



上海硅产业投资有限公司
National Silicon Industry Group

上海市长宁路 865 号 1 号楼 邮编: 200050
Building 1, NO.865 Changning Road, Shanghai

National Silicon Industry Group to submit a voluntary public offer to the shareholders and warrant holders of Topsil Semiconductor Materials A/S

Copenhagen, 17 June 2016 – National Silicon Industry Group (“NSIG”) hereby announces its intention to submit a voluntary public offer (the “Offer”) to the shareholders and warrant holders of Topsil Semiconductor Materials A/S (“Topsil” or the “Company”), to acquire all of the shares and warrants in the Company at a cash price of DKK 0.352 per share and a price per warrant of DKK 0.352 less the strike price of the warrant (however, no less than DKK 0 if the strike price is DKK 0.352 or higher and subject to the board of directors’ decision on the exercisability and/or transferability of warrants).

Background for the Offer

NSIG has over the past weeks engaged with the board of directors of Topsil regarding our interest in pursuing an acquisition of Topsil’s silicon wafer business.

On 16 June 2016, NSIG announced its intention to acquire the silicon wafer business of Topsil. Topsil’s board of directors has as of this morning, Friday 17 June 2016, just 90 minutes before the extraordinary general meeting asked us to participate in a closed auction process with GlobalWafers where GlobalWafers’ offer would be able to be adopted at the extraordinary general meeting Friday 17 June 2016, while our offer would not be able to be adopted at the extraordinary general meeting. This will mean that our offer, even if it was the superior offer, would still in the period between 17 June 2016 and the time of a new extraordinary general meeting be in a position to be challenged by GlobalWafers or another bidder. Such a process is not fair and equal.

We wish to participate in a fair and equal process in order to present our offer to the shareholders of Topsil in a fair and unbiased manner to the shareholders and other stakeholders of Topsil.

By this announcement, we expect that the general meeting of the company is cancelled or postponed, so that all shareholders will have the opportunity to assess an offer on an informed basis in accordance with the relevant legal requirements.

We furthermore expect that the company will continue to work with us to facilitate our offer.

Declaration by NSIG

“NSIG believes that the acquisition will further strengthen Topsil’s worldwide distribution platform especially in the rapidly growing Chinese semiconductor market. Topsil’s unique technological capabilities combined with NSIG’s local market knowledge and access to funding will significantly accelerate Topsil’s development. In addition, NSIG believes that the proven expertise and experience of Topsil’s employees and the Company’s products for high-power devices will continue to be major growth drivers and success factors of the Company” says Leo Ren, Managing Director of NSIG.

Subject to approval by the Danish Financial Supervisory Authority, NSIG will make the Offer on the following basis:

Main components of the offer

- NSIG will offer DKK 0.352 in cash per share corresponding to a total purchase price of DKK 185,896,183 for all the shares, which represent a premium of 84 per cent to the closing price on 16 June 2016 (the last weekday before the announcement of the decision to submit the Offer), a premium of 26 per cent to the closing price on 17 March 2016 (the closing price three months before the announcement of the decision to submit the Offer) and a premium of 24 per cent to the closing price on 17 December 2015 (the closing price six months before the



上海硅产业投资有限公司
National Silicon Industry Group

上海市长宁路 865 号 1 号楼 邮编: 200050
Building 1, NO.865 Changning Road, Shanghai

announcement of the decision to submit the Offer). This is equivalent to a price for the silicon wafer business of DKK 335 million, see our offer published on Thursday 16 June 2016.

- Subject to the Board of Directors' decision on the exercisability and/or transferability of warrants according to Topsil's articles of association, the offer price for warrants will be the offer price for shares less the strike price for each warrant, however not less than DKK 0.
- The Offer may be increased in case a competing public tender offer or higher offer for Topsil's silicon wafer business is published.
- The Offer will contain a number of customary terms and conditions, including with respect to the acquisition of more than 90 per cent of the share capital on a fully diluted basis, and approval by relevant authorities.

Topsil going forward

It is NSIG's intention to strongly support Topsil's growth. NSIG believes that there is significant potential for market expansion globally and especially in Asia for Topsil. NSIG intends to support Topsil by investing further in R&D and technology improvements in Denmark, developing the business globally, as well as by strengthening Topsil's distribution platform globally, especially in the rapidly growing Chinese semiconductor market. With the contribution of NSIG's experience and position in China's semiconductor and technology-related industries and access to funding, NSIG can provide direct and effective added value to Topsil's further development in China and beyond. NSIG is confident that NSIG can accelerate Topsil's development in China and beyond.

On completion of the Offer, NSIG intends to continue the Company's positive development in close collaboration with the Company's employees. This is expected to involve, among other things, additional capital expenditure to grow and further develop the Company.

Offer document and offer period

NSIG will publish an offer document (the "Offer Document") and an offer advertisement as soon as possible after final approval has been obtained from the Danish Financial Supervisory Authority and in any event within four weeks of this announcement.

The Offer Document will contain the full terms and conditions of the Offer, including information on how the Offer may be accepted, and will be sent by ordinary mail to registered shareholders and may be downloaded from www.topsil.com and the website of the Danish FSA. The offer period will be specified in the Offer Document.

Additional information

Any queries regarding this offer may be directed to;

Anders Christensen, PwC Corporate Finance, ach@pwc.dk or +45 39 45 31 76

Dan Moalem, Moalem Weitemeyer Bendtsen, disc@mwblaw.dk or +45 70 70 15 05

Press inquiries can be directed to;

Henrik Hougaard, Point Communications, hh@pointcom.dk or +45 23 24 72 10



上海硅产业投资有限公司
National Silicon Industry Group

上海市长宁路 865 号 1 号楼 邮编: 200050
Building 1, NO.865 Changning Road, Shanghai

On behalf of NSIG

Leo Ren
Managing Director

Brief description of NSIG

Established in 2015, NSIG is a China-based industry holding group organized under the laws of the People's Republic of China that is engaged in the investment and development of semiconductor materials and equipment industry with a registered capital of RMB 2 billion (approximately EUR 272 million).

NSIG's mission is to establish a major leading industrial player in the global semiconductor sector (especially within silicon and its ecosystems) through both domestic investments and outbound mergers and acquisitions.

National Silicon Industry Group has already on 15 June 2016 announced the successful EUR 170 million acquisition of silicon wafer producer Okmetic Oyj ("Okmetic") in Finland by way of a public tender offer over Nasdaq Helsinki. This offer, fully financed and endorsed by the board of directors of Okmetic, received all necessary regulatory approvals and the acceptance of 95.72 per cent of the shareholders of Okmetic. This demonstrates National Silicon Industry Group's commitment to creating value for the selling shareholders as well as for other relevant stakeholders.

It is National Silicon Industry Group's intention to strongly support Topsil's growth. National Silicon Industry Group believes that there is significant synergy potential for market expansion globally and especially in Asia for Topsil and National Silicon Industry Group combined. National Silicon Industry Group intends to support Topsil by investing further in R&D and technology improvements in Denmark, developing the business globally, as well as by strengthening Topsil's distribution platform globally, especially in the rapidly growing Chinese semiconductor market. With the contribution of National Silicon Industry Group's experience and position in China's semiconductor and technology-related industries and access to funding, National Silicon Industry Group can provide direct and effective added value to Topsil's further development. National Silicon Industry Group is confident that we can accelerate Topsil's development in China and beyond.

National Silicon Industry Group intends to continue Topsil's positive development in close collaboration with the Topsil employees. This is expected to involve, among other things, additional capital expenditure to grow and further develop Topsil.



上海硅产业投资有限公司
National Silicon Industry Group

上海市长宁路 865 号 1 号楼 邮编: 200050
Building 1, NO.865 Changning Road, Shanghai

This announcement was prepared for the purpose of complying with Danish law and the Danish Executive Order on Takeover Bids and the information contained herein may not be identical to information that would have been included, had this announcement been prepared pursuant to the legislation of other jurisdictions outside Denmark. This announcement is not directed at shareholders of Topsil ("Shareholders") whose participation in the voluntary public offer relating to the shares in Topsil would require the issuance of an offer document, registration or other measures, other than required under Danish law. The availability of the Offer to Shareholders not resident in Denmark may be influenced by the laws of the relevant jurisdictions in which they are residents. Persons not residing in Denmark should acquaint themselves with and comply with any applicable requirements. The Offer is not made, directly or indirectly, to Shareholders resident in any jurisdiction in which the submission of the Offer or acceptance thereof would violate the laws of such jurisdiction.

The Offer is made for the shares in Topsil ("Shares"), a Danish issuer with listed shares on Nasdaq Copenhagen A/S. The Offer is subject to disclosure requirements under Danish law. This announcement and the Offer are not being made, directly or indirectly, in, into or from the US, Canada, Australia, Japan or South Africa or any other jurisdiction where to do so would violate the laws of that jurisdiction (a "Restricted Jurisdiction"), and the Offer does not apply and cannot be accepted from or within the US, Canada, Australia, Japan or South Africa or any other Restricted Jurisdiction. Copies of this announcement will not and may not be mailed or otherwise forwarded, distributed or sent, whether directly or indirectly, in, to or from any Restricted Jurisdiction.

This announcement does not constitute an offer or an invitation to sell or buy or subscribe for shares in Topsil or an invitation to offer to buy shares or an invitation to cast a vote or grant approval in any jurisdiction pursuant to the Offer or otherwise. A separate Offer Document regarding the Offer will be published pursuant to Section 4 of the Danish Executive Order on Takeover Bids. The Offer will be made solely by means of the Offer Document, which contains the full terms and conditions of the Offer, including details of how the offer may be accepted. The Offer Document with appendices contains important information and should be read carefully before any decision is made with respect to accepting the Offer.

This announcement may contain statements relating to future matters or events, including statements on future results, growth or other forecasts on developments and benefits in connection with the Offer. Such statements may generally, but not always, be identified by the use of words such as "anticipates", "assumes", "expects", "plans", "will", "intends", "projects", "estimates" or similar expressions. By their nature, forward-looking statements involve risks and uncertainty as they relate to events and depend on circumstances occurring in the future. There can be no assurance that actual results will not differ, possibly materially, from those expressed or implied by such forward-looking statements due to many factors, many of which are outside of the control of NSIG or Topsil, including the effect of changes in general economic conditions, the level of interest rates, fluctuation in the demand for Topsil's products, competition, technological developments, employee relations, regulation, exchange rates and the potential need for increased capital expenditures (including those resulting from increased demand, new business opportunities and development of new technologies) and failure to derive benefits from the proposed acquisition of shares in Topsil.