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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 (the “AGM”) of Solargiga Energy Holdings Limited (the “Company”) will be held at Room 1402, Harbour Centre, 25 Harbour Road, Wanchai, Hong Kong on Wednesday, 28 June 2017 at 4:00 p.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 2016.
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 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.
6. To consider and approve the renewal of Ernst & Young 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 each of, the following resolutions numbered 7, 8, 9, 10 and 11 as ordinary resolutions:

7. **“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 Shares 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;
  - (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.”

8. **“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;
- (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 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 number of 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).”

9. **“THAT** conditional upon the passing of the Resolutions numbered 7 and 8 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 8 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 7 above, provided that such number of Shares 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.”

10. **“THAT:**

- (a) the equity transfer agreement (the “Agreement”) dated 31 March 2017 entered into between Jinzhou Yangguang Energy Co., Ltd.\* (錦州陽光能源有限公司) and Liaoning Oxiranchem, Inc. (遼寧奧克化學股份有限公司) in connection with (i) the acquisition of 63% equity interest in Jinzhou Aoke New Energy Co., Ltd.\* (錦州奧克陽光新能源有限公司) (the “Proposed Acquisition”) and (ii) the disposal of 100% equity interest in Golmud Solargiga Energy Electric Power Co., Ltd\* (格爾木陽光能源電力有限公司) (the “Proposed Disposal”) in accordance with the terms of the Agreement, a copy of which is tabled before the meeting and initialled by the chairman of the meeting for identification purpose, and the terms of the transactions contemplated under the Agreement be and are hereby approved, confirmed and ratified; and
- (b) the directors of the Company be and are hereby authorised to do all such things and take all other steps which, in their opinion, may be necessary or desirable for the purpose of giving effect to the Agreement, the Proposed Acquisition, the Proposed Disposal and the transactions contemplated thereby.”

11. **“THAT:**

- (a) the debt settlement agreement (the “Debt Settlement Agreement”) dated 31 March 2017 entered into between Jinzhou Yangguang Energy Co., Ltd.\* (錦州陽光能源有限公司) and Liaoning Oxiranchem, Inc. (遼寧奧克化學股份有限公司) in connection with the settlement of certain indebtedness and liabilities in relation to Jinzhou Aoke New Energy Co., Ltd.\* (錦州奧克陽光新能源有限公司) and Golmud Solargiga Energy Electric Power Co., Ltd\* (格爾木陽光能源電力有限公司) in accordance with the terms of the Debt Settlement Agreement, a copy of which is tabled before the meeting and initialled by the chairman of the meeting for identification purpose, and the terms of the transactions contemplated under the Debt Settlement Agreement be and are hereby approved, confirmed and ratified; and
- (b) the directors of the Company be and are hereby authorised to do all such things and take all other steps which, in their opinion, may be necessary or desirable for the purpose of giving effect to the Debt Settlement Agreement and the transactions contemplated thereby.”

By Order of the Board  
**Solargiga Energy Holdings Limited**  
**Wang Chunwei**  
*Executive Director*

Hong Kong, 5 May 2017

*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. The register of members of the Company will be closed from 22 June 2017 to 28 June 2017, 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 28 June 2017, 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 21 June 2017.
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 notarially certified copy of such power or authority, must be lodged with the branch share registrar of the Company in Hong Kong at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 48 hours before the time fixed for holding the AGM.
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 12:00 noon and 3:00 p.m. on Wednesday, 28 June 2017, an announcement will be made in such event to notify the Shareholders of any alternative date for the AGM.
6. The circular of the Company dated 5 May 2017 and the accompanying proxy form have been sent to the shareholders of the Company, and the 2016 Annual Report of the Company has been sent to the shareholders of the Company on 27 April 2017.

*As at the date of this notice, the executive Directors are Mr. Tan Wenhua (Chairman), Mr. Tan Xin and Mr. Wang Chunwei, the non-executive Director is Mr. Hsu You Yuan and the independent non-executive Directors are Ms. Fu Shuangye, Dr. Wong Wing Kuen, Albert and Mr. Zhang Chun.*