

香港交易及結算所有限公司及香港聯合交易所有限公司對本公告的內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示，概不對因公告全部或任何部分內容而產生或因倚賴該等內容而引致的任何損失承擔任何責任。



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

(於開曼群島註冊成立之有限公司)

(股份代號：757)

海外監管公告

本公告是由陽光能源控股有限公司（「本公司」）依據香港聯合交易所有限公司證券上市規則第 13.09(2)條作出。

以下所附是本公司按臺灣證券交易所股份有限公司的規定於二零一一年九月二十三日在臺灣證券交易所股份有限公司網頁刊發的公告。

承董事會命
陽光能源控股有限公司
執行董事
許祐淵

香港，二零一一年九月二十三日

於本公告日期，本公司執行董事為譚文華先生、許祐淵先生及張麗明女士；本公司非執行董事為焦平海先生及莊堅毅先生；而本公司獨立非執行董事為符霜葉女士、林文博士、王永權先生及張椿先生。

陽光能源控股有限公司及其子公司
民國一〇〇年及九十九年上半年度
合併財務報表
暨會計師複核報告
(上市之台灣存託憑證用外國公司財務報告)

陽光能源控股有限公司及其子公司
民國一〇〇年及九十九年上半年度財務報表暨會計師複核報告
(上市之台灣存託憑證用外國公司財務報告)

目 錄

<u>內</u>	<u>容</u>	<u>附 件 編 號</u>
目錄		
本國會計師複核報告		一
按新台幣換算之財務報表		二
一、合併資產負債表		
二、合併損益表		
三、合併全面收入表		
四、合併股東權益變動表		
五、簡明合併現金流量表		
依中華民國一般公認會計原則重編後之主要財務報表		三
一、重編後合併資產負債表		
二、重編後合併損益表		
三、合併資產負債表及合併損益表重編說明(含合併財務報表重編 原則及中華民國及香港一般公認會計原則之差異彙總說明)		
外國會計師核閱報告(中譯本及原文)		四
財務報表及其相關附註或附表(中譯本及原文)		四

附 件 一

會計師複核報告

陽光能源控股有限公司 公鑒：

陽光能源控股有限公司及其子公司依照香港一般公認會計原則編製之民國一〇〇年六月三十日及九十九年十二月三十一日之合併資產負債表，暨民國一〇〇年上半年度及九十九年上半年度之合併損益表、合併全面收入表、合併股東權益變動表及簡明合併現金流量表(金額以人民幣為單位)，業經香港畢馬威會計師事務所核閱完竣，並於民國一〇〇年八月三十一日出具核閱報告(詳附件四)。隨附陽光能源控股有限公司及其子公司民國一〇〇年六月三十日及九十九年十二月三十一日依新台幣換算之合併資產負債表、民國一〇〇年上半年度及九十九年上半年度依新台幣換算之合併損益表及其相關資訊(詳附件二)暨依中華民國一般公認會計原則及相關法令予以重編之民國一〇〇年上半年度及九十九年上半年度之合併資產負債表及合併損益表(詳附件三)，業經本會計師依照「募集與發行台灣存託憑證外國公司財務報告複核要點」，採行必要之複核程序予以複核竣事。由於本會計師並未依照一般公認審計準則查核，故無法對上開合併財務報表之整體是否允當表達表示意見。

如附件三所述，陽光能源控股有限公司及其子公司之主要合併財務報表格式係依香港一般公認會計原則及相關法令規定編製，致與中華民國規定部分不同，是以陽光能源控股有限公司及其子公司業已依中華民國一般公認會計原則及相關法令予以重編其民國一〇〇年上半年度及九十九年上半年度之合併資產負債表及合併損益表。

依本會計師之複核結果，第一段所述陽光能源控股有限公司及其子公司民國一〇〇年上半年度及九十九年上半年度依新台幣換算之合併資產負債表、合併損益表暨其相關資訊暨依中華民國一般公認會計原則及相關法令重編後之合併資產負債表及合併損益表，並未發現有違反「募集與發行台灣存託憑證外國公司財務報告複核要點」規定而需作重大修正、調整或再補充揭露之情事。

安 侯 建 業 聯 合 會 計 師 事 務 所

施 威 銘

會 計 師：

張 惠 貞

證券主管機關：金管證六字第 0950103298 號

核准簽證文號：(88)台財證(六)第 18311 號

民 國 一 〇 〇 年 九 月 十 九 日

附 件 二

本公司及子公司原以人民幣編製之合併財務報表，謹依規定匯率編製按新台幣換算之主要財務報表：

- 一、合併資產負債表。
- 二、合併損益表。
- 三、合併全面收入表。
- 四、合併股東權益變動表。
- 五、簡明合併現金流量表。

民國一〇〇年上半年度及九十九年上半年度比較報表之所有科目金額，係分別以民國一〇〇年六月三十日之人民幣對新台幣匯率(RMB\$1：NT\$4.4558)及民國九十九年六月三十日之人民幣對新台幣匯率(RMB\$1：NT\$4.7598)換算；另民國九十九年度比較報表之所有科目金額係以人民幣對新台幣(RMB\$1：NT\$4.4405)換算。

最近三年度人民幣對新台幣匯率最高、最低及平均匯率如下：

	<u>月收盤最高</u>	<u>月收盤最低</u>	<u>月收盤平均</u>
民國九十九年度	RMB\$1：NT\$4.7468	RMB\$1：NT\$4.4405	RMB\$1：NT\$4.6742
民國九十八年度	RMB\$1：NT\$5.0218	RMB\$1：NT\$4.7276	RMB\$1：NT\$4.8389
民國九十七年度	RMB\$1：NT\$4.8495	RMB\$1：NT\$4.3256	RMB\$1：NT\$4.5404

陽光能源控股有限公司及其子公司

合併資產負債表

民國一〇〇年六月三十日及九十九年十二月三十一日

單位：千元

	僅經核閱，未經審核		經審核	
	民國100年6月30日		民國99年12月31日	
	人 民 幣	新 台 幣	人 民 幣	新 台 幣
非流動資產				
物業、廠房及設備	\$ 1,710,098	7,619,855	1,197,049	5,315,496
無形資產	241,379	1,075,537	-	-
商譽	208,237	927,862	-	-
購置物業、廠房及設備的預付款項	41,748	186,021	49,063	217,864
租賃預付款項	89,257	397,711	68,400	303,730
原材料的預付款項	427,841	1,906,374	146,915	652,376
於一間聯營公司的權益	73,981	329,644	37,000	164,299
遞延稅項資產	12,220	54,450	4,250	18,872
	<u>2,804,761</u>	<u>12,497,454</u>	<u>1,502,677</u>	<u>6,672,637</u>
流動資產				
存貨	724,925	3,230,121	378,287	1,679,784
應收貿易賬款及其他應收款項	740,385	3,299,008	628,412	2,790,463
已抵押存款	135,808	605,133	74,113	329,099
即期可回收稅額	28,763	128,162	-	-
銀行及手頭現金	679,355	3,027,070	459,734	2,041,449
	<u>2,309,236</u>	<u>10,289,494</u>	<u>1,540,546</u>	<u>6,840,795</u>
流動負債				
應付貿易賬款及其他應付款項	661,855	2,949,094	463,322	2,057,381
銀行貸款	942,374	4,199,030	648,011	2,877,493
即期應付稅項	379	1,689	2,243	9,960
	<u>1,604,608</u>	<u>7,149,813</u>	<u>1,113,576</u>	<u>4,944,834</u>
流動資產淨值	\$ 704,628	3,139,681	426,970	1,895,961
資產總值減流動負債	\$ 3,509,389	15,637,135	1,929,647	8,568,598
非流動負債				
市政府貸款	\$ 3,203	14,272	3,095	13,743
銀行貸款	870,926	3,880,672	85,000	377,443
遞延稅項負債	77,419	344,963	21,547	95,679
遞延收入	211,281	941,426	172,905	767,785
其他非流動負債	4,868	21,691	1,385	6,150
	<u>1,167,697</u>	<u>5,203,024</u>	<u>283,932</u>	<u>1,260,800</u>
資產淨值	\$ 2,341,692	10,434,111	1,645,715	7,307,798
資本及儲備				
股本	\$ 198,585	884,855	162,458	721,395
儲備	2,081,579	9,275,100	1,444,320	6,413,503
本公司權益股東應佔權益總額	2,280,164	10,159,955	1,606,778	7,134,898
非控制性權益	61,528	274,156	38,937	172,900
權益總額	\$ 2,341,692	10,434,111	1,645,715	7,307,798

註：民國一〇〇年上半年度財務報表之所有資產、負債、股東權益及損益科目金額，係以民國100年6月30日之匯率 RMB\$1=NT\$4.4558 換算。

民國九十九年十二月三十一日財務報表之所有資產、負債及股東權益金額，係以民國99年12月31日之匯率 RMB\$1=NT\$4.4405 換算。

代表人：許祐淵

經理人：鄒耀明

會計主管：王君偉

陽光能源控股有限公司及其子公司

合併損益表

民國一〇〇年及九十九年一月一日至六月三十日

單位：千元

僅經核閱，未經審核

	民國 100 年上半年度		民國 99 年上半年度	
	人 民 幣	新 台 幣	人 民 幣	新 台 幣
營業額	\$ 1,274,146	5,677,340	796,411	3,790,757
銷售成本	<u>(986,885)</u>	<u>(4,397,362)</u>	<u>(701,164)</u>	<u>(3,337,400)</u>
毛利	287,261	1,279,978	95,247	453,357
其他收入	12,918	57,560	12,310	58,593
其他收益淨額	4,935	21,989	115	547
銷售及分銷開支	(7,968)	(35,504)	(4,252)	(20,238)
行政開支	<u>(137,781)</u>	<u>(613,924)</u>	<u>(42,504)</u>	<u>(202,311)</u>
經營利潤	159,365	710,099	60,916	289,948
聯合股權損失	(19)	(85)	-	-
融資成本	<u>(19,114)</u>	<u>(85,168)</u>	<u>(8,365)</u>	<u>(39,816)</u>
除稅前利潤	140,232	624,846	52,551	250,132
所得稅開支	<u>(26,899)</u>	<u>(119,856)</u>	<u>(12,006)</u>	<u>(57,146)</u>
期內利潤	<u>\$ 113,333</u>	<u>504,990</u>	<u>40,545</u>	<u>192,986</u>
以下人士應佔：				
本公司權益股東	\$ 112,792	502,579	41,164	195,932
非控制性權益	<u>541</u>	<u>2,411</u>	<u>(619)</u>	<u>(2,946)</u>
期內利潤	<u>\$ 113,333</u>	<u>504,990</u>	<u>40,545</u>	<u>192,986</u>
每股盈利(人民幣分／ 新台幣元)－基本及攤薄	<u>\$ 5.17</u>	<u>0.23</u>	<u>2.28</u>	<u>0.11</u>

註：民國一〇〇年上半年度財務報表之所有資產、負債、股東權益及損益科目金額，係以民國 100 年 6 月 30 日之匯率 RMB\$1=NT\$4.4558 換算。

民國九十九年上半年度財務報表之所有資產、負債、股東權益及損益科目金額，係以民國 99 年 6 月 30 日之匯率 RMB\$1=NT\$4.7598 換算。

代表人：許祐淵

經理人：鄒耀明

會計主管：王君偉

陽光能源控股有限公司及其子公司

合併全面收入表

民國一〇〇年及九十九年一月一日至六月三十日

單位：千元

	僅經核閱，未經審核			
	民國一〇〇年上半年度		民國九十九年上半年度	
	人民幣	新台幣	人民幣	新台幣
期內利潤	\$ 113,333	504,990	40,545	192,986
期內其他全面收入				
換算中華人民共和國(「中國」)				
境外附屬公司財務報表之匯兌				
差額	<u>(6,409)</u>	<u>(28,558)</u>	<u>(1,395)</u>	<u>(6,640)</u>
期間全面收入總額	\$ <u>106,924</u>	<u>476,432</u>	<u>39,150</u>	<u>186,346</u>
以下人士應佔：				
本公司權益股東	\$ 106,383	474,021	39,769	189,292
非控制性權益	<u>541</u>	<u>2,411</u>	<u>(619)</u>	<u>(2,946)</u>
期間全面收入總額	\$ <u>106,924</u>	<u>476,432</u>	<u>39,150</u>	<u>186,346</u>

註：民國一〇〇年上半年度財務報表之所有資產、負債、股東權益及損益科目金額，係以民國 100 年 6 月 30 日之匯率 RMB\$1=NT\$4.4558 換算。

民國九十九年上半年度財務報表之所有資產、負債、股東權益及損益科目金額，係以民國 99 年 6 月 30 日之匯率 RMB\$1=NT\$4.7598 換算。

代表人：許祐淵

經理人：鄒耀明

會計主管：王君偉

陽光能源控股有限公司及其子公司
 合併股東權益變動表
 民國一〇〇年及九十九年一月一日至六月三十日

單位：人民幣千元

僅經核閱，未經審核

	股 本	股 份 溢 價	一 般 儲 備 金	資 本 儲 備	匯 兌 儲 備	其 他 儲 備	保 留 盈 利	小 計	非 控 制 性 權 益	權 益 總 額
於民國一〇〇年一月一日	\$ 162,458	940,428	117,555	40,828	(10,289)	(66,710)	422,508	1,606,778	38,937	1,645,715
上年度獲批准股息	-	(78,476)	-	-	-	-	-	(78,476)	-	(78,476)
發行分類為權益之可換股債券	-	-	-	-	-	644,281	-	644,281	-	644,281
兌換可換股債券時發行之股份	36,127	608,154	-	-	-	(644,281)	-	-	-	-
非控制性權益	-	-	-	-	-	-	-	-	22,050	22,050
以股份支付款項	-	-	-	1,198	-	-	-	1,198	-	1,198
期內全面收入總額	-	-	-	-	(6,409)	-	112,792	106,383	541	106,924
於民國一〇〇年六月三十日	\$ <u>198,585</u>	<u>1,470,106</u>	<u>117,555</u>	<u>42,026</u>	<u>(16,698)</u>	<u>(66,710)</u>	<u>535,300</u>	<u>2,280,164</u>	<u>61,528</u>	<u>2,341,692</u>
於民國九十九年一月一日	\$ 162,458	940,428	88,810	50,944	(10,475)	(66,710)	222,264	1,387,719	19,561	1,407,280
以股份支付款項	-	-	-	2,478	-	-	-	2,478	-	2,478
期內全面收入總額	-	-	-	-	(1,395)	-	41,164	39,769	(619)	39,150
於民國九十九年六月三十日	\$ <u>162,458</u>	<u>940,428</u>	<u>88,810</u>	<u>53,422</u>	<u>(11,870)</u>	<u>(66,710)</u>	<u>263,428</u>	<u>1,429,966</u>	<u>18,942</u>	<u>1,448,908</u>

代表人：許祐淵

經理人：鄒耀明

會計主管：王君偉

陽光能源控股有限公司及其子公司
合併股東權益變動表
民國一〇〇年及九十九年一月一日至六月三十日

單位：新台幣千元

僅經核閱，未經審核

	股 本	股 份 溢 價	一 般 儲 備 金	資 本 儲 備	匯 兌 儲 備	其 他 儲 備	保 留 盈 利	小 計	非 控 制 性 益 權	權 益 總 額
於民國一〇〇年一月一日	\$ 723,880	4,190,359	523,802	181,921	(45,846)	(297,246)	1,882,611	7,159,481	173,495	7,332,976
上年度獲批准股息	-	(349,673)	-	-	-	-	-	(349,673)	-	(349,673)
發行分類為權益之可換股債券	-	-	-	-	-	2,870,788	-	2,870,788	-	2,870,788
兌換可換股債券時發行之股份	160,975	2,709,813	-	-	-	(2,870,788)	-	-	-	-
非控制性權益	-	-	-	-	-	-	-	-	98,250	98,250
以股份支付款項	-	-	-	5,338	-	-	-	5,338	-	5,338
期內全面收入總額	-	-	-	-	(28,558)	-	502,579	474,021	2,411	476,432
於民國一〇〇年六月三十日	\$ 884,855	6,550,499	523,802	187,259	(74,404)	(297,246)	2,385,190	10,159,955	274,156	10,434,111
於民國九十九年一月一日	\$ 773,268	4,476,249	422,718	242,483	(49,859)	(317,526)	1,057,932	6,605,265	93,106	6,698,371
以股份支付款項	-	-	-	11,795	-	-	-	11,795	-	11,795
期內全面收入總額	-	-	-	-	(6,640)	-	195,932	189,292	(2,946)	186,346
於民國九十九年六月三十日	\$ 773,268	4,476,249	422,718	254,278	(56,499)	(317,526)	1,253,864	6,806,352	90,160	6,896,512

註：民國一〇〇年上半年度財務報表之所有資產、負債、股東權益及損益科目金額，係以民國 100 年 6 月 30 日之匯率 RMB\$1=NT\$4.4558 換算。

民國九十九年上半年度財務報表之所有資產、負債、股東權益及損益科目金額，係以民國 99 年 6 月 30 日之匯率 RMB\$1=NT\$4.7598 換算。

代表人：許祐淵

經理人：鄒耀明

會計主管：王君偉

陽光能源控股有限公司及其子公司

簡明合併現金流量表

民國一〇〇年及九十九年一月一日至六月三十日

單位：千元

	僅經核閱，未經審核			
	一〇〇年上半年度		九十九年上半年度	
	人 民 幣	新 台 幣	人 民 幣	新 台 幣
經營活動所得(所用)現金	\$ (318,912)	(1,421,008)	64,962	309,206
已付稅項	<u>(63,959)</u>	<u>(284,989)</u>	<u>(1,654)</u>	<u>(7,873)</u>
經營活動所得(所用)現金淨額	(382,871)	(1,705,997)	63,308	301,333
投資活動所得(所用)現金淨額	(73,547)	(327,711)	16,014	76,224
融資活動所得現金淨額	<u>746,477</u>	<u>3,326,152</u>	<u>55,814</u>	<u>265,663</u>
現金及現金等價物之增加淨額	290,059	1,292,444	135,136	643,220
匯率變動的影響	(438)	(1,952)	(950)	(4,522)
於一月一日現金及現金等價物	<u>389,734</u>	<u>1,736,577</u>	<u>179,171</u>	<u>852,818</u>
於六月三十日現金及現金等價物	<u>\$ 679,355</u>	<u>3,027,069</u>	<u>313,357</u>	<u>1,491,516</u>

註：民國一〇〇年上半年度財務報表之所有資產、負債、股東權益及損益科目金額，係以民國 100 年 6 月 30 日之匯率 RMB\$1=NT\$4.4558 換算。

民國九十九年上半年度財務報表之所有資產、負債、股東權益及損益科目金額，係以民國 99 年 6 月 30 日之匯率 RMB\$1=NT\$4.7598 換算。

代表人：許祐淵

經理人：鄒耀明

會計主管：王君偉

附 件 三

陽光能源控股有限公司及其子公司

合併資產負債表

(依中華民國會計原則重編)

民國一〇〇年及九十九年六月三十日

單位：新台幣千元

	100.6.30			99.6.30		
	依所屬國法令及會計原則規定編製之金額(註2)	依我國法令及會計原則規定調節之金額	依我國規定編製之金額	依所屬國法令及會計原則規定編製之金額(註2)	依我國法令及會計原則規定調節之金額	依我國規定編製之金額
資 產						
流動資產：						
現金及銀行存款	\$ 3,027,070	-	3,027,070	\$ 1,491,516	-	1,491,516
應收帳款	1,594,116	-	1,594,116	1,371,635	-	1,371,635
應收帳款－關係人	11,585	-	11,585	265,702	-	265,702
其他應收款	135,826	-	135,826	9,016	-	9,016
其他應收款－關係人	193,083	-	193,083	10,857	-	10,857
預付款項－關係人	134,957	-	134,957	25,803	-	25,803
存貨	3,230,121	-	3,230,121	2,607,709	-	2,607,709
受限制銀行存款	605,133	-	605,133	307,769	-	307,769
預付款項及其他流動資產	1,357,603	-	1,357,603	729,696	-	729,696
遞延所得稅資產－流動	-	-	-	23,208	-	23,208
流動資產合計	10,289,494	-	10,289,494	6,842,911	-	6,842,911
基金及長期投資：						
採權益法之長期股權投資	329,645	-	329,645	-	-	-
固定資產：						
房屋及建築	2,904,478	(26,133)	2,878,345	181,505	(27,916)	153,589
機器設備	3,163,484	(111,903)	3,051,581	2,321,864	(119,538)	2,202,326
運輸設備	62,965	(9,241)	53,724	47,712	(9,871)	37,841
其他設備	57,720	(3,123)	54,597	60,492	(3,336)	57,156
預付工程及設備款	186,021	-	186,021	344,567	-	344,567
在建工程	2,041,358	-	2,041,358	529,047	-	529,047
	8,416,026	(150,400)	8,265,626	3,485,187	(160,661)	3,324,526
減：累計折舊	(610,151)	91,910	(518,241)	(518,403)	83,900	(434,503)
固定資產淨額	7,805,875	(58,490)	7,747,385	2,966,784	(76,761)	2,890,023
無形資產	2,003,399	397,711	2,401,110	-	301,090	301,090
其他資產：						
預付長期購料款	1,906,374	-	1,906,374	1,186,894	-	1,186,894
租賃預付款項	397,711	(397,711)	-	301,090	(301,090)	-
遞延所得稅資產－非流動	54,450	-	54,450	156,070	-	156,070
其他資產合計	2,358,535	(397,711)	1,960,824	1,644,054	(301,090)	1,342,964
資產總計	\$ 22,786,948	(58,490)	22,728,458	\$ 11,453,749	(76,761)	11,376,988

註1：民國一〇〇年上半年度財務報表之所有資產、負債、股東權益及損益科目金額，係以民國100年6月30日之匯率 RMB\$1=NT\$4.4558 換算。

民國九十九年上半年度財務報表之所有資產、負債、股東權益及損益科目金額，係以民國99年6月30日之匯率 RMB\$1=NT\$4.7598 換算。

註2：揭露之格式業已依中華民國一般公認會計原則之規定予以調整。

代表人：許祐淵

經理人：鄒耀明

會計主管：王君偉

陽光能源控股有限公司及其子公司

合併資產負債表(續)

(依中華民國會計原則重編)

民國一〇〇年及九十九年六月三十日

單位：新台幣千元

	100.6.30			99.6.30		
	依所屬國法令及會計原則規定編製之金額(註 2)	依我國法令及會計原則規定調節之金額	依我國規定編製之金額	依所屬國法令及會計原則規定編製之金額(註 2)	依我國法令及會計原則規定調節之金額	依我國規定編製之金額
負債及股東權益						
流動負債：						
短期借款	\$ 4,199,030	-	4,199,030	\$ 1,784,154	-	1,784,154
應付票據及帳款	1,701,943	-	1,701,943	1,392,922	-	1,392,922
應付帳款－關係人	8,912	-	8,912	401,799	-	401,799
其他應付款－關係人	190,263	-	190,263	-	-	-
預收款項	206,406	-	206,406	127,839	-	127,839
應付費用及其他流動負債	843,259	-	843,259	152,237	-	152,237
流動負債合計	7,149,813	-	7,149,813	3,858,951	-	3,858,951
長期負債：						
長期借款	3,894,944	-	3,894,944	349,098	-	349,098
其他負債：						
遞延收入	941,426	-	941,426	310,043	-	310,043
遞延所得稅負債	344,963	-	344,963	39,145	-	39,145
其他負債	21,691	-	21,691	-	-	-
其他負債合計	1,308,080	-	1,308,080	349,188	-	349,188
負債合計	12,352,837	-	12,352,837	4,557,237	-	4,557,237
股東權益：						
股本	884,855	-	884,855	773,268	-	773,268
資本公積	6,440,512	-	6,440,512	4,413,001	-	4,413,001
法定盈餘公積	523,802	-	523,802	422,718	-	422,718
累積盈餘	2,385,190	(58,490)	2,326,700	1,253,864	(76,761)	1,177,103
累積換算調整數	(74,404)	-	(74,404)	(56,499)	-	(56,499)
	10,159,955	(58,490)	10,101,465	6,806,352	(76,761)	6,729,591
少數股權	274,156	-	274,156	90,160	-	90,160
股東權益合計	10,434,111	(58,490)	10,375,621	6,896,512	(76,761)	6,819,751
負債及股東權益總計	\$ 22,786,948	(58,490)	22,728,458	\$ 11,453,749	(76,761)	11,376,988

註 1：民國一〇〇年上半年度財務報表之所有資產、負債、股東權益及損益科目金額，係以民國 100 年 6 月 30 日之匯率 RMB\$1=NT\$4.4558 換算。

民國九十九年上半年度財務報表之所有資產、負債、股東權益及損益科目金額，係以民國 99 年 6 月 30 日之匯率 RMB\$1=NT\$4.7598 換算。

註 2：揭露之格式業已依中華民國一般公認會計原則之規定予以調整。

代表人：許祐淵

經理人：鄒耀明

會計主管：王君偉

陽光能源控股有限公司及其子公司
 合併損益表
 (依中華民國會計原則重編)
 民國一〇〇年及九十九年一月一日至六月三十日

單位：新台幣千元

	100 年上半年度			99 年上半年度		
	依所屬國法令及會計原則規定編製之金額(註 2)	依我國法令及會計原則規定調節之金額	依我國規定編製之金額	依所屬國法令及會計原則規定編製之金額(註 2)	依我國法令及會計原則規定調節之金額	依我國規定編製之金額
營業收入	\$ 5,677,340	-	5,677,340	\$ 3,790,757	-	3,790,757
營業成本	(4,397,362)	6,683	(4,390,679)	(3,337,400)	7,140	(3,330,260)
營業毛利	1,279,978	6,683	1,286,661	453,357	7,140	460,497
營業費用	(649,428)	-	(649,428)	(222,549)	-	(222,549)
營業淨利	630,550	6,683	637,233	230,808	7,140	237,948
營業外收入及利益：						
利息收入	8,907	-	8,907	5,255	-	5,255
政府補助收入	32,968	-	32,968	21,643	-	21,643
兌換利益淨額	-	-	-	538	-	538
出售下腳及廢料收入	4,875	-	4,875	23,766	-	23,766
什項收入	32,799	-	32,799	7,938	-	7,938
	79,549	-	79,549	59,140	-	59,140
營業外費用及損失：						
利息費用	(85,253)	-	(85,253)	(39,816)	-	(39,816)
	(85,253)	-	(85,253)	(39,816)	-	(39,816)
本期稅前淨利	624,846	6,683	631,529	250,132	7,140	257,272
所得稅費用	(119,856)	-	(119,856)	(57,146)	-	(57,146)
合併總淨利	\$ 504,990	6,683	511,673	\$ 192,986	7,140	200,126
歸屬予：						
母公司股東	\$ 502,579	6,683	509,262	\$ 195,932	7,140	203,072
少數股權	2,411	-	2,411	(2,946)	-	(2,946)
	\$ 504,990	6,683	511,673	\$ 192,986	7,140	200,126
基本每股盈餘(單位：新台幣元)	\$ 0.23	-	0.23	\$ 0.11	-	0.11

註 1：民國一〇〇年上半年度財務報表之所有資產、負債、股東權益及損益科目金額，係以民國 100 年 6 月 30 日之匯率 RMB\$1=NT\$4.4558 換算。

民國九十九年上半年度財務報表之所有資產、負債、股東權益及損益科目金額，係以民國 99 年 6 月 30 日之匯率 RMB\$1=NT\$4.7598 換算。

註 2：揭露之格式業已依中華民國一般公認會計原則之規定予以調整。

代表人：許祐淵

經理人：鄒耀明

會計主管：王君偉

陽光能源控股有限公司及其子公司
合併資產負債表及合併損益表重編說明
民國一〇〇年及九十九年上半年度

一、合併財務報表重編原則

陽光能源控股有限公司及其子公司(以下簡稱合併公司)如附件四所列之民國一〇〇年上半年度及九十九年上半年度財務報告，係包括陽光能源控股有限公司(以下簡稱本公司)及其子公司之合併財務資訊。合併公司民國一〇〇年上半年度及九十九年上半年度依香港法令及香港財務報告準則(以下簡稱香港一般公認會計原則)編製之合併資產負債表及合併損益表，因適用之會計原則不同，與我國「證券發行人財務報告編製準則」、「商業會計法」、「商業會計處理準則」及「中華民國財務會計準則」(以下簡稱中華民國一般公認會計原則)規定部份不符，爰依中華民國財政部證券暨期貨管理委員會八十二年八月二十四日(82)台財證(六)第 01972 號函「募集與發行台灣存託憑證外國公司財務報告複核要點」規定，就上述合併資產負債表及合併損益表依中華民國一般公認會計原則予以重編(以下簡稱重編合併財務報表)。

因適用之會計原則不同，致其對合併公司民國一〇〇年上半年度及九十九年上半年度之損益影響重大者，上述重編合併財務報表已依中華民國一般公認會計原則規定之格式與分類予以重分類，並執行相關損益調整。

二、中華民國一般公認會計原則與香港財務報告準則之特定重大差異彙總說明

現行已發布生效之中華民國與香港一般公認會計原則在特定方面可能有重大差異，其中影響合併公司民國一〇〇年上半年度及九十九年上半年度合併資產負債表及合併損益表，進而影響重編合併財務報表之主要差異，彙總說明如下：

	中華民國一般公認會計原則	香港一般公認會計原則	對重編合併財務報表之影響
(一)財務報表格式	依據證券發行人財務報告編製準則規定之資產負債表及損益表格式編製，並依重大性原則決定是否須單獨列示。	資產負債表依非流動資產、流動資產、流動負債及權益之順序列示。損益表依營業額、銷售成本、經營利潤、除稅前利潤等順序列示。	已依中華民國財務報表規定予以表達揭露。
(二)企業合併—購買法會計處理	收購公司將所取得被收購公司可辨認淨資產之公平價值與收購成本比較，若所取得之可辨認淨資產公平價值超過收購成本，則其差額應就非流動資產(非採權益法評價之金融資產、待出售非流動資產、遞延所得稅資產及預付退休金或其他退休給付除外)分別將其公平價值等比例減少之，若減少至零仍有差額時，應將該差額列為非常利益。	收購公司將所取得被收購公司可辨認淨資產之公平價值與收購成本比較，若所取得之可辨認淨資產公平價值超過收購成本時，收購公司應： <ul style="list-style-type: none"> • 重新辨認並衡量可辨認資產、負債及或有負債，並重新評估其收購成本； • 於重新衡量後，若可辨認淨資產之淨公平價值仍超過收購成本，則將差異數認列為當期利益。 	民國 100 年上半年度固定資產及保留盈餘均減少 58,490 千元；另營業成本一折舊減少 6,683 千元。 民國 99 年上半年度固定資產及保留盈餘均減少 76,761 千元；另營業成本一折舊減少 7,140 千元。
	收購成本包括與收購有關之直接成本。	與收購相關之直接成本於發生時列為當期費用	註

中華民國一般香港一般對重編合併
公認會計原則公認會計原則財務報表之影響

收購公司因合併而發行之權益證券若有公開市場交易者，其收購成本公平價值之決定應以合併契約公布日前後一段合理期間該權益證券之市價為依據。

- | | | | |
|---------------|--|---|--|
| (三)租賃預付款項 | 係土地使用權，分類為無形資產項下。 | 分類為非流動資產項下。 | 已予重分類
民國 100 年上半年度：397,711 千元
民國 99 年上半年度：301,090 千元 |
| (四)遞延所得稅資產及負債 | 遞延所得稅資產須全額認列，如有證據顯示遞延所得稅資產之一部份或全部有百分之五十以上之機率不會實現時，則該部分或全部應全數列入備抵評價科目，以減少遞延所得稅資產。 | 只有當所得稅利益「很可能」實現時才認列遞延所得稅資產，「很可能」係定義為「比不發生更有可能」。 | 不影響重編財務報表之表達。 |
| (五)合併綜合全面收入表 | 未有相關揭露規定。 | 分別揭露合併損益表及合併綜合全面收入表。 | 不影響重編財務報表之表達。 |

(註)影響金額未達證券交易法施行細則第 6 條所訂應重編財務報表之標準，未具重大性，故不予調整或重分類。

附 件 四



Solargiga Energy

Solargiga Energy Holdings Limited

陽光能源控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

Stock Code 股份編號：757

Growing Steadily
With Total Integration

縱橫結合
穩步發展

Interim Report 2011 中期業績報告



Contents

目錄

2	Corporate Information	公司資料
5	Company Profile	公司簡介
6	Management Discussion and Analysis	管理層討論及分析
19	Disclosure of Interests	權益披露
24	Corporate Governance and Other Information	企業管治及其他資料
25	Independent Review Report	獨立審閱報告
26	Unaudited Consolidated Income Statement	未經審核綜合損益表
27	Unaudited Consolidated Statement of Comprehensive Income	未經審核綜合全面收入表
28	Unaudited Consolidated Statement of Financial Position	未經審核綜合財務狀況表
29	Unaudited Consolidated Statement of Changes in Equity	未經審核綜合權益變動表
30	Unaudited Condensed Consolidated Cash Flow Statement	未經審核簡明綜合現金流量表
31	Notes to the Unaudited Interim Financial Report	未經審核中期財務報告附註

Corporate Information

公司資料

Board of Directors

Executive Directors

Mr. TAN Wenhua (Chairman)
Mr. HSU You Yuan
Ms. ZHANG Liming

Non-executive Directors

Mr. CHIAO Ping Hai
Mr. CHONG Kin Ngai

Independent Non-executive Directors

Mr. WONG Wing Kuen, Albert
Ms. FU Shuangye
Dr. LIN Wen
Mr. ZHANG Chun

Company Secretary

Chow Yiu Ming

Audit Committee

Wong Wing Kuen, Albert (Chairman)
Fu Shuangye
Lin Wen
Zhang Chun
Chong Kin Ngai

Remuneration Committee

Fu Shuangye (Chairman)
Wong Wing Kuen, Albert
Lin Wen
Zhang Chun
Tan Wenhua

董事會

執行董事

譚文華先生(主席)
許祐淵先生
張麗明女士

非執行董事

焦平海先生
莊堅毅先生

獨立非執行董事

王永權先生
符霜葉女士
林文博士
張椿先生

公司秘書

鄒耀明

審核委員會

王永權(主席)
符霜葉
林文
張椿
莊堅毅

薪酬委員會

符霜葉(主席)
王永權
林文
張椿
譚文華

Corporate Information

公司資料

Nomination Committee

Lin Wen (Chairman)
Wong Wing Kuen, Albert
Fu Shuangye
Zhang Chun
Hsu You Yuan

Auditor

KPMG

Principal Bankers

Agricultural Bank of China
Bank of Jinzhou
Bank SinoPac
BNP Paribas
China Development Bank
China Construction Bank
China CITIC Bank
Guangdong Development Bank
Huaxia Bank
Industrial Bank of Taiwan
Industrial and Commercial Bank of China

Registered Office

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman, KY1-1111
Cayman Islands

Head Office and Principal Place of Business in Hong Kong

Room 1402, Harbour Centre
25 Harbour Road
Wanchai
Hong Kong

提名委員會

林文(主席)
王永權
符霜葉
張椿
許祐淵

核數師

畢馬威會計師事務所

主要往來銀行

中國農業銀行
錦州銀行
永豐銀行
法國巴黎銀行
國家開發銀行
中國建設銀行
中信銀行
廣東發展銀行
華夏銀行
台灣工業銀行
中國工商銀行

註冊辦事處

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman, KY1-1111
Cayman Islands

香港總辦事處暨主要營業地址

香港
灣仔
港灣道25號
海港中心1402室

Corporate Information

公司資料

Principal Share Registrar

Butterfield Fund Services (Cayman) Limited
Butterfield House
68 Fort Street, P.O. Box 705
Grand Cayman, KY1-1107
Cayman Islands

Hong Kong Share Registrar

Computershare Hong Kong Investor Services Limited
Rooms 1712-16, 17th Floor
Hopewell Centre
183 Queen's Road East
Wanchai
Hong Kong

Authorised Representatives

Hsu You Yuan
Chow Yiu Ming

Investor Relations Consultant

Porda Havas International Finance Communications Group

Corporate Website

www.solargiga.com

股份過戶登記總處

Butterfield Fund Services (Cayman) Limited
Butterfield House
68 Fort Street, P.O. Box 705
Grand Cayman, KY1-1107
Cayman Islands

香港股份過戶登記處

香港中央證券登記有限公司
香港
灣仔
皇后大道東183號
合和中心
17樓1712-16室

法定代表

許祐淵
鄒耀明

投資者關係顧問

博達浩華國際財經傳訊集團

企業網站

www.solargiga.com

Company Profile

公司簡介



Solargiga Energy Holdings Limited (the “Company”, together with its subsidiaries collectively the “Group”, Hong Kong stock code: 757, Taiwan stock code: 9157.TT) is a leading manufacturer of monocrystalline silicon solar ingots and wafers in the People’s Republic of China (the “PRC”). Its products are used for the manufacture of photovoltaic cells which are important components of solar energy generation systems.

陽光能源控股有限公司(「本公司」，連同其附屬公司統稱「本集團」，香港股份代號：757，台灣股份代號：9157.TT)為中華人民共和國(「中國」)領先的太陽能單晶矽錠及矽片製造商。其產品用於製造光伏電池，而光伏電池為太陽能發電系統的重要組件。

During the period under review, the Group was engaged in five main businesses:

回顧期內，本集團從事五項主要業務：

- the manufacturing and sales of monocrystalline and multicrystalline silicon solar ingots and wafers;
- the processing of silicon solar ingots and wafers;
- the upgrading and trading of polysilicon;
- the production and sales of photovoltaic cells and modules; and
- the design and installation of photovoltaic systems.

- 製造及銷售太陽能單晶及多晶矽錠及矽片；
- 加工太陽能矽錠及矽片；
- 改良及買賣多晶矽料；
- 製造及銷售光伏電池及組件；及
- 設計及安裝光伏系統。

Currently, our integrated business model includes monocrystalline silicon solar ingot production with annual capacity of approximately 800MW, monocrystalline silicon solar wafer production with annual capacity of approximately 600MW, as well as photovoltaic cells and modules productions with annual capacity of approximately 300MW and 100MW, respectively. In addition, the Group operates polysilicon reclaiming and upgrading facilities in Shanghai and Jinzhou.

目前，本集團的整合業務模式包括年產量約800兆瓦的太陽能單晶矽錠生產業務、年產能約600兆瓦的太陽能單晶矽片生產業務以及年產能分別約300兆瓦及100兆瓦的光伏電池及模組生產業務。此外，本集團於上海及錦州經營多晶矽回收及改良設施。

Upon the completion of the 400MW monocrystalline silicon solar ingot production line in Xining as well as the 500MW multicrystalline silicon solar ingot and wafer production plant in Jinzhou, Solargiga will move a step closer to be the world’s largest monocrystalline silicon solar ingot and wafer producer as well as one of the key players in multicrystalline silicon solar product business through rapid capacity expansion and technology upgrade. The Group also extended its business gradually to downstream photovoltaic cell, module and system installation businesses to realise full vertical integration in photovoltaic industry.

於西寧的400兆瓦太陽能單晶矽錠生產線及錦州的500兆瓦太陽能多晶矽錠及矽片生產廠房落成後，陽光能源將因產能及技術快速擴展及提升，朝著成為全球最大太陽能單晶矽錠及矽片生產商及太陽能多晶矽產品其中一名主要參與者的目標邁進一步。為全面實現光伏行業垂直整合，本集團亦逐步將業務擴展至下游光伏電池、模組及系統安裝業務。

Management Discussion and Analysis

管理層討論及分析

Market Overview

After rapid growth in 2010, the global market demand for solar energy has slowed down since the second quarter of this year. Although energy conservation and emissions reduction as well as the development of clean energy are still regarded as crucial concerns among various countries around the world, numerous governments, particularly those of European countries, have gradually minimised their subsidies to the solar energy industry, resulting in an overall reduction of prices. The gross margins of the industry, however, remain stable due to the decrease in costs, including the costs of raw materials and equipment. Such price adjustment have also helped the solar energy industry to gradually achieve grid parity, which will be beneficial to the widespread use of solar energy and the consolidation of the industry, thereby leading to sustainable development.

The solar energy industry in the United States has still experienced rapid development despite economic uncertainties. According to the statistics from the Solar Energy Industries Association, solar energy remains one of the fastest growing industries in the United States. Capitalising on the market demand and the reduction of costs for solar energy equipment and related factors, during the first quarter in 2011, the United States has added an installed capacity of 252MW to its power grids, representing a growth of 66% over the corresponding period in 2010 and, in aggregate, enabling an installed capacity for solar power generation within its power grid of over 2.85GW, which is sufficient for the provision of electricity for nearly 600,000 families. Although Section 1603 of the American Recovery and Reinvestment Act, should have been expired at the end of 2010, it has been extended to the end of 2011, demonstrating full support from the government of the United States to the development of the domestic solar energy industry, which in turn has motivated the development of the global solar energy industry.

As for the European markets, which are led by Germany and Italy, the feed-in tariff to the solar energy industry has been gradually reduced. Among those markets, Germany, being the world's largest solar energy market, is expected to further reduce the feed-in tariff as its market grows. According to a report prepared by the European Photovoltaic Industry Association, Europe is still playing a dominant role in the global photovoltaic markets with its 30GW installed capacity, which represents 75% of the total installed capacity of solar energy around the world. The solar photovoltaic industry in Europe is actively preparing to conduct industry-related research and development with a fund of EUR1.235 billion in the next three years. Members of the European Union have also undertaken that they will devote full support to the development of the solar energy industry, anticipating that the photovoltaic technologies, with the backup of the relevant capital, will contribute 12% of the power supply to the European Union by 2020.

市場概覽

經過二零一零年的高速增長後，全球太陽能市場需求自本年度第二季起有所減緩。儘管世界各國仍然將節能減排及潔淨能源的發展作為重要議題，但各國政府，尤其歐洲國家均逐步削減對太陽能行業的補貼政策，而行業整體價格亦出現下調情況。然而，由於原材料及設備等成本亦有所下降，行業毛利率維持穩定。價格調整亦有助太陽能行業逐步達致等價，有利於太陽能的普及和行業的整合，朝可持續發展之路邁進。

儘管經濟環境不明朗，美國太陽能行業仍然快速發展。根據太陽能工業協會(Solar Energy Industries Association)的統計資料顯示，太陽能仍然是美國發展最迅速的行業之一。受惠於市場需求及太陽能設備成本下降等情況，於二零一一年第一季，美國新增聯網裝機容量252兆瓦(252MW)，較二零一零年同期增長66%。累計聯網太陽能發電裝機容量逾2.85吉瓦(2.85GW)，足夠為接近600,000家庭發電。此外，原定二零一零年底屆滿的第1603條替代能源補貼法案獲延期至今年年底才結束，顯示美國政府依然大力支持當地的太陽能產業發展，亦為全球太陽能行業帶來鼓勵。

以德國及意大利為首的歐洲市場，逐漸削減對太陽能行業的上網電價，當中德國此全球最大的太陽能市場預期將按市場增長情況，進一步削減上網電價。根據歐洲光伏行業協會(European Photovoltaic Industry Association)的報告，歐洲仍然以30吉瓦(30GW)裝機容量領導全球光伏市場，即佔全球太陽能總裝機容量的75%。歐洲太陽能光電行業亦正積極籌備於未來三年以12.35億歐元的資金進行行業相關研發。歐盟成員國亦已承諾全力支持太陽能產業的發展，預計在相關資金支持下的光伏技術，將會於二零二零年為歐盟貢獻12%的電力供應來源。

Management Discussion and Analysis

管理層討論及分析



Renewable energy in China continues its rapid development. After the nuclear plant crisis in Japan, countries around the world, including China, have re-examined their development plans for renewable energy. Since last year the Chinese government has launched a series of policies relating to solar energy, including a large-scale open tender for 13 solar power plants in the northwestern and Inner Mongolian regions in China, an allocation of RMB50 billion for the funding and support of energy conservation and emission reduction industries, which has resulted in China being ranked as one of the ten top photovoltaic markets in the world. At the National People's Congress held earlier this year, the Chinese government reiterated the strategic importance of renewable energies under the "Twelfth Five-Year Plan" and announced its plan to complete an additional installed capacity of 5GW before the end of the "Twelfth Five-Year Plan". It is expected that China will have a new installed capacity of 750MW to 1GW within this year, enabling the installed capacity of China to reach its first ever GW by 2011.

而在中國，可再生能源持續迅速發展。經過日本核輻射事故後，全球包括中國均重新審視可再生能源的發展規劃。中國政府自去年起推出一系列太陽能相關政策，包括就位於西北及內蒙地區共13個太陽能發電站進行大規模公開招標，以及撥出人民幣500億元的節能減排資金，支持節能減排產業等，使中國晉身為全球十大光伏市場。於今年較早時間舉行的全國人民大會，中國政府再次重申可再生能源在「十二五」規劃的戰略重要性，並計劃於「十二五」結束前完成5吉瓦(5GW)的新增裝機容量。市場預期今年中國新增裝機容量共達750兆瓦(750MW)至1吉瓦(1GW)，令其裝機容量於二零一一年達到首個吉瓦。



Operation Review

Actively expand overall capacity to strengthen market position

During the period under review, the economy of China has remained stable. However, the solar energy market has become more volatile in comparison to the previous year and there has been adjustment to demand, resulting in an overall drop in the prices of solar energy products. Prices within the industry have recorded a relatively significant decrease since April 2011, and have only until June commenced to regain stability. Despite the market fluctuation, the Group has continued to secure orders from customers by virtue of its quality products and technologies. Therefore, the Group has adhered to its expansion plan, capitalised on its advantages and further uplifted its production capacity in order to meet the huge amount of product shipment. As part of the plan, the Qinghai Plant (青海廠房) was completed at the end of August and expected to gradually commence operations shortly thereafter, which will help the Group further consolidate its leading position in the market of the monocrystalline business.

As at 30 June 2011, the Group was equipped with 397 monocrystalline ingot pullers, 83 wiresaws, four multicrystalline casting furnaces, eight production lines for solar cells and four production lines for the parts of photovoltaic modules, with a production capacity for silicon solar ingots, silicon solar wafers, solar cells and photovoltaic modules amounting to 800MW, 600MW, 300MW and 100MW, respectively.

Notwithstanding the adjustment to the market demand for solar products, during the period under review, the Group has endeavoured to maintain its relationship with long-term customers, who have shown their support to the planned new production capacities by placing purchase orders. These factors will further consolidate the market share of the Group within the industry thereby maintain its leading position. During the period under review, the total shipment volume of the Group's products amounted

營運回顧

積極擴展整體產能 繼續鞏固市場地位

回顧期內，中國經濟繼續保持穩定增長，然而，太陽能市場較去年波動，需求有所調整，導致整體太陽能產品價格下調。當中，行業價格自四月份起錄得較大跌幅，直至六月份才開始轉趨穩定。面對市場波幅，陽光能源憑藉優質的產品及技術，持續取得客戶的訂單，故此集團仍然堅持擴展計劃，發揮自身優勢並進一步提升生產規模，以應付龐大的產品付運量。當中，青海廠房於八月底建成並陸續投入營運，將有助集團進一步鞏固在單晶業務的市場領先地位。

於二零一一年六月三十日，本集團備有397台單晶爐、83台線鋸機、4台多晶爐、8條太陽能電池片生產線及4條太陽能光電模組組件生產線，硅錠、硅片、電池及太陽能光電模組組件的產能分別達800兆瓦、600兆瓦、300兆瓦及100兆瓦。

儘管市場對太陽能產品的需求有所調整，但陽光能源於回顧期內努力維繫與長期客戶的關係，計劃的新增產能均獲得客戶支持訂購，這將進一步鞏固本集團在行業內的市場份額，確立領先地位。本集團於回顧期內產品的總付運量約217.67兆瓦，對比去年同期的155.15兆瓦，付運量增長40.3%。由於年初完成了電池業務的收購，因此部份太陽能硅片會製造成太陽能電池後才銷售。本



to approximately 217.67MW, representing an increase of 40.3% as compared to 155.15MW in the corresponding period last year. Since completion of the acquisition of the cells business at the beginning of the year, a portion of the silicon solar wafers manufactured was used in the production of solar cells before being sold. The external shipment volume of the silicon solar wafers and the internal volume of the silicon sales wafers supplied to and required by the cell factories of the Group during the period under review were in aggregate approximately 169.80MW, representing a growth of total shipment volume of 63.2% compared to 104.07MW in the corresponding period last year. The external shipment volume of solar cells and the internal volume of the solar cells supplied to and required by the module factories was in aggregate 90.43MW. No solar cells were produced for the corresponding period last year. Lastly, the shipment volume of solar modules was 15.67MW, representing a growth of total shipment volume of 129.8% compared to 6.82MW in the corresponding period last year.

Enlarging financing channels and promoting innovation and R&D

Facing huge demand from customers, the Group has been increasing its capacity. To ensure there is sufficient working capital for the on-going development of the business into the future, during the period under review, the Group has been actively exploring financing channels. Leveraging on its good reputation, leading position, comprehensive plan as well as solid financial position, the Group has been highly recognised by the banks. On 27 May 2011, a syndicated loan with a facility amount of up to US\$75,000,000 (approximately HK\$581,250,000) for a period of three years was entered into between the Group and its bankers the Industrial Bank of Taiwan, BNP Paribas and other lenders. Subsequently, on 24 August 2011, the Group, with SinoPac Securities (Asia) Limited as its manager successfully issued RMB300,000,000 Bonds with a period to maturity of three years.

集團於回顧期內的太陽能硅片對外付運量及對內供應電池廠所需硅片量，合計約為169.80兆瓦對比去年同期的104.07兆瓦總付運量增長63.2%。而太陽能電池的對外付運量及對內供應組件所需電池片數量合計為90.43兆瓦，去年同期並無太陽能電池產量。最後太陽能組件的付運量為15.67兆瓦對比去年同期的6.82兆瓦，總付運量增長129.8%。

拓寬融資渠道 推進研發創新

面對龐大的客戶需求，陽光能源不斷提升產能。為確保未來持續業務增長所需的營運資金，集團於回顧期內積極拓寬融資渠道。憑藉陽光能源在業內良好的聲譽、領先的行業地位、完整的產業佈局及穩健的財政狀況，深受銀行業青睞。於二零一一年五月二十七日，陽光能源與台灣工業銀行及法國巴黎銀行等銀行以及其他放款人簽訂銀團貸款，授信額度為75,000,000美元(約581,250,000港元)，期限三年。其後於二零一一年八月二十四日，陽光能源與永豐金證券(亞洲)有限公司(作為經辦人)順利完成了發行三年期人民幣300,000,000元債券。

Management Discussion and Analysis

管理層討論及分析

In addition, in respect of the manufacturing of monocrystalline silicon solar ingots and wafers, the Group has achieved a leading position in China in terms of its technology, product quality and quantity. The products of the Group are the only monocrystalline silicon solar ingot made cell products in China for which national inspection has been waived. The photovoltaic conversion efficiency of its monocrystalline silicon products is also higher than the industry average. The N-series high-efficiency products of the Group have a photovoltaic conversion efficiency of 22-23%. Currently, the N-series products are mainly silicon solar ingots of 5.5 inches to 8 inches, with a small quantity of N-series silicon solar wafers available for sale, mainly targeted at Japanese customers. During the period under review, the shipment volume of N-series products was approximately 12.2MW, representing around 5.6% of total shipment volume. As for the photovoltaic modules, despite being a new entrant with current production capacity of only 100MW, the Group has had its products successfully admitted into the “Golden Sun Programme” (金太陽工程) of China. An expansion of annual production capacity to 150MW has also been planned, targeting to export the products to the European and North American regions gradually.

Acquiring cells business to realise vertical integration

In the past, the businesses of the Group focused on the manufacture and sales of upstream silicon solar ingots and wafers. Subsequently, the Group started to develop the business of modules and system installations, by which allows the Group to formally enter the downstream sector of the industry. From silicon solar ingots to system installation, the solar cells business is the segment the Group has been missing from the entire solar energy value chain. Therefore, the acquisition of the solar cells business is a vital step for the Group to realise vertical integration in accordance to its business plan.

此外，陽光能源在太陽能單晶硅錠及硅片製造方面不論技術、產品品質及數量方面，在中國均取得領先地位。集團的產品為中國唯一一家太陽能電池用單晶硅錠國家免檢產品，單晶硅的光電轉換率亦較行業水平為高。其中，集團的高效率N型產品更擁有22-23%的光電轉換效率。目前公司N型產品以5.5英寸至8英寸的太陽能硅錠為主，另有小批量的N型硅片銷售，客戶市場以日本為主，回顧期內小型產品付運費約12.2兆瓦(12.2MW)佔總付運量約5.6%左右。至於在太陽能光電組件方面，雖然公司屬新進者，目前產能也僅為100兆瓦，但產品已成功打入國內金太陽工程，更計劃在年內擴充年產能至150兆瓦，且逐步出口到歐洲、北美等國家和地區。

收購電池業務 實現垂直整合

過去集團業務主要集中在上游太陽能硅錠及硅片製造及銷售，其後集團開始發展組件及系統安裝業務，正式涉足產業的下游。從太陽能硅錠到系統安裝，太陽能電池業務正是過去集團在整個太陽能產業中缺少的環節，因此，收購太陽能電池業務是集團實現垂直整合一體化的業務規劃中很重要的一步。

Management Discussion and Analysis

管理層討論及分析

During the period under review, with the support of the shareholders, the Group successfully acquired Sino Light Investment Limited (“Sino Light”) on 26 January 2011. Sino Light and its subsidiaries are primarily engaged in the manufacture of solar cells, with a current production capacity of 300MW. Through the acquisition of Sino Light, the upstream and downstream businesses of the Group are linked together, creating synergy. From the date of acquisition being 26 January 2011 to 30 June 2011, the production value of the external shipment volume of Sino Light’s solar cells and the internal volume of Sino Light’s cells supplied to and required by module factories was approximately RMB652.315 million, the quantity of solar cells for external shipment and the internal quantity supplied to and required by module factories, in which profit has been realised, was approximately 90.43MW. It contributed a segment profit of approximately RMB29.752 million, representing a significant percentage of 26.3%, compared to the profit of the Group of RMB113.333 million.

Establishing vertical integration business model and exploring downstream customers

Following a number of development projects undertaken in the recent years, the operations of the businesses of the Group including downstream solar cells, photovoltaic module and system installation have gradually been developed, thus successfully achieving vertically integration of the Group and further strengthening the leading position of the Group in the industry. As the downstream operations are gradually developed, the Group has obtained a number of key orders in China, including the 20MW on-grid photovoltaic power plant project in Golmud, Qinghai Province which was secured at the beginning of July 2011. The construction of the on-grid photovoltaic power plant will be completed by the end of September this year, and the actual on-grid feed in tariff of the project will be RMB1.15 per kWh. The construction of the 13.5MW “Golden Sun Programme” Project (金太陽工程) in Liaoning Province, which was previously awarded to the Group, is expected to be completed within this year. A photovoltaic system programme of 33.5MW in aggregate is projected to be completed by the end of this year. Moreover, Jinzhou Jinmao Photovoltaic Technology Company Limited (“Jinzhou Jinmao”), a subsidiary of the Company has signed a purchase contract with 青海黃河上游水電開發有限責任公司 (“Huanghe Hydropower”), under which, Jinzhou Jinmao has become one of the suppliers of photovoltaic modules for the 250MW on-grid photovoltaic power plant of Huanghe Hydropower in Golmud, Qinghai Province and is expected to provide photovoltaic modules, in aggregate, of approximately 19MW to Huanghe Hydropower from the third quarter in 2011 onwards.

回顧期內，本集團在得到股東的支持下，成功於二零一一年一月二十六日完成收購華光投資有限公司(「華光投資」)。華光投資與其附屬公司主要從事太陽能電池製造業務，目前產能為300兆瓦(300MW)，通過收購華光投資，集團的上下游業務得以串連起來，發揮更好的協同效應。自二零一一年一月二十六日收購日起至二零一一年六月三十日止，華光投資太陽能電池的對外付運量及對內供應組件廠所需電池片的產值約人民幣652.315百萬元，已實現利潤的對外付運量及對內供應組件廠所需電池片數量約90.43兆瓦(90.43MW)，貢獻分部利潤約人民幣29.752百萬元，對比集團利潤人民幣113.333百萬元，佔比26.3%，舉足輕重。

開拓下游客戶 垂直整合成型

通過這幾年進行的多個發展項目，集團的太陽能下游太陽能電池、光電組件及系統安裝等業務逐步成型，成功達致集團垂直一體化的業務策略，進一步提升集團的行業領先地位。隨著下游業務逐步發展，集團於國內獲得多個重要訂單。包括於七月初成功獲得青海省格爾木20兆瓦併網光伏電站項目。該光伏電站將於今年九月底前建設完成併網發電，項目執行電價為每度人民幣1.15元。集團早前取得遼寧省13.5兆瓦金太陽工程亦預期於本年內完工。預期今年底前，公司將總共完成33.5兆瓦光伏系統工程。此外，公司的子公司錦州錦懋光伏科技有限公司(「錦州錦懋」)亦和青海黃河上游水電開發有限責任公司(「黃河水電」)簽訂採購合同，成為黃河水電青海格爾木250兆瓦併網光伏電站的光電組件供應商之一，預計將於二零一一年第三季起供應黃河水電合共約19兆瓦光電組件。

Management Discussion and Analysis

管理層討論及分析

The said on-grid photovoltaic system projects and the module sales contract, as well as the acquisition of Sino Light, a solar cell producer, completed at the beginning of the year, signifies the official completion of vertical integration of the Group. Therefore, the Group has achieved a leading position in the industry of manufacturing monocrystalline silicon solar ingots and wafers. The Group has correctly positioned itself in the areas of downstream modules and system power generation, all of which will in turn be beneficial to the healthy, long-term development of the Group.

Financial Review

Turnover

For the six months ended 30 June 2011, the turnover of the Group was RMB1,274.146 million, representing an increase of 60.0% compared with the corresponding period in 2010. During the period, with the enlarged production scale and recognised product quality of the Group from long-term customers, the demand for products of the Group continued to increase and turnover continued to rise.

Cost of sales

For the six months ended 30 June 2011, cost of sales increased by 40.7% to RMB986.885 million from RMB701.164 million for the corresponding period in 2010. Cost of sales represented 77.5% of total turnover, while the unit cost of production continued to improve.

Gross profit and gross profit margin

For the six months ended 30 June 2011, the Group recorded a gross profit of RMB287.261 million and a gross profit margin of 22.5%, representing an increase as compared to the gross profit of RMB95.247 million and a gross profit margin of 12.0% for the corresponding period in 2010.

Selling and distribution expenses

Selling and distribution expenses mainly comprised packaging expenses, freight charges and insurance expenses. Selling and distribution expenses increased by 87.4% to RMB7.968 million for the six months ended 30 June 2011 from RMB4.252 million for the corresponding period in 2010, representing 0.6% of the total turnover of the Group (the corresponding period in 2010: 0.5%).

上述光伏系統電站項目及組件銷售合同，以及年初完成收購生產電池片的華光投資，標誌著集團已正式完成垂直整合計劃，集團於太陽能單晶硅錠及硅片製造取得領先地位，而在下游組件及系統發電業務領域，亦漸上軌道，這一切將有利集團的長遠健康發展。

財務回顧

營業額

截至二零一一年六月三十日止六個月，本集團的營業額為人民幣1,274.146百萬元，比二零一零年同期增加60.0%。期內，集團生產規模提升，加上長期客戶對集團產品質量認同，集團產品需求續有增長，營業額得以維持上升趨勢。

銷售成本

截至二零一一年六月三十日止六個月，銷售成本由二零一零年同期的人民幣701.164百萬元增加至人民幣986.885百萬元，增幅為40.7%。銷售成本佔總營業額的77.5%，單位生產成本續有改善。

毛利及毛利率

截至二零一一年六月三十日止六個月，本集團錄得人民幣287.261百萬元的毛利，毛利率為22.5%，對比二零一零年同期毛利人民幣95.247百萬元及毛利率12.0%有所改善。

銷售及分銷開支

銷售及分銷開支主要包括包裝開支、運費及保險費。銷售及分銷開支由截至二零一零年同期的人民幣4.252百萬元，增至截至二零一一年六月三十日止六個月的人民幣7.968百萬元，增幅87.4%，佔本集團總營業額的0.6%（二零一零年同期：0.5%）。

Administrative expenses

Administrative expenses mainly comprised staff costs and research and development expenses. The administrative expenses for the first half of 2011 amounted to RMB137.781 million, increased by 224.2% as compared to RMB42.504 million of the corresponding period of 2010, representing 10.8% of the turnover of the Group. The increase in administrative expenses was mainly due to a significant increase in research and development expenses from RMB8.551 million in the first half of 2010 to RMB68.210 million in the first half of 2011, as the Company has rapidly expanded its production scale. In addition, the amortisation of intangible assets of RMB13.490 million during the first half of 2011 was due to the acquisition of the solar cell business in 2011 (the corresponding period in 2010: NIL).

Finance costs

The finance costs of the Group increased from RMB8.365 million for the six months ended 30 June 2010 to RMB19.114 million for the six months ended 30 June 2011. Finance costs represented mainly the interest on bank loans and the municipal loans. The increase in finance costs was due to the additional bank borrowings for business expansion and development.

Income tax

Income tax expenses were RMB26.899 million for the six months ended 30 June 2011, while the income tax expenses amounting to RMB12.006 million were recorded for the corresponding period in 2010. Income tax expenses increased as the profit grew.

Profit attributable to the equity shareholders

For the six months ended 30 June 2011, the Group recorded profit attributable to the equity shareholders of RMB112.792 million, increasing by 174% from the corresponding period in 2010, representing 8.9% of the total turnover of the Group. Profit attributable to the equity shareholders of RMB41.164 million was recorded during the corresponding period in 2010.

行政開支

行政開支主要包括員工成本及研發開支。二零一一年上半年的行政開支為人民幣137.781百萬元，較二零一零年同期人民幣42.504百萬元上升224.2%，佔本集團營業額10.8%。行政開支上升主要由於本公司生產規模快速擴張，令研發成本由二零一零年上半年人民幣8.551百萬元大幅上升至二零一一年上半年人民幣68.210百萬元。此外，二零一一年因收購太陽能電池業務所產生的無形資產於二零一一年上半年需攤銷人民幣13.490百萬元（二零一零年同期：無）。

融資成本

本集團的融資成本由截至二零一零年六月三十日止六個月的人民幣8.365百萬元增至截至二零一一年六月三十日止六個月的人民幣19.114百萬元。融資成本主要為銀行貸款及市政府貸款的利息。融資成本增加乃由於銀行貸款的增加以配合業務擴充及發展所致。

所得稅

截至二零一一年六月三十日止六個月的所得稅開支為人民幣26.899百萬元，而二零一零年同期的所得稅開支為人民幣12.006百萬元，所得稅開支隨著盈利提升而增加。

權益股東應佔利潤

截至二零一一年六月三十日止六個月錄得權益股東應佔利潤人民幣112.792百萬元，較二零一零年同期增加174%，佔本集團總營業額的8.9%。二零一零年同期權益股東應佔利潤為人民幣41.164百萬元。

Management Discussion and Analysis

管理層討論及分析

Inventory turnover days

The inventories of the Group comprised mainly raw materials, namely polysilicon, crucibles and other auxiliary raw materials, and finished goods. By means of the expansion in capacity as well as the good relationship with its suppliers, the Group was able to increase its inventory of raw materials when market supply was short. During the period under review, the inventory turnover days of the Group were 102 days (the corresponding period in 2010: 129 days), and decreased by 27 days from the corresponding period in the previous year. The optimal inventory levels of the Group should be sufficient for approximately three months' consumption in the case of polysilicon and one month consumption for other auxiliary raw materials.

Trade receivable turnover days

For the first half of 2011, the trade receivable turnover days of the Group decreased to 38 days (the corresponding period in 2010: 50 days). The number of turnover days is at a low level, and is within the credit period granted to other customers by the Group. Generally, the Group allows a credit period of 30 to 90 days for its customers.

Trade payable turnover days

Due to the global supply for polysilicon raw materials being limited, and the consumption of polysilicon raw materials of the Group increasing, the percentage of prepayment for purchasing raw materials from the Group to the suppliers has increased. Accordingly, trade payable turnover days during the period under review decreased to 32 days (the corresponding period in 2010: 48 days).

存貨週轉日

本集團的存貨主要包括原材料(即多晶硅、坩堝及其他輔料)及製成品。憑藉擴充產能及與供應商的良好關係，本集團在市場缺料時能夠將原材料存貨量調高。於回顧期內，本集團存貨周轉期為102日(二零一零年同期：129日)，與去年同期相比減少27日。本集團存貨的最佳水平應為多晶硅足夠使用約三個月及其他輔料足夠使用一個月。

應收貿易賬款週轉日

於二零一一年上半年，集團應收貿易賬款週轉日縮短至38日(二零一零年同期：50日)。周轉日數處於低水平，介乎本集團授予其客戶的信貸期內。本集團一般授予其客戶30至90日的信貸期。

應付貿易賬款週轉日

由於全球多晶硅原材料供應有限，以及本集團的多晶硅原材料使用量上升，令本集團向供應商預付貨款購買原材料的比例增加，因此，回顧期內的應付貿易賬款周轉日縮短至32日(二零一零年同期：48日)。

Liquidity and financial resources

The principal sources of working capital of the Group during the period under review were cash flows from bank borrowings. As at 30 June 2011, the current ratio (current assets divided by current liabilities) of the Group was 1.44 (31 December 2010: 1.38). The Group had net borrowings of RMB1,001.340 million as at 30 June 2011 (31 December 2010: RMB202.259 million), including cash in bank and on hand of RMB679.355 million (31 December 2010: RMB459.734 million), pledged deposits of RMB135.808 million (31 December 2010: RMB74.113 million), bank loans due within one year of RMB942.374 million (31 December 2010: RMB648.011 million), non-current bank loans of RMB870.926 million (31 December 2010: RMB85.000 million) and non-current municipal loan of RMB3.203 million (31 December 2010: RMB3.095 million). Net debt to equity ratio (net debt divided by total equity) was 42.8% (31 December 2010: 12.3%). Such ratios show that the financial position of the Group has remained healthy.

Contingent liabilities

As at 30 June 2011, the Group had no contingent liabilities.

Foreign currency risk

The Group is exposed to foreign currency risk primarily through sales and purchases and cash and bank deposits that are denominated in a currency other than the functional currency, Renminbi, of the operations to which they relate. The currencies giving rise to this risk are primarily the US Dollar, Euro and Hong Kong Dollar. The Directors do not expect any significant impact from the change in exchange rates since the Group uses foreign currencies received from customers to settle the amounts due to suppliers. In addition, the Directors ensure that the net exposure is kept at an acceptable level by purchasing or selling the US Dollar and Euro at spot rates where necessary to address short-term imbalances.

Human resources

As at 30 June 2011, the Group had 3,548 (30 June 2010: 1,530) employees. The significant increase of employees was mainly due to preparation for the production scale capacity expansion in Jinzhou, Liaoning and Xining, Qinghai.

流動資金及財務資源

本集團於回顧期內主要營運資金來源為銀行借貸所得款項。於二零一一年六月三十日，本集團的流動比率(流動資產除流動負債)為1.44(二零一零年十二月三十一日：1.38)。本集團於二零一一年六月三十日有借貸淨額人民幣1,001.340百萬元(二零一零年十二月三十一日：人民幣202.259百萬元)，其中包括銀行及手頭現金人民幣679.355百萬元(二零一零年十二月三十一日：人民幣459.734百萬元)、已抵押存款人民幣135.808百萬元(二零一零年十二月三十一日：人民幣74.113百萬元)、一年內到期銀行貸款人民幣942.374百萬元(二零一零年十二月三十一日：人民幣648.011百萬元)、非流動銀行貸款人民幣870.926百萬元(二零一零年十二月三十一日：人民幣85.000百萬元)及市政府長期貸款人民幣3.203百萬元(二零一零年十二月三十一日：人民幣3.095百萬元)。淨借貸權益比率(借貸淨額除權益總額)為42.8%(二零一零年十二月三十一日：12.3%)。該等比率顯示本集團財政狀況維持穩健。

或然負債

於二零一一年六月三十日，本集團並無或然負債。

外幣風險

本集團所承受的外匯風險主要來自以相關業務的功能貨幣人民幣以外貨幣進行的買賣交易以及現金及銀行存款，當中主要來自美元、歐元及港元。由於本集團以從客戶收取的外幣清償應付予供應商款額，故董事預期匯率變動不會構成任何重大影響。此外，董事在有需要的情况下，按即期匯率購入或出售美元及歐元，以處理短期的失衡情況，藉以確保淨風險維持於可接受的水平。

人力資源

於二零一一年六月三十日，本集團的僱員數目為3,548名(二零一零年六月三十日：1,530名)。本期僱員人數大幅上升主要是為即將擴大位於遼寧錦州及青海西寧的生產規模作準備。

Future prospects and strategies

The nuclear crisis in Japan has triggered re-examination by various countries on the security and reliability of nuclear power generation, and has further reinforced the development of other renewable energy including solar energy. The reduction of subsidies to the solar energy industry by developed countries such as those in Europe has aggravated industry sentiment. However, the future development focus of the solar energy industry will gradually shift to the Asia Pacific region. According to the latest “Report on the Photovoltaic Market in the Asia Pacific Region 2011” (《2011亞太地區光伏市場報告》) prepared by Solarbuzz, an internationally well-known organisation for photovoltaic research and development, the Asia Pacific region will become a crucial solar energy market around the world with demand amounting to 25% of the global demand in 2015, representing a significant increase as compared to 11% in 2010. It is stated in the report that the total market demand for solar energy from Asia Pacific regions such as China, Japan, India, Australia and Korea are expected to reach 3.3GW in 2011. While China, India and Australia have started to construct an on-grid solar energy generation market the demand from China and Japan will leapfrog by leveraging on new and industry-motivated policies. The Chinese government has granted subsidies to solar power generation projects and will devote much effort to develop the solar energy industry. By 2015, the photovoltaic installed capacity will at least amount to 10GW, which will definitely be beneficial to the solar energy industry as a whole.

Meanwhile, the Ministry of Economy, Trade and Industry of Japan has also formulated a “Solar Plan” (陽光計劃) which aims at increasing the volume of solar power to 15 times in 2030 from the current level. Under the Solar Plan, as solar cell technology becomes increasingly advance and the market expands, it is expected that the cost of solar power generation will decrease to one-sixth from its current level by 2030, and will approximate the cost of heat power generation. Besides, by installing solar cells on all qualified roofs, the plan will realise its goal of increasing 15 times of the equipment volume by 2030 from 2,627,000kW as at the end of 2009.

未來展望及策略

日本的核危機使各國重新審視核能發電的安全及可靠性，進而加強其他可再生能源包括太陽能的發展。歐洲等發達國家下調對太陽能行業的補貼，使行業的景氣度下滑。然而，未來太陽能行業的發展重心將逐漸向亞太地區傾斜。根據國際知名光伏研究機構Solarbuzz最新的《二零一一年亞太地區光伏市場報告》顯示，亞太地區將成為全球重要太陽能市場，至二零一五年約佔全球需求25%，較2010年的11%大幅提升。該報告稱，亞太地區的中國、日本、印度、澳大利亞和韓國二零一一年太陽能市場需求總量預計將達3.3吉瓦(3.3GW)，中國、印度和澳大利亞開始建設併網太陽能發電市場，而中日兩國得益於其行業扶持新政，需求增長最為領先。中國對太陽能發電項目進行補貼，並將大力發展太陽能行業，至二零一五年光伏裝機容量將至少達10吉瓦(10GW)，這將全面利好整個太陽能行業的市場。

同時，日本經濟產業省亦制訂了一份「陽光計劃」，即在二零三零年將太陽能發電量增加至目前的15倍。陽光計劃預計，隨著太陽能電池技術的不斷成熟以及市場的擴大，到二零三零年時太陽能發電成本將縮減為現在的六分之一，與火力發電成本相當。此外，該計劃將通過在所有符合條件的房頂上安裝太陽能電池的舉措，到二零三零年時實現將二零零九年底的262.7萬千瓦設備容量增至15倍的目標。

Being the leading enterprise focusing on solar energy in China, the Group will endeavour to make use of the following strategies so as to accelerate its future development:

Continuing capacity expansion to achieve economies of scale

Cost advantage is the key to success given the rigorous competition among solar energy enterprises. In view of the vast market demand and the intensified competition environment, the Group strives to reinforce its leading position as a manufacturer of monocrystalline silicon solar ingots and wafers, and to expand its capacity through organic growth and mergers and acquisitions, while proactively improving the operational efficiency of its own plants, so as to achieve economies of scale and in turn further enhance its cost advantage. At the end of August this year, the first phase of our new plant in Qinghai was officially established. It is anticipated that the commencement of operations will improve the Group's annual capacity of monocrystalline silicon solar ingots. Coupled with the original plan of capacity expansion and production enhancement of the Jinzhou Plant, it is expected that by the end of 2011, the annual capacity of the silicon solar ingots of the Group will increase from 800MW currently to 1,400MW, including monocrystalline silicon ingots of 1,200MW and multicrystalline silicon ingots of 200MW, while the annual capacity of the silicon wafers will also rise from 600MW currently to 1,100MW, including monocrystalline silicon wafers of 900MW and multicrystalline silicon wafers of 200MW. Besides, we believe that as vertical integration is the general business trend of the solar energy industry, the Group will, therefore, also continue to explore downstream modules and the system power generation businesses. By the end of 2011, the annual capacity of cells and modules of the Group will reach 300MW and 150MW, respectively. As for the development of photovoltaic power plants, together with the previously secured "Golden Sun Programme" Project (金太陽工程) of 13.5MW in Liaoning Province and the photovoltaic grid plant project of 20MW in Golmud, Qinghai Province, the Group will complete the photovoltaic system works of 33.5MW in aggregate by the end of 2011. The Group will continue to adopt the business model of vertical integration in an inverted pyramid structure with a focus on monocrystalline silicon solar ingots and wafers, so as to capture market opportunities.

本集團作為中國領先的太陽能企業，將努力把握以下策略加速企業的未來發展：

產能持續擴張 達至規模效應

太陽能企業間的競爭進入白熱化階段，成本優勢成為勝出的必然條件。面對龐大的市場需求，以及越趨激烈的競爭環境，陽光能源矢志鞏固其太陽能單晶硅錠及硅片製造商的領先地位，持續以自建及併購的模式擴充產能，同時積極改善自身廠房的營運效益，以達至規模效應，進一步提升成本優勢。今年八月底，集團位於青海新廠房的第一期項目已經正式建成，待陸續投產後預期將進一步提升集團在太陽能單晶硅錠的年產能。連同錦州廠房原有的擴能增產的計劃，預期至二零一一年年底，集團太陽能硅錠的年產能將由現時的800兆瓦(800MW)提升至1,400兆瓦(1,400MW) (包括單晶硅錠的1,200兆瓦(1,200MW)及多晶硅錠的200兆瓦(200MW))，而硅片的年產能亦將由現時的600兆瓦(600MW)提升至1,100兆瓦(1,100MW) (包括單晶硅片的900兆瓦(900MW)及多晶硅片的200兆瓦(200MW))。此外，我們相信垂直一體化的業務模式為太陽能行業的大勢所趨，因此集團亦持續開拓下游組件及系統發電業務。至二零一一年年底，集團的電池及組件的年產能將分別達至300兆瓦(300MW)及150兆瓦(150MW)；而在光伏電站的業務發展方面，連同早前取得之遼寧省13.5兆瓦(13.5MW)金太陽工程及青海省格爾木20兆瓦(20MW)併網光伏電站項目，二零一一年年底前集團將總共將完成33.5兆瓦(33.5MW)光伏系統工程。集團將持續以太陽能單晶硅錠及硅片為重心的倒三角形的垂直一體化模式，以把握市場機遇。

Strengthening relationship with long-term contract customers to stabilise income sources

To diversify the risks, the Group has adhered to and consistently implemented its purchase and sales strategies of “1/3-1/3-1/3” to minimise the effects of price fluctuation of raw materials of polysilicon on the profits of the Group. The purchase and sales strategy of “1/3-1/3-1/3” implies that the proportion of raw materials and orders from long-term orders, OEM and spot market should be one third each. The Group believes that under such volatile market environment, instead of unreasonably pursuing short-term profits from a spot market, securing customers with long-term orders could better protect the overall profitability of the Group. The OEM business could also transfer the risk of raw material prices to the customers. The quota for long-term orders of the Group has been filled in 2011, reflecting high demand for the products of the Group from the second half of 2011 to the future. In addition, the Group is proactively exploring overseas customers and an outstanding result is anticipated. Currently, the silicon solar ingots, wafers and cells of the Group have been offered to customers in the United Kingdom, the United States and Japan, while the solar photovoltaic modules are, now being exported to countries in Europe. The long-term sales target remains at a proportion of 50% each amongst the domestic and overseas customers.

鞏固長單客戶 穩定收入來源

為分散風險，集團一直堅持並貫徹執行其「1/3-1/3-1/3」的採購及銷售策略，以減低多晶硅原料價格波動對集團盈利的影響。所謂「1/3-1/3-1/3」的採購及銷售策略，即是原料及訂單來自長單、代工(OEM)及現貨的比例各佔三分之一。集團認為，在市場波動的環境下，鞏固長單客戶較盲目追求現貨的短期利潤更能保障集團的整體盈利水平，而OEM的業務亦能將有關原料價格的風險轉移至客戶。集團於二零一一年度的長期訂單已滿，顯示二零一一年下半年以至來市場對集團產品的需求依然殷切。此外，集團亦積極開拓海外的客戶，期望能取得良好的成果。目前，集團的太陽能硅錠、硅片及電池片已供貨予英國、美國及日本的客戶，而太陽能光電組件亦逐步出口到歐洲國家，長遠的銷售目標仍然維持國內及海外客戶各佔一半的比例。

Disclosure of Interests

權益披露

Share Option Scheme

The Company has conditionally approved and adopted the share option scheme on 27 February 2008 ("Share Option Scheme") in which certain participants may be granted options to subscribe for the ordinary shares in the share capital of the Company with a nominal value of HK\$0.10 each ("Shares"). The Directors believe that the Share Option Scheme will be important for the recruitment and retention of quality executives and employees.

The subscription price for the shares under the share option to be granted will be determined by the Board and will be 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.

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 listing of the Company (but taking no account of any Shares which may be sold pursuant to the exercise of the over-allotment option in connection with the listing of the Company) and capitalisation issue, being 169,076,650 Shares which represents 7.54% of the existing issued share capital of the Company.

The total number of securities available for issue under the Share Option Scheme as at 30 June 2011 was 158,186,650 Shares which represents 7.06% of the existing issued share capital of the Company.

No option may be granted to any person such that the total number of Shares of the Company issued and to be issued upon exercise of all options granted and to be granted to each participant in any 12-month period up to the date of the latest grant exceeds 1% of the number of Shares of the Company in issue.

An option may be exercised in accordance with the terms of the Share Option Scheme at any time during a period as determined by the Board of Directors of the Company, which must not be more than 10 years from the date of the grant.

購股權計劃

本公司已於二零零八年二月二十七日有條件批准及採納購股權計劃(「購股權計劃」)，若干參與者可獲授購股權認購本公司股本中每股面值0.10港元之普通股(「股份」)。董事相信購股權計劃對聘用及留聘高質素的行政人員及僱員至為重要。

授出購股權所涉及股份的認購價將由董事會釐定，並將以下列最高者為準：

- (i) 股份於授出日期(須為聯交所開放進行證券交易業務的日子)於聯交所每日報價表所報正式收市價；
- (ii) 緊接授出日期前五個營業日股份於聯交所每日報價表所報正式收市價平均數；及
- (iii) 股份面值。

根據購股權計劃及本公司任何其他購股權計劃可能授出的購股權涉及股份數目上限，合共不得超過緊隨本公司上市(但並不計及根據有關本公司上市之超額配股權行使而可能出售的任何股份)及資本化發行完成後已發行股份總數的10%，即169,076,650股股份，相當於本公司現有已發行股本7.54%。

於二零一一年六月三十日，於購股權計劃項下可發行證券總數為158,186,650股股份，相當於本公司現有已發行股本7.06%。

本公司不得向任何人士授出購股權，致使該參與者在截至最後授出日期止任何12個月期間內已獲授及將獲授之所有購股權於行使時所發行及可予發行之本公司股份總數，超過本公司已發行股份數目1%。

購股權可根據購股權計劃條款於本公司董事會釐定的期間內隨時行使，而有關期間自授出日期起計不得超過10年。

Disclosure of Interests

權益披露

Share Option Scheme (Continued)

No share option was granted under the Share Option Scheme during the period under review.

Saved as otherwise disclosed, at no time during the period was the Company, or any of its holding company, subsidiaries or fellow subsidiaries a party to any arrangement to enable the Directors to acquire benefits by means of the acquisition of Shares in or debentures of the company or any other body corporate.

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

As at 30 June 2011, so far as the Directors are aware, the Directors and the chief executives of the Company and their associates had the following interests in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (“SFO”)), as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (“Stock Exchange”) pursuant to the Model Code:

購股權計劃(續)

回顧期內概無根據購股權計劃授出購股權。

除另行披露者外，本公司、其任何控股公司、附屬公司或同系附屬公司於期內任何時間概無參與任何安排，致使董事可透過收購本公司或任何其他法人團體之股份或債券而獲益。

董事及本公司最高行政人員於本公司及其相聯法團的股份、相關股份及債券的權益及淡倉

於二零一一年六月三十日，據董事所知悉，董事及本公司最高行政人員及彼等之聯繫人士於本公司及其相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)的股份、相關股份及債券中，擁有已記錄於根據證券及期貨條例第352條規定存置的登記冊或已根據標準守則知會本公司及香港聯合交易所有限公司(「聯交所」)的權益如下：

Name of Director 董事姓名	Nature of interest 權益性質	Number of ordinary shares held (Note 1) 所持普通股數目(附註1)	Approximate percentage of shareholding (%) 概約持股百分比(%)
Mr. TAN Wenhua 譚文華先生	Beneficial interest (Note 2) 實益權益(附註2)	475,761,999 (L)	21.22%
	Interest of a controlled corporation (Note 2) 受控法團權益(附註2)	139,788,278 (L)	6.23%
	Interest in options (Note 3) 於購股權的權益(附註3)	13,014,375 (L)	0.58%
	Security interest (Note 3) 抵押權益(附註3)	13,014,375 (L)	0.58%
Mr. CHONG Kin Ngai (Note 4) 莊堅毅先生(附註4)	Interest of controlled corporations 受控法團權益	113,583,027 (L)	5.06%
	Personal interest 個人權益	2,449,500 (L)	0.11%
	Trustee's interest 受託人權益	26,058,625 (L)	1.16%
	Family interest 家族權益	1,100,000 (L)	0.05%

Disclosure of Interests

權益披露

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

(Continued)

董事及本公司最高行政人員於本公司及其相聯法團的股份、相關股份及債券的權益及淡倉(續)

Name of Director 董事姓名	Nature of interest 權益性質	Number of ordinary shares held (Note 1) 所持普通股數目(附註1)	Approximate percentage of shareholding (%) 概約持股百分比(%)
Mr. HSU You Yuan 許祐淵先生	Beneficial interest 實益權益	12,440,927 (L)	0.55%
	Interest in options (Note 3) 於購股權的權益(附註3)	2,080,000 (L)	0.09%
	Security interest (Note 3) 抵押權益(附註3)	2,080,000 (L)	0.09%
Mr. CHIAO Ping Hai 焦平海先生	Beneficial interest 實益權益	6,135,500 (L)	0.27%
	Interest in an option (Note 3) 於購股權的權益(附註3)	8,304,875 (L)	0.37%
	Security interest (Note 3) 抵押權益(附註3)	8,304,875 (L)	0.37%
Ms. ZHANG Liming (Note 5) 張麗明女士(附註5)	Beneficial interest 實益權益	3,133,500 (L)	0.14%

Note:

- (1) The letter "L" denotes the person's long position in such securities.
- (2) As at 30 June 2011, Mr. Tan Wenhua is interested in an aggregate of 615,550,277 Shares, of which 475,761,999 Shares are directly held by Mr. Tan Wenhua, 139,788,278 Shares are held by You Hua Investment Corporation, which is wholly-owned by Mr. Tan Wenhua.
- (3) Mr. Tan, Mr. Hsu You Yuan and Mr. Chiao Ping Hai are entitled to buy back the Shares of the relevant senior management and employees in the event that any of them cease to be employed or engaged within 4 years after 31 March 2008, being the date of the listing of the Group. 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).

附註：

- (1) 字母「L」指該人士於該等證券的好倉。
- (2) 於二零一一年六月三十日，譚文華先生合共於615,550,277股股份中擁有權益，當中475,761,999股股份由譚文華先生直接持有，139,788,278股股份由譚文華先生全資擁有之佑華投資有限公司持有。
- (3) 倘若任何相關高級管理人員及僱員自本集團上市日期二零零八年三月三十一日後4年內不再獲聘或獲委託，譚先生、許祐淵先生及焦平海先生有權購回彼等的股份。此外，該等董事根據相關僱員及顧問授出的股份抵押擁有該等股份的擔保權益，以確保彼等履行支付股份收購價以及遵從彼等受其限制的相關規管規定(如有)的責任。

Disclosure of Interests

權益披露

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

(Continued)

Note: (Continued)

- (4) As at 30 June 2011, Mr. Chong is interested in an aggregate of 117,132,527 Shares, of which 2,449,500 Shares are directly held by Mr. Chong, 1,100,000 Shares are held by Mr. Chong's spouse, 64,140,040 Shares are held by Prosperity Electric Corporation ("PEC") and 49,442,987 Shares are held by Prosperity Lamps & Components Limited ("PLC"). PLC is held as to 20% by PEC, as to 45% by Leigh Company Limited and as to 35% by independent third parties. Both PEC and Leigh Company Limited are wholly-owned by Mr. Chong.

Mr. Chong holds 26,058,625 Shares as trustee on behalf of certain Directors, members of the senior management and staff of the Group. Of the said 26,058,625 Shares, 2,350,125 Shares are held by Mr. Chong in trust for Ms. Zhang Liming, an executive Director and 2,659,375 Shares are held by Mr. Chong in trust for Mr. Hsu You Yuan, an executive Director.

- (5) As at 30 June 2011, Ms. Zhang Liming's 2,350,125 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, the relevant employees and senior management members (if any) to the extent the relevant Shares remain subject to a lock-up period.

董事及本公司最高行政人員於本公司及其相聯法團的股份、相關股份及債券的權益及淡倉(續)

附註：(續)

- (4) 於二零一一年六月三十日，莊先生合共於117,132,527股股份中擁有權益，當中2,449,500股股份由莊先生直接持有，1,100,000股股份由莊先生之配偶持有，64,140,040股股份由Prosperity Electric Corporation(「PEC」)持有，另49,442,987股股份由佑昌燈光器材有限公司(「佑昌燈光」)持有。佑昌燈光分別由PEC、Leigh Company Limited及獨立第三方持有20%、45%及35%。PEC及Leigh Company Limited均由莊先生全資擁有。

莊先生以受託人身份代表若干董事、高級管理層成員及本集團員工持有26,058,625股股份。上述26,058,625股股份中，2,350,125股股份由莊先生以信託方式代執行董事張麗明女士持有，另2,659,375股股份由莊先生以信託方式代執行董事許祐淵先生持有。

- (5) 於二零一一年六月三十日，張麗明女士之2,350,125股股份以莊先生(作為受託人)名義登記，莊先生受委託行使表決權及以信託方式代(其中包括)相關僱員及高級管理層成員(如有)持有所涉相關股份之股息及其他分派，以致相關股份仍須受禁售期規限。

Disclosure of Interests

權益披露

Substantial Shareholders' and Other Persons Interests and Short Positions in Shares and Underlying Shares

As at 30 June 2011, so far as the Directors are aware, save as disclosed above, the persons or corporations (not being a Director or chief executive of the Company) who have interest or short positions in the shares and underlying shares of the Company as recorded in the register required to be kept under section 336 of the SFO or have otherwise notified to the Company were as follows:

主要股東及其他人士於股份及相關股份中的權益及淡倉

於二零一一年六月三十日，據董事所悉，除上文披露者外，以下人士或法團（並非董事或本公司最高行政人員）於本公司股份及相關股份中，擁有已記錄於根據證券及期貨條例第336條規定存置的登記冊或已知會本公司的權益或淡倉：

Name 名稱／姓名	Capacity 身分	Number of ordinary shares held (Note 1) 所持普通股數目(附註1)	Approximate Percentage of shareholding (%) 概約持股百分比(%)
Wafer Works Investment Corp. ("WWIC")	Beneficial owner 實益擁有人	344,208,822 (L)	15.35%
Wafer Works Corp. ("WWX") (Note 2) 合晶科技股份有限公司(「合晶科技」) (附註2)	Interest of a controlled corporation 受控法團權益	344,208,822 (L)	15.35%
The Baring Asia Private Equity Fund IV, L.P.	Interest of a controlled corporation 受控法團權益	122,139,421 (L)	5.45%
Jean Salata	Interest of a controlled corporation 受控法團權益	119,045,000 (L)	5.31%
Baring Private Equity Asia GP IV Limited	Interest of a controlled corporation 受控法團權益	119,045,000 (L)	5.31%
Baring Private Equity Asia GP IV, L.P.	Interest of a controlled corporation 受控法團權益	119,045,000 (L)	5.31%
Baring Private Equity Asia IV Holding (6) Limited	Interest of a controlled corporation 受控法團權益	119,045,000 (L)	5.31%

Note:

- The letter "L" denotes the person's long position in such securities.
- To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, WWIC is wholly-owned by WWX as at the date of this report. By virtue of the SFO, WWX is deemed to be interested in the Shares held by WWIC.

附註：

- 字母「L」指該人士於該等證券的好倉。
- 據董事於作出一切合理查詢後所深知、全悉及確信，於本報告日期，合晶科技全資擁有WWIC。根據證券及期貨條例，合晶科技被視為於WWIC持有的股份中擁有權益。

Save as disclosed above, as at 30 June 2011, the Directors are not aware of any other person or corporation having an interest or short position in shares and underlying shares of the Company which fall to be disclosed under the provisions of Division 2 and 3 of Part XV of the SFO.

除上文披露者外，截至二零一一年六月三十日，董事並不知悉有任何其他人士或法團於本公司的股份及相關股份中擁有須根據證券及期貨條例第XV部第2及3分部之條文披露的權益或淡倉。

Corporate Governance and Other Information

企業管治及其他資料

Corporate Governance

The Company reviews and enhances its corporate governance practices continuously and is committed to a high standard of corporate governance. During the six months ended 30 June 2011, the Company has complied with the code provisions of the Code on Corporate Governance Practices as set out in Appendix 14 of the Rules Governing the Listing of Securities (“Listing Rules”) on the Stock Exchange. For details of the corporate governance of the Company, please refer to the Corporate Governance Report as set out in the annual report of the Company for the year ended 31 December 2010.

Model Code for Securities Transactions by Directors

The Company has adopted the Model Code for Securities Transactions as set out in Appendix 10 of the Listing Rules as the code of conduct regarding securities transactions by the Directors. Specific enquiries have been made by the Company to confirm that all Directors have been complied with the Model Code for the six months ended 30 June 2011.

Purchase, Sale and Redemption of the Company’s Listed Securities

There was no purchase, sale or redemption by the Company or any of its subsidiaries, of the Company’s listed securities during the six months ended 30 June 2011, saved for the issue of new shares on 21 June 2011 upon conversion of convertible bonds issued on 26 January 2011.

Audit Committee

The Audit Committee of the Company, comprising four independent non-executive Directors and one non-executive Director, has reviewed the accounting principles and practices adopted by the Group and such matters as internal controls and financial reporting with the management of the Company, including the review of the interim results for the six months ended 30 June 2011.

Appreciation

The Board would like to take this opportunity to express its appreciation to all business partners for their support and continuous trust to the Group, and to express its sincere appreciation to all the staff for their efforts and contributions to the Group during the period under review.

By Order of the Board

Solargiga Energy Holdings Limited

Tan Wenhua

Chairman

31 August 2011

企業管治

本公司不斷檢討並提高其企業管治常規，致力建立高水平的企業管治。截至二零一一年六月三十日止六個月，本公司一直遵守聯交所證券上市規則(「上市規則」)附錄14所載企業管治常規守則條文。有關本公司企業管治的詳情，可參閱本公司截至二零一零年十二月三十一日止年度年報內所載企業管治報告。

董事進行證券交易之標準守則

本公司已採納上市規則附錄10所載證券交易之標準守則，作為董事進行證券交易之操守準則。本公司已作出特定查詢，以確認所有董事已於截至二零一一年六月三十日止六個月遵守標準守則。

購買、出售及贖回本公司之上市證券

除兌換於二零一一年一月二十六日發行之可換股債券後於二零一一年六月二十一日發行新股份外，截至二零一一年六月三十日止六個月，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

審核委員會

本公司審核委員會(成員包括四名獨立非執行董事及一名非執行董事)已審閱本集團採納的會計原則及慣例，並已與本公司管理層檢討內部監控及財務報告等事宜，包括審閱截至二零一一年六月三十日止六個月的中期業績。

致謝

董事會藉此機會感謝各業務夥伴對本集團的支持及長期信任，並向本集團全體員工於回顧期內為本集團付出的努力和貢獻，致以衷心感謝。

承董事會命

陽光能源控股有限公司

譚文華

主席

二零一一年八月三十一日

Independent Review Report

獨立審閱報告



**Independent review report to the board of directors of
Solargiga Energy Holdings Limited**
(Incorporated in the Cayman Islands with limited liability)

Introduction

We have reviewed the interim financial report set out on pages 26 to 56 which comprises the consolidated statement of financial position of Solargiga Energy Holdings Limited as of 30 June 2011 and the related consolidated income statement, statement of comprehensive income and statement of changes in equity and condensed consolidated cash flow statement for the six month period then ended and explanatory notes. The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of an interim financial report to be in compliance with the relevant provisions thereof and Hong Kong Accounting Standard 34, Interim financial reporting, issued by the Hong Kong Institute of Certified Public Accountants. The directors are responsible for the preparation and presentation of the interim financial report in accordance with Hong Kong Accounting Standard 34.

Our responsibility is to form a conclusion, based on our review, on the interim financial report and to report our conclusion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Scope of review

We conducted our review in accordance with Hong Kong Standard on Review Engagements 2410, Review of interim financial information performed by the independent auditor of the entity, issued by the Hong Kong Institute of Certified Public Accountants. A review of the interim financial report consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Hong Kong Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the interim financial report as at 30 June 2011 is not prepared, in all material respects, in accordance with Hong Kong Accounting Standard 34, Interim financial reporting.

KPMG

Certified Public Accountants
8th Floor, Prince's Building
10 Charter Road
Central, Hong Kong
31 August 2011

獨立審閱報告

致陽光能源控股有限公司董事會
(於開曼群島註冊成立之有限公司)

引言

我們已審閱列載於第26至56頁陽光能源控股有限公司的中期財務報告，此中期財務報告包括於二零一一年六月三十日的綜合財務狀況表、截至該日止六個月期間的有關綜合損益表、全面收入表及權益變動表和簡明綜合現金流量表以及附註解釋。香港聯合交易所有限公司證券上市規則規定必須按照上市規則中的相關規定和香港會計師公會頒布的香港會計準則第34號「中期財務報告」的規定編製中期財務報告。董事須負責根據香港會計準則第34號編製及列報中期財務報告。

我們的責任是根據我們的審閱對中期財務報告作出結論，並按照雙方協定的應聘條款，僅向全體董事會報告。除此以外，我們的報告不可用作其他用途。我們概不就本報告的內容，對任何其他人士負責或承擔法律責任。

審閱範圍

我們已根據香港會計師公會頒布的香港審閱委聘準則第2410號「實體的獨立核數師審閱中期財務資料」進行審閱。中期財務報告審閱工作包括主要向負責財務會計事項的人員詢問，並作出分析和其他審閱程序。由於審閱的範圍遠較按照香港審計準則進行審核的範圍為小，所以不能保證我們會注意到在審核中可能會被發現的所有重大事項。因此，我們不會發表任何審核意見。

結論

根據我們的審閱工作，我們並沒有注意到任何事項，使我們相信於二零一一年六月三十日的中期財務報告沒有在所有重大方面按照香港會計準則第34號「中期財務報告」的規定編製。

畢馬威會計師事務所

執業會計師
香港中環
遮打道10號
太子大廈8樓
二零一一年八月三十一日

Unaudited Consolidated Income Statement

未經審核綜合損益表

For the six months ended 30 June 2011
截至二零一一年六月三十日止六個月
(Expressed in Renminbi) (以人民幣列值)

		Six months ended 30 June	
		截至六月三十日止六個月	
		2011	2010
		二零一一年	二零一零年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
	Note		
	附註		
Turnover	營業額	1,274,146	796,411
Cost of sales	銷售成本	(986,885)	(701,164)
Gross profit	毛利	287,261	95,247
Other revenue	其他收入	12,918	12,310
Other net income	其他收入淨額	4,935	115
Selling and distribution expenses	銷售及分銷開支	(7,968)	(4,252)
Administrative expenses	行政開支	(137,781)	(42,504)
Profit from operations	經營利潤	159,365	60,916
Share of loss of an associate	分佔一家聯營公司虧損	(19)	-
Finance costs	融資成本	(19,114)	(8,365)
Profit before taxation	除稅前利潤	140,232	52,551
Income tax	所得稅	(26,899)	(12,006)
Profit for the period	期內利潤	113,333	40,545
Attributable to:	以下人士應佔：		
Equity shareholders of the Company	本公司權益股東	112,792	41,164
Non-controlling interests	非控制性權益	541	(619)
Profit for the period	期內利潤	113,333	40,545
Earnings per share (RMB cents)	每股盈利(人民幣分)		
- Basic and diluted	- 基本及攤薄	5.17	2.28

The accompanying notes form part of this unaudited interim financial report.

隨附附註為本未經審核中期財務報告之一部分。

Unaudited Consolidated Statement of Comprehensive Income

未經審核綜合全面收入表

For the six months ended 30 June 2011
截至二零一一年六月三十日止六個月
(Expressed in Renminbi) (以人民幣列值)

		Six months ended 30 June	
		截至六月三十日止六個月	
		2011	2010
		二零一一年	二零一零年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Profit for the period	期內利潤	113,333	40,545
Other comprehensive income for the period	期內其他全面收入		
Exchange differences on translation of financial statements of companies outside of the People's Republic of China ("PRC")	換算中華人民共和國(「中國」)境外公司財務報表之匯兌差額	(6,409)	(1,395)
Total comprehensive income for the period	期內全面收入總額	106,924	39,150
Attributable to:	以下人士應佔：		
Equity shareholders of the Company	本公司權益股東	106,383	39,769
Non-controlling interests	非控制性權益	541	(619)
Total comprehensive income for the period	期內全面收入總額	106,924	39,150

The accompanying notes form part of this unaudited interim financial report.

隨附附註為本未經審核中期財務報告之一部分。

Unaudited Consolidated Statement of Financial Position

未經審核綜合財務狀況表

At 30 June 2011

於二零一一年六月三十日

(Expressed in Renminbi) (以人民幣列值)

		Note	30 June 2011 二零一一年 六月三十日 RMB'000 人民幣千元	31 December 2010 二零一零年 十二月三十一日 RMB'000 人民幣千元
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	10	1,710,098	1,197,049
Intangible assets	無形資產	11	241,379	–
Goodwill	商譽	22	208,237	–
Prepayments for acquisition of property, plant and equipment	購置物業、廠房及設備的預付款項		41,748	49,063
Lease prepayments	租賃預付款項	12	89,257	68,400
Prepayments for raw materials	原材料的預付款項	13	427,841	146,915
Interest in an associate	於一間聯營公司的權益		73,981	37,000
Deferred tax assets	遞延稅項資產		12,220	4,250
			2,804,761	1,502,677
Current assets	流動資產			
Inventories	存貨		724,925	378,287
Trade and other receivables	應收貿易賬款及其他應收款項	14	740,385	628,412
Current tax recoverable	即期可收回稅項		28,763	–
Pledged deposits	已抵押存款	15	135,808	74,113
Cash at bank and in hand	銀行及手頭現金	16	679,355	459,734
			2,309,236	1,540,546
Current liabilities	流動負債			
Trade and other payables	應付貿易賬款及其他應付款項	17	661,855	463,322
Bank loans	銀行貸款	18	942,374	648,011
Current tax payable	即期應付稅項		379	2,243
			1,604,608	1,113,576
Net current assets	流動資產淨值		704,628	426,970
Total assets less current liabilities	資產總值減流動負債		3,509,389	1,929,647
Non-current liabilities	非流動負債			
Municipal government loan	市政府貸款		3,203	3,095
Bank loans	銀行貸款	18	870,926	85,000
Deferred tax liabilities	遞延稅項負債		77,419	21,547
Deferred income	遞延收入	19	211,281	172,905
Other non-current liabilities	其他非流動負債		4,868	1,385
			1,167,697	283,932
Net assets	資產淨值		2,341,692	1,645,715
Capital and reserves	資本及儲備			
Share capital	股本	20(a)	198,585	162,458
Reserves	儲備		2,081,579	1,444,320
Total equity attributable to equity shareholders of the Company	本公司權益股東應佔權益總額		2,280,164	1,606,778
Non-controlling interests	非控制性權益		61,528	38,937
Total equity	權益總額		2,341,692	1,645,715

The accompanying notes form part of this unaudited interim financial report.

隨附附註為本未經審核中期財務報告之一部分。

Unaudited Consolidated Statement of Changes in Equity

未經審核綜合權益變動表

For the six months ended 30 June 2011
截至二零一一年六月三十日止六個月
(Expressed in Renminbi) (以人民幣列值)

		Attributable to equity shareholders of the Company 本公司權益股東應佔							Non-controlling interests		Total equity 權益總額
		Share capital 股本	Share premium 股份溢價	General reserve 一般儲備金	Capital reserve 資本儲備	Exchange reserve 匯兌儲備	Other reserve 其他儲備	Retained profits 保留溢利	Subtotal 小計	非控制性權益	
Note		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Balance at 31 December 2010 and 1 January 2011	於二零一零年十二月三十一日及二零一一年一月一日之結餘	162,458	940,428	117,555	40,828	(10,289)	(66,710)	422,508	1,606,778	38,937	1,645,715
Changes for the period:	期間變動:										
Profit for the period	期內利潤	-	-	-	-	-	-	112,792	112,792	541	113,333
Other comprehensive income	其他全面收入	-	-	-	-	(6,409)	-	-	(6,409)	-	(6,409)
Total comprehensive income	全面收入總額	-	-	-	-	(6,409)	-	112,792	106,383	541	106,924
Dividends approved in respect of the previous year	上年度獲批准股息	8(b)	(78,476)	-	-	-	-	-	(78,476)	-	(78,476)
Issuance of convertible bonds classified as equity	發行分類為權益之可換股債券	20(b)	-	-	-	-	644,281	-	644,281	-	644,281
Shares issued upon conversion of convertible bonds	兌換可換股債券時發行之股份	20(b)	36,127	608,154	-	-	(644,281)	-	-	-	-
Capital injection by non-controlling shareholders	非控股股東注資	-	-	-	-	-	-	-	-	22,050	22,050
Share-based payments	以股份支付款項	-	-	-	1,198	-	-	-	1,198	-	1,198
Balance at 30 June 2011	於二零一一年六月三十日之結餘	198,585	1,470,106	117,555	42,026	(16,698)	(66,710)	535,300	2,280,164	61,528	2,341,692

		Attributable to equity shareholders of the Company 本公司權益股東應佔							Non-controlling interests		Total equity 權益總額
		Share capital 股本	Share premium 股份溢價	General reserve 一般儲備金	Capital reserve 資本儲備	Exchange reserve 匯兌儲備	Other reserve 其他儲備	Retained profits 保留溢利	Subtotal 小計	非控制性權益	
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Balance at 31 December 2009 and 1 January 2010	於二零零九年十二月三十一日及二零一零年一月一日之結餘	162,458	940,428	88,810	50,944	(10,475)	(66,710)	222,264	1,387,719	19,561	1,407,280
Changes for the period:	期間變動:										
Profit/(loss) for the period	期內利潤/(虧損)	-	-	-	-	-	-	41,164	41,164	(619)	40,545
Other comprehensive income	其他全面收入	-	-	-	-	(1,395)	-	-	(1,395)	-	(1,395)
Total comprehensive income	全面收入總額	-	-	-	-	(1,395)	-	41,164	39,769	(619)	39,150
Share-based payments	以股份支付款項	-	-	-	2,478	-	-	-	2,478	-	2,478
Balance at 30 June 2010	於二零一零年六月三十日之結餘	162,458	940,428	88,810	53,422	(11,870)	(66,710)	263,428	1,429,966	18,942	1,448,908

The accompanying notes form part of this unaudited interim financial report.

隨附附註為本未經審核中期財務報告之一部分。

Unaudited Condensed Consolidated Cash Flow Statement

未經審核簡明綜合現金流量表

For the six months ended 30 June 2011
截至二零一一年六月三十日止六個月
(Expressed in Renminbi) (以人民幣列值)

		Six months ended 30 June	
		截至六月三十日止六個月	
		2011	2010
		二零一一年	二零一零年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
	Note 附註		
Cash (used in)/ generated from operations	經營活動(所用)／ 所得現金	(388,912)	64,962
Tax paid	已付稅項	(63,959)	(1,654)
Net cash (used in)/generated from operating activities	經營活動(所用)／所得 現金淨額	(452,871)	63,308
Net cash (used in)/generated from investing activities	投資活動(所用)／所得 現金淨額	(73,547)	16,014
Net cash generated from financing activities	融資活動所得現金淨額	816,477	55,814
Net increase in cash and cash equivalents	現金及現金等價物之 增加淨額	290,059	135,136
Effect of exchange rate changes	匯率變動的影響	(438)	(950)
Cash and cash equivalents at 1 January	於一月一日現金及現金等價物	389,734	179,171
Cash and cash equivalents at 30 June	於六月三十日現金及現金等價物	679,355	313,357

The accompanying notes form part of this unaudited interim financial report.

隨附附註為本未經審核中期財務報告之一部分。

Notes to the Unaudited Interim Financial Report

未經審核中期財務報告附註

1. Basis of preparation

This interim financial report has been prepared in accordance with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"), including compliance with Hong Kong Accounting Standard ("HKAS") 34, Interim financial reporting, issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA").

The interim financial report has been prepared in accordance with the same accounting policies adopted in the 2010 annual financial statements, except for the accounting policy changes that are expected to be reflected in the 2011 annual financial statements. Details of these changes in accounting policies are set out in note 2.

The preparation of an interim financial report in conformity with HKAS 34 requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses on a year to date basis. Actual results may differ from these estimates.

This interim financial report contains condensed consolidated financial statements and selected explanatory notes. The notes include an explanation of events and transactions that are significant to an understanding of the changes in financial position and performance of Solargiga Energy Holdings Limited ("the Company") and its subsidiaries (collectively "the Group") since the 2010 Annual Report. The condensed consolidated interim financial statements and notes thereto do not include all of the information required for full set of financial statements prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs"), which term collectively includes HKASs and Interpretations.

The interim financial report is unaudited, but has been reviewed by KPMG in accordance with the Hong Kong Standard on Review Engagements 2410, Review of Interim Financial Report Performed by the Independent Auditor of the Entity, issued by the HKICPA. KPMG's independent review report to the Board of Directors is included on page 25. In addition, this interim financial report has been reviewed by the Company's audit committee.

The financial information relating to the financial year ended 31 December 2010 that is included in the interim financial report as being previously reported information does not constitute the Company's statutory financial statements for that financial year but is derived from those financial statements. The statutory financial statements for the year ended 31 December 2010 are available at the Company's registered office. The auditors have expressed an unqualified opinion on those financial statements in their report dated 28 March 2011.

1. 編製基準

本中期財務報告已根據香港聯合交易所有限公司證券上市規則(「上市規則」)適用的披露規定編製，包括遵守香港會計師公會(「香港會計師公會」)頒布的香港會計準則(「香港會計準則」)第34號「中期財務報告」。

中期財務報告乃根據於二零一零年年度財務報表採納的相同會計政策編製，惟預期將於二零一一年年度財務報表反映的會計政策變動除外。該等會計政策變動詳情載於附註2。

編製符合香港會計準則第34號的中期財務報告需要管理層作出判斷、估計及假設，足以影響政策應用及按截至報告日期止年度基準呈報的資產與負債、收入與支出金額。實際結果可能有別於該等估計。

本中期財務報告載有簡明綜合財務報表及經選定的說明附註。附註闡釋若干事件及交易，該等事件及交易對於瞭解自編製二零一零年年報以來，陽光能源控股有限公司(「本公司」)及其附屬公司(統稱「本集團」)在財務狀況及業績表現方面的轉變屬重要。簡明綜合中期財務報表及相關附註並不包括根據香港財務報告準則(「香港財務報告準則」)，香港會計準則及詮釋之統稱)編製完整財務報表所需全部資料。

中期財務報告未經審核，惟已由畢馬威會計師事務所根據香港會計師公會頒布的香港審閱委聘準則第2410號《實體的獨立核數師審閱中期財務報告》審閱。畢馬威會計師事務所致董事會的獨立審閱報告載於第25頁。此外，本中期財務報告已由本公司審核委員會審閱。

中期財務報告所載有關截至二零一零年十二月三十一日止財政年度的財務資料屬於過往已申報資料，並不構成本公司該財政年度的法定財務報表，惟該等財務資料均源自有關財務報表。截至二零一零年十二月三十一日止年度的法定財務報表可於本公司註冊辦事處索取。核數師已在其日期為二零一一年三月二十八日的報告中表示，對該等財務報表並無保留意見。

2. Changes in accounting policies

The HKICPA has issued a number of amendments to HKFRSs and one new Interpretation that are first effective for the current accounting period of the Group. Of these, the following developments are relevant to the Group's financial statements:

- HKAS 24 (revised 2009), Related party disclosures
- Improvements to HKFRSs (2010)

The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period.

These developments reflected primarily to clarification of certain disclosure requirements applicable to the Group's financial statements. Except for adoption of HKAS 24 (revised 2009) which clarifies and simplifies the definition of a related party, the adoption of the above revised standard and amendments have had no material impact on the contents of this interim financial report.

Jinzhou Youxin Electronic Materials Company Limited ("Jinzhou Youxin") and Jinzhou Aoke New Materials Co., Ltd ("Jinzhou Aoke") are no longer considered to be related parties to the Group as a result of the adoption of HKAS 24 (revised 2009). This standard is applied retrospectively in accordance with the transitional provision of HKAS 24 (revised 2009). Transactions conducted with Jinzhou Youxin and Jinzhou Aoke for the six months ended 30 June 2010 and balance with Jinzhou Youxin and Jinzhou Aoke as at 31 December 2010 are therefore excluded from the disclosure note of related party transactions in this unaudited interim financial report. See note 21 for disclosures of related party transactions.

3. Segment reporting

For the six months ended 30 June 2010, the Group had only one operating segment, which was the manufacturing of, trading of and provision of processing services for polysilicon and monocrystalline and multicrystalline silicon solar ingots/wafers/modules. The composition of the operating segments was changed in the current period as a result of the significant growth of the manufacturing of and trading of photovoltaic modules and installation of photovoltaic systems business, as well as the newly acquired business in 2011. The change in the composition of the operating segments has resulted in a change in the internal reporting information reviewed by the Group's most senior executive management.

2. 會計政策變動

香港會計師公會已頒佈多項香港財務報告準則修訂及一項新詮釋，於本集團現行會計期間首次生效，其中以下變更與本集團財務報表有關：

- 香港會計準則第24號(二零零九年經修訂)[「關連方披露」]
- 香港財務報告準則之改進(二零一零年)

本集團並無採納於現行會計期間尚未生效之任何新準則或詮釋。

有關變更主要反映澄清若干適用於本集團財務報表的披露要求。除採納澄清及簡化關連方定義之香港會計準則第24號(二零零九年經修訂)外，採納上述經修訂準則及修訂對本中期財務報告之內容並無重大影響。

由於採納香港會計準則第24號(二零零九年經修訂)，故錦州佑鑫電子材料有限公司(「錦州佑鑫」)及錦州奧克新材料有限公司(「錦州奧克」)不再視為本集團之關連方。該準則可按照香港會計準則第24號(二零零九年經修訂)之過渡條文追溯應用。因此，與錦州佑鑫及錦州奧克截至二零一零年六月三十日止六個月進行之交易以及有關錦州佑鑫及錦州奧克於二零一零年十二月三十一日之結餘均不計入本未經審核中期財務報告之關連方交易披露資料。請參閱附註21，以瞭解關連方交易披露資料。

3. 分部報告

截至二零一零年六月三十日止六個月，本集團僅有一個可報告分部，即太陽能單晶及多晶硅錠／硅片／模組製造、買賣及提供多晶硅料加工服務。由於光伏模組之製造及買賣以及光伏系統安裝業務以及二零一一年新購入之業務大幅增長，故本期間之經營分部組合有所改變。經營分部組合改變，導致本集團最高級行政管理層審閱之內報申報資料有所變動。

3. Segment reporting (Continued)

In a manner consistent with the way in which information is reported internally to the Group's most senior executive management for the purposes of resources allocation and performance assessment, the Group has identified three reportable segments: (i) the manufacturing of, trading of and provision of processing services for polysilicon and monocrystalline and multicrystalline silicon solar ingots/wafers ("Segment A"); (ii) the manufacturing of and trading of photovoltaic modules and installation of photovoltaic systems ("Segment B"); and (iii) the manufacturing and trading of monocrystalline silicon solar cells ("Segment C"). Segment C became a reportable segment in 2011 after the acquisition of the Sino Light Investments Limited ("Sino Light") and its subsidiaries (collectively referred to as the "Sino Light Group") as disclosed in note 22. No operating segments have been aggregated to form these reportable segments. Comparative figures have been provided on a basis consistent with the current period segment analysis.

(a) Segment results and assets

For the purpose of assessing segment performance and allocating resources between segments, the Group's senior executive management monitors the results and assets attributable to the reportable segments which are presented in the same way in the Group's reportable segments are disclosed as follows:

		Six months ended 30 June 2011 截至二零一一年六月三十日止六個月			
		Segment A 分部A RMB'000 人民幣千元	Segment B 分部B RMB'000 人民幣千元	Segment C 分部C RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Revenue from external customers	來自外界客戶之收益	890,416	157,360	226,370	1,274,146
Inter-segment revenue	分部間收益	444,559	–	425,945	870,504
Reportable segment revenue	可報告分部收益	1,334,975	157,360	652,315	2,144,650
Reportable segment profit	可報告分部溢利	79,076	1,287	40,515	120,878
Elimination of inter-segment loss/(profit)	分部間虧損/(溢利)抵銷	3,218	–	(10,763)	(7,545)
Profit for the period	期內溢利	82,294	1,287	29,752	113,333

		30 June 2011 二零一一年六月三十日			
		Segment A 分部A RMB'000 人民幣千元	Segment B 分部B RMB'000 人民幣千元	Segment C 分部C RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Reportable segment assets (including investment in an associate)	可報告分部資產 (包括於一家聯營公司之 投資)	4,143,611	298,513	671,873	5,113,997

3. 分部報告(續)

就資源分配及表現評估而言，本集團按照與本集團最高級行政管理層內報呈報資料一致之方式，確認三個可報告分部：(i)製造及買賣太陽能單晶及多晶硅錠/硅片，並提供多晶硅加工服務(「分部A」)；(ii)製造及買賣光伏模組及安裝光伏系統(「分部B」)；及(iii)製造及買賣太陽能單晶硅電池(「分部C」)。誠如附註22所披露，於收購華光投資有限公司(「華光」)及其附屬公司(統稱「華光集團」)後，分部C於二零一一年成為可報告分部。並無合併經營分部組成此等可報告分部。比較數字按與本期間分部分分析一致之基準提供。

(a) 分部業績及資產

為評估分部表現及於分部間分配資源，本集團高級行政管理人員會監察可報告分部應佔之業績及資產(與本集團可報告分部相同的方式呈列)披露如下：

3. Segment reporting (Continued)

(a) Segment results and assets (Continued)

		Six months ended 30 June 2010 截至二零一零年六月三十日止六個月		
		Segment A	Segment B	Total
		分部A	分部B	總計
		RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元
Reportable segment revenue	可報告分部收益	720,405	76,006	796,411
Reportable segment profit/(loss)	可報告分部溢利/(虧損)	42,597	(2,052)	40,545

		31 December 2010 二零一零年十二月三十一日		
		Segment A	Segment B	Total
		分部A	分部B	總計
		RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元
Reportable segment assets	可報告分部資產			
(including interest in an associate)	(包括於一家聯營公司之權益)			
		2,959,990	83,233	3,043,223

3. Segment reporting (Continued)

(b) Geographic information

The following table sets out information about the geographical location of the Group's revenue from external customers. The geographical location of a customer is based on the location at which the goods were delivered or the services were provided.

3. 分部報告(續)

(b) 地區資料

下表載列有關本集團來自外界客戶的收益所在地的資料。客戶所在地以交付貨品或提供服務的地點為依據。

		Six months ended 30 June	
		截至六月三十日止六個月	
		2011	2010
		二零一一年	二零一零年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
The PRC (place of domicile)	中國大陸(註冊地點)	439,336	505,072
Export sales	出口銷售		
– United Kingdom	– 英國	246,466	–
– The United States of America	– 美國	219,542	212,613
– Japan	– 日本	193,562	72,793
– Germany	– 德國	141,322	1,646
– Taiwan	– 台灣	20,651	875
– Canada	– 加拿大	7,138	2,959
– Spain	– 西班牙	6,129	–
– Other countries	– 其他國家	–	453
Sub-total	小計	834,810	291,339
Total	總計	1,274,146	796,411

4. Other revenue

4. 其他收入

Six months ended 30 June
截至六月三十日止六個月

		2011 二零一一年 RMB'000 人民幣千元	2010 二零一零年 RMB'000 人民幣千元
Government grants	政府補貼	7,399	4,547
Interest income from bank deposits	銀行存款的利息收入	1,999	1,104
Insurance claims received	已收保險索償金	1,413	795
Income from sale of scrap materials	出售廢料的收入	1,094	4,993
Rental income from operating leases	經營租賃的租金收入	864	864
Others	其他	149	7
		12,918	12,310

5. Other net income

5. 其他收入淨額

Six months ended 30 June
截至六月三十日止六個月

		2011 二零一一年 RMB'000 人民幣千元	2010 二零一零年 RMB'000 人民幣千元
Net foreign exchange gain	外匯收益淨額	4,935	113
Others	其他	-	2
		4,935	115

6. Profit before taxation

Profit before taxation is arrived at after charging:

6. 除稅前利潤

除稅前利潤已扣除：

		Six months ended 30 June	
		截至六月三十日止六個月	
		2011	2010
		於二零一一年	於二零一零年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
(a) Finance costs	(a) 融資成本		
Interest on bank loans wholly repayable within five years	須於五年內全數償清的銀行貸款利息	34,167	9,145
Interest on municipal government loan	市政府貸款的利息	108	116
Total interest expense on financial liabilities not at fair value through profit or loss	非按公平值於損益賬列賬財務負債的利息開支總額	34,275	9,261
Less: interest expenses capitalised into property, plant and equipment	減：物業、廠房及設備資本化利息開支	(15,161)	(896)
		19,114	8,365
(b) Other items	(b) 其他項目		
Research and development costs	研究及開發成本	68,210	8,551
Depreciation	折舊	60,015	25,001
Write-down of inventories	存貨撇減	26,665	-
Amortisation of intangible assets	無形資產攤銷	13,490	-
Amortisation of lease prepayments	租賃預付款項攤銷	1,028	692
Operating lease charges	經營租賃支出	646	722

7. Income tax

Income tax in the consolidated income statement represents:

		Six months ended 30 June 截至六月三十日止六個月	
		2011 二零一一年 RMB'000 人民幣千元	2010 二零一零年 RMB'000 人民幣千元
Current tax – the PRC	即期稅項 – 中國		
Provision for the period	期內撥備	31,914	3,192
Deferred tax	遞延稅項		
Origination and reversal of temporary differences	暫時性差額之出現及撥回	(5,015)	8,814
Income tax expense	所得稅開支	26,899	12,006

No provision for Hong Kong Profits Tax has been made as the subsidiaries of the Group either did not have any assessable profits subject to Hong Kong Profits Tax or have accumulated tax losses brought forward from previous years to offset the estimated assessable profits for the period.

Except for Jinzhou Yangguang Energy Co., Ltd. which is entitled to a preferential Corporate Income Tax ("CIT") rate of 15%, as it was granted by the Taihe District State Tax Bureau the status of a "High and New Technology Enterprise", and Jinzhou Huachang Photovoltaic Technology Company Limited, which is entitled to a preferential CIT rate of 12.5%, the provision for CIT is calculated based on a statutory rate of 25% of the assessable profits of the subsidiaries in the PRC as determined in accordance with the relevant income tax rules and regulations of the PRC.

Under the CIT Law of the PRC and its relevant regulations, dividends receivable by non-PRC corporate residents from PRC enterprises are subject to withholding tax at a rate of 10% or 5% for earnings accumulated beginning on 1 January 2008. Accordingly, a provision for withholding tax in respect of certain undistributed profits from the PRC subsidiaries has been made and included in the deferred tax liabilities as at 30 June 2011 and 31 December 2010.

7. 所得稅

綜合損益表內所得稅代表：

		Six months ended 30 June 截至六月三十日止六個月	
		2011 二零一一年 RMB'000 人民幣千元	2010 二零一零年 RMB'000 人民幣千元
Current tax – the PRC	即期稅項 – 中國		
Provision for the period	期內撥備	31,914	3,192
Deferred tax	遞延稅項		
Origination and reversal of temporary differences	暫時性差額之出現及撥回	(5,015)	8,814
Income tax expense	所得稅開支	26,899	12,006

由於本集團的附屬公司並無任何應繳納香港利得稅的利潤，亦無自過往年度結轉任何累計稅項虧損以抵銷期內估計應課稅利潤，故並無作出香港利得稅撥備。

除錦州陽光能源有限公司因獲太和區國家稅務局授予「高新科技企業」地位而有權享有15%的企業所得稅（「企業所得稅」）優惠稅率及錦州華昌光伏科技有限公司有權享有12.5%的企業所得稅優惠稅率外，企業所得稅按照中國附屬公司根據中國相關所得稅規則及規定釐定的應課稅利潤的25%法定稅率計提撥備。

根據中國企業所得稅法及其相關規例，自二零零八年一月一日起，中國企業以累計盈利向非中國公司派付股息須按10%或5%之稅率繳納預扣稅。因此，於二零一一年六月三十日及二零一零年十二月三十一日已就中國附屬公司之若干未分派溢利之預扣稅作出撥備，有關撥備亦已計入遞延稅項負債。

8. Dividends

(a) Dividends attributable to the period

The Directors do not recommend the payment of a dividend in respect of the six months ended 30 June 2011 (six months ended 30 June 2010: Nil).

(b) Dividends attributable to the previous financial year

8. 股息

(a) 期內應佔股息

董事不建議就截至二零一一年六月三十日止六個月派發股息(截至二零一零年六月三十日止六個月：無)。

(b) 上一個財政年度應佔股息

		Six months ended 30 June 截至六月三十日止六個月	
		2011 二零一一年 RMB'000 人民幣千元	2010 二零一零年 RMB'000 人民幣千元
Final dividend of RMB3.5 cents (HK\$4.1 cents) per share (2010: Nil) in respect of the previous financial year approved during the period	於期內批准上一個財政年度終期股息每股人民幣3.5分(4.1港仙)(二零一零年：無)	78,476	-

For the final dividend in respect of the previous financial year, the difference of RMB15,225,000 between the final dividend of RMB63,251,000 proposed in the 2010 annual report and the amount approved during the period of RMB78,476,000 represents dividends attributable to new shares issued upon the conversion of convertible bonds (see note 20(b)) before the closing date of the register of members.

就上一個財政年度之終期股息而言，二零一零年年報所述擬派終期股息人民幣63,251,000元與期內之批准金額人民幣78,476,000元間之差額人民幣15,225,000元為暫停辦理股東名冊當日前兌換可換股債券(請參閱附註20(b))時發行之新股份應佔股息。

9. Earnings per share

(a) Basic earnings per share

The calculation of basic earnings per share is based on the profit attributable to the equity shareholders of the Company of RMB112,792,000 (six months ended 30 June 2010: RMB41,164,000) and the weighted average of 2,182,087,552 ordinary shares (six months ended 30 June 2010: 1,807,170,425 ordinary shares) of the Company in issue during the period as calculated in note 9(b).

(b) Weighted average number of ordinary shares

9. 每股盈利

(a) 每股基本盈利

每股基本盈利乃根據本公司權益股東應佔利潤人民幣112,792,000元(截至二零一零年六月三十日止六個月：人民幣41,164,000元)以及按附註9(b)所載方式計算的期內本公司已發行普通股加權平均股數2,182,087,552股(截至二零一零年六月三十日止六個月：普通股1,807,170,425股)計算。

(b) 普通股加權平均股數

		Number of ordinary shares 普通股數目	
		2011 二零一一年	2010 二零一零年
Issued ordinary shares at 1 January (note 20(a))	於一月一日已發行普通股 (附註20(a))	1,807,170,425	1,807,170,425
Effect of convertible bonds	兌換可換股債券的影響	374,917,127	–
Weighted average number of ordinary shares	普通股加權平均股數	2,182,087,552	1,807,170,425

(c) Diluted earnings per share

There were no dilutive potential ordinary shares in issue during the six months ended 30 June 2011 and 2010.

(c) 每股攤薄盈利

於截至二零一一年及二零一零年六月三十日止六個月，並無潛在攤薄的已發行普通股。

10. Property, plant and equipment

10. 物業、廠房及設備

		2011 二零一一年 RMB'000 人民幣千元	2010 二零一零年 RMB'000 人民幣千元
Balance as at 1 January	於一月一日之結餘	1,197,049	536,849
Exchange adjustments	匯兌調整	(37)	(17)
Additions	添置	259,453	714,347
Acquisition of subsidiaries (note 22(c))	收購附屬公司(附註22(c))	314,541	-
Disposals	出售	(893)	(1,094)
Depreciation	折舊	(60,015)	(53,036)
Balance as at 30 June/31 December	於六月三十日/十二月三十一日 之結餘	1,710,098	1,197,049

The Group has yet to obtain property ownership certificates for certain buildings included in property, plant and equipment with an aggregate net book value of RMB89,298,000 (31 December 2010: RMB35,211,000) as at 30 June 2011. Notwithstanding this, the directors are of the opinion that the Group owned the beneficial title to these buildings as at 30 June 2011.

本集團尚未獲得若干樓宇的房屋所有權證，於二零一一年六月三十日，該等樓宇包括賬面淨值總額為人民幣89,298,000元(二零一零年十二月三十一日：人民幣35,211,000元)的物業、廠房及設備。儘管如此，董事認為本集團於二零一一年六月三十日擁有該等樓宇的實益業權。

11. Intangible assets

11. 無形資產

		2011 二零一一年 RMB'000 人民幣千元	2010 二零一零年 RMB'000 人民幣千元
Balance as at 1 January	於一月一日之結餘	-	-
Acquisition of subsidiaries (note 22(c))	收購附屬公司(附註22(c))	254,869	-
Amortisation	攤銷	(13,490)	-
Balance as at 30 June/31 December	於六月三十日/十二月三十一日 之結餘	241,379	-

12. Lease prepayments

Balance as at 1 January	於一月一日之結餘
Additions	添置
Acquisition of subsidiaries (note 22(c))	收購附屬公司(附註22(c))
Amortisation	攤銷
Balance as at 30 June/31 December	於六月三十日/十二月三十一日之結餘

12. 租賃預付款項

		2011 二零一一年 RMB'000 人民幣千元	2010 二零一零年 RMB'000 人民幣千元
		68,400	63,948
		-	5,876
		21,885	-
		(1,028)	(1,424)
		89,257	68,400

13. Prepayments for raw materials

In order to secure a stable supply of polysilicon materials, the Group makes prepayments to certain suppliers. Prepayments for raw materials where the Group expects to take delivery of inventory more than twelve months after the end of the reporting period are classified as non-current assets.

Included in non-current prepayments for raw materials is an amount due from a related party of RMB40,923,000 (31 December 2010: RMB Nil) as at 30 June 2011 (note 21(c)).

13. 原材料的預付款項

為確保有穩定多晶硅原材料供應，本集團向若干供應商支付預付款項。於本集團預期於報告期間結算日後十二個月後方取得存貨時就原材料作出之預付款項，分類為非流動資產。

於二零一一年六月三十日，原材料之非流動預付款項包括應收關連方款項人民幣40,923,000元(二零一零年十二月三十一日：人民幣零元)(附註21(c))。

14. Trade and other receivables

Trade debtors and bills receivable	應收貿易賬款及票據
Prepayments for raw materials – current portion	原材料的預付款項 – 即期部分
Deposits and other receivables	按金及其他應收款項

14. 應收貿易賬款及其他應收款項

		30 June 2011 二零一一年 六月三十日 RMB'000 人民幣千元	31 December 2010 二零一零年 十二月三十一日 RMB'000 人民幣千元
		360,362	167,255
		112,786	151,288
		267,237	309,869
		740,385	628,412

14. Trade and other receivables (Continued)

All of the trade and other receivables are expected to be recovered or recognised as expense within one year.

- (a) As at 31 December 2010, included in trade debtors and bills receivable was an amount due from a related party of RMB57,007,000. There are no trade debtors and bill receivable due from related parties as at 30 June 2011.
- (b) Included in current portion of prepayments for raw materials are amounts due from related parties of RMB30,288,000 (31 December 2010: RMB14,130,000) as at 30 June 2011.
- (c) As at 31 December 2010, included in deposits and other receivables was an amount due from a related party of RMB100,000. There are no deposits and other receivables due from related parties as at 30 June 2011.
- (d) The ageing analysis of trade debtors and bills receivable (net of allowance for doubtful debts) at the end of reporting period based on invoice date is as follows:

		At 30 June 2011 於二零一一年 六月三十日 RMB'000 人民幣千元	At 31 December 2010 於二零一零年 十二月三十一日 RMB'000 人民幣千元
Within 1 month	一個月內	187,937	144,740
1 to 3 months	一至三個月	162,573	15,660
6 to 12 months	六至十二個月	9,852	6,855
		360,362	167,255

The Group normally allows a credit period of 30-90 days to its customers.

14. 應收貿易賬款及其他應收款項(續)

全部應收貿易賬款及其他應收款項預期將於一年內收回或確認為開支。

- (a) 於二零一零年十二月三十一日，應收貿易賬款及票據包括應收關連方款項人民幣57,007,000元。於二零一一年六月三十日並無應收關連方之貿易賬款及票據。
- (b) 於二零一一年六月三十日，原材料的預付款項即期部分包括應收關連方款項人民幣30,288,000元(二零一零年十二月三十一日：人民幣14,130,000元)。
- (c) 於二零一零年十二月三十一日，按金及其他應收款項包括應收關連方款項人民幣100,000元。於二零一一年六月三十日並無應收關連方之按金及其他應收款項。
- (d) 於報告日期結算日，扣除呆賬撥備後的應收貿易賬款及票據的賬齡按發票日期分析如下：

本集團一般授予其客戶30至90日的信貸期。

14. Trade and other receivables (Continued)

- (e) The ageing analysis of trade debtors and bills receivable that are neither individually nor collectively considered to be impaired are as follows:

		30 June 2011 二零一一年 六月三十日 RMB'000 人民幣千元	31 December 2010 二零一零年 十二月三十一日 RMB'000 人民幣千元
Neither past due nor impaired	並無逾期或減值	328,153	145,225
Less than 1 month past due	逾期少於一個月	22,357	15,660
1 to 3 months past due	逾期一至三個月	-	6,370
3 to 6 months past due	逾期三至六個月	9,852	-
		32,209	22,030
		360,362	167,255

15. Pledged deposits

Certain of the Group's bank deposits were pledged to secure bank loans and banking facilities granted to the Group as follows:

		30 June 2011 二零一一年 六月三十日 RMB'000 人民幣千元	31 December 2010 二零一零年 十二月三十一日 RMB'000 人民幣千元
Pledged as security for bills payable	抵押作為應付票據之抵押品	92,702	70,047
Pledged as security for bank loans	抵押作為銀行貸款之抵押品	39,348	-
Guarantee deposits for issuance of letters of credit	作為發出信用證之存款擔保	3,758	4,066
		135,808	74,113

14. 應收貿易賬款及其他應收款項(續)

- (e) 並無個別或共同被視為減值的應收貿易賬款及票據的賬齡分析如下：

15. 已抵押存款

本集團若干銀行存款已就本集團獲授之銀行貸款及銀行融資作出抵押，載列如下：

16. Cash at bank and in hand

		30 June 2011	31 December 2010
		二零一一年 六月三十日	二零一零年 十二月三十一日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Cash at bank and in hand	銀行及手頭現金	679,355	459,734
Deposits with banks with original maturity over three months	原到期日為三個月以上的 銀行存款	-	(70,000)
Cash and cash equivalents in the consolidated cash flow statement	綜合現金流量表的現金及 現金等價物	679,355	389,734

Cash at bank and in hand totaling RMB478,350,000 (31 December 2010: RMB404,612,000) as at 30 June 2011 is denominated in RMB. RMB is not a freely convertible currency and the remittance of funds out of the PRC is subject to exchange restrictions imposed by the PRC government.

於二零一一年六月三十日，銀行存款及現金共人民幣478,350,000元(二零一零年十二月三十一日：人民幣404,612,000元)以人民幣列值。人民幣為不可自由兌換貨幣，且在國內匯出資金須受中國政府的外匯管制規限。

17. Trade and other payables

		30 June 2011	31 December 2010
		二零一一年 六月三十日	二零一零年 十二月三十一日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Trade payables (note 17(a))	應付貿易賬款(附註17(a))	165,485	175,919
Bills payable (note 17(b))	應付票據(附註17(b))	210,000	124,200
Dividends payable	應付股息	78,476	-
Other payables and accrued expenses	其他應付款項及應計開支	207,894	163,203
		661,855	463,322

Except for the retention money relating to construction projects totalling RMB17,792,000 (31 December 2010: RMB2,425,000), all of the trade and other payables are expected to be settled within one year.

除就建築項目保留之款項合共人民幣17,792,000元(二零一零年十二月三十一日：人民幣2,425,000元)外，預期所有應付貿易賬款及其他應付款項於一年內清付。

17. Trade and other payables (Continued)

- (a) The ageing analysis of trade and bills payables as of the balance sheet date based on invoice date is as follows:

		30 June 2011 二零一一年 六月三十日 RMB'000 人民幣千元	31 December 2010 二零一零年 十二月三十一日 RMB'000 人民幣千元
Within 1 month	一個月內	297,509	196,188
1 to 3 months	一至三個月	44,613	23,708
3 to 6 months	三至六個月	13,303	69,220
6 to 12 months	六至十二個月	3,036	1,787
1 to 2 years	一至兩年	17,024	9,216
		375,485	300,119

- (b) The Group's bills payable of RMB210,000,000 (31 December 2010: RMB124,200,000) as at 30 June 2011 are secured by the pledged bank deposits of RMB92,702,000 (31 December 2010: RMB70,047,000).

Included in trade payables are amounts due to related parties of RMB8,013,000 (31 December 2010: RMB55,098,000) as at 30 June 2011.

As at 31 December 2010, included in the Group's bills payable were bills payable to related parties of RMB2,000,000. There are no bills payable due to related parties as at 30 June 2011.

Included in other payables and accrued expenses is a payable to a related party of RMB42,700,000 (31 December 2010: RMB652,000) as at 30 June 2011.

17. 應付貿易賬款及其他應付款項(續)

- (a) 於結算日，應付貿易賬款及票據按發票日期計算的賬齡分析如下：

		30 June 2011 二零一一年 六月三十日 RMB'000 人民幣千元	31 December 2010 二零一零年 十二月三十一日 RMB'000 人民幣千元
Within 1 month	一個月內	297,509	196,188
1 to 3 months	一至三個月	44,613	23,708
3 to 6 months	三至六個月	13,303	69,220
6 to 12 months	六至十二個月	3,036	1,787
1 to 2 years	一至兩年	17,024	9,216
		375,485	300,119

- (b) 於二零一一年六月三十日，本集團應付之票據人民幣210,000,000元(二零一零年十二月三十一日：人民幣124,200,000元)以有抵押銀行存款人民幣92,702,000元(二零一零年十二月三十一日：人民幣70,047,000元)抵押。

於二零一一年六月三十日，應付貿易賬款包括應付關連方款項人民幣8,013,000元(二零一零年十二月三十一日：人民幣55,098,000元)。

於二零一零年十二月三十一日，本集團應付之票據包括應付關連方票據人民幣2,000,000元。於二零一一年六月三十日並無應付關連方票據。

於二零一一年六月三十日，其他應付款項及應計開支包括應付關連方款項人民幣42,700,000元(二零一零年十二月三十一日：人民幣652,000元)。

18. Interest-bearing bank loans

At 30 June 2011, the bank loans were repayable as follow:

		At 30 June 2011 於二零一一年 六月三十日 RMB'000 人民幣千元	At 31 December 2010 於二零一零年 十二月三十一日 RMB'000 人民幣千元
Within 1 year	一年內	942,374	648,011
After 1 year but within 2 years	一年後但於兩年內	138,000	-
After 2 years but within 5 years	兩年後但於五年內	732,926	85,000
		870,926	85,000
		1,813,300	733,011
Bank loans	銀行貸款		
- unsecured	- 無抵押	1,280,568	733,301
- secured	- 有抵押	532,732	-
		1,813,300	733,011

On 27 May 2011, the Company entered into syndicated loan agreements with certain banks whereby a term loan facility of up to US\$75,000,000 (RMB470,927,000) was made available to the Company for a term of three years from the date of first drawdown of the facility. During the period, the Company drew down fully the loan facility of RMB470,927,000 with a maturity of three years due on 17 June 2014. The amount is repayable by instalments commencing on 16 December 2012. The loan is denominated in US dollars and interest bearing payable quarterly in arrears. The loan is secured by a pledged deposit of RMB20,000,000 and guaranteed by certain subsidiaries of the Company.

All of the Group's banking facilities are subject to the fulfilment of covenants relating to certain of the Group's financial position ratios, as are commonly found in lending arrangements with financial institutions. If the Group were to breach the covenants the drawn down facilities would become payable on demand. The Group regularly monitors its compliance with these covenants. As at 30 June 2011 and 31 December 2010, none of the covenants relating to drawn down facilities had been breached.

18. 計息銀行貸款

於二零一一年六月三十日，須予償還之銀行貸款如下：

		At 30 June 2011 於二零一一年 六月三十日 RMB'000 人民幣千元	At 31 December 2010 於二零一零年 十二月三十一日 RMB'000 人民幣千元
Within 1 year	一年內	942,374	648,011
After 1 year but within 2 years	一年後但於兩年內	138,000	-
After 2 years but within 5 years	兩年後但於五年內	732,926	85,000
		870,926	85,000
		1,813,300	733,011
Bank loans	銀行貸款		
- unsecured	- 無抵押	1,280,568	733,301
- secured	- 有抵押	532,732	-
		1,813,300	733,011

於二零一一年五月二十七日，本公司與若干銀行訂立銀團貸款協議，據此，本公司可動用有期貨款融資最多75,000,000美元（人民幣470,927,000元），自首次提取融資當日起為期三年。期內，本公司悉數提取貸款融資人民幣470,927,000元，為期三年，於二零一四年六月十七日到期。有關款項自二零一二年十二月十六日起分期償還。有關貸款以美元列值且計息，欠款每季償還一次。有關貸款以有抵押存款人民幣20,000,000元抵押，並由本公司若干附屬公司擔保。

本集團全部銀行融資因一般在與財務機構訂立之貸款安排中出現而須符合有關本集團若干財務狀況比率之契諾。倘本集團違反有關契諾，則所提取融資須按要求償還。本集團定期監控其是否已遵守有關契諾。於二零一一年六月三十日及二零一零年十二月三十一日，概無涉及已提取融資之契諾遭違反。

19. Deferred income

Various government grants have been received by the Group for generating export sales, participating in high-tech industry and constructing various manufacturing plants in Jinzhou, Liaoning Province, the PRC. In addition, certain government grants have been received by the Group to compensate for its research and development expenses in relation to the manufacturing of monocrystalline silicon solar ingots and wafers and interest expenses for certain specific loans. Amounts of RMB7,399,000 (six months ended 30 June 2010: RMB4,547,000) have been recognised in the consolidated income statement for the six months ended 30 June 2011 (note 4).

The remaining unused balances as at the end of each reporting period are included in the consolidated statement of financial position as deferred income. There are no unfulfilled conditions or contingencies relating to these grants. Amounts of RMB196,484,000 (31 December 2010: RMB167,464,000) as at 30 June 2011 of deferred income will be recognised in profit or loss after more than one year.

19. 遞延收入

本集團因產生出口銷售，從事高科技行業及於中國遼寧省錦州興建多家製造廠房而獲得不同之政府補貼。此外，本集團亦獲得若干政府補貼以資助其製造太陽能單晶硅錠及硅片之研發開支以及若干特定貸款之利息開支。截至二零一一年六月三十日止六個月，於綜合損益表已確認人民幣7,399,000元(截至二零一零年六月三十日止六個月：人民幣4,547,000元)之款項(附註4)。

於各報告期間結算日，未動用之餘款被納入綜合財務狀況表，列作遞延收入。該等補貼並無尚未達成之條件或然事項。於二零一一年六月三十日，遞延收入人民幣196,484,000元(二零一零年十二月三十一日：人民幣167,464,000元)將於超過一年後於損益中確認。

20. Capital and reserves

(a) Movement of issued share capital during the period

20. 資本及儲備

(a) 期內已發行股本變動

		2011 二零一一年		2010 二零一零年	
		No. of shares 股份數目	Amount 金額 RMB'000 人民幣千元	No. of shares 股份數目	Amount 金額 RMB'000 人民幣千元
At 1 January	於一月一日	1,807,170,425	162,458	1,807,170,425	162,458
Share issued upon conversion of convertible bonds (note 20(b))	兌換可換股債券時發行股份(附註20(b))	435,000,000	36,127	-	-
At 30 June/31 December	於六月三十日/ 十二月三十一日	2,242,170,425	198,585	1,807,170,425	162,458

20. Capital and reserves (Continued)

(b) Convertible bonds

As stated in note 22, on 26 January 2011, the Group acquired a 100% equity interest in Sino Light, satisfied by the issuance of zero-coupon convertible bonds of the Company with a principal amount of HK\$835,200,000. The convertible bonds were interest-free and would be converted by the bondholders at a conversion price of HK\$1.92 per ordinary share of the Company during the conversion period from 28 March 2011 to 26 January 2013. Upon conversion in full of the convertible bonds, an aggregate of 435,000,000 ordinary shares of the Company would be issued by the Company.

The number of shares into which the convertible bonds would be converted was fixed at the issuance date and the convertible bonds were interest-free and not redeemable in cash. The convertible bonds were classified entirely as equity of the Company and the fair value of RMB644,281,000 at the issuance date was recognised in equity in the other reserve.

The fair value of the convertible bonds was valued by the directors at the issuance date with reference to a valuation report issued by an independent professional valuer, Censere Holdings Limited. The estimate of the fair value of the convertible bonds was measured by applying the Binomial Option Pricing Model, with the following key assumptions:

Spot price at issuance date	HK\$1.81
Option life	2 months
Expected volatility	33.44%
Risk-free interest rate	0.27%
Expected dividend yield from issuance date to commencement date of conversion period	0.00%

All of the convertible bonds were converted by the bondholders into ordinary shares of the Company on 21 June 2011. The nominal value of these shares of RMB36,127,000 was transferred from other reserve to share capital and the difference between the nominal value of these shares and the fair value of the convertible bonds, which amounted to RMB608,154,000, was transferred from other reserve to share premium.

20. 資本及儲備(續)

(b) 可換股債券

誠如附註22所載，於二零一一年一月二十六日，本集團購入華光全部股本權益，並透過發行本公司本金額835,200,000港元之零息可換股債券付款。可換股債券免息，且債券持有人可於二零一一年三月二十八日至二零一三年一月二十六日之兌換期內，按兌換價每股本公司普通股1.92港元兌換該等債券。悉數兌換可換股債券後，本公司將發行合共435,000,000股本公司普通股。

兌換可換股債券涉及之股份數目於發行日期釐定，可換股債券免息，且不得以現金贖回。所有可換股債券分類為本公司權益，於發行日期之公平值人民幣644,281,000元則於其他儲備之權益中確認。

可換股債券之公平值由董事於發行日期參考獨立專業估值師Censere Holdings Limited發出之估值報告後估值。計量可換股債券之估計公平值時，已應用二項式期權定價模式，主要假設如下：

於發行日期之現貨價	1.81港元
期權之年期	兩個月
預期波幅	33.44%
無風險利率	0.27%
發行日期至兌換期開始當日間之預期股息率	0.00%

所有可換股債券於二零一一年六月二十一日由債券持有人兌換為本公司普通股。該等股份面值為人民幣36,127,000元，自其他儲備轉撥至股本，該等股份面值與可換股債券公平值之差額為人民幣608,154,000元，自其他儲備轉撥至股份溢價。

21. Related parties transactions

During the six months ended 30 June 2011 and 2010, transactions with the following parties are considered to be related party transactions:

Name of party 各方名稱	Relationship 關係
Jinzhou Changhua Carbon Products Company Limited ("Jinzhou Changhua") 錦州昌華碳素製品有限公司(「錦州昌華」)	Controlled by Chong Kin Ngai, a non-executive director of the Company 受本公司非執行董事莊堅毅控制
Wafer Works Corp. ("WWX") 合晶科技股份有限公司(「合晶科技」)	Equity shareholder of the Company 本公司之權益股東
Jinzhou Huarong Property Management Company Limited ("Jinzhou Huarong") 錦州華榮物業管理有限公司(「錦州華榮」)	Controlled by Tan Wenhua, an executive director of the Company 受本公司執行董事譚文華控制
Jinzhou Huachang Photovoltaic Technology Company Limited ("Huachang Guangfu") (Note) 錦州華昌光伏科技有限公司(「華昌光伏」)(附註)	Controlled by Tan Wenhua 受譚文華控制
Jinzhou Jingxin Semi-conductor Material Co., Ltd. ("Jinzhou Jingxin") 錦州京鑫半導體材料有限公司(「錦州京鑫」)	Controlled by a key management personnel of the Group 受本集團主要管理人員控制
Wafer Works (Shanghai) Corp. ("WWXS") 上海合晶硅材料有限公司(「合晶硅材料」)	Subsidiary of WWX 合晶科技之附屬公司
Jinzhou Huachang Real Estate Development Co., Ltd. ("Huachang Real Estate") 錦州華昌房地產發展有限公司(「華昌房地產」)	Controlled by Tan Wenhua 受譚文華控制
Jinzhou Aoke Yangguang New Energy Company Limited ("Aoke Yangguang") 錦州奧克陽光新能源有限公司(「奧克陽光」)	Associate of the Group 本集團之聯營公司

Note: This company, being a subsidiary of Sino Light, became a wholly owned subsidiary of the Group since 26 January 2011 as disclosed in note 22. As such, the related party transactions in current period with the Group disclosed below relate to the period from 1 January 2011 to 25 January 2011.

21. 關連方交易

截至二零一一年及二零一零年六月三十日止六個月，下列人士的交易被視為關連方交易：

附註：誠如附註22所披露，該公司為華光之附屬公司，自二零一一年一月二十六日起成為本集團全資附屬公司。因此，下文所披露本期間與本集團進行之關連方交易與二零一一年一月一日至二零一一年一月二十五日期間有關。

21. Related parties transactions (Continued)

(a) Key management personnel remuneration

Remuneration for key management personnel of the Group for the six months ended 30 June 2011 is as follows:

21. 關連方交易(續)

(a) 主要管理人員薪酬

截至二零一一年六月三十日止六個月，本集團的主要管理人員薪酬如下：

		Six months ended 30 June	
		截至六月三十日止六個月	
		2011	2010
		二零一一年	二零一零年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Basic salaries, allowances and benefits in kind	基本薪金、津貼及實物利益	2,073	2,007
Retirement scheme contributions	退休金計劃供款	35	25
Share-based payments	以股份支付款項	455	1,127
		2,563	3,159

21. Related parties transactions (Continued)

(b) Recurring transactions

Particulars of significant transactions between the Group and the above related parties during the six months ended 30 June 2011 and 2010 are as follows:

21. 關連方交易 (續)

(b) 經常性交易

於截至二零一一年及二零一零年六月三十日止六個月，本集團與上述關連方之間的重大交易詳情如下：

		Six months ended 30 June 截至六月三十日止六個月	
		2011 二零一一年 RMB'000 人民幣千元	2010 二零一零年 RMB'000 人民幣千元
Sales of goods to:	銷售貨品予：		
– Huachang Guangfu	– 華昌光伏	–	161,658
– WWX	– 合晶科技	–	293
– WWXS	– 合晶硅材料	–	307
		–	162,258
Purchase of goods from:	向下列各方購買貨品：		
– Huachang Guangfu	– 華昌光伏	75,202	57,114
– Jinzhou Changhua	– 錦州昌華	28,628	11,328
– WWX	– 合晶科技	18,665	73,676
– Jinzhou Jingxin	– 錦州京鑫	1,133	675
		123,628	142,793
Rental expense paid to Huachang Guangfu	支付予華昌光伏之租金開支	–	574
Provision of electricity and water by Jinzhou Huarong	錦州華榮提供水電	774	530

21. Related parties transactions (Continued)

(c) Amounts due from related parties

		At 30 June 2011	At 31 December 2010
		於二零一一年 六月三十日	於二零一零年 十二月三十一日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Trade:	貿易：		
– WWX	– 合晶科技	68,211	14,130
– Huachang Real Estate	– 華昌房地產	3,000	–
– Huachang Guangfu	– 華昌光伏	–	57,007
– WWXS	– 合晶硅材料	–	100
		71,211	71,237

Amounts due from related parties are unsecured and interest free. Except for prepayments for raw materials of RMB40,923,000 (31 December 2010: RMBNil) as disclosed in note 13, the amounts are expected to be recovered within one year.

應收關連方款項無抵押及免息。除附註13披露之原材料預付款項人民幣40,923,000元外，有關款項預期於一年內收回。

(d) Amounts due to related parties

		At 30 June 2011	At 31 December 2010
		於二零一一年 六月三十日	於二零一零年 十二月三十一日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Trade:	貿易		
– Aoke Yangguang	– 奧克陽光	42,700	271
– WWX	– 合晶科技	5,635	–
– Jinzhou Changhua	– 錦州昌華	2,378	10,143
– Huachang Guangfu	– 華昌光伏	–	46,960
– Jinzhou Huarong	– 錦州華榮	–	376
		50,713	57,750

Amounts due to related parties are unsecured, interest free and expected to be settled within one year.

應付關連方款項無抵押、免息且預期於一年內支付。

22. Business combination

- (a) On 26 January 2011, the Group acquired 100% equity interest in Sino Light, satisfied by the issuance of zero-coupon convertible bonds of the Company which would be converted into 435,000,000 ordinary shares of the Company. The fair value of these convertible bonds on 26 January 2011 was HK\$762,104,000 (equivalent to RMB644,281,000) (see note 20(b) for details). Sino Light and its subsidiaries (the "Sino Light Group") are engaged in the manufacturing and trading of monocrystalline silicon solar cells. The acquisition of the Sino Light Group allows the Group to expand into the downstream of the solar industry.
- (b) The total turnover and net profit for the period contributed by the Sino Light Group for the period from its date of acquisition to 30 June 2011 were RMB226,370,000 and RMB29,752,000, respectively.

If this business combination had occurred on 1 January 2011, the Group's turnover and net profit for the period would have been approximately RMB1,312,649,000 and approximately RMB110,668,000, respectively. These amounts have been calculated by adopting the Group's accounting policies, eliminating the related intercompany transactions and adjusting the results of the relevant subsidiaries to reflect the additional amortisation and depreciation that would have been charged assuming the fair value adjustment to intangible assets, property, plant and equipment and lease prepayments have been applied from 1 January 2011, together with the consequential tax effects.

22. 業務合併

- (a) 於二零一一年一月二十六日，本集團購入華光全部股本權益，並透過發行本公司之零息可換股債券付款，該等債券可兌換為435,000,000股本公司普通股。該等可換股債券於二零一一年一月二十六日之公平值為762,104,000港元，相當於人民幣644,281,000元（請參閱附註20(b)，以瞭解詳情）。華光及其附屬公司（「華光集團」）從事太陽能單晶硅電池之製造及買賣業務。收購華光集團可讓本集團擴大至太陽能行業之下游業務。
- (b) 華光集團期內貢獻之總營業額及純利自有關收購日期起至二零一一年六月三十日止期間分別為人民幣226,370,000元及人民幣29,752,000元。

倘有關業務合併於二零一一年一月一日已發生，則本集團期內之營業額及純利將分別約人民幣1,312,649,000元及約人民幣110,668,000元。計算有關金額時已採納本集團之會計政策，抵銷公司間之有關連交易，並調整相關附屬公司業績，以反映假設對無形資產、物業、廠房及設備以及租賃預付款項之公平值調整自二零一一年一月一日起已應用時原先應已收取之額外攤銷及折舊連同相應稅務影響。

22. Business combination (Continued)

- (c) The acquisition of the Sino Light Group had the following effect on the Group's assets and liabilities on the date of acquisition:

		Carrying amount	Fair value adjustment	Fair value
		賬面值	公平值調整	公平值
		RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元
Property, plant and equipment	物業、廠房及設備	324,602	(10,061)	314,541
Intangible assets	無形資產	–	254,869	254,869
Lease prepayments	租賃預付款項	18,352	3,533	21,885
Inventories	存貨	24,684	9,469	34,153
Trade and other receivables	應收貿易賬款及其他應收款項	195,880	–	195,880
Cash and cash equivalents	現金及現金等價物	33,670	–	33,670
Trade and other payables	應付貿易賬款及其他應付款項	(132,531)	–	(132,531)
Current tax payable	即期應付稅項	(1,418)	–	(1,418)
Long-term bank loans	長期銀行貸款	(190,000)	–	(190,000)
Deferred tax assets/(liabilities)	遞延稅項資產/(負債)	3,902	(56,819)	(52,917)
Deferred income	遞延收入	(42,088)	–	(42,088)
Net assets acquired	所購入資產淨值	235,053	200,991	436,044
Goodwill arising from acquisition	收購產生之商譽			208,237
Total consideration satisfied by issuance of convertible bonds (note 20(b))	透過發行可換股債券支付之總代價(附註20(b))			644,281
Net cash inflow in respect of the acquisition of subsidiaries	涉及收購附屬公司之現金流入淨額			33,670

The balances of the trade and other receivables were considered fully recoverable at the date of acquisition.

The intangible assets comprised customer relationships, patents and sales contracts with fair values of RMB185,230,000, RMB67,228,000 and RMB2,411,000 respectively as at the acquisition date. The goodwill is attributable mainly to the benefit of skills and technical talent of the acquired business's work force and the synergies expected to be achieved from integrating the entities into the Group's existing businesses. None of the goodwill recognised is expected to be deductible for income tax purposes.

22. 業務合併(續)

- (c) 收購華光集團對本集團於收購日期之資產及負債構成以下影響：

		Carrying amount	Fair value adjustment	Fair value
		賬面值	公平值調整	公平值
		RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元
Property, plant and equipment	物業、廠房及設備	324,602	(10,061)	314,541
Intangible assets	無形資產	–	254,869	254,869
Lease prepayments	租賃預付款項	18,352	3,533	21,885
Inventories	存貨	24,684	9,469	34,153
Trade and other receivables	應收貿易賬款及其他應收款項	195,880	–	195,880
Cash and cash equivalents	現金及現金等價物	33,670	–	33,670
Trade and other payables	應付貿易賬款及其他應付款項	(132,531)	–	(132,531)
Current tax payable	即期應付稅項	(1,418)	–	(1,418)
Long-term bank loans	長期銀行貸款	(190,000)	–	(190,000)
Deferred tax assets/(liabilities)	遞延稅項資產/(負債)	3,902	(56,819)	(52,917)
Deferred income	遞延收入	(42,088)	–	(42,088)
Net assets acquired	所購入資產淨值	235,053	200,991	436,044
Goodwill arising from acquisition	收購產生之商譽			208,237
Total consideration satisfied by issuance of convertible bonds (note 20(b))	透過發行可換股債券支付之總代價(附註20(b))			644,281
Net cash inflow in respect of the acquisition of subsidiaries	涉及收購附屬公司之現金流入淨額			33,670

應收貿易賬款及其他應收款項之結餘被視為可於收購日期收回。

無形資產包括客戶關係、專利權以及於收購日期公平值分別為人民幣185,230,000元、人民幣67,228,000元及人民幣2,411,000元之銷售合約。商譽主要因所購入業務勞動人手之技能及技術專才以及預期自各實體與本集團現有業務合併所得之協同效益而受惠。所確認商譽預期不可扣減所得稅。

23. Capital commitments

Capital commitments that related to the purchase of property, plant and equipment outstanding at the end of the reporting period not provided for in the unaudited interim financial report were as follows:

		30 June 2011 二零一一年 六月三十日 RMB'000 人民幣千元	31 December 2010 二零一零年 十二月三十一日 RMB'000 人民幣千元
Authorised and contracted for	已授權並已訂約	402,554	256,972
Authorised but not contracted for	已授權但未訂約	47,481	141,235

24. Non-adjusting event after the reporting date

In July 2011, after the approval by the local government of Qinghai Province, the Group commenced constructing a 20MW photovoltaic power station in Golmud, Qinghai Province, the PRC. The estimated construction cost of the power station is approximately RMB329,000,000.

On 19 August 2011, the Company entered into a subscription agreement with a financial institution and proposed to issue RMB300,000,000 bonds with a maturity of three years due on 24 August 2014 (the "Bonds"). The Bonds were issued at 100% of the aggregate principal amount and are denominated in RMB bearing interest at 4.75% per annum payable semi-annually in arrears. The Bonds were issued in full on 24 August 2011.

23. 資本承擔

有關購置物業、廠房及設備於報告期間結算日尚未償還且仍未在未經審核中期財務報告內撥備的資本承擔如下：

24. 毋須作出調整的報告日後事項

於二零一一年七月，經青海省地方政府批准，本集團著手在中國青海省格爾木建設一個發電量達20兆瓦的光伏發電站。發電站的估計建設成本約人民幣329,000,000元。

於二零一一年八月十九日，本公司與一間金融機構訂立認購協議，擬發行人民幣300,000,000元、為期三年並於二零一四年八月二十四日到期的債券（「債券」）。債券按本金總額100%發行，並以人民幣計值，年利率為4.75%，須每半年期末支付。債券已於二零一一年八月二十四日獲全數發行。



Solargiga Energy



This interim report is printed on environmentally friendly, totally chlorine-free paper.
本中期業績報告由環保紙印製。