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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 licensed securities dealer, 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 enclosed form of proxy to the purchaser(s) or the transferee(s) or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

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## **SOLARTECH INTERNATIONAL HOLDINGS LIMITED**

**蒙古礦業控股有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 1166)**

### **PROPOSED CAPITAL REORGANISATION CHANGE OF BOARD LOT SIZE AND NOTICE OF SPECIAL GENERAL MEETING**

**Financial adviser to Solartech International Holdings Limited**



**KINGSTON CORPORATE FINANCE LTD.**

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 No. 7, 2nd Floor, Kingsford Industrial Centre, 13 Wang Hoi Road, Kowloon Bay, Kowloon, Hong Kong at 10:00 a.m. on Wednesday, 1 June 2011 is set out on pages 11 to 12 of this circular. A form of proxy for use by the Shareholders at the SGM 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 No. 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 at the meeting if you so wish.

# CONTENTS

	<i>Page</i>
<b>Definitions</b> .....	1
<b>Expected Timetable</b> .....	3
<b>Letter from the Board</b> .....	4
<b>Notice of the Special General Meeting</b> .....	11

## DEFINITIONS

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

“Adjusted Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company immediately after the Capital Reorganisation becoming effective
“Bermuda Companies Act”	the Companies Act 1981 of Bermuda
“Board”	the board of Directors
“Business Day(s)”	any day (excluding a Saturday) on which banks generally are open for business in Hong Kong throughout their normal business hours
“Bye-Laws”	the bye-laws of the Company from time to time
“Capital Reduction”	the proposed reduction of the nominal value of the issued Consolidated Shares from HK\$0.20 to HK\$0.01 each by cancelling the paid-up capital to the extent of HK\$0.19 on each of the issued Consolidated Shares
“Capital Reorganisation”	the proposed reorganisation of the share capital of the Company involving, inter alia, the Share Consolidation and the Capital Reduction details of which are set out in the section entitled “Capital Reorganisation” in this circular
“CCASS”	the Central Clearing and Settlement System operated by Hong Kong Securities Clearing Company Limited
“Company”	Solartech International Holdings Limited, an exempted company incorporated in Bermuda with limited liability, the issued shares of which are listed on the main board of the Stock Exchange
“Consolidated Share(s)”	ordinary share(s) of HK\$0.20 each in the issued share capital of the Company immediately after the Share Consolidation but before the Capital Reduction
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“HKSCC”	the Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

## DEFINITIONS

“Kingston Securities”	Kingston Securities Limited, a licensed corporation to carry on business in type 1 regulated activity (dealing in securities) under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Latest Practicable Date”	5 May 2011, being the latest practicable date for ascertaining certain information for inclusion in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“Registrar”	Tricor Secretaries Limited
“SGM”	the special general meeting of the Company to be convened and held for the Shareholders to consider and, if thought fit, pass the resolution to approve, among other things, the Capital Reorganisation
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company prior to the Capital Reorganisation
“Share Consolidation”	the proposed consolidation of every twenty issued Shares into one Consolidated Share
“Shareholder(s)”	holder(s) of the Share(s) or Adjusted Share(s) (as the case may be)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

## EXPECTED TIMETABLE

The expected timetable for implementation of the Capital Reorganisation and the associated trading arrangements are set out below:

*2011*

Despatch of circulars and proxy forms in relation to the SGM to the Shareholders . . . . .	Monday, 9 May
Latest time for lodging proxy forms for the SGM . . . . .	10:00 a.m. on Monday, 30 May
SGM . . . . .	10:00 a.m. on Wednesday, 1 June
Expected effective date of the Capital Reorganisation . . . . .	Thursday, 2 June
Dealings in Adjusted Shares commence . . . . .	Thursday, 2 June
Temporary close of original counter for trading in Shares (represented by existing share certificates) in board lot of 10,000 Shares . . . . .	9:00 a.m. on Thursday, 2 June
Temporary counter for trading in Adjusted Shares (represented by existing share certificates) in board lot of 500 Adjusted Shares opens . . . . .	9:00 a.m. on Thursday, 2 June
First day of free exchange of existing share certificates for new share certificates for the Adjusted Shares . . . . .	Thursday, 2 June
Original counter for trading in Adjusted Shares (represented by new share certificates) in board lot of 5,000 Adjusted Shares reopens . . . . .	9:00 a.m. on Friday, 17 June
Parallel trading in Adjusted Shares (in the form of new and existing certificates) commences . . . . .	9:00 a.m. on Friday, 17 June
Designated agent to stand in the market to provide matching service to facilitate the odd lots trading commences . . . . .	9:00 a.m. on Friday, 17 June
Closure of temporary counter for trading in Adjusted Shares (represented by existing share certificates) in board lot of 500 Adjusted Shares . . . . .	4:00 p.m. on Friday, 8 July
Designated agent to stand in the market to provide matching services ends . . . . .	4:00 p.m. on Friday, 8 July
Parallel trading in Adjusted Shares (in the form of new and existing certificates) ends . . . . .	4:00 p.m. on Friday, 8 July
Last day for free exchange of existing share certificates for new share certificates for Adjusted Shares . . . . .	Tuesday, 12 July

**LETTER FROM THE BOARD**



**SOLARTECH INTERNATIONAL HOLDINGS LIMITED**

**蒙古礦業控股有限公司\***

*(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. LIU Dong Yang

Mr. BUYAN-OTGON Narmandakh

*Registered Office*

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

*Independent Non-Executive Directors*

Mr. CHUNG Kam Kwong

Mr. LO Wai Ming

Mr. LO Chao Ming

*Principal place of business  
in Hong Kong*

No. 7, 2nd Floor

Kingsford Industrial Centre

13 Wang Hoi Road

Kowloon Bay

Kowloon

Hong Kong

9 May 2011

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED CAPITAL REORGANISATION  
CHANGE OF BOARD LOT SIZE  
AND  
NOTICE OF SPECIAL GENERAL MEETING**

**INTRODUCTION**

The Company announced on 19 April 2011 that the Company proposed to implement the Capital Reorganisation which will involve (a) a consolidation of every twenty issued Shares of HK\$0.01 each into one Consolidated Share of HK\$0.20; and (b) a reduction in the nominal value of the issued Consolidated Shares from HK\$0.20 to HK\$0.01 each by cancelling the paid-up capital to the extent of HK\$0.19 on each of the issued Consolidated Shares. The credit arising from the Capital Reduction will be transferred to the contributed surplus account of the Company such that the Company may apply such surplus in any manner permitted by the laws of Bermuda and the Bye-Laws including but not limited to setting off against accumulated losses of the Company.

\* For identification purposes only

## LETTER FROM THE BOARD

The purpose of this circular is to provide you with further information regarding, among other things, (i) the Capital Reorganisation; (ii) the change in board lot size; and (iii) the notice convening the SGM.

### CAPITAL REORGANISATION

The Capital Reorganisation will involve the Share Consolidation and the Capital Reduction.

#### Share Consolidation

The Share Consolidation will involve the consolidation of every twenty issued Shares into one Consolidated Share. As at the Latest Practicable Date, the authorised share capital of the Company was HK\$500,000,000 divided into 50,000,000,000 Shares. As at the Latest Practicable Date, there were 25,225,660,362 Shares in issue and fully paid. On the basis of such issued share capital, there will be 1,261,283,018 whole Consolidated Shares in issue once the Share Consolidation becomes effective. The Consolidated Shares will rank *pari passu* in all respects with each other.

#### Capital Reduction

The Capital Reduction of approximately HK\$239,643,773 will involve a reduction of the nominal value of the then issued Consolidated Shares from HK\$0.20 to HK\$0.01 each by cancelling the paid-up capital to the extent of HK\$0.19 on each of the then issued Consolidated Shares. The credit arising from the Capital Reduction will be transferred to the contributed surplus account of the Company such that the Company will apply such surplus in any manner permitted by the laws of Bermuda and the Bye-Laws including but not limited to setting off against accumulated losses of the Company.

#### Conditions of the Capital Reorganisation

The Capital Reorganisation (which will be effected in accordance with the Bye-Laws and the Bermuda Companies Act) is conditional upon:

- (i) the passing of a special resolution by the Shareholders approving the Capital Reorganisation at the SGM;
- (ii) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Adjusted Shares in issue arising from the Capital Reorganisation; and
- (iii) the compliance with the requirements of section 46(2) of the Bermuda Companies Act, including (i) publication of a notice in relation to the Capital Reduction in an appointed newspaper in Bermuda on a date not less than fifteen days but not more than thirty days before the date on which the Capital Reduction is to take effect; and (ii) that on the date on which the Capital Reduction is to be effected, there are no reasonable grounds for believing that the Company is, or after the Capital Reduction would be, unable to pay its liabilities as they become due.

Assuming the above conditions are fulfilled, it is expected that the Capital Reorganisation will become effective on the next Business Day following the date of passing of the relevant resolution approving the Capital Reorganisation.

## LETTER FROM THE BOARD

### Effects of the Capital Reorganisation

As at the Latest Practicable Date, the Company had no outstanding options, warrants or other securities convertible into or giving rights to subscribe for Shares or Adjusted Shares, as the case may be. Based on the Company's existing authorised share capital of HK\$500,000,000, represented by 50,000,000,000 Shares and the existing issued share capital of HK\$252,256,603.62, represented by 25,225,660,362 Shares, upon completion of the Capital Reorganisation, the authorised share capital of the Company will remain at HK\$500,000,000 represented by 50,000,000,000 Adjusted Shares, and the issued share capital will be HK\$12,612,830.181 represented by 1,261,283,018.1 Adjusted Shares. Immediately after the Capital Reorganisation becoming effective, the board lot size for trading in the Company's shares will be changed from 10,000 Shares to 5,000 Adjusted Shares. Any fraction of Adjusted Shares arising from the Capital Reorganisation will be aggregated and sold (if a premium, net of expenses, can be obtained) for the benefit of the Company. The Adjusted Shares will rank *pari passu* in all respects with each other.

The effect of the Capital Reorganisation is summarised below:

	<b>Prior to the Capital Reorganisation</b>	<b>After Share Consolidation but immediately before the Capital Reduction (Note)</b>	<b>Immediately following the Capital Reorganisation becoming effective (Note)</b>
Nominal value of each Share/Adjusted Share	HK\$0.01	HK\$0.20	HK\$0.01
Authorised share capital	HK\$500,000,000	HK\$500,000,000	HK\$500,000,000
Number of Shares/Adjusted Shares in issue	25,225,660,362	1,261,283,018	1,261,283,018
Issued and fully paid-up share capital	HK\$252,256,603.62	HK\$252,256,603.62	HK\$12,612,830.18

*Note:* The issued share capital (i) after Share Consolidation but immediately before the Capital Reduction and (ii) immediately after the Capital Reorganisation becoming effective is presented on the assumption that no further Shares would be issued or repurchased between the Latest Practicable Date and the date of the SGM. Any fraction arising from Share Consolidation is not shown in the table.

Based on 25,225,660,362 Shares in issue as at the Latest Practicable Date, a credit of approximately HK\$239,643,773 will arise as a result of the Capital Reorganisation and will be transferred to the contributed surplus account of the Company. The Board intends that such amount will be used by the Company to set off against the same amount of accumulated losses of the Company.

Implementation of the Capital Reorganisation will not, of itself, alter the underlying assets, business operations, management or financial position of the Company or the proportionate interests of the Shareholders, except for the payment of the related expenses. The Board believes that the Capital Reorganisation will not have any adverse effect on the financial position of the Group and the Board believes that on the date the Capital Reorganisation is to be effected, there will be no reasonable grounds for believing that the Company is, or after the Capital Reorganisation would be, unable to pay its liabilities as they become due. No capital will be lost as a result of the Capital Reorganisation and, except for the expenses involved in relation to the Capital Reorganisation which are expected to be insignificant in the context of the net asset value of the Company, the net asset value of the Company will remain unchanged before and after the Capital Reorganisation becoming effective. The Capital



## **LETTER FROM THE BOARD**

Reorganisation does not involve any diminution of any liability in respect of any unpaid capital of the Company or the repayment to the Shareholders of any paid-up capital of the Company nor will it result in any change in the relative rights of the Shareholders.

In order to alleviate the difficulties arising from the existence of odd lots of Adjusted Shares arising from the Capital Reorganisation, the Company will appoint an agent, Kingston Securities, to stand in the market to provide matching services for the odd lots of Adjusted Shares on a best effort basis to the Shareholders who wish to top up or sell their holdings of odd lots of the Adjusted Shares for the period from Friday, 17 June 2011 to Friday, 8 July 2011 (both dates inclusive). Holders of odd lots of the Adjusted Shares who wish to take advantage of this facility either to dispose of their odd lots of the Adjusted Shares or top up to a full board lot may, directly or through their brokers, contact Ms. Rosita Kiu of Kingston Securities Limited of Suite 2801, 28/F., One International Finance Centre, 1 Harbour View Street, Central, Hong Kong by phone at (852)2298-6215 or by fax at (852)2295-0682 during this period. Holders of odd lots of the Adjusted Shares should note that successful matching of the sale and purchase of odd lots of the Adjusted Shares is not guaranteed. Any Shareholder who is in any doubt about the odd lot facility is recommended to consult his/her/its own professional advisers.

### **Reasons for the Capital Reorganisation**

The Board believes that the Capital Reorganisation is beneficial to the Company and the Shareholders as a whole. The Board is of the opinion that the Capital Reorganisation will provide the Company with greater flexibility for the issue of new Adjusted Shares in the future and the credit in the contributed surplus account arising as a result of the Capital Reorganisation will enable the Company to apply part of the amount standing to the credit of its contributed surplus account to eliminate the accumulated losses of the Company and this will facilitate the payment of dividends as and when the Directors consider it appropriate in the future.

### **Listing and Dealings**

Application will be made to the Listing Committee of the Stock Exchange for the granting of the listing of, and permission to deal in, the Adjusted Shares arising from the Capital Reorganisation.

The Adjusted Shares will be identical in all respects and rank pari passu in all respects with each other as to all future dividends and distributions which are declared, made or paid. Subject to the granting of the listing of, and permission to deal in, the Adjusted Shares on the Stock Exchange, the Adjusted Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Adjusted Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

No part of the securities of the Company is listed or dealt in or of which listing or permission to deal is being or is proposed to be sought on any other stock exchange.

## LETTER FROM THE BOARD

### Free exchange of Share certificates

Subject to the Capital Reorganisation becoming effective, Shareholders may submit existing certificates for Shares to the Registrar from 2 June 2011 to 12 July 2011 (both dates inclusive) to exchange, at the expense of the Company, for certificates for the Adjusted Shares in board lot of 5,000 Adjusted Shares. Thereafter, existing red-colour certificates for the Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such higher amount as may from time to time be allowed by the Stock Exchange) for each red-colour share certificate of the Shares cancelled or each new blue-colour share certificate issued for the Adjusted Shares, whichever number of certificates cancelled/issued is higher. Nevertheless, existing red-colour certificates for the Shares will continue to be good evidence of legal title and will be valid for dealings, trading and settlement purpose after the Capital Reorganisation has become effective and may be exchanged for new blue-colour certificates for the Adjusted Shares at any time in accordance with the foregoing.

It is expected that new certificates for Adjusted Shares will be available for collection within 10 Business Days after the submission of the existing share certificates for existing Shares to the Registrar.

### TRADING ARRANGEMENTS

Subject to the Capital Reorganisation becoming effective, the arrangement for trading in the Adjusted Shares will be as follows:

- (i) with effect from 9:00 a.m. on Thursday, 2 June 2011, the original counter for trading in Shares in board lots of 10,000 Shares will be temporarily closed;
- (ii) with effect from 9:00 a.m. on Thursday, 2 June 2011, a temporary counter for trading in Adjusted Shares in board lots of 500 Adjusted Shares, in the form of existing share certificates for the Shares, will be opened, and for the purpose of settlement and delivery for trading at this temporary counter every twenty Shares will be deemed to represent one Adjusted Share. Only existing red-colour share certificates for the Shares can be traded at this counter;
- (iii) with effect from 9:00 a.m. on Friday, 17 June 2011, the original counter will be re-opened for trading in the Adjusted Shares in the board lots of 5,000. Only new blue-colour share certificates for the Adjusted Shares can be traded at this counter;
- (iv) during the period from 9:00 a.m. on Friday, 17 June 2011 to 4:00 p.m. to Friday, 8 July 2011 (both days inclusive), parallel trading will be permitted at the above two counters;
- (v) the temporary counter for trading in Adjusted Shares in board lots of 500 in the form of existing red-colour share certificates will be removed after the close of trading at 4:00 p.m. on Friday, 8 July 2011; and
- (vi) with effect from 9:00 a.m. Monday, 11 July 2011, trading will only be done in Adjusted Shares in board lots of 5,000 (in the form of new blue-colour share certificates). Existing red-colour certificates will only be valid for delivery and settlement in respect of dealing for the period up to and including 4:00 p.m. on Friday, 8 July 2011 and thereafter will not be acceptable for trading and settlement purposes.

## **LETTER FROM THE BOARD**

Shareholders are recommended to consult their licensed securities dealers, bank managers, solicitors, professional accountants or other professional advisers if they are in any doubt about the facilities described above.

### **CHANGE OF BOARD LOT SIZE**

The Board also proposes to change the board lot size for trading in the Shares of the Company from 10,000 Shares to 5,000 Adjusted Shares following the Capital Reorganisation.

The Capital Reorganisation will decrease the issued share capital of the Company. It is expected that the change in board lot size would reduce the overall transaction costs in dealing with the Adjusted Shares. The Board is of the opinion that the change in board lot size is in the best interests of the Company and the Shareholders as a whole. The change in board lot size will not result in any change in the relative rights of the Shareholders.

Based on the closing price of HK\$0.027 per Share as quoted on the Stock Exchange as at the Latest Practicable Date and the existing board lot size of 10,000 Shares, the prevailing board lot value is HK\$270. Assuming the Capital Reorganisation becomes effective, on the basis of the aforesaid closing price and the new board lot size of 5,000 Adjusted Shares, the new board lot value would be HK\$2,700.

### **SGM**

A notice convening the SGM is set out on pages 11 to 12 of this circular. The SGM will be convened for the purpose of considering and, if thought fit, passing the resolutions to approve the Capital Reorganisation.

To the best knowledge of the Directors, no Shareholders have a material interest in the Capital Reorganisation different to that of any other Shareholders and accordingly, no Shareholders will have to abstain from voting at the SGM.

A form of proxy for use at the SGM is enclosed. 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 No. 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 at the meeting if you so wish.

### **RECOMMENDATIONS**

The Board is of the opinion that the Capital Reorganisation is in the interest of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the SGM.

## LETTER FROM THE BOARD

### DIRECTORS' RESPONSIBILITY STATEMENT

This Circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

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

## NOTICE OF THE SPECIAL GENERAL MEETING



### SOLARTECH INTERNATIONAL HOLDINGS LIMITED

蒙古礦業控股有限公司\*

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 1166)**

**NOTICE IS HEREBY GIVEN** that a special general meeting (the “**SGM**”) of Solartech International Holdings Limited (the “**Company**”) will be held at No. 7, 2nd Floor, Kingsford Industrial Centre, 13 Wang Hoi Road, Kowloon Bay, Kowloon, Hong Kong on Wednesday, 1 June 2011 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution:

#### **SPECIAL RESOLUTION**

“**THAT** subject to (i) the fulfillment of all the conditions set out in the section headed “Conditions of the Capital Reorganisation” in the circular of the Company dated 9 May 2011 (the “**Circular**”), a copy of which has been produced to the meeting marked “A” and initialled by the Chairman for the purpose of identification, with effect from 9:00 a.m. on Thursday, 2 June 2011 Hong Kong time (the “**Effective Date**”):

- (a) every twenty issued shares of HK\$0.01 each in the share capital of the Company be consolidated into one share of HK\$0.20 (the “**Consolidated Share**”) in the share capital of the Company (the “**Share Consolidation**”);
- (b) subject to and forthwith upon the Share Consolidation taking effect, the issued share capital of the Company be reduced by cancelling the paid up capital to the extent of HK\$0.19 on each of the then issued Consolidated Shares on the Effective Date such that the nominal value of all the issued Consolidated Shares will be reduced from HK\$0.20 to HK\$0.01 each (the “**Adjusted Shares**”) (the “**Capital Reduction**”), and the directors of the Company (the “**Directors**”) be authorised to aggregate and sell any fractional shares arising from the Share Consolidation and the Capital Reduction in the form of Adjusted Shares for the benefit of the Company in such manner and on such terms as the Directors may think fit;
- (c) the credit arising from the Capital Reduction be transferred to the contributed surplus account of the Company where it will be utilised by the Directors in accordance with the bye-laws of the Company and all applicable laws of Bermuda, including without limitation, to set-off against the accumulated losses of the Company (the “**Credit Application**”); and

\* For identification purposes only

## NOTICE OF THE SPECIAL GENERAL MEETING

- (d) any one Director be and is hereby authorised to do all things and acts and sign all documents which he considers necessary, desirable, or expedient in connection with the implementation of the Share Consolidation, the Capital Reduction and the Credit Application.”

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

Hong Kong, 9 May 2011

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

No. 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) 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. 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.
- (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 No. 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. Delivery of the form of proxy shall not preclude a member from attending and voting in person at the SGM and in such event, the form of proxy shall be deemed to be revoked.
- (4) 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.
- (5) As at the date of this notice, the Directors of the Company are Messrs. Chau Lai Him, Zhou Jin Hua, Liu Dong Yang and Buyan-Otgon Narmandakh being the Executive Directors, and Messrs. Chung Kam Kwong, Lo Wai Ming and Lo Chao Ming being the Independent Non-Executive Directors.