WISTRON CORPORATION

2014 ANNUAL GENERAL SHAREHOLDERS' MEETING MINUTES

(Translation)

Time:

9:00a.m., June 11, 2014

Venue:

National Taiwan University Hospital International Convention Center

(Room 401, 4F, No. 2, Xuzhou Road, Zhongzheng District, Taipei, Taiwan)

Total outstanding shares of Wistron Corporation: 2,378,160,282 shares.

Total shares represented by shareholders present in person or by proxy: 1,296,375,846 shares

Percentage of outstanding shares held by shareholders present in person or by proxy: 54.51%

Chairman:

Simon Lin, Chairman of the Board of Directors

Recorder:

Steven Wang

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

Chairman's Address (omitted)

I. Report Items

- 1. Report the business of 2013. (Please refer to Attachment 1)
- 2. Audit Committee's Report (Please refer to Attachment 2)
- 3. Report the correction of remuneration to directors for Year 2012.(Omitted)
- 4. Establishment of the Company's "Codes of Ethical Conduct". (Omitted)
- 5. Establishment of the Company's "Ethical Corporate Management Best Practice Principles". (Omitted)

II. Ratification and Discussion Items

ITEM 1: Ratification of the Business Report and Financial Statements of 2013.

<u>Proposal</u>: Submission (by the BOD) of the Company's 2013 business report and financial statements for ratification.

<u>Details</u>:

Submission for ratification of the Company's business report and financial statements for 2013 (Attachment 1: including Balance Sheets, Statements of Comprehensive Income, Statements of Changes in Equity and Statements of Cash Flows), which have all been adopted by the BOD with resolution and examined by the Audit Committee, and are hereby submitted for ratification. (Please refer to Attachment 1.)

Resolution:

- 1. The Chairman responded to the questions about the Business Report and Financial Statements raised from shareholders No.127422 and No.290309.
- 2. Voting results: Shares present at the time of voting: 1,296,375,846

Votes in favor	%	Votes against	%	Votes invalid or abstained	%
1,000,158,096		101,579		296,116,171	
(including 627,253,686 votes	77.15	(including 101,579 votes	0.01	(including 275,574,200 votes	22.84
through e-voting)		through e-voting)		through e-voting)	

RESOLVED, that the Company's business report and financial statements for Year 2013 be and hereby were accepted as submitted.

ITEM 2: Ratification of the proposal for distribution of 2013 profits.

<u>Proposal</u>: Submission (by the BOD) of the proposal for 2013 earnings distribution for ratification.

Details:

1. The undistributed surplus at the beginning of the year 2013 is NT\$10,660,778,047, plus the effect of transition to Taiwan-IFRSs of NT\$124,991,696, so the undistributed surplus at the beginning of the year 2013 under IFRSs is NT\$10,785,769,743. After adding up the actuarial gains of NT\$22,254,125, and deducting the retirement of treasury stock of NT\$489,967,473 and deducting capital surplus and unappropriated earnings resulting from equity-accounted

investees of NT\$68,438,148, then adding up the net income after tax for year 2013 is NT\$5,751,340,605 and deducting the legal reverse of NT\$575,134,061, and adding up the reversal in special reserve of NT\$1,054,211,338, therefore the total amount eligible for distribution earnings is NT\$16,480,036,129. The dividends and bonus proposed to be allocated to the shareholders amount to NT\$4,756,320,568, including NT\$475,632,060 in stock dividend (NT\$0.2 per share at par value) and NT\$4,280,688,508 in cash dividend (NT\$1.8 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 stock shares for transfer or cancellation, issuance of new shares to its employees as a result of their exercise of stock options, unsecured overseas convertible bonds converting into common shares, capital increase by cash, capital increase by issuance of GDR, etc.), which results in changes in shareholder's allotment of shares or dividend-payout ratio, the Board of Directors is to be authorized to make necessary adjustments at its full discretion.
- 5. Please refer to Attachment 3 for the Profit Appropriation Statement for Year 2013.
- 6. Submission for ratification.

Resolution:

- 1. The Chairman responded to the questions about the proposal for distribution of 2013 profits raised from shareholder No.163451.
- 2. Voting results: Shares present at the time of voting: 1,296,375,846

Votes in favor	%	Votes against	%	Votes invalid or abstained	%
1,007,598,149		169,696		288,608,001	
(including 634,693,739 votes	77.72	(including 169,696 votes	0.01	(including 268,066,030 votes	22.27
through e-voting)		through e-voting)		through e-voting)	

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

ITEM 3: Discussion of the capitalization of part of 2013 profits and employee bonus through issuance of new shares.

<u>Proposal</u>: Submission (by the BOD) for discussion of a resolution that the Company issues new shares through capitalization of the 2013 earnings and employee bonus.

Details:

- 1. For the future development of business, the Company is proposing to set aside shareholder's dividends and bonus of NT\$475,632,060 from distributable earnings in 2013 to increase the capital by issuing 47,563,206 shares. In addition, NT\$617,695,820 of employee bonus shall increase the capital of the Company through issuance new common stocks. The total number of employee bonus stocks to be issued shall be determined by the closing price of the day before the AGM date, and taking into account the influence of the ex-right and ex-dividend factors. Employee bonuses of less than one share shall be distributed in cash.
- 2. Upon the approval for the aforesaid proposal from the competent authority, shareholders' dividends and bonus of NT\$475,632,060, each shareholder will be entitled to receive 20 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 overseas convertible bonds converting into common shares, capital increase by cash, capital increase by issuance of GDR, etc.), which results in changes in shareholder's allotment of shares, the Board of Directors is to be authorized to make necessary adjustments at its full discretion.
- 6. Additional information: The employee bonus of NT\$617,695,820 shall increase the capital of the Company through issuance of 25,007,927 stocks. The issued stock price was determined by the closing price of NT\$27 on June 10, 2014 which took into account the influence of the ex-right and ex-dividend factors. Employee bonuses of less than one share, equivalent to NT\$23, shall be distributed in cash.

7. Please discuss.

Resolution:

- 1. Chairman's description: the Company is proposing to set aside shareholder's dividends and bonus of NT\$475,632,060 from distributable earnings in 2013 to increase the capital by issuing 47,563,206 shares. In addition, NT\$617,695,820 of employee bonus shall increase the capital of the Company through issuance of 25,007,927 in stock. The total increase in capital of the company is through issuance of 72,571,133 in stock. Employee bonuses of less than one share, equivalent to NT\$23, shall be distributed in cash.
- 2. Voting results: Shares present at the time of voting: 1,296,375,846

Votes in favor	%	Votes against	%	Votes invalid or abstained	%
1,002,485,702		5,358,165		288,531,979	
(including 629,585,292 votes	77.33	(including 5,358,165 votes	0.41	(including 267,986,008 votes	22.26
through e-voting)		through e-voting)		through e-voting)	

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

ITEM 4: Discussion of amendments to the "Articles of Incorporation".

<u>Proposal</u>: 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 government rules and regulations, 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 the Articles of Incorporation

Items	Original Version	Amendment Version	Reason
Article 16	If the Company has profit as a	If the Company has profit as a	To comply with
	result of the yearly accounting	result of the yearly accounting	concrete
	closing, 10% of the profit net of	closing, 10% of the profit net of	dividend policy.
	tax and the amount for making up	tax and the amount for making up	
	of any accumulated loss shall be	of any accumulated loss shall be	
	set aside as legal reserve, and	set aside as legal reserve, and	
	thereafter an amount, including	thereafter an amount, including	
	the reversed special reserve, shall	the reversed special reserve, shall	

Items	Original Version	Amendment Version	Reason
Article 16	be set aside (hereinafter referred	be set aside (hereinafter referred	To comply with
	to as "profit from the current	to as "profit from the current	concrete
	year"), along with any	year"), along with any	dividend policy.
	undistributed profits accumulated	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	The balance, if any, will be	
	distributed in accordance with the	distributed in accordance with the	
	following:	following:	
	1. No less than 5 percent of profit	1. No less than 5 percent of profit	
	from the current year as	from the current year as	
	employees' bonus shall be	employees' bonus shall be	
	included; where such bonus is	included; where such bonus is	
	distributed by shares, employees of controlled	distributed by shares, employees of controlled	
	employees of controlled companies, with qualifications	companies, with qualifications	
	set by the Board of Directors;	set by the Board of Directors;	
	2. One percent (1%) of profit from	2. One percent (1%) of profit from	
	the current year as the	the current year as the	
	remuneration in cash to the	remuneration in cash to the	
	Directors;	Directors;	
	3. The rest as working capital of	3. The rest as working capital of	
	the Company and dividends to	the Company and <u>not less than</u>	
	shareholders.	ten percent (10%) of profit	
		from the current year	
		<u>distributed as</u> dividends to	
		shareholders.	
Article 19			Correspondence
	The 16 th amendment was made	The 16 th amendment was made	to the
	on June 14, 2013.	on June 14, 2013.	amendment
		The 17 th amendment was made	date.
		on June 11, 2014.	

Resolution:

Voting Results: Shares present at the time of voting: 1,296,375,846

Votes in favor	%	Votes against	%	Votes invalid or abstained	%
989,745,387		200,691		306,429,768	
(including 616,840,977 votes	76.35	(including 200,691 votes	0.01	(including 285,887,797 votes	23.64
through e-voting)		through e-voting)		through e-voting)	

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

ITEM 5: Discussion of amendments to the "Procedures of Asset Acquisition and Disposal".

<u>Proposal</u>: Submission (by the BOD) of a proposal to amend certain parts of the Company's "Procedures of Asset Acquisition and Disposal".

Details:

- 1. In order to comply with government rules and regulations and the operational needs of the Company, it is proposed to make amendments to the "Procedures of Assets Acquisition and Disposal". (Please refer to Attachment 4 for the comparison between the original and the amendments.)
- 2. Please discuss.

Resolution:

Voting Results: Shares present at the time of voting: 1,296,375,846

Votes in favor	%	Votes against	%	Votes invalid or abstained	%
989,741,313		205,815		306,428,718	
(including 616,836,903 votes	76.35	(including 205,815 votes	0.02	(including 285,886,747 votes	23.63
through e-voting)		through e-voting)		through e-voting)	

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

ITEM 6: Discussion of amendments to the "Procedures Governing Loaning of Funds".

<u>Proposal</u>: Submission (by the BOD) of a proposal to amend certain parts of the Company's "Procedures Governing Loaning of Funds".

Details:

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

Comparison Between Original and Amendments to "Procedures Governing Loaning of Funds"

		<u>8</u>	
Items	Original Version	Amendment Version	Reason
Article 5	Procedures for handling loans of	Procedures for handling loans of	To comply with
	funds	funds	the Company's
	1. The Borrower shall enclose	1. The Borrower shall enclose	operational
	copies of the business related	copies of the business related	needs.

Items	Original Version	Amendment Version	Reason
Article 5	certificates, identity card of	certificates, identity card of	To comply with
	person in charge of the	person in charge of the	the Company's
	business and essential financial	business and essential	operational
	materials and file a loan	financial materials and file a	needs.
	amount application to Chief of	loan amount application to	
	Staff Office. After facilitating	Company Chief of Staff Office.	
	the evaluation and credit	After facilitating the	
	checking, the financial division	evaluation and credit	
	will report to the Board of	checking, the financial	
	Director for approval.	<u>department</u> division will	
		report to the Board of	
		Director for approval.	
		However, the subsidiaries	
ı		which the Company directly	
		and indirectly holds more	
		than 50% of the voting shares	
		could be exempted from	
		providing the documents	
		mentioned above.	
Article 6	Procedures for Ratification	Procedures for Ratification	To comply with
	1. When the Borrower applies for	1. When the Borrower applies	the Company's
	a loan from the Company, it	for a loan from the Company,	operational
	shall submit concrete	it shall submit concrete	needs.
	description of necessity and	description of necessity and	
	reasonableness and the	reasonableness and the	
	financial division will	financial <u>department</u> division	
	determine whether to accept	will determine whether to	
	the application or not.	accept the application or not.	
	2. The financial division will be in	2. The financial division will be in	
	charge of the credit checking	charge of the credit checking	
	and risk evaluation of the	and risk evaluation of the	
	Borrower. For those cases with	Borrower. For those cases with	
	good credit and justifiable	good credit and justifiable	
	purposes, the personnel in	purposes, the personnel in	
	charge shall prepare a credit	charge shall prepare a credit	
	check result and opinion report and devise the criterion of the	check result and opinion report and devise the criterion	
	loan of funds and file with the	of the loan of funds and file	
	Board of Directors for	with the Board of Directors for	
	approval.	approval.	
	3. Besides, the financial division	2.3.Besides, the financial	
	shall make an impact	<u>department</u> <u>division</u> shall	
	assessment based on the	make an impact assessment	
	possibility of operation risk,	based on the possibility of	
1	financial condition and	operation risk, financial	
	shareholder's rights and	condition and shareholder's	
	interests after loaning fund to	rights and interests after	
	interests after loanning fully to	ingines and interests after	

Items	Original Version	Amendment Version	Reason
Article 6	Borrower and submit an	loaning fund to Borrower	To comply with
	opinion statement	and submit an opinion	the Company's
	incorporated with credit report	statement incorporated with	operational
	to the Board of Directors for	credit report to the Board of	needs.
	approval.	Directors for approval.	
	4. When the Borrower applying	3.4.When the Borrower, except	
	for a withdrawal of capital	for the subsidiaries which	
	from the Company, the	the Company directly and	
	Company should request the	indirectly holds more than	
	Borrower to provide the same	50% of the voting shares,	
	amount of a	applying for a withdrawal of	
	cheque/promissory note or	capital from the Company,	
	secure a collateral equivalent	the Company should request	
	to the endorsement and/or	the Borrower to provide the	
	guarantee amount. The	same amount of a	
	financial division shall evaluate	cheque/promissory note or	
	and mark the value of the collateral.	secure a collateral equivalent	
	Collateral.	to the endorsement and/or guarantee amount. The	
		financial <u>department</u> division	
		shall evaluate and mark the	
		value of the collateral.	
Article 8	Subsequent measures for control	Subsequent measures for control	To comply with
7 11 61616 6	and management of loans, and	and management of loans, and	the Company's
	procedures for handling	procedures for handling	operational
	delinquent creditor's rights	delinquent creditor's rights	needs.
	1	1	
	2. After appropriating the fund,	2. After appropriating the fund,	
	financial division shall examine	financial <u>department</u> division	
	the financial status, business	shall examine the financial	
	status and related credit status	status, business status and	
	of the Borrower and guarantor,	related credit status of the	
	and if there is any collateral	Borrower and guarantor, and if	
	provided, financial division	there is any collateral	
	should pay attention to the	provided, financial division	
	alteration of its secured value.	should pay attention to the	
	If there is significant violation,	alteration of its secured value.	
	the personnel shall inform the	If there is significant violation,	
	Chairman of Board of Directors	the personnel shall inform the	
	and handle the matters under	Chairman of Board of Directors	
	his instructions.	and handle the matters under	
		his instructions.	
A			Compositore
Article 17	The 4 th amendment was made on	The 4 th amendment was made on	Correspondence to the
			amendment
	June 14, 2013.	June 14, 2013. The 5 th amendment was made on	date.
		June 11, 2014.	uale.
		June 11, 2014.	

Resolution:

- 1. The Chairman responded to the questions about the amendments to the "Procedures Governing Loaning of Funds" raised from shareholder No.127422.
- 2. Voting results: Shares present at the time of voting: 1,296,375,846

Votes in favor	%	Votes against	%	Votes invalid or abstained	%
989,678,486		258,592		306,438,768	
(including 616,774,076 votes	76.34	(including 258,592 votes	0.02	(including 285,896,767 votes	23.64
through e-voting)		through e-voting)		through e-voting)	

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

ITEM 7: Discussion of amendments to the "Procedures Governing Endorsements and Guarantees."

<u>Proposal</u>: Submission (by the BOD) of a proposal to amend certain parts of the Company's "Procedures Governing Endorsements and Guarantees."

Details:

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

Comparison Between Original and Amendments to "Procedures Governing Endorsements and Guarantees"

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Items	Original Version	Amendment Version	Reason						
Article 5	Procedures for Processing	Procedures for Processing	To comply with						
	Endorsements and/or Guarantees	Endorsements and/or	the Company's						
	1. The requesting enterprise shall	Guarantees	operational						
	file an endorsement and/or	1. The requesting enterprise shall	needs.						
	guarantee application form,	file an endorsement and/or							
	whereby, name of the	guarantee application form,							
	Company, type of endorsement	whereby, name of the							
	and/or guarantee, risks	Company, type of							
	evaluation, amount, content,	endorsement and/or							
	the condition and date for	guarantee, risks evaluation,							
	discharging the obligations of	amount, content, the							
	the endorser and/or guarantor	condition and date for							
	shall be included and it will	discharging the obligations of							
	have to be filed with the	the endorser and/or guarantor							
	Chairman of financial division	shall be included and it will							

Items	Original Version	Amendment Version	Reason
Article 5	for approval. And then the	have to be filed with the	To comply with
	Chairman of the board shall	Chairman of financial	the Company's
	ratify for implementation,	<u>department</u> division for	operational
	provided, it is within the	approval. And then the	needs.
	specified amount, if it is above	Chairman of the board shall	
	the specified amount, it will	ratify for implementation,	
	have to be filed with the Board	provided, it is within the	
	of Director for approval.	specified amount, if it is above	
		the specified amount, it will	
		have to be filed with the Board	
		of Director for approval.	
Article 6	Procedures for Ratification	Procedures for Ratification	To comply with
	1. When an enterprise applies for	1. When an enterprise applies for	the Company's
	an endorsement and/or	an endorsement and/or	operational
	guarantee from the Company,	guarantee from the Company,	needs.
	it shall submit concrete	it shall submit concrete	
	description of necessity and	description of necessity and	
	reasonableness and the	reasonableness and the	
	financial division will	financial <u>department</u> division	
	determine whether to accept	will determine whether to	
	the application or not.	accept the application or not.	
	2. The financial division will be in	2. The financial division will be in	
	charge of the credit checking	charge of the credit checking	
	and risk evaluation of the	and risk evaluation of the	
	endorsed and/or guaranteed	endorsed and/or guaranteed	
	enterprise. For those cases	enterprise. For those cases	
	with good credit and justifiable	with good credit and	
	purposes, the personnel in	justifiable purposes, the	
	charge shall prepare a credit	personnel in charge shall	
	check result and opinion report and devise the criterion of the	prepare a credit check result and opinion report and devise	
	endorsement and/or	the criterion of the	
	guarantee and file with the	endorsement and/or	
	Board of Directors for	guarantee and file with the	
	approval.	Board of Directors for	
	3. Besides, the financial division	approval.	
	shall make an impact	2.3. Besides, the financial	
	assessment based on the	department division shall	
	possibility of operation risk,	make an impact assessment	
	financial condition and	based on the possibility of	
	shareholder's rights and	operation risk, financial	
	interests after endorsement	condition and shareholder's	
	and/or guarantee and submit	rights and interests after	
	an opinion statement	endorsement and/or	
	incorporated with credit report	guarantee and submit an	
	to the Board of Directors for	_	
		•	
	to the Board of Directors for approval.	' '	

Items	Original Version	Amendment Version	Reason
Items Article 6	 The Company may base on the applicant's credit report and decide whether to request the endorsee or guarantee to provide the same amount of Banker's acceptance or secure a collateral equivalent to the endorsement and/or guarantee amount. The financial division shall evaluate and mark the value of the collateral. If the endorsement and/or guarantee is provided to the company's subsidiary whose net worth is less than one-half of its paid-in capital, the subsidiary shall also provide a plan including detail schedule to improve its net worth upon applying an endorsement/guarantee. If the net worth is still less than one-half of the paid-in capital when the plan ends, the endorsement and/or guarantee shall be terminated immediately. The above termination shall be reported 	report to the Board of Directors for approval. 3.4. The Company may base on the applicant's credit report and decide whether to request the endorsee or guarantee to provide the same amount of Banker's acceptance or secure a collateral equivalent to the endorsement and/or guarantee amount. The financial department division shall evaluate and mark the value of the collateral. 4.5. If the endorsement and/or guarantee is provided to the company's subsidiary whose net worth is less than one-half of its paid-in capital, the subsidiary shall also provide a plan including detail schedule to improve its net worth upon applying an endorsement/guarantee. If the net worth is still less than one-half of the paid-in capital when the plan ends, the endorsement and/or guarantee shall be terminated	Reason To comply with the Company's operational needs.
	termination shall be reported to the Audit Committee and the Board of Directors.	guarantee shall be terminated immediately. The above termination shall be reported to the Audit Committee and the Board of Directors.	
Article 18	 The 6 th amendment was made on June 14, 2013.	The 6 th amendment was made on June 14, 2013. The 7 th amendment was made on June 11, 2014.	Correspondence to the amendment date.

Resolution:

Voting Results: Shares present at the time of voting: 1,296,375,846

Votes in favor	%	Votes against	%	Votes invalid or abstained	%
989,677,636		260,642		306,437,568	
(including 616,773,226 votes	76.34	(including 260,642 votes	0.02	(including 285,895,597 votes	23.64
through e-voting)		through e-voting)		through e-voting)	

III. Extemporary Motion: None.

IV. Meeting Adjourned: 10:55a.m., June 11, 2014.

Attachment 1

Wistron Corporation Business Report

On behalf of all Wistron employees, first I wish to express my appreciation to all of our shareholders--your continuous support inspires us to excel.

Last year, with the widespread acceptance of smart terminal device and mobile network, the IT industry experienced a global market migration from PC to smart terminal device, which resulted in slow growth and demand declines in consumer markets (e.g. notebook and LCD-TV). For Wistron, the revenue slightly declined compared with previous year although the company was continuously focused on the customer and product portfolio optimization, risk management enhancement, and operation efficiency improvement.

Financial and Operation Results

In 2013, Wistron's consolidated revenue reached NT\$624 billion, and consolidated operating profit was NT\$6.1 billion. The consolidated profit before tax reached NT\$7.9 billion and consolidated net profit was NT\$5.8 billion. Meanwhile, the earnings per share was NT\$2.51.

From the operation management point of view, while confronting strong competition in the IT industry and marketing requiring migration from PC to Tablet, Wistron continued to improve material cost management and production efficiency in 2013. However, the consequences of slow growth and demand declines in consumer markets (e.g. notebook and LCD-TV) did impact Wistron's manufacturing capacity utilization rate. As a result, our revenue, gross margin and operating income decreased compared with previous year. The operating expenses also increased in R&D investment for new business and new product line developments in order to cope with competition and market changes.

In 2013, Wistron's key growth drivers were the smart terminal device (including mobile handheld device and Tablet), while the notebook and LCD-TV demand was weak and the other product lines maintained the same level compared with previous year. From the customer and marketing point of view, the smart terminal device and cloud service market continued stable growth while the traditional consumer market (e.g. notebook and LCD-TV) showed slow demand. Wistron also changed the organization structure and continued optimizing customer and product portfolios in order to reduce the impact from the slow demand in the consumer market.

In addition, we continued publishing the "Wistron Corporate Social Responsibility Report" to show our participation and care for green environment and social responsibility activities.

Business and Operation Focus

To cope with the impact of continuous global economic recession, the market migration from PC to Tablet, and the increasing operating costs at China manufacturing bases, we will strengthen our market and customer management, and improve operation efficiency in order to enhance operation effectiveness and profit. For 2014, our major focus is 1) enhance operation efficiency and competitiveness, and 2) add value in product innovation and service.

Operation efficiency enhancement emphasizes design simplification, manufacturing automation, inventory management control, and manufacturing efficiency optimization. The "Value-added Innovation" initiative is to create the new business models with more add-on value for customers and enhance product competitiveness to improve the profit margin. The "Value-added Service" initiative is to expand service business with diversified services and add-on value, increase the scope of after-sales service business, and develop more new opportunities for other related technology service businesses.

For business and product direction, in response to the continuous growth in smart terminal device market and the slow market growth in traditional consumer market (e.g. notebook and LCD-TV), Wistron will accelerate the adjustment in our business portfolio and optimize the resource utilization to enhance competitiveness. In addition, we will have strategic investments into other higher value businesses and product portfolios like smart-phones, tablets, cloud service solutions, green-recycling business, display technology and applications, the vertical integration of touch technology, network storage, industrial application devices, and smart TVs. These directions should reduce portfolio risk and impact from slow end-user demands in the consumer market.

Outlook for the Future

Looking forward, while smart terminal devices and the cloud service market continues to grow, the global economy is showing uncertainty for recovery and the traditional IT industry is expected to show slower growth. Besides operation efficiency enhancement, we will continue to drive value-added innovations and services (such as after-sales service, green recycling and cloud product/service) as the key differentiators. In addition, as part of our overall efforts for corporate

social responsibility, we are paying special attention to "Green House Gas (GHG) Control" and will

quicken the new business development in recycling technology and applications.

Wistron's "Corporate beliefs" are customer focus, integrity, innovation, and pursuit of excellence.

We are confident that our dedication in operations, discipline in financial management, high

standards in product quality and cost controls, and our strong commitment to innovation and

customer partnership should enable Wistron to increase our competitiveness and allow us to

deliver good performance.

Wistron's long-term vision is to be a leading technology service provider delivering innovative ICT

products and services. For our future strategy, in addition to creating high quality and innovative

products, we shall continue to focus on increasing our employees' satisfaction and creating the

innovative technology services 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

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安保建業将合會計師事務的

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

Independent Auditors' Report

The Board of Directors Wistron Corporation:

We have audited the accompanying balance sheets of Wistron Corporation (the "Company") as of January 1, December 31, 2012 and December 31, 2013, the related statements of comprehensive income, changes in equity and cash flows, for the years ended December 31, 2012 and 2013. 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 generally accepted auditing standards and with the "Regulations Governing Auditing and Certification of Financial Statements by Certified Public Accountants" in the Republic of China. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the parent-company-only financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the parent-company-only financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall parent-company-only financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the parent-company-only financial statements referred to in the first paragraph present fairly, in all material respects, the financial position of Wistron Corporation as of January 1, December 31, 2012 and December 31, 2013, 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.

KPMG

Taipei, Taiwan (the Republic of China) March 25, 2014

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

WISTRON CORPORATION

BALANCE SHEETS

December 31, 2013, December 31 and January 1, 2012 (amounts expressed in thousands of New Taiwan Dollars)

December 31, 2013	32,632,550 1,527 34,903,335 24,473,831 1,777,623 1,849,126 2,012,000 8,046,896	22,205 7,972,109 20,053,014 4,683,881 2,536,790 35,267,999 140,964,795	23.781.603 19,651.679 26,072.342 (3,318,675) 66.186.249
December 31, 2012	50,158,945 25,764 40,524,959 20,206,052 1,361,193 1,488,526 6 606,886	249,623 7,182,735 3,007,424 4,212,741 905,401 15,557,924	21,979,432 19,399,395 25,222,174 (3,901,320) (777,532) 61,922,146
January I, 2012	\$ 39,812,278 2,206 41,101,826 42,299,944 1,674,398 2,180,151 -	3,383,161 700,009 4,083,170	20.849.972 19.147.403 23.581.492 (2,001.301) (783.312) 60.794.247 S201.234.241
Liabilities and Equity	Current liabilities: Short-term borrowings (note 6(i)) Financial liabilities at fair value through profit or loss — current (note 6(b)) Notes and accounts payable Accounts payable—related parties (note 7) Other payable—related parties (note 7) Provisions (note 6(l)) Current portion of long-term borrowings (note 6(j)) Other liabilities—current Current liabilities	Non-current liabilities: Financial liabilities at fair value through profit or loss — noncurrent (notes 6(b)(k)) Bonds payable (note 6(k)) Long-tem borrowings (note 6(j)) Deferred tax liabilities (note 6(o)) Other liabilities— noncurrent (note 6(n)) Non-current liabilities Total liabilities	Equity (notes 6(a)(p)(q)): Capital stock Capital surplus Retained earnings Other equity Treasury stock Total equity and liabilities
December 31, 2013	11,879,253 101,665 43,993,489 56,927,146 8,047,683 217,361 6,049,526 3,621,870	1,696,262 595,098 62,342,52 7,233,232 1,547,588 1,736,093 1,163,226 76,313,751	207.151.744
December 31, 2012	17,358,699 1,624 57,976,137 39,741,307 3,611,177 536,357 6,147,360 3,974,979	1,709,985 534,145 56,109,891 7,245,970 1,536,237 1,726,315 1,407,121 70,269,664	199,617,304
January 1, 2012	\$ 12,925,794 7,174 71,228,719 44,935,853 1,230,567 536,898 6,600,899 2,971,556	1,766,827 537,585 46,732,935 7,380,314 1,649,625 1,484,627 1,244,778 60,796,691	S 201.234.241
Assets	Current assets: Cash and cash equivalents (note 6(a)) Financial assets at fair value through profit or loss – current (note 6(b)) Notes and accounts receivable, net (note 6(c)) Accounts receivable – related parties (note 7) Other receivables – related parties (note 7) Current tax assets Inventories (note 6(d)) Other assets – current (notes 6(c)(h)) Total current assets	Non-current assets: Available-for-sale financial assets — noncurrent (note 6(b)) Financial assets earried at cost — noncurrent (note 6(b)) Equity-accounted investees (note 6(e)) Property, plant and equipment (notes 6(f) and 7) Intangible assets (note 6(g)) Deferred tax assets (note 6(o)) Other assets—noncurrent (notes 6(h) and 8) Total non-current assets	Total assets

WISTRON CORPORATION

STATEMENTS OF COMPREHENSIVE INCOME

FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2013 (amounts expressed in thousands of New Taiwan Dollars, except for earnings per common share)

	2012	2013
Net revenues (notes 6(s) and 7)	\$ 598,758,593	539,784,508
Cost of sales (notes $6(d)(f)(g)(l)(m)(n)(p)(q)$, 7 and 12)	576,231,110	516,527,885
Gross profit	22,527,483	23,256,623
Unrealized inter-company profits	(20,652)	(15,921)
Realized gross profit	22,506,831	23,240,702
Operating expenses (notes $6(c)(f)(g)(m)(n)(p)(q)$, 7 and 12):		
Selling	3,920,821	4,335,422
Administrative	1,651,667	1,883,961
Research and development	11,233,686	12,294,542
Total operating expenses	16,806,174	18,513,925
Operating income	5,700,657	4,726,777
Non-operating income and expenses:		
Other income (notes 6(t) and 7)	186,699	276,347
Other gain and loss (notes 6(k)(t) and 7)	1,009,922	1,058,928
Finance costs (notes 6(k)(t))	(1,384,841)	(1,455,461)
Recognized share of profit of subsidiaries, associates and joint		
ventures accounted for equity method (note 6(e))	3,213,800	2,770,312
Total non-operating income and expenses	3,025,580	2,650,126
Profit before tax	8,726,237	7,376,903
Income tax expenses (note 6 (o))	1,470,857	1,625,562
Profit	7,255,380	5,751,341
Other comprehensive income (notes 6(0)(p)):		
Exchange differences on translation of financial statements	(1,806,943)	1,452,417
Unrealized loss on available-for-sale financial assets	(135,642)	(108,284)
Share of other comprehensive income of subsidiaries, associates		
and joint ventures	24,708	(223,460)
Income tax expense related to components of other		
comprehensive income	(16,362)	(14,347)
Other comprehensive income, net of tax	(1,901,515)	1,135,020
Total comprehensive income	\$5,353,865	6.886.361
Earnings per share (in dollars), after tax (note 6(r)):		
Basic earnings per share	\$3.17	2.51
Diluted earnings per share	——————————————————————————————————————	

WISTRON CORPORATION

STATEMENTS OF CHANGES IN EQUITY FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2013 (amounts expressed in thousands of New Taiwan Dollars)

Total equity	60,794,247 7,255,380 (1,901,515) 5,353,865	(4,572,826)	(238) 11,985 5,173 329,940 61,922,146 5,751,341 1,135,020 6,886,361	(3.273,767) 640,002	(68.306) 7,444 73,069
Treasury stock	(783,319)	£ 1 1 1	5,784		777,535
Other equity Subtotal	(2,001,301) - (1,900,019) (1,900,019)	7 T T E	(3,901,320)		(603,190) 73,069
Other uncarned compensation for restricted employee shares of stock		1115			(603,190) 73,069 (530,121)
Unrealized gain (10ss) on available-for-sale financial assets	(560,138) - (62,075) (62,075)		(622,213) - (214,927) (214,927)	x	(837,140)
Exchange differences on translation of financial statements	(1.441,163) (1.837,944) (1.837,944)		(3,279,107)		(1.051.414)
Retained carnings subtotal	23,581,492 7,255,380 (1,496) 7,253,884	(4,572,826) (1,039,279)	(1,097) - - 25,222,174 5,751,341 22,254 5,773,395	(3,273,767) (1,091,255)	(68,438) - - (489.967) 26,072,342
Unappropriated	15.638,565 7,255,380 (1,496) 7,253,884	(906,503) (4,572,826) (1,039,279) 1,495,549	(1,097) - - 17,868.293 5,751,341 22,254 5,773,595	(666.643) (2,050,859) (3,273,767) (1,091,255)	(68,438) - - (489,96Z) 16,000,959
Special reserve	3,287,455		906:162:1	2,050,859	3,842,765
Legal reserve.	4,655,472	906,503	5.56,1975	666.643	- - - - 6.228,618
Capital surplus	19,147,403	f. r. r. r	859 9,554 (611) 242,190 19,399,395	404,966	132 4,934 (24,760) - (132,988) 19,651,679
Capital stock	\$ 20,849,972	1,039,279	2,431 - 87,750 21,979,432	- 1,091,255 235,036	2.510 627,950 (154.580) \$ 23.781.603
	Balance at January 1, 2012 Profit for 2012 Total other comprehensive income Total comprehensive income Appropriation of 2011 earnings in 2012 (note 1)	Legal reserve Cash dividends Stock dividends to shareholders Special reserve Special reserve Increase (decrease) in capital surplus and unappropriated earnings resulting from	equity-accounted nivestees Issuance of common storek arising from exercise of bonds conversion options Treasury stock transferred to employees Issuance of common stock arising from exercise of employee stock options Balance at December 31, 2012 Porfit for 2013 Total other comprehensive income Total comprehensive income for the period Appropriation of 2012 earnings in 2013 (note 2)	Legal reserve Special reserve Cash dividends Stock dividends as employee bonus Increase (decrease) in capital surplus and unappropriated earnings resulting from	equity-accounted investees Issuance of common stock arising from exercise of employee stock options Issuance of restricted employee shares of stock Compensation cost arising from restricted employee shares of stock Retirement of treasury stock Balance at December 31, 2013

(note 1): The employee bonus of NT\$1,087,480 and directors' and supervisors' emoluments of NT\$81,585 appropriated from 2011 earnings have been deducted in 2011 profit.

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

⁽note 2): The employee bonus of NT\$640,002 and directors* and supervisors* emoluments of NT\$39,489 appropriated from 2012 earnings have been deducted in 2012 profit.

WISTRON CORPORATION

STATEMENTS OF CASH FLOWS

FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2013 (amounts expressed in thousands of New Taiwan Dollars)

* * * ***		
Cash flows from operating activities:	2012 \$ 8,726,237	<u>2013</u> 7,376,903
Profit before tax	\$ 6,720,237	7,370,903
Adjustments to reconcile profit to net cash provided by (used in) operating activities:		
Depreciation (including deprecation of investment property)	2,761,234	2,970,366
Amortization	391,023	361,022
Net profit or loss of financial assets and liabilities at fair value through profit or loss	(987,590)	(351,695)
Interest expense Interest income	1,384,841	1,455,461
Compensation cost arising from restricted employee shares of stock	(22,620)	(101,077)
Share of profit of equity-accounted investees and cash dividends received	(2.055.608)	73,069
Loss on disposal of property, plant and equipment, net	(2,955,698) (607)	(2,591,701) 886
Property, plant and equipment — noncurrent transferred to expense	163	458
Gain on disposal of investments	(6,354)	(81,312)
Unrealized inter-company profits	20,652	15,921
Other non-current assets transferred to expense		8,936
Exchange difference of bonds payable	(225,903)	223,524
Characteristic and the second of the second	359,141	1.983.858
Changes in operating assets and liabilities: Changes in operating assets:		
Notes and accounts receivable	12.050.500	
Notes and accounts receivable — related parties	13,252,582	13,982,647
Other receivable – related parties	5,194,546	(17,185,839)
Inventories	(2,002) 453,629	2,001
Other assets — current	(1,317,372)	97,834 354,530
Total changes in assets	17,581,383	(2,748,827)
Changes in operating liabilities:		(2,740,021)
Notes and accounts payable	(489,869)	(5,621,626)
Notes and accounts payable - related parties	(22,093,892)	4,267,779
Other payable—related parties	(313,205)	416,430
Provision — current	(691,625)	360,600
Other liabilities—current	(2,387,579)	943,840
Other liabilities – noncurrent	(6,868)	(23,925)
Total changes in operating liabilities	(25,983,038)	343,098
Net changes in operating assets and liabilities	(8,401,655)	(2,405,729)
Total changes in operating assets and liabilities Cash generated from operating activities	(8,042,514)	(421,871)
Interest receivable	683,723	6,955,032
Interest paid	21,063	101,379
Income tax paid	(845,764) (50,389)	(860,106) (899,220)
Net cash from (used in) operating activities	(191.367)	5,297,085
Cash flows from investing activities:		5,277,005
Increase in non-trade receivables from related parties	(2,376,888)	(4,440,228)
Decrease in available-for-sale financial assets — current	***	3,800
Proceeds from disposal of available-for-sale financial assets - noncurrent	24,723	152,123
Increase in available-for-sale financial assets - noncurrent	(88,928)	(128,274)
Increase in financial assets carried at cost—noncurrent	(30,948)	(70,456)
Proceeds from return of financial assets carried at cost	34,387	31,514
Increase in equity-accounted investees	(7,947,253)	(2,541,947)
Additions to property, plant and equipment Proceeds from disposal of property, plant and equipment	(580,528)	(1,071,764)
Additions to intangible assets	55,438	8,641
Increase in other assets—noncurrent	(272,204)	(372,373)
Net cash flows used in investing activities	(2,259,660)	(1.660,867)
Cash flows from financing activities:	(13,441,861)	(10,089,831)
Increase (decrease) of borrowings	10.246.667	(17 52(205)
Issuance of debt securities in the form of bonds	10,346,667 8,277,119	(17,526,395)
Repurchase of convertible bonds	(146,510)	-
Increase in long-term borrowings	3,614,310	19,338,686
Decrease in long-term borrowings	-	(887,982)
Increase in deposits received	212,260	1,655,314
Cash dividends to shareholders	(4,572,826)	(3,273,767)
Issuance of common stock arising from exercise of employee stock options Treasury stock transferred to employees	329,940	7,444
Net cash flows from (used in) financing activities	5.173	(606 700)
Net increase (decrease) in cash and cash equivalents	18,066,133	(686,700)
Cash and cash equivalents at beginning of the period	4,432,905	(5,479,446)
Cash and cash equivalents at end of the period	12,925,794 17,358,699	17.358,699 11.879,253
Fried	<u> 17.338.099</u>	



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Independent Auditors' Report

The Board of Directors Wistron Corporation:

We have audited the accompanying consolidated balance sheets of Wistron Corporation (the "Company") and subsidiaries as of January 1, December 31, 2012 and December 31, 2013, the related consolidated statements of comprehensive income, changes in equity and cash flows, for the years ended December 31, 2012 and 2013. 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 generally accepted auditing standards and with the "Regulations Governing Auditing and Certification of Financial Statements by Certified Public Accountants" in the Republic of China. Those standards 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 subsidiaries as of January 1, December 31, 2012 and December 31, 2013, 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 January 1, December 31, 2012 and December 31, 2013, and for the years ended December 31, 2012 and 2013, on which we have expressed an unqualified opinion.

KPMG

Taipei, Taiwan (the Republic of China) March 25, 2014

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

WISTRON CORPORATION AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

December 31, 2013, December 31 and January 1, 2012 (amounts expressed in thousands of New Taiwan Dollars)

Assets	January 1, 2012	December 31, 2012	December 31, 2013		January I, 2012	December 31, 2012	December 31, 2013
				Liabilities and Equity			
Current assets:				Chreent liabilities			
Cash and cash equivalents (note 6(a))	\$ 45,560,293	72.579.429	70 086 875	Chort form borrening (200)			
Financial assets at fair value through profit or loss current (note 6(b))	8,036	6,867	824,030	Financial linklifies at fair value dynams, and fair and a second	\$ 55,987,148	76,326.956	54,552,893
Available-for-sale financial assets - current (note 6(b))	370	3.005	26.513	Notes and accounts action value unough profit of 1988 — current (note 6(b))	2,206	26,129	415,698
Notes and accounts receivable, net (note 6(c))	102,757,371	93.386.828	85 352 002	Account natable related nation (note 3)	98,141,155	101,880,266	91,553,094
Accounts receivable—related parties (note 7)	13,251,582	318.214	711.319	Other months — colored parties (10th 7)	19,812,268	2,721,262	3,904,358
Other receivables - related parties (note 7)	30,397	3.065	7251	Provinciona (mate 6/3)	82,508	47,432	88,093
Current tax assets	949.652	677 977	377 748	Current nortion of four terms homeonites (200)	2,186,668	1,490,545	1,859,245
Inventories (note 6(d))	39.398.331	46 223 710	40 085 441	Other linkilities—comment of the comment of the com	22,253	684,086	2,519,619
Other assets—current (notes 6(c)(h))	4 876 468	6 821 820	174,000,00		12,953,866	11,687,058	13,455,939
. Total current assets	005,025,400	0,021,029	5,939,233	Current liabilities	189,188,072	194,863,734	168,348,939
	200,782,200	220,013,009	210,306,422				
Non-manufacture				Non-current liabilities:			
Non-cuit dissels:				Financial liabilities at fair value through profit or loss — noncurrent (notes 6(b)/(k))	,	277077	200
Available-for-sale financial assets—noncurrent (note 6(b))	1,991,494	2,018,921	1,870,437	Bonds payable (note 6(k))		249,023	77,703
Financial assets carried at cost—noncurrent (note 6(b))	710,454	674,100	700.525	Long-term horrowings (fg) and 8)	. !	7,182,735	7,972,109
Equity-accounted investees (note 6(e))	5 407 161	5 764 877	000 257	Deformed two linkilities (see Carlo	493,075	3,628,755	20,368,292
Property plant and equipment (notes 6(f) and 9)	2,407,181	2,204,822	5,4 /6,999	Determent that madmines (note 6(0))	3,401,906	4,263,507	4,785,164
Internatible energy (case (/=))	26.808.837	34,164,424	35.928.027	Other liabilities — noncurrent (note 6(n))	829,417	975.082	2 849 047
intaligible dasets (note o(g))	1.676,038	1,585,351	1.677.975	· Non-current liabilities	80F PCL P	505 005 31	2100020
Deferred fax assets (note 6(0))	2.226,973	2,567,082	3,161,830	Total liabilities	000 000	201,6299,102	15,990,817
Other assets — noncurrent (notes 6(h)(n) and 8)	9,103,260	6,800,544	5.419.559		014,712,410	211,103,430	204,345,756
Total non-current assets	47,924,217	53,075,244	54,235,352	Equity (notes 6(0)(p)(q))			
				Capital stock	20.849 972	21 979 433	23 791 603
				Capital surplus	19 147 403	305 005 01	10 (51,003
				Retained camings	23 591 402	נענ,עענ,עו	19,651,679
				Other equity	764,100,07	4/1,222,62	26,072.342
				Treasury stock	(2,001,301)	(3,901,320)	(3,318,675)
				Equity attributable to owners of the Company	(783,319)	(777,535)	
				Non-controlling interests	-	5 531	00,186,949
Total assets				Total equity	60,794,247	61.927.677	66 196 018
	5 -29-110.117	273.091.113	270.541,774	Total equity and liabilities	S 254.706.717	273.091.113	270.541.774

See accompanying notes to consolidated financial statements.

WISTRON CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2013 (amounts expressed in thousands of New Taiwan Dollars, except for earnings per common share)

		2012	2013
Net revenues (notes 6(s) and 7)	\$	657,844,636	624,009,073
Cost of sales (notes $6(d)(f)(g)(l)(m)(n)(p)(q)$, 7 and 12)	-	628,045,087	593,806,022
Gross profit		29,799,549	30,203,051
Operating expenses (notes $6(c)(f)(g)(m)(n)(p)(q)$, 7 and 12)			
Selling		7,796,165	8,956,231
Administrative		1,810,803	2,193,606
Research and development	_	11,959,210	12,967,288
Total operating expenses	_	21,566,178	24,117,125
Operating income	_	8.233,371	6,085,926
Non-operating income and expenses:			
Other income (notes 6(t) and 7)		1,744,644	1,582,941
Other gain and loss (notes 6(k)(t) and 7)		1,408,515	1,851,417
Finance costs (notes 6(k)(t))		(1,857,040)	(2,017,697)
Recognized share of profit of associates and joint ventures accounted for equity			
method (note 6(e))	_	248,619	412,600
Total non-operating income and expenses	_	1.544,738	1,829,261
Profit before tax		9,778,109	7,915,187
Tax expenses (note 6(o))	_	2,528,233	2,160,459
Profit	_	7,249,876	5,754,728
Other comprehensive income (notes 6(0)(p))			
Exchange differences on translation of financial statements		(1,793,131)	1,282,078
Unrealized gain (loss) on available-for-sale financial assets		(65,345)	(246,956)
Share of other comprehensive income of associates and joint ventures		(59,401)	85,507
Income tax expense related to components of other comprehensive income	_	(16,362)	(14,347)
Other comprehensive income, net of tax		(1,901,515)	1,134,976
Total comprehensive income	\$ _	5,348,361	6,889,704
Profit attributable to:			
Owners of the Company		7,255,380	5,751,341
Non-controlling interests	_	(5,504)	3,387
Profit	\$_	7,249,876	5,754,728
Total comprehensive income attributable to:			
Owners of the Company		5,353,865	6,886,361
Non-controlling interests	_	(5,504)	3,343
Total comprehensive income	\$_	5,348,361	6,889,704
Earnings per share (in dollars), after tax (note 6(r))			
Basic earnings per share	\$_	3.17	2.51
Diluted earnings per share	\$_	2.71	2,40

WISTRON CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2013 (amounts expressed in thousands of New Taiwan Dollars)

ttributable to owners of the Company

				Retained carrings	rrings			Other equity	A					
					Jnanpropriated	Retained	Exchange differences on translation of financial	Unrealized gain (loss) on available-for-	Other unearned compensation for restricted				Non	
	Capital stock	Capital surplus	Legal reserve	Special reserve	enrnings	subtotal	statements	assets	shares of stock	Subtotal	Treasury stock	Total	controlling	Tenn
Balance at January 1, 2012	\$ 20,849,972	19,147,403	4,655,472	3,287,455	15,638,565	23,581,492	(1,441,163)	(560,138)		(2,001,301)	(783 319)	CD 794 247	meresis	THE POL 07
Profit	ı	,			7,255,380	7,255,380						7 256 380	100 00	00,04,247
Total other comprehensive income					(1.496)	(1.496)	(1 837 944)	(320 69)		(010 000 1)		085,555,	(5,504)	1,249,876
Total comprehensive income					1 752 004	F00 636 E	(1 927 044)	102,013		(810,008,11)		(1.901.515)		(1,901,515)
Appropriation of 2011 carnings in 2012					1,233,004	1,232,004	(1,637,944)	(07,075)		(1,900,019)		5,353,865	(5,504)	5,348,361
Legal reserve	,		906.503		(906.503)			,						
Cash dividends	ï				(4 577 876)	(9 577 876)						. !	ï	r
Stack dividends to shareholders	1,039,279	•	•		(1 039 279)	(1 039 279)	ć i	r j				(4,572,826)		(4,572,826)
Special reserve	í			(1,495,549)	1.495.549	((),7'(),1')		. ,				ï		
Increase (decrease) in capital surplus and unappropriated earnings resulting from equity-										. ,	,			•
accounted investees	ř	829	i		(1,097)	(1,097)	ε				,	. (238)	, '	(238)
Issuance of common stock arising from exercise of bonds conversion options	2,431	9,554	í				,		,			11 085		11.086
Treasury stock transferred to employees	ř	(119)	,	§ •	,				1		V32 5	271.5	. ,	521,7
Issuance of common stock arising from exercise of employee stock options	87,750	242,190	,	,	,							0,1,0	•	5,1/3
Increase in non-controlling interests										с 1		25,240		329,940
Balance at December 31, 2012	\$ 21,979,432	19,399,395	5.561.975	1.791.906	17 868 293	25 277 174	17 07 0 10 10	(510 000)		100 67	1000 0000		11,035	11,035
Profit					5 751 341	5 751 341	(1011)	(6.12,220)		(026,106,6)	(555,111)	01,922,146	5,531	61,927,677
Total other comprehensive income				,	12.754	12.10.0	1 327 603	, cco x100				5,751,341	3,387	5,754,728
Total comprehensive income					5 272 505	303 666 3	1 20 200	(11,924)		1.112,760		1,135,020	(44)	1,134,976
Appropriation of 2012 carnings in 2013					26000110	2,17,5	1,227,093	(2)4,927)		1,112,766		6,886,361	3,343	6,889,704
Legal reserve			666.643		(666 643)		,	,						
Special reserve				2.050.859	(2 050 859)		,		()		,		ı,	,
Cash dividends					(3,273,767)	(3.273.767)			, ,		ı		,	i
Stock dividends to shareholders	1,091,255		,	,	(1.091.255)	(1.091.255)	,			()		(2,273,707)	#c	(3,273,767)
Stock dividends as employee bonus	235,036	404,966					,	,		, ,		- 40,000		,
Increase (decrease) in capital surplus and unappropriated earnings resulting from equity- accounted investmen												200,002		640,002
		132			(68,438)	(68,438)	٠		ì	•		(98,306)		(68,306)
issuance of common stock arising from exercise of employee stock options	2,510	4,934		,	ï	•			,	٠		7,444	,	7 444
Issuance of restricted employee shares of stock	627,950	(24,760)	,	,	,	,			(603,190)	(603,190)	,			
Compensation cost arising from restricted employee shares of stock	•	,	,						73 069	73 069		12 060		
Relirement of treasury stock	(154,580)	(132,988)	,	,	(489,967)	(489,967)	,	,			777 535	200,67		73,069
Increase in non-controlling interests		1							0 9		, cc, 111			
Balance at December 31, 2013	\$ 23,781,603	19,651,679	6,228,618	3.842.765	16,000,959	26.072.342	(1.951,414)	(837,140)	(530.121)	(3.318.675)		66.186.949	9.069	195

See accompanying notes to consolidated financial statements.

WISTRON CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2013 (amounts expressed in thousands of New Taiwan Dollars)

Cash flows from operating activities:	2012	2013
Profit before tax Adjustments to reconcile net income to net cash provided by (used in) operating activities:	\$ 9,778,109	7,915,187
Depreciation	6.410.479	7 514 742
Amortization	6,410,478 407,015	7,514,343 389,685
Net profit or loss of financial assets and liabilities at fair value through profit or loss	(991,703)	(652,486)
Interest expense Interest income	1,857,040	2,017,697
Compensation cost arising from restricted employee shares of stock	(1,542,164)	(1,355,838)
Share of profit of equity-accounted investees and cash dividends received	21.007	(00 C 00 F)
Loss on disposal of property, plant and equipment, net	21,007 76,080	(226,037) 10,928
Loss on disposal of intangible asset	6	-
Property, plant and equipment transferred to expense Other asset — noncurrent transferred to expense	3,280	230,124
Gain on disposal of investments	•	48,569
Exchange difference of bonds payable	(6,512)	(51,741)
Compensation cost arising from restricted employee shares of stock	(225,903)	223,524 73,069
	6.008.624	8.221.837
Changes in operating assets and liabilities:		312211037
Changes in operating assets: Notes and accounts receivable		
Notes and accounts receivable—related parties	8,126,665	9,005,316
Other receivable – related parties	8,409,059	1,895,446
Inventories	(63,198)	65,977
Other assets — current	(8,252,781) (1.753,025)	(2,693,833)
Total changes in assets	6,466,720	6,151,794
Changes in operating liabilities:		0.131(7)1
Notes and accounts payable Notes and accounts payable—related parties	6,023,951	(12,011,386)
Other payable—related parties	(12,060,785) .	(1,672,619)
Provision – current	24,853	(118,186)
Other liabilities – current	(614,860)	324,353
Other liabilities - noncurrent	(2,338,627)	2.244,105
Total changes in operating liabilities	(8,931,226)	(13,539)
Net changes in operating assets and liabilities	(2,464,506)	(5,095,478)
Total changes in operating assets and liabilities	3.544.118	3.126.359
Cash generated from operating activities Interest received	13,322,227	11,041,546
Interest paid	1,459,104	1,416,770
Income tax paid	(1,291,844) (1,391,071)	(1.517,466)
Net cash from operating activities	12,098,416	9.134.550
Cash flows from investing activities:	,	
Decrease (increase) in non-trade receivables from related parties Increase in available-for-sale financial assets—current	27,332	(4,186)
Proceeds from disposal of available-for-sale financial assets – noncurrent	(2,598)	(19,706)
Increase in available-for-sale financial assets—noncurrent	24,723	152,123
Increase in financial assets carried at cost—noncurrent	(88,928) (48,821)	(128,274) (71,501)
Proceeds from return of financial assets carried at cost	67,649	37.322
Increase in equity-accounted investees	(16.334)	(47,952)
Acquisition of subsidiaries, net of cash acquired Proceeds from disposal of subsidiaries	€	24,982
Proceeds from return of equity-accounted investees	-	(17,416)
Additions to property, plant and equipment	65,161 (7,950,920)	(4.011.702)
Proceeds from disposal of property, plant and equipment	878,104	(4,811,782) 267,038
Additions to intangible assets	(288,895)	(475,517)
Proceeds from disposal of intangible assets Increase in other assets—noncurrent	3,127	-
Net cash flows used in investing activities	(5.198.600)	(2.922.795)
Cash flows from financing activities:	(12,529,000)	(8.017.664)
Increase (decrease) of borrowings	21,115.076	(22,460,388)
Issuance of debt securities in the form of bonds	8,277,119	(22,400,366)
Repurchase of convertible bonds	(146,510)	-
Increase in long-term borrowings Decrease in long-term borrowings	3,889,740	19,636,556
Increase in deposits received	100 407	(952,401)
Cash dividends to shareholders	189,487 (4,572,826)	1,901,646
Issuance of common stock arising from exercise of employee stock options	329,940	(3,273,767) 7,444
reasury stock transferred to employees	5,173	- ',
Increase in non-controlling interests Grants income	5,000	-
Net cash flows from (used in) financing activities	188	3,382
Effect of exchange rate changes	<u>29.092.387</u> (1.642.667)	(5,137.528) 1,528,088
Net increase (decrease) in cash and cash equivalents	27,019,136	(2,492,554)
Cash and cash equivalents at beginning of the period	45,560,293	72.579.429
Cash and cash equivalents at end of the period	\$72,579,429	70.086.875

Attachment 2

Audit Committee's Report

The Board of Directors has prepared the Company's 2013 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 : Michael

March 25, 2014

Wistron Corporation

Profit Appropriation Statement for Year 2013

Unit: NT\$

Undistributed Surplus at the Beginning of the year		10,660,778,047
Plus: Effect of Transition to Taiwan-IFRSs	124,991,696	
Undistributed Surplus at the Beginning of the year		10,785,769,743
under IFRSs		
Plus(Minus):		
Actuarial gains	22,254,125	
Retirement of treasury stock	(489,967,473)	
Capital surplus and unappropriated earnings	(68,438,148)	
resulting from equity-accounted investees	(00,430,140)	
Net Income After Tax	5,751,340,605	
Minus:		
Legal Reserve	(575,134,061)	
Plus:		
Reversal in Special Reserve	1,054,211,338	
Distributable Earnings		16,480,036,129
Distribution Items:		
Stock Dividends to Common Shareholders	(475,632,060)	
Cash Dividends to Common Shareholders	(4,280,688,508)	(4,756,320,568)
Undistributed Earnings at the end of the Period		11,723,715,561
Note:		
Bonus to Employees 617,695,820		
Remuneration to Directors 62,304,179		

Note1: Stock dividend: NT\$0.2 per share.

Note2: Cash dividend: NT\$1.8 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

Attachment 4

Comparison Between Original and Amendments to

"Procedures of Asset Acquisition and Disposal"

Items	Original Version	Amendment Version	Reason
Article 2	The term "assets" as used in the	The term "assets" as used in the	To comply with
	Procedures including:	Procedures including:	the Regulation
	1	1	update.
	2. Real estate and other fixed	2. Real estate <u>(including land,</u>	
	assets.	houses and buildings,	
	3	investment property, rights to	
	4	use land, and construction	
	5	enterprise inventory) and	
	6	equipment other fixed assets.	
	7	3	
		4	
		5	
		6	
		7	
Article 3	Definitions	Definitions	To comply with
	1	1	the Regulation
	2. "Assets Acquired or Disposed	2. "Assets Acquired or Disposed	update.
	by Mergers, Splits, Acquisition	by Mergers, Splits, Acquisition	
	or Shares Transference	or Shares Transference	
	Pursuant to Laws" means	Pursuant to Laws" means	
	assets acquired or disposed by	assets acquired or disposed by	
	mergers, splits, acquisition or	mergers, splits, acquisition or	
	shares transference pursuant	shares transference pursuant	
	to Enterprise Merger and	to Enterprise Merger and	
	Acquisition Law, Financial	Acquisition Law, Financial	
	Holding Companies Law,	Holding Companies Law,	
	Financial Institutions Merger	Financial Institutions Merger	
	Law or other laws or share	Law or other laws or share	
	transference from other	transference from other	
	companies (hereinafter	companies (hereinafter	
	referred to as "share	referred to as "share	
	transference") by issuing new	transference") by issuing new	
	shares pursuant to the six	shares pursuant to the <u>eight</u>	
	paragraph of Article 156 of	six paragraph of Article 156 of	
	Company Law.	Company Law.	
	3	3	
	4	4	
	5. The term "professional	5. The term "professional	
	appraiser" means a real estate	appraiser" means a real estate	
	appraiser or other according to	appraiser or other according to	

Items	Original Version	Amendment Version	Reason
Article 3	laws engaged in real estate,	laws engaged in real estate,	To comply with
	other fixed assets valuation	equipment other fixed assets	the Regulation
	business.	valuation business.	update.
	6	6	
	7		
Article 4		Procedures of Evaluation and	To comply with
	l .	Operation for the Acquisition or	the Regulation
	Disposition of Assets	Disposition of Assets	update.
	1	1	
	2. For acquisition or disposition of	2. For acquisition or disposition	
	real estates, other fixed assets,	of real estates, <u>equipment</u>	
	membership certificates,	other fixed assets,	
	intangible assets, and assets	•	
	acquired or disposed by	intangible assets, and assets	
	mergers, splits, acquisition or	acquired or disposed by	
	shares transference in accordance to laws, the	mergers, splits, acquisition or shares transference in	
	accordance to laws, the operating department shall		
	submit items such as the	accordance to laws, the operating department shall	
	reasons for the proposed	submit items such as the	
	acquisition or disposition,	reasons for the proposed	
	targeted assets, trading	acquisition or disposition,	
	counterparties, price of	targeted assets, trading	
	transfer, receipt and payment	counterparties, price of	
	terms, and price reference, etc.	transfer, receipt and payment	
	to the in-charge department	terms, and price reference,	
	for the decision.	etc. to the in-charge	
	3	department for the decision.	
	4	3	
		4	
Article 5	Procedures of Ratification and	Procedures of Ratification and	To comply with
	Decision for the Acquisition or	Decision for the Acquisition or	the Regulation
	Disposition of Assets	Disposition of Assets	update and the
	1.Manner and the Reference	1. Manner and the Reference	Company's
	Basis for the Decision on Price	Basis for the Decision on Price	operational
	(1)	(1)	needs.
	(2) The acquisition or	(2) The acquisition or	
	disposition of real estate	disposition of real estate	
	and other fixed assets shall	and <u>equipment</u> other fixed	
	be carried out by price	assets shall be carried out	
	comparison, price	by price comparison, price	
	negotiation, or bidding. As	negotiation, or bidding. As	
	to the price of real estate, it	to the price of real estate, it	
	shall be determined by	shall be determined by	
	reference to the announced	reference to the announced	

Items	Original Version	Amendment Version	Reason
Article 5	present value, appraised	present value, appraised	To comply with
	present value, and actual	present value, and actual	the Regulation
	transaction price in the	transaction price in the	update and the
	vicinity.	vicinity.	Company's
	(3)	(3)	operational
	(4)	(4)	needs.
	2. Amount and Level of License	2. Amount and Level of License	
	(1)Unless otherwise provided	(1) Unless otherwise provided	
	below, the acquisition or	below, the acquisition or	
	disposition of securities	disposition of securities	
	shall be approved by the	shall be approved by the	
	Board of Directors before its	Board of Directors before	
	execution:	its execution:	
	(a)	(a)	
	(b)	(b)	
	(c) Short-term idle funds	(c) Short-term idle funds	
	invested in short-term	invested in short-term	
	securities such as	securities such as	
	domestic government	domestic government	
	bonds, domestic bond	bonds, domestic bond	
	funds, financial bonds,	funds, financial bonds,	
	American government	American government	
	bond and oversea bond	bond and oversea bond	
	fund with good credit	fund with good credit	
	rating, whereby the	rating, <u>domestic money</u>	
	Director of Finance/the	market funds, whereby	
	finance manager is	the Director of	
	authorized to execute for	Finance/the finance	
	each single transaction	manager is authorized to	
	or the daily total amount	execute for each single	
	not exceeding NT\$1	transaction or the daily	
	billion; the approval of	total amount not	
	vice president of	exceeding NT\$1 billion;	
	finance/CFO is required	the approval of vice	
	for amounts between	president of finance/CFO	
	NT\$ 1 and 2 billion; and the approval of the	is required for amounts between NT\$ 1 and 2	
	the approval of the chairman of the board is	billion; and the approval	
	required for amount	of the chairman of the	
	exceeding NT\$ 2 billion.	board is required for	
	(2)	amount exceeding NT\$ 2	
	(3)Acquisition or disposition of	billion.	
	the Company and its	(2)	
	subsidiary machinery and	(3)Acquisition or disposition of	
	Japanary machinery and	(3)/Acquisition of disposition of	

Items	Original Version	Amendment Version	Reason
Article 5	equipment used for	the Company and its	To comply with
	operating purposes, to	subsidiary machinery and	the Regulation
	authorize the Chairman of	equipment used for	update and the
	the Board of Directors or its	operating purposes, to	Company's
	authorized personnel	authorize the Chairman of	operational
	decisions NT\$300 million,	the Board of Directors or its	needs.
	and afterwards would then	authorized personnel	
	be sent the most recent of	decisions NT\$300 million,	
	the Board for ratification.	and afterwards would then	
	Otherwise, the acquisition	be sent the most recent of	
	or disposition of other fixed	the Board for ratification.	
	assets; for any projects the	Otherwise, the acquisition	
	amount is more than	or disposition of equipment	
	NT\$300 million, must be	other fixed assets; for any	
	approved by the Board of	projects the amount is	
	Directors, the chairman of	more than NT\$300 million,	
	the Board or his authorized	must be approved by the	
	officers decides for other	Board of Directors, the	
	projects before its	chairman of the Board or	
	executions.	his authorized officers	
	(4)The license of acquisition or	decides for other projects	
	disposition of derivative	before its executions.	
	products is enacted in	(4)The license of acquisition or	
	accordance to the	disposition of derivative	
	Company's development of	products <u>shall</u> be	
	turnover and variation of	<u>authorized</u> to relevant	
	risk position; it is effective	<u>personnel</u> i s enacted in	
	after being approved by the	accordance with to the	
	chairman of the Board or his	"Rules and Procedures of	
	authorized officers, and	<u>Derivative</u> <u>Transactions",</u>	
	must be ratified by the	and shall report to the	
	Board of Directors	<u>meeting of Board of</u>	
	thereafter, this procedure	<u>Directors at least</u>	
	also applies to any	<u>quarterly.</u> Company's	
	amendment.	development of turnover	
	3. Operating Department	and variation of risk	
	The finance department is the	position; it is effective after	
	operating department for	being approved by the	
	securities and derivative	chairman of the Board or	
	product investments; the using	his authorized officers, and	
	department and the relevant	must be ratified by the	
	in-charge department are the	Board of Directors	
	operating departments for	thereafter, this procedure	
	investments in real estate,	also applies to any	
	other fixed assets, intangible	amendment.	

Items	Original Version	Amendment Version	Reason
Article 5	assets, membership certificate and assets acquired or disposed by mergers, splits, acquisition or shares transference in accordance to laws.	3. Operating Department The finance department is the operating department for securities and derivative product investments; the using department and the relevant in-charge department are the operating departments for investments in real estate, equipment other fixed assets, intangible assets, membership certificate and assets acquired or disposed by mergers, splits, acquisition or shares transference in accordance to laws.	To comply with the Regulation update and the Company's operational needs.
Article 6	Procedures of Announcement and Filing 1. The acquisition or disposition of the Company's assets, provided below, shall be announced and filed to the FSC's designated website in accordance to its nature and the stipulated form, within two days commencing immediately of its occurrence, with the relevant data and information: (1) Purchase and disposition of real estate from a related party, or purchase or disposition of assets other than real property from or to a related party where the transaction amount reaches 20 percent or more of paidin capital, 10 percent or more of the Company's total assets certified by public accountant, or NT\$300 million or more; provided, this shall not apply to trading of government bonds or bonds under repurchase and resale	Procedures of Announcement and Filing 1. The acquisition or disposition of the Company's assets, provided below, shall be announced and filed to the FSC's designated website in accordance to its nature and the stipulated form, within two days commencing immediately of its occurrence, with the relevant data and information: (1) Purchase and disposition of real estate from a related party, or purchase or disposition of assets other than real property from or to a related party where the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the Company's total assets certified by public accountant, or NT\$300 million or more; provided, this shall not apply to trading of government bonds or bonds under repurchase and	To comply with the Regulation update.

Items	Original Version	Amendment Version	Reason
Article 6	agreements.	resale agreements, <u>or</u>	To comply with
	(2)	subscription or redemption	the Regulation
	(3)	of domestic money market	update.
	(4) Except for asset transactions	<u>funds.</u>	
	provided in the preceding	(2)	
	three items, or an	(3)	
	investment in the mainland	(4)Except for asset	
	China area, where the	transactions provided in	
	transaction amount	the preceding three items,	
	reaching 20% of the	or an investment in the	
	Company's paid-in capital or	mainland China area,	
	in exceeds NT\$300 million;	where the transaction	
	however, not included	amount reaching 20% of	
	otherwise provided below:	the Company's paid-in	
	(a) purchase and sale of	capital or in exceeds	
	government bonds,	NT\$300 million; however,	
	(b) purchase and sale of	not included otherwise	
	bonds with put or call	provided below:	
	conditions,	(a) purchase and sale of	
	(c) machinery equipment	government bonds,	
	that are categorized as	(b) purchase and sale of	
	assets acquired or	bonds with put or call	
	disposed for business	conditions, or	
	use, the transaction	subscription or	
	counterparty is not a	redemption of domestic	
	related party, and the	money market funds,	
	transaction amount has	(c) machinery equipment	
	not exceeded NT\$500	that are categorized as	
	million,	assets acquired or	
	minon,	disposed for business	
		,	
		counterparty is not a related party, and the	
		transaction amount has	
		not exceeded NT\$500	
		-	
		million,	
Article 7	Scope and Amount of Acquisition	Scope and Amount of Acquisition	To comply with
, a cicic ,	or Disposition of Assets	or Disposition of Assets	the Regulation
	1. Apart from acquisition of assets	1. Apart from acquisition of	update and the
	for business use, the Company	assets for business use, the	Company's
	may invest or purchase real	Company may invest or	operational
	estate and securities for non-	purchase real estate and	needs.
	business use, the limitations on	securities for non-business	necus.
	amounts are set forth as	use, the limitations on	
	amounts are set forth ds	use, the initiations off	

Items	Original Version	Amendment Version	Reason
Article 7	follows:	amounts are set forth as	To comply with
	(1) Total investment in real	follows:	the Regulation
	estate for non-business use	(1) Total investment in real	update and the
	shall not exceed 40% of the	estate for non-business use	Company's
	total of shareholders'	shall not exceed 40% of	operational
	equity and long-term	the <u>equity attributable to</u>	needs.
	liabilities of the Company	owners of the Company	
	as certified by the	total of shareholders'	
	accountant.	equity and long-term	
	(2) Total investment in	liabilities of the Company	
	securities shall not exceed	as the most recent	
	the shareholders' equity of	<u>financial report</u> certified <u>or</u>	
	the Company as certified by	<u>reviewed</u> by the	
	the accountant.	accountant.	
	(3) Investment in a single	(2) Total investment in	
	security shall not exceed	securities shall not exceed	
	40% of the shareholders'	200% of the equity	
	equity of the Company as	<u>attributable to owners</u>	
	certified by the accountant.	total of shareholders'	
	2. As to the Company	equity of the Company as	
	subsidiaries, the limitations on	the most recent financial	
	amounts of acquisition or	report certified <u>or</u>	
	disposition of assets shall not	reviewed by the	
	violate rules provided herein below:	accountant.	
	(1) Real estate shall not be	(3) Investment in a single security shall not exceed	
	purchased for non-business	40% of the equity	
	use.	attributable to owners	
	(2) Total investment in	total of shareholders'	
	securities shall not exceed	equity of the Company as	
	40% of the shareholders'	the most recent financial	
	equity of the Company as	report certified or	
	certified by the accountant.	<u>reviewed</u> by the	
	(3) Investment in a single	accountant.	
	security shall not exceed	2. As to the Company	
	20% of the shareholder's	subsidiaries, the limitations on	
	equity of the Company as	amounts of acquisition or	
	certified by the accountant.	disposition of assets shall not	
		violate rules provided herein	
		below:	
		(1) Real estate shall not be	
		purchased for non-business	
		use.	
		(2) Total investment in	
		securities shall not exceed	

Items	Original Version	Amendment Version	Reason
Article 7		40% of the equity	To comply with
		attributable to owners total	the Regulation
		of shareholders' equity of	update and the
		the Company <u>as the most</u>	Company's
		<u>recent financial report</u>	operational
		certified <u>or reviewed</u> by the	needs.
		accountant.	
		(3) Investment in a single	
		security shall not exceed	
		20% of the <u>equity</u>	
		attributable to owners total	
		of shareholders' equity of	
		the Company <u>as the most</u>	
		recent financial report	
		certified <u>or reviewed</u> by the	
Autiala 10	Approximat France	accountant.	To company with
Article 10	Appraisal Report from	Appraisal Report from	To comply with
	Professional Appraisal Institutions	Professional Appraisal Institutions	the Regulation
	In acquiring or disposing of real estates or other fixed assets by	In acquiring or disposing of real	update.
	the Company, unless otherwise	estates or equipment other fixed	
	transacting with a government	assets by the Company, unless	
	institution, commissioning others	otherwise transacting with a	
	to build on its own land, leased	government institution,	
	land by appointing a constructor,	commissioning others to build on	
	or acquiring or disposing the	its own land, leased land by	
	machines and equipment for	appointing a constructor, or	
	business use, and the transaction	acquiring or disposing the	
	amount reaches 20% of the	machines and equipment for	
	Company's paid-in capital or	business use, and the transaction	
	exceeds NT\$300 million, the	amount reaches 20% of the	
	Company shall, prior to the date	Company's paid-in capital or	
	of occurrence of the event,	exceeds NT\$300 million, the	
	obtain an appraisal report issued	Company shall, prior to the date	
	by a professional appraisal	of occurrence of the event,	
	institutions, and comply with the	obtain an appraisal report issued	
	following provisions:	by a professional appraisal	
	1	institutions, and comply with the	
	2	following provisions:	
	3.An accountant's opinions on	1	
	the differentiation and	2	
	appropriateness of the	3. An accountant's opinions on	
	transaction price is required if	the differentiation and	
	any one of the conditions	appropriateness of the	
	below has occurred, unless all	transaction price is required if	

Items	Original Version	Amendment Version	Reason
Article 10	the appraisal results for the assets to be acquired are higher than the transaction amount, or all the appraisal results for the assets to be disposed of are lower than the transaction amount:	any one of the conditions below has occurred, and the accountant should do so in accordance with the provisions of Statement of Auditing Standards No. 20 published by the ROC Accounting Research and Development Foundation (ARDF), unless all the appraisal results for the assets to be acquired are higher than the transaction amount, or all the appraisal results for the assets to be disposed of are lower than the transaction amount:	To comply with the Regulation update.
Article 11	Certified Accountant's Opinions 1 2. In acquiring or disposing membership certificate or intangible assets by a public company, and the transaction amount reaching 20% of the Company's paid-in capital or in exceeding NT\$300 million, an accountant shall, prior to the date of occurrence of the event, be retained to express opinions on the reasonableness of the transaction price, and the accountant shall handle the matter pursuant to Article 13 of the statements of Financial Accounting Standards No. 20 promulgated by Accounting Research and Development Foundation. 3	Certified Accountant's Opinions 1 2. In acquiring or disposing membership certificate or intangible assets by a public company, and the transaction amount reaching 20% of the Company's paid-in capital or in exceeding NT\$300 million, except in transactions with a government institution, an accountant shall, prior to the date of occurrence of the event, be retained to express opinions on the reasonableness of the transaction price, and the accountant shall handle the matter pursuant to Article 13 of the statements of Financial Accounting Standards No. 20 promulgated by Accounting Research and Development Foundation. 3	To comply with the Regulation update.
Article 12	The Company must submit the	The Company must submit the	To comply with the Regulation
	information provided below to the Board of Directors for	information provided below to the Board of Directors for	update.

Items	Original Version	Amendment Version	Reason
Article 12	approval, upon first obtaining a	approval, upon first obtaining a	To comply with
	consent from the Audit	consent from the Audit	the Regulation
	Committee, before its execution	Committee, before its execution	update.
	of the purchase or disposition of	of the purchase or disposition of	
	real estate from related parties,	real estate from related parties,	
	or acquisition or disposition of	or acquisition or disposition of	
	assets other than real property	assets other than real property	
	from or to related parties where	from or to related parties where	
	the transaction amount reaches	the transaction amount reaches	
	20 percent or more of paid-in	20 percent or more of paid-in	
	capital, 10 percent or more of the	capital, 10 percent or more of	
	Company's total assets, or	the Company's total assets, or	
	NT\$300 million or more. The	NT\$300 million or more, except	
	Company may not proceed to	in trading of government bonds	
	enter into a transaction contract	or bonds under repurchase and	
	or make a payment until	<u>resale</u> <u>agreements,</u> <u>or</u>	
	receiving approval as discussed	subscription or redemption of	
	herein from the Board of	domestic money market funds.	
	Directors, including.	The Company may not proceed	
	1	to enter into a transaction	
	2	contract or make a payment until	
	3	receiving approval as discussed	
	4 5	herein from the Board of	
	6	Directors, including. 1	
	7	2	
	The calculation of the transaction	3	
	amounts referred to in this Article	4	
	shall be made in accordance with	5	
	Article 6, paragraph 2 herein, and	6	
	"within the preceding year" as	7	
	used herein refers to the year	The calculation of the	
	preceding the date of occurrence	transaction amounts referred to	
	of the current transaction. Items	in this Article shall be made in	
	that have been approved by the	accordance with Article 6,	
	Audit Committee and the Board	paragraph 2 herein, and "within	
	of Directors need not be counted	the preceding year" as used	
	toward the transaction amount.	herein refers to the year	
	With respect to the acquisition or	preceding the date of occurrence	
	disposition of business-use	of the current transaction. Items	
	machinery and equipment		
	between the Company and its	Audit Committee and the Board	
	subsidiaries, and when the	of Directors need not be counted	
	transaction is within the	toward the transaction amount.	
	authorized amount, the Chairman	With respect to the acquisition	

Items	Original Version	Amendment Version	Reason
Article 12	of the Board may, pursuant to	or disposition of business-use	To comply with
	Article 5, paragraph 2,	machinery and equipment	the Regulation
	subparagraph 3, decide such	between the Company and its	update.
	matters and have the decisions	subsidiaries, and when the	
	subsequently submitted to and	transaction is within the	
	ratified at the next Board of	authorized amount, the	
	Directors meeting.	Chairman of the Board may,	
		pursuant to Article 5, paragraph	
		2, subparagraph 3, decide such	
		matters and have the decisions	
		subsequently submitted to and	
		ratified at the next Board of	
A -4: -1 - 12	The Common de manhage of week	Directors meeting.	To comply with
Article 13	The Company's purchases of real	The Company's purchases of real estate from a related party shall	To comply with the Regulation
	estate from a related party shall comply with methods provided	comply with methods provided	update.
	below to evaluate the	below to evaluate the	upuate.
	reasonableness of the transaction	reasonableness of the	
	cost:	transaction cost:	
	1	1	
	2	2	
	3	3	
	4	4	
	5. Where one of the following	5. Where one of the following	
	occurrence exists in the	occurrence exists in the	
	Company's purchase of the real	Company's purchase of the	
	estate from the related party,	real estate from the related	
	the transaction is exempt from	party, the transaction is	
	the application of the	exempt from the application of	
	preceding four paragraphs;	the preceding four paragraphs;	
	however, the Article 12 shall	however, the Article 12 shall	
	still apply: (1)	still apply:	
	(2)	(1) (2)	
	(3)Acquiring real estate by a	(3)Acquiring real estate by a	
	joint construction contract	joint construction contract	
	executed with the related	executed with the related	
	party.	party, or through engaging a	
	, ,	related party to build real	
		property, either on the	
		company's own land or on	
		rented land.	
Article 29		<u>-</u>	Correspondence
	The 7 th amendment was made on		to the
	June 14, 2013.	on June 14, 2013.	amendment date.

Items	Original Version	Amendment Version	Reason
		The 8 th amendment was made	
		on June 11, 2014.	