

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**

**OFFER DECLARED UNCONDITIONAL IN ALL RESPECTS**

**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:

- (a) 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”**); and
- (b) the announcement dated 31 July 2015 (the **“Unconditional Acceptances Announcement”**) in relation to the Offer, in which the Offer was declared to be unconditional as to acceptances.

1.2 Capitalised terms not defined in this announcement (the “**Announcement**”) shall have the respective meanings given to them in the Composite Document.

## **2. OFFER DECLARED UNCONDITIONAL IN ALL RESPECTS**

### **Minimum Acceptance Condition**

2.1 As stated in the Unconditional Acceptances Announcement, as at 5:00 p.m. on 31 July 2015, 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. Accordingly, the Minimum Acceptance Condition has been fulfilled.

### **Perpetual Securities Offering Condition**

2.2 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.

### **Capital Reduction Condition**

2.3 As stated in the announcement by the Company (the “**Capital Reduction Announcement**”) on the date of this Announcement (the “**Offer Unconditional Date**”), the Company has lodged a copy of the Order of Court approving the Capital Reduction and Distribution (the “**Court Order**”) with ACRA.

2.4 Following the lodgement of the Court Order with ACRA, the Capital Reduction and Distribution has taken effect and, pursuant to the Distribution *in specie*, legal title to all of the Taiwan HoldCo Shares has been transferred from the Company to all Entitled Shareholders (as defined in the Capital Reduction Announcement) who have not exercised the Cash Election (other than the Excluded Overseas Shareholders (as defined in the Capital Reduction Announcement)). **The Capital Reduction Condition is accordingly regarded as having been fulfilled.**

2.5 **ACCORDINGLY, THE OFFEROR’S FINANCIAL ADVISERS WISH TO ANNOUNCE, FOR AND ON BEHALF OF THE OFFEROR, THAT ALL CONDITIONS TO THE OFFER HAVE THEREFORE BEEN FULFILLED AND THE OFFER HAS BECOME AND IS HEREBY DECLARED UNCONDITIONAL IN ALL RESPECTS ON THE DATE OF THIS ANNOUNCEMENT.**

### 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 4 August 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 (%) <sup>1</sup> |
|--|----------------------|---|
| 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 4 August 2015, both dates inclusive | 2,202,219            | 0.10  |
| Valid acceptances of the Offer as at 5:00 p.m. on 4 August 2015 received from Shareholders other than parties acting in concert with the Offeror   | 1,973,955,640        | 89.63                                       |
| <b>Total</b>   | <b>1,976,157,859</b> | <b>89.73</b>                                |

### 4. CLOSING DATE

4.1 **As stated in the Unconditional Acceptances Announcement, the Offer will remain open for acceptance until 5:30 p.m. (Singapore time) on 27 August 2015 or such later date(s) as may be announced from time to time by or on behalf of the Offeror (the "Closing Date").**

4.2 **Shareholders who have not yet tendered their Shares in acceptance of the Offer and wish to accept the Offer may still do so.**

### 5. SETTLEMENT

5.1 As stated in the Offer Document, remittances for the appropriate amounts will be despatched and sent to the accepting Shareholders, as soon as practicable, and in any case:

- (a) in respect of valid acceptances which are complete in all respects and are received **on or before the Offer Unconditional Date**, within 10 days of the Offer Unconditional Date; or
- (b) in respect of valid acceptances received which are complete in all respects and are received **after the Offer Unconditional Date**, but before the Offer closes, within 10 days of the date of such receipt.

<sup>1</sup> 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.

5.2 The Offeror has issued settlement instructions to effect the first batch of payments to all Shareholders who have accepted the Offer on or before 4 August 2015 (being the day prior to the Offer Unconditional Date).

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

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

6.2 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.

6.3 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 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 (“**Scripholder**”)), as the case may be, immediately during normal business hours at the addresses set out below:

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

6.4 Electronic copies of the Composite Document and the Acceptance Forms are also posted on STATS’ counter on SGXNET at [www.sgx.com](http://www.sgx.com).

6.5 **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.**

**7. COMPULSORY ACQUISITION AND LISTING STATUS**

**Compulsory acquisition**

7.1 Pursuant to section 215(1) of the Companies Act, in the event that the Offeror acquires not less than 90% of the total number of Shares (other than those already held by the Offeror, its related corporations or their respective nominees as at the date of the Offer and excluding any Shares held by the Company as treasury shares), the Offeror would be entitled to exercise the right to compulsorily acquire all the Shares of Shareholders who have not accepted the Offer.

7.2 **As stated in the Offer Document, the Offeror, if and when entitled, intends to exercise its right to compulsorily acquire all the Offer Shares not acquired under the Offer.**

**Listing status**

7.3 As stated in the Offer Document, where the Offeror succeeds in garnering acceptances exceeding 90% of the total number of issued Shares (excluding any Shares held by the Company as treasury shares), thus causing the percentage of the total number of Shares

(excluding any Shares held by the Company as treasury shares) held in public hands to fall below 10%, the SGX-ST will suspend trading of the Shares at the Closing Date.

- 7.4 **The Offeror intends to make the Company its wholly-owned subsidiary and does not intend to preserve the listing status of the Company. Accordingly, the Offeror does not intend to take steps for the lifting of any trading suspension of the Shares by the SGX-ST in the event that, *inter alia*, less than 10% of the total number of Shares (excluding any Shares held by the Company as treasury shares) are held in public hands. In addition, the Offeror also reserves the right to seek a voluntary delisting of the Company from the SGX-ST pursuant to Rules 1307 and 1309 of the Listing Manual.**

## **8. RESPONSIBILITY STATEMENT**

- 8.1 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.
- 8.2 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.**

5 August 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:

| <b>Deutsche Bank AG</b>  | <b>China International Capital Corporation (Singapore) Pte. Limited</b>  | <b>DBS Bank Ltd.</b>  |
|--|--|---|
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