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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**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**

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A notice convening the annual general meeting (the “AGM”) of the Company to be held at Suites 01-08, 27th Floor, Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong on Wednesday, 12 June 2024 at 11:00 a.m. is set out on pages 14 to 18 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, 17M 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.

There will be NO distribution of gifts or service of refreshment at the AGM.

Hong Kong, 29 April 2024

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## DEFINITIONS

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*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 Suites 01-08, 27th Floor, Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong on Wednesday, 12 June 2024, at 11:00 a.m., or any adjournment thereof, to consider and, if appropriate, to approve the resolutions contained in the notice of which is set out on pages 14 to 18 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

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## DEFINITIONS

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“Latest Practicable Date”	22 April 2024, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“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

**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

29 April 2024

*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**

**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

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## LETTER FROM THE BOARD

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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 2024.

### REPURCHASE MANDATE

At the last annual general meeting of the Company held on 21 June 2023, 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. Neither the explanatory statement nor the proposed granting of the Repurchase Mandate has any unusual features.

### 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. WANG Junze, being an executive Director, Mr. HSU You Yuan, being a non-executive Director, and Ms. CHUNG Wai Hang, being an independent non-executive Director, will retire by rotation at the forthcoming annual general meeting. Mr. WANG Junze, Mr. HSU You Yuan and Ms. CHUNG Wai Hang, being eligible, will offer themselves for re-election at the AGM.

The biographical details of these Directors to be re-elected are set out in Appendix II to this circular.

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## LETTER FROM THE BOARD

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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. WANG Junze, Mr. HSU You Yuan and Ms. CHUNG Wai Hang during the period from respective dates of appointment to 31 December 2023 and found their performance satisfactory.

Ms. CHUNG Wai Hang has met the independence criteria under the Listing Rules. Moreover, Ms. CHUNG Wai Hang has given confirmation of independence to the Company pursuant to Rule 3.13 of the Listing Rules. With due consideration on the above factors, the Board believes that Ms. CHUNG Wai Hang is independent.

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

Having considered the above aspects and in view of the contribution that Ms. CHUNG Wai Hang has made to the Board, her 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 2024.

Shareholders’ approval to delegate the authority to the Directors to determine the auditor’s remuneration for the year ending 31 December 2024 is required at the AGM.

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## LETTER FROM THE BOARD

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### 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 4:30 p.m., Wednesday, 5 June 2024  
for registration:

Closure of register of members: Thursday, 6 June 2024 to Wednesday,  
12 June 2024

Record date: Wednesday, 12 June 2024

### AGM

A notice convening the AGM to be held at Suites 01-08, 27th Floor, Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong on Wednesday, 12 June 2024, at 11:00 a.m. is set out on pages 14 to 18 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, 17M 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.

### 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.

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## LETTER FROM THE BOARD

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### 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 2024 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*

*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. Neither this explanatory statement nor the proposed granting of the Repurchase Mandate has any unusual features.*

## **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 in the issued share capital of the Company from the Latest Practicable Date to the date of the AGM, the maximum number of Shares which may be repurchased by the Company pursuant to the Repurchase Mandate will be 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 2023, 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>
<b>2023</b>		
March	0.295	0.245
April	0.275	0.226
May	0.255	0.199
June	0.260	0.190
July	0.247	0.205
August	0.234	0.202
September	0.210	0.172
October	0.183	0.150
November	0.163	0.140
December	0.191	0.138
<b>2024</b>		
January	0.178	0.142
February	0.163	0.145
March	0.192	0.150
April (Up to the Latest Practicable Date)	0.158	0.114

**GENERAL**

The Directors have confirmed 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. WANG Junze (王鈞澤) (“Mr. WANG”)**, aged 52, is an executive Director of the Company. He joined the Company on 1 January 2007 and was the deputy general manager of China region, who was responsible for the accounting and finance matter of the Group. He obtained a Master of Business Administration from the State University of New Jersey (Rutgers). He is a certified public accountant in Maryland, the United States. Prior to joining the Group, he was a Special Assistant to President & Deputy Spokesman of The Office of General Manager of WWX, the Spokesman and Chief Financial Officer of Panram International Corp., a company listed on the Gre Tai Securities Market in Taiwan.

The proposed term of service of Mr. WANG is 3 years commencing from the date of appointment effective upon conclusion of the AGM. Mr. WANG is subject to retirement by rotation and re-election at the AGM in accordance with the Articles. His total emoluments recorded in 2023 was approximately RMB367,000. The emoluments of Mr. WANG 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. WANG has not held any other directorships in the last three years in any listed public company in Hong Kong or overseas; (ii) Mr. WANG does not have any relationship with any director, senior management, substantial shareholder or controlling shareholder of the Company; (iii) save for the 100,500 Shares held by Mr. WANG, Mr. WANG is not interested in any Shares within the meaning of the Part XV of the SFO; and (iv) there is no other information relating to Mr. WANG 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. WANG that needs to be brought to the attention of the Shareholders.

**Mr. HSU You Yuan (許祐淵) (“Mr. HSU”)**, aged 69, is a non-executive Director of the Company. He joined the Group on 6 February 2007 and was appointed an executive Director on the same date. He graduated with a master degree in Business Administration from the Chinese Culture University in 1980. Prior to joining the Group, Mr. HSU was the Managing Director of Wafer Works Corp. (“WWX”) from 1998 to 2003 and later became the Vice-Chairman of WWX in 2003. WWX is a manufacturer of silicon wafer for the semiconductor industry and is listed on the Gre Tai Securities Market in Taiwan in 2002. He was the managing director of Silicon Technology Investment (Cayman) Corp. and was appointed the Chief Executive Officer of Solar Technology Investment (Cayman) Corp. In March 2006, he was appointed a director and he was subsequently appointed as the Chairman of the board of Jinzhou Youhua in September 2006. Mr. HSU’s previous work credentials also include acting as Deputy General Manager of Mosel Vitelic Inc., a company listed on the Taiwan Stock Exchange and as a director and Executive Vice-President of Mosel Vitelic (Hong Kong) Limited, a subsidiary of Mosel Vitelic Inc. Mr. HSU had also made contributions to non-commercial sectors in the past. He served as a researcher, a

deputy director, and the director of Business Department of the Executive Yuan Development Fund of Taiwan (Note: Executive Yuan Development Fund is now known as National Development Fund, Executive Yuan). He was also a lecturer of Statistics and Managerial Mathematics for the Business Administration department at the Chinese Culture University. Mr. HSU has been an independent non-executive director of China Shanshui Cement Group Limited, a company listed on the Main Board of the Hong Kong Stock Exchange, since September 2018. He has been a president of Little Aid from Everyone Association (小善共益協會) from January 2021 to January 2024.

The proposed term of service of Mr. HSU is 3 years commencing from the date of appointment effective upon conclusion of the AGM. Mr. HSU is subject to retirement by rotation and re-election at the AGM in accordance with the Articles. His total emoluments recorded in 2023 was approximately RMB702,000. The emoluments of Mr. HSU 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. HSU has not held any other directorships in the last three years in any listed public company in Hong Kong or overseas; (ii) Mr. HSU does not have any relationship with any director, senior management, substantial shareholder or controlling shareholder of the Company; (iii) save for the 15,591,016 Shares held by Mr. HSU, Mr. HSU is not interested in any Shares within the meaning of the Part XV of the SFO; and (iv) there is no other information relating to Mr. HSU 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. HSU that needs to be brought to the attention of the Shareholders.

**Ms. CHUNG Wai Hang (鍾瑋珩)** (“Ms. CHUNG”), aged 54, 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 been an independent non-executive director of Dynasty Fine Wines Group Limited, a company listed on the Main Board of the Hong Kong Stock Exchange, since December 2023. 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 2023 was approximately RMB108,000. The emoluments of Ms. CHUNG were determined and reviewed annually by the Board with reference to her 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 have any relationship with any director, senior management, substantial shareholder or controlling shareholder of the Company; (iii) is not interested in any Shares within the meaning of the Part XV of the SFO; and (iv) there is no other information relating to Ms. CHUNG 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 Ms. CHUNG that needs to be brought to the attention of the Shareholders.



## 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 Suites 01-08, 27th Floor, Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong on Wednesday, 12 June 2024, 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 2023.
2. To re-elect Mr. WANG Junze as the executive director of the Company.
3. To re-elect Mr. HSU You Yuan as the non-executive director of the Company.
4. To re-elect Ms. CHUNG Wai Hang 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 re-appointment of Ernst & Young as auditors and to authorise the Board to determine the remuneration of the auditors.

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## NOTICE OF ANNUAL GENERAL MEETING

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As Special Business, to consider and, if thought fit, pass with or without each of, the following resolutions numbered 7, 8 and 9 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 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.”

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

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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 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.

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“**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 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, 29 April 2024

*Notes:*

1. The register of members of the Company will be closed from 6 June 2024 to 12 June 2024, 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 12 June 2024, 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, Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 5 June 2024.
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.

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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 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 7:00 a.m. and 11:00 a.m. on Wednesday, 12 June 2024, 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.*