
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, 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 17th Floor, Leighton Centre, 77 Leighton Road, Causeway Bay, Hong Kong on Wednesday, 21 June 2023 at 11:00 a.m. is set out on pages 16 to 20 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, Rooms 1712–16, 17th 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.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

Considering the latest pandemic development, the Company will implement the following precautionary measures at the Annual General Meeting, including:

- compulsory wearing of a face mask for each attendee
- No provision of refreshment
- any additional precautionary measures where appropriate or in accordance with prevailing guidelines published by the Hong Kong Government and regulatory authorities

Any attendee, who feels unwell or has any symptoms of COVID-19, should avoid attending the AGM in person.

Any attendee who does not comply with the precautionary measures or is subject to any Hong Kong Government prescribed quarantine may be denied entry into the meeting venue. Shareholders are strongly encouraged to exercise their voting rights at the AGM by appointing the chairman of the AGM as proxy to attend and vote on the relevant resolutions at the AGM instead of attending the AGM or any adjourned meeting in person.

Subject to the public health requirements or guidelines of the Hong Kong Government and/or regulatory authorities, The Company may announce further updates on the AGM arrangement on the respective websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.solargiga.com>) as and when appropriate.

Hong Kong, 28 April 2023

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“AGM”	the annual general meeting of the Company convened to be held at 17th Floor, Leighton Centre, 77 Leighton Road, Causeway Bay, Hong Kong on Wednesday, 21 June 2023, at 11:00 a.m., or any adjournment thereof and the notice of which is set out on pages 16 to 20 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
“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 not exceeding 20% of the aggregate number of the issued Shares of the Company as at the date passing or the ordinary resolution thereof
“Latest Practicable Date”	21 April 2023, 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, 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 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
“%”	per cent.



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 2023

To the Shareholders

Dear Sir or Madam,

**GENERAL MANDATES TO REPURCHASE SHARES
AND TO ISSUE NEW SHARES,
RE-ELECTION OF DIRECTORS,
RE-APPOINTMENT OF AUDITORS,
AND
NOTICE OF ANNUAL GENERAL MEETING**

LETTER FROM THE BOARD

INTRODUCTION

The purpose of this circular is to provide the Shareholders with information regarding, among other things, (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; (4) the re-election of Directors; and (5) the re-appointment of Ernst & Young as the Company's auditors for the financial year of 2023.

REPURCHASE MANDATE

At the last annual general meeting of the Company held on 23 June 2022, 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 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.

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 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, being an executive Director, Mr. TAN Xin, being an executive Director, and Dr. WONG Wing Kuen, Albert, being an independent non-executive Director, will retire by rotation at the forthcoming annual general meeting. Mr. TAN Wenhua, Mr. TAN Xin and Dr. WONG Wing Kuen, Albert, being eligible, will offer themselves for re-election at the AGM.

LETTER FROM THE BOARD

In accordance with Article 86 of the Articles, Ms. CHUNG Wai Hang and Ms. TAN Ying, who were appointed as independent non-executive Directors to fill a casual vacancy of the Board on 11 July 2022 and 18 October 2022, respectively, shall hold office only until the AGM, and will, being eligible, offer themselves for re-election at the AGM.

The biographical details of these Directors 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.

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 Wenhua, Mr. TAN Xin, Dr. WONG Wing Kuen, Albert, Ms. CHUNG Wai Hang and Ms. TAN Ying during the period from respective dates of appointment to 31 December 2022 and found their performance satisfactory.

Dr. WONG Wing Kuen, Albert, Ms. CHUNG Wai Hang and Ms. TAN Ying have met the independence criteria under the Listing Rules. Moreover, each of Dr. WONG Wing Kuen, Albert, Ms. CHUNG Wai Hang and Ms. TAN Ying has given confirmation of independence to the Company. With due consideration on the above factors, the Board believes that Dr. WONG Wing Kuen, Albert, Ms. CHUNG Wai Hang and Ms. TAN Ying are independent.

In view of the knowledge, experience and skills of Dr. WONG Wing Kuen, Albert, Ms. CHUNG Wai Hang and Ms. TAN Ying, in business management, operation, financial accounting, corporate governance and compliance, the Board believes that their expertise will enable them to fulfil their 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 Dr. WONG Wing Kuen, Albert, Ms. CHUNG Wai Hang and Ms. TAN Ying including but not limited to gender, cultural and educational background, ethnicity, professional experience, skills and knowledge, it is believed that Dr. WONG Wing Kuen, Albert, Ms. CHUNG Wai Hang and Ms. TAN Ying can contribute to the diversity of the Board.

LETTER FROM THE BOARD

Having considered the above aspects and in view of the contribution that Dr. WONG Wing Kuen, Albert, Ms. CHUNG Wai Hang and Ms. TAN Ying have made to the Board, their 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 2023.

Shareholders’ approval to delegate the authority to the Directors to determine the auditor’s remuneration for the year ending 31 December 2023 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., Thursday, 15 June 2023
Closure of register of members:	Friday, 16 June 2023 to Wednesday, 21 June 2023
Record date:	Wednesday, 21 June 2023

AGM

A notice convening the AGM to be held at 17th Floor, Leighton Centre, 77 Leighton Road, Causeway Bay, Hong Kong on Wednesday, 21 June 2023 at 11:00 a.m. is set out on pages 16 to 20 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, Rooms 1712–16, 17th 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.

LETTER FROM THE BOARD

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.

RECOMMENDATION

The Directors (including the independent non-executive 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; (4) the re-election of Directors; and (5) the re-appointment of Ernst & Young as the Company's auditors for the financial year of 2023 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.

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 to the issued share capital of the Company from the Latest Practicable Date to the date of the AGM, the exercise of the Repurchase Mandate in full would result in up to a maximum of 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.

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 2022, 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.

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 <i>HK\$</i>	Lowest <i>HK\$</i>
2022		
March	0.450	0.295
April	0.400	0.330
May	0.365	0.310
June	0.405	0.350
July	0.390	0.350
August	0.355	0.315
September	0.310	0.240
October	0.285	0.220
November	0.300	0.227
December	0.340	0.255
2023		
January*	0.360	0.265
February	0.295	0.250
March	0.295	0.245
April (Up to the Latest Practicable Date)	0.275	0.245

* The ex-dividend date of the special dividend of HK7 cents per ordinary share, which was paid to the Shareholders on 30 January 2023, was on 16 January 2023.

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 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.

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 Wenhua (譚文華) (“**Mr. TAN**”), aged 66, an executive Director and the Chairman of the Board. He was one of the founders of the Jinzhou Plants in 2001. He was conferred various honours including the Model for the Labour of the Nation, the medal of “May 1st” Labour of Liaoning Province, the Builders Merit award of Liaoning Province, the Outstanding Entrepreneur of the Building Materials Industry of the Nation, the Venture Entrepreneur of the Liaoning Province and First Prize Entrepreneur of Jinzhou. Prior to the founding of 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 Director of 錦州一五五廠 (Jinzhou 155 Factory), a state-owned factory engaging in quartz crucibles manufacturing. He has been granted a special subsidy by the State Council in 2004 for his contribution in engineering technology. He is the father of Mr. Tan Xin, the executive Director of the Company and Chief Executive Officer 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 2022 was approximately RMB797,000. 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; and (ii) 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.

Mr. TAN Xin (譚鑫) (“**Mr. TAN**”), aged 39, 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 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), Standing Committee Member of the 11th and 12th Liaoning Province Association of Industry and Commerce (遼寧省工商業聯合會), and the Vice President of the Liaoning General Chamber of Commerce (遼寧省總商會), Standing member of the 10th and 11th 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), and the 1st and 2nd President of the Jinzhou Youth Chamber of Commerce. Mr. Tan was awarded the Liaoning “Excellent Entrepreneur” (優秀企業家), the 4th Constructors’ Medal (第四屆建設者獎章), the “May 1st Labour Medal” (五

一勞動獎章), 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) “Outstanding Private Entrepreneurs” (優秀民營企業家) and “Top 10 New Industrial Enterprises” (工業十大新銳企業家) and “Top Ten Young Entrepreneurs” (十佳青年企業家) 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 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 2022 was approximately RMB1,510,000. 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; and (ii) 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.

Dr. WONG Wing Kuen, Albert (王永權) (“Dr. WONG”), aged 71, was appointed as an independent non-executive Director on 12 January 2008. Dr. 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, Chartered Institute for Securities and Investments, UK, Association of International Accountants, Society of Registered Financial Planners, Hong Kong, The Institute of Certified Public Accountants in Ireland, UK, as well as a member of Hong Kong Securities Institute, The Chartered Institute of Arbitrators, Macau Society of Certified Practising Accountants and an associate member of The Chartered Institute of Bankers in Scotland, UK. He holds a Doctor of Philosophy in Business Administration degree from the Bulacan State University, Republic of the Philippines. Dr. WONG had 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.

Since 1 January 2018, Dr. WONG was appointed as the Principal Consultant of KND Associates CPA Limited. Dr. WONG has been an independent non-executive director of APAC Resources Limited, a company listed on the Main Board of the Hong Kong Stock Exchange, since July 2004; an independent non-executive director of China Merchants Land Limited, a company listed on the Main Board of the Hong Kong Stock Exchange, since June 2012; an independent non-executive director of China VAST Industrial Urban Development Company Limited, a company listed on the Main Board of the Hong Kong Stock Exchange, in August 2014 to December 2022; an independent non-executive director

of China Wan Tong Yuan (Holdings) Limited, a company listed on the Main Board of the Hong Kong Stock Exchange, since September 2017; an independent non-executive director of Capital Finance Holdings Limited, a company listed on the GEM board of the Hong Kong Stock Exchange, for the period from January 2018 to January 2022; an independent non-executive director of China Medical & HealthCare Group Limited, a company listed on the Main Board of the Hong Kong Stock Exchange, since December 2018; and an independent non-executive director of Dexin China Holdings Company Limited, a company listed on the Main Board of the Hong Kong Stock Exchange, since February 2019; an independent non-executive director of Dexin Services Group Limited, a company listed on the Main Board of the Hong Kong Stock Exchange, since April 2023.

Dr. WONG is an independent non-executive Director of the Company and has served on the Board for more than 10 years. As an Independent Non-executive Director with extensive experience and knowledge and in-depth understanding of the Company's operations and business, Dr. WONG has expressed objective views and given independent guidance to the Company over the past years. He continues to demonstrate a firm commitment to his role.

Pursuant to code provision B.3.4 of the Corporate Governance Code as set out in Appendix 14 of the Listing Rules, the Nomination Committee and the Board consider that Dr. WONG, being a Certified Public Accountant, is able to complement the professional background of the composition of the Board in terms of expertise in accounting and financial reporting. Notwithstanding Dr. WONG holds various company directorships in listed companies in Hong Kong as disclosed above, he devoted sufficient time in fulfilling his role in the Company. During the past year, he attended and actively participated in the discussions in all the Board meetings and committee meetings which he was eligible to attend.

The Nomination Committee and the Board consider that the long service of Dr. WONG would not affect his exercise of independent judgment and are satisfied that Dr. WONG has the required character, integrity and experience to continue fulfilling the role of an independent Non-executive Director and consider Dr. WONG to be independent.

The proposed term of service of Dr. WONG is 3 years commencing from the date of appointment effective upon conclusion of the AGM. Dr. WONG is subject to retirement by rotation and re-election at the AGM in accordance with the Articles. His total emoluments recorded in 2022 was approximately RMB100,000. The emoluments of Dr. WONG 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) Dr. WONG has not held any other directorships in the last three years in any listed public company in Hong Kong or overseas; and (ii) there is no other information relating to Dr. WONG 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 Dr. WONG that needs to be brought to the attention of the Shareholders.

Ms. CHUNG Wai Hang (鍾瑋珩) (“**Ms. CHUNG**”), aged 53, an independent non-executive Director of the Group. She joined the group and was appointed as an independent non-executive Director on 11 July 2022. She holds a bachelor’s degree of Social Science from Lingnan University and a master’s degree of Science in International Real Estate with distinction from Royal Agricultural University, United Kingdom. Ms. CHUNG has about 30 years of working experiences in private enterprises and listed companies in Hong Kong, and has led one of the Hong Kong companies with manufacturing plants in mainland China to carry out business development and general management. She has professional knowledge in real estate development and corporate governance, and practical experiences in domestic and overseas investment, asset and portfolio management and valuation in the past 10 years. She is a life member of The Hong Kong Independent Non-Executive Director Association.

Ms. CHUNG entered into an appointment letter with the Company on 11 July 2022 with a term of 3 years commencing from the date of appointment with effect from 11 July 2022. Pursuant to the Company’s articles of association, 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 2022 was approximately RMB47,000. The emoluments of Ms. CHUNG were determined and reviewed annually by the Board with reference to his level of experience and responsibilities with the Group.

Save as disclosed above, Ms. CHUNG (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 hold any other positions with the Company or its subsidiaries; (iii) does not have other major appointments and professional qualifications; and (iv) does not have any relationship with any director, senior management, substantial shareholder or controlling shareholder of the Company.

Ms. TAN Ying (譚英) (“**Ms. TAN**”), aged 57, an independent non-executive Director of the Group. She joined the group and was appointed as an independent non-executive Director on 18 October 2022. 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), a company listed on the main board of the Hong Kong 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 of association, her appointment is subject to retirement by rotation and she will be eligible for re-election at the next following annual general meeting of the Company. Her total emoluments recorded in 2022 was approximately RMB20,000. The emoluments of Ms. 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, 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 hold any other positions with the Company or its subsidiaries; (iii) does not have other major appointments and professional qualifications; and (iv) does not have any relationship with any director, senior management, substantial shareholder or controlling shareholder of the Company.

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 17th Floor, Leighton Centre, 77 Leighton Road, Causeway Bay, Hong Kong on Wednesday, 21 June 2023 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 2022.
2. To re-elect Mr. TAN Wenhua as the executive director of the Company.
3. To re-elect Mr. TAN Xin as the executive director of the Company.
4. To re-elect Dr. WONG Wing Kuen, Albert as the independent non-executive director of the Company.
5. To re-elect Ms. CHUNG Wai Hang as the independent non-executive director of the Company.
6. To re-elect Ms. TAN Ying as the independent non-executive director of the Company.
7. 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.
8. To consider and approve the re-appointment of Ernst & Young as auditors and to authorise the Board to determine the remuneration of the auditors.

NOTICE OF ANNUAL GENERAL MEETING

As Special Business, to consider and, if thought fit, pass with or without each of, the following resolutions numbered 9, 10 and 11 as ordinary resolutions:

9. **“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;
- (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 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.”

10. **“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 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;

NOTICE OF ANNUAL GENERAL MEETING

- (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 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 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 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).”

NOTICE OF ANNUAL GENERAL MEETING

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 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 number of Shares repurchased by the Company under the authority granted pursuant to the Resolution numbered 9 above, provided that such amount shall not exceed ten per cent. of the aggregate number of the issued Shares 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 2023

Notes:

1. The register of members of the Company will be closed from 16 June 2023 to 21 June 2023, 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 21 June 2023, 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 15 June 2023.
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.
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 Rooms 1712–16, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 48 hours before the time fixed for holding the AGM.

NOTICE OF ANNUAL GENERAL MEETING

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 Wednesday, 21 June 2023, 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.