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# Ir E r H l L m 陽光能源控股有限公司

(Incorporated in the Cayman Islands with limited liability)

( C : 757)

## B C I T I F E H A E

The Board read and approved the financial statements for the year ended 31 March 2013 (after adjustment), the Company and Subsidiary undertakings and the consolidated financial statements of the Company and Subsidiary undertakings and the consolidated financial statements of the Company and Subsidiary undertakings for the year ended 31 March 2013 (after adjustment) and the consolidated financial statements of the Company and Subsidiary undertakings for the year ended 31 March 2013 (after adjustment) of 222,220,000 Shares (a total of 199,998,000 Shares and 22,222,000 Shares) and the consolidated financial statements of the Company and Subsidiary undertakings for the year ended 31 March 2013 (after adjustment) of HK\$0.36 per Share.

The Shares represent 7.43% of the issued and outstanding shares of the Company and the Company's share capital is 6.92% of the issued and outstanding shares of the Company. The Shares are listed on the Stock Exchange of Hong Kong Limited and the Company is a member of the General Mandate and the Company is a member of the Stock Exchange of Hong Kong Limited.

The Company is a public company and the Company is a member of the Stock Exchange of Hong Kong Limited.



The Sbc in P ce, afe ded c n f e e an eX ene , eX ec ed be a X rae HK\$0.359 e Sbc nS ae.

The Sbc in P ce a a ed a fe a r' en ne a n be een e C r an and e Sbc be e fe nce e e cen ad n ce f e S ae . The Dec c n de a e Sbc in P ce and e e r f e Sbc nA e e ren a e fa and ea nabe and a e n e ne e f e C r an and e S ae , de a a e.

Section 11

The Sbc nS ae , ena ed, ed and f ad, an a a na e ec a r n e r e e and e e S ae n e n e da e fa r en f e Sbc nS ae .

Section 12

The Sbc nS ae be a ed and ed an e Gene a Manda e and e Sbc nA e e ren and e an ac n e e nde a e n bjec e a a b e S ae de . The r X r r n r be f S ae a can be ed nde e Gene a Manda e 448,434,085 S ae . A a e da e f ann nce ren, n n f e Gene a Manda e a been ed. The C r an a n a ed and ed an S ae an e Gene a Manda e and e Gene a Manda e ffc en f e e and a r en f e Sbc n S ae . The C r an a n e c a ed an S ae n e a 30 da e da e f ann nce ren.

Section 13

The Sbc n c nd na n e n f and e r n dea n e Sbc n S ae be n an ed b e S c E c an e (and c e r n and n n be en be n e ed e de e f def n e a e ce f ca e ( ) e e en n e Sbc nS ae).

If e f e n c nd n n f f ed n e 30 J ne 2013 ( c , a e da e a r a be a eed be een e C r an and e e e an Sbc be ), e Sbc n A e e ren a e r na e and ne e f e a e e e a a e an ca r a an e e f an c da r a e , c r en a n e e eX ce an an e cen b eac (e).

Eac f e Sbc nA e e ren n ne -c nd na neac e .

Section 14

S bjec e f f r en f e ab e c nd n e cen , c r e n f e Sbc n a a e ace n e d B ne Da a fe e da e n c e ab e c nd n e cen a been a f ed ( c e da e a e C r an and e Sbc be r a a ee n n ).

**A I**

A ca n be rade b e C r an e S c E c an e f e n f, and e r n dea n, e S b c n S a e .

**CHA GE F HA EH LDI G T CT E**

T e a b e b e e e a e d n c e f e C r an ( ) a a e da e f ann nce r en; and ( ) n c r e n f e S b c n (a r n e e n c a n e n e n r b e f S a e n e b e e e n e da e f ann nce r en and e C r e n D a e e a n e e f e S b c n S a e ) (Note 1):

	A	I	r	m
	Number of Shares	Approximate % of the Company's issued share capital	Number of Shares	Approximate % of the Company's issued share capital
Dr r				
M . Tan Wen a (Note 2)	683,944,751	22.88	683,944,751	21.29
M . H Y Y an	13,861,346	0.46	13,861,346	0.43
M . C a P n Ha	6,135,500	0.21	6,135,500	0.19
M . Z an L r n	3,133,500	0.10	3,133,500	0.10
T F r r r (Note 3)	149,120,692	4.99	349,118,692	10.87
T r r			22,222,000	0.69
r l r l r (Note 3)	2,133,364,777	71.36	2,133,364,777	66.43
T a	<u>2,989,560,566</u>	<u>100</u>	<u>3,211,780,566</u>	<u>100</u>

**Notes:**

1. T e a e n n , a an and c n e b e e c e f e C r an and n a a e da e f ann nce r en .
2. M . Tan Wen a a n e e d n a n a e a e f 683,944,751 S a e , f c 155,320,308 S a e a e e d Y H a I n e r e n C a n , a c r an n e d b M . Tan Wen a .
3. A a e da e f ann nce r en , e F S b c b e d e an 10% f e S a e n e and n e a d e a a c n e e d e n f e C r an and e e f e 149,120,692 S a e e d b e F S b c b e a e e a e d a b e n n b c and f e f R e 8.24 f e L n R e . r r e d a e a f e c r e n f e S b c n , a r n e e n c a n e n e n r b e f S a e n e b e e e n e da e f ann nce r en and e C r e n D a e , e F S b c b e d r e an 10% f e S a e n e and b e e a d e a a b a n a S a e , d e and e e f e 349,118,692 S a e b e e d b e F S b c b e n c r e n f e S b c n n b e e a d e a b e n n b c and .

**EA F THE BCITI A D E F CEED**

The G... ne f e ead n rran fac e f r rnc a ne c n a n ,  
rrea ed n e r f d c n and ae , n e PRC. The G... nc a  
ena ed n (a) rran fac n and ae f r rnc a ne and r c a ne c n a  
n and afe ; (b) ce n f c n a n and afe ; (c) rran fac n and  
ae f a c ce and r d e ; and (d) de n and n a a n f a c  
e r .

A d c ed n e ann nce r en f e C r an da ed 2 N e r be 2012 and 15 Jan a  
2013 and e ec e f e C r an da ed 26 N e r be 2012 and 26 Feb a 2013,  
e G a enc nee d f f c e n b ne e and ffe ed a n f can de e a n  
n f nanc a e f rance nce 2012. Ba ed n e ad ed e f e C r an f e  
ea ended 31 Dec r be 2012 a e n e C r an ' ann a e , e G ec ded  
a a b abe S ae de fa X r ae RMB1,276.55 r n, a c r a ed a  
f a b abe S ae de fa X r ae RMB54.29 r n f e ea ended 31  
Dec r be 2011, and e G ec ded a n f can f a X r ae RMB1,318.59  
r n (bef e X a n) f e ea ended 31 Dec r be 2012, a c r a ed a f f  
a X r ae RMB34.13 r n (bef e X a n) f e ea ended 31 Dec r be 2011.

The Dec c n de add na ban b n f e ab e ca a e e r en  
nc ea e e G ' ea ea n a and b den e G nc ea ed ne e  
X en e , e eb X n e G ea e f nanc a . A c e D ec ae  
f e e a e S b c n n e nee f e G a e n ce ea e n e ca a  
ba e f e G d en en e f nanc a n f e G n e face fa  
c a en n ea n en n r en n e a nd . B en e n n e S b c n  
A e r en , e C r an can f e X and ae de and ca a ba e f n e  
O en Offe (f e de a f c a e e n e a a a e aded E f nd a n  
ac e n e a e e r n f ann nce r en be ) and enj r e f nanc a  
f X b . The Dec c n de a e S b c n A e r en e e nee d n n  
n r a c r r e ca e r f n a r ' en ne a n be en e C r an and e  
S b c be and a e e r f e S b c n A e r en a e fa and ea nabe fa a  
e nee f e C r an and e S ae de a a e a e c nce ned.

The ne ceed f e S b c n f a X r ae HK\$79.7 r n be a ed  
ad e a r en f e C r an ' c en and n nee -bea n ban an .

**E IT F D AI I GACTI ITIE I THE A TT EL E / TH**

**Fr r**

Refe ence rade e ann nce r en f e C r an da ed 2 N e r be 2012, 13  
Dec r be 2012, 21 Dec r be 2012 and 4 Jan a 2013 and e ec e f e C r an  
da ed 26 N e r be 2012. The C r an a ed 249,130,047 ne S ae an e  
F O en Offe n e ba f ne ffe S ae f e e n ne X n S ae ed n e  
ec d da e f e F O en Offe a e b c n ce f HK\$0.375 e ffe S ae. The  
ne ceed f r e F O en Offe a r ned HK\$90 r n and a ea been ned  
e a e C r an ' c en and n nee -bea n ban an a n a n ended.

Reference Trade e ann nce<sup>tr</sup>en f e C<sup>tr</sup> an da ed 15 Jan a 2013, 18 Ma c , 2013, 27 Ma c ,2013 and 10 A 2013 and e ec f e C<sup>tr</sup> an da ed 26 Feb a 2013. T e C<sup>tr</sup> an a ed 498,260,094 ne S a e an e Sec nd O en Offe n e ba f ne ffe S a e f e e f e x n S a e ed n e ec d da e f e Sec nd O en Offe a e b c n ce f HK\$0.51 e ffe S a e. T e ne ceed f<sup>tr</sup> e Sec nd O en Offe a<sup>tr</sup> n ed HK\$250<sup>tr</sup> n and a e a been ed e a e C<sup>tr</sup> an ' c en and n ne e -bea n ban an a n a n eded.

Sa e f e F O en Offe and e Sec nd O en Offe a de c bed ab e, e C<sup>tr</sup> an ad n c nd ced an e f nd a n ac e n e a e e<sup>tr</sup> n ,<sup>tr</sup> r ed a e e da e f , ann nce<sup>tr</sup>en.

**DEFI ITI**

In , ann nce<sup>tr</sup>en, ne e c n e<sup>x</sup> e e e e ,ca a ed e<sup>tr</sup> ed a a e e f n<sup>tr</sup> ean n :

a c a e a e<sup>tr</sup> ean n a c bed n e L n R e

B a d e b a d f D ec

B ne Da an da ( e ann a Sa da ) n c , ban a e ene a en f b ne n H n K n

C<sup>tr</sup> an S a a Ene H d n L<sup>tr</sup> ed ( c c de: 757), a c<sup>tr</sup> an nc a ed n e Ca<sup>tr</sup> an I and<sup>tr</sup> ed ab , e ed a e f c , a e ed n e Ma n B a d f e S c E<sup>x</sup> c an e

C<sup>tr</sup> e n Da e da e f c<sup>tr</sup> e n f e S b c n

c n n e c ed e n ( ) a e<sup>tr</sup> ean n a c bed n e L n R e

D ec ( ) e d ec ( ) f e C<sup>tr</sup> an

F O en Offe e e b a f an en ffe 249,130,047 ffe S a e b e C<sup>tr</sup> an n e ba f ne ffe S a e f e e n ne e<sup>x</sup> n S a e ed n 23 N e<sup>tr</sup> be 2012 a e b c n ce f HK\$0.375 e ffe S a e

F S b c be H a<sup>tr</sup> a I n e na na C ., e b c be a c nd na a eed b c be f 199,998,000 S b c n S a e nde e S b c n A e<sup>tr</sup> en

General Mandate      the general mandate issued by the Director, the  
and deal      448,434,085 Shares as announced by the  
Company in its Circular dated 28 June 2012

G      the Company and the Board

HK\$      Hong Kong dollars, the official currency of Hong Kong

Independent Third Party (e)      an individual (the "Third Party") and the sole beneficial owner  
beneficial owner of the Shares, the beneficial owner of the  
Shares, the Third Party and beneficial owner of the Shares  
as mentioned in the Circular and connected to the Company  
in accordance with the Listing Rules

Listing Rules      the Rules Governing the Listing of Securities on the  
Exchange

Open Offer      the First Open Offer and the Second Open Offer

PRC      the People's Republic of China

Second Open Offer      the second offer of 498,260,094 Shares by the Company  
by the Company in the second offer of 498,260,094 Shares  
of the Exchange on 25 February 2013 at a price of  
HK\$0.51 per Share

Second Subscriber      M. D. Chen (丁晨曦女士)

Share(s)      the share(s) of HK\$0.10 each in the Company

Share(s) of      the share(s) of

Subscription      the Subscription of Hong Kong Limited

Subscriber      the First Subscriber and the Second Subscriber

Subscriber      the Subscriber of the Shares in the  
Subscriber and the Subscriber in the

Subscriber in the      the Subscriber and the Subscriber in the  
16 March 2013 and the Subscriber in the  
each of the Subscriber and the Subscriber

S b c n P ce e b c n ce f HK\$0.36 e S b c n S a e  
 S b c n S a e a a f 222,220,000 ne S a e be a ed and ed  
 b e C r a n a n e S b c n A e r e n ,  
 f c e F S b c be and Sec and S b c be  
 b c be f 199,998,000 ne S a e and 22,222,000 ne  
 S a e , e ec e  
 % e cen .

B O de f e B a d  
 l r E r H i L m  
 T  
 Chairman

H n K n , 16 Ma 2013

*Should there be any inconsistency between the English and the Chinese versions of this announcement, the English version shall prevail.*

*As at the date of this announcement, Mr. Tan Wenhua (Chairman), Mr. Hsu You Yuan, Ms. Zhang Liming and Mr. Tan Xin are executive Directors. Mr. Chiao Ping Hai is a non-*