

SILICONWARE PRECISION INDUSTRIES CO LTD

Form 425

February 12, 2018

Filed by Advanced Semiconductor Engineering, Inc.

Pursuant to Rule 425 of the Securities Act of 1933

Subject Company: Siliconware Precision Industries Co., Ltd.

(Commission File No.: 000 -30702)

Below is the English version of our TWSE MOPS filing on February 12, 2018

SEQ\_NO: 3

Date of announcement: 2018/02/12

Time of announcement: 17:42:58

Subject: ASE's Board meeting has determined the record date for ASE and SPIL to incorporate ASE Industrial Holding Co., Ltd. through statutory share exchange

Date of events: 2018/02/12

To which item it meets: paragraph 51

Statement:

1.Date of occurrence of the event:2018/02/12

2.Company name:Advanced Semiconductor Engineering, Inc.

3.Relationship to the Company (please enter "head office" or "subsidiaries"):head office

4.Reciprocal shareholding ratios:N/A

5.Cause of occurrence:

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ASE's extraordinary general meeting of shareholders has approved the joint share exchange between ASE and Siliconware Precision Industries Co., Ltd. ("SPIL") to form the ASE Industrial Holding Co., Ltd. ("HoldCo") by means (1) of a statutory share exchange, and HoldCo will acquire all issued shares of ASE and SPIL. Upon the completion of the share exchange, ASE and SPIL will become wholly owned subsidiaries of HoldCo and be delisted from the Taiwan Stock Exchange concurrently.

(2) The tentative schedule for the share exchange is set forth below:

a. The last trading date of ASE's common shares: April 17, 2018

b. The first date that ASE's common shares cease to trade: April 18, 2018

c. The last date before book closure: April 19, 2018

d. The book closure period: from April 20, 2018 to April 30, 2018

e. The record date of the share exchange: April 30, 2018

f. The delisting date of ASE's common shares: April 30, 2018

g. The first trading date of HoldCo's common shares: April 30, 2018

(3) In case there is any occurrence of force majeure event, request of competent authority or occurrence of any other events that cause a necessary change pursuant to the joint share exchange agreement, the Board authorizes the chairman of ASE to change the relevant schedule or record date and take any necessary actions depending on the actual situation.

6. Countermeasures: N/A

7. Any other matters that need to be specified: N/A

### **Safe Harbor Notice:**

This statement contains “forward-looking statements” within the meaning of Section 27A of the United States Securities Act of 1933, as amended, and Section 21E of the United States Securities Exchange Act of 1934, as amended, including statements regarding ASE’s or HoldCo’s future results of operations and business prospects. Although these forward-looking statements, which may include statements regarding the expected completion of the proposed combination between ASE and Siliconware Precision Industries Co., Ltd. (“SPIL”) and any benefits or synergies of the proposed combination, as well as ASE’s or HoldCo’s (if established) future results of operations, financial condition or business prospects, are based on certain assumptions made by ASE or HoldCo (if established) based on management’s experience, perception of historical trends and technical analyses, current conditions, anticipated future developments and other factors believed to be appropriate and reasonable by management as well as information from other sources ASE’s management believes to be reliable, you should not place undue reliance on these forward-looking statements, which apply only as of the date of this statement. The words “will,” “potential,” “anticipate,” “believe,” “estimate,” “expect,” “intend,” “plan,” “may,” “could,” “project,” or their negatives, and other similar expressions or statements, as they relate to ASE or HoldCo (if established), are intended to identify these forward-looking statements, although not all forward-looking statements contain such identifying words. These statements discuss future expectations, identify strategies, contain projections of results of operations of ASE’s or HoldCo’s (if established) financial condition, or state other forward-looking information. Known and unknown risks, uncertainties and other factors could cause the actual results to differ materially from those contained in any forward-looking statement. These include risks and uncertainties that may affect the proposed combination with SPIL, the satisfactory completion of due diligence by the parties, the ability of the parties to negotiate and enter into a definitive agreement and, if such an agreement is entered into, the satisfaction of the conditions contained in the definitive agreement, any delay or inability to obtain necessary approvals or consents from third parties and the ability of the parties to realize the anticipated benefits from the proposed business transaction. ASE cannot guarantee that its expectations expressed in these forward-looking statements will turn out to be correct. ASE’s or HoldCo’s (if established) actual results could be materially different from and worse than those expectations. For a discussion of important risks and factors that could cause ASE’s or HoldCo’s (if established) actual results to be materially different from its expectations, please see the documents we file from time to time with the U.S. Securities and Exchange Commission (“U.S. SEC”), including ASE’s 2016 Annual Report on Form 20-F filed on April 21, 2017. Any forward-looking statement speaks only as of the date on which such statement is made and ASE undertakes no obligation to correct or update any forward-looking statement, whether as a result of new information, future events or otherwise, except as required by applicable law.



**This statement is not an offering of securities for sale in any jurisdiction:**

This communication shall not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such jurisdiction. No offering of securities shall be made except by means of a prospectus meeting the requirements of the U.S. Securities Act of 1933, as amended, or an exemption therefrom. ASE has filed a registration statement on Form F-4 with the U.S. SEC in connection with the proposed joint share exchange between ASE and SPIL (the “Joint Share Exchange”). The Form F-4 contains a prospectus and other documents. The Form F-4 and prospectus, as they may be amended from time to time, contain important information about ASE, SPIL, the Joint Share Exchange and related matters. U.S. shareholders of ASE are urged to read the Form F-4, the prospectus and the other documents, as they may be amended from time to time, that may be filed with the U.S. SEC in connection with the Joint Share Exchange carefully before they make any decision at any shareholders’ meeting of ASE with respect to the Joint Share Exchange. The Form F-4, the prospectus and all other documents filed with the U.S. SEC in connection with the Joint Share Exchange will be available, free of charge, on the U.S. SEC’s website at [www.sec.gov](http://www.sec.gov). In addition, the Form F-4, the prospectus and all other documents filed with the U.S. SEC in connection with the Joint Share Exchange will be made available, free of charge, to U.S. shareholders of ASE who make a written request to [ir@aseglobal.com](mailto:ir@aseglobal.com).