

**OKMETIC OYJ** 

STOCK EXCHANGE RELEASE

7 JULY 2016 AT 11.15 A.M.

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# FINAL RESULT OF THE SUBSEQUENT OFFER PERIOD OF NSIG FINLAND'S VOLUNTARY PUBLIC TENDER OFFER FOR ALL THE SHARES AND OPTION RIGHTS IN OKMETIC

NSIG Finland S.à r.I. ("NSIG Finland"), a wholly-owned indirect subsidiary of National Silicon Industry Group ("NSIG"), has made a voluntary public tender offer to purchase all of the issued and outstanding shares and option rights in Okmetic Oyj ("Okmetic") that are not owned by Okmetic or any of its subsidiaries (the "Tender Offer"). The subsequent offer period under the Tender Offer commenced on 20 June 2016 and expired on 4 July 2016 (the "Subsequent Offer Period").

NSIG has today on 7 July 2016 published a press release, according to which

- According to the final result of the Subsequent Offer Period, the shares tendered during the Subsequent
  Offer Period represent approximately 0.63 per cent of all the shares and votes in Okmetic (excluding the
  treasury shares held by Okmetic). No option rights were tendered during the Subsequent Offer Period.
  Together with the shares tendered during the actual offer period, the shares tendered in the Tender
  Offer represent approximately 96.41 per cent of all the shares and votes in Okmetic (excluding the
  treasury shares held by Okmetic).
- Taking into account shares acquired through open market purchases, NSIG Finland will hold approximately 96.78 percent of all the shares and votes in Okmetic (excluding the treasury shares held by Okmetic) after the settlement of the sale and purchase of the shares tendered during the Subsequent Offer Period. Together with the option rights that were tendered in the Tender Offer during the actual offer period (the approximately 98.52 per cent of the option rights), this implies a holding of approximately 96.72 per cent of all the shares and votes in Okmetic fully diluted for the outstanding option rights and excluding the treasury shares held by Okmetic.
- The sale and purchase of the shares validly tendered during the Subsequent Offer Period will be executed on or about 8 July 2016 and settlement will be effected on or about 12 July 2016 (the "Settlement Date").
- The offer consideration for the shares validly tendered during the Subsequent Offer Period will be paid
  on the Settlement Date into the bank account connected to the book-entry account of the shareholder
  or, in the case of nominee-registered shares, into the bank account specified in the acceptance form.
  Actual time of receipt for the payment by the shareholder will depend on the schedules of money
  transactions between financial institutions and agreements between the holder and account operator,
  custodian or nominee in each case.
- NSIG Finland's intention is to acquire all the shares and option rights in Okmetic. As NSIG Finland's
  ownership in Okmetic has exceeded nine-tenths (9/10) of the shares and votes in Okmetic through the
  Tender Offer, NSIG Finland has filed an application with the Redemption Committee of the Finland
  Chamber of Commerce to initiate compulsory redemption proceedings for the remaining Okmetic
  shares under the Finnish Companies Act.
- NSIG Finland may purchase shares and option rights in Okmetic also in public trading on Nasdaq Helsinki or otherwise at a price not exceeding the offer price of EUR 9.20 per share and at a price not exceeding the offer price for the option rights as follows: EUR 4.87 for each 2013 A option right and EUR 4.62 for each 2013 B option right.

The press release of NSIG referred to above is attached in its entirety as Annex 1 to this stock exchange release.

OKMETIC OYJ

**Board of Directors** 

For further information, please contact:

President Kai Seikku

Phone: +358 9 5028 0232, e-mail: kai.seikku@okmetic.com

#### INFORMATION REGARDING OKMETIC OYJ

Established in 1985, Okmetic is one of the leading specialty silicon wafers producers and suppliers globally with a production plant in Vantaa, Finland, and contract manufacturers in China and Japan. The Company has sales offices in Japan, Hong Kong and the United States as well as a diverse network of agents, serving customers in China, South Korea, Malaysia, Singapore, Taiwan and the United States. The tailored, high value-added silicon wafers of Okmetic are used in the manufacture of sensors as well as discrete semiconductors and analog circuits. Okmetic is listed on the official list of Nasdaq Helsinki (trading code OKM1V).

Okmetic's head office is located in Vantaa. For more information visit www.okmetic.com.

#### INFORMATION REGARDING NSIG

NSIG is a limited liability company organized under the PRC laws. The registered office of NSIG is in Shanghai, China.

Established in 2015, NSIG is a China-based holding group that is engaged in the investment and development of semiconductor materials and equipment industry with a registered capital of RMB 2 billion (approximately EUR 272 million). NSIG's mission is to establish a major industrial player in the global semiconductor sector (especially silicon and its ecosystems) through both PRC domestic investments and outbound mergers and acquisitions.

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THE TENDER OFFER FOR THE SHARES AND OPTION RIGHTS IS NOT BEING AND WILL NOT BE MADE DIRECTLY OR INDIRECTLY IN ANY JURISDICTION WHERE THE MAKING OF SUCH AN OFFER OR PARTICIPATION THEREIN IS PROHIBITED BY APPLICABLE LAW OR WHICH WOULD REQUIRE FURTHER OFFER DOCUMENTS, REGISTRATION OR OTHER MEASURES IN ADDITION TO THOSE REQUIRED UNDER FINNISH LAW.

ACCORDINGLY, THE TENDER OFFER DOCUMENT AND RELATED ACCEPTANCE FORMS WILL NOT AND MAY NOT BE DISTRIBUTED, FORWARDED OR TRANSMITTED INTO OR FROM ANY JURISDICTION WHERE PROHIBITED BY APPLICABLE LAW OR WHICH WOULD REQUIRE FURTHER OFFER DOCUMENTS, REGISTRATION OR OTHER MEASURES IN ADDITION TO THOSE REQUIRED UNDER FINNISH LAW. IN PARTICULAR, THE TENDER OFFER FOR THE SHARES AND OPTION RIGHTS IS NOT BEING AND WILL NOT BE MADE, DIRECTLY OR INDIRECTLY, IN OR INTO, OR BY USE OF THE POSTAL SERVICE OF, OR BY ANY MEANS OR INSTRUMENTALITY (INCLUDING, WITHOUT LIMITATION, FACSIMILE TRANSMISSION, TELEX, TELEPHONE, E-, MAIL OR OTHER FORMS OF ELECTRONIC COMMUNICATION) OF INTERSTATE OR FOREIGN COMMERCE OF, OR ANY FACILITIES OF A NATIONAL SECURITIES EXCHANGE OF, THE UNITED STATES, CANADA, JAPAN, AUSTRALIA, SOUTH AFRICA OR HONG KONG, AND MAY NOT BE ACCEPTED BY ANY SUCH USE, MEANS, INSTRUMENTALITY OR FACILITY FROM OR WITHIN THE UNITED STATES, CANADA, JAPAN, AUSTRALIA, SOUTH AFRICA OR HONG KONG OR BY PERSONS LOCATED OR RESIDENT THEREIN, OR PERSONS (INCLUDING AGENTS, FIDUCIARIES OR OTHER INTERMEDIARIES) ACTING FOR THE ACCOUNT OR BENEFIT OF PERSONS LOCATED OR RESIDENT THEREIN. ANY PURPORTED ACCEPTANCE OF THE TENDER OFFER FOR THE SHARES AND OPTION RIGHTS RESULTING DIRECTLY OR INDIRECTLY FROM A VIOLATION OF THESE RESTRICTIONS WILL BE INVALID.

THE COMMUNICATION OF THIS ANNOUNCEMENT, THE TENDER OFFER DOCUMENT AND ANY OTHER DOCUMENTS OR MATERIALS RELATING TO THE TENDER OFFER IS NOT BEING MADE AND SUCH DOCUMENTS AND/OR MATERIALS HAVE NOT BEEN APPROVED BY AN AUTHORISED PERSON FOR THE PURPOSES OF SECTION 21 OF THE FINANCIAL SERVICES AND MARKETS ACT 2000 OF THE UNITED KINGDOM. ACCORDINGLY, SUCH DOCUMENTS AND/OR MATERIALS ARE NOT BEING DISTRIBUTED TO, AND MUST NOT BE PASSED ON TO, THE GENERAL PUBLIC IN THE UNITED KINGDOM. THE COMMUNICATION OF SUCH DOCUMENTS AND/OR MATERIALS AS A FINANCIAL PROMOTION IS ONLY BEING MADE TO THOSE PERSONS IN THE UNITED KINGDOM FALLING WITHIN THE DEFINITION OF INVESTMENT PROFESSIONALS (AS DEFINED IN ARTICLE 19(5) OF THE FINANCIAL SERVICES AND MARKETS ACT 2000 (FINANCIAL PROMOTION) ORDER 2005 (THE "FINANCIAL PROMOTION ORDER")) OR PERSONS WHO ARE WITHIN ARTICLE 43 OF THE FINANCIAL PROMOTION ORDER OR ANY OTHER PERSONS TO WHOM IT MAY OTHERWISE LAWFULLY BE MADE UNDER THE FINANCIAL PROMOTION ORDER.

UBS Limited is authorised by the Prudential Regulation Authority and regulated by the Financial Conduct Authority and the Prudential Regulation Authority in the United Kingdom. UBS Limited is acting as financial adviser to Okmetic and no one else in connection with the Tender Offer and will not be responsible to anyone other than Okmetic for providing the protections offered to clients of UBS Limited nor for providing advice in connection with the Tender Offer.

ANNEX 1: Press release of National Silicon Industry Group on 7 July 2016

# FINAL RESULT OF THE SUBSEQUENT OFFER PERIOD OF NSIG FINLAND'S TENDER OFFER FOR ALL THE SHARES AND OPTION RIGHTS IN OKMETIC

NATIONAL SILICON INDUSTRY GROUP PRESS RELEASE 7 July 2016 at 11:00 am

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# FINAL RESULT OF THE SUBSEQUENT OFFER PERIOD OF NSIG FINLAND'S TENDER OFFER FOR ALL THE SHARES AND OPTION RIGHTS IN OKMETIC

NSIG Finland S.à r.I. ("NSIG Finland" or the "Offeror"), a wholly-owned indirect subsidiary of National Silicon Industry Group ("NSIG"), commenced on 22 April 2016 a voluntary public tender offer to purchase all of the issued and outstanding shares and option rights in Okmetic Oyj ("Okmetic") that are not owned by Okmetic or any of its subsidiaries (the "Tender Offer"). The subsequent offer period under the Tender Offer commenced on 20 June 2016 and expired on 4 July 2016 (the "Subsequent Offer Period").

According to the final result of the Subsequent Offer Period, the shares tendered during the Subsequent Offer Period represent approximately 0.63 per cent of all the shares and votes in Okmetic (excluding the treasury shares held by Okmetic). No option rights were tendered during the Subsequent Offer Period. Together with the shares tendered during the actual offer period, the shares tendered in the Tender Offer represent approximately 96.41 per cent of all the shares and votes in Okmetic (excluding the treasury shares held by Okmetic).

Taking into account shares acquired through open market purchases, the Offeror will hold approximately 96.78 percent of all the shares and votes in Okmetic (excluding the treasury shares held by Okmetic) after the settlement of the sale and purchase of the shares tendered during the Subsequent Offer Period. Together with the option rights that were tendered in the Tender Offer during the actual offer period (approximately 98.52 per cent of the option rights), this implies a holding of approximately 96.72 per cent of all the shares and votes in Okmetic fully diluted for the outstanding option rights and excluding the treasury shares held by Okmetic.

The sale and purchase of the shares validly tendered during the Subsequent Offer Period will be executed on or about 8 July 2016 and settlement will be effected on or about 12 July 2016 (the "Settlement Date").

The offer consideration for the shares validly tendered during the Subsequent Offer Period will be paid on the Settlement Date into the bank account connected to the book-entry account of the shareholder or, in the case of nominee-registered shares, into the bank account specified in the acceptance form. Actual time of receipt for the payment by the shareholder will depend on the schedules of money transactions between financial institutions and agreements between the holder and account operator, custodian or nominee in each case.

The Offeror's intention is to acquire all the shares and option rights in Okmetic. As the Offeror's ownership in Okmetic has exceeded nine-tenths (9/10) of the shares and votes in Okmetic through the Tender Offer, the Offeror has filed an application with the Redemption Committee of the Finland Chamber of Commerce to initiate compulsory redemption proceedings for the remaining Okmetic shares under the Finnish Companies Act.

The Offeror may purchase shares and option rights in Okmetic also in public trading on Nasdaq Helsinki or otherwise at a price not exceeding the offer price of EUR 9.20 per share and at a price not exceeding the offer price for the option rights as follows: EUR 4.87 for each 2013 A option right and EUR 4.62 for each 2013 B option right.

7]July 2016

National Silicon Industry Group NSIG Finland S.à r.l.

For further information, please contact:

**NSIG** 

Managing Director Leo Ren

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### INFORMATION REGARDING NSIG

NSIG is a limited liability company organized under the PRC laws. The registered office of NSIG is in Shanghai, China.

Established in 2015, National Silicon Industry Group is a China-based holding group that is engaged in the investment and development of semiconductor materials and equipment industry with a registered capital of RMB 2 billion (approximately EUR 272 million). NSIG's mission is to establish a major industrial player in the global semiconductor sector (especially silicon and its ecosystems) through both PRC domestic investments and outbound mergers and acquisitions.

#### INFORMATION REGARDING OKMETIC OYJ

Established in 1985, Okmetic is one of the leading specialty silicon wafers producers and suppliers globally with a production plant in Vantaa, Finland, and contract manufacturers in China and Japan. The Company has sales offices in Japan, Hong Kong and the United States as well as a diverse network of agents, serving customers in China, South Korea, Malaysia, Singapore, Taiwan and the United States. The tailored, high value-added silicon wafers of Okmetic are used in the manufacture of sensors as well as discrete semiconductors and analog circuits. Okmetic is listed on the official list of Nasdaq Helsinki (trading code: OKM1V).

Okmetic's head office is located in Vantaa. For more information visit www.okmetic.com.

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SECURITIES EXCHANGE OF, THE UNITED STATES, CANADA, JAPAN, AUSTRALIA, SOUTH AFRICA OR HONG KONG, AND MAY NOT BE ACCEPTED BY ANY SUCH USE, MEANS, INSTRUMENTALITY OR FACILITY FROM OR WITHIN THE UNITED STATES, CANADA, JAPAN, AUSTRALIA, SOUTH AFRICA OR HONG KONG OR BY PERSONS LOCATED OR RESIDENT THEREIN, OR PERSONS (INCLUDING AGENTS, FIDUCIARIES OR OTHER INTERMEDIARIES) ACTING FOR THE ACCOUNT OR BENEFIT OF PERSONS LOCATED OR RESIDENT THEREIN. ANY PURPORTED ACCEPTANCE OF THE TENDER OFFER FOR THE SHARES AND OPTION RIGHTS RESULTING DIRECTLY OR INDIRECTLY FROM A VIOLATION OF THESE RESTRICTIONS WILL BE INVALID.

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