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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** about this circular or as to the action to be taken, you should consult your licensed securities dealer or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your securities in Solartech International Holdings Limited, you should at once hand this circular with the enclosed form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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**SOLARTECH INTERNATIONAL HOLDINGS LIMITED****星凱控股有限公司\****(Incorporated in Bermuda with limited liability)***(Stock Code: 1166)****PROPOSED SHARE CONSOLIDATION,  
PROPOSED CHANGE IN BOARD LOT SIZE  
AND  
NOTICE OF SPECIAL GENERAL MEETING**

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A letter from the board of directors of the Company is set out on pages 5 to 12 of this circular. A notice convening the special general meeting (the “SGM”) of the Company to be held at Longchamps I & II, 3/F, Regal Kowloon Hotel, 71 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong on Thursday, 11 April 2024 at 11:00 a.m. is set out on pages 13 to 15 of this circular. Whether or not you are able to attend the SGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible and in any event not later than 48 hours before the time appointed for holding the SGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish.

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions have the meanings as set out below:*

“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company, of which the adoption was approved by the Shareholders at the special general meeting held on 31 May 2022
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Operational Procedures”	the Operational Procedures of HKSCC in relation to CCASS, containing the practices, procedures and administrative requirements relating to operations and functions of CCASS, as may be amended or modified from time to time
“Change in Board Lot Size”	the proposed change in board lot size of the Shares for trading on the Stock Exchange from 20,000 Existing Shares to 10,000 Consolidated Shares
“Company”	Solartech International Holdings Limited, a company incorporated in Bermuda with limited liability, the issued Shares of which are listed on the Stock Exchange (stock code: 1166)
“Consolidated Share(s)”	ordinary share(s) of par value of HK\$0.20 each in the share capital of the Company after the Share Consolidation becomes effective
“Director(s)”	the director(s) of the Company
“Existing Share(s)”	ordinary share(s) of par value of HK\$0.01 each in the existing share capital of the Company before the Share Consolidation becomes effective
“General Rules of CCASS”	the terms and conditions regulating the use of CCASS, as may be amended or modified from time to time and where the context so permits, shall include the CCASS Operational Procedures
“Group”	the Company together with its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong

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## DEFINITIONS

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“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	15 March 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“SGM”	the special general meeting of the Company convened to be held for the purpose of considering and, if thought fit, approving the proposed Share Consolidation
“Share(s)”	the Existing Share(s) or as the context may require, the Consolidated Share(s)
“Share Consolidation”	the proposed consolidation of every twenty (20) issued and unissued Existing Shares in the share capital of the Company into one (1) Consolidated Share in the share capital of the Company
“Shareholder(s)”	registered holder(s) of the issued Shares of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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## EXPECTED TIMETABLE

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The expected timetable for the Share Consolidation and Change in Board Lot Size is set out below. The expected timetable is subject to the results of the SGM and is therefore for indicative purpose only. Any change to the expected timetable will be announced in a separate announcement by the Company as and when appropriate. All times and dates in this circular refer to Hong Kong local times and dates.

Latest time for lodging transfers of Shares in order to qualify for attendance and voting at the SGM ..... 4:30 p.m. on Friday, 5 April 2024

Closure of register of members for determining the entitlement to attend and vote at the SGM (both days inclusive) ..... Monday, 8 April 2024 to Thursday, 11 April 2024

Latest time for lodging forms of proxy for the SGM ..... 11:00 a.m. on Tuesday, 9 April 2024

Date and time of the SGM ..... 11:00 a.m. on Thursday, 11 April 2024

Publication of the announcement of the results of the SGM ..... Thursday, 11 April 2024

**The following events are conditional on the fulfillment of the conditions for the implementation of the Share Consolidation and Change in Board Lot Size as set out in this circular.**

Effective date of the Share Consolidation ..... Monday, 15 April 2024

First day of free exchange of existing share certificates for new share certificates for the Consolidated Shares ..... Monday, 15 April 2024

Dealing in the Consolidated Shares commences ..... 9:00 a.m. on Monday, 15 April 2024

Original counter for trading in the Existing Shares in board lots of 20,000 Existing Shares (in the form of existing share certificates) temporarily closes ..... 9:00 a.m. on Monday, 15 April 2024

Temporary counter for trading in the Consolidated Shares in board lots of 1,000 Consolidated Shares (in the form of existing share certificates) opens ..... 9:00 a.m. on Monday, 15 April 2024

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## EXPECTED TIMETABLE

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Original counter for trading in the Consolidated Shares in new board lots of 10,000 Consolidated Shares (in the form of new share certificates for the Consolidated Shares) re-opens . . . . . 9:00 a.m. on  
Monday, 29 April 2024

Parallel trading in the Consolidated Shares (in the form of new share certificates for the Consolidated Shares and existing share certificates) commences . . . . . 9:00 a.m. on  
Monday, 29 April 2024

Designated broker starts to stand in the market to provide matching services for odd lots of the Consolidated Shares . . . . . 9:00 a.m. on  
Monday, 29 April 2024

Designated broker ceases to stand in the market to provide matching services for odd lots of the Consolidated Shares . . . . . 4:00 p.m. on  
Tuesday, 21 May 2024

Temporary counter for trading in the Consolidated Shares in board lots of 1,000 Consolidated Shares (in the form of existing share certificates) closes . . . . . 4:10 p.m. on  
Tuesday, 21 May 2024

Parallel trading in the Consolidated Shares (in the form of new share certificates for the Consolidated Shares and existing share certificates) ends . . . . . 4:10 p.m. on  
Tuesday, 21 May 2024

Last day for free exchange of existing share certificates for new share certificates for the Consolidated Shares . . . . . 4:30 p.m. on  
Thursday, 23 May 2024

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LETTER FROM THE BOARD

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**SOLARTECH INTERNATIONAL HOLDINGS LIMITED**

**星凱控股有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 1166)**

*Executive directors:*

CHAU Lai Him *(Chairman and Managing Director)*

CHAU Chi Ho *(Deputy Chairman)*

LIU Dong Yang

*Registered office:*

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

*Independent non-executive directors:*

CHUNG Kam Kwong

LO Wai Ming

LO Chao Ming

*Head office and principal place  
of business:*

Unit 16, 12/F

Concordia Plaza

1 Science Museum Road

Tsim Sha Tsui, Kowloon

Hong Kong

20 March 2024

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED SHARE CONSOLIDATION,  
PROPOSED CHANGE IN BOARD LOT SIZE  
AND  
NOTICE OF SPECIAL GENERAL MEETING**

**1. INTRODUCTION**

Reference is made to the announcement of the Company dated 4 March 2024 (the “**Announcement**”) in relation to the proposed Share Consolidation and the proposed Change in Board Lot Size. The purpose of this circular is to provide you with further information regarding the proposed Share Consolidation, proposed Change in Board Lot Size and the Notice of SGM.

\* *for identification purposes only*

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## LETTER FROM THE BOARD

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### 2. PROPOSED SHARE CONSOLIDATION

The Board proposes to implement the Share Consolidation pursuant to which every twenty (20) issued and unissued Existing Shares in the share capital of the Company will be consolidated into one (1) Consolidated Share.

#### Effects of the Share Consolidation

As at the Latest Practicable Date, the authorised share capital of the Company was HK\$500,000,000 divided into 50,000,000,000 Shares of par value of HK\$0.01 each, and there were 2,374,532,340 Existing Shares in issue which were fully paid or credited as fully paid.

Upon the Share Consolidation becoming effective and assuming no further Shares will be issued or repurchased or surrendered from the Latest Practicable Date up to the effective date of the Share Consolidation, there will be 118,726,617 Consolidated Shares in issue which are fully paid or credited as fully paid. The authorised share capital of the Company will remain at HK\$500,000,000 but will be divided into 2,500,000,000 Consolidated Shares of par value of HK\$0.20 each.

Upon the Share Consolidation becoming effective, the Consolidated Shares shall rank *pari passu* in all respects with each other, and the Share Consolidation will not result in any change in the relative rights of the Shareholders.

As at the Latest Practicable Date, there were no outstanding share options to subscribe for Shares under the share option scheme which was adopted by the Company on 18 December 2012 and expired on 17 December 2022. As at the Latest Practicable Date, there were no outstanding share options to subscribe for Shares under the share option scheme adopted by the Company on 5 December 2022.

Save as disclosed above, the Company does not have any other derivatives, options, warrants, other securities or conversion rights or other similar rights which are convertible or exchangeable into any Shares.

#### Conditions of the Share Consolidation

The implementation of the Share Consolidation is conditional upon:

- (i) the passing of an ordinary resolution (i) by the Shareholders at the SGM to approve the Share Consolidation;
- (ii) the Stock Exchange granting approval for the listing of, and permission to deal in, the Consolidated Shares in issue and to be issued upon the Share Consolidation becoming effective; and

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## LETTER FROM THE BOARD

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(iii) the compliance with all relevant procedures and requirements under the applicable laws of Bermuda and the Listing Rules to effect the Share Consolidation.

Subject to the fulfilment of the conditions of the Share Consolidation, the effective date of the Share Consolidation is expected to be on Monday, 15 April 2024.

As at the Latest Practicable Date, none of the above conditions had been fulfilled.

### **Listing application**

An application will be made by the Company to the Stock Exchange for the listing of, and permission to deal in, the Consolidated Shares in issue and to be issued upon the Share Consolidation becoming effective.

Subject to the granting of the listing of, and permission to deal in, the Consolidated Shares on the Stock Exchange, as well as compliance with the stock admission requirements of HKSCC, the Consolidated Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Consolidated Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements will be made for the Consolidated Shares to be admitted into CCASS established and operated by HKSCC.

As at the Latest Practicable Date, the Existing Shares were listed and dealt in on the Stock Exchange, and at the time the Share Consolidation becomes effective, the Consolidated Shares in issue will continue to be listed and dealt in on the Stock Exchange. Save as the above, there is no other stock exchange on which any part of the securities of the Company is listed or dealt in or on which listing or permission to deal is being or is proposed to be sought.

### **3. PROPOSED CHANGE IN BOARD LOT SIZE**

As at the Latest Practicable Date, the Existing Shares are currently traded on the Stock Exchange in board lot size of 20,000 Existing Shares. The Board proposes to change the board lot size for trading from 20,000 Existing Shares to 10,000 Consolidated Shares per board lot upon the Share Consolidation becoming effective.

Based on the closing price of HK\$0.019 per Existing Share (equivalent to the theoretical closing price of HK\$0.38 per Consolidated Share) as at the Latest Practicable Date, (i) the value per board lot of 20,000 Existing Shares is HK\$380; (ii) the value of each board lot of 20,000 Consolidated Shares would be HK\$7,600 assuming the Share Consolidation had become

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## LETTER FROM THE BOARD

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effective; and (iii) the estimated value per board lot of 10,000 Consolidated Shares would be HK\$3,800 on the assumption that the Change in Board Lot Size had also become effective.

#### 4. REASONS FOR THE SHARE CONSOLIDATION AND CHANGE IN BOARD LOT SIZE

Rule 13.64 of the Listing Rules states that where the market price of the securities of an issuer approaches the extremities of HK\$0.01 or HK\$9,995, the issuer may be required either to change the trading method or to proceed with a consolidation or splitting of its securities.

The “Guide on Trading Arrangements for Selected Types of Corporate Actions” issued by the Hong Kong Exchanges and Clearing Limited on 28 November 2008 and updated on 1 October 2020 (the “Guide”) further states that any trading price of the securities less than HK\$0.10 will be considered as approaching the extremities as referred to under Rule 13.64 of the Listing Rules. The Guide also states that taking into account the minimum transaction costs for a securities trade, the expected board lot value should be greater than HK\$2,000.

Over the past two years, the Existing Shares have consistently traded below HK\$0.10, and the share price of the Company has shown a continuous downward trend. As at the Latest Practicable Date, the closing price of each Existing Share was HK\$0.019, which approached the extremities as referred to in the Guide, with the board lot value of HK\$380, which was far below the expected board lot value of HK\$2,000 referred to in the Guide.

Considering the above, the Board has determined that implementing the Share Consolidation and Change in Board Lot Size is necessary to ensure compliance with the trading requirements under the Listing Rules. Such action is aimed at reducing the overall transaction and handling costs of dealings in the Shares as a proportion of the market value of each board lot, since most banks/securities houses will charge a minimum transaction cost for each securities trade. Through the corresponding upward adjustment in the trading price of the Consolidated Shares, the Board believes that the Share Consolidation and Change in Board Lot Size will enhance the appeal of investing in the Shares to a wider range of investors. This, in turn, is expected to broaden the shareholder base of the Company.

Prior to proposing the 20 to 1 ratio for the Share Consolidation, the Company had evaluated the option of a 10 to 1 ratio. Under the assumption of a 10 to 1 ratio, the theoretical closing price of each Consolidated Share would be HK\$0.19. However, at this ratio, the price would still be perilously close to the extremity threshold of HK\$0.10. Considering the recent market condition, there is no guarantee that the trading price of the Consolidated Shares would not decline below HK\$0.10 shortly after the completion of the proposed Share Consolidation. In such a scenario, the Company would be required to conduct another share consolidation, incurring additional expenses and efforts which would be burdensome. This outcome would obviously not be in the best interest of the Shareholders as a whole. Therefore, the Company made the decision to abandon the option of a 10 to 1 ratio and propose a more conservative ratio of 20 to 1 for the Share Consolidation. This decision aims to provide a greater buffer for the

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## LETTER FROM THE BOARD

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movement of the share price and mitigate the risk of the share price falling below the threshold of HK\$0.10 shortly after the completion of the proposed Share Consolidation.

Upon the proposed Share Consolidation and Change in Board Lot Size becoming effective, the theoretical closing price of each Consolidated Share would be HK\$0.38, which addresses the requirement of extremities, and the expected value would be HK\$3,800 per board lot of 10,000 Consolidated Shares, which addresses the requirement of board lot value of greater than HK\$2,000 referred to in the Guide.

Prior to proposing the Change in Board Lot Size, the Company had evaluated the feasibility of maintaining the existing board lot size of 20,000 Shares following the Share Consolidation becoming effective. However, the expected value of each board lot of the Consolidated Shares would substantially increase from HK\$380 to HK\$7,600 if the board lot size remained unchanged at 20,000 Consolidated Shares. The Company considered that an expected board lot value of HK\$7,600 would be relatively high, which might reduce the appeal of investing in the Shares for a wide range of investors and result in a further decrease in liquidity and trading volume of the Shares on the market. Instead, the Company considered that an expected value of HK\$3,800 per board lot of 10,000 Consolidated Shares would strike a good balance between reducing the overall transaction and handling costs of dealings in the Shares and improving liquidity of the Consolidated Shares.

As at the Latest Practicable Date, the Company had no concrete plans to carry out other corporate actions or conduct any equity fundraising which may have an effect of undermining or negating the intended purpose of the Share Consolidation in the next 12 months. However, the Directors will not rule out the possibility of any fundraising activities which may be considered reasonably necessary for the Group to raise funds to meet its operational needs or for the Group's future development. The Directors will carefully evaluate the potential impact on the Shareholders prior to proceeding with any fundraising activities, and the Company will make further announcement(s) in this regard in accordance with the Listing Rules as and when appropriate.

Other than the expenses to be incurred in relation to the Share Consolidation and the Change in Board Lot Size, the implementation of the Share Consolidation will not, by itself, alter the underlying assets, business operation, management or financial position of the Group or the proportionate interests or rights of the Shareholders. Accordingly, the Board believes that the Share Consolidation will not have any material adverse effect on the financial position of the Company.

In view of the above, the Board considers that the Share Consolidation and the Change in Board Lot Size are beneficial to and in the interests of the Company and the Shareholders as a whole.

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## LETTER FROM THE BOARD

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### 5. OTHER ARRANGEMENTS

#### **Entitlement of fractional Consolidated Shares**

Fractional Consolidated Shares (if any) will be disregarded and will not be issued to the Shareholders but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company. Fractional Consolidated Shares will only arise in respect of the entire shareholding of a holder of the Existing Shares regardless of the number of share certificates held by such holder.

#### **Arrangement on odd lot trading**

In order to facilitate the trading of odd lots (if any) of the Consolidated Shares, the Company has appointed Kingston Securities Limited as an agent to provide matching services, on a best effort basis, to those Shareholders who wish to acquire odd lots of the Consolidated Shares to make up a full board lot, or to dispose of their holding of odd lots of the Consolidated Shares.

Shareholders who wish to take advantage of this facility should contact Mr. James Lee of Kingston Securities Limited at 72/F, The Center, 99 Queen's Road Central, Central, Hong Kong (telephone number (+852) 2298 6228) during office hours (9:00 a.m. to 12:00 noon and 1:00 p.m. to 4:00 p.m.) on working days (excluding Saturdays, Sundays and public holidays) for the period from Monday, 29 April 2024 to Tuesday, 21 May 2024 (both days inclusive).

**Holders of odd lots of the Consolidated Shares should note that the matching of the sale and purchase of odd lots of the Consolidated Shares is not guaranteed. Shareholders who are in any doubt about the odd lots matching arrangement are recommended to consult their own professional advisers.**

#### **Exchange of Certificates for Consolidated Shares**

Subject to the Share Consolidation becoming effective, which is currently expected to be Monday, 15 April 2024, Shareholders may on or after Monday, 15 April 2024 and until Thursday, 23 May 2024 (both days inclusive), submit their existing share certificates in purple colour for the Existing Shares to the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for exchange for new share certificates in brown colour for the Consolidated Shares at the expense of the Company.

Shareholders should note that after the prescribed time for free exchange of new share certificates, a fee of HK\$2.5 per share certificate (or such higher amount as may from time to time be allowed by the Stock Exchange) will be payable by the Shareholders to the share registrar for exchange of new share certificates.

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## LETTER FROM THE BOARD

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After 4:10 p.m. on Tuesday, 21 May 2024, trading will only be in Consolidated Shares which share certificates will be issued in brown colour. Existing share certificates in purple colour for the Existing Shares will cease to be valid for trading and settlement purposes, but will remain valid and effective as documents of title.

### **6. SGM**

The SGM will be held at Longchamps I & II, 3/F, Regal Kowloon Hotel, 71 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong on Thursday, 11 April 2024 at 11:00 a.m. to consider and, if thought fit, pass the resolution to approve the Share Consolidation.

A notice convening the SGM is set out on pages 13 to 15 of this circular. A form of proxy for the SGM is enclosed with this circular. Whether or not you intend to be present at the SGM, you are advised to complete the form of proxy and return it to the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time scheduled for the SGM or any adjournment thereof. The completion and return of a form of proxy will not preclude you from attending and voting at the SGM in person or any adjourned meeting should you so wish, and in such case, the form of proxy submitted by you shall be deemed to be revoked.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder has any material interest in the Share Consolidation and therefore, no Shareholder will be required to abstain from voting on the resolution to approve the Share Consolidation at the SGM.

The resolution set out in the notice of the SGM would be decided by poll in accordance with Rule 13.39(4) of the Listing Rules and the Bye-laws.

After the conclusion of the SGM, the poll vote results will be published on the website of Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk).

### **7. CLOSURE OF REGISTER OF MEMBERS**

The register of members will be closed from Monday, 8 April 2024 to Thursday, 11 April 2024 (both days inclusive), during which period no transfer of Shares will be registered. In order to determine the entitlement to attend and vote at the SGM, all transfer of Shares, accompanied by the relevant share certificates and transfer forms, must be lodged with the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Friday, 5 April 2024.

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## LETTER FROM THE BOARD

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### 8. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

### 9. RECOMMENDATION

The Directors consider that the proposed Share Consolidation is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend all Shareholders to vote in favour of the resolution to be proposed at the SGM.

### 10. MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

### 11. WARNING

**The Share Consolidation is conditional upon the fulfilment of certain conditions and the Change in Board Lot Size is conditional upon the Share Consolidation becoming effective. Therefore, the Share Consolidation and the Change in Board Lot Size may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company.**

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

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## NOTICE OF SGM

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### SOLARTECH INTERNATIONAL HOLDINGS LIMITED

### 星凱控股有限公司\*

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 1166)**

#### NOTICE OF SPECIAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the special general meeting (the “**SGM**”) of Solartech International Holdings Limited (the “**Company**”) will be held at Longchamps I & II, 3/F, Regal Kowloon Hotel, 71 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong on Thursday, 11 April 2024 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution with or without amendments as an ordinary resolution of the Company:

#### ORDINARY RESOLUTION

1. “**THAT** subject to the satisfaction of the conditions set out in the Letter from the Board under the heading “2. Proposed Share Consolidation – Conditions of the Share Consolidation” in the circular of the Company dated 20 March 2024, with effect from the second business day immediately following the date on which this resolution is passed:
  - (a) every twenty (20) issued and unissued ordinary shares with a par value of HK\$0.01 each in the existing share capital of the Company be consolidated into one (1) ordinary share with a par value of HK\$0.20 each (the “**Consolidated Shares**”) (the “**Share Consolidation**”), such Consolidated Shares shall rank *pari passu* in all respects with each other and have the rights and privileges and be subject to the restrictions in respect of the shares as contained in the bye-laws of the Company;
  - (b) all fractional Consolidated Shares resulting from the Share Consolidation will be disregarded and will not be issued to holders of the same but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company in such manner and on such terms as the directors of the Company (the “**Directors**”) may think fit; and

\* for identification purposes only

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## NOTICE OF SGM

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- (c) the Directors be and are hereby authorised to issue new share certificates in respect of the Consolidated Shares and to do all such acts and things and to sign and execute all such documents, including under seal where applicable, and deliver all such documents, instruments and agreements, on behalf of the Company, as they shall, in their absolute discretion, consider necessary, desirable or expedient to implement and give effect to any or all of the foregoing.”

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

Hong Kong, 20 March 2024

*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 vote instead of him. A proxy need 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 must be deposited at the Company’s Hong Kong branch share registrar and transfer office, Tricor Secretaries Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, 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 appointed for holding the SGM (i.e. not later than 11:00 a.m. on Tuesday, 9 April 2024) or any adjournment thereof.
- (2) The register of members of the Company will be closed for the purpose of holding the SGM from Monday, 8 April 2024 to Thursday, 11 April 2024 both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the SGM, all transfers of shares accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong branch share registrar and transfer office, Tricor Secretaries Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Friday, 5 April 2024. Shareholders whose names appear on the register of members of the Company on Thursday, 11 April 2024 will be entitled to attend and vote at the SGM.
- (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 will 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.
- (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.

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## NOTICE OF SGM

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- (6) Arrangements due to bad weather
- (a) If a black rainstorm warning or a tropical cyclone warning signal number 8 or above is hoisted at or after 9:00 a.m. on Thursday, 11 April 2024, the SGM will not be held on 11 April 2024, but it will be held on the first Business Day immediately after 11 April 2024 at the same time and at the Company's head office and principal place of business, Unit 16, 12/F, Concordia Plaza, 1 Science Museum Road, Tsim Sha Tsui, Kowloon, Hong Kong, provided that the black rainstorm warning or a tropical cyclone warning signal number 8 has been withdrawn. "Business Day", in this context, shall mean a day (excluding Saturday) on which banks are open for general banking business in Hong Kong.
- (b) If "extreme conditions" caused by super typhoons or other adverse weather conditions are announced by Hong Kong Government at or after 9:00 a.m. on 11 April 2024, the SGM will not be held on 11 April 2024, but it will be held on the first Business Day immediately after 11 April 2024 at the same time and at the Company's head office and principal place of business, Unit 16, 12/F, Concordia Plaza, 1 Science Museum Road, Tsim Sha Tsui, Kowloon, Hong Kong, provided that the "extreme conditions" have been cancelled. "Business Day", in this context, shall mean a day (excluding Saturday) on which banks are open for general banking business in Hong Kong.
- (7) As at the date of this notice, the executive Directors are Mr. Chau Lai Him, Mr. Chau Chi Ho and Mr. Liu Dong Yang and the independent non-executive Directors are Mr. Chung Kam Kwong, Mr. Lo Wai Ming and Mr. Lo Chao Ming.
- (8) References to time and dates in this notice are to Hong Kong time and dates.