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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)**

**NOTIFIABLE TRANSACTION  
AND  
RESUMPTION OF TRADING**



**HUA YI COPPER  
HOLDINGS LIMITED**

**華藝礦業控股有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 0559)**

**PLACING OF EXISTING SHARES  
AND TOP-UP SUBSCRIPTION OF  
NEW SHARES AND  
RESUMPTION OF TRADING**

**Placing Agent**



**KINGSTON SECURITIES LIMITED**

**PLACING OF EXISTING SHARES AND TOP-UP SUBSCRIPTION OF NEW SHARES**

On 29 August 2007, the Vendor, a wholly-owned subsidiary of Solartech, entered into the Placing and Subscription Agreement with Hua Yi and the Placing Agent. The Vendor is beneficially interested in 402,131,875 Shares as at the date of this announcement and pursuant to the Placing and Subscription Agreement, the Vendor has agreed to place, through the Placing Agent, the Placing Shares to independent investors at the Placing Price. The Placing is unconditional and is fully underwritten by the Placing Agent.

After completion of the Placing, the Vendor will, pursuant to the Placing and Subscription Agreement, subscribe for the Subscription Shares at the Subscription Price. The Subscription is conditional upon, among other things, the Stock Exchange granting listing of and permission to deal in the Subscription Shares. The Subscription Shares will be issued pursuant to the existing general mandate given to the Hua Yi Directors to allot and issue Shares.

The Placing Shares represent approximately 11.38 per cent. of Hua Yi's existing issued share capital and approximately 10.22 per cent. of the issued share capital of Hua Yi as enlarged by the Subscription.

\* *For identification purposes only*

The net proceeds from the Subscription amount to approximately HK\$74 million, of which approximately HK\$30 million will be used by Hua Yi as general working capital and approximately HK\$44 million will be applied by Hua Yi Group to fund part of the consideration for future acquisitions of such copper mining investments as the Hua Yi Board considers appropriate when such opportunities arise.

The Vendor has an approximately 57.19% interest in Hua Yi as at the date of this announcement, which will be reduced to approximately 45.81% immediately upon completion of the Placing, and will then be increased to approximately 51.35% immediately upon completion of the Subscription.

### **EFFECT ON SOLARTECH**

As at the date of this announcement, Solartech, through the Vendor, beneficially owns approximately 57.19% of the issued share capital of Hua Yi. The beneficial interest of Solartech (through its interest in the Vendor) in the issued share capital of Hua Yi will be reduced from approximately 57.19% to approximately 45.81% immediately upon completion of the Placing, and will then be increased to approximately 51.35% immediately following upon completion of the Subscription.

Under Chapter 14 of the Listing Rules, the Placing and the Subscription respectively constitute a very substantial disposal and a major transaction for Solartech. The Subscription also constitutes an exempt connected transaction for Solartech pursuant to the Listing Rules. Solartech has applied to the Stock Exchange for a waiver from strict compliance with the disclosure and shareholder approval requirements under Chapter 14 of the Listing Rules in respect of the Placing and the Subscription.

### **RESUMPTION OF TRADING**

At the request of each of Solartech and Hua Yi, trading in the shares of each of Solartech and Hua Yi on the main board of the Stock Exchange was suspended with effect from 9:30 a.m. on 29 August 2007 pending release of this announcement. Application has been made by each of Solartech and Hua Yi to resume the trading of their shares with effect from 9:30 a.m. on 3 September 2007.

This announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the securities.

**Shareholders and investors are advised to exercise caution in dealing in the shares of each of Hua Yi and Solartech.**

## **PLACING AND SUBSCRIPTION AGREEMENT**

### **Date**

29 August 2007

### **Vendor**

The Vendor, a company incorporated in the British Virgin Islands, the controlling shareholder of Hua Yi and a wholly-owned subsidiary of Solartech.

**Issuer**

Hua Yi

**Placing Agent**

The Placing Agent and its ultimate beneficial owners are third parties independent of Hua Yi and Solartech and their respective connected persons (as defined in the Listing Rules).

**Placing Shares**

A total of 80,000,000 existing Shares held by the Vendor, representing approximately 11.38 per cent. of Hua Yi's existing issued share capital and approximately 10.22 per cent. of the issued share capital of Hua Yi as enlarged by the Subscription, will be placed through the Placing Agent who will act on a fully underwritten basis.

**Placees**

The Placing Shares will be placed to not fewer than six placees (who will be professional or institutional investors), all of whom will be independent of and not connected with the directors, chief executive or substantial shareholder of each of Hua Yi and Solartech or any of its subsidiaries or any associates of any of them (as defined in the Listing Rules).

**Placing Price**

HK0.96 per Placing Share. The Placing Price represents:–

- (a) a discount of approximately 19.33% to the closing price of HK\$1.19 per Share as quoted on the Stock Exchange on 28 August 2007, being the last trading day of the Shares immediately before the date of this announcement; and
- (b) a discount of approximately 5.88% to the average closing price of approximately HK\$1.02 per Share as quoted on the Stock Exchange for the last five trading days of the Shares immediately before the date of this announcement.

The Placing Price, net of the placing fee and other costs and expenses, is approximately HK\$0.925 per Placing Share.

**Placing Fee**

Subject to completion of the Placing, a placing commission of 2.5 per cent. of the amount equal to the Placing Price multiplied by the number of the Placing Shares will be payable to the Placing Agent. The placing commission was arrived at after arm's length negotiations between Hua Yi and the Placing Agent with reference to the market rate.

**Conditions of the Placing**

The Placing is unconditional.

## **Completion of the Placing**

Completion of the Placing shall take place on the fourth Business Day following the Resumption Date or such other date as the Vendor and the Placing Agent shall agree.

## **Subscription Shares**

Hua Yi will issue 80,000,000 new Shares to the Vendor, representing approximately 11.38 per cent. of Hua Yi's existing issued share capital and approximately 10.22 per cent. of the issued share capital of Hua Yi as enlarged by the issuance of the Subscription Shares.

## **Subscription Price**

HK0.96 per Subscription Share. Hua Yi will bear all costs, fees, charges, commission and expenses in relation to the Placing and the Subscription, which are estimated to be approximately HK\$2.8 million. The Subscription Price, net of costs and expenses, is approximately HK\$0.925 per Subscription Share.

The market price of the Subscription Shares on 29 August 2007, being the date on which the terms of the issue pursuant to the Placing and Subscription Agreement were fixed, was HK\$95.2 million, based on the closing Share price on 28 August 2007 of HK\$1.19.

The terms and conditions of the Placing and Subscription Agreement, as well as the Placing Price and the Subscription Price, were determined among the Vendor, Hua Yi and the Placing Agent at arms' length, in particular, the Hua Yi Directors have taken into account the prevailing market conditions and the historical share price of Hua Yi when determining the Placing Price. The Hua Yi Directors and the Solartech Directors consider that the terms and conditions of the Placing Agreement are fair and reasonable and in the best interests of Hua Yi, Solartech and their respective shareholders as a whole.

## **Conditions of the Subscription**

The Subscription is conditional upon:

- (a) the Stock Exchange granting listing of and permission to deal in the Subscription Shares;
- (b) completion of the Placing having occurred pursuant to the terms of the Placing and Subscription Agreement;
- (c) if required by the Takeovers Code or the SFC, the granting of a waiver to the Vendor and persons acting in concert with it by the SFC pursuant to Note 6 on dispensations from the obligation to make a general offer under Rule 26 of the Takeovers Code; and
- (d) the Bermuda Monetary Authority approving or agreeing to the allotment and issue of the Subscription Shares (if necessary).

The above conditions cannot be waived. If the above conditions are not fulfilled on or prior to 11 September 2007 or such later date as may be agreed in writing between Hua Yi and the Vendor, the obligations of Hua Yi and the Vendor under the Placing and Subscription Agreement in relation to the Subscription shall terminate and neither of Hua Yi and the Vendor shall have any claim against the other for costs, damages, compensation or otherwise in respect of the Subscription.

## **Completion of the Subscription**

Completion of the Subscription shall take place on the first Business Day after the date upon which the last of the above conditions for the Subscription shall have been satisfied or such other date as Hua Yi and the Vendor may agree (subject to compliance with the Listing Rules).

## **GENERAL MANDATE TO ISSUE THE SUBSCRIPTION SHARES**

The Subscription Shares will be allotted and issued under the general mandate granted to the Hua Yi Directors at the annual general meeting of Hua Yi held on 16 November 2006. The aforesaid general mandate entitles the Hua Yi Directors to allot and issue up to 133,427,700 new Shares. As at the date of this announcement, 30,000,000 Shares have been issued under such general mandate as a result of the placing of new Shares by Hua Yi as disclosed in its announcement dated 28 June 2007.

Save for the placing of 30,000,000 new Shares by Hua Yi as announced in Hua Yi's announcement dated 28 June 2007 and completed on 10 July 2007, Hua Yi has not undertaken any fund raising activities in the 12 months immediately preceding the date of this announcement. The net proceeds raised from the aforementioned placing amounted to approximately HK\$34 million, of which approximately HK\$20 million has been used by Hua Yi as general working capital and approximately HK\$14 million are held by Hua Yi in fixed term deposits. Hua Yi intends to use the HK\$14 million held in fixed term deposits as general working capital of the Hua Yi Group, which may include applying such funds as consideration for future acquisitions of such copper mining investments as the Hua Yi Board may consider appropriate when such opportunities arise. In Hua Yi's announcement of 28 June 2007, it was stated that the net proceeds from such placing would be used as general working capital, part of which would be applied to fund future acquisitions of copper mining investments on an opportunistic basis.

## **RANKING OF THE SUBSCRIPTION SHARES**

The Subscription Shares will rank *pari passu* in all respects with the issued Shares and will receive all dividends and distributions declared, made or paid on or after the date of allotment.

## **REASONS FOR THE PLACING, THE SUBSCRIPTION AND THE USE OF PROCEEDS**

The Hua Yi Board and the Solartech Board consider that given the current market condition, the Placing and the Subscription will enable Hua Yi to raise further working capital for Hua Yi on favourable terms and strengthen the Hua Yi Group's financial position, while at the same time broadening Hua Yi's shareholder and capital base. The Hua Yi Board and the Solartech Board consider that it would be in the best interests of Hua Yi, Solartech and their respective shareholders as a whole to implement the Placing and the Subscription.

The net proceeds from the Subscription amount to approximately HK\$74 million, of which approximately HK\$30 million will be used by Hua Yi as general working capital and approximately HK\$44 million will be applied by Hua Yi Group to fund part of the consideration for future acquisitions of such copper mining investments as the Hua Yi Board considers appropriate when such opportunities arise.

## EFFECT ON THE SHAREHOLDING STRUCTURE OF HUA YI

The shareholding structure of Hua Yi as at the date of this announcement, the shareholding structure of Hua Yi after the Placing and the shareholding structure of Hua Yi after the Subscription are set out below:

	As at the date of this announcement		Immediately after the Placing		Immediately after the Subscription	
	No. of Shares	Approximate %	No. of Shares	Approximate %	No. of Shares	Approximate %
The Vendor	402,131,875	57.19	322,131,875	45.81	402,131,875	51.35
Chau Lai Him	2,894,000	0.41	2,894,000	0.41	2,894,000	0.37
Placees (Note)	–	–	80,000,000	11.38	80,000,000	10.22
Other public shareholders	298,108,625	42.40	298,108,625	42.40	298,108,625	38.06
Total	<u>703,134,500</u>	<u>100.00</u>	<u>703,134,500</u>	<u>100.00</u>	<u>783,134,500</u>	<u>100.00</u>

*Note: Placing Shares to be placed under the Placing*

Based on confirmations provided by the placees and disclosure of interests filings under the SFO, there will not be any new substantial shareholder (as such term is defined in the Listing Rules) of Hua Yi immediately after completion of each of the Placing and the Subscription.

## EFFECT ON THE VENDOR

The Vendor has an approximately 57.19% interest in Hua Yi as at the date of this announcement, which will be reduced to approximately 45.81% immediately upon completion of the Placing, and will then be increased to approximately 51.35% immediately upon completion of the Subscription.

## EFFECT ON SOLARTECH

As at the date of this announcement, Solartech, through the Vendor, beneficially owns approximately 57.19% of the issued share capital of Hua Yi. The beneficial interest of Solartech (through its interest in the Vendor) in the issued share capital of Hua Yi will be reduced from approximately 57.19% to approximately 45.81% immediately upon completion of the Placing, and will then be increased to approximately 51.35% immediately following upon completion of the Subscription. Following completion of each of the Placing and the Subscription, Hua Yi will continue to be a subsidiary of Solartech.

Under Chapter 14 of the Listing Rules, the Placing and the Subscription respectively constitute a very substantial disposal and a major transaction for Solartech. The Subscription also constitutes an exempt connected transaction for Solartech pursuant to the Listing Rules. Solartech has applied to the Stock Exchange for a waiver from strict compliance with the disclosure and shareholder approval requirements under Chapter 14 of the Listing Rules in respect of the Placing and the Subscription.

## APPLICATION FOR LISTING

Application will be made to the Stock Exchange for the listing of, and permission to deal in, the Subscription Shares.

## RESUMPTION OF TRADING

At the request of each of Solartech and Hua Yi, trading in the shares of each of Solartech and Hua Yi on the main board of the Stock Exchange was suspended with effect from 9:30 a.m. on 29 August 2007 pending release of this announcement. Application has been made by each of Solartech and Hua Yi to resume the trading of their shares with effect from 9:30 a.m. on 3 September 2007.

This announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the securities.

**Shareholders and investors are advised to exercise caution in dealing in the shares of each of Hua Yi and Solartech.**

## DEFINITION

In this announcement, the expressions below have the meanings assigned:

“Business Day”	means any day (excluding a Saturday and Sunday) on which banks generally are open for business in Hong Kong;
“HK\$”	means Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	means the Hong Kong Special Administrative Region of the People’s Republic of China;
“Hua Yi”	means Hua Yi Copper Holdings Limited (Stock Code: 0559), a limited liability company incorporated in Bermuda whose shares are listed on the main board of the Stock Exchange, and a subsidiary of Solartech;
“Hua Yi Board”	means the board of directors of Hua Yi;
“Hua Yi Directors”	means the directors of Hua Yi;
“Hua Yi Group”	means Hua Yi and its subsidiaries;
“Listing Rules”	means the Rules Governing the Listing of Securities on the Stock Exchange;
“Placing”	means the placing of the Placing Shares;
“Placing Agent”	means Kingston Securities Limited, a licensed corporation to carry on business in type 1 regulated activities (dealing in securities) under the SFO;
“Placing and Subscription Agreement”	means the placing and subscription agreement dated 29 August 2007 entered into by the Vendor, Hua Yi and the Placing Agent;

“Placing Price”	means HK\$0.96 per existing Share to be placed pursuant to the Placing and Subscription Agreement;
“Placing Shares”	means the 80,000,000 existing Shares to be placed by the Vendor pursuant to the Placing and Subscription Agreement;
“Resumption Date”	means the date on which trading in the Shares resumes on the Stock Exchange pending the issue of this announcement;
“SFO”	means the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	means ordinary share(s) of par value HK\$0.20 each in the capital of Hua Yi;
“Solartech”	means Solartech International Holdings Limited (Stock Code: 1166), a limited liability company incorporated in Bermuda whose shares are listed on the main board of the Stock Exchange, the holding company of Hua Yi;
“Solartech Board”	means the board of directors of Solartech;
“Solartech Directors”	means the directors of Solartech;
“Solartech Group”	means Solartech and its subsidiaries;
“Stock Exchange”	means The Stock Exchange of Hong Kong Limited;
“Subscription”	means the subscription of the Subscription Shares;
“Subscription Price”	means HK\$0.96 per new Share to be subscribed pursuant to the Placing and Subscription Agreement;
“Subscription Shares”	means the 80,000,000 new Shares to be subscribed by the Vendor pursuant to the Placing and Subscription Agreement;
“Vendor”	means Skywalk Assets Management Limited, a company incorporated in the British Virgin Islands, the controlling shareholder of Hua Yi and a wholly-owned subsidiary of Solartech; 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, 31 August 2007

*As at the date of this announcement, the board of directors of Hua Yi comprises of Mr. Chau Lai Him, Mr. Chu Yuk Kuen and Mr. Chow Kin Ming being the executive directors and Mr. Lee Kin Keung, Mr. Chung Kam Kwong, Mr. Lo Chao Ming and Dr. Peter Yue being the independent non-executive directors.*

*As at the date of this announcement, the board of directors of Solartech comprises of Mr. Chau Lai Him, Mr. Zhou Jin Hua, Mr. Chow Kin Ming and Mr. Liu Jin Rong being the executive directors and Mr. Chung Kam Kwong, Mr. Lo Wai Ming and Mr. Lo Chao Ming being the independent non-executive directors.*