



SUNPOWER GROUP LTD.

(Company Registration No. 35230)

(Incorporated in Bermuda with limited liability)

**THE PROPOSED DISPOSAL OF THE ENTIRE MANUFACTURING AND SERVICES (M&S)
BUSINESS OF THE COMPANY**

**(1) RECEIPT OF THE TRANCHE 1 CONSIDERATION; (2) RE-DESIGNATION OF DIRECTOR AND
CESSATION AND APPOINTMENT OF KEY MANAGEMENT IN CONNECTION WITH THE
PROPOSED DISPOSAL**

1. INTRODUCTION

The Board of Directors (the "**Board**") of Sunpower Group Ltd. (the "**Company**", together with its subsidiaries, the "**Group**") refers to:

- (a) the circular dated 31 March 2021 ("**Circular**") issued by electronic means by the Company to the shareholders of the Company ("**Shareholders**") in relation to, *inter alia*, the sale and purchase agreement (the "**SPA**") entered into between Sunpower International Holding (Singapore) Pte. Ltd. ("**Sunpower International**"), a wholly-owned subsidiary of the Company, and Nanjing Sunpower Holdings Co., Ltd. (南京中圣控股有限责任公司) (the "**Purchaser**") on 31 December 2020, pursuant to which Sunpower International has agreed to sell, and the Purchaser has agreed to acquire, the entire issued and paid-up share capital of Sunpower Technology (Jiangsu) Co., Ltd. (中圣科技(江苏)有限公司), an indirect wholly-owned subsidiary of the Company, subject to the terms and conditions of the SPA (the "**Proposed Disposal**"). The Group will be disposing of its entire manufacturing and services business ("**M&S Business**") and all of the property, assets, rights, undertakings and liabilities of the Group pertaining to the same through the Proposed Disposal. Following the Proposed Disposal, the Group's remaining core business will be the Green Investment business.

Unless otherwise defined, all capitalised terms and references used herein shall bear the same meaning ascribed to them in the Circular;

- (b) the announcement dated 16 April 2021 in relation to, *inter alia*, the approval by Shareholders of the Proposed Disposal; and
- (c) the announcement dated 30 April 2021 in relation to, *inter alia*, the satisfaction of all Tranche 1 Conditions and the receipt of the escrow of 96.51% of the Consideration for the Proposed Disposal into the Onshore Escrow Account.

2. RECEIPT OF THE TRANCHE 1 CONSIDERATION

The Board wishes to update Shareholders that Sunpower International has, received the Tranche 1 Consideration out of the escrowed amount from the Onshore Escrow Account. As disclosed in the Circular, the Tranche 1 Consideration amounts to 70% of the Consideration, being RMB1,603,000,000 (before deducting such amount of withholding tax ("**Withholding Tax**") payable by Sunpower International in respect of the Proposed Disposal). The amount received by Sunpower International, after deducting the Withholding Tax, amounts to RMB1,394,127,000.

**3. RE-DESIGNATION OF DIRECTOR AND CESSATION AND APPOINTMENT OF KEY
MANAGEMENT IN CONNECTION WITH THE PROPOSED DISPOSAL**

As stated in Paragraphs 2.5 and 2.6 of the Circular, the Board also wishes to announce that Mr. Guo Hong Xin ("**Mr. Guo**") has stepped down from his current position as Executive Chairman of the Company and has been re-designated to Non-Executive and Non-Independent Director of the Company. Mr. Guo will continue to provide support and assistance to the Group in his re-designated capacity as a Non-Executive and Non-Independent Director of the Company.

Further, as disclosed in Paragraph 2.5 of the Circular and announced by the Company on 30 April 2021, Ms. Ge Cui Ping, the Chief Financial Officer of the Group, Ms. Jiang Yanyun, the Senior Vice President of the Group and Mr. Chen Kai, the Chief Investment Officer of the Group, along with five (5) other general managers who have been primarily involved in the management and development of the Group's M&S Business, have ceased to carry on their respective positions in the Group and have taken up positions in the Purchaser with effect from 30 April 2021.

Following the resignation of Ms. Ge Cui Ping as the Chief Financial Officer, the Company also announced, on 30 April 2021, the promotion and appointment of Ms. Wang Hui as the Chief Financial Officer of the Group.

4. CAUTIONARY STATEMENT

The Company will release further announcement(s) in relation to the Proposed Disposal, the Tranche 2 Consideration and the Tranche 2 Special Dividend as and when necessary in compliance with the Listing Manual of the SGX-ST. Shareholders are advised to exercise caution in trading their Shares in the Company as there is no certainty or assurance that the Tranche 2 Consideration will be received or that the Tranche 2 Special Dividend will be paid. The Company will make the necessary announcements as and when there are further developments. Shareholders should consult their stock brokers, bank managers, solicitors or other professional advisers if they have any doubt about the actions that they should take.

By Order of the Board

Ma Ming
Executive Director

21 May 2021