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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)**

**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 Vinson Room, Pacific Place Conference Centre, 5/F One Pacific Place, 88 Queensway, Hong Kong on Wednesday, 26 January 2011 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 sale and purchase agreement dated 8 November 2010 (the “**S&P Agreement**”) (a copy of which is produced to the EGM marked “A” and initialled by the chairman of the EGM for the purpose of identification) entered into between (i) the Company as purchaser; (ii) You Hua Investment Corporation, Wintek International Corp., Grand Sea Investments Limited, Prosperity Lamps & Components Limited, Seaquest Ventures Inc., Lithium Energy Holdings Corporation and Sunvision Capital Investment Limited (collectively, the “**Vendors**”) as vendors; and (iii) Mr. Tan Wenhua, Ms. Hanako Hiramatsu, Mr. Chiao Stephen Sun-Hai, Mr. Chong Kin Ngai, Mr. Quintin Wu, Mr. Tam Wing Keung and Mr. Liang-Chieh Huang as warrantors, in relation to the acquisition by the Company of 53,888,261 ordinary shares of US\$0.001 each in the capital of Sino Light Investments Limited, at a total consideration of HK\$835,200,000 (the “**Acquisition**”) to be satisfied by the issue of the Convertible Bonds (as defined below) and the transaction contemplated thereunder, be and are hereby approved, confirmed and ratified;
- (B) subject to the completion of the Acquisition, the creation and issue of the convertible bonds in an aggregate principal amount of HK\$835,200,000 (“**Convertible Bonds**”) to the Vendors on and subject to the terms and conditions of the S&P Agreement be and are hereby approved;
- (C) subject to the Listing Committee of The Stock Exchange of Hong Kong Limited having granted the listing of, and permission to deal in, the Conversion Shares (as

defined below), the allotment and issue 435,000,000 shares with a par value of HK\$0.10 each in the share capital of the Company (“**Conversion Shares**”) to the holders of the Convertible Bonds upon exercise of the conversion rights attaching to the Convertible Bonds at HK\$1.92 per Conversion Share be and are hereby approved; and

- (D) any one director of the Company be and is hereby authorised to do all such acts and things as he/she in his/her sole and absolute discretion deems necessary, desirable or expedient to implement, give effect to and/or complete the S&P Agreement and the transactions contemplated thereunder, including without limitation, the creation and issue of the Convertible Bonds and the allotment and issue of the Conversion Shares from time to time upon exercise of the conversion rights under the Convertible Bonds, and, where required, to agree to such variation or amendments of such documents or any terms of the S&P Agreement and the Convertible Bonds.”

2. “**THAT**

- (A) the framework sale agreement (the “**New WWX Sale Agreement**”) dated 3 November 2010 entered into between the Company and Wafer Works Corp. (“**WWX**”) in respect of the sale of upgraded and processed polysilicon, silicon solar ingots and silicon solar wafers to WWX or its subsidiaries, a copy of which is tabled before the meeting and marked “**B**” and initialled by the chairman of the EGM for identification purpose, and the terms of the transactions contemplated under the New WWX Sale 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 Sale Agreement for the three years ending 31 December 2013 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 purposes of giving effect to the New WWX Sale Agreement and the transactions contemplated thereunder.”

3. “**THAT**

- (A) the framework supply agreement (the “**New WWX Supply Agreement**”) dated 3 November 2010 entered into between the Company and WWX in respect of the supply of scrap polysilicon raw material, scrap ingots and scrap wafers to the Company or its subsidiaries, a copy of which is tabled before the meeting and marked “**C**” and initialled by the chairman of the EGM for identification purpose, and the terms of the transactions contemplated under the New WWX Supply Agreement be and are hereby approved, confirmed and ratified;
- (B) the respective annual cap amounts in relation to the transactions contemplated under New WWX Supply Agreement for the three years ending 31 December 2013 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 purposes of giving effect to the New WWX Supply Agreement and the transactions contemplated thereunder.”

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

Hong Kong, 15 December 2010

**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 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.
2. 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.
3. The instrument appointing a proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by not less than 48 hours before the time appointed for the holding of the EGM or any adjournment of it (as the case may be).
4. 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 Wednesday, 26 January 2011, the EGM will not be held on that day. An announcement will be made in such event.
5. Delivery of an instrument appointing a proxy shall not preclude a member of the Company from attending and voting in person at the EGM convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.

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