

CHINA HGS REAL ESTATE INC.

Form 8-K

April 29, 2010

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

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FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

April 23, 2010

Date of report (date of earliest event reported)

Apollo Solar Energy, Inc.  
(Exact name of registrant as specified in its charter)

Nevada (State or other jurisdiction of incorporation)	0-12122 (Commission File Number)	84-0601802 (I.R.S. Employer Identification No.)
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No. 485 Tengfei Third  
Shuangliu Southwest Airport Economic Development Zone  
Shuangliu, Chengdu  
People's Republic of China 610207  
(Address of principal executive offices)(Zip Code)

+86 755 2580 1888  
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))



As used in this current report on Form 8-K, unless the context otherwise requires, the terms “we,” “us,” “the Company,” and “Apollo Solar” refer to Apollo Solar Energy, Inc., a Nevada corporation.

Item 1.01 Entry into a Material Definitive Agreement

On April 23, 2010, an existing Company stockholder entered into a Cancellation of Debt and Conversion Agreement with the Company pursuant to which such stockholder agreed to convert a loan to the Company in the amount of \$2,000,000 held by such stockholder into shares of the Company’s common stock at a price per share of \$1.60.

Item 3.02. Unregistered Sales of Equity Securities.

The information set forth in Item 1.01 above is incorporated by reference into this Item 3.02. The shares of the Company’s common stock were issued to an accredited investors in reliance on exemptions from registration pursuant to Section 4(2) under the Securities Act of 1933, as amended, and Rule 506 promulgated thereunder, and in reliance on similar exemptions under applicable state securities laws.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

APOLLO SOLAR ENERGY, INC.

Dated: April 29, 2010  
Hou  
Renyi Hou  
Chief Executive Office

By: /s/ Renyi

