



AFFINITYEQUITY  
PARTNERS



## **Media Release**

(all figures in S\$ unless otherwise stated)

# **Proposed Acquisition of UTAC by Affinity Equity Partners and TPG Capital**

**SINGAPORE, June 26, 2007** – The directors of United Test and Assembly Center Ltd (“**UTAC**” or the “**Company**”), Affinity Equity Partners (“**Affinity**”) and TPG Capital (“**TPG**”) are pleased to announce the proposed acquisition of UTAC by Global A&T Electronics Ltd (“**Global A&T Electronics**”), a special purpose company formed by Affinity and TPG. The proposed acquisition will be effected by way of a scheme of arrangement.

This news release should be read in conjunction with the full text of the joint announcement by the Company, Affinity and TPG dated 26 June 2007 (“**Announcement**”). A copy of the Announcement is available on [www.sgx.com](http://www.sgx.com) and on the Company’s website.

### **Acquisition Details**

UTAC and Global A&T Electronics entered into an agreement today to implement a scheme of arrangement (“**Share Scheme**”) for the acquisition under the Singapore Companies Act and the Singapore Code on Take-overs and Mergers.

Under the Share Scheme, all issued ordinary shares in UTAC (“**UTAC Shares**”) held by UTAC shareholders (“**UTAC Shareholders**”) will be acquired by Global A&T Electronics for a cash consideration of S\$1.20 per UTAC Share. Based on a fully diluted issued share capital (assuming full exercise of options and conversion of convertible bonds) as at 22 June 2007, the consideration price values UTAC at up to S\$2.2 billion.

## Premium

On the basis of the consideration price of S\$1.20 in cash for each UTAC Share, the implied premiums of the consideration price compared to the historical share prices of UTAC are as follow:

- A premium of 20.0% to UTAC's 6-month volume weighted average price ("VWAP")
- A premium of 25.0% to UTAC's 3-month VWAP
- A premium of 30.4% to UTAC's 1-month VWAP
- A premium of 78.3% to the net asset value per UTAC Share based on the unaudited consolidated financial statements of UTAC for the three-month period ended 31 March 2007

Mr Charles Chen, non-executive Chairman of UTAC, said, "We are pleased to receive Affinity's and TPG's proposal to acquire the Company by way of a scheme of arrangement. The proposed acquisition provides an opportunity for UTAC Shareholders to realize their investment in UTAC Shares for cash at a premium to historical closing share prices of the Company."

Mr David Lai, Managing Partner of Affinity, said, "We have a high regard for the track record of UTAC and its current management team. A key objective for us is to retain the team after the close of offer."

Mr Ashish Shastry, Managing Director and Head of Southeast Asia of TPG, said, "We are fully committed to UTAC continuing to honour all its commitments to its customers and business partners as usual, and look forward to build further upon the successes of UTAC. Affinity and TPG, with our track record of investing in this sector, are well-positioned to commit additional resources, network and expertise to UTAC's team to help bring the Company to the next level."

## **Irrevocable Undertakings**

Affinity and TPG have received irrevocable undertakings from certain UTAC Shareholders representing approximately 17.2% of UTAC's current issued share capital to, amongst others, vote, or procure the voting of all their UTAC Shares in favour of the Share Scheme.

## **Approvals Required**

The Share Scheme will require, *inter alia*, the approval by a majority in number of UTAC Shareholders present and voting, either in person or by proxy, at the meeting of UTAC Shareholders to be convened by the High Court of Singapore to approve the Share Scheme, such majority holding not less than 75% in the value of UTAC Shares held by UTAC Shareholders present and voting in this meeting, and the sanction of the Share Scheme by the High Court of Singapore.

## **Share Scheme Document**

The Independent Directors of UTAC has appointed ANZ Singapore Limited as the independent financial adviser ("IFA") to advise them for the purpose of making a recommendation to UTAC Shareholders in connection with the Share Scheme. Full details of the Share Scheme including the recommendation of the Independent Directors and the opinion of the IFA will be included in a Share Scheme document to be sent to UTAC Shareholders in due course.

## **De-listing of UTAC**

Upon completion of the Share Scheme, UTAC will be wholly-owned by Global A&T Electronics, and will be de-listed from the Official List of the Singapore Exchange Securities Trading Limited.

## **Advisers**

ABN AMRO Bank N.V., Singapore branch is the lead financial adviser to Global A&T Electronics. J.P. Morgan (S.E.A.) Limited and Merrill Lynch (Singapore) Pte. Ltd. also advised Global A&T Electronics.

Rajah & Tann is the legal adviser to UTAC. Allen & Gledhill, Cleary Gottlieb Steen & Hamilton LLP and Wong Partnership are the legal advisers to Global A&T Electronics.

*~ End of Release ~*

The directors of UTAC (including any director who may have delegated detailed supervision of this Press Release) have taken all reasonable care to ensure that the facts stated and opinions expressed in this Press Release (other than those relating to Global A&T Electronics, Affinity or TPG) are fair and accurate and that no material facts have been omitted from this Press Release, and they jointly and severally accept responsibility accordingly. Where any information has been extracted from published or publicly available sources, the sole responsibility of the directors of UTAC 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 Press Release.

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### **About United Test and Assembly Center Ltd**

United Test and Assembly Center Ltd (“UTAC”, SGX-ST: UTAC) is a leading independent provider of semiconductor assembly and testing services for a broad range of integrated circuits including memory, mixed-signal, logic and radio-frequency ICs. The Group offers a full range of package and test development, engineering and manufacturing services and solutions to a worldwide customer base, comprising leading integrated device manufacturers (“IDMs”), fabless companies and wafer foundries. UTAC operates manufacturing facilities in Singapore, Thailand, Taiwan and China, in addition to its global network of sales offices in the United States, Europe, Japan, Korea, China and Singapore. More information on the company can be found at [www.UTACgroup.com](http://www.UTACgroup.com).

### **About Affinity**

Affinity is one of the pioneers in leveraged buy-out in the Asia Pacific region. It is an independently owned buyout fund manager established in March 2004, following a spin-off from UBS Capital. Affinity currently advises and manages in excess of US\$4 billion of funds and assets, making it one of the largest and most active independent financial sponsors in this region for control-oriented investments. Since 1999, it has completed over 15 landmark transactions in five countries, including 2 recent public offers on the Singapore Stock Exchange for Jaya Holdings and First Engineering, with a total transaction value of over US\$4 billion.

### **About TPG**

TPG is one of the largest private equity investment firms in the world, one of the most established and experienced private equity firms in the Asia Pacific region and one of the most active technology sector investors globally. Over the past decade, TPG has invested over US\$4 billion of equity in 27 transactions across all technology sectors. TPG’s current technology portfolio has more than US\$30 billion in revenue and over 100,000 employees world-wide.

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