

## 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**

### **EXERCISE OF COMPULSORY ACQUISITION**

#### **UNDER SECTION 215(1) OF THE COMPANIES ACT**

#### **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;

- (b) the announcement dated 27 August 2015 in relation to the close of the Offer;
- (c) the letter to the Shareholders dated 9 September 2015 (the “**Compulsory Acquisition Letter**”) in relation to the Offeror’s exercise of its right of compulsory acquisition (the “**Compulsory Acquisition**”) under Section 215(1) of the Companies Act, Chapter 50 of Singapore (the “**Companies Act**”), to compulsorily acquire, at a cash consideration of S\$0.46577 for each Share and on the same terms as those offered under the Offer, all the Shares of the Shareholders (the “**Dissenting Shareholders**”) in respect of which valid acceptances have not been received by the Offeror or which have not been subsequently acquired by the Offeror and the relevant notices in the prescribed forms in relation to Section 215(1) and Section 215(3) of the Companies Act; and
- (d) the announcement dated 9 September 2015 in relation to the despatch of the Compulsory Acquisition Letter.

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

## 2. **EXERCISE OF RIGHT OF COMPULSORY ACQUISITION UNDER SECTION 215 OF THE COMPANIES ACT**

The Offeror’s Financial Advisers wish to announce, for and on behalf of the Offeror, that the Offeror has exercised its right of Compulsory Acquisition today to acquire all the Shares of all the Dissenting Shareholders (the “**Remaining Shares**”) today. The Offeror will pay to the Company a sum representing the aggregate amount payable for the Remaining Shares (the “**Consideration**”) to be acquired from all the Dissenting Shareholders.

The Consideration will be deposited by the Offeror into a separate bank account and is being held on trust by the Company for the Dissenting Shareholders, pursuant to Section 215(5) of the Companies Act. Upon payment of the Consideration to the Company, the Company will take steps to register the Offeror as the holder of the Shares of such Dissenting Shareholders. The Company will arrange for the Consideration to be remitted to the Dissenting Shareholders as soon as practicable after the Consideration is deposited. The Company will cause all the Shares held by the Dissenting Shareholders to be transferred to the Offeror and will register the Offeror as the holder of all those Shares as soon as practicable.

Following the Compulsory Acquisition, the Company will become a wholly-owned subsidiary of the Offeror and will be delisted from the Official List of the SGX-ST (“**Delisting**”). The date and time of the Delisting will be announced by the Company in due course.

## 3. **RESPONSIBILITY STATEMENT**

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.

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.**

12 October 2015