

I. Report Items

1. Report the business of 2017. (Please refer to Attachment 1)
2. Audit Committee's Review Report. (Please refer to Attachment 2)
3. Report the compensation for employees and directors of 2017. (Please refer to Meeting Agenda)
4. Report the amendments to the "Rules and Procedures of Board of Directors Meeting". (Please refer to Meeting Agenda)

II. 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 7th BOD, with 9 Directors (including 5 Independent Directors), has its term until June 25, 2018. In this connection, the election of the eighth BOD (including 5 Independent Directors) is scheduled in the 2018 Annual General Shareholders’ Meeting.
2. To implement corporate governance best practices, 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 14, 2018 to June 13, 2021. They may then be eligible for re-election. All the Independent Directors will constitute the Audit Committee.
3. The directors shall be elected by the candidate 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 2018, is being submitted to the Annual General Shareholders’ Meeting to elect the 7th 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 Degree from National Chiao Tung University ▪ President of Acer Inc. 	<ul style="list-style-type: none"> ▪ Chairman & CSO of Wistron Corp. ▪ Chairman of Wistron Information Technology & Services Corp. ▪ 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. ▪ Independent Director of Elan Microelectronics Corp. ▪ Chairman of Wistron Medical Tech Holding Company ▪ Chairman of Wistron Digital Technology Holding Company 	41,210,239
Director	Robert Huang (Po-Tuan Huang)	<ul style="list-style-type: none"> ▪ Executive MBA Training Program at National Cheng-Chi University ▪ Bachelor Degree in Industrial Engineering from Ta-Tung Institute of Technology ▪ Vice President of Acer Inc. 	<ul style="list-style-type: none"> ▪ Director & President & CEO of Wistron Corp. ▪ Director of Global Lighting Technologies Inc. ▪ Chairman of Anwith Technology Corp. ▪ Chairman of WiAdvance Technology Corp. 	7,632,802

Title	Name	Academic Qualifications and Major Past Positions	Current Positions (Note 1)	Shareholdings (Note 2)
			<ul style="list-style-type: none"> ▪ Chairman of WiEdu Corp. ▪ Chairman of Wistron Medical Technology Company ▪ Director of Wistron Medical Tech Holding Company 	
Director	Legal Representative of Wistron NeWeb Corporation: Haydn Hsieh (Hong-Po Hsieh)	<ul style="list-style-type: none"> ▪ Bachelor Degree in electrical engineering from Ta-Tung Institute of Technology ▪ Senior Vice President of Acer Inc. 	<ul style="list-style-type: none"> ▪ Director of Wistron Corp. ▪ Chairman & CSO of Wistron NeWeb Corp. ▪ Director of aEnrich Technology Corp. ▪ Independent Director of Raydium Semi-conductor Corp. ▪ Director of Apacer Technology Inc. ▪ Director of WNC Holding Corp. ▪ Director of ANC Holding Corp. ▪ Director of NeWeb Holding Corp. ▪ Director of W-Neweb Corp. ▪ Director of WNC GmbH ▪ Director of Webcom Communication (Kunshan) Corp. ▪ Director of WNC (kunshan) Corp. ▪ Director of Wistron NeWeb (Kunshan) Corp. ▪ Director of NeWeb Service(KunShan) Corp. ▪ Director of NeWeb Communication (Kunshan) Corp. 	27,974,570
Director	Philip Peng (Chin-Bing Peng)	<ul style="list-style-type: none"> ▪ Executive MBA Training Program at National Cheng-Chi University ▪ Senior Vice President of Acer Inc. 	<ul style="list-style-type: none"> ▪ Director of Wistron NeWeb Corp. ▪ Director of Wistron Information Technology & Services Corp. ▪ Director of Acer Incorporated ▪ Director of AOPEN Inc. ▪ Independent Director of AU Optronics Corp. ▪ Chairman of Smart Capital Corp. ▪ Director of iD SoftCapital ▪ Director of Global Strategic Investment Management Inc. ▪ Director of Dragon Investment Fund I Corp. ▪ Supervisor of iD Innovation Inc. 	90,221
Independent Director	Jack Chen (YuLiang Chen)	<ul style="list-style-type: none"> ▪ Bachelor Degree in electrical engineering from National Taiwan University ▪ Chairman of Spirox Corp. ▪ Chairman of RDC Semiconductor Co., Ltd. 	<ul style="list-style-type: none"> ▪ Director of RDC Semiconductor Co., Ltd. ▪ Director of Spirox Corp. ▪ Director of Taiwan Oasis Technology Co., Ltd. ▪ Director of Browave Corp. 	0
Independent Director	S. J. Paul Chien (Shyur-Jen Chien)	<ul style="list-style-type: none"> ▪ Master Degree in Chemical Engineering from Massachusetts Institute of Technology ▪ Chairman of Vanguard International Semiconductor Corp. 	<ul style="list-style-type: none"> ▪ Independent Director of Neo Solar Power Corp. ▪ Chairman of FUCHU General Contractor Corp. 	0
Independent Director	C.H. Chen (Che-Hsiung Chen)	<ul style="list-style-type: none"> ▪ Master Degree in Computer Science from National Chiao Tung University ▪ President of ASML Taiwan 	<ul style="list-style-type: none"> ▪ Director of Rafael Microelectronics, Inc. ▪ Director of ProLight Opto Technology Corp. 	0

Title	Name	Academic Qualifications and Major Past Positions	Current Positions (Note 1)	Shareholdings (Note 2)
		<ul style="list-style-type: none"> ▪ Vice President of Phillips Taiwan 	<ul style="list-style-type: none"> ▪ Independent Director of Neo Solar Power Corp. 	
Independent Director	Christopher Chang (Liang-Chi Chang)	<ul style="list-style-type: none"> ▪ Bachelor Degree in college of law from National Chengchi University ▪ Chairman of Continental Development Corp. 	<ul style="list-style-type: none"> ▪ Director of Continental Holdings Corp. ▪ Chairman of Continental Development Corp. ▪ Chairman of CEC Commercial Development Corp. ▪ Director of Sanlien Educational Foundation 	0
Independent Director	Sam Lee (Ming-Shan Lee)	<ul style="list-style-type: none"> ▪ Master Degree in business administration from National Chengchi University ▪ Executive vice president of Yuanta Securities Co., Ltd. ▪ Managing Director of Citigroup Global Markets Securities 	<ul style="list-style-type: none"> ▪ Director of Nien Made Enterprise Co., Ltd. ▪ Director of Ta Liang Technology Co., Ltd. ▪ Independent Director of Dafeng TV Ltd. ▪ Independent Director of Newmax Technology Co., Ltd. ▪ Director of Bafang Yunji International Co., Ltd. ▪ Chairman of MagiCapital (Taiwan) Ltd. ▪ Chairman of MagiCap Venture Capital Co., Ltd. ▪ Chairman of Belos Investments Limited ▪ Chairman of Deus Investments Limited 	0

Note1: As of the current position on April 27, 2018

Note2: As per the actual reported number of shares on April 16, 2018

Election Results:

Nine directors for the 8th Board of Directors (including five independent directors) elected by the shareholders present are listed as follows:

A. Directors

Shareholder No./ ID No.	Name	Ballots Received
2	Simon Lin (Hsien-Ming Lin)	1,006,916,399
642	Robert Huang (Po-Tuan Huang)	948,290,558
377529	Legal Representative of Wistron NeWeb Corporation: Haydn Hsieh (Hong-Po Hsieh)	932,359,863
5	Philip Peng (Chin-Bing Peng)	922,142,546

B. Independent Directors

Shareholder No./ ID No.	Name	Ballots Received
R10268****	Jack Chen (YuLiang Chen)	921,638,227
A12079****	S. J. Paul Chien (Shyur-Jen Chien)	915,684,731
C10010****	C.H. Chen (Che-Hsiung Chen)	907,453,969
Q10015****	Christopher Chang (Liang-Chi Chang)	894,481,238
K12102****	Sam Lee (Ming-Shan Lee)	886,802,453

III. Ratification Items and Discussion Items

ITEM 1: Ratification of the Business Report and Financial Statements of 2017

Proposal: Submission (by the BOD) of the Company's 2017 business report and financial statements for ratification.

Details:

Submission for ratification of the Company's business report and financial statements for 2017 (Attachment 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 Attachment 1.)

Resolution:

Voting results: Shares present at the time of voting: 1,516,755,893

Approval votes	%	Disapproval votes	%	Invalid votes	%	Abstention votes/ no votes	%
1,047,732,480 (including 934,967,056 votes through e-voting)	69.08	3,089,029 (including 3,089,029 votes through e-voting)	0.20	0	0	465,934,384 (including 465,523,664 votes through e-voting)	30.72

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

ITEM 2: Ratification of the proposal for distribution of 2017 profits

Proposal: Submission (by the BOD) of the proposal for 2017 earnings distribution for ratification.

Details:

1. The undistributed earnings at the beginning of the 2017 is NT\$9,950,335,886, after deducting remeasurements of the defined benefit liability of NT\$57,306,513 and decrease in loss on treasury stock transactions of NT\$41,923,866 and changes in ownership interests in subsidiaries of NT\$2,903,943, then adding up share-based payment transaction of NT\$1,686,198 and the net profit for 2017 is NT\$3,885,515,885 and deducting the legal reserve of NT\$388,551,589 and special reserve of NT\$4,010,254,593, therefore the total amount eligible for distribution earnings is NT\$9,336,597,465. The dividends and bonus proposed to be allocated to the shareholders amount to NT\$4,010,249,113, including NT\$802,049,830 in stock

dividend (NT\$0.3 per share at par value) and NT\$3,208,199,283 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. 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, unsecured convertible bonds converting into common shares, capital increase by cash, capital increase by issuance of GDR and capitalization of employees' compensation through issuance of new shares etc.), which results in changes in shareholders' allotment of shares or dividend-payout ratio, the Board of Directors is to be authorized to make necessary adjustments at its full discretion.
4. Please refer to Attachment 3 for the Profit Appropriation Statement for 2017.
5. Submission for ratification.

Resolution:

Voting results: Shares present at the time of voting: 1,516,755,893

Approval votes	%	Disapproval votes	%	Invalid votes	%	Abstention votes/ no votes	%
1,063,662,487 (including 950,897,063 votes through e-voting)	70.13	2,069,828 (including 2,069,828 votes through e-voting)	0.13	0	0	451,023,578 (including 450,612,858 votes through e-voting)	29.74

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

ITEM 3: Discussion of the capitalization of part of 2017 profits 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 2017 earnings.

Details:

1. For the future development of business, the Company is proposing to set aside shareholders' dividends and bonus of NT\$802,049,830 from distributable earnings in 2016 to increase the capital by issuing 80,204,983 shares.
2. Upon the approval for the aforesaid proposal from the competent authority, shareholders' dividends and bonus of NT\$802,049,830, 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 shares for transfer or cancellation, unsecured convertible bonds converting into common shares, capital increase by cash, capital increase by issuance of GDR and capitalization of employees' compensation through issuance of new shares etc.), which results in changes in shareholders' allotment of shares, the Board of Directors is to be authorized to make necessary adjustments at its full discretion.
6. Please discuss.

Resolution:

Voting results: Shares present at the time of voting: 1,516,755,893

Approval votes	%	Disapproval votes	%	Invalid votes	%	Abstention votes/ no votes	%
1,063,326,016 (including 950,560,592 votes through e-voting)	70.11	2,431,607 (including 2,431,607 votes through e-voting)	0.16	0	0	450,998,270 (including 450,587,550 votes through e-voting)	29.73

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

ITEM 4: Discussion of issuance no more than 260 million of new common shares for cash to sponsor issuance of GDR.

Proposal: Submission (by the BOD) of a proposal to approve the issuance of new common shares to sponsor issuance of GDR up to 260 million common shares for capital increase in order to purchase overseas materials, or increase working capital, or repay bank loans or other needs for its future development and competitiveness enhancement.

Details:

1. Fund raising purpose and size:

For the purpose of fulfilling the funding needs of the Company to purchase overseas materials, or increase working capital, or repay bank loans or other needs for its future development and competitiveness enhancement, it is proposed to authorize the Board of Directors to issue up to 260 million common shares, depending on the market conditions and the Company's need, to choose appropriate timing and fund raising methods in accordance with the applicable laws and regulations, according to the following fund raising method and handling principles to issue new common shares to sponsor issuance of GDR.

2. Fund raising methods and handling principles:

(1) In accordance with the existing provisions of the "Disciplinary Rules for Securities Underwriters Assisting Issuing Company in the Offering and Issuance of Securities issued by the Taiwan Securities Association," the issue price of the new common shares for cash capital increase for the issuance of GDR may not be lower than the closing price of the Company's common shares on the Taiwan Stock Exchange or 90% of average closing price of the common shares of the Company in one, three, or five business days prior to the pricing date after adjustment for any distribution of stock and cash dividends or capital reduction. In case of any changes to the relevant domestic laws, the pricing method shall be adjusted accordingly. In view of the severe short-term fluctuations in domestic market price, it is proposed to authorize the Chair to determine the final issue price, within the scope of the said requirement under the Disciplinary Rules, after negotiation with the lead underwriter depending on international capital markets, domestic market price and the

overall book building situations, to improve the subscription of international investors, so the pricing method should be reasonable.

(2) Upon the limit of 260 million common shares for the issuance of GDR through the issuance of new common shares by capital increase, the original shareholders' equity will be diluted by a maximum of 8.86%. The implementation of the fundraising plan will enhance the Company's competitiveness and benefit the shareholders; the determination of the issue price of the GDRs will be based on the fair trading price of common shares formed in the domestic market. Existing shareholders may still be able to purchase common stock in domestic stock market at the price closing to the issue price of GDR without bearing the exchange risks and liquidity risks, and may take into account their interests.

(3) Except for 10% to 15% of new common shares shall be allocated for the employees' subscription in accordance with applicable law, it is proposed for the shareholders meeting to approve that the rights to the remaining 85% to 90% of the issuance shall be waived by the shareholders and should be offered to the public under Article 28-1 of Securities and Exchange Act as the underlying shares of GDR to be sold. It is proposed to authorize the Chairman, depending on the market needs, to allot the new common shares not subscribed by employees of the Company as underlying shares of GDR.

3. Use of proceeds, schedule and projected benefit:

The Company plans to use the fund raising from capital increase to purchase overseas materials, or increase working capital, or repay bank borrowings or other needs for its future development. The fund raising plan will strengthen our competitiveness, upgrade operating efficiency, and reinforce financial structure, which can benefit shareholders' equity.

4. It is proposed to authorize the Board of Directors to determine, proceed or revise the issuance plan of new common shares to be issued to sponsor the GDR, including issue price, shares, terms and conditions, plan items, amount, record date, projected progresses and benefits, and any other item related to the issuance plan, based on market conditions. It is also proposed to authorize Board of Directors to revise the issuance plan based on operation evaluation, environment changes or if receiving instructions from governmental authorities.

5. The new common shares to be issued to sponsor issuance of GDR will be issued in scripless form and will have the same rights and obligations as the Company's existing issued and outstanding common shares.

6. It is proposed to authorize the Chairman or the Chairman's designee, on behalf of the Company, to handle all matters relating to, and sign all agreements and documents in connection with, issuance of new common shares to sponsor issuance of GDR.

7. The Board is authorized to handle all matters which are not addressed herein in accordance with the applicable laws and regulations. The proposal will become effective only if the Company's current fund raising is not closed by the end of June 2018.

8. Please discuss.

Resolution:

1. The Chairman has explained the questions about the GDR's issuance and use of funds raised from shareholder No.407524.
2. Voting results: Shares present at the time of voting: 1,516,755,893

Approval votes	%	Disapproval votes	%	Invalid votes	%	Abstention votes/ no votes	%
1,046,017,122 (including 933,251,698 votes through e-voting)	68.96	7,582,255 (including 7,582,255 votes through e-voting)	0.50	0	0	463,156,516 (including 462,745,796 votes through e-voting)	30.54

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

ITEM 5: Discussion of amendments to the “Procedures of Asset Acquisition and Disposal”

Proposal: Submission (by the BOD) of a proposal to amend certain parts of the Company’s “Procedures of Asset Acquisition and Disposal”.

Details:

1. In order to comply with the operational needs of the Company, it is proposed to make amendments to the “Procedures of Asset Acquisition and Disposal”. Please see below for a comparison table of the original provisions and amendments.
2. Please discuss.

**Comparison between Original and Amendments to
“Procedures of Asset Acquisition and Disposal”**

Items	Original Version	Amended Version	Reason
Article 6	Procedures of Announcement and Filing 1.The acquisition or disposition of the Company’s assets, provided below, shall be announced and filed to the FSC’s designated website in accordance to its nature and the stipulated form, within two days commencing immediately of its occurrence, with the relevant data and information: (1)Purchase and disposition of real estate from a related party, or purchase or disposition of assets other than real property from or to	Procedures of Announcement and Filing 1.The acquisition or disposition of the Company’s assets, provided below, shall be announced and filed to the FSC’s designated website in accordance to its nature and the stipulated form, within two days commencing immediately of its occurrence, with the relevant data and information: (1)Purchase and disposition of real estate from a related party, or purchase or disposition of assets other than real property from or to	To comply with the Company’s operational needs.

Items	Original Version	Amended Version	Reason
Article 6	<p>a related party where the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the Company's total assets certified by public accountant, or NT\$300 million or more; provided, this shall not apply to trading of government bonds or bonds under repurchase and resale agreements, or subscription or repurchase of money market funds issued by domestic securities investment trust enterprises.</p> <p>.....</p> <p>4. The Company shall monthly enter into the transaction situations of the derivative products engaged by it and its subsidiaries not categorized as domestic public companies up to the end of the previous month in accordance to the stipulated form to the FSC's designated website for filing information before the 10th of each month.</p>	<p>a related party where the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the Company's total assets certified by public accountant, or NT\$300 million or more; provided, this shall not apply to trading of government bonds or bonds under repurchase and resale agreements, or subscription or repurchase of money market funds issued by domestic securities investment trust enterprises.</p> <p>.....</p> <p>4. The Company shall monthly enter into the transaction situations of the derivative products engaged by it and its subsidiaries not categorized as domestic public companies <u>and their directly or indirectly held subsidiaries</u>, up to the end of the previous month in accordance to the stipulated form to the FSC's designated website for filing information before the 10th of each month.</p>	To comply with the Company's operational needs.
Article 7	<p>Scope and Amount of Acquisition or Disposition of Assets</p> <p>1. Apart from acquisition of assets for business use, the Company may invest or purchase real estate and securities for non-business use, the limitations on amounts are set forth as follows:</p> <p>(1) Total investment in real estate for non-business use shall not exceed 40% of the equity attributable to owners of the Company and long-term liabilities of the Company as the most recent financial report certified or reviewed by the accountant.</p> <p>(2) Total investment in securities shall not exceed 200% of the equity attributable to owners</p>	<p>Scope and Amount of Acquisition or Disposition of Assets</p> <p>1. Apart from acquisition of assets for business use, the Company may invest or purchase real estate and securities for non-business use, the limitations on amounts are set forth as follows:</p> <p>(1) Total investment in real estate for non-business use shall not exceed 40% of the equity attributable to owners of the Company and long-term liabilities of the Company as the most recent financial report <u>audited</u> certified or reviewed by the accountant.</p> <p>(2) Total investment in securities shall not exceed 200% of the</p>	To comply with the Company's operational needs.

Items	Original Version	Amended Version	Reason
Article 7	<p>of the Company as the most recent financial report certified or reviewed by the accountant.</p> <p>(3) Investment in a single security shall not exceed 40% of the equity attributable to owners of the Company as the most recent financial report certified or reviewed by the accountant.</p> <p>2. As to the Company subsidiaries, the limitations on amounts of acquisition or disposition of assets shall not violate rules provided herein below:</p> <p>(1) Real estate shall not be purchased for non-business use.</p> <p>(2) Total investment in securities shall not exceed the equity attributable to owners of the Company as the most recent financial report certified or reviewed by the accountant.</p> <p>(3) Investment in a single security shall not exceed 20% of the equity attributable to owners of the Company as the most recent financial report certified or reviewed by the accountant.</p>	<p>equity attributable to owners of the Company as the most recent financial report <u>audited</u> certified or reviewed by the accountant.</p> <p>(3) Investment in a single security shall not exceed 40% of the equity attributable to owners of the Company as the most recent financial report <u>audited</u> certified or reviewed by the accountant.</p> <p>2. As to the Company subsidiaries <u>not categorized as domestic public companies and their directly or indirectly held subsidiaries</u>, the limitations on amounts of acquisition or disposition of assets shall not violate rules provided herein below:</p> <p>(1) Real estate shall not be purchased for non-business use.</p> <p>(2) Total investment in securities shall not exceed the equity attributable to owners of the Company as the most recent financial report <u>audited</u> certified or reviewed by the accountant.</p> <p>(3) Investment in a single security shall not exceed 20% of the equity attributable to owners of the Company as the most recent financial report <u>audited</u> certified or reviewed by the accountant.</p>	To comply with the Company's operational needs.
Article 8	<p>Control Management Process for Subsidiaries' Acquisition or Disposition of Assets</p> <p>1. For the acquisition or disposition of assets by subsidiaries invested by the Company, the "Procedures for Acquiring or Disposing of Assets" shall be enacted in accordance to regulations, and</p>	<p>Control Management Process for Subsidiaries' Acquisition or Disposition of Assets</p> <p>1. For the acquisition or disposition of assets by subsidiaries <u>not categorized as domestic public companies and their directly or indirectly held subsidiaries</u> invested by the Company, the "Procedures for</p>	To comply with the Company's operational needs.

Items	Original Version	Amended Version	Reason
Article 8	<p>after the approval of the Board of Directors of the subsidiaries, shall be submitted to each supervisor and reported to the shareholders' meeting for approval. After approval at the shareholders' meeting, it shall be filed to the Board of Director of the Company. The same procedures shall apply with any amendment.</p> <p>2. For situations in which the acquisition or disposition of assets by subsidiaries not categorized as domestic public companies reaches the standards of announcement and filing set forth herein, it shall be announced and filed by the Company with copies to relevant authorities-in-charge in accordance to procedures set forth herein.</p> <p>3. The Company's paid-in capital or total assets, certified by public accountants, shall be the standard for determining whether or not a subsidiary is subject to Article 6, paragraph 1, requiring a public announcement and regulatory filing in the event the type of transaction specified therein reaches 20 percent of paid-in capital or 10 percent of the total assets.</p>	<p>Acquiring or Disposing of Assets" shall be enacted in accordance to regulations, and after the approval of the Board of Directors of the subsidiaries, shall be submitted to each supervisor and reported to the shareholders' meeting for approval. After approval at the shareholders' meeting, it shall be filed to the Board of Director of the Company. The same procedures shall apply with any amendment.</p> <p>2. For situations in which the acquisition or disposition of assets by subsidiaries not categorized as domestic public companies <u>and their directly or indirectly held subsidiaries</u> reaches the standards of announcement and filing set forth herein, it shall be announced and filed by the Company with copies to relevant authorities-in-charge in accordance to procedures set forth herein.</p> <p>3. The Company's paid-in capital or total assets, <u>audited</u> certified by public accountants, shall be the standard for determining whether or not a subsidiary is subject to Article 6, paragraph 1, requiring a public announcement and regulatory filing in the event the type of transaction specified therein reaches 20 percent of paid-in capital or 10 percent of the total assets.</p>	To comply with the Company's operational needs.
Article 29	<p>.....</p> <p>The 9th amendment was made on June 14, 2017.</p>	<p>.....</p> <p>The 9th amendment was made on June 14, 2017.</p> <p><u>The 10th amendment was made on June 14, 2018.</u></p>	Correspondence to the amendment date.

Resolution:

1. The Chairman has explained the objection to the amendments to the “Procedures of Asset Acquisition and Disposal” which raised from shareholder No.41459.
2. Voting results: Shares present at the time of voting: 1,516,755,893

Approval votes	%	Disapproval votes	%	Invalid votes	%	Abstention votes/ no votes	%
1,063,613,881 (including 950,848,457 votes through e-voting)	70.12	2,102,981 (including 2,102,860 votes through e-voting)	0.14	0	0	451,039,031 (including 450,628,432 votes through e-voting)	29.74

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

ITEM 6: 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 comply with the operational needs of the Company, it is proposed to make amendments to the “Procedures Governing Loaning of Funds”. Please see below for a comparison table of the original provisions and amendments.
2. Please discuss.

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

Items	Original Version	Amended Version	Reason
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 certified or reviewed by the accountant.	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 certified <u>audited</u> or reviewed by the accountant.	To comply with the Company’s operational needs.

Items	Original Version	Amended Version	Reason
Article 4	<p>Term for loans of funds and the method of calculating interest rate</p> <p>The term of each loan shall not exceed one (1) year.</p> <p>The interest rate shall be determined by Chairman of Board of Directors.</p>	<p>Term for loans of funds and the method of calculating interest rate</p> <p>The term of each loan shall not exceed one (1) year.</p> <p>The interest rate shall be determined by Chairman of Board of Directors <u>or the Chairman's designee.</u></p>	To comply with the Company's operational needs.
Article 7	<p>Announcement and reporting procedures</p> <p>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.</p> <p>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:</p> <p>(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 certified by the accountant.</p> <p>(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 certified by the accountant.</p> <p>(3) The balance of the Company or its subsidiaries' newly added loan reaches NT\$10 million 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 certified by the accountant.</p>	<p>Announcement and reporting procedures</p> <p>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.</p> <p>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:</p> <p>(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 <u>audited or reviewed</u> certified by the accountant.</p> <p>(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 <u>audited or reviewed</u> certified by the accountant.</p> <p>(3) The balance of the Company or its subsidiaries' newly added loan reaches NT\$10 million or more and the aggregate amount of loan reaches 2 percent or more of Company's net worth as stated in its latest financial</p>	To comply with the Company's operational needs.

Items	Original Version	Amended Version	Reason
Article 7	The Company shall announce and report on behalf of any subsidiary not categorized as domestic public companies any matters that such subsidiary is required to announce and report pursuant to the third subparagraph of the preceding paragraph.	statement <u>audited or reviewed</u> certified by the accountant. The Company shall announce and report on behalf of any subsidiary not categorized as domestic public companies <u>and their directly or indirectly held subsidiaries</u> any matters that such subsidiary is required to announce and report pursuant to the third subparagraph of the preceding paragraph.	To comply with the Company's operational needs.
Article 10	Procedures for controlling and managing loans of funds to others by subsidiaries When a subsidiary 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: The limits of a subsidiary on total loan amount and respective parties' loan amount should calculate based on subsidiary's net worth pursuant to Article 3 of this Procedure. However, the restrictions of limits on the total loan amount 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 not exceed the net worth of the Company.	Procedures for controlling and managing loans of funds to others by subsidiaries When a subsidiary <u>not categorized as domestic public companies and their directly or indirectly held subsidiaries</u> 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: The limits of a subsidiary on total loan amount and respective parties' loan amount should calculate based on subsidiary's net worth pursuant to Article 3 of this Procedure. However, the restrictions of limits on the total loan amount <u>and term for loans</u> under Paragraph 1 of Article 3 <u>and Article 4</u> 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 not exceed the net worth of the Company <u>and should meet the term for loans set in the procedure</u>	To comply with the Company's operational needs.

Items	Original Version	Amended Version	Reason
		<u>by foreign subsidiary.</u>	
Article 17 The 6 th amendment was made on June 26, 2015. The 6 th amendment was made on June 26, 2015. <u>The 7th amendment was made on June 14, 2018.</u>	Correspondence to the amendment date.

Resolution:

1. The Chairman has explained the objection to the amendments to the “Procedures Governing Loaning of Funds” which raised from shareholder No.41459.
2. Voting results: Shares present at the time of voting: 1,516,755,893

Approval votes	%	Disapproval votes	%	Invalid votes	%	Abstention votes/ no votes	%
1,063,513,071 (including 950,747,647 votes through e-voting)	70.12	2,192,791 (including 2,192,670 votes through e-voting)	0.14	0	0	451,050,031 (including 450,639,432 votes through e-voting)	29.74

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

ITEM 7: 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 comply with the operational needs of the Company, it is proposed to make amendments to the “Procedures Governing Endorsements and Guarantees”. Please see below for a comparison table of the original provisions and amendments.
2. Please discuss.

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

Items	Original Version	Amended Version	Reason
Article 4	Limits on Endorsements and/or Guarantees 1. The aggregate amount of endorsements and/or guarantees	Limits on Endorsements and/or Guarantees 1. The aggregate amount of endorsements and/or guarantees	To comply with the Company’s operational needs.

Items	Original Version	Amended Version	Reason
Article 4	<p>of the Company shall not exceed the net worth of the latest financial report certified or reviewed by the accountant.</p> <p>2. The limits to any single enterprise of the Company shall not exceed 30% of the net worth of the latest financial report certified or reviewed by the accountant.</p> <p>3. The limits of the Company and its subsidiaries' endorsements/guarantees shall not exceed the Company's net worth of the latest financial report certified or reviewed by the accountant.</p> <p>4. The limits of the Company and its subsidiaries' endorsements/guarantees to any single enterprise shall not exceed 30% of the Company's net worth of the latest financial report certified or reviewed by the accountant.</p>	<p>of the Company shall not exceed the net worth of the latest financial <u>statement report</u> report <u>audited certified</u> or reviewed by the accountant.</p> <p>2. The limits to any single enterprise of the Company shall not exceed 30% of the net worth of the latest financial <u>statement report</u> report <u>audited certified</u> or reviewed by the accountant.</p> <p>3. The limits of the Company and its subsidiaries' endorsements/guarantees shall not exceed the Company's net worth of the latest financial <u>statement report</u> report <u>audited certified</u> or reviewed by the accountant.</p> <p>4. The limits of the Company and its subsidiaries' endorsements/guarantees to any single enterprise shall not exceed 30% of the Company's net worth of the latest financial <u>statement report</u> report <u>audited certified</u> or reviewed by the accountant.</p>	To comply with the Company's operational needs.
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 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. And relevant information of the endorsements/guarantees extended by the Company's subsidiaries should be provided regularly to the Company for</p>	<p>Internal Control Procedure of the Company's Subsidiaries</p> <p>1. When any subsidiaries <u>not categorized as domestic public companies and their directly or indirectly held subsidiaries</u> 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. And relevant information of the endorsements/guarantees</p>	To comply with the Company's operational needs.

Items	Original Version	Amended Version	Reason
	inspection.	extended by the Company's subsidiaries should be provided regularly to the Company for inspection.	
Article 10	<p>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:</p> <p>(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.</p> <p>(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.</p> <p>(3) The balance of the Company and its subsidiaries' endorsements/guarantees for a single enterprise reaches NT\$10 million 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.</p> <p>(4) The balance of the Company and its subsidiaries' new endorsements/guarantees reaches NT\$30 million or more and the aggregate</p>	<p><u>1.</u> 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:</p> <p>(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 <u>audited or reviewed by the accountant.</u></p> <p>(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 <u>audited or reviewed by the accountant.</u></p> <p>(3) The balance of the Company and its subsidiaries' endorsements/guarantees for a single enterprise reaches NT\$10 million 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 <u>audited or reviewed by the accountant.</u></p> <p>(4) The balance of the Company and its subsidiaries' new endorsements/guarantees</p>	To comply with the Company's operational needs.

Items	Original Version	Amended Version	Reason
	<p>amount of all endorsements/guarantees reaches 5 percent or more of Company's net worth as stated in its latest financial statement.</p> <p>The Company shall announce and report on behalf of any subsidiary not categorized as domestic public companies any matters that such subsidiary is required to announce and report pursuant to the fourth subparagraph of the preceding paragraph.</p>	<p>reaches NT\$30 million 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 <u>audited or reviewed by the accountant.</u></p> <p><u>2.</u> The Company shall announce and report on behalf of any subsidiary not categorized as domestic public companies <u>and their directly or indirectly held subsidiaries</u> any matters that such subsidiary is required to announce and report pursuant to the fourth subparagraph of the preceding paragraph.</p>	
Article 29	<p>.....</p> <p>The 8th amendment was made on June 26, 2015.</p>	<p>.....</p> <p>The 8th amendment was made on June 26, 2015.</p> <p><u>The 9th amendment was made on June 14, 2018.</u></p>	Correspondence to the amendment date.

Resolution:

1. The Chairman has explained the objection to the amendments to the "Procedures Governing Endorsements and Guarantees" which raised from shareholder No.41459.
2. Voting results: Shares present at the time of voting: 1,516,755,893

Approval votes	%	Disapproval votes	%	Invalid votes	%	Abstention votes/ no votes	%
1,063,522,178 (including 950,756,754 votes through e-voting)	70.12	2,026,408 (including 2,026,287 votes through e-voting)	0.13	0	0	451,207,307 (including 450,796,708 votes through e-voting)	29.75

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

ITEM 8: 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.

Resolution:

1. The Chairman has explained the objection to release the prohibition on newly-elected directors and their corporate representatives from participation in competitive business which raised from shareholder No.41459.
2. Voting results: Shares present at the time of voting: 1,516,755,893

Approval votes	%	Disapproval votes	%	Invalid votes	%	Abstention votes/ no votes	%
1,011,885,809 (including 899,120,385 votes through e-voting)	66.71	21,806,193 (including 21,806,072 votes through e-voting)	1.44	0	0	483,063,891 (including 482,653,292 votes through e-voting)	31.85

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

IV. Extemporary Motion: None.

V. Meeting Adjourned: 10:27 a.m., June 14, 2018.

Attachment 1

Wistron Corporation Business Report

The global economy showed a steady recovery last year, including low inflation, low interest rates and relatively modest economic growth. Although the scale of the global PC market continues to shrink and consolidate, the competition among brands is also becoming severe, Wistron continued to optimize its operation and dispersion of operating risks. With investments in new ventures and efforts of employees, Wistron has achieved significant revenue growth. On behalf of all Wistron employees, we would like to express our sincere appreciation to our shareholders for your support for Wistron's continuous growth.

2017 Financial and Operation Results

In 2017, Wistron's consolidated annual revenue reached a new high of NT\$836.1 billion and consolidated operating profit was NT\$5.914 billion. The consolidated profit before tax reached NT\$6.158 billion and profit attributable to Owners of the Company was NT\$3.886 billion. Meanwhile, the earnings per share was NT\$1.48.

Overall revenue growth was about 27% versus the previous year. During the same period, the rising cost of raw materials and increased recruitment costs due to tough labor supply conditions in China resulted in a slightly lower gross profit margin than the previous year. However, due to well-controlled operating costs, the profit after tax (PAT) slightly increased from the previous year and the overall financials remained stable.

Regarding product performance in terms of shipments, key growth drivers were smartphones, rugged handhelds, smart appliances and (VOIP) Internet telephony, while the number of notebooks and servers shipped was similar to last year. Due to the overall decline in TV OEM related demand, the Company experienced a relative decrease in the number of shipments. Although the market has matured for monitors and desktops, these products demonstrated slight growth through continuous efforts to enhance competitiveness.

In response to the continued shrinkage of the global PC market, Wistron aimed to strengthen customer satisfaction, provide the best quality, enhance current customer relationships, optimize its existing customers and portfolio of products, and develop intelligent products (such as smart security, medical and home products and services). We also drove digital transformation, adjusted

the organization to promote more young talent to management levels, and continued to improve operational efficiency and increase capacity utilization to ensure continuous growth and reasonable profitability.

At Wistron, corporate governance structures, sustainability, and social responsibility are as important as business growth. For the fourth consecutive year, Wistron was certified by the Taiwan Stock Exchange as being in the top 20% among all listed companies with best corporate governance practices. These achievements fully demonstrate the level of recognition we have been able to receive from domestic and foreign institutions for our performance in corporate governance, our response to climate changes, and our efforts in the disclosure of CSR information.

2018 Business and Operation Focus

For 2018, Wistron's major operation focuses are still the same as last year's three main axes: (1)reinvigorate the core businesses, (2)scale new businesses, and (3)drive digital transformation.

With the continuously growing trend toward cloud computing and artificial intelligence, we are in a favorable position in the industry. We offer innovative products, services and systems, connecting hardware such as personal computers, servers, mobile devices, and cloud data systems while enabling close integration with software services. We will continue to strengthen our technology leadership, quality reliability, and innovative services, while optimizing operational performance to achieve revenue and profit growth.

For core businesses, Wistron will focus on growth opportunities in the personal computer, server, and display markets through customer/product portfolio adjustment, and new technology investments for gross profit rate improvement. We will enhance internal operational efficiency and core competitiveness by strengthening the digital transformation of data applications and by providing more transparent, timely, effective and forward-looking information to manufacturing, materials and R&D teams in order to optimize the quality and speed of decision-making.

For new businesses, Wistron also accelerated investment into new areas. Our development will focus on solutions related to enterprise cloud services, Internet of Things, medical equipment and electric vehicles. In addition, we will find partners through venture capital investment to deepen our product and services portfolio.

The primary goal of Wistron's digital transformation drive is to establish high-performance teams and achieve healthy business growth of business. By mastering big data and artificial intelligence technologies, we adopt Industry 4.0 into manufacturing management, and accelerate decision-making process in R&D management.

"Professional," "Care," and "Value" represent three focus areas for our management teams' mindset, behavior, and outcome that we are emphasizing to deliver this year. We continue to emphasize and strengthen upon our "corporate beliefs" of customer focus, integrity, innovation, and pursuit of excellence. We aim to instill these beliefs in a practical way into our operations to shape a company that radiates positive energy and positive business values.

Outlook for the Future

Looking forward toward the tremendous changes in the global economy and technology, Wistron will accelerate the pace of its transformation. Although the major international financial forecast agencies are optimistic about the current global economic climate, we still need to pay attention to whether trade protectionism will affect future global economic development. Furthermore, economic and environmental topics like U.S. currency and exchange rate policy, cross-strait economic and trade trends, and global climate change issues are also the challenges and opportunities that we must keep watching and facing.

As to the trend of smart technology in the era of the digital economy, the mode of industrial smart production and the discussion of how artificial intelligence and machine learning penetrate into the Internet will become the main battlefield for science and technology manufacturers in the next few years. Therefore, the Internet of Things application and Smart Technology will rapidly infiltrate the industry and inevitably lead to changes in the application of technology. All such directions deserve our continued attention.

In the long-term planning of corporate sustainability, Wistron follows the philosophy of "altruism" and adopts the vision of "using science and technology to enhance the quality of life and environment" as a corporate vision to steadily take during every step of its sustainable development. Furthermore, internally at all stages of our operations, we intend to reduce our impact on the environment; meanwhile, externally we provide products and services that have a positive impact on the quality of life and environment.

“Think Great and Act Smart” is the main theme of our core attitude that we emphasize for our digital transformation. To achieve business goals we adopt the strategy of diversification planning and will continue to improve the quality of technology and services allowing customers to continuously feel confident of the value that we can provide now and in the future. Technologies utilized within our sustainable business operations are also supporting the future for both our society and the environment while building long-term value for our shareholders. On behalf of Wistron employees, we wish to thank all our shareholders for your continued support and confidence.

Chairman: Simon Lin

President: Robert Hwang

Controller: Stone Shih

Attachment 3

Wistron Corporation
Profit Appropriation Statement for 2017

Unit: NT\$

Undistributed Earnings at the Beginning of the year		9,950,335,886
Plus(Minus):		
Remeasurements of the defined benefit liability	(57,306,513)	
Loss on treasury stock transactions	(41,923,866)	
Changes in ownership interests in subsidiaries	(2,903,943)	
Share-based payment transactions	1,686,198	
Net Profit	3,885,515,885	
Minus:		
Legal Reserve	(388,551,589)	
Special Reserve	(4,010,254,593)	
Distributable Earnings		9,336,597,465
Distribution Items:		
Stock Dividends to Common Shareholders	(802,049,830)	
Cash Dividends to Common Shareholders	(3,208,199,283)	(4,010,249,113)
Undistributed Earnings at the end of the year		5,326,348,352

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: Simon Lin

President: Robert Hwang

Controller: Stone Shih