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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 of Solargiga Energy Holdings Limited (the “**Company**”) will be held at Room 1402, Harbour Centre, 25 Harbour Road, Wanchai, Hong Kong at 11 a.m. on Wednesday, 17 August 2022 for the purposes of considering and, if thought fit, approving the following ordinary resolution:

ORDINARY RESOLUTION

“**THAT:**

1. (a) The following agreements, namely:
 - (i) the service agreement entered into between Qujing Yangguang New Energy Co., Ltd. (曲靖陽光新能源股份有限公司) (“**Qujing Yangguang**”), an indirect non-wholly owned subsidiary of the Company, and Guotai Junan Securities Co., Ltd (“**Guotai Junan**”) dated 29 April 2022 (a copy of which has been produced to the meeting marked “A” and signed by the chairman of the meeting for the purpose of identification)(the “**Service Agreement**”), pursuant to which Guotai Junan has agreed to place, on a best effort basis, up to 27,138,643 Qujing Shares, at a total capital contribution of up to RMB460,000,000 and the subscription of a maximum of 27,138,643 ordinary shares of RMB1.00 each (“**Qujing Shares**”) in the capital of Qujing Yangguang by investors to be sought and procured by Guotai Junan (the “**Investors**”) in accordance with the Service Agreement on and subject to the terms and conditions thereof (the “**Capital Injection**”);

- (ii) the conditional capital injection agreement entered into between Qujing Yangguang, Jinzhou Yangguang Energy Co. Ltd. (錦州陽光能源有限公司) (“**Jinzhou Yangguang**”), an indirect wholly-owned subsidiary of the Company, the remaining shareholders of Qujing Yangguang, Mr. Tan Wenhua and Mr. Tan Xin and Shenzhen Boquan Enterprise Management Center (Limited Partnership)* (深圳博泉企業管理中心(有限合夥)) (the “**First Investor**”) dated 18 July 2022 (a copy of which has been produced to the meeting marked “B” and signed by the chairman of the meeting for the purpose of identification) (the “**First Capital Injection Agreement**”) in relation to (i) the subscription of 14,377,101 Qujing Shares at a total capital contribution of RMB250,000,000 by the First Investor on and subject to the terms and conditions thereof; and (ii) the grant of the right to the First Investor to request Jinzhou Yangguang to purchase all the Qujing Shares that the First Investor had subscribed for but have not been paid up at RMB1 nominal consideration (or the lowest consideration permissible under the applicable law) subject to the terms and conditions thereof (the “**First Investor’s Repurchase Option**”);
- (iii) the conditional capital injection agreement entered into between Qujing Yangguang, Jinzhou Yangguang, the remaining shareholders of Qujing Yangguang and Nanjing Zhoubo Fangwei Enterprise Management Centre (Limited Partnership)* (南京州博方維企業管理中心(有限合夥)) (the “**Second Investor**”) dated 30 June 2022 (a copy of which has been produced to the meeting marked “C” and signed by the chairman of the meeting for the purpose of identification) (the “**Second Capital Injection Agreement**”) in relation to the subscription of 8,626,261 Qujing Shares by the Second Investor at a total capital contribution of RMB150,000,000 on and subject to the terms and conditions thereof;
- (iv) the conditional capital injection agreement entered into between Qujing Yangguang, Jinzhou Yangguang, the remaining shareholders of Qujing Yangguang and Shenzhen Rongxin Taifu Investment Co., Ltd.* (深圳市榮信泰富投資有限公司) (the “**Third Investor**”) dated 30 June 2022 (a copy of which has been produced to the meeting marked “D” and signed by the chairman of the meeting for the purpose of identification) (the “**Third Capital Injection Agreement**”) in relation to the subscription of 1,725,252 Qujing Shares by the Third Investor at a total capital contribution of RMB30,000,000 on and subject to the terms and conditions thereof;
- (v) the conditional capital injection agreement entered into between Qujing Yangguang, Jinzhou Yangguang, the remaining shareholders of Qujing Yangguang and Wenzhou Jiuzhi Venture Capital Partnership (Limited Partnership)* (溫州玖致創業投資合夥企業(有限合夥)) (the “**Fourth Investor**”) dated 30 June 2022 (a copy of which has been produced to the meeting marked “E” and signed by the chairman of the meeting for the

purpose of identification) (the “**Fourth Capital Injection Agreement**”) in relation to the subscription of 805,118 Qujing Shares by the Fourth Investor at a total capital contribution of RMB14,000,000 on and subject to the terms and conditions thereof;

- (vi) the conditional capital injection agreement entered into between Qujing Yangguang, Jinzhou Yangguang, the remaining shareholders of Qujing Yangguang and Qujing Kunhong Enterprise Management Consulting Centre (Limited Partnership)* (曲靖坤弘企業管理諮詢中心(有限合夥)) (the “**Fifth Investor**”) dated 30 June 2022 (a copy of which has been produced to the meeting marked “F” and signed by the chairman of the meeting for the purpose of identification) (the “**Fifth Capital Injection Agreement**”) in relation to the subscription of 345,050 Qujing Shares by the Fifth Investor at a total capital contribution of RMB6,000,000 on and subject to the terms and conditions thereof;
- (vii) the conditional capital injection agreement entered into between Qujing Yangguang, Jinzhou Yangguang, the remaining shareholders of Qujing Yangguang and Qujing Economic and Technological Development Area Xingchan Equity Investment Fund (Limited Partnership)* (曲靖經開區興產股權投資基金合夥企業(有限合夥)) (the “**Sixth Investor**”) dated 30 June 2022 (a copy of which has been produced to the meeting marked “G” and signed by the chairman of the meeting for the purpose of identification) (the “**Sixth Capital Injection Agreement**”) in relation to the subscription of 287,542 Qujing Shares by the Sixth Investor at a total capital contribution of RMB5,000,000 on and subject to the terms and conditions thereof; and
- (viii) the conditional capital injection agreement entered into between Qujing Yangguang, Jinzhou Yangguang, the remaining shareholders of Qujing Yangguang and Qujing Economic and Technological Development Area Chanye Yindao Equity Investment Fund (Limited Partnership)* (曲靖經開區產業引導股權投資基金合夥企業(有限合夥)) (the “**Seventh Investor**”) dated 18 July 2022 (a copy of which has been produced to the meeting marked “H” and signed by the chairman of the meeting for the purpose of identification) (the “**Seventh Capital Injection Agreement**”, together with the First Capital Injection Agreement, the Second Capital Injection Agreement, the Third Capital Injection Agreement, the Fourth Capital Injection Agreement, the Fifth Capital Injection Agreement and the Sixth Capital Injection Agreement, the “**Seven Capital Injection Agreements**”) in relation to the subscription of 287,542 Qujing Shares by the Seventh Investor at a total capital contribution of RMB5,000,000 on and subject to the terms and conditions thereof;

and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified.

- (b) The directors of the Company be and are hereby authorised to do all such acts and things and sign, ratify or execute all such documents (under seal, if necessary) and take all such steps as they may consider necessary, appropriate, desirable and expedient to implement, give effect to or in connection with the Service Agreement, the Capital Injection, the Seven Capital Injection Agreements and any of the transactions contemplated thereunder.”

By order of the Board
Solargiga Energy Holdings Limited
Tan Wenhua
Chairman

* *For identification purposes only*

Hong Kong, 29 July 2022

Head office and 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 Friday, 12 August 2022 to Wednesday, 17 August 2022, both days inclusive, during which period no transfer of shares will be effected. In order to be eligible to attend and vote at the EGM to be held on Wednesday, 17 August 2022, 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 Thursday, 11 August 2022.
2. Every shareholders 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 member 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 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.
4. To be valid, a proxy 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 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 48 hours before the time fixed for holding the EGM.

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, 17 August 2022, an announcement will be made in such event to notify the Shareholders of any alternative date for the EGM.

As at the date of this announcement, 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, Mr. Lian Tao and Ms. Chung Wai Hang.