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SOLARTECH INTERNATIONAL HOLDINGS LIMITED

星凱控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 1166)

NOTICE OF 2022 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2022 Annual General Meeting (the “**Meeting**”) of Solartech International Holdings Limited (the “**Company**”) will be held at Chairman’s Place, M/F., New World Millennium Hong Kong Hotel, 72 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong on Monday, 5 December 2022 at 11:00 a.m. for the following purposes:

1. To consider and adopt the audited financial statements and the directors’ report and the auditor’s report for the year ended 30 June 2022.
2. To re-elect Mr. Chau Lai Him as an Executive Director of the Company and to authorise the board of directors to fix his remuneration.
3. To re-elect Mr. Liu Dong Yang as an Executive Director of the Company and to authorise the board of directors to fix his remuneration.
4. To re-elect Mr. Lo Chao Ming as an Independent Non-executive Director of the Company and to authorise the board of directors to fix his remuneration.
5. To re-appoint BDO Limited as auditor of the Company and to authorise the board of directors to fix the auditor’s remuneration.

As special business, to consider and if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

6. A. “**THAT:**
 - (a) subject to paragraph (c) of this resolution, 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 of HK\$0.01 each in the capital of the Company (the

* for identification purposes only

“Shares”) and to make or grant offers, agreements, and options which would or might require the exercise of such powers, be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) 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;
- (c) the aggregate number of Shares 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 (a) of this resolution, otherwise than pursuant to:
 - (1) a Rights Issue (as hereinafter defined);
 - (2) an issue of Shares as scrip dividend or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the bye-laws of the Company;
 - (3) an issue of Shares by the exercise of options granted under any share option scheme of the Company or similar arrangement for the time being adopted for the grant or issue of Shares or rights to acquire Shares; or
 - (4) a specific authority granted or to be granted by the shareholders of the Company in general meeting;

shall not exceed 20 per cent of the aggregate number of Shares in issue as at the date of passing of this resolution, and the approval granted in paragraph (a) of this resolution shall be limited accordingly; and

- (d) for the purpose of this resolution,

“**Relevant Period**” means the period from the date of 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.

“**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).”

B. “THAT

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to buy back shares of the Company (the “**Shares**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the securities of the Company may be listed and recognised by The Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose (the “**Recognised Stock Exchange**”), subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or those of any other Recognised Stock Exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares to be bought back or agreed to be bought back by the Company pursuant to the approval granted in paragraph (a) of this resolution shall not exceed 10 per cent of the aggregate number of Shares in issue as at the date of passing of this resolution, and the approval granted under paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purpose of this resolution, “**Relevant Period**” means the period from the date of 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.”

- C. “**THAT** conditional upon the passing of resolutions 6A. and 6B. as set out in the notice convening the Meeting, the general mandate granted to the directors of the Company (the “**Directors**”) to exercise the powers of the Company to allot, issue and otherwise deal with additional shares of HK\$0.01 each in the capital of the Company (the “**Shares**”) and to make or grant offers, agreements, and options which would or might require the exercise of such powers, pursuant to resolution 6A. be and is hereby extended by the addition to the aggregate number of Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate, the aggregate number of Shares bought back by the Company under the authority granted pursuant to resolution 6B. provided that such number shall not exceed 10 per cent of the aggregate number of Shares in issue as at the date of passing of this resolution.”
7. “**THAT**, subject to and conditional upon the Listing Division of the Stock Exchange granting approval of the listing of, and permission to deal in, Shares which may fall to be issued pursuant to the exercise of any options under the new share option scheme of the Company, as defined and summarised in the circular dated 10 November 2022 of the Company (the rules of which are contained in the document produced to the meeting marked “A” and initialed by the chairman of the Meeting for the purposes of identification) (the “**New Share Option Scheme**”), the New Share Option Scheme be and is hereby approved and adopted by the Company and that the board of Directors be and is hereby authorised to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the New Share Option Scheme including but without limitation:
- (a) to administer the New Share Option Scheme under which options will be granted (whether with or without any conditions, restrictions or limitations as it may think fit) to eligible participants under the New Share Option Scheme to subscribe for Shares, including but not limited to determining and granting the share options in accordance with the terms of the New Share Option Scheme;
 - (b) to modify and/or amend the New Share Option Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the New Share Option Scheme relating to modification and/or amendment and subject to Chapter 17 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”);

- (c) to grant share options under the New Share Option Scheme and to allot and issue from time to time such number of Shares in the capital of the Company as may be required to be allotted and issued pursuant to the exercise of the options under the New Share Option Scheme subject to the Listing Rules and the Companies Act (as revised) of the Bermuda, as amended, modified and supplemented from time to time (the “**Companies Act**”);
- (d) to make application at the appropriate time or times to the Stock Exchange for listing of and permission to deal in any Shares which may from time to time be allotted and issued pursuant to the exercise of the share options under the New Share Option Scheme subject to the Listing Rules and the Companies Act; and
- (e) to consent, if it so deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the New Share Option Scheme and subject to the Listing Rules and the Companies Act.”

8. **“THAT**

- (a) conditional upon the New Share Option Scheme of the Company being approved and adopted by way of the ordinary resolution of the Company numbered 7 above and within the Scheme Mandate Limit (as defined in the New Share Option Scheme), the limit on the grant of share options to the Service Providers of the Company (as defined in the New Share Option Scheme) under all share option schemes of the Company (including the New Share Option Scheme) being 3% of the Shares in issue as at the date of passing this resolution (the “**Service Provider Sublimit**”) be and is hereby approved; and
- (b) the board of Directors of the Company be and is hereby authorised, subject to compliance with the Listing Rules, to grant share options to the Service Providers under the New Share Option Scheme up to the Service Provider Sublimit and to exercise all the powers of the Company to allot, issue and deal with Shares pursuant to the exercise of such share options.”

For and on behalf of the Board
Solartech International Holdings Limited
Chau Lai Him
Chairman and Managing Director

Hong Kong
10 November 2022

Notes:

- (1) A member entitled to attend and vote at the Meeting is entitled to appoint one or more (if he holds more than one share) proxies to attend and vote instead of him. A proxy need not be a member of the Company. If more than one proxy is appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed. In order to be valid, the form of proxy must be deposited at the Company's Hong Kong branch share registrar and transfer office, Tricor Secretaries Limited, at 17/F Far East Finance Centre, 16 Harcourt Road, 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 appointed for holding the Meeting (i.e. not later than 11:00 a.m. on Saturday, 3 December 2022) or any adjournment thereof.
- (2) The register of members of the Company will be closed for the purpose of holding the Meeting from Wednesday, 30 November 2022 to Monday, 5 December 2022 both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Meeting, all transfers of shares accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Tricor Secretaries Limited, at 17/F Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Tuesday, 29 November 2022. Shareholders whose names appear on the register of members of the Company on Monday, 5 December 2022 will be entitled to attend and vote at the AGM.
- (3) In accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, an explanatory statement containing further details regarding resolution 6B. as set out in this notice is set out in Appendix I to the circular to the shareholders of the Company dated 10 November 2022 (the "Circular").
- (4) With respect to resolutions 2, 3 and 4, Messrs. Chau Lai Him, Liu Dong Yang and Lo Chao Ming will retire from office as directors at the Meeting and each of the aforementioned directors, being eligible, will offer themselves for re-election at the Meeting pursuant to bye-law 84 of the Bye-laws of the Company. Particulars of these directors required to be disclosed by the Listing Rules are set out in the Circular.
- (5) The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or, if the appointer is a corporation, either under its common seal or under the hand of an officer or attorney or other person duly authorised.
- (6) Delivery of the form of proxy will not preclude a member from attending and voting in person at the Meeting and in such event, the form of proxy shall be deemed to be revoked.
- (7) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s) and for this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company.
- (8) **If a black rainstorm warning or a tropical cyclone warning signal number 8 or above is hoisted at or after 8:30 a.m. on 5 December 2022, the Meeting will not be held on 5 December 2022, but it will be held on the first Business Day immediately after 5 December 2022 at the same time and at the Company's Head Office and principal place of business in Hong Kong, Unit 15, 18/F., Concordia Plaza, 1 Science Museum Road, Tsim Sha Tsui, Kowloon, Hong Kong. "Business Day", in this context, shall mean a day (excluding Saturday) on which banks are open for general banking business in Hong Kong.**
- (9) **Precautionary measures for the Meeting**

The Company will implement the following precautionary measures at the Meeting against the COVID-19 pandemic to protect the attendees from the risk of infection:

- (i) Compulsory body temperature check will be conducted for every member or proxy at the entrance of the Meeting venue. Any person with a body temperature of over 37.5 degrees Celsius will not be admitted to the Meeting venue;

- (ii) Every member or proxy must scan the “**LeaveHomeSafe**” venue QR code and comply with the requirements of the “**Vaccine Pass Direction**”[#] prior to entry into the Meeting venue;
- (iii) Every member or proxy must wear a self-prepared surgical face mask throughout the Meeting. Any person who refuses to follow the aforesaid will not be admitted to the Meeting venue;
- (iv) No refreshments and drinks will be served at the Meeting;
- (v) Hand sanitiser is available at the entrance of the Meeting venue; and
- (vi) Every member or proxy must comply with the requirements of the venue where the Meeting will be held.

[#] “**Vaccine Pass Direction**” is defined under the Prevention and Control of Disease (Vaccine Pass) Regulation (Cap. 599L of the Laws of Hong Kong)

Any person who does not (a) comply with any of the precautionary measures above; (b) is subject to any HKSAR Government prescribed quarantine or has close contact with any person under quarantine; or (c) has any flu-like symptoms may be denied entry to the Meeting venue at the absolute discretion of the Company.

The Company will limit attendance in person at the Meeting venue in accordance with prevailing requirements or guidelines published by the HKSAR Government and/or regulatory authorities at the time of the Meeting. The Company will continue to closely monitor the development of the pandemic situation in Hong Kong and the latest announcement published by the HKSAR Government in respect of the latest social distancing measures and further update on the Meeting arrangements. Given the limited capacity of the Meeting venue and the requirements for social distancing, shareholders/members of the Company and/or their proxies will be admitted to the Meeting venue on a “first-come-first-served” basis.

Furthermore, the Company wishes to strongly advise the members, particularly those who are unwell or subject to quarantine in relation to COVID-19, that they may appoint the chairman of the Meeting as a proxy to vote on the resolution(s), instead of attending the Meeting in person, by completing and returning the form of proxy attached to this document. If you are not a registered Shareholder (i.e. if your Shares are held via banks, brokers, custodians or the Hong Kong Securities Clearing Company Limited), you should consult directly with your banks or brokers or custodians (as the case may be) to assist you in the appointment of proxy.

The Company will keep the COVID-19 situation under review and may implement additional measures which, if any, will be announced at a time closer to the date of the Meeting.

- (10) The directors of the Company as at the date of this notice are Messrs. Chau Lai Him, Chau Chi Ho and Liu Dong Yang being the Executive Directors, and Messrs. Chung Kam Kwong, Lo Wai Ming and Lo Chao Ming being the Independent Non-executive Directors.
- (11) References to time and dates in this notice are to Hong Kong time and dates.