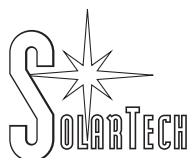


THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this circular, makes no representation as to its accuracy or completeness and expressly disclaims 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

榮盛科技國際控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 1166)

REFRESHMENT OF GENERAL MANDATE TO ISSUE SHARES, REFRESHMENT OF SCHEME MANDATE LIMIT AND NOTICE OF SPECIAL GENERAL MEETING

The notice convening the Special General Meeting of Solartech International Holdings Limited (the "Company") to be held at No.7, 2nd Floor, Kingsford Industrial Centre, 13 Wang Hoi Road, Kowloon Bay, Kowloon, Hong Kong on Monday, 1 August 2005 at 9:00 a.m. at which the above proposals will be considered is set out in Appendix I to this circular.

A form of proxy for the Special General Meeting is also enclosed with this circular. Whether or not you are able to attend the meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the head office and principal place of business of the Company in Hong Kong at No.7, 2nd Floor, Kingsford Industrial Centre, 13 Wang Hoi Road, Kowloon Bay, Kowloon, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the meeting. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting if you so wish.

* For identification purposes only

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DEFINITIONS

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

“associate”	has the meaning ascribed to in the Listing Rules;
“Chau’s Family 1996 Limited”	a company incorporated in the British Virgin Islands with limited liability, which is wholly-owned by the Chau’s Family Trust, a discretionary trust of which Mr. Chau Lai Him, the Chairman and Managing Director of the Company, is a discretionary object, and it is also the largest Shareholder holding approximately 20.90% of the issued share capital of the Company as at the Latest Practicable Date;
“Company”	Solartech International Holding Limited, a company incorporated in Bermuda with limited liability and the Shares of which are listed on the Stock Exchange;
“Director(s)”	director(s) of the Company;
“General Mandate”	the general mandate granted to the Directors to exercise the power of the Company to issue securities up to 20% of the Company’s issued share capital as at the date of the relevant general meeting, representing 65,394,872 Shares;
“General Mandate (as refreshed)”	the general mandate to be refreshed and granted to the Directors to exercise the power of the Company to issue securities up to 20% of the Company’s issued share capital as at the date of the SGM;
“Group”	the Company and its subsidiaries;
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China;
“Independent Board Committee”	an independent committee of the board of Directors comprising Mr. Chung Kam Kwong, Mr. Lo Kao Cheng and Mr. Lo Wai Ming, the independent non-executive Directors, formed for the purpose of advising the Independent Shareholders in relation to the refreshment of the General Mandate;

DEFINITIONS

“Independent Financial Adviser” or “Hantec”	Hantec Capital Limited, a corporation licensed to carry out type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), is the independent financial adviser to the Independent Board Committee and the Independent Shareholders in relation to the refreshment of General Mandate;
“Independent Shareholders”	shareholders of the Company other than Chau’s Family 1996 Limited;
“Latest Practicable Date”	13 July 2005, being the latest practicable date prior to the printing of this circular for ascertaining certain information herein;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“SGM”	special general meeting of the Company proposed to be convened and held in respect of refreshment of the General Mandate and the Scheme Mandate Limit;
“Scheme Mandate Limit”	the maximum number of Shares that may be issued upon exercise of all Share Options to be granted under the Share Option Scheme and all other options under any other share option schemes of the Group; in respect of the existing Scheme Mandate Limit, 18,958,436 Shares (on a consolidated basis) equivalent to 10% of the issued share capital of the Company as at the date of adoption of the Share Option Scheme, and in respect of the Scheme Mandate Limit (as refreshed) to be approved at the forthcoming SGM, equivalent to 10% of the issued share capital of the Company as at the date of approval of the refreshment of the Scheme Mandate Limit;
“Shareholder(s)”	holder(s) of the Share(s);
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company;
“Share Option(s)”	the option(s) to subscribe for Share(s) under the Share Option Scheme;

DEFINITIONS

“Share Option Scheme”	the share option scheme adopted by the Company on 16 September 2002;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Subscription Agreement”	subscription agreement entered into between Chau’s Family Limited and the Company dated 24 May 2005;
“Subscription Shares”	65,390,000 Shares subscribed for by Chau’s Family Limited pursuant to the Subscription Agreement;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong; and
“%”	per cent.

LETTER FROM THE BOARD



SOLARTECH INTERNATIONAL HOLDINGS LIMITED

榮盛科技國際控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 1166)

Executive Directors:

CHAU Lai Him (*Chairman and Managing Director*)

ZHOU Jin Hua (*Deputy Chairman*)

LAU Man Tak

LIU Jin Rong

Registered Office:

Clarendon House

2 Church Street

Hamilton HM11

Bermuda

Independent non-executive directors:

CHUNG Kam Kwong

LO Kao Cheng

LO Wai Ming

Head office and principal place:

of business in Hong Kong:

No.7, 2nd Floor

Kingsford Industrial Centre

13 Wang Hoi Road

Kowloon Bay

Kowloon

Hong Kong

15 July 2005

*To the Shareholders and, for information only,
to the holders of Share Options*

Dear Sir/Madam,

**REFRESHMENT OF GENERAL MANDATE TO ISSUE SHARES,
REFRESHMENT OF SCHEME MANDATE LIMIT
AND
NOTICE OF SPECIAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the Special General Meeting of the Company to be held on Monday, 1 August 2005 (the "SGM"), as required by the Listing Rules. These include ordinary resolutions relating to (i) the refreshment of the General Mandate; and (ii) the refreshment of the Scheme Mandate Limit.

* For identification purposes only

LETTER FROM THE BOARD

REFRESHMENT OF GENERAL MANDATE

Following the allotment and issuance of the Subscription Shares pursuant to the Subscription Agreement where 65,390,000 Subscription Shares were issued from the 65,394,872 Shares under the General Mandate, the General Mandate has been substantially utilized. The Directors will convene the SGM to seek the approval for the refreshment of the General Mandate to authorise the Directors to further issue securities not exceeding 20% of the issue share capital of the Company as at the date of passing of such resolution, in order to maintain the Company's flexibility for any possible fund raising activities or future acquisitions, including but not limited to further placings of Shares.

REFRESHMENT OF THE SCHEME MANDATE LIMIT

The number of Shares subject to the existing Scheme Mandate Limit under the Share Option Scheme is 18,958,436 Shares, representing 10% of the issued share capital of the Company as at the date of adoption of the Share Option Scheme and, so far, the existing Scheme Mandate Limit has not been refreshed. As at the Latest Practicable Date, Share Options to subscribe for an aggregate of 18,950,000 Shares have been granted and remain outstanding, representing a substantial portion of the existing Scheme Mandate Limit.

The Scheme Mandate Limit may be "refreshed" by the approval of the Shareholders and the "refreshed" Scheme Mandate Limit must not exceed 10% of the issued share capital of the Company as at the date of the approval. Share Options previously granted under the Share Option Scheme and other share option schemes of the Group (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 proposed that the Scheme Mandate Limit be refreshed and the refreshment of the Scheme Mandate Limit will be subject to the approval of the Shareholders at the forthcoming SGM. Based on the issued share capital of the Company as at the Latest Practicable Date, the number of Shares under the Scheme Mandate Limit to be refreshed will be 39,236,436 Shares, being 10% of the issued share capital of the Company.

As at the Latest Practicable Date, the total number of Shares which may be issued upon exercise of all Share Options outstanding and yet to be exercised were 18,950,000 Shares, representing approximately 4.83% of the Shares in issue as at the Latest Practicable Date. Assuming that the refreshment of the Scheme Mandate Limit is approved at the forthcoming SGM and taking into account the following:

- (a) the additional 39,236,436 Shares subject to the Scheme Mandate Limit (as refreshed); and
- (b) the 18,950,000 Shares subject to the Share Options granted and yet to be exercised,

LETTER FROM THE BOARD

the number of Shares that may be issued under the Share Options to be granted under the Scheme Mandate Limit (as refreshed) and to be issued under the Share Options granted and outstanding will be 58,186,436 Shares, representing approximately 14.83% of the Shares in issue as at the Latest Practicable Date and is, based on the number of Shares in issue as at the Latest Practicable Date, within the 30% scheme limit of the Share Option Scheme as prescribed under the Share Option Scheme and the Listing Rules. The 30% scheme limit represents a limit of 30% of the Shares in issue from time to time which may be issued upon the exercise of all outstanding Share Options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of the Group.

Application has been made to the Stock Exchange for the listing of and permission to deal in the Shares to be issued under the refreshed Scheme Mandate Limit.

THE SGM

Approval from the Shareholders will be sought at the SGM for the refreshment of the General Mandate and the Scheme Mandate Limit. According to the Listing Rules, any refreshment of the General Mandate made before the next annual general meeting requires any controlling shareholders and their associates or, where there are no controlling shareholders, directors (excluding independent non-executive directors) and the chief executive of the issuer and their respective associates to abstain from voting in favour of the ordinary resolution for the refreshment of the General Mandate. Accordingly, Chau's Family 1996 Limited will abstain from voting at the SGM in relation to the resolution to approve the refreshment of the General Mandate.

Subject to the approval of the Independent Shareholders for the refreshment of the General Mandate, and assuming that no further Shares will be issued or repurchased by the Company and no Share Options will be exercised on or prior to the date of the SGM, the Shares in issue as at the date of passing of the relevant resolution would be 392,364,362 Shares, which means that under the General Mandate (as refreshed) the Directors would be authorised to allot and issue a maximum of 78,472,872 Shares if the General Mandate is refreshed.

Notice convening the SGM to be held at No.7, 2nd Floor, Kingsford Industrial Centre, 13 Wang Hoi Road, Kowloon Bay, Kowloon, Hong Kong on Monday, 1 August 2005 at 9:00 a.m. is set out on Appendix I to this circular.

A form of proxy for use at the SGM is enclosed. Whether or not you intend to attend the meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon as soon as possible and, in any event, not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof to the Company's principal place of business in Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjourned meeting should you so wish.

LETTER FROM THE BOARD

RECOMMENDATION OF THE BOARD

The Directors are of the opinion that the refreshment of the General Mandate and the refreshment of the Scheme Mandate Limit are in the interests of the Company and its Shareholders as a whole. Accordingly, the Directors recommend that the Shareholders should vote in favour of the relevant resolutions to be proposed at the SGM.

RECOMMENDATION OF THE INDEPENDENT BOARD COMMITTEE

An Independent Board Committee has been formed to advise the Independent Shareholders in connection with the refreshment of the General Mandate and Hantec has been appointed as the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders on the same. Hantec considers the terms of the refreshment of the General Mandate are fair and reasonable so far as the Independent Shareholders are concerned and the refreshment of the General Mandate is in the interest of the Company and the Shareholders as a whole. The text of the letter of advice from Hantec containing its recommendation in respect of the refreshment of General Mandate is set out on pages 10 to 15 of this circular.

The Independent Board Committee, having taken into account the advice of Hantec, considers the terms of the refreshment of the General Mandate are fair and reasonable so far as the Independent Shareholders are concerned and the refreshment of the General Mandate is in the interest of the Company and the Shareholders as a whole. Accordingly, the Independent Board Committee recommends that the Independent Shareholders should vote in favour of the relevant resolution to be proposed at the SGM to approve the refreshment of General Mandate. The full text of the letter from the Independent Board Committee is set out on page 9 of this circular.

PROCEDURE FOR DEMANDING A POLL

Pursuant to Bye-law 66 of the Bye-laws of the Company, a resolution put to the vote of a meeting shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded by:

- (a) the chairman of such meeting; or
- (b) at least three members present in person (or in the case of a member being a corporation by its duly authorised representative) or by proxy for the time being entitled to vote at the meeting; or
- (c) a member or members present in person (or in the case of a member being a corporation by its duly authorised representative) or by proxy and representing not less than one-tenth of the total voting rights of all members having the right to vote at the meeting; or

LETTER FROM THE BOARD

- (d) a member or members present in person (or in the case of a member being a corporation by its duly authorised representative) or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all shares conferring that right.

Yours faithfully,
For and on behalf of the Board
Chau Lai Him
Chairman

LETTER FROM THE INDEPENDENT BOARD COMMITTEE



SOLARTECH INTERNATIONAL HOLDINGS LIMITED

榮盛科技國際控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 1166)

15 July 2005

To the Independent Shareholders

Dear Sir or Madam,

We have been appointed as the Independent Board Committee to advise you in connection with the refreshment of the General Mandate, details of which are set out in the letter from the board contained in the circular to the Shareholders dated 15 July 2005 (the "Circular"), of which this letter forms part. Terms defined in the Circular shall have the same meanings when used herein unless the context otherwise requires.

Having considered the refreshment of the General Mandate and the terms of the refreshment of the General Mandate and the advice of Hantec in relation thereto as set out on pages 10 to 15 of the Circular, we are of the view that refreshment of the General Mandate is in the interests of the Company and its Shareholders as a whole and the terms of the General Mandate (as refreshed) are fair and reasonable so far as the Independent Shareholders are concerned.

Accordingly, we recommend the Independent Shareholders to vote in favour of the resolution to be proposed at the SGM to approve the refreshment of the General Mandate.

Yours faithfully,

For and on behalf of the Independent Board Committee

Mr. Chung Kam Kwong

*Independent non-executive
Director*

Mr. Lo Kao Cheng

*Independent non-executive
Director*

Mr. Lo Wai Ming

*Independent non-executive
Director*

* For identification purposes only

LETTER FROM INDEPENDENT FINANCIAL ADVISER

The following is the text of a letter from Hantec to the Independent Board Committee and the Independent Shareholders in relation to the refreshment of the General Mandate for the purpose of incorporation in this circular:



Hantec Capital Limited
45th Floor, COSCO Tower
183 Queen's Road Central
Hong Kong

15 July 2005

*To the Independent Board Committee and
the Independent Shareholders of
Solartech International Holdings Limited*

Dear Sirs and Madams,

REFRESHMENT OF THE GENERAL MANDATE TO ISSUE SHARES

INTRODUCTION

We refer to the circular dated 15 July 2005 (the "Circular") issued by the Company to the Shareholders of which this letter forms part and to our appointment as independent financial adviser to the Independent Board Committee and the Independent Shareholders with respect to the refreshment of the General Mandate to issue Shares, details of which are set out in the letter from the Board contained in the Circular. Capitalised terms used in this letter without definitions shall have the same meanings set out in the Circular unless the context otherwise requires.

Pursuant to the Rule 13.36(4)(a) of the Listing Rules, the refreshment of the General Mandate requires the approval of the Independent Shareholders by poll 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) and the chief executive of the Company and their respective associates shall abstain from voting in favour of the refreshment of the General Mandate at the SGM. Accordingly, Chau's Family 1996 Limited is required to, and will, abstain from voting at the SGM in favour of the resolution to be proposed at the SGM in respect of the General Mandate (as refreshed).

The Independent Board Committee has been established to advise whether the terms of the refreshment of the General Mandate are fair and reasonable and whether the refreshment of the General Mandate to issue Shares is in the interests of the Company and its Independent Shareholders as a whole and to advise the Independent Shareholders on

LETTER FROM INDEPENDENT FINANCIAL ADVISER

how to vote. The Independent Board Committee comprising Mr. Chung Kam Kwong, Mr. Lo Kao Cheng, and Mr. Lo Wai Ming, all being independent non-executive Directors, has been formed to advise the Independent Shareholders in this respect. We have been appointed by the Company to advise the Independent Board Committee and the Independent Shareholders on the fairness and reasonableness of the terms of the refreshment of General Mandate, so far as the interests of the Independent Shareholders are concerned and whether the refreshment of the General Mandate is in the interests of the Company and the Shareholders as a whole.

BASIS OF OUR ADVICE

In arriving at our opinion and recommendation to the Independent Board Committee and the Independent Shareholders in relation to the refreshment of General Mandate, we have relied on the information supplied and the opinion expressed by the Directors and the management of the Company. We have assumed that the information contained and representations made to us or referred to in the Circular are true, accurate and complete at the time they were made and continue to be so at the date of the Circular. We have also assumed that all statements of belief, opinion and intention made by the Directors in the Circular were reasonably made after due enquiry.

We consider that we have been provided sufficient information to reach an informed view, to justify relying on the accuracy of the information contained in the Circular and to provide a reasonable basis for our opinion. We have no reason to suspect that any material facts have been omitted or withheld from the information contained or opinions expressed in the Circular nor to doubt the truth, accuracy and completeness of the information and representations provided to us by the Company. We have not, however, conducted an independent verification of the information provided by the Directors and management of the Company nor have we carried out any independent investigation into the business and affairs of the Company or any of its respective subsidiaries or associates.

PRINCIPAL FACTORS CONSIDERED

In arriving at our opinion to the Independent Board Committee and the Independent Shareholders in respect of the General Mandate (as refreshed), we have taken the following principal factors and reasons into consideration:

1. Background

The grant to the Directors of the General Mandate was approved at the last annual general meeting on 10 September 2004 pursuant to Rule 13.36(2)(b) of the Listing Rules and as at the date of approval of the General Mandate, the Company had an aggregate of 326,974,362 Shares in issue and 20% of which, being 65,394,872 Shares were granted to the Directors to allot and issue under the General Mandate. The Company has not, since the date of the last annual general meeting, refreshed the General Mandate to allot, issue and deal with Shares.

LETTER FROM INDEPENDENT FINANCIAL ADVISER

By an announcement dated 24 May 2005, the Company announced that Chau's Family 1996 Limited entered into a placing agreement and the Subscription Agreement with Kingston Securities Limited and the Company respectively. Pursuant to the aforesaid placing agreement, Chau's Family 1996 Limited agreed to place, through Kingston Securities Limited, 65,390,000 existing Shares at a price of HK\$0.28 per Share. Pursuant to the Subscription Agreement, Chau's Family 1996 Limited agreed to subscribe for 65,390,000 new Shares at a price of HK\$0.28 per Share. The net proceeds of about HK\$17.80 million from the placing and subscription has been fully applied for purchasing raw materials (including copper wires and PVC resin) for production of cable and wires. The subscription of the Subscription Shares under the Subscription Agreement was completed on 6 June 2005. The Subscription Shares represent approximately 20% of the issued share capital of the Company as at the date of the approval of the existing General Mandate. As a result, following the issuance of the Subscription Shares, the existing General Mandate has been substantially utilised as to 65,390,000 Shares and leaving only 4,872 Shares that can be allotted and issued under the existing General Mandate.

Since the existing General Mandates has been substantially utilised as a result of the issuance of the Subscription Shares pursuant to the Subscription Agreement and in order to maintain the Company's flexibility for any possible fund raising activities for future acquisitions, including but not limited to further placing of Shares, the Directors will seek the approval of the Independent Shareholders at the SGM for the refreshment of the General Mandate so that the Directors could issue additional new Shares within a short period of time under the General Mandate (as refreshed).

2. Financial flexibility in terms of capital-raising amount

The existing General Mandate has been substantially utilised as to 65,390,000 Shares and leaving only 4,872 Shares that can be issued. If the refreshment of the General Mandate is approved 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, up to 78,472,872 new Shares, representing 20% of the existing 392,364,362 issued Shares as at the Latest Practicable Date, could be allotted and issued by the Company under the General Mandate (as refreshed).

Considering that the existing General Mandate has been substantially utilised, the Directors consider that the refreshment of the General Mandate will maintain the financial flexibility for raising capital for the Group as the Directors are authorised to issue additional new Shares under the General Mandate (as refreshed) and thereby raising additional capital for the Company. In addition, the General Mandate (as refreshed) provides an alternative means of financing to the Group when assessing and negotiating potential acquisitions. In this respect, we are of the view that the General Mandate (as refreshed) will maintain the financial flexibility for raising capital for the Group and the terms of the refreshment of the General Mandate (as refreshed) are fair and reasonable and the refreshment of the General Mandate is in the interests of the Company and the Independent Shareholders as a whole.

LETTER FROM INDEPENDENT FINANCIAL ADVISER

3. Financial flexibility in terms of time required for raising capital

The Directors advised that, as at the Latest Practicable Date, no immediate funding was required for the operation of the business of the Group, and no definite investment plan which may require equity financing by issuing Shares was outstanding. However, the Group would not rule out any future opportunities to expand its business. The Directors confirmed that if any potential investors offer attractive terms for investment in the Shares and subject to the then market conditions, they will consider and may conduct an equity fund raising exercise by issuing new Shares. The Directors believe that funding requirement or appropriate investment opportunities may arise at any time before the next annual general meeting which is expected to be held in November 2005 as a result of the change of financial year end from 31 March to 30 June and such funding or investment decisions may have to be met or made within a short period of time. The Directors consider that the refreshment of the General Mandate is in the interest of the Company and the Independent Shareholders as a whole considering that the refreshment of the General Mandate will enhance the financial flexibility for the Group as and when there are any transactions which require equity financing by issuing additional new Shares within a short period of time.

Taking into account (i) any funding requirement or appropriate investment opportunities that may arise at any time before the next annual general meeting; and (ii) any share placement exercises that are dependent, to a large extent, on market conditions and such opportunities may not always arise, we concur with the Directors that the refreshment of the General Mandate could enhance the financing flexibility of the Group to respond to market conditions promptly and to raise capital within a short period of time if and when any equity financing should be required.

LETTER FROM INDEPENDENT FINANCIAL ADVISER

4. Potential dilution to shareholding of the Independent Shareholders

We set out below a table depicting the shareholding structure of the Company as at the Latest Practicable Date and, for illustrative purpose, the shareholding structure of the Company assuming full utilisation of the General Mandate (as refreshed):

	Number of issued Shares as at the Latest Practicable Date		Number of issued Shares after the full utilisation of the General Mandate (as refreshed)	
	<i>Shares</i>	<i>%</i>	<i>Shares</i>	<i>%</i>
Chau's Family 1996 Limited (<i>Note</i>)	81,992,000	20.90%	81,992,000	17.41%
Public	310,372,362	79.10%	310,372,362	65.92%
Holders of Shares that may be issued under the General Mandate (as refreshed)	–	–	78,472,872	16.67%
Total	<u>392,364,362</u>	<u>100%</u>	<u>470,837,234</u>	<u>100%</u>

Note: Chau's Family 1996 Limited, a company incorporated in the British Virgin Islands with limited liability, which is wholly-owned by the Chau's Family Trust, a discretionary trust of which Mr. Chau Lai Him, the Chairman and Managing Director of the Company, is a discretionary object, and it is also the largest Shareholder holding about 20.90% of the issued share capital of the Company as at the Latest Practicable Date.

Shareholders should be aware that the existing General Mandate will be revoked upon approval at the SGM of the refreshment of the General Mandate and the General Mandate (as refreshed) will be and continue to be in force until the earliest of (i) the conclusion of the Company's next annual general meeting; (ii) the expiration of period within which the next annual general meeting of the Company is required by the Company's memorandum of association or bye-laws or any applicable law to be held; and (iii) the revocation or variation of the authority given under the relevant resolution to be proposed at the SGM of the Company by ordinary resolution of the Independent Shareholders in general meeting. Such duration is in compliance with Rule 13.36(3) of the Listing Rules.

LETTER FROM INDEPENDENT FINANCIAL ADVISER

Upon full utilisation of the General Mandate (as refreshed), 78,472,872 Shares will be issued, representing 20% of the existing issued share capital of the Company as at the Latest Practicable Date and approximately 16.67% of the enlarged issued share capital of the Company. Assuming no Shares will be issued and/or repurchased by the Company between the Latest Practicable Date and the date of the SGM, the aggregate shareholding of the existing public Shareholders will decrease from approximately 79.10% to approximately 65.92% upon full utilisation of the General Mandate (as refreshed). The existing public Shareholders will have a potential maximum decrease in shareholding of approximately 13.18% following the full utilisation of the General Mandate (as refreshed).

Taking into account that the refreshment of the General Mandate will enhance the financial flexibility of the Group to raise additional capital within a short period of time whenever equity financing is required and the fact that the shareholding of all the Shareholders will be diluted to the same extent upon any utilisation of the General Mandate (as refreshed) with all other things being equal, we consider such dilution or potential dilution of shareholding of the Independent Shareholders to be acceptable.

CONCLUSION AND OPINION

Having considered the above principal factors and reasons, in particular, (i) the existing General Mandate has been substantially utilised; (ii) the General Mandate (as refreshed) allows the Company to raise capital by allotment and issuance of additional new Shares; (iii) the General Mandate (as refreshed) enhances financial flexibility for the Group to raise capital within a short period of time if and when any equity financing should be required; and (iv) the acceptable potential dilution to shareholdings of the Independent Shareholders, we are of the opinion that the refreshment of the General Mandate is in the interests of the Company and the Independent Shareholders as a whole and the terms of the refreshment of the General Mandate are fair and reasonable so far as the Independent Shareholders are concerned. Independent Shareholders are, however, advised to note the dilution effect of the utilisation of the General Mandate (as refreshed) on their shareholding interests in the Company. On balance, we advise the Independent Board Committee to recommend the Independent Shareholders to vote in favour of the ordinary resolution in relation to the refreshment of the General Mandate to be proposed at the SGM and advise the Independent Shareholders to vote in favour of the ordinary resolution in relation to the refreshment of the General Mandate to be proposed at the SGM.

Yours faithfully,
For and on behalf of
Hantec Capital Limited
Thomas Lai
Director

**SOLARTECH INTERNATIONAL HOLDINGS LIMITED****榮盛科技國際控股有限公司****(Incorporated in Bermuda with limited liability)***(Stock Code: 1166)****NOTICE OF SPECIAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Special General Meeting (the "Meeting") of Solartech International Holdings Limited (the "Company") will be held at No.7, 2nd Floor, Kingsford Industrial Centre, 13 Wang Hoi Road, Kowloon Bay, Kowloon, Hong Kong on Monday, 1 August 2005 at 9:00 a.m. for the following purposes considering and if thought fit, pass with or without amendments, the following resolutions as Ordinary Resolutions:

A. "THAT:

- (a) the general mandate granted to the directors of the Company (the "Directors") to exercise the powers of the Company to allot, issue and deal with the unissued share of HK\$0.01 each in the capital of the Company (the "Shares") at the annual general meeting of the Company held on 10 September 2004 be and is hereby revoked to the extent not yet exercised prior to the passing of this resolution provided that any exercise of powers of the Company to allot and issue Shares prior to the passing of this resolution shall not in any way be affected or prejudiced;
- (b) subject to paragraph (d) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional Shares be and is hereby generally and unconditionally approved;
- (c) the approval in paragraph (b) 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;
- (d) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval granted in paragraph (b) of this Resolution, otherwise than pursuant to:
 - (1) a Rights Issue (as hereinafter defined);

* For identification purposes only

- (2) an issue of shares as scrip dividends or similar arrangement providing for the allotment 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 pursuant to the exercise of the rights of subscription or conversion attaching to any warrants issued by the Company or any securities which are convertible into Shares; and
- (4) an issue of shares by the exercise of options granted under the share option scheme of the Company,

shall not exceed 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this Resolution, and the approval granted in paragraph (a) of this Resolution shall be limited accordingly; and

- (e) for the purpose of this Resolution,

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable laws to be held; or
- (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

“Rights Issue” means an offer of shares open for a period fixed by the Directors to the shareholders of the Company whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong applicable to the Company).”

- B. “THAT 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 and other options to be granted under the share option scheme of the Company adopted on 16 September 2002 or any other share option schemes of the

Company or its subsidiaries, as the case may be, (the “Scheme Mandate Limit”) be and is hereby approved and confirmed and the Scheme Mandate Limit as “refreshed” shall represent a maximum of 10 per cent. of the issued share capital of the Company as at the date of the passing of this resolution, Share Options and other options previously granted under the Share Option Scheme or any other share option schemes of the Company or its subsidiaries, as the case may be (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 Company or its subsidiaries, as the case may be) shall not be counted for the purposes of calculating the Scheme Mandate Limit.”

By order of the Board
Lau Man Tak
Secretary

Hong Kong
15 July 2005

Notes:

- (1) A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a member of the Company. In order to be valid, the form of proxy must be deposited at the head office and principal place of business of the Company in Hong Kong at No.7, 2nd Floor, Kingsford Industrial Centre, 13 Wang Hoi Road, Kowloon Bay, Kowloon, Hong Kong, together with any power of attorney or other authority, if any, under which it is signed, or a certified copy of that power or authority, not less than 48 hours before the time for holding the meeting or adjournment thereof.
- (2) The register of members of the Company will be closed from Thursday, 28 July 2005 to Friday, 29 July 2005, both days inclusive, during which period no transfer of shares will be effected. All transfers accompanied by the relevant share certificates must be lodged with the Company’s Branch Share Registrars in Hong Kong, Secretaries Limited, at Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong for registration no later than 4:00 p.m. on Wednesday, 27 July 2005.
- (3) The Directors of the Company as at the date of this notice are Messrs. Chau Lai Him, Zhou Jin Hua, Lau Man Tak and Liu Jin Rong being the Executive Directors and Messrs. Chung Kam Kwong, Lo Kao Cheng and Lo Wai Ming being the Independent Non-Executive Directors.