

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**

DESPATCH OF NOTICES PURSUANT TO

SECTIONS 215(1) AND 215(3) 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 (the **“Offer Shares”**);
- (b) the announcement dated 5 August 2015 in relation to the Offer in which the Offer was declared to be unconditional in all respects;

(c) the announcement dated 5 August 2015 (“**Compulsory Acquisition Announcement**”) in relation to the level of acceptances as at 5 August 2015 and the Offeror’s rights of compulsory acquisition under section 215 of the Companies Act; and

(d) the announcement dated 27 August 2015 in relation to the close of the Offer.

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

2. RIGHTS OF COMPULSORY ACQUISITION UNDER SECTION 215 OF THE COMPANIES ACT

Compulsory acquisition

2.1 As at the date of the Compulsory Acquisition Announcement, the Offeror has received acceptances pursuant to the Offer which, together with the Shares held by it, its related corporations and their respective nominees, comprise 90% or more of all 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).

2.2 **Accordingly, the Offeror is now entitled to, and will, exercise its right under section 215(1) of the Companies Act to compulsorily acquire all the Shares of Shareholders who have not accepted the Offer (the “Dissenting Shareholders”), at a price equal to the Offer Price of S\$0.46577 in cash for each Share.**

Notice

2.3 In connection with the foregoing, the Offeror’s Financial Advisers wishes to announce, for and on behalf of the Offeror, that the Offeror has today given notice in the prescribed form 57 (“**Form 57**”) pursuant to section 215(1) of the Companies Act, together with a cover letter (“**Letter**”) to the Dissenting Shareholders.

2.4 The Offeror has also despatched, together with the Letter, the notice in the prescribed form 58 (“**Form 58**”) pursuant to section 215(3) of the Companies Act, whereby Dissenting Shareholders may, within three (3) months after the Form 58 is given (that is, by 9 December 2015), give notice to the Offeror requiring the Offeror to acquire their Shares at the Offer Price and on the same terms as those offered under the Offer and the Offeror shall be entitled and bound to acquire their Shares at the Offer Price and on the same terms as those offered under the Offer.

2.5 **As the Offeror will be proceeding to compulsorily acquire all the remaining Shares on the terms set out in Form 57, Dissenting Shareholders need not take any action in relation to Form 58. Nevertheless, Dissenting Shareholders who wish to exercise their rights under section 215(3) of the Companies Act are advised to seek independent legal advice.**

2.6 A copy of each of the Form 57, Form 58 and the Letter is enclosed together with this Announcement. Copies are also available on the website of the SGX-ST at www.sgx.com.

Transfer Date

2.7 Pursuant to its right of compulsory acquisition under section 215(1) of the Companies Act, the Offeror intends to acquire all the Shares held by the Dissenting Shareholders on or after 9 October 2015, being the date after the expiration of one (1) month from the date of Form 57 (“**Transfer Date**”), subject to and in accordance with the provisions of section 215(4) of the Companies Act and the terms set out in Form 57.

Payment

- 2.8 Upon the exercise of the Offeror's right of compulsory acquisition pursuant to section 215(1) of the Companies Act on the Transfer Date, the Offeror shall pay to the Company an amount equal to S\$0.46577 in cash for each Share that it is acquiring from the Dissenting Shareholders ("**Consideration**"). The Consideration will be credited by the Company into a separate bank account and held on trust for the Dissenting Shareholders. Upon the payment of the Consideration to the Company by the Offeror, 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. Subject to and in accordance with the provisions of section 215(1) of the Companies Act and the terms set out in Form 57, as soon as practicable after the Transfer Date, the Company will arrange for the Consideration to be remitted to Dissenting Shareholders as set out in the Letter.

3. GENERAL

Shareholders who are in any doubt in relation to the matters referred to in this Announcement or as to the action they should take, should consult your stockbroker, bank manager, solicitor, accountant, tax adviser or other professional adviser immediately.

4. RESPONSIBILITY STATEMENT

- 4.1 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.
- 4.2 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.

9 September 2015