized under equity method	-	44,131
Loss on repurchase of convertible bonds	-	42,842
Exchange difference of bonds payable	223,524	512,537
	<u>7,880,413</u>	<u>8,512,401</u>
Changes in operating assets and liabilities:		
Changes in operating assets:		
Notes and accounts receivable	9,005,316	(12,144,740)
Notes and accounts receivable—related parties	1,895,446	5,318,913
Other receivables—related parties	65,977	205,515
Inventories	(2,693,833)	(20,663,668)
Other assets—current	(2,121,401)	(401,068)
Total changes in operating assets	<u>6,151,505</u>	<u>(27,685,048)</u>
Changes in operating liabilities:		
Notes and accounts payable	(12,011,386)	14,082,972
Notes and accounts payable—related parties	(1,672,619)	(8,431,259)
Other payables—related parties	(118,186)	(408,842)
Provisions	324,353	(113,252)
Other liabilities—current	2,244,105	2,365,150
Other liabilities—noncurrent	(13,539)	47,263
Total changes in operating liabilities	<u>(11,247,272)</u>	<u>7,542,032</u>
Net changes in operating assets and liabilities	<u>(5,095,767)</u>	<u>(20,143,016)</u>
Total changes in operating assets and liabilities	<u>2,784,646</u>	<u>(11,630,615)</u>
Cash generated from (used in) operating activities	<u>10,699,833</u>	<u>(6,788,215)</u>
Interest received	1,416,770	3,237,708
Dividend received	341,713	381,337
Interest paid	(1,517,466)	(1,934,992)
Income tax paid	(1,806,300)	(2,358,240)
Net cash generated from (used in) operating activities	<u>9,134,550</u>	<u>(7,462,402)</u>
Cash flows generated from investing activities:		
Decrease (increase) in other receivables—related parties	(4,186)	2,419
Increase in available-for-sale financial assets—current	(19,706)	(169,104)
Proceeds from disposal of available-for-sale financial assets—noncurrent	152,123	11,226
Increase in available-for-sale financial assets—noncurrent	(128,274)	(412,978)
Increase in financial assets carried at cost—noncurrent	(71,501)	(252,525)
Proceeds from return of financial assets carried at cost	37,322	32,685
Increase in equity-accounted investees	(47,952)	(531,314)
Acquisition of subsidiaries, net of cash acquired	24,982	-
Proceeds from disposal of equity-accounted investees	-	19,972
Additions to property, plant and equipment	(4,811,782)	(5,708,441)
Proceeds from disposal of property, plant and equipment	267,038	157,012
Additions to intangible assets	(475,517)	(204,772)
Increase in other assets—noncurrent	(2,922,795)	(2,566,433)
Other	(17,416)	(10,881)
Net cash flows used in investing activities	<u>(8,017,664)</u>	<u>(9,633,134)</u>
Cash flows generated from financing activities:		
Increase (decrease) of short-term borrowings	(22,460,388)	14,707,190
Repurchase of convertible bonds	-	(8,508,081)
Increase in long-term borrowings	19,636,556	7,828,233
Decrease in long-term borrowings	(952,401)	(9,637,822)
Increase (decrease) in deposits received	1,901,646	(668,908)
Cash dividends to shareholders	(3,273,767)	(4,280,688)
Issuance of common stock arising from exercise of employee stock options	7,444	549,944
Increase in non-controlling interests	-	114,405
Grants income	3,382	-
Net cash flows generated from (used in) financing activities	<u>(5,137,528)</u>	<u>104,273</u>
Effect of exchange rate changes	<u>1,528,088</u>	<u>2,596,717</u>
Net decrease in cash and cash equivalents	<u>(2,492,554)</u>	<u>(14,394,546)</u>
Cash and cash equivalents at beginning of the year	<u>72,579,429</u>	<u>70,086,875</u>
Cash and cash equivalents at end of the year	<u>\$ 70,086,875</u>	<u>\$ 55,692,329</u>

See accompanying notes to consolidated financial statements.

Appendix 2

Audit Committee's Review Report

The Board of Directors has prepared the Company's 2014 Business Report, Financial Statements, and proposal for allocation of profits. The CPA firm of KPMG was retained to audit Wistron's Financial Statements and has issued an audit report relating to the Financial Statements. The Business Report, Financial Statements, and profit allocation proposal have been reviewed and determined to be correct and accurate by the Audit Committee of Wistron Corporation. According to Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act, I hereby submit this report.

Wistron Corporation

Convener of the Audit Committee :

A handwritten signature in black ink, appearing to read "Michael Zui", is written over a horizontal line.

May 14, 2015

Appendix 3

Wistron Corporation
Profit Appropriation Statement for Year 2014

Unit: NT\$

Undistributed Surplus at the Beginning of the year		11,723,715,561
Plus(Minus):		
Actuarial gains (losses)	(1,076,629)	
Capital surplus and unappropriated earnings resulting from equity-accounted investees	110,026	
Difference between equity purchase price and carrying amount arising from acquisition or disposal of subsidiaries.	(1,151,862)	
Net Income After Tax	3,578,535,896	
Minus:		
Legal Reserve	(357,853,590)	
Plus:		
Reversal in Special Reserve	1,394,276,792	
Distributable Earnings		16,336,556,194
Distribution Items:		
Stock Dividends to Common Shareholders	(740,480,230)	
Cash Dividends to Common Shareholders	(2,961,920,898)	(3,702,401,128)
Undistributed Earnings at the end of the Period		12,634,155,066
Note:		
Bonus to Employees	691,782,370	
Remuneration to Directors	46,149,591	

Note1: Stock dividend: NT\$0.3 per share.

Note2: Cash dividend: NT\$1.2 per share, and the cash dividend is rounded down to the nearest NT dollars, the amount rounded off will be credited to other income of Wistron.

Chairman and CEO: Simon Lin President: Robert Hwang Controller: Stone Shih

Appendix 4

Wistron Corporation

The Election Regulations of Directors

- Article 1. Unless otherwise prescribed by relevant rules, the Company Act or the Company's Articles of Incorporation, these Regulations shall govern the election of the Company's directors.
- Article 2. Company's directors shall be elected by a candidate nomination system whereby the shareholders elect directors from the nominees listed in the roster of director candidates that announced in a public notice by the Company.
- Article 3. The Company's directors shall be elected through cumulative voting. Each share shall be entitled to one vote for each director to be elected. The holder of the shares may cast all votes for one candidate, or may distribute the votes among several candidates.
- Article 4. Unless otherwise prescribed by the Regulations, the Company's directors shall be elected from a roster of director candidates according to the quota of the directors to be elected. Candidates to whom the vote casts represent a prevailing number of votes shall be deemed directors elect.
- Article 5. The elections of independent directors and non-independent directors shall proceed as one election and number of the elected shall be calculated separately. The candidates who receive the most votes for the position will be elected independent directors and non-independent directors. In the event two or more candidates receive the same number of votes beyond a quota, the winner shall be determined by drawing lots. One lot may be drawn by the chairman for each of the absentees. In the event none of the elected of the independent directors possess accounting or finance expertise, the votes of the candidates who possess accounting or finance expertise shall be calculated separately. The one who receive the most votes shall be elected. The other headcounts of the elected shall proceed as prescribed in the preceding paragraph.
- Article 6. (Deleted)
- Article 7. The board of directors shall, upon preparing the ballots, have the ballots numbered in a series and enter the voting power on each ballot.
- Article 8. During the election, the chairman shall appoint vote inspectors and vote counters from among the shareholders in attendance to take charge of inspecting and counting the votes.
- Article 9. A ballot box shall be provided by the board of directors and shall be kept in

public view by the monitor before the vote.

Article 10. Voters shall fill in candidate's name and shareholder's account number on the ballot, and if candidate is not a shareholder, the candidate's ROC Identification Card Number (or for foreigner candidates, the candidate's passport number); voters shall drop the ballots into the ballot box. In the event a legal entity is a candidate, both the full registered name of the legal entity and the name of its legal representative shall be entered on the ballot.

Article 11. A ballot shall be null and void if such ballot:

- a. Is not dropped into the ballot box,
- b. Is not on a ballot prepared by the Company,
- c. Is not filled out by voter or is blank,
- d. Contains the name of a candidate who is a shareholder, but his or her shareholder's account number and the name under which the shares are registered, do not comply with the register of shares,
- e. Contains any words or notations other than the candidate's name or the shareholder's account number,
- f. Contains any alteration to the candidate's name, shareholder's account number, or voting power,
- g. Contains words or marks which are illegible or unrecognizable, or
- h. Contains the name of a candidate, but fails to list the shareholder's account number, or his or her ROC Identification Card Number (or Passport Number) so as to identify such person.

Article 12. The vote inspector and vote counter shall monitor the opening of the ballots, and the chairman shall announce the results immediately thereafter.

Article 13. These Regulations and any amendments hereto shall enter into force when approved by a resolution at a Shareholders' Meeting.

Article 14. This Procedure was enacted on June 7, 2002.
The 1st amendment was made on June 23, 2009.
The 2nd amendment was made on June 21, 2012.

Appendix 5

Wistron Corporation

Articles of Incorporation

Chapter I General Provisions

Article 1 The Company is incorporated in accordance with the provisions under the Company Law pertaining to companies limited by shares by the name of WISTRON CORPORATION.

Article 2 The business items of the Company are set out as follows:

1. CC01110 Manufacture of computer and peripheral equipment,
2. CC01060 Manufacture of wire communication equipment,
3. CC01070 Manufacture of radio communication equipment,
4. CC01080 Manufacture of electronic components and parts,
5. I301010 Information technology service,
6. I501010 Product design service,
7. F401010 Import/export trading and dealer businesses,
8. CE01030 Manufacture of optical equipment,
9. F401021 Import trading business of restricted radio frequency machinery, with permission only for radio transmitters,
10. CC01101 Manufacture of restricted radio frequency machinery, with permission only for radio transmitters.
11. CC01030 Electric Appliance and Audiovisual Electric Products Manufacturing
12. JA02010 Electric appliance and products Repairing (can only be conducted outside Hsinchu Science Park)
13. J101090 Waste Disposition (can only be conducted outside Hsinchu Science Park)
14. CF01011 Medical equipment manufacturing
 - (1) R&D, development, design, manufacture (including module), testing and sales of PCs, portable PCs, motherboards, servers, file-transfer protocols, high performance multi-CPU computing systems, multimedia PCs, web PCs, consumer computing systems and professional computing systems, microprocessors, CD-ROM drivers, PDAs, tablet PCs, pocket PCs, interface cards, and semi-manufactured, components and parts, and related products thereof.
 - (2) R&D, development, design, manufacture (including module), testing and sales of video phones and web phones, video conference equipment and

electronic communication apparatus, and semi-manufactured, components and parts, and related products thereof.

- (3) R&D, development, design, manufacture (including module), testing and sales of satellite TV receivers, set-top-boxes, video-conference decoders, and semi-manufactured, components and parts, and related products thereof.
- (4) R&D, development, design, manufacture (including module), testing and sales of digital cameras, video CDs, Digital CDs, and semi-manufactured, components and parts, and related products thereof.
- (5) R&D, development, design, manufacture (including module), testing and sales of radio frequency machinery (mobile phones, wireless network cards, blue tooth module) and semi-manufactured, components and parts, and related products thereof.
- (6) Providing Integrated information systems, including software and programming; and
- (7) Import/export trading business related to the above businesses.
- (8) R&D, development, design, manufacture (including module), testing and sales of LCD TVs and other audiovisual electric products. (can only be conducted outside Hsinchu Science Park).
- (9) Providing repairing, cleansing and maintenance services for Electronic Appliance and products (can only be conducted outside Hsinchu Science Park).
- (10) Recycling and Disposition and Removal of Waste Electronic Products (can only be conducted outside Hsinchu Science Park).
- (11) R&D, development, design, production, manufacture, testing and sale of In-Vitro testing equipment / system / modules / platform, physiological signal detection medical materials and medical information transmission system products, semi-finished products and their peripherals or components.

Article 3 The Company may engage in external guarantees to meet business or investment needs.

Article 4 The total investment amount by the Company is exempt from the cap amount provided in Section 13 of the ROC Company Law.

Article 5 The head office of the Company is located in the Hsinchu Science Park. Subject to the approval by board of directors and governmental authority, the Company may set up branch offices at other proper location(s).

Chapter II Share Capital

Article 6 The total capital amount of the Company is Thirty Billion New Taiwan Dollars (NTD 30,000,000,000), which is divided into Three Billion (3,000,000,000) shares with a par value of Ten New Taiwan Dollars (NTD10) each and will be issued as common shares or preferred shares by installments by the Board of Directors.

An amount of Two Billion New Taiwan Dollars (NTD2,000,000,000) from the above total capital amount divided into 200,000,000 shares with a par value of Ten New Taiwan Dollars each (NTD10) are reserved for the issuance of employee stock options.

Article 6-1 The Company issues registered Series A preferred shares with the rights, obligations and issuing terms set forth as follows:

1. The interest rate of the preferred shares dividend may not exceed 3.5% per annum.
2. The dividend of the preferred shares shall be made according to the offering price and offering days. Upon acknowledgement of the financial statements of the previous fiscal year at the annual general shareholders meeting and resolution to distribute earnings, the dividend will be made in cash in one payment. The BOD is authorized to determine the base ex-dividend date of the preferred share annual dividend.
3. The earnings of the Company (if any), upon annual closing will first be made to pay for taxes, make up for losses, appropriate to statutory reserves and special reserves. The remaining amount will then first be paid to distribute the preferred share dividend in priority over the dividends of the other shares.
4. Except for receiving a dividend as set out in Paragraph 1 herein, shareholders of Series A preferred shares may not participate in the distribution of common share earnings and capital surplus in the form of cash and capital injection.
5. In the event of no earnings or insufficient earnings to distribute all of the dividend of Series A preferred shares upon annual closing, the undistributed or under-distributed dividend of the year shall be accrued at a compound dividend interest rate until the year with earnings. The amount short will receive full payment with first seniority. However, the undistributed accrued preferred share dividend shall be paid out in full upon expiration of the offering terms.
6. The offering terms of the preferred shares shall not exceed 5 years. Upon expiration of the term, the total shares will be redeemed at the offering price together with the accrued dividend unpaid. In the event of matters beyond

control or force majeure that the Company is unable to redeem all or part of the preferred shares, the rights of the shares unredeemed shall remain the same as set forth in the issuing terms until the Company makes a total redemption. The dividend will be calculated at the same interest rate for the extended term.

7. The preferred shares may not be converted to common shares during the term.
8. The preferred shares has seniority claim to the remaining assets of the company over common shares and the other preferred shares that are issued after the shares herein, however the amount shall not exceed the offering amount.
9. The shareholders of the preferred shares have voting rights and election rights at the common shareholders' meetings, and also the right to be elected as directors.
10. When the Company issues new share to raise cash capital, the preferred shareholders have senior stock option of the new shares as the common shareholders.
11. The BOD is authorized to govern the other related matters pursuant to the "Rules on Issuance of Series A Preferred Shares" prescribed at the time of offering.

Article 7 The shares in the Company will be registered shares duly certified by three or more of the directors of the Company, numbered and issued in accordance with laws.

The Company may adopt book-entry transfer of shares, instead of issuance of share certificates; as well as with other securities of the Company.

Article 8 The shareholders' meetings of the Company are divided into ordinary shareholders' meetings and extraordinary shareholders' meetings. The ordinary shareholders' meeting will be duly convened within six months following the close of each fiscal year in accordance with laws and regulations. Extraordinary shareholders' meetings may be convened when necessary in accordance with laws and regulations.

Chapter III Shareholders' Meeting

Article 9 Except as otherwise provided by the relevant laws or regulations, shareholders may take action on a matter at a shareholders' meeting if a quorum of fifty percent (50%) or more of the outstanding shares of the Company exists. If a quorum exists, action on a matter is approved if more than fifty percent (50%) votes being represented at a meeting favor the action.

Article 10 A shareholder unable to personally attend the shareholders' meeting for whatever cause may vote by proxy with a duly executed appointment form issued by the Company specifying the authorized powers. Except for securities trust enterprises or stock agencies approved by the competent authority, a person who acts as a proxy for two or more shareholders are not entitled to vote when the represented shares exceed three percent (3%) of the total voting rights of the outstanding shares of the Company.

An appointment of a proxy is effective when a signed appointment form is received by the Company five (5) days before the shareholders' meeting. Where two or more appointment forms are received by the Company, the first one received shall govern.

Chapter IV Directors and Audit Committee

Article 11 The Company will have a Board of Directors consisting of seven to nine Directors, who will be elected by the shareholders' meeting from the director candidate list via the candidate nomination system. Each Director will serve an office term of three years and may be re-elected. The Company may purchase liability insurance for the Directors to protect them against potential liabilities arising from their exercising of Director duties.

The compensation or transportation allowance paid to the Directors shall be determined by the Board of Directors' resolution according to the industry standard, no matter whether the Company has profit or suffered loss.

Article 11-1 The Board of Directors shall be composed of at least 3 Independent Directors, who will be elected at the shareholders' meeting from the independent director candidate list via the candidate nomination system. With respect to the Independent Director's profession, holding shares, work restriction, nomination and election method and other matters, all should be preceded by relevant regulations set by the securities authority.

Article 11-2 Pursuant to Article 14-4 of the Securities and Exchange Act, the Company shall establish an Audit Committee. The Audit Committee shall be composed of the entire number of Independent Directors. The authority of the Audit Committee and the other compliance issues shall be made according to the Company Act, the Securities and Exchange Act, other relevant laws and regulations and the company by laws.

Article 12 The chairperson of the Board of Directors represents the Company and is elected from among the directors by a majority of the directors present at a meeting with an attendance of two-thirds of the directors. The company may

create an audit committee, nominating committee, remuneration committee or other functional committees.

Article 12-1 Each director shall be notified at least seven days in advance of the reasons for calling a Board of Directors meeting or Audit Committee meeting. In emergency circumstances, however, a meeting may be called on shorter notice. The aforesaid meeting notice may be prepared in either written or electronic format.

Article 13 In case the chairperson of the Board of Directors is on leave or unable to represent the Company or perform his or her functions for whatever cause, he or she may appoint another director as proxy in accordance with Section 208 of the Company Law. If that director is not able to attend a meeting in person, he or she may appoint another director as proxy. A director may serve as proxy for only one other director.

Chapter V Managerial Officers

Article 14 The Company will have one chief executive officer, one general manager and a number of vice general managers, whose appointment, discharge and remuneration will be determined in accordance with Section 29 of the Company Law. Subject to the authority prescribed by the board of directors, the officers shall be empowered to manage the operation of the company and to sign relevant business documents for the company.

Chapter VI Accounting

Article 15 The Board of Directors will prepare the documents set forth below after the end of the fiscal year for submission to the shareholders' meeting for approval.

1. Business report;
2. Financial statements;
3. Profit distribution proposal or loss making-up proposal.

Article 16 If the Company has profit as a result of the yearly accounting closing, 10% of the profit net of tax and the amount for making up of any accumulated loss shall be set aside as legal reserve, and thereafter an amount, including the reversed special reserve, shall be set aside (hereinafter referred to as "profit from the current year"), along with any undistributed profits accumulated from previous years to be identified as profits to be distributed, in accordance with the Securities and Exchange Act. The balance, if any, will be distributed in accordance with the following:

1. No less than 5 percent of profit from the current year as employees' bonus shall be included; where such bonus is distributed by shares, employees of controlled companies, with qualifications set by the Board of Directors;
2. One percent (1%) of profit from the current year as the remuneration in cash to the Directors;
3. The rest as working capital of the Company and not less than ten percent (10%) of profit from the current year distributed as dividends to shareholders.

Chapter VII Supplementary Provisions

Article 17 In consideration that the Company is in a capital and technology-intensive industry and in consideration of the Company's expansion and for its continual and steady growth, a long-term investment plan needs to be adopted, therefore, the Company adopts the residual dividend policy as its dividend policy. Dividends paid by cash shall not be less than ten percent (10%) of the total dividends.

Article 18 Matters not prescribed under the Articles of Incorporation shall be in accordance with the Company Law and the relevant rules and regulations.

Article 19 The Procedure was enacted on May 23, 2001.
The 1st amendment was made on June 16, 2001.
The 2nd amendment was made on November 3, 2001.
The 3rd amendment was made on December 17, 2001.
The 4th amendment was made on June 7, 2002.
The 5th amendment was made on June 17, 2003.
The 6th amendment was made on June 16, 2004.
The 7th amendment was made on June 16, 2004.
The 8th amendment was made on June 9, 2005.
The 9th amendment was made on June 8, 2006.
The 10th amendment was made on June 21, 2007.
The 11th amendment was made on June 25, 2008.
The 12th amendment was made on June 23, 2009.
The 13th amendment was made on June 18, 2010.
The 14th amendment was made on June 22, 2011.
The 15th amendment was made on June 21, 2012.
The 16th amendment was made on June 14, 2013.
The 17th amendment was made on June 11, 2014.

Appendix 6

Wistron Corporation

Procedures Governing Loaning of Funds

The Company shall follow the Procedure set forth below for loaning funds to other parties.

Article 1 The party to whom the Company may loan its funds

The Company may loan funds to other parties (the “Borrower”) pursuant to the Procedure when a company with which it does business, or subsidiaries in need of funds for a short term period which the Company holds more than fifty percent (50%) of the shares, or the companies in need of funds for a short term period whose loan funds plan to convert into the Company’s stock investment.

Article 2 Evaluation standards for loaning funds to others

1. In the event the Company loans funds to other parties by reason of business relations, the aggregate amount of the loan shall not exceed the net worth of total trading amount between the two companies in the most recent year. The net worth of total trading amount between two companies hereby means the total purchases or sales whichever is higher.
2. For the companies in need of funds for a short term period, the Borrower shall be limited to subsidiaries in which the Company holds more than 50% of the shares or the companies whose loan funds will be converted into the Company’s stock investment.

Article 3 Limits on the total loan amount and respective parties’ loan amount

1. The total loan amount to others shall not exceed the 50% of the net worth of the latest financial report of the Company, among that, for the companies in need of funds for a short term period, the loan amount shall not exceed the 40% of the net worth of the latest financial report of the Company.
2. The limit amount for loaning to a company having business relationship with the Company should vary according to the situations as follows:
 - (1) When any enterprise in which the Company holds more than 50% of the shares, the loan amount shall not exceed the 10% of the net worth of the Company.
 - (2) When any enterprise in which the Company holds less than 50% of the shares, the loan amount shall not exceed the 40% of the net worth of that enterprise.
 - (3) For the other Borrower, the loan amount shall not exceed the 25% of the

net worth of the Borrower.

3. The limit amount for loaning to a Borrower in need of funds for a short term period should vary according to the situations as follows:
 - (1) When any enterprise in which the Company holds more than 50% of its total outstanding common shares, the loan amount shall not exceed the 10% of the net worth of the Company.
 - (2) When any enterprise in which the Company holds less than 50% of its total outstanding common shares, the loan amount shall not exceed the 40% of the net worth of that enterprise.
 - (3) For the other Borrower, the loan amount shall not exceed the 25% of the net worth of the Borrower.

The loan to the companies in need of funds for a short term period whose loan funds will be converted into the Company's stock investment shall be approved by the Board of Directors by each case and may not exceed the above limit amount.

Article 4 Term for loans of funds and the method of calculating interest rate

The term of each loan shall not exceed one (1) year.

The interest rate shall be determined by Chairman of Board of Directors.

Article 5 Procedures for handling loans of funds

1. The Borrower shall enclose copies of the business related certificates, identity card of person in charge of the business and essential financial materials and file a loan amount application to Company. After facilitating the evaluation and credit checking, the financial department will report to the Board of Director for approval. However, the subsidiaries which the Company directly and indirectly holds more than 50% of the voting shares could be exempted from providing the documents mentioned above.
2. The loans of the company and subsidiaries or subsidiaries and subsidiaries shall be submitted to the Board of Directors for approval in accordance with aforesaid Article. Once the loans are approved by the Board, the chairman of the Board is authorized to allocate the fund within a year under approved limits in several installments or revolving allocations.
3. The aforesaid loan amount shall be in accordance with Article 3. The loan amount of the Company or its subsidiaries' to any single enterprise shall not exceed 10% of the net worth of the latest financial report of the Company or the subsidiaries. However, the limit of foreign subsidiaries which the Company directly and indirectly holds 100% of the voting shares shall be

limited to not exceed the net worth of the latest financial report of the Company.

4. Upon ratification of the loan amount, the Borrower shall file related forms to the financial department to apply for withdrawal.

Article 6 Procedures for Ratification

1. When the Borrower applies for a loan from the Company, it shall submit concrete description of necessity and reasonableness and the financial department will determine whether to accept the application or not.
2. Besides, the financial department shall make an impact assessment based on the possibility of operation risk, financial condition and shareholder's rights and interests after loaning fund to Borrower and submit an opinion statement to the Board of Directors for approval.
3. When the Borrower, except for the subsidiaries which the Company directly and indirectly holds more than 50% of the voting shares, applying for a withdrawal of capital from the Company, the Company should request the Borrower to provide the same amount of a cheque/promissory note or secure a collateral equivalent to the endorsement and/or guarantee amount. The financial department shall evaluate and mark the value of the collateral.

Article 7 Announcement and reporting procedures

1. The Company shall announce and report the previous month's balance of loan of funds of itself and its subsidiaries by the 10th day of each month to Market Observation Post System.
2. The Company and subsidiaries whose loan balance reaches one of the following levels shall announce and report such event within two days commencing immediately from the date of occurrence to Market Observation Post System:
 - (1) The aggregate balance of the Company and its subsidiaries' loan reaches 20 percent or more of the company's net worth as stated in its latest financial statement.
 - (2) The balance of the Company and its subsidiaries' loan for a single enterprise reaches 10 percent or more of Company's net worth as stated in its latest financial statement.
 - (3) The balance of the Company or its subsidiaries' newly added loan reaches NT\$10 millions or more and the aggregate amount of loan reaches 2 percent or more of Company's net worth as stated in its latest financial statement.

The Company shall announce and report on behalf of any subsidiary thereof that is not a public company of the Republic of China any matters that such subsidiary is required to announce and report pursuant to the third subparagraph of the preceding paragraph.

Article 8 Subsequent measures for control and management of loans, and procedures for handling delinquent creditor's rights

1. The Company's Chief of Staff Office shall prepare a registry containing the subject of the basic information of the Borrower, the passing date and the ratified amount of the loan of the Board of Directors, the issuing date of the loan, the amount of the loan, collateral, interest rate, and reimbursement date and method etc. for the examination of competent authorities and related personnel.
2. After appropriating the fund, financial department shall examine the financial status, business status and related credit status of the Borrower and guarantor, and if there is any collateral provided, financial department should pay attention to the alteration of its secured value. If there is significant violation, the personnel shall inform the Chairman of Board of Directors and handle the matters under his instructions.
3. When reimbursing the loan on due date or before the due date, the Borrower should calculate the interest rate in advance and reimburse the loan with principal. Then, the Company may return the promissory note with cancellation of the loan of funds or eliminate the collateral registration.
4. Borrower should reimburse the principal and the interest when the due date comes. If failing to reimburse at the due date, the Company may dispose the collateral directly and redeem it for the Company's loss.
5. If any event causes non-conformity of Borrower's qualification and the loan amount with the Procedure, the Company shall enact the revised plan, send it to the Audit Committee and rectify it accordingly.

Article 9 Penalty for violation of the Procedure granting Loaning Funds to Others by managers or personnel in charge

When the Company's employees and personnel violate the Procedure, they will be punished according to the "Personnel Administration Regulation" and the related regulations.

Article 10 Procedures for controlling and managing loans of funds to others

by subsidiaries

When a subsidiary over which the Company has control power plans to loan fund to others, the subsidiary should enact “Procedures Governing Loaning of Funds”, report to Board of Directors for approval, and handle the matters according to its Procedures. Its Procedures Governing Loaning of Funds should follow the precedent of this Procedure. However, the loan amount and respective parties loan amount shall not exceed the amount described as follows:

1. A subsidiary in which the Company directly and indirectly holds 100 percent of the voting shares, the limits on total loan amount and respective parties’ loan amount should calculate based on the Company’s net worth pursuant to the rules in this Procedure. However, the restrictions under Paragraph 1 of Article 3 of this Procedure do not apply to a foreign subsidiary in which the Company directly and indirectly holds 100 percent of the voting shares, but should be handled pursuant to. Paragraph 3 of Article 5.
2. A subsidiary in which the Company does not directly and indirectly holds 100 percent of the voting shares, the limits on total loan amount and respective parties’ loan amount should calculate based on the subsidiary’s net worth pursuant to the rules in this Procedure.

Article 11 Subject to the Generally Accepted Accounting Principles, the Company shall make sufficient provision based on the condition of its loan profile, adequately disclose information in the financial statements, and provide external auditors with necessary information for conducting due auditing.

Article 12 The internal verification personnel of the Company shall verify the Procedure and its implementation and make a report in writing for record. If there is significant violation, the personnel shall inform Audit Committee in writing.

Article 13 When the Company submits the loaning of funds for the Board of Directors’ approval, the board shall fully take each independent director’s opinions into consideration and record each director’s reasons for pros and cons in the minutes.

Article 14 Before the effectiveness of the Procedure, the present outstanding loan of funds of the Company shall submit to the Board of Directors for confirmation and handle the matters in accordance to the Procedure thereafter.

If there is any exceeding portion of loaning funds, the Company should recover them in installment.

Article 14 -1 If the Company plans to provide significant loan to other parties, the plan shall be approved by more than half members of all the Audit Committee and submitted to Board of Directors for resolution.

If the above plan that has not been approved by the Audit Committee, the plan shall be approved by the Board of Directors with two-thirds of all directors and the resolution of Audit Committee shall be recorded in the Board of Directors minutes.

The Audit Committee members in first paragraph and the Board of Directors members in preceding paragraph will only calculate the members in present position.

Article 15 The Procedure, as well as any revision thereto, shall be approved by the Audit Committee pursuant to related regulations, and submitted to the Board of Directors for resolution and later be effective after approved by shareholders' meeting. If a director holds dissenting opinions and there are records for it or in written stating, the Company shall submit materials of the director's dissenting opinions to the Audit Committee and report to the shareholders' meeting for discussion.

Article 16 (Deleted)

Article 17 The Procedure was enacted on May 7, 2002
The 1st amendment was made on June 17, 2003
The 2nd amendment was made on June 23, 2009
The 3rd amendment was made on June 18, 2010
The 4th amendment was made on June 14, 2013
The 5th amendment was made on June 11, 2014.

Appendix 7

Wistron Corporation **Procedures Governing Endorsements and Guarantees**

All endorsements and guarantees made by the Company shall comply with the Procedure.

Article 1 Scope of Endorsement and/or Guarantee

The term “endorsement and/or guarantee” used in the Procedure is defined as follows:

1. Financial endorsement and/or guarantee, including:
 - (1) Discounted bill financing;
 - (2) Endorsement or guarantee made for the financing needs of other companies;
 - (3) Issuing negotiable instruments for the purpose of providing guarantee to obtain finance for its own businesses to an entity other than the financial institutions.
2. Custom duty endorsement and/or guarantee, which shall mean endorsement or guarantee for the Company itself or other companies in respect of the custom duty matters.
3. Other endorsement and/or guarantee, which shall mean other endorsement or guarantee which cannot be included in the above two categories.
4. When the Company creates a pledge or mortgage on its chattel or real estate as a collateral for the loans of another Company, the collateral shall also be the subject of the Procedure.

Article 2 Applicability

1. The Company may provide endorsement and or guarantee for the following companies and if it is necessary, the securities shall be obtained:
 - (1) The companies with which it has business relations.
 - (2) Subsidiaries in which the Company directly and indirectly holds more than 50% of its total outstanding common shares.
 - (3) The Company and its subsidiaries on a consolidated basis hold more than 50% of its total outstanding common shares.
 - (4) For companies that are jointly invested by the Company or through its subsidiary, and all shareholders of such companies make endorsements and/or guarantees in proportion to their respective shareholding. The above said shareholding means the Company makes direct shareholding or through a company in which it holds 100% of its total outstanding common shares.

2. Each of the companies, in which the Company holds more than 90% shareholding directly or indirectly, may make endorsement and guarantee for each other. The amount shall not exceed 10% of the net worth of the Company. The limits to the companies in which the Company holds 100% of the voting shares directly or indirectly do not follow the same rule.

Article 3 Standard for Endorsement and/or Guarantee Assessment

In the event the Company provides endorsements and/or guarantees by reason of business relations, the aggregate amount of the endorsements and/or guarantees shall not exceed the net worth of total trading amount between the two companies in the most recent year. The net worth of total trading amount between two companies hereby means the total purchases or sales whichever is higher.

Article 4 Limits on Endorsements and/or Guarantees

1. The aggregate amount of endorsements and/or guarantees of the Company shall not exceed the net worth of the latest financial report.
2. The limits to any single enterprise shall not exceed the 30% of the net worth of the latest financial report of the Company.
3. The limits of the Company and its subsidiaries' endorsements/guarantees shall not exceed the Company's net worth as stated in its latest financial statement.
4. The limits of the Company and its subsidiaries' endorsements/guarantees to any single enterprise shall not exceed 30% of the net worth of the latest financial report of the Company.

Article 5 Procedures for Processing Endorsements and/or Guarantees

1. The requesting enterprise shall file an endorsement and/or guarantee application form, whereby, name of the Company, type of endorsement and/or guarantee, risks evaluation, amount, content, the condition and date for discharging the obligations of the endorser and/or guarantor shall be included and it will have to be filed with the Chairman of financial department for approval. And then the Chairman of the board shall ratify for implementation, provided, it is within the specified amount, if it is above the specified amount, it will have to be filed with the Board of Director for approval.
2. Upon the expiration date of the endorsement and/or guarantee, the endorsement and/or guarantee shall be terminated automatically. Before the expiration date, the endorsed and/or guaranteed enterprise shall file a cancellation form in order to terminate the endorsement and/or guarantee earlier.

Article 6 Procedures for Ratification

1. When an enterprise applies for an endorsement and/or guarantee from the Company, it shall submit concrete description of necessity and reasonableness and the financial department will determine whether to accept the application or not.
2. Besides, the financial department shall make an impact assessment based on the possibility of operation risk, financial condition and shareholder's rights and interests after endorsement and/or guarantee and submit an opinion statement to the Board of Directors for approval.
3. The Company may base on the applicant's credit report and decide whether to request the endorsee or guarantee to provide the same amount of Banker's acceptance or secure a collateral equivalent to the endorsement and/or guarantee amount. The financial department shall evaluate and mark the value of the collateral.
4. If the endorsement and/or guarantee is provided to the company's subsidiary whose net worth is less than one-half of its paid-in capital, the subsidiary shall also provide a plan including detail schedule to improve its net worth upon applying an endorsement/guarantee. If the net worth is still less than one-half of the paid-in capital when the plan ends, the endorsement and/or guarantee shall be terminated immediately. The above termination shall be reported to the Audit Committee and the Board of Directors.

Article 7 Internal Control Procedure of the Company's Subsidiaries

1. When any subsidiaries in which the Company holds more than 50% of its total outstanding common shares provide endorsements and/or guarantees to other companies, the proposal shall be submitted to the Chairman of the board of the Company for approval and filed with the Board of Directors of the Company for recordation. The Company shall comply with the Procedure to make a public announcement.
2. When any subsidiaries in which the Company holds more than 90% of the voting shares directly or indirectly plan to provide endorsements and/or guarantees in accordance of Article 2-2, the proposal shall be submitted to the Board of Directors for approval. The endorsements and/or guarantees provided to the companies in which the Company holds 100% of the voting shares directly or indirectly do not follow the same rule.
3. When any subsidiaries in which the Company holds more than 50% of its total outstanding common shares plan to provide endorsements and/or guarantees to other parties, the Company shall order it to enact Procedures Governing

Endorsement and Guarantee in accordance to the Procedure, file with the Board of Directors of the Company for recordation and handle the matters under its enacted Procedures.

Article 8 Safekeeping of the Corporate Chop and Procedures

1. The Company shall use the Corporate Chop registered with the Ministry of Economic Affairs for the use of endorsements and/or guarantees (hereinafter, the “Chop”). The Chop shall be under the safekeeping of special personnel appointed by the Chairman of the board and submit to the Board of Director for approval. The re-appointment of the special personnel shall follow the same procedure. The Chop may be used to issue negotiable instruments only following proper internal procedures.
2. When the Company provides guarantees in favor of a foreign Company, the personnel who are authorized by the Board of Directors shall sign the guarantee agreement.

Article 9 Decision Making and Authorization

The Board of Directors of the Company shall approve the making of endorsements and/or guarantees, however, the Board of Directors may authorize the Chairman of the Board to decide such matters when the transaction is within a specified amount and then submit such matter to the Board of Directors for ratification.

Article 10 Standards for Public Announcement

The Company shall make a public announcement on the amount of its endorsements and/or guarantees on or before the 10th date of each month. In addition, in the event that the amount meets of the following standards, the Company shall make a separate public announcement within 2 days:

- (1)The aggregate balance of the Company and its subsidiaries' endorsements/guarantees reaches 50 percent or more of Company's net worth as stated in its latest financial statement.
- (2)The balance of the Company and its subsidiaries' endorsements/guarantees for a single enterprise reaches 20 percent or more of Company's net worth as stated in its latest financial statement.
- (3)The balance of the Company and its subsidiaries' endorsements/guarantees for a single enterprise reaches NT\$10 millions or more and the aggregate amount of all endorsements/guarantees for, investment of a long-term nature in, and balance of loans to, such enterprise reaches 30 percent or more of Company's net worth as stated in its latest financial statement.

(4)The balance of the Company and its subsidiaries' new endorsements/guarantees reaches NT\$30 millions or more and the aggregate amount of all endorsements/guarantees reaches 5 percent or more of Company's net worth as stated in its latest financial statement..

The Company shall announce and report on behalf of any subsidiary thereof that is not a public company of the Republic of China any matters that such subsidiary is required to announce and report pursuant to the fourth subparagraph of the preceding paragraph.

Article 11 The Punishment of Violation of the Procedure

When employees and personnel of the Company violate the Procedure, they will be punished according to the Company's 「Personnel Administration Regulation」 and related statutory regulations.

Article 12 The Company shall evaluate the contingency loss from the endorsements and/or guarantees and disclose the information in the financial report appropriately and provide the same to the CPA for his proceeding with the necessary audit procedure and issuing the proper audit report.

Article 13 1.The Company shall prepare a registry containing the subject of the endorsements/guarantees, the amount of the endorsements/guarantees, the passing date of the Board of Directors, the ratification date of the Chairman of the board, the date of the endorsements/guarantees and all the evaluation issues according to the Procedure.

2. The internal verification personnel of the Company shall verify the Procedure and its implementation and make a report in writing for record. If there is significant violation, the personnel shall inform the Audit Committee in writing.

Article 14 1. Due to business relations, it is necessary that the aggregate amount of endorsements and/or guarantees of the Company exceed the limited amount specified in the Procedure and the applicants' other conditions qualify the criterion of the Procedure. Under the circumstance, the Board of Directors shall approve the making of endorsement and/or guarantee and majority of the directors shall sign as guarantors for the contingency loss and the Procedure shall be modified and submitted to the shareholder meeting for confirmation thereafter. If the shareholder meeting does not approve it, the Company shall make a plan to eliminate such exceeding amount within certain period of time.

2. When the Board of Directors discusses the above issue, the directors shall fully take each individual director's opinions into consideration and record each director's reasons for pros and cons in the minutes.
3. When the Company submits the making of endorsements and/or guarantees for the Board of Directors' approval, the board shall fully take each individual director's opinions into consideration and record each director's reasons for pros and cons in the minutes.

Article 15 If the Company makes the endorsement and/or guarantee later becomes unqualified under Article 2, the Company shall discharge the endorsement and/or guarantee amount or the amount in excess within a designated period pursuant to an internal plan and enforce the plan accordingly. The above timeframe shall be reported to the Audit Committee and Board of Directors.

If the Company makes the endorsement and/or guarantee and later the endorsement and/or guarantee amount exceeds the limit under the Procedure due to the change of the calculation basis, the Company shall discharge the endorsement and/or guarantee amount in excess within a designated period pursuant to an internal plan and enforce the plan accordingly. The above timeframe shall be reported to the Audit Committee and the Board of Directors.

Article 16 If the Company plan to provide significant endorsement and/or significant guarantee for other parties, the plan shall be approved by more than half members of all the Audit Committee and submitted to Board of Directors for resolution.

If the above plan that has not been approved by the Audit Committee, the plan shall be approved by the Board of Directors with two-thirds of all directors and the resolution of Audit Committee shall be recorded in the Board of Directors minutes.

The Audit Committee members in first paragraph and the Board of Directors members in preceding paragraph will only calculate the members in present position.

Article 17 The Procedures, as well as any revision thereto, shall be approved by the Audit Committee pursuant to related regulations, and submitted to the Board of Directors for resolution and later be effective after approved by the shareholders' meeting. If a director holds dissenting opinions and there were records for it or in written stating, the Company shall submit materials of the director's dissenting opinions to the Audit Committee and the shareholders' meeting for discussion.

Article 18 The Procedure was enacted on June 7, 2002

The 1st amendment was made on June 17, 2003

The 2nd amendment was made on June 16, 2004

The 3rd amendment was made on June 25, 2008

The 4th amendment was made on June 23, 2009

The 5th amendment was made on June 18, 2010

The 6th amendment was made on June 14, 2013

The 7th amendment was made on June 11, 2014.

Appendix 8

Wistron Corporation

Rules on Restricted Stock Awards to key employees for year 2012

Article 1 Purpose

In order to attract and retain business professionals, motivate employees and enhance solidarity, to further the combined interests of the Company and its shareholders, these “Rules on Restricted Stock Awards to key employees for year 2012” are set in accordance with Section 267 of the Company Act and the “Regulations Governing the Offering and Issuance of Securities by Securities Issuers”, promulgated by the Financial Supervisory Commission.

Article 2 Issue Period

Employee Restricted Stock Awards (RSAs) may be issued one or more times depending on actual need within one year from the date of the approval notice issued by the Competent Authority.

Article 3 Eligible Employee Determination

1. Current full-time employees as of the date on which the RSAs are issued.
2. The actual number of shares granted and employees receiving the grants will take into account seniority, rank, job performance, overall contribution and other factors, and will also consider the Company’s operational needs and business development strategies. Shares issued to managers shall be reported in advance to the Compensation Committee and approved by the Board of Directors.
3. The total number of RSAs granted to single employee shall not exceed 10% of the total RSA shares issued each time approved by the competent authority. According to the Article 56, Section 1 of the “Regulations Governing the Offering and Issuance of Securities by Securities Issuers”, the number of Employee Stock Option Certificates granted in a single year plus the total number of RSAs granted to an employee shall not exceed 0.3% of the Company’s total outstanding shares, and the cumulative number of Employee Stock Option Certificates granted plus the total number of RSAs granted to an employee shall not exceed 1% of the total outstanding shares.

Article 4 Expected total amount to be issued

A total of 62,795,000 shares at a par value of NT\$10 per share; the total cost will be NT\$627,950,000.

Article 5 Conditions of issuance

1. Issue Price: To be issued for free to employees, NT\$0.00 per share.

2. Type of share issued: Ordinary shares of the Company.

3. Vesting conditions:

(a)The RSAs shall have a holding period of two years, and vesting shall take place over three years, to be conditioned each year first on the Company's overall performance and then on the employee's individual performance indicators, as measured at the annual performance evaluation.

(1)The Company's overall performance indicators: Base on the most recent fiscal year's Consolidated Financial Statements, reviewed and endorsed by the CPA, a weighted average indicator (0 to 100) shall be generated. If the indicator is above 60 at the end of the grant period, one third of the total RSAs granted will vest. If the indicator is 40 or below, then the RSAs will not vest unless it is proposed by the Compensation Committee and approved by the Board of Directors that outside factors, such as decline in the global economy or in the Company's entire industry, had a significant impact on the indicator, in which case the indicator may be adjusted. If the indicator is between 40 and 60, the proportion of the RSAs that will vest shall be determined according to the following:

- a. Consolidated operating income growth of 10% (or more) compared with the average of the previous three years.
- b. Consolidated net income growth of 10% (or more) compared with the average of the previous three years.
- c. Consolidated net income after tax growth of 10% (or more) compared with the average of the previous three years.
- d. ROA better than the average peer* rankings.
- e. ROE better than the average peer rankings.

(*)The Company's peers are Quanta Computer Inc., Compal Electronics Inc., Pegatron Corp, Inventec Corporation.

(2)Individual Performance Indicators:

Grant Period	Performance Review Result and Portion of Shares Granted		
	Excellent and above	Grade A	Grade B
2 years after grant date	1/3	80% of 1/3	0
3 years after grant date	1/3	80% of 1/3	0
4 years after grant date	1/3	80% of 1/3	0

(b) If the shares granted cannot be allocated into three portions equally as stated above, then the appropriation principle will be descending (for example: total granted shares: 7,000. The qualifier of the first year can receive 3,000 shares. The qualifier of the second year can receive 2,000 shares and the qualifier of the third year can receive the rest of 2,000 shares.)

(c) The above-mentioned shares vested shall be rounded off to the nearest 1,000 units.

4. Employees who have not reached the vesting conditions:

(a) RSAs granted to employees who voluntarily resign, are dismissed, laid off, retire, or redeploy to affiliated companies within four years after the grant date, shall be recovered by the Company without any compensations.

(b) In the case of employees who are approved by the Company for leave without pay within four years of the grant date of the RSAs, their unvested shares may be restored after reinstatement but shall be deferred according to the period of leave without pay and in accordance with the provisions of paragraph (c).

(c) In the case of employees whose current performance review is less than "Excellent" during the period of one year after but within four years of the grant date of the RSAs, any unvested shares shall be recovered by the Company without any compensation.

5. Unvested RSAs granted to employees who violate the Company's labor contract, work rules or company policy, may be recovered and voided by the Company without any compensation, based on the severity of the violation.

6. In the case of an employee's death or physical disability due to an occupational accident, or death in general, unvested RSAs shall be treated according to the following principles:

(a) For those employees who are physically disabled due to an occupational accident and are unable to continue in office, their unvested RSAs shall be deemed vested on the effective date of disability.

(b) In the case of death due to occupational accident or death in general, unvested RSAs shall be deemed vested on the date of death and shall be turned over to the heirs of the deceased after the completion of the necessary legal procedures and provision of the relevant supporting documents.

7. Any unvested RSAs recovered by the Company will be voided.

8. The rights after the RSAs have been granted but before vesting are as follows:

- (a) Employees who are granted RSAs shall not, except in the case of inheritance, sell, pledge, transfer, donate, or otherwise dispose of the shares before the vesting conditions of the grant are met. For employees who meet the vesting conditions of the grant, the Company will transfer the shares directly into the employee's individual account.
 - (b) Rights of RSA grantees to attend the shareholders' meeting, submit proposals, to speak and at the meeting, and the right to vote shall be in accordance with the trust custody agreement. RSA shareholders have the rights to participate in dividends but the allotment must be delivered to a trust. For RSA shareholders who do not meet the vesting conditions, their cash dividends, stock, dividends, and other dividends shall be recovered and voided by the Company. For RSA shareholders who meet the conditions of grant, their stock dividends will transfer into the employee's individual account in accordance with the trust custody agreement. (Cash dividends will be deposited into the employee's designated personal bank account).
 - (c) Except regarding the trust custody agreement requirements stated above, the rights associated with unvested RSAs, including but not limited to dividend, bonus, rights to receive capital reserve, subject to cash replenishment of stock options, etc. are the same rights as those of the ordinary shares issued by the Company.
9. Other important stipulations: RSAs shall be deposited directly into the trust custody account immediately after being granted. The Company or a person assigned by the Company will sign the agreement with the stock custodian on behalf of employees.

Article 6 Contract and confidentiality

1. After the total number of RSAs to be granted, subscription price, allocation principles and list of employees to be granted are determined, the office in charge will require employees to sign an RSA Recipient Consent agreement.
2. The granted employees will receive their RSAs after signing the RSA Recipient Consent agreement. Employees who do not sign the RSA Recipient Consent agreement will be deemed to give up the right to receive RSAs.
3. The granted employees shall comply with the confidentiality provisions after signing the RSA Recipient Consent and disclosing to others information regarding personal interests or related content of is prohibited.
4. Whoever obtains new shares or equity derivatives through this "Rules on Restricted Stock Awards to key employees for year 2012" shall abide by the

provisions of rules and the RSA Recipient Consent. Any offenders will be deemed disqualified and the Company will recover and void their granted shares without any compensation.

Article 7 Taxes

The tax law that shall apply to receiving RSAs under this “Rules on Restricted Stock Awards to key employees for year 2012” shall be the tax laws of the Republic of China.

Article 8 Implementation of the Rules

The list of employees eligible to receive RSAs, other related procedures, and a detailed processing timetable will be announced by the office in charge at the Company.

Article 9 Implementation and Revision

1. The “Rules on Restricted Stock Awards to key employees for year 2012”, after being approved by greater than 50% of the Board of Directors, at a meeting attended by more than two-thirds of the board, shall take effect upon approval by the competent authority. During the competent authority review process, the chairman of the Board of Directors is authorized to amend these Rules when requested by the competent authority. RSAs may be issued after the amended Rules have been ratified by the Board of Directors meeting.
2. Any other matters not set forth here shall be dealt with in accordance with the applicable laws and regulations and the issuance rules set by the Company.

Appendix 9

Relevant Information on Employee Bonus and Remuneration to Directors

The Board of Directors resolved the appropriation of cash and stock bonus to employees, and remuneration to directors on May 14, 2015. The details of the appropriation are stated below. The aforesaid appropriation will be distributed according to the related provisions after the approval by the Annual General Shareholders' Meeting on June 26, 2015.

Units: NT\$

Item	Amount of Appropriation Proposed by the Board of Directors
Bonus to Employees – Cash	0
Bonus to Employees – Stock	691,782,370
Remuneration to Directors	46,149,591

Note: The difference between the actual amounts in the 2014 earnings appropriated for employee bonus and directors' remuneration as approved in the BOD will be accounted for as a change in accounting estimation and recognized in profit or loss in the following year.

Appendix 10

Impact of Stock Dividend Issuance on the Company's Business Performance, Earnings per Share and Return on Shareholders' Investment

Item	Year	Year 2015 (Forecast)	
Beginning Paid-in Capital		NT\$24,682,674,150	
Dividend Distribution	Cash dividend per share ⁽¹⁾	NT\$1.20	
	Stock dividend per share for capital increase from retained earnings ⁽¹⁾	0.03 share	
	Stock dividend per share for capital increase from capital reserve ⁽¹⁾	0 share	
Business Performance Variation	Operating profit	N/A ⁽²⁾	
	Year-on-year increase / decrease (%) of operating profit		
	Net profit after tax		
	Year-on-year increase / decrease (%) of net profit after tax		
	Earnings per share		
	Year-on-year increase / decrease of earnings per share		
Pro forma earnings per share and its P/E ratio	If cash dividend is distributed instead of capital increase from retained earnings	Pro forma earnings per share	N/A ⁽²⁾
		Pro forma average return over investment (annualized)	
	If no capital increase from capital reserve	Pro forma earnings per share	
		Pro forma average return over investment (annualized)	
	If no capital reserve and cash dividend is distributed instead of capital increase from retained earnings	Pro forma earnings per share	
		Pro forma average return over investment (annualized)	

Note 1: Pending resolution by 2015 Annual General Shareholders' Meeting.

Note 2: Wistron is not required to disclose its 2015 financial forecast pursuant to "Regulations Governing the Publication of Financial Forecasts of Public Companies."

Appendix 11

Wistron Corporation Shareholdings of Directors

(As of April 28, 2015)

<u>Title</u>	<u>Name</u>	<u>Number of Shares</u>
Chairman	Simon Lin (Hsien-Ming Lin)	28,064,521
Director	Stan Shih (Chen-Jung Shih)	2,565,422
Director	Haydn Hsieh (Hong-Po Hsieh)	998,043
Director	Robert Huang (Po-Tuan Huang)	2,740,810
Independent Director	John Hsuan (Min-Chih Hsuan)	0
Independent Director	Michael Tsai (Kuo-Chih Tsai)	0
Independent Director	James K. F. Wu (Kuo-Feng Wu)	0
Independent Director	Victor C.J. Cheng (Chung-Jen Cheng)	78,911
Independent Director	Duh- Kung Tsai	0
Total		<u>34,447,707</u>

The common shares of Wistron are 2,468,267,415 shares. Pursuant to Article 2 of the “Examination and Implementation Rules for Shareholding Percentage of Directors and Supervisors of Public Offering Companies,” elected independent directors of the Company (5 seats) are more than half of all directors (9 seats), and in accordance with the law regarding establishment of an audit committee, the shareholding of the supervisors does not need to follow the minimum holding requirement.



wistron