

A. FURTHER INFORMATION ABOUT THE COMPANY AND ITS SUBSIDIARIES**1. Incorporation**

The Company was incorporated in the Cayman Islands under the Companies Law as an exempted company with limited liability on 7 March 2007. The Company has established a principal place of business in Hong Kong at Rooms 4001-06, Office Tower, Convention Plaza, 1 Harbour Road, Hong Kong, and was registered with the Registrar of Companies in Hong Kong as an oversea company under Part XI of the Companies Ordinance on 25 July 2007. Mr. TONG Wan Sze has been appointed as the authorised representative of the Company for the acceptance of service of process and notices on behalf of the Company in Hong Kong.

As the Company is incorporated in the Cayman Islands, it operates subject to the Companies Law and to its constitution comprising a memorandum of association and the articles of association. A summary of certain provisions of its constitution and relevant aspects of the Companies Law is set out in appendix VI to this prospectus.

2. Changes in share capital

The authorised share capital of the Company as at the date of its incorporation was HK\$380,000 divided into 3,800,000 Shares of HK\$0.10 each.

On 7 March 2007, one subscriber Share was allotted nil paid to the initial subscriber and transferred to Mr. TAN on the same date.

The Company allotted and issued 999,999 Shares credited as fully paid to Mr. TAN on 7 May 2007 and credited the nil-paid Share held by Mr. TAN as fully-paid Share, as consideration for the Company's acquisition of his interest in TIL pursuant to the Reorganisation.

On 26 June 2007, the Company allotted and issued 304,879 Shares and 38,829 Shares credited as fully paid to SEC and PLC, respectively, as consideration for the Company's acquisition of SEC's and PLC's respective interests in TIL. Immediately after the acquisition of Solartech by the Company, the Company allotted and issued 816,822 Shares to WWIC, 31,845 Shares to Grand Sea, 20,805 Shares to Powerteam, 28,307 Shares to Hiramatsu, 40,479 Shares to USIFE, 91,006 Shares to Seaquest, 181,871 Shares to Asia Vest, 50,528 Shares to APC, 153,989 Shares to PEC, all credited as fully paid, at an aggregate subscription price of HK\$155,284,013. On the same day, the Company allotted and issued an aggregate of 114,973 Shares credited as fully paid to Mr. CHONG who had held these Shares for himself and on behalf of the then senior management, employees and consultants of the Acquired Group and those who made past contribution to the Acquired Group for an aggregate subscription price of HK\$12,611,481.40.

Pursuant to the resolutions in writing of the Shareholders passed on 12 January 2008, the authorised share capital of the Company was further increased to HK\$500,000,000 divided into 5,000,000,000 Shares.

Immediately following completion of the Global Offering and the Capitalisation Issue but not taking into account any Shares which may be allotted and issued pursuant to the exercise of any options which may be granted under the Share Option Scheme, the issued share capital of the Company will be HK\$169,076,650 divided into 1,690,766,500 Shares, all fully paid or credited as fully paid and 3,309,233,500 Shares will remain unissued.

Other than the exercise of any options which may be granted under the Share Option Scheme, there is no intention to issue any of the authorised but unissued share capital of the Company and, without the prior approval of the Shareholders in general meeting, no issue of Shares will be made which would effectively alter the control of the Company.

Save for aforesaid and as mentioned in the paragraph headed "Resolutions in writing of all the Shareholders passed on 12 January 2008" below, there has been no alteration in the share capital of the Company since its incorporation.

3. Resolutions in writing of all the Shareholders passed on 12 January 2008

Pursuant to the written resolutions passed by all the Shareholders on 12 January 2008:

- (a) the Company approved and adopted the Articles of Association;
- (b) the authorised share capital of the Company was increased from HK\$380,000 to HK\$500,000,000 by the creation of an additional 4,996,200,000 Shares;
- (c) conditional on (i) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Shares in issue and to be issued as mentioned in this prospectus (including any additional Shares which may be issued pursuant to the exercise any options which may be granted under the Share Option Scheme) and (ii) the obligations of the Underwriters under the Underwriting Agreements becoming unconditional and not being terminated in accordance with the terms therein or otherwise, in each case on or before such dates as may be specified in the Underwriting Agreements:
 - (i) the Global Offering was approved and the Directors were authorised to allot and issue new Shares under the Global Offering;
 - (ii) subject to the share premium account of the Company being credited by an amount of HK\$143,429,216.70 as a result of the issue of the Offer Shares pursuant to the Global Offering, the Directors were authorised to allot and issue a total of 1,434,292,167 Shares credited as fully paid at par to the Shareholders whose names appear on the register of members of the Company at the close of business on the date of this prospectus in proportion to its shareholding by capitalising a sum of HK\$143,429,216.70 standing to the credit of the share premium account of the Company. The Shares allotted and issued pursuant to this resolution shall rank *pari passu* in all respects with the existing issued Shares; and

- (iii) the rules of the Share Option Scheme, the principal terms of which are set out in the paragraph headed “Share Option Scheme” under the section headed “Other information” in this appendix, were approved and adopted and the Directors were authorised to grant options to subscribe Shares thereunder and to allot, issue and deal with Shares pursuant to the exercise of options granted under the Share Option Scheme;
- (d) a general unconditional mandate was given to the Directors to allot, issue and deal with (including the power to make an offer or agreement, or grant securities which would or might require Shares to be allotted and issued), otherwise than pursuant to a rights issue or pursuant to any scrip dividend schemes or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Articles or pursuant to the grant of options under the Share Option Scheme or other similar arrangement or pursuant to a specific authority granted by the shareholders of the Company in general meeting, Shares with a total nominal value not exceeding 20% of the aggregate nominal value of the share capital of the Company in issue immediately following completion of the Global Offering and the Capitalisation Issue, such mandate to remain in effect until the conclusion of the next annual general meeting of the Company, or the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws to be held, or until revoked or varied by an ordinary resolution of the Shareholders in general meeting, whichever occurs first;
- (e) a general unconditional mandate was given to the Directors to exercise all powers of the Company to repurchase on the Stock Exchange or on any other stock exchange on which the securities of the Company may be listed and which is recognised by the SFC and the Stock Exchange for this purpose such number of Shares as will represent up to 10% of the aggregate nominal value of the share capital of the Company in issue immediately following completion of the Global Offering and the Capitalisation Issue, such mandate to remain in effect until the conclusion of the next annual general meeting of the Company, or the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws to be held, or until revoked or varied by an ordinary resolution of the Shareholders in general meeting, whichever occurs first; and
- (f) the general unconditional mandate mentioned in paragraph (d) above was extended by the addition to the aggregate nominal value of the share capital of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate of an amount representing the aggregate nominal value of the share capital of the Company repurchased by the Company pursuant to the mandate to repurchase Shares referred to in paragraph (e) above.

4. Corporate reorganization

The companies comprising the Group underwent the Reorganisation in preparation for the listing of the Shares on the Stock Exchange. The Reorganisation involved the following:

The Company was incorporated in the Cayman Islands on 7 March 2007 to act as the ultimate holding company of the Original Group.

On 9 March 2007, Huaxin Silicon transferred its 75% interest in Jinzhou Xinri, 74.17% interest in Jinzhou Huari, 75% interest in Jinzhou Yangguang and 70% interest in Jinzhou Huachang to TIL at an aggregate cash consideration of US\$9,691,814.41 which was determined with reference to the amount of the aggregate net asset value minus the distributable reserve of Jinzhou Xinri, Jinzhou Huari, Jinzhou Yangguang and Jinzhou Huachang as at 30 June 2006 as appraised by a firm of qualified valuers in the PRC.

On 7 May 2007, Mr. TAN transferred the entire issued share capital of TIL to the Company in consideration of which the Company allotted and issued an aggregate of 999,999 Shares to Mr. TAN and the nil-paid share previously allotted and issued to Mr. TAN was credited as a fully-paid Share. On 17 May 2007, SEC transferred its 25% interest in Jinzhou Xinri, 25.83% interest in Jinzhou Huari and 25% interest in Jinzhou Yangguang to TIL at an aggregate consideration of RMB33,462,130, which was determined with reference to the aggregate adjusted net asset value of Jinzhou Xinri, Jinzhou Huari and Jinzhou Yangguang as at 31 December 2006 and was satisfied by the allotment and issue of 3,049 ordinary shares in TIL to SEC. On the same day, PLC transferred its 30% interest in Jinzhou Huachang at a consideration of RMB4,261,678, which was determined with reference to the adjusted net asset value of Jinzhou Huachang as at 31 December 2006 and was satisfied by the allotment and issue of 388 ordinary shares in TIL to PLC. On 26 June 2007, SEC transferred its 22.69% interest in TIL to the Company in consideration of which the Company allotted and issued 304,879 Shares to SEC credited as fully paid. On the same day, PLC transferred its 2.89% interest in TIL to the Company in consideration of which the Company allotted and issued 38,829 Shares to PLC credited as fully paid.

On 26 June 2007, the Company acquired the entire issued share capital of Solartech from WWIC, PEC, Asia Vest, Sequest, APC, USIFE, Grand Sea, Hiramatsu, Powerteam and Mr. CHONG at an aggregate consideration of HK\$167,895,494.4, which was determined with reference to the fair value of Jinzhou Youhua and Shanghai Jingji as at 31 December 2006. Immediately after the acquisitions of Solartech by the Company, WWIC, PEC, Asia Vest, Sequest, APC, USIFE, Grand Sea, Hiramatsu and Powerteam subscribed 1,415,652 Shares at an aggregate subscription price of HK\$155,284,013.

On the same day, Mr. CHONG, a non-executive Director, subscribed for himself and on behalf of the then senior management, consultants and employees of the Group (the “Relevant Officers”), and the Company allotted and issued, an aggregate of 114,973 Shares for an aggregate subscription price of HK\$12,611,481.4. Out of the 114,973 Shares, Mr. CHONG was interested in 2,509 Shares and he held an aggregate of 112,464 Shares in trust on behalf of the other Relevant Officers. For further details of the Shares offered to the Relevant Officers, please refer to the paragraph headed “Shares offered to certain senior management, employees and consultants of the Group” in the section headed “Director, senior management, staff and compliance advisor” of this prospectus.

On 27 June 2007, Mr. TAN transferred 74,157 Shares, representing approximately 2.58% of the then issued share capital of the Company, to PEC, Premium Service, Novus Capital, YEUNG Wai and Broadsight at an aggregate purchase price of US\$10,000,000 which was set off against the loan due to them by Mr. TAN. The said loan was provided to Mr. TAN mainly for the purpose of financing TIL's acquisition of Jinzhou Xinri, Jinzhou Huari, Jinzhou Huachang and Jinzhou Yangguang for cash consideration completed in March 2007. The effective purchase price per Share payable by the aforesaid Selling Shareholders will be equal to approximately HK\$2.10, representing approximately 53% discount to the Offer Price (assuming an Offer Price of HK\$4.48, being the mid-point of the stated range of the Offer Price). The effective price relating to the purchase of the Shares by PEC, Premium Service, Novus Capital, YEUNG Wai and Broadsight was arrived at after arm's length negotiations between Mr. TAN and the aforesaid parties as a genuine arrangement to settle the loan due from Mr. TAN.

In July 2007, Asia Vest, Seaquest, APC, USIFE, Grand Sea, Hiramatsu and Powerteam transferred 43,493 Shares in aggregate, representing approximately 1.51% of the then issued share capital of the Company, to Sumitomo and 10,968 Shares in aggregate, representing approximately 0.38% of the then issued share capital of the Company to Sumitomo HK at an aggregate purchase price of US\$1,597,200 and US\$402,800 respectively, which was arrived at after arm's length negotiations between the aforesaid parties.

In August 2007, Mr. CHONG transferred the legal title of 17,978 Shares, 18,587 Shares and 6,271 Shares to Mr. TAN, Mr. HSU You Yuan and Mr. CHIAO Ping Hai respectively at an aggregate consideration of HK\$4,698,715, which was determined with reference to the investment cost incurred by Mr. CHONG.

On 18 December 2007, the entire registered capital of Jinzhou Xinri, Jinzhou Huari, Jinzhou Yangguang, Jinzhou Huachang and Jinzhou Youhua were transferred to Wealthy Rise at cost.

In December 2007, Jinzhou Jingji was incorporated pursuant to an agreement dated 3 September 2007 (as amended by a supplemental agreement dated 23 November 2007) between Shanghai Jingji and a Taiwan entity, an Independent Third Party. Pursuant to such agreement (as amended by the supplemental agreement), it was agreed that the Taiwan entity or its subsidiary will have an approximately 42.86% interest in Jinzhou Jingji, subject to the obtaining of the relevant government approvals in Taiwan and injection of registered capital by the Taiwan entity on or before 31 December 2007. Such governmental approval from Taiwan was not obtained by the Taiwan entity as at 31 December 2007. The parties entered into an agreement on 10 January 2008 to terminate the arrangement. Jinzhou Jingji is in the processing of applying to convert itself into a wholly-owned subsidiary of Shanghai Jingji. Jinzhou Jingji has not commenced any commercial operation or conducted any business activities and has not owned any assets or incurred any liabilities.

5. Changes in share capital of subsidiaries

The Company's subsidiaries are referred to in the accountants' report of the Original Group and the accountants' report of the Acquired Group, the texts of which are respectively set out in appendices I and II to this prospectus. Save for the subsidiaries mentioned in appendices I and II to this prospectus, the Company has no other subsidiaries.

The following alterations in the share capital or registered capital of subsidiaries of the Company have taken place within the two years preceding the date of this prospectus:

(a) *Jinzhou Huachang*

On 8 June 2006, the registered capital of Jinzhou Huachang was increased from US\$800,000 to RMB11,000,000 which was fully paid-up. On 22 November 2007, the registered capital of Jinzhou Huachang was increased from RMB11,000,000 to RMB11,450,000 which was fully paid-up.

(b) *Solartech*

On 15 December 2006, Solartech was incorporated in the Cayman Islands with an authorised share capital of HK\$380,000 divided into 3,800,000 ordinary shares of HK\$0.10 each. One subscriber share was issued to Offshore Incorporations (Cayman) Limited on 15 December 2006 and transferred to WWIC on the same day. On 17 May 2007, the authorised share capital of Solartech increased to HK\$400,000,000 divided into 4,000,000,000 ordinary shares of HK\$0.10 each. On the same day, Solartech allotted and issued 1,552,840,129 ordinary shares of HK\$0.10 each.

On 24 June 2007, Solartech allotted and issued 126,114,814 ordinary shares, representing approximately 7.5% of the issued share capital of Solartech as enlarged by the issued of such shares, to Mr. CHONG who holds the same for and on behalf of certain directors, senior management and employees of Solartech and its subsidiaries for a total subscription price of HK\$12,611,481.40.

(c) *TIL*

On 15 August 2006, TIL was incorporated in the BVI with an authorised share capital of US\$50,000 divided into 50,000 ordinary shares of US\$1.00 each. On the same day, one ordinary share was allotted and issued fully paid at par to Mr. TAN.

On 7 May 2007, TIL issued and allotted 9,999 ordinary shares credited as fully-paid to Mr. TAN to capitalise his shareholder's loan in the amount of US\$10,000,000 due from TIL.

On 17 May 2007, TIL allotted and issued 3,049 shares to SEC to satisfy the consideration for acquiring SEC's 25.83% interest in Jinzhou Huari, 25% interest in Jinzhou Xinri and 25% interest in Jinzhou Yangguang. On the same day, TIL allotted and issued 388 shares to PLC to satisfy the consideration for acquiring PLC's 30% interest in Jinzhou Huchang.

(d) *Jinzhou Yangguang*

On 29 June 2007, the registered capital of Jinzhou Yangguang was increased from RMB70,000,000 to RMB95,000,000. The registered capital of RMB95,000,000 was fully paid-up.

(e) *Jinzhou Youhua*

On 29 June 2007, the registered capital of Jinzhou Youhua was increased from RMB22,000,000 to RMB59,000,000. The registered capital of RMB59,000,000 was fully paid-up. On 3 January 2008, the registered capital of Jinzhou Youhua was increased from RMB59,000,000 to RMB73,000,000 which was fully paid-up.

(f) *Jinzhou Xinri*

On 22 November 2007, the registered capital of Jinzhou Xinri was increased from JPY94,000,000 to RMB8,400,000. The registered capital of RMB8,400,000 was fully paid-up.

(g) *Jinzhou Huari*

On 22 November 2007, the registered capital of Jinzhou Huari was increased from JPY180,000,000 to RMB14,200,000. The registered capital of RMB14,200,000 was fully paid-up.

(h) *Shanghai Jingji*

On 4 December 2007, the registered capital of Shanghai Jingji was increased from US\$700,000 to US\$6,950,000 which was fully paid-up.

Save as disclosed above, there has been no alteration in the share capital of any of the subsidiaries of the Company within the two years immediately preceding the date of this prospectus.

6. Particulars of subsidiaries

The Group has interests in a number of PRC subsidiaries. Set out below is a summary of the corporate information of these PRC subsidiaries:

(a) Registered Company Name	:	錦州陽光能源有限公司 (Jinzhou Yangguang Energy Co., Ltd.*)
Date of Establishment	:	15 December 2004
Place of Establishment	:	PRC
Nature	:	Wholly-foreign owned enterprise
Registered Capital	:	RMB95,000,000

* English translation of Chinese official name is for identification purpose only.

- (b) Registered Company Name : 錦州新日硅材料有限公司
(Jinzhou Xinri Silicon Materials Co., Ltd.*)
Date of Establishment : 18 September 2000
Place of Establishment : PRC
Nature : Wholly-foreign owned enterprise
Registered Capital : RMB8,400,000
- (c) Registered Company Name : 錦州華昌硅材料有限公司
(Jinzhou Huachang Silicon Materials Co., Ltd.*)
Date of Establishment : 11 June 2002
Place of Establishment : PRC
Nature : Wholly-foreign owned enterprise
Registered Capital : RMB11,450,000
- (d) Registered Company Name : 錦州華日硅材料有限公司
(Jinzhou Huari Silicon Materials Co., Ltd.*)
Date of Establishment : 1 March 2004
Place of Establishment : PRC
Nature : Wholly-foreign owned enterprise
Registered Capital : RMB14,200,000
- (e) Registered Company Name : 錦州日鑫硅材料有限公司
(Jinzhou Rixin Silicon Materials Co., Ltd.*)
Date of Establishment : 9 May 2007
Place of Establishment : PRC
Nature : Wholly-foreign owned enterprise
Registered Capital : RMB10,000,000
- (f) Registered Company Name : 錦州佑華新能源有限公司
(Jinzhou Youhua New Energy Co., Ltd.*)
Date of Establishment : 25 March 2005
Place of Establishment : PRC
Nature : Wholly-foreign owned enterprise
Registered Capital : RMB73,000,000
- (g) Registered Company Name : 上海晶技電子材料有限公司
(Shanghai Jingji Electron Material Co., Ltd.*)
Date of Establishment : 16 March 1998
Place of Establishment : PRC
Nature : Sino-foreign cooperative joint venture enterprise
Registered Capital : US\$6,950,000
- (h) Registered Company Name : 錦州晶技太陽能科技有限公司
(Jinzhou Jingji Solar Energy Technology Co., Ltd.*)
Date of Establishment : 19 December 2007
Nature : Sino-foreign joint venture.**
Registered Capital : US\$17,500,000

* English translation of Chinese official name is for identification purpose only.

** In the course of converting into a 100% owned PRC domestic company

The Company has been advised by its PRC legal advisors that except for the registered capital of Jinzhou Jingji which is yet to be paid up, the registered capital of each of the PRC subsidiaries has been fully paid up in a timely manner.

7. Repurchase by the Company of its own Shares

(a) Provisions of the Listing Rules

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their securities on the Stock Exchange subject to certain restrictions, the most important of which are summarised below:

(i) Shareholders' approval

All proposed repurchases of securities on the Stock Exchange by a company with a primary listing on the Stock Exchange must be approved in advance by an ordinary resolution of shareholders, either by way of general mandate or by specific approval of a particular transaction.

Note: Pursuant to the resolutions passed by all the Shareholders on 12 January 2008, a general unconditional mandate (the "Buyback Mandate") was granted to the Directors authorising the repurchase by the Company on the Stock Exchange, or on any other stock exchange on which the securities of the Company may be listed and which is recognised by the SFC and the Stock Exchange for this purpose, of Shares with an aggregate nominal value not exceeding 10% of the aggregate nominal amount of the share capital of the Company in issue immediately following completion of the Global Offering and the Capitalisation Issue, at any time until the conclusion of the next annual general meeting of the Company, the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles to be held or when such mandate is revoked or varied by an ordinary resolution of the Shareholders in general meeting, whichever is the earliest.

(ii) Source of funds

Repurchases must be funded out of funds legally available for the purpose in accordance with the Articles and the laws of the Cayman Islands. A listed company may not repurchase its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

(b) Reasons for repurchases

The Directors believe that it is in the best interests of the Company and its Shareholders for the Directors to have a general authority from shareholders to enable the Company to repurchase Shares in the market. Repurchases of Shares will only be made when the Directors believe that such repurchases will benefit the Company and its members. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net value of the Company and its assets and/or its earnings per Share.

(c) Funding of repurchases

In repurchasing securities, the Company may only apply funds legally available for such purpose in accordance with the Articles and the applicable laws of the Cayman Islands.

Any repurchase of Shares will be made out of the profits of the Company or out of a fresh issue of Shares made for the purpose of the purchase or, if authorised by the Articles and subject to the Companies Law, out of capital and, in the case of any premium payable on the purchase, out of the profits of the Company or from sums standing to the credit of the share premium account of the Company, or if authorised by the Articles and subject to the Companies Law, out of capital.

The Directors do not propose to exercise the Buyback Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or its gearing levels which, in the opinion of the Directors, are from time to time appropriate for the Company.

(d) Share capital

Exercise in full of the Buyback Mandate, on the basis of 1,690,766,500 Shares in issue immediately after completion of the Global Offering and the Capitalisation Issue, could accordingly result in up to 169,076,650 Shares being repurchased by the Company during the period until:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles to be held; or
- (iii) the date on which the Buyback Mandate is revoked or varied by an ordinary resolution of the Shareholders in general meeting,

whichever occurs first.

(e) *General*

None of the Directors or, to the best of their knowledge, having made all reasonable enquiries, any of their respective associates (as defined in the Listing Rules), has any present intention to sell any Shares to the Company or its subsidiaries.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Buyback Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands. The Company has not repurchased any Shares in the previous six months.

No connected person (as defined in the Listing Rules) has notified the Company that he/she or it has a present intention to sell Shares to the Company, or has undertaken not to do so, if the Buyback Mandate is exercised.

If as a result of a securities repurchase pursuant to the Buyback Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Hong Kong Code on Takeovers and Mergers (the "Code"). Accordingly, a Shareholder, or a group of Shareholders acting in concert, depending on the level of increase of the Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Code as a result of any such increase. The Directors are not aware of any consequences which may arise under the Code if the Buyback Mandate is exercised.

If the Buyback Mandate is fully exercised immediately following completion of the Global Offering (but taking no account of any Shares which may be allotted and issued upon the exercise of any options which may be granted under the Share Option Scheme) and the Capitalisation Issue, the total number of Share which will be repurchased pursuant to the Buyback Mandate shall be 169,076,650 Shares (being 10% of the issued share capital of the Company based on the aforesaid assumptions). The percentage shareholding of Mr. TAN will be increased to approximately 27.28% of the issued share capital of the Company immediately following the full exercise of the Buyback Mandate. In the event that the Buyback Mandate is exercise in full, the number of Shares held by the public would not fall below 25% of the total number of Shares in issue. Any repurchase of the Shares which results in the number of Shares held by the public being reduced to less than the prescribed percentage of the Shares then in issue could only be implemented with the approval of the Stock Exchange to waive the Listing Rules requirements regarding the public float under Rule 8.08 of the Listing Rules. However, the Directors have no present intention to exercise the Buyback Mandate to such an extent that, in the circumstances, there is insufficient public float as prescribed under the Listing Rules.

B. FURTHER INFORMATION ABOUT THE BUSINESS**1. Summary of material contracts**

The following contracts (not being contracts in the ordinary course of business) have been entered into by the Company or any of its subsidiaries within the two years preceding the date of this prospectus and are or may be material:

- (a) a sale and purchase agreement (in Chinese) dated 17 January 2007 between Huaxin Silicon and TIL pursuant to which Huaxin Silicon agreed to sell and TIL agreed to purchase Huaxin Silicon's 74.17% interest in Jinzhou Huari at a cash consideration of US\$1,168,661.79;
- (b) a sale and purchase agreement (in Chinese) dated 17 January 2007 between Huaxin Silicon and TIL pursuant to which Huaxin Silicon agreed to sell and TIL agreed to purchase Huaxin Silicon's 75% interest in Jinzhou Xinri at a cash consideration of US\$809,066.51;
- (c) a sale and purchase agreement (in Chinese) dated 17 January 2007 between Huaxin Silicon and TIL pursuant to which Huaxin Silicon agreed to sell and TIL agreed to purchase Huaxin Silicon's 70% interest in Jinzhou Huachang at a cash consideration of US\$1,124,379.12;
- (d) a sale and purchase agreement (in Chinese) dated 17 January 2007 between Huaxin Silicon and TIL pursuant to which Huaxin Silicon agreed to sell and TIL agreed to purchase Huaxin Silicon's 75% interest in Jinzhou Yangguang at a cash consideration of US\$6,589,706.99;
- (e) a sale and purchase agreement dated 7 May 2007 between Mr. TAN and the Company pursuant to which Mr. TAN agreed to sell and the Company agreed to purchase 10,000 ordinary shares of US\$1.00 each in TIL, representing the then entire issued share capital of TIL in consideration of the allotment and issue of 999,999 Shares, credited as fully paid, to Mr. TAN and the crediting of the nil-paid Share previously allotted and issued to Mr. TAN as a fully-paid Share;
- (f) a sale and purchase agreement (in Chinese) dated 17 May 2007 between SEC, PLC and TIL pursuant to which (i) SEC agreed to sell and TIL agreed to purchase SEC's 25.83% interest in Jinzhou Huari, 25% interest in Jinzhou Yangguang and 25% interest in Jinzhou Xinri, and (ii) PLC agreed to sell and TIL agreed to purchase PLC's 30% interest in Jinzhou Huachang, at the consideration of RMB33,462,130 and RMB4,261,678 payable to SEC and PLC, respectively;
- (g) a subscription agreement dated 24 June 2007 between Mr. CHONG and Solartech pursuant to which Mr. CHONG agreed to subscribe and Solartech agreed to issue an aggregate of 126,114,814 ordinary shares of HK\$0.10 each in the capital of Solartech at a subscription price of HK\$12,611,481.4;

- (h) a joint venture framework agreement dated 25 June 2007 between 錦州新世紀石英玻璃有限公司 (Jinzhou New Century Quartz Glass Co., Ltd.*) and Jinzhou Yangguang in respect of the establishment of a joint venture management company for the purpose of managing the operations of the proposed solar-grade polysilicon processing facility which is expected to have an annual production capability of 1,000 tons;
- (i) a sale and purchase agreement dated 26 June 2007 between SEC, PLC and the Company pursuant to which (i) SEC agreed to sell and the Company agreed to purchase 3,049 ordinary shares of US\$1.00 each in TIL, representing approximately 22.69% of the then issued share capital of TIL and (ii) PLC agreed to sell and the Company agreed to purchase 388 ordinary shares of US\$1.00 each in TIL, representing approximately 2.89% of the then issued share capital of TIL, in consideration of the allotment and issue of 304,879 Shares and 38,829 Shares, credited as fully paid, to SEC and PLC, respectively;
- (j) a sale and purchase agreement dated 26 June 2007 between WWIC, PEC, Asia Vest, Seaquest, APC, USIFE, Grand Sea, Hiramatsu, Powerteam, Mr. CHONG and the Company pursuant to which the aforesaid Selling Shareholders agreed to sell and the Company agreed to purchase 1,678,954,944 ordinary shares of HK\$0.10 each in Solartech, representing the then entire issued share capital of Solartech for a cash consideration of an aggregate of HK\$167,895,494.40;
- (k) a deed of indemnity dated 26 June 2007 given by each of WWIC and WWX in favour of the Company in respect of, among others, certain taxation claim and property claim in respect of the Acquired Group referred to in the subsection headed “Estate duty, tax and other indemnities” in this appendix;
- (l) a subscription agreement dated 26 June 2007 between WWIC, PEC, Asia Vest, Seaquest, APC, USIFE, Grand Sea, Hiramatsu, Powerteam and the Company pursuant to which the aforesaid Selling Shareholders agreed to subscribe and the Company agreed to issue an aggregate of 1,415,652 Shares at a total subscription price of HK\$155,284,013;
- (m) a subscription agreement dated 26 June 2007 between Mr. CHONG and the Company pursuant to which Mr. CHONG agreed to subscribe and the Company agreed to issue an aggregate of 114,973 Shares at a total subscription price of HK\$12,611,481.40;
- (n) a deed of settlement dated 26 June 2007 between the Company, PEC, Asia Vest, Seaquest, Grand Sea, Hiramatsu and Mr. CHONG pursuant to which the Company, Mr. CHONG and the aforesaid Selling Shareholders agreed to settle, discharge and release one another from certain payment obligations under the sale and purchase agreement referred to in paragraph (j) and the subscription agreements referred to in paragraphs (l) and (m);
- (o) a sale and purchase agreement (in Chinese) dated 23 November 2007 between TIL and Wealthy Rise pursuant to which TIL agreed to sell and Wealthy Rise agreed to purchase the entire equity interest in Jinzhou Xinri at a consideration of RMB8,400,000;

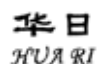
* English translation of Chinese official name is for identification purpose only.

- (p) a sale and purchase agreement (in Chinese) dated 23 November 2007 between TIL and Wealthy Rise pursuant to which TIL agreed to sell and Wealthy Rise agreed to purchase the entire equity interest in Jinzhou Yangguang at a consideration of RMB95,000,000;
- (q) a sale and purchase agreement (in Chinese) dated 23 November 2007 between TIL and Wealthy Rise pursuant to which TIL agreed to sell and Wealthy Rise agreed to purchase the entire equity interest in Jinzhou Huachang at a consideration of RMB11,450,000;
- (r) a sale and purchase agreement (in Chinese) dated 23 November 2007 between TIL and Wealthy Rise pursuant to which TIL agreed to sell and Wealthy Rise agreed to purchase the entire equity interest in Jinzhou Huari at a consideration of RMB14,200,000;
- (s) a sale and purchase agreement (in Chinese) dated 23 November 2007 between Solartech and Wealthy Rise pursuant to which Solartech agreed to sell and Wealthy Rise agreed to purchase the entire equity interest in Jinzhou Youhua at a consideration of RMB59,000,000;
- (t) a cornerstone placing agreement dated 11 January 2008 between the Company, the Selling Shareholders, Ralec Technology (H.K.) Limited, Ralec Electronic Corporation and BNP Paribas in relation to the purchase of such number of Shares in an aggregate of US\$15 million (exclusive of brokerage of 1%, SFC transaction levy of 0.004% and the Stock Exchange trading fees of 0.005%);
- (u) a deed of non-competition dated 12 January 2008 given by each of the Directors in favour of the Company, particulars of which are set out in the subsection headed “Non-competition Undertaking” in the section headed “Directors, senior management, staff and compliance advisor” of this prospectus;
- (v) a deed of non-competition dated 12 January 2008 given by WWX in favour of the Company, particulars of which are set out in the subsection headed “Relationship with WWX and WWIC” in the section headed “Business” of this prospectus;
- (w) a deed of indemnity dated 12 January 2008 given by Mr. TAN in favour of the Company and its subsidiaries in respect of, among other things, Hong Kong estate duty, and other taxation referred to in the subsection headed “Estate duty, tax indemnity and other indemnities” in this appendix; and
- (x) Hong Kong Underwriting Agreement.

2. Intellectual property rights of the Group



(a) Trademarks

As at the Latest Practicable Date, the Group had registered the following trademark in the PRC:

Trademark	Registrant	Place of registration	Registration number	Validity period	Class	Particulars
	Jinzhou Huachang	PRC	4122394	14 October 2006 to 13 October 2016	9	Note 1

Note 1: Valve, semiconductor device, monocrystalline silicon, silicon extending slice, quartz crystal, multicrystalline silicon, carbonaceous material, electrical resistance material, graphite electrode, wafers (silicon slices).

As at the Latest Practicable Date, the Company is the registered owner of the following trademark:

Trademark	Validity Period	Registration number	Class	Goods/Services	Place of registration
	10 years from 5 June 2007 to 4 June 2017	300884746	35	Wholesaling, retailing and distributorship services in relation to silicon; crystalline silicon; crystalline silicon ingots; crystalline silicon products; processed products of crystalline silicon; industrial management; information, advisory and consultancy services relating to all the aforesaid services.	Hong Kong
		300884746	36	Investment services; capital fund investment; capital investment advisory services; fund investment; investment consultancy services; management of investments; investments in relation to silicon, crystalline silicon, crystalline silicon ingots, crystalline silicon products, processed products of crystalline silicon; information, advisory and consultancy services relating to all the aforesaid services.	Hong Kong
		300884746	40	Production and processing of silicon, crystalline silicon ingot, crystalline silicon products, crystalline silicon; information, advisory and consultancy services relating to all the aforesaid services.	Hong Kong

(b) Domain Name

As at the Latest Practicable Date, the Group is a registered proprietor of the following domain name:

Domain Name	Date of Registration	Effective Period
www.solargiga.com	25 January 2007	25 January 2007 to 25 January 2011

C. FURTHER INFORMATION ABOUT DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

1. Directors

(a) Disclosure of interest – interest and short positions of the Directors and the chief executives of the Company in the Shares, underlying Shares and debentures of the Company and its associated corporations

Immediately following completion of the Global Offering and assuming that the Over-allotment Option is not exercised, the interest or short position of Directors or chief executives of the Company in the Shares, underlying Shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which will be required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interest or short positions which they were taken or deemed to have under such provisions of the SFO) or which will be required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which will be required, pursuant to Model Code for Securities Transactions by Directors of Listed Issuers as contained in appendix 10 to the Listing Rules (“Model Code”), once the Shares are listed are as follows:

Name of Director	Nature of interest	Number of Shares (Note 1)	Approximate percentage of shareholding
Mr. TAN (Notes 2 and 5)	Beneficial interest	415,184,500 (L)	24.56%
		63,399,000 (S)	15%
	Interest in an option	31,036,000 (L)	1.84%
	Security interest	17,352,500 (L)	1.03%
Mr. CHONG (Note 3)	Interest of controlled corporation	106,718,000 (L)	6.32%
	Personal interest	1,254,500 (L)	0.07%
	Trustee’s interest	34,814,000 (L)	2.06%

Name of Director	Nature of interest	Number of Shares (Note 1)	Approximate percentage of shareholding
Mr. HSU You Yuan (Note 5)	Beneficial interest	9,293,500 (L)	0.55%
	Interest in an option	19,219,500 (L)	1.14%
	Security interest	5,840,500 (L)	0.35%
Mr. CHIAO Ping Hai (Note 5)	Beneficial interest	3,135,500 (L)	0.19%
	Interest in an option	31,158,000 (L)	1.84%
	Security interest	11,621,000 (L)	0.69%
Ms. ZHANG Liming (Note 4)	Beneficial interest	3,133,500 (L)	0.19%

Note:

- (1) The letter "L" denotes the person's long position in such securities and the letter "S" denotes the person's short position in such securities.
- (2) Mr. TAN has entered into the Stock Borrowing Agreement with the Global Coordinator pursuant to which Mr. TAN agreed to lend up to 63,399,000 Shares to the Global Coordinator, representing 15% of the Offer Shares to be issued pursuant to the Global Offering (but taking no account of any Shares which may be sold pursuant to the exercise of the Over-allotment Option) and the Capitalisation Issue.
- (3) Immediately after completion of the Global Offering (assuming the Over-allotment is not exercised), PLC is interested in 17,035,500 Shares and PEC is interested in 89,682,500 Shares. PLC is held as to 20% by PEC, as to 45% by Leigh Company Limited and as to 30% by SAM Wai Keung, a director of Jinzhou Huachang and 5% by an Independent Third Party. Both PEC and Leigh Company Limited are wholly-owned by Mr. CHONG, an non-executive Director who is therefore deemed to be interested in 107,972,500 Shares, representing approximately 6.39% of the issued share capital of the Company immediately after completion of the Global Offering (but taking no account of any Shares which may be sold pursuant to the exercise of the Over-allotment Option).

34,814,000 Shares were held by Mr. CHONG in trust for, among others, certain employees and consultants of the Acquired Group. Mr. CHONG was entrusted to exercise voting rights and hold the dividends and other distributions made in respect of the relevant Shares in trust for these employees and the 2 consultants (if any) to the extent the relevant Shares remain subject to relevant lock-up period. For details of the lock-up period to which the Relevant Officers are subject, please refer to the subsection headed "Shares offered to certain senior management, employees and consultants of the Group" under the section headed "Director, senior management, staff and compliance advisor" of this prospectus.

- (4) Ms. ZHANG Liming's 3,133,500 Shares were registered in the name of Mr. CHONG as trustee who is entrusted to exercise voting rights and hold the dividends and other distributions made in respect of the relevant Shares in trust for, among others, certain employees and consultants of the Acquired Group (if any) to the extent the relevant Shares remain subject to relevant lock-up period. For details of the lock-up period to which the Relevant Officers are subject, please refer to the subsection headed "Shares offered to certain senior management, employees and consultants of the Group" under the section headed "Director, senior management, staff and compliance advisor" of this prospectus.

- (5) Mr. TAN, Mr. HSU You Yuan and Mr. CHIAO Ping Hai are entitled to buy back the Shares of the relevant senior management, employees and consultants in the event that any of them cease to be employed or engaged within 4 years after the Listing. These directors also have security interest in these Shares pursuant to a share charge granted by the relevant employees and consultants to secure their obligations to pay for the purchase price of the Shares and their obligations to comply with the relevant regulatory requirements to which they are subject to (if any). Further details concerning these arrangements are set out in the subsection headed “Shares offered to certain senior management, employees and consultants of the Group” under the section headed “Directors, senior management, staff and compliance advisor” of this prospectus.

(b) Particulars of service contracts

Each of the executive Directors has entered into a service contract with the Company for a term of 3 years commencing from the Listing Date, which may be terminated by not less than 3 months’ notice in writing served by either party on the other.

(c) Directors’ remuneration

No director’s fee is payable to the executive Directors. In addition, Mr. TAN has been employed as the president and general manager of the Jinzhou Plants and is entitled to an annual salary of RMB1,400,000. Mr. HSU You Yuan has been employed as the chief executive officer of Wealthy Rise and Solartech and is entitled to an annual salary of RMB1,550,000. Ms. ZHANG Liming has been employed as the director of administration (行政總監) of the Jinzhou Plants and is entitled to an annual salary of RMB150,000. Each executive Director shall be paid a remuneration on the basis of twelve months in a year. In addition, each of Mr. TAN, Mr. HSU You Yuan and Ms. ZHANG Liming is also entitled to a discretionary bonus provided that the aggregate amount of the bonuses payable to each of them for any financial year of the Company may not exceed 1% of the audited consolidated net profit of the Group (after taxation and minority interests and payment of such bonuses but before extraordinary items) in respect of that financial year of the Company. An executive Director may not vote on any resolution of the Directors regarding the amount of the bonus payable to him.

Both of the non-executive Directors and the independent non-executive Directors have entered into service contract with the Company for a term of 3 years commencing from the Listing Date. The current annual Director’s fees of the non-executive Directors and independent non-executive Directors are as follows:

Name	Annual Director’s fee (HK\$)
<i>Non-executive Directors</i>	
Mr. CHIAO Ping Hai	360,000
Mr. CHONG Kin Ngai	240,000

Name	Annual Director's fee (HK\$)
<i>Independent Non-executive Directors</i>	
Ms. FU Shuangye	240,000
Mr. WONG Wing Kuen, Albert	240,000
Dr. LIN Wen	240,000
Mr. Zhang Chun	240,000

Under the arrangement currently in force, the aggregate amount of emoluments payable by the Group to the non-executive and the independent non-executive Directors for the year ending 31 December 2008 will be approximately HK\$1,560,000.

Further details of the terms of the above service contracts are set out in the paragraph headed "Particulars of service contracts" in the subsection headed "Directors" in this appendix.

2. Substantial Shareholders

So far as the Directors are aware, immediately following the completion of the Global Offering, the following persons (other than the Directors and chief executives of the Company) will have or be deemed or taken to have an interest and/or short position in the Shares or the underlying Shares which would fall to be disclosed under the provisions of Division 2 and 3 of Part XV of the SFO:

Name	Capacity	Number of Shares	Percentage of shareholding
WWIC (<i>Note 2</i>)	beneficial owner	358,364,000 (L) (<i>Note 1</i>)	21.2%
WWX (<i>Note 2</i>)	Interest of a controlled corporation	358,364,000 (L)	21.2%

Note:

- The letter "L" denotes the person's long position in such securities and the letter "S" denotes the person's short position in such securities.
- WWIC is wholly-owned by WWX. By virtue of the SFO, WWX is deemed to be interested in the Shares held by WWIC.

3. Agency fees or commissions received

Save as disclosed in this prospectus, no commissions, discounts, brokerages or other special terms were granted within the two years preceding the date of this prospectus in connection with the issue or sale of any capital of any member of the Group.

4. Disclaimers

Save as disclosed herein:

- (a) none of the Directors or chief executive of the Company has any interest or short position in the Shares, underlying Shares or debentures of the Company or any of its associated corporation (within the meaning of the SFO) which will have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO or which will be required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which will be required to be notified to the Company and the Stock Exchange pursuant to the Model Code once the Shares are listed;
- (b) none of the Directors or experts referred to under the heading “Consents of experts” in this appendix has any direct or indirect interest in the promotion of the Company, or in any assets which have within the two years immediately preceding the date of this prospectus been acquired or disposed of by or leased to any member of the Group, or are proposed to be acquired or disposed of by or leased to any member of the Group;
- (c) none of the Directors is materially interested in any contract or arrangement subsisting at the date of this prospectus which is significant in relation to the business of the Group taken as a whole;
- (d) none of the Directors has any existing or proposed service contracts with any member of the Group (excluding contracts expiring or determinable by the employer within one year without payment of compensation (other than statutory compensation));
- (e) taking no account of any Shares which may be taken up under the Global Offering, none of the Directors knows of any person (not being a Director or chief executive of the Company) who will, immediately following completion of the Global Offering and Capitalisation Issue, have an interest or short position in Shares or underlying Shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of SFO or be interested, directly or indirectly, in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of the Group;
- (f) none of the experts referred to under the heading “Consents of experts” in this appendix has any shareholding in any member of the Group or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe securities in any member of the Group; and

- (g) so far as is known to the Directors, none of the Directors, their respective associates (as defined under the Listing Rules) or shareholders of the Company who are interested in more than 5% of the issued share capital of the Company has any interests in the five largest customers or the five largest suppliers of the Group.

D. OTHER INFORMATION

1. Share Option Scheme

The following is a summary of the principal terms of the Share Option Scheme conditionally adopted by the written resolutions of all the Shareholders passed on 12 January 2008:

(a) Purpose

The Share Option Scheme is a share incentive scheme and is established to recognise and acknowledge the contributions the Eligible Participants (as defined in paragraph (b) below) had or may have made to the Group. The Share Option Scheme will provide the Eligible Participants an opportunity to have a personal stake in the Company with the view to achieving the following objectives:

- (i) motivate the Eligible Participants to optimise their performance efficiency for the benefit of the Group; and
- (ii) attract and retain or otherwise maintain on-going business relationship with the Eligible Participants whose contributions are or will be beneficial to the long-term growth of the Group.

(b) Who may join

The Board may, at its discretion, offer to grant an option to subscribe for such number of new Shares as the Board may determine at an exercise price determined in accordance with paragraph (e) below to:

- (i) any full-time or part-time employees, executives or officers of the Company or any of its subsidiaries;
- (ii) any directors (including non-executive directors and independent non-executive directors) of the Company or any of its subsidiaries; and
- (iii) any advisors, consultants, suppliers, customers and agents to the Company or any of its Subsidiaries.

Upon acceptance of the option, the grantee shall pay HK\$1.00 to the Company by way of consideration for the grant. Any offer to grant an option to subscribe for Shares may be accepted in respect of less than the number of Shares for which it is offered provided that it is accepted in respect of a board lot of dealing in Shares on the Stock Exchange or an integral multiple thereof and such number is clearly stated in the duplicate offer document constituting

the acceptance of the option. To the extent that the offer to grant an option is not accepted by any prescribed acceptance date, it shall be deemed to have been irrevocably declined.

(c) Maximum number of Shares

The maximum number of Shares in respect of which options may be granted under the Share Option Scheme and under any other share option schemes of the Company must not in aggregate exceed 10% of the total number of Shares in issue immediately following completion of the Global Offering (but taking no account of any Shares which may be sold pursuant to the exercise of the Over-allotment Option) and Capitalisation Issue, being 169,076,650 Shares, excluding for this purpose Shares which would have been issuable pursuant to options which have lapsed in accordance with the terms of the Share Option Scheme (or any other share option schemes of the Company). Subject to the issue of a circular by the Company and the approval of the Shareholders in general meeting and/or such other requirements prescribed under the Listing Rules from time to time, the Board may:

- (i) renew this limit at any time to 10% of the Shares in issue as at the date of the approval by the Shareholders in general meeting; and/or
- (ii) grant options beyond the 10% limit to Eligible Participants specifically identified by the Board. The circular issued by the Company to the Shareholders shall contain a generic description of the specified Eligible Participants who may be granted such options, the number and terms of the options to be granted, the purpose of granting options to the specified Eligible Participants with an explanation as to how the options serve such purpose, the information required under Rule 17.02(2)(d) and the disclaimer required under Rule 17.02(4) of the Listing Rules.

Notwithstanding the foregoing, the Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of the Company at any time shall not exceed 30% of the Shares in issue from time to time. No options shall be granted under any schemes of the Company (including the Share Option Scheme) if this will result in the 30% limit being exceeded. The maximum number of Shares in respect of which options may be granted shall be adjusted, in such manner as the auditors of the Company or an approved independent financial advisor shall certify to be appropriate, fair and reasonable in the event of any alteration in the capital structure of the Company in accordance with paragraph (q) below whether by way of consolidation, capitalisation issue, right issue, sub-division or reduction of the share capital of the Company but in no event shall exceed the limit prescribed in this paragraph.

(d) Maximum number of options to any one individual

The total number of Shares issued and which may fall to be issued upon exercise of the options granted under the Share Option Scheme and any other share option schemes of the Company (including both exercised and outstanding options) to each Eligible Participant in any 12-month period up to the date of grant shall not exceed 1% of the Shares in issue as at the date of grant. Any further grant of Options in excess of this 1% limit shall be subject to:

- (i) the issue of a circular by the Company containing the identity of the Eligible Participant, the number of and terms of the options to be granted (and options previously granted to such participant) the information as required under Rules 17.02(2)(d) and the disclaimer required under 17.02(4) of the Listing Rules; and
- (ii) the approval of the Shareholders in general meeting and/or other requirements prescribed under the Listing Rules from time to time with such Eligible Participant and his associates (as defined in the Listing Rules) abstaining from voting. The numbers and terms (including the exercise price) of options to be granted to such participant must be fixed before the Shareholders' approval and the date of the Board meeting at which the Board proposes to grant the options to such Eligible Participant shall be taken as the date of grant for the purpose of calculating the subscription price of the Shares. The Board shall forward to such Eligible Participant an offer document in such form as the Board may from time to time determine.

(e) Price of Shares

The subscription price of a Share in respect of any particular option granted under the Share Option Scheme shall be such price as the Board in its absolute discretion shall determine, save that such price will not be less than the highest of:

- (i) the official closing price of the Shares as stated in the Stock Exchange's daily quotation sheets on the date of grant, which must be a day on which the Stock Exchange is open for the business of dealing in securities;
- (ii) the average of the official closing prices of the Shares as stated in the Stock Exchange's daily quotation sheets for the five business days immediately preceding the date of grant; and
- (iii) the nominal value of a Share.

(f) Granting options to connected persons

Any grant of options to a director, chief executive or Substantial Shareholder (as defined in the Listing Rules) of the Company or any of their respective associates (as defined in the Listing Rules) is required to be approved by the independent non-executive Directors (excluding any independent non-executive Director who is the grantee of the Options). If the Company proposes to grant options to a Substantial Shareholder or any independent non-executive Director or their respective associates (as defined in the Listing Rules) which will result in the number of Shares issued and to be issued upon exercise of options granted and to be granted (including options exercised, cancelled and outstanding) to such person in the 12-month period up to and including the date of such grant:

- (i) representing in aggregate over 0.1% or such other percentage as may be from time to time provided under the Listing Rules of the Shares in issue; and
- (ii) having an aggregate value in excess of HK\$5 million or such other sum as may be from time to time provided under the Listing Rules, based on the official closing price of the Shares at the date of each grant,

such further grant of options will be subject to the issue of a circular by the Company and the approval of the Shareholders in general meeting on a poll at which all connected persons (as defined in the Listing Rules) of the Company shall abstain from voting in favour, and/or such other requirements prescribed under the Listing Rules from time to time. Any vote taken at the meeting to approve the grant of such options shall be taken as a poll.

The circular to be issued by the Company to the Shareholders pursuant to the above paragraph shall contain the following information:

- (i) the details of the number and terms (including the exercise price) of the options to be granted to each selected Eligible Participant which must be fixed before the Shareholders' meeting and the date of Board meeting for proposing such further grant shall be taken as the date of grant for the purpose of calculating the exercise price of such options;
- (ii) a recommendation from the independent non-executive Directors (excluding any independent non-executive Director who is the grantee of the options) to the independent Shareholders as to voting;
- (iii) the information required under Rule 17.02(2)(c) and (d) and the disclaimer required under Rule 17.02(4) of the Listing Rules; and
- (iv) the information required under Rule 2.17 of the Listing Rules.

(g) Restrictions on the times of grant of Options

A grant of options may not be made after a price sensitive event has occurred or a price sensitive matter has been the subject of a decision until such price sensitive information has been published to the requirements of the Listing Rules. In particular, no options may be granted during the period commencing one month immediately preceding the earlier of:

- (i) the date of the Board meeting (as such date first notified to the Stock Exchange in accordance with the Listing Rules) for the approval of the Company's annual results, half-year, quarterly or other interim period (whether or not required under the Listing Rules); and
- (ii) the deadline for the Company to publish an announcement of its annual results, or half-year, or quarterly or other interim period (whether or not required under the Listing Rules)

and ending on the date of actual publication of the results announcement.

(h) Rights are personal to grantee

An option is personal to the grantee and may be exercised or treated as exercised, as the case may be, in whole or in part. No grantee shall in any way sell, transfer, charge, mortgage, encumber or create any interest (legal or beneficial) in favour of any third party over or in relation to any option or attempt so to do.

(i) Time of exercise of Option and duration of the Share Option Scheme

An option may be exercised in accordance with the terms of the Share Option Scheme at any time after the date upon which the Option is deemed to be granted and accepted and prior to the expiry of 10 years from that date. The period during which an option may be exercised will be determined by the Board in its absolute discretion, save that no option may be exercised more than 10 years after it has been granted. Subject to earlier termination by the Company in general meeting or by the Board, the Share Option Scheme shall be valid and effective for a period of 10 years from the date of its adoption.

(j) Performance target

A grantee may be required to achieve any performance targets as the Board may then specify in the grant before any options granted under the Share Option Scheme can be exercised.

(k) Rights on ceasing employment or death

If the grantee of an option ceases to be an employee of the Company or any of its subsidiaries:

- (i) by any reason other than death or termination of his employment on the grounds specified in paragraph (l) below, the grantee may exercise the option up to the entitlement of the grantee as at the date of cessation (to the extent not already exercised) within a period of one month from such cessation; or
- (ii) by reason of death, his personal representative(s) may exercise the option within a period of 12 months from such cessation,

which date shall be the last actual working day with the Company or the relevant subsidiary whether salary is paid in lieu of notice or not, failing which it will lapse.

(l) Rights on dismissal

If the grantee of an Option ceases to be an employee of the Company or any of its subsidiaries on the grounds that he has been guilty of serious misconduct, or has been convicted of any criminal offence involving his integrity or honesty, or in relation to an employee of the Group (if so determined by the Board) on any other ground on which an employer would be entitled to terminate his employment at common law or pursuant to any applicable laws or under the grantee's service contract with the Group, his Option will lapse and not be exercisable after the date of termination of his employment.

(m) Rights on takeover

If a general offer is made to all the Shareholders (or all such Shareholders other than the offeror and/or any person controlled by the offeror and/or any person acting in concert with the offeror (as defined in the Takeovers Codes)) and such offer becomes or is declared unconditional during the option period of the relevant option, the grantee of an option shall be entitled to exercise the option in full (to the extent not already exercised) at any time within 14 days after the date on which the offer becomes or is declared unconditional.

(n) Rights on winding-up

In the event a notice is given by the Company to its members to convene a general meeting for the purposes of considering, and if thought fit, approving a resolution to voluntarily wind-up the Company, the Company shall forthwith give notice thereof to all grantees and thereupon, each grantee (or his legal personal representative(s)) shall be entitled to exercise all or any of his options (to the extent not already exercised) at any time not later than two business days prior to the proposed general meeting of the Company referred to above by giving notice in writing to the Company, accompanied by a remittance for the full amount of the aggregate subscription price for the Shares in respect of which

the notice is given, whereupon the Company shall as soon as possible and, in any event, no later than the business day immediately prior to the date of the proposed general meeting, allot the relevant Shares to the grantee credited as fully paid and register the grantee as holder thereof.

(o) Rights on compromise or arrangement between the Company and its members or creditors

If a compromise or arrangement between the Company and its members or creditors is proposed for the purposes of a scheme for the reconstruction of the Company or its amalgamation with any other companies pursuant to the laws of jurisdictions in which the Company was incorporated, the Company shall give notice to all the grantees of the options on the same day as it gives notice of the meeting to its members or creditors summoning the meeting to consider such a scheme or arrangement and any grantee may by notice in writing to the Company accompanied by a remittance for the full amount of the aggregate subscription price for the Shares in respect of which the notice is given (such notice to be received by the Company not later than two business days prior to the proposed meeting), exercise the option to its full extent or to the extent specified in the notice and the Company shall as soon as possible and in any event no later than the business day immediately prior to the date of the proposed meeting, allot and issue such number of Shares to the grantee which falls to be issued on such exercise of the option credited as fully paid and register the grantee as holder thereof.

With effect from the date of such meeting, the rights of all grantees to exercise their respective options shall forthwith be suspended. Upon such compromise or arrangement becoming effective, all options shall, to the extent that they have not been exercised, lapse and determine. If for any reason such compromise or arrangement does not become effective and is terminated or lapses, the rights of grantees to exercise their respective options shall with effect from such termination be restored in full but only upon the extent not already exercised and shall become exercisable.

(p) Ranking of Shares

The Shares to be allotted upon the exercise of an option will not carry voting rights until completion of the registration of the grantee (or any other person) as the holder thereof. Subject to the aforesaid, Shares allotted and issued on the exercise of options will rank *pari passu* and shall have the same voting, dividend, transfer and other rights, including those arising on liquidation as attached to the other fully-paid Shares in issue on the date of exercise.

(q) Effect of alterations to capital

In the event of any alteration in the capital structure of the Company whilst any option may become or remains exercisable, whether by way of capitalisation issue, rights issue, consolidation, subdivision or reduction of share capital of the Company, or otherwise howsoever, such corresponding alterations (if any) shall be made in the number of Shares subject to any options so far as unexercised

and/or the subscription price per Share of each outstanding option as the auditors of the Company or an independent financial advisor shall certify in writing to the Board to be in their/his opinion fair and reasonable in compliance with Rule 17.03(13) of the Listing Rules, the supplementary guidance issued by the Stock Exchange on 5 September 2005 and any future guidance and interpretation of the Listing Rules issued by the Stock Exchange from time to time and the note thereto.

Any such alterations will be made on the basis that a grantee shall have the same proportion of the issued share capital of the Company for which any grantee of an option is entitled to subscribe pursuant to the options held by him before such alteration. No such alteration will be made the effect of which would be to enable a Share to be issued at less than its nominal value. The issue of securities as consideration in a transaction is not to be regarded as a circumstance requiring any such alterations.

(r) Expiry of option

An option shall lapse automatically and not be exercisable (to the extent not already exercised) on the earliest of:

- (i) the date of expiry of the option as may be determined by the Board;
- (ii) the expiry of any of the periods referred to in paragraphs (k), (l), (m), (n) or (o);
- (iii) the date on which the scheme of arrangement of the Company referred to in paragraph (o) becomes effective;
- (iv) subject to paragraph (n), the date of commencement of the winding-up of the Company;
- (v) the date on which the grantee ceases to be an Eligible Participant by reason of such grantee's resignation from the employment of the Company or any of its subsidiaries or the termination of his or her employment or contract on any one or more of the grounds that he or she has been guilty of serious misconduct, or has been convicted of any criminal offence involving his or her integrity or honesty or in relation to an employee of the Group (if so determined by the Board) on any other ground on which an employer would be entitled to terminate his employment at common law or pursuant to any applicable laws or under the grantee's service contract with the Group. A resolution of the Board to the effect that the employment of a grantee has or has not been terminated on one or more of the grounds specified in this paragraph shall be conclusive; or
- (vi) the date on which the Board shall exercise the Company's right to cancel the option at any time after the grantee commits a breach of paragraph (h) above or the options are cancelled in accordance with paragraph (t) below.

(s) Alteration of the Share Option Scheme

The Share Option Scheme may be altered in any respect by resolution of the Board except that:

- (i) any alteration to the advantage of the grantees or the Eligible Participants (as the case may be) in respect of the matters contained in Rule 17.03 of the Listing Rules; and
- (ii) any material alteration to the terms and conditions of the Share Option Scheme or any change to the terms of options granted,

shall first be approved by the Shareholders in general meeting provided that if the proposed alteration shall adversely affect any option granted or agreed to be granted prior to the date of alteration, such alteration shall be further subject to the grantees' approval in accordance with the terms of the Share Option Scheme. The amended terms of the Share Option Scheme shall still comply with Chapter 17 of the Listing Rules and any change to the authority of the Board in relation to any alteration to the terms of the Share Option Scheme must be approved by Shareholders in general meeting.

(t) Cancellation of Options

Subject to paragraph (h) above, any cancellation of options granted but not exercised must be approved by the grantees of the relevant options in writing.

(u) Termination of the Share Option Scheme

The Company may by resolution in general meeting or the Board at any time terminate the Share Option Scheme and in such event no further option shall be offered but the provisions of the Share Option Scheme shall remain in force to the extent necessary to give effect to the exercise of any option granted prior thereto or otherwise as may be required in accordance with the provisions of the Share Option Scheme. Options granted prior to such termination but not yet exercised at the time of termination shall continue to be valid and exercisable in accordance with the Share Option Scheme.

(v) Administration of the Board

The Share Option Scheme shall be subject to the administration of the Board whose decision as to all matters arising in relation to the Share Option Scheme or its interpretation or effect (save as otherwise provided herein) shall be final and binding on all parties.

(w) Conditions of the Share Option Scheme

The Share Option Scheme is conditional on:

- (i) the passing of the necessary resolution by the shareholders of the Company to approve and adopt the Share Option Scheme;
- (ii) the Listing Committee of the Stock Exchange granting for the listing of, and permission to deal in, the Shares which may fall to be issued pursuant to the exercise of options to be granted under the Share Option Scheme;
- (iii) the obligations of the Underwriters under the Underwriting Agreement becoming unconditional (including, if relevant, as result of the waiver of any such condition(s)) and not being terminated in accordance with the terms of the Underwriting Agreements or otherwise; and
- (iv) the commencement of dealings in the Shares on the Stock Exchange.

(x) Disclosure in annual and interim reports

The Company will disclose details of the Share Option Scheme in its annual and interim reports including the number of options, date of grant, exercise price, exercise period and vesting period during the financial year/period in the annual/interim reports in accordance with the Listing Rules in force from time to time.

(y) Present status of the Share Option Scheme

As at the Latest Practicable Date, no option had been granted or agreed to be granted under the Share Option Scheme.

Application has been made to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Shares which may fall to be issued pursuant to the exercise of the options to be granted under the Share Option Scheme, being 169,076,650 Shares in total.

2. Estate duty, tax and other indemnities

Mr. TAN, has entered into a deed of indemnity with and in favour of the Company (for itself and as trustee for each of its present subsidiaries) (being the contract referred to in paragraph (w) of the subsection headed “Summary of material contracts” in this appendix) to provide indemnities in respect of, among other matters, estate duty which might be payable by any member of the Group, by reason of any laws of the applicable jurisdictions to any member of the Group on or before the date on which the Global Offering becomes unconditional (the “Effective Date”). The deed of indemnity also contains indemnities given by Mr. TAN in respect of, among others, taxation resulting from income, profits or gains earned, accrued or received by the Original Group on or before the Effective Date which might be payable by any member of the Original Group. The deed of indemnity also contains indemnities

given by Mr. TAN for any losses (including penalties and fines) arising from the properties of the Original Group (if any) and any non-compliance of any applicable environmental laws and regulation under the PRC.

Each of WWIC and WWX has entered into a deed of indemnity with and in favour of the Company (for itself and as trustee for each of its present subsidiaries) to provide indemnities on a joint and several basis in respect of, among others, (i) any taxation resulting from income, profits or gains earned, accrued or received by the Acquired Group and any property claim to which the Acquired Group may be subject arising from the issues affecting the properties of the Acquired Group, details of which are set out in the subsection headed “Property interests” in the section headed “Business” of this prospectus; and (ii) any property claim to which the Acquired Group may be subject arising from the issues affecting the properties of the Acquired Group, details of which are set out in the subsection headed “Property interests” in the section headed “Business” of this prospectus. The Directors have been advised that no material liability for estate duty is likely to fall on the Company or any of its subsidiaries in the Cayman Islands, Hong Kong, BVI or the PRC.

Mr. TAN has provided an indemnity in favour of the Company (for itself and as trustee on behalf of its present subsidiaries) in respect of any losses, liabilities, damages, costs and expenses suffered or incurred by the Company or any member of the Original Group as a result of any claim, counterclaim, litigation, proceeding, investigation or hearing to which any member of the Original Group is subject arising from any facts or circumstances subsisting on or prior to the Listing Date.

3. Litigation

As at the Latest Practicable Date, no member of the Group was engaged in any litigation or arbitration of material importance and no litigation or claim of material importance is pending or threatened by or against any member of the Group.

4. Sponsor

The Sponsor has made an application on behalf of the Company to the Listing Committee of the Stock Exchange for a listing of, and permission to deal in, all the Shares in issue and to be issued as mentioned in this prospectus (including any Shares which may fall to be issued pursuant to the exercise of any options which may be granted under the Share Option Scheme). All necessary arrangements have been made for the shares to be admitted into CCASS.

5. Preliminary expenses

The preliminary expenses of the Company are estimated to be approximately HK\$20,000 and are payable by the Company.

6. Taxation of holders of Shares

(a) Hong Kong

The sale, purchase and transfer of Shares registered with the Company's Hong Kong branch register of members will be subject to Hong Kong stamp duty, the current rate charged on each of the purchaser and seller is 0.1% of the consideration of, if higher, of the fair value of, the Shares being sold or transferred. Profits from dealings in the Shares arising in or derived from Hong Kong may also be subject to Hong Kong profits tax.

The Revenue (Abolition of Estate Duty) Ordinance 2005 came into effect on 11 February 2006 in Hong Kong. No Hong Kong estate duty is payable and no estate duty clearance papers are needed for a grant of representation in respect of holders of Shares whose death occurs on or after 11 February 2006.

(b) Cayman Islands

Under the Cayman Islands law currently in force, there is no stamp duty payable in the Cayman Islands on transfers of Shares.

(c) Consultation with professional advisors

Intending holders of the Shares are recommended to consult their professional advisors if they are in doubt as to the taxation implications of subscribing for, purchasing, holding or disposing of or dealing in the Shares. It is emphasised that none of the Company, the Directors or the other parties involved in the Global Offering can accept responsibility for any tax effect on, or liabilities of, holders of Shares resulting from their subscription for, purchase, holding or disposal of or dealing in Shares or exercise of any rights attaching to them.

7. Qualification of experts

The following are the qualifications of the experts who have given opinion or advice which are contained in this prospectus:

Name	Qualifications
BNP Paribas Capital (Asia Pacific) Limited	Licensed corporation under the SFO to conduct types 1 (dealing in securities), and type 6 (advising on corporate finance) regulated activities as defined under the SFO
KPMG	Certified Public Accountants
Conyers Dill & Pearman	Cayman Islands attorneys-at-law
Vigers Appraisal & Consulting Ltd	Professional property surveyors and valuers
Jingtian & Gongcheng	Qualified PRC lawyers
Lee & Li Attorneys-At-Law	Qualified Taiwan lawyers

8. Consents of experts

Each of the Sponsor, KPMG, Conyers Dill & Pearman, Vigers Appraisal & Consulting Ltd, Jingtian & Gongcheng and Lee & Li Attorneys-At-Law has given and has not withdrawn its written consent to the issue of this prospectus with the inclusion of its report and/or letter and/or valuation certificate and/or opinion and/or the references to its name included herein in the form and context in which it is respectively included.

9. Particulars of the Selling Shareholders

Name	Address	Number of Shares to be sold (assuming that the Over-allotment Option is not exercised)	Number of additional Shares to be sold if the Over-allotment Option is exercised in full
Mr. TAN	Unit 7-78, Xindalu, Yong An Li, Guta District, Jinzhou City, PRC	56,726,000	Nil
WWIC	Offshore Chambers, P.O. Box 217 Apia, Samoa	50,047,000	Nil
SEC	Suzunoya-Murotate Bldg. 8F., 1-20-11, Ueno, Taito-Ku, Tokyo, Japan	18,680,000	19,012,000

Name	Address	Number of Shares to be sold (assuming that the Over-allotment Option is not exercised)	Number of additional Shares to be sold if the Over-allotment Option is exercised in full
PLC	Rooms 4001-06, Office Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong	2,379,000	2,421,000
PEC	East Asia Chambers, P.O. Box 901, Road Town, Tortola, British Virgin Islands	12,525,000	13,070,000
Asia Vest	P.O. Box 309, Ugland House, South Church Street, Grand Cayman, Cayman Islands	9,779,000	9,953,000
Seaquest	Citco Building, Wickhams Cay, P.O. Box 662, Road Town, Tortola, British Virgin Islands	4,893,000	4,980,000
APC	P.O. Box 662, Road Town, Tortola, British Virgin Islands	2,717,000	2,765,000
USIFE	12/F., No. 37 Ji-hu Road, Nei-hu District, Taipei 114, Taiwan, R.O.C.	2,176,000	2,215,000
Grand Sea	Offshore Chambers, P.O. Box 217 Apia, Samoa	1,712,000	1,743,000
Hiramatsu	Offshore Chambers, P.O. Box 217 Apia, Samoa	1,522,000	1,549,000
Powerteam	Offshore Chambers, P.O. Box 217 Apia, Samoa	1,119,000	1,138,000
Premium Service	Portcullis TrustNet Chambers, P.O. Box 1225, Apia, Samoa	682,000	694,000
Novus Capital	2nd Floor, Abbott Building, Road Town, Tortola, British Virgin Islands	318,000	NIL

Name	Address	Number of Shares to be sold (assuming that the Over-allotment Option is not exercised)	Number of additional Shares to be sold if the Over-allotment Option is exercised in full
Mr. YEUNG Wai	Unit E, 15/F., Block 1, Grand Promenade, 38 Tai Hong Street, Sai Wan Ho, Hong Kong	318,000	324,000
Broadsight	P.O. Box 957, Offshore Incorporations Centre, Road Town, Tortola, British Virgin Islands	136,000	139,000
Sumitomo	1-8-11, Harumi, Chuo-ku, Tokyo, Japan	2,665,000	2,712,000
Sumitomo HK	23/F, United Centre, 95 Queensway, Hong Kong	672,000	684,000

10. Binding effect

This prospectus shall have the effect, if an application is made in pursuance hereof, of rendering all persons concerned bound by all of the provisions (other than the penal provisions) of sections 44A and 44B of the Companies Ordinance so far as applicable.

11. The Latest Financial Period Reported on by the Reporting Accountants Required Under the Listing Rules and the Companies Ordinance

According to the Listing Rules and the Companies Ordinance, the Company is required to disclose certain financial information in relation to certain financial periods. In this regard, the Company has applied for (i) a waiver from strict compliance with the disclosure requirements under Rule 4.04(1) to the Listing Rules (which the Stock Exchange has granted) and (ii) an exemption from strict compliance with the disclosure requirements of paragraph 27 of Part I and paragraph 31 of Part II of the Third Schedule to the Companies Ordinance (which the SFC has granted). Further details of such waiver and exemption (including the conditions to the waiver and exemption) are set out in the section headed "Waivers from Compliance with the Listing Rules and the Companies Ordinance" in this prospectus.

12. Miscellaneous

- (a) Save as disclosed in this prospectus, within the two years immediately preceding the date of this prospectus:
 - (i) no share or loan capital of the Company or any of its subsidiaries has been issued or agreed to be issued or is proposed to be fully or partly paid either for cash or a consideration other than cash;
 - (ii) no share or loan capital of the Company or any of its subsidiaries is under option or is agreed conditionally or unconditionally to be put under option;
 - (iii) no commissions, discounts, brokerages or other special terms have been granted or agreed to be granted in connection with the issue or sale of any share or loan capital of the Company or any of its subsidiaries;
 - (iv) no commission has been paid or is payable for subscription, agreeing to subscribe, procuring subscription or agreeing to procure subscription of any share in the Company or any of its subsidiaries;
- (b) save as disclosed in this prospectus, there are no founder, management or deferred shares nor any debentures in the Company or any of its subsidiaries;
- (c) none of the persons named in the sub-paragraph headed "Consents of experts" in this appendix is interested beneficially or otherwise in any shares of any member of the Group or has any right or option (whether legally enforceable or not) to subscribe for or nominate persons to subscribe for any securities in any member of the Group;
- (d) the Directors confirm that there has been no material adverse change in the financial or trading position or prospects of the Group since 30 September 2007 (being the date to which the latest audited combined financial statements of the Group were made up);
- (e) there has not been any interruption in the business of the Group which may have or has had a significant effect on the financial position of the Group in the 12 months preceding the date of this prospectus;
- (f) a branch register of members of the Company will be maintained in Hong Kong by Computershare Hong Kong Investor Services Limited. Unless the Directors otherwise agree, all transfer and other documents of title of Shares must be lodged for registration with and registered by the Company's share register in Hong Kong and may not be lodged in the Cayman Islands. All necessary arrangements have been made to enable the Shares to be admitted to CCASS;

- (g) no company within the Group is presently listed on any stock exchange or traded on any trading system;
- (h) the Company does not have any substantial shareholder or director who have an interest in a business apart from the Company's business which competes or is likely to compete, either directly or indirectly, with the Company's business; and
- (i) In respect of profits and dividends out of the PRC and into Hong Kong, according to the new PRC tax laws with effect from 1 January 2008, repatriation of profits out of the PRC by investors will be subject to an income tax (which in effect is a withholding tax in nature) of 20%. Investors incorporated in Hong Kong are only subject to an income tax of 5%. Wealthy Rise was incorporated in Hong Kong on 21 June 2007 and is wholly-owned by Solartech. It is intended that it will act as the intermediate holding company of all subsidiaries established in the PRC in view of the potential tax benefit to be enjoyed by investors incorporated in Hong Kong. It is also intended that Wealthy Rise will engage in trading of raw materials, ingots and wafers.