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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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (“AGM”) of Solargiga Energy Holdings Limited (“Company”) will be held at Annapurna Room, Pacific Place Conference Centre, 5/F One Pacific Place, 88 Queensway, Hong Kong on Friday, 12 June 2009 at 4:00 p.m. to consider and, if thought fit, pass with or without amendments, the following resolutions:

As Ordinary Business:

1. To consider and approve the audited financial statements and the report of the directors “Directors” and the report of the auditors (“Auditors”) of the Company for the year ended 31 December 2008.
2. To declare a final dividend of RMB1.5 cents (HK\$1.7 cents) per share for the year ended 31 December 2008.
3. To re-elect Mr. WONG Wing Kuen, Albert as the independent non-executive Director of the Company.
4. To re-elect Ms. FU Shuangye as the independent non-executive Director of the Company.
5. To re-elect Dr. LIN Wen as the independent non-executive Director of the Company.
6. To consider and 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.
7. To consider and approve the re-appointment of KPMG 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 amendments, the following Resolutions numbered 8, 9, 10 and 11 as Ordinary Resolutions:

8. **“THAT**

- (a) the framework agreement (the “Framework Agreement”) dated 17 April 2009 entered into between the Company and Jinzhou Aoke New Materials Co., Ltd.* (錦州奧克新材料有限公司) (“Jinzhou Aoke”) in connection with the sale of wire slurry by the Company to Jinzhou Aoke (the “Sale Transactions”) and the purchase of recycled abrasives and mineral oil by the Company from Jinzhou Aoke (the “Purchase Transactions”), a copy of which is tabled before the meeting and marked “A” and initialled by the chairman of the meeting for identification purpose, and the terms of the transactions contemplated under the Framework Agreement be and are hereby approved, confirmed and ratified; and
- (b) the respective annual cap amounts in relation to the Sale Transactions and the Purchase Transactions for the three years ending 31 December 2011 be and are hereby approved; and
- (c) any one director of the Company be and is hereby authorised to execute the Framework Agreement and to do all such things and take all other steps which, in his or her opinion, may be necessary or desirable for the purposes of giving effect to the Framework Agreement and the transactions contemplated thereby.”

9. **“THAT:**

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

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

- (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.”

10. **“THAT:**

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

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

- (i) the conclusion of the next annual general meeting of the Company;

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

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

11. “**THAT** conditional upon the passing of the Resolutions numbered 9 and 10 above, the general mandate granted to the Directors to allot, issue and deal with additional shares (“Shares”) in the capital of the Company or securities into Shares, or options, warrants or similar right to subscribe for Shares or such convertible securities pursuant to the Resolution numbered 10 above be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of Shares repurchased by the Company under the authority granted pursuant to the Resolution numbered 9 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
Hsu You Yuan
Executive Director

Hong Kong, 27 April 2009

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Notes:

1. The register of members of the Company will be closed from 6 June 2009 to 12 June 2009, 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 12 June 2009 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 1806-07, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 5 June 2009.
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.
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 the address specified in note 1 above not later than 48 hours before the time fixed for holding the AGM.
5. The circular of the Company dated 27 April 2009 and the accompanying proxy form have been sent to the shareholders of the Company together with the 2008 Annual Report of the Company.

As at the date of this notice, Mr. Tan Wenhua, Mr. Hsu You Yuan and Ms. Zhang Liming are executive Directors; Mr. Chiao Ping-hai and Mr. Chong Kin Ngai are non-executive Directors; and Mr. Wong Wing Kuen, Albert, Ms. Fu Shuangye, Dr. Lin Wen and Mr. Zhang Chun are independent non-executive Directors.