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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(s) or the transferee(s) or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

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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)

**PROPOSED REFRESHMENT OF GENERAL MANDATES
AND
NOTICE OF SPECIAL GENERAL MEETING**

**Independent financial adviser to the Independent Board Committee
and the Independent Shareholders**



Terms used in this cover page, have the same meanings as defined in this circular.

A letter from the Independent Board Committee is set out on page 10 of this circular and a letter from Guangdong Securities Limited to the Independent Board Committee and the Independent Shareholders is set out on pages 11 to 17 of this circular.

A notice convening a special general meeting of the Company to be held at Unit 7, 2nd Floor, Kingsford Industrial Centre, 13 Wang Hoi Road, Kowloon Bay, Kowloon, Hong Kong at 10:00 a.m. on Monday, 17 August 2009 is set out on pages 21 to 24 of this circular. A form of proxy for use by the Shareholders at the special general meeting is enclosed herein. Whether or not you are able to attend the meeting in person, 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 in person at the meeting if you so wish.

* For identification purpose only

CONTENTS

| | <i>Page</i> |
|--|-------------|
| Definitions | 1 |
| Letter from the Board | 4 |
| Letter from the Independent Board Committee | 10 |
| Letter from Guangdong Securities | 11 |
| Appendix I – Explanatory Statement | 18 |
| Appendix II – Notice of the Special General Meeting | 21 |

DEFINITIONS

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

| | |
|------------------------------|---|
| “Board” | the board of Directors |
| “Bye-laws” | The existing bye-laws of the Company or as amended from time to time |
| “Company” | Solartech International Holdings Limited, an exempted company incorporated in Bermuda with limited liability and the shares of which are listed on the main board of the Stock Exchange |
| “Connected Person” | has the meaning ascribed thereto under the Listing Rules |
| “Controlling Shareholder” | has the meaning ascribed thereto under the Listing Rules |
| “Director(s)” | director(s) of the Company |
| “Existing Issue Mandate” | the mandate granted to the Directors by the Shareholders at the special general meeting of the Company held on 9 July 2009 to issue, allot and deal with Shares up to 20% of the issued share capital of the Company as at the date of such meeting |
| “Existing Extension Mandate” | the mandate granted to the Directors by the Shareholders at the special general meeting of the Company held on 9 July 2009 to issue further Shares equal to the Shares repurchased by the Company pursuant to the mandate granted to the Directors on 9 July 2009 by the Shareholders to repurchase Shares on the Stock Exchange not exceeding 10% of the issued share capital of the Company as at that date |
| “Extension Mandate” | the proposed extension of the Issue Mandate to be sought at the SGM to authorise the Directors to issue further Shares equal to the Shares repurchased under the Repurchase Mandate |
| “Group” | the Company and its subsidiaries |
| “Hong Kong” | Hong Kong Special Administrative Region of the PRC |

DEFINITIONS

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|---|---|
| “Independent Shareholders” | Shareholders other than the Controlling Shareholders and their associates, or where there are no Controlling Shareholders, the Directors (excluding independent non-executive Directors) and the chief executive of the Company and their respective associates |
| “Independent Board Committee” | an independent committee of the Board established by the Board to advise the Independent Shareholders in respect of the Issue Mandate and the Extension Mandate |
| “Guangdong Securities” or “Independent Financial Adviser” | Guangdong Securities Limited, a licensed corporation to carry out type 1 (dealing in securities), type 4 (advising on securities), type 6 (advising on corporate finance) and type 9 (asset management) |
| “Issue Mandate” | the mandate proposed to be sought at the SGM to authorize the Directors to issue, allot and deal with Shares not exceeding 20% of the issued share capital of the Company as at the date of the SGM |
| “Latest Practicable Date” | 29 July 2009, being the latest practicable date for ascertaining certain information for inclusion in this circular |
| “Listing Rules” | the Rules Governing the Listing of Securities on the Stock Exchange |
| “New General Mandates” | the Issue Mandate, the Repurchase Mandate and the Extension Mandate |
| “PRC” | The People’s Republic of China |
| “Repurchase Mandate” | the mandate proposed to be sought at the SGM to authorize the Directors to exercise power of the Company to repurchase Shares on the Stock Exchange not exceeding 10% of the issued share capital of the Company as at the date of the SGM |
| “SGM” | The special general meeting of the Company to be convened and held for the Shareholders to consider and, if thought fit, pass the resolutions to approve, the New General Mandates |
| “Shareholder(s)” | registered holder(s) of the Share(s) |

DEFINITIONS

| | |
|-------------------|--|
| “Share(s)” | ordinary share(s) of HK\$0.01 each in the share capital of the Company |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “Takeovers Codes” | the Codes on Takeovers and Mergers and Share Repurchases issued by the Hong Kong Securities and Futures Commission |
| “Venture Success” | Venture Success Holdings Limited, a company incorporated in the British Virgin Islands, is owned as to 74% by Mr. Chau Lai Him, who is the Chairman and Managing Director of the Company and also a substantial shareholder of the Company (through his shareholding in Venture Success), and 26% by Mr. Lau Man Tak, who is a director of Venture Success |
| “HK\$” | Hong Kong dollar(s), the lawful currency of Hong Kong |
| “%” | 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

Mr. CHAU Lai Him *(Chairman and Managing Director)*

Mr. ZHOU Jin Hua *(Deputy Chairman)*

Mr. LIU Jin Rong

Mr. HO Pang Cheng Vincent

Mr. LAM Chi Ming Francis

Registered Office

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

Independent Non-executive Directors

Mr. CHUNG Kam Kwong

Mr. LO Wai Ming

Mr. LO Chao Ming

Principal place of business

in Hong Kong

No. 7, 2nd Floor

Kingsford Industrial Centre

13 Wang Hoi Road

Kowloon Bay

Kowloon

Hong Kong

31 July 2009

To the Shareholders

Dear Sir or Madam,

**PROPOSED REFRESHMENT OF GENERAL MANDATES
AND
NOTICE OF SPECIAL GENERAL MEETING**

INTRODUCTION

The Company announced on 22 July 2009 that the Company proposed to, among other things, refresh the general mandates for the Directors to issue and allot new Shares not exceeding 20% of the issued share capital of the Company as at the date of the SGM; and repurchase Shares on the Stock Exchange not exceeding 10% of the issued share capital of the Company as at the date of the SGM.

The purpose of this circular is to provide you with further information regarding, among other things, (i) the ordinary resolutions to be proposed at the SGM to approve the New General Mandates; (ii) the recommendation from the Independent Board Committee

* For identification purpose only

LETTER FROM THE BOARD

on the refreshment of the Issue Mandate and the Extension Mandate; (iii) the recommendation from the Independent Financial Adviser to the Independent Board Committee and Independent Shareholders on the proposed ordinary resolutions on the Issue Mandate and the Extension Mandate; and (iv) the notice convening the SGM.

REFRESHMENT OF GENERAL MANDATES

At the annual general meeting of the Company held on 24 November 2008, the Shareholders approved, among other things, an ordinary resolution to grant to the Directors the general mandate to allot up to 120,730,872 Shares, which is equivalent to 20% of the issued share capital of the Company and (ii) to repurchase up to 60,365,436 Shares on the Stock Exchange, representing 10% of the issued share capital of the Company.

Pursuant to the issue of 2,414,617,448 Shares by way of open offer, details of which were disclosed in the prospectus of the Company dated 19 January 2009 (the "Open Offer"), the issued share capital of the Company was enlarged to 3,018,271,810 Shares. As such, the 120,730,872 Shares available to be allotted and issued pursuant to the general mandate only represented approximately 4.00% of the issued share capital of the Company as enlarged by the Open Offer.

In order to provide a flexible mean for the Company to raise further funds and/or to procure potential merger and acquisition opportunities through the issue of new Shares for its future business development, the Board proposed to refresh the general mandates for the Directors to (i) issue and allot new Shares not exceeding 20% of the issued share capital of the Company as at 9 July 2009; (ii) repurchase Shares on the Stock Exchange not exceeding 10% of the issued share capital of the Company as at 9 July 2009; and (iii) extend the Existing Issue Mandate so that the Directors be given a general mandate to issue further Shares equal to the number of Shares repurchased under the repurchase mandate.

At the special general meeting of the Company held on 9 July 2009, the Shareholders approved, among other things, an ordinary resolution to grant to the Directors (i) the Existing Issue Mandate to issue and allot up to 126,738,072 Shares, which is equivalent to 20% of the issued share capital of the Company; (ii) the mandate to repurchase Shares up to 63,369,036 shares, which is equivalent to 10% of the issued share capital of the Company, on the Stock Exchange; and (iii) the Existing Extension Mandate to extend the Issue Mandate so that the Directors be given a general mandate to issue further Shares equal to the number of Shares repurchased under the repurchase mandate granted on 9 July 2009.

As at the Latest Practicable Date, the Existing Issue Mandate has been utilized as to 126,730,000 Shares, representing approximately 20.0% of the Existing Issue Mandate, pursuant to the top-up placing and subscription agreement dated 10 July 2009 on a fully-underwritten basis at the placing price of HK\$0.22 per Share raising net proceeds of approximately HK\$27 million which is intended to use for general working capital.

LETTER FROM THE BOARD

Notwithstanding that the proposed refreshment of the Issue Mandate is only approximately one month after the Existing Issue Mandate and the Existing Extension Mandate have been refreshed, the Directors consider that it is important for the Company to maintain the financial flexibility for the Company to raise further funds and/or to procure potential merger and acquisition opportunities through the issue of new Shares for its future business development. Since the equity financing does not create any interest paying obligations on the Company, the Directors consider equity financing to be an important source of fund raising. Apart from equity financing, the Directors consider that debt financing, such as bank borrowings, being one of the possible fund raising alternatives available to the Company, may be subject to lengthy due diligence and negotiation with banks. The Directors consider debt financing to be relatively uncertain, impracticable and time-consuming as compared to equity financing for the Company to obtain additional funding and equity financing to be the fair and reasonable fund raising method. The Board proposes to pass ordinary resolutions at the SGM to refresh the general mandates for the Directors to (i) issue and allot new Shares not exceeding 20% of the issued share capital of the Company as at the date of the SGM; (ii) repurchase Shares on the Stock Exchange not exceeding 10% of the issued share capital of the Company as at the date of the SGM; and (iii) extend the Issue Mandate so that the Directors be given a general mandate to issue further Shares equal to the number of Shares repurchased under the Repurchase Mandate. As at the Latest Practicable Date, there was no potential merger and acquisition opportunities identified and plan for further fund raising by the Company.

The ordinary resolution on each of the Issue Mandate and the Extension Mandate is proposed to the Shareholders prior to the Company's next annual general meeting, and therefore, pursuant to the Listing Rules, the ordinary resolutions on Issue Mandate and the Extension Mandate will be subject to the Independent Shareholders' approval by way of poll at the SGM. The Controlling Shareholders and their associates or where there are no Controlling Shareholders, the Directors (excluding independent non-executive Directors) and chief executive of the Company and their respective associates are required to abstain from voting in favour thereon.

As at the Latest Practicable Date, the existing authorised share capital of the Company consists of 30,000,000,000 Shares out of which 760,420,362 Shares are issued and fully paid up. Based on the 760,420,362 Shares in issue and assuming that no further Shares are repurchased and issued prior to the SGM, subject to the passing of the relevant ordinary resolutions to approve the New General Mandates at the SGM, the Directors will be authorized to issue and allot up to a limit of 152,084,072 Shares under the Issue Mandate; and to repurchase up to 76,042,036 Shares under the Repurchase Mandate. The Directors consider that the New General Mandates will enhance the flexibility for the Company to manage its business and therefore the New General Mandates are fair and reasonable and the granting of the New General Mandates are in the interests of the Company and the Shareholders as a whole.

An Independent Board Committee has been established to make recommendations to the Independent Shareholders, and Guangdong Securities has been appointed as an independent financial adviser to advise the Independent Board Committee and the Independent Shareholders in respect of the proposed grant of the Issue Mandate and the Extension Mandate.

LETTER FROM THE BOARD

FUND RAISING ACTIVITIES IN THE PAST TWELVE MONTHS

Set out below is the fund raising activities conducted by the Company in the past twelve months prior to the Latest Practicable Date:

| Date of announcement | Description of the fund raising activity | Intended use of proceeds | Actual use of proceeds |
|-----------------------------|---|---|---|
| 10 December 2008 | Open offer of 2,414,617,448 new Shares at subscription price of HK\$0.027 per Share | Approximately HK\$60 million for general working capital of the Group | Applied as to approximately HK\$60 million for repayment of bank loans, such as trust receipt loan and short term loans |
| 15 June 2009 | Top-up placing of 120,000,000 existing Shares and top-up subscription for 120,000,000 new Shares at HK\$0.066 per Share | Approximately HK\$7.65 million for general working capital of the Group | Applied as to approximately HK\$7.6 million for repayment of short term loans |
| 10 July 2009 | Top-up placing of 126,730,000 existing Shares and top-up subscription for 126,730,000 new Shares at HK\$0.22 per Share | Approximately HK\$27million for general working capital of the Group | Applied as to approximately HK\$27 million for general working capital of the Group |

Save as and except for the above, the Company had not conducted any other fund raising activities in the past twelve months immediately prior to the Latest Practicable Date.

GENERAL

The Independent Board Committee comprising Mr. Chung Kam Kwong, Mr. Lo Wai Ming and Mr. Lo Chao Ming, all being independent non-executive Directors, has been formed to advise the Independent Shareholders on the Issue Mandate and the Extension Mandate. Guangdong Securities has been appointed as the Independent Financial Adviser to advise the Independent Board Committee and Independent Shareholders on the Issue Mandate and the Extension Mandate.

The text of the letter from the Independent Board Committee is set out on page 10 of this circular and the text of the letter from Guangdong Securities containing its advice is set out on pages 11 to 17 of this circular.

LETTER FROM THE BOARD

EXPLANATORY STATEMENT

An explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the Repurchase Mandate is set out in Appendix I to this circular. The statement contains all the information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the ordinary resolution to approve the Repurchase Mandate.

SGM

A notice convening the SGM is set out in Appendix II to this circular. The SGM will be convened for the purpose of considering and, if thought fit, passing the resolutions to approve the New General Mandates.

Pursuant to the Listing Rules, the ordinary resolution on each of the Issue Mandate and the Extension Mandate requires the approval of the Independent Shareholders by poll at the SGM. As at the Latest Practicable Date, the Company had no Controlling Shareholder, the Directors (excluding independent non-executive Directors) and chief executive of the Company and their respective associates are required to abstain from voting in favour thereon.

Mr. Chau Lai Him, the Chairman and Managing Director of the Company, held 134,804,298 Shares of the Company, representing 17.73% of the issued share capital of the Company as at the Latest Practicable Date, through his controlled corporation, Venture Success as at the Latest Practicable Date. Therefore, Mr. Chau Lai Him and his associates will abstain from voting in favour of the ordinary resolution on each of the Issue Mandate and the Extension Mandate at the SGM.

A form of proxy for use at the SGM is enclosed. Whether or not you are able to attend the meeting in person, 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 SGM. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting if you so wish.

RECOMMENDATIONS

The Board is of the opinion that the New General Mandates are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the SGM.

LETTER FROM THE BOARD

DIRECTORS' RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility of the accuracy of the information contained in this circular, and confirm, having made all reasonable enquiries, that to the best of their knowledge, information and belief, there are no other facts the omission of which would make any statement herein misleading.

ADDITIONAL INFORMATION

Your attention is also drawn to the information set out in the appendices to this circular.

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

31 July 2009

To the Independent Shareholders

Dear Sir or Madam,

REFRESHMENT OF GENERAL MANDATES TO ISSUE AND ALLOT SHARES

We refer to the circular of the Company to the Shareholders dated 31 July 2009 (the “Circular”), of which this letter forms part. Terms defined herein shall have the same meanings as defined in the Circular unless the context otherwise requires.

We have been appointed by the Board to advise the Independent Shareholders as to whether the terms of the Issue Mandate and the Extension Mandate are fair and reasonable so far as the Independent Shareholders are concerned. Guangdong Securities has been appointed as the Independent Financial Adviser to advise us and the Independent Shareholders in this respect. Details of its advice, together with the principal factors and reasons taken into account in arriving at such advice, are set out in their letter of advice on pages 11 to 17 of the Circular.

Having considered the advice of Guangdong Securities, we consider that the Issue Mandate and the Extension Mandate are fair and reasonable so far as the Independent Shareholders are concerned and the Issue Mandate and the Extension Mandate are in the interests of the Company and the Shareholders as a whole. Accordingly, we recommend the Independent Shareholders to vote in favour of the resolutions to be proposed at the SGM to approve the Issue Mandate and the Extension Mandate.

Yours faithfully,

Independent Board Committee

Mr. Chung Kam Kwong

Independent

Non-executive Director

Mr. Lo Wai Ming

Independent

Non-executive Director

Mr. Lo Chao Ming

Independent

Non-executive Director

* For identification purpose only

LETTER FROM GUANGDONG SECURITIES

Set out below is the text of a letter received from Guangdong Securities, the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders regarding the Issue Mandate and the Extension Mandate for the purpose of inclusion in this circular.



Units 2505-06, 25/F.
Low Block of Grand Millennium Plaza
181 Queen's Road Central
Hong Kong

31 July 2009

*To: The independent board committee and the independent shareholders
of Solartech International Holdings Limited*

Dear Sirs,

PROPOSED GRANT OF ISSUE MANDATE AND EXTENSION MANDATE

INTRODUCTION

We refer to our appointment as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in connection with the Issue Mandate and the Extension Mandate, details of which are set out in the letter from the Board (the "**Board Letter**") contained in the circular dated 31 July 2009 issued by the Company to the Shareholders (the "**Circular**"), of which this letter forms part. Capitalised terms used in this letter shall have the same meanings as defined in the Circular unless the context requires otherwise.

As at the Latest Practicable Date, only a further of 8,072 new Shares can be issued under the Existing Issue Mandate and the Existing Extension Mandate, which was granted to the Directors at a special general meeting of the Company held on 9 July 2009 (the "**Previous SGM**").

Therefore, the Board proposed to seek approval of the Independent Shareholders for the issue of the Issue Mandate and the Extension Mandate such that the Directors will be granted the authority to issue, allot and deal with new shares of the Company not exceeding 20% of its total issued share capital as at the date of passing the relevant resolutions at the SGM as well as the shares of the Company to be repurchased under the Repurchase Mandate. Pursuant to Rule 13.36(4) of the Listing Rules, the grant of the Issue Mandate and the Extension Mandate require the approval of the Independent Shareholders at the SGM at which any of the Controlling Shareholders (as defined in the Listing Rules) and their associates or, where there is no Controlling Shareholder, the Directors (excluding the independent non-executive Directors), the chief executive of the Company and their respective associates are required to abstain from voting in favour of the resolutions proposed for the approval of such grant, and pursuant to Rule 13.39(4)(b) of the Listing Rules, any vote of the Shareholders at a general meeting will be taken by way of poll. As such, Venture Success Holdings Limited, being the Controlling

LETTER FROM GUANGDONG SECURITIES

Shareholder, and its associates shall abstain from voting in favour of the ordinary resolutions in respect of the grant of the Issue Mandate and the Extension Mandate at the SGM.

An Independent Board Committee comprising Mr. Chung Kam Kwong, Mr. Lo Wai Ming and Mr. Lo Chao Ming (all being independent non-executive Directors) has been established to advise the Independent Shareholders on the Issue Mandate and the Extension Mandate. We, Guangdong Securities Limited, have been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in this respect.

BASIS OF OUR OPINION

In formulating our advice and recommendation to the Independent Board Committee and the Independent Shareholders, we have relied on the statements, information, opinions and representations contained or referred to in the Circular and the information and representations as provided to us by the Directors. We have assumed that all information and representations that have been provided by the Directors, for which they are solely and wholly responsible, are true, complete and accurate in all material respects at the time when they were made and continue to be so as at the Latest Practicable Date. We have also assumed that all statements of belief, opinion, expectation and intention made by the Directors in the Circular were reasonably made after due enquiries and careful considerations. We have no reason to suspect that any material facts or information have been withheld or to doubt the truth, accuracy and completeness of the information and facts contained in the Circular, or the reasonableness of the opinions expressed by the Company, its advisers and/or the Directors, which have been provided to us. We consider that we have taken sufficient and necessary steps on which to form a reasonable basis and an informed view for our recommendation in compliance with Rule 13.80 of the Listing Rules.

The Directors have collectively and individually accepted full responsibility for the accuracy of the information contained in the Circular and have confirmed, having made all reasonable enquiries, which to the best of their knowledge and belief, there are no other facts the omission of which would make any statement in the Circular misleading.

We consider that we have been provided sufficient information to reach an informed view and to provide a reasonable basis for our recommendation. We have not, however, conducted any independent in-depth investigation into the business and affairs of the Company, or its subsidiaries or associates, nor have we considered the taxation implication on the Group or the Shareholders as a result of the grant of the Issue Mandate and the Extension Mandate. In addition, we have no obligation to update this opinion to take into account events occurring after the issue of this letter. Nothing contained in this letter should be construed as a recommendation to hold, sell or buy any shares or other securities of the Company.

Lastly, where information in this letter has been extracted from published or otherwise publicly available sources, the sole responsibility of Guangdong Securities is to ensure that such information has been correctly extracted from the relevant sources.

PRINCIPAL FACTORS AND REASONS CONSIDERED

In arriving at our opinion in respect of the grant of the Issue Mandate and the Extension Mandate, we have taken into consideration the following principal factors and reasons:

(1) Background of the grant of the Issue Mandate and the Extension Mandate

The Company is an investment holding company and the Group is principally engaged in the manufacture and trading of cables and wires for use in household electrical appliances and electronic products, copper products, connectors and terminals and wire harness.

The Directors were authorised to issue and allot up to 126,738,072 new Shares under the Existing Issue Mandate and the Existing Extension Mandate which were granted to the Directors at the Previous SGM.

According to the announcement of the Company dated 10 July 2009, a total of 126,730,000 new Shares were issued by the Company after the completion of a top-up placing (the “**Top-Up Placing**”). Since all of such Shares were issued under the authority of the Existing Issue Mandate and the Existing Extension Mandate, the Existing Issue Mandate and the Existing Extension Mandate have been utilised as to 126,730,000 Shares, representing approximately 99.99% of the Existing Issue Mandate and the Existing Extension Mandate.

If the Issue Mandate and the Extension Mandate are not granted, only 8,720 new Shares may be further issued and allotted by the Directors under the Existing Issue Mandate and the Existing Extension Mandate. Given that the Existing Issue Mandate and the Existing Extension Mandate have almost been fully utilised as a result of the Top-up Placing, the Board proposes to seek approval of the Independent Shareholders for the grant of the Issue Mandate and the Extension Mandate such that the Directors will be granted the authority to issue, allot and deal with new shares of the Company not exceeding 20% of its total issued share capital as at the date of passing the relevant resolution(s) at the SGM as well as the shares of the Company to be repurchased under the Repurchase Mandate.

(2) Reasons for the refreshment of the Existing Issue Mandate and the Existing Extension Mandate

As advised by the Directors, the Directors consider the refreshment of the Existing Issue Mandate and the Existing Extension Mandate to be in the interests of the Company and the Shareholders as a whole by way of maintaining the financial flexibility for the Company to raise further funds and/or to procure potential merger and acquisition opportunities through the issue of new shares of the Company. In this regard, the Directors also consider equity financing to be an important avenue of resources to the Group since it does not create any interest paying obligations on the Group.

LETTER FROM GUANGDONG SECURITIES

We noted from the interim report of the Company for the six months ended 31 December 2008 (the “**Interim Report**”) that the Group recorded an unaudited turnover of approximately HK\$632 million for the six months ended 31 December 2008. With reference to the Interim Report, the Group’s turnover was affected by the global economic downturn and the Group is cautious about the outlook of the export markets for electrical and electronic consumer products in the PRC and Hong Kong.

In light of that the grant of the Issue Mandate and the Extension Mandate would provide the Company with the necessary flexibility to fulfil any possible funding needs for future business development and/or investment decisions under the current uncertain market condition, we are of the view that the grant of the Issue Mandate and the Extension Mandate are in the interests of the Company and the Shareholders as a whole.

(3) Fund raising activities in the past twelve months

Set out below is the fund raising activities conducted by the Company in the past twelve months prior to the Latest Practicable Date:

| Date of announcement | Description of the fund raising activity | Intended use of proceeds | Actual use of proceeds |
|----------------------|---|---|---|
| 10 December 2008 | Open offer of 2,414,617,448 new Shares at subscription price of HK\$0.027 per Share | Approximately HK\$60 million for general working capital of the Group | Applied as to approximately HK\$60 million for bank loans, such as T/R loans and short term loans |
| 15 June 2009 | Top-up placing of 120,000,000 existing Shares and top-up subscription for 120,000,000 new Shares at HK\$0.066 per Share | Approximately HK\$7.65 million for general working capital of the Group | Applied as to approximately HK\$7.6 million for repayment of short term loans |
| 10 July 2009 | Top-Up Placing of 126,730,000 existing Shares and top-up subscription for 126,730,000 new Shares at HK\$0.22 per Share | Approximately HK\$27 million for general working capital of the Group | Applied as to approximately HK\$27 million for general working capital of the Group |

Save as and except for the above, the Company had not conducted any other fund raising activities in the past twelve months immediately prior to the Latest Practicable Date.

(4) Flexibility in financing

As advised by the Directors, the Group does not obviate the possibilities of further issuing capital if there is investor indicating interest in the business of the Company. The Directors believe that the refreshment of the Existing Issue Mandate and the Existing Extension Mandate will provide the Group with flexibility for possible future fund raising. The Directors are therefore of the view that the grant of the Issue Mandate and the Extension Mandate are in the interests of the Company and the Shareholders as a whole.

As discussed in the foregoing, we consider that the grant of the Issue Mandate and the Extension Mandate would provide the Company with the necessary flexibility to fulfil any possible funding needs for future business development and/or investment decisions. Upon our enquiry, the Directors confirmed that the Group had not formulated any new fund raising plan and investment proposal as at the Latest Practicable Date. The grant of the Issue Mandate and the Extension Mandate would provide the Company with the flexibility as allowed under the Listing Rules to issue and allot new shares of the Company for equity fund raising activities, such as share placement, or as consideration for potential investments in the future as and when such opportunities arise. Furthermore, the additional amount of equity which may be raised after the grant of the Issue Mandate and the Extension Mandate would provide the Group with more financing options when assessing and negotiating potential investments in a timely manner. Given the financial flexibility available to the Company as discussed previously, we are of the opinion that the grant of the Issue Mandate and the Extension Mandate are in the interests of the Company and the Shareholders as a whole.

(5) Other financing alternatives

We have enquired into the Directors and the Directors confirmed that apart from equity financing, the Group will also consider debt financing, such as bank borrowings, to be other possible fund raising alternatives available to the Group. However, the Directors are of the view that the ability of the Group to obtain bank borrowings usually depends on the Group's profitability, financial position and the then prevailing market condition. Furthermore, such alternative may be subject to lengthy due diligence and negotiations with banks. From the Interim Report, we further noted that the Group had been recording net losses for the six months ended 31 December 2008. In view of also the recent global financial downturn and the market uncertainty, we concur with the Directors that Group would possibly be unable to obtain additional debts/bank borrowings with favourable terms. Based on all of the above, the Directors consider debt financing to be relatively uncertain, impracticable and time-consuming as compared to equity financing for the Group to obtain additional funding.

LETTER FROM GUANGDONG SECURITIES

The Directors confirmed that they would exercise due and careful consideration when choosing the best financing method available to the Group. With this being the case, along with the fact that the grant of the Issue Mandate and the Extension Mandate will provide the Company with an additional alternative and it is reasonable for the Company to have the flexibility in deciding the financing methods for its future business development, we concur with the Directors that the grant of the Issue Mandate and the Extension Mandate are in the interests of the Company and the Shareholders as a whole.

(6) Potential dilution to the shareholdings of the public Shareholders

The table below sets out the shareholding structure of the Company (i) as at the Latest Practicable Date; and (ii) upon full utilisation of the Issue Mandate assuming no other shares of the Company are issued or repurchased by the Company after the Latest Practicable Date up to the date of the SGM:

| | Shareholding in the Company as at the Latest Practicable Date | | Shareholding in the Company upon full utilisation of the Issue Mandate (assuming no other Shares are issued or repurchased by the Company) | |
|---|---|------------|--|------------|
| | <i>No. of Shares</i> | % | <i>No. of Shares</i> | % |
| Venture Success | | | | |
| Holdings Limited | 134,804,298 | 17.73 | 134,804,298 | 14.77 |
| Other public | | | | |
| Shareholders | 625,616,064 | 82.27 | 625,616,064 | 68.56 |
| Shares to be issued under the Issue Mandate | — | — | 152,084,072 | 16.67 |
| Total | 760,420,362 | 100 | 912,504,434 | 100 |

Note: Venture Success Holdings Limited (“**Venture Success**”), a company incorporated in the British Virgin Islands, is owned as to 74% by Mr. Chau Lai Him, who is the Chairman and Managing Director of the Company and also a substantial shareholder of the Company through his shareholding in Venture Success, and 26% by Mr. Lau Man Tak, who is a director of Venture Success.

The tables above illustrate that the shareholdings of the public Shareholders would be diluted by approximately 13.71 percent point.

Taking into account that the Issue Mandate and the Extension Mandate (i) would provide an alternative to increase the amount of capital which may be raised under general mandates of the Company; (ii) would provide more options of financing to the Group for further development of its business as well as in potential

LETTER FROM GUANGDONG SECURITIES

future investment as and when such opportunities arise; and (iii) the shareholding interests of all Shareholders in the Company will be diluted in proportion to their respective shareholdings upon any utilisation of the Issue Mandate, we are of the opinion that the potential dilution to the shareholdings of the public Shareholders as just mentioned is acceptable.

RECOMMENDATION

Having taken into consideration the factors and reasons as stated above, we are of the opinion that the terms of the Issue Mandate and the Extension Mandate are fair and reasonable so far as the Independent Shareholders are concerned and the grant of the Issue Mandate and the Extension Mandate are in the interests of the Company and the Shareholders as a whole. Accordingly, we recommend the Independent Board Committee to advise the Independent Shareholders to vote in favour of the ordinary resolutions to be proposed at the SGM to approve the grant of the Issue Mandate and the Extension Mandate and we recommend the Independent Shareholders to vote in favour of the ordinary resolutions in this regard.

Yours faithfully,
For and on behalf of
Guangdong Securities Limited
Graham Lam
Managing Director

This Appendix serves as an explanatory statement, as required by 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 760,420,362 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 SGM, the Company will be allowed to repurchase a maximum of 76,042,036 Shares, being 10% of the issued share capital of the Company as at the date of passing of the relevant resolution for granting the Repurchase Mandate.

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 Company's Bye-laws and the applicable laws of the 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 of the Company 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\$ |
| 2008 | | |
| July | 0.465 | 0.355 |
| August | 0.350 | 0.290 |
| September | 0.305 | 0.240 |
| October | 0.240 | 0.140 |
| November | 0.170 | 0.150 |
| December | 0.190 | 0.145 |
| 2009 | | |
| January | 0.245 | 0.160 |
| February | 0.250 | 0.160 |
| March | 0.195 | 0.160 |
| April | 0.240 | 0.165 |
| May | 0.525 | 0.200 |
| June | 0.475 | 0.295 |
| July (up to the Latest Practicable Date) | 0.315 | 0.219 |

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 of the Company.

The Company has not been notified by any Connected Person 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 Takeovers 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 Takeovers Code.

As at the Latest Practicable Date, the substantial Shareholder together with his respective associates was beneficially interested in 134,804,298 Shares, representing approximately 17.73% 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 Shareholder together with his respective associates in the Company would be increased to approximately 19.70% of the issued share capital of the Company. Such an increase will not trigger any mandatory general offer obligations under the Takeovers Code.

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

No Shares had been repurchased by the Company, whether on the Stock Exchange or otherwise, in the last six months preceding the Latest Practicable Date.

**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 IS HEREBY GIVEN that a special general 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 at 10:00 a.m. on Monday, 17 August 2009 for the purpose of considering and, if thought fit, passing with or without amendments the following resolutions as ordinary resolutions:

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 issue, allot and deal with additional shares of HK\$0.01 each in the capital of the Company 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, 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);

* For identification purpose only

- (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; or
- (5) any specific authority granted or to be granted by the shareholders in general meeting;

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 of the Company 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 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 in the notice convening this meeting, the general mandate granted to the Directors to exercise the powers of the Company to issue, allot and otherwise deal with shares of the Company or securities convertible into shares, or options, warrants or similar rights to subscribe for any shares of the Company, and to make or grant offers, agreements, and options which would or might require the exercise of such powers, pursuant to the resolution set out in paragraph A 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 shares of the Company repurchased by the Company under the authority granted pursuant to the resolution set out in paragraph B 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.”

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

Hong Kong, 31 July 2009

Head office and Principal place of business in Hong Kong:

Unit 7, 2nd Floor
Kingsford Industrial Centre
13 Wang Hoi Road
Kowloon Bay
Kowloon
Hong Kong

Registered Office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Notes:

- (1) A Member entitled to attend and vote at the Meeting is entitled to appoint one or, if he is the holder of two or more shares, 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 Directors of the Company as at the date of this notice are Messrs. Chau Lai Him, Zhou Jin Hua, Liu Jin Rong, Ho Pang Cheng Vincent and Lam Chi Ming Francis being the Executive Directors, and Messrs. Chung Kam Kwong, Lo Wai Ming and Lo Chao Ming being the Independent Non-Executive Directors.