

## 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 Rules”). 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 3 September, 2010.

#### 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  
Zeng Xiangyi  
Wang Daling  
Law Shu Sang, Joseph

**Independent Non-Executive Directors:**  
Tam Kam Biu, William  
Wong Chung Wai Eric  
Lai Chun Hung

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	<b>Attributable number of shares of HK\$0.10 each in the share capital of the Company ("Shares") held</b>	<b>Approximate percentage of shareholding in the Company held</b>
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	Name of shareholders	Approximate percentage of shareholding in the Company held
	Hou Hsiao Bing	20.10%
	131,150,000 <i>(Note)</i>	

*Note:*

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>
Share registrars	<i>Principal share registrar and transfer office:</i> Butterfield Fulcrum Group (Cayman) Limited Butterfield House 68 Fort Street, P.O. Box 609 Grand Cayman KY1-1107 Cayman Islands

*Hong Kong branch share registrar  
and transfer office:*

Computershare Hong Kong Investor Services Limited  
1712-1716, 17th Floor, Hopewell Centre  
183 Queen's Road East  
Wanchai  
Hong Kong

*Hong Kong branch warrant  
registrar and transfer office:*

Tricor Services Limited  
Level 28, Three Pacific Place  
1 Queen's Road East  
Hong Kong  
(register kept in Macau)

Auditors : W.H. Tang & Partners CPA Limited  
*Certified Public Accountants*  
Level 7, Parkview Centre  
7 Lau Li Street  
Causeway Bay  
Hong Kong

## ***B. BUSINESS ACTIVITIES OF THE GROUP***

The Group is principally engaged in the following business activities:

- implementation and upgrading of self-service automatic teller machine (“ATM”) systems and related application hardware and software for commercial banks and postal savings bureaus in the People’s Republic of China (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 : 652,392,072 Shares

Par value of ordinary shares in issue: HK\$0.10

Board lot size (in number of shares): 5,000

Name of other stock : N/A  
exchange(s) on which  
ordinary shares are also listed

**D. WARRANTS**

Stock code : N/A (warrants are unlisted)

Board lot size : 5,000  
(in number of underlying shares)

Expiry date : 22 December 2014

Exercise price : HK\$0.90 (subject to adjustments)

Conversion ratio : N/A  
(Not applicable if the  
warrant is denominated in  
dollar value of conversion right)

No. of warrants outstanding : 100,000,000

No. of shares falling : 100,000,000  
to be issued upon the  
exercise of outstanding  
warrants

## ***E. OTHER SECURITIES***

Details of any other securities in issue

(i.e. other than the ordinary shares described in C above and warrants described in D above)

1. 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 per Share of HK\$0.40 according to the Prospectus dated 22 December 2000 (the “Offer Price”) were 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 were 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 3 September, 2010, options to subscribe for (i) an aggregate of 9,350,000 Shares at a 50 per cent. discount to the Offer Price had lapsed (since 65 employees of the Group including six senior management staff of the Group had resigned) and an aggregate of 550,000 Shares at a 50 per cent. discount to the Offer Price had been exercised and (ii) an aggregate of 4,300,000 Shares at the Offer Price had lapsed since three executive directors of the Company and one senior management staff of the Group had 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 Nil and 6,400,000 Shares respectively.

2. The warrants described in D above.

(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 or deceptive 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:

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Hou Hsiao Bing

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Hou Hsiao Wen

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Zeng Xiangyi

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Wang Daling

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Law Shu Sang, Joseph

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Tam Kam Bui, William

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Wong Chung Wai Eric

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Lai Chun Hung

*Notes:*

1. This information sheet must be signed by or pursuant to a power of attorney for and on behalf of each of the Directors of the Company.
2. Pursuant to rule 17.52 of the GEM Listing Rules, the Company must submit to the Exchange (in the electronic format specified by the Exchange from time to time) for publication on the GEM website a revised information sheet, together with a hard copy duly signed by or on behalf of each of the Directors, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.
3. Please send a copy of this form by facsimile transaction to Hong Kong Securities Clearing Company Limited (on 2815-9353) or such other number as may be prescribed from time to time at the same time as the original is submitted to the Exchange.