

---

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

---

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 or registered institution 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 (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank manager, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

---



**SOLARTECH INTERNATIONAL HOLDINGS LIMITED**

**星凱控股有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 1166)**

**REFRESHMENT OF  
CURRENT GENERAL MANDATE TO ISSUE SHARES  
AND  
NOTICE OF SPECIAL GENERAL MEETING**

**Independent Financial Adviser to the Independent Board Committee  
and the Independent Shareholders**

**Nuada Limited**

*Corporate Finance Advisory*

---

A letter from an independent committee of the board of the Company (the “Independent Board Committee”) is set out on page 11 of this circular. A letter from Nuada Limited, the independent financial adviser to the Independent Board Committee and the independent shareholders of the Company is set out on pages 12 to 24 of this circular.

A notice convening a special general meeting (the “SGM”) of the Company to be held at 10:30 a.m. on Thursday, 14 July 2016 at Room 2601-05, 26/F, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong is set out on pages 25 to 27 of this circular. A form of proxy for use at the SGM is also enclosed with this circular.

A form of proxy for use at the SGM is enclosed with this circular. Whether or not you are able to attend the SGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the head office and principal place of business of the Company in Hong Kong at Room 2601-05, 26/F, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the SGM or any adjournment thereof. 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 should you so wish, and in such event, the form of proxy shall be deemed to be revoked.

---

## CONTENTS

---

	<i>Page</i>
<b>Definitions</b> .....	1
<b>Letter from the Board</b> .....	3
<b>Letter from the Independent Board Committee</b> .....	11
<b>Letter from the Independent Financial Adviser</b> .....	12
<b>Notice of Special General Meeting</b> .....	25

---

## DEFINITIONS

---

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

“AGM”	the annual general meeting of the Company held on 22 December 2015
“associates”	has the same meaning as ascribed to it under the Listing Rules
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company
“Company”	Solartech International Holdings Limited, a company incorporated in Bermuda with limited liability and the issued Shares of which are listed on the Main Board of the Stock Exchange
“Current General Mandate”	the general mandate approved at the AGM authorising the Directors to allot and issue Shares of up to 20% of the number of issued Shares of the Company as at the date of passing the relevant ordinary resolution at the AGM
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Board Committee”	an independent committee of the Board, comprising the independent non-executive Directors, to advise the Independent Shareholders as to the fairness and reasonableness of the refreshment of the Current General Mandate, the voting at the SGM for the refreshment of the Current General Mandate and whether the refreshment of the Current General Mandate are in the interests of the Company and the Shareholders as a whole
“Independent Financial Adviser”	Nuada Limited, a licensed corporation under the SFO to conduct Type 1 and Type 6 regulated activities appointed to advise the Independent Board Committee and the Independent Shareholders in relation to the refreshment of the Current General Mandate

---

## DEFINITIONS

---

“Independent Shareholder(s)”	Shareholder(s) other than the Directors (excluding independent non-executive Directors) and the chief executives and all their respective associates
“Latest Practicable Date”	22 June 2016, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Placing”	the placing of 326,560,000 Shares as announced in the announcements of the Company dated 22 April 2016 and 12 May 2016 respectively
“PRC”	the People’s Republic of China but excluding, for the purposes of this circular, Hong Kong, Macau Special Administrative Region of the PRC and Taiwan
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“SGM”	the special general meeting of the Company to be convened and held on Thursday, 14 July 2016 to consider and, if thought fit, to approve the proposed refreshment of the Current General Mandate and the matters contemplated thereunder
“Share(s)”	existing ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“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

星凱控股有限公司\*

*(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

CHAU Chi Ho

*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 in Hong Kong:*

Room 2601-05, 26/F

China Resources Building

26 Harbour Road

Wanchai

Hong Kong

24 June 2016

*To the Shareholders*

Dear Sir or Madam,

### REFRESHMENT OF CURRENT GENERAL MANDATE TO ISSUE SHARES AND NOTICE OF SPECIAL GENERAL MEETING

#### INTRODUCTION

Reference is made to the announcements of the Company dated 22 April 2016 and 12 May 2016 respectively in relation to the Placing of 326,560,000 Shares at the placing price of HK\$0.195 per Share completed on 12 May 2016.

The Board proposes the refreshment of the Current General Mandate subject to the Independent Shareholders' approval. An ordinary resolution will be proposed at the SGM to the Independent Shareholders to consider and, if thought fit, approve the refreshment of the Current General Mandate.

\* *For identification purposes only*

---

## LETTER FROM THE BOARD

---

The purpose of this circular is to provide you with the information relating to (i) the refreshment of the Current General Mandate to be proposed at the SGM; (ii) the recommendation from the Independent Board Committee to the Independent Shareholders on the refreshment of the Current General Mandate; (iii) the recommendation from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders on the proposed refreshment of the Current General Mandate; and (iv) the notice of SGM.

### CURRENT GENERAL MANDATE

At the AGM, the Shareholders approved, among other things, an ordinary resolution for granting to the Directors the Current General Mandate to allot and issue up to a maximum of 326,562,468 Shares, representing 20% of the number of issued Shares of the Company as at the date of passing of the relevant resolution.

Reference is made to the announcements of the Company dated 22 April 2016 and 12 May 2016 respectively in relation to the Placing of 326,560,000 Shares at the placing price of HK\$0.195 per Share completed on 12 May 2016. The Current General Mandate has been utilised as to approximately 99.99% by way of the Placing. The net proceeds of approximately HK\$61.8 million raised from the Placing are intended to be applied as to (i) approximately HK\$22 million for redemption of the promissory note with principal face value of HK\$42 million (which was issued by the Company on 18 April 2016 for the settlement of part of the consideration for the acquisition of the entire issued share capital in Pico Zeman Securities (HK) Limited as disclosed in the announcements of the Company dated 19 October 2015, 20 October 2015 and 18 April 2016) and (ii) approximately HK\$39.8 million for repayment of trust receipt loans and general working capital of the Group as disclosed in the announcements of the Company dated 22 April 2016 and 12 May 2016, among which HK\$7 million has been utilised for repayment of trust receipt loans and the remaining HK\$32.8 million has been deposited at the banks. It is expected that the net proceeds from the Placing will be applied as initially intended.

As at the Latest Practicable Date, the Company has not made any refreshment of the Current General Mandate since the AGM and there are no outstanding options, warrants, convertible securities or other rights to subscribe for Shares.

### PROPOSED REFRESHMENT OF THE CURRENT GENERAL MANDATE

The Company will convene the SGM at which an ordinary resolution will be proposed to the Independent Shareholders that the Directors be granted the general mandate to allot and issue Shares not exceeding 20% of the number of issued Shares of the Company as at the date of passing the relevant ordinary resolution at the SGM.

As at the Latest Practicable Date, the Company had an aggregate of 1,959,372,340 Shares in issue. Subject to the passing of the ordinary resolution for the approval of the refreshment of the Current General Mandate and on the basis that no further Shares will be issued and/or repurchased by the Company between the Latest Practicable Date and the date of the SGM, the Company will be allowed to allot and issue up to 391,874,468 Shares, being 20% of the number of issued Shares of the Company as at the Latest Practicable Date.

---

## LETTER FROM THE BOARD

---

The refreshed Current General Mandate will expire at the earliest of (a) the conclusion of the next annual general meeting of the Company; (b) the date by which the next annual general meeting of the Company is required to be held by law or by the Bye-laws; or (c) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company prior to the next annual general meeting of the Company.

### REASONS FOR THE REFRESHMENT OF THE CURRENT GENERAL MANDATE

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, trading of metallurgical grade bauxite, investment properties and mining business.

As explained in the paragraph headed “Current General Mandate” above, the Current General Mandate has been almost fully utilised as at the Latest Practicable Date. The next annual general meeting of the Company is expected to be held in or about December 2016, which is about 6 months from the date of this circular.

As confirmed by the Directors, while it is the intention of the Company to utilize the refreshed current General Mandate in the coming six months, the Company has no current concrete plan to utilise the Current General Mandate to be refreshed for the time being. In order to provide additional flexibility to allow the Company to grasp appropriate fund raising opportunities, the Board believes that the refreshment of the Current General Mandate is in the best interests of the Company and the Shareholders as a whole by maintaining the financial flexibility necessary for the Group’s future business expansion and development as well as to cater for future funding requirement of the Group.

The Group will continue to diversify and develop new businesses with a view to enhancing its income stream. In 2015, the Group has tapped into areas of (i) securities brokerage and dealing; and (ii) advertising and marketing related services through the following acquisitions:

- (a) on 19 October 2015, the Group entered into an agreement to acquire entire issued share capital of Pico Zeman Securities (HK) Limited (“**Pico Zeman**”) with an aggregate consideration of HK\$72 million. The core business of Pico Zeman comprises of securities brokerage and dealing. It holds a Type 1 regulated activity (dealing in securities) license issued by Securities and Futures Commission of Hong Kong under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). The aforementioned acquisition was completed on 18 April 2016; and
- (b) on 10 December 2015, the Group entered into an agreement to acquire 49% equity of Idea International Holdings Limited (“**Idea International**”) with an aggregate consideration of HK\$130 million. An indirect owned subsidiary of Idea International is named 廣州市藝典廣告有限公司 (for identification purpose only, Guangzhou Yi Dian Advertising Company Limited) is principally engaged in the provision of (i) advertising and media services; (ii) branding and marketing services; (iii) corporate image and strategy services;

---

## LETTER FROM THE BOARD

---

and (iv) innovation strategy services in the PRC. The aforementioned acquisition was completed on 16 May 2016.

Save as disclosed above, the Company has not yet identified any concrete development plan as at the Latest Practicable Date.

The unaudited amount of the Company's bank balance and cash as at the Latest Practicable Date was approximately HK\$164.8 million (which include the bank balance and cash of approximately HK\$110 million as at 30 April 2016 and adjusted by (i) the net proceeds from the Placing of approximately HK\$61.8 million and (ii) HK\$7 million for the repayment of trust receipt loans). The estimated capital required for the Group in the coming 12 months will be:

- (a) approximately HK\$22.0 million are assigned for the redemption of the promissory note with principal face value of HK\$42.0 million (which was issued by the Company on 18 April 2016 for the settlement of part of the consideration for the acquisition of the entire issued share capital in Pico Zeman) (the "**First Promissory Note**");
- (b) approximately HK\$56 million will be used for (i) the general working capital of Hong Kong office and the PRC operations of the Group in the next 12 months (including the administrative and operation expenses, such as salaries and professional fees and other office expenses, etc.) (approximately HK\$4.2 million per month); and (ii) the interest expenses for the Second Promissory Note (as defined below);
- (c) as stated in the Company's announcements dated 10 December 2015 and 16 May 2016 respectively, the Company issued a promissory note with principal face value of HK\$100.0 million and 24 months maturity at 6% interest per annum (the "**Second Promissory Note**") (which was issued by the Company on 16 May 2016 for the settlement of part of the consideration for the acquisition of 49% of the entire share capital of Idea International). Approximately HK\$50.0 million are assigned for redemption for the Second Promissory Note in the coming 12 months;
- (d) approximately HK\$60 million are assigned for the repayment of the bank loans which are due before the end of December 2016; and
- (e) approximately HK\$18 million are assigned for the repayment of the trust receipt loans which are due before the end of September 2016.

Based on the existing Company's bank balance and cash of approximately \$164.8 million as stated above, and the expected working capital requirement for the coming 12 months of approximately HK\$206 million, the Company may have to raise capital to meet the aforesaid capital requirement. It is the intention of the Company to utilize the refreshed Current General Mandate in the coming six months. As such, the Directors consider that the refreshment of Current General Mandate is appropriate and is in the interests of the Group and the Shareholders as a whole. While the Company is aware of the



---

## LETTER FROM THE BOARD

---

need to raise capital in order to meet the expected working capital requirement for the coming 12 months, the Company has no concrete fundraising plan as at the Latest Practicable Date. The Company will grasp any suitable fundraising opportunities should attractive terms for investment become available from potential investors and there is currently no particular fundraising opportunity being identified by the Company as at the Latest Practicable Date. If any fundraising opportunities materialise, the Company will make further announcement(s) as and when appropriate in compliance with the Listing Rules.

The Board considers equity financing to be an important avenue of resources to the Group since it does not create any interest paying obligations on the Group. In appropriate circumstances, the Group will also consider other financing methods such as debt financing or internal cash resources to fund its future business development.

The Directors have no concrete plan for raising capital by issuing new Shares as at the Latest Practicable Date, and there is currently no concrete proposal presented by potential investors for investment in the Shares. Nevertheless, the Board is now proposing to seek the approval of Independent Shareholders at the SGM for the refreshment of the Current General Mandate such that, should attractive terms for investment in the Shares become available from potential investors, the Board would be able to respond to the market promptly as fund raising exercise pursuant to a general mandate provides the Company with a more simple and less lead time process than other types of fund raising exercises as well as to avoid the uncertainties in such circumstances that specific mandate may not be obtained in a timely manner. The Directors consider that funding requirements or appropriate investment opportunities may or may not arise at any time prior to the next annual general meeting. If such opportunities arise prior to the next annual general meeting, decisions may have to be made within a limited period of time.

If any potential investors offer attractive terms for investment in the Shares subject to the then market conditions, the Directors will consider and may conduct an equity fund raising exercise by issuing new Shares, the proceeds of which may be used for redemption of the promissory note with principal face value of HK\$100,000,000 (which was issued by the Company on 16 May 2016 for the settlement of part of the consideration for the acquisition of 49% of the entire issued share capital of Idea International Holdings Limited as disclosed in the announcement of the Company dated 10 December 2015), general working capital and/or supporting the Group's future business development. Announcement(s) will be made by the Company in the event any concrete fund raising plan arises as and when appropriate in compliance with the Listing Rules. There has not been any refreshment of the Current General Mandate since the AGM.

Given that the Company has no current intention to utilise the refreshed Current General Mandate immediately after the refreshment, there will be no immediate dilution impact on the Shareholders. Further, any issue of Shares under the refreshed Current General Mandate will comply with the requirements under the Listing Rules and thus the dilution effect will be limited. The Board will also consider the potential dilution effect on the minority Shareholders when utilizing the refreshed Current General Mandate.

---

## LETTER FROM THE BOARD

---

As such, taking into consideration of the financial flexibility and the potential dilution effect, the Directors consider that the proposed grant of refreshed Current General Mandate is justifiable and in the interests of the Company and the Shareholders as a whole.

In view of the above, the Directors consider that the refreshment of the Current General Mandate is appropriate and is in the best interests of the Company and the Shareholders as a whole.

### INDEPENDENT BOARD COMMITTEE

The Independent Board Committee which comprises Mr. Chung Kam Kwong, Mr. Lo Wai Ming and Mr. Lo Chao Ming, all being the independent non-executive Directors, has been established to advise the Independent Shareholders on the refreshment of the Current General Mandate.

Nuada Limited has been appointed as the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders in respect of the refreshment of the Current General Mandate.

The Independent Board Committee and the Directors, having taken into account the advice of the Independent Financial Adviser, consider that the refreshment of the Current General Mandate is in the interests of the Company and the Shareholders as a whole and is fair and reasonable so far as the Independent Shareholders are concerned and accordingly recommend the Independent Shareholders to vote in favour of the ordinary resolution which will be proposed at the SGM for approving the refreshment of the Current General Mandate.

The text of the letter from the Independent Board Committee is set out on page 11 of this circular and the text of the letter from the Independent Financial Adviser containing its advice is set out on pages 12 to 24 of this circular.

### GENERAL INFORMATION

Your attention is also drawn to the letter of advice from the Independent Financial Adviser set out on pages 12 to 24 of this circular which contains its advice to the Independent Board Committee and the Independent Shareholders in connection with the refreshment of the Current General Mandate and the letter from the Independent Board Committee set out on page 11 of this circular which contains its recommendation to the Independent Shareholders in relation to the refreshment of the Current General Mandate.

### 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

---

## LETTER FROM THE BOARD

---

not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

### SGM

A notice convening the SGM to be held at 10:30 a.m. on Thursday, 14 July 2016 at Room 2601-05, 26/F, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong is set out on pages 25 to 27 of this circular for the purpose of considering and, if thought fit, passing the resolution set out therein.

A form of proxy for the SGM is enclosed with this circular. Whether or not you are able to attend the SGM, you are requested to complete and return enclosed proxy form in accordance with the instructions printed thereon to the head office and principal place of business of the Company in Hong Kong at Room 2601-05, 26/F, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the SGM, or any adjournment thereof if you so wish, and in such event, the form of proxy shall be deemed to be revoked.

Pursuant to the Listing Rules, the refreshment of the Current General Mandate will be subject to the Independent Shareholders' approval by way of passing an ordinary resolution at the SGM at which any of the controlling Shareholders and their respective associates, or where there are no controlling Shareholders, Directors (excluding independent non-executive Directors) and the chief executives and all their respective associates shall abstain from voting in favour of the resolution approving the refreshment of Current General Mandate.

As at the Latest Practicable Date, there is no controlling Shareholder. Accordingly, the Directors (excluding independent non-executive Directors) and the chief executives and all their respective associates shall abstain from voting in favour of the resolution approving the refreshment of Current General Mandate. As at the Latest Practicable Date, the Directors (excluding the independent non-executive Directors) do not hold any Shares.

The Board has been advised by the Directors (excluding independent non-executive Directors) that they and their respective associates have no intention to vote against the resolution to approve the refreshment of the Current General Mandate.

The vote of the Independent Shareholders in respect of the refreshment of the Current General Mandate at the SGM will be taken by way of poll.

Save as disclosed above, to the best of the Director's knowledge, information and belief having made all reasonable enquiries, no other Shareholder is required to abstain from voting on the proposed resolution on the refreshment of the Current General Mandate at the SGM.

---

## LETTER FROM THE BOARD

---

### RECOMMENDATION

The Directors consider the proposed refreshment of the Current General Mandate is in the interests of the Company and the Shareholders as a whole and accordingly recommend the Independent Shareholders to vote in favour of the proposed resolution as set out in the notice of SGM.

The Independent Board Committee, having taken into account the advice of the Independent Financial Advisers in relation to the refreshment of the Current General Mandate, is of the opinion that the refreshment of the Current General Mandate is in the best interest of the Company and is fair and reasonable so far as the Independent Shareholders are concerned and accordingly recommends the Independent Shareholders to vote in favour of the resolution to be proposed at the SGM for approving the refreshment of the Current General Mandate.

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



**SOLARTECH INTERNATIONAL HOLDINGS LIMITED**  
**星凱控股有限公司\***  
*(Incorporated in Bermuda with limited liability)*  
**(Stock Code: 1166)**

24 June 2016

*To the Independent Shareholders*

Dear Sir or Madam,

**REFRESHMENT OF CURRENT GENERAL MANDATE TO ISSUE SHARES**

We refer to the circular of the Company dated 24 June 2016 (the “Circular”) of which this letter forms part. Unless the context requires otherwise, capitalised terms used herein shall have the same meanings as defined in the Circular.

We have been appointed by the Board to advise the Independent Shareholders as to whether the terms of the proposed refreshment of the Current General Mandate are fair and reasonable so far as the Independent Shareholders are concerned. Nuada Limited has been appointed as the independent financial adviser to advise us in this respect.

Having considered the principal reasons and factors considered by, and the advice of, Nuada Limited as set out in its letter of advice to us on pages 12 to 24 of the Circular, we are of the opinion that the refreshment of the Current General Mandate is in the interests of the Company and the Shareholders as a whole and the terms of which are fair and reasonable so far as the Company and the Independent Shareholders are concerned. Accordingly, we recommend the Independent Shareholders to vote in favour of the ordinary resolution to be proposed at the SGM to approve the refreshment of the Current General Mandate.

Yours faithfully,

*For and on behalf of the Independent Board Committee*

**Mr. CHUNG Kam Kwong**  
*Independent non-executive*  
*Director*

**Mr. LO Wai Ming**  
*Independent non-executive*  
*Director*

**Mr. LO Chao Ming**  
*Independent non-executive*  
*Director*

\* For identification purposes only

---

## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

---

*Set out below is the text of a letter received from Nuada Limited, the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders regarding the refreshment of the Current General Mandate for the purpose of inclusion in this circular.*

**Nuada Limited**

*Corporate Finance Advisory*

Unit 1805-08, 18/F  
OfficePlus @Sheung Wan  
93-103 Wing Lok Street  
Sheung Wan, Hong Kong  
香港上環永樂街93-103號  
協成行上環中心18樓1805-08室

24 June 2016

To: *The independent board committee and the independent shareholder of Solartech International Holdings Limited*

Dear Sirs,

### **REFRESHMENT OF CURRENT GENERAL MANDATE TO ISSUE SHARES**

We refer to our appointment as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in connection with the refreshment of the Current General Mandate, details of which are set out in the letter from the Board (the “**Board Letter**”) contained in the circular dated 24 June 2016 issued by the Company to the Shareholders (the “**Circular**”), of which this letter forms part. Capitalised terms used in this letter shall have the same meanings as defined in the Circular unless the context requires otherwise.

With reference to the Board Letter, at the AGM, the Shareholders approved, among other things, an ordinary resolution for granting to the Directors the Current General Mandate to allot and issue not more than 326,562,468 Shares, being 20% of the entire issued share capital of the Company of 1,632,812,340 Shares as at the date of passing of the relevant resolution. The Current General Mandate has subsequently been utilised as to approximately 99.99% by way of the Placing of 326,560,000 new Shares as announced by the Company on 22 April 2016 and which was completed on 12 May 2016 according to the Company’s announcement dated 12 May 2016. The Board proposed to seek approval of the Independent Shareholders for the refreshment of the Current General Mandate such that the Directors will be granted the authority to allot, issue and deal with new Shares not exceeding 20% of the total issued share capital of the Company as at the date of passing the relevant resolution at the SGM. Pursuant to Rule 13.36(4)(a) of the Listing Rules, the refreshment of the Current General Mandate requires the approval of the Independent Shareholders at the SGM at which any of the controlling Shareholders and their associates or, where there are no controlling Shareholders, the Directors (excluding the independent non-executive Directors), the chief executive of the Company and their respective associates are required to abstain from voting in favour of the resolution proposed for the approval of such grant, and under Rule 13.39 of the Listing Rules, any vote of the shareholders at the general meeting must be taken by way of poll unless it relates purely

---

## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

---

to a procedural or administrative matter. According to the management of the Company, the Company has no controlling Shareholders as at the Latest Practicable Date. Accordingly, the Directors (excluding independent non-executive Directors) and the chief executives and all their respective associates shall abstain from voting in favour of the resolution approving the refreshment of the Current General Mandate. As at the Latest Practicable Date, the Directors (excluding the independent non-executive Directors) do not hold any Shares.

The Board has been advised by the Directors (excluding independent non-executive Directors) that they and their respective associates have no intention to vote against the resolution to approve the refreshment of the Current General Mandate.

The vote of the Independent Shareholders in respect of the refreshment of the Current General Mandate at the SGM will be taken by way of poll.

Save as disclosed above, to the best of the Director's knowledge, information and belief having made all reasonable enquiries, no other Shareholder is required to abstain from voting on the proposed resolution on the refreshment of the Current General Mandate at the SGM.

The Independent Board Committee comprising Mr. Chung Kam Kwong, Mr. Lo Wai Ming and Mr. Lo Chao Ming (all being independent non-executive Directors) has been established to advise the Independent Shareholders as to whether the terms of the proposed refreshment of the Current General Mandate are fair and reasonable so far as the Independent Shareholders are concerned. We, Nuada Limited, have been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in this respect.

During the past two years, we acted as the independent financial adviser of the Company in respect of the other three transactions providing our independent view to the Company's independent board committee and the independent shareholders (Please refer to the Company's circulars dated 9 March 2015, 22 May 2015 and 11 September 2015 respectively for the detailed information of the aforesaid three transactions). Apart from normal professional fees for our services to the Company in connection with the engagements described above, no other arrangement exists whereby we will receive any fees and/or benefits from the Group. As at the Latest Practicable Date, to the best of our knowledge, information and belief having made all reasonable enquiries, we are not aware of any relationships or interests between us and the Company or its substantial Shareholders, Directors or chief executive, or any of their respective associates. We are independent under Rule 13.84 of the Listing Rules to act as the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in connection with the refreshment of the Current General Mandate.

### **BASIS OF OUR OPINION**

In formulating our opinion to the Independent Board Committee and the Independent Shareholders, we have relied on the statements, information, opinions and representations contained or referred to in the Circular and the information and

---

## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

---

representations as provided to us by the Directors. We have assumed that all information and representations that have been provided by the Directors, for which they are solely and wholly responsible, are true and accurate at the time when they were made and continue to be so as at the Latest Practicable Date. We have also assumed that all statements of belief, opinion, expectation and intention made by the Directors in the Circular were reasonably made after due enquiry and careful consideration. We have no reason to suspect that any material facts or information have been withheld or to doubt the truth, accuracy and completeness of the information and facts contained in the Circular, or the reasonableness of the opinions expressed by the Company, its advisers and/or the Directors, which have been provided to us. We consider that we have taken sufficient and necessary steps on which to form a reasonable basis and an informed view for our opinion in compliance with Rule 13.80 of the Listing Rules.

The Directors have collectively and individually accepted full responsibility for the accuracy of the information contained in the Circular and have confirmed, that having made all reasonable enquiries, which is to the best of their knowledge and belief, that the information contained in the 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 in the Circular or the Circular misleading.

We consider that we have been provided with sufficient information to reach an informed view and to provide a reasonable basis for our opinion. We have neither, however, conducted any independent in-depth investigation into the business and affairs of the Company, its subsidiaries or associates, nor have we considered the taxation implication on the Group or the Shareholders as a result of the refreshment of the Current General Mandate. Our opinion is necessarily based on the financial, economic, market and other conditions in effect and the information made available to us as at the Latest Practicable Date.

Shareholders should note that subsequent developments (including any material change in market and economic conditions) may affect and/or change our opinion and we have no obligation to update this opinion to take into account events occurring after the Latest Practicable Date or to update, revise or reaffirm our opinion. Nothing contained in this letter should be construed as a recommendation to hold, sell or buy any Shares or any other securities of the Company.

### PRINCIPAL FACTORS AND REASONS CONSIDERED

In arriving at our opinion in respect of the refreshment of the Current General Mandate, we have taken into consideration the following principal factors and reasons:

**(i) Background information of the refreshment of the Current General Mandate**

According to the management of the Company, and as stated in the Board Letter, the Company is an investment holding company and the Group is principally engaged in manufacturing and trading of cables and wires for use in household electrical appliances and electronic products, copper products, trading of metallurgical grade bauxite, investment properties and mining business.



---

## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

---

In addition, according to the management of the Company, the Group will continue to diversify and develop new businesses with a view to enhancing its income stream. In 2015, the Group has tapped into areas of (i) securities brokerage and dealing; and (ii) advertising and marketing related services through the following acquisitions:

- (i) On 19 October 2015, the Group entered into an agreement to acquire entire issued share capital of Pico Zeman Securities (HK) Limited (“**Pico Zeman**”) with an aggregate consideration of HK\$72 million. The core business of Pico Zeman comprises of securities brokerage and dealing. It holds a Type 1 regulated activity (dealing in securities) license issued by Securities and Futures Commission of Hong Kong under the SFO. The aforementioned acquisition was completed on 18 April 2016; and
- (ii) On 10 December 2015, the Group entered into an agreement to acquire 49% equity of Idea International Holdings Limited (“**Idea International**”) with an aggregate consideration of HK\$130 million. An indirect owned subsidiary of Idea International named 廣州市藝典廣告有限公司 (for identification purpose only, Guangzhou Yi Dian Advertising Company Limited) is principally engaged in the provision of (i) advertising and media services; (ii) branding and marketing services; (iii) corporate image and strategy services; and (iv) innovation strategy services in the PRC. The aforementioned acquisition was completed on 16 May 2016.

At the AGM, the Shareholders approved, among other things, an ordinary resolution for granting to the Directors the Current General Mandate to allot and issue not more than 326,562,468 Shares, being 20% of the entire issued share capital of the Company of 1,632,812,340 Shares as at the date of passing of the relevant resolution.

Reference is made to the announcements of the Company dated 22 April 2016 and 12 May 2016, in relation to, among other things, the Placing. On 12 May 2016, a total of 326,560,000 new Shares were allotted and issued by way of the Placing. After the issue and allotment of the aforesaid number of Shares pursuant to the Placing, the total number of Shares in issue has been increased from 1,632,812,340 Shares to 1,959,372,340 Shares. The Current General Mandate was subsequently mostly utilised as a result of the completion of the Placing and only 2,468 Shares can be allotted and issued under the Current General Mandate, which is approximately 0.0001% of the issued share of the Company as at the Latest Practicable Date.

The Board proposes to seek approval of the Independent Shareholders for the proposed refreshment of the Current General Mandate such that the Directors will be granted the authority to allot, issue and deal with new Shares not exceeding 20% of the total issued share capital of the Company as at the date of passing the relevant resolution at the SGM.

As at the Latest Practicable Date, the Company had 1,959,372,340 Shares in issue. On the basis that no Share would be issued or repurchased by the Company,

---

## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

---

no share option of the Company would be exercised from the Latest Practicable Date up to the date of the SGM, the refreshment of the Current General Mandate would allow the Directors to allot, issue and deal with up to 391,874,468 new Shares, representing 20% of the total issued share capital of the Company as at the date of the SGM.

### (ii) Reasons for the proposed refreshment of the Current General Mandate

With reference to the Board Letter, the Board would like to provide flexibility for the Company to raise funds for its future business development and/or opportunities to be identified by the Company through equity financing. Given that equity financing (i) does not incur any interest expenses on the Group as compared with bank financing; (ii) is less costly and time-consuming than raising funds by way of rights issue or open offer; and (iii) provides the Company with the capability to capture any capital raising and/or prospective investment opportunity as and when it arises, the Board proposes to refresh the Current General Mandate for the Directors to allot, issue and deal with new Shares with an aggregate nominal amount of not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of the SGM.

According to the management of the Company, the Group's core business is manufacturing and trading of cables and wires for use in household electrical appliances and electronic products, copper products, trading of metallurgical grade bauxite, investment properties and mining business. According to the Company's interim report for the six-months period ended 31 December 2015 (the "**Interim Report**"), the Group recorded a turnover of approximately HK\$405.81 million for the six-months period ended 31 December 2015 (the "**Six Months 2015**") (for the six-months period ended 31 December 2014 (the "**Six Months 2014**") was approximately HK\$416.15 million). According to note 3a in the section headed "Notes to the Condensed Consolidated Financial Statements" of the Interim Report, for the Six Months 2015, of which turnover from (i) sales of cables and wires amounted to approximately HK\$90.32 million (For the Six Months 2014 was approximately HK\$110.88 million); (ii) sales of copper rods amounted to approximately HK\$177.35 million (For the Six Months 2014 was approximately HK\$203.52 million); (iii) sales of metallurgical grade bauxite amounted to approximately HK\$126.16 million (For the Six Months 2014 was approximately HK\$75.79 million); (iv) investment properties amounted to approximately HK\$9.58 million (For the Six Months 2014 was approximately HK\$5.24 million); and (v) sales of other goods amounted to approximately HK\$2.40 million (For the Six Months 2014 was approximately HK\$20.73 million). For the Six Months 2015, the Group recorded a loss of approximately HK\$51.05 million (For the Six Months 2014 was loss of approximately HK\$78.26 million).

According to the management of the Company and as stated in the Board Letter, the unaudited amount of the Company's bank balance and cash as at Latest Practicable Date was approximately HK\$164.8 million (which include the bank balance and cash of approximately HK\$110.0 million as at 30 April 2016 and adjusted by (i) the net proceeds from Placing of approximately HK\$61.8 million and

---

## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

---

(ii) HK\$7.0 million for the repayment of trust receipt loans). After discussion with the management of the Company, the estimated capital required for the Group in the coming 12 months will be:

- (i) approximately HK\$22.0 million are assigned for redemption of the promissory note with principal face value of HK\$42.0 million (which was issued by the Company on 18 April 2016 for the settlement of part of the consideration for the acquisition of the entire issued share capital in Pico Zeman) (the “**First Promissory Note**”);
- (ii) approximately HK\$56.0 million will be used for (a) the general working capital of Hong Kong office and the PRC operations of the Group in the next 12 months (including the administrative and operation expenses, such as, salaries and professional fees and other office expenses, etc) (approximately HK\$4.2 million per month); and (b) the interest expenses for the Second Promissory Note as defined below;
- (iii) as stated in the Company’s announcements dated 10 December 2015 and 16 May 2016 and according to the management of the Company, the Company issued a promissory note with principal face value of HK\$100.0 million and 24 months maturity at 6% interest per annum (the “**Second Promissory Note**”) (which was issued by the Company on 16 May 2016 for the settlement of part of the consideration for the acquisition of 49% of the entire share capital of Idea International). Approximately HK\$50.0 million are assigned for redemption for the Second Promissory Note in the coming 12 months;
- (iv) approximately HK\$60.0 million are assigned for the repayment of the bank loans which are due before the end of December 2016; and
- (v) approximately HK\$18.0 million are assigned for the repayment of the trust receipt loans which are due before the end of September 2016.

Based on the existing Company’s bank balance and cash for approximately HK\$164.8 million as stated above, and the expected working capital requirement for the coming 12 months in total of approximately HK\$206.0 million, we are of the view that the Company may have to raise capital to meet the aforesaid capital requirement and that the refreshment of Current General Mandate is in the interests of the Group and the Shareholders as a whole.

---

## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

---

According to the management of the Company, the Directors will consider and may conduct an equity fund raising exercise by issuing new Shares, the proceeds of which may be used for redemption of the Promissory Note, general working capital and/or supporting the Group's future business development. Apart from the above, as at the Latest Practicable Date, the Company has no particular future business expansion and development plan for the time being. According to the management of the Company, the forthcoming annual general meeting of the Company is expected to be held by the end of December 2016, which is about 6 months from the date of the SGM and the refreshed Current General Mandate will allow the Company to have sufficient flexibility to grasp appropriate fund raising opportunities during this period. As stated in the Board Letter, it is the intention of the Company to utilise the refreshed Current General Mandate in the coming six months. As such, the Directors consider that the proposed grant of refreshed Current General Mandate is justifiable. Based on the above, there is no immediately dilution impact on the Shareholders.

As stated in the section headed "(i) Background information of the refreshment of the Current General Mandate" above, approximately 99.99% of the Current General Mandate has subsequently been utilised and only 2,468 Shares can be allotted and issued under the Current General Mandate, which is approximately 0.0001% of the issued share of the Company as at the Latest Practicable Date. The Board believes that the refreshment of the Current General Mandate is in the best interests of the Company and the Shareholders as a whole by maintaining the financial flexibility. Considering the date of the forthcoming annual general meeting of the Company will probably be held by the end of December 2016, after discussion with the management of the Company, to approve the refreshment of the Current General Mandate will provide the Company an additional option, but not obligation, means to raise fund (Please refer to the section headed "(iv) Flexibility in financing" below in this letter for detailed information).

Given the foregoing, we are of the opinion that the refreshment of the Current General Mandate would provide the Company with the necessary flexibility to fulfil any possible funding needs for business operation and/or investment decisions and redemption of the Promissory Note during the period from the date of the SGM to the date of the forthcoming annual general meeting of the Company. Accordingly, we are of the view and concur with the view of the management of the Company that the refreshment of the Current General Mandate is in the interests of the Company and the Shareholders as a whole.

---

## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

---

### (iii) Fund raising activities in the past twelve months

Set out below are the details of fund raising activities announced by the Company in the past twelve months prior to the Latest Practicable Date and the actual use of the net proceeds according to the management of the Company:

Table A:

Date of initial announcement	Fund raising activity	Net proceeds raised (approximately)	Proposed use of proceeds	Actual use of the net proceeds
13 July 2015	Placing of 226,780,000 new Shares (the "First Placing")	HK\$37.30 million	intended to use for general working capital of the Group	Fully utilised as intended
9 November 2015	Placing of 272,120,000 new Shares (the "Second Placing")	HK\$44.85 million	Intended to be used for:  (i) repayment of trust receipt loans; and  (ii) general working capital of the Group	(i) approximately HK\$25 million utilised for repayment of trust receipt loans; and  (ii) approximately HK\$19.85 million utilised for general working capital of Hong Kong office and the PRC operations of the Group
22 April 2016	Placing of 326,560,000 new Shares (the "Third Placing")	HK\$61.80 million	(i) approximately HK\$22.0 million will be used for redemption of the promissory note (which was issued on 18 April 2016); and  (ii) approximately HK\$39.8 million will be used for repayment of trust receipt loans and general working capital of the Group	(i) approximately HK\$7 million utilised for repayment of trust receipt loans; and  (ii) the remaining was deposited at the banks and will be used as intended

---

## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

---

### (iv) Flexibility in financing

As mentioned in the section headed “(i) Background information of the refreshment of the Current General Mandate” above in this letter, at the AGM, the Shareholders approved, among other things, an ordinary resolution for granting to the Directors the Current General Mandate to allot and issue not more than 326,562,468 Shares, being 20% of the entire issued share capital of the Company of 1,632,812,340 Shares as at the date of passing of the relevant resolution.

Reference is made to the announcements of the Company dated 22 April 2016 and 12 May 2016, in relation to, among other things, the Placing. On 12 May 2016, a total of 326,560,000 new Shares were allotted and issued by way of the Placing. After the issue and allotment of the aforesaid number of Shares pursuant to the Placing, the total number of Shares in issue has been increased from 1,632,812,340 Shares to 1,959,372,340 Shares. The Current General Mandate was subsequently mostly utilised as a result of the completion of the Placing and only 2,468 Shares can be allotted and issued under the Current General Mandate, which is approximately 0.0001% of the issued share of the Company as at the Latest Practicable Date.

As advised by the management of the Company, the Group does not obviate the possibilities of further issuing capital should there be investor(s) indicating interest in the business of the Company in the future although there were no such investors as at the Latest Practicable Date. As further advised by the Directors, It is the intention of the Company to utilise the refreshed Current General Mandate in the coming six months.

Based on the above, we consider that the refreshment of the Current General Mandate would provide the Company with the necessary flexibility to fulfil any possible funding needs for capital requirement, future business development and/or investment decisions and the forthcoming annual general meeting of the Company is expected to be held by the end of December 2016, which is about 6 months from the date of the SGM and the refreshed Current General Mandate will allow the Company to have sufficient flexibility to grasp appropriate fund raising opportunities during this period. The refreshment of the Current General Mandate would provide the Company with the flexibility as allowed under the Listing Rules to allot and issue new Shares for equity fund raising activities, such as placing of new Shares, or as consideration for potential investments in the future as and when such opportunities arise. Furthermore, the additional amount of equity which may be raised after the refreshment of the Current General Mandate would provide the Group with more financing options when assessing and negotiating potential investments in a timely manner. Given the financial flexibility available to the Company as discussed above, we are of the view and concur with the view of the management of the Company that the refreshment of the Current General Mandate is in the interests of the Company and the Shareholders as a whole.

**(v) Other financing alternatives**

We have enquired into the management of the Company and they confirmed that apart from equity financing, the Group may also consider debt financing, such as bank borrowings, to be other possible fund raising alternatives available to the Group. However, the management of the Company are of the view that the ability of the Group to obtain bank borrowings usually depends on the Group's financial position and the prevailing market condition. Furthermore, such alternative may be subject to lengthy due diligence and negotiations with banks. Given that debt financing will usually incur interest burden on the Group, the management of the Company consider debt financing to be relatively uncertain and time-consuming as compared to equity financing, such as placing of new Shares, for the Group to obtain additional funding.

The management of the Company confirmed that they would exercise due and careful consideration when choosing the best financing method available to the Group. With this being the case, along with the fact that the refreshment of the Current General Mandate will provide the Company an additional alternative and it is reasonable for the Company to have the flexibility in deciding the financing methods for its future business development, we are of the view and concur with the view of the management of the Company that the refreshment of the Current General Mandate is in the interests of the Company and the Shareholders as a whole.

---

## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

---

### (vi) Potential dilution to shareholding of the existing public Shareholders

As mentioned in the section headed “(iii) Fund raising activities in the past twelve months” above, the Group conducted three fund raising activities over the past twelve months immediately prior the Latest Practicable Date (namely, the First Placing, the Second Placing and the Third Placing). The Table B below set out (i) the number of new Shares issued under the aforesaid three fund raising activities; (ii) the total number of Shares in issue after completion of the aforesaid three fund raising activities; and (iii) the accumulated dilution effects to the Shareholders upon the aforesaid three fund raising activities and full utilisation of the refreshed Current General Mandate:

Table B:

	No. of new Shares issued under respective fund raising activity	Total no. of Shares in issue immediately after completion of respective fund raising activity	Accumulated dilution impact <i>Approximate %</i>
The First Placing	226,780,000	1,360,692,340	16.67%
The Second Placing	272,120,000	1,632,812,340	30.56%
The Third Placing	326,560,000	1,959,372,340	42.13%
Immediately upon full utilisation of the refreshed Current General Mandate	<u>391,874,468</u>	<u>2,351,246,808</u>	<u>51.77% (Note)</u>
Total	<u>1,217,334,468</u>		

*Note:* The accumulated dilution impact immediately after full utilisation of the refreshed Current General Mandate is approximately (i.e. 51.77%) calculated as: (aggregated number of (i) Shares issued under the above-listed previous fund raising activities; and (ii) new Shares to be issued upon full utilisation of the refreshed Current General Mandate, i.e. 1,217,334,468 Shares, divided by the number of Shares in issue upon full utilisation of the refreshed Current General Mandate, i.e. 2,351,246,808 Shares).



---

## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

---

The Table C below sets out the shareholding structure of the Company (i) as at the Latest Practicable Date; and (ii) upon full utilisation of the refreshed Current General Mandate (assuming that no other Shares are issued and/or repurchased by the Company from the Latest Practicable Date up to the date on which the refreshed Current General Mandate (if granted) is exercised in full):

Table C:

	Shareholding in the Company as at the Latest Practicable Date		Shareholding in the Company upon full utilisation of the refreshed Current General Mandate	
	<i>Number of Shares</i>	<i>approximate %</i>	<i>Number of Shares</i>	<i>approximate %</i>
Existing public Shareholders	1,959,372,340	100.00	1,959,372,340	83.33
Maximum number of new Shares which may be issued after full utilisation of the refreshed Current General Mandate	—	—	391,874,468	16.67
<b>Total</b>	<b><u>1,959,372,340</u></b>	<b><u>100.00</u></b>	<b><u>2,351,246,808</u></b>	<b><u>100.00</u></b>

As stated in the Table C above, the shareholding of the existing public Shareholders would be diluted from approximately 100.00% to approximately 83.33% upon full utilisation of the refreshed Current General Mandate.

In addition, according to the Company's prospectus dated 16 April 2015, the Group had conducted an open offer and the net proceeds were approximately HK\$182.0 million, according to the management of the Company, the Group had already utilised all net proceeds as intended. Moreover, the Group had completed three fund raising activities in the past twelve months prior to the Latest Practicable Date as mentioned in the section headed "(iii) Fund raising activities in the past twelve months" and Table B above in this letter. According to the management of the Company, the total net proceeds of the three fund raising activities were approximately HK\$143.95 million, out of which approximately HK\$89.15 million had already used as intended and approximately HK\$54.8 million will be utilised as intended. We noted that the abovementioned fund raising activities have caused aggregate dilution effect on the existing public Shareholders and the management of the Company are of the view that they had exercised due and careful consideration when choosing the best financing method available to the Group to fulfil the funding needs of the Group in the past. Based on the capital needs of the Group in the coming twelve months as mentioned in the section headed "(ii) Reasons for the proposed refreshment of the Current General Mandate" above, we are of the view

---

## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

---

and concur with the view of the management of the Company that refreshment of Current General Mandate is justifiable despite (i) the potential dilution impact to the Shareholders upon full utilisation of the Current General Mandate; and (ii) the potential aggregate dilution effects from the fundraising activities in the past 12 months prior to the Latest Practicable Date and full utilisation of the Current General Mandate.

We are of the view and concur with the view of the management of the Company that as (i) approximately 99.99% of the Current General Mandate has been utilised as stated in the section headed “(ii) Reasons for the proposed refreshment of the Current General Mandate” above; (ii) the additional amount of equity which may be raised after the refreshment of the Current General Mandate would provide the Group with more financing options when assessing and negotiating potential investments in a timely manner as stated in the section headed “(v) other financing alternative” above; and (iii) the management of the Company confirmed that they would exercise due and careful consideration when choosing the best financing method available to the Company as stated in the section headed “(v) other financing alternative” above, the potential dilution effect of the existing public Shareholders as just mentioned is justifiable.

### RECOMMENDATION

Having taken into consideration the factors and reasons as stated above, we are of the view that the proposed refreshment of the Current General Mandate is fair and reasonable so far as the Independent Shareholders are concerned and is in the interests of the Company and the Independent Shareholders as a whole. Accordingly, we recommend the Independent Board Committee to advise the Independent Shareholders to vote in favour of the ordinary resolution to be proposed at SGM to approve the proposed refreshment of the Current General Mandate and we recommend the Independent Shareholders to vote in favour of the ordinary resolution in this regard.

Yours faithfully,  
For and on behalf of  
**Nuada Limited**  
**Kevin Wong**  
*Vice President*

*Mr. Kevin Wong is a person licensed to carry out type 6 (advising on corporate finance) regulated activity under the SFO and is a responsible officer of Nuada Limited who has over 12 years of experience in corporate finance industry.*

---

## NOTICE OF SPECIAL GENERAL MEETING

---



## SOLARTECH INTERNATIONAL HOLDINGS LIMITED

星凱控股有限公司\*

*(Incorporated in Bermuda with limited liability)*

(Stock Code: 1166)

### NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**Meeting**”) of Solartech International Holdings Limited (the “**Company**”) will be held at 10:30 a.m. on Thursday, 14 July 2016 at Room 2601-05, 26/F, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution of the Company:

#### ORDINARY RESOLUTION

“**THAT**, to the extent not already exercised, the mandate to allot and issue shares of the Company given to the directors of the Company (the “**Directors**”) at the annual general meeting of the Company held on 22 December 2015 be and is hereby replaced by the mandate **THAT**:

- (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the exercise by the Directors during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and deal with unissued shares (the “**Shares**”) of the Company and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period (as defined in paragraph (d) below) to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise), issued or dealt with by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined in paragraph (d) below); or (ii) the exercise of any options granted under the share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of

\* For identification purposes only

---

## NOTICE OF SPECIAL GENERAL MEETING

---

a dividend on Shares in accordance with the bye-laws (the “**Bye-laws**”) of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of:

- (i) 20 per cent. of the number of issued Shares of the Company as at the date of the passing of this resolution; and
- (ii) the number of Shares repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the number of issued Shares of the Company as at the date of the annual general meeting of the Company held on 22 December 2015 (the “**AGM**”), pursuant to the resolution passed at the AGM

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of 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 or the applicable laws of Bermuda to be held; or
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the Shareholders in general meeting;

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion 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, or the expense or delay which may be involved in determining the existence or extent of any restrictions or

---

## NOTICE OF SPECIAL GENERAL MEETING

---

obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

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

Hong Kong, 24 June 2016

*Registered office*  
Clarendon House  
2 Church Street  
Hamilton HM11  
Bermuda

*Head office and principal place of  
business in Hong Kong:*  
Room 2601-05, 26/F  
China Resources Building  
26 Harbour Road  
Wanchai  
Hong Kong

*Notes:*

1. Any member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the Meeting. If more than one proxy is so appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy.
2. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
3. To be valid, the form of proxy and (if required by the board of Directors) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the head office and principal place of business of the Company in Hong Kong at Room 2601-05, 26/F, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
4. No instrument appointing a proxy shall be valid after expiration of 12 months from the date named in it as the date of its execution, except at an adjourned meeting or on a poll demanded at the Meeting or any adjournment thereof in cases where the Meeting was originally held within 12 months from such date.
5. Where there are joint holders of any shares, any one of such joint holders may vote at the Meeting, either in person or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such joint holders be present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
6. Completion and delivery of the form of proxy will not preclude a member from attending and voting in person at the Meeting if the member so wish and in such event, the form of proxy shall be deemed to be revoked.
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 Chau Chi Ho being the executive Directors, and Messrs. Chung Kam Kwong, Lo Wai Ming and Lo Chao Ming being the independent non-executive Directors.