PRE-OFFER ADVERTISEMENT IN ACCORDANCE WITH REGULATION 18(7) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED, FOR THE ATTENTION OF THE ELIGIBLE SHAREHOLDERS OF

SHARP INDIA LIMITED

Registered Office: Gat No. 686/4, Koregaon Bhima, Tal. Shihur, Dist. Pune - 412 216, Maharashtra, India
Tel.: 91-02137-252417; Fax: 91-02137-252453

OPEN OFFER FOR ACQUISITION OF UP TO 6,486,000 FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF INR 10 EACH (THE "EQUITY SHARES") OF SHARP INDIA LIMITED (THE "TARGET COMPANY") FROM THE ELIGIBLE SHAREHOLDERS OF THE TARGET COMPANY, BY SHARP CORPORATION (THE "ACQUIRER") TOGETHER WITH (I) HON HAI PRECISION INDUSTRY CO., LTD ("HON HAI"/"PAC1"); (II) FOXCONN (FAR EAST) LIMITED ("FFE"/"PAC2"); (III) FOXCONN TECHNOLOGY PTE. LTD ("FTP"/"PAC3"); AND (IV) SIO INTERNATIONAL HOLDINGS LIMITED ("SIO"/"PAC4") COLLECTIVELY REFERRED TO AS THE PERSONS ACTING IN CONCERT (THE "PAC") WITH THE ACQUIRER (THE "OFFER"/"OPEN OFFER")

This advertisement ("**Pre-Offer Advertisement**") is being issued by ICICI Securities Limited (hereinafter referred to as "**Manager to the Offer**") on behalf of the Acquirer along with the PAC in respect of the Offer to the Eligible Shareholders of the Target Company pursuant to and in compliance with Regulation 18(7) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended ("**SEBI (SAST) Regulations**").

This Pre-Offer Advertisement should be read in continuation of, and in conjunction with the Public Announcement dated 26 August 2016 (the "**PA**"), the detailed public statement dated 31 August 2016 (the "**DPS**"), the draft letter of offer dated 9 September 2016 (the "**DLoF**"), corrigendum to DPS dated 11 November 2016 and the letter of offer dated 21 November 2016 dispatched to the Eligible Shareholders of the Target Company (the "**LoF**").

The DPS and corrigendum to DPS was published on 1 September 2016 and 12 November 2016 respectively in the following newspapers:

Newspaper	Language	Editions
Financial Express	English	All editions
Jansatta	Hindi	All editions
Navshakti	Marathi	Mumbai edition
Loksatta	Marathi	Pune edition

This Pre-Offer Advertisement is being issued in all the newspapers in which the DPS and corrigendum to DPS was published. Terms used but not defined in this Pre-Offer Advertisement shall have the meanings assigned to such terms in the PA, the DPS, DLoF and the LoF.

1. **Offer Price**: The Offer is being made at a price of INR 53.18 along with the Enhancement Amount of INR 2.75, amounting to INR 55.93 per Equity Share ("**Offer Price**") payable in cash. There has been no revision in the Offer Price. The maximum consideration payable under this Offer (assuming full acceptance) is INR 362,761,980.
2. **Recommendations of the Committee of Independent Directors**: A Committee of Independent Directors of the Target Company (the "**IDC**") published its recommendation on the Offer on 24 November 2016 in all editions of Financial Express (English), all editions of Jansatta (Hindi), in Ahmedabad edition of Financial Express (Gujarati), Pune edition of Loksatta (Marathi) and Mumbai Edition of Navshakti (Marathi). A summary of the relevant extracts of the IDC's recommendations are below:

Members of the IDC	Ms. Bhumika Batra - Chairman Mr. Prashant Asher - Member
Recommendation on the Open Offer, as to whether the offer is fair and reasonable	Members of the IDC believe that the open offer is fair and reasonable
Summary of reasons for recommendation	The IDC has taken into consideration the following while recommending that the Open Offer is fair and reasonable: 1. The IDC has reviewed a) the Public Announcement dated 26.08.2016 b) the Detailed Public Statement dated 31.08.2016 and c) the Letter of Offer dated 17.11.2016 filed with the Securities and Exchange Board of India. 2. Upon review, the IDC is of the opinion that the Offer Price offered by the Acquirer and PAC is in alignment with the SEBI (SAST) Regulations and appears to be justified prima facie. 3. This is an Open Offer for acquisition of publicly held equity shares. The Public Shareholders have an option to tender their equity shares or remain invested. The Public Shareholders of the TC are advised by the IDC to independently evaluate the Open Offer and take and informed decision whether or not to offer their equity shares in the Open Offer.

3. This Offer is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations. There has been no competitive bid to the Offer.
4. The LoF was dispatched by Monday, 21 November 2016, to the Eligible Shareholders of the Target Company holding Equity Shares as on the Identified Date, i.e. Friday, 11 November 2016.
5. Eligible Shareholders are required to refer para 9 "Procedure for Acceptance and Settlement of this Offer" on page 56 of the LoF in relation to *inter alia* the procedure for tendering their Equity Shares in the Open Offer and are required to adhere to and follow the procedure outlined therein. Please note that a copy of the LoF (including Form of Acceptance-cum-Acknowledgment) is also available on SEBI's website (http://www.sebi.gov.in) during the Tendering Period and shareholders can also apply by downloading such forms from SEBI's website. Further, in case of non-receipt/non-availability of the Form of Acceptance-cum-Acknowledgement, the application can be made on plain paper along with the following details:
   - **a. In case of Equity Shares held in physical form**: An Eligible Shareholder may participate in the Open Offer by providing his/her/its application in writing on a plain paper signed by all Eligible Shareholders (in case of joint holding) stating name, address, folio number, number of Equity Shares held, Equity Share certificate number, number of Equity Shares tendered for the Offer and the distinctive numbers thereof, enclosing the original Equity Share certificate(s), copy of Eligible Shareholder's PAN card(s) and executed share transfer form in favour of the Acquirer. Eligible Shareholders must ensure that the plain paper application, along with the TRS and requisite documents, reach the Registrar to the offer not later than 2 (two) days (excluding Sunday) from the Offer Closing Date i.e. 9 December 2016 (by 5 p.m.). If the signature(s) of the Eligible Shareholders provided in the plain paper application differs from the specimen signature(s) recorded with the Registrar of the Company or are not in the same order (although attested), such plain paper applications are liable to be rejected under this Offer.
   - **b. In case of Equity Shares held in dematerialized form**: An Eligible Shareholder may participate in the Open Offer by providing his/her/its application in writing on a plain paper, signed by all Eligible Shareholders (in case of joint holding), stating name and address of the Eligible Shareholder(s), number of Equity Shares held, Client ID number, DP Name, DP ID, beneficiary account number and number of Equity Shares tendered in the Offer.
6. In terms of Regulation 16(1) of the SEBI (SAST) Regulations, the DLoF was submitted to SEBI on 9 September 2016. The final observations from SEBI were received in terms of Regulation 16(4) of the SEBI (SAST) Regulations vide letter dated 9 November 2016, which have been incorporated in the LoF.
7. **Details regarding the status of the statutory and other approvals**: As disclosed in the LoF, to the best of the knowledge of the Acquirer and/or the PAC, there are no other statutory approvals pending to complete this Offer. However, in case of any other statutory approvals being required by the Acquirer and/or the PAC at a later date, this Offer shall be subject to such approvals and the Acquirer and/or the PAC shall make the necessary applications for such approvals. The Acquirer and/or the PAC will have the right not to proceed with the Offer in accordance with Regulation 23 of the SEBI (SAST) Regulations by withdrawing the Offer in the manner prescribed in the event the statutory approvals are not obtained within the prescribed time or at all.

   In case any other statutory approvals are required by the Acquirer and/or the PAC at a later date before the closure of the Tendering Period, this Offer shall be subject to such approvals and the Acquirer and/or the PAC shall make the necessary applications for such statutory approvals.
8. **Revised Schedule of Activities:** In terms of the tentative schedule of activity communicated by way of the DLoF, the Eligible Shareholders of the Target Company are requested to note the following revisions related to the schedule of activity:

SCHEDULE OF MAJOR ACTIVITIES RELATING TO THE OFFER		
Nature of the Activity	**Day and Date**	**Revised Day & Date**
Issue of PA	Friday, 26 August 2016	Friday, 26 August 2016
Publication of the DPS in newspapers	Thursday, 1 September 2016	Thursday, 1 September 2016
Last date for public announcement of a competing offer*	Monday, 26 September 2016	Monday, 26 September 2016
Identified Date**	Wednesday, 5 October 2016	Friday, 11 November 2016
Last date for dispatch of the Letter of Offer to the Eligible Shareholders	Friday, 14 October 2016	Monday, 21 November 2016
Last date by which a committee of independent directors of the Target Company is required to give its recommendation to the Eligible Shareholders of the Target Company for this Offer	Wednesday, 19 October 2016	Thursday, 24 November 2016
Commencement of tendering period	Friday, 21 October 2016	Monday, 28 November 2016
Closure of tendering period	Friday, 4 November 2016	Friday, 9 December 2016
Last date for payment to Eligible Shareholders	Monday, 21 November 2016	Monday, 26 December 2016

**There is no competing offer*

***Date falling on the 10th (tenth) Working Day prior to the commencement of the Tendering Period, for the purposes of determining the Eligible Shareholders to whom the Letter of Offer shall be sent. It is clarified that all owners (registered or unregistered) of Equity Shares (except the Acquirer, PAC, parties to the Subscription Agreement, Manager to the Offer and persons deemed to be acting in concert with each of them) are eligible to participate in this Offer at any time prior to the closure of the Tendering Period.*

9. There have been no material changes in relation to the Offer since the date of the PA, save and except as disclosed in the DPS and the LoF.
10. It is hereby clarified that the place in the execution block for Foxconn (Far East) Limited (PAC2) on page 63 of the LoF, should be read as 'New Taipei City' instead of 'New Taipie, Taiwan'.
11. The Acquirer, PAC and their respective directors accept full responsibility for the information contained in this Pre-Offer Advertisement and also for the obligations of the Acquirer and PAC laid down in the SEBI (SAST) Regulations.
12. A copy of this Pre-Offer Advertisement is expected to be available on the SEBI website at http://www.sebi.gov.in.

FOR THE ATTENTION OF ELIGIBLE SHAREHOLDERS

SEBI vide circular no. CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 has provided guidelines on the mechanism for acquisition of shares through the stock exchange pursuant to, inter alia, tender-offers under SEBI (SAST) Regulations, to facilitate tendering of shares by the shareholders and settlement of the same through the stock exchange mechanism. Accordingly, this Offer is being carried out through the stock exchange mechanism (in the form of a separate acquisition window provided by Bombay Stock Exchange, being the designated stock exchange), and hence would be subject to payment of securities transaction tax. For further details, Eligible Shareholders are requested to refer to Sr. No. 9 titled "Procedure for Acceptance and Settlement of this Offer" on page 56 of the LoF.

ISSUED BY THE MANAGER TO THE OFFER

ICICI SECURITIES LIMITED

ICICI Centre, H.T. Parekh Marg, Churchgate, Mumbai - 400 020, India
Tel.: +91 22 2288 2460; **Fax:** +91 22 2282 6580; **Email:** sharpindia.openoffer@icicisecurities.com
Website: www.icicisecurities.com; **Contact Person:** Mr. Amit Joshi/Mr. Govind Khetan
SEBI Registration Number: INM000011179

FOR AND ON BEHALF OF

ACQUIRER	PAC 1	PAC 2	PAC 3	PAC 4
SHARP CORPORATION **Registered Office**: 1 Takumi-cho, Sakai-ku, Sakai City, Osaka 590-8522, Japan; **Tel.:** +81-72-282-1221; **Fax:** + 81-72-222-5721 **Place :** Japan	**HON HAI PRECISION INDUSTRY CO., LTD** **Registered Office:** No. 66, Zhongshan Rd., Tucheng Dist., New Taipei City 236, Taiwan **Tel.:** +886-2-2268-3466; **Fax:** +886-2-2268-6296 **Place:** Taiwan	**FOXCONN (FAR EAST) LIMITED** **Registered Office:** Floor 4, Willow House, Cricket Square, P.O Box 2804, Grand Cayman KY1-1112, Cayman Islands; **Tel.:** +886-2-2268-3466; **Fax:** +886-2-2268-6296 **Place:** Cayman Islands	**FOXCONN TECHNOLOGY PTE. LTD** **Registered Office:** 79 Anson Road # 07-03 Singapore (079906); **Tel.:** +886-2-2268-0970; **Fax:** +886-2-2268-7176; **Place:** Singapore	**SIO INTERNATIONAL HOLDINGS LIMITED** **Registered Office:** Floor 4, Willow House, Cricket Square, P.O Box 2804, Grand Cayman KY1-1112, Cayman Islands **Tel.:** +852-3465-6988; **Fax:** +852-3009-8533 **Place:** Cayman Islands

Date: 24 November 2016

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Size: 16(w) x 50(h)