THIS PROSPECTUS IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt

If you have sold or transferred

342

Solargiga Energy

Solargiga Energy Holdings Limited
陽光能源控股有限公司

(Stock Code: 757)

OPEN OFFER OF 498,260,094 OFFER SHARES ON THE BASIS OF ONE OFFER SHARE FOR EVERY FIVE EXISTING SHARES HELD ON THE RECORD DATE

Underwriter

Kingston Bailey Limited

CONTENTS

DEFINITIONS

[illegible]

[illegible]

[illegible] ( ) [illegible]

[illegible] 5 [illegible] 2 3, [illegible]

[illegible] 4 [illegible] 2 3, [illegible]

[illegible] 2 [illegible] 2 3, [illegible]

[illegible]

4 [illegible] 5 [illegible] 2 3 [illegible]

[illegible] //. . . .

- [illegible] ( ) [illegible] ( ) [illegible] ( ) [illegible]

27 [illegible]

( ) ( ) ( )

[illegible]

[illegible]

[illegible]

TERMINATION OF THE UNDERWRITING AGREEMENT

The Underwriting Agreement contains provisions entitling the Underwriter, by notice in writing, to terminate its obligations thereunder on the occurrence of certain events. If, at any time prior to the Long Stop Date, one or more of the following events or matters (whether or not forming part of a series of events) shall occur, arise, exist, or come into effect:

(a) the introduction of any new law or regulation or any change in existing law or regulation (or the judicial interpretation thereof) or other occurrence of any nature whatsoever which would in the reasonable opinion of the Underwriter materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole or otherwise makes it inexpedient or inadvisable to proceed with the Open Offer; or

(b) the occurrence of any local, national or international event or change (whether or not forming part of a series of events or changes occurring or continuing before, and/or after the date of the Underwriting Agreement) of a political, military, financial, economic or other nature (whether or not ejusdem generis with any of the foregoing), or in the nature of any local, national or international outbreak or escalation of hostilities or armed conflict, or affecting local securities markets which may, in the reasonable opinion of the Underwriter materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole or otherwise makes it inexpedient or inadvisable to proceed with the Open Offer; or

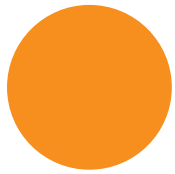
(c) any adverse change in market conditions (including without limitation, any

(f) any material breach of any of the warranties or undertakings contained in the Underwriting Agreement comes to the knowledge of the Underwriter and which in the reasonable opinion of the Underwriter represents or is likely to represent a material and adverse change in the business, financial or trading position or prospectus of the Group as a whole or is otherwise likely to have a material and adverse effect on the Open Offer is materially adverse to the success of the Open Offer; or

(g) the Company shall, after any matter or event referred to in the Underwriting Agreement has occurred or come to the Underwriter 's attention, fail promptly to send out any announcement or circular (after the despatch of the Prospectus Documents), in such manner (and as appropriate with such contents) as the Underwriter may reasonably request for the purpose of preventing the creation of a false market in the securities of the Company,

the Underwriter shall be entitled by notice in writing to the Company, served prior to the Long Stop Date, to terminate the Underwriting Agreement.

Upon the giving of termination notice by the Underwriter, the obligations of all parties, subject to the Underwriting Agreement, shall terminate forthwith and no party shall have any claim against any other party for costs, damages, compensation or otherwise save for any antecedent breaches.



Sol

[illegible]

OPEN OFFER

Issue statistics

[illegible]

2,4[illegible]3[illegible],472 [illegible]

4[illegible],2[illegible] 4 [illegible] ([illegible])

$[illegible] [illegible]

2,[illegible],[illegible] [illegible]

$2[illegible] [illegible]

4[illegible],2[illegible] 4 [illegible] 2[illegible]% [illegible] [illegible]7% [illegible]

The Subscription Price

[illegible]

(i) [illegible] 2.67% [illegible]

(ii) [illegible] 4% [illegible]

(iii) [illegible] 4% [illegible]

(iv) [illegible] 7.4 % [illegible] 2,4[illegible],472 [illegible]

[illegible]

Status of the Offer Shares

[illegible]

Qualifying Shareholders

[illegible]

Application for excess Offer Shares

[illegible]

[illegible]

(1) [illegible]

(2) [illegible]

Fractional entitlements to the Offer Shares

[illegible]

PROCEDURES FOR APPLICATION AND PAYMENT

Application for Offer Shares

[illegible]

[illegible]

[illegible]

"SOLARGIGA ENERGY HOLDINGS LIMITED — OPEN OFFER"
Account Payee Only [illegible]

It should be noted that unless the duly completed and signed Application Form, together with the appropriate remittance, have been lodged with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, by no later than 4:00 p.m. on Thursday, 14 March 2013, the assured entitlements under the Open Offer and all rights in relation thereto shall be deemed to have been declined and will be cancelled.

Application for excess Offer Shares

[illegible]

"SOLARGIGA ENERGY HOLDINGS LIMITED — EXCESS APPLICATION"
"Account Payee Only".

[illegible]

(1) [illegible]

(2) [illegible]

[illegible]

Application for listing of the Offer Shares on the Stock Exchange

[illegible]

[illegible]

Share certificates and refund cheques for the Open Offer

[illegible]

Taxation

[illegible]

Stamp duty

[illegible]

Rights of Overseas Shareholders

[illegible]

Country as shown in the register of members of the Company	Number of Overseas Shareholders in that country	Aggregate number of Shares held by the Overseas Shareholder(s)
[illegible]	[illegible]	[illegible]
[illegible]	[illegible]	[illegible]
[illegible]	[illegible]	[illegible]
[illegible]	[illegible]	[illegible]
[illegible]	[illegible]	[illegible]
[illegible]	[illegible]	[illegible]
[illegible]	[illegible]	[illegible]

(Relevant Jurisdictions)

[illegible]

[illegible]

[illegible] 2,3,3 [illegible] 1 [illegible]

Conditions of the Open Offer

( ) [illegible]

( ) [illegible]

( ) [illegible]

[illegible] / [illegible] ([illegible]) [illegible]

[illegible]

[illegible]

Termination of the Underwriting Agreement

[illegible] ([illegible]) [illegible]

( ) [illegible] ([illegible]) [illegible]

( )

of the Open Offer" and "Letter from the Board — Underwriting Arrangement For the Open Offer — Termination of the Underwriting Agreement" on pages 16 to 18 of this Prospectus, the Open Offer will not proceed. Shareholders should therefore exercise caution when dealing in the Shares, and if they are in any doubt about their position, they are recommended to consult their professional adviser.

Shareholders should note that the Shares have been dealt in on an ex-entitlement basis commencing from Tuesday, 19 February 2013 and that dealings in the Shares may take place while the conditions to which the Underwriting Agreement is subject remain unfulfilled. Any Shareholder or other person dealing in Shares up to the date on which all conditions to which the Open Offer is subject are fulfilled (which is expected to be Friday, 15 March 2013) will accordingly bear the risk that the Open Offer may not become unconditional and may not proceed. Any Shareholder or other person contemplating dealings in Shares are recommended to consult their professional advisers.

CHANGE IN THE SHAREHOLDING STRUCTURE OF THE COMPANY

[illegible]

Directors	As at the Latest Practicable Date		Immediately after the completion of Open Offer (assuming no Qualifying Shareholders, except for the Underwriter taking up its entitlement of 1,175,200 Offer Shares and 497,084,894 Underwritten Shares, would take up his/her/its entitlements under the Open Offer)		Immediately after the completion of Open Offer (assuming all Qualifying Shareholders shall take up his/her/its entitlements under the Open Offer)	
[illegible]	[illegible]	27.45	[illegible]	22.[illegible]	[illegible]	27.45
[illegible]	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]
Underwriter	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]
Other Public Shareholders (excluding the Underwriter)	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]

REASONS FOR THE OPEN OFFER AND USE OF PROCEEDS

$2 [illegible]

[illegible] ([illegible]). [illegible]

[illegible]

[illegible]

[illegible]

[illegible]

1. [illegible]

2. [illegible]

3. [illegible]

4. [illegible]

5. [illegible]

6. [illegible]

FUND RAISING EXERCISE OF THE COMPANY DURING THE PAST 12 MONTHS

LISTING RULES IMPLICATIONS

GENERAL

Solargiga Energy Holdings Limited
Tan Wenhua

1. FINANCIAL INFORMATION

[illegible]

[illegible]

Contingent liabilities

[illegible]

Disclaimers

[illegible]

Subsequent change of indebtedness

[illegible]

3. WORKING CAPITAL

[illegible]

[illegible]

4,s8994AAPITAL

1. UNAUDITED PRO FORMA STATEMENT OF ADJUSTED CONSOLIDATED NET TANGIBLE ASSETS OF THE GROUP

2. [illegible] $2[illegible]

2. ACCOUNTANTS' REPORT ON THE UNAUDITED PRO FORMA FINANCIAL INFORMATION

Responsibilities

4.2

☒

Basis of Opinion

[illegible]

4.2 ( ) [illegible]

[illegible]

OPINION

[illegible]

( ) [illegible]

( ) [illegible]

1. RESPONSIBILITY STATEMENT

[illegible]

2. SHARE CAPITAL

[illegible]

3. DISCLOSURE OF INTERESTS

(a) Interest and short positions of the Directors and the chief executive of the Company in the Shares, underlying Shares and debentures of the Company and the shares, underlying shares and debentures of its associated corporations

Name of Director	Nature of interest	Number of Shares held	Approximate percentage of holding
[illegible]	[illegible]	[illegible]24,443 ([illegible])	[illegible]
	[illegible]	[illegible]32,3[illegible] ([illegible])	[illegible]
[illegible]	[illegible]	[illegible]34[illegible] ([illegible])	[illegible]
	[illegible]	23[illegible]3[illegible] ([illegible])	[illegible]
	[illegible]	23[illegible]3[illegible] ([illegible])	[illegible]
	[illegible]	7,2[illegible]2,[illegible] ([illegible])	[illegible]
[illegible]	[illegible]	[illegible]3[illegible] ([illegible])	[illegible]
	[illegible]	7,[illegible]2,2[illegible] ([illegible])	[illegible]
	[illegible]	7,[illegible]2,2[illegible] ([illegible])	[illegible]
[illegible]	[illegible]	3,[illegible]33,[illegible] ([illegible])	[illegible]

(1) [illegible]

(2) [illegible]3, 44,7[illegible] ([illegible]) [illegible]24,443 [illegible] ([illegible]) [illegible]32,3[illegible]2 [illegible]

(3) [illegible] ([illegible]).

(4) [illegible] 7,2[illegible]2,[illegible] [illegible] 7,2[illegible]2,[illegible] [illegible] 7,[illegible]2,2[illegible] [illegible]

(5) [illegible] 2,[illegible] [illegible] ([illegible]).

( ) 352

(b) Interest and short positions of substantial Shareholders in Shares, underlying Shares and debentures

( ) 2 3 336

Name of Shareholder	Nature of interest	Number of Shares held	Approximate percentage of holding

(3) [illegible] 33 [illegible] 4, 4, [illegible] [illegible] 7 [illegible] 4 [illegible] ( ) [illegible] 3 3 [illegible] & [illegible] ( ). [illegible] 2 % , 4 % [illegible] 3 % [illegible] .

(4) [illegible] . ( ) [illegible] 4, 3 [illegible] 4 [illegible] ( ) [illegible] 7 [illegible] , ( ) [illegible] 7 2 [illegible] , ( ) [illegible] 4 7, 4 4 [illegible] , 2 3 [illegible] .

., 上海合晶矽材料
有限公司 [illegible]

5. CORPORATE INFORMATION AND PARTIES INVOLVED IN THE OPEN OFFER

Registered office of the Company

[illegible]

Principal place of business in Hong Kong

[illegible]

Principal share registrar and transfer office

[illegible]

Branch share registrar and transfer office of the Company in Hong Kong

[illegible]

Authorised representatives

[illegible]

Company secretary

[illegible]

Legal advisers to the Company as to Hong Kong law

Auditor

Principal bankers

3/

232

22

7

7 7/

2

24

Underwriter

6. PARTICULARS OF DIRECTORS AND SENIOR MANAGEMENT

Business Address of Directors and Senior Management

Name	Business Address
[illegible]	[illegible]
[illegible]	[illegible]
[illegible]	[illegible]
[illegible]	[illegible]
[illegible]	[illegible]
[illegible]	[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

Biographies of Directors and Senior Management

[illegible]

Mr. TAN Wenhua (譚文華), [illegible] 錦州新華石英玻璃(集團)有限責任公司 ([illegible]) [illegible] 錦州一五五廠 ([illegible]), [illegible]

[illegible]

Mr. HSU You Yuan (許祐淵先生), [illegible] 2007 [illegible] ( ) [illegible] 2003 [illegible] 2003. [illegible] 2002. [illegible] ( ) [illegible] ( ) [illegible] 2006 [illegible] 2006 [illegible] ( ) [illegible] ( ). [illegible]

Ms. ZHANG Liming (張麗明), [illegible] (行政總監) [illegible] ( ) [illegible] ( ) [illegible] 2003) [illegible] 錦州石英玻璃儀器廠 (*), [illegible] 錦州京旭晶體材料製造有限責任公司 (.*) [illegible] 3 [illegible] 4 [illegible] 錦州華明水晶工藝品有限公司 (& ., *) [illegible] 4 2003.

Mr. TAN Xin (譚鑫)

Mr. CHIAO Ping Hai (焦平海), [illegible] 2, [illegible] 2007. [illegible] 173 [illegible] 178, [illegible]

Mr. WONG Wing Kuen, Albert (王永權), [illegible] 1 [illegible] 2 [illegible] 2008. [illegible]

Mr. ZHANG Chun (張椿), [illegible] 北京有色金屬研究總院 ([illegible]*) [illegible] 國家半導體材料工程研究中心 ([illegible]*) [illegible] 金鑫半導體材料有限公司 ([illegible]*). ( ) [illegible] 科學技術進步一等獎 ([illegible]*) [illegible] 全國先進工作者 ([illegible]*) [illegible]

Ms. CHEUNG Lai Lai (張麗麗), [illegible] ( )

Ms. ZHAO Xiuzhen (趙秀珍), [illegible] 57, [illegible]
(企管總監) [illegible] 3 [illegible] 2[illegible]5
[illegible] 錦州黨校黨務行政管理系 ([illegible]
[illegible] *). [illegible]
[illegible]

Mr. WANG Chun Wei (王君偉), [illegible]
[illegible] 1 [illegible]).
[illegible] &
[illegible]

Mr. Joe CHOU (周志文), [illegible] 53, [illegible]
[illegible] **)** [illegible] (

Mr. DU Fusheng (杜福生), [illegible] 中國電子科技集團十八研究所 ([illegible]*), [illegible] 江蘇艾德太陽能科技有限公司 ([illegible].*). [illegible]

Mr. CHEN Wenjie (陳文杰), [illegible] 江陰海潤科技有限公司 ([illegible].*), [illegible] 韓華新能源科技有限公司 ([illegible]*) [illegible] 連雲港材料廠 ([illegible]*). [illegible]

7. EXPERT

[illegible]

Name	Qualification
[illegible]	[illegible]

[illegible]

8. MATERIAL CONTRACTS

[illegible] ([illegible]) [illegible]

( ) [illegible] 27 [illegible] 11 [illegible] ( ) [illegible] ( ) [illegible] ( ) [illegible] $75,000,000 ([illegible] $3,128,000) ([illegible]) [illegible]

( ) [illegible] 2 [illegible] 2 [illegible]

( ) [illegible].

9. SERVICE CONTRACTS

12. DOCUMENTS DELIVERED TO THE REGISTRAR

[illegible] 342 [illegible].

13. MISCELLANEOUS

[illegible].

14. DOCUMENTS AVAILABLE FOR INSPECTION

[illegible] 42, [illegible], 25 [illegible] 5 [illegible] 23 [illegible]

( ) [illegible],

( ) [illegible],

( ) [illegible] 31 [illegible] 211 [illegible].

(1) NOTICE TO SHAREHOLDER IN JAPAN

[illegible]

(2) NOTICE TO SHAREHOLDER IN TAIWAN

[illegible]