

FORM OF NOTE CONVERSION NOTICE

NOTE CONVERSION NOTICE

WISTRON CORPORATION
Zero Coupon Convertible Notes due 2015

PLEASE READ THE NOTES AT THE END OF THIS NOTICE BEFORE COMPLETING THIS NOTICE.

Please fax the completed Note Conversion Notice to:

CITIBANK, N.A., LONDON
c/o Citibank, N.A., Dublin
DUB-01-11
Ground Floor
1 North Wall Quay
Dublin 1
Ireland
Attention: Agency and Trust
Fax No. +353 1 622 2031

Please enter principal amount and serial or identifying numbers of Notes to be converted:

Total principal amount of Notes:	_____
Serial or identifying number of Notes*:	_____
ISIN number of Notes:	XS065604515

* Not required for Notes represented by a Global Certificate. Attach extra sheets if necessary.

TO: CITIBANK, N.A., LONDON
Wistron Corporation (the "Company")

I/We, being the holder(s) of the Notes specified above, hereby irrevocably elect to convert such principal amount of Notes (being US\$200,000 in principal amount) as indicated above into common shares ("Shares") in accordance with Article 11 of the Indenture.

Please complete Item A below:

A. Information on the Registered Holder of the Shares

1. Name and address of the person in whose name Shares (as defined in the Indenture) are to be registered (if applicable) upon conversion of the Notes:

Name:	_____
Address:	_____ _____

2. I/We hereby request that the Shares (including any cash, if applicable) delivered upon conversion of the Note specified above be registered in the name of the person specified above and be delivered to the account registered in the name of the following person at Taiwan Depository & Clearing Corporation ("TDCC"):

Name:	_____
Address:	_____ _____
Account Number of TDCC	_____
[Other additional information required by Conversion Agent]*	_____

* To be supplied by the Conversion Agent and the additional information to be required by the Conversion Agent may differ from time to time.

Please read and complete Items B through F below:

- B. Delivery of the Required Documents. I/we have provided the Conversion Agent with the Notes to be converted hereby and any documents required in relation to the declarations below or to verify the same accompany this form.
- C. Acknowledgement of the Closed Period. I/we hereby declare that I/we have been notified by the Company that the Company's register of shareholders may be closed from time to time. I/We hereby declare that any applicable condition to convert of the Notes, if any, has been complied with by me/us, that I/we am/are not acting on behalf of the Company or any of its affiliates.
- D. Taxes and Duties Payable. I/We hereby declare that all stamp, issue, registration or similar taxes and duties payable on conversion of the Notes in the jurisdiction where the Notes are delivered have been paid.
- E. Approvals etc. I/We hereby declare that all approvals, consents and authorizations (if any) required by the laws of the ROC and the United Kingdom to be obtained by me/us prior to the said conversion have been obtained and are in full force and effect and that any applicable condition thereto has been complied with by me/us.
- F. Relationship with the Company. I/We are providing the information below to enable the Company to comply with its reporting obligations under the laws and regulations of the Republic of China and understand that the Company shall rely on the information provided herein for such purpose. I/We also agree that the Company may provide or report such information for such purpose.

I/we certify that:

[tick one]

I am a non ROC person and has obtained the foreign investor investment identification (the "Foreign Investor Investment I.D.") issued pursuant to ROC Regulations Governing Securities Investment by Overseas Chinese and Foreign Nationals and the number of the Shares to be received by the holder of the Shares issuable upon such conversion ("Registered Shareholder") under this Conversion Notice as mentioned below is less than 10% of the Company's total issued and outstanding Shares.

I am a non ROC person and has obtained the Foreign Investor Investment I.D. and the number of the Shares to be received by the Registered Shareholder under this Conversion Notice as mentioned below will be 10% or more of the Company's total issued and outstanding Shares and the Registered Shareholder has obtained the approval from the ROC Investment Commission of the Ministry of Economic Affairs ("ROC MOEAIC") to acquired such converted Shares and has provided a copy of such approval to the Company and the Paying Agent.

I/we certify that:

[tick one]

I am a Qualified Domestic Institutional Investor of People's Republic of China ("QDII") approved by the China Securities Regulatory Commission and has obtained the Mainland area Qualified Domestic Institutional Investor investment identification (the "QDII Investment I.D.") issued pursuant to ROC Regulations Governing Securities Investment and Futures Trading in Taiwan by Mainland Area Investors and neither the number of the Shares to be received by the Registered Shareholder under this Conversion Notice as mentioned below nor the aggregate number of Shares held by the Registered Shareholder (including the Shares to be converted under this Conversion Notice as mentioned below) will be less than 10% of the Company's total issued and outstanding Shares.

I am a QDII approved by the China Securities Regulatory Commission and has obtained the QDII Investment I.D. and the number of the Shares to be received by the Registered Shareholder under this Conversion Notice as mentioned below or the aggregate number of Shares held by the Registered Shareholder (including the Shares to be converted under this Conversion Notice as mentioned below) will be 10% or more of the Company's total issued and outstanding Shares and the Registered Shareholder has obtained the approval from the ROC MOEAIC to acquire such Shares and has provided a copy of such approval to the Company and the Paying Agent.

I/we certify that:

[tick one]

(i) I am not/ None of us are a "Related Person" (as defined below) of Wistron Corporation.

(ii) I, or the person whose name and nationality is _____, is a "Related Person" of the Company.

I/we certify that:

[tick one]

(i) I /We will own _____ Shares of the Company from the conversion of this Note surrendered herewith (not including Shares mentioned below):

(ii) I /We have converted from this Note _____ Shares of the Company prior to the date hereof.

H. Converting holder's Information and Signature.

Please complete the following information with respect to the converting holder of the Note

Name:(In English and Chinese, if any)	
Date:	
Signature:	
Nationality:	
Address:	
Euroclear/Clearstream* Account No.:	
Contact Person:	
Daytime Telephone No.:	
Fax No.:	
Email Address:	

For Conversion Agent's use only:

1 Notes Deposited for Conversion.

- (a) Notes conversion identification reference: Wistron Corporation Zero Coupon Convertible Notes Due 2015/ _____
- (b) Deposit Date: _____
- (c) Conversion Date: _____

* Delete as appropriate.

2 Shares to be Issued Upon conversion.

- (a) Aggregate principal amount of Notes deposited for conversion:

- (b) Conversion Price on Conversion Date: _____
- (c) Number of Shares deliverable: _____ (disregard fractions)

N.B. The Conversion Agent must complete items 1 and 2 (if applicable).

NOTES

1 This Conversion Notice shall be void unless the applicable Sections A through H above are duly completed and must be deposited during the Conversion Period.

2 Your attention is drawn to Section 11.02 of the Indenture with respect to the conditions precedent which must be fulfilled before the Notes specified above shall be treated as effectively deposited for conversion.

3 If a retroactive adjustment of the Conversion Price contemplated by the terms and conditions of the Notes is required in respect of a conversion of Notes, additional Shares deliverable pursuant to such retroactive adjustment (together with any other securities, property or cash, if applicable) shall be delivered or dispatched in accordance with the Indenture.

4 A person or entity is deemed to be a "*Related Person*" of the Company if the person or entity is:

- (a) (i) a company of which the chairman of the board of directors or the general manager serves as the chairman of the board of directors or the general manager of the Company, or is the spouse or a relative by blood or marriage to the chairman of the board of directors or general manager of the Company within the second degree as defined under the ROC Civil Code;
- (ii) a non-profit organization of which the funds donated from the Company exceeds one-third of the non-profit organization's total fund;
- (iii) the Company's director, supervisor, general manager, vice-general manager, assistant vice-general manager, or departmental head of the Company reporting to the Company's general manager;
- (iv) the spouse of a director, supervisor or general manager of the Company;
- (v) a relative by blood or marriage to the Company's chairman of the board of directors or general manager within the second degree as defined under the ROC Civil Code.

OR

- (b) a person or entity in which the Company has invested, which investment is accounted for by the equity method of accounting under generally accepted accounting principles in the ROC (the "Equity Method"); or a person or entity which uses the Equity Method to account for an investment in the Company.

5 Dispatch of share certificates or other securities or property will be made at the risk of the converting Noteholder and the converting Noteholder will be required to submit any necessary documents required in order to effect, dispatch in the manner specified.

