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## **SOLARTECH INTERNATIONAL HOLDINGS LIMITED**

**蒙古礦業控股有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 1166)**

### **NOTICE OF THE SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting (the “**SGM**”) 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 Wednesday, 14 November 2012 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution:

#### **SPECIAL RESOLUTION**

“**THAT** subject to the fulfillment of all the conditions set out in the section headed “Conditions of the Capital Reorganisation” in the circular of the Company dated 22 October 2012 (the “**Circular**”), a copy of which has been produced to the meeting marked “A” and initialled by the Chairman for the purpose of identification, with effect from 9:00 a.m. on Thursday, 15 November 2012 Hong Kong time (the “**Effective Date**”):

- (a) every twenty issued shares of HK\$0.01 each in the share capital of the Company be consolidated into one share of HK\$0.20 (the “**Consolidated Share**”) in the share capital of the Company (the “**Share Consolidation**”);
- (b) subject to and forthwith upon the Share Consolidation taking effect, the issued share capital of the Company be reduced by cancelling the paid up capital to the extent of HK\$0.19 on each of the then issued Consolidated Shares on the Effective Date such that the nominal value of all the issued Consolidated Shares will be reduced from HK\$0.20 to HK\$0.01 each (the “**Adjusted Shares**”) (the “**Capital Reduction**”), and the directors of the Company (the “**Directors**”) be authorised to aggregate and sell any fractional shares arising from the Share Consolidation and the Capital Reduction in the form of Adjusted Shares for the benefit of the Company in such manner and on such terms as the Directors may think fit;

\* *For identification purposes only*

- (c) the credit arising from the Capital Reduction be transferred to the contributed surplus account of the Company where it will be utilised by the Directors in any manner not prohibited by the bye-laws of the Company or all applicable laws of Bermuda, including without limitation, to set-off against the accumulated losses of the Company (the “**Credit Application**”); and
- (d) any one Director be and is hereby authorised to do all things and acts and sign all documents which he considers necessary, desirable, or expedient in connection with the implementation of the Share Consolidation, the Capital Reduction and the Credit Application.”

For and on behalf of the Board  
**Solartech International Holdings Limited**  
**Chau Lai Him**  
*Chairman and Managing Director*

Hong Kong, 22 October 2012

*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) Any member of the Company entitled to attend and vote at the SGM is entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a member of the Company.
- (2) A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him to attend and vote on his behalf. If more than one proxy is appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
- (3) A form of proxy for use in connection with the SGM is enclosed with this circular. To be valid, the form of proxy, and (if required by the Board) the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority must be deposited at 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 holding the SGM or any adjournment thereof. Delivery of the form of proxy shall not preclude a member from attending and voting in person at the SGM and in such event, the form of proxy shall be deemed to be revoked.

- (4) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members.
- (5) As at the date of this notice, the Directors of the Company are Messrs. Chau Lai Him, Zhou Jin Hua, Liu Dong Yang and Buyan-Otgon Narmandakh being the Executive Directors, and Messrs. Chung Kam Kwong, Lo Wai Ming and Lo Chao Ming being the Independent Non-Executive Directors.