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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 SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (“**SGM**”) of Solartech International Holdings Limited (the “**Company**”) will be held at No. 7, 2nd Floor, Kingsford Industrial Centre, 13 Wang Hoi Road, Kowloon Bay, Kowloon, Hong Kong at 10:00 a.m. on Wednesday, 1 April 2015 for the purpose of considering and, if thought fit, passing the following resolutions with or without amendments as resolutions of the Company:

SPECIAL RESOLUTION

1. “**THAT** subject to and conditional upon (i) the granting by the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) of the listing of, and permission to deal in, the Adjusted Shares (as defined below) and (ii) the compliance by the Company with the relevant procedures and requirements under the laws of Bermuda and the Rules Governing the Listing of Securities on the Stock Exchange to effect the Capital Reorganisation (as defined below), with effect from the next business day following the passing of this resolution by the shareholders of the Company:
 - (a) every ten (10) existing issued and unissued ordinary shares of par value HK\$0.01 each in the share capital of the Company be consolidated into one (1) ordinary share of par value HK\$0.10 (the “**Consolidated Share(s)**”) (the “**Share Consolidation**”);
 - (b) the existing issued share capital of the Company be reduced by the cancellation of (i) the paid-up capital of the Company to the extent of HK\$0.09 on each of the issued Consolidated Shares such that the nominal value of each issued Consolidated Share be reduced from HK\$0.10 to HK\$0.01, and (ii) any fractional Consolidated Share in the issued share capital of the Company arising from the Share Consolidation (the “**Capital Reduction**”);

* *For identification purposes only*

- (c) each of the authorised but unissued Consolidated Shares of HK\$0.10 each be subdivided into ten (10) ordinary shares of HK\$0.01 each (the “**Adjusted Share(s)**”) (the “**Share Subdivision**”);
- (d) the credit arising from the Capital Reduction be transferred to the contributed surplus account of the Company and any director of the Company (the “**Director**”) be and is hereby authorised to apply all or any amount from time to time standing to the credit of the contributed surplus account of the Company to set off against the accumulated losses of the Company in such manner as he considers appropriate and as permitted under the laws of Bermuda and the bye-laws (the “**Bye-laws**”) of the Company (the “**Elimination of Accumulated Losses**”); and
- (e) any Director be and is hereby authorised to do all such acts and things and to execute all documents as he considers necessary, desirable or expedient to give effect to the Capital Reorganisation (as defined below) and the transactions contemplated thereunder.”

For the purpose of this special resolution, “**Capital Reorganisation**” means the proposed reorganisation of the capital of the Company by way of (i) the Share Consolidation, (ii) the Capital Reduction, (iii) the Share Subdivision and (iv) the Elimination of Accumulated Losses.

ORDINARY RESOLUTION

2. “**THAT**

- (a) subject to the passing of the special resolution no. 1 as set out in this notice of the SGM and conditional upon fulfillment of the conditions of the Underwriting Agreement (as defined below), the Open Offer (as defined below) and the transactions contemplated thereunder be and are hereby approved;

For the purpose of this resolution, “**Open Offer**” means the proposed issue by way of open offer of 944,926,950 Adjusted Shares (the “**Offer Share(s)**”) at an offer price of HK\$0.20 per Offer Share to the qualifying shareholders (the “**Qualifying Shareholders**”) of the Company whose names appear on the date by reference to which entitlement under the Open Offer will be determined (other than those shareholders (the “**Non-Qualifying Shareholders**”) with registered addresses outside Hong Kong whom the Directors, after making relevant enquiry, consider their exclusion from the Open Offer to be necessary or expedient on account either of the legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place) in the proportion of five (5) Offer Shares for every one (1) Adjusted Share then held and otherwise pursuant to and subject to the fulfillment of the conditions set out in the underwriting agreement (the “**Underwriting Agreement**”, a copy of which has been produced to the SGM marked “A” and signed by the chairman of the SGM for the purpose of identification) dated 6 February 2015 entered into between the Company and Kingston Securities Limited as underwriter (the “**Underwriter**”);

- (b) any Director be and is hereby authorised to allot and issue the Offer Shares pursuant to and in connection with the Open Offer notwithstanding the same may be offered, allotted or issued otherwise than pro rata to the Qualifying Shareholders and, in particular, the Directors be and are hereby authorised to make such exclusions or other arrangements in relation to fractional entitlements and/or Non-Qualifying Shareholders, if any, as they deem necessary, desirable or expedient having regard to any restrictions or obligations under the Bye-Laws or the laws of, or the rules and regulations of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong;
- (c) the entering into the Underwriting Agreement and the transactions contemplated thereunder (including but not limited to the arrangements for taking up of the unsubscribed Offer Shares, if any, by the Underwriter) be and are hereby approved, confirmed and ratified;
- (d) the absence of arrangements for application for the Offer Shares by the Qualifying Shareholders in excess of their entitlements under the Open Offer be and are hereby approved, confirmed and ratified; and
- (e) any Director be and is hereby authorised to sign and execute such documents (whether under common seal of the Company or not) and to do all such acts or things deemed by him to be incidental to, ancillary to or in connection with the matters contemplated under the Underwriting Agreement, as he may in his absolute discretion consider necessary, desirable or expedient to give effect to the Underwriting Agreement, the Open Offer and the transactions contemplated thereunder, including but not limited to the allotment and issue of Offer Shares and to agree with such variation, amendment or waiver as, in the opinion of the Directors, in the interests of the Company and its shareholders as a whole.”

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

Hong Kong, 9 March 2015

Notes:

- (1) A member entitled to attend and vote at the SGM is entitled to appoint one or more (if he holds more than one share) proxies to attend and, subject to the provisions of the bye-laws of the Company, vote instead of him. A proxy needs not be a member of the Company. 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. In order to be valid, the form of proxy duly completed and signed in accordance with the instruction stated thereon must be deposited with the head office and principal place of business of the Company in Hong Kong at No. 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 SGM or any adjournment thereof.
- (2) For determining the qualification as members of the Company to attend and vote at the SGM, the register of members of the Company will be closed from Monday, 30 March 2015 to Wednesday, 1 April 2015, both days inclusive, during which period no transfer of shares will be registered. In order to be qualified as members to attend and vote at the SGM, all transfers of shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Friday, 27 March 2015.
- (3) The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or, if the appointer is a corporation, either under its common seal or under the hand of an officer or attorney or other person duly authorised.
- (4) Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the SGM or any adjournment thereof and in such event, the form of proxy shall be deemed to be revoked.
- (5) 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 of the Company.
- (6) As at the date of this notice, the executive Directors are Messrs. Chau Lai Him, Zhou Jin Hua, Liu Dong Yang and Buyan-Otgon Narmandakh and the independent non-executive Directors are Messrs. Chung Kam Kwong, Lo Wai Ming and Lo Chao Ming.