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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** about this circular or as to the action to be taken, you should consult your stockbroker, 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 was effected for transmission to the purchaser or transferee.

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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)**

**PROPOSALS FOR GENERAL MANDATES  
TO ISSUE NEW SHARES AND REPURCHASE SHARES,  
RE-ELECTION OF RETIRING DIRECTORS,  
REFRESHMENT OF SCHEME MANDATE LIMIT  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of Solartech International Holdings Limited to be held at Room 727, 7/F, KITEC, 1 Trademart Drive, Kowloon Bay, Kowloon, Hong Kong on Wednesday, 19 November 2014 at 10:00 a.m. at which the above proposals will be considered is set out in Appendix III to this circular.

A form of proxy for the AGM is also enclosed with this circular. Whether or not you are able to attend the AGM, 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 AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof if you so wish, and in such event, the instrument appointing the proxy shall be deemed to be revoked.

\* *for identification purposes only*

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## DEFINITIONS

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

“AGM”	the 2014 annual general meeting of the Company to be held on Wednesday, 19 November 2014, notice of which is set out in Appendix III to this circular;
“Board”	the board of Directors;
“Bye-laws”	the bye-laws of the Company;
“close associate(s)”	has the meaning ascribed to it in the Listing Rules;
“Company”	Solartech International Holdings Limited, a company incorporated in Bermuda with limited liability, the Shares of which are listed on the main board of the Stock Exchange (Stock Code: 1166);
“core connected person”	has the meaning ascribed to it in the Listing Rules;
“Director(s)”	director(s) of the Company;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China;
“Issue Mandate”	the proposed general and unconditional mandate to be granted to the Directors to exercise all the powers of the Company to allot, issue and otherwise deal with new Shares not exceeding 20% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing of the resolution granting such mandate (as extended by adding to it the aggregate nominal value of the share capital of the Company repurchased under the Repurchase Mandate);
“Latest Practicable Date”	13 October 2014, being the latest practicable date prior to the printing of this circular for ascertaining certain information herein;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;

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## DEFINITIONS

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“Repurchase Mandate”	the proposed general and unconditional mandate to be granted to the Directors to exercise all the powers of the Company to repurchase Shares up to a maximum of 10% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing of the resolution granting such mandate;
“Scheme Mandate Limit”	the maximum number of Shares which may be allotted and issued upon exercise of all options to be granted under the Share Option Scheme;
“Share(s)”	ordinary share(s) of HK\$0.01 each in the capital of the Company;
“Shareholder(s)”	holder(s) of the Share(s);
“Share Option Scheme”	the share option scheme adopted by the Company on 18 December 2012;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited; and
“%”	per cent.

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LETTER FROM THE BOARD

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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)**

*Executive directors:*

CHAU Lai Him (*Chairman and Managing Director*)

ZHOU Jin Hua (*Deputy Chairman*)

LIU Dong Yang

BUYAN-OTGON Narmandakh

*Registered office:*

Clarendon House

2 Church Street

Hamilton HM11

Bermuda

*Independent non-executive directors:*

CHUNG Kam Kwong

LO Wai Ming

LO Chao Ming

*Head office and principal*

*place of business:*

No. 7, 2nd Floor

Kingsford Industrial Centre

13 Wang Hoi Road

Kowloon Bay

Kowloon

Hong Kong

17 October 2014

*To the Shareholders,*

Dear Sir/Madam,

**PROPOSALS FOR GENERAL MANDATES  
TO ISSUE NEW SHARES AND REPURCHASE SHARES,  
RE-ELECTION OF RETIRING DIRECTORS,  
REFRESHMENT OF SCHEME MANDATE LIMIT  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the AGM to be held on Wednesday, 19 November 2014, for the approval of (i) granting

\* *for identification purposes only*

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## LETTER FROM THE BOARD

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to the Directors of the Issue Mandate; (ii) granting to the Directors of the Repurchase Mandate; (iii) re-election of retiring Directors and (iv) refreshment of the Scheme Mandate Limit. The existing general mandates for the issue of new Shares and the repurchase of Shares will lapse at the conclusion of the forthcoming AGM.

### GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES

An ordinary resolution will be proposed at the AGM that the Directors be granted the Issue Mandate.

As at the Latest Practicable Date, the Company had an aggregate of 1,889,853,900 Shares in issue. Subject to the passing of the proposed ordinary resolution at the AGM for the approval of granting of the Issue Mandate to the Directors and on the basis that no Shares would be issued by the Company from the Latest Practicable Date up to the date of the AGM, the Issue Mandate would allow the Directors to allot and issue up to a maximum of 377,970,780 Shares, representing 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the AGM. Details of the Issue Mandate are set out in ordinary resolution A under item 6 of the notice of the AGM.

At the AGM, an ordinary resolution will also be proposed that the Directors be granted the Repurchase Mandate. Details of the Repurchase Mandate are set out in ordinary resolution B under item 6 of the notice of the AGM.

In addition, an ordinary resolution will be proposed at the AGM adding any Shares repurchased under the Repurchase Mandate to the total number of Shares which may be allotted and issued under the Issue Mandate. Details are set out in ordinary resolution C under item 6 of the notice of the AGM.

The Repurchase Mandate and the Issue Mandate would continue in force until the earliest of (i) the conclusion of the next annual general meeting of the Company unless it is renewed at such meeting; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws or any applicable laws to be held; and (iii) the passing of an ordinary resolution by the Shareholders in a general meeting of the Company held prior to the next annual general meeting of the Company revoking or varying the Issue Mandate and the Repurchase Mandate.

An explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the Repurchase Mandate is set out in Appendix I to this circular. The explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution at the AGM in relation to the Repurchase Mandate.

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## LETTER FROM THE BOARD

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### RE-ELECTION OF RETIRING DIRECTORS

Messrs. Chau Lai Him, Liu Dong Yang and Lo Wai Ming will retire from office as Directors at the AGM and each of the aforementioned Directors, being eligible, will offer themselves for re-election at the AGM pursuant to bye-law 87 of the Bye-laws.

Brief biographies of Messrs. Chau Lai Him, Liu Dong Yang and Lo Wai Ming, which are required to be disclosed pursuant to the Listing Rules, are set out in Appendix II to this circular.

### REFRESHMENT OF THE SCHEME MANDATE LIMIT

Pursuant to an ordinary resolution passed at the 2012 annual general meeting of the Company held on 18 December 2012, the Company conditionally adopted the Share Option Scheme. The details of the Share Option Scheme were set out in a circular to the Shareholders of the Company dated 24 October 2012. Apart from the Share Option Scheme, the Company has no other share option scheme currently in force.

The maximum number of Shares that may be issued upon exercise of all the options to subscribe for Shares to be granted pursuant to the Share Option Scheme under the existing Scheme Mandate Limit is 15,624,565 Shares, which represented 10% of the Shares in issued as at the date of adoption of the Share Option Scheme.

As at the Latest Practicable Date, no share options were granted, exercised, lapsed, cancelled or outstanding under the Share Option Scheme. The maximum number of Shares in respect of which options may be granted pursuant to the Share Option Scheme under the existing Scheme Mandate Limit is 15,624,565 Shares, representing approximately 0.83% of the 1,889,853,900 Shares in issue as at the Latest Practicable Date.

The Scheme Mandate Limit may be “refreshed” by the approval of the Shareholders in general meeting and the “refreshed” Scheme Mandate Limit must not exceed 10% of the issued share capital of the Company as at the date of approval of the “refreshed” Scheme Mandate Limit. Share options previously granted under the Share Option Scheme (including options outstanding, cancelled, exercised or lapsed in accordance with the terms of the Share Option Scheme or any other share option schemes of the Group) shall not be counted for the purposes of calculating the “refreshed” Scheme Mandate Limit. The Directors therefore propose that the Scheme Mandate Limit be refreshed and the refreshment of the Scheme Mandate Limit will be subject to (i) the passing of an ordinary resolution by the Shareholders at the AGM to approve the refreshment of the Scheme Mandate Limit; and (ii) the Listing Committee of the Stock Exchange granting the approval of the listing of, and permission to deal in, the Shares to be issued upon exercise of any options that may be granted pursuant to the Share Option Scheme under the refreshed Scheme Mandate Limit.

Assuming that the refreshment of the Scheme Mandate Limit is approved at the AGM, and that no Shares will be issued and/or repurchased by the Company from the Latest Practicable Date until

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## LETTER FROM THE BOARD

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the date of the AGM, the aggregate number of Shares that may be issued under the options to be granted pursuant to the Share Option Scheme under the Scheme Mandate Limit (as refreshed) will be 188,985,390 Shares, representing approximately 10% of the 1,889,853,900 Shares in issue as at the Latest Practicable Date.

Pursuant to the Listing Rules, the maximum number of Shares in respect of which options may be granted under the Share Option Scheme together with any options outstanding and yet to be exercised under the Share Option Scheme and any other schemes of the Company shall not exceed 30% of the issued share capital of the Company from time to time. No option may be granted to any one person under the Share Option Scheme such that the total number of Shares issued and to be issued upon exercise of options granted and to be granted to that person in any 12-months period up to the date of the latest grant exceeds 1% of the Company's issued share capital from time to time.

Application will be made to the Stock Exchange for the listing of and permission to deal in the Shares to be issued upon exercise of any options that may be granted pursuant to the Share Option Scheme under the refreshed Scheme Mandate Limit.

### NOTICE OF THE AGM

Notice of the AGM is set out in Appendix III to this circular. A proxy form for appointing proxy is also enclosed with this circular and published on the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)). Whether or not you are able to attend the AGM, 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 not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of a proxy form will not preclude you from attending and voting in person at the AGM or any adjournment thereof if you so wish, and in such event, the instrument appointing the proxy shall be deemed to be revoked.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, all resolutions will be put to vote by way of poll at the AGM pursuant to bye-law 66 of the Bye-laws. An announcement on the poll vote results will be made by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholders will be required to abstain from voting on any resolutions to be approved at the AGM.

### RECOMMENDATION

The Directors consider that the proposed granting of the Issue Mandate and the Repurchase Mandate to the Directors, the re-election of the retiring Directors and the refreshment of the Scheme Mandate Limit are in the best interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of all of the resolutions to be proposed at the AGM.



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## LETTER FROM THE BOARD

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### 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 Company. 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.

### GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendices to this circular.

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

This Appendix serves as an explanatory statement, as required by Rule 10.06 of the Listing Rules, to provide certain information to the Shareholders for consideration of the proposal to approve the Repurchase Mandate.

## **1. SHARE CAPITAL**

As at the Latest Practicable Date, there were a total of 1,889,853,900 Shares in issue.

Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares would be issued or repurchased before the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 188,985,390 Shares during the course of the period from the AGM to 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 or any applicable laws to be held; and (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

## **2. REASONS FOR REPURCHASES**

The Directors believe that it is in the best interests of the Company and the Shareholders to seek a general authority from the Shareholders to enable the Company to repurchase its Shares on the Stock Exchange. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value and/or earnings per Share of the Company and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

## **3. FUNDING OF REPURCHASES**

Repurchases made pursuant to the Repurchase Mandate shall be funded out of cash flow or working capital facilities of the Group which will be funds legally available for the purpose in accordance with the Bye-laws and the applicable laws of Bermuda. Under the laws of Bermuda, the repurchased Shares will be cancelled and the Company's issued share capital will be reduced by the nominal value of those repurchased Shares accordingly. However, the aggregate amount of the Company's authorised capital will not be reduced.

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the Company's annual report for the year ended 30 June 2014) in the event that the Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital requirements of the Company or the gearing levels of the Company.

#### 4. SHARE PRICES

The following table shows the highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the 12 months preceding the Latest Practicable Date:

Month	Share prices per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2013</b>		
October	0.203	0.160
November	0.218	0.164
December	0.175	0.158
<b>2014</b>		
January	0.168	0.134
February	0.148	0.129
March	0.220	0.138
April	0.189	0.100
May	0.129	0.104
June	0.128	0.104
July	0.127	0.106
August	0.141	0.108
September	0.136	0.103
1 October to Latest Practicable Date	0.118	0.100

#### 5. GENERAL

As at the Latest Practicable Date, none of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates, has any present intention to sell any Shares to the Company or its subsidiaries, if the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will only exercise the Repurchase Mandate in accordance with the Listing Rules, the applicable laws of Bermuda and the regulations set out in the Bye-laws.

The Company has not been notified by any core connected person of the Company (as defined in the Listing Rules) that such a person has a present intention to sell, or has undertaken not to sell, any Shares to the Company, if the Repurchase Mandate is approved by the Shareholders.

If, as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Hong Kong Code on Takeovers and Mergers (the "Code"). Accordingly, a Shareholder or a group of Shareholders acting in concert, depending on the level of increase of the Shareholders'

interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Code. As at the Latest Practicable Date, the Company had no substantial Shareholders. Such an increase will not trigger any mandatory general offer obligations under the Code. Save as disclosed above, the Directors are currently not aware of any consequences which will arise under the Code as a result of any repurchase made under the Repurchase Mandate.

In the last six months preceding the Latest Practicable Date, the Company had not repurchased Shares, whether on the Stock Exchange or otherwise.

Pursuant to the Listing Rules, the particulars of the Directors who will retire at the AGM according to the Bye-laws of the Company and who are proposed to be re-elected at the AGM are provided below:

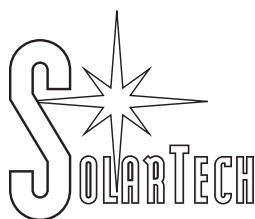
### EXECUTIVE DIRECTORS

**Mr. Chau Lai Him** (“**Mr. Chau**”), aged 63, is the chairman and managing director of the Company and the founder of the Group. He has been appointed as an executive Director of the Company since November 1996. He is responsible for the overall management, strategic planning and business development of the Group. He has more than 30 years’ experience in the cable and wire industry and extensive experience in the mining industry. Mr. Chau does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders of the Company, nor does he have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (the “**SFO**”). Mr. Chau does not have a service contract with the Company and is entitled to director’s emolument of HK\$5,200,000 per annum which is determined by the Board based on, amongst other things, his duties, level of responsibilities and performance. He is subject to retirement by rotation and re-election in accordance with the Bye-laws of the Company. Save as disclosed herein, Mr. Chau does not hold any other directorship and there are no other matters concerning Mr. Chau that needs to be brought to the attention of the Shareholders nor any information that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) (inclusive) of the Listing Rules.

**Mr. Liu Dong Yang** (“**Mr. Liu**”), aged 40, joined the Group in September 1995 and has been appointed as an executive Director since January 2010. Mr. Liu 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 and is responsible for the financial matters for the trading and manufacturing operations in Shanghai. He holds a college diploma in international finance from Hunan Finance and Economics College and a bachelor degree in business administration from the distance education college of Renmin University of China. He has more than 15 years’ experience in finance and accounting. Mr. Liu is entitled to receive a basic salary of RMB10,150 per month (equivalent to approximately HK\$12,680) and a discretionary performance bonus in his capacity as the deputy general manager of Shanghai Chau’s. Mr. Liu does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders of the Company, nor does he have any interests in the shares of the Company within the meaning of Part XV of the SFO. Mr. Liu does not have a service contract with the Company and he is entitled to a fixed director’s fee of HK\$264,000 per annum which is determined with reference to market rates. He is subject to retirement by rotation and re-election in accordance with the Bye-laws of the Company. Save as disclosed herein, Mr. Liu does not hold any other directorship and there are no other matters concerning Mr. Liu that needs to be brought to the attention of the Shareholders nor any information that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) (inclusive) of the Listing Rules.

**INDEPENDENT NON-EXECUTIVE DIRECTOR**

**Mr. Lo Wai Ming** (“**Mr. Lo**”), aged 62, has been appointed as an independent non-executive Director of the Company since January 2000. He is the president of Greater China Asset Management Limited. He is also the director and general manager of SW China Strategic Holdings Limited. Save as disclosed herein, Mr. Lo does not hold any other position within the Group or any other directorship. He has over 30 years’ extensive experience in capital investment, consumer marketing, infrastructure investment and management, business development and corporate finance. He holds a bachelor degree in social sciences (Hons) and a master degree in business administration from the Chinese University of Hong Kong. He is a fellow of the Chartered Institute of Marketing and the Chartered Management Institute of the United Kingdom. Since his appointment as an independent non-executive Director of the Company on 6 January 2000, Mr. Lo has been in such office for more than 14 years as at the Latest Practicable Date. Mr. Lo confirmed that he has satisfied all factors set out in Rule 3.13 of the Listing Rules in assessing his independence. The Board believes that Mr. Lo will continue to be independent and should be re-elected because of his extensive knowledge and experience. Mr. Lo does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders of the Company, nor does he have any interests in the shares of the Company within the meaning of Part XV of the SFO. Mr. Lo does not have a service contract with the Company and he is entitled to a fixed director’s fee of HK\$204,000 per annum which is determined with reference to market rates. Save as disclosed herein, there are no other matters concerning Mr. Lo that need to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to Rule 13.51(2)(h) to (v) (inclusive) of the Listing Rules.

**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 2014 ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 2014 Annual General Meeting (the “**Meeting**”) of Solartech International Holdings Limited (the “**Company**”) will be held at Room 727, 7/F, KITEC, 1 Trademart Drive, Kowloon Bay, Kowloon, Hong Kong, on Wednesday, 19 November 2014 at 10:00 a.m. for the following purposes:

1. To consider and adopt the audited financial statements and the reports of the directors and auditors for the year ended 30 June 2014.
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 Wai 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 auditors of the Company and to authorise the board of directors to fix their 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 “**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:
- (1) a Rights Issue (as hereinafter defined);
  - (2) 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;
  - (3) 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
  - (4) 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 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; 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).”

**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 repurchase Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other 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 nominal amount of Shares of the Company which the Directors is authorised to repurchase pursuant to the approval granted in paragraph (a) of this Resolution shall not exceed 10 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 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 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 the Resolutions set out in paragraphs A and B of item 6 in this notice convening the Meeting, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with 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, pursuant to the Resolution set out in paragraph A of item 6 above be and is hereby extended by the addition to the aggregate nominal amount of share capital of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate, an amount representing

the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to the Resolution set out in paragraph B of item 6 above provided that such amount shall not exceed 10 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.”

7. “**THAT** subject to and conditional upon the Listing Committee of the Stock Exchange granting the approval of the listing of, and permission to deal in, the Shares to be issued pursuant to the exercise of any Share Options (as hereinafter defined) that may be granted pursuant to the Share Option Scheme (as hereinafter defined) under the Refreshed Scheme Mandate Limit (as hereinafter defined), the refreshment of the total number of Shares that may be issued upon exercise of all the options (the “**Share Options**”) to subscribe for Shares to be granted under the share option scheme of the Company adopted on 18 December 2012 (the “**Share Option Scheme**”) be and is hereby approved provided that the total number of Shares which may be allotted and issued upon exercise of all the Share Options to be granted under the Share Option Scheme (excluding options previously granted, outstanding, cancelled, exercised, or lapsed in accordance with the terms of the Share Option Scheme or any other share option schemes of the Company or its subsidiaries, as the case may be) shall not exceed 10 per cent. of the issued share capital of the Company as at the date of the passing of this Resolution (the “**Refreshed Scheme Mandate Limit**”) and the Directors be and are hereby authorised to grant the Share Options under the Share Option Scheme up to the Refreshed Scheme Mandate Limit, to exercise all powers of the Company to allot, issue and deal with the Shares of the Company pursuant to the exercise of the Share Options and to do such acts and execute such documents for or incidental to such purposes.”

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

Hong Kong  
17 October 2014

*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, 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 No. 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 any adjournment thereof.
- (2) The register of members of the Company will be closed for the purpose of holding the Meeting from Monday, 17 November 2014 to Wednesday, 19 November 2014, both days inclusive, during which period no transfer of Shares

will be effected. 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 Branch Share Registrar in Hong Kong, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on Friday, 14 November 2014.

- (3) In accordance with the Rules Governing the Listing of Securities on the Stock Exchange, an explanatory statement containing further details regarding the Resolution set out in paragraph B of item 6 of this notice is set out in Appendix I to the circular to the shareholders of the Company dated 17 October 2014.
- (4) 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.
- (5) 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.
- (6) 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.
- (7) 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.

*\* for identification purposes only*