

SINGAPORE WINDSOR HOLDINGS LIMITED
(Company Registration Number: 200505764Z)

- I PROPOSED SUBSCRIPTION (AS DEFINED BELOW) AS AN INTERESTED PERSON TRANSACTION AND A NON-DISCLOSEABLE TRANSACTION UNDER CHAPTER 9 OF THE LISTING MANUAL OF THE SINGAPORE EXCHANGE SECURITIES TRADING LIMITED (“LISTING MANUAL”)**
- II PROPOSED SUBSCRIPTION AS A NON-DISCLOSEABLE TRANSACTION UNDER CHAPTER 10 OF THE LISTING MANUAL**
- III PROPOSED JOINT VENTURE (AS DEFINED BELOW) WITH REAL GREEN MATERIAL TECHNOLOGY CORPORATION AND DR. CHOU HSIEN CHUNG**

1 Proposed Subscription

1.1 The board (“**Board**”) of directors (“**Directors**”) of Singapore Windsor Holdings Limited (“**Company**”) wishes to announce that Windsor Holding Investments Limited (“**WHI**”), a wholly-owned subsidiary of the Company, has, on 24 November 2011, entered into an agreement (“**Agreement**”) with: (i) its Executive Chairman and Chief Executive Officer, Mr. Chung Wah Sang (“**Mr. Chung**”); and (ii) Lucky Marble Investment Ltd (“**LMIL**”) pursuant to which:

1.1.1 Mr. Chung, WHI and LMIL agree to subscribe for such number of ordinary shares (“**WST Shares**”) in the share capital of Windsor Solar Technology Limited (“**WST**”), presently a wholly-owned subsidiary of WHI, for the consideration set forth in column (2) and (3) below opposite their respective names (“**Proposed Subscription**”):

(1) Name of parties to the Agreement	(2) Number of WST Shares	(3) Aggregate consideration (HKD'000) at HKD1.00 per WST Share	(4) Percentage in the enlarged issued and paid- up share capital of WST (%)
Mr. Chung	18,000,000	18,000	52.94
WHI ⁽¹⁾	5,995,000	5,995	17.65
LMIL ⁽²⁾	10,000,000	10,000	29.41
Total	33,995,000	33,995	100.00

1.1.2 the proceeds from the Proposed Subscription will be used to acquire an aggregate of 666,660 shares (“**RGMTC Shares**”) in the share capital of Real Green Material Technology Corporation (“**RGMTC**”) at a price of NTD150 per RGMTTC share, representing 0.95% of the equity interest in RGMTTC, for an aggregate total cash consideration of NTD99.99 million. (The balance proceeds of NTD32.16 million (based on the exchange rate of HKD1:NTD3.8874) from the Proposed Subscription will be used to set up WRGMTL’s (as defined below) production facilities in Hong Kong pursuant to the Proposed Joint Venture (as defined below) among WST, RGMTTC and Dr. Chou. For further details on the Proposed Joint Venture, please refer to paragraph 9 below).

Notes:

- (1) Following the subscription by WHI for 5,995,000 WST Shares of HKD1.00 each in the share capital of WST, WHI shall hold an aggregate of 6,000,000 WST Shares of HKD1.00 each in the share capital of WST (representing 17.65% of the enlarged

issued and paid-up share capital of WST) after taking into account 5,000 WST Shares of HKD1.00 in the issued and paid-up share capital of WST it already owns.

- (2) LMIL is a property investment company incorporated in British Virgin Islands ("**BVI**"). The sole shareholder of LMIL is Mr. Lam Chak Leung ("**Mr. Lam**"). Mr. Lam is a holder of 500 ordinary shares in the issued and paid-up share capital of Windsor Manganese Limited ("**WML**") representing 5% of the equity interest in WML, a 70% owned subsidiary of WHI. There is no relationship between Mr. Lam, and the Directors and/or substantial shareholders (as defined in the Companies Act (Chapter 50) of Singapore) of the Company.

2 Information on WST

WST which was incorporated in Hong Kong on 19 January 2011 as a wholly-owned subsidiary of WHI with an initial issued and paid-up share capital of HKD5,000.00 divided into 5,000 WST Shares of HKD1.00 each will be the vehicle for the investment in RGMTC. The initial subscription by WHI in WST was funded by the Group's internal resources and did not have any material financial impact on the consolidated net tangible assets per share and consolidated earnings per share of the Group for the financial year ended 31 March 2011 ("**FY2011**"). None of the Directors or controlling shareholders of the Company had any interest, direct or indirect (other than through their interests in the Company, if any) in the above investment.

3 Information on RGMTC

RGMTC is a company incorporated in the Republic of Taiwan ("**Taiwan**") and is principally engaged in the manufacture of high purity silica powder and high purity polysilicon, a key component of solar panel construction.

4 Principal terms of the Proposed Subscription

4.1 Consideration

As set out in the table in paragraph 1.1.1 above, the three (3) parties to the Proposed Subscription, being Mr. Chung, WHI and LMIL, are subscribing to the new WST Shares at the same subscription price per WST Share, being HKD1.00 per WST Share, as part of a capital injection exercise into WST. The subscription price per WST Share of HKD1.00 in the Proposed Subscription is also the same subscription price for the 5,000 new WST Shares which WHI subscribed to on 19 January 2011 when WST was first incorporated (see paragraph 2 above). No party to the Proposed Subscription is thus unfairly advantaged or disadvantaged in terms of the subscription price to his/its respective equity stake in WST.

The Proposed Subscription by WHI to its additional 5,995,000 WST Shares in the Proposed Subscription will be funded by the Group's internal resources.

4.2 Condition precedent

The obligations of the parties under the Agreement are conditional upon all consents, approvals and licences (whether governmental, corporate or otherwise), which are necessary or desirable to be obtained under any existing contractual, financing or security arrangements or such other consents or approvals from any third party (including financial institutions), governmental or regulatory body or relevant competent authority in Singapore, Taiwan, Hong Kong and elsewhere as may be necessary or desirable to be obtained in respect of or in connection with the Proposed Subscription and the matters contemplated herein, being granted or obtained and such consents and approvals remaining in full force and effect and not withdrawn or revoked or amended, on or before the completion date of the Agreement ("**Completion Date**"), and all conditions attaching thereto required to be complied with being complied with on or before the Completion Date.

4.3 Completion

Completion of the Proposed Subscription shall take place within fourteen (14) days from the satisfaction of the above condition precedent.

5 Rationale for the Proposed Subscription and the Proposed Joint Venture

5.1 The proposed subscription of the additional 5,995,000 WST Shares for HKD5,995,000 by WHI, in addition to the subscriptions by Mr. Chung and LMIL for the amounts as set out in the table appearing immediately after paragraph 1.1.1 above is to:

5.1.1 effect WST being sufficiently capitalised to invest NTD99.99 million in RGMTC; and

The Company has decided to invest in RGMTC notwithstanding that it is a loss-making company as:

- (i) RGMTC has spent lots of resources over the past ten (10) years in research and development of its own production process and machineries for the production of high purity poly-silicon;
- (ii) the production process developed by RGMTC is less power consumptive and more environmental friendly as compared to other common process; and
- (iii) RGMTC has proved that its production process is ready for mass production. This is the reason why RGMTC raised funds for the expansion of its production capacity. In this regard, the management of RGMTC set out a minimum subscription amount of NT\$100 million for each subscriber.

The subscription price of NTD150 for each RGMTC Share was negotiated between the Directors and the management of RGMTC and determined based on the subscription price of NTD150 at the last fund raising exercise undertaken by RGMTC in May 2010.

5.1.2 to fund WST's joint venture with RGMTC and Dr. Chou Hsien Chung ("**Dr. Chou**") as explained in paragraph 9 below.

5.2 In respect of the Proposed Subscription, the Directors are of the view that the high purity silica powder and high purity polysilicon production business of RGMTC represents a growth opportunity to the Group in future.

5.3 In respect of WST's joint venture with RGMTC and Dr. Chou, the Directors are of the view that the technical know-how relating to the purification of silica powder to be transferred by RGMTC will allow the Group to possess relevant know-how to manufacture high purity silica powder, and hence, expand its business segment.

5.4 Having considered the rationale for the investment by the Company in RGMTC and the basis at arriving at the subscription price of NTD150 for each RGMTC Share, the Board is of the view that the subscription price of NTD150 for each RGMTC Share in respect of its investment in RGMTC is not unreasonable.

6 Proposed Subscription as an Interested Person Transaction and a non-discloseable transaction under Chapter 9 of the Listing Manual of the Singapore Exchange Securities Trading Limited ("**Listing Manual**")

6.1 Mr. Chung is the Executive Chairman and Chief Executive Officer of the Company. He also has a deemed interest in the ordinary shares in the share capital of the Company ("**Shares**") held by President Group Limited, holding 90,400,000 Shares representing 73.86% of the equity interest in the Company, and as such is also a controlling shareholder of the Company.

Mr. Chung is thus considered an interested person in relation to the Company. Thus, the Proposed Subscription is considered an Interested Person Transaction under Chapter 9 of the Listing Manual, as by co-investing in WST with Mr. Chung (and LMIL) in WST.

- 6.2 As the aggregate value of the Proposed Subscription by WHI amounted to HK\$5,995,000 which does not exceed 3% of the Group's latest audited net tangible assets of HK\$239.7 million, the Proposed Subscription is a non-discloseable transaction under Chapter 9 of the Listing Manual. Approval of the shareholders of the Company ("**Shareholders**") for the Proposed Subscription is also not required.
- 6.3 Pursuant to Rule 917(4) of the Listing Manual, the Audit Committee, having considered the terms of the Proposed Subscription, is of the view that the Proposed Subscription is on normal commercial terms and is not prejudicial to the interests of the Company and its minority shareholders.
- 6.4 Save for the Proposed Subscription, the Group has not in the financial year ending 31 March 2012 ("**FY2012**") entered into any other transaction with Mr. Chung.

7 Proposed Subscription as a non-discloseable transaction under Chapter 10 of the Listing Manual

- 7.1 The Board is of the view that the economic and commercial substance of the Proposed Subscription by WHI in 5,995,000 WST Shares is equivalent to a transaction (namely, an acquisition) under Chapter 10 of the Listing Manual. Treated as a Chapter 10 acquisition, the Proposed Subscription would be a non-discloseable transaction under Chapter 10 of the Listing Manual.
- 7.2 For the purposes of Chapter 10 of the Listing Manual, the relative figures for the Proposed Subscription using the applicable bases of comparison set out in Rule 1006 of the Listing Manual based on the latest consolidated unaudited financial statements of the Group for FY2011 are set out below:

Rule 1006(a)	
Net asset value of the assets to be disposed of, compared to the Group's net asset value	Not applicable ⁽¹⁾
Rule 1006(b)	
Net profits/(losses) attributable to the Proposed Subscription (S\$'000) ⁽²⁾	(8) ⁽²⁾⁽³⁾
Net profits of the Group (S\$'000) ⁽⁴⁾	3,285 ⁽³⁾
Size of relative figure	0.24%
Rule 1006(c)	
Aggregate amount of consideration for the Proposed Subscription (S\$'000)	990 ⁽³⁾
Market capitalisation of the Company based on the total number of issued Shares excluding treasury shares (S\$'000)	22,032
Size of relative figure	4.49%
Rule 1006(d)	
Number of equity securities to be issued by the Company as consideration for the Proposed Subscription	Not applicable

Note:

- (1) This Rule is not applicable for the Proposed Subscription
- (2) This figure has been taken from WHI's share of the loss of RGMTC of NTD103,134,885 for the financial year ended 31 December 2010, based on WHI's effective interest of 0.17% in RGMTC and the exchange rate of HKD1:NTD3.8874.
- (3) Based on the exchange rate of S\$1:HKD6.0537
- (4) Under Rule 1002(3)(b), "**net profits**" is defined as profit or loss before income tax, minority interest and extraordinary items.

7.3 As the relative figures under Rules 1006(b) and (c) exceed 5% but do not exceed 20%, the Proposed Subscription only constitutes a "**Discloseable Transaction**" as defined in Chapter 10 of the Listing Manual. Accordingly, approval of the Shareholders for the Proposed Subscription as a major transaction is not required.

8 Financial effects of the Proposed Subscription

The financial effects of the Proposed Subscription on the share capital, net tangible assets, earnings per Share and gearing of the Group in respect of FY2011 have been prepared based on the following assumptions:

- 8.1 The financial effects of the Proposed Subscription are based on the terms of the Proposed Subscription as at the date of this announcement;
- 8.2 The financial effects of the Proposed Subscription are purely for illustrative purposes and should not be taken as an indication of the actual financial performance of the Group following the Proposed Subscription nor a projection of the future financial performance or position of the Group;
- 8.3 The financial effects of the Proposed Subscription are based on the Group's audited financial statements for FY2011;
- 8.4 For the purpose of computing the net tangible assets and gearing of the Group after the Proposed Subscription, it is assumed that the Proposed Subscription was completed on 31 March 2011; and
- 8.5 For the purpose of computing the net profit attributable to Shareholders and basic earnings per Share of the Group after the Proposed Subscription, it is assumed that the Proposed Subscription was completed on 1 April 2010.

Net tangible assets

	Before the Proposed Subscription	After the Proposed Subscription
Net tangible assets (HKD'000)	239,654	239,654
Number of Shares ('000)	122,400	122,400
Net tangible assets per Share (Hong Kong cent)	196	196

Earnings per Share

	Before the Proposed Subscription	After the Proposed Subscription
Earnings per Share (Hong Kong cent)	7.52	7.52

Gearing

	Before the Proposed Subscription	After the Proposed Subscription
Total borrowings (HKD'000)	153,359	153,359
Shareholders' funds (HKD'000)	208,813	208,813
Gearing ratio (times)	0.73	0.73

9 Proposed joint venture with RGMTC and Dr. Chou

- 9.1 The Board also wishes to announce that WST has, on 24 November 2011, entered into a joint venture agreement with RGMTC and Dr. Chou, to incorporate a joint venture company in which WST will hold 5,500 ordinary shares in the issued and paid-up share capital of the joint venture company (representing 55.00% of the equity interest of the joint venture company) ("**Proposed Joint Venture**").
- 9.2 Windsor Real Green Material Technology Limited ("**WRGMTL**") which was incorporated in Hong Kong on 23 May 2011 with an issued and paid-up share capital of HKD10,000 divided into 10,000 ordinary shares of HKD1.00 each will be the vehicle for the Proposed Joint Venture. Each of WST, RGMTC and Dr. Chou will as soon as practicable subscribe, in proportion to their respective shareholding interest in WRGMTL, for such new ordinary shares in the share capital of WRGMTL. Pursuant to the Proposed Joint Venture, the balance proceeds of NTD32.16 million (based on the exchange rate of HKD1:NTD3.8874) from the Proposed Subscription will be used to set up WRGMTL's production facilities in Hong Kong.
- 9.3 The principal activities of WRGMTL will be the manufacturer of high purity silica powder. The Proposed Joint Venture will be able to leverage on RGMTC's significant production facilities and capabilities in the manufacture of high purity silica powder and Dr. Chou's knowledge and expertise in the solar energy industry.
- 9.4 Dr. Chou is the chief executive officer and the founder of RGMTC. Prior to the setting up of RGMTC, Dr. Chou worked at the Industrial Bureau of Taiwan Ministry of Economic Affairs where he was a manager in charge of the automation assistance team. Dr. Chou graduated from Tamkang University with a Bachelor of Accounting and Statistics and from Empresarial University with a Doctor of Psychology in Engineering.
- 9.5 The investment in WRGMTL will be funded by the Group's internal resources and is not expected to have any material financial impact on the consolidated net tangible assets per Share and consolidated earnings per Share of the Group for the financial year ended 31 March 2012.
- 9.6 None of the Directors or controlling shareholders of the Company had any interest, direct or indirect (other than through their interests in the Company, if any) in the above investment.

10 Interest of Directors and controlling shareholders

Save as disclosed herein, none of the Directors or controlling shareholders of the Company has any interest, direct or indirect, in the Proposed Subscription.

11 Directors' responsibility statement

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this announcement and confirm after making all reasonable enquiries, that to the best of their knowledge and belief, this announcement constitute full and true disclosure of all material facts about the Proposed Subscription and the Proposed Joint Venture, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this announcement misleading.

12 Documents available for inspection

Copies of the following documents may be inspected by Shareholders at the registered office of the Company, during normal business hours for three (3) months from the date of this announcement.

- (i) Subscription Agreement; and
- (ii) Announcement dated 14 November 2011 on unaudited half year financial statements and dividend announcement for the period ended 30 September 2011.

By Order of the Board
Chung Wah Sang
Executive Chairman and Chief Executive Officer

24 November 2011