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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)**

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

**NOTICE IS HEREBY GIVEN** that a special general meeting of Solartech International Holdings Limited (the “Company”) will be held at 10:00 a.m. on Thursday, 13 March 2014 at Unit 7, 2nd Floor, Kingsford Industrial Centre, 13 Wang Hoi Road, Kowloon Bay, Kowloon, Hong Kong (the “SGM”) for the purpose of considering and, if thought fit, passing with or without amendment the following resolutions as ordinary resolutions of the Company:

#### **ORDINARY RESOLUTIONS**

1. **“THAT:**

- (a) the underwriting agreement dated 21 January 2014 and the side letter dated 11 February 2014 (a copy of the agreement and side letter have been produced to the SGM marked “A” and initialled by the chairman of the SGM for the purposes of identification) (collectively, the “Underwriting Agreement”) both entered into between the Company and Kingston Securities Limited (the “Underwriter”) and the transactions contemplated thereunder be and are hereby approved, confirmed, and ratified, and that the directors of the Company (the “Directors”) 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 (the “Open Offer”), of 1,574,878,250 new ordinary shares of par value of HK\$0.01 each (the “Shares”) in the issued share capital of the Company (the “Offer Shares”) to be issued at a price of HK\$0.12 per Offer Share (the “Subscription Price”) to the shareholders of the Company (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 in respect of whom the Board of Directors, after making relevant enquiries, considers their exclusion from the Open

\* *For identification purposes only*

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 (the “Prohibited Shareholders”)) in the proportion of five Offer Shares for every one 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 25 February 2014 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 Prohibited Shareholders as the Directors deem necessary or expedient having regard to any legal restrictions under the laws of, or any requirements of the relevant regulatory body or stock exchange in, any place outside Hong Kong, and the Offer Shares shall not be issued to the Prohibited 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 be and are hereby authorised to sign and execute such documents and do all such acts and things incidental to the Open Offer or as they consider necessary, desirable, or expedient in connection with the implementation of or giving effect to the Open Offer, the Underwriting Agreement and the transactions contemplated thereunder.”

2. **“THAT:**

- (a) subject to paragraph (c) of this resolution, the exercise by the board of Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional Shares or securities convertible into Shares, or options, warrants or similar rights to subscribe for any 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 (as hereinafter defined) 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 nominal amount of share capital 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:
  - (i) a Rights Issue (as hereinafter defined);

- (ii) an issue of Shares pursuant to the exercise of the rights of subscription or conversion attaching to any warrants issued by the Company or any securities which are convertible into Shares;
- (iii) 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; or
- (iv) 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;

shall not exceed 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of the 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; or
- (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; and

“**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).”

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

Hong Kong  
25 February 2014

*Notes:*

- (1) A member entitled to attend and vote at the SGM is entitled to appoint one or more (if he holds more than one share) proxies to attend and, subject to the provisions of the bye-laws of the Company, vote instead of him. A proxy needs 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 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 appointed for holding the SGM or adjournment thereof.
- (2) For determining the qualification as members of the Company to attend and vote at the SGM, the register of members of the Company will be closed from Tuesday, 11 March 2014 to Thursday, 13 March 2014, both days inclusive, during which period no transfer of shares will be registered. In order to qualify as members to attend and vote at the SGM, investors are required to lodge all transfers of shares accompanied by the relevant share certificates 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 4:00 p.m. on Monday, 10 March 2014.
- (3) 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.
- (4) Delivery of the form of proxy will 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.
- (5) 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.
- (6) The Directors of the Company as at the date of this notice 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.