



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)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Special General Meeting (the “Meeting”) of Solartech International Holdings Limited (the “Company”) will be held at Academy Room I & II, 1/F Intercontinental Grand Stanford Hong Kong, 70 Mody Road, Tsimshatsui, Kowloon, Hong Kong on Monday, 5 June, 2006 at 10:30 a.m. for the following purposes considering and if thought fit, pass with or without amendments, the following resolutions as Ordinary Resolutions:

A. THAT:

- (a) the subscription agreement dated 20 April, 2006 (the “Subscription Agreement”) between Mr. Chau Lai Him and Chau’s Family 1996 Limited (together, the “Subscribers”) dated 20 April, 2006 in relation to the subscription of up to 93,000,000 shares of HK\$0.01 each in the capital of the Company (the “Subscription Shares”) be and is hereby approved; and
- (b) the issue and allotment of the Subscription Shares to the Subscribers pursuant to the Subscription Agreement be and is hereby approved.”

B. THAT:

- (a) the general mandate granted to the directors of the Company (the “Directors”) to exercise the powers of the Company to allot, issue and deal with the unissued share of HK\$0.01 each in the capital of the Company (the “Shares”) at the annual general meeting of the Company held on 10 November, 2005 be and is hereby revoked to the extent not yet exercised prior to the passing of this resolution provided that any exercise of powers of the Company to allot and issue Shares prior to the passing of this resolution shall not in any way be affected or prejudiced;
- (b) subject to paragraph (d) of this resolution, 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 be and is hereby generally and unconditionally approved;
- (c) the approval in paragraph (b) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such powers after the expiry of the Relevant Period;
- (d) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval granted in paragraph (b) of this Resolution, otherwise than pursuant to:-
 - (i) a Rights Issue (as hereinafter defined);
 - (ii) an issue of shares as scrip dividends 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 Bye-laws of the Company;
 - (iii) an issue of shares pursuant to the exercise of the rights of subscription or conversion attaching to any warrants issued by the Company or any securities which are convertible into Shares; and
 - (iv) an issue of shares by the exercise of options granted under the share option scheme of the Company,

shall not exceed 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this Resolution, and the approval granted in paragraph (a) of this Resolution shall be limited accordingly; and

- (e) for the purpose of this Resolution,

“Relevant Period” means the period from the 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 Bye-laws of the Company or any applicable laws to be held; or
- (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

“Rights Issue” means an offer of shares open for a period fixed by the Directors to the shareholders of the Company whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (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, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong applicable to the Company).”

By order of the Board
Lau Man Tak
Secretary

Hong Kong, 17 May, 2006

* For identification only

Notes:

- (1) A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy in respect of part only of his holding of shares in the Company to represent him and vote on his behalf at the meeting of the Company. A proxy need not be a member of the Company. In addition, proxy or proxies representing either an individual member or a member which is a corporation, shall be entitled to exercise the same powers on behalf of the member which he or they represent as such member could exercise.
- (2) A form of proxy for use at the meeting is enclosed.
- (3) In order to be valid, the form of proxy must be deposited at the head office and principal place of business of the Company in Hong Kong at No. 7, 2nd Floor, Kingsford Industrial Centre, 13 Wang Hoi Road, Kowloon Bay, Kowloon, Hong Kong, together with any power of attorney or other authority, if any, under which it is signed, or a certified copy of that power or authority, not less than 48 hours before the time for holding the meeting or adjournment thereof.
- (4) In accordance with the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, the resolutions will be determined by way of a poll.

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

“Please also refer to the published version of this announcement in The Standard.”