

WISTRON CORPORATION

2015 ANNUAL GENERAL SHAREHOLDERS' MEETING MINUTES

(Translation)

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)

Total outstanding shares of Wistron Corporation: 2,468,267,415 shares.

Total shares represented by shareholders present in person or by proxy: 1,449,936,870 shares

Percentage of outstanding shares held by shareholders present in person or by proxy: 58.74%

Attendees: Robert Huang, Director of the Board of Directors
Michael Tsai, Independent Director of the Board of Directors
James Wu, Independent Director of the Board of Directors

Chairman: Simon Lin, Chairman of the Board of Directors

Recorder: Steven Wang

The aggregate number of shares present in person or by proxy constituted a quorum. The Chairman called the meeting to order.

Chairman's Address (omitted)

I. Report Items

1. Report the business of 2014. (Please refer to Attachment 1)
2. Audit Committee's Review Report. (Please refer to Attachment 2)

II. Election Item

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 Polytechnic University ▪ Honorary Ph.D., Electrical engineering, National Chiao 	<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. ▪ Director of Nanshan Life Insurance Co., Ltd. ▪ Director of Egis Technology Inc. 	2,565,422

Title	Name	Academic Qualifications and Major Past Positions	Current Positions (Note 1)	Shareholdings (Note 2)
		<p>Tung University</p> <ul style="list-style-type: none"> ▪ Master's degree in Electrical engineering, National Chiao Tung University ▪ Founder & Chairman of Acer Group 	<ul style="list-style-type: none"> ▪ 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)	<ul style="list-style-type: none"> ▪ Bachelor's 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 & 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)	<ul style="list-style-type: none"> ▪ 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. 	<ul style="list-style-type: none"> ▪ 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)	<ul style="list-style-type: none"> ▪ Honorary Ph.D., National Chiao Tung University ▪ Bachelor's degree in Electronics Engineering, National Chiao Tung University ▪ Vice Chairman Emeritus of United Microelectronics Corp. 	<ul style="list-style-type: none"> ▪ 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)	<ul style="list-style-type: none"> ▪ Bachelor's degree in Electrical and Control Engineering, National Chiao Tung University ▪ Vice Chairman of Powerchip Semiconductor Corp. 	<ul style="list-style-type: none"> ▪ 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)	<ul style="list-style-type: none"> ▪ Bachelor's degree in Economics, National Chung Hsing University ▪ Managing Partner of KPMG Taiwan ▪ Partner in-Charge of Audit 	<ul style="list-style-type: none"> ▪ Independent Director of Wistron Corp. ▪ Independent Director of Lite-On Technology Corp. ▪ Independent Supervisor of Advantech Co., Ltd. 	0

Title	Name	Academic Qualifications and Major Past Positions	Current Positions (Note 1)	Shareholdings (Note 2)
		Practice, KPMG Taiwan	<ul style="list-style-type: none"> ▪ 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

Election Results:

Nine directors for the 7th 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)	1,064,166,260
642	Robert Huang (Po-Tuan Huang)	1,049,205,631
4	Haydn Hsieh (Hong-Po Hsieh)	1,029,539,285
3	Stan Shih (Chen-Jung Shih)	1,012,023,360

B. Independent Directors

Shareholder No./ ID No.	Name	Ballots Received
F10058****	John Hsuan (Min-Chih Hsuan)	1,038,337,076
A10013****	Michael Tsai (Kuo-Chih Tsai)	1,036,204,499
N10066****	James K.F. Wu (Kuo-Feng Wu)	1,033,006,744
L10142****	Duh-Kung Tsai	1,008,785,032
181362	Victor C.J. Cheng (Chung-Jen Cheng)	1,006,254,437

III. 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 (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:

1. The Chairman responded to the questions about the Business Report and Financial Statements raised from shareholders No.163451, No.275724, No.329942 and No.127422.
2. Voting results: Shares present at the time of voting: 1,449,936,870

Approval votes	%	Disapproval votes	%	Invalid votes	%	Abstention votes/ no votes	%
1,200,190,325 (including 881,450,718 votes through e-voting)	82.78	720,797 (including 720,797 votes through e-voting)	0.05	0	0	249,025,748 (including 246,935,448 votes through e-voting)	17.17

RESOLVED, that the Company's business report and financial statements for Year 2014 be and hereby were accepted as submitted.

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 Attachment 3 for the Profit Appropriation Statement for Year 2014.
6. Submission for ratification.

Resolution:

1. The Chairman responded to the questions about the proposal for distribution of 2014 profits raised from shareholder No.163451.
2. Voting results: Shares present at the time of voting: 1,449,936,870

Approval votes	%	Disapproval votes	%	Invalid votes	%	Abstention votes/ no votes	%
1,208,968,688 (including 890,229,081 votes through e-voting)	83.38	814,933 (including 814,933 votes through e-voting)	0.06	0	0	240,153,249 (including 238,062,949 votes through e-voting)	16.56

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

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. Additional information: The employee bonus of NT\$691,782,370 shall increase the capital of the Company through issuance of 33,067,990 stocks. The issued stock price was determined by the closing price of NT\$22.75 on June 25, 2015 which took into account the influence of the ex-right and ex-dividend factors. Employee bonuses of less than one share, equivalent to NT\$19, shall be distributed in cash.

7. Please discuss.

Resolution:

- Chairman’s description: 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 of 33,067,990 in stock. The total increase in capital of the company is through issuance of 107,116,013 in stock. Employee bonuses of less than one share, equivalent to NT\$19, shall be distributed in cash.
- Voting results: Shares present at the time of voting: 1,449,936,870

Approval votes	%	Disapproval votes	%	Invalid votes	%	Abstention votes/ no votes	%
1,208,990,870 (including 890,251,263 votes through e-voting)	83.38	788,442 (including 788,442 votes through e-voting)	0.06	0	0	240,157,558 (including 238,067,258 votes through e-voting)	16.56

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

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:

- 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.
- Please discuss.

**Comparison between original and amendments to
“Articles of Incorporation”**

Items	Original Version	Amendment Version	Reason
Article 2	The business items of the Company are set out as follows: 14.CF01011 Medical equipment manufacturing	The business items of the Company are set out as follows: 14.CF01011 Medical equipment manufacturing <u>15.CD01030 Automobiles and</u>	To comply with Company’s operational needs.

Items	Original Version	Amendment Version	Reason
Article 2	(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.	<u>Parts Manufacturing (can only be conducted outside Hsinchu Science Park)</u> (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. <u>(12)Production, manufacture and sale of Various kinds of automotive electronic products (can only be conducted outside Hsinchu Science Park)</u>	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. 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	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	To comply with the Company's operational needs.

Items	Original Version	Amendment Version	Reason
Article 10	shall govern.	shall govern. <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>	To comply with the Company's operational needs.
Article 19 The 17 th amendment was made on June 11, 2014. The 17 th amendment was made on June 11, 2014. <u>The 18th amendment was made on June 26, 2015.</u>	Correspondence to the amendment date.

Resolution:

Voting Results: Shares present at the time of voting: 1,449,936,870

Approval votes	%	Disapproval votes	%	Invalid votes	%	Abstention votes/ no votes	%
1,209,052,095 (including 890,312,488 votes through e-voting)	83.39	716,885 (including 716,885 votes through e-voting)	0.05	0	0	240,167,890 (including 238,077,590 votes through e-voting)	16.56

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

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	<p>The party to whom the Company may loan its funds</p> <p>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.</p>	<p>The party to whom the Company may loan its funds</p> <p>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.</p>	To comply with the Regulation and the Company’s operational needs.
Article 2	<p>Evaluation standards for loaning funds to others</p> <p>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.</p> <p>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.</p>	<p>Evaluation standards for loaning funds to others</p> <p>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.</p> <p>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.</p>	To comply with the Regulation and the Company’s operational needs.
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</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</p>	To comply with the Regulation and the Company’s operational needs.

Items	Original Version	Amendment Version	Reason
Article 3	<p>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</p>	<p>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 exceed the 40% of the net worth of that</p>	To comply with the Regulation and the Company's operational needs.

Items	Original Version	Amendment Version	Reason
	<p>the 25% of the net worth of the Borrower.</p> <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>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>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> <p>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</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> <p>1. A subsidiary in which the Company directly and indirectly holds 100 percent of the voting shares, The limits of a <u>subsidiary</u> on total loan amount and respective parties' loan amount should calculate based on <u>subsidiary's</u> the Company's net worth pursuant to <u>Article 3 of the rules in</u> 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.</p>	To comply with the Regulation and the Company's operational needs.

Items	Original Version	Amendment Version	Reason
Article 10	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.	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.	To comply with the Regulation and the Company's operational needs.
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.

Resolution:

Voting Results: Shares present at the time of voting: 1,449,936,870

Approval votes	%	Disapproval votes	%	Invalid votes	%	Abstention votes/ no votes	%
1,202,463,922 (including 883,724,315 votes through e-voting)	82.93	7,284,263 (including 7,284,263 votes through e-voting)	0.50	0	0	240,188,685 (including 238,098,385 votes through e-voting)	16.57

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

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> <ol style="list-style-type: none"> 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 	<p>Internal Control Procedure of the Company’s Subsidiaries</p> <ol style="list-style-type: none"> 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. 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> 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 	To comply with the Company’s operational needs.

Items	Original Version	Amendment Version	Reason
Article 7	matters under its enacted Procedures.	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.

Resolution:

Voting results: Shares present at the time of voting: 1,449,936,870

Approval votes	%	Disapproval votes	%	Invalid votes	%	Abstention votes/ no votes	%
1,202,492,027 (including 883,752,420 votes through e-voting)	82.93	7,272,553 (including 7,272,553 votes through e-voting)	0.50	0	0	240,172,290 (including 238,081,990 votes through e-voting)	16.57

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

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.

Title	Name	Current Positions in Domestic Companies	Current Positions in Mainland China Companies
Director	Simon Lin (Hsien-Ming Lin)	<ul style="list-style-type: none"> • 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. • Independent Director of Elan Microelectronics Corp 	No
Director	Robert Huang (Po-Tuan Huang)	<ul style="list-style-type: none"> • Director of Anetek Global Inc. • Director of Lian-Yi (Far East) Ltd. • Director of Gobal Lighting Technologies Inc. • Chairman of Anwith Technology Corp. 	<ul style="list-style-type: none"> • Chairman of SMS (Kunshan) Co., Ltd. • Chairman of Wistron InfoComm Technology Service (Kunshan) Corp. • Chairman of WIS Precision (Kunshan) Co., Ltd. • Chairman of Wistron InfoComm (Shanghai) Corporation • Chairman of Wistron InfoComm (Zhongshan) Corporation • Chairman of Wistron InfoComm (Kunshan) Co., Ltd. • Chairman of Wistron InfoComm (Taizhou) Co., Ltd. • Chairman of Wistron Optronics (Kunshan) Co., Ltd. • Chairman of Wistron InfoComm Manufacturing (Kunshan) Co., Ltd. • Chairman of Wistron Service (Kunshan) Corp. • Chairman of Wistron InfoComm (Chongqing) Co., Ltd. • Chairman of Wistron InfoComm (Qingdao) Co., Ltd. • Director of Wistron InfoComm (Chengdu) Co., Ltd. • Director of Wistron Investment (Sichuan) Co., Ltd. • Director of Wistron Optroncis (Shanghai) Co., Ltd. • Director of Wiwynn Technology Service (Beijing) Limited • Director of LIAN-YI PRECISION (ZHONGSHAN) INC. • Director of WIS Precision (Taizhou) Co., Ltd. • Chairman of Wistron Advanced Materials (Kunshan)Co., Ltd.

Title	Name	Current Positions in Domestic Companies	Current Positions in Mainland China Companies
			<ul style="list-style-type: none"> • Director of ANWITH (KunShan) CO., LTD.
Director	Haydn Hsieh (Hong-Po Hsieh)	<ul style="list-style-type: none"> • Chairman & CEO of Wistron NeWeb Corp. • Director of AOPEN Inc. • Director of aEnrich Technology Corp. • Independent Director of Raydium Semi-conductor Corp. • Director of Apacer Techology Inc. 	<ul style="list-style-type: none"> • Chairman of Wistron NeWeb (Kunshan)Corporation • Chairman of WNC (Kunshan) Corporation • Chairman of Webcom Communication (Kunshan) Corporation • Chairman of NeWeb Service(Kunshan) Corporation • Director of Kunshan ChangNun Precision Die Casting Co., Ltd.
Director	Stan Shih (Chen-Jung Shih)	<ul style="list-style-type: none"> • Director of Acer Inc. • Director of Qisda Corp. • Independent Director of Taiwan Semiconductor Manufacturing Co., Ltd. • Director of Nanshan Life Insurance Co., Ltd. • Director of Egis Technology Inc. • Director of Digitimes Inc. • Director of Idealive International Co., Ltd. • Chairman of Dragon Fund • Director of iD Reengineering Fund • Chairman of iD Branding Venture Inc. • Director of iD Branding Management Inc. • Director of Hung Rouan Investment Corp. • Director of iD Innovation Inc. 	No
Independent Director	John Hsuan (Min-Chih Hsuan)	<ul style="list-style-type: none"> • 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. 	No
Independent Director	Michael Tsai (Kuo-Chih Tsai)	<ul style="list-style-type: none"> • Chairman of Maxchip Electronics Corp. • Chairman of Zentel Electronics Corp. • Director of Powerchip Technology 	No

Title	Name	Current Positions in Domestic Companies	Current Positions in Mainland China Companies
		<ul style="list-style-type: none"> Corp. Director of FOCl Fiber Optic Communications, Inc. Independent Director of United Integrated Services Co., Ltd. 	
Independent Director	James K.F. Wu (Kuo-Feng Wu)	<ul style="list-style-type: none"> Independent Director of Lite-On Technology Corp. Independent Supervisor of Advantech Co., Ltd. 	No
Independent Director	Duh-Kung Tsai	<ul style="list-style-type: none"> 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. 	<ul style="list-style-type: none"> Director of Powertech Technology (Suzhou) Limited
Independent Director	Victor C.J. Cheng (Chung-Jen Cheng)	<ul style="list-style-type: none"> 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. 	No

Resolution:

Voting results: Shares present at the time of voting: 1,449,936,870

Approval votes	%	Disapproval votes	%	Invalid votes	%	Abstention votes/ no votes	%
1,120,069,710 (including 801,330,103 votes through e-voting)	77.25	51,672,873 (including 51,672,873 votes through e-voting)	3.56	0	0	278,194,287 (including 276,103,987 votes through e-voting)	19.19

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

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</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</p>	<p>To comply with the Company’s operational needs.</p>

Items	Original Version	Amendment Version	Reason
Article 5	<p>agreement. (Cash dividends will be deposited into the employee's designated personal bank account).</p> <p>.....</p>	<p>accordance with the trust custody agreement. (Cash dividends will be deposited into the employee's designated personal bank account).</p> <p>.....</p>	<p>To comply with the Company's operational needs.</p>

Resolution:

Voting Results: Shares present at the time of voting: 1,449,936,870

Approval votes	%	Disapproval votes	%	Invalid votes	%	Abstention votes/ no votes	%
1,192,356,971 (including 873,617,364 votes through e-voting)	82.24	844,958 (including 844,958 votes through e-voting)	0.06	0	0	256,734,941 (including 254,644,641 votes through e-voting)	17.70

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

IV. Extemporary Motion: None.

V. Meeting Adjourned: 11:09 a.m., June 26, 2015.

Attachment 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 SHEETSDecember 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(c)(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>76,313,751</u>	<u>82,268,000</u>	<u>222,205</u>	<u>24,682,674</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))			\$ 32,632,550	44,710,862
Financial liabilities at fair value through profit or loss – current (notes 6(b)(k))			1,527	12,509
Notes and accounts payable			34,903,335	44,753,970
Accounts payable – related parties (note 7)			24,473,831	42,325,412
Other payables – related parties (note 7)			1,777,623	3,112,715
Provisions (note 6(l))			1,849,126	1,732,392
Current portion of bonds payable (note 6(k))			-	607,964
Current portion of long-term borrowings (note 6(j))			2,012,000	570,000
Other liabilities – current			<u>8,046,804</u>	<u>9,079,613</u>
Current liabilities			<u>105,696,796</u>	<u>146,905,437</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 (note 6(i))			20,053,014	19,843,300
Deferred tax liabilities (note 6(o))			4,683,881	4,344,551
Other liabilities – noncurrent (note 6(m))			2,536,790	2,116,841
Noncurrent liabilities			<u>35,267,999</u>	<u>26,304,692</u>
Total liabilities			<u>140,964,795</u>	<u>173,210,129</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			(3,318,675)	23,680
Total equity			<u>66,186,949</u>	<u>70,040,778</u>
Total liabilities and equity	<u>\$ 207,151,744</u>	<u>243,250,907</u>	<u>\$ 207,151,744</u>	<u>243,250,907</u>

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

(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)	(652,213)	-	(3,901,320)	(777,535)	61,922,146
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	-	6,886,361
Appropriation of 2012 earnings in 2013 (note 1)	-	-	-	-	(666,643)	-	-	-	-	-	-	-
Legal reserve	-	-	666,643	-	(2,050,859)	-	-	-	-	-	-	-
Special reserve	-	-	-	2,050,859	(3,273,767)	-	-	-	-	-	-	-
Cash dividends	-	-	-	-	(1,091,255)	-	-	-	-	-	-	(3,273,767)
Stock dividends to shareholders	1,091,255	-	-	-	(1,091,255)	-	-	-	-	-	-	-
Stock dividends as employee bonus	235,056	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	2,510	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	3,132,981	(9,834)	-	3,123,147	-	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)	-	-	-	-	(575,134)	-	-	-	-	-	-	-
Legal reserve	-	-	575,134	-	(4,280,688)	-	-	-	-	-	-	(4,280,688)
Cash dividends	-	-	-	-	(475,632)	-	-	-	-	-	-	-
Stock dividends to shareholders	475,632	-	-	-	(475,632)	-	-	-	-	-	-	-
Stock dividends as employee bonus	250,079	367,617	-	-	-	-	-	-	-	-	-	617,696
Reversal of special reserve	-	-	-	(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	20,441,985	6,803,752	2,798,554	15,300,133	24,892,439	1,181,567	(846,974)	(310,913)	23,680	-	70,040,728

(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	6,631,186	590,309
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	(5,479,446)	(4,989,591)
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	537,344	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	3,904,338	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))	8,939,253	9,805,423	13,455,939	16,837,583
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	39,255,705	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)	5,419,559	3,840,990	204,345,756	229,321,723
Total noncurrent assets	<u>54,235,352</u>	<u>58,164,320</u>	<u>23,781,603</u>	<u>24,682,674</u>
Total assets	<u>\$ 270,541,774</u>	<u>299,569,923</u>	<u>19,651,679</u>	<u>20,441,985</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 (notes 6(j) and 8)				
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 (notes 6(j) and 8)				
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				
Equity attributable to owners of the Company				
Non-controlling interests				
Total equity				
Total liabilities and equity	<u>\$ 270,541,774</u>	<u>299,569,923</u>	<u>204,040,778</u>	<u>207,422</u>
			<u>(3,318,675)</u>	<u>23,680</u>
			<u>66,186,949</u>	<u>70,040,778</u>
			<u>9,069</u>	<u>207,422</u>
			<u>66,196,018</u>	<u>70,248,200</u>
			<u>\$ 270,541,774</u>	<u>299,569,923</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)

	Earnings attributable to owners of the Company													
	Retained earnings					Other 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	Total	Non-controlling interests	Total equity
Beginning balance at January 1, 2013	\$ 21,979,432	19,399,395	5,561,975	1,791,906	17,868,923	25,222,174	(3,279,107)	(623,213)	-	(3,901,320)	(777,535)	61,922,146	5,531	61,927,677
Profit for 2013	-	-	-	-	5,751,341	5,751,341	-	-	-	-	-	5,751,341	3,387	5,754,728
Other comprehensive income	-	-	-	-	22,254	22,254	1,327,693	(214,927)	-	1,132,766	-	1,132,766	(44)	1,132,726
Total comprehensive income	-	-	-	-	5,773,595	5,773,595	1,327,693	(214,927)	-	1,132,766	-	6,886,361	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)	-	-	-	(603,190)	-	(3,273,767)	-	(3,273,767)
Stock dividends to shareholders	1,091,255	-	-	-	(1,091,255)	(1,091,255)	-	-	(603,190)	(603,190)	-	7,444	-	7,444
Stock dividends as employee bonus	235,036	404,966	-	-	(684,438)	(684,438)	-	-	(603,190)	(603,190)	-	73,069	-	73,069
Increase (decrease) in capital surplus and unappropriated earnings resulting from equity-accounted investees	-	132	-	-	(68,438)	(68,438)	-	-	-	-	777,535	640,102	-	640,102
Issuance of common stock arising from exercise of employee stock options	-	2,510	-	-	-	-	-	-	-	-	-	(68,306)	-	(68,306)
Issuance of restricted employee shares of stock	627,950	(24,760)	-	-	-	-	-	-	(603,190)	(603,190)	-	7,444	-	7,444
Compensation cost arising from restricted employee shares of stock	(154,580)	(132,988)	-	-	(489,967)	(489,967)	-	-	73,069	73,069	-	-	-	-
Retirement of treasury stock	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Increase in non-controlling interests	-	-	-	-	-	-	-	-	-	-	-	-	195	195
Balance at December 31, 2013	\$ 23,791,603	19,651,679	6,228,618	3,842,765	16,000,559	26,072,342	(1,951,414)	(837,140)	(530,121)	(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	16,000,559	26,072,342	(1,951,414)	(837,140)	(530,121)	(3,318,675)	-	66,186,949	9,069	66,196,018
Profit for 2014	-	-	-	-	3,578,536	3,578,536	-	-	-	-	-	3,578,536	10,455	3,588,991
Other comprehensive income	-	-	-	-	(1,077)	(1,077)	3,132,981	(9,834)	-	3,123,147	-	3,122,070	3,467	3,125,537
Total comprehensive income	-	-	-	-	3,577,459	3,577,459	3,132,981	(9,834)	-	3,123,147	-	6,700,605	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)	-	(4,280,688)
Stock dividends to shareholders	475,632	-	-	-	(475,632)	(475,632)	-	-	-	-	-	617,696	-	617,696
Stock dividends as employee bonus	250,079	367,617	-	-	-	-	-	-	-	-	-	-	-	-
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	-	50,826
Employee use employee stock option	206,740	343,204	-	-	-	-	-	-	-	-	-	549,944	-	549,944
Retirement of restricted employee shares of stock	(31,580)	-	-	-	-	-	-	-	-	-	-	-	-	-
Compensation cost arising from restricted employee shares of stock	-	-	-	-	(1,152)	(1,152)	-	-	219,208	219,208	-	219,208	-	219,208
Differences between equity purchase price and carrying amount arising from acquisition or disposal of subsidiaries	-	-	-	-	-	-	-	-	-	-	-	(1,152)	-	(1,152)
Changes in ownership interest of subsidiaries	-	(2,611)	-	-	-	-	-	-	-	-	-	(2,611)	-	(2,611)
Increase in non-controlling interests	-	-	-	-	-	-	-	-	-	-	-	-	184,431	184,431
Balance at December 31, 2014	\$ 24,692,674	20,441,995	6,803,752	2,788,554	15,200,133	24,592,439	1,181,567	(846,973)	(310,913)	23,680	-	70,440,778	207,422	70,240,200

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	1,528,088	2,596,717
Net decrease in cash and cash equivalents	(2,492,554)	(14,394,546)
Cash and cash equivalents at beginning of the year	72,579,429	70,086,875
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.

Attachment 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", written over a horizontal line.

May 14, 2015

Attachment 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