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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)**

### **RENEWAL OF CONTINUING CONNECTED TRANSACTIONS**

At the time of the Company's listing on the main board of the Stock Exchange in March 2008, the Stock Exchange had granted to the Company, among others, a waiver from strict compliance with the announcement and independent shareholders' approval requirements under Rule 14A.47 and 14A.48 of the Listing Rules in respect of the transactions under the Existing WWX Sale Agreement and the Existing WWX Supply Agreement. Subsequently, on 4 June 2008, the Company and WWX entered into the Supplemental WWX Sale Agreement and the Supplemental WWX Supply Agreement to revise the annual cap of the transactions under the Existing WWX Sale Agreement and the Existing WWX Supply Agreement, and to extend the term of each of the Existing WWX Sale Agreement and the Existing WWX Supply Agreement to 31 December 2010.

The extended term of the Existing Agreements will expire on 31 December 2010. The Board announces that on 3 November 2010, the Company agreed to enter into the New Agreements with WWX in order to renew the term of each Existing Agreements for three years from 1 January 2011 to 31 December 2013 (both days inclusive) on and subject to the terms and conditions of the New Agreements. Details of the New Agreements are as follows:

- (a) the New WWX Sale Agreement between the Company and WWX pursuant to which the Company agreed to sell, or procure its subsidiaries to sell, upgraded and processed polysilicon, silicon solar ingots and silicon solar wafers to WWX or its subsidiaries, on and subject to the terms and condition of the New WWX Sale Agreement;
- (b) the New WWX Supply Agreement between the Company and WWX pursuant to which WWX agreed to supply, or procure its subsidiaries to supply scrap polysilicon raw material, scrap ingots and scrap wafers to the Company or its subsidiaries as requested by them from time to time, on and subject to terms and condition of the New WWX Supply Agreement.

The transactions under the New Agreements will constitute continuing connected transactions for the Company under Chapter 14A of the Listing Rules. As the applicable ratios under the respective aggregate annual amounts of the transactions contemplated under each of the New WWX Sale Agreement and the New WWX Supply Agreement will exceed 5%, the New WWX Sale Agreement and the New WWX Supply Agreement will be subject to the reporting, announcement and Independent Shareholders' approval requirements pursuant to the Listing Rules.

The Company will seek the approval by the Independent Shareholders of the New WWX Sale Agreement and the New WWX Supply Agreement and their respective annual caps in compliance with Rule 14A.48 of the Listing Rules. An EGM will be convened at which ordinary resolutions will be proposed to consider and, if thought fit, approve the New WWX Sale Agreement and the New WWX Supply Agreement and their respective annual caps. It is expected that the Company will dispatch the circular containing, among others, further information on the New WWX Sale Agreement and the New WWX Supply Agreement and their respective annual caps, the advice of the Independent Financial Adviser to the Independent Board Committee and Independent Shareholders and the recommendation of the Independent Board Committee to the Independent Shareholders in connection therewith, and the notice of the EGM, will be despatched to the Shareholders on or before 24 November 2010.

## **INTRODUCTION**

References are made to the prospectus of the Company dated 17 March 2008 and the Company's circular dated 12 June 2008 in relation to, among others, certain continuing connected transactions contemplated under the Existing Agreements and the Supplemental Agreements.

At the time of the Company's listing on the main board of the Stock Exchange in March 2008, the Stock Exchange has granted to the Company, among others, a waiver from strict compliance with the announcement and independent shareholders' approval requirements under Rule 14A.47 and 14A.48 of the Listing Rules in respect of the transactions under the Existing WWX Sale Agreement and the Existing WWX Supply Agreement. Subsequently, on 4 June 2008, the Company and WWX entered into the Supplemental WWX Sale Agreement and the Supplemental WWX Supply Agreement to revise the annual cap of the transactions under the Existing WWX Sale Agreement and the Existing WWX Supply Agreement, and to extend the term of each of the Existing WWX Sale Agreement and the Existing WWX Supply Agreement to 31 December 2010.

The extended term of the Existing Agreements will expire on 31 December 2010. The Board announces that on 3 November 2010, the Company has entered into the New Agreements with WWX in order to renew the term of each Existing Agreement for three years from 1 January 2011 to 31 December 2013 (both days inclusive) on and subject to the terms and conditions of the New Agreements. Details of the New Agreements are set out below:

## NEW WWX SALE AGREEMENT

Date: 3 November 2010

Parties: (1) The Company

(2) WWX

To the best of the Director's knowledge, information and belief having made all reasonable enquiries, as at the date of this announcement, WWX holds 100% interests in WWIC. WWIC holds approximately 19.05% interests in the Company. Each of WWX and WWIC is therefore a substantial Shareholder and hence a connected person of the Company.

Scope: Pursuant to the New WWX Sale Agreement, the Company agreed to sell, or procure its subsidiaries to sell, upgraded and processed polysilicon, silicon solar ingots and silicon solar wafers to WWX or its subsidiaries.

Term: The New WWX Sale Agreement has a term commencing on 1 January 2011 and ending on 31 December 2013 (both days inclusive).

Pricing: The basis of determining the prices for the transactions under the New WWX Sale Agreement will be determined with reference to the prevailing market price of upgraded and processed polysilicon, silicon solar ingots and silicon solar wafers.

Other terms of the transactions under the New WWX Sale Agreement: The terms of the New WWX Sale Agreement and the transaction contemplated thereunder will be determined on an individual order basis and the terms of which are on normal commercial terms and no less favourable to the Company than the terms available from Independent Third Parties.

Payments for the transactions under the New WWX Sale Agreement will either be cash on delivery or on such credit terms as may be agreed between the parties on normal commercial terms and no less favourable to the Company than terms available from Independent Third Parties. It is agreed that the Group will grant to WWX a credit period of 30 to 90 days.

Condition: The New WWX Sale Agreement is subject to approval by the Independent Shareholders.

## **Reasons for entering into the New WWX Sale Agreement**

The Group is engaged in the manufacturing of monocrystalline silicon solar 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. WWX and its subsidiaries are engaged in the manufacturing and sales of semiconductor wafers and related products in the semiconductor industry, as well as sales and distribution of solar ingots and solar wafers to the companies incorporated or registered in Taiwan. Since the manufacturing of silicon solar ingots and wafers are part of the Group's core business, the Directors believe that WWX has been purchasing silicon solar ingots and wafers from the Group mainly because of its quality and reliability. In addition, recycled polysilicon is a cheaper source of polysilicon raw material for semiconductor production. WWX may have considerable demand for recycled polysilicon for its semi-conductor production. Hence, the Directors (excluding the independent non-executive Directors who will express their view after receiving advice from the Independent Financial Adviser) consider that the New WWX Sale Agreement will continue to allow the Group to utilise its expertise and capacity in the processing of recycled polysilicon and generate additional revenue to the Group.

## **Implications under the Listing Rules**

As mentioned above, WWX is a substantial shareholder of the Company and hence a connected person of the Company for the purpose of the Listing Rules. Consequently, the transactions under the New WWX Sale Agreement will constitute continuing connected transactions for the Company under Chapter 14A of the Listing Rules. As the applicable ratios under the respective aggregate annual amounts of the transactions contemplated under the New WWX Sale Agreement will exceed 5%, the New WWX Sale Agreement will be subject to the reporting, announcement and Independent Shareholders' approval requirements pursuant to the Listing Rules.

## NEW WWX SUPPLY AGREEMENT

Date: 3 November 2010

Parties: (1) The Company

(2) WWX

As mentioned above, WWX is a substantial Shareholder and a connected person of the Company.

Scope: Pursuant to the New WWX Supply Agreement, WWX agreed to supply, or procure its subsidiaries to supply, scrap polysilicon raw material, scrap ingots and scrap wafers to the Company or its subsidiaries as requested by them from time to time.

Term: The New WWX Supply Agreement has a term commencing on 1 January 2011 and ending on 31 December 2013 (both days inclusive).

Pricing: The basis of determining the prices for the transactions under the New WWX Supply Agreement will be determined with reference to the prevailing market prices of scrap polysilicon, scrap silicon ingots and scrap silicon wafers.

Other terms of the transactions under the New WWX Supply Agreement: The terms of the New WWX Supply Agreement and the transaction contemplated thereunder will be determined on an individual order basis and the terms of which are on normal commercial terms and no less favourable to the Company than the terms available from Independent Third Parties.

Payments for the transactions under the New WWX Supply Agreement will either be cash on delivery or on such credit terms as may be agreed between the parties on normal commercial terms and no less favourable to the Company than terms available from Independent Third Parties. It is agreed that WWX will grant to the Group a credit period of 30 to 90 days.

Condition: The New WWX Supply Agreement is subject to approval by the Independent Shareholders.

## Reasons for entering into the New WWX Supply Agreement

As mentioned above, WWX and its subsidiaries are engaged in the manufacturing and sales of semiconductor wafers and related products in the semiconductor industry, and from time to time produce scrap polysilicon, scrap ingots and wafers as an output from their manufacturing process.

Recycled polysilicon is a cheaper source of polysilicon raw material for silicon solar ingot and wafer production. The Group may have considerable demand for recycled polysilicon for its silicon solar ingot and wafer production. Furthermore, the Group also runs a scrap polysilicon recycling and processing facility which uses scrap polysilicon, scrap silicon ingots and wafers as raw material inputs. Hence, the Directors (excluding the independent non-executive Directors who will express their view after receiving advice from the Independent Financial Adviser) consider that the New WWX Supply Agreement will continue to allow the Group to utilise its expertise and capacity in the processing of recycled polysilicon and provide a alternative source of raw polysilicon for its silicon solar ingot and silicon solar wafer manufacturing business.

## Implications under the Listing Rules

As mentioned above, WWX is a substantial shareholder of the Company and hence a connected person of the Company for the purpose of the Listing Rules. Consequently, the transactions under the New WWX Supply Agreement will constitute continuing connected transactions for the Company under Chapter 14A of the Listing Rules. As the applicable ratios under the respective aggregate annual amounts of the transactions contemplated under the New WWX Supply Agreement will exceed 5%, the New WWX Supply Agreement will be subject to the reporting, announcement and Independent Shareholders' approval requirements pursuant to the Listing Rules.

## HISTORICAL AMOUNTS OF THE TRANSACTIONS UNDER THE EXISTING AGREEMENTS

Set out below are (a) the actual transaction amounts for the year ended 31 December 2009 and the nine months ended 30 September 2010 and (b) the annual caps for the two years ending 31 December 2010 in respect of the transactions under the Existing Agreements:

	<b>Audited transaction amount for the year ended 31 December 2009</b>	<b>Annual cap for the year ended 31 December 2009</b>	<b>Unaudited transaction amount for the nine months ended 30 September 2010</b>	<b>Annual cap for the year ending 31 December 2010</b>
Existing WWX Sale Agreement	RMB17,350,000	RMB361,556,000	RMB355,000	RMB423,021,000
Existing WWX Supply Agreement	RMB110,029,000	RMB675,854,000	RMB84,430,000	RMB790,749,000

## PROPOSED ANNUAL CAPS UNDER THE NEW AGREEMENTS

Set out below are the proposed annual caps under the New Agreements:

	Annual cap for the year ending 31 December 2011	Annual cap for the year ending 31 December 2012	Annual cap for the year ending 31 December 2013
New WWX Sale Agreement	RMB334,900,000	RMB403,200,000	RMB410,000,000
New WWX Supply Agreement	RMB249,200,000	RMB223,800,000	RMB229,900,000

The bases of the above proposed annual caps are as follows:

- (a) The proposed annual caps under the New WWX Sale Agreement are determined with reference to (i) the Group's expected increase in processing capacity for the three years ending 31 December 2013; (ii) the estimated WWX's demand for ingots and wafers for its business in the photovoltaic industry; and (iii) the expected changes in the market price of silicon solar ingots and wafers for the three years ending 31 December 2013.
- (b) The proposed annual caps under the New WWX Supply Agreement are determined with reference to; (i) the expected increase in the Group's production capacity for the three years ending 31 December 2013; (ii) the expected percentage volume of polysilicon, scrap ingots and scrap wafers to be procured from WWX; (iii) the outstanding amount of procurement contract entered into with WWX; (iv) the production ratio of silicon solar ingot to polysilicon; and (v) the expected changes in the market price of polysilicon for the three years ending 31 December 2013.

Towards the end of 2008, the damage caused by the financial tsunami triggered by the sub-prime crisis in the United States gradually deepened. Deflation, the drastic slowdown of global economy, and the substantial reduction in the demand for energy, have resulted in plummeting oil prices. The solar energy industry was also affected. The prices of polysilicon, the raw material, and ingots and wafers, the finished products, dropped significantly. It explains why the actual amounts under the Existing WWX Sale Agreement and the Existing WWX Supply Agreement were substantially below the estimated annual cap amounts for the years ending 31 December 2009. However, the Board believes that the development of renewable energy will gradually speed up following the economic recovery which has started to pick up since the third quarter this year. Looking forward, in line with the Group's strategy to expand its market share and improve its competitive strength, the production capacity of the Group will continue to increase and therefore, the Group's demand for the scrap polysilicon raw material, scrap ingots and scrap wafers under the New WWX Supply Agreement and the estimated WWX's demand for silicon solar ingots and silicon solar wafers under the New WWX Sale Agreement will continue to increase in the coming years.

## **GENERAL INFORMATION**

The Group is one of the leading manufacturers of monocrystalline silicon 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.

WWX is established in Taiwan and whose securities are listed on the Taiwan Gre Tai Securities Market. WWX and its subsidiaries are engaged in the manufacturing and sales of semiconductor wafers and related products in the semiconductor industry, as well as sales and distribution of solar ingots and solar wafers to the companies incorporated or registered in Taiwan.

The Directors (excluding the independent non-executive Directors who will express their view after receiving advice from the Independent Financial Adviser) consider that the terms of the New Agreements were negotiated on arm's length basis and the transactions contemplated thereunder will be conducted in the usual and ordinary course of businesses of the Group and on normal commercial terms. The Directors (excluding the independent non-executive Directors who will express their view after receiving advice from the Independent Financial Adviser) are of the view that the terms of the New Agreements and the proposed annual caps of the New Agreements are fair and reasonable and in the interest of the Group and the Independent Shareholders as a whole.

The Company will seek the approval by the Independent Shareholders of the New Agreements and their respective annual cap amounts in compliance with Rule 14A.48 of the Listing Rules.

## **EGM**

An EGM will be convened at which ordinary resolutions will be proposed to consider and, if thought fit, approve the New Agreements and their respective annual caps. It is expected that the Company will dispatch the circular containing, among others, further information on the New Agreements and their respective annual caps, the advice of the Independent Financial Adviser to the Independent Board Committee and Independent Shareholders and the recommendation of the Independent Board Committee to the Independent Shareholders in connection therewith, and the notice of the EGM, will be despatched to the Shareholders on or before 24 November 2010.



## DEFINITIONS

In this announcement, the following expressions will have the following meanings unless the context otherwise requires:

“associate(s)”	has the same meaning as ascribed to it under the Listing Rules
“Board”	the board of Directors
“Company”	Solargiga Energy Holdings Limited (stock code: 757), a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the main board of the Stock Exchange
“connected person(s)”	has the same meaning as ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“EGM”	extraordinary general meeting of the Company to be convened to approve, among other things, the New Agreements and their respective annual caps or any adjournment thereof
“Existing Agreements”	the Existing WWX Sale Agreement and the Existing WWX Supply Agreement
“Existing WWX Sale Agreement”	the framework sale agreement dated 12 January 2008 entered into between the Company and WWX in respect of the sale of upgraded and processed polysilicon, silicon solar ingots and silicon solar wafers to WWX or its subsidiaries (as supplemented by the Supplemental WWX Sale Agreement)
“Existing WWX Supply Agreement”	the framework supply agreement dated 12 January 2008 entered into between the Company and WWX in respect of the supply of scrap polysilicon raw material, scrap ingots and scrap wafers to the Company or its subsidiaries (as supplemented by the Supplemental WWX Supply Agreement)
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

“Independent Board Committee”	an independent committee of the Board, comprising the independent non-executive Directors, which has been appointed by the Board to advise the Independent Shareholders on the transactions contemplated under the New Agreements
“Independent Financial Adviser”	the independent financial adviser to be appointed by the Company to advise the Independent Board Committee and the Independent Shareholders in respect of the New Agreements and their respective annual cap amounts
“Independent Shareholders”	the Shareholders other than WWIC, WWX and their respective associates
“Independent Third Party(ies)”	a person or company who or which is, to the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, independent of and not connected with the Company and its connected persons
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“New Agreements”	the New WWX Sale Agreement and the New WWX Supply Agreement
“New WWX Sale Agreement”	the framework sale agreement dated 3 November 2010 entered into between the Company and WWX in respect of the sale of upgraded and processed polysilicon, silicon solar ingots and silicon solar wafers to WWX or its subsidiaries.
“New WWX Supply Agreement”	the framework supply agreement dated 3 November 2010 entered into between the Company and WWX in respect of the supply of scrap polysilicon raw material, scrap ingots and scrap wafers to the Company or its subsidiaries
“PRC”	the People’s Republic of China
“RMB”	renminbi, the lawful currency of the PRC
“Shareholder(s)”	shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supplemental Agreements”	the Supplemental WWX Sale Agreement and the Supplemental WWX Supply Agreement

“Supplemental WWX Sale Agreement”	the supplemental framework agreement dated 4 June 2008 to the Existing WWX Sale Agreement entered into between the Company and WWX
“Supplemental WWX Supply Agreement”	the supplemental framework agreement dated 4 June 2008 to the Existing WWX Supply Agreement entered into between the Company and WWX
“WWIC”	Wafer Works Investment Corp., an investment holding company incorporated in Samoa and to the best of the Directors’ knowledge, information and belief and having made all reasonable enquiries, WWIC holds approximately 19.05% interests in the Company as at the date of this announcement and hence a substantial Shareholder and a connected person of the Company
“WWX”	Wafer Works Corp., a company established in Taiwan and whose securities are listed on the Taiwan Gre Tai Securities Market. To the best of the Director’s information and belief and having made all reasonable enquiries, as at the date of this announcement, WWX holds 100% interests in WWIC and is regarded as a substantial Shareholder and hence a connected person of the Company.
“%”	per cent.

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

Hong Kong, 3 November 2010

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