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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)**

**ANNUAL GENERAL MEETING ON 29 JUNE 2015  
POLL RESULTS,  
CHANGE OF AUDITORS,  
RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR,  
CHAIRMAN OF NOMINATION COMMITTEE, MEMBER OF  
REMUNERATION COMMITTEE AND AUDIT COMMITTEE AND  
APPOINTMENT OF CHAIRMAN OF NOMINATION COMMITTEE,  
AND  
LIST OF DIRECTORS AND THEIR ROLE AND FUNCTION**

Solargiga Energy Holdings Limited (the “Company”, together with its subsidiaries, the “Group”) is pleased to announce the poll results in respect of the resolutions proposed at the Annual General Meeting of the Company held on 29 June 2015 (the “AGM”) as follows:

RESOLUTIONS		NO. OF VOTES (%)	
		FOR	AGAINST
1.	To consider and approve the audited financial statements and the report of the directors of the Company (“Directors”) and the report of the auditors of the Company (the “Auditors”) for the year ended 31 December 2014.	820,551,402 (100%)	0 (0%)
	As more than 50% of the votes were cast in favour of such resolution, such resolution was duly passed as an ordinary resolution.		
2.	To re-elect Mr. WONG Wing Kuen, Albert as the independent non-executive Director.	820,435,402 (99.99%)	116,000 (0.01%)
	As more than 50% of the votes were cast in favour of such resolution, such resolution was duly passed as an ordinary resolution.		

RESOLUTIONS		NO. OF VOTES (%)	
		FOR	AGAINST
3.	To re-elect Ms. FU Shuangye as the independent non-executive Director.	820,551,402 (100%)	0 (0%)
As more than 50% of the votes were cast in favour of such resolution, such resolution was duly passed as an ordinary resolution.			
4.	To consider and authorise the board of Directors (the “Board”) to determine the remuneration of the Directors.	820,551,402 (100%)	0 (0%)
As more than 50% of the votes were cast in favour of such resolution, such resolution was duly passed as an ordinary resolution.			
5.	To consider and approve the appointment of Ernst & Young as the Auditors and to authorise the Board to determine the remuneration of the Auditors.	820,551,402 (100%)	0 (0%)
As more than 50% of the votes were cast in favour of such resolution, such resolution was duly passed as an ordinary resolution.			
6.	To grant a general mandate to the Directors to repurchase shares of the Company (“Shares”) as set out in the ordinary resolution numbered 6 in the notice of the AGM.	820,551,402 (100%)	0 (0%)
As more than 50% of the votes were cast in favour of such resolution, such resolution was duly passed as an ordinary resolution.			
7.	To grant a general mandate to the Directors to issue Shares as set out in the ordinary resolution numbered 7 in the notice of the AGM.	797,766,402 (97.22%)	22,785,000 (2.78%)
As more than 50% of the votes were cast in favour of such resolution, such resolution was duly passed as an ordinary resolution.			
8.	To extend the general mandate granted to the Directors to issue Shares by adding the Shares repurchased by the Company as set out in the ordinary resolution numbered 8 in the notice of the AGM.	798,159,402 (97.27%)	22,392,000 (2.73%)
As more than 50% of the votes were cast in favour of such resolution, such resolution was duly passed as an ordinary resolution.			

The total number of Shares entitling the shareholders of the Company (the “Shareholders”) to attend and vote for or against the resolutions at the AGM was 3,211,780,566 shares. None of these 3,211,780,566 Shares were the Shares entitling the Shareholders to attend and vote only against the resolutions at the AGM. There were no Shares entitling the Shareholders to attend and abstain from voting in favour of the resolutions at the AGM as set out in Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”). No Shareholder was required under the Listing Rules to abstain from voting on the resolutions at the AGM. No party has stated its intention in the Shareholders’ circular of the Company dated 12 May 2015 (the “Circular”) that it would vote against any resolution or that it would abstain from voting at the AGM. Computershare Hong Kong Investor Services Limited, the Company’s share registrar, was appointed as the scrutineer for the AGM.

## **CHANGE OF AUDITORS**

References are made to the announcement and circular of the Company dated 7 May 2015 and 12 May 2015 respectively.

The Board announces that KPMG has ceased to be the auditors of the Company with effect from the close of the AGM and the Shareholders has approved the appointment of Ernst & Young as the Company’s auditors for the financial year of 2015.

KPMG has confirmed in writing that there are no matters in relation to its cessation to act as the Company’s auditors that need to be brought to the attention of the Shareholders. The Board has also confirmed that there are no disagreements or outstanding matters between the Company and KPMG, and the Board is not aware of any other matters in relation to the change of auditors that need to be brought to the attention of the Shareholders.

## **RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR, CHAIRMAN OF NOMINATION COMMITTEE, MEMBER OF REMUNERATION COMMITTEE AND AUDIT COMMITTEE AND APPOINTMENT OF CHAIRMAN OF NOMINATION COMMITTEE**

The Board announces that Dr. LIN Wen (“Dr. Lin”) has retired as an independent non-executive Director, the chairman of the nomination committee, the member of each of the audit committee and the remuneration committee of the Company with effect from the close of the AGM. Dr. Lin has confirmed to the Board that there is no disagreement between him and the Board and that there is no other matter in relation to his retirement that needs to be brought to the attention of the Shareholders.

The Board also announces that Mr. ZHANG Chun, the independent non-executive director of the Company, has been appointed as the chairman of the nomination committee of the Company with effect from the close of the AGM.

The Board would like to take this opportunity to thank Dr. Lin for his efforts and contributions to the Company during his tenure of office.

## LIST OF DIRECTORS AND THEIR ROLE AND FUNCTION

The members of the board of directors (the “Board”) of the Company are set out below.

### Executive Directors

Mr. Tan Wenhua (*Chairman*)  
Mr. Hsu You Yuan (*Chief Executive Officer*)  
Mr. Tan Xin  
Mr. Wang Chunwei

### Independent Non-executive Directors

Mr. Wong Wing Kuen, Albert  
Ms. Fu Shuangye  
Mr. Zhang Chun

The Board has set up three committees. The table below sets out the membership information of these committees on which each Board member serves.

<b>Director</b> \ <b>Board Committee</b>	<b>Audit Committee</b>	<b>Remuneration Committee</b>	<b>Nomination Committee</b>
Mr. Tan Wenhua		M	
Mr. Hsu You Yuan			M
Mr. Wang Chunwei			
Mr. Tan Xin			
Mr. Wong Wing Kuen, Albert	C	M	M
Ms. Fu Shuangye	M	C	M
Mr. Zhang Chun	M	M	C

*Notes:*

C Chairman of the relevant Board committees  
M Member of the relevant Board committees

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

Hong Kong, 29 June 2015

*As of the date of this announcement, 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 and Mr. Zhang Chun are independent non-executive Directors.*