



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 THE SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of SOLARTECH INTERNATIONAL HOLDINGS LIMITED (the “Company”) will be held at Meeting Room 5, 7/F, HITEC, 1 Trademart Drive, Kowloon Bay, Kowloon, Hong Kong on 19 January 2009 at 9:30 a.m. for the purpose of considering and, if thought fit, with or without modification, passing the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. **THAT** the following agreements and the performance and implementation of the transactions contemplated under each agreement be and are hereby approved:-
 - (a) the conditional sale and purchase agreement dated 5 December 2008 (a copy of which has been produced to this meeting marked “A” and initialled by the chairman of the meeting for the purpose of identification) entered into among Solartech International Holdings Limited (the “Company”) as purchaser, Hua Yi Copper Holdings Limited (“Hua Yi”) as guarantor and Wah Yeung Capital Resources Limited (a wholly-owned subsidiary of Hua Yi) (“Wah Yeung”) as vendor in relation to the sale and purchase of 1 share of HK\$1.00 in the share capital of Modern China Enterprises Limited (“Modern China”) and 5,000,000 shares of HK\$1.00 each in the share capital of Hua Yi Copper Products Company Limited (“HY Products”) together with the shareholder’s loan owed by HY Products and its subsidiaries to Wah Yeung;
 - (b) the conditional sale and purchase agreement dated 5 December 2008 (a copy of which has been produced to this meeting marked “B” and initialled by the chairman of the meeting for the purpose of identification) entered into among the Company as guarantor, Chau’s Electrical Company Limited (a wholly-owned subsidiary of the Company) (“Chau’s Electrical”) as vendor and Hua Yi as purchaser in relation to the sale and purchase of 1 shares of HK\$1.00 in the share capital of Fund Resources Limited (“Fund Resources”), together with the shareholder’s loan owed by Fund Resources and its subsidiary to Chau’s Electrical;

* *for identification purpose only*

- (c) the conditional sale and purchase agreement dated 5 December 2008 (a copy of which has been produced to this meeting marked “C” and initialled by the chairman of the meeting for the purpose of identification) entered into among the Company as guarantor, Chau’s Industrial Investments Limited (a wholly-owned subsidiary of the Company) (“Chau’s Industrial”) as vendor and Hua Yi as purchaser in relation to the sale and purchase of 1,000 shares of HK\$1.00 each in the share capital of Solartech Enterprises Limited (“Solartech Enterprises”), together with the shareholder’s loan owed by Solartech Enterprises and its subsidiary to Chau’s Industrial; and
- (d) the deed of set off and transition arrangements dated 5 December 2008, a copy of which has been produced to this meeting marked “D” and initialled by the chairman of the meeting for the purpose of identification) entered into among the Company, Hua Yi, Chau’s Industrial, Chau’s Electrical and Wah Yeung in respect of the agreements set out at (a) to (c) above,

and **THAT** the directors of the Company be and are hereby authorised to do all such acts and things, execute all such documents as they in their absolute discretion consider necessary or expedient to give effect to the agreements set out at 1(a) to 1(d) and the implementation of all transactions contemplated thereunder (including but not limited to the agreements to be entered into by the Company at completion of the sale and purchase agreements set out at 1(a) to 1(c) above).

2. **THAT:**

- (a) the underwriting agreement dated 5 December 2008 (a copy of which has been produced to this meeting marked “E” and initialled by the chairman of the meeting for the purposes of identification) entered into between the Company and Venture Success Holdings Limited (“Venture Success”), a company incorporated in the British Virgin Islands (the “Underwriting Agreement”), be and are hereby approved, and that the directors of the Company be and are hereby authorised to do all such acts and things, execute all such documents as they in their absolute discretion consider necessary or expedient to give effect to the Underwriting Agreement and the implementation of all transactions contemplated thereunder;
- (b) subject to the fulfilment of the conditions of the Underwriting Agreement, the issue, by way of open offer, of 2,414,617,448 new ordinary shares (the “Offer Shares”) of par value of HK\$0.01 each in the issued share capital of the Company (the “Open Offer”) to be issued at a price of HK\$0.027 per Offer Share (the “Subscription Price”) to the Shareholders whose names appear on the register of members of the Company on the date by reference to which entitlements under the Open Offer will be determined (other than those Shareholders with registered addresses outside Hong Kong (the “Excluded Shareholders”) in respect of whom the Board of Directors, after making relevant enquiry, considers their exclusion from the Open Offer to be necessary or expedient on account either of the legal restrictions under the laws of the relevant place or any requirements of the relevant regulatory body or stock exchange in that place) in the proportion of four Offer Share for every existing Share then held and otherwise pursuant to and in accordance with the terms and conditions set out in the circular issued by the Company dated 31 December 2008 be and is hereby approved;

- (c) the Directors be and are hereby authorised to allot and issue the Offer Shares pursuant to or in connection with the Open Offer and, in particular, the Directors be and are hereby authorised to make such exclusions or other arrangements in relation to Excluded Shareholders as they may, at their absolute discretion, deem necessary or expedient or appropriate, and the Offer Shares shall not be issued to the Excluded Shareholders;
 - (d) the arrangements for the disposal of Offer Shares not validly applied for by shareholders by way of the subscription of such Offer Shares by the underwriter or such subscribers as procured by the underwriter pursuant to the Underwriting Agreement be and are hereby approved; and
 - (e) the directors of the Company be and are hereby authorised to do all such acts and things, execute all such documents as they in their absolute discretion consider necessary or expedient to give effect to the Open Offer and the arrangements set out at (c) above (if required).
3. **THAT** subject to the passing of the Resolution numbered 2 set out in the notice of Special General Meeting of the Company of which this Resolution forms part, the granting by the executive director of the Corporate Finance Division of the Securities and Futures Commission of Hong Kong in respect of the compliance of the obligations on the part of Mr Chau Lai Him, Venture Success and all parties acting in concert with them respectively (collectively the “Parties”), to make a general offer for all the issued shares in the Company not already owned or agreed to be acquired by the Parties which may arise as a result of the subscription of the Offer Shares underwritten by Venture Success pursuant to the Underwriting Agreement under Rule 26 of the Hong Kong Code on Takeovers and Mergers, and the terms of such waiver, be and are hereby approved, and the directors of the Company be and are hereby authorised to do all such acts and things and execute all such documents as they in their absolute discretion consider necessary or expedient for such purpose.

By order of the board
Solartech International Holdings Limited
Chau Lai Him
Chairman and Managing Director

Hong Kong, 31 December 2008

Registered office:
Clarendon House
Church Street
Hamilton HM 11
Bermuda

Principal place of business in Hong Kong:
No. 7, 2nd Floor
Kingsford Industrial Centre
13 Wang Hoi Road
Kowloon Bay
Kowloon
Hong Kong

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 proxy need not be a Member of the Company. In order to be valid, the form of proxy must be deposited with 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.
- (2) The register of Members of the Company will be closed for the purpose of holding the Meeting from Tuesday, 13 January 2009 to Monday, 19 January 2009, both days inclusive, during which period no transfer of shares will be effected. All transfers accompanied by the relevant share certificates must be lodged with the Company's Branch Share Registrar in Hong Kong, Tricor Secretaries Limited at 26th Floor., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on Monday, 12 January 2009.
- (3) The Directors of the Company as at the date of this notice are Messrs. Chau Lai Him, Zhou Jin Hua and Liu Jin Rong being the Executive Directors, and Messrs. Chung Kam Kwong, Lo Wai Ming and Lo Chao Ming being the Independent Non-Executive Directors.