
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

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 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 AND SELL TREASURY SHARES, RE-ELECTION OF DIRECTORS, RE-APPOINTMENT OF AUDITORS, AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting (the “AGM”) of the Company to be held at Suites 01-08, 27th Floor, Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong on Tuesday, 10 June 2025 at 11:00 a.m. is set out on pages 13 to 16 of this circular.

A letter from the Board is set out on pages 3 to 7 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, and in such event, the proxy form previously submitted shall be deemed to be revoked.

There will be NO distribution of gifts or service of refreshment at the AGM.

Hong Kong, 28 April 2025

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	3
APPENDIX I – EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE	8
APPENDIX II – BIOGRAPHICAL DETAILS OF THE DIRECTORS PROPOSED FOR RE-ELECTION	11
NOTICE OF ANNUAL GENERAL MEETING	13

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 held at Suites 01-08, 27th Floor, Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong on Tuesday, 10 June 2025, at 11:00 a.m., or any adjournment thereof, to consider and, if appropriate, to approve the resolutions contained in the notice of which is set out on pages 13 to 16 of this circular
“Articles”	the articles of association of the Company (as amended from time to time)
“associate(s)” and “close associate(s)”	have the same meaning as ascribed to them under the Listing Rules
“Board”	the board of Directors
“CCASS”	has the meaning ascribed thereto under the Listing Rules
“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)” and “core connected person(s)”	have the same meaning as ascribed to them 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
“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 and/or to sell or transfer Treasury Shares (if any) not exceeding 20% of the aggregate number of the issued Shares (excluding Treasury Shares, if any) of the Company as at the date of the passing or the ordinary resolution thereof

DEFINITIONS

“Latest Practicable Date”	22 April 2025, 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
“Memorandum”	the memorandum of association of the Company as amended from time to time
“PRC”	the People’s Republic of China which, for the purpose of this circular, excludes Hong Kong, Macau 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 number of the issued Shares (excluding Treasury Shares, if any) of the Company as at the date of passing of the ordinary resolution thereof
“RMB”	Renminbi, the lawful currency of the PRC
“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
“Takeover Code”	the Code on Takeovers and Mergers of Hong Kong
“Treasury Shares”	has the meaning ascribed thereto under the Listing Rules as amended from time to time
“%”	per cent.

LETTER FROM THE BOARD



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. TAN Xin
Mr. WANG Junze

Non-executive Director:

Mr. HSU You Yuan

Independent Non-executive Directors:

Dr. WONG Wing Kuen, Albert
Ms. CHUNG Wai Hang
Ms. TAN Ying

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

28 April 2025

To the Shareholders

Dear Sir or Madam,

**GENERAL MANDATES TO REPURCHASE SHARES
AND TO ISSUE NEW SHARES AND SELL TREASURY SHARES,
RE-ELECTION OF DIRECTORS,
RE-APPOINTMENT OF AUDITORS,
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 Repurchase Mandate; (2) the grant of the Issue 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; and (5) the re-appointment of Ernst & Young as the Company's auditors for the financial year of 2025.

LETTER FROM THE BOARD

REPURCHASE MANDATE

At the last annual general meeting of the Company held on 12 June 2024, 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 number of the issued Shares (excluding Treasury Shares, if any) 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. Neither the explanatory statement nor the proposed granting of the Repurchase Mandate has any unusual features.

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 and/or to sell or transfer Treasury Shares (if any). As at the Latest Practicable Date, a total of 3,323,771,133 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 664,754,226 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

The Board currently consists of seven Directors, Mr. TAN Wenhua, Mr. TAN Xin, Mr. WANG Junze, Mr. HSU You Yuan, Dr. WONG Wing Kuen, Albert, Ms. CHUNG Wai Hang and Ms. TAN Ying. In accordance with Article 87 of the Articles, Mr. TAN Wenhua and Mr. TAN Xin, both being executive Directors, Mr. HSU You Yuan, being a non-executive Director and Ms. TAN Ying, being an independent non-executive Director, will retire by rotation at the forthcoming annual general meeting. Mr. TAN Wenhua and Mr. HSU You Yuan have informed the Board of their intention not to seek for re-election and will retire from the Board with effect from conclusion of the AGM. Mr. TAN Xin and Ms. TAN Ying, being eligible, will offer themselves for re-election at the AGM.

The biographical details of these Directors to be re-elected are set out in Appendix II to this circular.

According to the Listing Rules and the board diversity policy adopted by the Company (the “**Board Diversity Policy**”), the nomination committee of the Company (the “**Nomination Committee**”) will, among other things, undertake the nomination and selection of independent non-executive Director candidates on the completion of their specified terms and make relevant recommendations to the Board.

Furthermore, when changes to composition of the board or members of any committee that are required or when casual vacancies arise, the Nomination Committee shall adhere to the principles stated in the Board Diversity Policy. The Nomination Committee will take into account the existing composition of the Board and the business requirements of the Group, and nominate potential candidates by reference to their capacity and the selection criteria to the Board for approval.

LETTER FROM THE BOARD

The Nomination Committee had, among other things, having regard to the Board Diversity Policy, evaluated the skills, experience, background, expertise and performance of each of Mr. TAN Xin and Ms. TAN Ying during the period from respective dates of appointment to 31 December 2024 and found their performance satisfactory.

Ms. TAN Ying has met the independence criteria under the Listing Rules. Moreover, Ms. TAN Ying has given confirmation of independence to the Company pursuant to Rule 3.13 of the Listing Rules. With due consideration on the above factors, the Board believes that Ms. TAN Ying is independent.

In view of the knowledge, experience and skills of Ms. TAN Ying, in corporate governance and compliance, the Board believes that her expertise will enable her to fulfil her role as independent non-executive Director effectively and can provide useful and constructive opinion and make contribution to the Board and future development of the Company.

Based on the background of Ms. TAN Ying including but not limited to gender, cultural and educational background, ethnicity, professional experience, skills and knowledge, it is believed that Ms. TAN Ying can contribute to the diversity of the Board.

Having considered the above aspects and in view of the contribution that Ms. TAN Ying has made to the Board, her re-election will be in the best interests of the Company and its Shareholders as a whole.

RE-APPOINTMENT OF AUDITORS

The audit committee of the Company (the “**Audit Committee**”) has recommended to the Board for the re-appointment of Ernst & Young as the Company’s auditors for the financial year of 2025.

Shareholders’ approval to delegate the authority to the Directors to determine the auditor’s remuneration for the year ending 31 December 2025 is required at the AGM.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed during the following periods for determining eligibility to attend and vote at the AGM:

Latest time to lodge transfer documents for registration:	4:30 p.m., Wednesday, 4 June 2025
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Closure of register of members:	Thursday, 5 June 2025 to Tuesday, 10 June 2025, both days inclusive
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Record date:	Tuesday, 10 June 2025
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LETTER FROM THE BOARD

AGM

A notice convening the AGM to be held at Suites 01-08, 27th Floor, Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong on Tuesday, 10 June 2025, at 11:00 a.m. is set out on pages 13 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, and in such event, the proxy form previously submitted shall be deemed to be revoked.

VOTING BY WAY OF POLL

All the resolutions at the AGM shall be taken by poll in accordance with Rule 13.39(4) of the Listing Rules, except where the chairman, in good faith, decides to allow a resolution that relates purely to a procedural or administrative matter to be voted on by a show of hands pursuant to the Listing Rules.

Pursuant to Article 66 of the Articles, subject to any special rights or restrictions as to voting for the time being attached to any Shares, at any general meeting every Shareholder present in person (or in the case of a Shareholder being a corporation, by its duly authorized representative) or by proxy shall have one vote for each fully paid Share registered in his name in the Company's register of members.

An announcement on the poll vote results will be made by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors (including the independent non-executive Directors) consider that (1) the grant of the Repurchase Mandate; (2) the grant of the Issue 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; and (5) the re-appointment of Ernst & Young as the Company's auditors for the financial year of 2025 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

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

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. Neither this explanatory statement nor the proposed granting of the Repurchase Mandate has any unusual features.

SHARE CAPITAL

As at the Latest Practicable Date, the Company had 3,323,771,133 Shares in issue or an issued share capital of HK\$332,377,113.30. Subject to the passing of the proposed ordinary resolution approving the Repurchase Mandate and on the basis that there is no further change in the issued share capital of the Company from the Latest Practicable Date to the date of the AGM, the maximum number of Shares which may be repurchased by the Company pursuant to the Repurchase Mandate will be 332,377,113 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.

Subject to the compliance with the Listing Rules and all applicable laws and regulations, the Company may cancel any Shares it repurchased and/or hold such Shares as Treasury Shares for subsequent sale or transfer subject to consideration of factors including market conditions and the Group's capital management needs at the relevant time of the repurchases.

FUNDING OF SHARE REPURCHASES

In repurchasing the Shares, the Company may only apply funds legally available for such purpose in accordance with its Articles, 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 2024, 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.

To the extent that any Treasury Shares are deposited with CCASS pending resale on the Stock Exchange, the Company will adopt appropriate measures to ensure that it does not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those shares were registered in the Company's own name as treasury shares. These measures may include approval by the Board that (i) the Company will not (or will procure its broker not to) give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings for the treasury shares deposited with CCASS and (ii) in the case of dividends or distributions, the Company will withdraw the treasury shares from CCASS, and either re-register them in its own name as treasury shares or cancel them, in each case before the record date for the dividends or distributions.

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

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	Lowest
	HK\$	HK\$
2024		
March	0.192	0.150
April	0.158	0.114
May	0.166	0.125
June	0.155	0.115
July	0.123	0.110
August	0.119	0.096
September	0.101	0.068
October	0.172	0.096
November	0.149	0.110
December	0.120	0.085
2025		
January	0.092	0.077
February	0.089	0.068
March	0.081	0.060
April (Up to the Latest Practicable Date)	0.069	0.055

GENERAL

The Directors have confirmed 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 and the Articles.

To the best of the Directors' knowledge having made all reasonable enquiries, none of the Directors nor any of their respective close 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 core 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 may be granted under any share option 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.

APPENDIX II BIOGRAPHICAL DETAILS OF THE DIRECTORS PROPOSED FOR RE-ELECTION

The following Directors are proposed for re-election in accordance with the Articles. 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.

Mr. TAN Xin (譚鑫) (“Mr. TAN”), aged 41, is an executive Director and the Chief Executive Officer of the Company. 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, the U.K. Mr. TAN is also the representative at the 11th and 12th and executive committee member of the 13th member congress of the National Association of Industry and Commerce (全國工商聯), Representative at the 17th National Congress of the Communist Youth League (共青團), the 14th Member of the CPPCC Liaoning Committee (遼寧省政協委員), Standing Committee Member of the 11th Liaoning Province Association of Industry and Commerce (遼寧省工商業聯合會), and the 12th and 13th Vice President of the Liaoning General Chamber of Commerce (遼寧省總商會), Standing member of the 10th, 11th and 12th Liaoning Province Youth Federation (遼寧省青年聯合會常務委員會成員), Member of the 12th and Standing Member of the 13th Jinzhou Municipal Committee of the Chinese People’s Political Consultative Conference (錦州市第十二屆政協委員, 第十三屆政協常務委員), the 1st and 2nd President of the Jinzhou Youth Chamber of Commerce, and the Vice President of Hong Kong Federation of Liaoning Associations (香港遼寧社團總會副會長). Mr. TAN was awarded the Liaoning “Model Workers” (勞動模範), the 4th Constructors’ Medal (第四屆建設者獎章), the “May 1st Labour Medal” (五一勞動獎章), “Excellent Entrepreneur” (優秀企業家); the Jinzhou “Model Workers” (勞動模範), “Meritorious Entrepreneur” (功勳企業家), “Technology Expert with Outstanding Contributions in Jinzhou” (錦州市有突出貢獻科技專家); the Yancheng “Outstanding Entrepreneurs” (傑出企業家), “Industrial Powerful City – Outstanding Individual” (工業強市工作先進個人) and “Youth May Fourth Medal” (五四青年獎章) and other honorary titles. Mr. TAN took up the position of Chief Executive Officer of the Group since October 2016. Before taking the role of the Chief Executive Officer, Mr. TAN also worked in other subsidiaries within the Group and accumulated plenty of experiences from his prior positions. He is also the Chairman of Qujing Yangguang New Energy Co., Ltd. (Stock Code: 874147), a company listed on the Beijing Stock Exchange since 20 June 2024. He is the son of Mr. TAN Wenhua who is an executive Director and the Chairman 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. Mr. TAN is subject to retirement by rotation and re-election at the AGM in accordance with the Articles. His total emoluments recorded in 2024 was approximately RMB1,793,000. The emoluments of Mr. TAN were determined and reviewed annually by the Board with reference to his level of experience and responsibilities with the Group.

Save as disclosed above, to the best of the knowledge of the Directors having made all reasonable enquiries, (i) Mr. TAN has not held any other directorships in the last three years in any listed public company in Hong Kong or overseas; (ii) Mr. TAN does not have any relationship with any director, senior management, substantial shareholder or controlling shareholder of the Company; (iii) save for the 41,762,000 Shares held by Mr. TAN, Mr. TAN is not interested in any Shares within the meaning of the Part XV of the SFO; and (iv) there is no other information relating to Mr. TAN that is required to be disclosed pursuant to Rule 13.51(2) (h) to (v) of the Listing Rules, nor are there any other matters concerning Mr. TAN that needs to be brought to the attention of the Shareholders.

APPENDIX II BIOGRAPHICAL DETAILS OF THE DIRECTORS PROPOSED FOR RE-ELECTION

Ms. TAN Ying (譚英) (“**Ms. TAN**”), aged 59, is an Independent non-executive Director. She joined the Group and was appointed as an Independent non-executive Director on 18 October 2022. She has more than 30 years of experience in the legal and academic industry in the People’s Republic of China (the “**PRC**”). She worked as a full-time lawyer at Jinzhou City Huaying Law Firm (錦州市華英律師事務所) from September 1990 to February 1996, and subsequently as a part-time lawyer at Liaoning Qiuming Law Firm (遼寧秋銘律師事務所) since then. Since March 1996, she has been teaching at and is currently a professor in the Faculty of Law of The Bohai University (渤海大學法學院) in the PRC. She is also a part-time legal advisor to certain governmental bodies (including the Jinzhou Municipal People’s Government (錦州市人民政府)) and arbitrator in the PRC. Ms. TAN obtained a bachelor’s degree in law from the China University of Political Science and Law (中國政法大學) in 1994, and further obtained a master’s degree in economics from The Nankai University (南開大學) in the PRC in 1999. Ms. TAN holds the Teachers’ Qualification Certificate of the PRC (中華人民共和國教師資格證), the Legal Professional Qualification Certificate of the PRC (中華人民共和國法律職業資格證書) and the Legal Practicing Qualification Certificate of the PRC (中華人民共和國律師執業資格證). From 11 February 2018 to 30 October 2019, Ms. TAN was an independent non-executive director of Bank of Jinzhou Co., Ltd. (錦州銀行股份有限公司) (Stock Code: 0416), a company was listed on the main board of the Stock Exchange.

Ms. TAN entered into an appointment letter with the Company on 18 October 2022 with a term of 3 years commencing from the date of appointment with effect from 18 October 2022. Pursuant to the Company’s Articles, her appointment is subject to retirement by rotation and will be eligible for re-election at the following general meeting of the Company. Her total emoluments recorded in 2024 was approximately RMB109,000. The emoluments of Ms. TAN were determined and reviewed annually by the Board with reference to her level of experience and responsibilities with the Group.

Save as disclosed above, Ms. TAN (i) has not held any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (ii) does not have any relationship with any director, senior management, substantial shareholder or controlling shareholder of the Company; (iii) is not interested in any Shares within the meaning of the Part XV of the SFO; and (iv) there is no other information relating to Ms. TAN that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules, nor are there any other matters concerning Ms. TAN that needs to be brought to the attention of the Shareholders.

NOTICE OF ANNUAL GENERAL MEETING



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 (the “**AGM**”) of Solargiga Energy Holdings Limited (the “**Company**”) will be held at Suites 01-08, 27th Floor, Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong on Tuesday, 10 June 2025, at 11:00 a.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 2024.
2. To re-elect Mr. TAN Xin as the executive director of the Company.
3. To re-elect Ms. TAN Ying as the independent non-executive director of the Company.
4. To consider and authorise the board (the “**Board**”) of the directors (the “**Directors**”) of the Company (or, if so delegated by the Board, its remuneration committee) to determine the remuneration of the directors.
5. To consider and approve the re-appointment of Ernst & Young as auditors and to authorise the Board to determine the remuneration of the auditors.

As Special Business, to consider and, if thought fit, pass with or without each of, the following resolutions numbered 6, 7 and 8 as ordinary resolutions:

6. “**THAT:**
 - (a) subject to paragraph (b) below, the exercise by 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;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the aggregate number 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 number of the issued Shares (excluding treasury shares (has the meaning ascribed thereto under the Listing Rules and as amended from time to time) of the Company (the “**Treasury Shares**”), if any) of the Company 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.”

7. “**THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional 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/or to sell or transfer Treasury Shares 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;
- (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 number of Shares allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted or issued or dealt with (whether pursuant to an option or otherwise) and Treasury Shares sold or transferred or agreed conditionally or unconditionally to be sold or transferred 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 any convertible securities or similar rights; 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 number of the issued Shares (excluding Treasury Shares, if any) of the Company as at the date of passing of this Resolution, and the said approval shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

(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).”

8. **“THAT** conditional upon the passing of the Resolutions numbered 6 and 7 above, the general mandate granted to the Directors to allot, issue and deal with additional 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 and/or to sell or transfer Treasury Shares pursuant to the Resolution numbered 7 above be and is hereby extended by the addition thereto of an amount representing the aggregate number of Shares repurchased by the Company under the authority granted pursuant to the Resolution numbered 6 above, provided that such amount shall not exceed ten per cent. of the aggregate number of the issued Shares (excluding Treasury Shares, if any) of the Company as at the date of passing of this Resolution.”

By Order of the Board
Solargiga Energy Holdings Limited
Tan Wenhua
Chairman

Hong Kong, 28 April 2025

Notes:

1. The register of members of the Company will be closed from 5 June 2025 to 10 June 2025, 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 10 June 2025, 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, Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 4 June 2025.
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.

NOTICE OF ANNUAL GENERAL MEETING

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.
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 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 7:00 a.m. and 11:00 a.m. on Tuesday, 10 June 2025, an announcement will be made in such event to notify the Shareholders of any alternative date for the AGM.

As at the date of this notice, the executive Directors are Mr. Tan Wenhua (Chairman), Mr. Tan Xin and Mr. Wang Junze, the non-executive Director is Mr. Hsu You Yuan, and the independent non-executive Directors are Dr. Wong Wing Kuen, Albert, Ms. Chung Wai Hang and Ms. Tan Ying.