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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 EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (“**EGM**”) of Soluteck Holdings Limited (“**Company**”) will be held at Harbour View Room II, 3/F., The Excelsior Hong Kong, 281 Gloucester Road, Causeway Bay, Hong Kong, on 31 May 2011 at 11:00 a.m. for the purpose of considering and, if thought fit, passing with or without modification, the following resolutions as ordinary resolutions of the Company:

#### **ORDINARY RESOLUTIONS**

1. **“THAT**
  - i. the conditional sale and purchase agreement dated 13 December 2010 (the “**Acquisition Agreement**”) (a copy of which is produced to the meeting marked “A” and initialed by the chairman of the meeting for the purpose of identification) and entered into amongst Good Million Investments Limited as vendor (the “**Vendor**”), Mr. Chiu Tung Ping and Ms. Yuen Hing Lan as guarantors, City Max International Limited, a wholly-owned subsidiary of the Company as purchaser and the Company in relation to the sale and purchase of two ordinary shares of US\$1.00 each, being the entire issued share capital of China Technology Solar Power Holdings Limited (“**Target Company**”) for a consideration of HK\$292,000,000

\* *For identification purpose only*

(subject to adjustment) to be satisfied by (i) payment of cash; (ii) issue of the Consideration Shares (as defined hereinbelow); and (iii) issue of the Convertible Bonds (as defined hereinbelow); and the transactions contemplated thereunder including but not limited to (x) the entering into the deed of indemnity; (y) the entering into the escrow agreement; and (z) the assumption of the group member of the Company to pay the outstanding registered capital of a subsidiary of the Target Company in the amount of US\$5,999,050 after completion of the Acquisition Agreement, be and are hereby approved, confirmed and ratified.

- ii. conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, an aggregate of 133,000,000 shares (the “**Consideration Shares**” and each a “**Consideration Share**”) of HK\$0.10 each in the share capital of the Company credited as fully paid at an issue price of HK\$0.50 per Consideration Share, the allotment and issue of Consideration Shares to the Vendor or its nominee(s) at completion of the Acquisition Agreement in accordance with the terms thereof and subject to the conditions thereof and the articles of association of the Company (the “**Consideration Shares Specific Mandate**”) be and is hereby approved and the Consideration Shares Specific Mandate shall be in addition to and without prejudice to or revocation of any existing general mandate granted to the directors of the Company or such other general or specific mandates that may be or may have been granted to the directors of the Company prior to the passing of this resolution;
- iii. the issue of the tranche I convertible bonds in the principal amount of HK\$113,000,000 and the tranche II convertible bonds in the principal amount of up to HK\$50,000,000 by the Company (collectively, the “**Convertible Bonds**”) with an initial conversion price of HK\$0.5 per share of HK\$0.10 each in the share capital of the Company (subject to adjustment) to the Vendor or its nominee(s) at completion of the Acquisition Agreement in accordance with the terms thereof and subject to the conditions thereof be and is hereby approved;
- iv. conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, such number of shares of HK\$0.10 each in the share capital of the Company which may fall to be issued upon the exercise of the conversion rights attached to the Convertible Notes (the “**Conversion Shares**”), the allotment and issue of Conversion Shares subject to the articles of association of the Company (the “**Conversion Shares Specific Mandate**”) be and is hereby approved and the Conversion Shares Specific Mandate shall be in addition to and without prejudice to or revocation of any existing general mandate granted to the directors of the Company or such other general or specific mandates that may be or may have been granted to the directors of the Company prior to the passing of this resolution; and
- v. any one or more of the directors of the Company be and is hereby authorized to do all such acts and things, to sign and execute (and where appropriate, to affix the common seal of the Company in accordance with the articles of association of the Company to) all such further documents, deeds or agreements and to take such steps as he may consider necessary, appropriate, desirable or expedient for the implementation of and giving effect to the Acquisition Agreement and the transactions contemplated thereunder, and to agree such amendments, variations, supplement, modification or waiver of matters relating thereto as are, in his opinion, in the interest of the Company and the shareholders of the Company as a whole.”

2. “**THAT** conditional upon the passing of resolution numbered 1 above and the completion of the Acquisition Agreement, the authorized share capital of the Company be and is hereby increased from HK\$100,000,000 divided into 1,000,000,000 shares of HK\$0.10 each to HK\$250,000,000 divided into 2,500,000,000 shares of HK\$0.10 each by creation of additional 1,500,000,000 unissued shares in the share capital of the Company, and that any one or more directors of the Company be and is hereby authorized to do all such acts and things, to sign and execute (and where appropriate, to affix the common seal of the Company in accordance with the articles of association of the Company to) all such further documents and to take such steps as the director(s) of the Company consider necessary, appropriate, desirable or expedient for the implementation of and giving effect to or in connection with such increase in the authorized share capital of the Company.”
3. “**THAT** Mr. Tang Renhao be re-elected as an independent non-executive director of the Company.”

By Order of the Board  
**Soluteck Holdings Limited**  
**Wang Daling**  
*Chairman*

Hong Kong, 16 May 2011

*Registered office:*  
Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Principal place of business in  
Hong Kong:*  
Room 1104, SUP Tower  
75 King’s Road, Hong Kong

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

*Executive Directors:*

Wang Daling (*Chairman*)  
Hou Hsiao Bing  
Hou Hsiao Wen  
Zeng Xiangyi  
Xu Wei

*Independent Non-Executive Directors:*

Tam Kam Biu, William  
Lai Chun Hung  
Zhang Dandan  
Tang Renhao

*Notes:*

- (1) A member of the Company entitled to attend and vote at the extraordinary general 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, to vote on his/her behalf. A proxy need not be a member of the Company but must be present in person at the extraordinary general meeting to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
- (2) In order 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 that power or authority must be lodged at the office of the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong/principal office of the Company in Hong Kong at Room 1104, SUP Tower, 75 King's Road, Hong Kong not less than 48 hours before the time for holding the meeting or adjourned meeting.
- (3) Completion and return of an instrument appointing a proxy should not preclude a shareholder of the Company from attending and voting in person at the meeting convened should he/she/it so wish.
- (4) As required under the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited, the resolution will be decided by way of a poll.

*This announcement will remain on the Company's website and on the GEM website with the domain name of [www.hkgem.com](http://www.hkgem.com) on the "Latest Company Announcements" page for at least 7 days from the date of its posting.*