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If you have sold or transferred all your shares in Solargiga Energy Holdings Limited (the "Company"), you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker, licensed securities dealer, registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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Solargiga Energy

## Solargiga Energy Holdings Limited

陽光能源控股有限公司

*(Incorporated in the Cayman Islands with limited liability)*

(Stock Code: 757)

### **GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE NEW SHARES, RE-ELECTION OF DIRECTORS, AND NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting (the "AGM") of the Company to be held at Unit A, 10/F, Two Chinachem Plaza, 135 Des Voeux Road, Central, Hong Kong on Friday, 27 June 2014 at 5:00 p.m. is set out on pages 12 to 16 of this circular.

A proxy form for use at the AGM is also enclosed with this circular. Whether or not you intend to attend and vote at the AGM in person, you are requested to complete and sign the enclosed proxy form in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting at the AGM or any adjournment thereof should you so wish.

Hong Kong, 25 April 2014

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## DEFINITIONS

*In this circular, unless the context otherwise requires, the following expressions have the following meanings:*

“AGM”	the annual general meeting of the Company to be convened and held at Room A, 10/F, Two Chinachem Plaza, 135 Des Voeux Road, Central, Hong Kong on Friday, 27 June 2014 at 5:00 p.m., or any adjournment thereof and the notice of which is set out on pages 12 to 16 of this circular
“Articles of Association”	the articles of association of the Company (as amended from time to time)
“associate(s)”	has the same meaning as ascribed to it under the Listing Rules
“Board”	the board of Directors
“Company”	Solargiga Energy Holdings Limited (陽光能源控股有限公司), a company incorporated in the Cayman Islands with limited liability, and the Shares of which are listed on the main board of the Stock Exchange
“connected person(s)”	has the same meaning as ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party(ies)”	a person or company who or which is, to the best of the Directors’ knowledge, information and belief, having made all reasonable enquiries, independent of and not connected with the Company and its connected persons

## DEFINITIONS

“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the powers of the Company to allot, issue and deal with new Shares and securities convertible into Shares not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the ordinary resolution in relation thereof
“Latest Practicable Date”	16 April 2014, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China which, for the purpose of this circular, excludes Hong Kong, Macao and Taiwan
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the powers of the Company to repurchase the fully paid-up Shares up to 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the ordinary resolution in relation thereof
“SFO”	the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong)
“Share(s)”	the ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers of Hong Kong
“%”	per cent.



Solargiga Energy

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

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 757)**

*Executive Directors:*

Mr. TAN Wenhua (*Chairman*)  
Mr. HSU You Yuan  
Mr. TAN Xin  
Mr. WANG Chunwei

*Independent Non-executive Directors:*

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

*Registered Office:*

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

*Principal Place of Business  
in Hong Kong:*

Room 1402  
Harbour Centre  
25 Harbour Road  
Wanchai  
Hong Kong

25 April 2014

*To the Shareholders,*

Dear Sir or Madam,

**GENERAL MANDATES TO REPURCHASE SHARES  
AND TO ISSUE NEW SHARES,  
RE-ELECTION OF DIRECTORS,  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide the Shareholders with information regarding, among other things, (1) the grant of the Issue Mandate; (2) the grant of the Repurchase Mandate; (3) the extension of the Issue Mandate by the addition of the number of Shares repurchased pursuant to the Repurchase Mandate; and (4) the re-election of Directors, and to give the Shareholders the notice of the AGM.

## LETTER FROM THE BOARD

### REPURCHASE MANDATE

At the last annual general meeting of the Company held on 27 June 2013, a general mandate was granted to the Directors to exercise the power of the Company to repurchase Shares. Such mandate will lapse at the conclusion of the AGM. An ordinary resolution will be proposed at the AGM to grant the Repurchase Mandate to the Directors to repurchase Shares not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the resolution approving the Repurchase Mandate at the AGM. An explanatory statement as required under the Listing Rules to provide further information of the Repurchase Mandate is set out in Appendix I to this circular.

### ISSUE MANDATE AND EXTENSION OF THE ISSUE MANDATE

At the AGM, an ordinary resolution will be proposed that the Directors be given the Issue Mandate in order to ensure flexibility to the Directors to issue new Shares. As at the Latest Practicable Date, a total of 3,211,780,566 Shares were in issue. Subject to the passing of the proposed ordinary resolution approving the Issue Mandate and on the basis that there is no further change to the issued share capital of the Company from the Latest Practicable Date and up to the date of the AGM, the exercise of the Issue Mandate in full would result in issuing up to a maximum of 642,356,113 Shares, representing 20% of the total number of Shares in issue as at the date of passing of the resolution in relation to the Issue Mandate at the AGM (assuming no Share is issued between the Latest Practicable Date and the date of the AGM). In addition, an ordinary resolution will also be proposed to extend the Issue Mandate by adding to it the number of such Shares repurchased under the Repurchase Mandate.

### RE-ELECTION OF DIRECTORS

In accordance with Article 87 of the Articles of Association, Mr. TAN Wenhua, Mr. TAN Xin, being executive Directors and Dr. LIN Wen, being an independent non-executive Director, will retire and, being eligible, will offer themselves for re-election at the AGM. The biographical details of these Directors are set out in Appendix II to this circular.

## LETTER FROM THE BOARD

### THE AGM

A notice convening the AGM to be held at Room A, 10/F, Two Chinachem Plaza, 135 Des Voeux Road, Central, Hong Kong on Friday, 27 June 2014 at 5:00 p.m. is set out on pages 12 to 16 of this circular.

A proxy form for use at the AGM is enclosed with this circular. Whether or not you intend to attend and vote at the AGM in person, you are requested to complete and sign the enclosed proxy form in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the proxy will not preclude you from attending and voting at the AGM or any adjournment thereof should you so wish.

Pursuant to Rule 13.39(4) of the Listing Rules, all votes will be taken by way of poll.

### RECOMMENDATION

The Directors (including the independent non-executive Directors) consider that (1) the grant of the Issue Mandate; (2) the grant of the Repurchase Mandate; (3) the extension of the Issue Mandate by the addition of the number of Shares repurchased pursuant to the Repurchase Mandate; (4) the re-election of Directors are in the interests of the Group and the Shareholders as a whole and accordingly recommend all the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

Yours faithfully,  
For and on behalf of  
**Solargiga Energy Holdings Limited**  
**Tan Wenhua**  
*Chairman*

*This Appendix serves as an explanatory statement as required under the Listing Rules, to provide further information to you for consideration of the Repurchase Mandate.*

## **SHARE CAPITAL**

As at the Latest Practicable Date, the Company had 3,211,780,566 Shares in issue or an issued share capital of HK\$321,178,056.60. Subject to the passing of the proposed ordinary resolution approving the Repurchase Mandate and on the basis that there is no further change to the issued share capital of the Company from the Latest Practicable Date to the date of the AGM, the exercise of the Repurchase Mandate in full would result in up to a maximum of 321,178,056 Shares, representing 10% of the total number of Shares in issue as at the date of passing of the relevant resolution at the AGM (assuming no Share is issued between the Latest Practicable Date and the date of the AGM).

## **REASONS FOR SHARES REPURCHASES**

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

## **FUNDING OF SHARE REPURCHASES**

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

On the basis of the financial position of the Company as at 31 December 2013, being the date to which the latest published audited accounts of the Company were made up, the Directors consider that if the Repurchase Mandate was to be exercised in full, it might have a material adverse impact on the working capital position and gearing level of the Group. The Directors will not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the Group's working capital or the gearing position of the Group which in the opinion of the Directors are from time to time appropriate for the Company.

**SHARE PRICES**

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the previous 12 months preceding the Latest Practicable Date were as follows:

	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2013</b>		
April	0.41	0.33
May	0.455	0.365
June	0.47	0.365
July	0.435	0.37
August	0.42	0.35
September	0.39	0.355
October	0.415	0.365
November	0.415	0.37
December	0.4	0.365
<b>2014</b>		
January	0.435	0.37
February	0.39	0.37
March	0.45	0.36
April (Up to the Latest Practicable Date)	0.385	0.365

**UNDERTAKING**

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands, and in accordance with the memorandum of association of the Company and the Articles of Association.

To the best of the Directors' knowledge having made all reasonable enquiries, none of the Directors nor any of their respective associates has any present intention, in the event that the Repurchase Mandate is approved by the Shareholders, to sell any Shares to the Company.

No connected persons of the Company have notified the Company that they have a present intention to sell any Shares to the Company nor have undertaken not to sell any of the Shares held by them to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

**IMPLICATIONS UNDER THE TAKEOVERS CODE AND THE PUBLIC FLOAT REQUIREMENT**

If, as a result of any Shares repurchase made by the Company, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purpose of the Takeovers Code. Accordingly, a Shareholder, or a group of the Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase of the Shareholders' interests, may obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with rule 26 of the Takeovers Code.

In the event the Directors exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the Repurchase Mandate, none of the Shareholder or group of Shareholders acting in concert in the Company would increase their percentage shareholding to 30% or above of the issued share capital of the Company (assuming no Share is issued between the Latest Practicable Date and the date when the Repurchase Mandate is exercised in full and taking no account of any Shares that may be issued upon exercise of share options that were granted or may be granted under the share option scheme of the Company adopted on 27 February 2008 (the "Share Option Scheme") or any other scheme as may be adopted by the Company). The Directors are not aware of any consequences of such repurchases of Shares that would result in any Shareholder, or group of Shareholders acting in concert, becoming obliged to make a mandatory offer under rule 26 of the Takeovers Code if the Repurchase Mandate were exercised in full. Moreover, the Directors do not intend to exercise the power to repurchase Shares to an extent which would render any Shareholder or group of Shareholders obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

In the event that the Repurchase Mandate is exercised in full, the number of Shares held by the public would not fall below 25% of the total number of Shares in issue. In any event, the Directors will not make share repurchase on the Stock Exchange if such repurchase would result in the requirements under Rule 8.08 of the Listing Rules not being complied with.

**SHARES REPURCHASES MADE BY THE COMPANY**

The Company did not repurchase Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

*The following Directors are proposed for re-election in accordance with the Company's Articles of Association. All the Directors are appointed for a specific term but are subject to retirement by rotation at least every three years pursuant to the Articles of Association.*

**Mr. TAN Wenhua (譚文華先生)**, aged 57, Chairman of the Board and an executive Director. He was one of the founders of the Jinzhou Plants. He was conferred various honours including the Model for the Labour of the Building Materials Systems of the Nation, the medal of "May 1st" Labour of Liaoning Province, the Builders Merit award of Liaoning Province, the Outstanding Member of the China Communist Party, the Outstanding Entrepreneur of the Building Materials Industry of the Nation, the Venture Entrepreneur of the Liaoning Province and First Prize Entrepreneur of Jinzhou. He is also a guest professor of Liaoning University of Technology and Vice President of Bohai University. Prior to the founding of Jinzhou Plants, he was the Chairman of 錦州新華石英玻璃(集團)有限責任公司 (Jinzhou Xinhua Quartz Glass (Group) Co., Ltd.\*) and the Director of 錦州一五五廠 (Jinzhou 155 Factory\*), a state-owned factory engaging in quartz crucibles manufacturing. He has been granted a special subsidy by the State Council in 2004 for his contribution in engineering technology. He was elected as a delegate of the 11th National People's Congress of the People's Republic of China in 2008. He is the father of Mr. Tan Xin, the Executive Director of the Company and General Manager of the Company. Save as disclosed above, as at the Latest Practicable Date, Mr. TAN did not hold any other directorships in listed public companies during the past three years.

The proposed term of service of Mr. TAN is 3 years commencing from the date of appointment effective upon conclusion of the AGM. The term of Mr. TAN's appointment is subject to retirement and re-election at the annual general meetings of the Company in accordance with the Articles of Association. As at the Latest Practicable Date, Mr. TAN was interested in an aggregate of 683,944,751 Shares, representing 21.29% of the issued share capital of the Company, of which (i) 528,624,442 Shares are directly held by Mr. TAN; and (ii) 155,320,308 Shares are held by You Hua Investment Corporation, which is wholly-owned by Mr. TAN. Save as disclosed, Mr. TAN did not have any other interest in the securities of the Company within the meaning of Part XV of the SFO nor any relationship with any other Director, senior management, substantial shareholder or controlling shareholder (as defined in the Listing Rules) of the Company. His emoluments as a Director for the year ended 31 December 2013 was RMB1,129,000. The emoluments of Mr. TAN, as authorised by the Shareholders, were determined by the Remuneration Committee of the Company with reference to, among other things, salaries paid by comparable companies, market terms, Mr. TAN's experiences, time commitment, duties and responsibilities with the Group, employment conditions elsewhere in the Group, the Board's corporate goals and objectives, and Mr. TAN shall also receive a performance-based discretionary bonus, if any, determined by reference to, among other things, the Company's performance and Mr. TAN's individual performance, payable after approval of the audited financial results of the Group by the Shareholders at an annual general meeting of the Company. Save as disclosed above, as at the Latest Practicable Date, the Company was not aware of any other matters that need to be brought to the attention of the holders of securities of the Company or any information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

\* For identification purposes only

Mr. TAN Xin (譚鑫), aged 30, is the General Manager of the Company and an executive Director. He joined the Group in July 2005. He holds a bachelor's degree of Marketing from the Macau University of Science and Technology, and a master's degree of Business Administration from University of East Anglia, U.K. Mr. TAN is also a Standing Committee member of the Liaoning Province Youth Federation (遼寧省青年聯合會常務委員會成員), Vice President of the Liaoning Province Young Entrepreneurs Association (遼寧省青年企業家協會副會長) and Member of the 12th Jinzhou Municipal Committee of the Chinese People's Political Consultative Conference (錦州市第十二屆政協委員). Mr. Tan was awarded Year 2011 Meritorious Entrepreneur (2011年度功勳企業家) by Jinzhou Municipal Government. Before taking the role of the General Manager, Mr. TAN also worked in other subsidiaries within the Group and accumulated plenty of experiences from his prior positions. Other than being an executive Director of the Company, Mr. TAN did not hold any directorship in other listed public companies in Hong Kong or overseas in the last three years. Mr. TAN is the son of Mr. TAN Wenhua, who is an executive Director, the Chairman of the Company, and a substantial shareholder of the Company.

The proposed term of service of Mr. TAN is 3 years commencing from the date of appointment effective upon conclusion of the AGM. The term of Mr. TAN's appointment is subject to retirement and re-election at the annual general meetings of the Company in accordance with the Articles of Association. As at the Latest Practicable Date, Mr. TAN did not have any other interest in the securities of the Company within the meaning of Part XV of the SFO nor any relationship with any other Director, senior management, substantial shareholder or controlling shareholder (as defined in the Listing Rules) of the Company, save as disclosed above. Mr. TAN has entered into a service agreement with the Company for a specific period of three years commencing from 28 December 2011. His emoluments as a Director for the year ended 31 December 2013 was RMB393,000. The emoluments of Mr. TAN, as authorised by the Shareholders, were determined by the Remuneration Committee of the Company with reference to, among other things, salaries paid by comparable companies, market terms, Mr. TAN's experiences, time commitment, duties and responsibilities with the Group, employment conditions elsewhere in the Group, the Board's corporate goals and objectives, and Mr. TAN shall also receive a performance-based discretionary bonus, if any, determined by reference to, among other things, the Company's performance and Mr. TAN's individual performance, payable after approval of the audited financial results of the Group by the Shareholders at an annual general meeting of the Company. Save as disclosed above, as at the Latest Practicable Date, the Company was not aware of any other matters that need to be brought to the attention of the holders of securities of the Company or any information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

**Dr. LIN Wen (林文)**, aged 74, an independent non-executive Director, joined the Group on 12 January 2008. Dr. LIN received his Ph.D. degrees in Materials Science & Engineering. He joined AT&T Bell Laboratories (subsequently, Lucent Bell Labs/Agere) and engaged in the research and development of silicon semiconductor materials in 1975. Dr. LIN is the author of over 60 papers and book chapters published by internationally recognised science magazines, including Czochralski process of silicon crystals and the application and manufacturing of silicon crystals in semiconductors. Czochralski process is the key process employed by the Group in the manufacturing of monocrystalline silicon ingots. He owns several patents. Dr. LIN was a recipient of the 1983 Bell Laboratories Distinguished Technical Staff Award. Since 1999, Dr. LIN has been a member of the Starting Materials Team of ITRS (International Technology Roadmap of Semiconductor). Dr. LIN is a member of Phi Tau Phi Honor Societies and was served as its Chairman. Dr. LIN is a life member of the Chinese Institute of Engineers-USA, and he served as its president in 1987 and National Council Chairman in 1995. In addition, Dr. LIN also served as Chairman of METS (Modern Engineering and Technology Seminars), as well as Chairman of Sino-American Technology and Engineering Conference. Save as disclosed above, as at the Latest Practicable Date, Dr. LIN did not hold any other directorships in listed public companies during the past three years nor did he hold any other positions with the Company or its subsidiaries.

The proposed term of service of Dr. LIN is 3 years commencing from the date of appointment effective upon conclusion of the AGM. The term of Dr. LIN's appointment is subject to retirement and re-election at the annual general meetings of the Company in accordance with the Articles of Association. As at the Latest Practicable Date, Dr. LIN did not have any other interest in the securities of the Company within the meaning of Part XV of the SFO nor any relationship with any other Director, senior management, substantial shareholder or controlling shareholder (as defined in the Listing Rules) of the Company. Dr. LIN has not entered into any service agreement with the Company. His emoluments as a Director for the year ended 31 December 2013 were HK\$120,000. The emoluments of Dr. LIN were determined by the Board with reference to his level of experience and responsibilities with the Group. Save as disclosed above, as at the Latest Practicable Date, the Company was not aware of any other matters that need to be brought to the attention of the holders of securities of the Company or any information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

## NOTICE OF THE AGM



Solargiga Energy

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

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 757)**

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting (“AGM”) of Solargiga Energy Holdings Limited (“Company”) will be held at Unit A, 10/F, Two Chinachem Plaza, 135 Des Voeux Road, Central, Hong Kong on Friday, 27 June 2014 at 5:00 p.m. for the following purposes:

### ORDINARY RESOLUTIONS

1. To consider and approve the audited financial statements and the report of the directors and the report of the auditors of the Company for the year ended 31 December 2013.
2. To re-elect Mr. TAN Wenhua as the executive director of the Company.
3. To re-elect Mr. TAN Xin as the executive director of the Company.
4. To re-elect Dr. LIN Wen, as the independent non-executive director of the Company.
5. To consider and authorise the board (the “Board”) of the directors of the Company (or, if so delegated by the Board, its remuneration committee) to determine the remuneration of the directors.
6. To consider and approve the re-appointment of KPMG as auditors and to authorise the Board to determine the remuneration of the auditors.

## NOTICE OF THE AGM

As **Special Business**, to consider and, if thought fit, pass with or without each of, the following resolutions numbered 7, 8 and 9 as ordinary resolutions:

7. **“THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase issued shares (“Shares”) in the capital of the Company, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares which are authorised to be repurchased by the Company pursuant to the approval in paragraph (a) above shall not exceed ten per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this Resolution, and the said approval shall be limited accordingly; and
- (c) for the purpose of this Resolution, “Relevant Period” means the period from the date of passing of this Resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; or
  - (iii) the date upon which the authority set out in this Resolution is revoked or varied by way of an ordinary resolution of the shareholders of the Company in general meeting.”

8. **“THAT:**

- (a) subject to paragraph (c) below, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares (“Shares”) in the capital of the Company or securities convertible into Shares, or options, warrants or similar rights to subscribe for Shares or such convertible securities and to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers be and is hereby generally and unconditionally approved;

## NOTICE OF THE AGM

- (b) the approval in paragraph (a) above shall authorise the Directors on behalf of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements, options and rights of exchange or conversion which would or might require the exercise of such powers after the end of the Relevant Period (as hereinafter defined);
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted or issued (whether pursuant to an option or otherwise) by the Directors pursuant to the approval granted in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) any share option scheme or similar arrangement of the Company for the grant or issue of Shares or rights to acquire Shares; or (iii) the exercise of rights of subscription or conversion under the terms of any warrants issued or to be issued by the Company or any securities which are convertible into Shares; or (iv) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company from time to time, shall not exceed twenty per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this Resolution, and the said approval shall be limited accordingly; and
- (d) for the purposes of this Resolution:

“Relevant Period” means the period from the date of passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; or
- (iii) the date upon which the authority set out in this Resolution is revoked or varied by way of an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the Directors to the holders of Shares on the register on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange, in any territory outside Hong Kong).”

## NOTICE OF THE AGM

9. “**THAT** conditional upon the passing of the Resolutions numbered 7 and 8 above, the general mandate granted to the Directors to allot, issue and deal with additional shares (“Shares”) in the capital of the Company or securities into Shares, or options, warrants or similar right to subscribe for Shares or such convertible securities pursuant to the Resolution numbered 8 above be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of Shares repurchased by the Company under the authority granted pursuant to the Resolution numbered 7 above, provided that such amount shall not exceed ten per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this Resolution.”

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

Hong Kong, 25 April 2014

*Registered Office:*

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

*Principal Place of Business  
in Hong Kong:*

Room 1402  
Harbour Centre  
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Wanchai  
Hong Kong

*Notes:*

1. The register of members of the Company will be closed from 24 June 2014 to 27 June 2014, both days inclusive, during which period no transfer of shares will be effected. In order to be eligible to attend and vote at the AGM to be held on 27 June 2014, all transfers accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, Rooms 1712-16, 17th Floor Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 23 June 2014.
2. Every shareholder entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a shareholder of the Company. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
3. In the case of a joint holding, any one of such persons may vote at the AGM, either in person or by proxy; but if more than one joint holders are present at the AGM in person or by proxy, the said person whose name stands first on the register of members of the Company in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.

## NOTICE OF THE AGM

4. To be valid, a proxy form in the prescribed form together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, must be lodged with the branch share registrar of the Company in Hong Kong at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 48 hours before the time fixed for holding the AGM.
5. If a "black" rainstorm warning signal or a tropical cyclone warning signal number 8 or above is in force in Hong Kong at any time between 12:00 noon and 4:00 p.m. on Friday, 27 June 2014, an announcement will be made in such event to notify the Shareholders of any alternative date for the AGM.
6. The circular of the Company dated 25 April 2014 and the accompanying proxy form have been sent to the shareholders of the Company together with the 2013 Annual Report of the Company.

*As at the date of this notice, Mr. Tan Wenhua, Mr. Hsu You Yuan, Mr. Tan Xin and Mr. Wang Chunwei are executive Directors; and Mr. Wong Wing Kuen, Albert, Ms. Fu Shuangye, Dr. Lin Wen and Mr. Zhang Chun are independent non-executive Directors.*