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If you have sold or transferred all your shares in **Sola giga Energy Holding 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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# CONTENTS

	Pages
<b>Definition</b> .....	1
<b>Letter from the Board</b> .....	3
<b>Appendix I</b> <b>Explanatory Statement on the Repurchase Mandate</b> .....	6
<b>Appendix II</b> <b>Biographical Detail of the Director Proposed for Re-election</b> .....	9
<b>Notice of the AGM</b> .....	12

## DEFINITIONS

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

- AGMŽ the annual general meeting of the Company to be convened and held at Room A, 10/F, Two Chinachem Plaza, 135 Des Voeux Road, Central, Hong Kong on Friday, 27 June 2014 at 5:00 p.m., or any adjournment thereof and the notice of which is set out on pages 12 to 16 of this circular
- Articles of AssociationŽ the articles of association of the Company (as amended from time to time)
- associate(s)Ž has the same meaning as ascribed to it under the Listing Rules
- BoardŽ the board of Directors
- CompanyŽ Solargiga Energy Holdings Limited ( ȥ ^ • U › p Ȯ " © ! ), 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)Ž has the same meaning as ascribed to it under the Listing Rules
- Director(s)Ž the director(s) of the Company
- GroupŽ the Company and its subsidiaries
- HK\$Ž Hong Kong dollars, the lawful currency of Hong Kong
- Hong KongŽ the Hong Kong Special Administrative Region of the PRC
- Independent Third Party(ies)Ž 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

## DEFINITIONS

- Issue MandateŽ 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 ordinary resolution in relation thereof
- Latest Practicable DateŽ 16 April 2014, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
- Listing RulesŽ the Rules Governing the Listing of Securities on the Stock Exchange
- PRCŽ the People’s Republic of China which, for the purpose of this circular, excludes Hong Kong, Macao and Taiwan
- Repurchase MandateŽ 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 nominal amount of the issued share capital of the Company as at the date of passing of the ordinary resolution in relation thereof
- SFOŽ the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong)
- Share(s)Ž the ordinary share(s) of HK\$0.10 each in the share capital of the Company
- Shareholder(s)Ž shareholder(s) of the Company
- Stock ExchangeŽ The Stock Exchange of Hong Kong Limited
- Takeovers CodeŽ the Code on Takeovers and Mergers of Hong Kong
- %Ž per cent.



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## **REPURCHASE MANDATE**

At the last annual general meeting of the Company held on 27 June 2013, 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.

## **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 3,211,780,566 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 642,356,113 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**

...4...

## LETTER FROM THE BOARD

### THE AGM

A notice convening the AGM to be held at Room A, 10/F, Two Chinachem Plaza, 135 Des Voeux Road, Central, Hong Kong on Friday, 27 June 2014 at 5:00 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 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.

Pursuant to Rule 13.39(4) of the Listing Rules, all votes will be taken by way of poll.

### 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 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  
**Sola giga Energy Holding Limited**  
**Tan Wenha**  
Chairman

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**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:

	P ice pe Sha e	
	Highe t HK\$	Lo e t HK\$
<b>2013</b>		
April	0.41	0.33
May	0.455	0.365
June	0.47	0.365
July	0.435	0.37
August	0.42	0.35
September	0.39	0.355
October	0.415	0.365
November	0.415	0.37
December	0.4	0.365
<b>2014</b>		
January	0.435	0.37
February	0.39	0.37
March	0.45	0.36
April (Up to the Latest Practicable Date)	0.385	0.365

**UNDERTAKING**

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 the Directors' knowledge having made all reasonable enquiries, none of the Directors nor any of their respective 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 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 were granted or may be granted under the share option scheme of the Company adopted on 27 February 2008 (the "Share Option Scheme") or any other 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 Company's

**M . TAN Xin** ( 譚欣), aged 30, is the General Manager of the Company and an executive Director. He joined the Group in July 2005. He holds a bachelor's degree of Marketing from the Macau University of Science and Technology, and a master's degree of Business Administration from University of East Anglia, U.K. Mr. TAN is also a Standing Committee member of the Liaoning Province Youth Federation ( 辽宁省青年联合会 ), Vice President of the Liaoning Province Young Entrepreneurs Association ( 辽宁省青年企业家协会 ) and Member of the 12th Jinzhou Municipal Committee of the Chinese People's Political Consultative Conference ( 中国人民政治协商会议锦州委员会 ). Mr. Tan was awarded Year 2011 Meritorious Entrepreneur (2011 锦州市优秀企业家) by Jinzhou Municipal Government. Before taking the role of the General Manager, Mr. TAN also worked in other subsidiaries within the Group and accumulated plenty of experiences from his prior positions. Other than being an executive Director of the Company, Mr. TAN

**D . LIN Wen (  )**, aged 74, an independent non-executive Director, joined the Group on 12 January 2008. Dr. LIN received his Ph.D. degrees in Materials Science & Engineering. He joined AT&T Bell Laboratories (subsequently, Lucent Bell Labs/Agere) and engaged in the research and development of silicon semiconductor materials in 1975. Dr. LIN is the author of over 60 papers and book chapters published by internationally recognised science magazines, including Czochralski process of silicon crystals and the application and manufacturing of silicon crystals in semiconductors. Czochralski process is the key process employed by the Group in the manufacturing of monocrystalline silicon ingots. He owns several patents. Dr. LIN was a recipient of the 1983 Bell Laboratories Distinguished Technical Staff Award. Since 1999, Dr. LIN has been a member of the Starting Materials Team of ITRS (International Technology Roadmap of Semiconductor). Dr. LIN is a member of Phi Tau Phi Honor Societies and was served as its Chairman. Dr. LIN is a life member of the Chinese Institute of Engineers-USA, and he served as its president in 1987 and National Council Chairman in 1995. In addition, Dr. LIN also served as Chairman of METS (Modern Engineering and Technology Seminars), as well as Chairman of Sino-American Technology and Engineering Conference. Save as disclosed above, as at the Latest Practicable Date, Dr. LIN did not hold any other directorships in listed public companies during the past three years nor did he hold any other positions with the Company or its subsidiaries.

The proposed term of service of Dr. LIN is 3 years commencing from the date of appointment effective upon conclusion of the AGM. The term of Dr. LIN's appointment is subject to retirement and re-election at the annual general meetings of the Company in accordance with the Articles of Association. As at the Latest Practicable Date, Dr. LIN did not have any other interest in the securities of the Company within the meaning of Part XV of the SFO nor any relationship with any other Director, senior management, substantial shareholder or controlling shareholder (as defined in the Listing Rules) of the Company. Dr. LIN has not entered into any service agreement with the Company. His emoluments as a Director for the year ended 31 December 2013 were HK\$120,000. The emoluments of Dr. LIN were determined by the Board with reference to his level of experience and responsibilities with the Group. Save as disclosed above, as at the Latest Practicable Date, the Company was not aware of any other matters that need to be brought to the attention of the holders of securities of the Company or any information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.



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~~to Special Dividend~~ in the fit, pass with or without each of,

following resolutions numbered 7, 8 and 9 as ordinary resolutions:

7. • **THAT:**

(a) subject

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

the

Listing

Hong Kong Limited be and is hereby generally and unconditionally approved;

(b)

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:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration 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 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

convertible into Shares, or options, warrants or similar rights to subscribe for

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

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 (•SharesŽ) 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 nominal amount 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 nominal amount of the issued share capital of the Company as at the date of passing of this Resolution.Ž

By Order of the Board  
**Sola giga Ene g Holding Limited**  
**H Yo Y an**  
Executive Director

Hong Kong, 25 April 2014

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 24 June 2014 to 27 June 2014, 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 27 June 2014, all transfers accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company in Hong Kong, Computershare Hong

## NOTICE OF THE AGM

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 4:00 p.m. on Friday, 27 June 2014, 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 25 April 2014 and the accompanying proxy form have been sent to the shareholders of the Company together with the 2013 Annual Report of the Company.

As at the date of this notice, Mr. Tan Wenhua, Mr. Hsu You Yuan, Mr. Tan Xin and Mr. Wang Chunwei are executive Directors; and Mr. Wong Wing Kuen, Albert, Ms. Fu Shuangye, Dr. Lin Wen and Mr. Zhang Chun are independent non-executive Directors.