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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)**

### **NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a 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 at 10:00 a.m. on Tuesday, 27 April 2010 for the purpose of considering and, if thought fit, passing, the following resolutions:

#### **ORDINARY RESOLUTIONS**

1. **“THAT:**

- (A) the sales and purchase agreement dated 10 November 2009 (the “**Agreement**”) entered into by the Company, Winner Progress Limited (the “**Vendor**”) and Mr. Liu Yong, pursuant to which the Company agreed to acquire one share of Sun Progress Limited at an aggregate consideration of HK\$1,500,000,000 (the “**Acquisition**”); details of the Agreement are set out in the circular of the Company dated 9 April 2010 (the “**Circular**”) (copies of the Agreement and the Circular having been produced to the meeting marked “A” and “B” respectively and initialed for the purposes of identification by the chairman of the meeting) be and are hereby approved, confirmed and ratified;
- (B) subject to the completion of Acquisition, the creation and issue of the Convertible Bond (as defined in the Circular) on and subject to the terms and conditions of the Agreement be and are hereby approved, confirmed and ratified and the allotment and issue of such number of shares of the Company upon the exercise of the conversion rights attaching to the Convertible Bond be and are hereby approved, confirmed and ratified; and

\* *For identification purpose only*

(C) any one director of the Company be and is hereby generally and unconditionally authorized to do all such acts and things, to sign and execute all such further documents for and on behalf of the Company by hand, or in case of execution of documents under seal, to do so jointly with any of a second director, a duly authorized representative of the director or the secretary of the Company and to take such steps as he may in his absolute discretion consider necessary, appropriate, desirable or expedient to give effect to or in connection with the transaction under the Agreement.”

2. “**THAT** the authorized share capital of the Company be and is hereby increased from HK\$300,000,000 to HK\$500,000,000 by the creation of 20,000,000,000 new shares of HK\$0.01 each in the share capital of the Company which shares shall rank pari passu in all respects with the existing shares of the Company.”

By Order of the Board  
**Solartech International Holdings Limited**  
**Chau Lai Him**  
*Chairman and Managing Director*

Hong Kong, 9 April 2010

*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

*Notes:*

- 1 Any member of the Company entitled to attend and vote at the SGM is entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a member of the Company.
- 2 A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him to attend and vote on his behalf. In case of a recognised clearing house (or its nominees(s) and in each case, being a corporation), it may authorise such persons as it thinks fit to act as its representatives of the meeting and vote in its stead.
- 3 A form of proxy for use in connection with the SGM is enclosed with this circular. To be valid, the form of proxy, and (if required by the Board) the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority must be deposited at 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 not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof.
- 4 In the case of joint holders of shares, any one of such holders may vote at the SGM, either personally or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such joint holder are present at the SGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
- 5 As at the date of this notice, the Directors of the Company are Messrs. Chau Lai Him, Zhou Jin Hua, Ho Pang Cheng Vincent, Chan Sio Keong 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.