



新闻稿

2011年9月28日

## Microsemi 宣布收购 Zarlink 半导体公司

- Microsemi 修订了收购 Zarlink 所有流通普通股和信用债券的报价，分别为每股 3.98 加元现金，以及每 1,000 加元本金信用债券为 1,624.49 加元现金
- Zarlink 董事会一致建议 Zarlink 股东和债券持有人将其股份或债券按 Microsemi 增加的现金报价予以转让
- 收购有助于 Microsemi 扩展通讯和医疗市场
- 收购使 Microsemi 的协同增效前非公认会计准则(non-GAAP)收益立即增加；预期 2012 财政年度 non-GAAP 每股收益(EPS)增加 0.24 到 0.26 美元。

致力于提供帮助功率管理、安全、可靠与高性能半导体技术产品的领先供应商美高森美公司 (Microsemi Corporation，纽约纳斯达克交易所代号：MSCC) 和为广泛的通讯和医疗应用提供领先混合信号芯片技术的供应商 Zarlink 半导体公司(Zarlink Semiconductor Inc.，多伦多证券交易所代号：ZL)宣布，两家公司开始讨论达成支持协议，依据协议，美高森美通过一个全资控股子公司(“要约人”)，将修改其现有的报价，对 Zarlink 所有已发行和流通的普通股(“股票”)和 2012 年 9 月 30 日到期的 6%无担保、次级可转换债券(“债券”)提高报价 19%，新收购价为每股 3.98 加元现金，而每 1,000 加元本金债券的收购价则为 1,624.49 加元现金并加上直至债券到期日的未支付利息(“修订报价”)。

Zarlink 董事会从其财务顾问 RBC Capital Markets 和 Canaccord Genuity Corp 接获正面意见后，一致确定此报价对于其股东和债券持有人是公平的，而支持和推进该报价的实施符合公司的最大利益，并且批准了报价，建议 Zarlink 股东和债券持有人按修订后的报价转让他们的股份和债券。

这项收购的总交易金额接近 5.25 亿美元，Zarlink 的当前现金结余净值为 1.07 亿美元。修订的报价显示了在 2011 年 7 月 19 日美高森美提出收购 Zarlink 的最初公告之前，TSX 股票收盘价上 67% 的溢价和在当日 TSX 债券收盘价上 48% 的溢价。修订报价下的对价表示 2011 年 9 月 21 日(公告前的最后交易日)TSX 股票收盘价上 15% 的溢价和 TSX 债券收盘价上 15% 的溢价。

美高森美公司总裁兼首席执行官 James J. Peterson 表示：“Zarlink 能够加入到 Microsemi 大家庭中，并且在友好的基础上进行交易，我们为此感到兴奋。两家企业进入交易过程，而且工作尽职，使我们确认两家公司有着可信的战略协调性。而且，Zarlink 的基本面、技术能力、产品发展蓝图和收益增长机会超出了我们的预期。通过将美高森美的规模和准则引入这一重要资产中，我们期待可以为股东带来显著的回报。”

Zarlink 董事会主席 Adam Chowaniec 指出：“在仔细考虑战略选择、冗长谈判并从财务顾问接获两项公平意见后，Zarlink 董事会一致建议股东和债券持有人按美高森美修订的报价转让他们的股份和债券。”

美高森美认为此交易将立即增加在协同增效前非公认会计准则下的每股收益(non-GAAP EPS)，基于当前设想，美高森美预计截止 2012 年的首个完整财政年度的 non-GAAP EPS 可增加 0.24 至 0.26 美元，更多细节将在完成收购后发布。

美高森美预计在九月结束的第三季度的净销售额将继续增长 3% 至 5%。到本日本止，美高森美对于先前发布的 2011 年第四财政季度指引中的 0.52 至 0.54 美元的每股 non-GAAP 稀释收益表示乐观。

## 关于 Zarlink 公司

Zarlink 半导体公司 (Zarlink Semiconductor，多伦多证券交易所代号：ZL) 为广泛的通信和医疗应用提供世界领先的混合信号芯片技术。公司的核心能力包括管理无线和有线网络内的时间敏感通信应用的定时解决方案、通过线缆和宽带连接支持高质量语音服务的线路电路，以及实现新的无线医疗设备和治疗方法的超低功率无线电技术。Zarlink 为多家世界最大的原始设备制造商(original equipment manufacturers)提供服务，通过提供高集成度的芯片解决

方案，帮助客户简化设计、降低成本，并快速进入市场。更多信息，请访问公司网站 [www.zarlink.com](http://www.zarlink.com)。

#### 关于美高森美公司

美高森美公司(Microsemi Corporation，纽约纳斯达克交易所代号：MSCC)为航天、国防与安全、企业与商业，以及工业与替代能源市场提供业界综合性的半导体解决方案系列，包括高性能及高可靠性模拟与射频器件、混合信号与射频集成电路、可定制系统单芯片(SoC)、FPGA，以及完整的子系统。美高森美总部设于美国加利福尼亚州 Aliso Viejo，全球员工总数超过 2,700 人。欲获取更详尽信息，请访问网站：<http://www.microsemi.com>。

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#### Cautionary Statement Regarding Forward-Looking Statements

"Safe Harbor" Statement under the Private Securities Litigation Reform Act of 1995: Any statements set forth in this news release that are not entirely historical and factual in nature, including without limitation statements related to Microsemi's revenue and earnings guidance and the potential benefits of the acquisition of Zarlink including its immediately accretive impact on earnings and its effect on Microsemi's growth potential are forward-looking statements. These forward-looking statements are based on our current expectations and are inherently subject to risks and uncertainties that could cause actual results to differ materially from those expressed in the forward-looking statements. The potential risks and uncertainties include, but are not limited to, such factors as the risk that Microsemi and Zarlink will be unable to comply with or satisfy the closing conditions contained in the Support Agreement; and the risk that Zarlink's business and technology will not be successfully integrated with Microsemi's business, including product mix and acceptance, achievement of gross margins and operational and other cost synergies;. In addition to these factors and any other factors

mentioned elsewhere in this news release, the reader should refer as well to the factors, uncertainties or risks identified in the company's most recent Form 10-K and all subsequent Form 10-Q reports filed by Microsemi with the SEC. Additional risk factors may be identified from time to time in Microsemi's future filings. The forward-looking statements included in this release speak only as of the date hereof, and Microsemi does not undertake any obligation to update these forward-looking statements to reflect subsequent events or circumstances.

Guidance is provided only on a non-GAAP basis due to the inherent difficulty of forecasting the timing or amount of certain items that have been excluded from the forward-looking non-GAAP measures, and a reconciliation to the comparable GAAP guidance has not been provided because certain factors that are materially significant to Microsemi's ability to estimate the excluded items are not accessible or estimable on a forward-looking basis.

#### **ADDITIONAL INFORMATION**

Neither this communication nor the any of the statements incorporated by reference in this communication constitutes an offer to buy or solicitation of an offer to sell any securities. In connection with the proposed transaction, Microsemi has filed, and from time to time may file amendments to, tender offer documents with the applicable Canadian securities authorities and the U.S. Securities and Exchange Commission ("SEC"). Any definitive take-over bid or tender offer documents will be made available to shareholders of Zarlink. INVESTORS AND SECURITY HOLDERS OF ZARLINK ARE URGED TO READ THESE AND OTHER DOCUMENTS FILED WITH THE APPLICABLE CANADIAN AUTHORITIES AND THE SEC CAREFULLY IN THEIR ENTIRETY (IF AND WHEN THEY BECOME AVAILABLE) BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION. Investors and security holders will be able to obtain free copies of these documents (if and when available) and other documents filed by Microsemi with the applicable Canadian securities authorities through the website maintained by the Canadian Securities Administrators at <http://www.sedar.com> and with the SEC through the web site maintained by the SEC at <http://www.sec.gov>.