

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 your stockbroker or other licensed securities dealer, 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 or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



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

A notice convening the annual general meeting (the “AGM”) of the Company to be held at Vinson Room, Pacific Place Conference Centre, 5/F One Pacific Place, 88 Queensway, Hong Kong on 22 May 2008 at 4:00 p.m. is set out on pages 17 to 20 of this circular.

A form of proxy 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 return the accompanying form of proxy in accordance with the instructions printed thereon to the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, Rooms 1712-16, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, as soon as possible but 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 form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof should you so wish.

25 April 2008

CONTENTS

	<i>Page</i>
Responsibility Statement	1
Definitions	2-3
Letter from the Board	4-7
Appendix I – Explanatory Statement on the Repurchase Mandate	8-10
Appendix II – Biographical Details of the Retiring Directors Proposed for Re-election	11-16
Notice of the AGM	17-20

RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts the omission of which would make any statement contained herein misleading.

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 Vinson Room, Pacific Place Conference Centre, 5/F One Pacific Place, 88 Queensway, Hong Kong on 22 May 2008 at 4:00 p.m., the notice of which is set out on pages 17 to 20 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 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 ascribed to it under the Listing Rules
“Directors”	the directors 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
“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 not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the ordinary resolution in relation thereof
“Latest Practicable Date”	25 April 2008, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein

DEFINITIONS

“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 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 share capital of the Company in issue 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)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the same meaning ascribed to it under the Listing Rules
“Takeovers Code”	the Code on Takeovers and Mergers of Hong Kong
“%”	per cent.

LETTER FROM THE BOARD



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

Mr. HSU You Yuan

Ms. ZHANG Liming

Non-executive Directors:

Mr. CHIAO Ping Hai (*Chairman*)

Mr. CHONG Kin Ngai

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, KYI-1111

Cayman Islands

*Principal Place of Business
in Hong Kong:*

Rooms 4001-06, Office Tower

Convention Plaza

1 Harbour Road

Hong Kong

25 April 2008

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

At the AGM, ordinary resolutions will be proposed to the Shareholders for approval of (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 the retiring Directors.

LETTER FROM THE BOARD

REPURCHASE MANDATE

Pursuant to the written resolutions passed by the then sole Shareholder on 27 February 2008, a general mandate was granted to the Directors to exercise the powers 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. An explanatory statement as required under the Listing Rules to provide the requisite information of the Repurchase Mandate is set out in Appendix I to this circular. The Issue Mandate will continue in force until the conclusion of the next annual general meeting of the Company or any earlier date as referred to in the resolution numbered 5 set out in the AGM Notice.

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 1,690,766,500 Shares were in issue. Subject to the passing of the proposed ordinary resolution approving the Issue Mandate and on the basis that no further changes 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 up to a maximum of 338,153,300 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. 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. The Repurchase Mandate will continue in force until the conclusion of the next annual general meeting of the Company or any earlier date as referred to in the resolution numbered 6 set out in the AGM Notice.

RE-ELECTION OF THE RETIRING DIRECTORS

In accordance with Article 87(2) of the Articles of Association, Messrs. TAN Wenhua, HSU You Yuan and Ms. ZHANG Liming, being the executive Directors, Mr. CHIAO Ping Hai, the Chairman and non-executive Director, and CHONG Kin Ngai, a non-executive Director, and Mr. WONG Wing Kuen, Albert, Ms. FU Shuangye, Dr. LIN Wen and Mr. ZHANG Chun being the independent non-executive Directors 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.

PROCEDURE FOR DEMANDING A POLL

In accordance with Article 66 of the Articles of Association, a resolution put to the vote of the general meeting shall be decided on a show of hands unless voting by way of poll is required by the Listing Rules or a poll is (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) demanded:

- (i) by the chairman of the meeting; or

LETTER FROM THE BOARD

- (ii) by at least three Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy for the time being entitled to vote at the meeting; or
- (iii) by any Shareholder or Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy and representing not less than one-tenth of the total voting rights of all the Shareholders having the right to vote at the meeting; or
- (iv) by any Shareholder or Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy and holding Shares in the Company conferring a right to vote at the meeting being Shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the Shares conferring that right; or
- (v) if required by the Listing Rules, by any Director or Directors who, individually or collectively, hold proxies in respect of Shares representing 5% or more of the total voting rights at such meeting.

A demand by a person as proxy for a Shareholder or in the case of a Shareholder being a corporation by its duly authorised representative shall be deemed to be the same as a demand by a Shareholder.

THE AGM

A notice convening the AGM to be held at Vinson Room, Pacific Place Conference Centre, 5/F One Pacific Place, 88 Queensway, Hong Kong on 22 May 2008 at 4:00 p.m. is set out on pages 17 to 20 of this circular.

A form of proxy 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 return the accompanying form of proxy 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, Rooms 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof should you so wish.

LETTER FROM THE BOARD

RECOMMENDATION

The 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; and (4) the re-election of the retiring 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
CHIAO Ping Hai
Chairman

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

SHARE CAPITAL

As at the Latest Practicable Date, the Company had 1,690,766,500 Shares in issue or an issued share capital of HK\$169,076,650. Subject to the passing of the proposed ordinary resolution approving the Repurchase Mandate and on the basis that no further changes to the issued share capital of the Company from the Latest Practicable Date and up to the date of convening the AGM, the exercise of the Repurchase Mandate in full would result in up to a maximum of 169,076,650 Shares, representing 10% of the total number of Shares in issue as at the date of passing of the relevant resolution at the AGM repurchased by the Company.

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 SHARES 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.

The exercise of the Repurchase Mandate in full will not have a material adverse impact on the working capital or the gearing level of the Company (as compared with the position disclosed in its latest published audited accounts as at 31 December 2007).

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 working capital requirements of the Company on the gearing levels 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 from 31 March 2008 (the “Listing Date”), being the date of listing of the Company, and up to the Latest Practicable Date were as follows:

	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2008		
March	3.12	2.91
April (Up to the Latest Practicable Date)	3.35	2.65

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 and the articles of association of the Company.

To the best of their 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.

IMPLICATION UNDER THE TAKEOVERS CODE AND THE PUBLIC FLOAT REQUIREMENT

If, as a result of 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, the 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 that the Repurchase Mandate is exercised in full, the percentage shareholding of Mr. TAN Wenhua, together with the parties acting in concert with him (namely, ZHAO Xiuzhen, TAN Wenge, WANG Jing, GAO Yu, TAN Wenxiang and WANG Jinsheng), would be increased from approximately 28.05% to approximately 31.17% of the issued share capital of the Company (taking no account of any Shares that may be issued upon exercise of share options that may be granted under the Share Option Scheme). Accordingly, such increase of interest would give rise to an obligation to make a mandatory offer under rules 26 and 32 of the Code on the part of Mr. TAN Wenhau and the parties acting in concert with him. However, the Directors have no present intention to exercise the Repurchase Mandate to such an extent that will trigger a mandatory general obligation under the Code on the part of Mr. TAN Wenhua and his concert parties.

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.

SHARES REPURCHASES MADE BY THE COMPANY

The Company did not repurchase Shares on the Stock Exchange during the period from the Listing Date and up to the Latest Practicable Date.

The following Directors are subject to retirement by rotation and 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 Company's Articles of Association.

Mr. TAN Wenhua (譚文華), aged 51, the President and General Manager of the Jinzhou Plants. He was one of the founders of the Jinzhou Plants. Mr. TAN completed an economic management undergraduate course in the Central Party College and an electrical engineering undergraduate course with the 遼寧廣播電視大學 (Liaoning Broadcasting and TV University*). He is also a visiting professor of 遼寧工業大學 (Liaoning Industrial University*). Prior to founding the 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 President and the Vice President of Jinzhou 155 Factory, a state-owned factory engaging in quartz crucibles manufacturing. When Mr. TAN was the chairman of Xinhua Quartz Glass, he was responsible for the establishment and operations of Jinzhou Xinri and Jinzhou Huachang. Prior to the establishment of Jinzhou Xinri and Jinzhou Huachang, Xinhua Quartz Glass mainly engaged in the manufacturing and sale of quartz glass and crucible. He has been granted a special subsidy by the State Council since 2004 for his contribution in engineering technology. He was elected a delegate of the National People's Congress of the People's Republic of China in 2007.

Mr. TAN has entered into a service contract with the Company for a term of 3 years commencing from 31 March 2008. Mr. TAN is entitled to receive a salary of RMB1,400,000 per annum and other discretionary bonus as determined by the Board based on his level of experience and responsibilities with the Group. No director's fee is payable to Mr. TAN.

Mr. HSU You Yuan (許祐淵), aged 53, the Chief Executive Officer of Solar Technology Investment (Cayman) Corp. ("Solartech") and a director of Jinzhou Youhau. He joined the Group on 6 February 2007 and was appointed an executive Director on the same date. He graduated with a master degree in Business Administration from the Chinese Culture University in 1980. Prior to joining the Group, Mr. HSU was the President of WWX from February 1998 to June 2003, a manufacturer of silicon wafer for the semiconductor industry, which is listed on the Gre-Tai Securities Market in Taiwan since May 2002 and later became the Vice-Chairman of the board of WWX in June 2003. He was the managing director of Silicon Technology Investment (Cayman) Corp. and was appointed the Chief Executive Officer of Solartech, responsible for overseeing, amongst others, WWX's investment in the solar energy industry. In March 2006, he was appointed a director and he was subsequently appointed as the Chairman of the board of Jinzhou Youhau in September 2006. Mr. HSU's previous work credentials also include acting as Vice-President of Mosel Electronics Taiwan Inc, a company listed on the Taiwan Stock Exchange and as a member of the board of directors and Executive Vice-President of Mosel Vitelic (Hong Kong) Limited, a subsidiary of Mosel Vitelic Inc. Mr. HSU had also made contributions to non-commercial sectors in the past. He served as a researcher, a deputy director, and the director of Business Department of the Executive Yuan Development Fund. He was also a lecturer of Statistics and Managerial Mathematics for the Business Administration department at the Chinese Culture University.

Mr. HSU has entered into a service contract with the Company for a term of 3 years commencing from 31 March 2008. Mr. HSU is entitled to receive a salary of RMB1,550,000 per annum and other discretionary bonus as determined by the Board based on his level of experience and responsibilities with the Group. No director's fee is payable to Mr. HSU.

Ms. ZHANG Liming (張麗明), aged 50, the Director of Administration (行政總監) of the Jinzhou Plants. She joined the Original Group (ie. the Group prior to the acquisition of the Acquired Group) on 1 April 2003 responsible for overseeing, amongst others, the administration of the Original Group. She is also the chairman of the labour union of the Jinzhou Plants. She graduated from 中共中央黨校經濟管理系 (Central Party School in Economic Management*) in 1996. Prior to joining the Group, she was appointed as the head of the supply division of 錦州石英玻璃儀器廠 (Jinzhou Quartz Glass Instrument Factory*), the director of management of 錦州京旭晶體材料制造有限責任公司 (Jinzhou Crystalline Material Co., Ltd.*) during 1993 to 1994 and the general manager of 錦州華明水晶工藝品有限公司 (Jinzhou Huaming Crystal Art & Craft Co., Limited*) during 1994 to 2003.

Ms. ZHANG has entered into a service contract with the Company for a term of 3 years commencing from 31 March 2008. Ms. ZHANG is entitled to receive a salary of RMB150,000 per annum and other discretionary bonus as determined by the Board based on her level of experience and responsibilities with the Group. No director's fee is payable to Ms. ZHANG.

Mr. CHIAO Ping Hai (焦平海), aged 57, the Chairman of the Board. He was appointed a non-executive Director in July 2007. He graduated from the Chung Yuen University with a bachelor degree in Chemical Engineering and master degree in Chemistry from the University of California, San Jose in 1973 and 1978, respectively. He is the Chairman and General Manager of WWX, a company listed on the Gre-Tai Securities Market in Taiwan, the President of Helitek Company Ltd., a subsidiary of WWX, and the Chairman of Shanghai Jingji, a subsidiary of the Company. Mr. Chiao is also a director of ACME Electronics Corp., which is also listed on the Gre-Tai Securities Market in Taiwan.

Mr. CHIAO has entered into a service contract with the Company for a term of 3 years commencing from 1 February 2008. Mr. CHIAO is entitled to receive a director's fee of HK\$360,000 per annum based on his level of experience and responsibilities with the Group.

Mr. CHONG Kin Ngai (莊堅毅), aged 56, a non-executive Director. He joined the Group in June 2002 when Prosperity Lamps & Components ("PLC") became a joint venture partner of Jinzhou Huachang. He was appointed a non-executive Director in July 2007. Mr. CHONG obtained his bachelor of Arts degree from the University of Hong Kong and obtained his Master of Business Administration degree from the Chinese University of Hong Kong. He is the Chairman of board of director of PLC, Vice Chairman of the board of director of Foshan Electrical and Lighting Company Limited, a company listed on Shenzhen Stock Exchange, and Vice Chairman of Jinzhou Youxin. He has been engaging in the production and trading of electro-optical products for more than 30 years.

* English translation of Chinese official name is for identification purpose only.

Mr. CHONG has entered into a service contract with the Company for a term of 3 years commencing from 1 February 2008. Mr. CHONG is entitled to receive a director's fee of HK\$240,000 per annum based on his level of experience and responsibilities with the Group.

Mr. WONG Wing Kuen Albert (王永權), aged 56, was appointed as an independent non-executive Director on 12 January 2008. Mr. Wong is a fellow member of The Institute of Chartered Secretaries and Administrators, The Hong Kong Institute of Chartered Secretaries, The Taxation Institute of Hong Kong, Securities & Investment Institute, Hong Kong Institute of Directors, Chartered Management Institute, UK, Association of International Accountants, Society of Registered Financial Planners, Hong Kong, as well as a member of Hong Kong Securities Institute, The Chartered Institute of Arbitrators, Macau Society of Certified Practising Accountants, The Institute of Certified Public Accountants in Ireland, UK and an associate member of The Chartered Institute of Bankers in Scotland, UK. Mr. WONG had also been a director and Chief Executive Officer of Minghua Group International Holdings Limited, a listed public company in the United States, until 30 September 2004. According to the filings made available to public through the EDGAR database in U.S., for the quarterly period ended 30 September 2005, Minghua Group International Holdings Limited was "a small business issuer" and "a development stage company". Mr. WONG has been the Managing Director of Charise Financial Consultants Limited, a private professional consulting firm in Hong Kong and an independent non-executive director of APAC Resources Limited, a company listed on the Main Board of The Stock Exchange of Hong Kong Limited, since July 2004.

Mr. WONG has entered into a service contract with the Company for a term of 3 years commencing from 1 February 2008. Mr. WONG is entitled to receive a director's fee of HK\$240,000 per annum which is determined by the Board based on his level of experience and responsibilities with the Group.

Ms. FU Shuangye (符霜葉), aged 39. Ms. FU was appointed an independent non-executive Director on 12 January 2008. Ms. FU graduated from Wuhan University with a bachelor degree in English Literature in 1990 and obtained her further legal studies certificate in the Law School of China Politics and Law University in 1997. She was qualified as a PRC lawyer in 1998. She was a partner of Zhong Lun W&D Law Firm in Beijing. Ms. FU is now the Managing Partner of Zhong Hao Attorneys-at-Law. She is also a member of the Foreign Direct Investment Expertise Committee of the Beijing Judiciary Bureau.

Ms. FU has entered into a service contract with the Company for a term of 3 years commencing from 1 February 2008. Ms. FU is entitled to receive a director's fee of HK\$240,000 per annum which is determined by the Board based on his level of experience and responsibilities with the Group.

Dr. LIN Wen (林文), aged 68, an independent non-executive Director, joined the Group on 12 January 2008. Dr. LIN received his bachelor degree in Science, master degree in Science and Ph.D. degrees in Metallurgy, Chemical Engineering and Materials Science & Engineering, respectively. He joined AT&T Bell Laboratories (subsequently, Lucent Bell Labs/Agere) in 1975. He is the author of many articles published by internationally recognised science magazines. Together with other collaborators, Mr. LIN wrote about the properties of uniform oxygen Czochralski silicon crystals in an article and such article was published in the Vol. 51(10), October 1980 edition of J. Appl. Phys., a publication of the American Institute of Physics. Czochralski process is the very process employed by the Group in the manufacturing of monocrystalline silicon ingots. He has also authored/co-authored technical papers, book chapters and owns several patents. Dr. LIN was a recipient of the 1983 Bell Laboratories Distinguished Technical Staff Award. He is a member of Phi Tau Phi Honor Societies. Since 1999, he has been a member of the Starting Materials Team of ITRS (International Technology Roadmap of Semiconductor). As a life member of the Chinese Institute of Engineers-USA, he has served the Institute in various capacities in the last two decades. He served as its president in 1987 and National Council Chairman in 1995. Dr. LIN also served as Chairman of METS (Modern Engineering and Technology Seminars), as well as Vice Chairman and Chairman of Sino-American Technology and Engineering Conference.

Dr. LIN has entered into a service contract with the Company for a term of 3 years commencing from 1 February 2008. Dr. LIN is entitled to receive a director's fee of HK\$240,000 per annum which is determined by the Board based on his level of experience and responsibilities with the Group.

Mr. ZHANG Chun (張椿), aged 75, an independent non-executive Director, joined the Group on 12 January 2008. Mr. ZHANG graduated from Tianjin University in 1955 and conducted research in silicon in the early years of his career in various institutions including 北京有色金屬研究總院 (Beijing Non-Ferrous Metal Research Institution*). During 1979 to 1992, he was in charge of a semiconductor material research centre of Beijing Non-Ferrous Metal Research Institution. From 1992 to 1998, he had been the person in charge of the 國家半導體材料工程研究中心 (State Semi-conductor Material Engineering Research Centre*) and he also acted as the general manager of 金鑫半導體材料有限公司 (Jinxin Semi-conductor Material Company Limited*). Mr. ZHANG was awarded as a 全國先進工作者 (National Pioneer*) by the State Council in 1995. He was awarded First Class Prizes by 金屬工業總公司 (中國有色China Non-Ferrous Industry Corp*) in 1991 and 1997 for his contributions towards research on (a) 3 inches to 4 inches monocrystalline silicon for use in integrated circuit; and (b) the manufacturing of 125mm monocrystalline silicon wafers for use in integrated circuit. He was also granted special subsidy from the State Council since 1992.

Mr. ZHANG CHUN has entered into a service contract with the Company for a term of 3 years commencing from 1 February 2008. Mr. ZHANG is entitled to receive a director's fee of HK\$240,000 per annum which is determined by the Board based on his level of experience and responsibilities with the Group.

* English translation of Chinese official name is for identification purpose only.

Directors' interests under the SFO

As at the Latest Practicable Date, so far as the Directors are aware, the Directors and 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 the 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 pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers:

Name of Director	Nature of interest	Number of Shares <i>(Note 1)</i>	Approximate percentage of shareholding
Mr. TAN Wenhua <i>(Note 4)</i>	Beneficial interest	471,910,500 (L)	27.90%
	Interest in an option	31,036,000 (L)	1.84%
	Security interest	17,352,500 (L)	1.03%
Mr. CHONG Kin Ngai <i>(Note 2)</i>	Interest of controlled corporation	98,464,500 (L)	5.83%
	Personal interest	1,254,500 (L)	0.07%
	Trustee's interest	34,814,000 (L)	2.06%
Mr. HSU You Yan <i>(Note 4)</i>	Beneficial interest	9,293,500 (L)	0.55%
	Interest in an option	19,219,500 (L)	1.14%
	Security interest	5,840,500 (L)	0.35%
Mr. CHIAO Ping Hai <i>(Note 4)</i>	Beneficial interest	3,135,500 (L)	0.19%
	Interest in an option	31,158,000 (L)	1.84%
	Security interest	11,621,000 (L)	0.69%
Ms. ZHANG Liming <i>(Note 3)</i>	Beneficial interest	3,133,500 (L)	0.19%

Notes:

- (1) The letter “L” denotes the person’s long position in such securities and the letter “S” denotes the person’s short position in such securities.
- (2) Before the sale of the Over-allotment Shares, Mr. CHONG is interested in an aggregate of 102,964,000 Shares, of which 1,254,500 Shares is directly held by Mr. CHONG, 84,674,000 Shares is held by Prosperity Electric Corporation (“PEC”) and 17,035,500 Shares is held by Prosperity Lamps & Components Limited (“PLC”). PLC is held as to 20% by PEC, as to 45% by Leigh Company Limited, as to 30% by SAM Wai Keung, a director of Jinzhou Huachang and as to 5% by an Independent Third Party. Both PEC and Leigh Company Limited are wholly-owned by Mr. CHONG. Upon partial exercise of the Over-allotment Option, Shares directly held by Mr. CHONG will remain unchanged but PEC and PLC’s interests in the Company will be reduced to 82,617,000 Shares and 15,847,500 Shares, respectively.

34,814,000 Shares were held by Mr. CHONG Kin Ngai in trust for, among others, certain employees and consultants of Solar Technology Investment (Cayman) Corp. and its subsidiaries (the “Acquired Group”). Mr. CHONG Kin Ngai was entrusted to exercise voting rights and hold the dividends and other distributions made in respect of the relevant Shares in trust for these employees and the 2 consultants (if any) to the extent the relevant Shares remain subject to a lock-up period.
- (3) Ms. ZHANG Liming’s 3,133,500 Shares were registered in the name of Mr. CHONG Kin Ngai 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, certain employees and consultants of the Acquired Group (if any) to the extent the relevant Shares remain subject to a lock-up period.
- (4) Mr. TAN Wenhua, Mr. HSU You Yuan and Mr. CHIAO Ping Hai are entitled to buy back the Shares of the relevant senior management, employees and consultants in the event that any of them cease to be employed or engaged within 4 years after the Listing. 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).

Save as disclosed above, there is no other matter that need to be brought to the attention of the Shareholders and there is no information to be disclosed pursuant to any of the requirements of Rule 13.51(2) 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 (the “Meeting”) of Solargiga Energy Holdings Limited (the “Company”) will be held at Vinson Room, Pacific Place Conference Centre, 5/F One Pacific Place, 88 Queensway, Hong Kong on 22 May 2008 at 4:00 p.m. for the following purposes of considering and, if thought fit, passing (with or without modifications) the following resolutions:

As Ordinary Business:

1. To receive, consider and adopt the audited financial statements and the report of the directors (the “Directors”) and the report of the auditors (the “Auditors”) of the Company for the year ended 31 December 2007.
2. To declare a final dividend.
3. To re-elect the retiring Directors and to authorise the board (the “Board”) of the Directors (or, if so delegated by the Board, its remuneration committee) to determine the remuneration of the Directors.
4. To re-appoint the Auditors and to authorise the Board to determine the remuneration of the Auditors.

As Special Business, to consider and, if thought fit, to pass, with or without modification, the following Resolution nos. 5, 6 and 7 as Ordinary Resolutions:

5. **“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 THE AGM

- (b) the aggregate nominal amount of Shares which are authorised to be repurchased by the Directors pursuant to the approval in paragraph (a) above shall not exceed 10 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 (the “Articles of Association”) 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.”

6. **“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 issued 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;
- (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 granting or issuance 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)

NOTICE OF THE AGM

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 20 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:

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 (the “Articles of Association”) 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.”; and

“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).”

7. **“THAT** conditional upon the passing of the Resolutions nos. 5 and 6 above, the general mandate granted to the Directors to allot, issue and deal with additional Shares pursuant to the Resolution no. 6 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 no. 5 above, provided that such amount shall not exceed 10 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
CHIAO Ping Hai
Chairman

Hong Kong, 25 April 2008

NOTICE OF THE AGM

Registered Office:

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

*Principal Place of Business
in Hong Kong:*

Rooms 4001-06, Office Tower
Convention Plaza
1 Harbour Road
Hong Kong

Notes:

1. The register of members of the Company will be closed from 17 May 2008 to 21 May 2008, 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 22 May 2008 and to determine the entitlement to the final dividend, 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 16 May 2008.
2. A shareholder entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and to vote in his stead. A proxy need not be a shareholder of the Company.
3. In case of the joint registered holders of any Shares, any one of such persons may vote at any meeting, either in person or by proxy; but if more than one of such joint holders be present at any meeting in person or by proxy, the said person whose name stands first on the register of members of the Company shall alone be entitled to vote in respect thereof.
4. To be valid, a form of proxy 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 the address specified in paragraph 1 above not less than 48 hours before the time fixed for holding the Meeting.
5. With respect to the Resolution no. 3 as set out in this notice, Messrs. TAN Wenhua, HSU You Yuan and Ms. ZHANG Liming, being the executive Directors, Mr. CHIAO Ping Hai, the Chairman and non-executive Director, and CHONG Kin Ngai, a non-executive Director, and Mr. WONG Wing Kuen, Albert, Ms. FU Shuangye, Dr. LIN Wen and Mr. ZHANG Chun, being the independent non-executive Directors will retire upon the conclusion of the Meeting and, being eligible, will offer themselves for re-election at the Meeting. The biographical details of the above retiring Directors have been set out in appendix II of the circular (the "Circular") of the Company dated 25 April 2008.
6. The Circular and the accompanying proxy form have been sent to the shareholders of the Company together with the 2007 Annual Report of the Company.

As at the date of this notice, the executive Directors Mr. TAN Wenhua, Mr. HSU You Yuan, Ms. ZHANG Liming; Non-executive Directors Mr. CHIAO Ping Hai, Mr. CHONG Kin Ngai; and Independent Non-executive Directors Mr. WONG Wing Kuen, Albert, Ms. FU Shuangye, Dr. LIN Wen, Mr. ZHANG Chun.