



SUNPOWER GROUP LTD.

(Company Registration No. 35230)
(Incorporated in Bermuda with limited liability)

ANNOUNCEMENT PURSUANT TO RULE 704(17)(C) OF THE SINGAPORE EXCHANGE SECURITIES TRADING LIMITED LISTING MANUAL – ACQUISITION OF SHARES IN JIANGSU FUYOU INDUSTRY CO., LTD.

The Board of directors (the “**Board**”) of Sunpower Group Ltd. (the “**Company**” and together with its subsidiaries, the “**Group**”) wish to announce that its wholly-owned subsidiary, Jiangsu Sunpower Pipe-Line Engineering Technology Co., Ltd., has entered into an agreement (the “**Agreement**”) to acquire the entire issued and paid-up share capital of Jiangsu Fuyou Industry Co., Ltd. (“**Jiangsu Fuyou**”), a company incorporated in the People’s Republic of China, from Jiangsu Sunpower Fuyou Holding Co., Ltd. (“**Sunpower Fuyou**”), a company in which Mr Guo Hong Xin and Mr Ma Ming, the executive directors of the Company, each hold 45% of the entire issued and paid-up share capital (the “**Acquisition**”). As a result of the Acquisition, Jiangsu Fuyou will become an indirect wholly-owned subsidiary of the Company.

The total consideration for the Acquisition is RMB11,245,730, which is comprised of two (2) parts: (i) the net assets of Jiangsu Fuyou as at 30 June 2015, as appraised by an independent professional firm, amounting to RMB 9,987,500; and (ii) the interest amounts derived from the debts owed to Sunpower Fuyou, by Jiangsu Fuyou, and calculated on the loan interest rate charged by local banks in the People’s Republic of China, aggregating to RMB1,258,230. The above was arrived at on the basis of arm’s length negotiations between a willing buyer and willing seller, after taking into account, inter alia, various factors such as the existing assets, financial position and business prospects of Jiangsu Fuyou.

The Acquisition will be wholly satisfied in cash, and funded by the Group’s internal resources. The Acquisition is not expected to have any material impact on the consolidated net tangible assets (“**NTA**”) per share or earnings per share of the Company for the current financial year ending 31 December 2015 (“**FY2015**”).

As Mr Guo Hong Xin and Mr Ma Ming, the executive directors of the Company, each hold 45% of the issued and paid-up share capital of Sunpower Fuyou, the Acquisition is an interested person transaction within the meaning of Chapter 9 of the Listing Manual of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”). However, as the total value of the Acquisition represents approximately 1.6% of the Group’s latest audited NTA, which is less than 3% of the Group’s latest audited NTA; and the Company has not entered into any interested person transactions with Mr Guo Hong Xin and/or Mr Ma Ming so far in FY2015 up to the date of this announcement, the Acquisition is not required to be announced as an interested person transaction pursuant to Rule 905 of the Listing Manual of the SGX-ST.

The audit committee of the Company has reviewed the Agreement and is of the view that the Acquisition is on normal commercial terms and is not prejudicial to the interests of the Company and its minority shareholders.

Save for their respective interests in the issued and paid-up share capital of the Company, none of the directors or substantial shareholders of the Company (except for Mr Guo Hong Xin and Mr Ma Ming) has any interest, direct or indirect, in the Acquisition.

By Order of the Board

Ma Ming
Executive Director

31st July, 2015