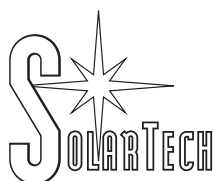


THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 enclosed 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)

**PROPOSALS FOR GENERAL MANDATES
TO REPURCHASE SHARES AND ISSUE NEW SECURITIES,
AMENDMENTS TO BYE-LAWS,
RE-ELECTION OF RETIRING DIRECTORS,
CANCELLATION OF ALL OUTSTANDING SHARE OPTIONS
GRANTED BUT NOT EXERCISED,
REFRESHMENT OF SCHEME MANDATE LIMIT
AND
NOTICE OF ANNUAL GENERAL MEETING**

The notice convening the Annual General Meeting of Solartech International Holdings Limited (the “**Company**”) to be held at Unit 7, 2nd Floor, Kingsford Industrial Centre, 13 Wang Hoi Road, Kowloon Bay, Kowloon, Hong Kong on Monday, 24 November 2008 at 10:45 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 Annual General Meeting is also enclosed with this circular. If you are not 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 Unit 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

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	
Introduction	3
General Mandate to Repurchase Shares	4
General Mandate to Issue Securities	4
Proposed Amendments to the Bye-laws	4
Re-election of Retiring Directors	5
Cancellation of Share Options Granted But Not Exercised	5
Reasons for Cancellation and Effect on the Company	6
Refreshment of the Scheme Mandate Limit	6
Notice of the Annual General Meeting	7
Procedure for Demanding a Poll	8
Recommendation	8
APPENDIX I – EXPLANATORY STATEMENT	9
APPENDIX II – DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED	12
APPENDIX III – NOTICE OF AGM	14

DEFINITIONS

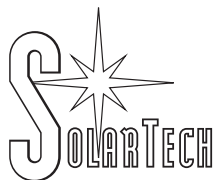
In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“AGM”	the 2008 annual general meeting of the Company to be held on Monday, 24 November 2008, notice of which is set out in Appendix III to this circular;
“associate”	has the meaning ascribed to it in the Listing Rules;
“Board”	the board of Directors;
“Bye-laws”	the bye-laws of the Company;
“Company”	Solartech International Holdings Limited, a company incorporated in Bermuda with limited liability, the Shares of which are listed on the main board of the Stock Exchange (Stock Code: 1166);
“Director(s)”	director(s) of the Company;
“Group”	the Company and its subsidiaries;
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China;
“Issue Mandate”	shall have the meaning as defined under the heading “General Mandate to Issue Securities” in the “Letter from the Board” of this circular;
“Latest Practicable Date”	22 October 2008, 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;
“Repurchase Mandate”	shall have the meaning as defined under the heading “General Mandate to Repurchase Shares” in the “Letter from the Board” of this circular;

DEFINITIONS

“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, 48,506,436 Shares, and in respect of the Scheme Mandate Limit (as refreshed) to be approved at the forthcoming AGM, 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;
“Share(s)”	ordinary share(s) of HK\$0.01 each in the capital of the Company;
“Shareholder(s)”	holder(s) of the Share(s);
“Share Option(s)”	the option(s) to subscribe for Share(s) under the Share Option Scheme;
“Share Option Scheme”	the share option scheme adopted by the Company on 16 September 2002;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“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*)

LIU Jin Rong

CHAN Kwan Hung

Registered office:

Clarendon House

2 Church Street

Hamilton HM11

Bermuda

Independent non-executive directors:

CHUNG Kam Kwong

LO Wai Ming

LO Chao Ming

Head office and principal

place of business:

No. 7, 2nd Floor

Kingsford Industrial Centre

13 Wang Hoi Road

Kowloon Bay

Kowloon

Hong Kong

28 October 2008

To the Shareholders and option holders,

Dear Sir/Madam,

**PROPOSALS FOR GENERAL MANDATES
TO REPURCHASE SHARES AND ISSUE NEW SECURITIES,
AMENDMENTS TO BYE-LAWS,
RE-ELECTION OF RETIRING DIRECTORS,
CANCELLATION OF ALL OUTSTANDING SHARE OPTIONS GRANTED
BUT NOT EXERCISED,
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 2008 Annual General Meeting of the Company to be held on 24 November 2008, as required by the relevant rules set out in the Listing Rules. These include (i) ordinary resolutions relating to the granting to the Directors general mandates for the repurchase of Shares and the issue of new securities and adding any Shares

* *for identification purposes only*

LETTER FROM THE BOARD

repurchased under the Repurchase Mandate to the Issue Mandate; (ii) a special resolution relating to certain amendments to the Bye-laws; (iii) ordinary resolutions relating to the re-election of retiring Directors; (iv) an ordinary resolution relating to the cancellation of all outstanding Share Options granted but not exercised; and (v) an ordinary resolution relating to the refreshment of the Scheme Mandate Limit. The existing general mandates for the repurchase of Shares and the issue of new securities will lapse at the forthcoming AGM.

GENERAL MANDATE TO REPURCHASE SHARES

At the AGM, an ordinary resolution will be proposed that the Directors be granted a general and unconditional mandate to exercise all powers of the Company to repurchase on the Stock Exchange or on any other stock exchange on which the Shares of the Company may be listed, Shares up to a maximum of 10% of the issued share capital of the Company as at the date of passing of the relevant resolution (the “**Repurchase Mandate**”).

GENERAL MANDATE TO ISSUE SECURITIES

An ordinary resolution will also be proposed that the Directors be granted a general and unconditional mandate to allot, issue and deal with securities of the Company up to a maximum of 20% of the issued share capital of the Company as at the date of passing of the relevant resolution (the “**Issue Mandate**”).

In addition, an ordinary resolution will be proposed at the AGM adding any Shares repurchased under the Repurchase Mandate to the Issue Mandate. The Repurchase Mandate and the Issue Mandate would continue in force until the conclusion of the next annual general meeting of the Company unless it is renewed at such meeting or until revoked or varied by ordinary resolutions of the Shareholders in a general meeting held prior to the next annual general meeting of the Company.

An explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the proposed general mandate to repurchase Shares 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 resolutions at the AGM.

PROPOSED AMENDMENTS TO THE BYE-LAWS

At the AGM, a resolution will be proposed by way of special resolution to amend Bye-law 154(1) of the Bye-laws which may be inconsistent with the Directors’ power to fill the vacancy in the office of auditors of the Company. Pursuant to the proposed special resolution, the following new Bye-law 154(1) will replace the existing corresponding bye-law:

“154.(1) Subject to Section 88 of the Act, the Company shall at each annual general meeting of the Company appoint an auditor to audit the accounts of the Company and such auditor shall hold office from the conclusion of that meeting until the conclusion of the next annual general meeting of the Company. Such auditor may be a Member but no Director or officer or employee of the Company shall, during his continuance in office, be eligible to act as an auditor of the Company.”

Details of the proposed amendments to the Bye-laws are described in the special resolution as set out in the notice of the AGM in Appendix III to this circular.

LETTER FROM THE BOARD

RE-ELECTION OF RETIRING DIRECTORS

Messrs. Liu Jin Rong, Lo Wai Ming and Lo Chao Ming will retire from office as Directors at the AGM and each of the aforementioned directors, being eligible, will offer themselves for re-election pursuant to Bye-laws 86(2) and 87 of the Bye-laws.

Details of Messrs. Liu Jin Rong, Lo Wai Ming and Lo Chao Ming which are required to be disclosed pursuant to the Listing Rules, are set out in Appendix II to this circular.

CANCELLATION OF SHARE OPTIONS GRANTED BUT NOT EXERCISED

As at the Latest Practicable Date, the total number of Shares which may be issued upon exercise of all Share Options granted and yet to be exercised was 24,600,000 Shares, representing approximately 4.08% of the existing issued share capital of 603,654,362 Shares as at the Latest Practicable Date and approximately 3.92% of the enlarged issued share capital of 628,254,362 Shares if all outstanding Share Options are exercised.

Details of the outstanding Share Options granted but not yet exercised are set out below:

Capacity	Exercisable period	Exercise price HK\$	Outstanding Share Options as at the Latest Practicable Date
Zhou Jin Hua <i>(Executive Director)</i>	1 February 2008 to 31 January 2011	0.59	3,000,000
Liu Jin Rong <i>(Executive Director)</i>	1 February 2008 to 31 January 2011	0.59	1,500,000
Chan Kwan Hung <i>(Executive Director)</i>	1 February 2008 to 31 January 2011	0.59	4,500,000
Employees	1 February 2008 to 31 January 2011	0.59	15,600,000
			24,600,000

According to the Share Option Scheme, any cancellation of Share Options granted but not exercised shall require (1) approval of the Board, (2) approval of the Shareholders in general meeting, by way of poll, with the relevant option holders and their associates abstaining from voting, and (3) consent in writing of such number of option holders as shall together hold the Share Options in respect of not less than three-fourths in nominal value of all Shares then subject to the Share Options granted under the Share Option Scheme.

LETTER FROM THE BOARD

As at the Latest Practicable Date, the Board has resolved to cancel all the Share Options to subscribe for an aggregate of 24,600,000 Shares which have been granted but not exercised, subject to the approval of the Shareholders at the AGM and the consent in writing of option holders holding not less than three-fourths in nominal value of all Shares then subject to the Share Options granted but not exercised. The Company is currently in the process of seeking the consent in writing of such cancellation from the relevant option holders. In the event that the cancellation is not approved by the shareholders of the Company at the AGM or the Company does not get the consent in writing of option holders holding not less than three-fourths in nominal value of all Shares then subject to the Share Options granted but not exercised, all the outstanding Share Options shall remain valid and exercisable at their respective terms and exercise prices, subject to adjustment.

At the AGM, an ordinary resolution will be proposed that the Share Options to subscribe for an aggregate of 24,600,000 Shares which have been granted but not exercised be cancelled.

REASONS FOR CANCELLATION AND EFFECT ON THE COMPANY

The purpose of the Share Option Scheme is to provide incentives or rewards to the option holders for their contribution or would-be contribution to the Group and/or to enable the Group to recruit and retain high-calibre employees and attract human resources that are valuable to the Group and any entity in which any member of the Group holds any equity interest. As the exercise prices of the Share Options granted but not exercised are comparatively high when compared with the recent market prices of the Shares, which deters the option holders from exercising the Share Options to subscribe for the Shares of the Company, the Directors consider that it will be in the interests of the Company as well as the option holders to cancel all the outstanding Share Options granted but not exercised.

The relevant option holders whose Share Options are subject to cancellation shall not be entitled to any compensation or any consequential loss as a result of such cancellation. Therefore, there will not be any adverse financial effect as a result of the cancellation of the outstanding Share Options granted but not exercised.

REFRESHMENT OF THE SCHEME MANDATE LIMIT

The number of Shares subject to the existing Scheme Mandate Limit under the Share Option Scheme is 48,506,436 Shares. As at the Latest Practicable Date, Share Options to subscribe for an aggregate of 42,600,000 Shares have been granted, representing approximately 87.82% 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 approval. Share Options previously granted under the Share Option Scheme and other share option schemes of the Company (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

LETTER FROM THE BOARD

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 the approval of the Shareholders at the forthcoming AGM.

Based on the existing issued share capital of 603,654,362 Shares of the Company as at the Latest Practicable Date, the number of Shares under the Scheme Mandate Limit to be refreshed will be 60,365,436 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 granted and yet to be exercised was 24,600,000 Shares, representing approximately 4.08% of the existing issued share capital of 603,654,362 Shares as at the Latest Practicable Date. Assuming that the refreshment of the Scheme Mandate Limit is approved but that the cancellation of all outstanding Share Options granted but not exercised is not approved at the forthcoming AGM, then taking into account the following:

- (a) the additional 60,365,436 Shares subject to the Scheme Mandate Limit (as refreshed); and
- (b) the 24,600,000 Shares subject to the Share Options granted and yet to be exercised,

the aggregate of the number of Shares (1) that may be issued under the Share Options to be granted under the Scheme Mandate Limit (as refreshed) and (2) to be issued under all Share Options granted and yet to be exercised will be 84,965,436 Shares, representing approximately 14.08% of the existing issued share capital of 603,654,362 Shares of the Company as at the Latest Practicable Date, which is within the 30% scheme limit of the Share Option Scheme as prescribed under the Share Option Scheme and the Listing Rules.

Application will be 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.

NOTICE OF ANNUAL GENERAL MEETING

Notice of the AGM is set out in Appendix III to this circular. A proxy form for appointing proxy is despatched with this circular and published on the website of the Stock Exchange (www.hkex.com.hk). If you are not able to attend the AGM, you are requested to complete the proxy form and return it to the head office and principal place of business of the Company in Hong Kong at Unit 7, 2nd Floor, Kingsford Industrial Centre, 13 Wang Hoi Road, Kowloon Bay, Kowloon, Hong Kong not less than 48 hours before the time appointed for the holding of the AGM or the adjourned meeting. Completion and return of a proxy form will not preclude you from attending and voting at the meeting and at any adjournment thereof if you so wish.

LETTER FROM THE BOARD

PROCEDURE FOR DEMANDING A POLL

Pursuant to Bye-law 66 of the Bye-laws, 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) voting by way of a poll is required by the Listing Rules or is duly 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
- (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.

A demand by a person as proxy for a member or in the case of a member being a corporation by its duly authorized representative shall be deemed to be the same as a demand by a member.

RECOMMENDATION

The Directors consider that the proposed granting of the general mandates to the Directors to repurchase Shares and to issue new securities and adding any Shares repurchased under the Repurchase Mandate to the Issue Mandate, the proposed amendments to the Bye-laws, the re-election of the retiring Directors, the cancellation of all outstanding Share Options granted but not exercised and the refreshment of the Scheme Mandate Limit are in the best interests of the Company and the Shareholders. The Directors therefore recommend the Shareholders to vote in favour of the relevant resolutions as set out in the notice of the AGM.

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

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

1. SHARE CAPITAL

As at the Latest Practicable Date, there was a total of 603,654,362 Shares in issue.

Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the AGM, the Company will be allowed to repurchase a maximum of 60,365,436 Shares.

2. REASONS FOR REPURCHASES

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

3. FUNDING OF REPURCHASES

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

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the Annual Report for the year ended 30 June 2008) in the event that the Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital requirements of the Company or the gearing levels of the Company.

4. SHARE PRICES

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

Month	Share Prices Per Share	
	Highest HK\$	Lowest HK\$
2007		
October	0.700	0.570
November	0.590	0.445
December	0.590	0.450
2008		
January	0.520	0.400
February	0.460	0.420
March	0.455	0.375
April	0.425	0.370
May	0.400	0.365
June	0.385	0.350
July	0.355	0.245
August	0.240	0.181
September	0.198	0.130
1 October to the Latest Practicable Date	0.130	0.090

5. GENERAL

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates, has any present intention to sell any Shares to the Company, if the Repurchase Mandate is approved by the Shareholders.

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

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

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

level of increase of the Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Code.

As at the Latest Practicable Date, the substantial Shareholders together with their respective associates were beneficially interested in 132,692,000 Shares, representing approximately 21.98% of the issued share capital of the Company. In the event that the Directors exercised in full the power to repurchase Shares in accordance with the terms of the Repurchase Mandate and assuming no further Shares are issued by the Company, the interests of the substantial Shareholders together with their respective associates in the Company would be increased to approximately 24.42% of the issued share capital of the Company. Such an increase will not trigger any mandatory general offer obligations under the Code.

Save as disclosed above, the Directors are currently not aware of any consequences which will arise under the Code as a result of any purchase made under the Repurchase Mandate.

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

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

Mr. Liu Jin Rong, aged 34, has been appointed as an executive director of the Company since December 2002. He joined the Group in 1998 and is the administration manager of Dongguan Qiaozi Chau's Electrical Company Limited, a wholly owned subsidiary of the Company. He has more than 10 years' experience in human resources management in PRC. Mr. Liu does not hold any other directorship. He is the son-in-law of the sister of Mr. Chau Lai Him.

Save as disclosed above, Mr. Liu does not have any relationship with any of the directors of the Company, senior management or substantial or controlling shareholders of the Company, nor does he have any interests in the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Mr. Liu does not have a service contract with the Company and is entitled to director's emolument of HK\$155,000 per annum to be determined by the Board based on, amongst other things, level of responsibilities and performance.

Save as disclosed herein, there are no other matters concerning Mr. Liu that need to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) (inclusive) of the Listing Rules.

Mr. Lo Wai Ming, Paulus, aged 57, 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. 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 member of the Chartered Institute of Marketing and the Chartered Management Institute of the United Kingdom.

Mr. Lo Wai Ming was first appointed as an independent non-executive director of the Company on 6 January 2000 and has been in such office for more than 8 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 of directors of the Company 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 of the directors of the Company, senior management or substantial or controlling shareholders of the Company, nor does he have any interests in the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Mr. Lo does not have a service contract with the Company and he is entitled to a fixed director's fee of HK\$96,000 per annum which is determined with reference to market rates.

Save as disclosed herein, there are no other matters concerning Mr. Lo that need to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) (inclusive) of the Listing Rules.

Mr. Lo Chao Ming, aged 43, has been appointed as an independent non-executive director of the Company since November 2006. He is the deputy general manager of Sung Pu Electric Wire & Cable Co., Ltd., a company incorporated in Taiwan, Republic of China. He has more than 20 years' experience in the cable and wire industry. Mr. Lo is also an independent non-executive director of Hua Yi Copper Holdings Limited. Mr. Lo does not hold any other directorship.

Save as disclosed above, Mr. Lo does not have any relationship with any of the directors of the Company, senior management or substantial or controlling shareholders of the Company, nor does he have any interests in the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Mr. Lo does not have a service contract with the Company and he is entitled to a fixed director's fee of HK\$60,000 per annum which is determined with reference to market rates.

Save as disclosed above, there are no other matters concerning Mr. Lo that need to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) (inclusive) of the Listing Rules.

**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 2008 ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the 2008 Annual General Meeting (the “**Meeting**”) of Solartech International Holdings Limited (the “**Company**”) will be held at Unit 7, 2nd Floor, Kingsford Industrial Centre, 13 Wang Hoi Road, Kowloon Bay, Kowloon, Hong Kong, on Monday, 24 November 2008 at 10:45 a.m. for the following purposes:

1. To consider and adopt the audited financial statements and the reports of the directors and auditors for the year ended 30 June 2008.
2. To re-elect Mr. Liu Jin Rong as an executive director of the Company and to authorise the board of directors to fix his remuneration.
3. To re-elect Mr. Lo Wai Ming as independent non-executive director of the Company and to authorise the board of directors to fix his remuneration.
4. To re-elect Mr. Lo Chao Ming as independent non-executive director of the Company and to authorise the board of directors to fix his remuneration.
5. To re-appoint auditors and to authorise the board of directors to fix their remuneration.

As special business, to consider and if thought fit, pass with or without amendments, the following resolutions as Ordinary Resolutions:

6. A. “**THAT:**
 - (a) subject to paragraph (c) of this Resolution, the exercise by the board of directors of the Company (“**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 (“**Shares**”) or securities convertible into Shares, or options, warrants or similar rights to subscribe for any Shares, and to make or grant offers, agreements, and options which would or might require the

* for identification purposes only

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 nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval granted in paragraph (a) of this Resolution, otherwise than pursuant to:
 - (1) a Rights Issue (as hereinafter defined);
 - (2) an issue of shares pursuant to the exercise of the rights of subscription or conversion attaching to any warrants issued by the Company or any securities which are convertible into Shares;
 - (3) an issue of shares as scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the bye-laws of the Company;
 - (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

- (d) for the purpose of this Resolution,

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

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

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

B. “**THAT**

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase Shares on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) or on any 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 (“**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 of Hong Kong Limited or those of any other Recognised Stock Exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares of the Company which the Company is authorised to repurchase pursuant to the approval granted in paragraph (a) of this Resolution shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this Resolution, and the approval granted under paragraph (a) of this Resolution shall be limited accordingly; and
- (c) for the purpose of this Resolution, “**Relevant Period**” means the period from the passing of this Resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws to be held; or
 - (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

- C. “**THAT** conditional upon the passing of the Resolutions set out in paragraphs A and B of item 6 in the notice convening this meeting, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with Shares or securities convertible into Shares, or options, warrants or similar rights to subscribe for any Shares, and to make or grant offers, agreements, and options which would or might require the exercise of such powers, pursuant to Resolution set out in paragraph A of item 6 above be and is hereby extended by the addition to the aggregate nominal amount of share capital of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate, an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to Resolution set out in paragraph B of item 6 above provided that such amount shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this Resolution.”
- D. “**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% 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.”
- E. “**THAT** the cancellation of all outstanding share options which have been granted under the share option scheme of the Company adopted on 16 September 2002 but not exercised be and is hereby approved.”

As special business, to consider and if thought fit, pass with or without amendments, the following resolution as a Special Resolution:

7. “**THAT** the following new Bye-law 154(1) of the bye-laws of the Company will replace the existing corresponding bye-law:

154.(1) Subject to Section 88 of the Act, the Company shall at each annual general meeting of the Company appoint an auditor to audit the accounts of the Company and such auditor shall hold office from the conclusion of that meeting until the conclusion of the next annual general meeting of the Company. Such auditor may be a Member but no Director or officer or employee of the Company shall, during his continuance in office, be eligible to act as an auditor of the Company.”

By order of the Board
Chau Lai Him
Chairman

Hong Kong
28 October 2008

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 with the head office and principal place of business of the Company in Hong Kong at Unit 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 for the purpose of holding the Meeting from Thursday, 20 November 2008 to Friday, 21 November 2008, 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 Registrar in Hong Kong, Tricor Secretaries Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on Wednesday, 19 November 2008.
- (3) The Directors of the Company as at the date of this notice are Messrs. Chau Lai Him, Zhou Jin Hua, Liu Jin Rong and Chan Kwan Hung being the Executive Directors, and Messrs. Chung Kam Kwong, Lo Wai Ming and Lo Chao Ming being the Independent Non-Executive Directors.