



SOLUTECK
SOLUTECK HOLDINGS LIMITED
— 創 科 技 集 團 有 限 公 司 *

(Incorporated in the Cayman Islands with limited liability)

FIRST QUARTERLY REPORT 2003
FOR THE THREE MONTHS ENDED 30 JUNE, 2003

CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET (“GEM”) OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

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This announcement, for which the directors (the “Directors”) of Soluteck Holdings Limited (the “Company”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “GEM 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: (1) the information contained in this announcement is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

* For identification purpose only

- The turnover of the Group during the three months ended 30 June, 2003 was approximately HK\$14 million, representing a decrease of approximately 43 per cent. as compared to the same period last year.
- The net loss attributable to shareholders of the Company during the three months ended 30 June, 2003 was approximately HK\$1 million.
- The Board does not recommend the payment of quarterly dividend for the three months ended 30 June, 2003.

The board (the “Board”) of Directors announces the unaudited consolidated results of the Company and its subsidiaries (together, the “Group”) for the three months ended 30 June, 2003.

CHAIRMAN’S STATEMENT

Business Review

The Group specialises in the provision of implementation and upgrading of self-service automatic teller machine (“ATM”) systems, related application hardware and software, technical support and consultancy services to commercial banks and postal bureaus in the People’s Republic of China (“China” or the “PRC”). During the three months ended 30 June, 2003, the Group continued to focus on the provision of technical and value-added services to the banking and finance sectors in China. With the Severe Acute Respiratory Syndrome (“SARS”) outbreak under control, the Group is expecting a gradual pick up of economic and investment activities and remains confident as to the market’s prospects.

The Group recorded a turnover of approximately HK\$14 million for the three months ended 30 June, 2003, representing a decrease of approximately 43 per cent. compared with the corresponding period in 2002. Loss attributable to shareholders was approximately HK\$1 million, equivalent to a loss per share of approximately HK0.33 cents, compared with an earnings per share of approximately HK0.24 cents the corresponding period last year.

The SARS outbreak in Hong Kong and China earlier this year had led to a drop in visiting prospective customers and new business orders. In addition, the Group’s disposal of a subsidiary on 10 January, 2003 that generated approximately HK\$3 million turnover for the same period last year had resulted in a percentage drop in turnover.

The Group’s gross profit margin was approximately 21 per cent. for the three months ended 30 June, 2003, compared with approximately 39 per cent. for the corresponding period in 2002. Nevertheless, the Group achieved effective cost management with selling and administrative expenses down by approximately 63 per cent. and 43 per cent., respectively for the period under review, compared to the corresponding period in 2002.

The Group's core business of providing implementation and upgrading of self-service ATM systems, related application hardware and software, technical support and consultancy services contributed 95 per cent. to the Group's total turnover for the three months ended 30 June, 2003, compared with 76 per cent. in the corresponding period of 2002. Although this business segment recorded a decrease in sales turnover of approximately 29 per cent., as compared to the same period last year, the long-standing business relationship between the Group and its customers, together with its professional services, will continue to provide the Group with a stable source of income. Nevertheless, the Group will reinforce its marketing efforts to improve the performance of this business segment.

During the three-month period under review, the Group opened new service centers at Changsha, Taizhou and Ningbo, enlarging its network to cover 23 cities and locations. New contracts with Guangxi Postal Bureau and Shanghai Pudong Development Bank were also secured successfully for the provision of system maintenance and enhancement services.

Regarding the Group's other major businesses, the provision of integrated information technology and business solutions to banking and financial institutions, it accounted for approximately 4 per cent. of the total turnover of the Group for the three months ended 30 June, 2003, compared with 15 per cent. for the same period last year. The Group will continue to focus on the development of software applications for converging banking business platforms, and also other applications software.

Sales of electronic postal automation systems were rather immaterial during the quarter under review, compared with HK\$2 million for the same period the last year. This business accounted for approximately 1 per cent. of the Group's total turnover in the period under review, compared with 9 per cent. for the same period last year. Market acceptance and penetration for electronic postal automation systems that include mailing finishing systems, volume mailing handling systems and franking machines remained slow and sluggish in China, but the Group will continue to explore niche market development opportunities.

The provision of technical consultancy and support services, which were already included in the above-mentioned businesses, accounted for approximately 25 per cent. of the total turnover of the Group for the three months ended 30 June, 2003, compared with 36 per cent. for the corresponding period in 2002. However, in view of its ability to generate a more favourable profit margin, this business has been designated as the Group's core growth driver and will represent a stable and recurrent source of income for the Group.

Business Prospects

Committed to being one of the leading service providers for the banking and postal information sectors in China, the Group will continue to actively pursue business development opportunities for the provision of value-added technical consultancy and support services.

With a strong presence and a solid clientele in China, the Group enjoys a stalwart competitive edge to capitalize on China's initiatives to develop and enhance its information technology capabilities. The management believes in the importance of quality information technology infrastructure to every public and private enterprises and is confident that for a market as vast as China, the demand will have to grow to the benefit of the Group's business prospects.

RESULTS

The Board announces the unaudited consolidated results of the Group for the three months ended 30 June, 2003 (the “Period”) together with comparative unaudited consolidated results of the Group for the corresponding period in 2002 as follows:

	<i>Notes</i>	From 1 April, 2003 to 30 June, 2003 HK\$'000	From 1 April, 2002 to 30 June, 2002 HK\$'000
Turnover	2	14,107	24,944
Cost of sales		(11,162)	(15,221)
Gross profit		2,945	9,723
Other revenue	2	47	77
Selling expenses		(895)	(2,419)
Administrative expenses		(3,534)	(6,214)
(Loss)/Profit from operations	4	(1,437)	1,167
Finance costs	5	(51)	(56)
(Loss)/Profit before taxation		(1,488)	1,111
Taxation	6	–	(5)
Net (Loss)/Profit attributable to shareholders		(1,488)	1,106
(Loss)/Earnings per share	7	HK (0.33) cents	HK 0.24 cents

Notes:–

1. Basis of preparation

The accounts have been prepared in accordance with accounting principles generally accepted in Hong Kong and comply with accounting standards issued by the Hong Kong Society of Accountants. They have been prepared under the historical cost convention.

The unaudited consolidated accounts include the accounts of the Company and its subsidiaries made up to 30 June.

All significant intercompany transactions and balances within the Group are eliminated on consolidation.

2. Turnover and revenue

The Group is principally engaged in the sales of electronic banking systems, other banking equipment and mailing systems, and the provision of hardware and software technical support services. Revenues recognised during the period are as follows:–

	From 1 April, 2003 to 30 June, 2003 HK\$'000	From 1 April, 2002 to 30 June, 2002 HK\$'000
Turnover		
Sales of goods	10,623	15,940
Rendering of services	3,484	9,004
	14,107	24,944
Other revenue		
Interest income	47	77
Total revenue	14,154	25,021

3. Discontinuing operation

On 10 January, 2003, the board of directors of Soluteck (BVI) Holdings Limited, a wholly-owned subsidiary of the Company, resolved to dispose of the entire interest in Task Consultants Limited, a then wholly-owned subsidiary of the Group. The results of this subsidiary was included in the turnover of rendering of service. The unaudited sales and results of this subsidiary were as follows:

	From 1 April, 2003 to 30 June, 2003 HK\$'000	From 1 April, 2002 to 30 June, 2002 HK\$'000
Turnover	–	3,119
Cost of sales	–	–
Gross profit	–	3,119
Operating costs	–	(3,211)
Operating loss	–	(92)
Finance costs	–	(5)
Loss before taxation	–	(97)
Taxation	–	–
Loss after taxation	–	(97)

4. (Loss)/Profit from operations

The Group's (loss)/profit from operations is arrived at after charging:

	From 1 April, 2003 to 30 June, 2003 HK\$'000	From 1 April, 2002 to 30 June, 2002 HK\$'000
Amortisation of intangible assets	25	–
Cost of inventories	9,101	13,298
Depreciation	<u>232</u>	<u>236</u>

5. Finance costs

	From 1 April, 2003 to 30 June, 2003 HK\$'000	From 1 April, 2002 to 30 June, 2002 HK\$'000
Interest on bank loans	<u>51</u>	<u>56</u>

6. Taxation

	From 1 April, 2003 to 30 June, 2003 HK\$'000	From 1 April, 2002 to 30 June, 2002 HK\$'000
The amount of taxation charged to the consolidated profit and loss account represents:		
– Hong Kong profits tax	–	(140)
– Overseas taxation	(17)	(135)
– Over provisions in prior years	<u>17</u>	<u>270</u>
	<u>–</u>	<u>(5)</u>

- (a) No provision for Hong Kong profits tax has been made as the Group has no estimated assessable Hong Kong profits for the 3 months ended 30 June, 2003.
- (b) Taxation on overseas profits has been calculated on the estimated assessable profit for the period at the rates of taxation prevailing in the PRC in which the subsidiaries of the Group operates.

7. (Loss)/Earnings per Share

The calculation of basic (loss)/earnings per share for the three months ended 30 June, 2003 is based on the Group's loss attributable to shareholders of approximately HK\$1,488,000 (2002: profit of approximately HK\$1,106,000) and the weighted average of 452,612,072 (2002: 452,612,072) shares in issue during the period.

No diluted (loss)/earnings per share for the three months ended 30 June, 2003 and 2002 are presented as the exercise of the outstanding options of the Company would have an anti-dilutive effect.

LIQUIDITY AND FINANCIAL RESOURCES

The Group generally finances its operations with internally generated cash flow. As at 30 June, 2003, the Group had cash and bank balances amounting to a total of approximately HK\$25 million (2002: HK\$33 million) and had outstanding short-term bank loan of approximately HK\$4 million (2002: HK\$1 million) which represented the total borrowings of the Group as at that date. This short-term loan was repayable within 1 year and at interest rate of approximately 5 per cent. over the base rate announced by People's Bank of China.

With these resources and the proceeds from the new issue of shares in January 2001, the Board believes that the Group has adequate capital resources to finance its business objectives as stated in the Prospectus.

MOVEMENT OF RESERVE

Apart from the exchange fluctuation reserve of approximately HK\$8,092 (2002: HK\$6,982), there is no other movement to and from reserve.

QUARTERLY DIVIDEND

The Board does not recommend the payment of quarterly dividend for the period from 1 April, 2003 to 30 June, 2003 (2002: Nil).

DISCLOSURE OF INTERESTS

(i) Interests and short positions of Directors and Chief Executive in the share capital of the Company and its associated corporations

Save as disclosed below and save for the Share Options held by some Directors (details of which are set out under sub-section headed "Details of Share Options granted by the Company" below), as at 30 June, 2003, none of the Directors and Chief Executive of the Company had any interest or short positions in the Shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) which would be required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they would be taken or deemed to have under Sections 344 and 345 of the SFO), or which would be required to be entered into the register required to be kept by the Company, pursuant to Section 352 of the SFO, or which would be required, pursuant to Rules 5.40 to 5.58 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange.

(a) Directors' and Chief Executive's interests in the Shares

Name of Director	Number of Shares in which interested	Capacity	Approximate percentage holding of Shares
Mr. Hou Hsiao Bing (Note 1)	98,460,000	Beneficial owner	21.75%
Ms. Chung Yuk Hung, Yvonne (Note 1)	35,190,000	Beneficial owner	7.77%
Mr. Chung Yuk Man, Kevin (Note 1)	35,190,000	Beneficial owner	7.77%
Mr. Hou Hsiao Wen, Eddie (Notes 1 and 2)	33,160,000	Beneficial owner	7.33%

Notes:—

- (1) Innovative Tech Worldwide Inc. ("ITW"), a company incorporated in the British Virgin Islands, was previously the registered shareholder of 262,500,000 Shares. On 10 July, 2002, ITW transferred the 262,500,000 Shares to various persons as directed by the shareholders of ITW pursuant to a distribution in specie ("Distribution"). Under the Distribution, 98,460,000 Shares were transferred to Mr. Hou Hsiao Bing (representing approximately 21.75 per cent. of the Shares in issue), 35,190,000 Shares were transferred to Ms. Chung Yuk Hung, Yvonne (representing approximately 7.77 per cent. of the Shares in issue), 35,190,000 Shares were transferred to Mr. Chung Yuk Man, Kevin (representing approximately 7.77 per cent. of the Shares in issue) and 32,790,000 Shares were transferred to Mr. Hou Hsiao Wen, Eddie (representing approximately 7.24 per cent. of the Shares in issue).
- (2) In addition to his 32,790,000 Shares transferred to him on 10 July, 2002 pursuant to the Distribution as referred to in Note 1 above, Mr. Hou Hsiao Wen, Eddie further acquired 370,000 Shares in August 2002. His shareholding accordingly increased to 33,160,000 Shares (representing approximately 7.33 per cent. of the Shares in issue).

(b) Directors' and Chief Executive's interests/short positions in the share capital of the Company's associated corporations

Name of Director	Associated Corporations	Number of shares in which interested	Nature of Interest	Approximate percentage holding of shares
Ms. Chung Yuk Hung, Yvonne	Truth Honour Electronic Limited	200,000 non-voting deferred shares	Beneficial owner	6.67% of the non-voting deferred shares
Mr. Chung Yuk Man, Kevin	Truth Honour Electronic Limited	200,000 non-voting deferred shares	Beneficial owner	6.67% of the non-voting deferred shares

(ii) Notifiable interests and short positions in Shares of persons under the provisions of Divisions 2 and 3 of Part XV of the SFO and persons who are “substantial shareholders” in the Company for the purposes of the Listing Rules

Save as disclosed below and save for the share option granted to certain substantial shareholder of the Company (details of which are set out under sub-section headed “Details of Share Options granted by the Company” below), as at 30 June, 2003, none of the Directors or Chief Executive are aware of any other person who had interest or short position in the Shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or, directly, or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote on all circumstances at general meeting of any other members of the Group.

Notifiable interests in Shares

Name of Shareholder	Number of Shares in which interested	Capacity	Approximate percentage holding of Shares
Mr. Hou Hsiao Bing <i>(Executive Director)</i> <i>(Note 1)</i>	98,460,000	Beneficial owner	21.75%
Mr. Chung Lok Fai <i>(Note 2)</i>	80,370,000	Beneficial owner and family interest	17.76%
Ms. Tsou Lo Nien <i>(Note 3)</i>	80,370,000	Beneficial owner and family interest	17.76%
Ms. Chung Yuk Hung, Yvonne <i>(Executive Director)</i> <i>(Note 1)</i>	35,190,000	Beneficial owner	7.77%
Mr. Chung Yuk Man, Kevin <i>(Executive Director)</i> <i>(Note 1)</i>	35,190,000	Beneficial owner	7.77%
Mr. Hou Hsiao Wen, Eddie <i>(Executive Director)</i> <i>(Notes 1 and 4)</i>	33,160,000	Beneficial owner	7.33%

- (1) Innovative Tech Worldwide Inc. (“ITW”), a company incorporated in the British Virgin Islands, was previously the registered shareholder of 262,500,000 Shares. On 10 July, 2002, ITW transferred the 262,500,000 Shares to various persons as directed by the shareholders of ITW pursuant to a distribution in specie (“Distribution”). Under the Distribution, 98,460,000 Shares were transferred to Mr. Hou Hsiao Bing (representing approximately 21.75 per cent. of the Shares in issue), 35,190,000 Shares were transferred to Ms. Chung Yuk Hung, Yvonne (representing approximately 7.77 per cent. of the Shares in issue), 35,190,000 Shares were transferred to Mr. Chung Yuk Man, Kevin (representing approximately 7.77 per cent. of the Shares in issue) and 32,790,000 Shares were transferred to Mr. Hou Hsiao Wen, Eddie (representing approximately 7.24 per cent. of the Shares in issue).
- (2) Mr. Chung Lok Fai is the spouse of Ms. Tsou Lo Nien. Accordingly, Mr. Chung Lok Fai is deemed, by virtue of the SFO to be interested in all the Shares in which Ms. Tsou Lo Nien is interested. Together with the 45,125,000 Shares registered in his own name, Mr. Chung Lok Fai is deemed, by virtue of the SFO, to be interested in 80,370,000 Shares, representing approximately 17.76 per cent. of the Shares in issue.
- (3) Ms. Tsou Lo Nien is the spouse of Mr. Chung Lok Fai. Accordingly, Ms. Tsou Lo Nien is deemed, by virtue of the SFO to be interested in all the Shares in which Mr. Chung Lok Fai is interested. Together with the 35,245,000 Shares registered in her own name, Ms. Tsou Lo Nien is deemed, by virtue of the SFO, to be interested in 80,370,000 Shares, representing approximately 17.76 per cent. of the Shares in issue.
- (4) In addition to his 32,790,000 Shares transferred to him on 10 July, 2002 pursuant to the Distribution as referred to in Note 1 above, Mr. Hou Hsiao Wen, Eddie further acquired 370,000 Shares in August 2002. His shareholding accordingly increased to 33,160,000 Shares (representing approximately 7.33 per cent. of the Shares in issue).

DETAILS OF SHARE OPTIONS GRANTED BY THE COMPANY

(i) Directors’ rights to acquire Shares

On 13 December, 2000, the shareholders of the Company approved and adopted a share option scheme (the “Share Option Scheme”). Under the Share Option Scheme, the Directors of the Company may, at their discretion, grant to any employees of the Group, including executive Directors of the Group, options to subscribe for the Shares. The subscription price for options granted under the Share Option Scheme after the listing of the Shares on GEM is determined by the Directors and will not be less than the higher of the closing price of the Shares on GEM on the date of grant of the options or the average of the closing price of the Shares on GEM for the five trading days immediately preceding the date of grant of the options. As regards the options granted before the listing of the Shares on GEM (the “Pre-IPO Share Options”), the subscription price is to be determined by Directors and shall not be less than the nominal value of the Shares. The maximum number of shares in which options may be granted under the Share Option Scheme may not exceed 30 per cent. of the ordinary share capital of the Company in issue from time to time. The maximum option term is ten years from the respective grant dates. Options may be exercised at any time during a period, generally three years but not later than ten years, to be determined and notified to each grantee.

Pursuant to the Pre-IPO Share Options granted under the above Share Option Scheme, certain Directors have interests in options to subscribe for Shares as set forth below. The options have a duration of 10 years from the date on which the offer of grant was made.

Name of Director	Date of grant	Exercise price HK\$	Number of share options outstanding as at 30.6.2003	Expiry date
Ms. Chung Yuk Hung, Yvonne	18/12/2000	0.4	2,000,000	17/12/2010
Mr. Chung Yuk Man, Kevin	18/12/2000	0.4	2,000,000	17/12/2010
Mr. Hou Hsiao Wen, Eddie	18/12/2000	0.4	2,000,000	17/12/2010
Mr. Hou Hsiao Bing	18/12/2000	0.4	2,000,000	17/12/2010

Notes:—

1. None of the above outstanding options was exercised during the financial period.
2. Pursuant to the offer letters in respect of the grant of the Pre-IPO Share Options, the grantees can only exercise the options to the extent of an aggregate total of 25 per cent., 50 per cent., 75 per cent. and 100 per cent. of the Pre-IPO Share Options in each of the first to fourth anniversaries of the commencement of the trading of the Shares on GEM, respectively.

(ii) Long positions in underlying shares of equity derivatives of the Company

Mr. Chung Lok Fai, a substantial shareholder, had personal interests in the Pre-IPO share options granted by the Company. The principal terms of the Pre-IPO share options scheme were disclosed in the prospectus dated 22 December, 2000 (the “Prospectus”).

Pursuant to the Pre-IPO share options scheme, the Company has granted 2,000,000 options to Mr. Chung Lok Fai to subscribe for shares in the Company at any time from 18 December, 2000 to and including 17 December, 2010 at an exercise price of HK\$0.4 per share. These share options has not yet been exercised.

Ms. Tsou Lo Nien is the spouse of Mr. Chung Lok Fai. Accordingly, Ms. Tsou Lo Nien is deemed, by virtue of the SFO to be interested in all the Pre-IPO share options in which Mr. Chung Lok Fai is interested.

Save as the Pre-IPO Share Options granted under the Share Option Scheme, no other share options have been granted thereunder.

A summary of the principal terms of the Pre-IPO Share Options granted under the Share Option Scheme were disclosed in the Prospectus and the movements thereof are set out below:—

MOVEMENT OF SHARE OPTIONS

Pre-IPO Share Options	As at 1 April, 2003	Number of Options			As at 30 June, 2003	No. of new shares arising therefrom
		Granted	Exercised	Cancelled		
Exercise price: HK\$0.20						
– Director of a subsidiary:						
Mr. Lam Shut Chun	500,000	Nil	Nil	Nil	500,000	Nil
– Other employees	6,900,000	Nil	Nil	(1,500,000)	5,400,000	Nil
Exercise price: HK\$0.40						
– Executive Directors						
Mr. Hou Hsiao Wen, Eddie	2,000,000	Nil	Nil	Nil	2,000,000	Nil
Mr. Hou Hsiao Bing	2,000,000	Nil	Nil	Nil	2,000,000	Nil
Ms. Chung Yuk Hung, Yvonne	2,000,000	Nil	Nil	Nil	2,000,000	Nil
Mr. Chung Yuk Man, Kevin	2,000,000	Nil	Nil	Nil	2,000,000	Nil
– Other employees (<i>note 2</i>)	2,500,000	Nil	Nil	(100,000)	2,400,000	Nil
	<u>17,900,000</u>	<u>Nil</u>	<u>Nil</u>	<u>(1,600,000)</u>	<u>16,300,000</u>	<u>Nil</u>

Notes:–

- During the three months ended 30 June, 2003, 1,600,000 share options were lapsed upon the resignation of the relevant employees of the Group.
- Mr. Chung Lok Fai resigned as a Director on 5 August, 2002, but remained as an employee of Truth Honour Electronic Limited, a subsidiary of the Company. As a result, the share options are still valid and are reclassified into other employees category.

AUDIT COMMITTEE OF THE BOARD

The audit committee (the “Audit Committee”) of the Board was formed on 13 December, 2000 comprising the independent non-executive Directors, Ms. Lui Ming, Rosita and Mr. Ho Wai Wing, Raymond. The terms of reference of the Audit Committee have been established with regard to Rules 5.23, 5.24 and 5.25 of the GEM Listing Rules. The primary duties of the Audit Committee are to review the Company’s annual report, financial statements, half-year reports and quarterly reports and to provide advice and comments thereon to the Board. The Audit Committee has convened eleven meetings since its establishment. This announcement has been reviewed and approved by the Audit Committee.

PURCHASE, SALES OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

None of the members of the Group purchased, sold or redeemed any of the Group's listed securities during the period from 1 April, 2003 to 30 June, 2003.

SPONSOR'S INTERESTS

As at 31 March, 2003, DBS Asia Capital Limited ceased to be the sponsor of the Company upon expiration of the terms of contract after two years of service. The Company had no sponsor as at and for the period from 1 April, 2003 to 30 June, 2003. Accordingly, no additional disclosure is made.

COMPETING INTERESTS

None of the Directors or the management shareholders (as defined in the GEM Listing Rules) of the Company has an interest in a business which competes or may compete with the business of the Group.

By order of the Board
Soluteck Holdings Limited
Hou Hsiao Bing
Chairman

Hong Kong, 11 August, 2003

This announcement will remain on the website of the Growth Enterprise Market of the Stock Exchange of Hong Kong Limited with the domain name of www.hkgem.com on the "Latest Company Announcements" page for not less than seven days from the day of its posting.