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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Solartech International Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or the transfer was effected for onward transmission to the purchaser or the transferee.

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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)**

**PLACING OF NEW SHARES UNDER A SPECIFIC MANDATE;  
RE-ELECTION OF RETIRING DIRECTORS;  
AND  
NOTICE OF SPECIAL GENERAL MEETING**

**Placing Agent**



**KINGSTON SECURITIES LIMITED**

Terms used in this cover page, have the same meanings as defined in this circular.

A notice convening a special general meeting of the Company to be held at Unit 7, 2nd Floor, Kingsford Industrial Centre, 13 Wang Hoi Road, Kowloon Bay, Kowloon, Hong Kong at 10:00 a.m. on 23 March 2010 is set out on pages 14 to 15 of this circular. A form of proxy for use by the Shareholders at the special general meeting is enclosed herein. Whether or not you are able to attend the meeting in person, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the head office and principal place of business of the Company in Hong Kong at Unit 7, 2nd Floor, Kingsford Industrial Centre, 13 Wang Hoi Road, Kowloon Bay, Kowloon, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting if you so wish.

\* For identification purpose only

# CONTENTS

	<i>Page</i>
<b>Definitions</b> .....	1
<b>Letter from the Board</b> .....	3
<b>Appendix I – Details of the directors proposed to be re-elected</b> .....	12
<b>Notice of the SGM</b> .....	14

## DEFINITIONS

*In this circular, the following expressions have the following meanings unless the context requires otherwise:*

“Announcement”	the announcement of the Company dated 9 February 2010 relating to, among other matters, the Placing
“associates”	has the meaning ascribed to it in the Listing Rules
“Board”	the board of Directors
“Company”	Solartech International Holdings Limited, a company incorporated in Bermuda with limited liability and the securities of which are listed on the Stock Exchange
“connected person(s)”	has the meaning ascribed thereto in the Listing Rules
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Last Trading Date”	9 February 2010, being the date of the Placing Agreement, which was a Stock Exchange trading day
“Latest Practicable Date”	2 March 2010, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Placee(s)”	any professional, institutional or other investor(s) or any of their respective subsidiaries or associates procured by the Placing Agent to subscribe for any of the Placing Shares pursuant to the Placing Agreement
“Placing”	the Placing Shares by a maximum of four tranches (in which each tranche shall not be less than 500,000,000 Placing Shares, save for the last tranche), on a best efforts basis, pursuant to the terms of the Placing Agreement

## DEFINITIONS

“Placing Agent”	Kingston Securities Limited, a licensed corporation to carry out business in type 1 regulated activity (dealing in securities) under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Placing Agreement”	the conditional placing agreement entered into between the Company and the Placing Agent dated 9 February 2010 in relation to the Placing
“Placing Price”	HK\$0.10 per Placing Share
“Placing Share(s)”	a maximum of 2,000,000,000 new Shares to be placed pursuant to the Placing Agreement
“Possible Acquisition”	the possible acquisition of a copper-gold-silver mine in Mongolia, details of which were disclosed in the announcements of the Company dated 14 October 2009 and 30 November 2009
“PRC”	the People’s Republic of China
“SGM”	the special general meeting of the Company to be convened and held at 10:00 a.m. on 23 March 2010 at unit 7, 2nd Floor, Kingsford Industrial Centre, 13 Wang Hoi Road, Kowloon Bay, Kowloon, Hong Kong for Shareholders to consider and, if thought fit, approve, the placing, the transactions contemplated thereunder and the re-election of retiring Directors
“Shareholder(s)”	registered holder(s) of the Share(s)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

LETTER FROM THE BOARD



**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)**

*Executive Directors:*

Mr. CHAU Lai Him (*Chairman and Managing Director*)

Mr. ZHOU Jin Hua (*Deputy Chairman*)

Mr. HO Pang Cheng Vincent

Mr. CHAN Sio Keong

Mr. LIU Dong Yang

*Registered Office*

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

*Principal place of business*

*in Hong Kong*

Unit 7, 2nd Floor

Kingsford Industrial Centre

13 Wang Hoi Road

Kowloon Bay

Kowloon

Hong Kong

*Independent non-executive Directors:*

Mr. CHUNG Kam Kwong

Mr. LO Wai Ming

Mr. LO Chao Ming

5 March 2010

*To the Shareholders*

Dear Sir or Madam,

**PLACING OF NEW SHARES UNDER A SPECIFIC MANDATE;  
RE-ELECTION OF RETIRING DIRECTORS  
AND  
NOTICE OF SPECIAL GENERAL MEETING**

**INTRODUCTION**

Reference is made to the Announcement of the Company, in relation to the placing of a maximum of 2,000,000,000 Placing Shares by a maximum of four tranches (in which each tranche shall not be less than 500,000,000 Placing Shares, save for the last tranche), on a best effort basis, at the Placing Price of HK\$0.10 per Placing Share. The purpose of this circular is to provide you with further details of the Placing, the re-election of retiring Directors and the notice convening the SGM at which resolutions will be proposed to approve the Placing, the specific mandate to issue and allot the Placing Shares and the re-election of retiring Directors.

\* *For identification purpose only*

## LETTER FROM THE BOARD

### THE PLACING AGREEMENT

#### Date

9 February 2010 (after the trading hours)

#### Issuer

The Company

#### Placing Agent

The Placing Agent has conditionally agreed to place up to 2,000,000,000 Placing Shares by a maximum of four tranches (in which each tranche shall not be less than 500,000,000 Placing Shares, save for the last tranche), on a best effort basis to the Placees and will receive a placing commission of 2.5% on the gross proceeds of the actual number of Placing Shares being placed. Such placing commission was arrived at after arm's length negotiations between the Company and the Placing Agent under normal commercial terms and with reference to the prevailing market rate. The Placing Agent is interested in 420 Shares as at the Latest Practicable Date.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, save for the fact that the Placing Agent holds 420 Shares as at the Latest Practicable Date, the Placing Agent and its ultimate beneficial owners are third parties independent of and not connected with the Company and its connected persons (as defined in the Listing Rules).

#### Placees

The Placing Shares will be placed to not less than six Placees, who and whose ultimate beneficial owners are third parties independent of and not connected with the Company and its connected persons (as defined in the Listing Rules). None of the individual Placee will become a substantial Shareholder (as defined in the Listing Rules) immediately after completion of the Placing.

#### Number of Placing Shares

The maximum number of 2,000,000,000 Placing Shares under the Placing represent (i) approximately 127.03% of the existing issued share capital of the Company of 1,574,420,362 Shares in issue as at the Latest Practicable Date and (ii) approximately 55.95% of the then issued share capital of 3,574,420,362 Shares as enlarged by the Placing. The aggregate nominal value of the Placing Shares under the Placing will be HK\$20,000,000.

#### Ranking of Placing Shares

The Placing Shares will rank, upon issue, pari passu in all respects with the Shares in issue on the date of issue and allotment of the Placing Shares.

## LETTER FROM THE BOARD

### Placing Price

The Placing Price of HK\$0.10 represents:

- (i) a discount of approximately 6.54% to the closing price of HK\$0.107 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (ii) a discount of approximately 9.09% over the average closing price of HK\$0.110 per Share in the last five consecutive trading days prior to the Last Trading Day;
- (iii) a discount of approximately 13.04% over the average closing price of HK\$0.115 per Share in the last ten consecutive trading days prior to the Last Trading Day; and
- (iv) a discount of approximately 13.04% to the closing price of HK\$0.115 on the Latest Practicable Date.

The Placing Price was determined with reference to the prevailing market price of the Share and was negotiated on an arm's length basis between the Company and the Placing Agent. The Directors consider that the terms of the Placing are fair and reasonable based on the current market conditions and in the interests of the Company and the Shareholders as a whole.

### Conditions of the Placing

Completion of the Placing is conditional upon:

- (i) the Listing Committee of the Stock Exchange granting or agreeing to grant the listing of, and permission to deal in, the Placing Shares under the relevant tranche of the Placing;
- (ii) the passing of a necessary resolution by the shareholders of the Company to approve the allotment, issue and dealing with Placing Shares at the SGM;
- (iii) the obligations of the Placing Agent under the Placing Agreement not being terminated in accordance with the terms of the Placing Agreement, including provisions regarding force majeure event; and
- (iv) If necessary, the Bermuda Monetary Authority granting consent to the allotment and issue of the Placing Shares under the relevant tranche of the Placing.

The Company and the Placing Agent agreed that the Placing will be completed in tranches by a maximum of four tranches provided that the aggregate number of the Placing Shares for each tranche of the Placing shall not be less than 500,000,000 (save for the last tranche of the placing where the number of the Placing Shares to be allotted and issued may be less than 500,000,000) and that the conditions precedent of the Placing shall apply to each of such partial completion.

## LETTER FROM THE BOARD

If any of the above conditions are not fulfilled prior to 5:00 p.m. on the date falling on three months after the date of the SGM or such later time or date as may be agreed between the Placing Agent and the Company, the Placing Agreement shall terminate and subject to terms of the Placing Agreement, neither party shall have any claim against the other for any costs or losses (save for any antecedent breaches of the Placing Agreement).

### **Mandate to issue the Placing Shares**

The Placing Shares to be issued under the Placing Agreement will be issued pursuant to the specific mandate to be obtained at the SGM.

### **Termination and force majeure**

- (i) Unless otherwise agreed among the Parties, the Placing Agent's appointment shall terminate upon the earlier of (a) completion of the Placing and (b) termination of the Placing by the Placing Agent in accordance with the terms and conditions of the Placing Agreement, whereby the Company will be formally notified by the Placing Agent in writing in accordance with the terms of the Placing Agreement.
- (ii) The Placing Agent reserves its right to terminate the Placing Agreement by notice in writing prior to 10:00 a.m. on the date of completion of the Placing, if in the absolute opinion of the Placing Agent, the success of the Placing would be materially and adversely affected by any force majeure events (as defined below).

For this purpose, a "force majeure event" refers to

- (a) the introduction of any new laws or regulations or any change in existing laws or regulations (or the judicial interpretation thereof) or other occurrence of any nature whatsoever which may, in the absolute opinion of the Placing Agent, materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole; or
- (b) the occurrence of any local, national or international event or change (whether or not forming part of a series of events or changes occurring or continuing before and/or after the date of the Placing Agreement) of a political, military, financial, economic, currency (including a change in the system under which the value of the Hong Kong currency is linked to the currency of the United States of America) or other nature (whether or not sui generis with any of the foregoing), or in the nature of any local, national, international outbreak or escalation of hostilities or armed conflict, or affecting local securities market or the occurrence of any combination of circumstances which may, in the absolute opinion of the Placing Agent, materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole or adversely prejudices the success of the Placing of the Shares by potential investor(s) or otherwise makes it inexpedient or inadvisable for the Company or the Placing Agent to proceed with the Placing; or



## LETTER FROM THE BOARD

- (c) any change in market conditions or combination of circumstances in Hong Kong (including without limitation suspension or material restriction on trading in securities) occurs which affect the success of the Placing (such success being the placing of the Shares to potential investor(s)) or otherwise in the absolute opinion of the Placing Agent make it inexpedient or inadvisable or inappropriate for the Company or the Placing Agent to proceed with the Placing.
- (iii) If, at or prior to 10:00 a.m. on the date of completion of the placing;
- (a) the Company commits any material breach of or omits to observe any of the obligations or undertakings expressed or assumed under the Placing Agreement; or
  - (b) the trading of the Shares on the Stock Exchange has been suspended for more than ten consecutive trading days save for the purposes of clearing of the announcement relating to the Placing Agreement or any announcements or circulars relating to the Placing; or
  - (c) the Placing Agent shall be come aware of the fact that any of the representations or warranties contained in the Placing Agreement was, when given, untrue or inaccurate or would in any respect be untrue or inaccurate if repeated the Placing Agent shall determine that any such untrue representation or warranty represents or is likely to represent a material adverse change in the financial or trading position or prospects of the Group taken as a whole or will otherwise likely to have a material prejudicial effect on the Placing.

The Placing Agent shall be entitled (but not bound) by notice in writing to the Company to elect to treat such matter or event as releasing and discharging the Placing Agent from its obligations under the Placing Agreement.

Upon giving of notice pursuant to the paragraph above, all obligations of the Placing Agent hereunder shall cease and determine and no party shall have any claim against any other parties in respect of any matter or thing arising out of or in connection with the Placing Agreement, save for any antecedent breaches.

The Directors are not aware of the occurrence of any of such events as at the date of this circular.

### **Completion of the Placing**

Completion of each tranche of the Placing will take place within four business days after the fulfillment of the conditions for each tranche set out in the Placing Agreement but not later than the date falling on three months after the date of the SGM or such later date as may be agreed between the Company and the Placing Agent.

Each tranche of the Placing is conditional upon the fulfillment of the conditions and is subject to the termination on the occurrence of, among other things, any event of force majeure as listed above.

## LETTER FROM THE BOARD

The Placing may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

### REASONS FOR THE PLACING AND USE OF PROCEEDS

The maximum gross proceeds from the Placing will be HK\$200 million. The maximum net proceeds from the Placing will amount to approximately HK\$194 million which is intended to be used as to approximately HK\$100 million for the repayment of bank loans and approximately HK\$38 million as to the Possible Acquisition. The remainder of the net proceeds of approximately HK\$56 million are intended to be used for general working capital purposes or possible investment in the future, yet no concrete investment plans have been finalized at this stage. The Directors acknowledge the need of funding of the Company and consider the Placing would enhance its flexibility and financial position if any investment opportunity arises. The net proceeds raised per Share upon the completion of the Placing will be approximately HK\$0.097 per Share.

The Directors have considered different types of fund raising arrangement including the possibility of a rights issue or an open offer. However, after holding preliminary discussion with the Placing Agent, the Directors found that it was difficult to secure an underwriter to commit to any one of the aforementioned fund raising exercise mainly due to the current market situation. In this respect, the Placing is a more feasible way of fund raising as it is on a best effort basis. As such, the Directors consider that the Placing represents a more efficient way to raise funds on a timely basis whilst strengthening the financial position and broadening the capital base of the Company. The Directors also consider that the terms of the Placing Agreement are fair and reasonable and is in the interests of the Company and the Shareholders as a whole.

### FUND RAISING ACTIVITIES IN THE PAST TWELVE MONTHS

Apart from the fund raising activities mentioned below, the Company has not carried out other fund raising activities during the 12 months immediately preceding the date of the Announcement and up to the Latest Practicable Date.

Date of initial announcement	Fund raising activity	Intended use of proceeds	Actual use of proceeds
15 January 2010	Placing of 262,000,000 new Shares at HK\$0.12 per Share	Approximately HK\$30.5 million for general working capital of the Group	Approximately HK\$14 million is currently deposited at the banks and will be used for repayment of bank loans and HK\$16.5 million had been used for repayment of short term loans
15 October 2009	Placing of 400,000,000 new Shares under specific mandate at HK\$0.135 per Share	Approximately HK\$52 million for the Possible Acquisition and/or for general working capital of the Group	Approximately HK\$30 million is currently deposited at the banks and will be used for the Possible Acquisition and HK\$22 million had been used for repayment of short term loans

## LETTER FROM THE BOARD

Date of initial announcement	Fund raising activity	Intended use of proceeds	Actual use of proceeds
28 August 2009	Placing of 152,000,000 new Shares at HK\$0.14 per Share	Approximately HK\$20.6 million for general working capital of the Group	Applied as to approximately HK\$20.6 million for repayment of short term loans
10 July 2009	Top-up placing of 126,730,000 existing Shares and top-up subscription for 126,730,000 new Shares at HK\$0.22 per Share	Approximately HK\$27 million for general working capital of the Group	Applied as to approximately HK\$8 million for the purchase of raw materials, HK\$14 million for repayment of trust receipt loans and HK\$5 million for repayment of short term loans
15 June 2009	Top-up placing of 120,000,000 existing Shares and top-up subscription for 120,000,000 new Shares at HK\$0.066 per Share	Approximately HK\$7.65 million for general working capital of the Group	Applied as to approximately HK\$7.65 million for repayment of short term loans

### EFFECTS ON SHAREHOLDING STRUCTURE

The existing shareholding structure of the Company and the effect on the shareholding structure of the Company upon completion of the Placing is set out as below:

	As at the Latest Practicable Date		Upon completion of the Placing (assuming the Placing Shares are placed in full)	
	Number of Shares	Approximate %	Number of Shares	Approximate %
Venture Success Holdings Limited ( <i>Note</i> )	134,804,297	8.56	134,804,297	3.77
Public:				
Places	–	–	2,000,000,000	55.95
Other public Shareholders	<u>1,439,616,065</u>	<u>91.44</u>	<u>1,439,616,065</u>	<u>40.28</u>
<b>Total</b>	<b><u>1,574,420,362</u></b>	<b><u>100.00</u></b>	<b><u>3,574,420,362</u></b>	<b><u>100.00</u></b>

*Note:* Venture Success Holdings Limited (“Venture Success”), a company incorporated in the British Virgin Islands, is wholly owned by Mr. Chau Lai Him, who is the chairman and managing director of the Company.

## LETTER FROM THE BOARD

### GENERAL

The Company was incorporated in Bermuda with limited liability. The Group is principally engaged in the manufacturing and trading of cables and wires for use in household electrical appliances and electronic products, copper products, connectors and terminal and wire harness, and mining business.

Application will be made by the Company to the Listing Committee of the Stock Exchange for the grant of the listing of, and permission to deal in, the Placing Shares.

**Shareholders and potential investors should note that the Placing is subject to conditions under the Placing Agreement to be fulfilled. As the Placing may or may not proceed, Shareholders and potential investors are reminded to exercise caution when dealing in the Shares.**

### RE-ELECTION OF RETIRING DIRECTORS

Mr. Chan Sio Keong and Mr. Liu Dong Yang will retire from the office as Directors at the SGM and each of the aforementioned Directors, being eligible, will offer themselves for re-election. Details of Mr. Chan Sio Keong and Mr. Liu Dong Yang which are required to be disclosed pursuant to the Listing Rules, are set out in Appendix I to this circular.

### SGM

A notice convening the SGM is set out on pages 14 to 15 of this circular for the purpose of considering and, if though fit, passing the ordinary resolutions set out therein.

A form of proxy for use at the SGM is enclosed. Whether or not you are able to attend the SGM in person, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the head office and principal place of business of the Company in Hong Kong at Unit 7, 2nd Floor, Kingsford Industrial Centre, 13 Wang Hoi Road, Kowloon Bay, Kowloon, Hong Kong as soon as practicable but in any event not later than 48 hours before the time appointed for holding the SGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof (as the case may be) should you so wish.

In compliance with the Listing Rule, the resolution will be taken by way of poll at the SGM. To the best knowledge of the Directors, none of the Shareholders has a material interest in the transactions contemplated under the Placing Agreement as at the Latest Practicable Date. Accordingly, none of the Shareholders will be required to abstain from voting at the SGM in respect of the resolution relating to the Placing and the specific mandate.

## LETTER FROM THE BOARD

### RECOMMENDATION

The Board considers that the Placing and the re-election of the retiring directors are in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the resolutions as set out in the notice of SGM.

### RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility, for the accuracy of the information contained in this circular and confirm having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement in this circular misleading.

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

**Mr. Chan Sio Keong (“Mr. Chan”)**, aged 37, joined the Group in April 2001 and is the director of each of Hua Yi Copper Products Company Limited and Great Measure Investments Limited, both of which are wholly-owned subsidiaries of the Company. He holds a bachelor of commerce degree with major studies in accounting and finance from the Deakin University in Australia. He is a member of CPA Australia and a certified public accountant of the Hong Kong Institute of Certified Public Accountants. Mr. Chan has extensive experience in finance, accounting and auditing. During the period from September 2007 to April 2009, Mr. Chan was an executive director of Hua Yi Copper Holdings Limited, a company listed on the main board of the Stock Exchange.

Mr. Chan has entered into a service agreement with the Company with no fixed period of employment commencing from 1 January 2010, subject to termination by either party on one month’s notice. Pursuant to the service agreement, the monthly director’s emoluments of Mr. Chan amount to HK\$55,000.00 plus year-end bonuses and other benefits. The terms of the appointment were approved by the Board with reference to Mr. Chan’s qualifications and experience. Mr. Chan is subject to retirement by rotation at least once every three years at annual general meeting and re-election in accordance with the bye-laws of the Company.

Save as disclosed above, as at the date of this circular, Mr. Chan does not hold any other position with the Company or its subsidiaries, nor has he held any directorship in other listed public companies in the past three years preceding the date of this circular.

Save as disclosed above, as at the date of this circular, Mr. Chan does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance, nor have any relationship with any other directors, senior management or substantial or controlling shareholders of the Company.

Save as disclosed in this circular, there is no further information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to 13.51(2)(v) of the Rules Governing the Listing of the Securities on the Stock Exchange, nor there are other matters relating to the appointment of Mr. Chan that need to be brought to the attention of the shareholders of the Company.

**Mr. Liu Dong Yang (“Mr. Liu”)**, aged 35, joined the Group in September 1995 and is the deputy general manager of Shanghai Chau’s Electrical Company Limited (“**Shanghai Chau’s**”) which is an indirect wholly-owned subsidiary of the Company. He holds a professional diploma in international finance from Hunan Finance and Economics College, a bachelor degree in business administration from the Renmin University of China. He is a member of the Chinese Institute of Certified Public Accountants. He has more than 10 years’ experience in finance and accounting.

<b>APPENDIX I      DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED</b>
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Mr. Liu is entitled to receive a basic salary of RMB10,000 per month (equivalent to approximately HK\$11,364) and a discretionary performance bonus in his capacity as the deputy general manager of Shanghai Chau's. There is no separate director's service contract entered into between Mr. Liu and the Company. Mr. Liu is entitled to an additional emolument of HK\$12,000 per month in his capacity as a director of the Company. No terms have been fixed or proposed for Mr. Liu's length of service with the Company. Mr. Liu is subject to retirement by rotation at least once every three years at annual general meeting and re-election in accordance with the bye-laws of the Company.

Save as disclosed above, as at the date of this circular, Mr. Liu does not hold any other position with the Company or its subsidiaries, nor has he held any directorship in other listed public companies in the past three years preceding the date of this circular.

Save as disclosed above, as at the date of this circular, Mr. Liu does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance, nor have any relationship with any other directors, senior management or substantial or controlling shareholders of the Company.

Save as disclosed in this circular, there is no further information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to 13.51(2)(v) of the Rules Governing the Listing of the Securities on the Stock Exchange, nor there are other matters relating to the appointment of Mr. Liu that need to be brought to the attention of the shareholders of the Company.

## NOTICE OF THE SGM



### 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 "SGM") of Solartech International Holdings Limited (the "Company") will be held at Unit 7, 2nd Floor, Kingsford Industrial Centre, 13 Wang Hoi Road, Kowloon Bay, Kowloon, Hong Kong on 23 March 2010 at 10:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendment, the following resolutions as Ordinary Resolutions:

1. "THAT

- (a) the placing agreement (the "Placing Agreement") dated 9 February 2010 (a copy of which has been produced to the meeting marked "A" and signed by the chairman of the meeting for the purpose of identification) entered into between the Company as issuer and Kingston Securities Limited as placing agent in relation to the placing of a maximum of 2,000,000,000 new shares (the "Placing Shares") of HK\$0.01 each by a maximum of four tranches (in which each tranche shall not be less than 500,000,000 Placing Shares, save for the last tranche) in the share capital of the Company at a placing price of HK\$0.10 per Placing Share ("Placing") and all transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) conditional upon, among others, the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Placing Shares under the relevant tranches of the Placing, the issue and allotment of the Placing Shares, pursuant to and subject to the terms and conditions of the Placing Agreement, be and are hereby approved; and
- (c) any one director of the Company be and is hereby authorised to exercise all the powers of the Company and take all steps as might in his/her opinion be desirable, necessary or expedient in relation to the issue and allotment of the Placing Shares in connection with the implementation of the transactions contemplated under the Placing Agreement including without limitation to the execution, amendment, supplement, delivery, submission and implementation of any further documents or agreements."

\* For identification purpose only



## NOTICE OF THE SGM

2. To re-elect Mr. Chan Sio Keong 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.

On behalf of the Board  
**Solartech International Holdings Limited**  
**Chau Lai Him**  
*Chairman and Managing Director*

Hong Kong, 5 March 2010

*Head office and Principal place of business in Hong Kong:*

Unit 7, 2nd Floor  
Kingsford Industrial Centre  
13 Wang Hoi Road  
Kowloon Bay  
Kowloon  
Hong Kong

*Registered Office:*

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Notes:*

- (1) A Member entitled to attend and vote at the Meeting is entitled to appoint one or, if he is the holder of two or more shares, 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 Unit 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 Directors of the Company as at the date of this notice are Mr. Chau Lai Him, Mr. Zhou Jin Hua, Mr. Ho Pang Cheng Vincent, Mr. Chan Sio Keong and Mr. Liu Dong Yang being the Executive Directors, and Mr. Chung Kam Kwong, Mr. Lo Wai Ming and Mr. Lo Chao Ming being the Independent Non-Executive Directors.