

## SOLARTECH INTERNATIONAL HOLDINGS LIMITED

## 蒙古礦業控股有限公司\*

(Incorporated in Bermuda with limited liability)

(Stock Code: 1166)

## FORM OF PROXY

## FOR THE SPECIAL GENERAL MEETING TO BE HELD ON 13 MARCH 2014

I/We<sup>1</sup>

of \_\_\_\_

being the registered holder(s) of<sup>2</sup>

\_\_\_\_ ordinary shares of HK\$0.01 each in the share capital

of SOLARTECH INTERNATIONAL HOLDINGS LIMITED (the "Company"), HEREBY APPOINT<sup>3</sup>\_\_\_\_

of

or failing him, the Chairman of the meeting as my/our proxy to attend and vote for me/us and on my/our behalf at the special general meeting of the Company (the "Meeting") to be held at 10:00 a.m. on Thursday, 13 March 2014 at Unit 7, 2nd Floor, Kingsford Industrial Centre, 13 Wang Hoi Road, Kowloon Bay, Kowloon, Hong Kong and at any adjournment thereof for the purpose of considering and, if thought fit, passing the resolutions set out in the notice convening the Meeting and to vote for me/us in my/our name(s) in respect of the said resolutions as indicated below:

	ORDINARY RESOLUTIONS	FOR <sup>4</sup>	AGAINST <sup>4</sup>
1.	To (a) approve, confirm and ratify the Underwriting Agreement and the transactions contemplated thereunder; (b) approve the issue, by way of open offer, of the Offer Shares to be issued at a price of HK\$0.12 per Offer Share to the Shareholders whose names appear on the register of members of the Company on the date by reference to which entitlements under the Open Offer will be determined in the proportion of five Offer Shares for every one existing Share then held and otherwise pursuant to and in accordance with the terms and conditions set out in the circular issued by the Company dated 25 February 2014; (c) authorise the Directors to allot and issue the Offer Shares pursuant to or in connection with the Open Offer and to make such exclusions or other arrangements in relation to Prohibited Shareholders as the Directors deem necessary or expedient; (d) approve the arrangements for the disposal of Offer Shares by the Underwriter or such subscribers as procured by the Underwriter pursuant to the Underwriting Agreement; and (e) authorise the Directors to sign and execute such documents and do all such acts and things incidental to the Open Offer or a sthey consider necessary, desirable, or expedient in connection with the implementation of or giving effect to the Open Offer, the Underwriting Agreement and the transactions contemplated thereunder.		
2.	To grant a general mandate to the directors of the Company to allot, issue and deal with additional securities of the Company.		

Dated this	 day of	 2014
Notes:		

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Signature(s)

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS** as shown in the register of members. The names of all joint holders should be stated.

- 2. Please insert the number of shares of the Company registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s). A member (holding two or more shares) entitled to attend and vote at the Meeting may appoint more than one proxy to attend and vote in his stead. If more than one proxy is appointed, please state clearly the number of shares represented by each proxy, total of which must not be more than the number of shares registered in your name. The Company reserves the right to invalidate this form of proxy should there be any discrepancy.
- 3. Insert in **BLOCK CAPITALS** the name and address of the proxy desired in the space provided. If no name is inserted, the Chairman of the Meeting will act as your proxy. Any member entitled to attend and vote at the Meeting shall be 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 but must attend the Meeting in person to represent you.
- 4. IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE BOX MARKED "AGAINST". Failure to complete the box will entitle your proxy to cast his/her vote at his/her discretion or to abstain. Your proxy will also be entitled to vote at his/her discretion or to abstain on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- 5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation must be either executed under its common seal or under the hand of an officer or attorney duly authorised.
- 6. 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.
- 7. To be valid, this form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of such power 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 Meeting or any adjournment of it (as the case may be).
- 8. Completion and deposit of this form of proxy will not preclude you from attending and voting at the Meeting if you so wish and in such event, this form of proxy shall be deemed to be revoked.
- 9. Any alteration made in this form should be initialed by the person who signs it.

 $\ast$  For identification purposes only