

# ASE Inc. 2015 Fourth Quarter Earnings Release

Joseph Tung Chief Financial Officer ASE Inc. Jan. 29, 2016

#### **Safe Harbor Notice**



This presentation 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 our future results of operations and business prospects. Although these forward-looking statements, which may include statements regarding our future results of operations, financial condition or business prospects, are based on our own information and information from other sources we believe to be reliable, you should not place undue reliance on these forward-looking statements, which apply only as of the date of this press release. The words "anticipate," "believe," "estimate," "expect," "intend," "plan" and similar expressions, as they relate to us, are intended to identify these forward-looking statements in this press release. Our actual results of operations, financial condition or business prospects may differ materially from those expressed or implied in these forward-looking statements for a variety of reasons, including risks associated with cyclicality and market conditions in the semiconductor or electronic industry; changes in our regulatory environment, including our ability to comply with new or stricter environmental regulations and to resolve environmental liabilities; demand for the outsourced semiconductor packaging, testing and electronic manufacturing services we offer and for such outsourced services generally; the highly competitive semiconductor or manufacturing industry we are involved in; our ability to introduce new technologies in order to remain competitive; international business activities; our business strategy; our future expansion plans and capital expenditures; the strained relationship between the Republic of China and the People's Republic of China; general economic and political conditions; the recent global economic crisis; possible disruptions in commercial activities caused by natural or human-induced disasters; fluctuations in foreign currency exchange rates; and other factors. For a discussion of these risks and other factors, please see the documents we file from time to time with the Securities and Exchange Commission, including our 2014 Annual Report on Form 20-F filed on March 18, 2015.



#### **Update on SPIL Transaction**



#### Key facts relating to the current SPIL tender offer

- ASE plans to acquire up to 770,000,000 common shares of SPIL (including common shares represented by ADSs), representing approximately 24.71% of the issued and outstanding share capital of SPIL.
- Closing conditions to the tender offer: 1) a 5% minimum threshold (at least 155,818,056 shares tendered into the Taiwan tender offer), 2) Taiwan FTC's (Fair Trade Commission) approval.
- The tender offer commenced on December 29, 2015 and will expire on February 16, 2016. If the FTC requires additional time to review this case, the tender offer period may be extended to March 17, 2016.
- ASE is working on all required regulatory approvals for the tender offer.
- ASE plans to use its cash in hand and loans to fund the tender offer.
- ASE currently holds 24.99% in SPIL. If the current tender offer is fully subscribed, ASE will become the owner of approximately 49.71% of SPIL.



### **Update on SPIL Transaction (Cont.)**



- A two-step acquisition with an ultimate goal of a 100% acquisition
  - ASE intends to ultimately proceed with a 100% all cash acquisition of SPIL pursuant to the Taiwan Business Mergers And Acquisitions Act at NT\$55 per common share and NT\$275 per ADS, but subject to the condition that either (i) SPIL shareholders do not approve a third party transaction announced by SPIL on December 11, 2015 ("Third Party Deal") at any shareholders' meeting or (ii) SPIL terminates or cancels the Third Party Deal in accordance with its terms.
  - If the above conditions are met, and the tender offer is consummated successfully, ASE would seek to discharge the SPIL Board and elect new nominees to the Board to implement the 100% cash acquisition.
  - ASE remains open to a friendly resolution with SPIL.
  - ASE believes the SPIL transaction is EPS accretive and the combination of the two companies would be beneficial to Taiwan IC assembly and testing industry, both sides' shareholders and customers.

#### **Quarterly Sequential Comparison**

(unaudited)



(NT\$ Million)	Q4 / 2015	%	Q3 / 2015	%	Change
Net Revenues:					
Packaging	29,093	38.5%	29,575	40.6%	-2%
Testing	6,356	8.4%	6,426	8.8%	-1%
Direct Material	798	1.1%	762	1.0%	5%
EMS	39,301	52.0%	36,107	49.5%	9%
Others	0	0.0%	0	0.0%	
Total Net Revenues	75,548	100.0%	72,870	100.0%	4%
Gross Profit	13,283	17.6%	12,987	17.8%	2%
<b>Operating Income (Loss)</b> *	6,843	9.1%	6,382	8.8%	7%
Pretax Income (Loss)*	6,150	8.1%	7,810	10.7%	-21%
Income Tax Benefit (Expense)*	(1,266)	-1.7%	(1,127)	-1.5%	
Noncontrolling Interest	(322)	-0.4%	(315)	-0.4%	
Net Income Attributable to					
Shareholders of the Parent*	4,562	6.0%	6,368	8.7%	-28%
Basic EPS (NT Dollar)*	0.60	0.0%	0.83		
Diluted EPS (NT Dollar)*	0.58	0.0%	0.69		
EBITDA*	14,230	18.8%	15,903	21.8%	-11%

#### **Quarterly Year-over-Year Comparison**

(unaudited)



(NT\$ Million)	Q4 / 2015	%	Q4 / 2014	%	Change
Net Revenues:					
Packaging	29,093	38.5%	31,942	41.7%	-9%
Testing	6,356	8.4%	6,663	8.7%	-5%
Direct Material	798	1.1%	861	1.1%	-7%
EMS	39,301	52.0%	37,178	48.5%	6%
Others	0	0.0%	0	-0.1%	
Total Net Revenues	75,548	100.0%	76,644	100.0%	-1%
Gross Profit	13,283	17.6%	16,411	21.4%	-19%
Operating Income (Loss)*	6,843	9.1%	9,847	12.8%	-31%
Pretax Income (Loss)*	6,150	8.1%	9,579	12.5%	-36%
Income Tax Benefit (Expense)*	(1,266)	-1.7%	(1,475)	-1.9%	
Noncontrolling Interest	(322)	-0.4%	(240)	-0.3%	
Net Income Attributable to					
Shareholders of the Parent*	4,562	6.0%	7,864	10.3%	-42%
Basic EPS (NT Dollar)*	0.60	0.0%	1.02	0.0%	
Diluted EPS (NT Dollar)*	0.58	0.0%	0.99	0.0%	
EBITDA*	14,230	18.8%	17,257	22.5%	-18%

#### Year-over-Year Comparison

(unaudited)



(NT\$ Million)	FY / 2015	%	FY / 2014	%	Change
Net Revenues:					
Packaging	116,607	41.2%	121,336	47.3%	-4%
Testing	25,192	8.9%	25,875	10.1%	-3%
Direct Material	3,260	1.2%	3,546	1.4%	-8%
EMS	138,242	48.8%	105,785	41.2%	31%
Others	1	0.0%	49	-0.1%	-98%
Total Net Revenues	283,302	100.0%	256,591	100.0%	10%
Gross Profit	50,149	17.7%	53,589	20.9%	-6%
<b>Operating Income (Loss)*</b>	24,926	8.8%	29,646	11.6%	-16%
Pretax Income (Loss)*	24,866	8.8%	28,548	11.1%	-13%
Income Tax Benefit (Expense)*	(4,845)	-1.7%	(4,266)	-1.7%	
Noncontrolling Interest	(970)	-0.3%	(645)	-0.3%	
Net Income Attributable to					
Shareholders of the Parent*	19,051	6.7%	23,637	9.2%	-19%
Basic EPS (NT Dollar)*	2.49	0.0%	3.07	0.0%	
Diluted EPS (NT Dollar)*	2.39	0.0%	2.96	0.0%	
EBITDA*	56,973	20.1%	57,640	22.5%	-1%

#### **Quarterly Sequential Comparison**

(unaudited)



(NT\$ Million)	Q4 / 2015	%	Q3 / 2015	%	Change
Net Revenues:					
Packaging	31,121	81.0%	32,489	81.5%	-4%
Testing	6,356	16.5%	6,426	16.1%	-1%
Direct Material	910	2.4%	928	2.3%	-2%
Others	19	0.0%	19	0.0%	0%
Total Net Revenues	38,406	100.0%	39,862	100.0%	-4%
Gross Profit	9,992	26.0%	10,651	26.7%	-6%
<b>Operating Income (Loss)*</b>	5,355	13.9%	5,644	14.2%	-5%
Pretax Income (Loss)*	5,718	14.9%	7,433	18.6%	-23%
Income Tax Benefit (Expense)*	(1,105)	-2.9%	(1,016)	-2.5%	
Noncontrolling Interest	(51)	-0.1%	(49)	-0.1%	
Net Income Attributable to					
Shareholders of the Parent*	4,562	11.9%	6,368	16.0%	-28%
EBITDA*	12,046	31.4%	14,898	37.4%	-19%

#### **Quarterly Year-over-Year Comparison**

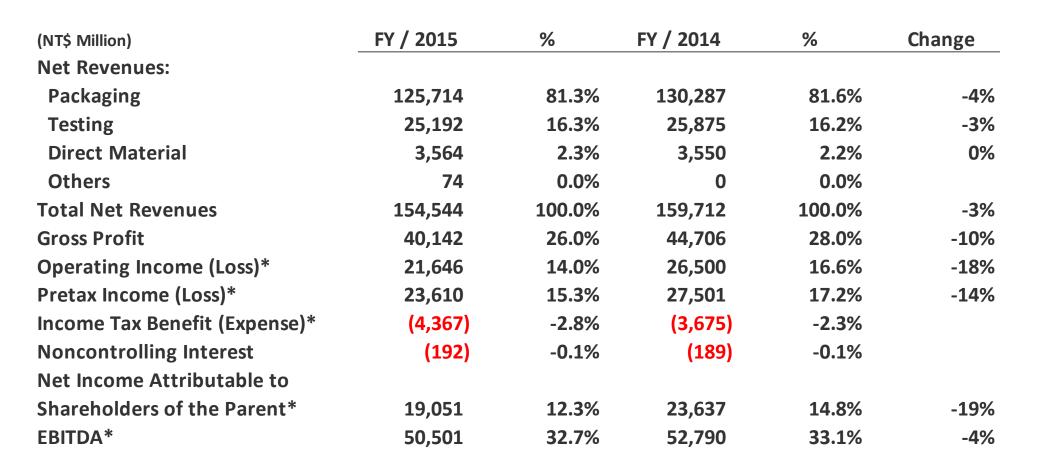
(unaudited)



(NT\$ Million)	Q4 / 2015	%	Q4 / 2014	%	Change
Net Revenues:					
Packaging	31,121	81.0%	36,359	82.9%	-14%
Testing	6,356	16.5%	6,663	15.2%	-5%
Direct Material	910	2.4%	862	2.0%	6%
Others	19	0.0%	0	0.0%	
Total Net Revenues	38,406	100.0%	43,884	100.0%	-12%
Gross Profit	9,992	26.0%	13,772	31.4%	-27%
<b>Operating Income (Loss)*</b>	5,355	13.9%	8,931	20.4%	-40%
Pretax Income (Loss)*	5,718	14.9%	9,273	21.1%	-38%
Income Tax Benefit (Expense)*	(1,105)	-2.9%	(1,344)	-3.1%	
Noncontrolling Interest	(51)	-0.1%	(65)	-0.1%	
Net Income Attributable to					
Shareholders of the Parent*	4,562	11.9%	7,864	17.9%	-42%
EBITDA*	12,046	31.4%	15,801	36.0%	-24%

#### Year-over-Year Comparison

(unaudited)

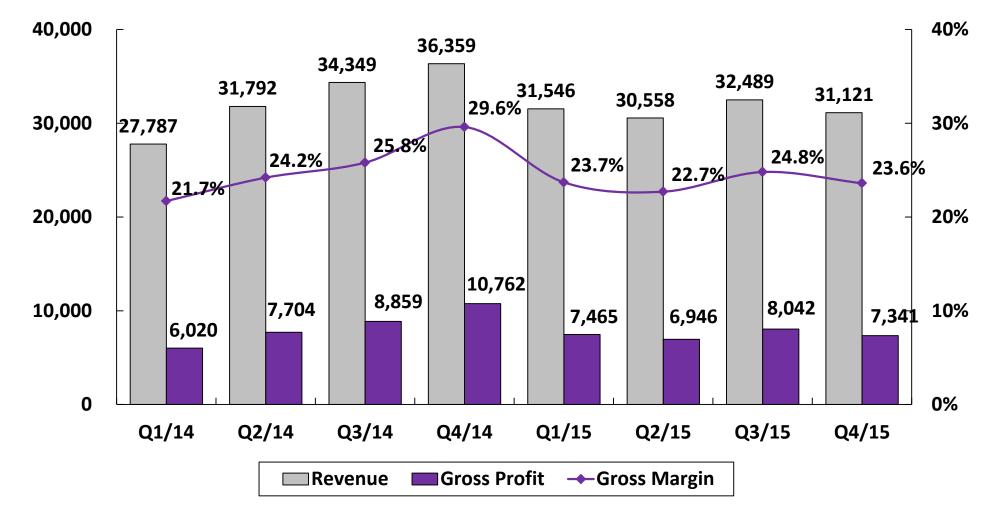




# Packaging Operations



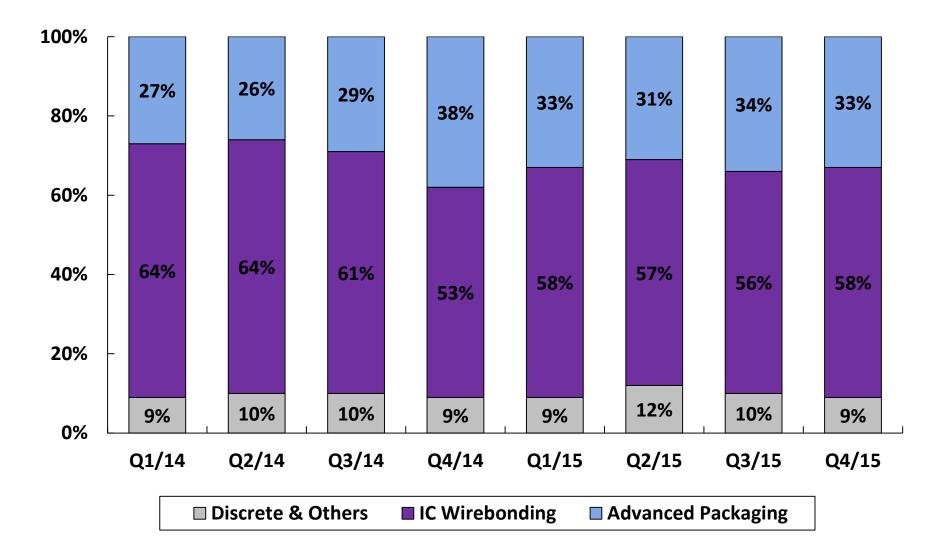
NT\$ Million



#### **Packaging Operations**

Package Revenue Breakdown

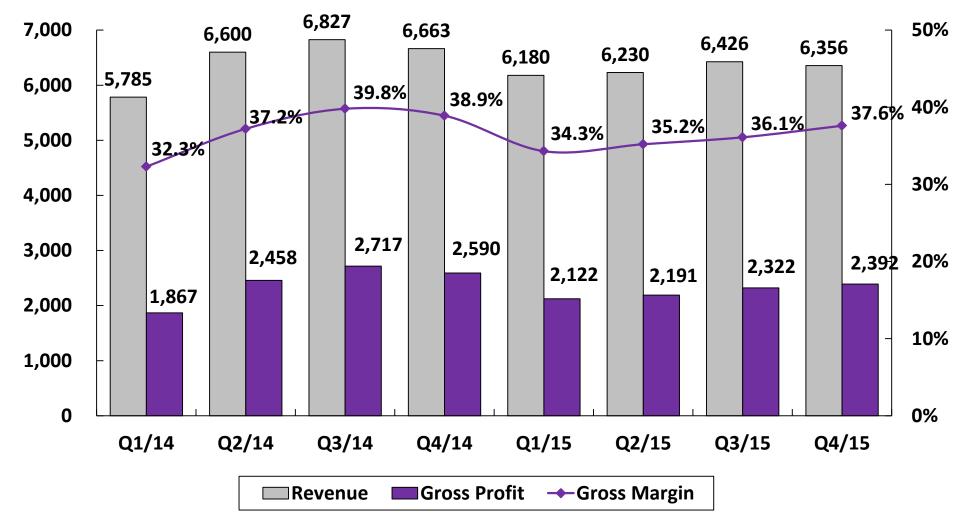




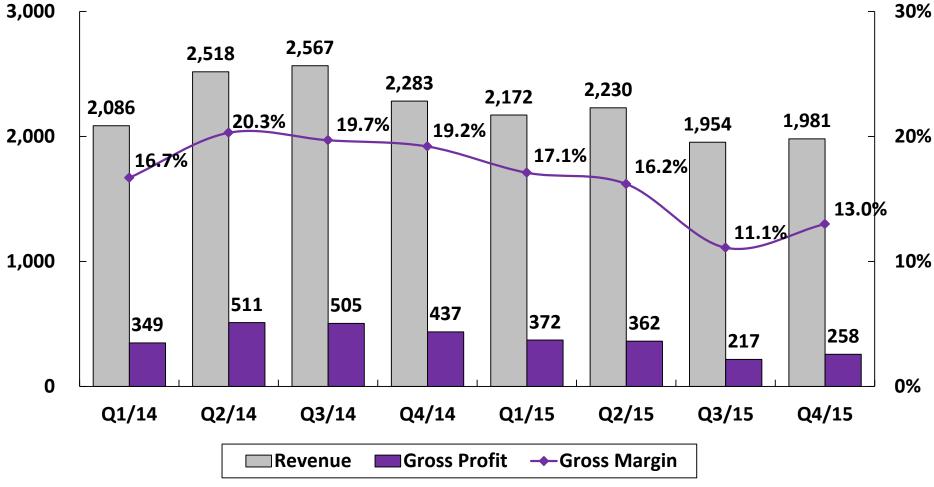
#### **Testing Operations**



NT\$ Million



#### NT\$ Million 3,000



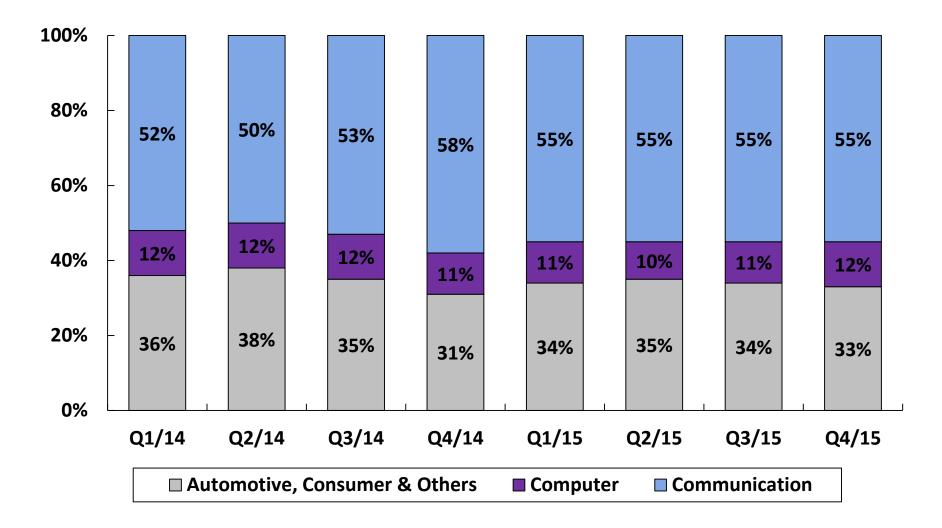
#### **Material Operations**





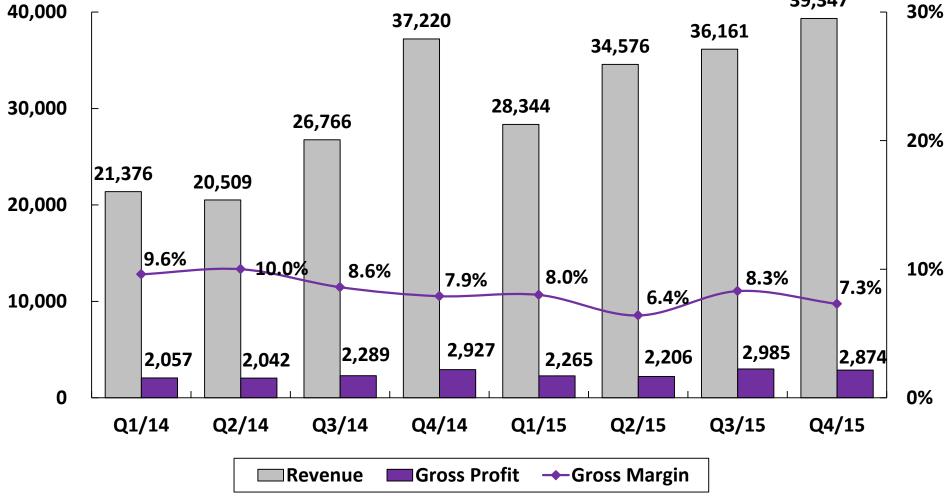
#### **IC ATM Revenue by Application**





40,000

**NT\$ Million** 





**EMS Operations** 

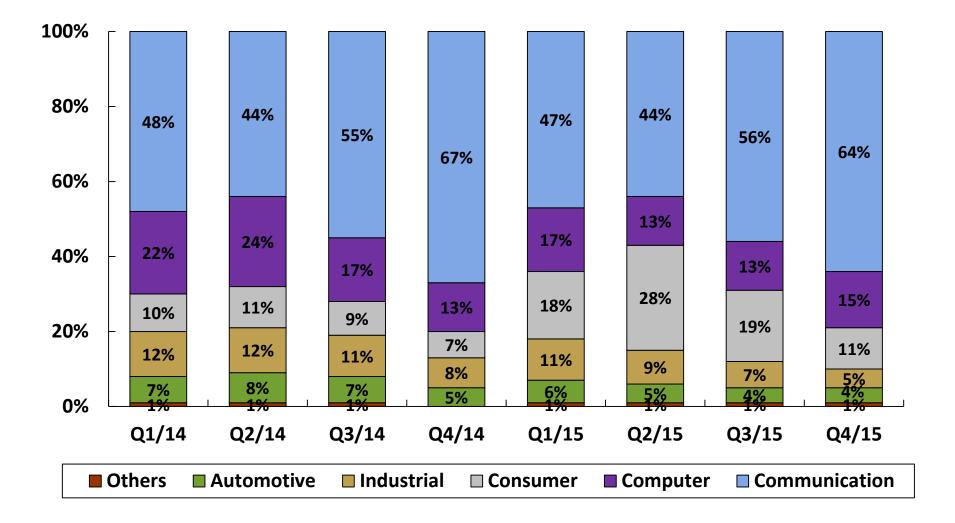


39,347

#### **EMS Operations**

#### **EMS Revenue Breakdown**





### **Key Balance Sheet Items & Indices**



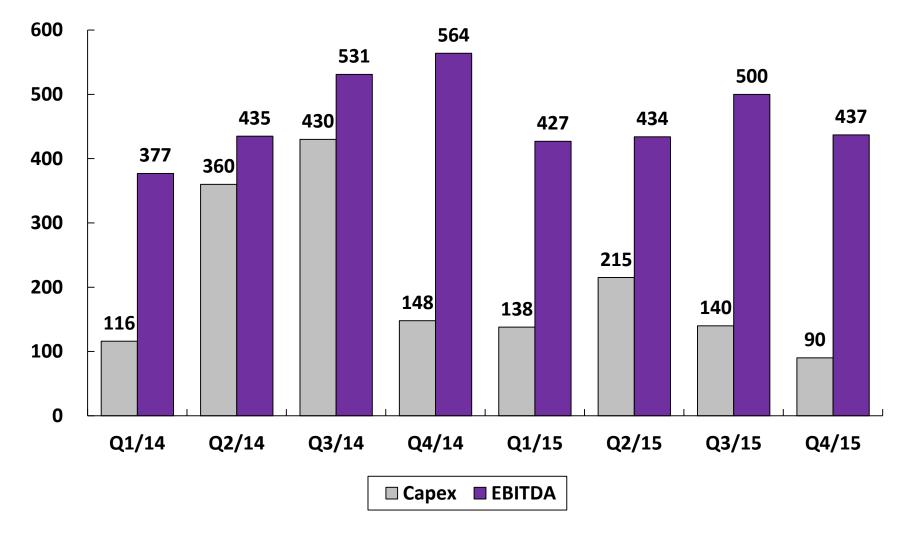
(unaudited)

				ASE GROOT
(NT\$ Million)	Dec. 31, 2015	Sept. 30, 2015	Change	
Cash and cash equivalent	55,251	42,410	30.3%	
Financial assets - current	3,864	3,158	22.4%	
Financial assets - non current &				
investments - equity method*	38,320	37,887	1.1%	
Property, plant & equipment	149,997	152,981	-2.0%	
Total assets*	365,260	368,452	-0.9%	
Short-term borrowings	36,983	45,747	-19.2%	
Current portion of bonds payable	14,686	2,578	469.7%	
Current portion of long-term borrowings				
& capital lease obligations	2,157	2,028	6.4%	
Bonds payable	23,740	35,804	-33.7%	
Long-term borrowings & capital lease				
obligations	42,795	38,389	11.5%	
Total equity (Including non-controlling				
interest)*	168,428	164,283	2.5%	
Quarterly EBITDA*	14,230	15,903	-10.5%	
Current ratio	1.30	1.31		
Net debt to equity * These numbers have been restated for SPIL's Q4/2015	<b>0.36</b> earnings release. The c	<b>0.48</b> original, as presented, s	lide is attached	l at the end of
this document. © ASE Group. All rights reserved.				17

## Machinery & Equipment Capital Expenditure vs. EBITDA



**US\$ Million** 



#### First Quarter 2016 Outlook



Based on our current business outlook and exchange rate assumptions, management projects overall performance for the first quarter of 2016 to be as follows:

- IC ATM capacity should stay flat and blended utilization rate should be down high single digits sequentially;
- IC ATM gross margin should be approaching 1Q14 levels;
- EMS business should decline moderately on a year-over-year basis;
- EMS gross margin should decline slightly quarter-over-quarter.





## **Thank You**

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#### **Quarterly Sequential Comparison**

(unaudited)

As Originally Presented

ASE GROUP

(NT\$ Million)	Q4 / 2015	%	Q3 / 2015	%	Change
Net Revenues:					
Packaging	29,093	38.5%	29,575	40.6%	-2%
Testing	6,356	8.4%	6,426	8.8%	-1%
Direct Material	798	1.1%	762	1.0%	5%
EMS	39,301	52.0%	36,107	49.5%	9%
Others	0	0.0%	0	0.0%	
Total Net Revenues	75,548	100.0%	72,870	100.0%	4%
Gross Profit	13,283	17.6%	12,987	17.8%	2%
<b>Operating Income (Loss)</b>	6,829	9.0%	6,382	8.8%	7%
Pretax Income (Loss)	6,289	8.3%	7,810	10.7%	-19%
Income Tax Benefit (Expense)	(1,264)	-1.7%	(1,127)	-1.5%	
Noncontrolling Interest	(322)	-0.4%	(315)	-0.4%	
Net Income Attributable to					
Shareholders of the Parent	4,703	6.2%	6,368	8.7%	-26%
Basic EPS (NT Dollar)	0.62	0.0%	0.83		
Diluted EPS (NT Dollar)	0.60	0.0%	0.69		
EBITDA	14,217	18.8%	15,903	21.8%	-11%

Quarterly Year-over-Year Comp (unaudited)	arison As Orig	inally Pre	esented		ASE GROUP
(NT\$ Million)	Q4 / 2015	%	Q4 / 2014	%	Change
Net Revenues:					
Packaging	29,093	38.5%	31,942	41.7%	-9%
Testing	6,356	8.4%	6,663	8.7%	-5%
Direct Material	798	1.1%	861	1.1%	-7%
EMS	39,301	52.0%	37,178	48.5%	6%
Others	0	0.0%	0	-0.1%	
Total Net Revenues	75,548	100.0%	76,644	100.0%	-1%
Gross Profit	13,283	17.6%	16,411	21.4%	-19%
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Pretax Income (Loss)	6,289	8.3%	9,579	12.5%	-34%
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Noncontrolling Interest	(322)	-0.4%	(240)	-0.3%	
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Shareholders of the Parent	4,703	6.2%	7,864	10.3%	-40%
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Diluted EPS (NT Dollar)	0.60	0.0%	0.99	0.0%	
EBITDA	14,217	18.8%	17,257	22.5%	-18%

Year-over-Year Comparison (unaudited)	As Orig	inally Pre	esented		ASE GROUP
(NT\$ Million)	FY / 2015	%	FY / 2014	%	Change
Net Revenues:					
Packaging	116,607	41.2%	121,336	47.3%	-4%
Testing	25,192	8.9%	25,875	10.1%	-3%
Direct Material	3,260	1.2%	3,546	1.4%	-8%
EMS	138,242	48.8%	105,785	41.2%	31%
Others	1	0.0%	49	-0.1%	-98%
Total Net Revenues	283,302	100.0%	256,591	100.0%	10%
Gross Profit	50,149	17.7%	53,589	20.9%	-6%
Operating Income (Loss)	24,912	8.8%	29,646	11.6%	-16%
Pretax Income (Loss)	25,005	8.8%	28,548	11.1%	-12%
Income Tax Benefit (Expense)	(4,843)	-1.7%	(4,266)	-1.7%	
Noncontrolling Interest	(970)	-0.3%	(645)	-0.3%	
Net Income Attributable to					
Shareholders of the Parent	19,192	6.8%	23,637	9.2%	-19%
Basic EPS (NT Dollar)	2.51	0.0%	3.07	0.0%	
Diluted EPS (NT Dollar)	2.41	0.0%	2.96	0.0%	
EBITDA	56,959	20.1%	57,640	22.5%	-1%

#### **Quarterly Sequential Comparison**

(unaudited)

As Originally Presented



(NT\$ Million)	Q4 / 2015	%	Q3 / 2015	%	Change
Net Revenues:					
Packaging	31,121	81.0%	32,489	81.5%	-4%
Testing	6,356	16.5%	6,426	16.1%	-1%
Direct Material	910	2.4%	928	2.3%	-2%
Others	19	0.0%	19	0.0%	0%
Total Net Revenues	38,406	100.0%	39,862	100.0%	-4%
Gross Profit	9,992	26.0%	10,651	26.7%	-6%
Operating Income (Loss)	5,341	13.9%	5,644	14.2%	-5%
Pretax Income (Loss)	5,857	15.3%	7,433	18.6%	-21%
Income Tax Benefit (Expense)	(1,103)	-2.9%	(1,016)	-2.5%	
Noncontrolling Interest	(51)	-0.1%	(49)	-0.1%	
Net Income Attributable to					
Shareholders of the Parent	4,703	12.2%	6,368	16.0%	-26%
EBITDA	12,033	31.3%	14,898	37.4%	-19%

#### Quarterly Year-over-Year Comparison (unaudited) AS

As Originally Presented



(NT\$ Million)	Q4 / 2015	%	Q4 / 2014	%	Change
Net Revenues:					
Packaging	31,121	81.0%	36,359	82.9%	-14%
Testing	6,356	16.5%	6,663	15.2%	-5%
Direct Material	910	2.4%	862	2.0%	6%
Others	19	0.0%	0	0.0%	
Total Net Revenues	38,406	100.0%	43,884	100.0%	-12%
Gross Profit	9,992	26.0%	13,772	31.4%	-27%
Operating Income (Loss)	5,341	13.9%	8,931	20.4%	-40%
Pretax Income (Loss)	5,857	15.3%	9,273	21.1%	-37%
Income Tax Benefit (Expense)	(1,103)	-2.9%	(1,344)	-3.1%	
Noncontrolling Interest	(51)	-0.1%	(65)	-0.1%	
Net Income Attributable to					
Shareholders of the Parent	4,703	12.2%	7,864	17.9%	-40%
EBITDA	12,033	31.3%	15,801	36.0%	-24%



#### **Year-over-Year Comparison** *(unaudited)*

As Originally Presented



(NT\$ Million)	FY / 2015	%	FY / 2014	%	Change
Net Revenues:					
Packaging	125,714	81.3%	130,287	81.6%	-4%
Testing	25,192	16.3%	25,875	<b>16.2%</b>	-3%
Direct Material	3,564	2.3%	3,550	2.2%	0%
Others	74	0.0%	0	0.0%	
Total Net Revenues	154,544	100.0%	159,712	100.0%	-3%
Gross Profit	40,142	26.0%	44,706	28.0%	-10%
<b>Operating Income (Loss)</b>	21,632	14.0%	26,500	16.6%	-18%
Pretax Income (Loss)	23,749	15.4%	27,501	17.2%	-14%
Income Tax Benefit (Expense)	(4,365)	-2.8%	(3,675)	-2.3%	
Noncontrolling Interest	(192)	-0.1%	(189)	-0.1%	
Net Income Attributable to					
Shareholders of the Parent	19,192	12.4%	23,637	14.8%	-19%
EBITDA	50,487	32.7%	52,790	33.1%	-4%
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#### Key Balance Sheet Items & Indices

#### As Originally Presented



r	AS Originally FIES	ented	
(NT\$ Million)	Dec. 31, 2015	Sept. 30, 2015	Change
Cash and cash equivalent	55,251	42,410	30.3%
Financial assets - current	3,864	3,158	22.4%
Financial assets - non current &			
investments - equity method	38,079	37,887	0.5%
Property, plant & equipment	149,997	152,981	-2.0%
Total assets	365,019	368,452	-0.9%
Short-term borrowings	36,983	45,747	-19.2%
Current portion of bonds payable	14,686	2,578	469.7%
Current portion of long-term borrowings	;		
& capital lease obligations	2,157	2,028	6.4%
Bonds payable	23,740	35,804	-33.7%
Long-term borrowings & capital lease			
obligations	42,795	38,389	11.5%
Total equity (Including non-controlling			
interest)	168,175	164,283	2.4%
Quarterly EBITDA	14,217	15,903	-10.6%
Current ratio	1.30	1.31	
Net debt to equity	0.36	0.48	

(unaudited)