

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*

*This announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities.*



Solargiga Energy

## **Solargiga Energy Holdings Limited**

**陽光能源控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 757)**

### **PROPOSED OFFERING AND LISTING OF THE TAIWAN DEPOSITARY RECEIPTS ON THE TAIWAN STOCK EXCHANGE**

This announcement is made in compliance with the disclosure requirement under Rule 13.09 of the Listing Rules.

Reference is made to the announcement of the Company dated 15 October 2009 in relation to the application to the Taiwan Stock Exchange and the Taiwan Central Bank and the anticipated application to the Taiwan Securities and Futures Bureau by the Company for the offering and listing of TDR, representing not more than 100 million New Shares to be issued by the Company, on the Taiwan Stock Exchange.

The Board is pleased to announce that the application for the offering and listing of the TDR on the Taiwan Stock Exchange have been approved by the Taiwan Stock Exchange and the Taiwan Central Bank on 27 October 2009 and 23 October 2009, respectively. Application to the Taiwan Securities and Futures Bureau was made on 29 October 2009 and the approval thereof was obtained on 16 November 2009. On 30 November 2009, Company launched its public offering of 100 million units of TDR in Taiwan. The public offering comprises (a) an offer of 1,000 units of TDR for subscription by Securities and Futures Investors Protection Center (證券投資人及期貨交易人保護中心) pursuant to the applicable securities laws in Taiwan; (b) an offer of an aggregate of 10,200,000 units of TDR for subscription by Taiwan Polaris Securities Corporation Limited, Fubon Securities Co., Ltd. and Cathay Securities Corporation, being the underwriters to the TDR Issue; (c) an offer of an aggregate of 8,980,000 units of TDR for application for subscription by the public in Taiwan during the period commencing from and including 1 December 2009 and ending 3 December 2009; and (d) an offer of an aggregate of 80,819,000 units of TDR

for subscription by selected institutional and individual investors in Taiwan through book building process during the period commencing from and including 30 November 2009 and ending 3 December 2009. The 100 million units of TDR will be offered for subscription by the public and selected institutional and individual investors in Taiwan and none of the TDR will be offered to the general public in Hong Kong nor will they be offered to any connected persons of the Company.

Subject to the determination of the Offer Price and the signing of an underwriting agreement in connection with the TDR Issue to be entered between the Company and its underwriters on 4 December 2009, the Company will allot and issue 100 million Shares, which are expected to be allotted and issued by the Company pursuant to the General Mandate, to and on account of the depository bank in Taiwan at the Offer Price for the purpose of issuing the 100 million TDR.

The Taiwan Stock Exchange and the Taiwan Central Bank have granted the permission for the listing of the TDR on the Taiwan Stock Exchange, and the TDR Issue has been approved by the Taiwan Securities and Futures Bureau. The Company will apply to the Listing Committee of the Hong Kong Stock Exchange for the listing of, and permission to deal in, the New Shares on the Hong Kong Stock Exchange. No application will be made by the Company for the listing of the TDR on the Hong Kong Stock Exchange.

The Board intends to use the net proceeds from the TDR Issue for purchasing machinery and equipment for the expansion of the Group's production capacity and for repayment of bank loan. The Offer Price and the expected net proceeds from the TDR Issue have not been fixed as at the date of this announcement.

The Company will update the Shareholders and potential investors of the Company in respect of material developments on the TDR Issue. **Shareholders and potential investors are reminded to exercise caution when dealing in the Shares.**

## THE TDR ISSUE

This announcement is made in compliance with the disclosure requirement under Rule 13.09 of the Listing Rules.

Reference is made to the announcement of the Company dated 15 October 2009 in relation to the application to the Taiwan Stock Exchange and the Taiwan Central Bank and the anticipated application to the Taiwan Securities and Futures Bureau by the Company for the offering and listing of TDR, representing not more than 100 million New Shares to be issued by the Company, on the Taiwan Stock Exchange.

The Board is pleased to announce that the application for the offering and listing of the TDR on the Taiwan Stock Exchange have been approved by the Taiwan Stock Exchange and the Taiwan Central Bank on 27 October 2009 and 23 October 2009, respectively. Application to the Taiwan Securities and Futures Bureau was made on 29 October 2009 and the approval thereof was obtained on 16 November 2009.

On 30 November 2009, the Company launched its public offering of 100 million units of TDR in Taiwan, the offering structure of which is set out in the section “Structure of the TDR Issue” below.

Subject to the determination of the Offer Price and the signing of an underwriting agreement in connection with the TDR Issue to be entered between the Company and its underwriters on 4 December 2009, the Company will allot and issue 100 million Shares, which are expected to be allotted and issued by the Company pursuant to the General Mandate, to and on account of the depositary bank in Taiwan at the Offer Price for the purpose of issuing the 100 million TDR. Further announcement will be made by the Company in accordance with Rule 13.28 of the Listing Rules after the Company enters into an underwriting agreement with the underwriters.

## **STRUCTURE OF THE TDR ISSUE**

The structure of the TDR Issue is as follows:

- |   |   |   |
|---|---|---|
| Type of securities to be issued                 | : | TDR, to be issued by Mega International Commercial Bank Co., Ltd acting as the depositary bank in Taiwan evidencing the entitlement of the holders of TDR to the Shares that are held in custody by a custodian bank. |
| Number of TDR to be issued                      | : | 100 million units of TDR, each representing one ordinary Share.   |
| Number of Shares to which the TDR Issue relates | : | 100 million New Shares which are expected to be allotted and issued by the Company pursuant to the General Mandate.   |

The 100 million New Shares represent (i) approximately 5.86% of the issued share capital of the Company as at the date of this announcement; and (ii) approximately 5.53% of the enlarged issued share capital of the Company following the issue of the 100 million New Shares under the TDR Issue.

Structure of the offering of  
the TDR Issue

: The public offering of the TDR comprises:

- (i) an offer of 1,000 units of TDR for subscription by Securities and Futures Investors Protection Center (證券投資人及期貨交易人保護中心) pursuant to the applicable securities laws in Taiwan;
- (ii) an offer of an aggregate of 10,200,000 units of TDR for subscription by Taiwan Polaris Securities Corporation Limited, Fubon Securities Co., Ltd. and Cathay Securities Corporation, being the underwriters to the TDR Issue;
- (iii) an offer of an aggregate of 8,980,000 units of TDR for application for subscription by the public in Taiwan; and
- (iv) an offer of an aggregate of 80,819,000 units of TDR for subscription by selected institutional and individual investors in Taiwan through book building process.

Subject to the determination of the Offer Price and the signing of an underwriting agreement in connection with the TDR Issue to be entered into between the Company and its underwriters on 4 December 2009, it is expected the above offering of the TDR will be fully underwritten by the underwriters under the underwriting agreement.

In the event of over-subscription for the TDR, a ballot will be conducted on 7 December 2009 to determine the successful applicants and the number of units of TDR allocated hereto.

None of the TDR will be offered to the general public in Hong Kong nor will they be offered to any connected persons of the Company.

- Offer Price : The final Offer Price is expected to be determined by agreement in writing between the Company and Taiwan Polaris Securities Corporation Limited, the lead manager for the TDR Issue, on 4 December 2009 and to be determined with reference to the demand from institutional and selected investors during the book building process. The initial price range of the Offer Price is between NT\$8.50 to NT\$12.50 per unit of TDR, equivalent to approximately HK\$2.04 to HK\$3.00 per unit of TDR.
- Ranking of Shares : The New Shares will rank pari passu in all respects with the Shares then in issue on the date of issue of the New Shares, which is expected to take place on 11 December 2009.
- Use of proceeds : The Board intends to use the net proceeds from the TDR Issue for purchasing machinery and equipment for the expansion of the Group's production capacity and for repayment of bank loan. The Offer Price and the expected net proceeds from the TDR Issue have not been fixed as at the date of this announcement.
- Listing : The Taiwan Stock Exchange and the Taiwan Central Bank have granted the permission for the listing of the TDR on the Taiwan Stock Exchange, and the TDR Issue has been approved by the Taiwan Securities and Futures Bureau.

The Company will apply to the Listing Committee of the Hong Kong Stock Exchange for the listing of, and permission to deal in, the New Shares on the Hong Kong Stock Exchange. No application will be made by the Company for the listing of the TDR on the Hong Kong Stock Exchange.

## EXPECTED TIMETABLE

The expected timetable for the TDR Issue is as follows:

<b>Events</b>	<b>2009</b>
Commencement of the book building process in Taiwan . . . . .	Monday, 30 November
Commencement of offer for application for subscription by the public in Taiwan on . . . . .	Tuesday, 1 December
Closing of the application by the public in Taiwan and the book building process in Taiwan on. . . . .	Thursday, 3 December
Determination of the Offer Price and signing of the underwriting agreement at or after . . . . .	Friday, 4 December
Listing and dealing in the TDR on the Taiwan Stock Exchange to commence at . . . . .	9:00 a.m. (Taiwan time) on Friday, 11 December

## REASONS FOR AND BENEFITS OF THE TDR ISSUE

The Group is one of the leading manufacturers of monocrystalline silicon solar ingots, measured in terms of production output and sales in China. It is engaged in the manufacturing of monocrystalline silicon ingots and wafers and the recycling and processing of scrap polysilicon. Silicon solar ingots and wafers are used for the manufacturing of photovoltaic cells which are important components of the solar energy generation system. The Group has also extended into the manufacture of multicrystalline silicon solar ingots and wafers, the production and sales of photovoltaic modules as well as installation of photovoltaic systems in 2009.

The Directors are of the view that the TDR Issue will be the most appropriate method of raising extra funds for the Group's future business development having taken into account the Group's current working capital requirement, the prevailing market conditions and the cost involved in the TDR Issue when compared with other means of fund raising exercises.

The Directors believe that the TDR is an attractive alternative for international investors, particularly potential investors in Taiwan, to invest and deal in the Shares which will broaden and diversify the shareholder base of the Company and provide an additional fund-raising platform for the Group. The Directors consider that the TDR Issue will also increase the public awareness of the Group and will promote the Group's corporate image internationally, which will enhance its competitiveness and be beneficial to the Group's overall business development and is therefore in the best interests of the Shareholders as a whole.

## EFFECT ON THE SHARE CAPITAL

Based on the register of interests kept by the Company pursuant to section 336 of the Securities and Futures Ordinance and so far as the Directors are aware of, the following table sets out the shareholding structure of the Company as at the date of this announcement and immediately upon completion of the TDR Issue assuming that an aggregate of 100 million New Shares will be issued pursuant to the TDR Issue and there shall be no change in the Company's share capital prior to the completion of the TDR Issue:

Name of Shareholder	As at the date of this announcement		Immediately after completion of the TDR Issue	
	No. of Shares	%	No. of Shares	%
Mr. Tan Wenhua ( <i>Note 1</i> )	475,761,999	27.87	475,761,999	26.33
Mr. Hsu You Yuan ( <i>Note 2</i> )	16,306,552	0.96	16,306,552	0.90
Mr. Chiao Ping Hai ( <i>Note 3</i> )	6,135,500	0.36	6,135,500	0.34
Mr. Chong Kin Ngai ( <i>Note 4</i> )	116,366,290	6.82	116,366,290	6.44
Wafer Works Investment Corp. ( <i>Note 5</i> )	360,358,822	21.10	360,358,822	19.94
TDR holders	–	–	100,000,000	5.53
Other public Shareholders	732,166,262	42.89	732,166,262	40.52
Total:	<u>1,707,095,425</u>	<u>100.00</u>	<u>1,807,095,425</u>	<u>100.00</u>

### Notes:

- Mr. Tan Wenhua is an executive Director.
- Mr. Hsu You Yuan is an executive Director.
- Mr. Chiao Ping Hai is a non-executive Director.
- 64,140,040 Shares are held by Prosperity Electric Corporation (“**PEC**”) and 15,935,500 Shares are held by Prosperity Lamps & Components Limited (“**PLC**”). As at the date of this announcement, PLC is held as to 20% by PEC, as to 45% by Leigh Company Limited and as to 35% by independent third parties. Both PEC and Leigh Company Limited are wholly owned by Mr. Chong Kin Ngai, a non-executive Director. Mr. Chong also beneficially owns 2,449,500 Shares. In addition, Mr. Chong holds 33,841,250 Shares as trustee on behalf of certain Directors, members of the senior management and staff of the Group. Of the said 33,841,250 Shares, 3,133,500 Shares are held by Mr. Chong in trust for Ms. Zhang Liming, an executive Director and 2,659,375 Shares are held by Mr. Chong in trust for Mr. Hsu You Yuan, an executive Director.
- Wafer Works Investment Corp. is a substantial Shareholder for the purpose for the Listing Rules. Wafer Works Corp. holds 360,358,822 Shares through its wholly owned subsidiary, Wafer Works Investment Corp.

As at the date of this announcement, save for the 21,169,163 outstanding share options granted under the Share Option Scheme, the Company has no outstanding derivatives, options, warrants, convertible rights or other similar rights which are convertible or exchangeable into Shares.

## **GENERAL MANDATE**

By a resolution of the Shareholders passed at the annual general meeting held on 12 June 2009, the Company granted the General Mandate to the Directors to allot and issue up to 339,996,300 Shares, being 20% of the aggregate nominal value of the share capital of the Company in issue as at 12 June 2009, to be extended by an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company during the relevant period of the General Mandate (if any). The Directors have not exercised the power to allot and issue any new Shares pursuant to the General Mandate granted. The New Shares will be issued under the General Mandate and the TDR Issue is not subject to the Shareholders' approval.

Further announcement will be made by the Company in accordance with Rule 13.28 of the Listing Rules after the Company enters into the underwriting agreement with the underwriters of the TDR Issue in respect of the TDR Issue on 4 December 2009.

## **GENERAL**

The Company will update the Shareholders and potential investors of the Company in respect of material developments on the TDR Issue. **Shareholders and potential investors are reminded to exercise caution when dealing in the Shares.**

## **DEFINITIONS**

In this announcement, unless the context otherwise requires, the following terms will have the following meaning:

“associates”	has the meaning ascribed to it under the Listing Rules
“Board”	board of Directors
“Company”	Solargiga Energy Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liabilities, the shares of which are listed on the Hong Kong Stock Exchange
“connected persons”	has the meaning ascribed to it under the Listing Rules
“Directors”	directors of the Company
“General Mandate”	the general mandate granted to the Directors to allot and issue Shares pursuant to a resolution of the Shareholders of the Company passed at the annual general meeting held on 12 June 2009

“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong Special Administrative Region
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Listing Rules”	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange
“New Shares”	100 million Shares proposed to be issued as underlying securities for the purpose of the TDR Issue
“NT\$”	New Taiwan Dollars, the lawful currency of Taiwan
“Offer Price”	the final price per TDR to be agreed upon by Taiwan Polaris Securities Corporation Limited, the lead manager of the TDR Issue, and the Company on 4 December 2009
“Shareholders”	holders of Shares
“Share Option Scheme”	the share option scheme of the Company adopted on 27 February 2008
“Shares”	ordinary shares of HK\$0.10 each in the issued share capital of the Company
“Taiwan Central Bank”	The Central Bank of the Republic of China
“Taiwan Securities and Futures Bureau”	Taiwan Financial Supervisory Commission, Securities and Futures Bureau
“Taiwan Stock Exchange”	Taiwan Stock Exchange Corporation
“TDR”	the Taiwan depository receipts, each unit of which representing one Share, proposed to be issued by a depository bank in Taiwan pursuant to the TDR Issue
“TDR Issue”	the proposed issue of 100 million units of TDR (comprising 100 million New Shares as underlying securities)
“%”	per cent.

*For the purpose of this announcement, the exchange rate of HK\$1.00 = NT\$4.16 has been used for currency conversions. This is for the purpose of illustration only and does not constitute a representation that any amounts in HK\$ or NT\$ have been, could have been or may be converted at such rate or any other exchange rate.*

By Order of the Board  
**Solargiga Energy Holdings Limited**  
**Hsu You-Yuan**  
*Director*

Hong Kong, 30 November 2009

*As at the date of this announcement, Mr. Tan Wenhua, Mr. Hsu You Yuan and Ms. Zhang Liming are the executive Directors. Mr. Chiao Ping Hai and Mr. Chong Kin Ngai are the non-executive Directors. Mr. Wong Wing Kuen, Albert, Ms. Fu Shuangye, Dr. Lin Wen and Mr. Zhang Chun are the independent non-executive Directors.*