

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**

CLOSE OF OFFER

FINAL LEVEL OF ACCEPTANCES

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 (the “**Offer Unconditional Announcement**”) in relation to the Offer in which the Offer was declared to be unconditional in all respects;
- (c) the announcement dated 5 August 2015 (the “**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 Company’s announcement dated 5 August 2015 informing Shareholders that the percentage of Shares held by the Offeror and parties acting in concert with it as at 5 August 2015 was approximately 90.27%, causing the percentage of the Shares held in public hands to fall below 10%.

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

2. CLOSE OF THE OFFER

The Offeror’s Financial Advisers wish to announce, for and on behalf of the Offeror, that the Offer has closed at 5:30 p.m. on 27 August 2015 (“**Closing Date**”). **Accordingly, the Offer is no longer open for acceptance and any acceptances received after 5:30 p.m. on 27 August 2015 will be rejected.**

3. FINAL LEVEL OF ACCEPTANCES

The Offeror’s Financial Advisers wish to announce, for and on behalf of the Offeror, that as at 5:30 p.m. on the Closing Date, the total number of Shares (i) held before the Offer Period; (ii) acquired or agreed to be acquired during the Offer Period; and (iii) for which valid acceptances have been received, are as follows:

	Number of Shares	Percentage of total Shares (%) ¹
Shares held by the Offeror and parties acting in concert with it as at 6 November 2014, being the Possible Offer Announcement Date	0	0.00
Shares acquired or agreed to be acquired by the Offeror and parties acting in concert with it (other than pursuant to valid acceptances of the Offer) between 6 November 2014 up to 5:30 p.m. on the Closing Date, both dates inclusive	2,202,219	0.10
Valid acceptances of the Offer as at 5:30 p.m. on the Closing Date received from Shareholders other than parties acting in concert with the Offeror	2,141,885,108	97.26
Total	2,144,087,327	97.36

¹ Unless otherwise stated, references in this Announcement to percentage or total number of Shares are based on a total of 2,202,218,293 Shares as at 8 July 2015 based on the electronic instant information search results from ACRA in respect of the Company on 8 July 2015. Figures are rounded to the nearest one decimal place. Any discrepancies in the figures included in this Announcement between the amounts shown and the totals thereof are due to rounding and accordingly, figures shown as totals in this Announcement may not be an arithmetic aggregation of the figures that precede them.

4. COMPULSORY ACQUISITION AND LISTING STATUS

Compulsory acquisition

- 4.1 Pursuant to section 215(1) of the Companies Act, in the event that the Offeror acquires not less than 90% of 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), the Offeror would be entitled to exercise the right to compulsorily acquire all the Shares of Shareholders who have not accepted the Offer.
- 4.2 As stated in the Compulsory Acquisition Announcement, as at 5:00 p.m. on the date of the Compulsory Acquisition Announcement, the Offeror has received valid acceptances pursuant to the Offer in respect of not less than 90% of the total number of issued 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).
- 4.3 **Accordingly, as at the date of the Compulsory Acquisition Announcement, the Offeror is 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.**
- 4.4 The Offeror will, in due course, despatch to the Dissenting Shareholders the relevant documentation together with the prescribed notice under the Companies Act in relation to the exercise of its right of compulsory acquisition.

Dissenting Shareholders' rights under section 215(3) of the Companies Act

- 4.5 As stated in the Compulsory Acquisition Announcement, as the Offeror has received acceptances pursuant to the Offer which, together with the Shares held by the Offeror, its related corporations or their respective nominees, comprise 90% or more of the total number of issued Shares, Dissenting Shareholders will have the right under and subject to section 215(3) of the Companies Act to require the Offeror to acquire their Shares at the Offer Price of S\$0.46577 for each Share. **As the Offeror would be proceeding to compulsorily acquire their Shares pursuant to section 215(1) of the Companies Act, Dissenting Shareholders need not take any action in relation to their rights under section 215(3) of the Companies Act. Dissenting Shareholders who wish to exercise such right are advised to seek their own independent legal advice.**

Listing status

- 4.6 As stated in the Offer Document, where the Offeror succeeds in garnering acceptances exceeding 90% of the total number of issued Shares (excluding any Shares held by the Company as treasury shares), thus causing the percentage of the total number of Shares (excluding any Shares held by the Company as treasury shares) held in public hands to fall below 10%, the SGX-ST will suspend trading of the Shares at the Closing Date.
- 4.7 Shareholders should note that as announced by the Company on 5 August 2015, the percentage of the total number of Shares which are held in public hands has fallen below 10%. As announced by the Company on the date of this Announcement, the Company will request that the SGX-ST suspend the trading of the Shares with effect from 9:00 a.m. on 28 August 2015.
- 4.8 **The Offeror intends to make the Company its wholly-owned subsidiary and does not intend to preserve the listing status of the Company. Accordingly, the Offeror does not intend to take steps for the lifting of any trading suspension of the Shares by the SGX-ST. In addition, the Offeror also reserves the right to seek a voluntary delisting of the Company from the SGX-ST pursuant to Rules 1307 and 1309 of the Listing Manual.**

5. **RESPONSIBILITY STATEMENT**

- 5.1 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.
- 5.2 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.

27 August 2015

Any enquiries relating to the Offer Document or the Offer should be directed to the Offeror's Financial Advisers during office hours:

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