



陽光能源控股有限公司 Solargiga Energy Holdings Limited

Solargiga acquires 99.37% of existing issued share capital of Kinmac

[12 June 2009, Hong Kong] China's leading monocrystalline silicon solar ingots and wafers manufacturer, **Solargiga Energy Holdings Limited** ("**Solargiga**" or the "Company" and its subsidiaries, the "Group"; Stock Code: 757), announced that it has entered into a sale and purchase agreement in respect of acquiring 77.17% of the existing issued share capital of Kinmac Solar Corporation ("Kinmac") from the major shareholders of Kinmac ("Major Shareholders"). Meanwhile, the Company has obtained consents to sell from the minority shareholders holding an aggregate of approximately 22.20% of the existing issued share capital of Kinmac ("Minority Shareholders"). Upon completion of the acquisition of the sale shares from the Major Shareholders and the Minority Shareholders, Solargiga will be interested in approximately 99.37% of the existing issued share capital of Kinmac.

Pursuant to the sale and purchase agreement, Solar Technology Investment (Cayman) Corp ("STIC"), a wholly-owned subsidiary of the Company, has conditionally agreed to purchase an aggregate of 44,239,980 sale shares, representing approximately 77.17% of the existing issued share capital of Kinmac at a consideration of NT\$22.00 per sale share. This is equivalent to an aggregate consideration of NT\$973,279,560 (approximately HK\$231,733,229).

The Company will also acquire from the Minority Shareholders at the same consideration of NT\$22.00 per share. On the basis of the 12,729,736 shares that the Minority Shareholders have already confirmed to be sold to STIC, the additional consideration for the acquisition to the Minority Shareholders would be NT\$280,054,192 (equivalent to approximately HK\$66,679,569). The total consideration payable by the Company to the Major shareholders and the Minority Shareholders will be NT\$1,253,333,752 (equivalent to approximately HK\$298,412,798), which will be satisfied in full in cash by the Company's internal resources.

At the same time, Solargiga has entered into the subscription agreement with the Major Shareholders and the Minority Shareholders of Kinmac pursuant to which the Major Shareholders and the Minority Shareholders will apply the net proceeds from their sale of shares to subscribe for an aggregate of 101,633,954 new shares of Solargiga at HK\$2.92 per share, representing approximately 5.64% of the issued share capital of the Company as enlarged by the subscription. Kinmac's corporate shareholder, Win Semiconductor Corp. together with nine employees of Kinmac have agreed to a lock up period ranging from 1 year to 3 years, demonstrating their strong confidence in Solargiga.

- end -

格式化: 置中, 行距: 最小行
高 14 pt, 不要貼齊格線

刪除:

