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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)

(1) COMPLETION OF THE ASSET SWAP

AND

(2) RESULTS OF THE SOLARTECH OPEN OFFER OF 2,414,617,448 SOLARTECH OPEN OFFER SHARES AT HK\$ 0.027 PER SOLARTECH OPEN OFFER SHARE ON THE BASIS OF FOUR SOLARTECH OPEN OFFER SHARES FOR EVERY SHARE HELD ON RECORD DATE

All conditions precedent to the completion of the Asset Swap have been fulfilled and the completion thereof took place on 4 February 2009.

The Solartech Open Offer has become unconditional in all respects at 4:00 p.m. on Thursday, 5 February 2009.

40 valid applications for the Solartech Open Offer Shares have been received for an aggregate of 1,109,615,960 Solartech Open Offer Shares, representing approximately 45.95% of the total number of 2,414,617,448 Solartech Open Offer Shares. Accordingly, there were 1,305,001,488 Solartech Open Offer Shares not validly subscribed for by the Qualifying Shareholders. Pursuant to the Underwriting Agreement, the Underwriter has taken up all the Unsubscribed Shares in accordance with the terms thereof.

Share certificates for the Solartech Open Offer Shares in fully-paid form will be despatched by ordinary post to the addresses of the relevant subscribers as shown on the branch register of members of the Company at the relevant Shareholders' own risk on or about Friday, 6 February 2009. Dealings in the Solartech Open Offer Shares, in their fully-paid form, are expected to commence at 9:30 a.m. on Tuesday, 10 February 2009.

* For identification purpose only

Reference is made to the announcements of Solartech International Holdings Limited (the “Company”) dated 10 December 2008 and 31 December 2008 respectively, the circular of the Company dated 31 December 2008 and the prospectus of the Company dated 19 January 2009 (the “Prospectus”) in relation to, among others, the Solartech Open Offer and the Asset Swap. Capitalised terms used herein have the same meanings as defined in the Prospectus unless otherwise stated.

COMPLETION OF THE ASSET SWAP

The Board is pleased to announce that all conditions precedent to the completion of the Asset Swap have been fulfilled and the completion thereof took place on 4 February 2009.

RESULTS OF THE SOLARTECH OPEN OFFER

Up to 4:00 p.m. on Monday, 2 February 2009, being the latest time for acceptance of and payment for the Solartech Open Offer Shares under the Solartech Open Offer, 40 valid applications for the Solartech Open Offer Shares have been received for an aggregate of 1,109,615,960 Solartech Open Offer Shares, representing approximately 45.95% of the total number of 2,414,617,448 Solartech Open Offer Share and approximately 36.76% of the issued share capital of the Company as enlarged by the issue of 2,414,617,448 Solartech Open Offer Shares. Accordingly, there were 1,305,001,488 Solartech Open Offer Shares not validly subscribed for by the Qualifying Shareholders (the “Unsubscribed Shares”).

The Board is pleased to announce that all the conditions precedent to the Underwriting Agreement have been fulfilled and the Underwriting Agreement has not been terminated in accordance with its terms. The Solartech Open Offer has become unconditional in all respects at 4:00 p.m. on Thursday, 5 February 2009. As a result of the under-subscription of the Solartech Open Offer Shares, pursuant to the Underwriting Agreement, the Underwriter has taken up all the Unsubscribed Shares. The 1,305,001,488 Unsubscribed Shares represent approximately 54.05% of the total number of 2,414,617,448 Solartech Open Offer Shares and approximately 43.24% of the issued share capital of the Company as enlarged by the issue of 2,414,617,448 Solartech Open Offer Shares.

SHAREHOLDING STRUCTURE OF THE COMPANY

Following completion of the Solartech Open Offer, the Underwriter, Mr. Chau, and parties acting in concert with any of them (including Kingston Securities) are interested in 1,437,694,588 Shares, representing approximately 47.63% of the then issued share capital of the Company. The following is a summary of the shareholding structure of the Company immediately before and after completion of the Solartech Open Offer:

Shareholders	Immediately before completion of the Solartech Open Offer		Immediately after completion of the Solartech Open Offer	
	Number of Shares	Approximate %	Number of Shares	Approximate %
Underwriter	–	–	1,305,001,488	43.24
Mr. Chau	132,692,000	21.98	132,692,000	4.39
Kingston Securities (<i>Note</i>)	1,100	0.00	1,100	0.00
Total shareholding of Mr. Chau, the Underwriter and parties acting in concert with any of them (including Kingston Securities)	132,693,100	21.98	1,437,694,588	47.63
Other public Shareholders	470,961,262	78.02	1,580,577,222	52.37
Total	<u>603,654,362</u>	<u>100.00</u>	<u>3,018,271,810</u>	<u>100.00</u>

Note: Kingston Securities, being a party presumed to be acting in concert with the Underwriter under the provision of the Takeover Code, is a public Shareholder for the purposes of the Listing Rules.

DESPATCH OF SHARE CERTIFICATES AND COMMENCEMENT OF DEALINGS

Share certificates for the Solartech Open Offer Shares in fully-paid form will be despatched by ordinary post to the addresses of the relevant subscribers as shown on the branch register of members of the Company at the relevant Shareholders' own risk on or about Friday, 6 February 2009.

Dealings in the Solartech Open Offer Shares, in their fully-paid form, are expected to commence at 9:30 a.m. on Tuesday, 10 February 2009.

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

Hong Kong, 5 February 2009

As at the date of this announcement, the Board comprises Mr. Chau Lai Him, Mr. Zhou Jin Hua and Mr. Liu Jin Rong (all of whom are the executive Directors) and Mr. Chung Kam Kwong, Mr. Lo Wai Ming and Mr. Lo Chao Ming (all of whom are 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 misleading.