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## 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)



# HUA YI COPPER HOLDINGS LIMITED

華藝銅業控股有限公司\*

(Incorporated in Bermuda with limited liability)
(Stock code: 559)

### JOINT ANNOUNCEMENT AND RESUMPTION OF TRADING

This joint announcement is made by Hua Yi and Solartech pursuant to rule 13.09 of the Listing Rules.

On 10 April 2007, Hua Yi entered into the LOI with 江西華贛磊鑫銅業有限公司 (Jiangxi Huagan Leixin Copper Co., Ltd.) pursuant to which Hua Yi agreed conditionally to acquire 51% equity interests in 江西鴻陽銅業有限公司 (Jiangxi Hongyang Copper Co., Ltd), a company which is engaged in the production of copper materials and sulphuric acid and with plans to engage in the copper mining business. The Acquisition is subject to various conditions and the entering into of definitive legally binding documentation. Hua Yi is not legally bound under the LOI to proceed with the Acquisition. However, the LOI constitutes the legally binding obligation on Party A not to enter into any agreement or undertaking with any other third party in relation to equity interests, assets, indebtedness or liabilities of Jiangxi Hongyang within a period of 60 days from the date of the LOI. The terms set out in the LOI are not definitive and are subject to further negotiations between the parties.

The investment may or may not proceed. Investors are reminded to exercise caution when dealing in the shares of Hua Yi and Solartech. Further announcement containing details of the Acquisition will be made by Hua Yi and Solartech in accordance with the Listing Rules if and when the Hua Yi proceeds with the Acquisition.

Trading in the shares of the Hua Yi and Solartech on the Stock Exchange was suspended at their respective requests with effect from 9:32 a.m. on 10 April 2007 pending the release of this announcement. Hua Yi and Solartech have each applied to the Stock Exchange for a resumption of trading in their respective shares with effect from 9:30 a.m. on 12 April 2007.

This joint announcement is made by Hua Yi and Solartech pursuant to rule 13.09 of the Listing Rules.

On 10 April 2007, Hua Yi entered into the LOI with Party A pursuant to which Hua Yi agreed conditionally to acquire 51% equity interests in Jiangxi Hongyang.

#### Material terms of the LOI

Under the terms of the LOI, the Company and Party A have agreed that, subject to the conditions mentioned below and the entering into of definitive legally binding documentation, Hua Yi shall acquire 51% equity interests in Jiangxi Hongyang. Jiangxi Hongyang has a registered capital of RMB80,000,000 of which RMB54,000,000 has been paid up. Hua Yi will invest RMB40,800,000 pursuant to the Acquisition, with part of such investment to be injected into the capital of Jiangxi Hongyang and the remaining part to be paid to Party A. Upon completion of the Acquisition, Party A will have 49% equity interest in Jiangxi Hongyang.

<sup>\*</sup> For identification purposes only

Jiangxi Hongyang is incorporated in the PRC and it is engaged in the production of copper materials and sulphuric acid with plans to engage in the copper mining business. Jiangxi Hongyang is presently owned as to 25% by Party A and as to 75% by Honmark, a party independent of and not connected with Hua Yi, Solartech or their respective connected persons. Pursuant to an agreement between Party A and Honmark, Honmark agreed to sell its 75% equity interests in Jiangxi Hongyang (the "Transfer"), with the relevant approvals and filings of the Transfer to be completed with the relevant PRC authorities. Jiangxi Hongyang has obtained permits for the annual production of 20,000 tonnes of electrolytic copper and 35,000 tonnes of sulphuric acid and is in the process of applying for permits for an annual production of 100,000 tonnes of electrolytic copper.

The Acquisition shall be conditional upon satisfaction of the following:

- 1. Party A warrants that Jiangxi Hongyang will have the necessary raw materials supply for its operations. In this respect, Party A shall procure that Jiangxi Hongyang will be able to use the copper mining rights of 中國華興(集團)公司 (China Huaxing (Group) Company) (the relevant copper mine is located in Liuzhou, the PRC) and Cathay Xingwang Mining Company Limited, a company established in Suriname. (the relevant copper mine is located in Suriname, South America) (the "Mining Rights") after which Party A and Hua Yi shall conduct feasibility studies on these Mining Rights. The costs of such feasibility studies shall be borne by Jiangxi Hongyang. Party A may consider other copper mines in place of the aforementioned Mining Rights subject to further feasibility study by Party A and Hua Yi. Party A shall provide preliminary information regarding the Mining Rights and the relevant mines to Hua Yi within 30 days after the date of the execution of the LOI;
- 2. Party A shall provide the latest feasibility study on Jiangxi Hongyang to Hua Yi and Hua Yi shall initially bear the costs for such feasibility study. In the event that Party A and Hua Yi do not enter into definitive agreement for the Acquisition within 120 days of the date of the LOI (or such other date as may be agreed by the parties), such costs will be reimbursed by Party A to Hua Yi. In the event that Party A and Hua Yi enter into definitive agreement for the Acquisition within the aforementioned prescribed period, such costs shall be reimbursed by Jiangxi Hongyang to Hua Yi;
- 3. Jiangxi Hongyang has entered into a land-use rights agreement with local government in respect of land with an area of 440 mu. The local government has undertaken with Party A to grant land-use rights for land with an aggregate area of over 1,000 mu to Jiangxi Hongyang, with the use of such land to be further negotiated;
- 4. the obtaining of the necessary permits by Jiangxi Hongyang for the annual production of 100,000 tonnes of electrolytic copper;
- 5. Hua Yi shall conduct legal, financial, tax and environmental due diligence on Jiangxi Hongyang and Party A shall provide all necessary information for Hua Yi to conduct due diligence;
- 6. Party A shall provide the relevant legal documentation to Hua Yi to substantiate its rights to execute the LOI and other documents in respect of Jiangxi Hongyang. Party A warrants that all liabilities arising from shareholders' disputes and all indebtedness involving Honmark shall be borne by Party A; and
- 7. Party A warrants that Jiangxi Hongyang has obtained guarantee in respect of completion of its construction project. Party A shall agree to provide such further guarantee to the relevant banks as may be required.

#### **Exclusivity**

Pursuant to the LOI, Party A shall not enter into any agreement or undertaking with any other third party in relation to equity interests, assets, indebtedness or liabilities of Jiangxi Hongyang within a period of 60 days from the date of the LOI (the "Exclusivity Period"). Hua Yi will complete its due diligence on Jiangxi Hongyang during the Exclusivity Period after the expiry of which Hua Yi will make a decision as to whether to proceed with the Acquisition. Within 7 days

after the expiry of the Exclusivity Period (or such other date as may be agreed between the parties), the parties shall negotiate on whether to enter into definitive documentation for the Acquisition.

The Acquisition is subject to the conditions stated in the above and the entering into of the definitive legally binding documentation. Hua Yi is not legally bound under the LOI to proceed with the Acquisition. However, the exclusivity provisions as referred to in the paragraph "Exclusivity" and the confidentiality provisions under the LOI constitute the legally binding obligation of the parties.

### Further information on Party A

Party A is incorporated in the PRC and it is engaged in the production and sales of copper materials. The directors of Hua Yi and Solartech have confirmed that, to the best of their knowledge, information and belief having made all reasonable enquiry, Party A and its ultimate beneficial owner(s) are third parties independent of Hua Yi, Solartech or their respective connected persons.

The investment may or may not proceed. Investors are reminded to exercise caution when dealing in the shares of Hua Yi and Solartech. Further announcement containing details of the Acquisition will be made by Hua Yi and Solartech in accordance with all applicable requirements of the Listing Rules if and when Hua Yi proceeds with the Acquisition.

Trading in the shares of the Hua Yi and Solartech on the Stock Exchange was suspended at their respective requests with effect from 9:32 a.m. on 10 April 2007 pending the release of this announcement. Hua Yi and Solartech have each applied to the Stock Exchange for a resumption of trading in their respective shares with effect from 9:30 a.m. on 12 April 2007.

#### **DEFINITIONS**

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

"Acquisition"	The propose	ed acquisition of 51%	equity interests b	y Hua Yi in Jiangxi
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Hongyang

"Honmark" Honmark Limited, a company incorporated in Hong Kong, a party

independent of and not connected with Hua Yi, Solartech or any of

their respective connected persons

"Hua Yi" Hua Yi Copper Holdings Limited, a company incorporated in Bermuda

and whose shares are listed on the main board of the Stock Exchange. As at the date of this announcement, the issued share capital of Hua

Yi is held as to approximately 60.05% by Solartech

company incorporated in the PRC which is engaged in the production of copper materials and sulphuric acid and with plans to engage in

the copper mining business

"LOI" The Letter of Intent dated 10 April 2007 between Party A and Hua Yi

"Listing Rules" The Rules Governing the Listing of Securities on The Stock Exchange

of Hong Kong Limited

Ltd.), a company incorporated in the PRC

"PRC" The People's Republic of China

"RMB" Renminbi, the lawful currency of the PRC

"Solartech" Solartech International Holdings Limited, a company incorporated in

Bermuda and whose shares are listed on the main board of the Stock

Exchange

"Stock Exchange" The Stock Exchange of Hong Kong Limited

# By the order of the Board Solartech International Holdings Limited Chau Lai Him

Chairman and Managing Director

# By the order of the Board Hua Yi Copper Holdings Limited Chau Lai Him

Chairman and Managing Director

Hong Kong, 11 April 2007

As at the date of this announcement, the board of directors of Solartech comprises of Mr. Chau Lai Him, Mr. Zhou Jin Hua, Mr. Liu Jin Rong and Mr. Chow Kin Ming being the executive directors and Mr. Lo Wai Ming, Mr. Chung Kam Kwong and Mr. Lo Chao Ming being the independent non-executive directors.

As at the date of this announcement, the board of directors of Hua Yi comprises of Mr. Chau Lai Him, Mr. Chu Yuk Kuen and Mr. Chow Kin Ming being the executive directors and Mr. Lee Kin Keung, Mr. Chung Kam Kwong and Mr. Lo Chao Ming being the independent non-executive Directors.

"Please also refer to the published version of this announcement in The Standard."