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**Solartech International
Holdings Limited**

榮盛科技國際控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 1166)



**Hua Yi Copper
Holdings Limited**

華藝銅業控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock code: 559)

DISCLOSEABLE TRANSACTION

**FORMATION OF A JOINT VENTURE COMPANY
FOR THE DEVELOPMENT, PRODUCTION AND SALES OF COPPER
PIPE PRODUCTS**

Reference is made to the Company's announcement dated 8 September 2005 in relation to the proposed formation of the JV. The Solartech Board and the Hua Yi Copper Board are pleased to announce that on 20 October 2005, Master Achieve Enterprises (an indirect non wholly owned subsidiary of Solartech and a wholly owned subsidiary of Hua Yi Copper) entered into the JV Agreement with Zijin Investment and Minxi Xinghang, a definitive agreement under which the JV Parties have agreed to jointly form a limited liability joint venture company in Fujian Province, the PRC to mainly engage in the development, production and sales of copper pipe products. The proposed formation of the JV is subject to the approval by the relevant PRC authorities.

Pursuant to the JV Agreement, the proposed registered capital of the JV is RMB40 million, of which RMB18 million, representing a 45% equity interest in the JV, will be contributed by Master Achieve Enterprises in cash. The remaining registered capital as to RMB16 million, representing 40% of the equity interest in the JV and as to RMB6 million, representing 15% of the equity interest in the JV, will be contributed by Zijin Investment and Minxi Xinghang in cash, respectively.

To the best of the knowledge, information and belief of the respective directors of Solartech and Hua Yi Copper, and having made all reasonable enquiries, Minxi Xinghang and Zijin Investment and their respective beneficial owners are third parties independent of Solartech, Hua Yi Copper and the connected persons (for the purposes of the Listing Rules) of Solartech and Hua Yi Copper.

As the applicable percentage ratios for the transaction contemplated under the JV Agreement exceed 5% but are less than 25% for each of Solartech and Hua Yi Copper, the entering into the JV Agreement constitutes a discloseable transaction for each of Solartech and Hua Yi Copper under Chapter 14 of the Listing Rules.

INTRODUCTION

On 20 October 2005, Master Achieve Enterprises (a wholly owned subsidiary of Hua Yi Copper and an indirect non wholly owned subsidiary of Solartech) entered into the JV Agreement with Zijin Investment and Minxi Xinghang, a definitive agreement under which the JV Parties have agreed to jointly form a limited liability joint venture company in Fujian Province, the PRC to mainly engage in the development, production and sales of copper pipe products. Pursuant to the JV Agreement, the JV will be owned as to 45%, 40% and 15% by Master Achieve Enterprises, Zijin Investment and Minxi Xinghang, respectively.

JV AGREEMENT

The JV Parties

- (a) Master Achieve Enterprises;
- (b) Zijin Investment; and
- (c) Minxi Xinghang.

Registered Capital of the JV and the Capital Contribution

Pursuant to the JV Agreement, the proposed registered capital of the JV is RMB40 million, of which RMB18 million, representing a 45% equity interest in the JV, will be contributed by Master Achieve Enterprises in cash. The remaining registered capital as to RMB16 million, representing 40% of the equity interest in the JV, and as to RMB6 million, representing 15% of the equity interest in the JV, will be contributed by Zijin Investment and Minxi Xinghang in cash, respectively.

The obligations of the JV Parties as to the contribution to the registered capital of the JV are conditional upon, amongst other things, the following conditions having been fulfilled or waived (if applicable) within 90 days of the issuance of the business licence for the JV by the Administrative Bureau for Industry and Commerce of the PRC:

- (a) the JV Agreement and the constitutional document of the JV having been approved by the relevant examining and approving organisations of the PRC;
- (b) the JV having obtained the business licence to be issued by the Administrative Bureau for Industry and Commerce of the PRC; and
- (c) the JV having obtained all relevant certificates, authorisations and permits in relation to its scope of business from the relevant administrative bodies of the PRC,

and within ten days of the issuance of the business licence for the JV, 30% of the respective capital contribution shall be made by each of the JV Parties, and within six months of the issuance of the business licence for the JV, the remaining 70% of the respective capital contribution shall be made by each of the JV Parties in such manner as determined by the JV Board.

Scope of Business

The proposed scope of business of the JV shall be to mainly engage in the development, production and sales of copper pipe products. Products of the JV may be sold within and or outside the PRC.

Composition of the board of directors and senior management of the JV

The JV Board shall be established on the date of the issuance of the business licence for the JV. It is proposed that the JV Board shall consist of five directors, three of whom will be nominated by Master Achieve Enterprises, and each of Zijin Investment and Minxi Xinghang will nominate another director. The director nominated by Zijin Investment shall be the chairman of JV Board and the legal representative of the JV.

The general manager and the deputy general manager of the JV shall be proposed by Master Achieve Enterprises and Zijin Investment, respectively. The senior management of the JV shall comprise the general manager, the deputy general manager and the chief financial officer and such other persons as appointed by the JV Board.

Profit Sharing

The net profit of the JV shall be confirmed and approved by the JV Board in each year and the JV Board shall resolve that such amount from the net profit be retained for general working capital purposes and that, subject to there being no accumulated losses of the JV, such amount from the net profit be distributed to, and among, the JV Parties in the same proportion as their respective equity interest in the JV. Accumulated net profits of the JV may be used for the purposes of the distribution of dividends to the JV Parties. Subject to the approval of the JV Board and the approval of the relevant governmental authorities of the PRC, interim dividends may be made.

Term of JV

The term of the JV shall be a period of 20 years from the date of the issuance of the business licence for the JV. The JV Parties may agree to extend the term of the JV.

REASONS FOR ENTERING INTO THE TRANSACTION

Solartech, through Hua Yi Copper, has significant experience in the manufacturing and trading of copper related products. The respective directors of Solartech and Hua Yi Copper consider that, together with the relevant experience of Zijin in the production and sale of mineral resources in the PRC, the formation of JV will enable Hua Yi Copper to consolidate its core copper business and to further expand into copper related business. The respective directors of Solartech and Hua Yi Copper believe that the terms of the transaction are fair and reasonable and the transaction is in the respective interests of Solartech and its shareholders as a whole and Hua Yi Copper and its shareholders as a whole.

INFORMATION ON ZIJIN INVESTMENT AND MINXI XINGHANG

Minxi Xinghang is a state-owned limited liability company established under the laws of the PRC, and is a substantial shareholder (for the purposes of the Listing Rules) and a promoter of Zijin. Zijin Investment is a 99.815% non wholly owned subsidiary of Zijin. Zijin is principally engaged in the exploration, mining, production, refining and sale of gold and other mineral resources in the PRC.

To the best of the knowledge, information and belief of the directors of Solartech and Hua Yi Copper, and having made all reasonable enquiries, Minxi Xinghang and Zijin Investment and their respective beneficial owners are third parties independent of Solartech, Hua Yi Copper and the connected persons (for the purposes of the Listing Rules) of Solartech and Hua Yi Copper.

As the applicable percentage ratios for the proposed transaction contemplated under the JV Agreement exceed 5% but are less than 25% for each of Solartech and Hua Yi Copper, the entering into the JV Agreement constitutes a discloseable transaction for each of Solartech and Hua Yi Copper under Chapter 14 of the Listing Rules.

INFORMATION ON SOLARTECH AND HUA YI COPPER

Solartech is principally engaged in the manufacture and trading of cable and wires, connectors and terminals.

Hua Yi Copper is principally engaged in the manufacture and trading of copper rods and related products, the design, manufacture and sale of life-like plants and the production, acquisition and distribution of television programmes and provision of related multi-media.

Your attention is drawn to the fact that the formation of the JV is subject to the approval of the relevant PRC authorities.

DEFINITIONS

In this announcement, unless the context requires otherwise, the following terms shall have the following meanings:

“Hua Yi Copper”	Hua Yi Copper Holdings Limited, a company incorporated in Bermuda and a subsidiary of Solartech and the shares of which are listed on the Stock Exchange;
“Hua Yi Copper Board”	the board of directors of Hua Yi Copper;
“JV”	a limited liability joint venture company proposed to be formed under the laws of the PRC pursuant to the JV Agreement and to be named “Fujian Jinyi Copper Products Company Limited.* 福建金藝銅業有限公司”;
“JV Agreement”	the joint venture agreement dated 20 October 2005 entered into between Master Achieve Enterprises, Zijin Investment and Minxi Xinghang in relation to the formation of the JV;
“JV Board”	the board of directors of the JV proposed to be established in accordance with the JV Agreement;
“JV Party”	each of Master Achieve Enterprises, Zijin Investment and Minxi Xinghang; and the “JV Parties” shall be construed accordingly;
“Listing Rules”	Rules Governing the Listing of Securities on the Stock Exchange;
“Master Achieve Enterprises”	Master Achieve Enterprises Limited, a company incorporated in Hong Kong and a wholly owned subsidiary of Hua Yi Copper and an indirect non wholly owned subsidiary of Solartech;

“Minxi Xinghang”	閩西興杭國有資產投資經營有限公司(Minxi Xinghang State-owned Assets Investment Co., Ltd.*), a state-owned limited liability company established under the laws of the PRC;
“PRC”	the People’s Republic of China;
“RMB”	Renminbi, the lawful currency of the PRC;
“Solartech”	Solartech International Holdings Limited, a company incorporated in Bermuda and the shares of which are listed on the Stock Exchange;
“Solartech Board”	the board of directors of Solartech;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Zijin”	Zijin Mining Group Co., Ltd, a joint stock limited company incorporated in the PRC with limited liability and the H shares of which are listed on the Stock Exchange;
“Zijin Investment”	福建紫金投資有限公司(Zijin Investment Co. Ltd.*), a company incorporated under the laws of the PRC, and a subsidiary of Zijin; and
“%”	per cent.

By Order of the Board
Solartech International Holdings Limited
Chau Lai Him
Chairman and Managing Director

By Order of the Board
Hua Yi Copper Holdings Limited
Chau Lai Him
Chairman and Managing Director

Hong Kong, 27 October 2005

As at the date of this announcement, the executive directors of Solartech are Mr. Chau Lai Him, Mr. Zhou Jin Hua, Mr. Lau Man Tak and Mr. Liu Jin Rong and the independent non-executive directors of Solartech are Mr. Chung Kam Kwong, Mr. Lo Kao Cheng and Mr. Lo Wai Ming.

As at the date of this announcement, the executive directors of Hua Yi Copper are Mr. Chau Lai Him,