

as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

all your shares in E (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 or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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(Incorporated in the Cayman Islands with limited liability)
(C : 757)

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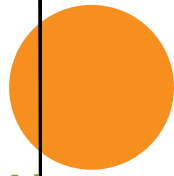
A notice convening the annual general meeting (the “AGM”) of the Company to be held at Room 4 & 5, United Conference Centre, 10/F United Centre, 95 Queensway, Admiralty, Hong Kong on

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

“AGM”	the annual general meeting of the Company to be convened and held at Room 4 & 5, United Conference Centre, 10/F United Centre, 95 Queensway, Admiralty, Hong Kong on Thursday, 30 June 2011 at 4:00 p.m., or any adjournment thereof and the notice of which is set out on pages 12 to 16 of this circular
“Articles of Association”	the articles of association of the Company (as amended from time to time)
“associate(s)”	has the same meaning as ascribed to it 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)”	has the same meaning as ascribed to it 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

“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 nominal amount of the issued share capital of the Company as at the date of passing of the gr“Listg



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At the last annual general meeting of the Company held on 10 June 2010, 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 nominal amount of the issued share capital 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.

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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 1,807,170,425 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 361,434,085 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.

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In accordance with Article 87 of the Articles of Association, Mr. TAN Wenhua and Ms ZHANG Liming, being executive Directors, and Mr. CHIAO Ping Hai, being a non-executive Director, will retire and, being eligible, will offer themselves for re-election at the AGM. The biographical details of these Directors are set out in Appendix II to this circular.

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A notice convening the AGM to be held at Room 4 & 5, United Conference Centre, 10/F United Centre, 95 Queensway, Admiralty, Hong Kong on Thursday, 30 June 2011 at 4:00 p.m. is set out on pages 12 to 16 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, sign and return 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,

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Therefore, all resolutions proposed at the AGM will be voted by poll.

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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; and (4) the re-election of Directors 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

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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.

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As at the Latest Practicable Date, the Company had 1,807,170,425 Shares in issue or an issued share capital of HK\$180,717,042.50. 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 180,717,042 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).

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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 marketf63.4(uch.5(to)-364.5(r)17.9(epur)17.9(s5(the)-364y)110)-2,5

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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:

	HK\$	HK\$
2010		
April	1.85	1.67
May	1.69	1.14
June	1.47	1.23
July	1.82	1.32
August	1.85	1.50
September	1.98	1.51
October	1.88	1.75
November	2.05	1.70
December	2.03	1.68
2011		
January	1.86	1.69
February	1.85	1.65
March	1.72	1.68
April (Up to the Latest Practicable Date)	2.45	2.07

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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 of association of the Company and the Articles of Association.

To the best of their knowledge having made all reasonable enquiries, none of the Directors nor any of their respective associates has any present intention, in the event that

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If, as a result of any Shares repurchase made by the Company, a Shareholder's

The following Directors are subject to retirement by rotation and re-election in accordance with the Company's Articles of Association. All the directors are appointed for a specific term but are subject to retirement by rotation at least every three years pursuant to the Company's Articles of Association.

Mr. TAN Wenhua (譚文華), aged 54, Chairman of the Board. He was one of the founders of the Jinzhou Plants. He was conferred various honours including the Model for

Other than being an executive Director of the Company, Ms. Zhang did not hold any directorship in other listed public companies in Hong Kong or overseas in the last three years.

Mr. CHIAO Ping Hai (焦平海), aged 60, he was appointed a non-executive Director in July 2007. He graduated from the Chung Yuen University with a bachelor degree in Chemical Engineering and master degree in Chemistry from the University of California, San Jose in 1973 and 1978, respectively. He is the Chairman and General Manager of Wafer

- (2) Mr. Tan and Mr. Chiao are entitled to buy back the Shares of the relevant senior management and employees in the event that any of them cease to be employed or engaged within 4 years after 31 March 2008, being the date of the listing of the Group. These Directors also have security interest in these Shares pursuant to a share charge granted by the relevant employees and consultants to secure their obligations to pay for the purchase price of the Shares and their obligations to comply with the relevant regulatory requirements to which they are subject to (if any).
- (3) As at the Latest Practicable Date, Ms. Zhang Liming's 2,350,125 Shares were registered in the name of Mr. Chong Kin Ngai, a non-executive Director, as trustee who is entrusted to exercise voting rights and hold the dividends and other distributions made in respect of the relevant shares in trust for, among others, the relevant employees and senior management members (if any) to the extent the relevant Shares remain subject to a lock-up period.
- (4) On 8 November 2010, the Company entered into a sale and purchase agreement with seven vendors which include a company wholly owned by Mr. Tan Wenhua and Prosperity Lamps & Components Limited (which is held as to 65% by the companies wholly owned by Mr. Chong Kin Ngai, a non-executive Director) whereby the Company agreed to acquire a 100% equity interest in Sino Light Investment Limited at a consideration of HK\$835,200,000 (equivalent to approximately RMB709,586,000), which is to be settled in full by the issue of convertible bonds of the Company (the "Bonds") in an aggregate principal amount of HK\$835,200,000 (the "Acquisition"). On 26 January 2011, the Bonds were issued to the vendors upon completion of the Acquisition. The Bonds, which are zero-coupon bonds, can be converted into 435,000,000 ordinary shares of the Company at a conversion price of HK\$1.92 per share during the period between 28 March 2011 and 25 January 2013 i.e. the maturity date (both days inclusive) on and subject to the terms and conditions of the Bonds. Mr. Tan, through his controlled company, holds the Bonds in the principal amount of HK\$268,393,493 issued by the Company on 26 January 2011 whereby Mr. Tan is entitled to convert the Bonds into 139,788,278 Shares upon and subject to the terms and conditions of the Bonds.

Save as disclosed above, each of the above Directors confirmed that there are no other matters relating to their re-election that need to be brought to the attention of the Shareholders of the Company and there is no other information which is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.



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陽光能源控股有 公司

(Incorporated in the Cayman Islands with limited liability)
(C : 757)

☒ CE ☒ F A A GE E A EE G

☒ CE E EB G E that the annual general meeting (“AGM”) of Solargiga Energy Holdings Limited (“Company”) will be held at Room 4 & 5, United Conference Centre, 10/F United Centre, 95 Queensway, Admiralty, Hong Kong on Thursday, 30 June 2011 at 4:00 p.m. to consider and, if thought fit, pass with or without amendments, the following resolutions:

A ☒ B :

1. To consider and approve the audited financial statements and the report of the directors (“Directors”) and the report of the auditors (“Auditors”) of the Company for the year ended 31 December 2010.
2. To declare a final dividend of RMB3.5 cents (HK4.1 cents) per share for the year ended 31 December 2010.
3. To re-elect Mr. TAN Wenhua as the executive Director of the Company.
4. To re-elect Ms. ZHANG Liming as the executive Director of the Company.
5. To re-elect Mr. CHIAO Ping Hai as the non-executive Director of the Company.
6. To consider and authorise the board (the “Board”) of the Directors (or, if so delegated by the Board, its remuneration committee) to determine the remuneration of the Directors.
7. To consider and approve the re-appointment of KPMG as Auditors and to authorise the Board to determine the remuneration of the Auditors.

A B , to consider and, if thought fit, pass with or without amendments, the following Resolutions numbered 8, 9 and 10 as Ordinary Resolutions:

8. “ A :
 - (a) subject to paragraph (b) below, the exercise by the directors of the Company (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 nominal amount 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 nominal amount of the share capital 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.”

9. “ A :

- (a) subject to paragraph (c) below, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares (“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 nominal amount of share capital 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 nominal amount of the issued share capital 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).”

10. “ A conditional upon the passing of the Resolutions numbered 8 and 9 above, the general mandate granted to the Directors to allot, issue and deal with additional shares (“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 ~~subsit~~ ~~subsit~~ ~~number.9~~ ~~subsit~~ or

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.