

---

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

---

**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Soluteck Holdings Limited (“**Company**”), you should at once hand this circular and the accompanying form of proxy to the purchaser, the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

---



**SOLUTECK HOLDINGS LIMITED**

**一創科技集團有限公司\***

*(Incorporated in the Cayman Islands with limited liability)*

(Stock code: 8111)

**(1) PROPOSED CHANGE OF COMPANY NAME;  
(2) RE-ELECTION OF DIRECTORS; AND  
(3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

---

A notice convening the extraordinary general meeting of the Company to be held at 11:00 a.m. on Wednesday, 13 July 2011 at Falcon Room II, Gloucester Luk Kwok Hong Kong, 72 Gloucester Road, Wanchai, Hong Kong is set out on pages 9 to 10 of this circular.

Whether or not you are able to attend the meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time of the meeting to the office of the Company’s branch registrar 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. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting in person should you so wish.

This circular will remain on the Company’s website and on the website of the Growth Enterprise Market of the Stock Exchange at [www.hkgem.com](http://www.hkgem.com) on the “Latest Company Announcements” page for at least 7 days from the date of its posting.

20 June 2011

\* *For identification purpose only*

---

## CONTENTS

---

	<i>Page</i>
<b>Characteristics of GEM</b> .....	1
<b>Definitions</b> .....	2
<b>Letter from the Board</b> .....	4
<b>Notice of the EGM</b> .....	9

---

## CHARACTERISTICS OF GEM

---

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the main board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

---

## DEFINITIONS

---

*In this circular, unless the context otherwise requires, the following expressions have the following meanings:*

“Articles”	the articles of association of the Company as amended from time to time
“Board”	the board of Directors
“CTSP (BVI)”	China Technology Solar Power Holdings Limited, a company incorporated in the British Virgins Islands with limited liability
“Company”	Soluteck Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on GEM
“Director(s)”	director(s) of the Company
“EGM”	the extraordinary general meeting of the Company convened to be held at 11:00 a.m. on Wednesday, 13 July 2011 for the Shareholders to consider and, if thought fit, approve (i) the Proposed Change of Company Name; and (ii) the re-election of Directors
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	16 June 2011, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Proposed Change of Company Name”	the proposed change of the English of the Company from “Soluteck Holdings Limited” to “China Technology Solar Power Holdings Limited” and the adoption of the Chinese name of “ <i>中科光電控股有限公司</i> ” to replace the Chinese name “ <i>一創科技集團有限公司</i> ” for identification purpose

---

## DEFINITIONS

---

“SFO”	the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.10 in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

---

LETTER FROM THE BOARD

---



**SOLUTECK HOLDINGS LIMITED**

**一創科技集團有限公司\***

*(Incorporated in the Cayman Islands with limited liability)*

(Stock code: 8111)

*Executive Directors:*

Chiu Tung Ping (*Chairman*)

Yuen Hing Lan

Leung King Pak

Hou Hsiao Bing

Hou Hsiao Wen

Zeng Xiangyi

Wang Daling

Xu Wei

*Independent non-executive Directors:*

Tam Kam Biu, William

Lai Chun Hung

Zhang Dandan

Tang Renhao

*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

20 June 2011

Dear Sir or Madam

**(1) PROPOSED CHANGE OF COMPANY NAME; AND  
(2) RE-ELECTION OF DIRECTORS**

**INTRODUCTION**

The purpose of this circular is to provide you with (i) the information regarding the Proposed Change of Company Name; (ii) the information regarding the re-election of each of Mr Chiu Tung Ping (“**Mr Chiu**”), Ms Yuen Hing Lan (“**Ms Yuen**”) and Mr Leung King Pak (“**Mr Leung**”) as a Director; and (iii) a notice of the EGM.

**PROPOSED CHANGE OF COMPANY NAME**

The Board proposes to change the English name of the Company from “Soluteck Holdings Limited” to “China Technology Solar Power Holdings Limited” and to adopt the Chinese name “**中**科光電控股有限公司” for identification purpose only to replace the existing Chinese name “**一創**科技集團有限公司” (which was adopted for identification purpose only).

\* *For identification purpose only*

---

## LETTER FROM THE BOARD

---

### Conditions

The Proposed Change of Company Name will be subject to fulfillment of the following conditions:

- (i) the passing of a special resolution by the Shareholders approving the change of the English name of the Company at the EGM; and
- (ii) the obtaining of the approval of the change of the English name of the Company by the Registrar of Companies in the Cayman Islands.

The Proposed Change of Company Name will take effect from the date on which the Registrar of Companies in the Cayman Islands enters the new English name on the register in place of the existing name of the Company. Thereafter, the Company will carry out all necessary filing procedures with the Companies Registry in Hong Kong.

### Reasons for the Proposed Change of Company Name

The Directors believe that the proposed new name will better reflect the nature of the businesses conducted by the Group after the completion of the acquisition of the entire issued share capital of CTSP (BVI). CTSP (BVI) and its subsidiaries are engaged in the businesses of solar energy generation and related power system integration in the People's Republic of China.

The Directors consider that the Proposed Change of Company Name is in the interests of the Company and the Shareholders as a whole.

### Effects of the Change of Company Name

After the Proposed Change of Company Name becoming effective, all existing share certificates bearing the present name of the Company will continue to be evidence of title to the Shares and will continue to be valid for trading, settlement and registration purposes and the rights of the Shareholders will not be affected as a result of the Proposed Change of Company Name. Should the Proposed Change of Company Name become effective, any issue of share certificates thereafter will be in the new name of the Company. There will not be any arrangement for free exchange of existing share certificates for new share certificates under the new name of the Company.

Further announcement(s) will be made by the Company when the Proposed Change of Company Name becomes effective to inform the Shareholders of the relevant trading arrangement and new stock short name as a result of the Proposed Change of Company Name in due course.

---

## LETTER FROM THE BOARD

---

### RE-ELECTION OF DIRECTORS

Mr Leung King Pak was appointed as an executive Director by the Board with effect from 2 June 2011. Mr Chiu Tung Ping and Ms Yuen Hing Lan were appointed as executive Directors by the Board with effect from 8 June 2011. Pursuant to article 112 of the Articles, each of Mr Leung, Mr Chiu and Ms Yuen shall hold office only until the EGM and, being eligible, offers himself or herself for re-election at the EGM.

Mr Leung, aged 64, holds (i) a Master of Business Administration from the International Management Centre of Buckingham, the United Kingdom; and (ii) a Diploma in Management Studies from the University of Hong Kong. Mr Leung has over 30 years experience in financial management and business development. Mr Leung has been the chief financial officer, senior vice-president or vice-president of several listed companies and/or their subsidiaries.

Mr Chiu, aged 59, is the general manager of 青海百科光電有限責任公司 (unofficial English translation being Qinghai Baike Solar Power Co., Ltd.). Mr Chiu is a committee member of the 10th Plenary of the Chinese People's Political Consultative Conference Gansu Committee (中國人民政治協商會議甘肅省第十屆委員會). Mr Chiu is also the vice-chairperson of 甘肅省工商業聯合會 (unofficial English translation being Gansu Province Industrial and Commercial Industry Association). Mr Chiu is the honorary president of the Hong Kong General Association of International Investment (香港國際投資總商會). Mr Chiu is the spouse of Ms Yuen.

Ms Yuen, aged 55, is a director of 青海百科光電有限責任公司 (unofficial English translation being Qinghai Baike Solar Power Co., Ltd.). Ms Yuen obtained the Bachelor of Public Health from Shanxi Medical School (山西醫學院) in 1979. Ms Yuen is experienced in corporate management. Ms Yuen is the spouse of Mr Chiu.

As at the Latest Practicable Date, each of Mr Chiu and Ms Yuen owned respectively 70% and 30% of the entire issued share capital of Good Million Investments Limited (“**Good Million**”), a company incorporated in the British Virgin Islands with limited liability and a substantial Shareholder. As at the Latest Practicable Date, Good Million owned 133,000,000 Shares (representing approximately 15.28% of the entire issued share capital of the Company as at the Latest Practicable Date) and convertible bonds in the aggregate principal amount of HK\$119,100,000, which can as at the Latest Practicable Date be converted to 238,200,000 Shares. By virtue of Part XV of the SFO, each of Mr Leung and Ms Yuen was deemed to be interested in 371,200,000 Shares as at the Latest Practicable Date.

There is no service contract between the Company and each of Mr Leung, Mr Chiu and Ms Yuen. Each of Mr Leung, Mr Chiu and Ms Yuen is not appointed for a specified term and is subject to retirement by rotation and other related provisions as stipulated in the Articles.

The remuneration of Mr Chiu is HK\$30,000 per month which was determined by the Board with reference to the prevailing market conditions, his roles and responsibilities. The remuneration of each of Mr Leung and Ms Yuen is HK\$10,000 per month which was determined by the Board with reference to the prevailing market conditions, his/her roles and responsibilities.



---

## LETTER FROM THE BOARD

---

Save as disclosed above, each of Mr Leung, Mr Chiu and Ms Yuen has not held any other major appointment and qualifications or directorship in other listed company in the last three years, nor does he/she have any relationship with any Director, senior management, substantial or controlling shareholders of the Company. Other than the directorship in the Company, each of Mr Leung, Mr Chiu and Ms Yuen does not hold other positions with the Company or other members of the Company. Save as disclosed above, each of Mr Leung, Mr Chiu and Ms Yuen did not have any other interest in the shares of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Save as disclosed above, there is no further information to be disclosed pursuant to the requirements of Rule 17.50(2) (h) to (v) of the GEM Listing Rules and there is no other matters relating to the proposed re-election of each of Mr Leung, Mr Chiu and Ms Yuen as a Director that need to be brought to the attention of the Shareholders.

### EGM

The EGM will be held at 11:00 a.m. on Wednesday, 13 July 2011 at Falcon Room II, Gloucester Luk Kwok Hong Kong, 72 Gloucester Road, Wanchai, Hong Kong, the notice of which is set out on pages 9 to 10 of this circular, for the Shareholders to consider and, if thought fit, approve (i) the Proposed Change of Company Name; (ii) the proposed re-election of each of Mr Leung, Mr Chiu and Ms Yuen as a Director.

In compliance with the GEM Listing Rules, all resolutions will be voted on by way of a poll at the EGM.

You will find enclosed a form of proxy for use at the EGM. Whether or not you are able to attend the EGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time of the EGM to the office of the Company's branch registrar 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. Completion and return of the form of proxy will not preclude you from attending and voting at the EGM in person should you so wish.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on any of the resolutions to be proposed at the EGM.

---

## LETTER FROM THE BOARD

---

### RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with 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 the information contained in this circular 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 circular misleading.

### RECOMMENDATION

The Directors consider that (i) the Proposed Change of Company Name; and (ii) the proposed re-election of Directors are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the EGM.

By order of the Board  
**Soluteck Holdings Limited**  
**Chiu Tung Ping**  
*Chairman and executive Director*

---

## NOTICE OF THE EGM

---



### **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 the extraordinary general meeting of Soluteck Holdings Limited (“**Company**”) will be held at 11:00 a.m. on Wednesday, 13 July 2011 at Falcon Room II, Gloucester Luk Kwok Hong Kong, 72 Gloucester Road, Wanchai, Hong Kong for the following purposes:

#### **SPECIAL RESOLUTION**

To consider and, if thought fit, pass the following resolution as a special resolution:

1. **“THAT:**
  - (a) subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands being obtained, the English name of the Company be and is hereby changed from “Soluteck Holdings Limited” to “China Technology Solar Power Holdings Limited”; and
  - (b) any one director of the Company be and is hereby authorised to do all such acts and things and execute all documents as he/she considers necessary or expedient to give effect to the aforesaid change of name of the Company.”

#### **ORDINARY RESOLUTIONS**

To consider and, if thought fit, pass the following resolutions, each as an ordinary resolution:

2. **“THAT** Mr Leung King Pak be re-elected as a director of the Company.”
3. **“THAT** Mr Chiu Tung Ping be re-elected as a director of the Company.”
4. **“THAT** Ms Yuen Hing Lan be re-elected as a director of the Company.”

By order of the Board  
**Soluteck Holdings Limited**  
**Chiu Tung Ping**  
*Chairman and executive Director*

Hong Kong, 20 June 2011

\* *For identification purpose only*

---

## NOTICE OF THE EGM

---

*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:	Chiu Tung Ping ( <i>Chairman</i> ) Yuen Hing Lan Leung King Pak Hou Hsiao Bing Hou Hsiao Wen Zeng Xiangyi Wang Daling 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 must be deposited 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, at the office of the Company's branch registrar 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 not less than 48 hours before the time for holding the meeting or adjourned meeting. Completion and return of a form of proxy will not preclude a shareholder of the Company from attending in person and voting at the extraordinary general meeting or any adjournment thereof, should he so wish.
- (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 and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (4) As required under the Rules Governing the Listing of Securities on the Growth Enterprise Market ("GEM") of The Stock Exchange of Hong Kong Limited, all resolutions will be decided by way of a poll.

*This notice 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.*