## STATS CHIPPAC LTD.

SHAREHOLDER HOLDING SCRIP SHARES

## CAPITAL REDUCTION AND DISTRIBUTION OF TAIWAN SUBSIDIARIES CASH ELECTION FORM FOR SHAREHOLDER HOLDING SCRIP SHARES ("CASH ELECTION FORM")

THIS CASH ELECTION FORM IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to what action you should take, you should consult your stockbroker, bank manager, solicitor, accountant, tax adviser or other professional adviser immediately. The information contained herein is derived from and should be read in conjunction with the full text of the circular to Shareholders dated 30 March 2015 (the "**Circular**") issued by STATS ChipPAC Ltd. (the "**Company**"). Unless otherwise defined herein or the context requires otherwise, capitalised terms used in this Cash Election Form bear the same meanings ascribed to them in the Circular.

Name(s) and address of Shareholder(s)	Number of Shares registered in your name(s) as at the Books Closure Date (as defined below)
THIS CASH ELECTION FORM IS IN RESPECT OF ALL YOUR SHARES	
COMPANY AS AT 5.00 P.M. ON 13 JULY 2015 (THE "BOOKS CLOSURE DA"	TE"). THE DULY COMPLETED AND SIGNED ORIGINAL OF THIS
CASH ELECTION FORM SHOULD BE SUBMITTED TO THE SHARE REGIST	RAR (AS DEFINED BELOW) NO LATER THAN 5.00 P.M. ON 31
JULY 2015 (OR SUCH OTHER TIME AND DATE AS MAY BE ANNOUNCE	D BY OR ON BEHALF OF THE COMPANY) (THE "ELECTION
CLOSING DATE") IF YOU WISH TO EXERCISE THE CASH ELECTION	(AS DEFINED BELOW) AND RECEIVE YOUR FULL CASH
ENTITLEMENT (AS DEFINED BELOW) IN RESPECT OF ALL YOUR SHARES.	· · ·

The Company has announced that, subject to satisfaction of certain conditions, it intends to undertake the Internal Restructuring Exercise pursuant to which its subsidiaries in Taiwan, STATS ChipPAC Taiwan Semiconductor Corporation and STATS ChipPAC Taiwan Co., Ltd., will be held through the Company's wholly-owned subsidiary, Bloomeria Limited ("Taiwan HoldCo"). Subject to satisfaction of certain further conditions, upon completion of the Internal Restructuring Exercise, the Company intends to undertake the Capital Reduction involving the distribution of US\$89,119,520 (the "Distribution") to Entitled Shareholders by way of: (i) a proposed cash distribution of US\$15,000,000 on a pro-rata basis to Entitled Shareholders based on the number of Shares held by such Entitled Shareholders as at the Books Closure Date (the "Cash Distribution"); and (ii) a proposed distribution *in specie* of US\$74,119,520 in the form of ordinary shares in the capital of Taiwan HoldCo (the "Taiwan HoldCo Shares"), representing the entire shareholding in Taiwan HoldCo, to Entitled Shareholders on the basis of one (1) unlisted Taiwan HoldCo Share for each Share held as at the Books Closure Date (the "Distribution *in specie*").

Pursuant to the Capital Reduction and Distribution, Shareholders with Shares which appear on the Register of Members of the Company as at the Books Closure Date ("Entitled Scripholders") will be entitled to receive the following cash amount and unlisted Taiwan HoldCo Share (the "Basic Entitlement"), for each Share held as at the Book Closure Date:

BASIC ENTITLEMENT

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TAIWAN HOLDCO IS NOT, AND THERE IS NO INDICATION THAT IT WILL BE, LISTED ON THE SGX-ST OR ANY OTHER STOCK EXCHANGE. AS SUCH, TAIWAN HOLDCO SHARES WILL NOT BE PUBLICLY TRADED. Entitled Scripholders <u>WHO DO NOT WISH TO RECEIVE ANY</u> <u>UNLISTED TAIWAN HOLDCO SHARES</u> must elect, using this Cash Election Form, to receive <u>ALL (AND NOT PART)</u> of their entitlements to unlisted Taiwan HoldCo Shares in cash instead (the "**Cash Election**"). If you exercise the Cash Election, you will receive your full entitlement to the Distribution in cash and therefore be entitled to receive the following cash amount (the "**Full Cash Entitlement**"), for each Share held as at the Books Closure Date:

FULL CASH

US\$0.0404681\* IN CASH (\*comprising (i) US\$0.0068113 in cash and (ii) US\$0.0336568 in cash in lieu of one (1) unlisted Taiwan HoldCo Share)

In order for your Cash Election to be effective and valid in all respects, you must submit the duly completed and signed original of this Cash Election Form either by post or by hand (during normal business hours only) to STATS ChipPAC Ltd. c/o the Share Registrar, M & C Services Private Limited at 112 Robinson Road #05-01, Singapore 068902 (the "Share Registrar") so as to reach the Share Registrar NOT LATER THAN 5.00 P.M. ON 31 JULY 2015 (or such other time and date as may be announced by or on behalf of the Company) or in such other manner as may be designated or agreed upon by the Company or the Share Registrar. The payment date for Entitled Shareholders' respective entitlements to the Distribution is expected to be no later than 15 Market Days from 5 August 2015, being the expected Effective Date of the Capital Reduction and Distribution. Notwithstanding the submission of this Cash Election Form to the Share Registrar, the Board of Directors of the Company may, after taking into account certain factors and considerations, decide not to proceed with the Capital Reduction and Distribution, in which case Entitled Shareholders <u>WILL NOT</u> receive any cash and/or Taiwan HoldCo Shares.

YOU MUST RETURN THIS CASH ELECTION FORM IF YOU WISH TO EXERCISE THE CASH ELECTION, OTHERWISE YOU WILL RECEIVE	
YOUR BASIC ENTITLEMENT – A COMBINATION OF CASH AND UNLISTED TAIWAN HOLDCO SHARES	

Please read the instructions on the back of this Cash Election Form carefully before completing, signing and submitting the Cash Election Form to the Share Registrar.

# TO BE COMPLETED AND SIGNED BY SHAREHOLDER(S)

To: STATS CHIPPAC LTD.

c/o the Share Registrar, M & C Services Private Limited

I/We hereby irrevocably exercise the Cash Election in respect of <u>ALL</u> my/our Shares which appear on the Register of Members of the Company as at the Books Closure Date. My/Our completion, execution and submission of this Cash Election Form to the Share Registrar shall constitute my/our irrevocable acceptance of my/our Full Cash Entitlement in respect of <u>ALL</u> my/our Shares which appear on the Register of Members of the Company as at the Books Closure Date, upon the terms and subject to the conditions contained in this Cash Election Form and the Circular.

			PLEASE SIGN HERE
Date	Signature(s) of Shareholder(s) / Joint Shareholders	L	
	For corporations, please sign as per your signing mandate and where appropriate, affixed in accordance with your Memorandum and Articles of Association or relevant		
LAST DATE AND TIME FOR S	UBMISSION OF THIS CASH ELECTION FORM TO THE SHARE REGISTRAR:		
	r such other date and time as may be announced by or on behalf of the Company)		
IMPORTANT NOTES:	Forms or Cash Election Forms received after 5.00 p.m. on the Election Closing Date.	you will rea	ceive vour Basic
	Torns of Cash Election Forms received after 5.00 p.m. on the Election Closing Date,	you will led	Jeive your Dasic

- Entitlement in respect of all your Shares held as at the Books Closure Date. 2. This Cash Election Form is not valid unless it is duly completed, signed and the signed original is submitted to the Share Registrar, M & C
- This Cash Election Form is not valid unless it is duly completed, signed and the signed original is submitted to the Share Registrar, M & C Services Private Limited, at 112 Robinson Road #05-01, Singapore 068902 no later than 5.00 p.m. on the Election Closing Date.

#### EXPLANATORY NOTES FOR THIS CASH ELECTION FORM

- 1. Each Entitled Shareholder whose registered address (as recorded in the Register of Members of the Company or in the Depository Register maintained by The Central Depository (Pte) Limited ("CDP")) is in Singapore as at the Books Closure Date or who has, at least three (3) Market Days prior to the Books Closure Date, provided the Share Registrar or CDP, as the case may be, with an address in Singapore for the service of documents or notices shall be deemed to represent and warrant to the Company that (a) he is not a U.S. person (as defined in Regulation S of the US Securities Act of 1933, as amended) or resident or with a registered address in the United States and (b) he is not located or resident in any jurisdiction in which a distribution of Taiwan HoldCo Shares pursuant to the Distribution *in specie* may not be lawfully made (including any member state of the European Economic Area, United Kingdom and Hong Kong).
- All persons registered in the Register of Members of the Company, or as the case may be, the Depository Register, as the holders of fully paid ordinary shares in the Company as at the Books Closure Date may elect to exercise the Cash Election to receive the FULL CASH ENTITLEMENT (instead of the Basic Entitlement which will be a combination of cash and unlisted Taiwan HoldCo Shares) in respect of all their Shares held as at the Books Closure Date.
- 3. If you wish to exercise the Cash Election to receive the Full Cash Entitlement in respect of all your Shares, you MUST sign overleaf and submit the signed original of this Cash Election Form either by post or by hand (during normal business hours only) to the Share Registrar, M & C Services Private Limited, at 112 Robinson Road #05-01, Singapore 068902 so as to reach the Share Registrar no later than **5.00 p.m. on the Election Closing Date**.
- 4. If you DO NOT take any action, or if your Cash Election Form is rejected or otherwise received after 5.00 pm on the Election Closing Date, you will receive your Basic Entitlement, which will be a combination of cash and unlisted Taiwan HoldCo Shares, in respect of all your Shares held as at the Books Closure Date.
- 5. Submission of the duly completed and signed original of this Cash Election Form to the Share Registrar shall be conclusive evidence in favour of the Company and the Share Registrar of the right, title, power and authority of the person(s) signing it to deal in the same.
- 6. The Company and/or the Share Registrar will be authorised and entitled, at their sole and absolute discretion, to reject or treat as valid any Cash Election Form which is not entirely in order or which does not comply with the terms, provisions and instructions contained in the Circular and in this Cash Election Form or which is otherwise incomplete, incorrect, unsigned, signed but not in its originality or invalid in any respect, or if your true intentions are not ascertainable from the instructions specified in the Cash Election Form submitted. For all rejected Cash Election Forms, you will receive your Basic Entitlement, and the unlisted Taiwan HoldCo Shares will be transferred to you and held in your name as shown on the Register of Members of the Company. The Company and the Share Registrar each reserves the right to treat any Cash Election Form, as the case may be, or if made otherwise than an stated in the Circular or in this Cash Election Form, as the case may be, or if made otherwise than and holding and none of the Company and the Share Registrar accept any responsibility or liability for the consequence of such a decision.
- 7. For an individual Shareholder, this Cash Election Form may be signed by an attorney. If signed by an attorney, the original or a certified true copy of the Power of Attorney must accompany this Cash Election Form.
- 8. In the case of joint shareholdings, this Cash Election Form must be signed by <u>ALL</u> joint Shareholders.

#### 9. Deceased Shareholders

### (a) If the sole Shareholder is deceased and if:

- (i) the Grant of Probate or Letters of Administration have been registered and lodged with the Company, this Cash Election Form must be signed by all the personal representative(s) of the deceased Shareholder and lodged with the Share Registrar; or
- (ii) the Grant of Probate or Letters of Administration have not been registered and lodged with the Company, all the personal representative(s) of the deceased Shareholder must register and lodge the original Grant of Probate or Letters of Administration with the Share Registrar first, before completing, signing and submitting this Cash Election Form.
- (b) If one of the joint Shareholders is deceased: this Cash Election Form must be signed by ALL surviving joint Shareholder(s) and accompanied by the Death Certificate, Grant of Probate or Letters of Administration and all other relevant documentations, in respect of the deceased Shareholder.
- 10. The distribution of the unlisted Taiwan HoldCo Shares may be prohibited or restricted (either absolutely or subject to various securities requirements, whether legal or administrative, being complied with) in certain jurisdictions under the relevant securities laws of those jurisdictions. Where the Directors are of the view that the distribution of unlisted Taiwan HoldCo Shares pursuant to the Distribution *in specie* to any Entitled Shareholders who are Overseas Shareholders may infringe any relevant foreign law or necessitate compliance with conditions or requirements which they regard as onerous by reasons of costs, delay or otherwise, the unlisted Taiwan HoldCo Shares will not be distributed to such Entitled Shareholders. Overseas Shareholders wina HoldCo Shares will not be distributed to such Entitled Shareholders. Overseas Shareholders with amaling addresses outside Singapore, the People's Republic of China (which for the purposes of the Capital Reduction and Distribution excludes Hong Kong and the Macau Special Administrative Region of the People's Republic of China), Republic of China (Taiwan) and Japan are deemed to have exercised the Cash Election and will receive the Full Cash Entitlement in respect of their Shares held as at the Books Closure Date (as determined in accordance with the formula set out in **paragraph 11** below), and are not required to complete, sign or submit this Cash Election Form to the Share Registrar to receive such Full Cash Entitlement.
- 11. The aggregate cash amount pursuant to the Full Cash Entitlement to be paid to you if the Cash Election is exercised will comprise:
  - (a) your pro-rata entitlement to the Cash Distribution, calculated in accordance with the following formula:
    - X = A x S

Where

X is your pro-rata entitlement to the Cash Distribution of US\$15,000,000, rounded down to the nearest cent;

A is US\$0.0068113, being the Cash Distribution per Share, calculated by dividing US\$15,000,000 by the total number of Shares in issue as at the Books Closure Date of 2,202,218,293, and rounded down to the nearest seven decimal places; and

S is the number of Shares held by you as at the Books Closure Date; and

(b) the cash equivalent of the unlisted Taiwan HoldCo Shares comprised in your Basic Entitlement, calculated in accordance with the following formula: Y = B x S

Where:

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Y is the cash equivalent of the unlisted Taiwan HoldCo Shares comprised in your Basic Entitlement, rounded down to the nearest cent;

**B** is **US\$0.0336568**, being the cash equivalent of each unlisted Taiwan HoldCo Share, calculated by dividing the issued share capital of Taiwan HoldCo upon completion of the Internal Restructuring Exercise, being US\$74,119,520, by the total number of unlisted Taiwan HoldCo Shares in issue upon completion of the Internal Restructuring Exercise (which will be equivalent to the total number of Shares in issue as at the Books Closure Date of 2,202,218,293), and rounded up to the nearest seven decimal places; and

S is the number of Shares held by you as at the Books Closure Date, which is also equivalent to the number of unlisted Taiwan HoldCo Shares comprised in your Basic Entitlement.

- 12. The Company and the Share Registrar take no responsibility for the taxation liabilities or the tax consequences of any election made by you. As individual circumstances and laws vary considerably, you should seek your own specific taxation advice if you are in any doubt.
- 13. If you are in any doubt as to what action you should take, you should consult your stockbroker, bank manager, solicitor, accountant, tax adviser or other professional adviser immediately.
- 14. The information contained herein is derived from and should be read in conjunction with the full text of the Circular. A copy of the Circular is available on the website of the SGX-ST at <a href="http://www.sgx.com">www.sgx.com</a>.
- 15. These materials do not constitute an offer, invitation, or solicitation, to purchase or subscribe for unlisted Taiwan HoldCo Shares in Singapore or any other jurisdiction nor should it or any part of it form the basis of, or be relied upon in any connection with, any contract or commitment whatsoever.

## Personal Data Privacy

For the purposes of implementing and administering the Cash Election, the Cash Distribution and the Distribution *in specie*, responding to instructions or enquiries made or purportedly made by a Shareholder, and enforcing rights or fulfilling obligations under any applicable laws, listing rules, regulations or guidelines or the terms of conditions of the Capital Reduction and Distribution set out in the Circular and in this Cash Election Form, the Company and/or the Share Registrar will collect, use and disclose the personal data of Shareholders who are individuals, as contained in each submitted Cash Election Form, or which is otherwise collected from Shareholders (or their authorised representatives) and public sources. Each Shareholder consents to the collection, use and disclosure of his personal data for all such purposes, including disclosure of data to related corporations of the Company, the Share Registrar and/or their swho provide services to the Company and/or the Share Registrar, and to the collection, use and further disclosure by such parties for such purposes.