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

Financial adviser to STATS ChipPAC Ltd.

Citigroup Global Markets Singapore Pte. Ltd.
(Company Registration No.: 199002673E)
(Incorporated in the Republic of Singapore)

Independent Financial Adviser to the Independent Directors

MAYBANK KIM ENG SECURITIES PTE. LTD.
(Company Registration No.: 197201256N)
(Incorporated in the Republic of Singapore)

JOINT ANNOUNCEMENT – DESPATCH OF COMPOSITE DOCUMENT

1. INTRODUCTION

1.1 The Offer

Deutsche Bank AG, Singapore Branch, China International Capital Corporation (Singapore) Pte. Limited and DBS Bank Ltd. (together, the "**Offeror's Financial Advisers**") (for and on behalf of JCET-SC (Singapore) Pte. Ltd. (the "**Offeror**")) and STATS ChipPAC Ltd. ("**STATS**") refer to:

(a) the announcement dated 26 June 2015 (the "**Offer Announcement**") in relation to the voluntary conditional offer (the "**Offer**") by the Offeror's Financial Advisers for and on behalf of the Offeror for all the issued and paid-up ordinary shares (excluding issued and paid up ordinary shares held by STATS as treasury shares but including shares issued and paid-up upon the valid exercise of vesting of Options and Awards) ("**Shares**") in the capital of STATS, 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 18 May 2015 issued by STATS in relation to its appointment of Maybank Kim Eng Securities Pte. Ltd. as the independent financial adviser (the "**IFA**") to advise the directors of STATS who are considered independent for the purposes of the Offer (the "**Independent Directors**") in respect of the Offer and the announcement dated 26 June 2015 issued by STATS (the "**Response Announcement**") in response to the Offer Announcement.

Unless otherwise defined herein, all capitalised terms in this announcement ("**Announcement**") shall bear the same meaning as set out in the Composite Document (as defined below).

1.2 Despatch of Composite Document

The Offeror's Financial Advisers (for and on behalf of the Offeror) and the board of directors of STATS wish to jointly announce that the composite document dated 16 July 2015 (the "**Composite Document**") has been despatched to the shareholders of STATS (the "**Shareholders**") on 16 July 2015 (the "**Despatch Date**").

The Composite Document is a composite, amongst other things, of the following:

(a) the Offer by the Offeror's Financial Advisers, for and on behalf of the Offeror, to acquire all the Offer Shares, as set out in the letter from the Offeror's Financial Advisers to the Shareholders, enclosing the appropriate Acceptance Forms; and

(b) the letter from the directors of STATS (the "**STATS Directors**") to Shareholders in relation to the Offer, together with the letter from the IFA to the Independent Directors containing their advice in respect of the Offer.

1.3 Acceptance Forms

The Composite Document has been despatched together with the following documents:

(a) in the case of the Composite Document sent to a Shareholder whose Offer Shares are deposited with CDP ("**Depositor**"), a Form of Acceptance and Authorisation for Offer Shares and a pre-addressed envelope; and

(b) in the case of the Composite Document sent to a Shareholder whose Offer Shares are not deposited with CDP ("**Scripholders**"), a Form of Acceptance and Transfer of Offer Shares and a pre-addressed envelope,

(together, the "**Acceptance Forms**").

1.4 **Electronic copies**

An electronic copy of the Composite Document will be posted on STATS's counter on SGXNET at www.sgx.com.

2. CLOSING DATE

The Offer will remain open for acceptance until 5:30 p.m. (Singapore time) on 13 August or such later date(s) as may be announced from time to time by or on behalf of the Offeror (the "Closing Date").

3. PROCEDURES FOR ACCEPTANCE

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).

4. REQUEST FOR COMPOSITE DOCUMENT AND RELATED DOCUMENTS

4.1 **Non-receipt of Composite Document**

If you are a Shareholder and do not receive the Composite Document and the relevant Acceptance Form within a week of the date of this Announcement, please contact CDP (if you are a Depositor) or M & C Services Private Limited (the "**Registrar**") (if you are a Scripholder), as the case may be, immediately at the addresses set out below:

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

4.2 **Overseas Shareholders**

The availability of the Offer to, and the ability to accept the Offer of, Shareholders whose addresses are outside Singapore, as shown on the Register or, as the case may be, in the records of CDP (each an "**Overseas Shareholder**") may be affected by the laws of the relevant jurisdictions in which they are located. Accordingly, all Overseas Shareholders should inform themselves of, and observe, any applicable requirements in their own jurisdictions. Where there are potential restrictions on sending this Composite Document to any overseas jurisdiction, each of the Offeror and the Offeror's Financial Advisers reserves the right not to send these documents to Shareholders in such overseas jurisdictions. For the avoidance of doubt, the Offer is made to all Shareholders holding Offer Shares, including those to whom this Composite Document has not been, or will not be, sent.

Copies of this Composite Document and any formal documentation relating to the Offer are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in or into or from any jurisdiction where the making of or the acceptance of the Offer would violate the law of that jurisdiction (a "**Restricted Jurisdiction**") and will not be capable of acceptance by any such use, instrumentality or facility within any Restricted Jurisdiction and persons receiving such documents (including custodians, nominees and trustees) must not mail or otherwise forward, distribute or send them in or into or from any Restricted Jurisdiction.

The Offer (unless otherwise determined by the Offeror and permitted by applicable laws and regulations) will not be made, directly or indirectly, in or into, or by the use of mails of, or by any means or instrumentality (including, without limitation, telephonically or electronically) of interstate or foreign commerce of, or any facility of a national, state or other securities exchange of, any Restricted Jurisdiction, and the Offer will not be capable of acceptance by any such use, means, instrumentality or facilities.

4.3 **Overseas jurisdiction**

It is the responsibility of any Overseas Shareholder who wishes to (a) request the Composite Document or (b) accept the Offer, to satisfy himself as to the full observance of the laws of the relevant jurisdiction in that connection, including the obtaining of any governmental or other consent which may be required, and compliance with other necessary formalities or legal requirements and the payment of any taxes, imposts, duties or other requisite payments due in such jurisdiction in connection therewith (including the provision to him of such documents). Such Overseas Shareholder shall be liable for the payment of any such taxes, imposts, duties or other requisite payments payable and the Offeror and any other person acting on its behalf (including the Offeror's Financial Advisers) shall be fully indemnified and held harmless by such Overseas Shareholder for any taxes, imposts, duties or requisite payments that may be required to be paid. In (a) requesting the Composite Document, or (b) accepting the Offer, each Overseas Shareholder represents and warrants to the Offeror and the Offeror's Financial Advisers that he is in full observance of the laws of the relevant jurisdiction in that connection and that he and the provision to him of any such documents are in full compliance with all necessary formalities and legal requirements.

Any Overseas Shareholder who is in doubt about his position should consult his professional adviser in the relevant jurisdiction.

4.4 **Copies of the Composite Document and Acceptance Forms**

Where there are potential restrictions on sending the Composite Document to Shareholders in any overseas jurisdiction, each of the Offeror and the Offeror's Financial Advisers reserves the right not to send the Composite Document to such overseas jurisdiction. Subject to compliance with applicable laws, any affected Overseas Shareholder may, nonetheless, attend in person and obtain copies of the Composite Document and any related documents, during normal business hours and up to the Closing Date, from (a) JCET-SC (Singapore) Pte. Ltd., c/o CDP at 9 North Buona Vista Drive, #01-19/20 The Metropolis, Singapore 138588, or as the case may be, (b) JCET-SC (Singapore) Pte. Ltd., c/o M & C Services Private Limited at 112 Robinson Road, #05-01, Singapore 068902. Copies of the Composite Document may also be downloaded from the SGX-ST website at www.sgx.com.

Alternatively, an Overseas Shareholder may, subject to compliance with applicable laws, write in to the Registrar at JCET-SC (Singapore) Pte. Ltd., c/o M & C Services Private Limited at 112 Robinson Road, #05-01, Singapore 068902 to request the Composite Document and any related document(s) to be sent to an address in Singapore by ordinary post at his own risk, provided always that the last date for despatch in respect of such request shall be a date falling three (3) Market Days prior to the Closing Date.

It is the responsibility of any Overseas Shareholder who wishes to request the Composite Document and any related documents to satisfy himself as to the full observance of the laws of the relevant jurisdiction in that connection, including the obtaining of any governmental or other consent which may be required, and compliance with other necessary formalities or legal requirements. In requesting the Composite Document and any related documents the Overseas Shareholder represents and warrants to the Offeror and the Offeror's Financial Advisers that he is in full observance of the laws of the relevant jurisdiction in that connection, and that he is in full compliance with all necessary formalities or legal requirements.

Each of the Offeror and the Offeror's Financial Advisers reserves the right not to treat an acceptance or purported acceptance of the Offer in or from any overseas jurisdiction and/or in respect of an Overseas Shareholder as valid. Overseas Shareholders accepting the Offer should note that if they have, in the Form of Acceptance and Transfer of Offer Shares, provided addresses in overseas jurisdictions for the receipt of remittances of payment by the Offeror, such acceptances may be rejected.

5. INFORMATION RELATING TO CFPIS INVESTORS / SRS INVESTORS

5.1 CPFIS Investors

CPFIS Investors should receive further information on how to accept the Offer from their respective CPF Agent Banks in due course. CPFIS Investors are advised to consult their respective CPF Agent Banks should they require further information, and if they are in any doubt as to the action they should take, CPFIS Investors should seek independent professional advice.

CPFIS Investors who wish to accept the Offer should reply to their respective CPF Agent Banks accordingly by the deadline stated in the letter from their respective CPF Agent Banks. Subject to the Offer becoming or being declared to be unconditional, CPFIS Investors who accept the Offer will receive the payment of the Offer Price for their Offer Shares in their CPF investment accounts.

5.2 SRS Investors

SRS Investors will receive further information on how to accept the Offer from their SRS Agent Banks directly. SRS Investors are advised to consult their respective SRS Agent Banks should they require further information, and if they are in any doubt as to the action they should take, SRS Investors should seek independent professional advice.

SRS Investors who wish to accept the Offer should reply to their respective SRS Agent Banks accordingly by the deadline stated in the letter from their respective SRS Agent Banks. Subject to the Offer becoming or being declared unconditional, SRS Investors who accept the Offer will receive the payment of the Offer Price for their Offer Shares in their SRS investment accounts.

6. INDEPENDENT ADVICE

The Offeror's Financial Advisers are acting for and on behalf of the Offeror in connection with the Offer and do not purport to advise the Shareholders or any other person. In preparing the Offer Document (including the Offeror's Letter), the Offeror's Financial Advisers have not had regard to the general or specific investment objectives, tax position, risk profiles, financial situation or particular needs and constraints of any individual Shareholder.

The recommendations of the Independent Directors and the advice of the IFA in respect of the Offer are set out in the Offeree's Circular section of the Composite Document.

Shareholders should read and carefully consider the recommendations of the Independent Directors and the advice of the IFA before deciding whether to accept or reject the Offer. In making their recommendations, the Independent Directors have not had regard to the specific objectives, financial situation, tax status, risk profiles or unique needs and constraints of any individual Shareholder. Accordingly, the Independent Directors recommend that any individual Shareholder who may require advice in the context of his specific investment portfolio should consult his stockbroker, bank manager, solicitor, accountant, tax adviser or other professional adviser immediately.

If you are in any doubt about the Offer or as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant, tax adviser or other professional adviser immediately.

7. RESPONSIBILITY STATEMENT

7.1 Directors of the Offeror and JCET

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 STATS) are fair and accurate and that no material facts have been omitted from this Announcement, and they jointly and severally accept responsibility accordingly.

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 STATS.

7.2 STATS Directors

The STATS Directors (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 the Offeror, parties acting in concert or deemed to be acting in concert with the Offeror and the Offer) are fair and accurate and that no material facts have been omitted from this Announcement which might cause this Announcement to be misleading in any material respect, and they jointly and severally accept responsibility accordingly.

Where any information has been extracted or reproduced from published or otherwise publicly available sources, the sole responsibility of the STATS Directors has been to ensure, through reasonable enquiries, that such information has been accurately extracted from such sources or, as the case may be, reflected or reproduced in this Announcement.

ISSUED JOINTLY BY			
Deutsche Bank AG, Singapore Branch	**China International Capital Corporation (Singapore) Pte. Limited** For and on behalf of **JCET-SC (Singapore) Pte. Ltd.**	**DBS Bank Ltd.**	**Board of Directors** **STATS ChipPAC Ltd.**

16 July 2015

Any enquiries relating to 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.**
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Any enquiries relating to the Company or the Offeree's Circular should be directed to the Offeree's Financial Adviser during office hours:

Citigroup Global Markets

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