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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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “EGM”) of Solargiga Energy Holdings Limited (the “Company”) will be held at Annapurna Room, Pacific Place Conference Centre, 5/F One Pacific Place, 88 Queensway, Hong Kong on Thursday, 31 December 2009 at 4:00 p.m. to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

1. **“THAT**

- (a) the framework supply agreement (the “Solar Cells Supply Agreement”) dated 2 November 2009 entered into between the Company and 錦州華昌光伏科技有限公司 (Jinzhou Huachang Photovoltaic Technology Co., Ltd.) (“Huachang Guangfu”) in respect of the supply of solar cells from Huachang Guangfu to the Company and its subsidiaries, 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 Solar Cells Supply Agreement be and are hereby approved, confirmed and ratified;
- (b) the respective annual cap amounts in relation to the transactions contemplated under the Solar Cells Supply Agreement 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 do all such things and take all other steps which, in his or her opinion, may be necessary or desirable for the purpose of giving effect to the Solar Cells Supply Agreement and the transactions contemplated thereby.”

2. **“THAT**

- (a) the framework service agreement (the “Guide Rollers Service Agreement”) dated 2 November 2009 entered into between the Company and 京鑫半導體材料有限公司 (Jingxin Semi-conductor Material Company Limited) (“Jingxin Semi-conductor”) in respect of the provision of the services by Jingxin Semi-conductor for re-coating and re-grooving guide rollers which is necessary for slicing of solar ingots into solar wafers, a copy of which is tabled before the meeting and marked “B” and initialled by the chairman of the meeting for identification purpose, and the terms of the transactions contemplated under the Guide Rollers Service Agreement be and are hereby approved, confirmed and ratified;
- (b) the respective annual cap amounts in relation to the transactions contemplated under the Guide Rollers Service Agreement 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 do all such things and take all other steps which, in his or her opinion, may be necessary or desirable for the purpose of giving effect to the Guide Rollers Service Agreement and the transactions contemplated thereby.”

3. **“THAT**

- (a) the framework agreement (the “First Photovoltaic System Installation Agreement”) dated 2 November 2009 entered into between the Company and Kinmac Solar Corporation (“Kinmac”) in respect of the provision of photovoltaic system installation service from Kinmac to the Company and its subsidiaries, a copy of which is tabled before the meeting and marked “C” and initialled by the chairman of the meeting for identification purpose, and the terms of the transactions contemplated under the First Photovoltaic System Installation Agreement be and are hereby approved, confirmed and ratified;
- (b) the respective annual cap amounts in relation to the transactions contemplated under the First Photovoltaic System Installation Agreement 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 do all such things and take all other steps which, in his or her opinion, may be necessary or desirable for the purpose of giving effect to the First Photovoltaic System Installation Agreement and the transactions contemplated thereby.”

4. **“THAT**

- (a) the framework agreement (the “Second Photovoltaic System Installation Agreement”) dated 2 November 2009 entered into between the Company and Kinmac Solar Corporation (“Kinmac”) in respect of the provision of photovoltaic system installation service from the Company and/or its subsidiaries to Kinmac, a copy of which is tabled before the meeting and marked “D” and initialled by the chairman of the meeting for identification purpose, and the terms of the transactions contemplated under the Second Photovoltaic System Installation Agreement be and are hereby approved, confirmed and ratified;
- (b) the respective annual cap amounts in relation to the transactions contemplated under the Second Photovoltaic System Installation Agreement 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 do all such things and take all other steps which, in his or her opinion, may be necessary or desirable for the purpose of giving effect to the Second Photovoltaic System Installation Agreement and the transactions contemplated thereby.”

5. **“THAT**

- (a) the framework supply agreement (the “New Materials Supply Agreement”) dated 2 December 2009 entered into between the Company, 錦州昌華碳素製品有限公司 (Jinzhou Changhua Carbon Products Company Limited) and 錦州佑鑫電子材料有限公司 (Jinzhou Youxin Electronic Materials Co., Ltd.) in respect of the supply of the graphite materials and quartz crucibles to the Company and its subsidiaries for the production of silicon ingots, a copy of which is tabled before the meeting and marked “E” and initialled by the chairman of the meeting for identification purpose, and the terms of the transactions contemplated under the New Materials Supply Agreement be and are hereby approved, confirmed and ratified;
- (b) the respective annual cap amounts in relation to the transactions contemplated under the New Materials Supply Agreement for the three years ending 31 December 2012 be and are hereby approved; and
- (c) any one director of the Company be and is hereby authorised to do all such things and take all other steps which, in his or her opinion, may be necessary or desirable for the purpose of giving effect to the New Materials Supply Agreement and the transactions contemplated thereby.”

6. **“THAT**

- (a) the framework processing agreement (the “New WWX Processing Agreement”) dated 2 December 2009 entered into between the Company and Wafer Works Corp. in respect of the provision of service by the Company and/or its subsidiaries for the processing of recycled polysilicon and processing and production of ingots and wafers, a copy of which is tabled before the meeting and marked “F” and initialled by the chairman of the meeting for identification purpose, and the terms of the transactions contemplated under the New WWX Processing Agreement be and are hereby approved, confirmed and ratified;
- (b) the respective annual cap amounts in relation to the transactions contemplated under the New WWX Processing Agreement for the three years ending 31 December 2012 be and are hereby approved; and
- (c) any one director of the Company be and is hereby authorised to do all such things and take all other steps which, in his or her opinion, may be necessary or desirable for the purpose of giving effect to the New WWX Processing Agreement and the transactions contemplated thereby.”

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

Hong Kong, 9 December 2009

Registered Office:

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Cayman Islands

Principal Place of Business

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Notes:

1. Every shareholder entitled to attend and vote at the EGM 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 authorized in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorized to sign the same.
2. In the case of a joint holding, any one of such persons may vote at the EGM, either in person or by proxy; but if more than one joint holders are present at the EGM 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.

3. The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a notary certified copy of such power or authority must be delivered to the office of Computershare Hong Kong Investor Services Limited, Rooms 1806–07, 18th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong or by way of notice to or in any document accompanying the notice convening the meeting not less than forty-eight (48) hours before the time appointed for holding the EGM or any adjournment thereof at which the person named in the instrument proposed to vote and in default the instrument of proxy shall not be treated as valid.
4. Delivery of an instrument appointing a proxy shall not preclude a member of the Company from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. English translation of Chinese official names of the companies named in the resolutions numbered 1 to 6 above are for identification purpose only.

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.