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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 or transfer was effected for transmission to the purchaser or transferee.

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SOLARTECH INTERNATIONAL HOLDINGS LIMITED

星凱控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 1166)

**PROPOSALS FOR GENERAL MANDATES
TO ISSUE NEW SHARES AND BUY BACK SHARES,
RE-ELECTION OF RETIRING DIRECTORS AND
CONTINUING APPOINTMENT OF
INDEPENDENT NON-EXECUTIVE DIRECTORS
WHO HAVE SERVED MORE THAN NINE YEARS,
REFRESHMENT OF SCHEME MANDATE LIMIT
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of Solartech International Holdings Limited to be held at Unit 15, 18/F, Concordia Plaza, 1 Science Museum Road, Tsim Sha Tsui, Kowloon, Hong Kong on Friday, 6 December 2019 at 11:00 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 stated thereon and return it to the Company's Hong Kong branch share registrar and transfer office, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, 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 (i.e. not later than 11:00 a.m. on Wednesday, 4 December 2019) 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.

Reference to time and dates in this circular are to Hong Kong time and dates.

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DEFINITIONS

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

“AGM”	the 2019 annual general meeting of the Company to be held at Unit 15, 18/F, Concordia Plaza, 1 Science Museum Road, Tsim Sha Tsui, Kowloon, Hong Kong on Friday, 6 December 2019 at 11:00 a.m., 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;
“Existing Scheme Mandate Limit”	the existing scheme mandate limit approved by an ordinary resolution of the Shareholders at the annual general meeting of the Company held on 8 December 2017; and the maximum number of Shares subject to the Existing Scheme Mandate Limit under the Share Option Scheme should not exceed 235,223,234, representing 10% of the Shares in issue as at 8 December 2017;
“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 number of Shares in issue as at the date of passing of the resolution granting such mandate (as extended by adding to it the aggregate number of Shares bought back under the Share Buy-back Mandate);

DEFINITIONS

“Latest Practicable Date”	18 October 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time;
“PRC”	the People’s Republic of China;
“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;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share Buy-back Mandate”	the proposed general and unconditional mandate to be granted to the Directors to exercise all the powers of the Company to buy back Shares up to a maximum of 10% of the aggregate number of Shares in issue as at the date of passing of the resolution granting such mandate;
“Share Option Scheme”	the share option scheme adopted by the Company on 18 December 2012;
“Share(s)”	ordinary share(s) of HK\$0.01 each in the capital of the Company;
“Shareholder(s)”	holder(s) of the Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	the Code on Takeovers and Mergers issued by the Securities and Futures Commission as amended from time to time; and
“%”	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*)

CHAU Chi Ho (*Deputy Chairman*)

LIU Dong Yang

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:*

Unit 15, 18/F

Concordia Plaza

1 Science Museum Road

Tsim Sha Tsui, Kowloon

Hong Kong

25 October 2019

To the Shareholders,

Dear Sir/Madam,

**PROPOSALS FOR GENERAL MANDATES
TO ISSUE NEW SHARES AND BUY BACK SHARES,
RE-ELECTION OF RETIRING DIRECTORS AND
CONTINUING APPOINTMENT OF
INDEPENDENT NON-EXECUTIVE DIRECTORS
WHO HAVE SERVED MORE THAN NINE YEARS,
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 Friday, 6 December 2019, for the approval of (i) granting

* *for identification purposes only*

LETTER FROM THE BOARD

to the Directors of the Issue Mandate; (ii) granting to the Directors of the Share Buy-back Mandate; (iii) re-election of retiring Directors and continuing appointment of Independent Non-executive Directors who have served more than nine years; and (iv) Refreshment of Scheme Mandate Limit. The existing general mandates for the issue of new Shares and the buy-back of Shares will lapse at the conclusion of the forthcoming AGM.

GENERAL MANDATES TO ISSUE NEW SHARES AND BUY BACK 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 2,374,532,340 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 474,906,468 Shares, representing 20% of the aggregate number of Shares 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 Share Buy-back Mandate. Details of the Share Buy-back 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 being bought back under the Share Buy-back 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 Share Buy-back 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 Share Buy-back Mandate.

An explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the Share Buy-back 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 Share Buy-back Mandate.

LETTER FROM THE BOARD

RE-ELECTION OF RETIRING DIRECTORS AND CONTINUING APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS WHO HAVE SERVED MORE THAN NINE YEARS

Messrs. Chau Chi Ho, Chung Kam Kwong 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 Chi Ho, Chung Kam Kwong and Lo Wai Ming which are required to be disclosed pursuant to the Listing Rules, are set out in Appendix II to this circular.

Pursuant to the Code provision set out in A.4.3 of Appendix 14 to the Listing Rules, any further appointment of an Independent Non-executive Director serving more than 9 years should be subject to a separate resolution to be approved by the shareholders. Mr. Chung Kam Kwong (“**Mr. Chung**”) has served as an Independent Non-executive Director of the Company for more than 9 years since 1 March 2003. As an Independent Non-executive Director with extensive experience and knowledge and in-depth understanding of the Company’s operations and business, Mr. Chung has expressed objective views and given independent guidance to the Company over the past years. He continues demonstrating a firm commitment to his role. The Nomination Committee and the Board consider that the long service of Mr. Chung would not affect his exercise of independent judgement and are satisfied that Mr. Chung has the required character, integrity and experience to continue fulfilling the role of an Independent Non-executive Director and consider Mr. Chung to be independent. Furthermore, given the extensive knowledge and experience of Mr. Chung in accounting and financial management, the Nomination Committee and the Board believe that his re-election as a Director is in the best interests of the Company and the Shareholders, and therefore recommend the Shareholders to re-elect Mr. Chung as a Director. A separate resolution will be proposed for his re-election at the AGM. In addition, Mr. Chung has confirmed his independence with reference to the factors set out in Rule 3.13 of the Listing Rules.

Pursuant to the Code provision set out in A.4.3 of Appendix 14 to the Listing Rules, any further appointment of an Independent Non-executive Director serving more than 9 years should be subject to a separate resolution to be approved by the Shareholders. Mr. Lo Wai Ming (“**Mr. Lo**”) has served as an Independent Non-executive Director of the Company for more than 9 years since 6 January 2000. As an Independent Non-executive Director with extensive experience and knowledge and in-depth understanding of the Company’s operations and business, Mr. Lo has expressed objective views and given independent guidance to the Company over the past years. He continues demonstrating a firm commitment to his role. The Nomination Committee and the Board consider that the long service of Mr. Lo would not affect his exercise of independent judgement and are satisfied that Mr. Lo has the required character, integrity and experience to continue fulfilling the role of an Independent Non-executive Director and consider Mr. Lo to be independent. Furthermore, given the extensive knowledge and experience of Mr. Lo in capital investment, consumer marketing, infrastructure investment and management, business development and corporate finance, the Nomination Committee and the Board believe that his re-election as a Director is in the best interests of the Company and the Shareholders, and therefore recommend the Shareholders to re-elect Mr. Lo as a Director. A separate resolution will be proposed for his re-election at the AGM. In addition, Mr. Lo has confirmed his independence with reference to the factors set out in Rule 3.13 of the Listing Rules.

LETTER FROM THE BOARD

REFRESHMENT OF 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 subject to the Existing Scheme Mandate Limit under the Share Option Scheme is 235,223,234 Shares, which was approved by an ordinary resolution of the Shareholders at the annual general meeting of the Company held on 8 December 2017 and represented 10% of the Shares in issue on 8 December 2017. From 8 December 2017 to the Latest Practicable Date (the “**Relevant Period**”), (i) share options to subscribe for an aggregate of 216,060,000 Shares have been granted under the Share Option Scheme, representing approximately 91.85% of the Existing Scheme Mandate Limit and (ii) no share options granted in the Relevant Period was exercised, lapsed or cancelled.

The following table shows details of the movements for the share options granted within the Relevant Period:

Name or category of participants	Date of grant	Exercisable period	Exercise price HK\$	Outstanding at 08.12.2017	Granted on the date of grant	Number of Share Options			Outstanding at the Latest Practicable Date
						Exercised during the Relevant Period	Cancelled during the Relevant Period	Lapsed during the Relevant Period	
<i>(A) Share Options Granted on 20 March 2019</i>									
Directors			<i>Note (1)</i>						
Chau Lai Him	20 March 2019	1 April 2019 to 30 June 2021	0.108	-	23,740,000	-	-	-	23,740,000
Zhou Jin Hua <i>(Note 2)</i>	20 March 2019	1 April 2019 to 30 June 2021	0.108	-	23,740,000	-	-	-	23,740,000
Liu Dong Yang	20 March 2019	1 April 2019 to 30 June 2021	0.108	-	23,740,000	-	-	-	23,740,000
Chau Chi Ho	20 March 2019	1 April 2019 to 30 June 2021	0.108	-	14,240,000	-	-	-	14,240,000

LETTER FROM THE BOARD

Name or category of participants	Date of grant	Exercisable period	Exercise price HK\$	Number of Share Options					Outstanding at the Latest Practicable Date
				Outstanding at 08.12.2017	Granted on the date of grant	Exercised during the Relevant Period	Cancelled during the Relevant Period	Lapsed during the Relevant Period	
Chung Kam Kwong	20 March 2019	1 April 2019 to 30 June 2021	0.108	-	1,000,000	-	-	-	1,000,000
Lo Wai Ming	20 March 2019	1 April 2019 to 30 June 2021	0.108	-	1,000,000	-	-	-	1,000,000
Lo Chao Ming	20 March 2019	1 April 2019 to 30 June 2021	0.108	-	1,000,000	-	-	-	1,000,000
Employees	20 March 2019	1 April 2019 to 30 June 2021	0.108	-	10,800,000	-	-	-	10,800,000
Consultants	20 March 2019	1 April 2019 to 30 June 2021	0.108	-	63,000,000	-	-	-	63,000,000

(B) Share Options Granted on 25 July 2019

<i>Note (3)</i>									
Employees	25 July 2019	2 October 2019 to 31 December 2021	0.100	-	53,800,000	-	-	-	53,800,000
				-	216,060,000	-	-	-	216,060,000

Notes:

- (1) The closing price per share as stated in the Stock Exchange's daily quotation sheet on 20 March 2019 was HK\$0.104 and the average closing price per share as stated in the Stock Exchange's daily quotation sheet for the five trading days immediately preceding 20 March 2019 was HK\$0.108.
- (2) Mr. Zhou Jin Hua passed away on 13 June 2019. Pursuant to the Share Options Scheme, his personal representative can exercise the share options within 12 months from the date of the participant's death or such longer period as the Board may determine.
- (3) The closing price per share as stated in the Stock Exchange's daily quotation sheet on 25 July 2019 was HK\$0.061 and the average closing price per share as stated in the Stock Exchange's daily quotation sheet for the five trading days immediately preceding 25 July 2019 was HK\$0.062.

LETTER FROM THE BOARD

As at the Latest Practicable Date, there were a total of 216,060,000 outstanding share options entitling the holders thereof to subscribe for 216,060,000 Shares, representing approximately 9.10% of the number of Shares in issue of the Company as at the Latest Practicable Date. Unless the Existing Scheme Mandate Limit is refreshed, the Company may only grant share options to subscribe for up to 19,163,234 Shares, representing approximately 0.81% of the number of Shares in issue of the Company as at the Latest Practicable Date, pursuant to the Share Option Scheme.

In order to provide the Company with greater flexibility in granting options to eligible participants under the Share Option Scheme as incentives or rewards for their contributions to the Group, an ordinary resolution as set out in the notice of AGM will be proposed to seek Shareholders' approval at the AGM to refresh the Existing Scheme Mandate Limit of the Share Option Scheme.

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 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 237,453,234 Shares, representing approximately 10% of the 2,374,532,340 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-month period up to the date of the latest grant exceeds 1% of the Company's issued share capital from time to time.

LETTER FROM THE BOARD

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 form of proxy for appointing proxy is also enclosed with this circular and published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.1166hk.com). Whether or not you are able to attend the AGM, you are requested to complete the form of proxy in accordance with the instructions stated thereon and return it to the Company's Hong Kong branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the AGM (i.e. not later than 11:00 a.m. on Wednesday, 4 December 2019) or any adjournment thereof. Completion and return of a 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.

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 results will be published 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 Share Buy-back Mandate to the Directors, the re-election of the retiring Directors and continuing appointment of Independent Non-executive Directors who have served more than nine years, 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.

LETTER FROM THE BOARD

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 and Managing Director

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 Share Buy-back Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, there were a total of 2,374,532,340 Shares in issue.

Subject to the passing of the resolution granting the Share Buy-back Mandate and on the basis that no further Shares would be issued or bought back before the AGM, the Company will be allowed under the Share Buy-back Mandate to buy back a maximum of 237,453,234 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 SHARE BUY-BACKS

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 buy back its Shares on the Stock Exchange. Such buy-backs 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 buy-back will benefit the Company and the Shareholders.

3. FUNDING OF BUY-BACKS

Buy-backs made pursuant to the Share Buy-back Mandate shall be funded out of cash flow or working capital facilities of the Group which will be funds legally available for such purpose in accordance with the Bye-laws and the applicable laws of Bermuda. Under the laws of Bermuda, the Shares bought back will be cancelled and the Company's issued share capital will be reduced by the nominal value of those Shares being bought back 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 financial statements contained in the Company's annual report for the year ended 30 June 2019, being the date of its latest audited consolidated financial statements) in the event that the Share Buy-back Mandate is exercised in full. However, the Directors do not propose to exercise the Share Buy-back 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>
2018		
October	1.100	0.780
November	0.840	0.101
December	0.115	0.080
2019		
January	0.088	0.060
February	0.106	0.054
March	0.127	0.078
April	0.099	0.074
May	0.079	0.056
June	0.068	0.052
July	0.080	0.054
August	0.077	0.053
September	0.074	0.057
1 October to Latest Practicable Date	0.063	0.055

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, have any present intention to sell any Shares to the Company or its subsidiaries, if the Share Buy-back 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 Share Buy-back 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 Share Buy-back Mandate is approved by the Shareholders.

6. TAKEOVERS CODE

If, as a result of a buy-back 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 Takeovers 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 Takeovers Code. As at the Latest Practicable Date, the Company did not have substantial Shareholders. Such an increase will not trigger any mandatory general offer obligations under the Takeovers Code. Save as disclosed above, the Directors are currently not aware of any consequences which will arise under the Takeovers Code as a result of any buy-back made under the Share Buy-back Mandate.

7. REPURCHASE OF SHARES MADE BY THE COMPANY

In the last six months preceding the Latest Practicable Date, the Company had not bought back 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 DIRECTOR

Mr. Chau Chi Ho (“**Mr. Chau**”), aged 38, has been appointed as an Executive Director since April 2015 and was appointed as the deputy Chairman of the Company on 21 June 2019. He is the finance manager of Chau’s Electrical Company Limited and he is responsible for accounting and financial management of the subsidiaries of the Group in Hong Kong and Dongguan. He holds a bachelor degree in business administration from the California State Polytechnic University Pomona, United States and has more than 10 years’ experience in finance and accounting. Mr. Chau is the son of Mr. Chau Lai Him, the Chairman and Managing Director of the Company. Save as disclosed herein, 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 securities of the Company within the meaning of Part XV of the SFO. As at the Latest Practicable Date, Mr. Chau was interested in 36,000,000 ordinary shares of the Company and was taken to be interested in 14,240,000 underlying shares of the Company within the meaning of Part XV of the SFO in respect of share options granted to him under the Share Option Scheme. Mr. Chau does not have a service contract with the Company and is entitled to the remuneration of approximately HK1,032,000 per annum which is determined by the Board based on, amongst other things, his duties, level of responsibilities and performance of the Group. He is subject to retirement by rotation and re-election at least once every three years in accordance with the Bye-laws of the Company. Mr. Chau has not held other directorships in the last three years in public companies, the securities of which are listed on any securities market in Hong Kong or overseas. Save as disclosed herein, there are no other matters concerning Mr. Chau that need 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 DIRECTORS

Mr. Chung Kam Kwong (“**Mr. Chung**”), aged 62, has been appointed as an Independent Non-executive Director of the Company since March 2003. He is a practicing Certified Public Accountant in Hong Kong, a fellow certified public accountant of the Hong Kong Institute of Certified Public Accountants, a member of CPA Australia and a member of the Macau Society of Certified Practising Accountants. He holds a bachelor degree in economics, major in Accounting, from the University of Hull, United Kingdom and a post graduate diploma of financial management from the University of New England, Australia. He has extensive experience in accounting and financial management. Mr. Chung has been appointed as an Independent Non-executive Director since 1 March 2003 and has been in such office for more than 10 years as at the Latest Practicable Date. Mr. Chung 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. Chung will continue to be independent and should be re-elected because of his extensive knowledge and experience in accounting and financial management. Mr. Chung is an Independent Non-executive

Director of Truly International Holdings Limited (stock code: 732) which is listed on the main board of the Stock Exchange. Save as disclosed herein, Mr. Chung has not held other directorships in the last three years in public companies, the securities of which are listed on any securities market in Hong Kong or overseas. Mr. Chung does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Chung was taken to be interested in 1,000,000 underlying shares of the Company within the meaning of Part XV of the SFO in respect of share options granted to him under the Share Option Scheme. Mr. Chung does not have a service contract with the Company and he is entitled a fixed director's fee of approximately HK\$432,000 per annum which was determined with reference to prevailing market rates. Save as disclosed herein, there are no other matters concerning Mr. Chung 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. Lo Wai Ming (“**Mr. Lo**”), aged 67, 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 Management Institute of the United Kingdom. Mr. Lo has been appointed as an Independent Non-executive Director since 6 January 2000 and has been in such office for more than 10 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. As at the Latest Practicable Date, Mr. Lo was interested in 400,000 ordinary shares of the Company and was taken to be interested in 1,000,000 underlying shares of the Company within the meaning of Part XV of the SFO in respect of share options granted to him under the Share Option Scheme. Mr. Lo does not have a service contract with the Company and he is entitled a fixed director's fee of approximately HK\$266,000 per annum which was determined with reference to prevailing market rates. He is subject to retirement by rotation and re-election at least once every three years in accordance with the Bye-laws of the Company. Mr. Lo has not held other directorships in the last three years in public companies, the securities of which are listed on any securities market in Hong Kong or overseas. 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 that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) (inclusive) of the Listing Rules.

**SOLARTECH INTERNATIONAL HOLDINGS LIMITED****星凱控股有限公司****(Incorporated in Bermuda with limited liability)***(Stock Code: 1166)****NOTICE OF 2019 ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the 2019 Annual General Meeting (the “**Meeting**”) of Solartech International Holdings Limited (the “**Company**”) will be held at Unit 15, 18/F, Concordia Plaza, 1 Science Museum Road, Tsim Sha Tsui, Kowloon, Hong Kong, on Friday, 6 December 2019 at 11:00 a.m. for the following purposes:

1. To consider and adopt the audited financial statements and the directors’ report and the auditor’s report for the year ended 30 June 2019.
2. To re-elect Mr. Chau Chi Ho as an Executive Director of the Company and to authorise the board of directors to fix his remuneration.
3. To re-elect Mr. Chung Kam Kwong as an Independent Non-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 auditor of the Company and to authorise the board of directors to fix the auditor’s 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**”) 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 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 number of Shares 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 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;
 - (3) 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; or
 - (4) a specific authority granted or to be granted by the shareholders of the Company in general meeting;

shall not exceed 20 per cent of the aggregate number of Shares in issue as at the date of passing of this resolution, and the approval granted in paragraph (a) of this resolution shall be limited accordingly; and

- (d) for the purpose of this resolution,

“**Relevant Period**” means the period from the date of passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (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.

“**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 buy back shares of the Company (the “**Shares**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock 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 number of Shares to be bought back or agreed to be bought back by the Company pursuant to the approval granted in paragraph (a) of this resolution shall not exceed 10 per cent of the aggregate number of Shares in issue as at the date of 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 date of 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 resolutions 6A. and 6B. as set out in the notice convening the Meeting, the general mandate granted to the directors of the Company (the “**Directors**”) to exercise the powers of the Company to allot, issue and otherwise deal with additional shares of HK\$0.01 each in the capital of the Company (the “**Shares**”) and to make or grant offers, agreements, and options which would or might require the exercise of such powers, pursuant to resolution 6A. be and is hereby extended by the addition to the aggregate number of Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate, the aggregate number of Shares bought back by the Company under the authority granted pursuant to resolution 6B. provided that such number shall not exceed 10 per cent of the aggregate number of Shares in issue as at the date of 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 of the Company (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 and Managing Director

Hong Kong
25 October 2019

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 vote instead of him. A proxy need 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 at the Company's Hong Kong branch share registrar and transfer office, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong together with any power of attorney or other authority, if any, under which it is signed, or a certified copy of that power or authority, not less than 48 hours before the time appointed for holding the Meeting (i.e. not later than 11:00 a.m. on Wednesday, 4 December 2019) or any adjournment thereof.
- (2) The register of members of the Company will be closed for the purpose of holding the Meeting from Tuesday, 3 December 2019 to Friday, 6 December 2019 both days inclusive, during which period no transfer of shares will be registered. 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 Hong Kong branch share registrar and transfer office, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on Monday, 2 December 2019.
- (3) In accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, an explanatory statement containing further details regarding resolution 6B. as set out in this notice is set out in Appendix I to the circular to the shareholders of the Company dated 25 October 2019 (the "**Circular**").
- (4) With respect to resolutions 2, 3 and 4, Messrs. Chau Chi Ho, Chung Kam Kwong and Lo Wai Ming will retire from office as directors at the Meeting and each of the aforementioned directors, being eligible, will offer themselves for re-election at the Meeting pursuant to bye-law 87 of the bye-laws of the Company. Particulars of these directors required to be disclosed by the Listing Rules are set out in this Circular.
- (5) 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.
- (6) 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.
- (7) 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.
- (8) If a black rainstorm warning or a tropical cyclone warning signal number 8 or above is hoisted at or after 8:30 a.m. on 6 December 2019, the Meeting will not be held on 6 December 2019, but it will be held on the first Business Day immediately after 6 December 2019 at the same time and place. "Business Day", in this context, shall mean a day (excluding Saturday) on which banks are open for general banking business in Hong Kong.
- (9) The directors of the Company as at the date of this notice are Messrs. Chau Lai Him, Chau Chi Ho and Liu Dong Yang being the Executive Directors, and Messrs. Chung Kam Kwong, Lo Wai Ming and Lo Chao Ming being the Independent Non-executive Directors.
- (10) References to time and dates in this notice are to Hong Kong time and dates.

* *for identification purposes only*