

VOLUNTARY CONDITIONAL GENERAL OFFER

by



**Deutsche Bank AG,
Singapore Branch**

(Company Registration No.: T04UF2192L)
(Incorporated in the Federal Republic of Germany)



**China International Capital Corporation
(Singapore) Pte. Limited**

(Company Registration No.: 200814424W)
(Incorporated in the Republic of Singapore)



DBS Bank Ltd.

(Company Registration No.: 196800306E)
(Incorporated in the Republic of Singapore)

for and on behalf of

JCET-SC (Singapore) Pte. Ltd.

(Company Registration No.: 201437735C)
(Incorporated in the Republic of Singapore)

to acquire all the issued and paid-up ordinary shares in the capital of

STATS ChipPAC Ltd.

(Company Registration No.: 199407932D)
(Incorporated in the Republic of Singapore)

**other than those already owned, controlled or agreed to be acquired by
the Offeror, its related corporations and their respective nominees**

(1) OFFER DECLARED UNCONDITIONAL AS TO ACCEPTANCES

(2) EXTENSION OF CLOSING DATE

1. INTRODUCTION

- 1.1 Deutsche Bank AG, Singapore Branch, China International Capital Corporation (Singapore) Pte. Limited and DBS Bank Ltd. (together, the **"Offeror's Financial Advisers"**) refer to the Offer Document as set out in the composite document dated 16 July 2015 (the **"Composite Document"**) despatched to all shareholders (**"Shareholders"**) of STATS ChipPAC Ltd. (the **"Company"**) on 16 July 2015, in connection with the voluntary conditional general offer (the **"Offer"**) for all the issued and paid-up ordinary shares (excluding issued and paid-up ordinary shares held by the Company as treasury shares but including shares issued and paid-up upon the valid exercise or vesting of Options and Awards) (**"Shares"**) in the capital of the Company, other than those already owned, controlled or agreed to be acquired by the Offeror, its related corporations and their respective nominees (the **"Offer Shares"**).
- 1.2 Capitalised terms not defined in this announcement (the **"Announcement"**) shall have the respective meanings given to them in the Composite Document.

2. UPDATE ON CONDITIONS TO THE OFFER

Minimum Acceptance Condition

- 2.1 As stated in the Offer Document, the Offer is conditional upon the Offeror having received, by the Closing Date, valid acceptances in respect of such number of Shares which, together with the Shares owned, controlled or agreed to be acquired by the Offeror (and persons acting in concert with it) before or during the Offer, will result in the Offeror (and persons acting in concert with it) holding such number of Shares carrying more than 50% of the voting rights attributable to all Shares issued or to be issued pursuant to Options and/or Awards validly exercised by the Closing Date.
- 2.2 The Offeror's Financial Advisers wish to announce, for and on behalf of the Offeror, that as at 5:00 p.m. on the date of this Announcement (the "**Acceptances Unconditional Date**"), the Offeror has received valid acceptances (which have not been withdrawn) in respect of such number of Shares which, when taken together with Shares owned, controlled or agreed to be acquired by the Offeror before or during the Offer, result in the Offeror carrying more than 50% of the voting rights attributable to the maximum potential issued share capital of the Company.
- 2.3 For this purpose, the "**maximum potential issued share capital of the Company**" means the enlarged share capital of the Company taking into account 15,056,769 Shares which would be in issue if all the outstanding Options and/or Awards which may be exercised or vested as of the Acceptances Unconditional Date have been validly exercised or vested as of such date, excluding any Shares held in treasury.
- 2.4 **Accordingly, the Minimum Acceptance Condition has been satisfied and the Offer has become unconditional as to acceptances.**

Perpetual Securities Offering Condition

- 2.5 As stated in the Offer Document, the Company has, on the Offer Announcement Date, made the Rights Issue Announcement. Accordingly, the Perpetual Securities Offering Condition has been fulfilled.
- 2.6 Accordingly, on the date of this Announcement, the Minimum Acceptance Condition and the Perpetual Securities Offering Condition have been fulfilled.

Capital Reduction Condition

- 2.7 **Shareholders should note that the Offer remains conditional upon the completion of the Internal Restructuring Exercise and the Capital Reduction (the "Capital Reduction Condition") and will be declared unconditional in all respects only if and when the Capital Reduction Condition is fulfilled.**

3. LEVEL OF ACCEPTANCES OF THE OFFER

The Offeror's Financial Advisers wish to announce, for and on behalf of the Offeror, that as at 5:00 p.m. on 31 July 2015, the total number of Shares (i) held before the Offer Period; (ii) acquired or agreed to be acquired during the Offer Period; and (iii) for which valid acceptances have been received, are as follows:

	Number of Shares	Percentage of total Shares (%) ¹
Shares held by the Offeror and parties acting in concert with it as at 6 November 2014, being the Possible Offer Announcement Date	0	0.00
Shares acquired or agreed to be acquired by the Offeror and parties acting in concert with it (other than pursuant to valid acceptances of the Offer) between 6 November 2014 up to 5:00 p.m. on 31 July 2015, both dates inclusive	2,202,219	0.10
Valid acceptances of the Offer as at 5:00 p.m. on 31 July 2015 received from Shareholders other than parties acting in concert with the Offeror	1,950,831,826	88.58
Total	1,953,034,045	88.68

4. EXTENSION OF CLOSING DATE

4.1 In accordance with Rule 22.6 of the Code, as the Offer has become unconditional as to acceptances, the Offer will remain open for acceptance for not less than 14 days after the date on which it would otherwise have closed.

4.2 **Accordingly, the Offer will remain open for acceptance until 5:30 p.m. (Singapore time) on 27 August 2015, being not less than 14 days after 13 August 2015 (the first closing date stated in the Offer Document), or such later date(s) as may be announced from time to time by or on behalf of the Offeror (the "Closing Date").**

5. PROCEDURES FOR ACCEPTANCE OF THE OFFER AND REQUEST FOR OFFER-RELATED DOCUMENTS

5.1 Shareholders who have already accepted the Offer are not required to take any action in relation to the Offer.

5.2 The procedures for acceptance of the Offer are set out in Appendix 2 to the Composite Document and in the accompanying Acceptance Form(s). Shareholders who wish to accept the Offer may do so by completing and returning the relevant Acceptance Form(s) and all other relevant documents as soon as possible so as to reach the Offeror no later than 5:30 p.m. on the Closing Date.

5.3 Shareholders who have not received the Composite Document and/or the relevant Acceptance Form(s) should contact The Central Depository (Pte) Limited ("**CDP**") (in the case

¹ Unless otherwise stated, references in this Announcement to percentage or total number of Shares are based on a total of 2,202,218,293 Shares as at 8 July 2015 based on the electronic instant information search results from ACRA in respect of the Company on 8 July 2015. Figures are rounded to the nearest two decimal places. Any discrepancies in the figures included in this Announcement between the amounts shown and the totals thereof are due to rounding and accordingly, figures shown as totals in this Announcement may not be an arithmetic aggregation of the figures that precede them.

of a Shareholder whose Offer Shares are deposited with CDP (“**Depositor**”) or M & C Services Private Limited (in the case of a Shareholder whose Offer Shares are not deposited with CDP (“**Scrip**holder”)), as the case may be, immediately during normal business hours at the addresses set out below:

For Depositors please contact:	For Scripholders please contact:
The Central Depository (Pte) Limited 9 North Buona Vista Drive #01-19/20 The Metropolis Singapore 138588 Tel: (65) 6535 7511	M & C Services Private Limited 112 Robinson Road #05-01 Singapore 068902 Tel: (65) 6227 6660

5.4 Electronic copies of the Composite Document and the Acceptance Forms are also posted on STATS’ counter on SGXNET at www.sgx.com.

5.5 **Shareholders who are in any doubt about the Offer or as to the action they should take, should consult their stockbroker, bank manager, solicitor, accountant, tax adviser or other professional adviser immediately.**

6. RESPONSIBILITY STATEMENT

6.1 The directors of the Offeror and JCET (as the ultimate parent company of the Offeror) (including those who may have delegated detailed supervision of this Announcement) have taken all reasonable care to ensure that the facts stated and all opinions expressed in this Announcement (other than those relating to or expressed by the Company) are fair and accurate and that no material facts have been omitted from this Announcement, and they jointly and severally accept responsibility accordingly.

6.2 Where any information has been extracted or reproduced from published or otherwise publicly available sources, the sole responsibility of the directors of the Offeror and JCET has been to ensure through reasonable enquiries that such information is accurately extracted from such sources or, as the case may be, reflected or reproduced in this Announcement. The directors of the Offeror and JCET do not accept any responsibility for any information relating to or any opinion expressed by the Company.

Issued by

**Deutsche Bank AG,
Singapore Branch**

**China International Capital
Corporation (Singapore) Pte.
Limited**

DBS Bank Ltd.

For and on behalf of

JCET-SC (Singapore) Pte. Ltd.

31 July 2015

Any enquiries relating to this Announcement, the Offer Document or the Offer should be directed to the Offeror's Financial Advisers during office hours:

Deutsche Bank AG	China International Capital Corporation (Singapore) Pte. Limited	DBS Bank Ltd.
Eugene Gong Head of Mergers & Acquisitions, South East Asia Tel: +65 6423 5750 Email: eugene.gong@db.com	Alvin Yap Executive Director, Investment Banking Division Tel: +65 6572 1999 Email: yapalvin@cicc.com.cn	Keng Kok Sing Executive Director, Strategic Advisory Tel: +65 6878 2142 Email: DBSRetro2015@dbs.com
Rohit Satsangi Director, Mergers & Acquisitions, Asia Tel: +852 2203 8068 Email: rohit.satsangi@db.com		