VOLUNTARY UNCONDITIONAL CASH OFFER

by

Oversea-Chinese Banking Corporation Limited
(Incorporated in Singapore)
(Company Registration No.: 193200032W)

for and on behalf of

M-Universe Investments Pte. Ltd.
(Incorporated in Singapore)
(Company Registration No.: 201912256E)

to acquire all of the issued ordinary shares
in the capital of

Memtech International Ltd.
(Incorporated in Singapore)
(Company Registration No.: 200312032Z)

other than those already owned, controlled or agreed to be acquired by
M-Universe Investments Pte. Ltd., its related corporations or their respective nominees

1. INTRODUCTION

1.1 Oversea-Chinese Banking Corporation Limited ("**OCBC Bank**") refers to:

(i) the announcement dated 14 May 2019 released by OCBC Bank, for and on behalf of M-Universe Investments Pte. Ltd. (the "**Offeror**"), in relation to the voluntary conditional cash offer (the "**Offer**") made by the Offeror for all of the issued ordinary shares ("**Shares**") in the capital of Memtech International Ltd. (the "**Company**"), other than those already owned, controlled or agreed to be acquired by the Offeror, its related corporations or their respective nominees (the "**Offer Announcement**");

(ii) the formal offer document dated 31 May 2019 containing the terms and conditions of the Offer (the "**Offer Document**");

(iii) the extension of closing date announcement dated 27 June 2019; and

(iv) the offer declared unconditional, extension of closing date and level of acceptances announcement dated 28 June 2019 (the "**Offer Unconditional Announcement**").

All capitalised terms used and not defined herein shall have the same meanings given to them in the Offer Document.

2. ANNOUNCEMENTS BY UNIVERSAL SCIENTIFIC INDUSTRIAL (SHANGHAI) CO., LTD AND ASE TECHNOLOGY HOLDING CO., LTD

2.1 The Offeror is a wholly owned subsidiary of Universal Scientific Industrial (Shanghai) Co., Ltd. ("**USI**"), a company listed on the Shanghai Stock Exchange (SSE: 601231). USI is in turn a subsidiary of ASE Technology Holding Co., Ltd ("**ASE**"), a company listed on both the New York Stock Exchange (NYSE: ASX) and the Taiwan Stock Exchange (TWSE: 3711).

2.2 In compliance with the applicable requirements of the relevant stock exchanges on which USI and ASE are listed, USI and ASE have today released announcements in relation to the Offer on the relevant stock exchanges (based on the information set out in the Offer Announcement, the Offer Document and the Offer Unconditional Announcement). Copies of the announcements are annexed.

3. RESPONSIBILITY STATEMENT

The directors of the Offeror (including any 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 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 (including, without limitation, in relation to the Company), the sole responsibility of the directors of the Offeror has been to ensure through reasonable enquiries that such information has been accurately and correctly extracted from such sources or, as the case may be, reflected or reproduced in this Announcement.

Issued by

Oversea-Chinese Banking Corporation Limited

For and on behalf of

M-Universe Investments Pte. Ltd.

1 July 2019

Any enquiries relating to this Announcement or the Offer should be directed during office hours to Oversea-Chinese Banking Corporation Limited at telephone number +(65) 6530 8462.

Forward-Looking Statements

All statements other than statements of historical facts included in this Announcement are or may be forward-looking statements. Forward-looking statements include but are not limited to those using words such as "aim", "seek", "expect", "anticipate", "estimate", "believe", "intend", "project", "plan", "strategy", "forecast" and similar expressions or future and conditional verbs such as "will", "would", "should", "could", "may" and "might". These statements reflect the Offeror's current expectations,

beliefs, hopes, intentions or strategies regarding the future and assumptions in light of currently available information. Such forward-looking statements are not guarantees of future performance or events and involve known and unknown risks and uncertainties. Accordingly, actual results may differ materially from those described in such forward-looking statements. Shareholders and other investors of the Company should not place undue reliance on such forward-looking statements. Neither the Offeror nor OCBC Bank guarantees any future performance or event or undertakes any obligation to update publicly or revise any forward-looking statements.

ANNEX

ANNOUNCEMENTS

证券代码：601231　　证券简称：环旭电子　　公告编号：临 2019-052

环旭电子股份有限公司关于全资子公司参与要约收购 Memtech International Ltd.的进展公告

本公司董事会及全体董事保证本公告内容不存在任何虚假记载、误导性陈述或者重大遗漏，并对其内容的真实性、准确性和完整性承担个别及连带责任。

一、本次交易概述

环旭电子股份有限公司（以下简称“公司”）的全资子公司环鸿电子股份有限公司（Universal Global Technology Co., Limited，以下简称“UGT”）与新加坡交易所上市公司 Memtech International Ltd.（以下简称“Memtech”）的控股股东 Keytech Investment Pte. Ltd.（以下简称“Keytech”）、Keytech 全体董事及庄氏家族，共同发起对 Memtech 的要约收购。要约方为 UGT 在新加坡设立的特殊目的公司 M-Universe Investments Pte. Ltd.，以要约方式收购全部 Memtech 已发行普通股（要约方、其关联公司及他们各自的代持人已经拥有或控制的、或已经同意被要约方、其关联公司及他们各自的代持人收购的股份除外，下同），若要约方在要约截止时成功收购全部 Memtech 已发行普通股，其后将完成 Memtech 私有化及从新加坡证券交易所退市（以下简称“本次收购”）。本次收购为附条件要约收购，以要约方、其关联公司及他们各自的代持人在要约截止时可持有的 Memtech 已发行普通股的比例不低于 90%为生效条件（以下简称“最低持股比例条件”）。

具体详见公司于 2019 年 5 月 15 日在上海证券交易所网站（www.sse.com.cn）披露的《关于全资子公司环鸿电子股份有限公司参与要约收购 Memtech International Ltd.的公告》（临 2019-044）。

二、本次交易进展

截至 2019 年 6 月 28 日下午 5 点（新加坡时间），要约方、其关联公司及他们各自的代持人已经拥有或控制的、或已经同意被要约方、其关联公司及他们各

自的代持人收购的 Memtech 已发行普通股（包括已有效接受要约的 Memtech 已发行普通股）合计达 128,786,098 股，占 Memtech 全部已发行普通股的 91.94%，即最低持股比例条件获得满足，要约已在所有方面被宣布为无条件。

根据《新加坡收购与合并守则》第 22.6 条的规定，要约方已将要约截止时间延长至 2019 年 7 月 26 日下午 5 点半（新加坡时间）或要约方或其代表可能不时宣布的较迟日期。

要约方收到且有效接受要约的 Memtech 已发行普通股和自要约公告日以来收购的或同意被收购的 Memtech 已发行普通股合计不少于 Memtech 全部已发行普通股（在要约公告日要约方、其关联公司及他们各自的代持人已经持有的股份除外）的 90%。因此，根据《新加坡公司法》要约方有权强制收购剩余股份，并且要约方有意行使该等强制收购权利。

公司将根据《上海证券交易所股票上市规则》等有关要求及时披露对外投资事项进展情况，敬请投资者注意投资风险。

特此公告

环旭电子股份有限公司董事会

2019 年 7 月 2 日

進行合併、分割、收購或股份受讓者適用

主旨: 補充說明子公司環鴻電子於 108 年 5 月 14 日公告參與公開收購 Memtech 股權事宜。

申報日期：108/7/1

公司代號	3711
申報序號	1
併購種類（如合併、分割、收購或股份受讓）	收購
事實發生日	民國 108 年 6 月 28 日
參與併購公司名稱（如合併另一方公司、分割新設公司、收購或受讓股份標的公司之名稱）（每行最多輸入 78 個 bytes） Memtech International Ltd. （以下簡稱“Memtech”）	
交易相對人（如合併另一方公司、分割讓與他公司、收購或受讓股份之交易對象）（每行最多輸入 78 個 bytes） Memtech International Ltd.	
交易相對人為關係人	○ 是 ◉ 否
交易相對人與公司之關係（本公司轉投資持股達ＸＸ%之被投資公司），並說明選定收購、受讓他公司股份之對象為關係企業或關係人之原因及是否不影響股東權益（每行最多輸入 78 個 bytes） 無	
併購目的（每行最多輸入 78 個 bytes） 策略性投資	
併購後預計產生之效益（每行最多輸入 78 個 bytes） 深化合作關係有利於子公司增強相對於同行的競爭優勢，提升設計和供應鏈能力。	

併購對每股淨值及每股盈餘之影響（每行最多輸入 78 個 bytes）

併購後擴大製造能力，增強相對於同行的競爭優勢，故對日後子公司每股淨值及每股盈餘應有正面助益。

換股比例及其計算依據（每行最多輸入 78 個 bytes）

不適用

本次交易會計師、律師或證券承銷商出具非合理性意見

不適用

會計師或律師事務所名稱或證券承銷商公司名稱（每行最多輸入 78 個 bytes）

不適用

會計師或律師姓名（每行最多輸入 78 個 bytes）

不適用

會計師或律師開業證書字號（每行最多輸入 78 個 bytes）

不適用

預定完成日程（每行最多輸入 78 個 bytes）

2019 年完成

既存或新設公司承受消滅（或分割）公司權利義務相關事項（註二）

（每行最多輸入 78 個 bytes）

不適用

參與合併公司之基本資料（註三）（每行最多輸入 78 個 bytes）

Memtech International Ltd.為新加坡上市公司，是一家全球性的元器件解決方案供應商。

分割之相關事項（含預定讓與既存公司或新設公司之營業、資產之評價價值；被分割公司或其股東所取得股份之總數、種類及數量；被分割公司資本減少時，其資本減少有關事項）（註：若非分割公告時，則不適用）

（每行最多輸入 78 個 bytes）

不適用

併購股份未來移轉之條件及限制（每行最多輸入 78 個 bytes）

在新加坡相關證券法律規定時間內，若 M-Universe Investments Pte. Ltd.（以下簡稱“要約方”）收購的 Memtech 股份不少於 90%（不包括要約方、其關聯公司及他們各自的代持人在要約日已經持有的股份）（以下簡稱“強制收購門檻”），要約方將有權強制收購剩餘股份。如果要約方實施強制收購，其也會將 Memtech 從新加坡證券交易所下市。本次要約收購以要約方在要約截止時收到的有效接受（未被撤回）使要約方、其關聯公司及他們各自的代持人可持有的 Memtech 股份不少於 90%為條件（以下簡稱“要約條件”）。如果要約方沒有達到強制收購門檻並且沒有降低要約條件，則本次要約收購可能失敗。

其他重要約定事項（每行最多輸入 78 個 bytes）

進行本次要約收購的財團由 Keytech Investment Pte. Ltd.（以下簡稱“Keytech”）、Keytech 全體董事和莊氏家族（該等方為合計持有 Memtech 多數股份的股東，以下簡稱“多數股權股東”）主導。本次要約收購由多數股權股東和環鴻電子股份有限公司通過要約方進行。

本次交易，董事有無異議	○ 是 ◉ 否

其他敘明事項

本次要約收購擬以每股新加坡幣 1.35 元要約收購 Memtech 的股份，預計總金額不超過新加坡幣 79,862,514 元，該項資金是由環鴻電子股份有限公司以預付投資款形式出資給要約方。

截至 108 年 6 月 28 日下午 5 時（新加坡時間），要約方、其關聯公司及他們各自的代持人已經擁有或控制的、或已經同意被要約方、其關聯公司及他們各自的代持人收購的 Memtech 已發行普通股（包括有效接受要約所提交的 Memtech 已發行普通股）合計達 128,786,098 股，約為 Memtech 全部已發行普通股的 91.94%，即最低持股比例條件獲得滿足，要約已在所有方面被宣佈為無條件。根據《新加坡收購與合併守則》第 22.6 條的規定，當要約已成為無條件接受要約，要約將在要約截止日期後不少於 14 日的時間內繼續開放供接受要約。所以要約方將要約截止時間延長至 2019 年 7 月 26 日下午 5 時半（新加坡時間）或要約方或其代表可能不時宣布的較遲日期。

由於要約方已達到強制收購門檻，因此在《新加坡公司法》項下要約方有權強制收購剩餘股份，並且要約方有意行使該等強制收購權利。

註一：公開發行公司合併其直接或間接持有百分之百已發行股份或資本總額之子公司，或其直接

或間接持有百分之百已發行股份或資本總額之子公司間之合併，得免取得會計師、律師或

證券承銷商就換股比例、收購價格或配發股東之現金或其他財產之合理性意見。

註二：既存或新設公司承受消滅公司權利義務相關事項，包括庫藏股及已發行具有股權

性質有價證券之處理原則。

註三：參與合併公司之基本資料包括公司名稱及所營業務之主要內容。

Company code:3711
No:1
Subject: Subsidiary, Universal Global Technology co., Ltd, expects to participate in tender offer the shares of Memtech, if successful, will acquire 42.23% of the shares
To which item it meets--article 4 paragraph xx:11
Date of events:2019/6/28
Contents:

1. Type of merger/acquisition (e.g.merger, consolidation, spin-off, acquisition, or receiving assignment of shares): acquisition
2. Date of occurrence of the event: 2019/6/28
3. Names of companies participating in the merger (e.g.name of the other company participating in the merger or consolidation, newly established company in a spin-off, acquired company, or company whose shares are taken assignment of): Memtech International Ltd.
4. Counterparty (e.g.name of the other company participating in the merger or consolidation, company taking assignment of the spin-off, or counterparty to the acquisition or assignment of shares): Memtech International Ltd.
5. Relationship between the counterparty and the Company (investee company in which the Company has re-invested and has shareholding of XX%), and explanation of the reasons for the decision to acquire, or take assignment of the shares of, an affiliated enterprise or related person, and whether it will affect shareholders' equity:None
6. Purpose/objective of the merger/acquisition: Strategic investment
7. Anticipated benefits of the merger/acquisition: Deepen Universal Global Technology co., Limited's relationship with Memtech, strengthen its competitive advantage *vis-à-vis* peers and enhance and diversify its design and supply chain capabilities.
8. Effect of the merger or consolidation on net worth per share and earnings per share:

This acquisition will deepen Universal Global Technology co., Limited's relationship with Memtech, strengthen its competitive advantage *vis-à-vis* peers and enhance and diversify its design and supply chain capabilities, which should have a positive impact on net worth per share and earnings per share in the future.

9. Share exchange ratio and basis of its calculation:NA

10.Do the CPA, lawyer or underwriter issue an unreasonable opinion?: NA

11.Name of the CPA firm, law firm or underwriterˇs company:NA

12. Name of the CPA or lawyer:NA

13 The practice certificate number of the CPA or lawyer:NA

14. Scheduled timetable for consummation:Complete in 2019

15. Matters related to assumption by the existing company or new company of rights and obligations of the extinguished (or spun-off) company:NA

16. Basic information of companies participating in the merger: Memtech International Ltd. listed on the Singapore Stock Exchange, Memtech is a global components solution provider.

17. Matters related to the spin-off (including estimated value of the business and assets planned to be assigned to the existing company or new company; the total number and the types and volumes of the shares to be acquired by the split company or its shareholders; matters related to the reduction, if any, in capital of the split company) (note: not applicable other than where there is announcement of a spin-off): NA

18. Conditions and restrictions on future transfers of shares resulting from the merger or acquisition: Within the time stipulated by relevant securities laws of Singapore, if the Offeror acquires not less than 90% of the Shares (other than those already held by the Offeror, its related corporations or their respective nominees as at the date of the Offer) (the "**Compulsory Acquisition Threshold**"), the Offeror will be entitled to compulsorily acquire the remaining Shares (the "**Compulsory Acquisition**"). If the Offeror proceeds with the Compulsory Acquisition, the Offeror will also delist Memtech from the stock exchange of Singapore. The Offer is conditional on the Offeror having received, by the close of the Offer, valid acceptances (which have not been withdrawn) in respect of such number of Shares which will result in the Offeror, its related corporations or their respective nominees holding not less than 90 per cent. of the total number of Shares as at the close of the Offer (the "**Acceptance Condition**"). If the Offeror does not attain the Compulsory Acquisition Threshold and does not reduce the Acceptance Condition, the Offer may lapse.

19.Other important stipulations: The consortium making the Offer is led by Keytech Investment Pte. Ltd. ("**Keytech**"), Keytech's entire board of directors and the Chuang family, who collectively are the majority shareholders of Memtech (the "**Majority Shareholders**"). The Majority Shareholders and Universal Global Technology co., Limited are making the Offer through the Offeror.

Other issues: The tender offer is intended to acquire shares at a price of SGD$1.35 per share. The estimated total amount SGD$798,625,14. The funds are funded by the Universal Global Technology co., Limited in the form of prepaid investment funds to M-Universe.

As at 5.00 p.m. (Singapore time) on 28 June 2019, the total number of Shares owned, controlled or agreed to be acquired by the Offeror, its related corporations or their

respective nominees (including valid acceptances of the Offer) amount to an aggregate of 128,786,098 Shares, representing approximately 91.94 per cent. of the total number of Shares, i.e. the Acceptance Condition has been satisfied and the Offer has been declared unconditional in all respects.

In accordance with Rule 22.6 of the Singapore Code on Take-overs and Mergers, after an offer has become unconditional, the offer must remain open for acceptance for not less than 14 days after the closing date for the offer. Therefore, the Offeror has extended the closing date for the Offer to 5.30 p.m. (Singapore time) on 26 July 2019 or such later date(s) as may be announced from time to time by or on behalf of the Offeror.

As the Offeror has attained the Compulsory Acquisition Threshold, the Offeror is entitled, and intends to, exercise its right of Compulsory Acquisition under the Singapore Companies Act.

20.Do the directors have any objection to the present transaction?:None