

## DEFINITIONS

*In this prospectus, unless the context otherwise requires, the following expressions shall have the following meanings. Certain other terms are explained in the section headed "Glossary of Technical Terms".*

"Acquired Group"	Solartech, Shanghai Jingji and Jinzhou Youhua
"APC"	APC (BVI) Holding Co., Ltd., an investment holding company incorporated in BVI on 10 April 1997, is owned by Asia Polymer Corporation, a company incorporated in Taiwan whose securities are listed on the Taiwan Stock Exchange
"Application Form(s)"	the <b>WHITE</b> and <b>YELLOW</b> application forms or as the context so requires, any of them which is used in relation to the Hong Kong Public Offer
"Application Lists"	the application lists for the Hong Kong Public Offer
"Articles of Association" or "Articles"	the articles of association of the Company, approved and adopted on 12 January 2008 and as amended from time to time
"Asia Vest"	Asia Vest Opportunities Fund IV, a company incorporated in the Cayman Islands on 12 February 2004. Asia Vest is owned by Independent Third Parties
"associate(s)"	has the meaning ascribed to it under the Listing Rules
"BNP Paribas" or "Sponsor" or "Global Coordinator"	BNP Paribas Capital (Asia Pacific) Limited acting as the global coordinator, sponsor, bookrunner and lead manager of the Global Offering, a corporation licensed to conduct type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities under the SFO
"Board"	the board of Directors
"Broadsight"	Broadsight Limited, an investment holding company incorporated in BVI on 8 September 2006, is owned by Independent Third Parties
"Business Day"	any day (other than a Saturday or a Sunday) on which banks in Hong Kong are generally open for normal banking business
"BVI"	the British Virgin Islands

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“Capitalisation Issue”	the issue of 1,434,292,167 Shares to be made upon the capitalisation of certain sums standing to the credit of the share premium account of the Company as referred to under “Further information about the Company and its subsidiaries – Resolutions in writing of all the Shareholders passed on 12 January 2008” in appendix VII to this prospectus
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Clearing Participant”	a person admitted to participate in CCASS as a direct clearing participant or a general clearing participant
“CCASS Custodian Participant”	a person admitted to participate in CCASS as a custodian participant
“CCASS Investor Participant”	a person admitted to participate in CCASS as an investor participant who may be an individual or joint individuals or a corporation
“CCASS Participant”	a CCASS Clearing Participant, a CCASS Custodian Participant or a CCASS Investor Participant
“CCID”	Beijing CCIDnet Information Technology Co., Ltd.
“CCID Research Partner”	Beijing Waterwood Technologies Co., Ltd.
“Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong)
“Company”	Solargiga Energy Holdings Limited 陽光能源控股有限公司 (formerly known as Solar Giga Holdings Ltd.), a company incorporated under the laws of the Cayman Islands with limited liability on 7 March 2007
“connected persons”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“EDGAR”	the Electronic Data gathering, Analysis, and Retrieval system that performs automated collection, validation, indexing, acceptance, and forwarding of submissions by companies and others who are required by the U.S. law to file forms with the U.S. Securities and Exchange Commission

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“Enlarged Group”	the Group as enlarged by the Acquired Group after completion of the acquisition of Solartech on 26 June 2007
“Euro”	the legal currency of 13 European Union countries: Belgium, Germany, Greece, Spain, France, Ireland, Italy, Luxembourg, the Netherlands, Austria, Portugal, Slovenia and Finland
“Global Offering”	the Hong Kong Public Offer and the International Placing
“Grand Sea”	Grand Sea Investments Limited, an investment holding company incorporated in Samoa on 5 July 2005, is owned by as to approximately 62.50% by CHIAO Katherine, approximately 18.75% by CHIAO Edward Young and approximately 18.75% by CHIAO Stephen Sun-Hai
“Group”	the Company and its subsidiaries; for the period during the Track Record Period and before the completion of acquisition of the Acquired Group by the Company on 26 June 2007, the Group refers to the Original Group, and for period after 26 June 2007, the Group refers to the Enlarged Group, being the Original Group as enlarged by the Acquired Group
“Hiramatsu”	Hiramatsu International Corp., an investment holding company incorporated in Samoa on 26 July 2005, was owned by Independent Third Parties
“HKSCC”	Hong Kong Securities Clearing Company Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
“HKSCC Nominees”	HKSCC Nominees Limited
“HK\$” or “HK dollars” or “cents”	Hong Kong dollars and cents, respectively, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Hong Kong Branch Share Registrar”	Computershare Hong Kong Investor Services Limited of Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong
“Hong Kong Offer Shares”	the 42,268,000 new shares, subject to reallocation as described in the subsection headed “Hong Kong Public Offer” under the section headed “Structure and Conditions of the Global Offering” of this prospectus, being offered under the Hong Kong Public Offer

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“Hong Kong Public Offer”	an offer of Hong Kong Offer Shares for subscription by members of the public in Hong Kong (subject to reallocation as described in the section headed “Structure and Conditions of the Global Offering” of this prospectus) at the Offer Price (plus brokerage of 1% of the Offer Price, Stock Exchange trading fee of 0.005% of the Offer Price and SFC transaction levy of 0.004% of the Offer Price) on the terms and subject to the conditions described set out in this prospectus and the related Application Forms
“Hong Kong Underwriters”	the underwriters listed in the paragraph headed “Hong Kong Underwriters” in the section headed “Underwriting” in this prospectus
“Hong Kong Underwriting Agreement”	the Hong Kong underwriting agreement dated 18 January 2008 relating to the Hong Kong Public Offer and entered into by, among others, the Company, the Global Coordinator and the Hong Kong Underwriters
“Huaxin Silicon”	錦州華新硅材料經營部 (Jinzhou Huaxin Silicon Material Trading Department*), a sole proprietorship enterprise established on 29 June 2004 in the PRC and wholly-owned by Mr. TAN, is engaged in investment holding
“Independent Third Party”	a person or company who or which is, to the best of the Directors’ knowledge, information and belief, having made all reasonable enquiries, not connected with the Company and its subsidiaries
“International Placing”	the conditional placing of the International Placing Shares by the International Placing Underwriters with professional and institutional investors for cash at the Offer Price (plus brokerage of 1% of the Offer Price, Stock Exchange trading fee of 0.005% of the Offer Price and SFC transaction levy of 0.004% of the Offer Price), as further described in the section headed “Structure and Conditions of the Global Offering” of this prospectus
“International Placing Shares”	the 211,332,000 new Shares and 169,066,000 Sale Shares being initially offered at the Offer Price pursuant to the International Placing together, where relevant, with any additional Sale Shares offered pursuant to the exercise of the Over-allotment Option (subject to reallocation as described in the subsection headed “Allocation of Offer Shares between the Hong Kong Public Offer and the International Placing” of the section headed “Structure and Conditions of the Global Offering” of this prospectus)

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“International Placing Underwriters”	initial purchasers of the International Placing Shares who are expected to enter into the International Underwriting Agreement
“International Underwriting Agreement”	the underwriting agreement relating to the International Placing which is expected to be entered into by, amongst others, the Selling Shareholders, the Company, the Global Coordinator and the International Placing Underwriters on or around 26 January 2008
“Issuing Mandate”	the general unconditional mandate given to the Directors by the Shareholders of the Company relating to the issue of new Shares, further details of which are set out under “Further information about the Company and its subsidiaries — Resolutions in writing of all the Shareholders passed on 12 January 2008” in appendix VII to this prospectus
“Jinzhou Changhua”	錦州昌華碳素制品有限公司 (Jinzhou Changhua Carbon Production Co., Ltd.*), a Sino-foreign joint venture established in the PRC with limited liability on 20 July 2006 and is owned as to 40% by Huaxin Silicon and as to 60% by PLC
“Jinzhou Huachang”	錦州華昌硅材料有限公司 (Jinzhou Huachang Silicon Materials Co., Ltd.*), a wholly foreign owned enterprise established in the PRC with limited liability on 11 June 2002 and an indirect wholly-owned subsidiary of the Company, is mainly engaged in the manufacturing and sales of silicon related products
“Jinzhou Huari”	錦州華日硅材料有限公司 (Jinzhou Huari Silicon Materials Co., Ltd.*), a wholly foreign owned enterprise established in the PRC with limited liability on 1 March 2004 and an indirect wholly-owned subsidiary of the Company, is engaged in the manufacturing and sales of silicon related products
“Jinzhou Jingji”	錦州晶技太陽能科技有限公司 (Jinzhou Jingji Solar Energy Technology Co., Ltd.*), a subsidiary of Shanghai Jingji established in the PRC on 19 December 2007
“Jinzhou Plants”	Jinzhou Xinri, Jinzhou Huachang, Jinzhou Huari, Jinzhou Yangguang and Jinzhou Youhua
“Jinzhou Rixin”	錦州日鑫硅材料有限公司 (Jinzhou Rixin Silicon Material Co., Ltd.*), a wholly-owned domestic company established in the PRC with limited liability by Jinzhou Huachang on 9 May 2007 and an indirect wholly-owned subsidiary of the Company, is mainly engaged in the manufacturing and sales of silicon related products

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“Jinzhou Xinri”	錦州新日硅材料有限公司 (Jinzhou Xinri Silicon Materials Co., Ltd.*), a wholly foreign owned enterprise established in the PRC with limited liability on 18 September 2000 and an indirect wholly-owned subsidiary of the Company, is mainly engaged in the manufacturing and sales of silicon related products
“Jinzhou Yangguang”	錦州陽光能源有限公司 (Jinzhou Yangguang Energy Co., Ltd.*), a wholly foreign owned enterprise established in the PRC with limited liability on 15 December 2004 and an indirect wholly-owned subsidiary of the Company, is mainly engaged in the manufacturing and sales of silicon related products and wafers
“Jinzhou Youhua”	錦州佑華新能源有限公司 (Jinzhou Youhua New Energy Co., Ltd.*), a wholly foreign owned enterprise established in the PRC with limited liability on 25 March 2005 and an indirect wholly-owned subsidiary of the Company, is mainly engaged in the manufacturing and sales of silicon related products
“Jinzhou Youxin”	錦州佑鑫電子材料有限公司 (Jinzhou Youxin Electronic Materials Co., Ltd.*), a Sino-foreign joint venture established in the PRC with limited liability on 28 July 2004 which owns as to 70% by 錦州市結華電子材料經營部 (Jinzhou Jihua Electronic Material Trading Department*), an Independent Third Party, and as to 30% by PLC, is engaged in the production and sales of quartz glass
“JPY”	Japanese Yen, the lawful currency of Japan
“Latest Practicable Date”	14 January 2008, being the latest practicable date for the inclusion of certain information in this prospectus prior to its publication
“Listing”	listing of the Shares on the Main Board
“Listing Committee”	the Listing sub-committee of the board of directors of the Stock Exchange
“Listing Date”	the listing date, which is expected to be on or about 1 February 2008, on which trading of the Shares on the Main Board first commences
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

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“Main Board”	the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operated in parallel with the Growth Enterprise Market of the Stock Exchange
“Memorandum” or “Memorandum of Association”	the memorandum of association of the Company currently in force
“Mr. CHONG”	Mr. CHONG Kin Ngai, a non-executive Director
“Mr. TAN” or “Founder”	Mr. TAN Wenhua, a director and the President of the Group and a founder of the Original Group
“NDRC”	The National Development and Reform Commission, a macroeconomic management agency under the State Council of the PRC
“Non-competition Undertaking”	the deed of non-competition undertakings entered into by each Director in favour of the Company, details of which are set out in the subsection headed “Non-competition Undertaking” under the section headed “Directors, Senior Management, Staff and Compliance Advisor” of this prospectus
“Novus Capital”	Novus Capital Inc., an investment holding company incorporated in BVI on 9 February 2007, is owned by Independent Third Parties
“NT\$”	New Taiwan dollar, the lawful currency of Taiwan
“Offer Price”	the final offer price per Offer Share (exclusive of brokerage of 1%, SFC transaction levy of 0.004%, and Stock Exchange trading fee of 0.005%) at which Offer Shares are to be subscribed pursuant to the Hong Kong Public Offer and to be subscribed and/or purchased pursuant to the International Placing to be determined as described in the section headed “Structure and Conditions of the Global Offering” in this prospectus
“Offer Shares”	the Hong Kong Offer Shares and the International Placing Shares, and where relevant, together with any additional Sale Shares offered pursuant to the exercise of the Over-allotment Option
“Original Group”	the Company, TIL, Jinzhou Xinri, Jinzhou Yangguang, Jinzhou Huari, Jinzhou Huachang and Jinzhou Rixin

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“Over-allotment Option”	the option granted by the Selling Shareholders (other than Mr. TAN, WWIC and Novus Capital) to the Global Coordinator pursuant to which the Selling Shareholders may be required to sell up to an additional 63,399,000 Sale Shares (representing approximately 15% of the Shares initially being offered under the Global Offering) to cover over-allocations in the International Placing, details of which are set out in the section headed “Structure and Conditions of the Global Offering” in this prospectus
“PEC”	Prosperity Electric Corporation, a company incorporated in BVI on 9 September 1991, is wholly-owned by Mr. CHONG. It is an investment holding company and a Shareholder
“PLC”	Prosperity Lamps & Components Limited, a company incorporated in Hong Kong on 28 April 1989 and held as to 20% by PEC, as to 45% by Leigh Company Limited, which is wholly-owned by Mr. CHONG, 30% by SAM Wai Keung, a director of Jinzhou Huachang and as to 5% by an Independent Third Party
“Powerteam”	Powerteam Worldwide Investment Corp., an investment holding company incorporated in Samoa on 5 August 2005, is owned by Independent Third Parties
“PRC GAAP”	accounting principles generally accepted in the PRC
“PRC” or “China”	the People’s Republic of China, but for the purposes of this prospectus and for geographical reference only (unless otherwise indicated) excluding Taiwan, Macau Special Administrative Region of the PRC and Hong Kong
“PRC government”	the central government of the PRC, including all governmental subdivisions (including provincial, municipal and other regional or local government entities)
“Premium Service”	Premium Service Inc., an investment holding company incorporated in Samoa on 7 February 2007, is owned by Independent Third Parties
“Price Determination Agreement”	the agreement to be entered into between the Company, the Selling Shareholders and the Global Coordinator (on behalf of the Underwriters) on or before the Price Determination Date to record the agreed Offer Price

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“Price Determination Date”	at or prior to 9:00 a.m. on 26 January 2008 (Hong Kong time) at which time the final Offer Price is determined
“Principal Share Registrar”	Butterfield Fund Services (Cayman) Limited, the principal share registrar and transfer office in the Cayman Islands
“QIBs”	qualified institutional buyers within the meaning of Rule 144A
“Receiving Bankers”	Standard Chartered Bank (Hong Kong) Limited, Bank of China (Hong Kong) Limited and The Bank of East Asia, Limited
“Regulation S”	Regulation S under the U.S. Securities Act
“Reorganisation”	the corporate reorganisation undergone by the Group in preparation for the Listing as described in the subsection headed “Reorganisation” in the section headed “History and Business Development” of this prospectus
“Repurchase Mandate”	the general unconditional mandate to repurchase Shares given to the Directors by the Shareholders of the Company, further details of which are set out under “Further information about the Company and its subsidiaries — Resolutions in writing of all the Shareholders passed on 12 January 2008” and “Further information about the Company and its subsidiaries — Repurchase by the Company of its Shares” in appendix VII to this prospectus
“RMB” and “Renminbi”	the lawful currency of the PRC
“Rule 144A”	Rule 144A under the U.S. Securities Act
“Sale Shares”	169,066,000 Shares to be offered for sale by the Selling Shareholders at the Offer Price under the Global Offering, and to the extent the Over-allotment Option is exercised, together with up to an aggregate of 63,399,000 additional Sale Shares
“SARS”	Severe Acute Respiratory Syndrome
“Seaquest”	Seaquest Ventures Inc., an investment holding company incorporated in BVI on 10 June 1996, was owned by Independent Third Parties
“Selling Shareholders”	the selling shareholders as referred to under “Other Information — Particulars of the Selling Shareholders” in appendix VII to this prospectus

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“SEC”	スペースエナジー株式会社(宇宙能源株式会社) (Space Energy Corporation) <sup>#</sup> formerly known as ソタハソタレーム株式会社 (金屬再生株式會社) (Metal Reclaim Corporation) <sup>#</sup> , a company incorporated in Japan on 4 April 1995 (平成7年) and engaged in the manufacturing and sale of silicon related products
“SFC”	Securities and Futures Commission of Hong Kong
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shanghai Jingji”	上海晶技電子材料有限公司 (Shanghai Jingji Electron Material Co., Ltd.*), a Sino-foreign cooperative joint venture established in the PRC with limited liability on 16 March 1998 and a wholly-owned subsidiary of the Company, is mainly engaged in upgrading of polysilicon raw materials and manufacturing and sales of silicon related products
“Shanghai Plant”	Shanghai Jingji
“Share(s)”	ordinary share(s) in the share capital of the Company, with a nominal value of HK\$0.10 each
“Shareholder(s)”	holder(s) of Shares
“Share Option Scheme”	the share option scheme conditionally approved and adopted by the Company on 12 January 2008, the principal terms of which are summarised under “Other information — Share Option Scheme” in appendix VII to this prospectus
“Solartech”	Solar Technology Investment (Cayman) Corp., a company incorporated under the laws of the Cayman Islands with limited liability on 15 December 2006 and a wholly-owned subsidiary of the Company, engaged in investment holding
“State Council”	the State Council of the PRC, the chief administrative authority of the PRC

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# Chinese and English translation of Japanese official name are for identification purpose only

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“STIC”	Silicon Technology Investment (Cayman) Corp. a Company incorporated under the laws of the Cayman Islands with limited liability on 15 September 1997, owned as to approximately 57.5% by WWIC, as to approximately 10.8% by PEC and as to approximately 31.7% by the existing financial investors of the Company including Powerteam Worldwide Investment Corp., Hiramatsu International Corp., Grand Sea Investments Limited, USIFE Investment Co., Ltd., Seaquest Ventures Inc., Asia Vest Opportunities Fund IV and APC (BVI) Holding Co., Ltd.
“Stock Borrowing Agreement”	the stock borrowing agreement between Mr. TAN and the Global Coordinator pursuant to which the Global Coordinator may borrow up to an aggregate of 63,399,000 Shares from Mr. TAN for the purpose of covering over-allocations in the International Placing
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary”	has the meaning ascribed thereto in section 2 of the Companies Ordinance
“Substantial Shareholder”	has the meaning ascribed thereto under the Listing Rules, and for the purpose of this prospectus, the substantial shareholders of the Company are Mr. TAN, WWX and WWIC
“Sumitomo”	Sumitomo Corporation, a company incorporated in Japan on 24 December 1919 and whose ultimate beneficial owners are Independent Third Parties, is engaged in diverse business activities including but not limited to various domestic and overseas transactions, import and export of a wide range of goods and commodities, the provision of services and investing in areas including but not limited to metals, transportation and construction systems, machinery and electric, media, electronics and network, chemicals, mineral resources and energy, consumer goods and services, materials and real estate, financial and logistics, and will hold approximately 1.13% of the issued share capital of the Company upon Listing (assuming the Over-allotment Option is not exercised)
“Sumitomo (HK)”	Sumitomo Corporation (Hong Kong) Limited, a company incorporated in Hong Kong on 22 August 1980 and whose ultimate beneficial owners are Independent Third Parties, is engaged in import, export and general trading business, and will hold approximately 0.28% of the issued share capital of the Company upon Listing (assuming the Over-allotment Option is not exercised)

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“suppliers-cum-customers”	parties who are both suppliers and customers of the Group
“Taiwan Investment Commission”	Investment Commission of the Ministry of Economic Affairs of Taiwan
“Taiwan Stock Exchange”	the Taiwan Stock Exchange Corporation
“Takeover Code”	The Hong Kong Code on Takeovers and Mergers
“TIL”	Tayaneng Investments Limited, a company incorporated on 15 August 2006 with limited liability and a wholly-owned subsidiary of the Company, is engaged in investment holding
“Track Record Period”	the three years ended 31 December 2006 and the nine months ended 30 September 2007
“Underwriters”	the International Placing Underwriters and the Hong Kong Underwriters
“Underwriting Agreements”	the International Underwriting Agreement and the Hong Kong Underwriting Agreement
“U.S.” or “United States”	The United States of America
“U.S. Securities Act”	United States Securities Act of 1933, as amended and supplemented or otherwise modified from time to time
“USIFE”	台聚投資股份有限公司 (USIFE Investment Co., Ltd.*), an investment holding company incorporated in Taiwan on 5 June 1989, is owned by USI Corporation, a company incorporated in Taiwan whose securities are listed on the Taiwan Stock Exchange
“US\$” or “US dollars”	United States dollars, the lawful currency of the United States
“Wealthy Rise”	Wealthy Rise International Limited (鉅升國際有限公司), a company incorporated in Hong Kong with limited liability on 21 June 2007, is an indirect wholly-owned subsidiary of the Company
“WTO”	World Trade Organisation
“WWIC”	Wafer Works Investment Corp., a company incorporated in Samoa with limited liability on 1 December 2004, is a Substantial Shareholder of the Company. WWIC is an investment holding company wholly-owned by WWX

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“WWX”	Wafer Works Corp., a company incorporated in Taiwan with limited liability on 24 July 1997 and whose securities are listed on the Gre Tai Securities Market of Taiwan Stock Exchange. WWX, a Substantial Shareholder of the Company, is principally engaged in the manufacturing and sales of semiconductor wafer and related products
“WWX Group”	WWX, its subsidiaries and its associate
“Xinhua Investment”	錦州新華投資管理有限公司 (Jinzhou Xinhua Investment Management Co., Ltd.*), a limited liability company established on 31 July 2003 in the PRC is an investment holding company wholly-owned by Mr. TAN
“Xinhua Quartz Glass”	錦州新華石英玻璃(集團)有限責任公司 (Jinzhou Xinhua Quartz Glass (Group) Co., Ltd.*), a State-owned enterprise established on 1 December 1997 in the PRC, an Independent Third Party, is currently principally engaged in property leasing
“YEUNG Wai”	Mr. Yeung Wai, a merchant primarily engaged in the garment manufacturing industry and a Shareholder
“%”	per cent.

Unless otherwise specified, statements contained in this prospectus assume no exercise of the Over-allotment Option.

If there is any inconsistency between the official Chinese name of the PRC laws or regulations or the PRC government authorities or the PRC entities mentioned in this prospectus and their English translation, the Chinese version shall prevail. English translations of official Chinese names and Japanese name are for identification purpose only. Chinese translation of Japanese name is for identification purpose only.

In this prospectus, unless otherwise specified, conversions of US dollars, RMB and NT\$ into Hong Kong dollars are based on the approximate exchange rates of US\$1.00 to HK\$7.80, RMB1.00 to HK\$1.07 and NT\$1.00 to HK\$0.24, respectively, for the purpose of illustration only.

No representation is made that any amount in Hong Kong dollars, US dollars or RMB could have been or can be converted at the above rates or at any other rates.

All times referred to in this prospectus in relation to the Global Offering refer to Hong Kong local time.

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