

Company Pure Wafer PLC
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Headline Placing and Open Offer
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21 August 2009

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Pure Wafer plc
("Pure Wafer" or the "Company")

Proposed Placing of 15,000,000 Placing Shares and Proposed Open Offer of up to 100,000,000 Open Offer Shares at an Issue Price of 2 pence per New Ordinary Share and on the basis of 376 Open Offer Shares for every 100 Existing Ordinary Shares

The Company today announces a share issue to raise up to £2.30 million (before expenses) through the issue of 15,000,000 New Ordinary Shares by way of a Placing at 2 pence per Ordinary Share to certain Directors and senior management employees and up to a further 100,000,000 New Ordinary Shares to be issued through an Open Offer at 2 pence per New Ordinary Share. The Issue Price represents a discount of approximately 27.3 per cent. to the price of 2.75 pence per share, being the price at which the Company's Ordinary Shares were suspended from trading on AIM on 17 March 2009. The Open Offer is not underwritten, and accordingly, as set out below the minimum proceeds under the Fundraising are £376,017 (before expenses).

Highlights

- Fundraising to raise up to £2.30 million
- The Open Offer is to be made by way of the Document to be sent to Qualifying Shareholders who will be given the opportunity to subscribe for Open Offer Shares *pro rata* to their existing shareholdings at a price of 2 pence per Open Offer Share on the following basis: 376 Open Offer Share for every 100 Existing Ordinary Shares.
- In addition, Qualifying Shareholders will be given the opportunity to make applications in excess of their *pro rata* initial entitlement. To the extent that *pro rata* entitlements to Open Offer Shares are not subscribed by Qualifying Shareholders, such Open Offer Shares will be available to satisfy such excess applications, subject to a maximum of 100,000,000 Open Offer Shares in aggregate.
- After extensive exploration of the strategic options for the Company by the Board, an agreement has been reached with the Company's secured lenders, subject to certain

conditions, which will, in conjunction with the publication of the interim results for the 6 months period ended 31 December 2008, enable the Company to continue to trade and will enable the suspension of the Ordinary Shares on AIM to be lifted.

- The non pre-emptive placing to certain Directors and senior management will raise £300,000 and there are irrevocable commitments from Eurfyl ap Gwilym, Paul Dolan and Giles Clarke in respect of the Open Offer (including their excess applications) for 4,170,334 shares at the Issue Price of 2 pence.
- Application will be made to the London Stock Exchange for the Placing and Open Offer Shares to be admitted to trading on AIM. Dealings are expected to commence in the Placing and Open Offer Shares on 15 September 2009.
- The Document to Shareholders setting out details of the Placing and Open Offer, accompanied by the Application Form (if applicable), is expected to be posted to Qualifying Shareholders today.

21 August 2009

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This summary should be read in conjunction with the detailed announcement which follows.

Paragraph 15 of the full announcement contains the definitions of certain terms used in this summary and the full announcement. This announcement does not constitute, or form part of, an offer to sell, or the solicitation of an offer to subscribe for or buy, any of the Open Offer Shares to be issued in connection with the Open Offer.

The release, publication or distribution of this announcement in jurisdictions other than the UK may be restricted by law and therefore persons in such jurisdictions into which this announcement is released, published or distributed should inform themselves about and observe any such restrictions. Any failure to comply with any such restrictions may constitute a violation of the securities laws or regulations of such jurisdiction.

The Document to Shareholders containing the details relating to the Placing and Open Offer (the "Document") is expected to be despatched today.

This announcement is not for release, publication or distribution, directly or indirectly, in whole or in part, in or into the United States, Australia, Canada, Japan, the Republic of South Africa or any other Restricted Jurisdiction and does not constitute, or form part of, an offer or the solicitation of an offer, or inducement, or invitation to subscribe for, buy, underwrite or otherwise acquire, any rights, shares or other securities, nor shall there be any sale, issue or transfer of shares in the Company in any jurisdiction in contravention of applicable law. Any offer, invitation or inducement to acquire shares in the Company will be made solely by means of the Document as updated by any supplementary document, and in the Application Form and any decision to keep, buy or sell shares in the Company should be made solely on the basis of the information contained in such document(s).

The Open Offer Shares have not been approved or disapproved by the US Securities and Exchange Commission, any State securities commission in the United States or any other US regulatory authority, nor have any of the foregoing authorities passed upon or endorsed the merits of the offering

of the Open Offer Shares or the accuracy or adequacy of this announcement or the Document. The securities referred to herein have not been and will not be registered under the US Securities Act and may not be sold or offered in the United States unless registered under the US Securities Act or any applicable exemption from such registration. No public offering of Open Offer Shares will be made in the United States, Australia, Canada, Japan, the Republic of South Africa or any other Restricted Jurisdiction.

This announcement includes statements that are, or may be, 'forward-looking statements'. These forward-looking statements can be identified by the use of forward-looking terminology, including the terms 'beliefs', 'estimates', 'plans', 'anticipates', 'targets', 'aims', 'continues', 'expects', 'intends', 'may', 'will', 'would' or 'should' or, in each case, their negative or other variations or comparable terminology. These forward-looking statements include all matters that are not historical facts. They appear in a number of places throughout this announcement and include statements regarding the Group's intentions, beliefs or current expectations concerning, among other things, the Group's result of operations, financial condition, liquidity, prospects, growth strategies and the markets in which the Group operates. By their nature, forward-looking statements involve risk and uncertainty because they relate to future events and circumstances. A number of factors could cause actual results and developments to differ materially from those expressed or implied by the forward-looking statements, including, without limitation: market position of the Group, earnings, financial position, cash flows, return on capital, anticipated investments and capital expenditures, changing business or other market conditions and general economic conditions. These and other factors could adversely affect the outcome and financial effects of the events described herein and the Group. Forward-looking statements contained in this announcement based on these trends or activities should not be taken as a representation that such trends or activities will continue in the future.

Pure Wafer plc ("Pure Wafer" or the "Company")

Proposed Placing of 15,000,000 Placing Shares and Proposed Open Offer of up to 100,000,000 Open Offer Shares at an Issue Price of 2 pence per New Ordinary Share and on the basis of 376 Open Offer Shares for every 100 Existing Ordinary Shares

1. Introduction

The Company today announces a share issue to raise up to £2.30 million (before expenses) through the issue of 15,000,000 New Ordinary Shares by way of a Placing at 2 pence per Ordinary Share to certain Directors and senior management employees and up to a further 100,000,000 New Ordinary Shares to be issued through an Open Offer at 2 pence per New Ordinary Share. The Issue Price represents a discount of approximately 27.3 per cent. to the price of 2.75 pence per share, being the price at which the Company's Ordinary Shares were suspended from trading on AIM on 17 March 2009. The Open Offer is not underwritten, and accordingly, as set out below the minimum proceeds under the Fundraising are £376,017 (before expenses).

Since 17 March 2009 the Ordinary Shares have been suspended from trading on AIM since 17 March 2009 due to the financial difficulties experienced by the Company following challenging trading conditions and the resultant pressure on the Group's working capital and cash position whilst the Company conducted ongoing negotiations with its secured lenders.

After extensive exploration of the strategic options for the Company by the Board since that time (including exploring possible offers for the share capital of the Company), an agreement has been reached with the Company's secured lenders, subject to certain conditions, which will, in conjunction with the publication today of the interim results for the 6 months period ended 31 December 2008, enable the Company to continue to trade and will enable the suspension of the Ordinary Shares on AIM to be lifted.

Alongside the agreement by the Company's secured lenders to provide additional working capital facilities and reschedule debt repayments, the Board is proposing a non pre-emptive Placing in combination with an Open Offer. This letter sets out in more detail the background to the Company's position, the arrangements which have been agreed with the Company's secured lenders and the

Resolutions to be proposed at the GM in order to implement the lenders' proposals in connection with these arrangements.

The Board has also announced today the Company's interim results for the six month period ended 31 December 2008 and an update on current trading (which is set out in paragraph 6 of this announcement).

The Group is operating in a very difficult industry for providers of services to semiconductor manufacturers. Without Shareholder approval for, and completion of, the Fundraising and associated debt restructuring the Group will have a significant shortfall in its working capital and ultimately could become insolvent.

The Fundraising and associated debt restructuring is conditional upon the passing of the Resolutions and Admission occurring.

In addition, Shareholders should note that, although the Group has agreed revised debt facilities and standstill agreements with its secured lenders (subject only to those conditions set out below), the Group's working capital and cash position will remain under significant pressure following completion of the Fundraising, particularly should only the minimum Fundraising amount be raised of £376,017 (before expenses), after taking into account the Placing, and irrevocable commitments from Eurfyl ap Gwilym, Paul Dolan and Giles Clarke in respect of the Open Offer (including their excess applications).

Should Shareholders reject the Resolutions proposed by the Board and no other alternative equity solution is forthcoming, the Directors strongly believe that the Group will be unable to secure the ongoing support of its secured lenders, which is likely to lead to insolvency and thereafter delisting from AIM.

2. Background to and reasons for the Fundraising

Following a severe downturn in the trading performance of the Group's business, due largely to the unprecedented market conditions in the semiconductor industry coupled with the recent global economic downturn, the Company made a series of trading statements (on 5 March, 17 March and 25 March 2009) highlighting the industry challenges and the deterioration in current trading, resulting in the suspension of the trading of the Company's shares on AIM on 17 March 2009. The latest statement is set out below:

"25 March 2009

Further to the announcement on 17 March 2009, the board of Pure Wafer plc ("Pure Wafer" or "the Company") confirms that it continues to be in negotiations with its funders and the Company's cash and working capital position remains under significant pressure. As part of its ongoing discussions with its lenders, the Company announces that it has appointed advisers to explore various strategic alternatives for the business, including: re-financing of the business, restructuring the balance sheet, seeking an acquirer or potential equity fund raising. These strategic alternatives are designed to best assess how stakeholder value may be realised and build on Pure Wafer's position as a leading supplier of wafer reclaim services. The Company remains suspended until further notice."

Given the downturn in trading, whilst the Group remains profitable before repayments of interest and capital and excluding depreciation, the Group's debt burden is such that it is not possible to fully service its debt obligations, which has necessitated a continuous dialogue with the Company's debt providers in order to explore alternative financing methods, including the possibility of refinancing the existing debt with alternative providers of finance, including providers of senior debt, asset financiers and regionally based funds. The Board also contacted certain existing institutional shareholders to explore whether they might support an equity fundraising.

In March 2009, external advisers were appointed to carry out a strategic review on behalf of the Board and its major secured lender, The Royal Bank of Scotland plc ("RBS"). These advisers were engaged to look at all strategic options with an emphasis on:

- Sale of the business and assets (or share capital, if viable) of the Company
- Evaluating the value of the assets in a break-up situation
- The debt providers taking a debt for equity position which could ensure the ongoing viability of the business under a new financial structure.

The external advisers carried out a full accelerated sale process which resulted in three bidders submitting bids for the Company on a business and asset only basis. When these bids were submitted to the Company's secured lenders they were rejected as they did not meet the minimum cash payback requirements of the debt providers. The highest of the bids offered represented a level considerably below that of the outstanding secured debt carried by the Company. This exercise clearly demonstrated that there is at present no opportunity to provide a strategic solution which would deliver immediate value for Shareholders. The Board is satisfied that all other credible ways of achieving a return for Shareholders have been explored without success.

3. Debt restructuring

In the absence of a third party offer at an acceptable level, the Company's secured debt providers concluded that a restructuring of their debt was their only realistic option to provide the opportunity for them to eventually realise more than the current break-up value of the Company's assets. The Company and its principal trading subsidiaries, Pure Wafer International Limited and Pure Wafer Inc., have therefore entered into the Standstill Agreement (as defined in paragraph 14 of this announcement) with their secured lenders to refinance the business and reschedule future repayments of their secured debt. It has also been agreed by RBS, subject to certain conditions described below, to provide an overdraft facility of £2,000,000 and to vary the existing term loan facilities with RBS. Summary details of the Group's new funding arrangements are set out in paragraph 14 of this announcement. RBS will receive an arrangement fee of £250,000 in June 2014 and each of the other secured lenders will receive an arrangement fee equal to 1 per cent. of the amount currently owed to it at the end of June 2015.

The following are conditions of those new funding arrangements and have been satisfied subject to the passing of the Resolutions and Admission:

- RBS is granted a non-dilutable warrant to subscribe at any time until 31 December 2029 for, at the nominal value of 2p per Ordinary Share, for such number of Ordinary Shares as will, immediately following such exercise in full, represent 10 per cent. of the issued share capital (assuming exercise in full of all outstanding rights to subscribe for Ordinary Shares) of the Company.
- The executive Directors, the Chairman and certain other senior management employees of the Group (being the Placees), whose on-going financial commitment is seen as essential by the Group's secured lenders, commit to invest personally in aggregate at least £250,000, by way of the Placing in New Ordinary Shares at the Issue Price. Given the Group's ongoing challenging cash flow position, it is imperative that, if the Group is to continue to trade and the Company is to retain its listing on AIM, this restructuring is achieved as quickly as possible. The Board is seeking Shareholder approval, *inter alia*, for the Placing and Open Offer. Without such approval the ongoing survival of the Company will be in significant doubt.

4. The Placee Warrants

The Company and the Placees have agreed to enter into the Placing whereby the Company has agreed to grant the Placees warrants which will enable the Placees, by subscribing for additional Ordinary Shares, between two and seven years from the date of Admission, to increase their aggregate holding following exercise such that the Placees hold a number of Ordinary Shares equivalent to a maximum of 25 per cent. of the issued share capital immediately following Admission ("Placee

Warrants") after taking into account New Ordinary Shares issued pursuant to the Placing (with the exception of 2,500,000 New Ordinary Shares being subscribed for by Stephen Boyd) and Existing Ordinary Shares already held by the Placees.

The Placee Warrants provide the Placees, *pro rata* to their participation in the Placing (with the exception of the Chairman, Stephen Boyd, who will only be issued with Placee Warrants in regards two thirds (66.6%) of his Placing participation) with rights to subscribe, at the nominal value of 2p per Ordinary Share, for such number of Ordinary Shares in aggregate as will result in the Placees holding, in aggregate, a maximum of 25 per cent. of the fully diluted share capital of the Company immediately after Admission after taking into account New Ordinary Shares issued pursuant to the Placing (with the exception of 2,500,000 New Ordinary Shares being subscribed for by Stephen Boyd) and Existing Ordinary Shares already held by the Placees.

The Placing is only being made available to certain directors and senior management employees who the secured lenders believe it is essential to be financially committed to the Company's future performance and as such the Placing is a condition of the restructured facilities being made available.

Accordingly, and in order to give effect to the Placing, it is proposed that the Board be authorised to allot the Placing Shares on a non pre-emptive basis and that authority is contained in the special resolution set out in the notice of GM at the end of the Document sent to Shareholders today. Further details of the Placee Warrants are set out in paragraph 14 of this announcement.

5. Details of the Open Offer

Pure Wafer is proposing to raise up to £2 million (before expenses) pursuant to the Open Offer. The proposed Issue Price of 2 pence per Open Offer Share is the same price as the Placing and is the nominal value of the Ordinary Shares. The Open Offer is being made on a pre-emptive basis, allowing all Qualifying Shareholders the opportunity to participate. The Open Offer is not underwritten.

The Fundraising is not conditional upon the level of applications made to subscribe under the Open Offer. However, if no further applications to subscribe under the Open Offer are received, with the exception of the irrevocable commitments from certain Directors in respect to the Open Offer (including their excess applications), the total amount that the Company would raise would be reduced to £376,017 (before expenses) via the Fundraising.

The Open Offer provides Qualifying Holders with the opportunity to apply to acquire Open Offer Shares at the Issue Price *pro rata* to their holdings of Existing Ordinary Shares as at the Record Date on the following basis:

376 Open Offer Shares for every 100 Existing Ordinary Shares

and so on in proportion for any other number of Existing Ordinary Shares then held. Entitlements to apply to acquire Open Offer Shares will be rounded down to the nearest whole number and any fractional entitlement to Open Offer Shares will be disregarded in calculating the Qualifying Holder's Entitlement. The Directors will be authorised to offer for cash such New Ordinary Shares not applied for under the Open Offer to such persons who are willing to subscribe for such shares (at not less than the Issue Price).

The Open Offer is subject to the satisfaction, amongst other matters, of the following conditions on or before 15 September 2009 (or such later date being not later than 8.00 a.m. on 22 September 2009, as the Company may decide):

- (i) the Placing being unconditional in all respects;
- (ii) the Standstill Agreement described in paragraph 14 of this announcement becoming unconditional in all respects; and
- (iii) Admission becoming effective by 8.00 a.m. on 15 September 2009, (or such later time or date not being later than 8.00 a.m. on 22 September 2009 as the Company may decide).

The New Ordinary Shares will, when issued and fully paid, rank *pari passu* in all respects with the Existing Ordinary Shares, including the right to receive all dividends and other distributions declared, made or paid after the date of Admission.

Excess Applications

The Open Offer is structured to allow Qualifying Shareholders to subscribe for Open Offer Shares at the Open Offer price *pro rata* to their holdings of Existing Ordinary Shares. Qualifying Shareholders may also make applications in excess of their *pro rata* initial entitlement. To the extent that *pro rata* entitlements to Open Offer Shares are not subscribed by Qualifying Shareholders, such Open Offer Shares will be available to satisfy such excess applications, subject to a maximum of 100,000,000 Open Offer Shares in aggregate.

To the extent that applications are received in respect of an aggregate of more than 100,000,000 Open Offer Shares, excess applications will be scaled back accordingly. However, excess applications will be rejected if and to the extent that acceptance would result in the Qualifying Shareholders, together with those acting in concert with them for the purposes of the Takeover Code, holding 30 per cent. or more of the issued share capital immediately following Admission.

Those Places who are Qualifying Shareholders will not participate in the Open Offer.

Applications from Shareholders will be rejected if to the extent that acceptance would result in any of them holding 30 per cent. or more of the Enlarged Share Capital following such application.

Qualifying Shareholders should note that the Open Offer is not a rights issue. Qualifying non-CREST Holders should be aware that the Application Form is not a negotiable document and cannot be traded.

Qualifying Shareholders should also be aware that in the Open Offer, unlike in a rights issue, any Open Offer Shares not applied for will not be sold in the market or placed for the benefit of Qualifying Shareholders who do not apply under the Open Offer.

Settlement and dealings

Application will be made to the London Stock Exchange for the New Ordinary Shares to be admitted to trading on AIM. It is expected that such Admission will become effective and that dealings will commence at 8.00 a.m. on 15 September 2009. Further information in respect of settlement and dealings in the Open Offer Shares is set out in paragraph 7 of Part II of the Document to be sent to Shareholders today.

Overseas Shareholders

Certain Overseas Shareholders may not be permitted to subscribe for Open Offer Shares pursuant to the Open Offer and should refer to paragraph 6 of Part II of the Document to be sent to Shareholders today.

CREST Instructions

Application has been made for the Open Offer Entitlements for Qualifying CREST Holders to be admitted to CREST. It is expected that the Open Offer Entitlements will be admitted to CREST on 24 August 2009. The Open Offer Excess Entitlements will also be enabled for settlement in CREST on 24 August 2009. Applications through the CREST system will only be made by the Qualifying Holder originally entitled or by a person entitled by virtue of a *bona fide* market claim.

Qualifying non-CREST Holders will receive an Application Form which gives details of a Qualifying Holder's Entitlement under the Open Offer. Shareholders wishing to apply for Open Offer Shares under the Open Offer, should complete the accompanying Application Form in accordance with the procedure for application set out in paragraph 3 of Part II of the Document to be sent to Shareholders today and on the Application Form.

6. Current Trading

Introduction

The severe downturn in the semiconductor industry, coupled with the worldwide economic recession has severely affected Pure Wafer's trading during the year to 30 June 2009, evidenced by a particularly sharp decline in trade volume during the second and third quarters of that financial year. However, the Board is pleased to announce that, during recent months, the Company has experienced a greater stability in trading coupled with some signs of recovery.

Based on unaudited management accounts for the 12 months ended 30 June 2009, revenue was £17.1 million with an EBITDA of £1.5 million (pre-exceptional items). As at 30 June 2009, net debt was £15.7 million. These are internal figures only and have not been subject to external review or audit. These indicative figures are based on UK GAAP accounting policies and have not been reviewed for the effects of revaluation of foreign exchange and derivatives as required under International Financial Reporting Standards (with which the Company's audited consolidated accounts must comply).

Although it is too early to be confident about a return to growth, recent trading together with news in the press of returning volumes and a possible industry recovery are more positive signs than the Board has been able to report in previous trading updates.

Operational

During the recent period of difficult trading conditions, the Company concentrated on reducing its cost base. The Board has also taken steps to further reduce the production costs per wafer and thus enhanced the competitiveness of the Group's products over the last year. Further successful, engineering led cost reduction activities have enabled the Group to reduce the consumable costs per wafer and certain fixed costs, all without affecting the quality of the Group's product offering. Whilst there have been some corporate failures within the competitive landscape, there still remains an overcapacity of wafer reclaim services, which in turn is reflected in continued pressure on selling prices. However, as customer specification requirements increase, the capacity of high quality reclaim services is expected to be focused on wafer manufacturers such as Pure Wafer who have both the technical know how and the relevant measurement equipment to produce an offering to the quality required. With the Group's current installed capacity for 300mm and smaller diameter wafers at Pure Wafer's high quality facilities in Swansea and Prescott, Arizona, together with the reduced cost per wafer, the Board believes that the Company is well placed to take advantage of any industry recovery.

7. Strengthening of management team

Stephen Boyd

Stephen Boyd became Chairman in February 2009 and has led the Company's complex negotiations with its lenders. He will continue with an appropriate level of involvement in the Company's business in order to drive the Company's business plan and financial recovery.

Appointment of Group Finance Director

Following the resignation of the Company's interim group financial officer, Stephen Young, the Board is pleased to announce the appointment of Timothy Lowe as Group Finance Director, and as a member of the Company's Board with effect from the date of this announcement.

Timothy Lowe

Tim qualified as a chartered accountant in 1988 with Touche Ross, and then joined their management consultancy division where he remained until 1991. After this Tim joined Resource Ltd

as Finance Director before moving to become Group Finance Director of PKL Holdings plc (an AIM listed company) in 2003. In 2005, Tim was appointed Group Finance Director of Stradform Limited where in

2008 he led the negotiations which resulted in the sale of the business to one of the largest contractors in Europe, before agreeing to join Pure Wafer as Group Finance Director.

Save for the information disclosed above there is no other information that is required to be disclosed under Schedule 2(g) of the AIM Rules.

8. General Meeting

The Document to be sent to Shareholders today contains a notice convening the General Meeting to be held at the offices of Pure Wafer plc, Central Business Park, Swansea Vale, Swansea SA7 0AB at 10.00 a.m. on 14 September 2009.

The Resolutions to be proposed at the GM are as follows:

1. an ordinary resolution to increase the authorised share capital of the Company to £4,000,000 by the creation of a further 150,000,000 Ordinary Shares;
2. an ordinary resolution to authorise the Directors, pursuant to section 80 of the Act, to issue the New Ordinary Shares in relation to the Placing; Placee Warrant; Open Offer; subsequent subscriptions for Open Offer Share not taken up under the Open Offer; and the RBS Warrant;
3. a special resolution to empower the Directors, pursuant to section 95 of the Act, to issue and allot New Ordinary Shares pursuant to Resolution 2; and
4. an ordinary resolution to approve the Placing for the purposes of section 190 of the Companies Act 2006 and for the purposes of the AIM Rules.

Under Resolutions 1, 2 and 3 the Directors will be authorised to offer for cash such New Ordinary Shares not applied for under the Open Offer to such persons who are willing to subscribe for such shares (at not less than the Issue Price as defined in this announcement).

9. Additional Information

Shareholders attention is drawn to the risk factors and additional information set out in paragraphs 13 and 14 of this announcement. Shareholders are advised to read the whole of the Document to be sent to Shareholders today and not rely solely on the summary information presented in this announcement.

10. Intentions of the Directors in relation to the Open Offer

Eurfyl ap Gwilym, Paul Dolan and Giles Clarke, who are Directors and Qualifying Shareholders but not Placees, have irrevocably committed themselves to acquire Open Offer Shares pursuant to their respective Open Offer Entitlements as set out in column (2) below and will further subscribe for additional Open Offer Shares under the Excess Application Facility (described in paragraph 3.1 (c) of Part II) of the Document to be sent to Shareholders today as specified in column (3) below (provided that such excess applications will be rejected or scaled back accordingly to the extent that there are insufficient Open Offer Shares to satisfy those applications):

(1) Director	(2) No. of shares Under irrevocable commitment	(3) No. of shares to be applied for under Excess Application facility
Eurfyl ap Gwilym	94,000	406,000
Paul Dolan	244,400	755,600
Giles Clarke	1,050,852	1,250,000

Stephen Boyd and Tim Lowe, who are Directors and Placees but not Qualifying Shareholders, are not entitled to participate in the Open Offer but will be free to acquire any New Ordinary Shares in the future shall the Board deem it appropriate under the authority conferred to them by the Resolutions.

Peter Harrington and Keith Baker, who are Directors and Qualifying Shareholders and also Placees, do not intend to acquire Open Offer Shares pursuant to their respective Open Offer Entitlements but will likewise be free to acquire New Ordinary Shares in the future shall the Board deem it appropriate under the authority conferred to them by the Resolutions.

11. Recommendation

The Independent Directors, taking into account the options available to the Company, believe the Placing and Open Offer to be fair and reasonable so far as the Shareholders are concerned. The Placing constitutes a related party transaction under Rule 13 of the AIM rules. The Independent Directors consider that, having consulted with Altium, that the terms of the Placing are fair and reasonable insofar as Shareholders are concerned. Accordingly, the Independent Directors unanimously recommend Shareholders to vote in favour of the Resolutions as the Independent Directors intend so to do in respect of their beneficial shareholdings amount to 369,482 Ordinary Shares, representing 1.39 per cent of the Company's existing issued share capital.

12. Risk Factors

Qualifying Shareholders should be aware that an investment in the Company involves a degree of risk and should only be made by those with the necessary expertise to appraise the investment. The following are considered by the Board to be the key risk factors which could have a material adverse effect on the Company's business, financial condition, prospects and share price. In addition to the other information in this announcement, the following risk factors should be considered carefully in evaluating whether to make an investment in the Company.

Approval and completion of the Fundraising

The Group is operating in a very difficult industry for providers of services to semiconductor manufacturers. Without Shareholder approval for, and completion of, the Fundraising and associated debt restructuring the Group will have a significant shortfall in its working capital and ultimately could become insolvent.

The Fundraising and associated debt restructuring is conditional upon the passing of the Resolutions and Admission occurring.

In addition, Shareholders should note that, although the Group has agreed revised debt facilities and standstill agreements with its secured lenders (subject only to those conditions set out below), the Group's working capital and cash position will remain under significant pressure following completion of the Fundraising, particularly should only the minimum Fundraising amount be

raised of £376,017 (before expenses), after taking into account the Placing, and irrevocable commitments from Eurfyl ap Gwilym, Paul Dolan and Giles Clarke in respect of the Open Offer (excluding their excess applications).

Please note that, should Shareholders reject the Resolutions proposed by the Board and no other alternative equity solution is forthcoming, the Directors strongly believe that the Group will be unable to secure the ongoing support of its secured lenders, which is likely to lead to insolvency and thereafter delisting from AIM.

Additional capital requirements to fund ongoing operations

The Company's capital needs may exceed current expectations, requiring the Company to raise additional capital from equity or debt sources. Further equity financing may be further dilutive to existing Shareholders or result in the issuance of securities whose rights, preference and privileges are senior to those of the owners of Ordinary Shares. If any such future funding requirements are met through additional debt financing, the Company may be required to adhere to covenants restricting its future operational and financial activities. If the Company is unable to secure additional funds when needed or cannot do so on terms it finds acceptable, the Company may be unable to continue to trade, expand its operations, take full advantage of future commercial opportunities or respond adequately to competitive pressures, any of which may have an adverse effect on its business and results of operations.

Reliance on bank funding

Although the Company's senior lenders have agreed to reschedule their debt repayments going forward, a significant proportion of the Group's working capital will be provided via overdraft facilities which are repayable on demand. If such repayment is demanded, the Company may not have, or may not be able to raise sufficient cash to make such repayment, with the risk that the Company may need to cease or reduce operations or be placed in administration.

Indebtedness

The Group has a series of debt facilities and hire purchase arrangements with a number of lenders. Any default by the Group on its repayments or quarterly covenants could lead to some or all of the amounts payable under its banking facilities, together with interest thereon, being repayable on demand or sooner than would have otherwise been the case. Any failure by the Group to fully implement its business strategy, manage its working capital appropriately or any factor outside its control, such as continued economic downturn, which results in the Group failing to meet its debt obligations could have a material adverse effect on the Group's business, financial condition and operating results.

Financial

The main financial risks of the Group relate to the availability of funds to meet business needs, customer default and fluctuations in interest and foreign exchange rates (particularly the US dollar). The Group finance function is tasked with managing these risks. Notwithstanding this, an element of risk still exists and significant rises in interest rates or movements in the US dollar could affect the ongoing profitability of the Group's business.

Adverse market conditions

The semiconductor industry is cyclical in nature. In the event of a major downturn in the industry as has recently been experienced, the rate at which Pure Wafer's customers continue to progress towards manufacturing on more efficient 300mm wafers may be affected. A significant reduction in these activities may have an adverse effect on the business.

No long term material customer contracts

The Group does not have any long term contracts from which it derives revenue and revenue is therefore subject to fluctuation. There are no guarantees that previous levels of revenue from such sources will be maintained. These factors could lead to an adverse effect upon the Group's revenues and earnings through decreased market share and/or declining profit margins caused by price competition.

Dependence on key customers

The Group is dependent on a small number of key customers in the semiconductor industry. The loss of one or more of these key customers to a competitor or a reduction in the gross margin on the services provided to one or more of these key customers could have a material adverse effect on the Group's revenues.

Market saturation

If other companies in the sector significantly increase their manufacturing capacities, the Group may not be able to meet its operational and financial targets.

The market

The Company is likely to face competition from other entities operating in its business sector including larger quoted and unquoted entities which may have greater resources than the Company and, as a result, the Company could be affected by competitive pressures. It is possible that recessionary pressures and other economic factors may decrease the disposable income that individuals and businesses have available to spend on electronic goods which include silicon semiconductor chips. This would lead to a reduction in the revenues of the Group.

Resilience of process

The Group's manufacturing process involves a number of production processes using a single piece of manufacturing equipment upon which a large proportion of product output is reliant. In the event that any of these individual items of equipment suffered a significant amount of downtime, this could jeopardise the Group's ability to fulfil orders and could have a material adverse effect on the Group's revenues.

Technological change

If competitors introduce new products that employ new technologies, or if new standards or practices emerge, the Group's existing technologies and systems may become obsolete. The future success of the

Group will depend on its ability to:

- enhance its existing products and services;
- address the increasingly sophisticated and diverse needs of its customers; and
- respond to technological advances and emerging industry and public sector standards and practices on a cost effective and timely basis.

Developing the Group's technology and product range entails significant technical and business risk. The Group may use or procure new technologies ineffectively or fail to adapt its systems to customer requirements or emerging industry standards.

Loss of key personnel

The Company's performance is dependent upon the continued services and the performance of the executive Directors and other key personnel. The loss of the services of any of the executive Directors or key personnel could have a materially adverse effect upon the Company's future.

Taxation

Any change in the Company's tax status or in taxation legislation could affect the Company's ability to provide returns to Shareholders. Statements in this announcement concerning the taxation of investors in Ordinary Shares are based on current UK tax law and practice which is subject to change. The taxation of an investment in the Company depends on the individual circumstances of investors.

Ability to pay future dividends

The Company's ability to pay dividends in the future is dependent upon the extent that it has distributable reserves and cash available for this purpose. The Company can give no assurance to Shareholders that it will pay dividends in the future.

Dilution as a result of not taking up the entitlement under the Open Offer

Regardless of whether a Qualifying Shareholder takes up his entitlements under the Open Offer, the effect of the Placing will be a reduction of his proportionate ownership and voting interests in Pure Wafer (unless a Shareholder applies for excess applications under the Open Offer). Shareholders will experience greater dilution in their ownership of, and voting interests in, the Company to the extent they do not subscribe in full for their Open Offer Entitlement to New Ordinary Shares in the Open Offer. Those Shareholders in a Restricted Jurisdiction, subject to certain exceptions, will in any event not be able to participate in the Open Offer.

Realisation of investment

Potential investors should be aware that the value of shares and income from these shares can go down as well as up and that Admission of the New Ordinary Shares and resumption of trading on AIM should not be taken as implying that there will be a liquid market in the Ordinary Shares. An investment in the Existing Ordinary Shares and/or the New Ordinary Shares may thus be difficult to realise.

13. Additional Information

Responsibility

The Directors, whose names appear in the Document to be sent to Shareholders today accept responsibility for the information contained in this announcement other than the recommendation set out in paragraph 11 of this announcement, for which the Independent Directors accept responsibility. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in this announcement is in accordance with the facts and there is no omission likely to affect the import of such information.

Interests and Dealings

Directors

- (a) At the close of business on 20 August 2009 (being the last practicable date prior to the publication of the Document to be sent to Shareholders today) the interests of the Directors (all of which are beneficial) and their families and the interests of persons connected with them (within the meaning of section 346 of the Act) in relevant securities (whether by interests, rights to subscribe or short positions) of the Company are as follows:-

Director	Number of Ordinary Shares	% of Issued Share Capital
Stephen Boyd	-	-
Peter Harrington	159,066	0.60
Keith Baker	163,012	0.61
Timothy Lowe	-	-
Giles Clarke	279,482	1.05
Eurfyl ap Gwilym	25,000	0.09
Paul Dolan	65,000	0.24

(b) During the period of 12 months preceding the date of the Document to be sent to Shareholders today, there have been no dealings by any Director in the Company's securities.

Options

There are no outstanding options granted by the Company to subscribe for shares other than as described in the Document to be sent to Shareholders today.

Placees

The Placees are:

Stephen Boyd (Chairman)
Peter Harrington (Chief Executive)
Keith Baker (Chief Operating Officer)
Timothy Lowe (Group Finance Director)
Gerald Winters (US Managing Director)
Jeffrey Whitlock (US Finance Director)
Marilyn Bollengier (US Sales Director)
David Maternaghan (UK Sales Director)
Mark Selway (UK Operations Director)

The business address of each of the Placees is Central Business Park, Swansea Vale, Swansea SA7 0AB.

At the close of business on 20 August 2009 (being the last practicable date prior to the publication of the Document to be sent to Shareholders today), the interests of the Placees in the relevant securities (whether by interests, rights to subscribe or short positions, but excluding the options and Placee Warrants referred to in paragraph 14) were as set out below:-

	Number of Ordinary Shares	% of Issued Share Capital	Number of Ordinary Shares following Placing	Maximum % of share capital following Placing and Open Offer*	Minimum % of share capital following Placing and Open Offer**
Stephen Boyd	-	-	7,500,000	16.52	5.30
Peter Harrington	159,066	0.60	1,784,066	3.93	1.26
Keith Baker	163,012	0.61	1,413,012	3.11	1.00
Timothy Lowe	-	-	1,000,000	2.20	0.71
Gerald Winters	-	-	937,500	2.07	0.66
Jeffrey Whitlock	-	-	312,500	0.69	0.22
Marilyn Bollengier	-	-	625,000	1.38	0.44
David Maternaghan	60,390	0.23	1,060,390	2.34	0.75
Mark Selway	-	-	750,000	1.65	0.53
Total	382,468	1.44	15,382,468	33.89	10.86

* assuming the completion of the Placing and nil take up of Open Offer Shares but for the irrevocable commitments

** assuming the completion of the Placing and full take up of Open Offer Shares but for the irrevocable commitments

Material Contracts

Save as described below, no contracts have been entered into by the Company or any of its subsidiaries, other than in the ordinary course of business, within the two years prior to the publication of the Document to be sent to Shareholders today which are or may be material.

Standstill Agreement:

Under the standstill agreement ("the Standstill Agreement") dated 20 August 2009 and entered into between the Company, Pure Wafer International Limited and Pure Wafer Inc ("the Companies"), The Royal Bank of Scotland plc, RBS Asset Finance, Inc, Lloyds TSB Corporate Asset Finance (HP) Limited, GE Capital Equipment Finance Limited and CIT Equipment Finance (UK) Limited ("the Lenders"); the Lenders agreed to waive certain of their rights and defer payments of capital. This agreement replaced the existing Capital Deferral Agreement dated 6 February 2009. During the standstill period the Lenders agree not to take any enforcement action against the Companies. This period will be from the date of the Standstill Agreement to the earlier of 30 June 2011 and the date on which any of the ongoing conditions under the Standstill Agreement are breached.

These include:

(a) insolvency of any of the Companies or any Lender duly exercising their right to accelerate or demand monies due from any Company to the extent permitted under the Standstill Agreement;

(b) any Company carrying out any of the actions restricted under this agreement including incurring or allowing any indebtedness to remain or giving or allowing any security to remain other than that permitted, making any acquisitions or disposals other than permitted disposals, paying any dividends or other distributions to shareholders, depositing cash receipts with any person not being one of the Lenders, making any loans or giving credit or repaying any indebtedness except as permitted or entering into transactions otherwise than on arms length terms;

(c) breach of the terms of the Standstill Agreement and not remedied within 14 days if capable of remedy of notice of such breach;

(d) any representation or warranty made under Standstill Agreement being untrue in any material respect; and

(e) failure to pay any amount when due under the existing facilities as amended by the Standstill Agreement within 14 days of notice by the relevant Lender;

The Standstill Agreement does not affect the Company's overdraft facility with RBS' which will continue to be repayable on demand at all times. The Standstill Agreement also sets out the amended capital repayments under the existing facilities which as stated above will commence from 1 July 2010 for RBS' facilities and 30 June 2011 for the other lenders' facilities.

Funding Agreements:

(a) Overdraft facility

The principal terms of the Company's new overdraft facility with RBS are as follows:

- The increased Facility will be reviewed on 31 December 2009 but will be repayable on demand at all times
- The interest rate applicable to the Facility will increase by 1 per cent. to 4 per cent. above RBS's base lending rate (currently 0.5 per cent.).

(b) Loan facilities

(i) Under an agreement dated 20 August 2009 RBS agreed to amend the existing Credit Agreement dated 12 February 2007 between RBS and the Company (as amended and restated by an Amendment (No 1) Agreement dated 12 February 2008) for facilities totalling \$11,700,000 (comprising of a term loan of \$7,500,000 ("Term Loan A") and a term loan of \$1,750,000 ("Term Loan B")), as follows:

- The margin applicable to this facility will increase from 1.50% to 4% per annum.
- The maturity date will alter from four years from the first drawing of Term Loan A and Term Loan B as applicable to 30 June 2014.
- Term Loan A and Term Loan B shall both be repaid by 16 equal quarterly instalments commencing on 1 July 2010.

(ii) Under an agreement dated 20 August 2009 RBS and the Company agreed to amend the loan agreement dated 2 February 2008 for a facility of up to \$1,950,000, as follows:

- The margin applicable will increase from 3% over LIBOR plus mandatory costs to 4% over LIBOR plus mandatory costs.
- The loan is to be repaid by way of 16 quarterly instalments commencing on 1 July 2010 so that the loan is repaid in full by 30 June 2014. Previously the loan was repayable by way of 16 instalments with the first commencing on 1 August 2009.

- No capital repayments are made of any of the Group's other existing secured debt facilities (including RBS Citizens Bank in the US), until the end of June 2011, save for those facilities provided by RBS, in respect of which no capital repayments are made until July 2010.
- All existing secured debt facilities provided to the Group will be repayable over a period of four years commencing at the end of June 2011 (or, in the case of facilities referred to above provided by RBS and its subsidiaries, July 2010).

(c) The Company has entered into a Deed of Priority with the Lenders regulating the priority of the security granted to the Lenders and their respective rights of recourse to the Group's assets.

RBS Warrant:

Under the terms of the RBS Warrant the Company created the right for RBS to subscribe in cash at 2p per share for such number of Ordinary Shares as in aggregate equals 10 per cent. of the fully diluted equity share capital of the Company immediately after exercise of such right. The RBS Warrant may be exercised at any time until 31 December 2029. The RBS Warrant is deemed to be exercised immediately prior to a sale of the entire issued share capital of the Company. The RBS Warrant is transferable in whole or part provided that the transfer does not trigger a requirement to make an offer under Rule 9 of the Code.

Placee Warrants

Under the terms of the Placee Warrants the Company created the right for each of the Placees to subscribe in cash at 2p per share ("Subscription Price") for such number of New Ordinary Shares *pro rata* to their participation in the Placing which taken together with New Ordinary Shares issued pursuant to the Placing (but excluding 2,500,000 New Ordinary Shares being subscribed for by Stephen Boyd and Existing Ordinary Shares already held by the Placees) will result in the Placees increasing their holding of Ordinary Shares to the following percentages of the Company's fully diluted share capital immediately following Admission:

Placee	Percentage (%)
Stephen Boyd	10.00
Peter Harrington	3.25
Keith Baker	2.50
Tim Lowe	2.00
Gerald Winters	1.88
Jeffrey Whitlock	0.63
Marilyn Bollengier	1.25
David Maternaghan	2.00
Mark Selway	1.50

The Warrants are not transferable in whole or in part.

The rights to subscribe under the Placee Warrants may be exercised at any time between the second and seventh anniversaries of Admission. The right to subscribe is conditional on the middle market price ("Minimum Market Price") quoted by the London Stock Exchange for the Ordinary Shares as at close of trading on the Business Day prior to the date of exercise being not less than 3 pence.

A Placee Warrant is deemed to be exercised immediately prior to a sale of the entire issued Ordinary Share capital of the Company. The Subscription Price and Minimum Market Price will be subject to adjustment in the event of any reconstruction, merger, sale on a share for share basis or the like. The rights under a Placee Warrant lapse, to the extent that they have not been exercised, on the earlier of:

- (a) the seventh anniversary of Admission;
- (b) a dissolution or winding up of the Company;
- (c) the dismissal of the Placee from his employment with the Group on the basis of gross misconduct;
- (d) the Placee ceasing to be an employee or director of any Group Company prior to the second anniversary of Admission for any reason other than dismissal for gross misconduct, permanent incapacity or ill health (unless the Chairman of the Board agrees otherwise within 3 months of such cessation); and
- (e) the date which is one month after the date on which the Placee ceases to be an employee or director of any Group Company where such cessation occurs after the second anniversary of Admission and is otherwise than for reason of gross misconduct, permanent incapacity or ill health.

15. Expected Timetable of Principal Events

	2009
Record Date and time for the Open Offer	5.00 p.m. on 20 August
Announcement of the Open Offer	21 August
Existing Ordinary Shares marked 'ex' by the London Stock Exchange	21 August
Open Offer Entitlements credited to stock accounts in CREST of Qualifying CREST Holders	24 August
Recommended latest time for requesting withdrawal of Open Offer Entitlements from CREST	4.30 p.m. on 7 September
Latest time for depositing Open Offer Entitlements into CREST	3.00 p.m. on 8 September
Latest time and date for splitting of Application Forms (to satisfy bona fide market claims only)	3.00 p.m. on 9 September
Latest time and date for receipt of completed Application Forms and payment in full under the Open Offer or settlement of relevant CREST instruction (as appropriate)	11.00 a.m. on 11 September
Latest time and date for receipt of proxy	10.00 a.m. on 12 September
General Meeting	10.00 a.m. on 14 September

Admission and commencement of dealings of the Open Offer Shares	15 September
Open Offer Shares credited to CREST stock accounts	15 September
Despatch of definitive share certificates for Open Offer Shares	week commencing 21 September

Notes:

(1) References to times in this announcement are to London time (unless otherwise stated).

(2) If any of the above times or dates should change, the revised times and/or dates will be notified by an announcement to an RIS.

(3) The timing of the events in the above timetable and in the rest of this announcement is indicative only.

(4) In order to subscribe for Open Offer Shares under the Open Offer, Qualifying Shareholders will need to follow the procedure set out in Part II of this Document and, where relevant, complete the accompanying Application Form. If Qualifying Shareholders have any queries on the procedure for acceptance and payment, or wish to request another Application Form, they should contact Capita Registrars on 0871 664 0321 or, if calling from outside the United Kingdom, +44 20 8639 3399, where relevant, quoting the allotment number of their Application Form. Calls to the Capita Registrars 0871 664 0321 number are charged at 10 pence per minute (including VAT) plus any of your service provider's additional network charges. Calls to the Capita Registrars' +44 20 8639 3399 number from outside the UK are charged at applicable international rates. Different charges may apply to calls made from mobile telephones and calls may be recorded and monitored randomly for security and training purposes. Capita Registrars cannot provide advice on the merits of the Fundraising nor give any financial, legal or tax advice.

16. Open Offer Statistics

Market price per Existing Ordinary Share(1)	2.75 pence
Number of Existing Ordinary Shares in issue(2)	26,591,182
Price of each Open Offer Share	2 pence
Number of Open Offer Shares to be offered for subscription by the Company	100,000,000
Maximum proceeds of the Open Offer (before expenses)	£2,000,000
Maximum Enlarged Share Capital following Admission(3)	141,591,182
Maximum percentage of Enlarged Share Capital represented by the Open Offer Shares(4)	70.6 per cent

Notes:

(1) Mid-market price on AIM on 17 March 2009, at the point that Pure Wafer was suspended on AIM.

(2) As at 20 August 2009 being the last Business Day prior to the announcement of the Open Offer.

(3) Assuming full take up of the Open Offer and following the Placing.

(4) Assuming full take up of the Open Offer.

17. Definitions

"Admission"	the admission of the Placing Shares and the Open Offer Shares to trading on the AIM market of the London Stock Exchange
"AIM"	AIM, a market operated by the London Stock Exchange
"AIM Rules"	the AIM rules for companies published by the London Stock Exchange in June 2009 (as amended) governing the admission to and the operation of AIM
"Application Form"	the personalised application form on which Qualifying non-CREST Holders (other than certain Overseas Shareholders) may apply for Open Offer Shares under the Open Offer
"Australia"	the Commonwealth of Australia, its states, territories or possessions
"Business Day"	a day (other than a Saturday or Sunday) on which commercial banks are open for general business in London, England
"Canada"	Canada, its provinces and territories and all areas subject to its jurisdiction and any political sub-divisions thereof
"Capita Registrars" or "Registrars"	Capita Registrars Limited, part of the Capita Group Plc
"certificated" or "certificated form"	not in an uncertificated form
"Closing Price"	the closing middle market quotation of a share as derived from the AIM Appendix to the Daily Official List of the London Stock Exchange
"Company" or "Pure Wafer"	Pure Wafer plc (registered number 5289130)
"CREST"	the relevant system (as defined in the CREST Regulations) in respect of which Euroclear is the Operator (as defined in the CREST Regulations)
"Directors" or "Board"	the directors of the Company whose names appear on page 3 of the Document to be sent to Shareholders today
"Document"	the document posted to Shareholders on 21 August 2009 containing details of the Fundraising, which for the avoidance of doubt does not comprise a

	prospectus (under the Prospectus Rules) or an admission document (under the AIM Rules)
"enabled for settlement"	in relation to Open Offer Entitlements, enabled for the limited purpose of settlement of claim transactions and USE transactions
"Enlarged Share Capital"	the issued ordinary share capital of Pure Wafer immediately following completion of the Open Offer and the Placing
"EU"	the European Union
"Euroclear"	Euroclear UK & Ireland Limited, the operator of CREST
"Existing Ordinary Share"	each Ordinary Share in issue as at the Record Date
"FSA"	the Financial Services Authority
"Fundraising"	together the Placing and Open Offer
"FSMA"	the Financial Services and Markets Act 2000 (as amended)
"General Meeting or "GM"	the general meeting of the Company to be held at 10.00 a.m. on 14 September 2009, notice of which is set out at the end of the Document to be sent to Shareholders today
"Group"	the Company and its subsidiaries
"Independent Directors"	Giles Clarke, Eurfyl ap Gwilym and Paul Dolan being those non-executive Directors who are not participating in the Placing
"ISIN"	International Securities Identification Number
"Issue Price"	2 pence per New Ordinary Share
"Japan"	Japan, its cities, prefectures, territories and possessions
"Listing Rules"	the Listing Rules of the UKLA made in accordance with section 73A(2) of FSMA
"London Stock Exchange"	London Stock Exchange plc
"Member Account ID"	the identification code or number attached to any member account in CREST
"New Ordinary Shares"	up to 150,000,000 new Ordinary Shares to be created subject to the Resolutions being passed at the GM
"Open Offer"	the conditional offer made by the Company to Qualifying Shareholders of Open Offer Shares on the terms and conditions set out in the Document to be sent to Shareholders today and, where relevant, in the Application Form
"Open Offer"	the entitlements of Shareholders to participate in the Open Offer Shares

Entitlements"	more particularly described in Paragraph 5 of Part I the Document to be sent to Shareholders today
"Open Offer Shares"	up to 100,000,000 Ordinary Shares to be issued pursuant to the Open Offer
"Ordinary Shares"	Ordinary shares of 2p each in the capital of the Company
"Overseas Shareholders" or "Overseas Holders"	Shareholders with registered addresses in, or who are citizens, residents or nationals of, jurisdictions outside the UK
"Placees"	certain Directors and certain other senior management employees of the Group as described in paragraph 2.4 of Part V of the Document to be sent to Shareholders today
"Placee Warrants"	those Warrants granted to the Placees by the Company described in the Document to be sent to Shareholders today
"Placing"	the proposed issue and allotment at par of 15,000,000 New Ordinary Shares to the Placees further described in the Document to be sent to Shareholders today
"Placing Shares"	the 15,000,000 New Ordinary Shares to be issued pursuant to the Placing
"Prospectus Rules"	the Prospectus Rules made in accordance with EU Prospectus Directive 2003/71/EC
"Qualifying CREST Holders"	Qualifying Holders holding Existing Ordinary Shares in uncertificated form
"Qualifying Holder's Entitlement"	a Qualifying Holder's pro rata entitlement to Open Offer Shares
"Qualifying Holders" or "Qualifying Shareholders"	Shareholders whose names appear on the register of members of Pure Wafer on the Record Date as holders of Existing Ordinary Shares and who are eligible to be offered Open Offer Shares under the Open Offer in accordance with the terms and conditions set out in the Document to be sent to Shareholders today
"Qualifying non-CREST Holders"	Qualifying Holders holding Existing Ordinary Shares in certificated form
"RBS Warrant"	the Warrant granted to RBS by the Company described in paragraph 3 of Part I the Document to be sent to Shareholders today
"Receiving Agent"	Capita Registrars Limited
"Record Date"	the record date for the Open Offer, being 20 August 2009
"Resolutions"	the resolutions set out in the GM notice on page 46 of the Document to be sent to Shareholders today
"Restricted Jurisdiction"	the United States, Australia, Canada, Japan, New Zealand, the Republic of Ireland and the Republic of South Africa

"Shareholders" or "Pure Wafer Shareholders"	the holders of Existing Ordinary Shares in Pure Wafer
"Sterling"	pounds sterling, the basic unit of currency in the UK
"UK" or "United Kingdom"	the United Kingdom of Great Britain and Northern Ireland
"UK Listing Authority" or "UKLA"	the UK Listing Authority, being the FSA acting as competent authority for the purposes of Part V of FSMA
"uncertificated" or "uncertificated form"	recorded on the relevant register or other record of the share or other security confirmed as being held in uncertificated form in CREST and title to which, by virtue of the Regulations, may be transferred by way of CREST

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