

ANNOUNCEMENT

TENDER OFFER FOR REPURCHASE OF CONVERTIBLE NOTES

In January 2012, Wistron Corporation ("**Wistron**", or the "**Company**") issued US\$280,000,000 aggregate principal amount of Zero Coupon Convertible Notes due 2015 (ISIN: XS0656040515) (the "**Notes**"), which are convertible into ordinary shares of the Company. As at the date hereof, the aggregate outstanding principal amount of the Notes is US\$274,600,000. The Notes are listed on the Singapore Exchange Securities Trading Limited.

On the terms and subject to the conditions described in the tender offer memorandum dated 9 December 2014 (the "**Tender Offer Memorandum**"), the Company invites the holders of the Notes ("**Noteholders**") to tender the Notes for repurchase by the Company for cash (the "**Tender Offer**"). The purchase price for each US\$200,000 principal amount of the tendered Notes is US\$209,400 ("**Tender Consideration**"). Without prejudice to the Company's right to reject any Offer to Sell, Wistron proposes to accept Offers to Sell for any and all of the outstanding Notes without scaling on the terms and subject to the conditions contained in the Tender Offer Memorandum.

Notes purchased by the Issuer pursuant to the Tender Offer will be cancelled and will not be re-issued or re-sold. Notes which have not been validly submitted and accepted for tender pursuant to the Tender Offer will remain outstanding.

The Tender Offer is being made as part of the Issuer's commitment to the active management of its balance sheet.

The Tender Offer will commence at 5:00pm (Singapore time) on 9 December 2014 and will end at 11:00pm (Singapore time) on 17 December 2014, unless extended by the Company as provided in the Tender Offer Memorandum (the "**Tender Offer Period**").

If a Noteholder wishes to tender any of its Notes pursuant to the Tender Offer, Electronic Offer Instructions (as defined in the Tender Offer Memorandum) must be submitted by or on its behalf to the Tender and Tabulation Agent (as defined in the Tender Offer Memorandum) during the Tender Offer Period. Only a Direct Participant (as defined in the Tender Offer Memorandum) in a Clearing System (as defined in the Tender Offer Memorandum) can properly instruct that Clearing System with regard to submitting Offers to Sell. If a Noteholder holds its Notes through a custodian, it may not submit an Offer to Sell directly. It should therefore contact its custodian to instruct its custodian to submit one or more Offers to Sell on its behalf.

The final results of the Tender Offer are expected to be announced no later than the 18 December 2014. Wistron will announce the aggregate principal amount of Notes accepted by the Company for purchase pursuant to the Tender Offer.

The Settlement Date for the Tender Offer is expected to be no later than 19 December 2014. All sales pursuant to the Tender Offer will settle through the normal procedures of one of the Clearing Systems. On the Settlement Date, the Company shall pay or procure that there is paid to each Noteholder which

has validly submitted an Offer to Sell during the Tender Offer Period, an amount in cash equal to the relevant Tender Consideration in respect of the Notes so tendered and delivered by such Noteholder and accepted for purchase by the Company. The Tender Consideration shall be settled in U.S. dollars.

This announcement does not constitute an offer to sell, or a solicitation of an offer to buy, any security and shall not constitute an offer, solicitation or sale in any jurisdiction in which such offer, solicitation or sale would be unlawful.

The Tender Offer is not being made to, and no Offers to Sell will be accepted from, or on behalf of, holders of the Notes in any jurisdiction in which the making of such Tender Offer would not be in compliance with the laws or regulations of such jurisdiction. In particular, persons located or resident in the United States of America, its territories and possessions, any state of the United States of America or the District of Columbia may not participate in the Tender Offer. Restrictions on participation in the Tender Offer also apply in the United Kingdom, the Republic of Italy, Belgium, France and may apply in other jurisdictions.

Wistron Corporation

9 December 2014