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This notice, for which the directors of Soluteck Holdings Limited 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 for the purpose of giving information with regard to Soluteck Holdings Limited. The directors of Soluteck Holdings Limited, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this notice 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 notice misleading.



SOLUTECK HOLDINGS LIMITED

一創科技集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(stock code: 8111)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of SOLUTECK HOLDINGS LIMITED (“**Company**”) will be held at Salon Room III, 5/F, Harbour Grand Hong Kong, 23 Oil Street, North Point, Hong Kong on Thursday, 2 September 2010 at 11:00 a.m. to consider and, if thought fit, transact the following ordinary business:

1. to receive and consider the audited financial statements and the reports of the directors and the independent auditors report for the year ended 31 March 2010;
- 2A. to re-elect Mr. Zeng Xiangyi as an executive director;
- 2B. to re-elect Ms. Wang Daling as an executive director;
- 2C. to re-elect Mr. Law Shu Sang, Joseph as an executive director;
- 2D. to re-elect Mr. Tam Kam Biu, William as an independent non-executive director;

* *for identification purposes only*

- 2E. to re-elect Mr. Wong Chung Wai, Eric as an independent non-executive director;
- 2F. to re-elect Mr. Lai Chun Hung as an independent non-executive director;
- 2G. to authorize the board of directors to fix the remuneration of the directors;
- 3. to re-appoint the Company's auditors and to authorise the board of directors to fix their remuneration;

ORDINARY RESOLUTIONS

and, as special business, to consider and, if thought fit, pass the following resolutions as ordinary resolutions:

- 4. **“THAT:**
 - (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (**“GEM Listing Rules”**), the exercise by the directors of the Company during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and deal with the unissued shares (each, a **“Share”**) of HK\$0.10 each in the capital of the Company and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
 - (b) the approval in paragraph (a) above shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
 - (c) the aggregate nominal amount of share capital allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to options or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue; or (ii) the exercise of any options granted under all share option schemes of the Company adopted from time to time in accordance with the GEM Listing Rules; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares shall not exceed the aggregate of:
 - (aa) 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution; and

(bb) (if the directors of the Company are so authorised by a separate ordinary resolution of the shareholders of the Company) the aggregate nominal amount of any share capital of the Company purchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution),

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly;
and

(d) for the purposes of this resolution:

“Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or the applicable law of the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution.

“Rights Issue” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the directors of the Company to holders of Shares on the Company’s register of members on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

5. **“THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as defined in paragraph (c) below) of all powers of the Company to purchase shares (each, a **“Share”**) of HK\$0.10 each in the capital of the Company on The Stock Exchange of Hong Kong Limited (**“Stock Exchange”**), or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission of Hong Kong, the Stock Exchange, the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares which may be purchased or agreed to be purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purposes of this resolution, **“Relevant Period”** means the period from the date of the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or the applicable law of the Cayman Islands to be held; and
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution.”

6. **“THAT** conditional on the passing of resolutions numbered 4 and 5 above, the general mandate granted to the directors of the Company pursuant to paragraph (a) of resolution numbered 4 above be and it is hereby extended by the addition to the aggregate nominal amount of the shares which may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to or in accordance with such general mandate of an amount representing the aggregate nominal amount of the share capital of the Company purchased by the Company pursuant to or in accordance with the authority granted under paragraph (a) of resolution numbered 5 above.”

SPECIAL RESOLUTION

7. As special business, to consider and, if thought fit, to pass the following resolution with or without amendments as a special resolution:

(a) **“THAT** the articles of association of the Company (**“Articles”**) be and they are hereby amended in the following manner:

(i). By amending paragraph (A) of existing Article 1 by adding the following definition immediately before the existing definition of “call”:

““business day” shall mean a day on which The Stock Exchange of Hong Kong Limited generally is open for the business of dealing in securities in Hong Kong. For the avoidance of doubt, where the Designated Stock Exchange is closed for the business of dealing in securities in Hong Kong on a business day for the reason of a Number 8 or higher Typhoon Signal, Black Rainstorm Warning or other similar event, such day shall for the purposes of these Articles be counted as a business day;”

(ii). By amending paragraph (A) of existing Article 1 by adding the following definition immediately following the existing definition of “the Chairman”:

““clear days” in relation to the period of a notice that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;”

(iii). By amending paragraph (A) of existing Article 1 by replacing the definition of “the Companies Law” with the following:

“the Companies Law” shall mean The Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, as amended from time to time;”

and replacing all references to “the Companies Law (1995 Revision)” in the Articles with “The Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised)”.

(iv). By amending paragraph (A) of existing Article 1 by adding the following definition:

““Notice” shall mean written notice unless otherwise specifically stated and as further defined in these Articles;”

- (v). By deleting paragraph (C) of existing Article 1 in its entirety and replacing with the following new paragraph (C):
- “At all times during the Relevant Period (but not otherwise) a resolution shall be a Special Resolution when it has been passed by a majority of not less than three fourths of votes cast by such shareholders as, being entitled so to do, vote in person or, in the case of such shareholders as are corporations, by their respective duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which Notice has been duly given in accordance with Article 65.”
- (vi). By deleting paragraph (D) of existing Article 1 in its entirety and replacing with the following new paragraph (D):
- “A resolution shall be an Ordinary Resolution when it has been passed by a simple majority of votes cast by such shareholders as, being entitled so to do, vote in person or, in the case of any shareholder being a corporation, by its duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which Notice has been duly given in accordance with Article 65.”
- (vii). By adding the following new paragraphs (H) and (I) immediately after paragraph (G) of Article 1:
- “(H) References to a document being executed include references to it being executed under hand or under seal or by electronic signature or by any other method and references to a notice or document include a notice or document recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form whether having physical substance or not.
- (I) Section 8 of the Electronic Transactions Law (2003) of the Cayman Islands, as amended from time to time, shall not apply to these Articles to the extent it imposes obligations or requirements in addition to those set out in these Articles.”
- (viii). By deleting existing Article 3 in its entirety and replacing with the following new Article 3:
- “Subject to the Companies Law and the Company’s Memorandum of Association and these Articles and without prejudice to any special rights or restrictions for the time being attaching to any shares or any class of shares, any share may be issued upon such terms and conditions and with such preferred, deferred or other special rights, or such restrictions, whether with regard to dividend, voting, return of capital or otherwise, as the Directors may determine and any preference share maybe issued on the terms that it is liable to be redeemed upon the happening of a specified event or upon a given date and either at the option of the Company, or at the option of the holder. The Company is hereby authorised to make payments in respect of the purchase of its shares out of capital or out of any other account or fund which can be authorised for this purpose in accordance with the Companies Law.”

- (ix). By deleting the words “and that any holder of shares of the class present in person or by proxy may demand a poll” in the last line of existing Article 5(A).
- (x). By adding the words “so created under Article 7” immediately after the words “Any new shares” in the first line of existing Article 8.
- (xi). By adding the words “or, in the case of shares, without par value, diminish the number of shares into which its capital is divided” immediately after the words “shares so cancelled” in the last line of existing Article 13(v).
- (xii). By deleting existing Article 65 in its entirety and replacing with the following new Article 65:

“An annual general meeting shall be called by Notice of not less than twenty-one (21) clear days and not less than twenty (20) clear business days and any extraordinary general meeting at which the passing of a special resolution is to be considered shall be called by Notice of not less than twenty one (21) clear days and not less than ten (10) clear business days. All other extraordinary general meetings may be called by Notice of not less than fourteen (14) clear days and not less than ten (10) clear business days. The Notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and particulars of resolutions to be considered at the meeting and, in case of special business, the general nature of that business, and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under these Articles, entitled to receive such notices from the Company, provided that a meeting of the Company shall notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed:

- (i) in the case of a meeting called as the annual general meeting, by all the shareholders entitled to attend and vote thereat; and
- (ii) in the case of any other meeting, by a majority in number of the shareholders having a right to attend and vote at the meeting, being a majority together holding not less than ninety-five per cent. in nominal value of the shares giving that right.”

- (xiii). By deleting existing Article 72 in its entirety and replacing with the following new Article 72:

“At any general meeting a resolution put to the vote of the meeting shall be decided by way of a poll.”

- (xiv). By deleting existing Article 73 in its entirety and replacing with the words “Intentionally Deleted”.
- (xv). By deleting existing Article 74 in its entirety and replacing with the following new Article 74:
- “The result of the poll shall be deemed to be the resolution of the meeting. The Company shall only be required to disclose the voting figures on a poll if such disclosure is required by the Listing Rules.”
- (xvi). By deleting existing Article 75 in its entirety and replacing with the words “Intentionally Deleted”.
- (xvii). By deleting existing Article 76 in its entirety and replacing with the following new Article 76:
- “In the case of an equality of votes, the Chairman of the meeting shall be entitled to a second or casting vote. In case of any dispute as to the admission or rejection of any vote the Chairman shall determine the same, and such determination shall be final and conclusive.”
- (xviii). By deleting existing Article 77 in its entirety and replacing with the words “Intentionally Deleted”.
- (xix). By deleting (i) the words “show of hands every shareholder who is present in person (or, in the case of a shareholder being a corporation, by its duly authorised representative) or by proxy shall (save as provided otherwise in this Article) have one vote, and on a” immediately after the words “at any general meeting on a” in the second to third lines, and (ii) the words “Notwithstanding anything contained in these Articles, where more than one proxy is appointed by a Member which is a clearing house (or its nominee), each such proxy shall have one vote on a show of hands.” immediately after the words “as paid on the share)” in the twelfth line, all of existing Article 79.
- (xx). By deleting the words “, whether on a show of hands or” in the third line of existing Article 82.
- (xxi). By deleting the words “or demand for a poll” in the sixth line of existing Article 86.
- (xxii). By deleting (i) the words “or poll” in the seventh line, (ii) the words “or on a poll demanded at a meeting or an adjourned meeting” in the twelfth line, and (iii) the words “or upon the poll concerned” in the sixteenth line, all of existing Article 88.

- (xxiii). By deleting the words “demand or join in demanding a poll and to” in the second to third lines of existing Article 90.
- (xxiv). By deleting the words “including the right to vote individually on a show of hands” in the last line of existing Article 92(B).
- (xxv). By deleting the words “or poll” in the twenty-first line of existing Article 93(B).
- (xxvi). By deleting the words “/or reject his vote or demand for a poll and” in the sixth to seventh lines of existing Article 94.
- (xxvii). By adding the words “, and shares which carry no voting right at general meetings and no or nugatory dividend and return of capital rights” immediately after the words “as a unit holder” in the last line of existing Article 107(I).
- (xxviii). By deleting existing Article 124 in its entirety and replacing with the following new Article 124:

“A Director appointed to an office under Article 122 shall be subject to the same provisions as to rotation, resignation and removal as the other Directors of the Company, and he shall ipso facto and immediately cease to hold such office if he shall cease to hold the office of Director for any cause.”

- (xxix). By deleting the word “commom” in the last sentence of existing Article 133 and replacing with the word “common”.
- (xxx). By deleting existing Article 134 in its entirety and replacing with the following new Article 134:

“A Director may, and on the request of a Director the Secretary shall, at any time summon a meeting of the Directors which may be held in any part of the world but no such meeting shall be summoned to be held outside the territory in which the Head Office is for the time being situate without the prior approval of the Directors. Notice of a Directors’ meeting shall be deemed to be duly given to a Director if it is given to such Director in writing or verbally (including in person or by telephone) or via electronic mail or in such other manner as the Directors may from time to time determine. A Director absent or intending to be absent from the territory in which the Head Office is for the time being situate may request the Directors or the Secretary that notices of Directors’ meetings shall during his absence be sent in writing to him at his last known address, facsimile or telex number or any other address, facsimile or telex number given by him to the Company for this purpose, but such notices need not be given any earlier than notices given to Directors not so absent and in the absence of any such request it shall not be necessary to give notice of a Directors’ meeting to any Director who is for the time being absent from such territory.”

- (b) “**THAT** the new restated and consolidated memorandum and articles of association of the Company, consolidating all of the proposed amendments referred to in paragraph 7(a) above and all previous amendments, a copy of which has been produced to this meeting and marked “A” and initialled by the chairman of this meeting for the purpose of identification, be and are hereby adopted with immediate effect in replacement of the existing memorandum and articles of association of the Company.”

For and on behalf of the Board
Soluteck Holdings Limited
Hou Hsiao Bing
Chairman

Hong Kong, 30 July 2010

As at the date of this notice, the directors of the Company are as follows:

Executive Directors:

Hou Hsiao Bing (*Chairman*)
Hou Hsiao Wen
Zeng Xiangyi
Wang Daling
Law Shu Sang, Joseph

Independent non-executive Directors:

Tam Kam Biu, William
Wong Chung Wai, Eric
Lai Chun Hung

Principal office in Hong Kong:

Room 1104, SUP Tower
75 King’s Road
Hong Kong

Notes:

1. A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company, vote in his stead. A proxy need not be a member of the Company.
2. To be valid, the form of proxy together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority must be deposited at the offices of the Company, Room 1104, SUP Tower, 75 King’s Road, Hong Kong not later than 48 hours before the time of the above meeting or any adjourned meeting.
3. In relation to proposed resolutions numbered 4 and 6 above, approval is being sought from the shareholders of the Company for the grant to the directors of the Company of a general mandate to authorise the allotment and issue of shares under the GEM Listing Rules. The directors of the Company have no immediate plans to issue any new shares of the Company other than shares which may fall to be issued under the share option scheme of the Company or any scrip dividend scheme which may be approved by the shareholders of the Company.

4. In relation to proposed resolution numbered 5 above, the directors of the Company wish to state that they will exercise the powers conferred thereby to purchase shares in circumstances which they deem appropriate for the benefit of the shareholders of the Company.
5. Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the above meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. In the case of joint holders of a share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto; but if more than one of such joint holders are present at the above meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
7. In compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited, all resolutions to be proposed at the meeting convened by this notice will be voted by way of poll.

This notice will remain on the “Latest Company Announcements” page of the website of the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited at www.hkgem.com for at least 7 days from the date of its publication.