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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)**

### **POLL RESULTS OF THE SPECIAL GENERAL MEETING HELD ON 19 JANUARY 2009 AND DESPATCH OF PROSPECTUS DOCUMENTS**

The Board is pleased to announce that the ordinary resolutions proposed at the SGM held on 19 January 2009 to approve the Asset Swap, the Agreements, the Solartech Open Offer, the Underwriting Agreement and the Whitewash Waiver were duly passed.

Reference is made to the announcements of the Company dated 10 December 2008 and 31 December 2008 and the circular of the Company dated 31 December 2008 (the “Circular”) relating to the Asset Swap, the Agreements, the Solartech Open Offer, the Underwriting Agreement and the Whitewash Waiver. Capitalised terms used herein shall have the same meanings as defined in the Circular unless specified otherwise.

#### **RESULTS OF THE SGM**

The Board is pleased to announce that the ordinary resolutions proposed at the SGM held on 19 January 2009 to approve the Asset Swap, the Agreements, the Solartech Open Offer, the Underwriting Agreement and the Whitewash Waiver were duly passed by the Independent Shareholders by way of poll.

As stated in the Circular, the Underwriter, Mr. Chau (the Chairman and Managing Director of the Company), and their respective associates and parties acting in concert with any of them and any parties involved or interested in the Solartech Open Offer, the Whitewash Waiver, the Agreements, the Asset Swap, the Underwriting Agreement and the Hua Yi Placing (including Mr. Lau, the Placing Agent and Kingston Finance Limited) were required to, and did, abstain from voting in relation to the ordinary resolutions to approve the Solartech Open Offer, the Underwriting Agreement and the Whitewash Waiver, the Agreements and the transactions contemplated under the Asset Swap at the SGM.

\* *For identification purposes only*

Pursuant to Rule 7.24(5)(a) of the Listing Rules, as Solartech has no controlling shareholder (as defined in the Listing Rules), the Directors (other than the independent non-executive Directors), being Mr. Chau, Mr. Zhou Jin Hua and Mr. Liu Jin Rong (all are executive Directors), and their respective associates were also be required to, and did abstain from voting in respect of the resolution(s) to be proposed at the SGM to consider and, if thought fit, approve the Solartech Open Offer.

As at the date of the SGM, Mr. Chau and his associates were interested in 132,692,000 Shares, representing approximately 21.98% of the total issued share capital of the Company as at the date of the SGM, while Mr. Zhou Jin Hua, Mr. Liu Jin Rong and their respective associates did not have any interest in Shares. Kingston Securities, being a party presumed to be acting in concert with the Underwriter, interested in 1,100 Shares as at the date of the SGM, representing approximately 0.0002% of the total issued share capital of the Company. Save as disclosed above, no other Shareholder was required to abstain from voting on or to vote only against the ordinary resolutions to approve the Solartech Open Offer, the Underwriting Agreement and the Whitewash Waiver, the Agreements and the transactions contemplated under the Asset Swap at the SGM. The total number of Shares entitling the Independent Shareholders to vote on the aforesaid ordinary resolutions at the SGM was 470,961,262 Shares.

Set out below are the poll results in respect of each of the resolutions:

Ordinary resolutions	Number of Shares (%)	
	For	Against
1. To approve the Agreements and the transactions contemplated under the Agreements.	176,011,100 (96.38%)	6,610,600 (3.62%)
2. To approve the Underwriting Agreement and the Solartech Open Offer in accordance with the terms of the Underwriting Agreement.	176,011,100 (96.38%)	6,610,600 (3.62%)
3. To approve the Whitewash Waiver.	176,011,100 (96.38%)	6,610,600 (3.62%)

As more than 50% of the votes were cast in favour of each of the ordinary resolutions, the ordinary resolutions to approve the Asset Swap, the Agreements, the Solartech Open Offer, the Underwriting Agreement and the Whitewash Waiver were duly passed. Tricor Secretaries Limited, the Hong Kong branch share registrar of the Company, acted as the scrutineer for the vote-taking at the SGM.

The Executive has granted the Whitewash Waiver in favour of Mr. Chau, the Underwriter and parties acting in concert with them and the Whitewash Waiver was approved by the Independent Shareholders at the SGM. Accordingly, no general offer under Rule 26 of the Takeovers Code will be required to be made by Mr. Chau, the Underwriter or parties acting in concert with any of them for all the Shares not already owned or agreed to be acquired by them as a result of fulfillment of the obligations under the Underwriting Agreement.

## SHAREHOLDING STRUCTURE OF SOLARTECH

Pursuant to the Underwriting Agreement, Solartech has undertaken not to issue any new Shares or securities convertible into Shares, or agree to any of such issuance from the date of the Underwriting Agreement up to the Record Date. The table below depicts the shareholding structure of Solartech as at the date of Announcement and the date of the SGM (i.e. the Record Date) and the possible changes upon completion of the Solartech Open Offer, on the basis of the public information available to Solartech on the date of the SGM (i.e. the Record Date) and after the Directors having made reasonable enquiries:–

Shareholders	As at the date of the Announcement/ the date of the SGM		Upon completion of the Open Offer					
	<i>Number of Shares</i>	<i>Approximate</i>	Nil subscription by Shareholders (Note 1)		Nil subscription by Shareholders (Note 2)		100% subscription by Shareholders (Note 3)	
	<i>Number of Shares</i>	<i>Approximate</i>	<i>Number of Shares</i>	<i>Approximate</i>	<i>Number of Shares</i>	<i>Approximate</i>	<i>Number of Shares</i>	<i>Approximate</i>
Mr. Chau	132,692,000	21.98%	132,692,000	4.40%	132,692,000	4.40%	132,692,000	4.40%
Kingston Securities (Note 4)	1,100	0.0002%	1,100	0.00004%	1,100	0.00004%	5,500	0.0002%
The Underwriter	–	–	2,414,617,448	80.00%	2,131,010,757	70.60%	530,768,000	17.59%
Mr. Chau, the Underwriter and parties acting in concert with them (including Kingston Securities)	132,693,100	21.98%	2,547,310,548	84.40%	2,263,703,857	75.00%	663,465,500	21.98%
Other public Shareholders (Note 5)	470,961,262	78.02%	470,961,262	15.60%	754,567,953	25.00%	2,354,806,310	78.02%
Total	603,654,362	100.00%	3,018,271,810	100.00%	3,018,271,810	100.00%	3,018,271,810	100.00%

### Notes:

- Assuming no Qualifying Shareholders take up their assured entitlement of the Solartech Open Offer Shares and all the Underwritten Shares are taken up by the Underwriter.
- Assuming immediately after the Underwriter taken up the Underwritten Shares, the Underwriter places down the Solartech Open Offer Shares to maintain public float of Solartech.
- Assuming all the Qualifying Shareholders (save and except for Mr. Chau and his associates) take up all their assured entitlements of the Solartech Open Offer Shares.
- Kingston Securities, being a party presumed to be acting in concert with the Underwriter under the provision of the Takeovers Code, is a public Shareholder in the perspective of the Listing Rules.
- The Shares held by other public Shareholders include the 5,000,000 Shares held by Ms. Li Yuet Fung, sister of Mrs. Chu, the controlling shareholder of Kingston Securities.
- Hua Yi has no shareholding in Solartech.

## **DESPATCH OF THE PROSPECTUS DOCUMENTS**

The Company will proceed with the Solartech Open Offer in accordance with the tentative timetable as set out in the Circular. The Prospectus Documents are expected to be despatched on 19 January 2009 to the Qualifying Shareholders whose name appear on the register of members of the Company on the Record Date, i.e. 19 January 2009. The Prospectus but not the Application Form are expected to be despatched to the Non-Qualifying Shareholders on 19 January 2009 for their information only.

Qualifying Shareholders are reminded that the latest time for acceptance of and payment for the Solartech Open Offer Shares is 4:00 p.m. on Monday, 2 February 2009.

## **WARNING OF THE RISKS OF DEALING IN SHARES**

**If the Underwriter terminates the Underwriting Agreement, or the conditions of the Underwriting Agreement are not fulfilled, the Solartech Open Offer will not proceed.**

**Any Shareholder or other person dealing in Shares up to the date on which all conditions to which the Solartech Open Offer is subject are fulfilled will accordingly bear the risk that the Solartech Open Offer cannot become unconditional and may not proceed. Any Shareholder or other person contemplating selling or purchasing Shares who is in any doubt about his/her position is recommended to consult his/her own professional adviser.**

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

Hong Kong, 19 January 2009

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

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement, and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any such statement contained in this announcement misleading.*