

FORMS RELATING TO LISTING

FORM F

The Growth Enterprise Market (GEM)

Company Information Sheet

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Company name : **Soluteck Holdings Limited**

Stock code (ordinary shares) : **8111**

This information sheet contains certain particulars concerning the above company (the “Company”) which is listed on the Growth Enterprise Market (“GEM”) of the Stock Exchange of Hong Kong Limited (the “Exchange”). These particulars are provided for the purpose of giving information to the public with regard to the Company 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 Rule”). They will be displayed at the GEM website on the Internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 24 November, 2006.

A. GENERAL

Place of incorporation : the Cayman Islands

Date of initial listing on GEM : 3 January, 2001

Name of Sponsor : N/A

Names of Directors : **Executive Directors:**
Hou Hsiao Bing – *Chairman*
Hou Hsiao Wen

Independent non-executive Directors:
Ho Wai Wing, Raymond
Lui, Ming Rosita
Tam Kam Biu, William

Name of substantial shareholder (as such term is defined in rule 1.01 of the GEM Listing Rules) and its respective interests in the ordinary shares of the Company	:	Attributable number of shares of HK\$0.10 each in the share capital of the Company	Approximate percentage of shareholding in the Company held
	:	Name of shareholders	(“Shares”) held
		Hou Hsiao Bing	76,460,000 <i>(Note 1)</i>
			16.89%

Note:

1. Mr. Hou Hsiao Bing is an executive Director.

Name(s) of company(ies) listed on GEM or the Main Board of the Stock Exchange within the same group as the Company	:	N/A
Financial year end date	:	31 March
Registered address	:	Cricket Square Hutchins Drive P.O. Box 2681 Grand Cayman KY1-1111 Cayman Islands
Head office and principal place of business in Hong Kong	:	Room 1104, SUP Tower 75 King’s Road Hong Kong
Web-site addresses	:	<i>www.soluteck.com</i> <i>www.truthhonour.com</i>

Share registrars	:	<p><i>Principal share registrar and transfer office:</i> Butterfield Fund Services (Cayman) Limited Butterfield House 68 Fort Street, P.O. Box 705, George Town Grand Cayman Cayman Islands</p> <p><i>Hong Kong branch share registrar and transfer office:</i> Computershare Hong Kong Investor Services Limited 46/F., Hopewell Centre 183 Queen's Road East Wanchai Hong Kong</p>
Auditors	:	<p>W.H. Tang & Partners CPA Limited <i>Certified Public Accountants</i> Level 7, Parkview Centre 7 Lau Li Street Causeway Bay Hong Kong</p>

B. BUSINESS ACTIVITIES OF THE GROUP

The Group is principally engaged in the following business activities:

- implementation and upgrading of self-service ATM systems and related application hardware and software for commercial banks and postal savings bureaus in the PRC;
- implementation and upgrading of electronic postal automation systems, such as volume mailing systems, mail handling systems and related application hardware and software, for postal bureaus in the PRC;
- provision of system hardware and software technical support and consultancy services to its customers in respect of self-service ATM systems and electronic postal automation systems in the PRC; and
- provision of information technology and business solutions to banking and financial institutions.

C. ORDINARY SHARES

Number of ordinary shares in issue	:	452,612,072 Shares
Par value of ordinary shares in issue	:	HK\$0.10
Board lot size (in number of shares)	:	5,000
Name of other stock exchange(s) on which ordinary shares are also listed	:	N/A

D. WARRANTS

Stock code	:	N/A
Board lot size	:	N/A
Expiry date	:	N/A
Exercise price	:	N/A
Conversion ratio (Not applicable if the warrant is denominated in dollar value of conversion right)	:	N/A
No. of warrants outstanding	:	N/A
No. of shares falling to be issued upon the exercise of outstanding warrants	:	N/A

E. OTHER SECURITIES

Details of any other securities in issue
(i.e. other than the ordinary shares described in C)

Pursuant to the share option scheme adopted by the Company on 13 December, 2000, employees of the Group and the directors of the Company may be granted options to subscribe for shares of HK\$0.10 each of the Company (the “Shares”). Any option granted under the Share Option Scheme may be exercised at any time within a period which may end on a day falling three years after the date upon which the offer for the grant of the option but shall end in any event not later than 10 years from the date of grant of the option subject to the provisions for early termination thereof. At a meeting of the board of directors of the Company held on 13 December, 2000, options to subscribe for (i) an aggregate of 9,900,000 Shares at a 50 per cent. discount to the Offer Price have been granted by the Company to 70 employees of the Group including six senior management staff of the Group and (ii) an aggregate of 10,700,000 Shares at the Offer Price have been granted by the Company to five executive directors of the Company and three employees of the Group including two senior management staff of the Group.

As of 24 November, 2006, options to subscribe for (i) an aggregate of 8,850,000 Shares at a 50 per cent. discount to the Offer Price have been lapsed since 60 employees of the Group including six senior management staff of the Group have been resigned and (ii) an aggregate of 4,300,000 Shares at the Offer Price have been lapsed since three executive directors of the Company and two employees of the Group including one senior management staff of the Group have been resigned. Accordingly, the balance of the options to subscribe for Shares at a 50 per cent. discount to the Offer Price and at the Offer Price is now 1,050,000 Shares and 6,400,000 Shares respectively.

(Please include details of stock code if listed on GEM or the Main Board or the name of any other stock exchange(s) on which such securities are listed).

Save for the above, the Company has no other securities listed on GEM or the Main Board or any other stock exchange(s).

If there are any debt securities in issue that are guaranteed, please indicate the name of guarantor.

N/A

Responsibility statement

The directors of the Company (the “Directors”) as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet (the “Information”) and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

Signed:

Hou Hsiao Bing

Hou Hsiao Wen

Ho Wai Wing, Raymond

Lui, Ming Rosita

Tam Kam Biu, William