

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.



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 陽光能源控股有限公司 (the “**Company**”) will be held at Room 4 & 5, United Conference Centre, 10/F United Centre, 95 Queensway, Admiralty, Hong Kong on Tuesday, 21 June 2011 at 4:00 p.m. to consider and, if thought fit, pass with or without amendments, the following resolutions as an ordinary resolution:

“**THAT** the whitewash waiver to be granted by the Executive Director of the Corporate Finance Division of the Securities and Futures Commission (or any of his delegates) pursuant to Note 1 on Dispensations from Rule 26 of the Hong Kong Code on Takeovers and Mergers (the “**Whitewash Waiver**”) to waive the obligation of the Vendors, Mr. Tan and parties acting in concert with any one of them to make a mandatory general offer for all the shares of the Company not already owned or agreed to be acquired by them pursuant to Rule 26 of the Hong Kong Code on Takeovers and Mergers as a result of the allotment and issue of 435,000,000 shares of the Company to holders of the Convertible Bonds (as defined in the circular of the Company dated 5 May 2011) upon exercise of conversion rights attaching to the Convertible Bonds in full, be and is hereby approved and that the directors of the Company be and are hereby authorised to execute all such documents and do all such acts and things as they consider desirable, necessary or expedient in connection therewith and to give effect to any matters relating to or in connection with the Whitewash Waiver.”

By Order of the Board of
Solargiga Energy Holding Limited
陽光能源控股有限公司
Hsu You Yuan
Executive Director

Hong Kong, 5 May 2011

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

Notes:

1. A form of proxy for use at the EGM is enclosed herewith.
2. 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 shareholder who is the holder of two or more shares may appoint not more than two proxies (who must be an individual or individuals) to attend and vote instead of him/her on the same occasion. A proxy need not be a shareholder of the Company but must attend the EGM in person to represent him/her.
3. 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.
4. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company.
5. In order 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 notarially certified copy of such power or authority, must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 48 hours before the time appointed for holding the EGM or any adjourned meeting thereof (as the case may be). Such prescribed form of proxy for use at the EGM is also published on the HKExnews website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk and the website of the Company at www.solargiga.com.
6. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the EGM or at any adjourned meeting thereof (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoked.
7. Where there are joint registered holders of any share(s), any one of such joint holders may attend and vote at the EGM or at any adjourned meeting thereof (as the case may be), either in person or by proxy, in respect of such share(s) as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the EGM or at any adjourned meeting thereof (as the case may be), the most senior shall alone be entitled to vote, whether in person or by proxy. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
8. 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 12:00 noon and 4:00 p.m. on Tuesday 21 June 2011, the EGM will not be held on that day. An announcement will be made in such event.

As at the date of this announcement, 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.