



嘉靈集團
KARIN
GROUP

嘉靈控股集團有限公司

Karin Technology Holdings Limited

(Incorporated in Bermuda on 30 August 2002)
(Company Registration Number 32514)

ACQUISITION OF PROPERTY

The Board of Directors of Karin Technology Holdings Limited (the “**Company**” or the “**Group**”) wishes to announce that New Spirit Electronic Technology Development (Shenzhen) Co. Ltd. (“**NST (SZ)**”), its wholly-owned subsidiary, has entered into an option (“**Option**”) to purchase an office premise situated at Flat 1905, Block A, SanLiTun SOHO, 8 GongTiBei Road North, ChaoYang District, Beijing, People’s Republic of China (“**PRC**”) with an area of 209.51 sq. m. (“**Property**”) from 李偉 (“**Vendor**”) (“**Acquisition of Property**”).

Principal terms of the Option

Under the terms of the Option, the purchase price of the Property is RMB10,685,000 (the “**Purchase Price**”). The Purchase Price was arrived at on a willing-buyer, willing-seller basis, taking into account, *inter alia*, the market value of similar property in the area. There were no material conditions attached to the Option.

An option fee of RMB500,000 (“**Option Fee**”) was paid by the Company to the Vendor. A further deposit amounting to RMB4,842,500 (being 50% of the Purchase Price thereon less the Option Fee) (the “**Deposit**”) will be paid by the Company to a custodian bank account on the date of the exercise of the Option, pending completion of the Acquisition of Property (“**Completion**”).

The balance of the Purchase Price (the “**Balance Purchase Price**”) will be paid at Completion, which will take place within 8 weeks from the date of the exercise of the Option.

The Purchase Price will be funded from the Company’s internal cash resources and bank borrowings.

Rationale

NST (SZ) is principally engaged in the provision of integrated circuit software application design solution. NST (SZ) intends to use the Property to support its operations in Beijing.

Relative figures pursuant to Rule 1006 of the Listing Manual

The relative figures for the Acquisition of Property were computed using applicable bases under Rule 1006 of the Listing Manual of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) are as follows:



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Net Asset Value

Rule 1006(a) of the Listing Manual of the SGX-ST is not applicable.

- Net Profits

Rule 1006(b) of the Listing Manual of the SGX-ST is not applicable as the Acquisition of Property is not an acquisition of a profit generating business.

- Aggregate value of Purchase Price

The Purchase Price for the Acquisition of Property constitutes approximately 3.3% of the market capitalization of the Company based on relative figures computed pursuant to Rule 1006 (c) of the Listing Manual of the SGX-ST. The market capitalisation of the Company based on the weighted average price of the Company's shares transacted on 15 May 2014, being the last market day preceding the date of the Option dated 16 May 2014, was S\$65 million (equivalent to HK\$404 million).

- Equity securities

Rule 1006(d) of the Listing Manual of the SGX-ST is not applicable as no equity securities will be issued.

The relative figures computed on the basis set out in the Rule 1006 of the Listing Manual of the SGX-ST do not exceed 5%. Accordingly, the Acquisition of Property constitutes a non-discloseable transaction as defined under Chapter 10 of the Listing Manual of the SGX-ST.

The Acquisition of Property is not expected to have any material impact on the consolidated net tangible assets and earnings per share of the Group for the current financial year ending 30 June 2014.

To the best knowledge of the Directors, none of the substantial shareholders of the Company has any interest, direct or indirect, in the Acquisition of Property, save through their shareholdings in the Company. Other than the Directors, Mr. Ng Yuk Wing, Philip and Mr. Ng Kin Wing, Raymond who are also directors of NST (SZ), none of the directors has any interest, direct or indirect, in the Acquisition of Property.

By Order of the Board

Wong Chi Cheung, Clarence
Financial Controller / Joint Company Secretary

16 May 2014