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**HannStar Board (BVI) Holdings Corp.**  
*(Incorporated in the British Virgin Islands with limited liability)*

**HannStar Board International Holdings Limited**  
**瀚宇博德國際控股有限公司**  
*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 00667)**

## **JOINT ANNOUNCEMENT**

### **PROPOSED PRIVATISATION**

**BY**

**HANNSTAR BOARD (BVI) HOLDINGS CORP.**

**OF**

**HANNSTAR BOARD INTERNATIONAL HOLDINGS LIMITED**

**BY WAY OF A SCHEME OF ARRANGEMENT UNDER SECTION 86 OF  
THE COMPANIES LAW OF THE CAYMAN ISLANDS**

### **DESPATCH OF THE SCHEME DOCUMENT**

The Scheme Document was despatched to the Shareholders on Wednesday, 14 September 2011.

The respective notices of the Court Meeting and the EGM to be held on Friday, 7 October 2011 are set out in the Scheme Document.

Independent Shareholders should consider carefully the recommendations of the IBC and the factors, reasons and recommendations relating to the Proposal as set out in the IFA Letter before making a decision on the Proposal.

**Shareholders and investors should note that the implementation of the Proposal is subject to the Conditions being fulfilled or waived, as applicable. Therefore, the Proposal may or may not become effective. Shareholders and investors should exercise caution when dealing in the Shares.**

## **INTRODUCTION**

Reference is made to the joint announcements made on 8 August 2011 and 29 August 2011 by HannStar Board International Holdings Limited 瀚宇博德國際控股有限公司 (the “**Company**”) and HannStar Board (BVI) Holdings Corp. (the “**Offeror**”) in relation to the proposed privatisation of the Company by the Offeror.

Unless the context otherwise requires, terms defined in the composite scheme document jointly issued by the Company and the Offeror dated 14 September 2011 (the “**Scheme Document**”) have the same meanings when used in this announcement.

## **DESPATCH OF THE SCHEME DOCUMENT**

The Scheme Document was despatched to the Shareholders on Wednesday, 14 September 2011.

The Scheme Document contains, among other things, the Board Letter, the IBC Letter, the IFA Letter, the Explanatory Memorandum in relation to the Scheme, the expected timetable relating to the Proposal and the notices of the Court Meeting and the EGM.

## **RECOMMENDATIONS OF THE IBC AND THE IFA**

The IBC was established to make a recommendation to the Independent Shareholders in relation to the Proposal and the IFA was appointed as the independent financial adviser to advise the IBC in respect of the Proposal.

The advice of the IFA and the recommendations of the IBC are set out in the Scheme Document.

Independent Shareholders should consider carefully the recommendations of the IBC and the factors, reasons and recommendations in relation to the Proposal as set out in the IFA Letter before making a decision on the Proposal.

## **MEETINGS**

The Court Meeting and the EGM will be held at 10:00 a.m. and 10:30 a.m. (or in the case of the EGM, immediately after the conclusion or adjournment of the Court Meeting) respectively on Friday, 7 October 2011, at Concord Room 2-3, 8th Floor, Renaissance Harbour View Hotel, 1 Harbour Road, Wanchai, Hong Kong.

Notices of those meetings are set out in the Scheme Document. For the purpose of those meetings, dealing in the Shares are expected to be suspended from 9:00 a.m. on Friday, 7 October 2011 until the release of the results of those meetings, which is expected to be no later than 7:00 p.m. on the same day.

## **CLOSURE OF REGISTER OF MEMBERS**

For the purpose of determining the entitlements of the Scheme Shareholders to attend (and the Independent Shareholders to vote at) the Court Meeting and the Shareholders to attend and vote at the EGM, the register of members of the Company will be closed from Wednesday, 5 October 2011 to Friday, 7 October 2011 (both days inclusive) and, during such period, no transfer of Shares will be effected.

In order to qualify to attend and vote at the Court Meeting and the EGM, all duly completed transfers of Shares (accompanied by the relevant share certificates) must be lodged with the Company's share registrar (being Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong) by not later than 4:30 p.m. on Tuesday, 4 October 2011.

If the resolutions to be proposed at the Court Meeting and the EGM are duly approved by the requisite majority of Independent Shareholders attending and voting at the Court Meeting (and the requisite majority of Shareholders attending and voting at the EGM), the latest time for dealing in the Shares on the Stock Exchange is expected to be 4:00 p.m. on Thursday, 24 November 2011.

The Record Time for the purpose of determining the entitlements of the Scheme Shareholders under the Scheme is expected to be 4:00 p.m. on Thursday, 8 December 2011. For that purpose, the register of members of the Company will be closed on Thursday, 8 December 2011 and, during such period, no transfer of Shares will be effected.

To qualify for entitlements under the Scheme, all duly completed transfers of Shares (accompanied by the relevant share certificates) must be lodged with the Company's share registrar (being Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong) by not later than 4:30 p.m. on Wednesday, 7 December 2011.

## CONDITIONS OF THE PROPOSAL

**Shareholders and investors should note that the implementation of the Proposal is subject to the Conditions being fulfilled or waived, as applicable. Therefore, the Proposal may or may not become effective. Shareholders and investors should exercise caution when dealing in the Shares.**

Subject to all the Conditions being fulfilled or waived, as applicable, the Scheme is expected to become effective on or before Thursday, 8 December 2011. Details of the Conditions are set out in the Explanatory Memorandum. The Scheme will lapse if it does not become effective on or before the Long Stop Date (i.e., 30 April 2012, or such later date as the Company and the Offeror may agree in writing or as the Grand Court on the application of the Offeror or the Company may allow).

Shareholders and investors are also reminded that the listing of the Shares on the Stock Exchange will be withdrawn if the Scheme becomes effective. If the Scheme is withdrawn or not approved or lapses, the Shares will remain listed on the Stock Exchange.

## EXPECTED TIMETABLE

Hong Kong time  
(unless otherwise stated)

Latest time for lodging transfers of the Shares  
in order to qualify for attending and voting at  
the Court Meeting and the EGM . . . . . 4:30 p.m. on Tuesday, 4 October 2011

Register of members of the Company closed  
for determination of entitlements  
of the relevant Shareholders to attend  
and vote at the Court Meeting and  
at the EGM <sup>(Note 1)</sup> . . . . . Wednesday, 5 October 2011 to Friday,  
7 October 2011 (both days inclusive)

Latest time for lodging forms of proxy  
with the Share Registrar in respect of the:  
Court Meeting <sup>(Note 2)</sup> . . . . . 10:00 a.m. on Wednesday, 5 October 2011  
EGM <sup>(Note 2)</sup> . . . . . 10:30 a.m. on Wednesday, 5 October 2011

Suspension of dealing in the Shares . . . . . 9:00 a.m. on Friday, 7 October 2011

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| Court Meeting <sup>(Note 3)</sup> .....  | 10:00 a.m. on Friday, 7 October 2011   |
| EGM <sup>(Note 3)</sup> .....  | 10:30 a.m. on Friday, 7 October 2011<br>(or immediately after the conclusion or<br>adjournment of the Court Meeting) |
| Announcement of the results<br>of the Court Meeting and the EGM .....  | no later than 7:00 p.m. on<br>Friday, 7 October 2011   |
| Resumption of dealing in the Shares .....  | 9:00 a.m. on Monday, 10 October 2011   |
| Latest time for dealing in the Shares .....  | 4:00 p.m. on Thursday, 24 November 2011  |
| Grand Court Hearing <sup>(Note 4)</sup> .....  | Thursday, 24 November 2011   |
| Announcement of the results of the Grand Court Hearing .....   | no later than 7:00 p.m. on<br>Friday, 25 November 2011   |
| Announcement of:<br>(1) the Effective Date; and<br>(2) the withdrawal of listing of the Company from<br>the Stock Exchange .....                       | no later than 7:00 p.m. on<br>Monday, 5 December 2011  |
| Latest time for lodging transfers<br>of the Shares to qualify for<br>entitlements under the Scheme .....   | 4:30 p.m. on Wednesday, 7 December 2011  |
| Register of members of the Company closed for<br>determination of the Scheme Shareholders who are<br>qualified for entitlements under the Scheme ..... | Thursday, 8 December 2011  |
| Record Time .....  | 4:00 p.m. on Thursday, 8 December 2011   |
| Effective Date <sup>(Note 4&amp;5)</sup> .....   | Thursday, 8 December 2011  |
| Withdrawal of the listing of the Shares<br>on the Stock Exchange .....   | 9:00 a.m. on Friday, 9 December 2011   |
| Cheques for the Cancellation Consideration under<br>the Scheme to be despatched on or before <sup>(Note 6)</sup> .....                                 | Friday, 16 December 2011   |

**Shareholders and investors should note that the timetable is subject to change. A further announcement will be made in the event that there is any material change to the expected timetable.**

*Notes:*

- (1) The closure of the register of members of the Company during this period is not for the purpose of determining entitlements under the Scheme. Instead, it is for the purpose of determining entitlements of the Independent Shareholders to attend and vote at the Court Meeting and the EGM.
- (2) The Proxy Forms are to be completed and signed in accordance with the instructions stated on them and then submitted in accordance with the terms set out under the paragraph headed “Actions to be Taken” in the section headed “Important Notice” of the Scheme Document.
- (3) The Court Meeting and the EGM will be held at Concord Room 2-3, 8th Floor, Renaissance Harbour View Hotel, 1 Harbour Road, Wanchai, Hong Kong at the times and dates specified above, details of which are set out in the Notice of the Court Meeting and the Notice of the EGM.
- (4) All references in this announcement to times and dates are references to Hong Kong times and dates, other than references to the expected dates of: (a) the Grand Court Hearing; and (b) the Effective Date, which are the relevant dates in the Cayman Islands. Cayman Islands time is 13 hours behind Hong Kong time.
- (5) The Scheme will become effective upon all the Conditions having been satisfied or waived, as applicable.
- (6) The cheques to the Scheme Shareholders for the Cancellation Consideration will be despatched by post on or before 16 December 2011. For further details, please refer to paragraph 17 headed “Registration and Payment” in the Explanatory Memorandum.

## **ACTIONS TO BE TAKEN**

For the details of actions to be taken by Independent Shareholders and Beneficial Owners, please refer to the paragraph headed “Actions to be Taken” in the section headed “Important Notice” of the Scheme Document, paragraph 20 headed “Court Meeting and the EGM” in the Explanatory Memorandum and paragraph 22 headed “Actions to be taken by the Independent Shareholders” in the Explanatory Memorandum.

If you are an Independent Shareholder, regardless of whether or not you are able to attend the Court Meeting and/or the EGM, you are strongly urged to complete and sign the form of proxy in respect of the Court Meeting and the EGM in accordance with the instructions printed on them and to lodge them with the Share Registrar (being Computershare Hong Kong Investor Services Limited, at 17M Floor Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong) as soon as possible, but in any event not later than the respective times and dates as stated in the paragraph “Expected Timetable” above.

Any Beneficial Owner who wishes to vote at the Court Meeting and be counted towards the number of Scheme Shareholders present and voting at the Court Meeting for or against the Scheme (as required under Section 86 of the Companies Law) must have his/her/its name entered in the register of members of the Company before the Court Meeting.

The Beneficial Owners are urged to have their names entered in the register of members of the Company as soon as possible for, inter alia, the following reasons:

- (a) to enable the Scheme Shareholders to attend the Court Meeting as required under Section 86 of the Companies Law in their capacity as members of the Company or to be represented by proxies appointed by them;
- (b) to enable their votes cast at the Court Meeting to count towards the number of Scheme Shareholders present and voting at the Court Meeting for or against the Scheme (as required under Section 86 of the Companies Law);

- (c) to enable the Company to properly classify members of the Company for the purposes of Section 86 of the Companies Law; and
- (d) to enable the Company and the Offeror to make arrangements to effect payments by way of the delivery of cheques to the Scheme Shareholders who will receive the Cancellation Consideration.

## **OVERSEAS SHAREHOLDERS**

The Scheme Document has been prepared for the purpose of complying with the applicable laws, rules and regulations of the Cayman Islands and Hong Kong, and the information disclosed in the Scheme Document may not be the same as that which would have been disclosed if the Scheme Document has been prepared in accordance with the laws of any other jurisdiction.

The Scheme Document does not constitute an offer or invitation to sell, purchase, subscribe for or issue any securities (or the solicitation of an offer to buy or subscribe for securities) pursuant to the Scheme Document or otherwise in any jurisdiction in which such offer, invitation or solicitation is unlawful.

The distribution of the Scheme Document and the making of the Proposal to and acceptance of the Proposal by persons not resident in Hong Kong may be subject to the laws of the relevant jurisdictions. Such persons should inform themselves about and observe any applicable legal, tax or regulatory requirements. It is the responsibility of any overseas Shareholders wishing to accept the Proposal to satisfy themselves as to the full observance of the laws of the relevant jurisdiction in connection with such acceptance (including the obtaining of any governmental, exchange control or other consents which may be required, or the compliance with other necessary formalities) and the payment of any issue, transfer or other taxes due in any such jurisdiction.

Any acceptance by such overseas Shareholders will be deemed to constitute a representation and warranty from such persons to the Company and the Offeror that those local laws and requirements have been complied with.

By order of the board of  
**HannStar Board (BVI) Holdings Corp.**  
**Chiao Yu-heng**  
*Director*

By order of the board of  
**HannStar Board International Holdings Limited**  
瀚宇博德國際控股有限公司  
**Chang Chia-ning**  
*Chairman*

14 September 2011

*As at the date of this announcement, the directors of the Offeror are Mr. Chiao Yu-heng, Mr. Shu Yao-shien and Hannstar Board Corporation (瀚宇博德股份有限公司).*

*As at the date of this announcement, the directors of the Parent are Mr. Chiao Yu-heng, Mr. Chiao Ting-piao, Mr. Chiao Yu-chi, Mr. Chu Yeu-yuh (representative of Walsin Technology Corporation (華新科技股份有限公司)), Ms. Lee Ting-chu (representative of Walsin Technology Corporation (華新科技股份有限公司)), Mr. Shu Yao-shien (representative of Walsin Technology Corporation (華新科技股份有限公司)), Mr. Pan Wen-hu (representative of Walsin Lihwa Corporation (華新麗華股份有限公司)), Mr. Chen Ruey-long and Mr. Liu Ming-hsiung.*

*The directors of the Offeror and the Parent jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than that relating to the Group), and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement (other than those expressed by the Group) have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.*

*As at the date of this announcement, the Board of the Company comprises the following Directors:*

*Executive Directors: Mr. Yeh Shin-jiin, Mr. Lai Wei-chen and Mr. Chen Kuen-hwang*

*Non-executive Directors: Mr. Chang Chia-ning and Ms. Cao Jianhua*

*Independent Non-executive Directors: Mr. Chao Yuan-san, Ms. Chen Shun Zu, Deborah, Mr. Yeh Yu-an, Ms. Chang Pi-lan and Mr. Yen Chin-chang*

*The directors of the Company jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than that relating to the Offeror Group), and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement (other than those expressed by the Offeror Group) have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.*