

Wistron Corporation

2016 Annual General Shareholders' Meeting Meeting Agenda

<http://www.wistron.com> Held on Date June 15, 2016



DISCLAIMER

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Wistron Corporation

Rules and Procedures of Shareholders' Meeting

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

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

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

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

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

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

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

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

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

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

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

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

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

Article 21. This Procedure was enacted on June 7, 2002.
The 1st amendment was made on June 21, 2012.
The 2nd amendment was made on June 14, 2013.

Meeting Procedures

(1) Declaration of the Commencement of the Meeting

(2) The Chairman in Position

(3) Opening Remarks by the Chairman

(4) Discussion Item (I)

Note: Voting by Poll.

(5) Report Items

(6) Ratification Items and Discussion Items (II)

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

(7) Extemporaneous Motion

(8) Adjournment

Meeting Agenda

Time: 9:00a.m., June 15, 2016

Venue: National Taiwan University Hospital International Convention Center.
(Room 401, 4F, No. 2, Xuzhou Road, Zhongzheng District , Taipei, Taiwan)

I. Discussion Item (I)

1. Discussion of amendments to the “Articles of Incorporation.”

II. Report Items

1. Report the business of 2015.
2. Audit Committee’s Review Report.
3. Report the compensation for employees and directors of 2015.
4. Report the status of treasury stocks buyback.
5. Report of amendments to the “The 1st Rules on Transfer Repurchased Shares to Employees for 2015” and “The 2nd Rules on Transfer Repurchased Shares to Employees for 2015.”

III. Ratification Items and Discussion Items (II)

1. Ratification of the Business Report and Financial Statements of 2015.
2. Ratification of the proposal for distribution of 2015 profits.
3. Discussion of the capitalization of part of 2015 profits through issuance of new shares.
4. Discussion of the issuance plan for private placement of common shares, ADR/GDR or CB/ECB, including secured or unsecured convertible corporate bonds.

IV. Extemporary Motions

V. Adjournment

Discussion Item (I)

ITEM 1: Discussion of amendments to the “Articles of Incorporation”

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

Details:

1. In order to comply with the amendment of Article 235-1 of Company Act and the operational needs of the Company, it is proposed to make amendments to the “Articles of Incorporation.” Please see below for a comparison table of the original provisions and amendments.
2. Please discuss.

Comparison between Original and Amendments to “Articles of Incorporation”

| Items | Original Version | Amendment Version | Reason |
|-----------|--|---|--|
| Article 2 | <p>The business items of the Company are set out as follows:</p> <p>.....</p> <p>15.CD01030 Automobiles and Parts Manufacturing (can only be conducted outside Hsinchu Science Park)</p> <p>.....</p> | <p>The business items of the Company are set out as follows:</p> <p>.....</p> <p>15.CD01030 Automobiles and Parts Manufacturing (can only be conducted outside Hsinchu Science Park)</p> <p><u>16.F218010 Retail Sale of Computer Software (can only be conducted outside Hsinchu Science Park)</u></p> <p><u>17.I301020 Data Processing Services</u></p> <p><u>18.I301030 Digital Information Supply Services</u></p> <p>.....</p> | <p>To comply with the Company’s operational needs.</p> |
| Article 6 | <p>The total capital amount of the Company is Thirty Billion New Taiwan Dollars (NTD 30,000,000,000), which is divided into Three Billion (3,000,000,000) shares with a par value of Ten New Taiwan Dollars (NTD 10) each and will be issued as common shares or preferred shares by installments by the Board of Directors.</p> <p>An amount of Two Billion New</p> | <p>The total capital amount of the Company is <u>Forty</u> Thirty Billion New Taiwan Dollars (NTD <u>430,000,000,000</u>), which is divided into <u>Four</u> Three Billion (<u>43,000,000,000</u>) shares with a par value of Ten New Taiwan Dollars (NTD 10) each and will be issued as common shares or preferred shares by installments by the Board of Directors.</p> | <p>To comply with the Company’s operational needs.</p> |

| Items | Original Version | Amendment Version | Reason |
|-------------------|--|---|--|
| | <p>Taiwan Dollars (NTD 2,000,000,000) from the above total capital amount divided into 200,000,000 shares with a par value of Ten New Taiwan Dollars each (NTD 10) are reserved for the issuance of employee stock options.</p> | <p>An amount of Two Billion New Taiwan Dollars (NTD 2,000,000,000) from the above total capital amount divided into 200,000,000 shares with a par value of Ten New Taiwan Dollars each (NTD 10) are reserved for the issuance of employee stock options.</p> | |
| <p>Article 16</p> | <p>If the Company has profit as a result of the yearly accounting closing, 10% of the profit net of tax and the amount for making up of any accumulated loss shall be set aside as legal reserve, and thereafter an amount, including the reversed special reserve, shall be set aside (hereinafter referred to as “profit from the current year”), along with any undistributed profits accumulated from previous years to be identified as profits to be distributed, in accordance with the Securities and Exchange Act. The balance, if any, will be distributed in accordance with the following:</p> <ol style="list-style-type: none"> 1. No less than 5 percent of profit from the current year as employees’ bonus shall be included; where such bonus is distributed by shares, employees of controlled companies, with qualifications set by the Board of Directors; 2. One percent (1%) of profit from the current year as the remuneration in cash to the Directors; 3. The rest as working capital of the Company and not less than ten percent (10%) of profit from the current year distributed as dividends to shareholders. | <p>If the Company has profit as a result of the yearly accounting closing, (<u>profit means the profit before tax, excluding the amounts of employees’ and directors’ compensation</u>)10% of the profit net of tax and the amount for making up of any accumulated loss shall be set aside as legal reserve, and thereafter an amount, including the reversed special reserve, shall be set aside (hereinafter referred to as “profit from the current year”), along with any undistributed profits accumulated from previous years to be identified as profits to be distributed, in accordance with the Securities and Exchange Act. The balance, if any, such profit will be distributed in accordance with the following, once the Company's accumulated losses shall have been covered.</p> <ol style="list-style-type: none"> 1. No less than <u>five 5 percent (5%) of profit from the current year as employees’ compensation. bonus shall be included; where such bonus is distributed by shares, employees of controlled companies, The Company may distributed in the form of shares or in cash, and the qualification requirements of employees, including the employees of subsidiaries of the company meeting certain specific requirements, entitled to receive compensation shall be determined with qualifications set by the Board of Directors;</u> 2. <u>No more than one percent (1%) of profit from the current year as</u> | <p>To comply with the Regulation update.</p> |

| Items | Original Version | Amendment Version | Reason |
|--------------|--|---|---------------------------------------|
| Article 16 | | <p>the <u>compensation</u> remuneration in cash to the Directors;</p> <p>3. The rest as working capital of the Company and not less than ten percent (10%) of profit from the current year distributed as dividends to shareholders.</p> | To comply with the Regulation update. |
| Article 16-1 | (newly added) | <p><u>If the Company has net profit as a result of the yearly accounting closing, the Company shall first offset its losses in precious years and set aside a legal capital reserve at ten percent (10%) of the net profit, until the accumulated legal capital reserve has equaled the total capital of the Company; then set aside special capital reserve in accordance with relevant laws or regulations or as requested by the authorities in charge, then appropriate not less than ten percent (10%) of the remaining balance plus undistributed earnings in begin of period are available for distribution as dividends to shareholders. The board of directors may propose the distribution for approval in the shareholders' meeting.</u></p> | To comply with the Regulation update. |
| Article 19 | <p>.....</p> <p>The 18th amendment was made on June 26, 2015.</p> | <p>.....</p> <p>The 18th amendment was made on June 26, 2015.</p> <p><u>The 19th amendment was made on June 15, 2016.</u></p> | Correspondence to the amendment date. |

Resolution:

Report Items

1. **Business Report of 2015** (Please refer to Appendix 1, pages 17-29)
2. **Audit Committee's Review Report** (Please refer to Appendix 2, page 30)
3. **Report the compensation for employees and directors of 2015.**

Description:

- (1) According to Article 16 of the amended version of "Articles of Incorporation":
If the Company has profit as a result of the yearly accounting closing (profit means the profit before tax, excluding the amounts of employees' and directors' compensation), such profit will be distributed in accordance with the following, once the Company's accumulated losses shall have been covered.
 - A. No less than five percent (5%) of profit as employees' compensation. The Company may distributed in the form of shares or in cash, and the qualification requirements of employees, including the employees of subsidiaries of the company meeting certain specific requirements, entitled to receive compensation shall be determined by the Board of Directors.
 - B. No more than one percent (1%) of profit as the compensation in cash to the Directors.
- (2) The Company's 3rd term 5th Compensation Committee Meeting and 1st Board Meeting of 2016 resolved the employees' and directors' compensation of 2015 in accordance with the amended version of "Articles of Incorporation."
 - A. The employees' compensation was NT\$496,015,380, distributed by shares.
 - B. The directors' compensation was NT\$24,565,050, distributed in cash.
- (3) The amount of issued shares of employees' compensation with NT\$10 per share were 24,020,115 shares, which were calculated based on the closing price, NT\$20.65, prior to the board resolution date. Employees' compensation of less than one share, equivalent to NT\$5, shall be distributed in cash.
- (4) The newly issued shares from the capital increase possess identical obligations and rights as the original shares. The Board of Directors is authorized to carry out the matter regarding the setting of the record date for new shares from capital increase.

4. Report the status of treasury stocks buyback.

As of 04/17/2016

| Treasury stocks batch order | 1st of 2015 | 2nd of 2015 |
|---|----------------------------|----------------------------|
| Date of board resolution | 2015/05/14 | 2015/08/26 |
| Purpose of buy-back | To transfer to employees | To transfer to employees |
| Timeframe of buy-back | 2015/05/15~2015/07/14 | 2015/08/27~2015/10/21 |
| Price range | NT\$23 to NT\$39 per share | NT\$12 to NT\$23 per share |
| Class, quantity of shares bought back | 60,000,000 shares | 80,000,000 shares |
| Value of shares bought-back | NT\$1,412,269,403 | NT\$1,308,914,006 |
| Average repurchase price per share | NT\$23.54 | NT\$16.36 |
| Shares sold/transferred | 0 shares | 5,637,900 shares |
| Accumulated number of company shares held | 60,000,000 shares | 134,362,100 shares |
| Percentage of total company shares held (%) | 2.35% | 5.26% |

5. Report of amendments to the “The 1st Rules on Transfer Repurchased Shares to Employees for 2015” and “The 2nd Rules on Transfer Repurchased Shares to Employees for 2015.”

Description:

In order to comply with the requirements of the competent authority and the operational needs of the Company, the Company approved the amendments of “The 1st Rules on Transfer Repurchased Shares to Employees for 2015” and “The 2nd Rules on Transfer Repurchased Shares to Employees for 2015” at the 6th and 9th board meetings of 2015. Please refer to Appendix 3, pages 31 and Appendix 4, pages 32 for the comparison between the original and the amendments, and Appendix 5, pages 33-34 and Appendix 6, pages 35-36 for the amended version.

Ratification Items and Discussion Items (II)

ITEM 1: Ratification of the Business Report and Financial Statements of 2015

Proposal: Submission (by the BOD) of the Company's 2015 business report and financial statements for ratification.

Details:

Submission for ratification of the Company's business report and financial statements for 2015 (Appendix 1: including Balance Sheets, Statements of Comprehensive Income, Statements of Changes in Equity and Statements of Cash Flows), which have all been adopted by the BOD with resolution and examined by the Audit Committee, and are hereby submitted for ratification. (Please refer to Appendix 1, pages 17-29.)

ITEM 2: Ratification of the proposal for distribution of 2015 profits

Proposal: Submission (by the BOD) of the proposal for 2015 earnings distribution for ratification.

Details:

1. The undistributed surplus at the beginning of the 2015 is NT\$12,634,155,066, after deducting the influence of the adoption of IFRSs (Actuarial losses) of NT\$241,103,929 and remeasurements of the defined benefit liability of NT\$100,130,345 and decrease in unappropriated earnings resulting from equity-accounted investees of NT\$3,684,025 and changes in ownership interest of subsidiaries of NT\$16,836,876, then adding up the net income after tax for 2015 is NT\$1,334,094,188 and deducting the legal reserve of NT\$133,409,419, and adding up the reversal in special reserve of NT\$1,394,276,792, therefore the total amount eligible for distribution earnings is NT\$14,867,361,452. The dividends and bonus proposed to be allocated to the shareholders amount to NT\$3,631,680,494, including NT\$726,336,100 in stock dividend (NT\$0.3 per share at par value) and NT\$2,905,344,394 in cash dividend (NT\$1.2 per share).
2. After the adoption of the resolution at the Shareholders' Meeting, the power with respect to setting the Ex-Rights and Ex-Dividend date and other relevant matters is reserved for the Board of Directors.
3. With respect to the dividends and bonus to shareholders as earnings, the calculation of the shareholder's deductible tax amount proportion shall be made separately.
4. In the event that, before the Ex-Rights and Ex-Dividend date, the proposed earnings distribution plan is affected due to the revisions to relevant laws or regulations, or upon the request of the competent authorities, or the change to the Company's common shares (i.e. repurchasing the Company's shares for transfer or cancellation, issuance of new shares to its employees as a result of their exercise of stock options, unsecured convertible bonds converting into common shares, capital increase by cash, capital increase by issuance of GDR, cancellation of part of Employee Restricted Stock Awards etc.), which results in changes in shareholder's allotment of shares or dividend-payout ratio, the Board of Directors is to be authorized to make necessary adjustments at its full discretion.
5. Please refer to Appendix 7, page 37 for the Profit Appropriation Statement for 2015.
6. Submission for ratification.

ITEM 3: Discussion of the capitalization of part of 2015 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 2015 earnings.

Details:

1. For the future development of business, the Company is proposing to set aside shareholder's dividends and bonus of NT\$726,336,100 from distributable earnings in 2015 to increase the capital by issuing 72,633,610 shares.
2. Upon the approval for the aforesaid proposal from the competent authority, shareholders' dividends and bonus of NT\$726,336,100, each shareholder will be entitled to receive 30 surplus earning shares per 1,000 shares (tentative calculation) held by such shareholder based on the name and shares registered in the shareholder roster on the Ex-Rights date. Shareholders are advised to consolidate their fractional shares of less than one share to make up one share by their own means for registration within five days as of the Ex-Rights date; otherwise the fractional shares shall be paid in cash (rounding down to the nearest NT dollar) by the par value and purchased by persons designated by the Chairman as authorized.
3. The new issuing shares from the capital increase possess identical obligations and rights as the original shares.
4. After the adoption of the Shareholders' Meeting, the BOD is authorized to carry out the matter regarding the setting of the Ex-Rights date for new shares from capital increase.
5. In the event that, before the Ex-Rights date, the capitalization proposal is affected due to the revisions to relevant laws or regulations, or upon the request of the competent authorities, or the change to the Company's common shares (i.e. repurchasing the Company's stock shares for transfer or cancellation, issuance of new shares to its employees as a result of their exercise of stock options, unsecured convertible bonds converting into common shares, capital increase by cash, capital increase by issuance of GDR, cancellation of part of Employee Restricted Stock Awards etc.), which results in changes in shareholder's allotment of shares, the Board of Directors is to be authorized to make necessary adjustments at its full discretion.
6. Please discuss.

ITEM 4: Discussion of the issuance plan for private placement of common shares, ADR/GDR or CB/ECB, including secured or unsecured convertible corporate bonds.

Proposal: Submission (by the BOD) of a proposal to approve the issuance plan of private placement for common shares, ADR/GDR or CB/ECB, including secured or unsecured convertible corporate bonds, to no more than 240,000,000 shares.

Details:

1. To introduce to strategic investors and to supplement operating capital for future needs, the Company proposed to do private placement through common shares, ADR/GDR or Euro/Domestic convertible bonds (including secured or unsecured convertible corporate bonds) in one or several times (no more than 3 times), based on market conditions and the Company's needs. The amount of shares issued or convertible is proposed to be no more than 240,000,000 shares, and it is proposed to authorize the Company's Board of Director to determine the amount of actual shares issued base on status of capital market.
2. The instructions from Item 6, Article 43-6 of Securities and Exchange Act are:
 - (1) The basis and rationale to determine the price of private placement:
 - A. The common stock price per share shall be set by no less than 80% of the reference price. The reference price is set as the higher of the following two basis prices:
 - (i) The simple average closing price of the common shares of the Company for either the one, three, or five business days before the price determination date, after adjustment for any distribution of stock dividends, cash dividends or capital reduction.
 - (ii) The simple average closing price of the common shares of the Company for the thirty business days before the price determination date, after adjustment for any distribution of stock dividends, cash dividends, or capital reduction.
 - B. The issuance price of convertible corporate bonds shall be set by no less than 80% of the theoretical price. The theoretical price shall be calculated based on related laws and regulations to select pricing model shall encompass, and include the concurrent consideration of, the various rights included in the terms of issuance.
 - C. The pricing date, actual reference price, theoretical price, and actual issuance price (including the conversion price of corporate bonds) are proposed to authorized the Board to determine within the range approved by the shareholders meeting, after taking into consideration the market status, objective conditions, and qualification of specific parties. Considering that the Securities and Exchange Act has set the restrictions on transfers of the privately placed securities for three full years, the price determination above shall be reasonable.
 - (2)The method to determine specific parties:

The strategic investors have the priority to be considered as specific parties for private placement if they may being qualified for the rules in Article 43-6, Securities and Exchange Act and other letters from government authorities and should also have direct or indirect benefit to the Company, and can recognize the Company's operating

strategy. The company currently has not arranged the specific parties. It is proposed to authorize the Company's Board of Director to determine the specific parties for private placement.

(3) The necessity of private placement:

A. The Company plans to invite strategic investors and strengthens competitiveness through private placement, because the restrictions on transfers for three full years, it is better to maintain a long-term relationship with strategic partners by such security issuance of private placement. And also considering the effectiveness and feasibility to raise capital, the Company proposed to raise capital through private placement, rather than public offering.

B. The amount of the private placement: no more than 240,000,000 shares.

C. The use of proceeds and projected benefits of private placement: The Company plans to do private placement at one time or several times (no more than 3 times) based on market conditions and specific parties. The capital raised will be fully used as working capital. The private placement will expand the scale of operations and invite strategic investors. The private placement 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 Director to determine, proceed or revise the issuance plan of private placement through instruments such as common shares, ADR/GDR, or Euro/Domestic convertible bonds (including secured or unsecured corporate bonds) in one or several times (no more than 3 times), 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 the Company's Board of Director to revise the issuance plan based on operation evaluation, environment changes or if receiving instructions from governmental authorities.

(5) The limitations regarding private placement are based on Article 43-8 of Securities and Exchange Act and other letters from government authorities. The Company does not have significant change in managerial control within one year period on the day which the Board resolves on the private placement. And the Company will not have significant change in managerial control after the introduction of strategic investor through private placement.

(6) It is proposed to authorize chairman or person assigned by chairman to represent the Company to negotiate and sign any document and contract regarding the private placement plan. For matters regarding the private placement but not included above, it is proposed to authorize chairman to handle, according to related laws and regulations.

3. Please discuss.

Voting by Poll

Extemporary Motion

Adjournment

Appendix 1

Wistron Corporation Business Report

Last year was a tough year for Wistron. While confronting the continuous declining demand in notebook and LCD-TV markets, the overall ICT industry exhibited no significant growth in 2015. However, with the collaborative efforts of our colleagues, vendors, and partners, Wistron's operations gradually stabilized. Although revenue increased around 5%, profit declined significantly compared with the previous year due to slow demand in the notebook market, lower revenue contribution of smart handheld devices, and investment returns in new business lines have not yet materialized.

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 further improvement.

2015 Financial and Operation Results

In 2015, Wistron's consolidated revenue reached NT\$623.3 billion and consolidated operating profit was NT\$2.4 billion. The consolidated profit before tax reached NT\$2.4 billion and consolidated net profit was NT\$1.3 billion. Meanwhile, the earnings per share was NT\$0.55.

The revenue increased around 5%, however the profit declined more significantly compared with the previous year. The decreased operating profit was mainly caused by the slow demand in the notebook and LCD-TV markets which resulted in the low utilization rate of manufacturing capacity. In addition, the contribution from smart handheld devices did not fully meet the planned revenue, and the investment returns of some new businesses/product lines did not meet expectations which also impacted profit. The operating expenses slightly decreased; however, we still maintained an appropriate level/ratio for 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 2015, Wistron's key growth drivers were server, VoIP, and storage, while the notebook and smartphone demand was weak and other product lines maintained the same level compared with the previous year. From the customer and marketing point of view, the smart terminal device and cloud service (e.g. server and storage) markets continued stable growth compared to the declining demand in the traditional consumer market (e.g. notebook, tablet and LCD-TV). In the meantime, to cope with the unsatisfactory investment returns of some new businesses/product lines, Wistron continued adjusting the business directions, restructuring the organization, adjusting personnel structures, and enhancing the investment return forecasts and measures for countering losses in order to improve the operational performance.

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.

2016 Business and Operation Focus

For 2016, our major operation focuses are:

- (1) enhance the competitiveness of core businesses (including PC, server, and smartphone). Our actions will focus on the adjustment of customer and product portfolios to improve the gross profit rate. We will also emphasize on design simplification, manufacturing automation, inventory management control, and manufacturing capacity optimization to enhance operation efficiency and productivity.
- (2) accelerate the growth and profitability of technology service businesses (including LCM, green recycling, after-sale service, medical services and education technology service). Although Wistron has been investing in these businesses for three to four years, transformation to these new businesses is still slower than our expectation and has different difficulties and challenges. However, as the trends of diverse applications and services are being driven by big data and Internet of Things (IoT), these are the business directions we should move forward toward.

Furthermore, this year we will continue to emphasize on innovation and execution. Regarding innovation, we will endeavor to build an environment beneficial for innovation activities. We encourage our employees to integrate their creativity into company’s creative platforms, then use company resources (including finance, human resource, and technical support) to support and sustain their creativity. Regarding execution, the first priority is accountability. We will continue setting goals for R&D and manufacturing expenditures and executing improvement plans in order to achieve profit goals.

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, network storage, and industrial application devices. These directions should reduce portfolio risk and impact from the stagnant consumer market.

The competition of IT industry is unabated. With the uncertainty of global economic environment, we have to train our organization to be more agile in response to change and to face future challenges with innovation and intelligence. So this year, Wistron emphasizes “Think Great, Act Smart” as the main theme of our core attitude to enhance business performance.

Outlook for the Future

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. For company's future development strategy, while transforming our role into a comprehensive technology service provider (TSP), Wistron will continue to focus on:

(1) creating value-added products to satisfy the demands of end customers in the value-chain.

The demands of end users are determined and predicted so that the concepts of customer demand can be converted into a more accurate technical specification. Through cloud development, the software service platforms can be closely integrated with hardware devices (computers and smart devices) and cloud data systems to provide more convenient and suitable products and services.

(2) strengthening investment strategies and vertically integrated products to obtain a leading status in the industry, thereby acquiring a stronger growth dynamic. In response to the rapidly changing Internet era in which consumer habits have deviated from those in the past, the six sigma approach was deeply rooted into Wistron to redefine the overall process of data collection, analysis, and application. By using big data we provide manufacturing and R&D teams more real-time, effective, and forward-looking information, make better investment decisions, rapidly adjust our operational direction, and reduce the investment risk associated with outdated equipment, processes, or technologies.

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. Corporate social responsibility is a business' commitment to becoming a sustainable business organization. Based on the philosophy of altruism, the company's business philosophy, strategies, organizational planning, and talent development/cultivation should all consider the concept of sustainability. Only with such consideration can reasonable profits be generated and used as the foundation for sustainable management.

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

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Independent Auditors' Report

The Board of Directors
Wistron Corporation:

We have audited the accompanying restated balance sheets of Wistron Corporation (the "Company") as of December 31, 2014, balance sheets as of December 31, 2015, the restated statements of comprehensive income, changes in equity and cash flows for the year ended December 31, 2014, and the related statements of comprehensive income, changes in equity and cash flows for the year ended December 31, 2015. 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 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, 2014 and 2015, 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 25, 2016

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, 2014 and 2015
(amounts expressed in thousands of New Taiwan Dollars)

| | December 31, 2014 (Restated) | December 31, 2015 | December 31, 2014 (Restated) | December 31, 2015 |
|--|---------------------------------|----------------------|---------------------------------|----------------------|
| Assets | | | | |
| Current assets: | | | | |
| Cash and cash equivalents (note 6(a)) | \$ 6,889,662 | 23,837,373 | \$ 44,710,862 | 42,040,489 |
| Financial assets at fair value through profit or loss – current (note 6(b)) | 277,127 | 990,995 | 12,509 | 177,485 |
| Available-for-sale financial assets – current (note 6(b)) | 150,004 | - | 44,753,970 | 40,199,208 |
| Notes and accounts receivable, net (note 6(c)) | 47,472,312 | 54,863,431 | 42,325,412 | 97,278,751 |
| Accounts receivable—related parties (notes 6(c) and 7) | 85,865,002 | 101,172,088 | 3,112,715 | 3,549,172 |
| Other receivables – related parties (notes 6(c) and 7) | 4,988,527 | 4,810,160 | 1,732,392 | 2,015,999 |
| Current tax assets | 583,803 | 954,313 | 607,964 | - |
| Inventories (note 6(d)) | 11,133,188 | 9,101,382 | 570,000 | 150,000 |
| Other assets – current (notes 6(c)(h)) | 3,623,282 | 4,038,181 | 9,079,613 | 10,649,007 |
| Total current assets | <u>160,982,907</u> | <u>199,767,923</u> | <u>146,905,437</u> | <u>196,060,111</u> |
| Noncurrent assets: | | | | |
| Available-for-sale financial assets – noncurrent (note 6(b)) | 1,942,296 | 2,507,556 | 19,843,300 | 14,068,205 |
| Financial assets carried at cost – noncurrent (note 6(b)) | 792,572 | 1,089,033 | 4,344,551 | 4,782,951 |
| Equity-accounted investees (note 6(e)) | 69,125,804 | 71,895,299 | 2,356,921 | 2,151,241 |
| Property, plant and equipment (notes 6(f) and 7) | 6,252,270 | 5,769,852 | 26,544,772 | 21,002,397 |
| Intangible assets (note 6(g)) | 1,353,840 | 1,220,953 | 173,450,209 | 217,062,508 |
| Deferred tax assets (note 6(o)) | 1,988,474 | 2,606,309 | - | - |
| Other assets – noncurrent (notes 6(h) and 8) | 811,720 | 921,089 | 24,682,674 | 25,554,824 |
| Total noncurrent assets | <u>82,266,976</u> | <u>86,010,091</u> | <u>20,441,985</u> | <u>20,707,328</u> |
| Total assets | <u>\$ 243,249,883</u> | <u>285,778,014</u> | <u>\$ 243,249,883</u> | <u>285,778,014</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 (k)) | | | | |
| Current portion of long-term borrowings (note 6(j)) | | | | |
| Other liabilities – current | | | | |
| Current liabilities | | | | |
| Noncurrent liabilities: | | | | |
| Long-term borrowings (note 6(j)) | | | | |
| Deferred tax liabilities (note 6(o)) | | | | |
| Other liabilities – noncurrent (note 6(n)) | | | | |
| Noncurrent liabilities | | | | |
| Total liabilities | | | | |
| Equity (notes 6(o)(p)(q)): | | | | |
| Capital stock | | | | |
| Capital surplus | | | | |
| Retained earnings | | | | |
| Other equity | | | | |
| Treasury stock | | | | |
| Total equity | | | | |
| Total liabilities and equity | | | | |
| | <u>\$ 243,249,883</u> | <u>285,778,014</u> | <u>\$ 243,249,883</u> | <u>285,778,014</u> |

(English Translation of Financial Report Originally Issued in Chinese)

WISTRON CORPORATION

STATEMENTS OF COMPREHENSIVE INCOME

FOR THE YEARS ENDED DECEMBER 31, 2014 AND 2015

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

| | <u>2014 (Restated)</u> | <u>2015</u> |
|---|------------------------|--------------------|
| Net revenues (notes 6(s) and 7) | \$ 546,645,407 | 585,799,180 |
| Cost of sales (notes 6(d)(f)(g)(l)(m)(n)(p)(q)(u), 7 and 12) | <u>523,211,853</u> | <u>564,951,067</u> |
| Gross profit | 23,433,554 | 20,848,113 |
| Realized (unrealized) inter-company profits | <u>116,964</u> | <u>(212,233)</u> |
| Realized gross profit | <u>25,550,518</u> | <u>20,635,880</u> |
| Operating expenses (notes 6(c)(f)(g)(h)(m)(n)(p)(q)(u), 7 and 12): | | |
| Selling | 5,510,703 | 4,617,196 |
| Administrative | 1,972,291 | 2,161,200 |
| Research and development | <u>11,643,658</u> | <u>12,053,692</u> |
| Total operating expenses | <u>19,126,652</u> | <u>18,832,088</u> |
| Operating income | <u>4,423,866</u> | <u>1,803,792</u> |
| Nonoperating income and expenses: | | |
| Other income (notes 6(t) and 7) | 219,347 | 246,632 |
| Other gains and losses (notes 6(k)(t) and 7) | 450,942 | 708,264 |
| Finance costs (notes 6(k)(t)) | (1,817,300) | (1,168,720) |
| Recognized share of subsidiaries, associates and joint ventures accounted for equity method (note 6(e)) | <u>1,287,880</u> | <u>370,769</u> |
| Total nonoperating income and expenses | <u>140,869</u> | <u>156,945</u> |
| Profit before tax | 4,564,735 | 1,960,737 |
| Income tax expenses (note 6 (o)) | <u>984,342</u> | <u>626,643</u> |
| Net profit | <u>3,580,393</u> | <u>1,334,094</u> |
| Other comprehensive income: | | |
| Items that will not be reclassified to profit or loss subsequently (notes(n)(o)) : | | |
| Remeasurement of the defined benefit liability | (36,821) | (103,890) |
| Share of other comprehensive income of subsidiaries, associates and joint ventures | 225 | (13,901) |
| Income tax expense related to items that will not be reclassified to profit or loss subsequently | <u>-</u> | <u>(17,661)</u> |
| Total items that will be reclassified to profit of loss subsequently | <u>(36,596)</u> | <u>(100,130)</u> |
| Items that will be reclassified to profit or loss subsequently (notes(n)(o)) : | | |
| Exchange differences on translation of financial statements | 3,006,735 | 2,615,293 |
| Unrealized gain on available-for-sale financial assets | 18,460 | 423,767 |
| Share of other comprehensive income of subsidiaries, associates and joint ventures | 82,058 | (356,118) |
| Income tax expense related to items that will be reclassified to profit or loss subsequently | <u>(15,894)</u> | <u>(17,014)</u> |
| Total items that will be reclassified to profit of loss subsequently | <u>3,123,147</u> | <u>2,669,956</u> |
| Other comprehensive income, net of tax | <u>3,086,551</u> | <u>2,599,826</u> |
| Total comprehensive income | <u>\$ 6,666,944</u> | <u>3,933,920</u> |
| Earnings per share (in dollars), after tax (note 6(r)): | | |
| Basic earnings per share | \$ <u>1.46</u> | <u>0.55</u> |
| Diluted earnings per share | \$ <u>1.42</u> | <u>0.53</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, 2014 AND 2015
(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, 2014 (Restated) | \$ 23,281,603 | 19,651,679 | 6,228,618 | 3,842,765 | 15,793,317 | 25,864,900 | (1,951,414) | (837,140) | (530,121) | (3,318,675) | - | 65,979,507 |
| Profit for 2014 | - | - | - | - | 3,580,393 | 3,580,393 | - | - | - | - | - | 3,580,393 |
| Other comprehensive income | - | - | - | - | (36,596) | (36,596) | 3,132,981 | (9,834) | - | 3,123,147 | - | 3,086,551 |
| Total comprehensive income | - | - | - | - | 3,543,797 | 3,543,797 | 3,132,981 | (9,834) | - | 3,123,147 | - | 6,666,944 |
| Appropriation of 2013 earnings in 2014 (note 1) | - | - | - | - | - | - | - | - | - | - | - | - |
| Legal reserve | - | - | 575,134 | - | (575,134) | - | - | - | - | - | - | - |
| Cash dividends | - | - | - | - | (4,280,688) | (4,280,688) | - | - | - | - | - | (4,280,688) |
| Stock dividends to shareholders | 475,632 | - | - | - | (475,632) | (475,632) | - | - | - | - | - | - |
| Stock dividends as employee bonus | 250,079 | 367,617 | - | - | - | - | - | - | - | - | - | 617,696 |
| Reversal of special reserve | - | - | - | (1,054,211) | 1,054,211 | - | - | - | - | - | - | - |
| Increase in capital surplus and unappropriated earnings resulting from equity-accounted investees | - | 50,716 | - | - | 110 | 110 | - | - | - | - | - | 50,826 |
| Issuance of common stock arising from exercise of employee stock options | 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 | - | - | - | - | - | - | - | - | 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) | - | - | - | - | - | (1,152) |
| Changes in ownership interest of subsidiaries | - | (2,611) | - | - | - | - | - | - | - | - | - | (2,611) |
| Balance at December 31, 2014 (Restated) | \$ 24,682,674 | 20,441,985 | 6,803,752 | 2,788,554 | 15,059,029 | 24,651,335 | 1,181,567 | (846,974) | (310,913) | 23,680 | - | 69,799,674 |
| Beginning balance at January 1, 2015 (Restated) | \$ 24,682,674 | 20,441,985 | 6,803,752 | 2,788,554 | 15,059,029 | 24,651,335 | 1,181,567 | (846,974) | (310,913) | 23,680 | - | 69,799,674 |
| Profit for 2015 | - | - | - | - | 1,334,094 | 1,334,094 | 2,261,178 | 438,778 | - | 2,699,956 | - | 1,334,094 |
| Other comprehensive income | - | - | - | - | (100,130) | (100,130) | 2,261,178 | 438,778 | - | 2,699,956 | - | 2,599,826 |
| Total comprehensive income | - | - | - | - | 1,233,964 | 1,233,964 | 2,261,178 | 438,778 | - | 2,699,956 | - | 3,933,920 |
| Appropriation of 2014 earnings in 2015 (note 2) | - | - | - | - | - | - | - | - | - | - | - | - |
| Legal reserve | - | - | 357,854 | - | (357,854) | - | - | - | - | - | - | - |
| Reversal of special reserve | - | - | - | (1,394,277) | 1,394,277 | - | - | - | - | - | - | - |
| Cash dividends | - | - | - | - | (2,961,921) | (2,961,921) | - | - | - | - | - | (2,961,921) |
| Stock dividends to shareholders | 740,480 | - | - | - | (740,480) | (740,480) | - | - | - | - | - | - |
| Stock dividends as employee bonus | 330,680 | 361,102 | - | - | - | - | - | - | - | - | - | 691,782 |
| Increase (decrease) in capital surplus and unappropriated earnings resulting from equity-accounted investees | - | 36,483 | - | - | (3,684) | (3,684) | - | - | - | - | - | 32,799 |
| Retirement of restricted employee shares of stock | (195,010) | 195,010 | - | - | - | - | - | - | - | - | - | - |
| Compensation cost arising from restricted employee shares of stock | - | (369,405) | - | - | - | - | - | - | 288,524 | 288,524 | - | (80,881) |
| Repurchase of treasury stock | - | - | - | - | - | - | - | - | - | - | (2,721,183) | (2,721,183) |
| Treasury stock transferred to employees | - | 25,001 | - | - | - | - | - | - | - | - | - | 25,001 |
| Changes in ownership interest of subsidiaries | - | 13,152 | - | - | (16,837) | (16,837) | - | - | - | - | - | (3,685) |
| Balance at December 31, 2015 | \$ 25,554,824 | 20,707,328 | 7,161,606 | 1,394,277 | 13,606,494 | 22,162,377 | 3,442,745 | (408,196) | (22,389) | 3,012,160 | (2,721,183) | 68,715,506 |

(note 1): The employee bonus of NT\$861,696 and directors' emoluments of NT\$62,304 appropriated from 2013 earnings have been deducted in 2013 profit.

(note 2): The employee bonus of NT\$691,782 and directors' emoluments of NT\$46,150 appropriated from 2014 earnings have been deducted in 2014 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, 2014 AND 2015
(amounts expressed in thousands of New Taiwan Dollars)

| | 2014 (Restated) | 2015 |
|---|---------------------|---------------------|
| Cash flows from operating activities: | | |
| Profit before tax | \$ 4,564,735 | 1,960,737 |
| Adjustments to reconcile profit to net cash generated from (used in) operating activities: | | |
| Depreciation | 2,696,976 | 1,879,383 |
| Amortization | 336,295 | 357,827 |
| Net profit or loss of financial assets and liabilities at fair value through profit or loss | (186,686) | (548,834) |
| Interest expense | 1,817,300 | 1,168,720 |
| Interest income | (101,988) | (78,403) |
| Dividend income | (78,342) | (124,806) |
| Loss (gain) on disposal of investments | (101) | 1,156 |
| Recognized share of subsidiaries and associates accounted for equity method | (1,287,880) | (370,769) |
| Other investment loss | - | 380,886 |
| Loss (gain) on disposal of property, plant and equipment, net | 32,998 | (5,816) |
| Property, plant and equipment transferred to expense | 180 | 16 |
| Other assets—noncurrent transferred to expense | 96 | - |
| Compensation cost arising from restricted employee shares of stock | 219,208 | (80,881) |
| Gain on disposal of intangible assets | - | (60,562) |
| Unrealized (realized) sales profits | (116,964) | 212,233 |
| Impairment loss on financial assets | 44,131 | 45,459 |
| Loss on repurchase of convertible bonds | 42,842 | 6,827 |
| Exchange difference of bonds payable | 512,537 | (5,134) |
| Other | (4,100) | - |
| | <u>3,926,502</u> | <u>2,777,302</u> |
| Changes in operating assets and liabilities: | | |
| Changes in operating assets: | | |
| Increase in notes and accounts receivable | (3,478,823) | (7,391,119) |
| Increase in notes and accounts receivable—related parties | (28,937,856) | (15,307,086) |
| Decrease (increase) in other receivables—related parties | (118,711) | 130,408 |
| Decrease (increase) in inventories | (5,083,662) | 2,031,806 |
| Decrease (increase) in other assets—current | 365,009 | (397,597) |
| Total changes in operating assets | <u>(37,254,043)</u> | <u>(20,933,588)</u> |
| Changes in operating liabilities: | | |
| Increase (decrease) in notes and accounts payable | 9,850,635 | (4,554,762) |
| Increase in accounts payable—related parties | 17,851,581 | 54,953,339 |
| Increase in other payables—related parties | 1,335,092 | 436,457 |
| Increase (decrease) in provisions | (116,734) | 283,607 |
| Increase in other liabilities—current | 428,385 | 2,529,831 |
| Increase in other liabilities—noncurrent | 4,156 | 343,908 |
| Total changes in operating liabilities | <u>29,353,115</u> | <u>53,992,380</u> |
| Net changes in operating assets and liabilities | <u>(7,900,928)</u> | <u>33,058,792</u> |
| Total changes in operating assets and liabilities | <u>(3,974,426)</u> | <u>35,836,094</u> |
| Cash generated from operating activities | <u>590,309</u> | <u>37,796,831</u> |
| Interest received | 103,351 | 78,453 |
| Dividend received | 362,654 | 378,838 |
| Interest paid | (1,222,913) | (1,179,035) |
| Income tax paid | (1,040,850) | (1,750,272) |
| Net cash generated from (used in) operating activities | <u>(1,207,449)</u> | <u>35,324,815</u> |
| Cash flows generated from investing activities: | | |
| Decrease in other receivables—related parties | 3,177,867 | 47,959 |
| Decrease (increase) in available-for-sale financial assets—current | (149,441) | 150,019 |
| Proceeds from disposal of available-for-sale financial assets—noncurrent | 2,002 | 21,609 |
| Increase in available-for-sale financial assets—noncurrent | (229,661) | (226,633) |
| Increase in financial assets carried at cost—noncurrent | (216,667) | (375,319) |
| Disposal of financial assets carried at cost—noncurrent | - | 22,532 |
| Proceeds from return of financial assets carried at cost—noncurrent | 32,685 | 61,431 |
| Increase in equity-accounted investees | (2,583,172) | (975,680) |
| Additions to property, plant and equipment | (518,590) | (600,203) |
| Proceeds from disposal of property, plant and equipment | 388,986 | 158,589 |
| Additions to intangible assets | (143,042) | (317,193) |
| Proceeds from disposal of intangible assets | - | 152,815 |
| Increase in other assets—noncurrent | (1,304,927) | (1,058,920) |
| Net cash flows used in investing activities | <u>(1,543,960)</u> | <u>(2,938,994)</u> |
| Cash flows generated from financing activities: | | |
| Increase (decrease) of short-term borrowings | 12,078,312 | (2,670,373) |
| Repurchase of convertible bonds | (8,508,081) | (605,030) |
| Increase in long-term borrowings | 7,828,233 | 22,554,167 |
| Repayments of long-term borrowings | (9,479,947) | (28,749,262) |
| Decrease in deposits received | (425,955) | (309,509) |
| Cash dividends to shareholders | (4,280,688) | (2,961,921) |
| Issuance of common stock arising from exercise of employee stock options | 549,944 | - |
| Repurchase of treasury stock | - | (2,721,183) |
| Treasury stock transferred to employees | - | 25,001 |
| Net cash flows used in financing activities | <u>(2,238,182)</u> | <u>(15,438,110)</u> |
| Net increase (decrease) in cash and cash equivalents | <u>(4,989,591)</u> | <u>16,947,711</u> |
| Cash and cash equivalents at beginning of the year | <u>11,879,253</u> | <u>6,889,662</u> |
| Cash and cash equivalents at end of the year | <u>\$ 6,889,662</u> | <u>23,837,373</u> |

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



安侯建業聯合會計師事務所

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Independent Auditors' Report

The Board of Directors
Wistron Corporation:

We have audited the accompanying restated consolidated balance sheets of Wistron Corporation (the "Company") and its subsidiaries as of December 31, 2014, the consolidated balance sheets as of December 31, 2015, the restated consolidated statements of comprehensive income, changes in equity and cash flows for the year ended December 31, 2014 and the consolidated statements of comprehensive income, changes and cash flows for the year ended December 31, 2015. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to issue a report on these financial statements based on our audits.

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

In our opinion, the consolidated financial statements referred to in the first paragraph present fairly, in all material respects, the financial position of the Company and its subsidiaries as of December 31, 2014 and 2015, and the results of their operations and their cash flows for the years then ended, in conformity with the Guidelines Governing the Preparation of Financial Reports by Securities Issuers and the International Financial Reporting Standards, International Accounting Standards, IFRIC Interpretations and SIC Interpretations approved by the Financial Supervisory Commission, R.O.C.

We have audited the parent-company-only financial statements as of December 31, 2014 and 2015, and for the years ended December 31, 2014 and 2015, on which we have expressed an unqualified opinion.

Taipei, Taiwan (the Republic of China)

March 25, 2016

Note to Readers

The accompanying consolidated 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" and the International Financial Reporting Standards, International Accounting Standards, IFRIC Interpretations and SIC Interpretations approved by the Financial Supervisory Commission, ROC. 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, 2014 and 2015
(amounts expressed in thousands of New Taiwan Dollars)

| | December 31, 2014 (Restated) | December 31, 2015 | December 31, 2014 (Restated) | December 31, 2015 |
|--|---------------------------------|--------------------|---------------------------------|-----------------------|
| Assets | | | | |
| Current assets: | | | | |
| Cash and cash equivalents (note 6(a)) | \$ 55,692,329 | 58,559,754 | \$ | 70,423,254 |
| Financial assets at fair value through profit or loss – current (note 6(b)) | 557,344 | 2,981,560 | | 221,566 |
| Available-for-sale financial assets – current (note 6(b)) | 198,797 | 218,601 | | 109,089,271 |
| Notes and accounts receivable, net (note 6(c)) | 100,068,224 | 90,940,666 | | 2,661,458 |
| Accounts receivable – related parties (notes 6(c) and 7) | 367,420 | 520,060 | | 87,070 |
| Other receivables – related parties (notes 6(c) and 7) | 9,670 | 15,715 | | 1,745,993 |
| Current tax assets | 942,413 | 1,287,752 | | 607,964 |
| Inventories (note 6(d)) | 73,763,983 | 67,610,877 | | 1,183,707 |
| Other assets – current (notes 6(c)(i)) | 9,805,423 | 9,955,352 | | 16,837,583 |
| Total current assets | <u>241,405,603</u> | <u>232,090,337</u> | | <u>202,857,866</u> |
| Non-current assets: | | | | |
| Available-for-sale financial assets – noncurrent (note 6(b)) | 2,215,203 | 2,748,475 | | 19,850,993 |
| Financial assets carried at cost – noncurrent (note 6(b)) | 969,143 | 1,325,107 | | 4,387,216 |
| Equity-accounted investees (note 6(e)) | 5,861,333 | 5,846,378 | | 2,466,752 |
| Property, plant and equipment (notes 6(g) and 8) | 39,255,705 | 37,676,747 | | 26,704,961 |
| Intangible assets (notes 6(f)(h)) | 1,546,839 | 2,016,785 | | 229,562,827 |
| Deferred tax assets (note 6(p)) | 4,475,107 | 5,461,032 | | |
| Other assets – noncurrent (notes 6(i)(o) and 8) | 3,840,990 | 3,220,183 | | |
| Total noncurrent assets | <u>58,164,320</u> | <u>58,294,707</u> | | <u>25,554,824</u> |
| | | | | <u>20,707,328</u> |
| | | | | <u>24,651,335</u> |
| | | | | <u>23,680</u> |
| | | | | <u>(2,721,183)</u> |
| | | | | <u>68,715,506</u> |
| | | | | <u>501,707</u> |
| | | | | <u>69,217,213</u> |
| | | | | <u>299,569,923</u> |
| | | | | <u>290,385,044</u> |
| Total assets | <u>\$ 299,569,923</u> | <u>290,385,044</u> | | |
| Liabilities and Equity | | | | |
| Current liabilities: | | | | |
| Short-term borrowings (note 6(j)) | | | | 77,001,897 |
| Financial liabilities at fair value through profit or loss – current (notes 6(b)(i)) | | | | 1,697,837 |
| Notes and accounts payable | | | | 99,209,319 |
| Accounts payable – related parties (note 7) | | | | 2,093,958 |
| Other payables – related parties (note 7) | | | | 66,101 |
| Provisions (note 6(m)) | | | | 2,084,500 |
| Current portion of bonds payable (note 6(l)) | | | | - |
| Current portion of long-term borrowings (notes 6(k) and 8) | | | | 165,919 |
| Other liabilities – current | | | | 17,524,822 |
| Current liabilities | | | | <u>199,844,353</u> |
| Noncurrent liabilities: | | | | |
| Long-term borrowings (notes 6(k) and 8) | | | | 14,068,205 |
| Deferred tax liabilities (note 6(p)) | | | | 4,908,200 |
| Other liabilities – noncurrent (note 6(o)) | | | | 2,347,073 |
| Noncurrent liabilities | | | | <u>21,323,478</u> |
| Total liabilities | | | | <u>221,167,831</u> |
| Equity (notes 6(p)(q)(r)) | | | | |
| Capital stock | | | | 24,682,674 |
| Capital surplus | | | | 20,441,985 |
| Retained earnings | | | | 24,651,335 |
| Other equity | | | | 23,680 |
| Treasury stock | | | | - |
| Equity attributable to owners of the Company | | | | <u>69,799,674</u> |
| Non-controlling interests | | | | 207,422 |
| Total equity | | | | <u>70,007,096</u> |
| Total liabilities and equity | | | | <u>\$ 299,569,923</u> |
| | | | | <u>290,385,044</u> |

(English Translation of Financial Report Originally Issued in Chinese)

WISTRON CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

FOR THE YEARS ENDED DECEMBER 31, 2014 AND 2015

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

| | <u>2014 (Restated)</u> | <u>2015</u> |
|--|------------------------|--------------------|
| Net revenues (notes 6(t) and 7) | \$ 592,346,734 | 623,273,988 |
| Cost of sales (notes 6(d)(g) (h)(m)(n)(o)(q)(r)(v), 7 and 12) | <u>561,229,576</u> | <u>593,857,752</u> |
| Gross profit | <u>31,117,158</u> | <u>29,416,236</u> |
| Operating expenses (notes 6(c)(g)(h)(n)(o)(q)(r)(v), 7 and 12) | | |
| Selling | 11,636,318 | 10,897,273 |
| Administrative | 2,291,126 | 2,746,336 |
| Research and development | <u>13,423,837</u> | <u>13,382,922</u> |
| Total operating expenses | <u>27,351,281</u> | <u>27,026,531</u> |
| Operating income | <u>3,765,877</u> | <u>2,389,705</u> |
| Non operating income and expenses: | | |
| Other income (note 6(u)) | 3,109,558 | 1,816,467 |
| Other gains and losses (notes 6(l)(u) and 7) | 384,209 | (174,198) |
| Finance costs (notes 6(l)(u)) | (2,398,574) | (1,862,406) |
| Recognized share of associates and joint ventures accounted for equity method (note 6(e)) | <u>(16,813)</u> | <u>200,797</u> |
| Total nonoperating income and expenses | <u>1,078,380</u> | <u>(19,340)</u> |
| Profit before tax | 4,844,257 | 2,370,365 |
| Income tax expenses (note 6(p)) | <u>1,253,409</u> | <u>1,099,470</u> |
| Net profit | <u>3,590,848</u> | <u>1,270,895</u> |
| Other comprehensive income | | |
| Items that will not be reclassified subsequently to profit or loss (notes 6(o)(p)) : | | |
| Remeasurements of the defined benefit liability | (35,519) | (103,272) |
| Share of other comprehensive income of associates and joint ventures | (1,077) | (14,616) |
| Income tax benefit related to items that will not be reclassified subsequently to profit or loss | - | (17,758) |
| Total items that will be reclassified subsequently to profit or loss | <u>(36,596)</u> | <u>(100,130)</u> |
| Items that will not be reclassified subsequently to profit or loss (notes 6(e)(o)(p)) : | | |
| Exchange differences on translation of financial statements | 3,072,094 | 2,338,456 |
| Unrealized loss on available-for-sale financial assets | (53,354) | 423,613 |
| Share of other comprehensive income of associates and joint ventures | 91,980 | (77,101) |
| Income tax expense related to items that will be reclassified subsequently to profit or loss | <u>(15,894)</u> | <u>(17,014)</u> |
| Total items that will be reclassified subsequently to profit or loss expenses | <u>3,126,614</u> | <u>2,701,982</u> |
| Other comprehensive income, net of tax | <u>3,090,018</u> | <u>2,601,852</u> |
| Total comprehensive income | <u>\$ 6,680,866</u> | <u>3,872,747</u> |
| Net profit attributable to: | | |
| Owners of the Company | 3,580,393 | 1,334,094 |
| Non-controlling interests | <u>10,455</u> | <u>(63,199)</u> |
| Net profit | <u>\$ 3,590,848</u> | <u>1,270,895</u> |
| Total comprehensive income attributable to: | | |
| Owners of the Company | 6,666,944 | 3,933,920 |
| Non-controlling interests | <u>13,922</u> | <u>(61,173)</u> |
| Total comprehensive income | <u>\$ 6,680,866</u> | <u>3,872,747</u> |
| Earnings per share (in dollars), after tax (note 6(s)) | | |
| Basic earnings per share | <u>\$ 1.46</u> | <u>0.55</u> |
| Diluted earnings per share | <u>\$ 1.42</u> | <u>0.53</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, 2014 AND 2015
(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, 2014 (Restated) | \$ 23,781,603 | 19,651,679 | 6,228,618 | 3,843,765 | 15,793,817 | 25,864,900 | (1,951,414) | (837,140) | (530,121) | (3,318,675) | - | 65,979,807 | 9,069 | 65,988,876 |
| Profit for 2014 | - | - | - | - | 3,860,393 | 3,860,393 | - | - | - | - | - | 3,860,393 | 10,455 | 3,890,848 |
| Total other comprehensive income | - | - | - | - | (36,526) | (36,526) | 3,132,981 | (9,834) | - | 3,123,147 | - | 3,086,351 | 3,467 | 3,090,018 |
| Appropriation of 2013 earnings in 2014 | - | - | - | - | 3,843,797 | 3,843,797 | 3,132,981 | (9,834) | - | 3,123,147 | - | 6,666,994 | 13,922 | 6,680,866 |
| Legal reserve | - | - | 575,134 | - | (575,134) | - | - | - | - | - | - | - | - | - |
| Reversal of special reserve | - | - | - | (1,054,211) | 1,054,211 | - | - | - | - | - | - | - | - | - |
| Cash dividends | - | - | - | - | (4,280,688) | (4,280,688) | - | - | - | - | - | (4,280,688) | - | (4,280,688) |
| Stock dividends to shareholders | 475,632 | - | - | - | (475,632) | (475,632) | - | - | - | - | - | - | - | - |
| Stock dividends as employee bonus | 250,079 | 367,617 | - | - | 110 | 110 | - | - | - | - | - | 617,696 | - | 617,696 |
| Increase in capital surplus and unappropriated earnings resulting from equity-accounted investees | - | 50,716 | - | - | - | - | - | - | - | - | - | 50,826 | - | 50,826 |
| Issuance of common stock arising from exercise of employee stock options | 206,740 | 343,204 | - | - | - | - | - | - | - | - | - | 549,944 | - | 549,944 |
| Retirement of restricted employee shares of stock | (31,380) | 31,380 | - | - | - | - | - | - | 219,208 | 219,208 | - | 219,208 | - | 219,208 |
| Compensation cost arising from restricted employee shares of stock | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| Differences between equity purchase price and carrying amount arising from acquisition or disposal of subsidiaries | - | - | - | - | (1,152) | (1,152) | - | - | - | - | - | (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 (Restated) | \$ 24,682,674 | 20,441,985 | 6,803,752 | 2,788,554 | 15,059,029 | 24,651,335 | 1,181,567 | (846,974) | (310,913) | 23,680 | - | 69,799,674 | 207,422 | 70,007,096 |
| Beginning balance at January 1, 2015 (Restated) | \$ 24,682,674 | 20,441,985 | 6,803,752 | 2,788,554 | 15,059,029 | 24,651,335 | 1,181,567 | (846,974) | (310,913) | 23,680 | - | 69,799,674 | 207,422 | 70,007,096 |
| Profit for 2015 | - | - | - | - | 1,334,094 | 1,334,094 | - | - | - | - | - | 1,334,094 | (63,199) | 1,270,895 |
| Total other comprehensive income | - | - | - | - | (100,130) | (100,130) | 2,261,178 | 438,778 | - | 2,699,956 | - | 2,599,826 | 2,026 | 2,601,852 |
| Appropriation of 2014 earnings in 2015 | - | - | - | - | 1,233,964 | 1,233,964 | 2,261,178 | 438,778 | - | 2,699,956 | - | 3,933,920 | (61,173) | 3,872,747 |
| Legal reserve | - | - | 357,854 | - | (357,854) | - | - | - | - | - | - | - | - | - |
| Reversal of special reserve | - | - | (1,394,277) | 1,394,277 | - | - | - | - | - | - | - | - | - | - |
| Cash dividends | - | - | - | - | (2,961,921) | (2,961,921) | - | - | - | - | - | (2,961,921) | - | (2,961,921) |
| Stock dividends to shareholders | 740,480 | - | - | - | (740,480) | (740,480) | - | - | - | - | - | - | - | - |
| Stock dividends as employee bonus | 336,890 | 361,102 | - | - | - | - | - | - | - | - | - | 691,782 | - | 691,782 |
| Increase (decrease) in capital surplus and unappropriated earnings resulting from equity-accounted investees | - | 36,483 | - | - | (3,684) | (3,684) | - | - | - | - | - | 32,799 | - | 32,799 |
| Retirement of restricted employee shares of stock | (199,010) | 199,010 | - | - | - | - | - | - | - | - | - | - | - | - |
| Compensation cost arising from restricted employee shares of stock | - | (309,405) | - | - | - | - | - | - | 288,524 | 288,524 | - | (80,881) | - | (80,881) |
| Changes in ownership interest of subsidiaries | - | 13,152 | - | - | (16,837) | (16,837) | - | - | - | - | - | (3,685) | - | (3,685) |
| Repurchase of treasury stock | - | - | - | - | - | - | - | - | - | - | (2,721,183) | (2,721,183) | - | (2,721,183) |
| Treasury stock transferred to employees | - | 25,001 | - | - | - | - | - | - | - | - | - | 25,001 | - | 25,001 |
| Increase in non-controlling interests | - | - | - | - | - | - | - | - | - | - | - | - | 555,458 | 555,458 |
| Balance at December 31, 2015 | \$ 25,554,824 | 20,707,328 | 7,161,606 | 1,394,277 | 13,606,494 | 22,162,377 | 3,442,745 | (408,196) | (22,389) | 3,012,160 | (2,721,183) | 68,715,596 | 501,707 | 69,217,313 |

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, 2014 AND 2015
(amounts expressed in thousands of New Taiwan Dollars)

| | 2014 (Restated) | 2015 |
|--|----------------------|----------------------|
| Cash flows from operating activities: | | |
| Profit before tax | \$ 4,844,257 | 2,370,365 |
| Adjustments to reconcile net income to net cash generated from (used in) operating activities: | | |
| Depreciation | 7,765,789 | 7,842,216 |
| Amortization | 373,186 | 433,006 |
| Net profit or loss of financial assets and liabilities at fair value through profit or loss | 52,172 | (947,135) |
| Interest expense | 2,398,574 | 1,862,406 |
| Interest income | (2,951,969) | (1,609,279) |
| Dividend income | (84,445) | (132,890) |
| Gain on disposal of investments | (10,406) | (8,149) |
| Recognized share of associates and joint ventures accounted for equity method | 16,813 | (200,797) |
| Loss on disposal of property, plant and equipment, net | 94,333 | 846,672 |
| Property, plant and equipment transferred to expense | 10,987 | 4,161 |
| Other asset transferred to expense | 25,264 | 30,493 |
| Compensation cost arising from restricted employee shares of stock | 222,593 | (78,500) |
| Loss on repurchase of convertible bonds | 42,842 | 6,827 |
| Impairment loss of assets | 44,131 | 174,272 |
| Exchange difference of bonds payable | 512,537 | (5,134) |
| Other investments loss | - | 426,594 |
| | <u>8,512,401</u> | <u>8,644,763</u> |
| Changes in operating assets and liabilities: | | |
| Changes in operating assets: | | |
| Decrease(increase) in notes and accounts receivable | (12,144,740) | 10,614,954 |
| Decrease in notes and accounts receivable—related parties | 5,318,913 | 3,507,330 |
| Decrease(increase) in other receivables—related parties | 205,515 | (4,678) |
| Decrease(increase) in inventories | (20,663,668) | 8,122,798 |
| Decrease(increase) in other assets—current | (401,068) | 26,031 |
| Total changes in operating assets | <u>(27,685,048)</u> | <u>22,266,435</u> |
| Changes in operating liabilities: | | |
| Increase(decrease) in notes and accounts payable | 14,082,972 | (12,316,614) |
| Decrease in notes and accounts payable—related parties | (8,431,259) | (4,261,722) |
| Decrease in other payables—related parties | (408,842) | (500,768) |
| Increase(decrease) in provisions | (113,252) | 343,391 |
| Increase in other liabilities—current | 2,365,150 | 2,006,677 |
| Increase(decrease) in other liabilities—noncurrent | 45,406 | (192,308) |
| Total changes in operating liabilities | <u>7,540,175</u> | <u>(14,921,344)</u> |
| Total changes in operating assets and liabilities | <u>(20,144,873)</u> | <u>7,345,091</u> |
| Total changes in operating assets and liabilities | <u>(11,632,472)</u> | <u>15,989,854</u> |
| Cash generated from (used in) operating activities | <u>(6,788,215)</u> | <u>18,360,219</u> |
| Interest received | 3,237,708 | 1,699,312 |
| Dividend received | 381,337 | 399,811 |
| Interest paid | (1,934,992) | (1,970,191) |
| Income tax paid | (2,358,240) | (2,743,939) |
| Net cash generated from (used in) operating activities | <u>(7,462,402)</u> | <u>15,745,212</u> |
| Cash flows generated from investing activities: | | |
| Decrease in other receivables—related parties | 2,419 | 10,722 |
| Increase in available-for-sale financial assets—current | (169,104) | (12,918) |
| Proceeds from disposal of available-for-sale financial assets—noncurrent | 11,226 | 42,693 |
| Increase in available-for-sale financial assets—noncurrent | (412,978) | (300,433) |
| Increase in financial assets carried at cost—noncurrent | (252,525) | (490,182) |
| Disposal of financial assets carried at cost | - | 22,532 |
| Proceeds from return of financial assets carried at cost | 32,685 | 61,431 |
| Increase in equity-accounted investees | (531,314) | (100,060) |
| Proceeds from disposal of equity-accounted investees | 19,972 | - |
| Additions to property, plant and equipment | (5,708,441) | (3,784,661) |
| Proceeds from disposal of property, plant and equipment | 157,012 | 455,475 |
| Additions to intangible assets | (204,772) | (370,066) |
| Increase in other assets—noncurrent | (2,566,433) | (2,092,990) |
| Cash received through merger | - | 32,669 |
| Other | (10,881) | 1,932 |
| Net cash flows used in investing activities | <u>(9,633,134)</u> | <u>(6,523,856)</u> |
| Cash flows generated from financing activities: | | |
| Increase of short-term borrowings | 14,707,190 | 5,390,872 |
| Repurchase of convertible bonds | (8,508,081) | (605,030) |
| Increase in long-term borrowings | 7,828,233 | 22,554,167 |
| Decrease in long-term borrowings | (9,637,822) | (29,359,116) |
| Repurchase of treasury stock | - | (2,721,183) |
| Treasury stock transferred to employees | - | 25,001 |
| Decrease in deposits received | (668,908) | (302,164) |
| Cash dividends to shareholders | (4,280,688) | (2,961,921) |
| Issuance of common stock arising from exercise of employee stock options | 549,944 | - |
| Increase in non-controlling interests | 114,405 | 42,207 |
| Net cash flows generated from (used in) financing activities | <u>104,273</u> | <u>(7,937,167)</u> |
| Effect of exchange rate changes | <u>2,596,717</u> | <u>1,583,236</u> |
| Net increase (decrease) in cash and cash equivalents | <u>(14,394,546)</u> | <u>2,867,425</u> |
| Cash and cash equivalents at beginning of the year | <u>70,086,875</u> | <u>55,692,329</u> |
| Cash and cash equivalents at end of the year | <u>\$ 55,692,329</u> | <u>\$ 58,559,754</u> |

See accompanying notes to consolidated financial statements.

Appendix 2

Audit Committee's Review Report

The Board of Directors has prepared the Company's 2015 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 :

Kuo-Chih Tsai

Mar 25, 2016

Appendix 3

Comparison between Original and Amendments to “The 1st Rules on Transfer Repurchased Shares to Employees for 2015”

| Items | Original Version | Amendment Version | Reason |
|-----------|---|---|---|
| Article 7 | The transfer price will be determined by the average price of shares purchased and the cost of capital could be included. If the Company's numbers of common shares increase before the share transfer, then the transfer price will be adjusted accordingly. | The transfer price will be determined by the average price of shares purchased and the cost of capital could be included. If the Company's numbers of common shares increase <u>or decrease</u> before the share transfer, then the transfer price will be adjusted accordingly. <u>Formula for transfer price adjustment:</u> <u>Adjusted transfer price=average actual repurchase price per share × (total number of common stock shares after the repurchase has been executed by Wistron ÷ total number of common stock shares prior to Wistron’s transfer of the repurchased shares to employees)</u> | To comply with the Company’s operational needs. |
| Article 9 | This rule will go into effect after approval at a Meeting of the Board of Directors. This shall apply to any amendments. This procedure should be reported in the Shareholder's meeting. The Rule was enacted on May 14, 2015. | This rule will go into effect after approval at a Meeting of the Board of Directors. This shall apply to any amendments. This procedure should be reported in the Shareholder's meeting. The Rule was enacted on May 14, 2015. <u>The 1st amendment was made on August 13, 2015.</u> | Correspondence to the amendment date. |

Appendix 4

Comparison between Original and Amendments to “The 2nd Rules on Transfer Repurchased Shares to Employees for 2015”

| Items | Original Version | Amendment Version | Reason |
|-----------|--|---|---|
| Article 4 | For full-time employees of the Company and its domestic and overseas subsidiaries who have joined the Company more than three months and who have special contribution to the Company being approved by Chairman are entitled to subscribe the amount specified in article five of this procedure. | For full-time employees of the Company and its domestic and overseas subsidiaries who have joined the Company more than three months and who have special contribution to the Company being approved by Chairman are entitled to subscribe the amount specified in article five of this procedure. <u>The subsidiaries mentioned above are the companies over 50% of the common stocks of which are held directly or indirectly by the Company and with effective control.</u> | To comply with requirements of the competent authority. |
| Article 9 | This rule will go into effect after approval at a Meeting of the Board of Directors. This shall apply to any amendments. This procedure should be reported in the Shareholder's meeting. The Rule was enacted on August 26, 2015. | This rule will go into effect after approval at a Meeting of the Board of Directors. This shall apply to any amendments. This procedure should be reported in the Shareholder's meeting. The Rule was enacted on August 26, 2015. <u>The 1st amendment was made on November 4, 2015.</u> | Correspondence to the amendment date. |

Appendix 5

Wistron Corporation

The 1st Rules on Transfer Repurchased Shares to Employees for 2015

- Article 1: To motivate employees and in accordance with R.O.C. Securities and Exchange Law article 28-2-1-1 and regulation of Securities and Futures Bureau, Financial Supervisory Commission, Executive Yuan, R.O.C. on "Regulations Governing Share Repurchase by Exchange-Listed and OTC-Listed Companies", the Company adopts these "Rules on Transfer Repurchase Shares to Employee for Year 2015". The repurchased shares will be transferred to employees according to related laws and these Rules.
- Article 2: The shares transferred to employees for the common stock, rights and obligations of the Act and these Regulations except as otherwise provided, are the same as other ordinary shares outstanding.
- Article 3: According to this procedure, the phases repurchased shares to employees one time or various times in three years starting from the date of repurchase period.
- Article 4: For employees who have joined the Company three months and above and who have special contribution to the Company being approved by Chairman are entitled to subscribe the amount specified in article five of this procedure.
- Article 5: To set the standard for share subscription according to employee's rank and special contribution to the Company, and will submit the standard to the chairman for approval.
- Article 6: The transfer procedure of this phase's share repurchase program:
According to the board resolution, make announcement and execute company share repurchase during the repurchase period. The Chairman is authorized under this procedure to establish and announce the subscription record date, the standard for subscription amount, the payment period, and the rights contents and restrictions etc. Calculate the actual share amount with payment and transfer the shares accordingly.
- Article 7: The transfer price will be determined by the average price of shares purchased and the cost of capital could be included. If the Company's numbers of common shares increase or decrease before the share transfer, then the transfer price will be adjusted accordingly. Formula for transfer price adjustment:
Adjusted transfer price=average actual repurchase price per share × (total number of common stock shares after the repurchase has been executed by Wistron ÷ total number of common stock shares prior to Wistron's transfer of the repurchased shares to employees)

Article 8: After the repurchased shares are being transferred and registered under employees' names, unless otherwise specified, the rights and obligations of the shares are the same as the other common shares.

Article 9: This rule will go into effect after approval at a Meeting of the Board of Directors. This shall apply to any amendments. This procedure should be reported in the Shareholder's meeting.

The Rule was enacted on May 14, 2015.

The 1st amendment was made on August 13, 2015.

Appendix 6

Wistron Corporation

The 2nd Rules on Transfer Repurchased Shares to Employees for 2015

Article 1: To motivate employees and in accordance with R.O.C. Securities and Exchange Law article 28-2-1-1 and regulation of Securities and Futures Bureau, Financial Supervisory Commission, R.O.C. on "Regulations Governing Share Repurchase by Exchange-Listed and OTC-Listed Companies", the Company adopts these "The 2nd Rules on Transfer Repurchase Shares to Employee for Year 2015". The repurchased shares will be transferred to employees according to related laws and these Rules.

Article 2: The shares transferred to employees for the common stock, rights and obligations of the Act and these Regulations except as otherwise provided, are the same as other ordinary shares outstanding.

Article 3: According to this procedure, the phases repurchased shares to employees one time or various times in three years starting from the date of repurchase period.

Article 4: For full-time employees of the Company and its domestic and overseas subsidiaries who have joined the Company more than three months and who have special contribution to the Company being approved by Chairman are entitled to subscribe the amount specified in article five of this procedure.

The subsidiaries mentioned above are the companies over 50% of the common stocks of which are held directly or indirectly by the Company and with effective control.

Article 5: To set the standard for share subscription according to employee's rank and special contribution to the Company, and will submit the standard to the chairman for approval.

Article 6: The transfer procedure of this phase's share repurchase program:

According to the board resolution, make announcement and execute company share repurchase during the repurchase period. The Chairman is authorized under this procedure to establish and announce the subscription record date, the standard for subscription amount, the payment period, and the rights contents and restrictions etc. Calculate the actual share amount with payment and transfer the shares accordingly.

Article 7: The transfer price will be determined by the average price of shares purchased and the cost of capital could be included. If the Company's numbers of common shares increase or decrease before the share transfer, then the transfer price will be adjusted accordingly. Formula for transfer price adjustment:

Adjusted transfer price=average actual repurchase price per share × (total number of common stock shares after the repurchase has been executed by Wistron ÷ total number of common stock shares prior to Wistron's transfer of the repurchased shares to employees)

Article 8: After the repurchased shares are being transferred and registered under employees' names, unless otherwise specified, the rights and obligations of the shares are the same as the other common shares.

Article 9: This rule will go into effect after approval at a Meeting of the Board of Directors. This shall apply to any amendments. This procedure should be reported in the Shareholder's meeting.

The Rule was enacted on August 26, 2015.

The 1st amendment was made on November 4, 2015.

Appendix 7

Wistron Corporation
Profit Appropriation Statement for 2015

Unit: NT\$

| | | |
|---|-----------------|-----------------------|
| Undistributed Surplus at the Beginning of the year | | 12,634,155,066 |
| Plus(Minus): | | |
| Influence of the adoption of IFRSs (Actuarial losses) | (241,103,929) | |
| Remeasurements of the defined benefit liability | (100,130,345) | |
| Decrease in unappropriated earnings resulting from equity-accounted investees | (3,684,025) | |
| Changes in ownership interest of subsidiaries | (16,836,876) | |
| Net Income After Tax | 1,334,094,188 | |
| Minus: | | |
| Legal Reserve | (133,409,419) | |
| Plus: | | |
| Reversal in Special Reserve | 1,394,276,792 | |
| Distributable Earnings | | 14,867,361,452 |
| Distribution Items: | | |
| Stock Dividends to Common Shareholders | (726,336,100) | |
| Cash Dividends to Common Shareholders | (2,905,344,394) | (3,631,680,494) |
| Undistributed Earnings at the end of the Period | | 11,235,680,958 |

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

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

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

Appendix 8

Wistron Corporation

Articles of Incorporation

Chapter I General Provisions

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

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

1. CC01110 Manufacture of computer and peripheral equipment,
2. CC01060 Manufacture of wire communication equipment,
3. CC01070 Manufacture of radio communication equipment,
4. CC01080 Manufacture of electronic components and parts,
5. I301010 Information technology service,
6. I501010 Product design service,
7. F401010 Import/export trading and dealer businesses,
8. CE01030 Manufacture of optical equipment,
9. F401021 Import trading business of restricted radio frequency machinery, with permission only for radio transmitters,
10. CC01101 Manufacture of restricted radio frequency machinery, with permission only for radio transmitters.
11. CC01030 Electric Appliance and Audiovisual Electric Products Manufacturing
12. JA02010 Electric appliance and products Repairing (can only be conducted outside Hsinchu Science Park)
13. J101090 Waste Disposition (can only be conducted outside Hsinchu Science Park)
14. CF01011 Medical equipment manufacturing
15. CD01030 Automobiles and Parts Manufacturing (can only be conducted outside Hsinchu Science Park)
 - (1) R&D, development, design, manufacture (including module), testing and sales of PCs, portable PCs, motherboards, servers, file-transfer protocols, high performance multi-CPU computing systems, multimedia PCs, web PCs, consumer computing systems and professional computing systems, microprocessors, CD-ROM drivers, PDAs, tablet PCs, pocket PCs, interface cards, and semi-manufactured, components and parts, and related products thereof.

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

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

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

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

Chapter II Share Capital

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

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

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

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

accrued preferred share dividend shall be paid out in full upon expiration of the offering terms.

6. The offering terms of the preferred shares shall not exceed 5 years. Upon expiration of the term, the total shares will be redeemed at the offering price together with the accrued dividend unpaid. In the event of matters beyond control or force majeure that the Company is unable to redeem all or part of the preferred shares, the rights of the shares unredeemed shall remain the same as set forth in the issuing terms until the Company makes a total redemption. The dividend will be calculated at the same interest rate for the extended term.
7. The preferred shares may not be converted to common shares during the term.
8. The preferred shares has seniority claim to the remaining assets of the company over common shares and the other preferred shares that are issued after the shares herein, however the amount shall not exceed the offering amount.
9. The shareholders of the preferred shares have voting rights and election rights at the common shareholders' meetings, and also the right to be elected as directors.
10. When the Company issues new share to raise cash capital, the preferred shareholders have senior stock option of the new shares as the common shareholders.
11. The BOD is authorized to govern the other related matters pursuant to the "Rules on Issuance of Series A Preferred Shares" prescribed at the time of offering.

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

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

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

Chapter III Shareholders' Meeting

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

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

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

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.

Chapter IV Directors and Audit Committee

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

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

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

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

Article 12 The chairperson of the Board of Directors represents the Company and is elected from among the directors by a majority of the directors present at a meeting with an attendance of two-thirds of the directors. The company may create an audit committee, nominating committee, remuneration committee or other functional committees.

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

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

Chapter V Managerial Officers

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

Chapter VI Accounting

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

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

- Article 16 If the Company has profit as a result of the yearly accounting closing, 10% of the profit net of tax and the amount for making up of any accumulated loss shall be set aside as legal reserve, and thereafter an amount, including the reversed special reserve, shall be set aside (hereinafter referred to as “profit from the current year”), along with any undistributed profits accumulated from previous years to be identified as profits to be distributed, in accordance with the Securities and Exchange Act. The balance, if any, will be distributed in accordance with the following:
1. No less than 5 percent of profit from the current year as employees’ bonus shall be included; where such bonus is distributed by shares, employees of controlled companies, with qualifications set by the Board of Directors;
 2. One percent (1%) of profit from the current year as the remuneration in cash to the Directors;
 3. The rest as working capital of the Company and not less than ten percent (10%) of profit from the current year distributed as dividends to shareholders.

Chapter VII Supplementary Provisions

- Article 17 In consideration that the Company is in a capital and technology-intensive industry and in consideration of the Company’s expansion and for its continual and steady growth, a long-term investment plan needs to be adopted, therefore, the Company adopts the residual dividend policy as its dividend policy. Dividends paid by cash shall not be less than ten percent (10%) of the total dividends.
- Article 18 Matters not prescribed under the Articles of Incorporation shall be in accordance with the Company Law and the relevant rules and regulations.
- Article 19 The Procedure was enacted on May 23, 2001.
The 1st amendment was made on June 16, 2001.
The 2nd amendment was made on November 3, 2001.
The 3rd amendment was made on December 17, 2001.
The 4th amendment was made on June 7, 2002.
The 5th amendment was made on June 17, 2003.
The 6th amendment was made on June 16, 2004.
The 7th amendment was made on June 16, 2004.
The 8th amendment was made on June 9, 2005.
The 9th amendment was made on June 8, 2006.
The 10th amendment was made on June 21, 2007.
The 11th amendment was made on June 25, 2008.

The 12th amendment was made on June 23, 2009.
The 13th amendment was made on June 18, 2010.
The 14th amendment was made on June 22, 2011.
The 15th amendment was made on June 21, 2012.
The 16th amendment was made on June 14, 2013.
The 17th amendment was made on June 11, 2014.
The 18th amendment was made on June 26, 2015.

Appendix 9

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

| Year | | | 2016 (Forecast) |
|--|---|---|--------------------|
| Item | | | |
| Beginning Paid-in Capital | | | NT\$25,554,824,280 |
| Dividend Distribution | Cash dividend per share ⁽¹⁾ | | NT\$1.20 |
| | Stock dividend per share for capital increase from retained earnings ⁽¹⁾ | | 0.03 share |
| | Stock dividend per share for capital increase from capital reserve ⁽¹⁾ | | 0 share |
| Business Performance Variation | Operating profit | | N/A ⁽²⁾ |
| | Year-on-year increase / decrease (%) of operating profit | | |
| | Net profit after tax | | |
| | Year-on-year increase / decrease (%) of net profit after tax | | |
| | Earnings per share | | |
| | Year-on-year increase / decrease of earnings per share | | |
| Pro forma earnings per share and its P/E ratio | If cash dividend is distributed instead of capital increase from retained earnings | Pro forma earnings per share | N/A ⁽²⁾ |
| | | Pro forma average return over investment (annualized) | |
| | If no capital increase from capital reserve | Pro forma earnings per share | |
| | | Pro forma average return over investment (annualized) | |
| | If no capital reserve and cash dividend is distributed instead of capital increase from retained earnings | Pro forma earnings per share | |
| | | Pro forma average return over investment (annualized) | |

Note 1: Pending resolution by 2016 Annual General Shareholders' Meeting.

Note 2: Wistron is not required to disclose its 2016 financial forecast pursuant to "Regulations Governing the Publication of Financial Forecasts of Public Companies."

Appendix 10

Wistron Corporation Shareholdings of Directors

(As of April 17, 2016)

| <u>Title</u> | <u>Name</u> | <u>Number of Shares</u> |
|----------------------|-------------------------------------|--------------------------|
| Chairman | Simon Lin (Hsien-Ming Lin) | 30,507,109 |
| Director | Stan Shih (Chen-Jung Shih) | 2,644,302 |
| Director | Haydn Hsieh (Hong-Po Hsieh) | 1,028,730 |
| Director | Robert Huang (Po-Tuan Huang) | 4,040,760 |
| Independent Director | John Hsuan (Min-Chih Hsuan) | 0 |
| Independent Director | Michael Tsai (Kuo-Chih Tsai) | 0 |
| Independent Director | James K. F. Wu (Kuo-Feng Wu) | 0 |
| Independent Director | Duh- Kung Tsai | 0 |
| Independent Director | Victor C.J. Cheng (Chung-Jen Cheng) | 81,337 |
| Total | | <u>38,302,238</u> |

The common shares of Wistron are 2,555,482,428 shares. Pursuant to Article 2 of the “Examination and Implementation Rules for Shareholding Percentage of Directors and Supervisors of Public Offering Companies,” elected independent directors of the Company (5 seats) are more than half of all directors (9 seats), and in accordance with the law regarding establishment of an audit committee, the shareholding of the supervisors does not need to follow the minimum holding requirement.



wistron